

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), 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 Advisors, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING 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,

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

Index No. 651786-2011

Kapnick, J.

AFFIRMATION OF MATTHEW D. INGBER

The undersigned, Matthew D. Ingber, states the following under penalty of perjury:

1. I am a partner of the law firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon (“BNYM” or “Trustee”). I am familiar with the matters referenced herein and submit this affirmation in support of the Trustee’s Brief in Support of the Settlement Agreement.
2. Attached hereto as **Exhibit 1** is a true and correct copy of Pooling and Servicing Agreement for the residential mortgage-backed securitization trust CWALT 2006-OC7.

3. Attached hereto as **Exhibit 2** is a true and correct copy of an article written by Alison Frankel and published by Reuters on April 15, 2013, entitled *Do MBS trustees have power to make global put-back deals?*

4. Attached hereto as **Exhibit 3** is a true and correct copy of a letter from Kathy Patrick to BNYM, dated June 17, 2010.

5. Attached hereto as **Exhibit 4** is a true and correct copy of a letter from Kathy Patrick to BNYM, dated August 20, 2010.

6. Attached hereto as **Exhibit 5** is a true and correct copy of a letter from Leo Crowley to Kathy Patrick, dated September 3, 2010.

7. Attached hereto as **Exhibit 6** is a true and correct copy of an engagement letter from Mayer Brown to BNYM, dated November 9, 2010.

8. Attached hereto as **Exhibit 7** is a true and correct copy of a letter from Jason Kravitt to Kathy Patrick, dated November 20, 2010, attaching a draft letter of direction.

9. Attached hereto as **Exhibit 8** is a true and correct copy of an email exchange between Leo Crowley and Kathy Patrick, dated July 7, 2010, attaching a draft letter of direction.

10. Attached hereto as **Exhibit 9** is a true and correct copy of a Holders' Notice to Trustee and Master Servicer of Failure of Master Servicer to Perform Given [sic] Pursuant to § 7.01(ii) of Pooling and Servicing Agreements Pertaining to the Residential Mortgage Backed Securities Listed on the Attached Exhibit 'A,' dated October 18, 2010.

11. Attached hereto as **Exhibit 10** is a true and correct copy of a letter from Theodore Mirvis to Kathy Patrick, dated November 4, 2010.

12. Attached hereto as **Exhibit 11** is a true and correct copy of excerpts from the transcript of the September 19 and 20, 2012 deposition of Jason H.P. Kravitt.

13. Attached hereto as **Exhibit 12** is a true and correct copy of an email from Jason Kravitt to Christopher Garvey, Jana Litsey, and Kathy Patrick, dated November 17, 2010.

14. Attached hereto as **Exhibit 13** is a true and correct copy of a Forbearance Agreement, dated December 9, 2010.

15. Attached hereto as **Exhibit 14** is a true and correct copy of an extension to the Forbearance Agreement, dated January 28, 2011.

16. Attached hereto as **Exhibit 15** is a true and correct copy of an extension to the Forbearance Agreement, dated February 28, 2011.

17. Attached hereto as **Exhibit 16** is a true and correct copy of an extension to the Forbearance Agreement, dated March 31, 2011.

18. Attached hereto as **Exhibit 17** is a true and correct copy of an extension to the Forbearance Agreement, dated April 19, 2011.

19. Attached hereto as **Exhibit 18** is a true and correct copy of an extension to the Forbearance Agreement, dated May 2, 2011.

20. Attached hereto as **Exhibit 19** is a true and correct copy of an extension to the Forbearance Agreement, dated May 9, 2011.

21. Attached hereto as **Exhibit 20** is a true and correct copy of an extension to the Forbearance Agreement, dated May 25, 2011.

22. Attached hereto as **Exhibit 21** is a true and correct copy of an extension to the Forbearance Agreement, dated June 13, 2011.

23. Attached hereto as **Exhibit 22** is a true and correct copy of excerpts from the transcript of the November 28, 2012 deposition of Theodore Mirvis.

24. Attached hereto as **Exhibit 23** is a true and correct copy of excerpts from the transcript of the December 12, 2012 deposition of Terry Laughlin.

25. Attached hereto as **Exhibit 24** is a true and correct copy of excerpts from the Settlement Agreement, dated June 28, 2011.

26. Attached hereto as **Exhibit 25** is a true and correct copy of the Valuation Analysis prepared by Capstone Valuation Services, LLC, dated June 6, 2011.

27. Attached hereto as **Exhibit 26** is a true and correct copy of the Expert Report of Robert Daines, dated June 7, 2011.

28. Attached hereto as **Exhibit 27** is a true and correct copy of a “chart of all consortium deals.”

29. Attached hereto as **Exhibit 28** is a true and correct copy of a Bank of America presentation to Gibbs & Bruns, dated April 11, 2011.

30. Attached hereto as **Exhibit 29** is a true and correct copy of excerpts from the transcript of the October 16, 2012 deposition of Brian Lin.

31. Attached hereto as **Exhibit 30** is a true and correct copy of the Material and Adverse Opinion of Barry Adler, dated May 27, 2011.

32. Attached hereto as **Exhibit 31** is a true and correct copy of Brian Lin’s Opinion of Mortgage Loan Servicing and Loan Administration, dated June 28, 2011.

33. Attached hereto as **Exhibit 32** is a true and correct copy of excerpts from the transcript of the January 8, 2013 deposition of Richard Stanley.

34. Attached hereto as **Exhibit 33** is a true and correct copy of excerpts from the transcript of the January 3, 2013 deposition of Robert Griffin.

35. Attached hereto as **Exhibit 34** is a true and correct copy of excerpts from the transcripts of the October 2 and October 3, 2012 deposition of Loretta Lundberg.

36. Attached hereto as **Exhibit 35** is a true and correct copy of excerpts from the transcript of the December 3, 2012 deposition of Robert Bailey.

37. Attached hereto as **Exhibit 36** is a true and correct copy of excerpts from the transcript of the November 30, 2012 deposition of Terry Chavez.

38. Attached hereto as **Exhibit 37** is a true and correct copy of excerpts from the transcript of the December 11, 2012 deposition of Douglas Chapman.

39. Attached hereto as **Exhibit 38** is a true and correct copy of the Expert Report of Daniel R. Fischel.

40. Attached hereto as **Exhibit 39** is a true and correct copy of a letter from Monarch Alternative Capital LP to the Court, dated February 4, 2013.

41. Attached hereto as **Exhibit 40** is a true and correct copy of a letter from Fir Tree, Inc. to the Court, dated May 2, 2013.

42. Attached hereto as **Exhibit 41** is a true and correct copy of excerpts from the transcript of the November 19, 2012 deposition of Meyer Koplow.

43. Attached hereto as **Exhibit 42** is a true and correct copy of an excerpt of the transcript of the April 12, 2013 conference with the Court in the above-captioned matter.

44. Attached hereto as **Exhibit 43** is a true and correct copy of excerpts from the transcript of the January 11, 2013 deposition of Debra Baker.

45. Attached hereto as **Exhibit 44** is a true and correct copy of the Expert Report of Robert I. Landau, dated March 14, 2013.

46. Attached hereto as **Exhibit 45** is a true and correct copy of the Expert Report of John H. Langbein, dated March 14, 2013.

47. Attached hereto as **Exhibit 46** is a true and correct copy of excerpts from the transcript of the January 18, 2013 deposition of Bruce Bingham.

48. Attached hereto as **Exhibit 47** is a true and correct copy of the Report of John C. Coates IV in *Starr Int'l Co. v. AIG*, S.D.N.Y. No. 05-cv-6283, dkt. #184-2 (Feb. 2, 2009).

49. Attached hereto as **Exhibit 48** is a true and correct copy of excerpts from the transcript of the May 2, 2013 deposition of John C. Coates IV.

50. Attached hereto as **Exhibit 49** is a true and correct copy of the Expert Report of Robert M. Daines, dated March 14, 2013.

51. Attached hereto as **Exhibit 50** is a true and correct copy of an article written by Eric Hornbeck, published on April 24, 2013 by Law360, entitled '*Ridiculous*' \$2.7B MBS Suit Needs Reining In, Judge Says.

52. Attached hereto as **Exhibit 51** is a true and correct copy of Phillip R. Burnaman's Opinion on Settlement Amount, Valuation of Servicing Improvements and Certain Document Exception Cures, dated March 14, 2013.

53. Attached hereto as **Exhibit 52** is a true and correct copy of excerpts from the transcript of the December 17, 2012 deposition of Kathy Patrick.

Dated: May 3, 2013
New York, New York

/s/ Matthew D. Ingber
Matthew D. Ingber