

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

-----X  
 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

**AFFIRMATION OF  
 KENNETH E. WARNER**

Assigned to:  
 Kapnick, J.

Petitioner,

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

-----X

**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 proposed intervenors (the "Institutional Investors") in the above captioned action. I am familiar with the proceedings in this case and make this affidavit in support of the Institutional Investors'

application to admit Kathy D. Patrick, Robert J. Madden and Scott A. Humphries of the firm of Gibbs & Bruns LLP in Houston, Texas as counsel *pro hac vice* to represent the Institutional Investors, together with my firm, in this matter.<sup>1</sup> 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. Ms. Patrick and Mr. Madden are both members of the firm and I know from personal experience in working with them that they are attorneys of the highest caliber and integrity. I did not know Mr. Humphries, also a member of the firm, prior to this litigation, but I have no doubt that he is similarly qualified, based upon the work I have done with him on this matter and the very high standard I know to exist at Gibbs & Bruns for acceptance of an attorney as a member of the firm is excellent.

4. As evidenced by the respective Certificates of Good Standing attached to their accompanying affidavits, Ms. Patrick, Mr. Madden and Mr. Humphries are active members in good standing of the Bar of the State of Texas, having been admitted to practice law in Texas on November 8, 1985, November 6, 1992 and November 1, 1996, respectively.

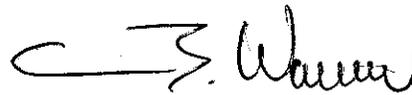
5. Each of their affidavits states that (a) he or she is familiar with, and agrees to be bound by, the standards of professional conduct imposed upon members of the New York bar, including the rules of court governing the conduct of attorneys and the Disciplinary Rules of the

---

<sup>1</sup> Kate Kaufmann Shih, esq., an associate at Gibbs & Bruns licensed to practice law in both New York and Texas, will also be part of the legal team representing the Institutional Investors in this matter.

Code of Professional Responsibility; (b) he or she acknowledges and agrees that he or she 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 or her 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) to the best of his or her recollection, Ms. Patrick and Mr. Madden have each previously been admitted *pro hac vice* in this Court.

WHEREFORE it is respectfully requested that the application to admit Kathy D. Patrick, Robert J. Madden and Scott A. Humphries *pro hac vice* to represent the Institutional Investors in the above captioned matter, together with my firm, be granted.



Kenneth E. Warner

Affirmed this 29th  
day of June, 2011.