

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT 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 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), Western Asset Management,

Petitioners,

- against -

MARY ELLEN IESU, MILDRED BARRETT, CHERYL G. PHILLIPS and MICHAEL P. CARY, on behalf of

Civil No. 11-cv-5988

**MARY ELLEN IESU,
MILDRED BARRETT,
CHERYL G. PHILLIPS
AND MICHAEL P.
CARY'S MOTION TO
INTERVENE**

themselves and all those similarly situated,

Intervenors – Respondents,

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

COME NOW, Mary Ellen Iesu, Mildred Barrett, Cheryl G. Phillips and Michael P. Cary (“Homeowners”) and, pursuant to Rule 24 of the Federal Rules of Civil Procedure, move this Court to allow them to intervene in this action and, in support thereof, would show unto the Court the following:

1. In this action, Bank of New York Mellon (“Trustee”) seeks court approval of a settlement that would directly and materially harm Homeowners.

2. Homeowners bring the present motion to intervene because they have a real and substantial interest in the outcome of this action. Further, no other party adequately represents Homeowners’ interests.

3. Therefore, Homeowners should be allowed to intervene as of right. If not as of right, Homeowners should be allowed to intervene by permission because there exists common questions of law or fact between this action and the claims Homeowners have brought in separate litigation.

4. Pursuant to Rule 24(c), filed herewith is Homeowners’ pleading in intervention that sets out their claims for which intervention is sought.

WHEREFORE, PREMISES CONSIDERED, Homeowners respectfully request the Court to grant Homeowners’ motion to intervene.

Respectfully submitted, this the 30th day of August 2011.

**MARY ELLEN IESU, MILDRED BARRETT
CHERYL G. PHILLIPS AND MICHAEL P.
CARY, HOMEOWNERS**

/s/ Keith M. Fleischman

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