

SUPREME COURT OF THE STATE OF NEW YORK
APPELLATE DIVISION, FIRST DEPARTMENT

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-Appellants-Cross-Respondents,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and
approval of a proposed settlement.

Index No. 651786-2011

**AFFIRMATION OF
MAURICIO A. ESPAÑA**

I, **MAURICIO A. ESPAÑA**, affirm under penalty of perjury that:

1. I am an attorney duly admitted to practice in the courts of the State of New York, and I am a partner of the law firm of Dechert LLP.
2. Dechert LLP, together with Mayer Brown LLP, is counsel for The Bank of New York Mellon (“BNY Mellon”), co-Petitioner and co-Appellant in the above-captioned appeal. I submit this affirmation in further support of BNY Mellon’s pending motion for an order adopting the briefing schedule stipulation, dated May 22, 2014 (the “Stipulation”) as the briefing schedule in the above-captioned appeals without further motion practice.
3. On June 17, 2014, BNY Mellon filed a Notice of Motion, dated June 17, 2014 for an order granting Petitioner-Appellant-Cross Respondent’s motion for a preference and adoption of the Stipulation as the briefing schedule (the “Notice of Motion”) and in support of that motion also filed the Affirmation of James M. McGuire, dated July 17, 2014 (“McGuire Affirmation”) and the Affidavit of Robert Madden, dated June 12, 2014 (“Madden Affidavit”).
4. Prior to BNY Mellon’s filing of the Notice of Motion, McGuire Affirmation, and Madden Affidavit, on June 6, 2014, I personally provided all counsel for Respondent-Respondents with a true and accurate copy of the Stipulation between Appellants and Cross-Appellants regarding

the briefing schedule and simultaneously informed counsel for Respondents-Respondents that Petitioners-Appellants-Cross-Respondents would seek to have this Court adopt the Stipulation as to the briefing schedule, agreed to by Appellants and Cross-Appellants, as the briefing schedule for all counsel of record (e.g. that all opposition briefs must be filed by July 17, 2014). Thereafter, I received no objection or comment from any counsel for Respondents-Respondents as to this request.

5. Further, on June 17, 2014, at the request of this Court, I also personally spoke by telephone with counsel for the Respondents-Respondents listed below who informed me that they have no objection to BNY Mellon's motion for an order adopting the briefing schedule contained in the Stipulation as the briefing schedule in the above-captioned appeals:

Thomas B. Hatch
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Minneapolis, MN 55402
Attorneys for Respondent-Respondent Federal Home Loan Bank of Pittsburgh

Talcott J. Franklin
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Attorneys for Intervenor-Respondent-Respondent The Knights of Columbus and Respondent-Respondents Amici Associates, LP, Amici Fund International Ltd., Amici Qualified Associates, Cedar Hill Capital Partners LLC, Cedar Hill Mortgage Fund GP LLC, Cedar Hill Mortgage Opportunity Master Fund LLP, Declaration Management & Research LLC, Doubleline Capital LP, First Bank, First Financial of Maryland Federal Credit Union, First National Bank & Trust Co. of Rochelle, Illinois, First National Banking Company, First Penn-Pacific Life Insurance Company, Kerndt Brothers Savings Bank, Lea County State Bank, Lincoln Life & Annuity Company of New York, Lincoln

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Attorneys for Respondents-Respondents CA Core Fixed Income Fund, LLC, CA Core Fixed Income Fund, Ltd., CA High Yield Fund, LLC, CA High Yield Fund, Ltd., Strategic Equity Fund, LLC, Strategic Equity Fund, Ltd., Sand Spring Capital III Master Fund, LLC

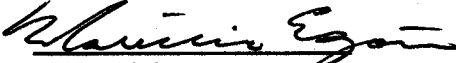
National Reinsurance Company (Barbados) Limited, LL Funds LLC, Manichaeon Capital, LLC, NexBank, SSB, Peoples Independent Bank, Radian Asset Assurance Inc., The Collectors' Fund LP, The Lincoln National Life Insurance Company, Thomaston Savings Bank and Valley National Bank

6. Also on June 17, 2014, Mr. Kenneth Warner, counsel for the Institutional Investors, personally spoke with counsel for the other Respondents-Respondents by telephone, who all informed him that they also do not object to the adoption of the Stipulation as the briefing schedule for the above-captioned appeals.

7. Mr. Warner's affirmation confirming that the other five counsel for Respondents-Respondents have no objection to the adoption of the Stipulation as the briefing schedule accompanies my affirmation.

8. Accordingly, I respectfully requests that this Court issue an Order without further delay or further motion practice adopting the Stipulation as the briefing schedule on consent of all Appellants and Cross-Appellants and explicitly without objection from any of the Respondents-Respondents.

Dated: New York, New York
June 18, 2014


Mauricio A. España