

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),

Petitioners,

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

Index No. 652382/2014

**AFFIRMATION OF
ROBERT C. MICHELETTO**

I, Robert C. Micheletto, an attorney admitted to practice in the courts of the State of New York, affirm under penalty of perjury as follows:

1. I am a member of the firm of Jones Day, attorneys for Petitioner U.S. Bank National Association. I submit this affirmation in support of the proposed Order to Show Cause (the “OSC”) filed by U.S. Bank National Association, Wilmington Trust, National Association, Law Debenture Trust Company of New York, and Wells Fargo Bank, National Association (the “October 1 Accepting Trustees”), solely in their respective capacities as trustees, successor trustees, and/or separate trustees of the residential mortgage-backed securitization trusts listed on Exhibit A hereto (each an “October 1 Accepting Trust” and collectively, the “October 1 Accepting Trusts”).

2. On August 1, 2014, U.S. Bank National Association, The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A., Deutsche Bank National Trust

Company, HSBC Bank USA, N.A., Law Debenture Trust Company of New York, Wells Fargo Bank, National Association, and Wilmington Trust, National Association (the “August 1 Accepting Trustees” and collectively with the October 1 Accepting Trustees, the “Trustees”), solely in their respective capacities as trustees, indenture trustees, successor trustees, and/or separate trustees of certain residential mortgage-backed securitization trusts (collectively, the “August 1 Accepting Trusts”), accepted a settlement agreement, dated August 1, 2014 (the “Settlement” or “Settlement Agreement”) between the Accepting Trustees, a group of institutional investors (the “Institutional Investors”), and JPMorgan Chase & Co. and certain of its affiliates (“JPMorgan”). The Settlement Agreement is subject to judicial approval.

3. The October 1 Accepting Trustees negotiated with JPMorgan for an extension of time to October 1, 2014 to evaluate whether the October 1 Accepting Trustees should accept the Settlement on behalf of the October 1 Accepting Trusts and certain other residential mortgage-backed securitization trusts for which certain of the October 1 Accepting Trustees also serve as trustee and/or successor trustee.

4. On August 1, 2014, the Trustees provided a notice (the “August 1 Notice”) regarding, among other things, the matters described in Paragraphs 2 and 3 above. The August 1 Notice was mailed to the Certificateholders listed on the Certificate Registries for the residential mortgage-backed securitization trusts referenced in the notice, including the August 1 Accepting Trusts and the October 1 Accepting Trusts, as well as certain parties contractually entitled to receive the August 1 Notice, and was posted to the website previously created by the Trustees, www.rmbstrusteesettlement.com. The August 1 Notice was the seventh notice provided by the Trustees since December 2013 regarding the Trustees’ evaluation of the Settlement Agreement.

5. On August 3, 2014, pursuant to Article 77 of the New York Civil Practice Law and Rules, the August 1 Accepting Trustees filed the Petition in this matter (the “Article 77 Proceeding”) seeking judicial instructions and approval of their decision to accept the Settlement on behalf of the August 1 Accepting Trusts. The Petition included a statement that the October 1 Accepting Trustees had negotiated with JPMorgan for an extension of time to evaluate whether the October 1 Accepting Trustees should accept the Settlement on behalf of the October 1 Accepting Trusts and certain other residential mortgage-backed securitization trusts for which the October 1 Accepting Trustees also serve as trustee and/or successor trustee, and that the Trustees reserved the right to amend the Petition to add the October 1 Accepting Trusts to the Article 77 Proceeding.

6. On August 3, 2014, the August 1 Accepting Trustees also filed a proposed order to show cause regarding, among other things, a notice program for the Article 77 Proceeding. The August 1 Accepting Trustees filed an amended proposed order to show cause on August 12, 2014. On August 15, 2014, the Court issued an Interim Decision and Order on Order to Show Cause (the “August 15 Order”) approving the August 1 Accepting Trustees’ amended proposed order to show cause with certain modifications.

7. The August 1 Accepting Trustees have provided notice in accordance with the relevant terms of the August 15 Order, as follows:

a. Causing the form of notice approved by the Court in the August 15 Order (the “Article 77 Notice”) to be published in *The Wall Street Journal (Global)*, *The Financial Times Worldwide*, *The New York Times*, *USA Today*, *Investor’s Business Daily*, and *The Economist Worldwide Edition* for one business day for three consecutive weeks.

b. Causing translated versions of the Article 77 Notice to be published in *Les Echos* (France), *Die Welt* (Germany), *Il Sole 24 Ore* (Italy), *Tages Anzeiger* (Switzerland), *NRC Handelsblad* (Netherlands), *The Nikkei* (Japan), *Strait Times* (Singapore), *New Straits Times* (Malaysia), *China Business News* (China), *Korea Economic Daily* (South Korea), and *The Times (of London)* for one business day for three consecutive weeks.

c. Causing the Article 77 Notice to be posted to the following media distribution wire services: *PRNewswire*; *Business Wire*; and *GlobeNewswire*.

d. Causing banner advertisements publicizing the Settlement, with a hyperlink to www.rmbstrusteesettlement.com, to be placed on the following websites: wsj.com, investors.com, ft.com, reuters.com, economist.com, yahoo.com, Globalcustody.net, Assetman.net, FundServices.net, and IHT.com.

e. Causing the Article 77 Notice, the August 15 Order, the Petition and the papers filed contemporaneously therewith, certain other papers filed with the Court, and a list containing Committee on Uniform Security Identification Procedures numbers related to the residential mortgage-backed securitization trusts covered by the initial offer in the Settlement, including such numbers for the August 1 Accepting Trusts, (the “CUSIP List”) to be provided to The Depository Trust Company (“DTC”), which was posted in accordance with DTC’s established procedures.

f. Causing the documents in the above paragraph to be posted to the website previously created by the Trustees, www.rmbstrusteesettlement.com.

g. Causing the Article 77 Notice to be posted to the applicable investor reporting websites for the August 1 Accepting Trusts.

h. Causing the Article 77 Notice, the August 15 Order, the Petition and the papers filed contemporaneously therewith, certain other papers filed with the Court, and the CUSIP List to be mailed by first-class, registered mail to the persons and entities identified in the August 15 Order.

8. During the month of August, the October 1 Accepting Trustees provided separate notices regarding their continued evaluation of the Settlement Agreement for the October 1 Accepting Trusts. The notices were mailed to the Certificateholders listed on the Certificate Registry for each of the October 1 Accepting Trusts as well as certain parties contractually entitled to receive such notices, and were posted to the applicable investor reporting websites for the October 1 Accepting Trusts. Among other things, the notices stated that October 1, 2014 was the deadline for the October 1 Accepting Trustees to accept the Settlement for the October 1 Accepting Trusts. The Notices also stated that the August 1 Accepting Trustees had commenced the Article 77 Proceeding and explained that if the October 1 Accepting Trustees accepted the Settlement on behalf of the October 1 Accepting Trusts, such acceptance would be subject to Court approval in the Article 77 Proceeding. The notices also stated that additional information is available at www.rmbstrusteesettlement.com.

9. On October 1, 2014, the October 1 Accepting Trustees notified JPMorgan and the Institutional Investors that, following an evaluation process including, among other things, consideration of certain expert reports, they have accepted the Settlement on behalf of the October 1 Accepting Trusts, subject to judicial approval, and provided a notice (the "October 1 Notice") regarding the same. The October 1 Notice has been posted to www.rmbstrusteesettlement.com, and will be mailed to the Certificateholders listed on the

Certificate Registry for each of the October 1 Accepting Trusts as well as certain parties contractually entitled to receive such notice.

10. On October 2, 2014, the Trustees filed an Amended Petition adding the October 1 Accepting Trusts to the Article 77 Proceeding.

11. Given the notice provided by the Trustees in accordance with the August 15 Order, the notices described in Paragraph 8 above provided by the October 1 Accepting Trustees regarding their continued evaluation of the Settlement Agreement for the October 1 Accepting Trusts, and the notices described in Paragraph 4 above, the October 1 Accepting Trustees believe that persons with an interest in the October 1 Accepting Trusts have received adequate notice of the Settlement, the Article 77 Proceeding and the possibility that the October 1 Accepting Trusts would be added to the Settlement and the Article 77 Proceeding on or shortly after October 1, 2014.

12. Nevertheless, the October 1 Accepting Trustees propose to notify, within ten days of the entry of the OSC, the various entities that may have an interest in the October 1 Accepting Trusts on whose behalf the October 1 Accepting Trustees have accepted the Settlement in the following manner (the “Supplemental Notice Program”):

a. by mailing a copy of the notice in the form that is annexed hereto as Exhibit B (the “Supplemental Notice”), along with the CUSIP List, the Petition, all other papers filed contemporaneously with the Petition, the Amended Petition, all other papers contemporaneously filed with the Amended Petition, the Order to Show Cause, and the August 15 Order, by first class, registered mail to Certificateholders listed on the Certificate Registry for each October 1 Accepting Trust and to each Certificateholder (or its counsel) for an October 1 Accepting Trust that has both

communicated with the October 1 Accepting Trustees concerning the Settlement and requested such papers. This mailing shall be made to all Certificateholders listed on the Certificate Registry for each October 1 Accepting Trust, whether or not the October 1 Accepting Trustees accepted the Settlement for all or some loan groups in the October 1 Accepting Trusts;

b. by mailing the Supplemental Notice and all other documents set forth in the above paragraph by first class, registered mail to all persons or entities for each October 1 Accepting Trust set forth in ¶ 4(b)-(m) of the Affirmation of Robert C. Micheletto (Aug. 3, 2014);

c. by providing the Supplemental Notice to DTC, which will post the Supplemental Notice to Certificateholders for the October 1 Accepting Trusts in accordance with DTC's established procedures;

d. by posting as soon as reasonably practicable but no later than 10 days from the date hereof to the website previously created by the Trustees, www.rmbstrusteesettlement.com, a copy of the Supplemental Notice, the Petition, all other papers filed contemporaneously with the Petition, the Amended Petition, all other papers contemporaneously filed with the Amended Petition, the Order to Show Cause, and the August 15 Order. All papers subsequently filed in connection with the Article 77 Proceeding will continue to be posted to www.rmbstrusteesettlement.com; and

e. by posting a notice on each October 1 Accepting Trustees' investor reporting website, if such October 1 Accepting Trustee performs investor reporting for an October 1 Accepting Trust, or undertaking efforts to cause relevant third parties who perform investor reporting for October 1 Accepting Trusts to post such a notice, advising

investors of the addition of the October 1 Accepting Trusts to the Settlement and the Article 77 Proceeding and referring them to www.rmbstrusteesettlement.com for information about the Settlement and the Article 77 Proceeding.

13. The above-described Supplemental Notice Program is materially identical to the notice program ordered by the Court in the August 15 Order, except that it does not call for the October 1 Accepting Trustees to purchase print publication or wire advertisements of the Supplemental Notice or to purchase internet advertisements regarding the Article 77 Proceeding, as provided in Paragraphs 3(4)-(6) and 3(9) of the August 15 Order.¹ In light of the notices that have already been provided regarding the Settlement and the October 1 Accepting Trusts, in particular the notices described in Paragraphs 4, 7, 8, and 9 above, the October 1 Accepting Trustees do not believe that the dissemination of the Supplemental Notice in such a manner is necessary. Further, for the same reasons, the October 1 Accepting Trustees believe that delivery of notices in accordance with the Supplemental Notice Program will afford sufficient time for interested persons to meet the November 3, 2014 objection deadline and prepare for the December 16, 2014 hearing, as set forth in the August 15 Order, and that it is not necessary for the Court to modify such dates or the procedures set forth therein.

14. No prior application for relief has been made regarding the October 1 Accepting Trusts.

Dated: October 2, 2014
New York, New York

/s/ Robert C. Micheletto

Robert C. Micheletto

¹ For the Court's convenience, annexed hereto as Exhibit C is a document showing the differences between the Supplemental Notice Program and the notice program set forth in the August 15 Order.