

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

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures),

Petitioners,

for an order, pursuant to CPLR § 7701, seeking judicial instruction.

Index No.

**AFFIRMATION OF  
ROBERT C. MICHELETTO**

I, Robert C. Micheletto, an attorney admitted to practice in the courts of the State of New York, affirms under penalty of perjury as follows:

1. I am a member of the firm of Jones Day, attorneys for Petitioner U.S. Bank National Association. I submit this affirmation in support of the Petition (“Petition”) filed by U.S. Bank National Association, The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A., Wilmington Trust, National Association, Law Debenture Trust Company of New York, Wells Fargo Bank, National Association, HSBC Bank U.S.A., N.A., and Deutsche Bank National Trust Company, solely in their respective capacities as trustees, indenture trustees, successor trustees, and/or separate trustees (collectively, the “Accepting Trustees” or “Trustees”) of the residential mortgage-backed securitization trusts listed on Exhibit A to the Petition (all of the trusts on Exhibit A, collectively, the “Accepting Trusts”).

2. Pursuant to Article 77 of the New York Civil Practice Law and Rules (“CPLR”), the Petition seeks judicial instructions and approval of the decisions of the Trustees to enter into a Settlement Agreement, dated August 1, 2014 (the “Settlement” or “Settlement Agreement”) between the Trustees, a group of institutional investors, and JPMorgan Chase & Co. and certain affiliates (“JPMorgan”). The special proceeding commenced by the Trustees seeking judicial instructions is referred to herein as the “Article 77 Proceeding.”

3. Some of the Accepting Trusts are evidenced by separate contracts known as Pooling and Servicing Agreements (the “PSAs”). The remainder of the Accepting Trusts are evidenced by indentures (the “Indentures”) and related Sale and Servicing Agreements (“SSAs”). The PSAs, Indentures, SSAs, and other applicable transaction documents are collectively referred to herein as the “Governing Agreements.”

4. There are currently no adverse parties in the Article 77 Proceeding, but there are various entities that may have an interest in the subject matter of the Petition. They are referred to collectively herein as the “Potentially Interested Persons,” and they comprise:

- a. holders of certificates or notes evidencing various categories of ownership interests in the Accepting Trusts or obligations issued by the Trusts (the “Trust Beneficiaries”);
- b. the Seller (as defined in the Governing Agreements) with respect to any of the Accepting Trusts;
- c. the Master Servicer or Servicer identified in the Governing Agreements for each of the Accepting Trusts;
- d. the Depositor identified in any of the Governing Agreements;
- e. the Rating Agencies identified in any of the Governing Agreements;

f. the insurance companies that insure certain classes of certificates or notes under certain of the Governing Agreements;

g. the entities designated as guarantors under certain of the Governing Agreements;

h. the entities designated as issuers under certain of the Governing Agreements;

i. the underwriters under certain of the Governing Agreements;

j. the entities that served as either swap counterparties or corridor contract counterparties under certain of the Governing Agreements;

k. any owner trustee identified in any of the Governing Agreements;

l. any custodian identified in any of the Governing Agreements; and

m. any party to any of the Governing Agreements.

5. The Trustees propose to notify all Potentially Interested Persons of the Settlement and the related Article 77 Proceeding in the following manner:

a. Mailing a copy of the notice in the form attached hereto as Exhibit A (“Notice”), along with the Petition, the Order to Show Cause, and all other papers filed contemporaneously with the Petition, by first class, registered mail to Certificateholders listed on the Certificate Registry for each Accepting Trust and to each Certificateholder (or its counsel) that has both communicated with the Trustees concerning the Settlement and requested such papers;

b. Providing the Notice to The Depository Trust Company (“DTC”), which will post the Notice to Certificateholders in accordance with DTC’s established procedures;

c. Publicizing the Notice in *The Wall Street Journal (Global)*, *Financial Times Worldwide*, *The New York Times*, *The Times (of London)*, *USA Today*, *Investor's Business Daily*, and *The Economist Worldwide Edition* for at least one business day in each publication;

d. Publicizing translated versions of the Notice in *Les Echos* (France), *Die Welt* (Germany), *Il Sole 24 Ore* (Italy), *Tages Anzeiger* (Switzerland), *NRC Handelsblad* (Netherlands); *The Nikkei* (Japan); *Straits Times* (Singapore); *New Straits Times* (Malaysia); *China Business News* (China); and *Korea Economic Daily* (South Korea) for at least one business day in each publication;

e. Issuing the Notice to the following media distribution wire services: *PRNewswire*; *Business Wire*; and *GlobeNewswire*;


f. Posting to the website previously created by the Trustees, [www.rmbtrusteesettlement.com](http://www.rmbtrusteesettlement.com), a copy of the Notice, the Petition, the Order to Show Cause, and all other papers filed contemporaneously with the Petition, and all papers subsequently filed in connection with the Article 77 Proceeding;

g. Creating a hyperlink on each Trustees' investor reporting website, or undertaking efforts to cause relevant third parties to create such a hyperlink, to [www.rmbtrusteesettlement.com](http://www.rmbtrusteesettlement.com) for information about the Settlement and the Article 77 Proceeding; and

h. Purchasing banner advertisements publicizing the Settlement, with a hyperlink to [www.rmbtrusteesettlement.com](http://www.rmbtrusteesettlement.com), on the following websites: [wsj.com](http://wsj.com), [investors.com](http://investors.com), [ft.com](http://ft.com), [reuters.com](http://reuters.com), [economist.com](http://economist.com), [yahoo.com](http://yahoo.com), [Globalcustody.net](http://Globalcustody.net), [Assetman.net](http://Assetman.net), [FundServices.net](http://FundServices.net), and [IHT.com](http://IHT.com).

6. No prior application for relief has been made.

Dated: August 4, 2014  
New York, New York

A handwritten signature in black ink, appearing to read "R. Micheletto", is written over a horizontal line. The signature is cursive and somewhat stylized.

Robert C. Micheletto