

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the matter of the application of	:
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WELLS FARGO BANK, NATIONAL ASSOCIATION, et	:
al.,	:
	:
Petitioners,	:
	:
For Judicial Instructions under CPLR Article 77 on the	:
Administration and Distribution of a Settlement Payment.	:
	:
	:
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Index No. 657387/2017

Friedman, J.

**AFFIDAVIT
OF DAVID M. SHEEREN**

DAVID M. SHEEREN, being duly sworn, hereby deposes and says as follows:

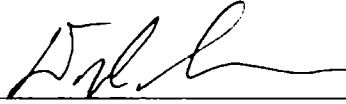
1. I am a member of the firm of Gibbs & Bruns, LLP, 1100 Louisiana, Suite 5300, Houston, Texas 7702, national counsel for the Institutional Investors in this litigation.¹ I am familiar with the proceedings in this case. I have personal knowledge of the facts stated in this affidavit, and they are all true and correct. I make this affidavit in support of the Brief Statement of Certain Institutional Investors Concerning the Petition, filed in this proceeding.

2. Exhibit A hereto contains a summary table with true and correct representative excerpts relating to overcollateralization from the Governing Agreements for four different variants of Exhibit D OC Trusts, as that term is defined in the Brief Statement of Certain Institutional Investors Concerning the Petition.

¹ Pro hac vice motion forthcoming.

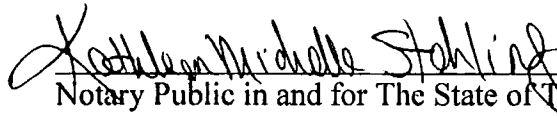
3. Exhibit B hereto contains true and correct excerpts relating to overcollateralization from the Governing Agreements for each of the Exhibit D OC Trusts, and categorizes each of the Exhibit D OC Trusts by such variants.

4. FURTHER AFFIANT SAYETH NOT.



DAVID M. SHEEREN

SWORN TO AND SUBSCRIBED before me on the 29th day of January, 2018



Notary Public in and for The State of Texas