

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

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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. (proposed intervenor), Kore Advisors, L.P. (proposed intervenor), Maiden Lane, LLC (proposed intervenor), Maiden Lane II, LLC (proposed intervenor), Maiden Lane III, LLC (proposed intervenor), Metropolitan Life Insurance Company (proposed intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (proposed intervenor), Neuberger Berman Europe Limited (proposed intervenor), Pacific Investment Management Company LLC (proposed intervenor), Goldman Sachs Asset Management, L.P. (proposed intervenor), Teachers Insurance and Annuity Association of America (proposed intervenor), Invesco Advisers, Inc. (proposed intervenor), Thrivent Financial for Lutherans (proposed intervenor), Landesbank Baden-Wuerttemberg (proposed intervenor), LBBW Asset Management (Ireland) plc, Dublin (proposed intervenor), ING Bank fsb (proposed intervenor), ING Capital LLC (proposed intervenor), ING Investment Management LLC (proposed intervenor), New York Life Investment Management LLC (proposed intervenor), Nationwide Mutual Insurance Company and its affiliated companies (proposed 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, Federal Home Loan Bank of Atlanta (proposed intervenor), Bayerische Landesbank (proposed intervenor), Prudential Investment Management, Inc. (proposed intervenor), Western Asset Management Company (proposed intervenor)

Index No. 651786/11

AFFIDAVIT OF
KATHY D. PATRICK

Petitioner,

for an order, pursuant to CPLR § 7701, seeking judicial instructions and approval of a proposed settlement.

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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

1. I am of counsel to Warner Partners, P.C., the attorneys for BlackRock Financial Management Inc., Kore Advisors, L.P., Maiden Lane, LLC, Maiden Lane II, LLC, Maiden Lane

III, LLC, Metropolitan Life Insurance Company, Trust Company of the West and affiliated companies controlled by The TCW Group, Inc., Neuberger Berman Europe Limited, Pacific Investment Management Company LLC, Goldman Sachs Asset Management, L.P., Teachers Insurance and Annuity Association of America, Invesco Advisers, Inc., Thrivent Financial for Lutherans, Landesbank Baden-Wuerttemberg, LBBW Asset Management (Ireland) plc, Dublin, ING Bank fsb, ING Capital LLC, ING Investment Management LLC, New York Life Investment Management LLC, Nationwide Mutual Insurance Company and its affiliated companies, 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, Federal Home Loan Bank of Atlanta, Bayerische Landesbank, Prudential Investment Management, Inc., 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 Trustee's petition, and I am familiar with all the facts and circumstances set forth herein.

2. The above-entitled proceeding was brought by the Trustee for an order, pursuant to CPLR 7701, seeking judicial instructions and approval of a proposed settlement.

3. The above-entitled proceeding was commenced by the filing of a petition and notice of petition on June 29, 2011.

4. On or about June 29, 2011, the Institutional Investors received a Notice to all Potentially Interested Persons of the proposed settlement.

5. 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 settlement approval. The Institutional Investors qualify as Potentially Interested Persons, as defined in the Notice.

6. The Institutional Investors seek to intervene in support of the proposed settlement.

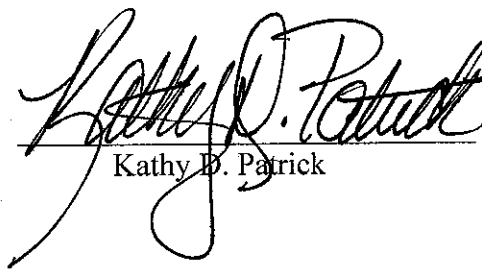
7. Under CPLR 401, 1012 and 1013, the Institutional Investors should be permitted to intervene because a) the action involves the disposition or distribution of, or the title or a claim for damages for injury to, property and the Institutional Investors may be affected by the judgment; and b) the Institutional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

8. The intervention of the Institutional Investors will not prejudice the rights of any of the parties in the above-captioned proceeding. The Institutional Investors are intervening to advocate for the same result advocated by the Trustee, and the Trustee has already given its consent to intervention. The Institutional Investors engaged with the Trustee, Bank of America, and Countrywide in arms-length negotiations that resulted in the settlement the Trustee seeks to approve, and are in a position to assist the Court by adding to its understanding of the facts that support the settlement.

9. No previous application for the relief sought herein has been made.

WHEREFORE, deponent respectfully requests an order allowing the Institutional Investors to intervene as petitioners in the above-captioned proceeding, directing that the Institutional Investors be added as petitioners, directing that the Trustee's petition and notice of

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.


Kathy D. Patrick

Sworn to this 29th
day of June, 2011



Notary Public

KENNETH E. WARNER
Notary Public, State of New York
No. 02WA6082479
Qualified in New York County
Commission Expires October 28, 2014