

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-

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), AMBAC ASSURANCE CORPORATION, THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor), and W&L INVESTMENTS, LLC (intervenor)

Respondents,

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

Index No. 652382/2014

(Friedman, J.)

**AFFIRMATION OF
DARRELL S. CAFASSO**

DARRELL S. CAFASSO, an attorney duly admitted to practice law before the Courts of the State of New York, hereby affirms the truth of the following statements under the penalties of perjury.

1. I am a partner at the law firm of Sullivan & Cromwell LLP, attorney for non-party JPMorgan Chase & Co. in the above-captioned matter. As such, I am fully familiar with the facts and circumstances as set forth herein.

2. This affirmation is submitted in support of the Stipulation to admit Ryan J. McCauley of the law firm Sullivan & Cromwell LLP to practice in this Court *pro hac vice* for the purpose of appearing and participating in this litigation.

3. Ryan J. McCauley is an attorney in good standing of the State of California (a copy of a Certificate of Good Standing is annexed to his affidavit). He has never been nor is he presently subject to any disciplinary hearings in any jurisdiction.

4. By affidavit, Mr. McCauley agrees to abide and be governed by the New York Civil Practice Law and Rules, the Rules of New York County, and the ethical and other requirements established by the State Bar of New York.

5. Counsel for Petitioners and Respondents consent to Mr. McCauley's admission *pro hac vice*. Their stipulation, signed November 16, 2015, is submitted herewith.

Dated: November 16, 2015
New York, New York

Respectfully submitted,

/s/ Darrell S. Cafasso
DARRELL S. CAFASSO