

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, AND 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.

Index No.
652382/2014

PETITIONERS' FINAL WITNESS LIST

U.S. Bank National Association (“U.S. Bank”), The Bank of New York Mellon (“BNYM”), The Bank of New York Mellon Trust Company, N.A. (“BNYMTC”), Wilmington Trust, National Association (“Wilmington Trust”), Law Debenture Trust Company of New York (“Law Debenture”), Wells Fargo Bank, National Association (“Wells Fargo”), HSBC Bank USA, N.A. (“HSBC”), and Deutsche Bank National Trust Company (“DBNTC”), solely in their respective capacities as trustees, indenture trustees, successor trustees, and/or separate trustees (collectively, the “Trustees”) and the above-referenced institutional investors (with the Trustees, the “Petitioners”) give notice that they may call the following witnesses at the hearing in the above-captioned Article 77 proceeding in their case in chief (the “Witnesses”).

The Trustees intend to each call a Witness in their case in chief via affidavit in lieu of providing live testimony before the Court. In addition, Petitioners intend to conclude the hearing in the time previously allotted by the Court, so they may not call some of the Witnesses.

Petitioners reserve their right to supplement this witness list as evidence requires. Petitioners also reserve their right to call in their own case in chief any witness designated by the Objectors, and their right to call any rebuttal witnesses, if necessary, to respond to the Objectors’ case or to specific Court inquiries. Petitioners also reserve their right to call any witness that may be necessary to provide a foundation for the admission of any document on the Petitioners’ final exhibit list that is unexpectedly subject to dispute following the Parties’ forthcoming meet and confer in that regard.

| <u>Witness</u> | <u>Affiliation</u> |
|-----------------------|--|
| Daniel R. Fischel | Compass Lexecon / University of Chicago Law School |
| Nicolas Valaperta | U.S. Bank |
| James Byrnes | U.S. Bank |

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|-------------------------------|------------------|
| Joel Wollman | QVT Financial LP |
| Loretta Lundberg | BNYM / BNYMTC |
| Joseph Nardi | Wilmington Trust |
| Thomas Musarra | Law Debenture |
| Mary Sohlberg | Wells Fargo |
| Thomas G. Mackay ¹ | HSBC |
| David Co ² | DBNTC |

¹ HSBC intends to submit Mr. Mackay's testimony by affidavit only. The Objectors have confirmed that they do not intend to call any HSBC witness, including Mr. Mackay, during the Article 77 hearing.

² DBNTC intends to submit Mr. Co's testimony by affidavit only. The Objectors have confirmed that they do not intend to call any DBNTC witness, including Mr. Co, during the Article 77 hearing.

Dated: New York, New York
January 4, 2016

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