

SUPREME COURT OF THE STATE OF NEW YORK  
J.S.C. COUNTY

Index Number : 651786/2011

**BANK OF NEW YORK MELLON**

vs.

**FOR AN ORDER PURSUANT TO**

SEQUENCE NUMBER : 010

MODIFY

PART 39

INDEX NO. \_\_\_\_\_

MOTION DATE \_\_\_\_\_

MOTION SEQ. NO. \_\_\_\_\_

The following papers, numbered 1 to \_\_\_\_\_, were read on this motion to/for \_\_\_\_\_

Notice of Motion/Order to Show Cause — Affidavits — Exhibits \_\_\_\_\_ | No(s). \_\_\_\_\_

Answering Affidavits — Exhibits \_\_\_\_\_ | No(s). \_\_\_\_\_

Replying Affidavits \_\_\_\_\_ | No(s). \_\_\_\_\_

Upon the foregoing papers, it is ordered that this motion is *this unsigned Order to Show Cause by various proposed interview respondents to add certain provisions to the Preliminary Order of this Court (Order to Show Cause) signed on June 29, 2011 is decided in accordance with the Order dated August 5, 2011, signed after an extensive hearing on the record on August 5, 2011.*

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE FOR THE FOLLOWING REASON(S):

Dated: 8/5/11

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

1. CHECK ONE: .....  CASE DISPOSED  NON-FINAL DISPOSITION
2. CHECK AS APPROPRIATE: ..... MOTION IS:  GRANTED  DENIED  GRANTED IN PART  OTHER
3. CHECK IF APPROPRIATE: .....  SETTLE ORDER  SUBMIT ORDER  DO NOT POST  FIDUCIARY APPOINTMENT  REFERENCE

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK: IA PART 39

-----X  
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), Maiden Lane II, LLC (intervenor), Maiden Lane III, 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 Advisers, 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), New York Life 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),

Index No. 651786/11  
Mot. Seq. No. 008 and 010

Assigned to:  
Kapnick, J.

**ORDER**

Petitioners,,

-against -

[VARIOUS PROPOSED INTERVENOR-RESPONDENTS]

for an order, pursuant to CPLR § 7701, seeking judicial instructions and approval of a proposed settlement,

-----X  
Upon hearing oral argument on the record on August 5, 2011 with respect to the issues of scheduling and expedited discovery, the Court hereby modifies its Order to Show Cause dated June 29, 2011 (Mot. Seq. No. 001) (the "Initial Order") as follows:

1. Any Potentially Interested Person who wishes to object to the Settlement may file with the Court, on or before August 30, 2011, a written notice of intention to appear and object


as provided in the Initial Order, except that they need not provide a detailed statement of their objection, but may just state the grounds for their objection, one of which may be that such Potentially Interested Person does not have enough information to evaluate the Settlement. The filing of a written notice by a Potentially Interested Person as described above shall preserve all rights of such Potentially Interested Person to seek discovery and to supplement its objection to the Settlement as need be.

2. Counsel for all Parties and all Potentially Interested Persons who have appeared in this action by August 30, 2011 shall meet and confer during the week of September 5, 2011 regarding the scope of and schedule for discovery.

3. All parties shall appear for a conference in IA Part 39, 60 Centre St., Rm. 208 on September 16, 2011 at 2:15 p.m., to address the scope of and schedule for discovery and further proceedings in this matter.

ENTER

Dated: August 5, 2011

  
\_\_\_\_\_  
J.S.C.

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