

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-

CRANBERRY PARK LLC and CRANBERRY PARK II LLC,
(proposed intervenors),

Respondents,

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

Index No. 651786/2011

Assigned to: Kapnick, J.

**AFFIRMATION OF
OWEN L. CYRULNIK
IN SUPPORT OF
UNOPPOSED
PETITION TO
INTERVENE**

I, Owen L. Cyrulnik, hereby affirm under the penalty of perjury that the following is true

and correct:

1. I am a member of the Bar of this Court and of Grais & Ellsworth LLP, attorneys for proposed intervenors Cranberry Park LLC and Cranberry Park II LLC. I offer this affirmation in support of the proposed intervenors' petition to intervene.

2. The Bank of New York Mellon commenced this proceeding by filing a petition under CPLR 7701 on June 29, 2011. BNYM is seeking judicial approval of a proposed settlement that it entered into on behalf of 530 trusts for which it serves as trustee.

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. Countrywide made numerous representations and warranties about those loans. Countrywide agreed to repurchase from the trusts loans that did not comply with the representations and warranties.

4. Cranberry Park LLC owns securities in 28 trusts covered by the proposed settlement with original face amount of more than \$962 million. Cranberry Park II LLC owns securities in 28 trusts with original face amount of more than \$104 million.

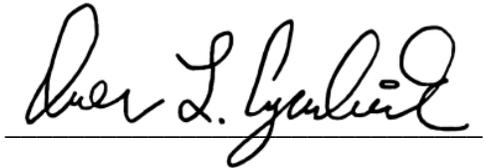
5. Under CPLR 401, 1012, and 1013, Cranberry Park LLC and Cranberry Park II LLC should be permitted to intervene in this proceeding because (a) this proceeding involves the disposition or distribution of, or the title or a claim for damages for injury to, property and Cranberry Park LLC and Cranberry Park II LLC may be affected by the judgment and (b) Cranberry Park LLC's and Cranberry Park II LLC's interests may not be adequately represented by BNYM.

6. The intervention of Cranberry Park LLC and Cranberry Park II LLC 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. I have conferred with counsel for BNYM and counsel for the 22 investors that have already intervened in this proceeding. Counsel for BNYM and counsel for the 22 investors have stated that they do not oppose this petition to intervene.

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

Executed this 2nd day of August 2011, in New York, New York.

A handwritten signature in black ink, appearing to read "Owen L. Cyrulnik", written over a horizontal line.

Owen L. Cyrulnik