

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wuerttemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

– against –

FEDERAL HOME LOAN BANK OF BOSTON (intervenor), TRIAXX PRIME COO 2006-1, LTD., TRIAXX PRIME COO 2006-2, LTD., TRIAXX PRIME COO 2007-1, LTD. (intervenor), QVT FUND V LP, QVT FUND IV LP, QUINTESSENCE FUND L.P., QVT FINANCIAL LP (intervenor), BREVAN HOWARD CREDIT CATALYSTS MASTER FUND LIMITED AND BREVAN HOWARD CREDIT VALUE MASTER FUND LIMITED (intervenor), THE NATIONAL CREDIT UNION ADMINISTRATION AS LIQUIDATING AGENT FOR U.S. CENTRAL FEDERAL CREDIT UNION, WESTERN CORPORATE FEDERAL CREDIT UNION, MEMBERS UNITED CORPORATE FEDERAL CREDIT UNION, SOUTHWEST CORPORATE FEDERAL CREDIT UNION, AND CONSTITUTION CORPORATE FEDERAL CREDIT UNION (intervenor), and AMBAC ASSURANCE CORPORATION, AND THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor),

Respondents,

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

Index No. 652382/2014

Marcy S. Friedman,
J.S.C.

**DECLARATION OF
DARRELL S.
CAFASSO
IN SUPPORT OF
JPMORGAN CHASE
& CO.'S BRIEF
REGARDING THE
APPROPRIATE
SCOPE OF
DISCOVERY**

**DECLARATION OF DARRELL S. CAFASSO
IN SUPPORT OF JPMORGAN CHASE & CO.'S BRIEF
REGARDING THE APPROPRIATE SCOPE OF DISCOVERY**

I, DARRELL S. CAFASSO, an attorney duly admitted to practice before the bar and courts of the State of New York, hereby declare under penalty of perjury as follows:

1. I am a member of the firm Sullivan & Cromwell LLP, attorneys for JPMorgan Chase & Co. ("JPMorgan") in this proceeding. I submit this declaration in support of JPMorgan's Brief Regarding the Appropriate Scope of Discovery, dated December 9, 2014, which is being filed concurrently herewith.¹ My understanding of the information set forth herein is derived from my representation of JPMorgan in this and other RMBS matters.

2. Attached as Exhibit 1 hereto is a true and correct copy of the Objectors' First Set of Requests for the Production of Documents to JPMorgan, dated December 8, 2014 (the "First Requests").

3. Attached as Exhibit 2 hereto is a true and correct copy of the transcript of the telephonic conference held in this proceeding before the Honorable Marcy S. Friedman on October 29, 2014. This transcript is available on the public docket for this proceeding.

4. JPMorgan estimates that the productions demanded by Request Nos. 2-4 of the First Requests would total more than 31.2 million pages of documents. The Objectors' demand for production of transcripts calls for the disclosure of approximately 260 transcripts and 2,980 separate exhibits, which together span more than 130,000 pages.

Dated: December 9, 2014
New York, New York

/s/ Darrell S. Cafasso
Darrell S. Cafasso

¹ Capitalized terms herein have the meaning ascribed to them in JPMorgan's Brief.