

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),

MOTION No. 002

Index No. 652382/2014

**AFFIDAVIT OF
KATHY D. PATRICK**

Assigned To: Friedman, J.

Petitioners,

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

STATE OF TEXAS)
) ss.:
COUNTY OF HARRIS)

KATHY D. PATRICK, being duly sworn, deposes and says:

1. I am of counsel to Warner Partners, P.C. the attorneys for AEGON USA Investment Management, LLC, Bayerische Landesbank, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC (f/k/a ING Investment Management LLC), Kore Advisors, L.P., Landesbank Baden-Wuerttemberg, Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Sealink Funding Limited, Teachers Insurance and Annuity Association of America, The Prudential Insurance Company of America, the TCW Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company (each for themselves and, to the extent applicable, as

investment manager of funds and accounts, and collectively, the "Institutional Investors"), who seek to intervene in the above-entitled proceeding in support of the Trustees' petition, and I am familiar with all the facts and circumstances set forth herein.

2. The above-entitled proceeding was brought by the Trustees for an order, pursuant to CPLR 7701, seeking judicial instructions and approval of their exercise of discretion in entering into a proposed settlement.

3. The above-entitled proceeding was commenced by the filing of a petition on August 4, 2014.

4. The Institutional Investors are certain significant holders of certificates or notes representing interests in certain of the trusts for which the Trustee is seeking instructions and approval of its exercise of discretion (the "Accepting Trusts").

5. The Institutional Investors seek to intervene in support of the proposed settlement. 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 at ¶ 29.

6. Under CPLR 401, 1012, and 1013, the Institutional Investors should be permitted to intervene because a) the action involves the disposition or distribution of, or the title or a claim for damages for injury to, property and the Institutional Investors may be affected by the judgment; and b) the Institutional Investors' claims and the main action have a common question of law or fact.

7. The intervention of the Institutional Investors will not prejudice the rights of any of the parties in the above-entitled proceeding. The Institutional Investors are intervening to

advocate for the same result advocated by the Trustees, and the Trustees have already given their consent to intervention.

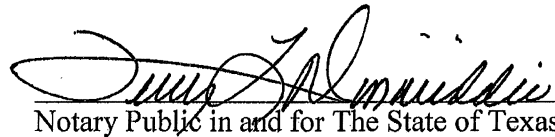
8. No previous application for the relief herein prayed for has been made.

WHEREFORE, deponent respectfully requests an order allowing the Institutional Investors to intervene in the above-captioned proceeding, directing that the Institutional Investors be added as petitioners, directing that the Trustees' petition in the above-captioned proceeding be amended by adding the Institutional Investors as party petitioners, and granting such other and further relief as may be just, proper, and equitable.

FURTHER AFFIANT SAYETH NOT.


KATHY D. PATRICK

SWORN TO AND SUBSCRIBED before me on the 4th day of August, 2014.


Notary Public in and for The State of Texas

