IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CONSUMER FINANCIAL PROTECTION BUREAU Plaintiff, v. THE NATIONAL COLLEGIATE MASTER STUDENT LOAN TRUST, et al., Defendants.	C.A. No. 17-1323 (GMS)

DECLARATION OF REBECCA L. BUTCHER IN SUPPORT OF GSS DATA SERVICES, INC.'S MOTION TO INTERVENE

I, Rebecca L. Butcher, declare and state as follows:

1. I am a partner at the law firm of Landis Rath & Cobb LLP, counsel to GSS Data Services, Inc. ("GSS" of the "Administrator") in the above-captioned matter.

2. I submit this affirmation in support of the Administrator's Motion to Intervene. I make this affirmation based upon my personal knowledge and, where appropriate, a review of the relevant case files. The facts set forth herein are true and correct to the best of my knowledge and belief.

3. Attached hereto as Exhibit A is a true and correct copy the Trust Agreement among Wilmington Trust Company, as Owner Trustee, and The National Collegiate Funding LLC and The Education Resources Institute, Inc. as Owners, dated as of December 7, 2006.

4. Attached hereto as Exhibit B is a true and correct copy the Administration Agreement among The National Collegiate Student Loan Trust 2006-4, Wilmington Trust Company, as Owner Trustee, U.S. Bank National Association, as Indenture Trustee, The National Collegiate Funding LLC and First Marblehead Data Services, Inc., dated as of

December 7, 2006.

5. Attached hereto as Exhibit C is a true and correct copy of Wilmington Trust Company's Answering Brief in Opposition to the Purported Owners' Motion for Extension of Deadline for Appointment of Successor Owner-Trustee and For Other Relief Consistent with the Trust Agreement, filed on September 19, 2017, in the pending action styled as *The National Collegiate Student Loan Master Trust, et al., v. Pennsylvania Higher Education Assistance Agency d/b/a American Educational Services* (C.A. No. 12111-VCS, Del. Ch.) (the "Court of Chancery Action").

6. Attached hereto as Exhibit D is Memorandum of Law in Support of Plaintiffs' Motion for Emergency Relief, filed on September 22, 2017 in the Court of Chancery Action (the "Emergency Motion").

7. Attached hereto as Exhibit E is the Motion for Leave to File Opposition as *Amicus Curiae*, filed by GSS on September 25, 2017 in the Court of Chancery Action.

8. On September 25, 2017, the Court of Chancery held a hearing and denied the Emergency Motion.

9. I declare under penalty of perjury that the above is true and correct.

Dated: September 26, 2017
Wilmington, Delaware

Rebecca L. Butcher, Esq.