

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.

Index No. 652382/2014

**AFFIRMATION OF
KENNETH E. WARNER
IN SUPPORT OF
INTERVENTION AS
CO-PETITIONERS**

Assigned to: Friedman, J.

KENNETH E. WARNER, an attorney duly licensed to practice law in the State of New
York, affirms under penalties of perjury and says:

1. I am a member of Warner Partners, P.C., attorneys of record for the Institutional
Investors (as defined and identified in the papers accompanying this motion). I submit this
affirmation in support of the Petition of the Institutional Investors to intervene in this Article 77
proceeding as co-petitioners in support of the Trustees' Petition, and for an order amending the
caption of this matter accordingly.

2. Accompanying this application is my clients' Petition in Support of Intervention,
which explains their substantial interest in this proceeding, the huge amount of securities at issue
they hold collectively, their support for the Settlement at issue herein and the consent of the
Trustees to their intervention.

3. Also accompanying this application is the affidavit of Kathy D. Patrick, Esq., a
partner at the Texas law firm of Gibbs & Bruns LLP, which played an important role in the

settlement process that preceded the Article 77 Petition herein. Ms. Patrick is fully familiar with all of the underlying facts relevant to this application.¹

4. A memorandum of law accompanies this application setting forth the legal basis for the Court to grant this application.

5. For the Court's convenience, a proposed order is also submitted herewith conforming to the format used for this type of intervention.

WHEREFORE, as established by the foregoing, this Petition to Intervene, which is warranted as a matter of law and is also being sought on consent, should be granted.


KENNETH E. WARNER

Affirmed this 5th day
of August, 2014.

¹ Application is being separately made for the *pro hac vice* admission in this proceeding of three attorneys from Gibbs & Bruns – Ms. Patrick, Robert J. Madden, Esq. and David Sheeren, Esq. – to serve as co-counsel for the Institutional Investors with my firm.