

# **EXHIBIT 2**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT 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), *et al.*, :

11 Civ. 5988 (WHP)

Petitioners, :

-against- :

WALNUT PLACE LLC, *et al.*, :

Intervenor-Respondents :

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**THE INSTITUTIONAL INVESTORS' OBJECTIONS AND RESPONSES  
TO INTERVENOR-RESPONDENTS' FIRST SET OF  
INTERROGATORIES AND FIRST REQUESTS FOR PRODUCTION**

Pursuant to Rules 26, 33, and 34 of the Federal Rules of Civil Procedure, Blackrock Financial Management, Inc., ING Bank FSB, ING Capital LLC, ING Investment Management LLC, Metropolitan Life Insurance Company, and Pacific Investment Management Company LLC (the "Institutional Investors") object and respond to Intervenor-Respondents' First Set of Interrogatories (collectively, the "Interrogatories" and, individually, an "Interrogatory") and First Requests for Production (collectively, the "Requests" and, individually, a "Request") as follows:

The information requested by the Interrogatories and Requests is, in various instances, proprietary and/or confidential. Accordingly, each of the Institutional Investors objects to providing substantive responses in the absence of appropriate safeguards.

Each of the Institutional Investors will serve its substantive responses promptly on any party who has responded to the Institutional Investors' request, sent by email on December 20, 2011, for confirmation that: (1) the recipient will hold the responses as Confidential pending the entry of an appropriate protective order; (2) that "Confidential" means that the responses will be used solely for purposes of this litigation and will not be disseminated to any person who is not; (a) personnel of a party actually engaged in the preparation of this action for trial and who have been advised of their obligation to hold this information in confidence; (b) counsel for a party who has appeared in this action; (c) an expert witness or litigation consultant engaged for the purpose of preparing this action for trial; or (d) a member of the Court staff; (3) any of Confidential materials filed in court shall be filed under seal; (4) that, while the parties will retain their rights to dispute the propriety of our designation of these responses as Confidential, parties who elect to receive responses prior to the entry by the Court of a confidentiality order shall treat them as Confidential—as described above—until such time as the Court has ruled on the propriety of that designation; and (5) once an agreed protective order is entered, these responses shall be treated as Confidential for purposes of that order without the need to re-designate them as such.

For those parties who are unwilling to agree to this proposal, each of the Institutional Investors will serve its substantive responses once an agreed protective order is in place.

#### **General Objections to Interrogatories**

The following General Objections apply to each individually numbered Interrogatory,

Definition and Instruction set forth in the Interrogatories and shall have the same force and effect as if set forth in full in response to each Interrogatory, Definition and Instruction:<sup>1</sup>

1. Each of the Institutional Investors objects to the Interrogatories as premature, as seeking documents or information exceeding the permissible scope of discovery in this proceeding and as raising substantive issues that, as a matter of comity and judicial efficiency, should not be decided pending review of the federal court's jurisdiction over this proceeding by the United States Court of Appeals for the Second Circuit.

2. The Institutional Investors also object to the Interrogatories because they seek the production of confidential material that is commercially sensitive information, trade secrets, and/or confidential information concerning client investment holdings. As noted above, the Institutional Investors are prepared to provide substantive responses to Interrogatories that seek the production of this information promptly upon the entry of a protective order shielding this information and limiting its use and dissemination. Until such an order is entered, however, they object to these Interrogatories.

3. Each of the Institutional Investors objects to the Interrogatories as seeking documents or information that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence insofar as such documents and information have no bearing on the reasonableness and good faith of the decision by The Bank of New York Mellon (the "Trustee") to enter into a settlement resolving claims belonging to the Trustee under certain pooling and servicing agreements and indentures (the "Settlement").

4. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek documents or information that, while of marginal or no relevance to this proceeding

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<sup>1</sup> Capitalized terms not defined herein have the same meanings as defined in the Settlement Agreement.

and outside the scope of appropriate discovery herein, are being sought by Propounding Objectors that are pursuing separate actions (pending in this and other courts) against Bank of America, Countrywide, BNY Mellon and/or their affiliates.

5. Each of the Institutional Investors objects to the Interrogatories as overly broad, unduly burdensome and expensive, unreasonable in scope and calculated to harass.

6. Each of the Institutional Investors objects to the Interrogatories to the extent they seek to impose requirements that are greater than or different from those set forth by the Federal Rules of Civil Procedure (the "Federal Rules") and the Local Rules of the United States District Court for the Southern and Eastern Districts of New York (the "Local Rules").

7. Each of the Institutional Investors objects to the Interrogatories because they use ambiguous or undefined terms that require them to speculate concerning the meaning intended by the Propounding Objectors.

8. Each of the Institutional Investors objects to the Interrogatories to the extent they contain erroneous or argumentative factual or legal allegations, conclusions, characterizations or assumptions, and insofar as they purport to require it to reach legal conclusions. Nothing contained in these responses is intended as, or shall be deemed, an admission, agreement or acceptance of any factual or legal allegation, conclusion, characterization or assumption in the Interrogatories.

9. Each of the Institutional Investors objects to each Interrogatory to the extent it is duplicative of other Interrogatories.

10. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek documents or information not in their possession, custody or control. Each of the Institutional Investors further objects to the Interrogatories to the extent that they purport to

require it to search the records of its outside attorneys, accountants, or other advisors or consultants.

11. Each of the Institutional Investors objects to the Interrogatories to the extent they call for documents or information that do not relate to the subject matter of the proceeding.

12. Each of the Institutional Investors objects to the Interrogatories on the ground that they fail to allow reasonable time for compliance in light of the broad scope of discovery sought. The Interrogatories call for potentially millions of pages of information or documents.

13. Each of the Institutional Investors objects to the Interrogatories as overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they fail to provide any time frame for which documents and information are sought. Unless otherwise specified in the responses, and subject to and without waiving any objections, it will construe the relevant time period to be from January 1, 2010 to November 2011 (the "Relevant Period").

14. Each of the Institutional Investors objects to the Interrogatories to the extent they seek documents or information protected from disclosure by the attorney-client privilege, work-product doctrine or any other legally cognizable privilege or immunity. In the event that an Institutional Investor does produce or is required to produce documents or information, the production of any such document or information is without waiver of any privilege or claim of confidentiality. In the event that an Institutional Investor does produce privileged documents or information, the production of any such document or information is inadvertent and does not constitute a waiver of any privilege, immunity or claim of confidentiality.

Each of the Institutional Investors will only produce nonprivileged documents in its possession, custody, or control consistent with its responses. Pursuant to Local Rule 26.2, such

Institutional Investor will withhold from production the groups and/or categories of documents and/or communications identified in Exhibit A, below, to its Objections and Responses, on the basis of the particular privileges asserted in that Exhibit A. The particular privilege-based objections described in that Exhibit A are fully incorporated into this General Objection No. 14.

15. Each of the Institutional Investors objects to the Interrogatories to the extent they expressly or impliedly seek information that is confidential or proprietary in nature, or that constitutes protected commercial, financial and/or trade secret information of it or third parties. In the event an Institutional Investors does or is required to produce documents or information, it will only do so pursuant to a mutually agreeable confidentiality agreement and protective order.

16. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek documents or information subject to confidentiality or nondisclosure agreements with third parties.

17. Each of the Institutional Investors objects to the Interrogatories to the extent they seek information containing confidential, personal and/or financial information protected from disclosure by statutes governing the privacy rights of consumers and other persons including, but not limited to, the Gramm-Leach-Bliley Act, 15 U.S.C. § 6801, et seq. In the event that any Institutional Investor does or is required to produce documents or information, each Institutional Investor reserves the right to redact any such information.

18. Each of the Institutional Investors objects to the Interrogatories as unduly burdensome to the extent they seek, without reasonable limitation, the identification of "all documents," "each communication," or "all persons," containing, concerning or relating to a given subject matter.

19. Each of the Institutional Investors objects to the Interrogatories as unduly burdensome and expensive to the extent they seek the information or documents that would have to be restored from backup tapes or are otherwise not reasonably accessible.

20. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek information in a manner other than that in which such information is maintained by them in the ordinary course of business.

21. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek information or data that is (a) cumulative or duplicative; (b) already, or should be, sought from the Trustee, other parties to this proceeding or their affiliates; (c) already in the possession, custody or control of the Propounding Objectors or their counsel; (d) available publicly or from some other source that is more convenient, less burdensome or less expensive; or (e) as readily available to the Propounding Objectors as to the Institutional Investors.

22. Each of the Institutional Investors objects to the Interrogatories to the extent that they seek information previously filed in this proceeding or in any other action pending in this Court or any other court.

23. If an Institutional Investor undertakes to identify or produce documents or information in the future, its assertion that it will produce documents or provide information in response to a particular Interrogatory is not to be construed as an admission that any document or information exists within any requested category or categories, but rather solely as an assertion that it will identify or produce (consistent with the objections raised herein or hereafter) any responsive documents or information within its possession, custody or control should any such documents or information be found.

24. If an Institutional Investor undertakes to identify or produce certain documents in the future, the identification or production of those documents will be without waiver of or prejudice to its rights at any later time to object to: (a) the competence, use, relevance, materiality, privilege or admissibility of (i) the Interrogatories or any part thereof, (ii) statements made in these or any future responses and objections to the Interrogatories or any part thereof, or (iii) any document identified or produced by it; or (b) any other demand for discovery involving or relating to the matters raised in the Interrogatories.

25. Each of the Institutional Investors' responses and objections are based upon information presently known to it and are set forth without prejudice to its right to assert additional objections or supplemental responses. The Institutional Investors reserves their right to amend, supplement, correct or clarify these responses and objections set forth herein.

26. Each of the Institutional Investors objects to the Interrogatories to the extent they seek information or documents beyond the scope of Local Rule 33.3, which restricts the scope of interrogatories at the "commencement of discovery" to "names of witnesses with knowledge of information relevant to the subject matter of the action, the computation of each category of damage alleged, and the existence, custodian, location and general description of relevant documents, including pertinent insurance agreements, and other physical evidence, or information of a similar nature."

27. Each of the Institutional Investors remains available to meet and confer concerning the Interrogatories and these responses and objections.

#### **Objections to the Definitions and Instructions for the Interrogatories**

The following Objections to the Definitions and Instructions for the Interrogatories incorporate the General Objections to Interrogatories, apply to each individually numbered

Interrogatory set forth in the Interrogatories and shall have the same force and effect as if set forth in full in response to each Interrogatory:

28. Each of the Institutional Investors objects to the name ascribed to it in the instructions as vague, overly broad and unduly burdensome to the extent that it purports to include any person or entity not under its direct control, including attorneys, accountants, advisors or other agents or representatives.

29. Each of the Institutional Investors objects to the defined term "BNY Mellon" as vague, overly broad and unduly burdensome to the extent that it purports to include any person or entity not under the direct control of The Bank of New York Mellon Corporation, including attorneys, accountants, advisors or other agents or representatives. Each Institutional Investor further objects to the defined term "BNY Mellon" to the extent that it purports to encompass The Bank of New York Mellon Corporation (or any of its successors and assigns, including their officers, employees, agents and/or any person or entity acting on their behalf) acting in any capacity other than as Trustee of the 530 trusts covered by the Settlement.

30. Each of the Institutional Investors objects to the defined terms "Countrywide" and "Bank of America" as vague, overly broad and unduly burdensome to the extent that they purport to include any person or entity not under Bank of America or Countrywide's direct control, including attorneys, accountants, advisors or other agents or representatives.

31. Each of the Institutional Investors objects to the defined term "Proposed Settlement" as vague, overly broad and unduly burdensome, including, without limitation, to the extent that it purports to include documents, materials or information that were not communicated between parties to the Settlement Agreement and/or the Institutional Investor Agreement.

32. Each of the Institutional Investors objects to the defined term "You" as vague, overly broad and unduly burdensome to the extent that it purports to seek information not within its possession, custody or control.

33. Each of the Institutional Investors objects to Instructions No. 2, 4-6 as unduly burdensome, expensive and unfeasible to the extent that they purport to impose a duty to produce, organize, label or identify documents in a manner more onerous than required by the Federal Rules and the Local Rules. Each of the Institutional Investors expressly reserves the right to amend, supplement, correct or clarify its responses and objections set forth herein.

34. Each of the Institutional Investors objects to Instruction No. 2, 4-6 to the extent that they call for a log of any documents redacted or withheld from production pursuant to claims of attorney-client privilege, work-product protection or other basis for withholding as impractical, unduly burdensome and costly. Because the Interrogatories seek information or documents that could comprise millions of pages, including a substantial number of documents that are privileged, confidential and/or otherwise protected from production, because the Interrogatories do not contain any reasonable time limitation and because the Propounding Objectors have otherwise failed to take reasonable measures to minimize undue burden and expense on such Institutional Investor, the creation of a privilege log would impose an undue and unfair burden on such Institutional Investor. Accordingly, Each of the Institutional Investors will not produce any such log.

35. Each of the Institutional Investors objects to Instruction Nos. 2 and 7 as vague, overly broad, unduly burdensome and unfeasible to the extent that they call for it to conduct anything other than a reasonably diligent search of its files as maintained in the ordinary course of business to identify responsive documents or otherwise purport to impose a duty to respond to

the Interrogatories in a manner more onerous than required by the Federal Rules and the Local Rules. Each of the Institutional Investors further objects to Instruction Nos. 2 and 7 to the extent that they purport to require it to reach legal conclusions.

### **Responses to Interrogatories**

1. Identify the persons who participated in negotiations [sic] of the Proposed Settlement and Settlement Agreement for You.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

2. Identify the persons who evaluated the Proposed Settlement and Settlement Agreement for You.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

3. Identify each document you considered in negotiating or approving the Proposed Settlement or Settlement Agreement.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that documents it considered in negotiating or approving the Proposed Settlement and Settlement Agreement are protected by the attorney-client privilege, the work product doctrine, and/or statutory and common law protections concerning settlement negotiations. Each Institutional Investor further objects to this Interrogatory as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks identification of “each document” each Institutional Investor considered in negotiating or approving the Proposed Settlement or Settlement Agreement.

4. Identify all persons who participated on the Institutional Investor “steering committee,” as referenced in the third “Whereas” clause of the Institutional Investor Agreement.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions.

5. Identify each communication in which the Proposed Settlement or Settlement Agreement was negotiated or discussed.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that communications in which the Proposed Settlement or Settlement Agreement were negotiated or discussed are protected by the attorney-client privilege, the work product doctrine, and/or statutory and common law protections concerning settlement negotiations. Each Institutional Investor further objects to this Interrogatory as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks identification of “each communication” in which the Proposed Settlement or Settlement Agreement was negotiated or discussed.

6. Identify all documents concerning transactions considered, proposed, and/or consummated between You and (a) BNY Mellon or its affiliates, (b) Countrywide or its affiliates, or (c) Bank of America or its affiliates between October 19, 2010 and the present.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that it seeks to identify documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each Institutional Investor further objects to this Interrogatory as vague, overbroad and unduly burdensome. In particular, this Interrogatory purports to seek to identify documents sufficient to show all transactions between each Institutional Investor, on the one hand, and an unknown number of employees, agents or attorneys of Bank of America, Countrywide, and/or

BNY Mellon, on the other. Each Institutional Investor further objects to this Interrogatory as overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent that it requests documents or information concerning "all transactions" between and/or among large and complex financial institutions from October 19, 2010 to the present. Each Institutional Investor also objects to the term "transactions" as vague and ambiguous. Each Institutional Investor further objects to this Interrogatory as seeking documents or information containing confidential and/or personally identifying information.

7. For each Covered Trust in which You or Your client(s) holds a certificate, identify all documents that show (a) each class of certificate held by You or Your client(s) in the Trust, (b) the amount of each class of certificate held [sic] You or Your client(s) (both in terms of total dollar amount and as a percentage of the total class of certificate), (c) the percentage of all voting rights in the trust held by You or Your client(s), and (d) the percentage of all voting rights in each class held by You or Your client(s).

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions.

8. Identify all documents in Your possession concerning the Proposed Settlement and Settlement Agreement or any aspect thereof.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each Institutional Investor further objects to this Interrogatory as duplicative of other Interrogatories. Each Institutional Investor further objects to this Interrogatory as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each Institutional Investor further objects to this Interrogatory as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks identification of each and

every document that may bear on the Proposed Settlement or Settlement Agreement, without any time frame, or other reasonable constraints, for which documents and information are sought.

9. Identify all documents in Your possession concerning the formation of the Institutional Investor group.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that it seeks information that is neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each Institutional Investor further objects to this Interrogatory as duplicative of other Interrogatories. Each Institutional Investor further objects to this Interrogatory as seeking information protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each Institutional Investor further objects to this Interrogatory to the extent that responding to this Interrogatory purports to require it to reach legal conclusions. Each Institutional Investor further objects to this Interrogatory as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks identification of each and every document that may bear on the formation of the Institutional Investor Group without any time frame, or other reasonable constraints, for which documents and information are sought.

10. Identify the persons who participated in Your decision to join or create the Institutional Investor group.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

11. Identify all documents in Your possession concerning Your decision to join or create the Institutional Investor group.

**Objections:** Each Institutional Investor incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Interrogatory to the extent that it seeks information that is neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each Institutional Investor further objects to this Interrogatory as duplicative of other Interrogatories. Each Institutional Investor further objects to this Interrogatory as seeking information protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each Institutional Investor further objects to this Interrogatory to the extent that responding to this Interrogatory purports to require it to reach legal conclusions. Each Institutional Investor further objects to this Interrogatory as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks identification of each and every document that may bear on its decision to join the Institutional Investor Group without any time frame, or other reasonable constraints, for which documents and information are sought.

12. Identify all documents You once possessed but no longer possess concerning the Proposed Settlement and Settlement Agreement or any aspect thereof.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

13. Identify all experts retained by the Institutional Investor steering committee or You individually concerning the Proposed Settlement or Settlement Agreement.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

14. Identify all documents in Your possession concerning any and all benefit to You or to Your clients for Your participation in, negotiation of, and support of (1) the Proposed

Settlement, (2) the Settlement Agreement, or (3) judicial approval of the Settlement Agreement or the Proposed Final Order and Judgment.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague, as calling for the disclosure of information protected by the attorney/client and party communication privileges, and as seeking information that is neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. In particular, under the terms of the Pooling and Servicing Agreements and Sales and Servicing Agreements that govern the Covered Trusts, Each Institutional Investor and its clients will receive the same benefits as any other similarly situated investors would receive.

15. Identify all persons with knowledge of any matter concerning any and all benefit to You or to Your clients for Your participation in, negotiation of, and support of (1) the Proposed Settlement, (2) the Settlement Agreement, or (3) judicial approval of the Settlement Agreement or the Proposed Final Order and Judgment.

**Objections:** In addition to the general objections set forth above, each of the Institutional Investors specifically object to this Interrogatory as vague and as calling for the disclosure of information protected by the attorney/client and party communication privileges.

#### **General Objections to the Requests**

The following General Objections apply to each individually numbered Request, Definition and Instruction set forth in the Requests and shall have the same force and effect as if set forth in full in response to each Request, Definition and Instruction:<sup>2</sup>

1. Each of the Institutional Investors objects to the Requests as premature, as seeking documents or information exceeding the permissible scope of discovery in this proceeding and as raising substantive issues that, as a matter of comity and judicial efficiency,

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<sup>2</sup> Capitalized terms not defined herein have the same meanings as defined in the Settlement Agreement.

should not be decided pending review of the federal court's jurisdiction over this proceeding by the United States Court of Appeals for the Second Circuit.

2. Each of the Institutional Investors objects to the Requests as seeking documents or information that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence insofar as such documents and information have no bearing on the reasonableness and good faith of the decision by The Bank of New York Mellon (the "Trustee") to enter into a settlement resolving claims belonging to the Trustee under certain pooling and servicing agreements and indentures (the "Settlement").

3. Each of the Institutional Investors objects to the Requests to the extent that they seek documents or information that, while of marginal or no relevance to this proceeding and outside the scope of appropriate discovery herein, are being sought by Propounding Objectors that are pursuing separate actions (pending in this and other courts) against Bank of America, Countrywide, BNY Mellon and/or their affiliates.

4. Each of the Institutional Investors objects to the Requests as overly broad, unduly burdensome and expensive, unreasonable in scope and calculated to harass.

5. Each of the Institutional Investors objects to the Requests to the extent they seek to impose requirements that are greater than or different from those set forth by the Federal Rules of Civil Procedure (the "Federal Rules") and the Local Rules of the United States District Court for the Southern and Eastern Districts of New York (the "Local Rules").

6. Each of the Institutional Investors objects to the Requests to the extent that include ambiguous or undefined terms that require them to speculate concerning the meaning intended by the Propounding Objectors.

7. Each of the Institutional Investors objects to the Requests to the extent they contain erroneous or argumentative factual or legal allegations, conclusions, characterizations or assumptions, and insofar as they purport to require it to reach legal conclusions. Nothing contained in these responses is intended as, or shall be deemed, an admission, agreement or acceptance of any factual or legal allegation, conclusion, characterization or assumption in the Requests.

8. Each of the Institutional Investors objects to each Request to the extent it is duplicative of other Requests.

9. Each of the Institutional Investors objects to the Requests to the extent that they seek documents or information not in its possession, custody or control. Each of the Institutional Investors further objects to the Requests to the extent that they purport to require it to search the records of its outside attorneys, accountants, or other advisors or consultants.

10. Each of the Institutional Investors objects to the Requests to the extent they call for documents or information that do not relate to the subject matter of the proceeding.

11. Each of the Institutional Investors objects to the Requests on the ground that they fail to allow reasonable time for compliance in light of the broad scope of discovery sought. The Requests call for production of potentially millions of pages of documents.

12. Each of the Institutional Investors objects to the Requests as overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they fail to provide any time frame for which documents and information are sought. Unless otherwise specified in the responses, and subject to and without waiving any objections, Each of the Institutional Investors will construe the relevant time period to be from January 1, 2010 to November 2011 (the "Relevant Period").

13. Each of the Institutional Investors objects to the Requests to the extent they seek documents or information protected from disclosure by the attorney-client privilege, work-product doctrine or any other legally cognizable privilege or immunity. In the event that an Institutional Investors does produce or is required to produce documents or information, the production of any such document or information is without waiver of any privilege or claim of confidentiality. In the event that an Institutional Investors does produce privileged documents or information, the production of any such document or information is inadvertent and does not constitute a waiver of any privilege, immunity or claim of confidentiality.

Each of the Institutional Investors will only produce nonprivileged documents in its possession, custody, or control consistent with its responses. Pursuant to Local Rule 26.2, Each of the Institutional Investors will withhold from production the groups and/or categories of documents and/or communications identified in Exhibit A, on the basis of the particular privileges asserted in Exhibit A. The particular privilege-based objections described in Exhibit A are fully incorporated into this General Objection No. 13.

14. Each of the Institutional Investors objects to the Requests to the extent they expressly or impliedly seek information that is confidential or proprietary in nature, or that constitutes protected commercial, financial and/or trade secret information of it or third parties. In the event an Institutional Investors does or is required to produce documents or information, it will only agree to do so pursuant to a mutually agreeable confidentiality agreement and protective order.

15. Each of the Institutional Investors objects to the Requests to the extent that they seek documents or information subject to confidentiality or nondisclosure agreements with third parties.

16. Each of the Institutional Investors objects to the Requests to the extent they seek information containing confidential, personal and/or financial information protected from disclosure by statutes governing the privacy rights of consumers and other persons including, but not limited to, the Gramm-Leach-Bliley Act, 15 U.S.C. § 6801, et seq. In the event that an Individual Investor does or is required to produce documents or information, it reserves the right to redact any such information.

17. Each of the Institutional Investors objects to the Requests as unduly burdensome to the extent they seek, without reasonable limitation, the production of "all documents" containing, concerning or relating to a given subject matter.

18. Each of the Institutional Investors objects to the Requests as unduly burdensome and expensive to the extent they seek the production of documents that would have to be restored from backup tapes or are otherwise not reasonably accessible.

19. Each of the Institutional Investors objects to the Requests to the extent that they seek documents containing information in a manner other than that in which such information is maintained by it in the ordinary course of business.

20. Each of the Institutional Investors objects to the Requests to the extent that they seek information or data that is (a) cumulative or duplicative; (b) already, or should be, sought from the Trustee, other parties to this proceeding or their affiliates; (c) already in the possession, custody or control of the Propounding Objectors or their counsel; (d) available publicly or from some other source that is more convenient, less burdensome or less expensive; or (e) as readily available to the Propounding Objectors as to such Institutional Investor.

21. Each of the Institutional Investors objects to the Requests to the extent that they seek the production of documents previously filed in this proceeding or in any other action pending in this Court or any other court.

22. If Each of the Institutional Investors undertakes to produce certain documents in the future, its assertion that it will produce documents or provide information in response to a particular request is not to be construed as an admission that any document or information exists within any requested category or categories, but rather solely as an assertion that it will produce (consistent with the objections raised herein or hereafter) any responsive documents or information within its possession, custody or control should any such documents or information be found.

23. If Each of the Institutional Investors undertakes to produce certain documents in the future, the production of those documents will be without waiver of or prejudice to its rights at any later time to object to: (a) the competence, use, relevance, materiality, privilege or admissibility of (i) the Requests or any part thereof, (ii) statements made in these or any future responses and objections to the Requests or any part thereof, or (iii) any document produced by it; or (b) any other demand for discovery involving or relating to the matters raised in the Requests.

24. Each of the Institutional Investors' responses and objections are based upon information presently known to it and are set forth without prejudice to its right to assert additional objections or supplemental responses. Each of the Institutional Investors reserves the right to amend, supplement, correct or clarify its responses and objections set forth herein.

25. Each of the Institutional Investors remains available to meet and confer concerning the Requests and these responses and objections.

### **Objections to the Definitions and Instructions for the Requests**

The following Objections to the Definitions and Instructions incorporate the General Objections, apply to each individually numbered Request set forth in the Requests and shall have the same force and effect as if set forth in full in response to each Request:

26. Each of the Institutional Investors objects to the name assigned to it in the document request definitions as vague, overly broad and unduly burdensome to the extent that it purports to include any person or entity not under its direct control, including attorneys, accountants, advisors or other agents or representatives.

27. Each of the Institutional Investors objects to the defined term "BNY Mellon" as vague, overly broad and unduly burdensome to the extent that it purports to include any person or entity not under the direct control of The Bank of New York Mellon Corporation, including attorneys, accountants, advisors or other agents or representatives. Each of the Institutional Investors further objects to the defined term "BNY Mellon" to the extent that it purports to encompass The Bank of New York Mellon Corporation (or any of its successors and assigns, including their officers, employees, agents and/or any person or entity acting on their behalf) acting in any capacity other than as Trustee of the 530 trusts covered by the Settlement.

28. Each of the Institutional Investors objects to the defined terms "Countrywide" and "Bank of America" as vague, overly broad and unduly burdensome to the extent that it purports to include any person or entity not under Bank of America or Countrywide's direct control, including attorneys, accountants, advisors or other agents or representatives.

29. Each of the Institutional Investors objects to the defined term "Proposed Settlement" as vague, overly broad and unduly burdensome, including, without limitation, to the extent that it purports to include documents, materials or information that were not

communicated between parties to the Settlement Agreement and/or the Institutional Investor Agreement.

30. Each of the Institutional Investors objects to the defined term "You" as vague, overly broad and unduly burdensome to the extent that it purports to seek information not within its possession, custody or control.

31. Each of the Institutional Investors objects to Instructions Nos. 1-5, 8, 10 and 11 as unduly burdensome, expensive and unfeasible to the extent that they purport to impose a duty to produce, organize, label or identify documents in a manner more onerous than required by the Federal Rules and the Local Rules.

32. Each of the Institutional Investors objects to Instruction No. 2 to the extent that it seeks documents subject to statutes, regulations, judicial orders or agreements with federal, state or local governmental authorities governing their confidentiality or nondisclosure.

33. Each of the Institutional Investors objects to Instruction No. 6 as vague and as unduly burdensome to the extent that it purports to impose any duty to respond to a Request or describe documents withheld in response to a Request in a manner more onerous than required by the Federal Rules and the Local Rules.

34. Each of the Institutional Investors objects to Instruction No. 7 as unduly burdensome to the extent that it purports to impose a duty to respond to the Requests in a manner more onerous than required by the Federal Rules and the Local Rules. Each of the Institutional Investors expressly reserves the right to amend, supplement, correct or clarify its responses and objections set forth herein.

35. Each of the Institutional Investors objects to Instructions Nos. 8-9 to the extent that they call for a log of any documents redacted or withheld from production pursuant to claims

of attorney-client privilege, work-product protection or other basis for withholding as impractical, unduly burdensome and costly. Because the Requests seek the production of irrelevant documents that could comprise millions of pages, including a substantial number of documents that are privileged, confidential and/or otherwise protected from production, because the Requests do not contain any reasonable time limitation and because the Propounding Objectors have otherwise failed to take reasonable measures to minimize undue burden and expense on each of the Institutional Investors, the creation of a privilege log would impose an extraordinary burden on it. Accordingly, Each of the Institutional Investors will not produce any such log.

36. Each of the Institutional Investors objects to Instruction No. 12 as vague, overly broad, unduly burdensome and unfeasible to the extent that it calls for it to conduct anything other than a reasonably diligent search of its files as maintained in the ordinary course of business to identify responsive documents or otherwise purports to impose a duty to respond to the Requests in a manner more onerous than required by the Federal Rules and the Local Rules. Each of the Institutional Investors further objects to Instruction No. 12 to the extent that it purports to require it to reach legal conclusions.

#### **Responses to Requests**

1. All documents containing or concerning communications, whether internally within each of the Institutional Investors or between You, on the one hand, and Bank of America, Countrywide or BNY Mellon, or any third party, on the other, concerning claims of one or more of the Covered Trusts against Bank of America and/or Countrywide, the Proposed Settlement, the Settlement Agreement, or the Proposed Final Order and Judgment.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the

Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as overbroad, unduly burdensome and duplicative of other Requests, to the extent it seeks production of each and every document that contains or concerns communications bearing upon any and every potential or actual claim on behalf of each and every one of the 530 Covered Trusts at any time, or upon the Settlement Agreement, or the Proposed Final Order and Judgment. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make.

Subject to and without waiving these objections, Each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, each of the Institutional Investors will produce non-privileged documents responsive to this Request.

2. Documents sufficient to show all business transactions between You, on the one hand, and Bank of America, Countrywide, or BNY Mellon, on the other, between October, 19 2010 and the present.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as vague, overbroad and unduly burdensome. In particular, this Request purports to seek documents sufficient to show all business transactions between it, on the one hand, and an unknown number of employees, agents or attorneys of Bank of America, Countrywide, and/or BNY Mellon, on the other. Each of the Institutional Investors further objects to this Request as overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence to the extent that it requests documents or information concerning "all business transactions" between and/or among large and complex financial institutions from October 19, 2010 to the present. Each of the Institutional Investors also objects to the term "business transactions" as vague and ambiguous. Each of the Institutional Investors further objects to this Request as seeking documents or information containing confidential and/or personally identifying information.

Subject to and without waiving these objections, in each of the Institutional Investors' substantive responses to Intervenor-Respondents' Interrogatory No. 6, each of the Institutional Investors will summarize its principal business relationships with Bank of America, Countrywide, and BNY Mellon, once an agreed protective order is in place.

3. All documents concerning any and all benefit to You or Your clients for Your participation in, negotiation of, and support of (1) the Proposed Settlement, (2) the Settlement Agreement, or (3) judicial approval of the Settlement Agreement or the Proposed Final Order and Judgment.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent

that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. In particular, under the terms of the Pooling and Servicing Agreements and Sales and Servicing Agreements that govern the Covered Trusts, each of the Institutional Investors and its clients will receive the same benefits as any other similarly situated investors would receive. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make.

Subject to and without waiving these objections, each of the Institutional Investors will produce the verifications of holdings submitted to the Trustee on or about June 24, 2011, which are sufficient to identify the Institutional Investors' collective holdings in the Covered Trusts, which are in turn sufficient to identify the benefits that will accrue to the Institutional Investors if the Proposed Settlement receives judicial approval.

4. All documents related to a potential or actual Event of Default under one or more of the Pooling and Servicing Agreements and/or Sales and Servicing Agreements for one or more of the Covered Trusts.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each

of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require Each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear upon any and every potential and actual Event of Default under each and every of the 530 Covered Trusts at any time.

Subject to and without waiving these objections, Each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at Each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, Each of the Institutional Investors will produce non-privileged documents responsive to this Request.

5. All documents analyzing or commenting on the potential or actual liability of Bank of America, Countrywide, or BNY Mellon for breaches of representations and warranties in the Covered Trusts.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the

Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear upon any and every potential breach of the dozens of representations or warranties set out in the Pooling and Servicing or Sales and Servicing Agreements of each and every of the 530 Covered Trusts at any time.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, and subject to the foregoing objections, it will produce non-privileged documents responsive to this Request.

6. All documents analyzing or commenting on the potential or actual liability of Bank of America, Countrywide, or BNY Mellon for servicing deficiencies in the Covered Trusts.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require it to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear upon any potential or actual liability for any and every potential or actual servicing deficiency in each and every of the 530 Covered Trusts at any time.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, and subject to the foregoing objections, it will produce non-privileged documents responsive to this Request.

7. All documents analyzing or commenting on the potential or actual liability of Bank of America, Countrywide, or BNY Mellon for document exceptions in the Covered Trusts.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear upon any potential or actual liability for any and every potential or actual document exception in each and every of the 530 Covered Trusts at any time.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive

physical documents under the custody of these individuals. Based on these searches, each of the Institutional Investors will produce non-privileged documents responsive to this Request.

8. All documents analyzing or commenting on the Proposed Settlement or Settlement Agreement.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear on the Proposed Settlement or Settlement Agreement, without any time frame, or other reasonable constraints, for which documents and information are sought.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and

involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, it will produce non-privileged documents responsive to this Request.

9. All documents concerning the formation of the Institutional Investor group, including internal communications and communications with Bank of America, BNY Mellon, any other Institutional Investor(s), and any other third party.

**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks production of each and every document that may bear on the formation of the Institutional Investor Group without any time frame, or other reasonable constraints, for which documents and information are sought.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, each of the Institutional Investors will produce non-privileged documents responsive to this Request.

10. All documents concerning Your decision to join the Institutional Investor group, including internal communications and communications with Bank of America, BNY Mellon, any other Institutional Investor(s), and any other third party.

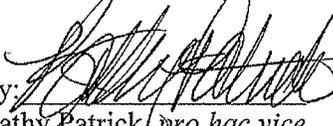
**Objections:** Each of the Institutional Investors incorporates its General Objections and Objections to the Definitions and Instructions and further objects to this Request to the extent that it seeks documents that are neither relevant to the Trustee's decision to enter into the Settlement nor reasonably calculated to lead to the discovery of admissible evidence. Each of the Institutional Investors further objects to this Request as duplicative of other Requests. Each of the Institutional Investors further objects to this Request as seeking documents protected by the attorney-client privilege, work-product doctrine and/or other privileges and immunities. Each of the Institutional Investors further objects to this Request in that it seeks the production of settlement communications which are not relevant to the questions before the Court and which are not subject to discovery absent a factual showing that the party propounding this Request has made no effort to make. Each of the Institutional Investors further objects to this Request to the extent that responding to this Request purports to require each of the Institutional Investors to reach legal conclusions. Each of the Institutional Investors further objects to this Request as overly broad, unduly burdensome, overly expensive, and oppressive to the extent it seeks

production of each and every document that may bear on each of the Institutional Investors' decision to join the Institutional Investor Group without any time frame, or other reasonable constraints, for which documents and information are sought.

Subject to and without waiving these objections, each of the Institutional Investors has searched e-mail and other electronic communications, from January 2010 through November 2011, of individuals at each of the Institutional Investors who were actively engaged and involved in the efforts of the Institutional Investor Group, for documents potentially responsive to this Request. Each of the Institutional Investors has also searched for potentially responsive physical documents under the custody of these individuals. Based on these searches, each of the Institutional Investors will produce non-privileged documents responsive to this Request.

Respectfully submitted,

GIBBS & BRUNS LLP

By:   
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**Exhibit A**

Pursuant to Local Rule 26.2(c), the following categories of documents are being withheld from production by Each of the Institutional Investors (the “Company”) on the basis of the privileges set forth below:

| <b>Documents</b>  | <b>Privilege</b>   |
|---|--|
| Documents reflecting communications by and between the Company, its employees, internal counsel and/or external counsel regarding or relating to the assertion of claims with respect to one or more of the Covered Trusts, settlement negotiations, or the settlement.   | Attorney/Client Privilege<br>Attorney/Work Product Privilege<br>Party Work Product<br>Party Communication Privilege<br>Common Interest Privilege |
| Documents reflecting communications by and between the Company, its employees, internal counsel, external counsel and/or representatives of the other members of the Institutional Investor group regarding or relating to the assertion of claims with respect to one or more of the Covered Trusts, settlement negotiations, or the settlement.   | Attorney/Client Privilege<br>Attorney/Work Product Privilege<br>Party Work Product<br>Party Communication Privilege<br>Common Interest Privilege |
| Documents reflecting communications by and between the Company, its employees, internal counsel, external counsel, representatives of the other members of the Institutional Investor group, and/or BNYM or its counsel regarding potential claims regarding or relating to the assertion of claims with respect to one or more of the Covered Trusts, settlement negotiations, or the settlement. This category is limited to documents reflecting communications occurring on or after November 18, 2010. | Attorney/Client Privilege<br>Attorney/Work Product Privilege<br>Party Work Product<br>Party Communication Privilege<br>Common Interest Privilege |
| Documents reflecting communications by and between the Company, internal and external counsel, representatives of the other members of the Institutional Investor group, BNYM and its counsel, Countrywide and its counsel, or Bank of America and its counsel concerning the settlement. This category is limited to documents reflecting communications occurring on or after the date of the execution of the settlement agreement.  | Attorney/Client Privilege<br>Attorney/Work Product Privilege<br>Party Work Product<br>Party Communication Privilege<br>Common Interest Privilege |
| Documents reflecting communications by and between the Company, its employees, internal counsel, external counsel, representatives of the other members of the Institutional Investor group, and/or third parties regarding or relating to the investigation by the Company and its counsel of claims with respect to one or more of the Covered Trusts, settlement negotiations, or the settlement.  | Attorney/Work Product Privilege<br>Party Work Product<br>Party Communication Privilege<br>Common Interest Privilege                              |
| Documents reflecting communications by and between the  | Attorney/Client Privilege  |

|  |  |
|--|--|
| <p>Company, its employees, internal counsel and/or external counsel regarding or relating to the assertion of claims with respect to business transactions between the Company and Bank of America, Countrywide, or BNYM.</p>  | <p>Attorney/Work Product Privilege<br/> Party Work Product<br/> Party Communication Privilege</p>                                |
| <p>Reports, memos, handwritten notes, analyses, and other work product of the Company, its employees, and counsel regarding or relating to the investigation by the Company and its counsel of claims with respect to one or more of the Covered Trusts, settlement negotiations, or the settlement.</p> | <p>Attorney/Client Privilege<br/> Attorney/Work Product Privilege<br/> Party Work Product<br/> Party Communication Privilege</p> |

CERTIFICATE OF SERVICE

I certify that a true and correct copy of these Objections and Responses were served on counsel of record for all parties and proposed intervenors, at the address of their counsel of record, via electronic mail and first class mail, on this the 20th day of December, 2011.



Kathy Patrick