

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.

Index No. 652382/2014

Part 60

Motion Sequence No. 24

Hon. Marcy S. Friedman

REPLY AFFIRMATION OF MICHAEL C. LEDLEY IN FURTHER SUPPORT OF THE QVT FUNDS' MOTION FOR PARTIAL SUMMARY JUDGMENT

Michael C. Ledley, an attorney duly licensed to practice law in the State of New York, affirms under penalty of perjury and says:

- 1. I am a member of Wollmuth Maher & Deutsch LLP, attorneys for the Intervenor-Respondents QVT Fund V LP, QVT Fund IV LP and Quintessence Fund L.P. (collectively, the "QVT Funds").

2. I submit this affirmation in further support of the QVT Funds' Motion For Partial Summary Judgment. I am fully familiar with the facts stated below on the basis of personal knowledge and review of documents in possession of the QVT Funds.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Countrywide RMBS Trust Settlement Agreement, dated June 29, 2011, available at <http://www.cwrmbssettlement.com/docs/Exh%20B.pdf> (last visited October 14, 2015).

4. Attached hereto as Exhibit 2 is a true and correct copy of the Citigroup RMBS Trust Settlement Agreement, dated April 7, 2014, available at http://www.citigrouprmbssettlement.com/pdf/lib/03_Petition.pdf (last visited October 14, 2015).

5. Attached hereto as Exhibit 3 is a true and correct copy of the Complaint, filed on December 23, 2013, in *BNY Mellon v. J.P. WMC Mortgage, LLC*, Index. No. 653831/2013 (N.Y. Sup. Ct.).

6. Attached hereto as Exhibit 4 is a true and correct copy of Plaintiff's Memorandum of Law in Opposition to Defendants' Motion to Dismiss the Complaint, filed on April 11, 2014, in *BNY Mellon v. J.P. WMC Mortgage, LLC*, Index. No. 653831/2013 (N.Y. Sup. Ct.).

WHEREFORE it is respectfully requested that the QVT Funds' motion for partial summary judgment in the above-captioned matter be granted.

Affirmed this 14th day of October, 2015.

/s Michael C. Ledley

Michael C. Ledley