

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), 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 BadenWuerttemberg (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),

Petitioners,

-against-

TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO
2006-2, LTD. and TRIAXX PRIME CDO 2007-1, LTD.
(Proposed Intervenor-Respondents),

Respondents.

Index No: 651786/2011

Assigned to Kapnick, J.

**AFFIRMATION OF
JOHN G. MOON
IN SUPPORT OF THE
PETITION TO INTERVENE
AND NOTICE OF INTENTION
TO APPEAR AND OBJECT**

I, John G. Moon, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am a member in good standing of the bar of this Court and an attorney with Miller & Wrubel P.C., counsel to proposed intervenor-respondents Triaxx Prime CDO 2006-1, Ltd., Triaxx Prime CDO 2006-2, Ltd., and Triaxx Prime CDO 2007-1, Ltd. (together, the "Triaxx Respondents"). I submit this affirmation in support of the Triaxx Respondents' Verified Petition to Intervene in the above-captioned Article 77 proceeding, and Notice of Intent to Appear and Object.

2. The Bank of New York Mellon (the "Trustee"), as trustee for 530 residential mortgage-backed securities trusts, commenced this proceeding on June 29, 2011 seeking judicial instructions and approval of a proposed settlement with Countrywide Home Loans, Inc. (together with affiliates, "Countrywide") and Bank of America Corporation (together with affiliates, "Bank of America").

3. The proposed settlement provides for an \$8.5 billion payment by Bank of America into the trusts in exchange for a full release of all claims against Countrywide and Bank of America related to the 530 trusts with limited exceptions.

4. Together, the Triaxx Respondents currently own notes issued by 26 of the 530 trusts that would be subject to the proposed settlement, having an original unpaid principal balance of approximately \$2.2 billion.

5. The proposed settlement was the product of negotiations between the Trustee, Countrywide and Bank of America, and 22 institutional investors (the "Institutional Investors"). The Triaxx Respondents did not participate in those negotiations and were not aware of them until after the Trustee announced the proposed settlement on June 29, 2011.

6. The Triaxx Respondents have made no previous application for this relief.

Dated: August 24, 2011
New York, New York



John G. Moon, Esq.