

At ^{1A} Part 39 of the Supreme Court of the State of New York, County of New York, at the Courthouse, 60 Centre Street, New York, NY on the 3rd day of June, 2013.

Present: **BARBARA R. KAPNICK**

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 ADMITTING
DAVID SHEEREN, ESQ.
PRO HAC VICE**

Upon the consent of the Petitioner, The Bank of New York Mellon (as Trustee), pursuant to stipulation dated May 31, 2013, the affirmation of Kenneth E. Warner, Esq., attorney for co-petitioners, the Institutional Investors (listed individually in the above caption), affirmed May 31, 2013, the affidavit of David Sheeren, Esq., of Gibbs & Bruns, LLP, Houston, Texas, national

counsel for the Institutional Investors, sworn to May 31, 2013, and the Certificate of Good Standing for Mr. Sheeren, dated May 21, 2013, it is hereby

ORDERED, that pursuant to 22 NYCRR 520.11(a)(1) and 22 NYCRR 602.2(a),

David Sheeren, Esq. of the firm of

Gibbs & Bruns, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805

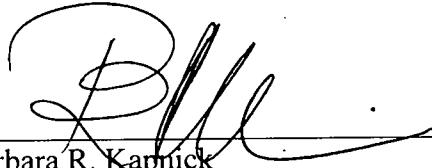
is admitted to practice *pro hac vice* to participate in the representation of co-petitioners, the Institutional Investors, together with Warner Partners, P.C. and other attorneys from Gibbs & Bruns, in the above captioned matter; and it is further

ORDERED that pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorney hereby admitted *pro hac vice* shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Rules of Professional Conduct; and it is further

ORDERED that the attorney hereby admitted *pro hac vice* shall be subject to the jurisdiction of the courts of the State of New York with respect to any acts occurring during the course of his participation in this matter; and it is further

ORDERED that said counsel shall notify the court immediately of any matter or event in this or any other jurisdiction which affects their standing as a member of the Bar of the State of Texas.

This constitutes the Order of this Court.

A handwritten signature in black ink, appearing to be 'B. Kapnick', written over a horizontal line.

Barbara R. Kapnick
J.S.C.

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