

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

In the matter of the application of

THE BANK OF NEW YORK MELLON, (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Metropolitan Life Insurance Company (intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (intervenor), Neuberger Berman Europe Limited (intervenor), Pacific Investment Management Company LLC (intervenor), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Advisors, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), Nationwide Mutual Insurance Company and its affiliated companies (intervenor), 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 (intervenor), Federal Home Loan Bank of Atlanta (intervenor), Bayerische Landesbank (intervenor), Prudential Investment Management, Inc. (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and approval of a proposed settlement.

Index No. 651786-2011

Kapnick, J.

AFFIRMATION OF KENNETH E. WARNER IN SUPPORT OF:

The Institutional Investors' Response to The Bank of New York's Motion Regarding the Standard of Review and Scope of Discovery (Motion No. 024)

The Institutional Investors' Response to the Order to Show Cause Why the Court Should Not Convert This Special Proceedings to a Plenary Action (Motion No. 023)

The Institutional Investors' Response to the Order to Show Cause Why the Court Should not Compel Discovery (Motion No. 022)

WARNER PARTNERS, P.C.
950 Third Avenue, 32nd Floor
New York, New York 10022
(212) 593-8000

GIBBS & BRUNS, L.L.P.
1100 Louisiana, Suite 5300
Houston, Texas 77002
(713) 650-8805

Counsel for the Institutional Investors, Intervenor-Petitioners

I, Kenneth E. Warner, an attorney duly licensed to practice law in the State of New York, hereby affirm under penalty of perjury that the following is true and correct:

1. I am a member of Warner Partners, P.C., attorneys of record for the Institutional Investors in the above-captioned action. I am familiar with the proceedings in this case and make this declaration, in support of the Institutional Investors' Responses to The Bank of New York's Motion Regarding the Standard of Review and Scope of Discovery (Motion No. 024) *and* the Order to Show Cause Why the Court Should Not Convert This Special Proceedings to a Plenary Action (Motion No. 023) *and* the Order to Show Cause Why the Court Should not Compel Discovery (Motion No. 022).
2. Attached as Exhibit A is a true and correct copy of relevant excerpts of the Pooling and Servicing Agreement for CWALT 2006-OA19.
3. Attached as Exhibit B is a true and correct copy of L. Goodman, "Bank of America Settlement—Impact on Securities Valuation," Amherst Mortgage Insight, July 28, 2011, Amherst Securities Group LP, Aggregate Report on Valuation Impact.
4. Attached as Exhibit C is a true and correct copy of SIFMA Statistics, "US Mortgage Related Securities Outstanding – USD Billions," February 1, 2012, published by SIFMA (The Securities Industry and Financial Markets Association), available for download at <http://www.sifma.org/research/statistics.aspx>.
5. Attached as Exhibit D is a true and correct copy of Jody Shenn, *Wells Fargo Seeks to End Mortgage-Repurchase Duties as Trustee*, Bloomberg News, Feb. 24, 2012.

6. Attached as Exhibit E is a true and correct copy of Federal Housing Finance Agency, *Federal Housing Finance Agency Action Regarding Court Consideration of Proposed Bank of America Settlement*, Aug. 30, 2011.
7. Attached as Exhibit F is a true and correct copy of Institutional Investors' Statement in Support of Settlement and Consolidated Response to Settlement Objections, Federal Doc. No. 124 (filed Oct. 31, 2011), and Exhibit 11 thereto.

Executed this 13th day of April 2012 in New York, New York.

/s/ Kenneth E. Warner
Kenneth E. Warner