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August 17, 2011

*By Electronic Filing and Hand Delivery*

Honorable Barbara R. Kapnick  
Supreme Court, New York County  
60 Centre Street, Room 208  
New York, New York 10007

*In re The Bank of New York Mellon, Index No. 651786/2011*

Dear Justice Kapnick:

We represent several of the proposed intervenors in this proceeding. I write in response to Your Honor's phone call of August 12. The Court requested that we prepare a stipulated proposed order that grants all of the petitions to intervene that were returnable by the end of last week. Attached are two alternative forms of proposed orders. The first grants the petitions to intervene, but reserves formal amendment of the caption of the case until after August 30, so that the caption may be amended only once to add all intervenors. Should the Court prefer, however, to amend the caption now, the second form of proposed order grants the petitions to intervene and amends the caption.

The Bank of New York Mellon and the 22 Institutional Investors that have already intervened as petitioners have stipulated to both of these proposed orders. We have also circulated these proposed orders to counsel for all proposed intervenors and have received no objection.

We respectfully request that the Court enter one of these proposed orders.

Respectfully,



Owen L. Cyrulnik

Enclosures

Copies to all counsel of record via ECF

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), 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 BadenWuerttemberg (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),

Petitioners,

-against-

WALNUT PLACE LLC, WALNUT PLACE II LLC, WALNUT PLACE III LLC, WALNUT PLACE IV LLC, WALNUT PLACE V LLC, WALNUT PLACE VI LLC, WALNUT PLACE VII LLC, WALNUT PLACE VIII LLC, WALNUT PLACE IX LLC, WALNUT PLACE X LLC, WALNUT PLACE XI LLC (proposed intervenors), POLICEMEN'S ANNUITY & BENEFIT FUND OF CHICAGO, THE WESTMORELAND COUNTY EMPLOYEE RETIREMENT SYSTEM, CITY OF GRAND RAPIDS GENERAL RETIREMENT SYSTEM, CITY OF GRAND RAPIDS POLICE AND FIRE RETIREMENT SYSTEM (proposed

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Assigned to: Kapnick, J.

**OMNIBUS PROPOSED  
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Motion Sequence 003  
Motion Sequence 004  
Motion Sequence 005  
Motion Sequence 006  
Motion Sequence 007  
Motion Sequence 009  
Motion Sequence 011

intervenors), TMI INVESTORS, LLC (proposed intervenor), FEDERAL HOME LOAN BANK OF BOSTON, FEDERAL HOME LOAN BANK OF CHICAGO, FEDERAL HOME LOAN BANK OF INDIANAPOLIS, FEDERAL HOME LOAN BANK OF PITTSBURGH, FEDERAL HOME LOAN BANK OF SAN FRANCISCO, FEDERAL HOME LOAN BANK OF SEATTLE (proposed intervenors), V RE-REMIC, LLC (proposed intervenor), THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY, WESTERN-SOUTHERN LIFE ASSURANCE COMPANY, COLUMBUS LIFE INSURANCE COMPANY, INTEGRITY LIFE INSURANCE COMPANY, NATIONAL LIFE INSURANCE COMPANY, FORT WASHINGTON INVESTMENT ADVISORS, INC. on behalf of FORT WASHINGTON ACTIVE FIXED INCOME LLC (proposed intervenors), CRANBERRY PARK LLC, and CRANBERRY PARK II LLC (proposed intervenors),

Respondents,

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

Proposed intervenors Walnut Place LLC, Walnut Place II LLC, Walnut Place III LLC, Walnut Place IV LLC, Walnut Place V LLC, Walnut Place VI LLC, Walnut Place VII LLC, Walnut Place VIII LLC, Walnut Place IX LLC, Walnut Place X LLC, Walnut Place XI LLC, Policemen's Annuity & Benefit Fund of Chicago, The Westmoreland County Employee Retirement System, City of Grand Rapids General Retirement System, City of Grand Rapids Police and Fire Retirement System, TMI Investors, LLC, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Federal Home Loan Bank of Indianapolis, Federal Home Loan Bank of Pittsburgh, Federal Home Loan Bank of San Francisco, Federal Home Loan Bank of Seattle, V Re-REMIC, LLC, The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, National Life Insurance Company, Fort Washington Investment Advisors, Inc. on behalf of Fort Washington Active Fixed Income LLC, Cranberry Park LLC, and Cranberry Park II LLC, having duly petitioned by their attorneys for an order pursuant to CPLR 401, 1012, and 1013 permitting them to intervene as party respondents in this proceeding, directing that

they be added as respondents, directing that the caption of this proceeding be amended by adding them thereto as respondents, and granting such other and further relief as may be just, proper, and equitable, and the Court having received no opposition to the petitions to intervene, and the motion having regularly come to be heard, it is hereby

ORDERED, that the petitions to intervene are granted, and the Walnut Place entities, Policemen's Annuity & Benefit Fund of Chicago, The Westmoreland County Employee Retirement System, City of Grand Rapids General Retirement System, City of Grand Rapids Police and Fire Retirement System, TM1 Investors, LLC, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Federal Home Loan Bank of Indianapolis, Federal Home Loan Bank of Pittsburgh, Federal Home Loan Bank of San Francisco, Federal Home Loan Bank of Seattle, V Re-REMIC, LLC, The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, National Life Insurance Company, Fort Washington Investment Advisors, Inc. on behalf of Fort Washington Active Fixed Income LLC, Cranberry Park LLC, and Cranberry Park II LLC, are permitted to intervene in the above-captioned proceeding as intervenors-respondents, and it is further

ORDERED, that the caption of this proceeding shall be amended after August 30, 2011, to add the intervenors-respondents and any additional intervenors that are permitted by the Court.

ENTER,

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J.S.C.

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

In the matter of the application of

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

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they be added as respondents, directing that the caption of this proceeding be amended by adding them thereto as respondents, and granting such other and further relief as may be just, proper, and equitable, and the Court having received no opposition to the petitions to intervene, and the motion having regularly come to be heard, it is hereby

ORDERED, that the petitions to intervene are granted, and the Walnut Place entities, Policemen's Annuity & Benefit Fund of Chicago, The Westmoreland County Employee Retirement System, City of Grand Rapids General Retirement System, City of Grand Rapids Police and Fire Retirement System, TM1 Investors, LLC, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Federal Home Loan Bank of Indianapolis, Federal Home Loan Bank of Pittsburgh, Federal Home Loan Bank of San Francisco, Federal Home Loan Bank of Seattle, V Re-REMIC, LLC, The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, National Life Insurance Company, Fort Washington Investment Advisors, Inc. on behalf of Fort Washington Active Fixed Income LLC, Cranberry Park LLC, and Cranberry Park II LLC, are permitted to intervene in the above-captioned proceeding as intervenors-respondents, and it is further

ORDERED, that the caption of this proceeding shall be amended by adding the Walnut Place entities, Policemen's Annuity & Benefit Fund of Chicago, The Westmoreland County Employee Retirement System, City of Grand Rapids General Retirement System, City of Grand Rapids Police and Fire Retirement System, TM1 Investors, LLC, Federal Home Loan Bank of Boston, Federal Home Loan Bank of Chicago, Federal Home Loan Bank of Indianapolis, Federal Home Loan Bank of Pittsburgh, Federal Home Loan Bank of San Francisco, Federal Home Loan Bank of Seattle, V Re-REMIC, LLC, The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, National Life Insurance Company, Fort Washington Investment Advisors, Inc. on behalf of Fort Washington Active Fixed Income LLC, Cranberry Park LLC, and Cranberry Park II LLC, as parties thereto and the Clerk of the Court is directed to replace the

above caption with the following caption in this matter:

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