

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),

Petitioner,

-against-

AMERICAN INTERNATIONAL GROUP, INC., AMERICAN GENERAL ASSURANCE COMPANY, AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY, AMERICAN GENERAL LIFE INSURANCE COMPANY, AMERICAN GENERAL LIFE INSURANCE COMPANY OF DELAWARE, AMERICAN HOME ASSURANCE COMPANY, AMERICAN INTERNATIONAL LIFE ASSURANCE COMPANY OF NEW YORK, CHARTIS PROPERTY CASUALTY COMPANY, CHARTIS SELECT INSURANCE COMPANY, COMMERCE AND INDUSTRY INSURANCE COMPANY, FIRST SUNAMERICA LIFE INSURANCE COMPANY, LEXINGTON INSURANCE COMPANY, NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA, NEW HAMPSHIRE INSURANCE COMPANY, SUNAMERICA ANNUITY AND LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA, THE UNITED STATES LIFE INSURANCE COMPANY IN THE CITY OF NEW YORK, THE VARIABLE ANNUITY LIFE INSURANCE COMPANY, and WESTERN NATIONAL LIFE INSURANCE COMPANY (collectively "AIG") (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
MICHAEL A. ROLLIN IN
SUPPORT OF PETITION
TO INTERVENE

I, Michael A. Rollin, 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 a partner with Reilly Pozner LLP, counsel for proposed intervenors American International Group, Inc., American General Assurance Company, American General Life and Accident Insurance Company, American

General Life Insurance Company, American General Life Insurance Company of Delaware, American Home Assurance Company, American International Life Assurance Company of New York, Chartis Property Casualty Company, Chartis Select Insurance Company, Commerce and Industry Insurance Company, First SunAmerica Life Insurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, PA, New Hampshire Insurance Company, SunAmerica Annuity and Life Assurance Company, SunAmerica Life Insurance Company, The Insurance Company of The State of Pennsylvania, The United States Life Insurance Company in The City of New York, The Variable Annuity Life Insurance Company, and Western National Life Insurance Company (collectively referred to in this affirmation as "AIG"). I offer this affirmation in support of AIG's petition to intervene.

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 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, as set forth more particularly in the trust agreements.

4. AIG owns certificates that were issued by 97 of those 530 trusts, listed in Exhibit A, hereto.

5. I personally viewed a CNBC interview with BlackRock Financial CEO Larry Fink on July 20, 2011. A transcript of that interview is attached as Exhibit B, hereto.

6. Under CPLR 401, 1012, and 1013, AIG 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 AIG may be affected by the judgment; (b) AIG's interests may not be adequately represented by BoNY; and (c) AIG's claims or potential claims have questions of law and fact in common with this proceeding.

7. The intervention of AIG 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.

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

DATED: August 8, 2011


Michael A. Rollin