

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, and approval of a proposed settlement.

Index No: 652382/2014

Assigned to: Friedman, J.

**AFFIRMATION OF
JOHN G. MOON
IN SUPPORT OF
PROPOSED ORDER TO
SHOW CAUSE WHY THE
TRIAXX ENTITIES
SHOULD NOT BE
ENTITLED TO INTERVENE**

I, John G. Moon, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am a member in good standing of the bar of this Court and a partner at Miller & Wrubel P.C., counsel to proposed intervenor-respondents Triaxx Prime CDO 2006-1, Ltd., Triaxx Prime CDO 2006-2, Ltd., and Triaxx Prime CDO 2007-1, Ltd. (together, the “Triaxx Entities”). I submit this affirmation in support of the Triaxx Entities’ Proposed Order to Show Cause Why the Triaxx Entities Should Not Be Entitled to Intervene in the above-captioned Article 77 proceeding.

2. 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 (the “Trustees”), as trustees for 330 residential mortgage-backed securities trusts (the “Covered Trusts”), commenced this proceeding on or about August 3, 2014, seeking judicial instructions and approval of a proposed settlement with JPMorgan & Chase Co. (together with affiliates, “JPMorgan”) for the Covered Trusts. Trustees’ Petition (Docket No. 1, August 3, 2014).

3. Together, the Triaxx Entities currently own notes issued by 13 of the 330 trusts that would be subject to the proposed settlement, having an original unpaid principal balance of approximately \$1.5 billion.

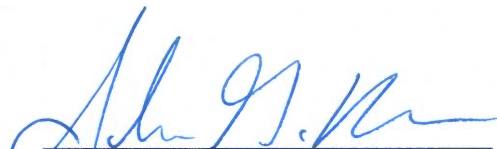
4. The Triaxx Entities seek to intervene in these proceedings as holders of interests in these trusts. The Trustees stated in their Petition that they “will consent to timely appearances or motions to intervene filed by any investor with current holdings in any of the Accepting Trusts.” *Id.* at ¶ 29.

5. The proposed settlement was the product of negotiations between JPMorgan and twenty-one institutional investors (the “Institutional Investors”). *Id.* at ¶ 1. The Triaxx Entities did not participate in those negotiations and were not aware of them until after the Trustees announced the proposed settlement.

6. In consideration of the Order and November 3, 2014 deadline for objection, we respectfully ask the Court’s timely consideration to this Application.

7. The Triaxx Respondents have made no previous application for this relief.

Dated: New York, New York
October 28, 2014



John G. Moon, Esq.