

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), *et al.*

Petitioners,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and approval of a proposed settlement.

Index No. 651786/2011

Assigned to: Kapnick, J.

**AFFIRMATION OF  
DEREK W. LOESER IN  
SUPPORT OF  
SUPPLEMENTAL  
BRIEF IN OPPOSITION  
TO THE PROPOSED  
SETTLEMENT**

I, Derek W. Loeser, hereby affirm under the penalty of perjury that the following is true and correct:

1. I am counsel for the Federal Home Loan Banks of Boston, Chicago and Indianapolis (the "FHLBs") in this matter. I have personal knowledge of the facts set forth below.

2. The FHLBs are among the several Intervenor-Respondents and Objectors ("Intervenors") in this matter, and my firm is a member of the Steering Committee for the Intervenors. The FHLBs join in full on the Joint Memorandum of Law in Opposition to the Proposed Settlement. I submit this Affirmation in support of the Supplemental Brief in Opposition to the Proposed Settlement filed concurrently herewith.

3. Attached as Exhibit A is a true and correct copy of the relevant portions of a Pooling and Servicing Agreement ("PSA") that governs CWL 2006-9, a security held by one of the FHLBs and subject to the proposed settlement. The relevant portions are highlighted for the Court's convenience.

4. Attached as Exhibit B is a true and correct copy of the relevant portions of a PSA that governs CWALT 2007-OA4, a security held by one of the FHLBs and subject to the proposed settlement. The relevant portions are highlighted for the Court's convenience.

5. Attached as Exhibit C is a true and correct copy of the relevant portions of the Prospectus Supplement related to CWALT 2005-86CB, a security held by one of the FHLBs and subject to the proposed settlement. The relevant portions are highlighted for the Court's convenience.

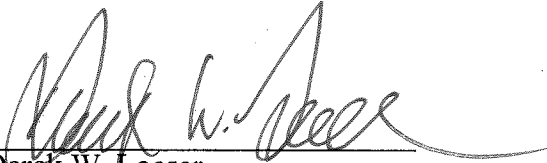
6. Attached as Exhibit D is a true and correct copy of a February 1, 2013 letter, including exhibits, filed with the Court by the FHLBs and the Triaxx entities. *See* Doc. No. 518.

7. Attached as Exhibit E is a true and correct copy of BNYM\_CW-00253772-775, a July 8, 2009 correspondence from The Bank of New York Mellon ("BNYM") in response to a June 11, 2009 correspondence from Kore Capital, L.L.C.

8. Attached as Exhibit F is a true and correct copy of BNYM\_CW-00270570-72, a December 14, 2010 email from Jason Kravitt, counsel for BNYM, to Ted Mirvis, counsel for Bank of America.

9. Attached as Exhibit G is a true and correct copy of a portion of the transcript of the Deposition of Richard P. Stanley—a BNYM senior managing director and chair of the Trust Committee that ultimately made the decision to approve the Settlement—taken on January 8, 2013. The relevant portions are highlighted at p. 253:19-22.

Dated this 3rd day of May, 2013.

  
Derek W. Loeser