

Kravitt Affirmation

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), 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 Advisors, 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), 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,

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

Index No. 651786-2011

Kapnick, J.

Motion Sequence No. 29

AFFIRMATION OF JASON H.P. KRAVITT

The undersigned, Jason H.P. Kravitt, states the following under the penalty of perjury:

1. I am a partner with the firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon ("Trustee"). I submit this affirmation in support of the Trustee's opposition to the motion to compel discovery from EmphaSys Technologies, Inc. ("ETI") (motion sequence 29). I have personal knowledge of the facts stated herein.
2. I participated in negotiations leading up to the June 28, 2011 Settlement Agreement. It was discussed among Bank of America, Countrywide, and The Bank of New York Mellon that

the Settlement Agreement was not intended to permit the Master Servicer to recoup any part of the settlement payment, or to cause payments to the holders of residual interests prior to each trust's final distribution date.

3. I am familiar with the work that ETI performed in connection with the Settlement Agreement. ETI performed waterfall simulations based on data inputs and specifications that were provided by Mayer Brown. The purpose of ETI's engagement was to provide simulation results from which Mayer Brown could identify issues that might need to be addressed in paragraph 3 of the Settlement Agreement. Mayer Brown used the results of ETI's work in drafting or revising paragraph 3.

4. A true and complete copy of ETI's invoice for its engagement relating to the Settlement Agreement is attached as Exhibit A.

Affirmed this 28th day of January, 2013

/s/ Jason H.P. Kravitt
Jason H.P Kravitt