

WORKING COPY - ORIGINAL REVIEW

At Commercial Division Part 39 Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse located at 60 Centre Street, New York, New York, on the 15th day of January, 2013

P R E S E N T:

HONORABLE BARBARA R. KAPNICK, J.S.C.

MOTION SEQUENCE 030

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),

Petitioners,

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

Index No. 651786/2011

Assigned to: Kapnick, J.
(Part 39)

**ORDER TO SHOW
CAUSE WHY THE
COURT SHOULD NOT
COMPEL DISCOVERY
FROM RRMS
ADVISORS, LLC**

UPON the annexed Affirmation of Michael A. Rollin, dated January 13, 2013, with exhibits attached thereto, the accompanying Memorandum of Law in Support of the Order to Show Cause Why the Court Should Not Compel Discovery from RRMS Advisors, LLC ("RRMS"), dated January 14, 2013, and all pleadings and proceedings previously had herein,

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS HEREBY

ORDERED that RRMS show cause before this Court at Commercial Division Part 39, to be held at 60 Centre Street, New York, New York, on the 7th day of February, 2013 at 10:00 a.m., or as soon as counsel may be heard, why an order should not be entered as follows:

- 1) Pursuant to CPLR § 3124, compelling RRMS to produce the following documents that were responsive to the September 14, 2012 subpoena to RRMS and/or were requested in the deposition of Mr. Brian Lin of RRMS:

- a. A copy of all facts, data and other documents Mr. Lin relied upon in forming the opinions in his reports (“RRMS Reports”), including but not limited to certain Amherst and JPMorgan reports and all information Mr. Lin or his staff gathered from websites;
 - b. All drafts to the RRMS Reports prepared by Mr. Lin and RRMS;
 - c. All notes and calculations made by RRMS in connection with the RRMS Reports;
 - d. All time records, invoices and bills evidencing payment for all work performed by Mr. Lin and RRMS in connection with Bank of New York Mellon’s (“BNYM”) retention of Mr. Lin and RRMS;
 - e. Prior reports prepared by RRMS concerning mortgage-backed securities;
- 2) Ruling that the deposition of Mr. Lin may be re-opened for additional questioning if the formerly withheld documents necessitate additional questioning; and
- 3) Awarding such other and further relief as the Court may deem just and proper.

SUFFICIENT REASON ^{Ben Maller} APPEARING THEREFOR, let service of a copy of this Order, together with the papers upon which it was granted, upon counsel for BNYM and RRMS,


by electronic filing service, and a courtesy copy of the signed order by electronic mail on or before the ¹⁶ 14th day of January, 2013, be deemed good and sufficient service. In accordance with

the briefing schedule previously ordered by this Court, any answering papers shall be filed ^{with the Clerk in 1A} and ^{Part 39} served upon all counsel of record on or before January 28, 2013^A ^{at 4:00pm} and reply papers shall be filed ^{with the Clerk} and served upon all counsel of record on or before February 1, 2013^A ^{at 4:00pm} ^{in 1A Part 39}

~~Oral argument is requested on this motion.~~

Counsel submitting this Order to Show Cause has affirmed that a good faith effort has been made to resolve the issues raised in this Order to Show Cause with counsel for BNYM and RRMS.

ENTER,



J.S.C. **BARBARA R. KAPNICK**
~~BARBARA R. KAPNICK~~
J.S.C.

**ORAL ARGUMENT
DIRECTED**


J.S.C.
BARBARA R. KAPNICK
J.S.C.