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Attorneys for Plaintiffs Wells Fargo Bank, N.A.,
as Trustee, *et al.*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Trustee, *et al.*

Plaintiffs,

v.

CITY OF RICHMOND, CALIFORNIA, a
municipality, and MORTGAGE RESOLUTION
PARTNERS LLC;

Defendants.

Case No. CV-13-3663-CRB

DECLARATION OF JOHN C. ERTMAN

Date: September 13, 2013
Time: 10:00 a.m.
Judge: Hon. Charles R. Breyer

1 I, John C. Ertman, hereby declare, pursuant to 28 U.S.C. § 1746 and under penalty of perjury
2 under the laws of the United States, that the following is true and correct:

3 1. I am member of the law firm Ropes & Gray LLP, attorneys for Plaintiffs Wells Fargo
4 Bank, National Association, Deutsche Bank Trust Company Americas, and Deutsche Bank National
5 Trust Company. I submit this declaration in support of Plaintiffs' motion for a preliminary
6 injunction in this action.

7 2. Attached hereto as Exhibit A is a copy of a letter, dated July 31, 2013, sent by the
8 City Manager's Office of Defendant City of Richmond, California ("Richmond") to Deutsche Bank, as
9 Trustee of loans targeted for seizure by Richmond. Upon information and belief, similar letters were
10 sent on or about this date to other trustees or servicers for approximately 620 loans targeted for
11 seizure by Richmond.

12 3. Attached hereto as Exhibit B is a true and correct copy of an article from The Wall Street
13 Journal, dated July 4, 2012, titled "Cities Consider Seizing Mortgages" (accessed from The Wall Street
14 Journal's website on August 5, 2013). That article refers to the following documents published by
15 Defendant Mortgage Resolution Partners LLC ("MRP"), which are available on The Wall Street
16 Journal's website, true and correct copies of which are attached hereto: a slide presentation from MRP to
17 investors titled "Homeownership Protection Program: A Solution to a Critical Problem" (attached hereto
18 as Exhibit C); "Frequently Asked Questions" document by MRP (attached hereto as Exhibit D); and a
19 legal memorandum by Robert Hockett, a Professor of Law at Cornell Law School who, upon
20 information and belief, serves as a paid consultant to MRP (attached hereto as Exhibit E).

21 4. Attached hereto as Exhibit F is a true and correct copy of an article from the San
22 Francisco Chronicle, dated June 16, 2013, titled "A Rescue for Richmond's Underwater
23 Mortgages?," accessed from the San Francisco Chronicle's website on August 5, 2013.

24 5. Attached hereto as Exhibit G is a true and correct copy of a letter from MRP, dated July
25 13, 2012, available at <http://mortgageresolutionpartners.com/response-to-asf-letter-july-13-2012>,
26 accessed on August 5, 2013.

1 6. Attached hereto as Exhibit H is a true and correct copy of an “Agenda Report,” dated
2 April 2, 2013, from the City Manager of the Defendant City of Richmond, California (“Richmond”) to
3 Richmond’s mayor and members of its city council.

4 7. Attached hereto as Exhibit I is a true and correct copy of an unexecuted “Advisory
5 Services Agreement” between Richmond and MRP, which was enclosed with the above-referenced
6 “Agenda Report.”

7 8. Attached hereto as Exhibit J is a true and correct copy of a slide presentation titled
8 “Richmond CARES,” published by MRP, which was enclosed with the above-referenced “Agenda
9 Report.”

10 9. Attached hereto as Exhibit K is a true and correct copy of an executed “Advisory
11 Services Agreement,” dated July 21, 2013, between Richmond and MRP, available at
12 www.ci.richmond.ca.us/documentcenter/view/27354, accessed on August 5, 2013.

13 10. Attached hereto as Exhibit L is a true and correct copy of an MRP slide presentation
14 titled “North Las Vegas CARES” that, upon information and belief, was presented by MRP to the
15 mayor, members of the city council, and other local officials of the City of North Las Vegas, Nevada.

16 11. Attached hereto as Exhibit M is a true and correct copy of the “Adopted Operating
17 Budget 2011-2012” for the City of Richmond, available at
18 <http://www.ci.richmond.ca.us/index.aspx?NID=2454>, accessed on August 5, 2013.

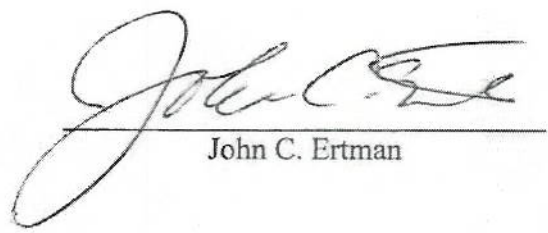
19 12. The content of a July 2013 radio interview with the City Manager of Richmond, Bill
20 Lindsay, in which Mr. Lindsay noted that Defendants’ mortgage loan seizure program is designed to
21 address a “very traditional sort of market failure,” is available at
22 <http://kqed02.streamguys.us/anon.kqed/radio/RDnews/2013/07/1374540121516.mp3>, accessed on
23 August 5, 2013.

24 13. The content of a July 15, 2013 radio interview with the Mayor of Richmond, Gayle
25 McLaughlin, in which she explained that Richmond is a “little bit further along” than other cities in
26 pursuing MRP’s program, is available at [http://kalw.org/post/today-your-call-what-are-local-solutions-
27 help-homeowners-threatened-foreclosures](http://kalw.org/post/today-your-call-what-are-local-solutions-help-homeowners-threatened-foreclosures), accessed on August 5, 2013.

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14. The content of a June 20, 2013 radio interview with Mayor McLaughlin and Steven
Gluckstern of MRP is available at <http://www.kpfa.org/archive/id/92669>, accessed on August 5, 2013.

Date: New York, New York
August 7, 2013



John C. Ertman