

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), *et al.*

Petitioners,

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

Index No. 651786/2011

Assigned to: Kapnick, J.

AFFIDAVIT OF TALCOTT J. FRANKLIN IN SUPPORT OF PRO HAC VICE ADMISSION

TALCOTT J. FRANKLIN, being duly sworn, hereby deposes and says:

1. I am an attorney with Talcott Franklin P.C., which maintains its address at 208 N. Market Street, Suite 200, Dallas, Texas 75202.

2. I submit this affidavit in support of my admission pro hac vice in the above captioned action on behalf of the Knights of Columbus, Amici Associates L.P., Amici Qualified Associates L.P., The Collectors Fund L.P., Amici Offshore Ltd., Manichaeian Capital, Cedar Hill Capital Partners, Kerndt Brothers Savings Bank, Lea County State Bank, People's Independent Bank, First Bank, Thomaston Savings Bank, First National Banking Company, First National Bank and Trust of Rochelle, LL Funds LLC, DoubleLine Capital LP, First Financial of Maryland Federal Credit Union, Valley National Bank, and Radian Asset Assurance, Inc.

3. My practice is currently located in the State of Texas, where I was admitted to practice on May 17, 1999, and remain a member of the Texas Bar in good standing. A copy of my certificate of good standing is hereto attached as Exhibit A.

4. I am also a member in good standing of the Bar of the State of North Carolina, and the Bar of the State of South Carolina, where I am on inactive status. I am also admitted to practice before the following United States District Courts: the District for the District of Columbia, the Eastern and Northern Districts of Texas, the Eastern, Middle, and Western Districts of North Carolina, the District of South Carolina, and the District of Colorado. I am also admitted to practice before the United States Court of Appeals for the Ninth Circuit and the United States Court of Appeals for the D.C. Circuit.

5. No disciplinary proceedings or criminal charges of any kind have ever been instituted against me in any state in which I have practiced or been licensed.

6. If the Court grants my admission pro hac vice in the above-captioned matter, with reference to all matters, incidents, or proceedings, I agree that I shall be subject to the orders and be amenable to disciplinary action and the civil jurisdiction of the Court in all respects as if I were regularly admitted and a licensed member of the Bar of this Court in good standing.

7. Knights of Columbus is also being represented in this matter by Peter N. Tsapatsaris of Peter N. Tsapatsaris LLC who is duly admitted to practice in the State of New York and upon whom service may be had in all matters connected with the above-captioned case, and as to any disciplinary matter arising out of same, with the same effect as if personally made on me in the State of Texas.

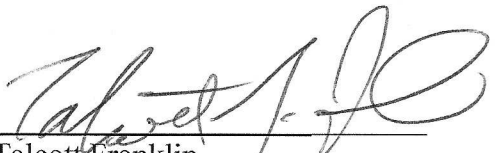
8. I have been admitted pro hac vice twice in New York State Court: (1) in a matter that is now closed and (2) in a matter captioned *Knights of Columbus v. The Bank of New York Mellon*, No. 651442/2011.

9. I have been designated as a witness at this trial. My testimony will primarily concern communications between myself and counsel for Bank of America and myself and counsel for The Bank of New York Mellon.

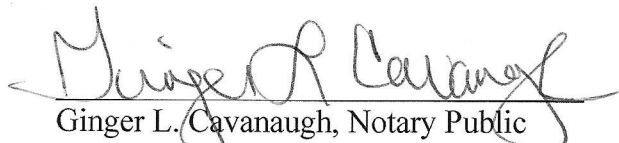
10. I certify that the foregoing statements made by me are true, and I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

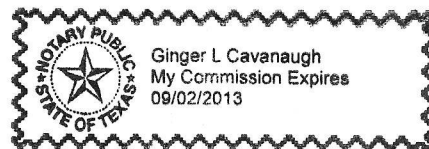
Dated: New York, NY
June 4, 2013

Respectfully Submitted,


Talcott Franklin
TALCOTT FRANKLIN P.C.
208 North Market Street
Dallas, TX 75202
Office: 214.736.8730
tal@talcottfranklin.com

Signed and sworn to before me this 4th day of June, 2013, by Talcott Franklin.


Ginger L. Cavanaugh, Notary Public
State of Texas



STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

May 30, 2013

RE: **Mr. Talcott Jay Franklin**
State Bar Number - **24010629**

To Whom it May Concern:

This is to certify that Mr. Talcott Jay Franklin was licensed to practice law in Texas on May 17, 1999 and is an active member in good standing with the State Bar of Texas.

Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No disciplinary action involving professional misconduct has been taken against the attorney's law license. This certification expires 30 days from this date, unless sooner revoked or rendered invalid by operation of rule or law.

A handwritten signature in black ink, appearing to read "L. Acevedo", with a stylized flourish at the end.

Linda A. Acevedo
Chief Disciplinary Counsel

LA/dh

