

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), Indentures), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Maiden Lane II, LLC (intervenor), Maiden Lane III, 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 Advisers, 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), New York Life 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)

) Index No. 651786/2011
) IAS Part 39
) (Kapnick, J.)
)
) **AFFIRMATION OF**
) **HOWARD GRAFF IN**
) **SUPPORT OF PETITION**
) **TO INTERVENE AND**
) **NOTICE OF INTENTION**
) **TO APPEAR AND**
) **OBJECT**

Petitioner,

for an order, pursuant to CPLR § 7701, seeking judicial instructions and approval of a proposed settlement.

HOWARD GRAFF, an attorney duly admitted to practice before the courts of the State of New York, affirms the following under the penalties of perjury:

1. I am a member of Dickstein Shapiro LLP, attorneys for Proposed Intervenors Monarch Debt Recovery Master Fund Ltd, Monarch Opportunities Master Fund Ltd, Monarch Capital Master Partners LP, Monarch Structured Credit Master Fund Ltd, Monarch Capital Master Partners II LP, P Monarch Recovery Ltd, Monarch Alternative Solutions Master Fund Ltd, Oakford MF Limited, Monarch Cayman Fund Limited, and Monarch Capital Master Partners II-A LP (collectively referred to herein as “Monarch”) and make this affirmation in support of Monarch’s petition to intervene in the within proceeding and notice of intent to appear and object.

2. The Bank of New York Mellon (“BoNY”) commenced this proceeding by filing a petition under CPLR 7701 on June 29, 2011. BoNY is seeking judicial approval of a proposed settlement that it entered into on behalf of 530 residential mortgage-securitization trusts for which it serves as trustee (the “Covered Trusts”). The proposed settlement was negotiated between the Institutional Investors (as defined in paragraph 7 of BoNY’s Verified Petition), BoNY (as trustee), Countrywide and Bank of America Corporation. Other investors, such as Monarch, who were not in the Institutional Investor group were not included in the negotiations.

3. Countrywide Home Loans, Inc. and its affiliates sold millions of mortgage loans to these 530 trusts, and the trusts in turn sold securities called certificates backed by those mortgage loans to investors. The governing agreements for the Covered Trusts included numerous representations and warranties about the Covered Loans and also provided certain “put-back” rights (as described in BoNY’s Verified Petition).

4. Monarch owns certificates issued by 14 of the Covered Trusts. The original principal value of those certificates exceeds \$150 million.

5. Under CPLR 401, 1012, and 1013, Monarch should be permitted to intervene in this proceeding because (a) this proceeding involves the disposition or distribution of, or the title or a claim for damages for injury to, property and Monarch may be affected by the judgment and (b) Monarch's interests may not be adequately represented by BoNY and Monarch may be bound by the judgment; and (c) Monarch's claims or potential claims have questions of law and fact in common with this proceeding.

6. The intervention by Monarch will not prejudice the rights of any of the parties in this proceeding, and, in fact, will assist the Court by adding to its understanding of the facts surrounding the settlement.

7. No previous application for this relief has been made.

Dated: New York, New York
August 30, 2011

s/Howard Graff
Howard Graff