

España 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. 30

AFFIRMATION OF MAURICIO A. ESPAÑA

MAURICIO A. ESPAÑA, an attorney duly admitted to practice in the courts of the State of New York, affirms under penalty of perjury as follows:

1. I am a partner with the firm of Dechert LLP, attorneys for Petitioner The Bank of New York Mellon (the "Trustee"). I am familiar with the matters referenced herein and submit this affirmation in support of the Trustee's and RRMS Advisors, LLC's opposition to the Steering Committee's Order to Show Cause Why The Court Should Not Compel Discovery from RRMS Advisors, LLC ("RRMS") (motion sequence 30).

2. The Steering Committee has deposed the following Trustee representatives over twelve days: Robert E. Bailey, Debra Baker, Jason Buechele, Douglas Chapman, Terry J. Chavez, Kelly Crosson, Robert Griffin, Jason H.P. Kravitt, Loretta A. Lundberg, and Richard Stanley.

3. Attached hereto as **Exhibit A** is a true and accurate copy of Matthew D. Ingber's letter to counsel of record for Intervenor-Respondents and Objectors dated October 11, 2012 enclosing RRMS's documents responsive to the Steering Committee's subpoena. The October 11 letter states that RRMS produced "email communications sent from Mayer Brown LLP to Brian Lin and/or from Brian Lin to Mayer Brown LLP[.]"

4. Attached hereto as **Exhibit B** is a true and accurate copy of excerpts from the transcript of the October 2 and 3, 2012 deposition of Loretta A. Lundberg.

5. Attached hereto as **Exhibit C** is a true and accurate copy of excerpts from the transcript of the December 3, 2012 deposition of Robert E. Bailey.

6. Attached hereto as **Exhibit D** is a true and accurate copy of excerpts from the transcript of the October 16 and 17, 2012 deposition of Brian Lin.

7. Attached hereto as **Exhibit E** is a true and accurate copy of excerpts from the transcript of the September 19 and 20, 2012 deposition of Jason H.P. Kravitt.

8. Attached hereto as **Exhibit F** is a true and accurate copy of excerpts from the transcript of the January 8, 2013 deposition of Richard Stanley.

9. Attached hereto as **Exhibit G** is a true and accurate copy of excerpts from the transcript of the November 9, 2012 deposition of Kelly Crosson.

10. Attached hereto as **Exhibit H** is a true and accurate copy of excerpts from the transcript of the January 3, 2013 deposition of Robert Griffin.

11. Attached hereto as **Exhibit I** is a true and accurate copy of excerpts from the Pooling and Servicing Agreement for CWALT 2006-OC7.

Dated: New York, New York
January 28, 2013


Mauricio A. España