

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 MATTHEW D. INGBER

The undersigned, Matthew D. Ingber, states the following under penalty of perjury:

1. I am a partner of the law firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon (“BNYM” or “Trustee”). I am familiar with the matters referenced herein and submit this affirmation in support of The Bank of New York Mellon’s Response to Objections.
2. Attached hereto as **Exhibit 1** is a true and correct copy of an email from Mike Rollin to Mauricio Espana, dated May 10, 2013.

3. Attached hereto as **Exhibit 2** is a true and correct copy of excerpts of the Pooling and Servicing Agreement for the residential mortgage-backed securitization trust CWALT 2006-OC7.

4. Attached hereto as **Exhibit 3** is a true and correct copy of the Expert Report of Adam Levitin.

5. Attached hereto as **Exhibit 4** is a true and correct copy of an excerpt of the transcript of the February 7, 2013 conference with the Court in the above-captioned matter.

6. Attached hereto as **Exhibit 5** is a true and correct copy of excerpts from the transcript of the April 18, 2013 deposition of John Langbein.

7. Attached hereto as **Exhibit 6** is a true and correct copy of excerpts from the transcript of the January 3, 2013 deposition of Robert Griffin.

8. Attached hereto as **Exhibit 7** is a true and correct copy of excerpts from the transcript of the September 19, 2012 and September 20, 2012 deposition of Jason Kravitt.

9. Attached hereto as **Exhibit 8** is a true and correct copy of excerpts from the transcript of the April 19, 2013 deposition of Robert Landau.

10. Attached hereto as **Exhibit 9** is a true and correct copy of excerpts from the transcript of the December 17, 2012 deposition of Kathy Patrick.

11. Attached hereto as **Exhibit 10** is a true and correct copy of a letter from Herbert Wagner III to Countrywide Home Loans Servicing LP and The Bank of New York Mellon, regarding Mortgage-Backed Securities Group, CWALT, Inc. Series 2006-OA21, dated May 25, 2011.

12. Attached hereto as **Exhibit 11** is a true and correct copy of excerpts from the Settlement Agreement, dated June 28, 2011.

13. Attached hereto as **Exhibit 12** is a true and correct copy of an excerpt of the transcript of the April 12, 2013 conference with the Court in the above-captioned matter.

14. Attached hereto as **Exhibit 13** is a true and correct copy of an excerpt of the transcript of the April 25, 2012 conference with the Court in *Knights of Columbus v. The Bank of New York Mellon*, Supreme Court New York County, No. 651442-2011.

15. Attached hereto as **Exhibit 14** is a true and correct copy of an email from Matthew Ingber to Theodore Mirvis, Meyer Koplow, Elaine Golin, Kathy Patrick, Robert Madden, and Scott Humphries, copying Jason Kravitt, dated June 1, 2011, attaching a draft Proposed Final Order and Judgment.

16. Attached hereto as **Exhibit 15** is a true and correct copy of an email exchange between Matthew Ingber and Robert Madden, Scott Humphries, Kathy Patrick, Theodore Mirvis, Martin Arms, and Elaine Golin, dated June 21, 2011, attaching a draft Proposed Final Order and Judgment.

17. Attached hereto as **Exhibit 16** is a true and correct copy of an email from Matthew Ingber to Kathy Patrick, Scott Humphries, Robert Madden, Theodore Mirvis, Martin Arms, Elaine Golin, Carrie Reilly, A.J. Martinez, copying Jason Kravitt, Mauricio Espana, Hector Gonzalez, and Sagi Tamir, dated June 21, 2011, attaching a draft Proposed Final Order and Judgment.

18. Attached hereto as **Exhibit 17** is a true and correct copy of an email exchange between Robert Madden and Matthew Ingber, Kathy Patrick, Scott Humphries, Theodore Mirvis, Martin Arms, Elaine Golin, Carrie Reilly, A.J. Martinez, copying Jason Kravitt, Mauricio Espana, Hector Gonzalez, and Sagi Tamir, dated June 23, 2011, attaching the G&B Comments to the Final Order and Judgment.

19. Attached hereto as **Exhibit 18** is a true and correct copy of an email from Matthew Ingber to Theodore Mirvis, Elaine Golin, Martin Arms, Carrie Reilly, A.J. Martinez, Kathy Patrick, Robert Madden, Scott Humphries, copying Jason Kravitt, Hector Gonzalez, Mauricio Espana, and Sagi Tamir, dated June 23, 2011, attaching the Draft Final Order and Judgment.

20. Attached hereto as **Exhibit 19** is a true and correct copy of excerpts from the transcript of the December 3, 2012 deposition of Robert Bailey.

21. Attached hereto as **Exhibit 20** is a true and correct copy of a letter from Bank of America Corporation to The Bank of New York Mellon, regarding Pooling and Servicing Agreements and Sale and Servicing Agreements, dated June 28, 2011.

22. Attached hereto as **Exhibit 21** is a true and correct copy of a letter from BAC Home Loans Servicing, LP to The Bank of New York Mellon, regarding the Forbearance Agreement Relating to Certain Countrywide Mortgage-Backed Securities, dated December 10, 2010.

23. Attached hereto as **Exhibit 22** is a true and correct copy of excerpts from the transcript of the November 28, 2012 deposition of Theodore Mirvis.

24. Attached hereto as **Exhibit 23** is a true and correct copy of an excerpt of the transcript of the August 2, 2012 conference with the Court in the above-captioned matter.

25. Attached hereto as **Exhibit 24** is a true and correct copy of an excerpt of the transcript of the September 21, 2011 conference with the Court in the above-captioned matter.

26. Attached hereto as **Exhibit 25** is a true and correct copy of a letter from Leo Crowley to Kathy Patrick, dated June 21, 2010.

27. Attached hereto as **Exhibit 26** is a true and correct copy of a letter from Leo Crowley to Kathy Patrick, dated September 3, 2010.

28. Attached hereto as **Exhibit 27** is a true and correct copy of a letter from Kathy Patrick to Robert Bailey, dated June 23, 2011.

29. Attached hereto as **Exhibit 28** is a true and correct copy of excerpts from the transcript of the January 24, 2013 deposition of Robert Daines.

30. Attached hereto as **Exhibit 29** is a true and correct copy of excerpts from the transcript of the October 16, 2012 and October 17, 2012 deposition of Brian Lin.

31. Attached hereto as **Exhibit 30** is a true and correct copy of excerpts from the transcript of the December 13, 2012 deposition of Barry Adler.

32. Attached hereto as **Exhibit 31** is a true and correct copy of excerpts from the transcript of the December 5, 2012 deposition of Kent Smith.

33. Attached hereto as **Exhibit 32** is a true and correct copy of excerpts from the transcript of the November 14, 2012 deposition of Thomas Scrivener.

34. Attached hereto as **Exhibit 33** is a true and correct copy of excerpts from the transcript of the May 2, 2013 deposition of John Coates.

35. Attached hereto as **Exhibit 34** is a true and correct copy of excerpts from the transcript of the January 18, 2013 deposition of Bruce Bingham.

36. Attached hereto as **Exhibit 35** is a true and correct copy of Brian Lin's Opinion Concerning Contemplated Settlement Amount for 530 Trusts, dated June 7, 2011.

37. Attached hereto as **Exhibit 36** is a true and correct copy of excerpts from the transcript of the December 12, 2012 deposition of Terry Laughlin.

38. Attached hereto as **Exhibit 37** is a true and correct copy of excerpts from the transcript of the November 19, 2012 deposition of Meyer Koplow.

39. Attached hereto as **Exhibit 38** is a true and correct copy of excerpts from the transcript of the October 2, 2012 and October 3, 2012 deposition of Loretta Lundberg.

40. Attached hereto as **Exhibit 39** is a true and correct copy of excerpts from the transcript of the January 8, 2013 deposition of Richard Stanley.

41. Attached hereto as **Exhibit 40** is an email exchange between Jason Kravitt and Christopher Garvey, copying Matthew Ingber, Jana Litsey, and Kevin McCarthy, dated November 16, 2010.

42. Attached hereto as **Exhibit 41** is an email from Mauricio Espana to Robert Daines, copying Jason Kravitt and Matthew Ingber, dated April 25, 2011, attaching various documents.

43. Attached hereto as **Exhibit 42** is a true and correct copy of an excerpt of the transcript of the October 12, 2012 conference with the Court in the above-captioned matter.

Dated: May 13, 2013
New York, New York

/s/ Matthew D. Ingber
Matthew D. Ingber