

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), Maiden Lane II, LLC (intervenor), Maiden Lane III, 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 Advisers, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank BadenWuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), New York Life 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,

-against-

TM1 INVESTORS, LLC, (proposed intervenor),

Respondent,

for an order pursuant to CPLR § 7701 seeking judicial instructions and approval of a proposed settlement.

Index No. 651786/2011

Assigned to: Kapnick, J.

**AFFIRMATION OF
DAVID J. GRAIS IN
SUPPORT OF
PETITION TO
INTERVENE**

I, David J. Grais, hereby affirm under the penalty of perjury that the following is true and

correct:

1. I am a member of the bar of this Court and of Grais & Ellsworth LLP, attorneys for proposed intervenor TM1 Investors, LLC. I offer this affirmation in support of the proposed intervenor's petition to intervene.

2. The Bank of New York Mellon commenced this proceeding by filing a petition under CPLR 7701 on June 29, 2011. BNYM is seeking judicial approval of a proposed settlement that it entered into on behalf of 530 trusts for which it serves as trustee.

3. Countrywide Home Loans, Inc. and its affiliates sold millions of mortgage loans to these 530 trusts, and the trusts in turn sold securities called certificates backed by those mortgage loans to investors. Countrywide made numerous representations and warranties about those loans. Countrywide agreed to repurchase from the trusts loans that did not comply with the representations and warranties.

4. TM1 Investors, LLC owns certificates that were issued by one of those 530 trusts.

5. Under CPLR 401, 1012, and 1013, TM1 Investors, LLC should be permitted to intervene in this proceeding because (a) this proceeding involves the disposition or distribution of, or the title or a claim for damages for injury to, property and TM1 Investors, LLC may be affected by the judgment and (b) TM1 Investors, LLC's interests may not be adequately represented by BNYM.

6. The intervention of TM1 Investors, LLC will not prejudice the rights of any of the parties in this proceeding, and, in fact, will assist the Court by adding to its understanding of the facts surrounding the settlement.

7. No previous application has been made for this relief.

Executed this 13th day of July 2011, in New York, New York.

David J. Grais

David J. Grais