

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,

-against-

FEDERAL HOME LOAN BANK OF BOSTON (intervenor), TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO 2006-2, LTD., TRIAXX PRIME CDO 2007-1, LTD. (intervenor), QVT FUND V LP, QVT FUND IV LP, QUINTESSENCE FUND L.P., QVT FINANCIAL LP (intervenor), BREVAN HOWARD CREDIT CATALYSTS MASTER FUND LIMITED AND BREVAN HOWARD CREDIT VALUE MASTER FUND LIMITED (intervenor), THE NATIONAL CREDIT UNION ADMINISTRATION BOARD,

Respondents,

for an order, pursuant to CPLR § 7701, seeking judicial instruction, and approval of a proposed settlement.

Index No. 652382/2014

**AFFIRMATION OF MICHAEL A. ROLLIN IN SUPPORT OF PROPOSED ORDER TO SHOW CAUSE WHY W&L INVESTMENTS, LLC SHOULD NOT BE PERMITTED TO INTERVENE**

I, Michael A. Rollin, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am a member in good standing of the bar of this Court and a shareholder of Jones & Keller, P.C., counsel for proposed-intervenor W&L Investments, LLC (“W&L”). I make this affirmation in support of W&L’s Proposed Order to Show Cause Why W&L Investments, LLC Should Not Be Permitted to Intervene (“Proposed Order”) and its supporting Memorandum of Law.

2. The Petitioners commenced this proceeding by filing a petition under CPLR § 7701 on August 3, 2014. The Petitioners seek judicial instruction and approval of a proposed Settlement that they entered into on behalf of 312 trusts (the “Accepting Trusts”) for which they serve as Trustees.

3. W&L holds certificates representing interests in trusts that are subject to this proceeding, Chase Series 2007-A3 and Chase Series 2007-S6.

4. The proposed Settlement that the Trustees ask this Court to approve would affect valuable rights held by the Accepting Trusts and/or Certificateholders, including W&L.

5. W&L seeks to intervene in order to fully and fairly participate in this proceeding; represent its rights and interests, which may not be adequately represented otherwise; and examine matters that concern the reasonableness of the proposed Settlement, the process by which it was reached, and the Trustees’ decision to accept it.

6. The Trustees stated in their Omnibus Response to the Requests to Intervene, “the Trustees do not oppose the Requests to Intervene,” and specifically listed W&L as a proposed intervenor. (Doc. 179 at 2.)

7. The Trustees also stated the following in their Amended Omnibus Proposed Order Granting Petitions to Intervene:

On November 3, 2014, Construction Laborers Pension Trust for Southern California and Laborers Pension Trust Fund for Northern California filed a notice of appearance and other papers expressing their intention to object to the Settlement, and W&L Investments, LLC filed a letter expressing its intention to object to the Settlement. Although these parties have not moved to intervene in the proceeding, the Trustees do not oppose their appearances.

(Doc. 184 at 2, n 1.)

8. W&L, as a potentially interested person acting *pro se*, timely submitted a letter to the Court, expressing its intent to appear and object. (Doc. 148 at 2.)

9. The intervention of W&L will not prejudice the rights of any parties in this proceeding, and in fact, will assist the Court by adding to its understanding of the proposed Settlement.

Respectfully submitted this 8th day of December, 2014.

s/Michael A. Rollin  
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