

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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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,	:
	:
for an order, pursuant to CPLR § 7701, seeking	:
judicial instructions and approval of a proposed	:
settlement.	:
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Index No. 651786/2011

**AFFIRMATION OF
MATTHEW D. INGBER**

MATTHEW D. INGBER, an attorney admitted to practice in the courts of the State of New York, affirms under penalty of perjury as follows:

1. I am a member of the firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon (“BNY Mellon” or “Trustee”), as trustee or indenture trustee under the five hundred and thirty (530) residential mortgage-securitization trusts listed on Exhibit A to the Verified Petition (the “Trusts”). I submit this affirmation in support of the Trustee’s Verified Petition (“Petition”).

2. Pursuant to Article 77 of the New York Civil Practice Law and Rules (“CPLR”), the Petition seeks judicial instructions and approval of a settlement (the “Settlement”) between the Trustee, on the one hand, and Bank of America Corporation (“BAC”), BAC Home Loans Servicing, LP f/k/a Countrywide Home Loans Servicing, LP (“BAC HLS,” and together with BAC, “Bank of America”), Countrywide Financial Corporation (“CFC”), and Countrywide Home Loans, Inc. (“CHL,” and together with CFC, “Countrywide”). The special proceeding commenced by the Trustee seeking judicial instructions and approval of the Settlement is referred to herein as the “Article 77 Proceeding.”

3. All but seventeen of the Trusts are evidenced by separate contracts known as Pooling and Servicing Agreements (the “PSAs”) under which BNY Mellon is the trustee. The remainder of the Trusts are evidenced by indentures and related Sale and Servicing Agreements (“SSAs”) under which BNY Mellon is the indenture trustee. The PSAs, indentures, and SSAs are collectively referred to herein as the “Governing Agreements.” Attached hereto as **Exhibit A** is a true and correct copy of each of the Governing Agreements. Because the total volume of the Governing Agreements is thousands of pages, Exhibit A is being submitted in the form of a hard drive containing electronic versions of the Governing Agreements.

4. There are currently no adverse parties in the Article 77 Proceeding, but there are various entities that may have an interest in the subject matter of the Petition. They are referred to collectively herein as the “Potentially Interested Persons,” and they consist of:

a. holders of certificates or notes evidencing various categories of ownership interests in the Trusts (the “Trust Beneficiaries”);

b. the Seller (as defined in the Governing Agreements) in any of the Trusts: CHL, Park Granada LLC, Park Monaco, Inc., Park Sienna LLC, Countrywide LFT LLC, Belvedere Trust Finance Corporation and EMC Mortgage Corporation (collectively, the “Sellers”);

c. the Master Servicer identified in each of the Trusts: BAC HLS;

d. the Depositor identified in any of the Governing Agreements: CWABS, Inc.; CWALT, Inc.; CWHEQ, Inc.; and CWMBS, Inc.;

e. the Rating Agencies identified in any of the Governing Agreements: Dominion Bond Rating Service; Fitch, Inc.; Moody’s Investors Services, Inc.; and Standard & Poor’s Rating Services;

f. the insurance companies that insure certain classes of certificates or notes under certain of the Governing Agreements: Ambac Assurance Corporation; Assured Guaranty Corporation; Financial Security Assurance, Inc.; MBIA Insurance Corporation; Radian Asset Assurance Inc.; and XL Capital Assurance, Inc.;

g. the entities designated as guarantors under certain of the Governing Agreements: Federal Home Loan Mortgage Corporation and Federal National Mortgage Association;

h. the entities designated as issuers under certain of the Governing Agreements: Countrywide Home Loan Trust 2004-SD2; CWABS Asset-Backed Notes Trust 2004-SD3; CWABS Asset-Backed Notes Trust 2004-SD4; CWABS Asset-Backed Notes Trust 2005-SD1; CWABS Asset-Backed Notes Trust 2005-SD2; CWABS Asset-Backed Notes Trust 2005-SD3; CWABS Asset-Backed Notes Trust 2006-SD1; CWABS Asset-Backed Notes Trust 2006-SD2; CWABS Asset-Backed Notes Trust 2006-SD3; CWABS Asset-Backed Notes Trust 2006-SD4; CWABS Asset-Backed Notes Trust 2007-SD1; CWABS Asset-Backed Notes Trust 2007-SEA1; CWABS Asset-Backed Notes Trust 2007-SEA2; CWHEQ Revolving Home Equity Loan Trust, Series 2006-A; and CWHEQ Revolving Home Equity Loan Trust, Series 2007-G;

i. the underwriters under certain of the Governing Agreements: Bear, Stearns & Co. Inc.; Citigroup Global Markets Inc.; Countrywide Securities Corporation; Credit Suisse First Boston LLC; Deutsche Bank Securities Inc.; Goldman, Sachs & Co.; Greenwich Capital Markets, Inc.; Lehman Brothers Inc.; and Morgan Stanley & Co. Incorporated;

j. the entities that served as either swap counterparties or corridor contract counterparties under certain of the Governing Agreements: Bank of America, N.A.; Barclays Bank PLC; Bear Stearns Financial Products Inc.; BNP Paribas; Credit Suisse International; Deutsche Bank AG; GMI Counsel; Lehman Brothers Special Financing Inc.; Merrill Lynch Capital Services, Inc.; Swiss Re Financial Products Corporation; The Royal Bank of Scotland plc; and UBS AG;

k. Wilmington Trust Company, as owner trustee of a Trust; and

l. Treasury Bank, a division of Countrywide Bank, F.S.B., as custodian of a Trust.

5. The Trustee intends to notify all Potentially Interested Persons of the Settlement and the related Article 77 Proceeding in the following manner:

a. by mailing the notice in the form attached hereto as **Exhibit B** (the “Notice”), along with the Order to Show Cause, the Verified Petition, the accompanying Memorandum of Law, and this affirmation, by first class, registered mail to any Trust Beneficiaries whose addresses appear in the register (“Certificate Register”) containing the names and addresses of the beneficial owners who have not registered their certificates in the name of the Depository Trust Company (“DTC”);

b. by mailing the Notice, the Order to Show Cause, the Verified Petition, the accompanying Memorandum of Law, and this affirmation, by first-class, registered mail to the parties to the Governing Agreements and all other Potentially Interested Persons listed in paragraph 4(b)-(l) above;

c. by providing the Notice to DTC, which will post such Notice in accordance with DTC’s established procedures;

d. by publishing the Notice in *The Wall Street Journal (Global)*, *Financial Times Worldwide*, *The New York Times*, *The Times* (London), *USA Today*, *Investors Business Daily*, and *The Economist Worldwide Edition* for at least three (3) business days in each publication;

e. by publishing translated versions of the Notice in *Les Echos* (France), *Die Welt* (Germany), *Il Sole 24 Ore* (Italy), *Tages Anzeiger* (Switzerland), *NRC Handelsblad* (Netherlands); *The Nikkei* (Japan); *Straits Times* (Singapore); *New Straits Times* (Malaysia); *China Business News* (China); and *Korea Economic Daily* (South Korea) for at least three (3) business days in each publication;

f. by issuing the Notice to the following media distribution wire services: *PR Newswire*, *Business Wire*, and *GlobeNewswire*;

g. by posting the Notice, the Order to Show Cause, the Verified Petition, the accompanying Memorandum of Law, and this affirmation, to the website <http://www.cwrmbsettlemnt.com>, created by the Trustee to provide Potentially Interested Persons with notice of the Article 77 Proceeding;

h. by providing a hyperlink to www.cwrmbsettlemnt.com on BNY Mellon's investor reporting website, <https://gctinvestorreporting.bnymellon.com/Home.jsp>; and

i. by seeking to purchase banner advertisements announcing the Settlement, with a hyperlink to www.cwrmbsettlemnt.com, on the following websites: wsj.com, MarketWatch.com, Barrons.com, AllthingsD.com, SmartMoney.com, investors.com, ft.com, reuters.com, economist.com, Globalcustody.net, Assetman.net, FundServices.net, and yahoo.com.

6. Attached hereto as **Exhibit C** is a true and correct copy of the article published in *Debtwire* on or about February 15, 2011, titled “PIMCO, BlackRock and BofA settlement could bind other CFC RMBS investors.”

7. Attached hereto as **Exhibit D** is a true and correct copy of the article published in *Debtwire* on or about February 23, 2011, titled “Legacy Countrywide Mortgage Investors Rally Against Potential Settlement with Bank of America.”

8. Attached hereto as **Exhibit E** is a true and correct copy of the amended complaint (without exhibits) in the action titled *Walnut Place LLC et al. v. Countrywide Home Loans, Inc. et al.*, Index No. 650497/2011 (N.Y. Sup. Ct. N.Y. County).

9. Attached hereto as **Exhibit F** is a true and correct copy of the amended complaint in the action titled *Knights of Columbus v. The Bank of New York Mellon*, Index No. 6511442/2011 (N.Y. Sup. Ct. N.Y. County).

10. Attached hereto as **Exhibit G** is a true and correct copy of a representative PSA, dated November 1, 2006.

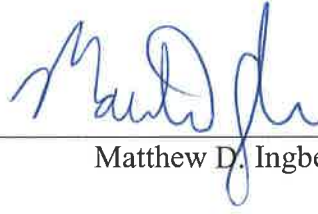
11. Attached hereto as **Exhibit H** is a true and correct copy of a representative indenture, dated October 11, 2007.

12. Attached hereto as **Exhibit I** is a true and correct copy of the Proposed Final Order and Judgment that is attached as Exhibit B to the settlement agreement between BNY Mellon, on the one hand, and Bank of America and Countrywide, on the other.

13. Attached hereto as **Exhibit J** is a compendium containing the unreported cases cited in The Bank of New York Mellon’s Memorandum of Law In Support Of Its Verified Petition Seeking Judicial Instructions and Approval of a Proposed Settlement.

14. No prior application for relief has been made.

Dated: June 28, 2011
New York, New York

A handwritten signature in blue ink, appearing to read "Matthew D. Ingber", is written above a horizontal line.

Matthew D. Ingber