

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
CONFLICT WAIVERS**

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. This relief is requested by order to show cause because during the December 7, 2012 conference call with the Court, the parties were directed to file orders to show cause to address outstanding discovery matters.

3. 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 Steering Committee's motion for an order pursuant to CPLR § 3124:

- (a) compelling the Bank of New York Mellon ("BNYM") and/or its counsel to produce the conflict of interest waivers [REDACTED]

[REDACTED]

[REDACTED]

(collectively, the “Conflict of Interest Waivers”); and

(b) awarding such other and further relief as the Court may deem just and proper.

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 separate factual findings related to the Trustee’s conduct.

5. [REDACTED]

[REDACTED]

[REDACTED]

6. The Steering Committee first learned of [REDACTED] the Conflict of Interest Waivers during the deposition of Jason Kravitt, and requested their production at that time and in subsequent correspondence and conferrals.

7. To date, BNYM has refused to produce the Conflict of Interest Waivers on relevancy grounds, even though the Conflict of Interest Waivers should define the scope and nature of the conflicts of interest [REDACTED]

8. Attached as Exhibit 1, is a true and accurate copy of the Deposition Transcript of Jason Kravitt, counsel for BNYM (Sept. 19 & 20, 2012).

9. Attached as Exhibit 2, is a true and accurate copy of counsel for Intervenors’ Letter to BNYM’s counsel regarding production of the Conflict of Interest Waivers (Sept. 24, 2012).

10. Attached as Exhibit 3, is a true and accurate copy of counsel for Intervenors' Letter to BNYM's counsel regarding production of the Conflict of Interest Waivers (Oct. 8, 2012).

11. Attached as Exhibit 4, is a true and accurate copy of counsel for Intervenors' Letter to BNYM's counsel regarding production of the Conflict of Interest Waivers (Oct. 24, 2012).

12. Attached as Exhibit 5, is a true and accurate copy of counsel for Intervenors' Letter to BNYM's counsel regarding production of the Conflict of Interest Waivers (Nov. 8, 2012).

13. Attached as Exhibit 6, is a true and accurate copy of counsel for BNYM's Response Letter to Intervenors' counsel regarding production of the Conflict of Interest Waivers (Nov. 21, 2012).

14. Attached as Exhibit 7, is a true and accurate copy of the August, 2, 2012 Hearing Transcript.

15. Attached as Exhibit 8, is a true and accurate copy of excerpts from the Deposition Transcript of Robert Bailey (Dec. 3, 2012).

16. Pursuant to the Protective Order, Exhibits containing information designated confidential are filed only with the Court or are filed with redactions.

17. 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.

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

Dated this 13th day of January, 2013.


Michael A. Rollin