

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), *et al.*

Petitioners,

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

Index No. 651786/2011

Assigned to: Kapnick, J.

**AFFIRMATION OF  
MICHAEL A. ROLLIN  
IN SUPPORT OF  
ORDER TO SHOW  
CAUSE REGARDING  
RRMS ADVISORS**

I, Michael A. Rollin, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am a member of the Bar of the State of New York and of Reilly Pozner LLP, counsel for the AIG entities in this matter. I have personal knowledge of the facts set forth below.

2. AIG is one of several Intervenor-Respondents (collectively with Objectors, “Intervenors”) in this matter and my firm is a member of the Steering Committee. I submit this Affirmation in support of the Intervenors’ order to show cause why the Court should not compel discovery from RRMS Advisors pursuant to CPLR § 3124:

a) compelling RRMS Advisors, LLC (“RRMS”) to produce the following documents that were responsive to the September 14, 2012 subpoena to RRMS and/or were requested in the deposition of Mr. Brian Lin of RRMS:

i. A copy of *all* facts, data and other documents Mr. Lin relied upon in forming the opinions in his reports (“RRMS Reports”), including but

not limited to certain Amherst and JPMorgan reports and all information Mr. Lin or his staff gathered from websites;

- ii. All drafts to the RRMS Reports prepared by Mr. Lin and RRMS;
- iii. All notes and calculations made by RRMS in connection with the RRMS Reports;
- iv. All time records, invoices and bills evidencing payment for all work performed by Mr. Lin and RRMS in connection with BNYM's retention of Mr. Lin and RRMS;
- v. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

- b) ruling that the deposition of Mr. Lin may be re-opened for additional questioning if the formerly withheld documents necessitate additional questioning; and
- c) awarding such other and further relief as the Court may deem just and proper.

3. The Court previously directed the parties to address outstanding discovery matters by way of orders to show cause and set the following schedule:

- January 14, 2013: Orders to Show Cause Filed
- January 28, 2013: Response Briefs Due
- February 1, 2013: Reply Briefs Due

4. Through its Verified Petition and Proposed Final Order and Judgment, BNYM asks this Court to approve a settlement that it seeks to consummate on behalf of 530 trusts (the

“Covered Trusts”), in its capacity as Trustee for those trusts, and to make at least eighteen factual findings related to the Trustee’s conduct, including findings that the Trustee conducted an adequate factual investigation and that its actions were reasonable.

5. The Trustee alleges that it conducted an adequate factual investigation because it engaged advisors, including RRMS, to opine on various aspects of the settlement.

6. Mr. Lin of RRMS provided the Trustee with two reports – one on the reasonableness of a settlement range and the other on the servicing provisions of the proposed Settlement Agreement (“RRMS Reports”).

7. On September 14, 2012, the Steering Committee served a subpoena duces tecum on RRMS.

8. Mr. Lin of RRMS was deposed on October 16 and October 17, 2012.

9. [REDACTED] various categories of relevant documents [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] (“RRMS Documents”).

10. Disclosure of the RRMS Documents is sought and required because the Court and Intervenors cannot fully and adequately evaluate BNYM’s requested findings in the PFOJ without a full opportunity to test the trustworthiness of RRMS’s opinions and the Trustee’s alleged good faith reliance on those opinions. The RRMS Documents cannot be obtained from any other source.

11. Attached as Exhibit 1 is a true and accurate copy of the Steering Committee’s Subpoena Duces Tecum to RRMS Advisors, LLC (Sept. 14, 2012).

12. Attached as Exhibit 2 is a true and accurate copy RRMS's Response and Objections to the September 14, 2012 Subpoena to RRMS (Oct. 2, 2012).

13. Attached as Exhibit 3 is a true and accurate copy of excerpts from the Deposition Transcript of Robert E. Bailey (Dec. 3, 2012).

14. Attached as Exhibit 4 is a true and accurate copy of excerpts from the Deposition Transcript of Loretta Lundberg (Oct. 2 & 3, 2012).

15. Attached as Exhibit 5 is a true and accurate copy of excerpts from the Deposition Transcript of Brian Lin (Oct. 16 & 17, 2012).

16. Attached as Exhibit 6 is a true and accurate copy of excerpts from the Pooling and Servicing Agreement for Alternative Loan Trust 2005-35CB and Mortgage Pass-Through Certificates, Series 2005-35CB (July 1, 2005).

17. Attached as Exhibit 7 is a true and accurate copy of correspondence from Reilly Pozner to Matt Ingber of Mayer Brown regarding the RRMS Documents (Oct. 24, 2012).

18. Attached as Exhibit 8 is a true and accurate copy of correspondence from Matt Ingber of Mayer Brown to Reilly Pozner regarding the RRMS Documents (Nov. 2, 2012).

19. Attached as Exhibit 9 is a true and accurate copy of correspondence from Reilly Pozner to Matt Ingber of Mayer Brown regarding the RRMS Documents (Nov. 8, 2012).

20. Attached as Exhibit 10 is a true and accurate copy of correspondence from Matt Ingber of Mayer Brown to Reilly Pozner regarding the RRMS Documents (Nov. 21, 2012).

21. Attached as Exhibit 11 is a true and accurate copy of correspondence from Reilly Pozner to Matt Ingber of Mayer Brown regarding the RRMS Documents (Dec. 6, 2012).

22. Attached as Exhibit 12 is a true and accurate copy of the Opinion Concerning Contemplated Settlement Amount for 530 Trusts from Mr. Brian Lin of RRMS (June 7, 2011).

23. Attached as Exhibit 13 is a true and accurate copy of the Opinion Concerning Contemplated Settlement Agreement – Mortgage Loan Servicing and Loan Administration from Mr. Brian Lin of RRMS (June 28, 2011).

24. Attached as Exhibit 14 is a true and accurate copy of the Form 8-K for the Federal National Mortgage Association to the SEC (January 6, 2013).

25. The parties have met and conferred with respect to the RRMS Documents on multiple occasions.

26. The Steering Committee has made no previous application for the same or similar relief.

Dated this 13th day of January 2013

  
\_\_\_\_\_  
Michael A. Rollin