

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
JASON H. P. KRAVITT**

I, Jason H. P. Kravitt, hereby affirm under 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 a partner in the law firm of Mayer Brown LLP, counsel for The Bank of New York Mellon ("BNYM") in the above captioned matter. I have personal knowledge of the facts stated in this affirmation, and they are true and correct to the best of my knowledge and belief.

2. This affirmation is intended to clarify paragraph 3 of my affirmation, filed on or about July 27, 2012 as Exhibit B to the Institutional Investors' Responses to the Objectors Motion to Compel Settlement and Common Interest Communications ("July 27 Affirmation"), in light of suggestions by the Steering Committee to the Court that BNYM and the Institutional Investors did not agree to pursue a common legal strategy. It is not intended to alter the meaning of the July 27 Affirmation, but simply to clarify whatever ambiguity might exist.

3. As I stated in the July 27 Affirmation, on or about November 18, 2010, I attended a meeting with, among others, representatives and/or counsel for the Institutional Investors and certain Countrywide and Bank of America entities (collectively, "Countrywide"). At this meeting, Countrywide indicated a willingness to engage in negotiations with BNYM and the Institutional Investors relating to potential repurchase and servicing claims belonging to certain mortgage securitization trusts for which BNYM is trustee. The November 18, 2010 meeting was held at the New York office of Mayer Brown.

4. Following the meeting, BNYM and the Institutional Investors agreed to pursue a common legal strategy to negotiate a favorable settlement of potential repurchase and servicing claims against Countrywide. In furtherance of this common goal, BNYM and the Institutional Investors, through their counsel, communicated regularly by electronic mail and participated in meetings and telephone calls concerning issues relevant to their settlement negotiations with Countrywide. These communications were made by Mayer Brown in the course of its representation of BNYM. It was my understanding that these communications would remain confidential.

Affirmed this 28 day of January 2013



JASON H. P. KRAVITT