

At IAS Part ___ of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse thereof, _____, New York, New York, on the ___ day of _____ 2014

P R E S E N T: _____

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 (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), *et al.*

Petitioners,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and approval of a proposed settlement.

Index No. 651786/2011

Hon. Saliann Scarpulla

ORAL ARGUMENT
REQUESTED

Upon the annexed affirmation of Michael A. Rollin, Esq., dated February 4, 2014, with the attached exhibits, and all of the prior papers, pleadings, and proceedings in this action, it is

ORDERED that Petitioners The Bank of New York Mellon (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), *et al.* show cause before this Court at IAS Part ___, at the Courthouse, located at 60 Centre Street, Room ___, New York, New York, on _____, ___, 2014, at ___ a.m./p.m., or as soon thereafter as counsel can be heard, why an order should not be made and entered herein:

- (a) staying entry of final judgment so the Court can conduct further proceedings, as may be appropriate, to address all issues left open by the Court's January 31, 2014 Decision/Order/Judgment; and
- (b) granting respondents such other and further relief as this Court deems proper;

and it is further

ORDERED that entry of judgment is hereby stayed pending hearing and determination of the instant motion;

and it is further

ORDERED that service of a copy of this Order together with a copy of the papers upon which it is based shall be made by overnight delivery upon counsel for the Trustee, Matthew D. Ingber, Esq. Mayer Brown LLP, 1675 Broadway, New York, New York 10019 and Hector Gonzalez, Esq. Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, on or before _____, 2014, and that such service be deemed good and sufficient service;

and it is further

ORDERED that opposition papers, if any, shall be served by overnight delivery upon attorneys for the AIG Entities¹ (Respondents in the above-captioned proceeding), Mark C.

¹ The AIG Entities include American International Group, Inc., American General Assurance Company, American General Life and Accident Insurance Company, American General Life Insurance Company, American General Life Insurance Company of Delaware, American Home Assurance Company, American International Life Assurance Company of New York, Chartis Property Casualty Company, Chartis Select Insurance Company, Commerce and Industry Insurance Company, First SunAmerica Life Insurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, PA, New Hampshire Insurance Company, SunAmerica Annuity and Life Assurance Company, SunAmerica Life Insurance Company, The Insurance Company of The State of Pennsylvania,

Zauderer, Esq., Flemming Zulack Williamson Zauderer LLP, One Liberty Plaza, New York, New York 10006; Daniel Reilly, Esq. Reilly Pozner LLP, 1900 Sixteenth St., Ste 1700, Denver, Colorado 80202; and Michael A. Rollin, Esq., Jones & Keller, P.C., 1999 Broadway, Ste. 3150, Denver, Colorado 80202, on or before _____, 2014, and that such service shall be deemed good and sufficient service;

and it is further

ORDERED that reply papers, if any, shall be served by overnight delivery upon counsel for the Trustee, Matthew D. Ingber, Esq. Mayer Brown LLP, 1675 Broadway, New York, New York 10019 and Hector Gonzalez, Esq. Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, on or before _____, 2014, and that such service shall be deemed good and sufficient service.

E N T E R:

J.S.C.

The United States Life Insurance Company in The City of New York, The Variable Annuity Life Insurance Company, and Western National Life Insurance Company.