

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,

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

Index No. 652382/2014

Friedman, J.

AFFIRMATION OF MATTHEW D. INGBER

I, Matthew D. Ingber, an attorney admitted to practice in the courts of the State of New York, affirm under penalty of perjury as follows:

1. I am a member of the law firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon. I am familiar with the matters referenced herein and submit this affirmation in support of the Trustees' Memorandum of Law in Opposition to Objectors' Motion to Compel Disclosure.

2. Attached hereto as **Exhibit 1** is a true and correct copy of a letter from counsel for the Trustees to counsel for the Objectors, dated March 6, 2015.

3. Attached hereto as **Exhibit 2** is a true and correct copy of a letter from Michael C. Ledley of Wollmuth Maher & Deutsch LLP to Matthew A. Martel of Jones Day, dated June 17, 2015.

4. Attached hereto as **Exhibit 3** is a true and correct copy of a letter from Matthew D. Ingber of Mayer Brown LLP to Michael A. Rollin of Jones & Keller, dated July 2, 2015.

Dated: July 14, 2015
New York, New York

/s/ Matthew D. Ingber
Matthew D. Ingber