

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. 652832/2014

**AFFIRMATION OF
KENNETH E. WARNER**

Assigned To: Friedman, J.

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

1. I am a member of Warner Partners, P.C., the attorneys of record for proposed intervenors (“Institutional Investors”) in the above-captioned proceeding. I am familiar with the proceedings in this case and make this affirmation in support of the Institutional Investors’ application to admit Kathy D. Patrick, Robert J. Madden, and David Sheeren of the firm of Gibbs & Bruns, LLP in Houston, Texas as counsel *pro hac vice* to represent the Institutional Investors, together with my firm, in this matter. Gibbs & Bruns is national counsel for the Institutional Investors.

2. I am a member in good standing of the Bar of the State of New York, and was admitted to practice in 1970.

3. I have known and worked with the Gibbs & Bruns firm and their attorneys for more than nine years, during which time my firm has served as local counsel for their clients in

the New York state and federal courts on a wide variety of matters. Ms. Patrick and Mr. Madden are both partners in the firm, and Mr. Sheeren is an associate in the firm. I know from personal experience in working with each of them that they are attorneys of the highest caliber and integrity.

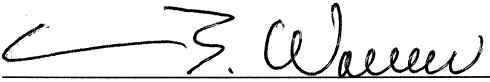
4. As evidenced by the respective Certificates of Good Standing attached to their accompanying affidavits, Ms. Patrick, Mr. Madden, and Mr. Sheeren are active members in good standing of the Bar of the State of Texas, having been admitted to practice law in Texas on November 8, 1985, November 6, 1992 and November 4, 2011, respectively.

5. Each of their affidavits states that: (a) he or she is familiar with, and agrees to be bound by, the standards of professional conduct imposed upon members of the New York bar, including the rules of court governing the conduct of attorneys and Disciplinary Rules of the Code of Professional Responsibility; (b) he or she acknowledges and agrees that he or she shall be subject to the jurisdiction of the courts of the State of New York with respect to any acts occurring during the course of his or her participation in this matter; (c) there are no disciplinary proceedings pending against him or her in the State of Texas or any other jurisdiction, nor have there been any such proceedings brought against him or her in any jurisdiction; and (d) each has been previously admitted *pro hac vice* in this Court.

6. The Trustees consent to this application, as evidenced by the accompanying Stipulation, which their counsel have agreed may be signed by my firm on behalf of each Trustee counsel with the same force and effect as if each law firm had signed individually. They have also agreed in that Stipulation that this application can be made without further notice.

7. Accompanying this affirmation is a proposed order admitting Ms. Patrick and Messrs. Madden and Sheeren *pro hac vice*, as provided in the Part Rules for Part 60.

WHEREFORE, your affirmant respectfully requests that this application to admit Kathy D. Patrick, Esq., Robert J. Madden, Esq., and David Sheeren, Esq. *pro hac vice* to represent the Institutional Investors in the above captioned matter, together with my firm, be granted and that the accompanying proposed order be signed and filed by the Court.



Kenneth E. Warner

Affirmed this 5th
day of August, 2014.