

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**  
**SCOTT A. HUMPHRIES**

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   )

**SCOTT A. HUMPHRIES**, being duly sworn, hereby deposes and says as follows:

1. I am a member of the firm of Gibbs & Bruns, LLP, 1100 Louisiana, Suite 5300, Houston, Texas 77002, national counsel for the proposed intervenors (the "Institutional

Investors”) in this litigation. I am familiar with the proceedings in this case, have personal knowledge of the facts set forth herein and make this affidavit in support of the application of Kenneth E. Warner, Esq. of Warner Partners P.C., attorneys of record for the Institutional Investors, to admit me as counsel *pro hac vice* to represent the Institutional Investors in this matter, together with Mr. Warner’s firm, pursuant to 22 NYCRR 520.11(a)(1) and 22 NYCRR 602.2(a).

2. As evidenced by the attached Certificate of Good Standing, I am an active member in good standing of the Bar of the State of Texas, having been admitted to practice law in Texas on November 1, 1996.

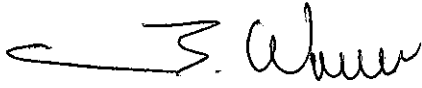
3. I am familiar with, and agree to be bound by, the standards of professional conduct imposed upon members of the New York bar, including the rules of court governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility. I acknowledge and agree that I shall be subject to the jurisdiction of the courts of the State of New York with respect to any acts occurring during the course of my participation in this matter.

4. There are no disciplinary proceedings pending against me in the State of Texas or in any other jurisdiction, nor have there ever been any such proceedings brought against me in any jurisdiction.

5. I have not previously been admitted *pro hac vice* in this Court.

  
Scott A. Humphries

Sworn to before me 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

# STATE BAR OF TEXAS



*Office of the Chief Disciplinary Counsel*

June 20, 2011

Re: Scott A. Humphries, State Bar Number 00796800

To Whom It May Concern:

This is to certify that Mr. Scott A. Humphries was licensed to practice law in Texas on November 1, 1996, 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 previous disciplinary sanctions have been entered against Mr. Humphries's law license.

Sincerely,

Linda A. Acevedo  
Chief Disciplinary Counsel

LA/aa

