

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 ___ day of April, 2012

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,

-against-

WALNUT PLACE LLC, et al.,

Intervenor-Respondents.

Index No. 651786/2011

Assigned to: Kapnick, J. (Part 39)

**ORDER TO SHOW CAUSE
WHY THE COURT SHOULD
NOT CONVERT THIS
SPECIAL PROCEEDING TO A
PLENARY ACTION**

UPON the accompanying Affirmation of Owen L. Cyrulnik, dated April 3, 2012, with the exhibit attached thereto, the accompanying Memorandum of Law in Support of Order to Show Cause Why the Court Should Not Convert this Special Proceeding to a Plenary Action, dated April 3, 2012, and all pleadings and proceedings previously had herein,

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS HEREBY

ORDERED that petitioner The Bank of New York Mellon (“BNYM”) and the 22 intervenor-petitioners (“Institutional Investors”), show cause before this Court at Commercial

Division Part 39, to be held at 60 Centre Street, New York, New York, on the 24th day of April, 2012, at 2 o'clock, or as soon as counsel may be heard, why an order should not be issued to convert this special proceeding under CPLR § 7701 to a plenary action pursuant to the Court's authority under CPLR § 103(c).

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 and counsel for the Institutional Investors, by electronic filing service and a courtesy copy of the signed order by electronic mail, on or before the ___ day of April, 2012, be deemed good and sufficient service. In accordance with the briefing schedule previously submitted to this Court, any answering papers shall be filed and served upon all counsel of record on or before April 13, 2012, and reply papers shall be filed and served upon all counsel of record on or before April 19, 2012.

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 counsel for the Institutional Investors.

ENTER,

J.S.C.