

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**

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 co-petitioners, the Institutional Investors (listed individually in the above caption), in this litigation. I am familiar with the proceedings in this case and make this affidavit in support of the admission of David Sheeren, Esq., of the firm of Gibbs & Bruns LLP, *pro hac vice* to participate in the

representation of the Institutional Investors 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 law in 1970.

3. I have known and worked with the Gibbs & Bruns firm and their attorneys for more than five 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. I did not know Mr. Sheeren, a member of the firm, prior to this litigation, but I have no doubt that he is qualified based upon the work I have done with him on this matter (for the past two years) and the very high standard of competence and integrity I know to exist at Gibbs & Bruns for attorneys at that firm.

4. Mr. Sheeren is an active member in good standing of the Bar of the State of Texas, having been admitted to practice law in Texas on November 4, 2011. Attached to his affidavit is his Certificate of Good Standing.

5. Mr. Sheeren's affidavit states that (a) he is familiar with, and agrees to be bound by, the standard of professional conduct imposed upon members of the New York bar, including the rules of court governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility; (b) he acknowledges and agrees that he 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 participation in this matter; (c) there are no disciplinary proceedings pending against him in the State of Texas or in any other jurisdiction, nor have there ever been any such proceedings brought against him or her in any jurisdiction; and (d) he has not previously been admitted *pro hac vice* in this Court.

WHEREFORE it is respectfully requested that the application to admit David Sheeren, Esq., *pro hac vice* to participate in the representation of the Institutional Investors in the above captioned matter, together with my firm, be granted.

A handwritten signature in black ink, appearing to read "K. Warner", written over a horizontal line.

Kenneth E. Warner

Affirmed this 31st
day of May, 2013.