

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), 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)

Petitioner,

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

) Index No. 651786/2011
) IAS Part 39
) (Kapnick, J.)

) **[PROPOSED] ORDER**
) **GRANTING PETITION**
) **TO INTERVENE**

) Motion Sequence No. _____

Proposed intervenors Monarch Debt Recovery Master Fund Ltd, Monarch Opportunities Master Fund Ltd, Monarch Capital Master Partners LP, Monarch Structured Credit Master Fund

Ltd, Monarch Capital Master Partners II LP, P Monarch Recovery Ltd, Monarch Alternative Solutions Master Fund Ltd, Oakford MF Limited, Monarch Cayman Fund Limited, and Monarch Capital Master Partners II-A LP (collectively referred to herein as “Monarch”), having duly petitioned by their attorneys for an order pursuant to CPLR 401, 1012, and 1013 permitting them to intervene as a party respondent in this proceeding, directing that they be added as a respondents in this proceeding, directing that the Trustee’s petition and notice of petition be amended by adding the Monarch entities as intervenor-respondents, and granting such other and further relief as may be just, proper, and equitable, and the motion having regularly come to be heard,

NOW, upon reading and filing the Notice of Petition dated August 30, 2011, the supporting Affirmation of Howard Graff, dated August 30, 2011, the instant petition filed herein and the accompanying Memorandum of Law, and there being no opposition thereto, and after due deliberation having been held thereon, and it appearing that Monarch has the right to intervene and/or should be permitted to intervene in the above-captioned proceeding,

NOW, upon motion of Dickstein Shapiro LLP, attorneys for proposed intervenor Monarch, it is hereby

ORDERED, that the petition to intervene is granted, and that Monarch Debt Recovery Master Fund Ltd, Monarch Opportunities Master Fund Ltd, Monarch Capital Master Partners LP, Monarch Structured Credit Master Fund Ltd, Monarch Capital Master Partners II LP, P Monarch Recovery Ltd, Monarch Alternative Solutions Master Fund Ltd, Oakford MF Limited, Monarch Cayman Fund Limited, and Monarch Capital Master Partners II-A LP are permitted to intervene in the above-captioned proceeding as intervenor respondents, and it is further

ORDERED, that the caption of this proceeding shall be amended by adding Monarch Debt Recovery Master Fund Ltd, Monarch Opportunities Master Fund Ltd, Monarch Capital Master Partners LP, Monarch Structured Credit Master Fund Ltd, Monarch Capital Master Partners II LP, P Monarch Recovery Ltd, Monarch Alternative Solutions Master Fund Ltd, Oakford MF Limited, Monarch Cayman Fund Limited, and Monarch Capital Master Partners II-A LP 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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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), 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)	Index No. 651786/2011 IAS Part 39 (Kapnick, J.)
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