

WORKING COPIES FOR JUDICIAL 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 15 day of January, 2013

P R E S E N T:

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

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),

Petitioner,

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
PRODUCTION OF
CONFLICT WAIVERS**

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UPON the annexed Affirmation of Michael A. Rollin, dated January 13, 2013, with exhibits attached thereto, the accompanying Memorandum of Law in Support of Order to Show Cause Why the Court Should Not Compel Production of Conflict Waivers, dated January 14, 2013, and all pleadings and proceedings previously had herein,

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS HEREBY

ORDERED that The Bank of New York Mellon "(BNYM)" and its counsel, 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 BNYM and its counsel to produce the conflict of interest waivers as discussed in the accompanying memorandum of law; and
- 2) Awarding such other and further relief as the Court may deem just and proper.

Being alleged
SUFFICIENT REASON ~~APPEARING~~ THEREFOR, let service of a copy of this Order, together with the papers upon which it was granted, upon counsel for BNYM, by electronic filing service, and a courtesy copy of the signed order by electronic mail on or before the ~~16~~¹⁶th 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 IA Part 39* and served upon all counsel of record on or before January 28, 2013, *at 4pm* and reply papers shall be filed *with the Clerk in IA Part 39* and served upon all counsel of record on or before February 1, 2013.

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 BNYM and its counsel.

ENTER,

J.S.C.

[Signature]
BARBARA R. KAPNICK
J.S.C.

[Signature]
ORAL ARGUMENT
DIRECTED
J.S.C.

BARBARA R. KAPNICK
J.S.C.