

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
DEREK W. LOESER**

I, Derek W. Loeser, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am counsel for the Federal Home Loan Banks of Boston, Chicago and Indianapolis (the “FHLBs”) in this matter. I have personal knowledge of the facts set forth below.

2. The FHLBs are among the several Intervenor-Respondents and Objectors (“Intervenors”) in this litigation, and my firm is a member of the Steering Committee for the Intervenors. I submit this Affirmation in connection with the Reply in Support of Supplemental Brief in Opposition to the Proposed Settlement filed concurrently herewith.

3. Attached as Exhibit A is a true and correct copy of a summary prepared by the Triaxx entities of the relevant language relating to the repurchase of Modified Mortgage Loans in all Pooling and Servicing Agreements (“PSA”s) for the 530 Covered Trusts subject to the proposed settlement (“Settlement”). The summary also sets forth the Master Servicer’s repurchase obligation for the PSAs requiring repurchase of a Modified Mortgage Loan.

4. Attached as Exhibit B is a true and correct copy of the relevant portions of a PSA that governs CWL 2007-10. The relevant portions are highlighted for the Court's convenience.

5. Attached as Exhibit C is a true and correct copy of the relevant portions of the Prospectus Supplement related to CWALT 2006-13. The relevant portions are highlighted for the Court's convenience.

6. Attached as Exhibit D is a true and correct copy of the relevant portions of the Prospectus Supplement related to CWL 2006-15. The relevant portions are highlighted for the Court's convenience.

7. Attached as Exhibit E is a true and correct copy of Section 10.01 of the PSA that governs CWALT 2006-OA19. This PSA was also attached as Exhibit G to the Affirmation of Matthew D. Ingber in support of the Trustee's Verified Petition. *See* Doc. No. 11. The relevant portions are highlighted for the Court's convenience.

8. Attached as Exhibit F is a true and correct copy of the relevant portions of Supplemental Directive 09-01 to the Home Affordable Modification Program ("HAMP"), dated April 6, 2009.¹ The relevant portions are highlighted for the Court's convenience.

Dated this 20th day of May, 2013.

/s/ Derek W. Loeser
Derek W. Loeser

¹ This directive can also be accessed at:
https://www.hmpadmin.com/portal/programs/docs/hamp_servicer/sd0901.pdf (last visited on May 20, 2013).