

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, in its
Capacity as Trustee for 278 Residential Mortgage-
Backed Securitization Trusts,

Petitioner,

For Judicial Instructions Under CPLR Article 77
Concerning the Proper Pass-Through Rate
Calculation for CWALT Interest Only Senior
Certificates.

Index No. 150738/2019

**AFFIRMATION REGARDING COMPLIANCE WITH
ORDER TO SHOW CAUSE**

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 partner in the law firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon (“BNYM” or “Trustee”). I submit this affirmation as proof of compliance with the Order to Show Cause entered February 1, 2019 (the “February 1 Order”), requiring BNYM to provide certain forms of notice of this proceeding pursuant to CPLR § 7701 concerning the Covered Trusts¹ (the “Article 77 Proceeding”).

2. Paragraph 3 of the February 1 Order required BNYM to provide notice of the Article 77 Proceeding and the Final Hearing within 7 days of the date of the February 1 Order by:

- (a) mailing, by first-class, registered mail, the Notice, the Petition, the February 1 Order, and all other papers filed contemporaneously with the Petition to: (i) all Certificateholders listed on the certificate registry for the Covered Trusts; and (ii) any

¹ Capitalized terms used, but not defined, herein have the meanings assigned to them in the February 1 Order.

Certificateholder of the Covered Trusts (or its counsel) of which Petitioner has actual knowledge; and (iii) any Certificateholder of the Covered Trusts (or its counsel) that has requested such papers from the Trustee;

(b) electronically transmitting the Notice to The Depository Trust Company (“DTC”), which will post the Notice in accordance with its established procedures; and

(c) electronically posting a copy of the Notice, the Petition, the February 1 Order, and all other papers filed contemporaneously with the Petition, on the Trustee’s investor reporting website and posting all papers subsequently filed in this proceeding on the Trustee’s investor reporting website.

3. Paragraph 4 of the February 1 Order required BNYM to provide notice of the Article 77 Proceeding and the Final Hearing within 21 days of the date of the February 1 Order by publicizing the Notice in the online version of the Wall Street Journal for at least one business day per week for two consecutive weeks.

4. Mailed Notice: On February 8, 2019, a packet containing a copy of the Notice, the Petition, the Order to Show Cause, and all other papers filed contemporaneously with the Petition was mailed by first-class, registered mail to the Certificateholders listed on the certificate registry for the Covered Trusts as of February 1, 2019.

5. On February 8, 2019, the same packet was mailed by first-class, registered mail to counsel for the plaintiffs in (i) *American Fidelity Assurance Company v. The Bank of New York Mellon*, Case No. 11-cv-01284 (W.D. Okla.); (ii) *BlackRock et al v. The Bank of New York Mellon*, Case No. 14-cv-9372 (S.D.N.Y.); (iii) *Commerzbank A.G. v. The Bank of New York Mellon & The Bank of New York Mellon Trust Company, N.A.*, Case No. 15-cv-10029 (S.D.N.Y.); (iv) *Knights of Columbus v. The Bank of New York Mellon*, Index No. 651442/2011 (Sup. Ct. N.Y. Cnty.); (v) *Pacific Life Insurance Company, et al. v. The Bank of New York Mellon*, 17-cv-1388

(S.D.N.Y.); (vi) *Silian Ventures LLC v. The Bank of New York Mellon*, Case No. 18-cv-11763 (S.D.N.Y.); and (vii) *The Western & Southern Life Insurance Co. v. The Bank of New York Mellon*, Case No. A 1302490 (Ohio). The plaintiffs in the aforementioned cases (i)-(vii) include parties that have alleged that they are Certificateholders in one or more of the Covered Trusts.

6. Electronic Notice: On February 4, 2019, BNYM provided the Notice to DTC, which posted the Notice to Certificateholders in accordance with DTC's established procedures.

7. Investor Reporting Website: On February 4, 2019, BNYM posted the Notice, the Petition, the February 1 Order, and all other papers filed contemporaneously with the Petition on its investor reporting website. The website address is <https://gctinvestorreporting.bnymellon.com>.

8. Wall Street Journal: On February 21, 2019, BNYM caused an advertisement stating "If you have an interest in CWHL or CWALT Residential Mortgage Securitization Trusts created during the period 1998-2008, a pending court proceeding may affect your rights" to be published in the online version of the Wall Street Journal (the "WSJ Banner Ad"). The WSJ Banner Ad contains a link to <http://www.inre278rmbstrusts.com> (the "Notice Website"). The Notice Website provides access to (i) the Notice, (ii) a list of the Covered Trusts, (iii) contact information for the Trustee, and (iv) all documents filed in the Article 77 Proceeding to date, including the Order to Show Cause, the Petition, and all other papers contemporaneously filed with the Petition.

9. Attached hereto as Exhibit A are illustrations of the WSJ Banner Ad. As noted on the illustrations, the WSJ Banner Ad consists of three text frames. The first two frames are visible for six seconds before advancing and the final frame is visible for three seconds before the cycle repeats.

10. Attached hereto as Exhibit B are screenshots showing the WSJ Banner Ad as displayed in the online version of the Wall Street Journal. The first three pages of Exhibit B show

the 300x250 size format at each stage of its cycle. The final three pages of Exhibit B show the 728x90 size format at each stage of its cycle.

11. The WSJ Banner Ad will be displayed in the online version of the Wall Street Journal for two weeks until March 7, 2019.

Dated: February 27, 2019
New York, New York

By: /s/ Matthew D. Ingber
Matthew D. Ingber

Exhibit A

728x90 Online Display Banner for WSJ.com –

Frame 1: Visible for 6 seconds.

**If you have an interest in CWHL or CWALT
Residential Mortgage Securitization Trusts**

Frame 2: Visible for 6 seconds.

**created during the period 1998-2008,
a pending court proceeding may affect your rights.**

Frame 3: Visible for 3 seconds.

**Click here for more information.
www.InRe278RMBSTrusts.com**

300x250 Online Display Banner for WSJ.com –

Frame 1: Visible for 6 seconds.

**If you have an interest
in CWHL or CWALT
Residential Mortgage
Securitization Trusts**

Frame 2: Visible for 6 seconds

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period 1998 - 2008,
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Frame 3: Visible for 3 seconds.

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Exhibit B

THE WALL STREET JOURNAL.

Size(300x250)

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Activist investor Starboard Value LP is unhappy with [Bristol-Myers Squibb Co.'s](#) [BMY -0.12%](#) deal to buy rival [Celgene Corp.](#) , and it has moved to install its own set of directors at Bristol-Myers.

The hedge fund has nominated five potential directors, including its chief executive, Jeffrey Smith, and has been meeting with the drugmaker's executives, Bristol-Myers said in a filing Wednesday.

The activist proposal comes as Bristol-Myers [has a deal](#) in place to buy Celgene that was valued at \$74 billion when it was announced earlier this year. It isn't clear why Starboard nominated the slate, though the hedge fund is unhappy with the deal, according to people familiar with the matter.

Activists don't always nominate board members when opposing a deal. The fact that Starboard did could indicate it has ideas for alternatives it would hope to implement, one of the people said. But analysts have said it is unlikely an activist could compel another company to make a bid for Bristol-Myers itself, partly because there aren't many potential suitors.

Bristol-Myers told Starboard it would review Starboard's proposal for the board, and the company and activist have met on multiple occasions, according to the filing.

Starboard in those meetings has asked the company to help it understand the rationale of

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Hang Seng **28590.50** 027% ▲
U.S. 10 Yr -4/32 Yield **2.663%** ▼
Crude Oil **56.90** 1.44% ▲
Yen **110.78** -0.06% ▼
DJIA **25954.44** 0.24% ▲

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