

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wuerttemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

*Petitioners,*

for an order, pursuant to CPLR § 7701, seeking judicial instruction.

Index No. 652382/2014

**AFFIRMATION OF  
FELIX J. GILMAN IN  
SUPPORT OF THE  
BREVAN HOWARD  
CREDIT CATALYSTS  
MASTER FUND  
LIMITED AND  
BREVAN HOWARD  
CREDIT VALUE  
MASTER FUND'S  
OBJECTION TO THE  
PROPOSED  
SETTLEMENT**

Assigned to: Friedman, J.

New York State        )  
                                  )  
County of New York    )        ss:

I, Felix J. Gilman, an attorney duly licensed to practice law in the State of New York, affirms under penalties of perjury that the following is true and correct and says:

1. I am a member in good standing of the bar of this Court and an associate at Axinn, Veltrop & Harkrider LLP, attorneys for Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund Limited, two funds for which DW Investment Management, LP serves as investment manager (such funds, collectively, the “DW Funds”).

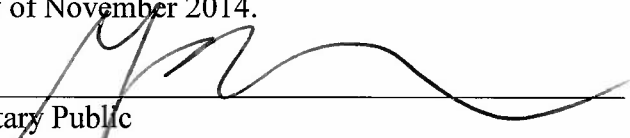
2. The DW Funds have submitted a notice of intention to appear and object to the proposed settlement between U.S. Bank National Association, The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A., Wilmington Trust, National Association, Law Debenture Trust Company of New York, Wells Fargo Bank, National Association, HSBC Bank U.S.A., N.A., and Deutsche Bank National Trust Company, and JP Morgan & Chase Co.

3. I submit this affirmation to provide a list of trusts affected by the proposed settlement in which the DW Funds have holdings.


4. The DW Funds currently hold securities issued by the trusts on Exhibit A.

Dated: New York, New York  
November 7, 2014

Sworn and subscribed to before me this 7<sup>th</sup>  
day of November 2014.

  
\_\_\_\_\_  
Notary Public

**MAGDALENA HALE SPENCER**  
Notary Public, State of New York  
No. 02SP6258963  
Qualified in New York County  
Commission Expires April 9, 2016

  
\_\_\_\_\_  
Felix J. Gilman  
AXINN, VELTROP & HARKRIDER LLP  
114 West 47th Street  
New York, New York 10036  
Phone: (212) 728-2200  
Fax: (212) 728-2201  
Email: fgilman@axinn.com

## **EXHIBIT A**

## **EXHIBIT A: DW FUNDS COVERED TRUST HOLDINGS**

### **Trust Name**

BALTA 2005-1  
BALTA 2005-10  
BALTA 2005-5  
BALTA 2005-8  
BALTA 2006-7  
BALTA 2006-8  
BALTA 2007-1  
BSABS 2005-1  
BSABS 2005-AQ2  
BSABS 2005-HE10  
BSABS 2005-HE2  
BSABS 2006-1  
BSABS 2006-2  
BSABS 2006-3  
BSABS 2006-EC2  
BSABS 2006-HE10  
BSABS 2006-HE3  
BSABS 2006-HE8  
BSABS 2006-HE9  
BSABS 2007-1  
BSABS 2007-2  
BSABS 2007-HE4  
BSABS 2007-HE5  
BSARM 2006-2  
BSMF 2006-AR1  
BSMF 2006-AR2  
BSMF 2006-AR3  
BSMF 2006-AR5  
BSMF 2006-SL4  
BSMF 2006-SL5  
BSMF 2007-AR1  
BSMF 2007-AR2  
BSMF 2007-AR4  
BSMF 2007-AR5  
CFLX 2007-M1  
CHASE 2005-A2  
CHASE 2007-A1  
CHASE 2007-S2

GPMF 2005-AR3  
GPMF 2005-AR4  
GPMF 2005-AR5  
GPMF 2006-AR1  
GPMF 2006-AR2  
JPALT 2005-A2  
JPALT 2006-A6  
JPALT 2006-S4  
JPMAC 2005-OPT1  
JPMAC 2006-CH1  
JPMAC 2006-CW1  
JPMAC 2006-FRE1  
JPMAC 2006-FRE2  
JPMAC 2006-HE1  
JPMAC 2006-WMC1  
JPMAC 2007-CH1  
JPMAC 2007-CH4  
JPMMT 2006-A1  
JPMMT 2006-A4  
JPMMT 2007-A3  
SACO 2005-2  
SACO 2005-4  
SACO 2005-5  
SACO 2005-6  
SACO 2005-7  
SACO 2005-8  
SACO 2005-WM1  
SACO 2005-WM2  
SACO 2005-WM3  
SACO 2006-10  
SACO 2006-12  
SACO 2006-2  
SACO 2006-3  
SACO 2006-4  
SACO 2006-9  
SAMI 2006-AR1  
SAMI 2006-AR2  
SAMI 2006-AR3  
SAMI 2006-AR5  
SAMI 2006-AR6  
SAMI 2006-AR7

SAMI 2006-AR8  
SAMI 2007-AR1  
SAMI 2007-AR3  
SAMI 2007-AR4  
SAMI 2007-AR7

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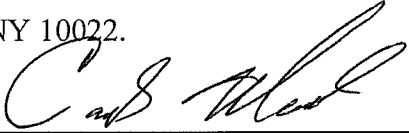
Assigned to: Friedman, J.

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  )     ss:  
COUNTY OF NEW YORK    )

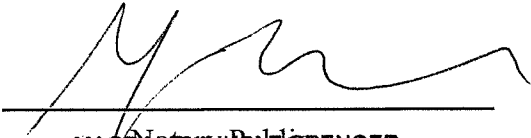
Carlos Morales, being duly sworn, deposes and says:

I am over 18 years of age and not a party to this action. On November 7th, 2014 I served the

attached Affirmation of Felix J. Gilman in Support of the Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund's Objection to the Proposed Settlement upon Kenneth E. Warner of Warner Partners, P.C., Attorneys for Petitioners, AEGON USA Investment Management, LLC, Bayerische Landesbank, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC (f/k/a ING Investment Management LLC), Invesco Advisers, Inc., Kore Advisors, L.P., Landesbank Baden-Wurttemberg, Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Sealink Funding Limited, Teachers Insurance and Annuity Association of America, The Prudential Insurance Company of America, the TCW Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company, by mailing a true copy of the attached papers, enclosed and properly sealed in a postpaid envelope, which I deposited in an official depository under the exclusive care and custody of the United States Postal Services within the State of New York for overnight service via Priority Mail Express and addressed to: Kenneth E. Warner, Warner Partners, P.C., 950 Third Avenue, 32nd Floor, New York, NY 10022.

Signature:  \_\_\_\_\_

Sworn to before me this 7th day of November 2014.



**MAGDALENA HALE SPENCER**  
Notary Public, State of New York  
No. 02SP6258963  
Qualified in New York County  
Commission Expires April 9, 2016



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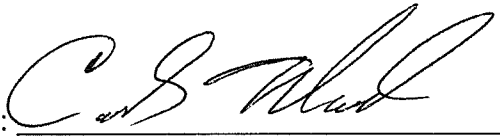
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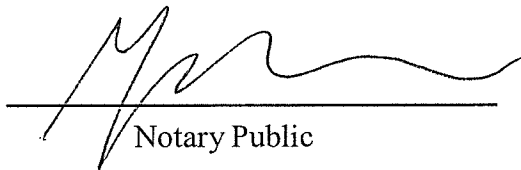
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Signature: 

Sworn to before me this 7th day of November 2014.

  
\_\_\_\_\_  
Notary Public

**MAGDALENA HALE SPENCER**  
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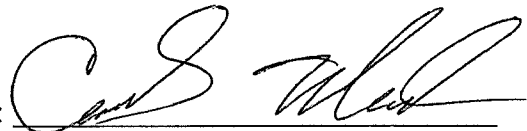
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Signature: 

Sworn to before me this 7th day of November 2014.

  
\_\_\_\_\_  
Notary Public

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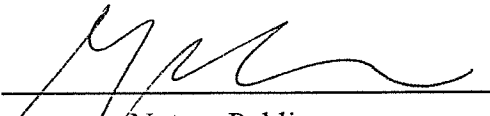
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Signature:  \_\_\_\_\_

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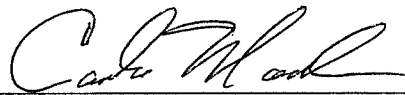
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Signature: \_\_\_\_\_

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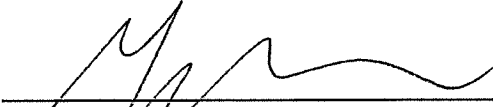
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Signature: 

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U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wuerttemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

*Petitioners,*

for an order, pursuant to CPLR § 7701, seeking judicial instruction.

Index No. 652382/2014

**AFFIDAVIT OF SERVICE**


Assigned to: Friedman, J.

STATE OF NEW YORK     )  
  )  
COUNTY OF NEW YORK    )            ss:

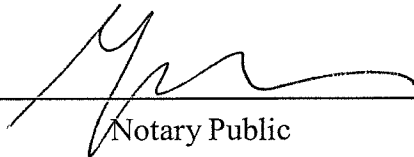
Carlos Morales, being duly sworn, deposes and says:

I am over 18 years of age and not a party to this action. On November 7th, 2014 I served the

attached Affirmation of Felix J. Gilman in Support of the Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund's Objection to the Proposed Settlement upon Jean-Marie L. Atamian and Matthew V. Wargin of Mayer Brown LLP, Attorneys for the Petitioner, HSBC Bank, N.A., by mailing a true copy of the attached papers, enclosed and properly sealed in a postpaid envelope, which I deposited in an official depository under the exclusive care and custody of the United States Postal Services within the State of New York for overnight service via Priority Mail Express and addressed to: Jean-Marie Atamian and Matthew V. Wargin, Mayer Brown LLP, 1675 Broadway, New York, NY 10019.

Signature:  \_\_\_\_\_

Sworn to before me this 7th day of November 2014.

  
\_\_\_\_\_  
Notary Public

MAGDALENA HALE SPENCER  
Notary Public, State of New York  
No. 02SP6258963  
Qualified in New York County  
Commission Expires April 9, 2016

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wuerttemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

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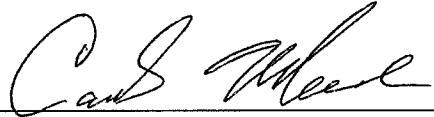
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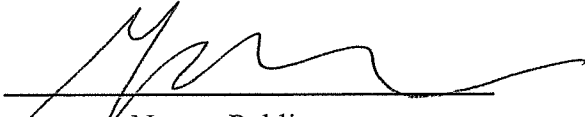
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attached Affirmation of Felix J. Gilman in Support of the Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund's Objection to the Proposed Settlement upon Robert C. Micheletto and Nidhi Yadava of Jones Day LLP, Attorneys for the Petitioner, U.S. Bank National Association, by mailing a true copy of the attached papers, enclosed and properly sealed in a postpaid envelope, which I deposited in an official depository under the exclusive care and custody of the United States Postal Services within the State of New York for overnight service via Priority Mail Express and addressed to: Robert Micheletto and Nidhi Yadava, Jones Day LLP, 222 East 41<sup>st</sup> Street, New York, New York 10017.

Signature: 

Sworn to before me this 7th day of November 2014.

  
\_\_\_\_\_  
Notary Public

MAGDALENA HALE SPENCER  
Notary Public, State of New York  
No. 02SP6258963  
Qualified in New York County  
Commission Expires April 9, 2016

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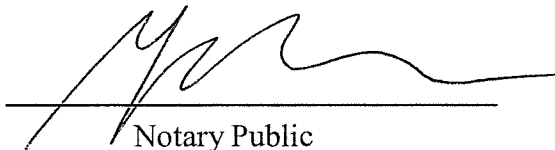
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attached Affirmation of Felix J. Gilman in Support of the Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund's Objection to the Proposed Settlement upon Robert Schnell, Stephen M. Mertz and Michael M. Krauss of Faegre Baker Daniels LLP, Attorneys for the Petitioner, Wells Fargo Bank, National Association, by mailing a true copy of the attached papers, enclosed and properly sealed in a postpaid envelope, which I deposited in an official depository under the exclusive care and custody of the United States Postal Services within the State of New York for overnight service via Priority Mail Express and addressed to: Robert Schnell, Stephen M. Mertz and Michael M. Krauss, Faegre Baker Daniels LLP, 2200 Wells Fargo Center, 90 S. Seventh Street, Minneapolis, Minnesota 55402.

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