

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

Petitioners,

-against-

WALNUT PLACE LLC, *et al*,

Intervenor- Respondents,

No. 11-CIV-5988

Assigned to: Hon. William  
H. Pauley III

**DECLARATION OF MICHAEL A. ROLLIN IN SUPPORT OF PROPOSED  
INTERVENOR-RESPONDENT AIG'S MOTION TO INTERVENE**

I, Michael A. Rollin, declare under penalty of perjury that the foregoing is true and correct:

1. I am a partner in the law firm Reilly Pozner LLP which represents American International Group, Inc., American General Assurance Company, American General Life and Accident Insurance Company, American General Life Insurance Company, American General Life Insurance Company of Delaware , American Home Assurance Company, American International Life Assurance Company of New York, Chartis Property Casualty Company, Chartis Select Insurance Company, Commerce and Industry Insurance Company, First SunAmerica Life Insurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, PA, New Hampshire Insurance Company, SunAmerica Annuity and Life Assurance Company, SunAmerica Life Insurance Company, The Insurance Company of the State of Pennsylvania, The United States Life Insurance Company in the City

of New York, The Variable Annuity Life Insurance Company, and Western National Life Insurance Company (hereinafter collectively referred to as "AIG") in the above-captioned matter. I submit this declaration in support of AIG's Motion to Intervene in this matter.

2. On June 29, 2011, the Bank of New York Mellon ("BNY" or the "Trustee"), as trustee for 530 residential mortgage-backed securities trusts (the "Covered Trusts"), either sold or serviced by Countrywide Home Loans, Inc., or its affiliates ("Countrywide"), filed a Petition in New York State Supreme Court, New York County, seeking approval of a proposed settlement (the "Proposed Settlement") with Countrywide and its parent, Bank of America Corporation ("BofA"), as well as judicial instructions, pursuant to New York State CPLR Article 77. A copy of the Petition is attached as Exhibit 1 to the Notice of Removal of Intervenor-Respondent Walnut Place LLC, et al.

3. AIG owns certificates that were issued by 97 of those 530 trusts, listed in Exhibit A, hereto.

4. On August 8, 2011, AIG moved to intervene in the state court action.

5. On August 16, 2011, BoNY responded that it did not oppose AIG's intervention.

6. On August 26, 2011, Walnut Place removed the state court action to this court.

7. On August 30, 2011, AIG submitted a notice of intention to appear and object in this action in both state and federal court.

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

Executed this 2nd day of September, 2011

s/ Michael A. Rollin  
Michael A. Rollin  
Reilly Pozner LLP

**CERTIFICATE OF SERVICE**

This is to certify that on this 2nd day of September, 2011, a true and correct copy of the Declaration of Michael A. Rollin in Support of Motion to Intervene was served on the following counsel of record via ECF/Pacer.

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Dated: September 2, 2011

s/ Michael A. Rollin