

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In the matter of the application of

2011-cv-5988 (WHP)

THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under various
Indentures) *et al.*,

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
2011 SEP 20 PM 1:52
CLERK OF COURT

PURSUANT TO RULE 1.3(c) of the Local Rules of United States District Courts
for the Southern and Eastern Districts of New York, I, Kenneth E. Warner, a member in
good standing of the Bar of this Court, hereby move for an Order allowing the admission
pro hac vice of the following attorneys:

ROBERT J. MADDEN
KATHY D. PATRICK and
SCOTT A. HUMPHRIES

The above attorneys practice law together at the following law firm:

Gibbs & Bruns LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
(713) 650-8805 [Telephone]
(713) 750-0903 [Telecopier]

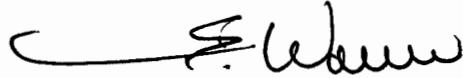
Robert J. Madden, Kathy D. Patrick, and Scott A. Humphries are all members in
good standing of the Bar of the State of Texas.

SEP 20 2011 10:10:10 AM '11 HARRISON 1011379 2 PES

There are no pending disciplinary proceedings against Robert J. Madden, Kathy D. Patrick, or Scott A. Humphries in any State or Federal Court.

Dated: September 19, 2011
New York, New York

Respectfully submitted,

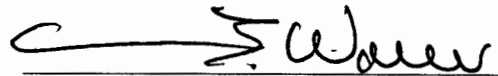


KENNETH E. WARNER (KW-5524)
WARNER PARTNERS, P.C.
950 Third Avenue – 32nd fl.
New York, New York 10022
(212) 593-8000 - Telephone
(212) 593-9058 - Facsimile
KWarner@WarnerPartnersLaw.com

Attorneys for Petitioners Institutional Investors

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Motion to Admit Counsel *pro hac vice* was served on all counsel of record on this 19th day of September, 2011.



Kenneth E. Warner

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In the matter of the application of

2011-cv-5988 (WHP)

THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under various
Indentures) *et al.*,

**AFFIDAVIT OF KENNETH
E. WARNER IN SUPPORT
OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

X

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

KENNETH E. WARNER, being duly sworn, deposes and says:

1. I am a member of Warner Partners, P.C., 950 Third Avenue, New York, New York 10022, counsel for the parties who intervened in this matter as petitioners (the “Institutional Investors”) prior to removal when it was pending in Supreme Court, New York County (Kapnick, J.).¹ I make this affidavit based on my personal knowledge of the

¹ The Institutional Investors are set forth in the full caption both in this Court and in the Supreme Court and consist of the following: 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, PIMCO Investment Management Company LLC, Goldman Sachs Asset Management, L.P., as adviser to its funds and accounts, 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, as investment manager, Nationwide Mutual Insurance Company and

facts set forth herein and in support of my motion to admit Robert J. Madden, Kathy D. Patrick and Scott A. Humphries as counsel *pro hac vice* to participate with my firm in representing the Institutional Investors before this Court in the above-captioned matter.

2. I am a member in good standing of the Bar of this Court.

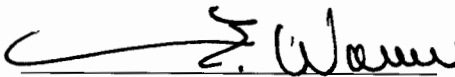
3. I have known Robert J. Madden for over six years and Ms. Patrick for almost two years, and I have worked with both on matters in the past. Both of them are partners at the firm of Gibbs & Bruns, I have found them both to be persons of high moral character and I know them to both have fine reputations in the legal community. I have successfully moved for their admission in New York *pro hac vice* in the past (most recently last year for Ms. Patrick before Judge Hellerstein). I have worked with the firm of Gibbs & Bruns LLP, and with one of the firm's founders, Philip Bruns, for a number of years and I know the firm to be of the highest caliber, with a "gold standard" for competence and integrity. I can see from my interactions during the pendency of this matter with Mr. Humphries, who is also a partner at the firm, that he adheres to the high standards that the firm follows and demands.

4. I recommend all three of these attorneys for admission *pro hac vice* without reservation. Certificates of Good Standing for Robert J. Madden, Kathy D. Patrick and

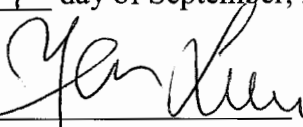
its affiliated companies, AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON 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

Scott A. Humphries issued by the State Bar of Texas within the last thirty (30) days are attached collectively as Exhibit A.

5. I respectfully request that the motion to admit Robert J. Madden, Kathy D. Patrick and Scott A. Humphries to participate with my firm in the representation of the Institutional Investors in the above captioned matter be granted, and that the Court sign the accompanying proposed Order to that effect.


Kenneth E. Warner

Sworn to before me this
17th day of September, 2011.


Notary Public

YEN LUU
Notary Public, State Of New York
No. 01LU6080063
Qualified In Kings County
Commission Expires Sept. 3, 2014

STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

September 09, 2011

RE: **Mr. Robert Joseph Madden**
State Bar Number - **00784511**

To Whom it May Concern:

This is to certify that Mr. Robert Joseph Madden was licensed to practice law in Texas on November 06, 1992 and is an active member in good standing with the State Bar of Texas.

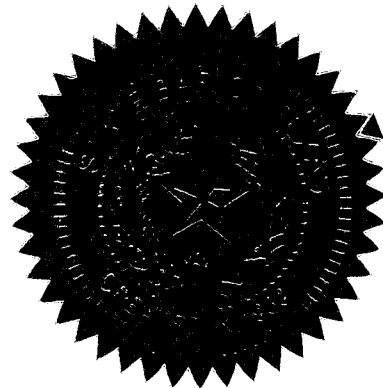
Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

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", written in a cursive style.

Linda A. Acevedo
Chief Disciplinary Counsel

LA/dh



STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

September 09, 2011

RE: **Ms. Kathy Dawn Patrick**
State Bar Number - **15581400**

To Whom it May Concern:

This is to certify that Ms. Kathy Dawn Patrick was licensed to practice law in Texas on November 08, 1985 and is an active member in good standing with the State Bar of Texas.

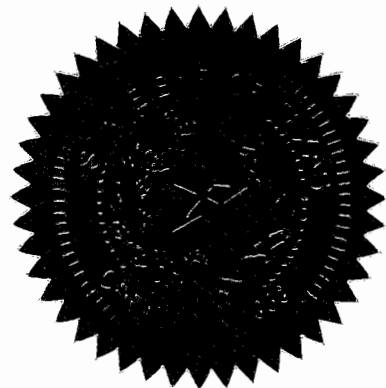
Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

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



STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

September 09, 2011

RE: **Mr. 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 01, 1996 and is an active member in good standing with the State Bar of Texas.

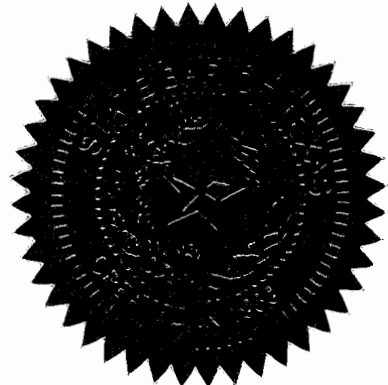
Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No 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



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under various
Indentures) *et al.*,

**ORDER ON MOTION TO
ADMIT ROBERT J. MADDEN
PRO HAC VICE**

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

----- X

Upon consideration of the Motion for Admission *pro hac vice* of Robert J. Madden dated September 19, 2011, and the accompanying Affidavit of sponsoring attorney Kenneth E. Warner, it is hereby:

ORDERED that, pursuant to Local Civil Rule 1.3(c) of the Local Rules of this Court, ROBERT J. MADDEN of:

Firm Name: Gibbs & Bruns LLP
Address: 1100 Louisiana Street, Suite 5300
City/State/Zip: Houston, Texas 77002
Telephone: 713-650-8805
Facsimile: 713-750-0903
Email Address: rmadden@gibbsbruns.com

is hereby admitted *pro hac vice* to the Bar of this Court for the purpose of participating with Warner Partners, P.C. (*per* Kenneth E. Warner) in representing the Institutional Investors (additional petitioners by intervention) in the above-captioned proceeding.

DATED: September , 2011

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Indentures) *et al.*,

**ORDER ON MOTION TO
ADMIT KATHY D. PATRICK
PRO HAC VICE**

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

----- X

Upon consideration of the Motion for Admission *pro hac vice* of Kathy D. Patrick dated September 19, 2011, and the accompanying Affidavit of sponsoring attorney Kenneth E. Warner, it is hereby:

ORDERED that, pursuant to Local Civil Rule 1.3(c) of the Local Rules of this Court, KATHY D. PATRICK of:

Firm Name: Gibbs & Bruns LLP
Address: 1100 Louisiana Street, Suite 5300
City/State/Zip: Houston, Texas 77002
Telephone: 713-650-8805
Facsimile: 713-750-0903
Email Address: kpatrick@gibbsbruns.com

is hereby admitted *pro hac vice* to the Bar of this Court for the purpose of participating with Warner Partners, P.C. (*per* Kenneth E. Warner) in representing the Institutional Investors (additional petitioners by intervention) in the above-captioned proceeding.

DATED: September , 2011

United States District Judge

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SOUTHERN DISTRICT OF NEW YORK

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Trustee under various Pooling and Servicing
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Indentures) *et al.*,

**ORDER ON MOTION TO
ADMIT SCOTT A. HUMPHRIES
PRO HAC VICE**

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

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Upon consideration of the Motion for Admission *pro hac vice* of Scott A.
Humphries dated September 19, 2011, and the accompanying Affidavit of sponsoring
attorney Kenneth E. Warner, it is hereby:

ORDERED that, pursuant to Local Civil Rule 1.3(c) of the Local Rules of this
Court, SCOTT A. HUMPHRIES of:

Firm Name: Gibbs & Bruns LLP
Address: 1100 Louisiana Street, Suite 5300
City/State/Zip: Houston, Texas 77002
Telephone: 713-650-8805
Facsimile: 713-750-0903
Email Address: shumphries@gibbsbruns.com

is hereby admitted *pro hac vice* to the Bar of this Court for the purpose of participating
with Warner Partners, P.C. (*per* Kenneth E. Warner) in representing the Institutional
Investors (additional petitioners by intervention) in the above-captioned proceeding.

DATED: September , 2011

United States District Judge