

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),

Index No. 652382/2014

**AFFIDAVIT OF
 DEREK W. LOESER**

Petitioners,

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

STATE OF WASHINGTON)
))
 COUNTY OF KING) ss:

Derek W. Loeser, being duly sworn, deposes and says:

1. I am a member of Keller Rohrback, L.L.P., and am counsel for proposed intervenor the Federal Home Loan Bank of Boston (“FHLB Boston” or “Bank”). I make this affidavit in support of the Bank’s Order to Show Cause for Intervention in the captioned proceeding pursuant to CPLR 401, 1012, 1013, and 7701.

2. The Petitioners commenced this proceeding by filing a petition under CPLR 7701 on August 4, 2014. The Petitioners seek judicial instructions and approval of a proposed settlement that they entered into on behalf of 312 trusts (the “Accepting Trusts”) for which they serve as Trustees.

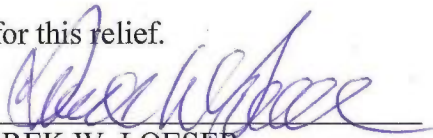
3. FHLB Boston holds certificates or notes representing interests in trusts that are subject to this proceeding. The proposed settlement that the Trustees ask this Court to approve would release FHLB Boston's claims.

4. FHLB Boston seeks to intervene as holders of interests in the Accepting Trusts. The Trustees have stated in their petition that they "consent to timely appearances or motions to intervene filed by any investor with current holdings in any of the Accepting Trusts." Trustees' Petition, Doc. No. 1, ¶ 29.

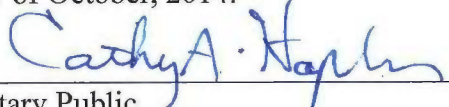
5. Under CPLR 401, 1012, and 1013, FHLB Boston should be permitted to intervene in this proceeding because (a) this proceeding involves the disposition or distribution of, or the title or a claim for damages for injury to, property and FHLB Boston may be affected by the judgment; (b) FHLB Boston's interests may not be adequately represented by Petitioners; and (c) FHLB Boston's claims have questions of law and fact in common with this proceeding.

6. The intervention of FHLB Boston 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 facts surrounding the proposed settlement.

7. No previous application has been made for this relief.


DEREK W. LOESER

Sworn and subscribed to before me this 13th
day of October, 2014.


Notary Public
My Commission expires 1-7-16

