

At Commercial Division Part 39 of
the Supreme Court of the State of
New York, County of New York, 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), 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)

Petitioners,

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

Index No.

651786/2011

**PROPOSED
ORDER TO SHOW
CAUSE**

UPON the accompanying Affidavit of Joseph Sensenbrenner, dated April 12, 2012 and the exhibits annexed thereto and the accompanying Memorandum of Law in Support of its Amended Petition to Intervene (“Memorandum of Law “), dated April 11, 2012,

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS HEREBY

ORDERED, that any party to this proceeding show cause before this Court at Commercial Division Part 39, to be held at the Courthouse, 60 Centre Street, New York, New York, on the 24th day of April, 2012 at two o'clock in the afternoon ("Hearing Date"), or as soon thereafter as counsel may be heard, why an Order should not be issued granting the intervention of the Delaware Department of Justice; and it is further

ORDERED that any papers in opposition to this application shall be filed and served on the Court's electronic filing system no later than _____ on April _____, 2012 with properly bound and tabbed copies to the clerk in IA Part 39, 60 Centre Street, Room 208 by 4:30 p.m. on that date.

ORDERED that any reply papers in further support of this Order shall be filed and served on the Court's electronic filing system no later than _____ on April _____, 2012 with properly bound and tabbed copies to the clerk in IA Part 39, 60 Centre Street, Room 208 by 4:30 p.m. on that date.

DATED: New York, New York
 April ____, 2012

ENTER:

J.S.C.