

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

Assigned to: Kapnick, J.

**PROPOSED ORDER ON
APPLICATION FOR
ADMISSION PRO HAC VICE
OF TALCOTT J. FRANKLIN**

Upon the June 4, 2013 stipulated consent of the Petitioner The Bank of New York Mellon; the June 4, 2013 affirmation of Peter N. Tsapatsaris, attorney for Objectors Knights of Columbus, Amici Associates L.P., Amici Qualified Associates L.P., The Collectors Fund L.P., Amici Offshore Ltd., Manichaeon Capital, Cedar Hill Capital Partners, Kerndt Brothers Savings Bank, Lea County State Bank, People's Independent Bank, First Bank, Thomaston Savings Bank, First National Banking Company, First National Bank and Trust of Rochelle, LL Funds LLC, DoubleLine Capital LP, First Financial of Maryland Federal Credit Union, Valley National Bank, and Radian Asset Assurance, Inc. ("Objectors"), the June 4, 2013 affidavit of Talcott J. Franklin and the Certificate of Good Standing attached to the affidavit, it is hereby

ORDERED, that pursuant to 22 NYCRR 520.11(a)(1) and 22 NYCRR 602.2(a), Talcott J. Franklin of the firm of Talcott Franklin PC, which maintains its offices at 208 N. Market Street, Suite 200, Dallas, Texas 75202, is admitted to practice *pro hac vice* as counsel for Objectors in the above captioned matter.

ORDERED, that Mr. Franklin shall at all times be associated herein with counsel who is a member in good standing of the Bar of the State of New York and is attorney of record for

the parties in question and that all pleadings, briefs and other papers be signed by Peter N. Tsapatsaris, an attorney with Peter N. Tsapatsaris LLC who is admitted to practice law in the State of New York; and it is further

ORDERED, that Peter N. Tsapatsaris shall be responsible for the conduct of the applicant attorney; 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, Mr. Franklin shall abide by the standards of professional conduct imposed upon members of the New York Bar, including Rules of Court governing the conduct of attorneys and the Disciplinary Rules of the New York Rules of Professional Conduct; and it is further

ORDERED, that Mr. Franklin shall be subject to the jurisdiction of the courts of the State of New York with respect to any actions occurring during the course of his participation in this matter; and it is further

ORDERED, that Mr. Franklin shall notify the Court immediately of any matter or event in this or any other jurisdiction which affects his standing as a member of the Bar.

Dated: June ____, 2013

BARBARA R. KAPNICK, J.S.C.