

At Commercial Division Part 39 of the 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 30th day of May, 2013

BARBARA R. KAPNICK
PRESENT:

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

Justice

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), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Metropolitan Life Insurance Company (intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (intervenor), Neuberger Berman Europe Limited (intervenor), Pacific Investment Management Company LLC (intervenor), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Advisors, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), Nationwide Mutual Insurance Company and its affiliated companies (intervenor), AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio (intervenor), Federal Home Loan Bank of Atlanta (intervenor), Bayerische Landesbank (intervenor), Prudential Investment Management, Inc. (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

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

Index No. 651786-2011

Kapnick, J.

**ORDER TO SHOW
CAUSE TO PRECLUDE
USE OF DISCOVERY
AND PLEADINGS FROM
OTHER IRRELEVANT
ACTIONS**

**ORAL ARGUMENT
REQUESTED**

RECEIVED

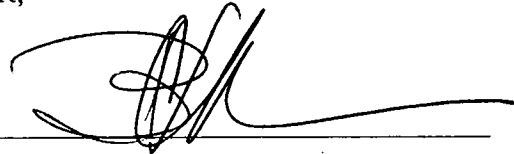
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UPON the accompanying Affirmation of Matthew D. Ingber, Esq., affirmed on the 30th day of May, 2013, and the accompanying Memorandum of Law, and upon all of the pleadings and proceedings heretofore and herein,

LET the Objectors or their attorneys show cause before this Court at Commercial Division Part 39 thereof, to be held in Room 208, 60 Centre Street, New York, New York, on the 3rd day of June 2013 at 10:30 a.m./p.m., or as soon as thereafter as counsel may be heard, why an order should not be made and entered precluding material from other cases and awarding such other and further relief as the Court may deem just and proper.

SUFFICIENT REASON BEING ALLEGED THEREFOR, let service of a copy of this Order to Show Cause, together with papers upon which it is based, upon counsel for the Objectors and upon all other counsel of record, by electronic service (e-filing) on or before the 31st day of May 2013, be deemed good and sufficient service. ~~Additional~~ answering papers, if any are deemed necessary, shall be filed and served upon all counsel of record (by e-filing) on or before June 3, 2013. Properly bound and tabbed copies shall be delivered to the clerk in Part 39 ~~or to Chambers.~~ *on the return date.*

ENTER,



J.S.C.

BARBARA R. KAPNICK
J.S.C.

**ORAL ARGUMENT
DIRECTED**



BARBARA R. KAPNICK
J.S.C.