

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, in its Capacity as :
Trustee for 278 Residential Mortgage-Backed Securitization :
Trusts, :
:
Petitioner, :
:
For Judicial Instructions under CPLR Article 77 Concerning the :
Proper Pass-Through Rate Calculation for CWALT Interest :
Only Senior Certificates :
:
----- X

Index No. 150738/2019

Assigned to: Friedman, J.

**AFFIRMATION OF
KENNETH E. WARNER**

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., the attorneys of record for the Institutional Investors in the above-captioned proceeding.¹ I am familiar with the proceedings in this case and make this affirmation in support of the Institutional Investors' application to admit David M. Sheeren, Denise L. Drake and Marshal J. Hoda of the firm of Gibbs & Bruns, LLP, 1100 Louisiana, Suite 5300, Houston, Texas, as counsel *pro hac vice* to represent the Institutional Investors, together with my firm, in this matter. 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.

3. I have known and worked with the Gibbs & Bruns firm and their attorneys for

¹ The Institutional Investors who are parties to this proceeding are the following entities: BlackRock Financial Management, Inc., the Federal Home Loan Bank of Atlanta, Goldman Sachs Asset Management L.P., Kore Advisors, L.P., and Pacific Investment Management Company LLC

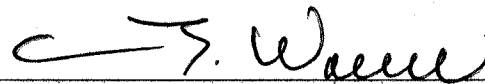
more than ten years, during which time my firm has served as local counsel for their clients in the New York state and federal courts on a wide variety of matters. Mr. Sheeren is a partner in the firm, and Ms. Drake and Mr. Hoda are associates in the firm. I know from personal experience in working with each of them that they are attorneys of the highest caliber and integrity.

4. As evidenced by the respective Certificates of Good Standing attached to their accompanying affidavits, Mr. Sheeren, Ms. Drake and Mr. Hoda are active members in good standing of the Bar of the State of Texas, having been admitted to practice law in Texas on November 4, 2011, November 6, 2014 and November 2, 2018, respectively. 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 Disciplinary Rules of the 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 or her participation in this matter; and (c) there are no disciplinary proceedings pending against him or her in the State of Texas or any other jurisdiction, nor have there been any such proceedings brought against him or her in any jurisdiction.

5. Counsel for all appearing parties have consented to this application, as evidenced by the accompanying Stipulation, which their counsel have agreed may be signed by me by permission on behalf of each counsel with the same force and effect as if each counsel had signed individually. They have also agreed in that Stipulation that this application can be made without further notice.

6. Accompanying this affirmation is a proposed order admitting Mr. Sheeren, Ms. Drake and Mr. Hoda *pro hac vice*, as provided in the Part Rules for Part 60.

WHEREFORE, your affirmant respectfully requests that this application to admit David M. Sheeren, Denise L. Drake and Marshal J. Hoda, Esqs. *pro hac vice* to represent the Institutional Investors in the above captioned matter, together with my firm, be granted, and that the accompanying proposed order be signed and filed by the Court.



Kenneth E. Warner

Affirmed this 30th
day of July, 2019

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, in	:	Index No. 150738/2019
Its Capacity as Trustee for 278 Residential	:	
Mortgage-Backed Securitization Trusts,	:	Friedman, J.
	:	
Petitioner,	:	AFFIDAVIT OF
	:	<u>DENISE LAMBERT DRAKE</u>
For Judicial Instructions under CPLR Article 77 Concerning	:	
the Proper Pass-Through Rate Calculation for CWALT Interest	:	
Only Senior Certificates.	:	
----- X	:	

DENISE LAMBERT DRAKE, 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 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.

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 6, 2014.

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.

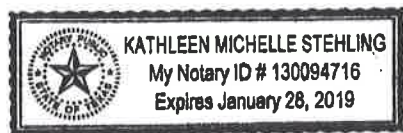
4. There are no disciplinary proceedings pending against me in the State of Texas or in any other jurisdiction, nor have there ever been any such proceedings brought against me in any jurisdiction.

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

Denise J. Drake
Denise Lambert Drake

Sworn to before me this
23 day of July, 2019.

Kathleen Michelle Stehling
Notary Public



STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

July 16, 2019

Re: Denise Lambert Drake, State Bar Number 24092358

To Whom It May Concern:

This is to certify that Denise Lambert Drake was licensed to practice law in Texas on November 06, 2014, 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; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension from the practice of law.

This certification expires 30 days from the date, unless sooner revoked or rendered invalid by operation of rule or law.

Sincerely,

Seana Willing
Chief Disciplinary Counsel
SW/web



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, in	:	Index No. 150738/2019
Its Capacity as Trustee for 278 Residential	:	
Mortgage-Backed Securitization Trusts,	:	Friedman, J.
	:	
Petitioner,	:	<u>AFFIDAVIT OF</u>
	:	<u>DAVID M SHEEREN</u>
For Judicial Instructions under CPLR Article 77 Concerning	:	
the Proper Pass-Through Rate Calculation for CWALT Interest	:	
Only Senior Certificates.	:	
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DAVID M SHEEREN, 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 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.

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 4, 2011.

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 previously been admitted *pro hac vice* in this Court on four occasions. *See In the matter of the application of U.S. Bank National Association*, Index. No. 653902/2014 (Docket No. 39); *In the matter of the application of U.S. Bank National Association*, Index. No. 652382/2014 (Docket No. 49); *In the matter of the application of Wells Fargo Bank, National Association*, Index No. 657387/2017 (Docket No. 244); and *In the matter of the application of U.S. Bank, National Association*, Index No. 651625/2018 (Docket No. 47).



David M. Sheeren

David M. Sheeren

Sworn to before me this
24th day of July, 2019.

Sara Z Smith

Notary Public

STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

July 16, 2019

Re: David Michael Sheeren, State Bar Number 24079313

To Whom It May Concern:

This is to certify that David Michael Sheeren was licensed to practice law in Texas on November 04, 2011, 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; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension from the practice of law.

This certification expires 30 days from the date, unless sooner revoked or rendered invalid by operation of rule or law.

Sincerely,

A handwritten signature in black ink, appearing to read "Seana Willing". The signature is fluid and cursive.

Seana Willing
Chief Disciplinary Counsel
SW/web



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, in	:	Index No. 150738/2019
Its Capacity as Trustee for 278 Residential	:	
Mortgage-Backed Securitization Trusts,	:	Friedman, J.
	:	
Petitioner,	:	<u>AFFIDAVIT OF</u>
	:	<u>MARSHAL J. HODA</u>
For Judicial Instructions under CPLR Article 77 Concerning	:	
the Proper Pass-Through Rate Calculation for CWALT Interest :	:	
Only Senior Certificates.	:	
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MARSHAL J. HODA, 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 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.
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 2, 2018.
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.

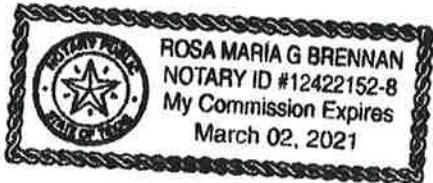
5. I have not been previously admitted *pro hac vice* in this Court.



Marshal J. Hoda

Sworn to before me this
24th day of July, 2019.

Rosa M. G. Brennan
Notary Public



STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

July 16, 2019

Re: Marshal J. Hoda, State Bar Number 24110009

To Whom It May Concern:

This is to certify that Marshal J. Hoda was licensed to practice law in Texas on November 02, 2018, 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; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension from the practice of law.

This certification expires 30 days from the date, unless sooner revoked or rendered invalid by operation of rule or law.

Sincerely,

A handwritten signature in black ink, appearing to read "Seana Willing". The signature is fluid and cursive.

Seana Willing
Chief Disciplinary Counsel
SW/web

