

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

In the matter of the application of

THE BANK OF NEW YORK MELLON, (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Metropolitan Life Insurance Company (intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (intervenor), Neuberger Berman Europe Limited (intervenor), Pacific Investment Management Company LLC (intervenor), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Advisors, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), Nationwide Mutual Insurance Company and its affiliated companies (intervenor), AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio (intervenor), Federal Home Loan Bank of Atlanta (intervenor), Bayerische Landesbank (intervenor), Prudential Investment Management, Inc. (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and approval of a proposed settlement.

**Index No. 651786-2011**

**Kapnick, J.**

**AFFIRMATION OF  
KENNETH E. WARNER  
IN SUPPORT OF  
ORDER TO SHOW  
CAUSE TO STRIKE  
OBJECTORS' JURY  
DEMAND**

Kenneth E. Warner, an attorney duly licensed to practice law in the State of New York, hereby affirms under penalty of perjury that the following is true and correct:

1. I am a member of Warner Partners, P.C., attorneys of record for the Institutional Investors in the above-captioned action. I am familiar with the proceedings in this case and submit this affirmation in support of the motion by the Institutional Investors and BNYM to strike the Objectors' Jury Demand.

2. This Article 77 proceeding was commenced on or about June 29, 2011 by Notice of Petition and Verified Petition of Bank of New York Mellon (copy of Verified Petition attached as Exhibit 1).

3. On May 3, 2013, the Objectors filed a Notice of Jury Demand in this matter (ECF Doc. No. 703) (the "Jury Demand") (copy attached as Exhibit 2).

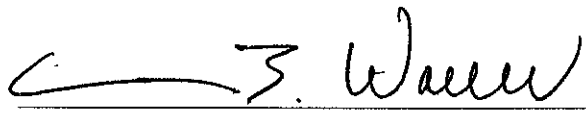
3. On May 3, 2013, the various Objectors filed their formal Objections, all of which are on file with the Court and are incorporated herein by reference in light of their bulk.

4. As fully set out in the accompanying Memorandum of Law, the Jury Demand is without merit and should be stricken.

5. This motion is being made by Order to Show Cause, rather than by ordinary Notice of Motion, in light of the May 30 hearing date and the necessity of addressing the Jury Demand without delay.

6. No prior application for the relief herein requested has been made.

**WHEREFORE**, your affirmant respectfully requests that this Court strike the Objectors' Jury Demand, together with such other and further relief as this Court deems just and proper.

  
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Kenneth E. Warner

Affirmed this 9th day of May, 2013.