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⑦ ALSO ADMITTED IN ILLINOIS
⑧ ALSO ADMITTED IN MARYLAND
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⑫ ALSO ADMITTED IN NEW YORK
⑬ ALSO ADMITTED IN OREGON
⑭ ALSO ADMITTED IN OHIO
⑮ ALSO ADMITTED IN TEXAS
⑯ ALSO ADMITTED IN WASHINGTON, D.C.
⑰ ALSO ADMITTED IN WISCONSIN
⑱ NOT ADMITTED IN WASHINGTON

October 21, 2014

VIA E-FILING

The Honorable Marcy S. Friedman
Supreme Court, NY County
60 Centre Street, Room 521
New York, NY 10007

Re: *In re the application of U.S. Bank National Association, et al.*,
Index No. 652382/2014

Dear Justice Friedman:

We write on behalf of proposed intervenor the Federal Home Loan Bank of Boston (“FHLB Boston” or the “Bank”). FHLB Boston has substantial holdings in 37 of the 314 trusts subject to the proposed settlement presented to the Court by the Trustees, and has sought to intervene in order to be in a position to fully evaluate whether the settlement is in its best interest, and to obtain the information necessary to make this decision.

The 330 trusts at issue in the settlement were issued by JP Morgan, Washington Mutual, and Bear Stearns – with a combined original face value in excess of \$295 billion dollars, and total losses exceeding \$60 billion. If approved, the settlement would release all repurchase and servicing claims for the 314 Accepting Trusts, thus, affecting the interests of FHLB Boston, and hundreds, if not thousands of other certificateholders that had no role in the negotiation of the settlement.

The Trustees did not initiate the investigation leading to the settlement, or participate in the negotiation process. Instead, it appears that the Institutional Investors presented the settlement to the Trustees for independent evaluation. Pursuant to the terms of the settlement, the Trustees’ evaluation is paid for by JP Morgan. Settlement Agreement ¶ 2.06.

In their petition, the Trustees request a declaration that they accepted the settlement based on a “thorough and reasonable investigation,” and made their “settlement decision in good faith.” Amended Petition ¶¶ 75-76. The Trustees also seek an order barring certificateholders from

asserting claims against any Trustee with respect to its "evaluation and acceptance" or "implementation" of the Settlement. *Id.* ¶ 78.

To date, the only information made available by the Trustees with regard to its evaluation of the settlement are the expert reports prepared for the Trustees (at JP Morgan's expense) after the settlement amount was negotiated by the Institutional Investors. These reports do not provide sufficient information to determine if the settlement is in FHLB Boston's best interests, or if the Trustees acted loyally and without conflict of interest when evaluating the settlement. Indeed, the reports are contradictory in a variety of respects and raise a number of questions that should be answered before FHLB Boston, and other certificateholders are required to state whether they object to the settlement, and provide the bases for any such objection. Accordingly, if permitted to intervene, FHLB Boston intends to issue a discrete set of discovery requests that it believes will enable it to make an informed decision about the settlement.

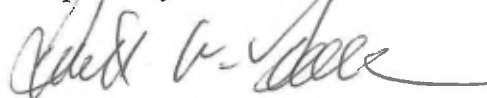
Under the current schedule, entities who wish to present evidence and argument regarding whether they object to the proposed settlement must first file a notice of intention to appear and the grounds for the entity's objection by November 3, 2014. Order to Show Cause, ¶ 7 (Doc. No 68). We do not believe this is sufficient time to obtain and evaluate the additional information that FHLB Boston intends to seek. As a result, the Bank respectfully requests a three month extension of the objection deadline (and final hearing date).

We are mindful of the settlement proponents' desire to conclude these proceedings swiftly. We also believe that there should not be inordinate delay. However, given the magnitude of the stakes, the breadth of the settlement, and the relatively small recovery per dollar of loss, there are important questions that must be answered before the settlement can be fully and fairly evaluated. Additional information will assist certificateholders and the Court, particularly in light of the declaratory relief sought by the Trustees.

In the event that other entities intervene and intend to seek discovery as well, the Bank will coordinate with them to ensure that discovery is conducted in an organized and efficient manner.

We look forward to addressing these issues with the Court at the Court's convenience.

Respectfully Submitted,



Derek W. Loeser