

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

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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), 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 Company (intervenor)

Index No. 651786/11  
Assigned to Kapnick, J.

**UNOPPOSED ORDER  
OF SUBSTITUTION OF  
ING BANK N.V.  
IN PLACE OF  
INTERVENOR ING  
BANK, FSB**

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 PLAE X LLC, WALNUT PLACE XI LLC (intervenor), 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 (intervenor), TMI INVESTORS, LLC (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 (intervenor), V REMIC, LLC (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 (intervenor), CRANBERRY PARK LLC, and CRANBERRY PARK II LLC (intervenor),

Respondents,

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

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WHEREAS, this case was remanded to this Court from the United States District Court for the Southern District of New York pursuant to the instructions of the United States Court of Appeals for the Second Circuit in *BlackRock Fin. Mgmt. Inc. v. Segregated Account of Ambac Assur. Corp.*, 2012 WL 611401 (2d Cir. Feb. 27, 2012); and

WHEREAS, the Second Circuit directed the Clerk of that Court to amend the official caption to conform with the one used by the Second Circuit in its Opinion, 2012 WL 611401 at n.\*, which reflects the substitution of ING Bank N.V. in place of petitioner intervenor ING Bank, fsb (one of the Institutional Investors) in accordance with the Second Circuit's separate order of the same date granting the motion of ING Bank, fsb for such a substitution (Exhibit A), which was supported by the February 17 Declaration of Nancy Reinhard (Exhibit B, together with Second Circuit Motion Information Sheet), the Chief Accounting Officer for ING Bank, fsb, stating that ING Bank, fsb is a party to the Institutional Investor Agreement entered into in connection with the Settlement Agreement at issue in this matter; that as a result of a corporate reorganization unrelated to these proceedings (namely the sale of ING Bank, fsb to Capital One Financial Corporation), ING Bank, fsb assigned to its affiliate, ING Bank N.V. (1) its interests in the securities at issue related to the Settlement Agreement; and (2) its rights and responsibilities under the Institutional Investor Agreement and in this matter; and that substitution was therefore appropriate; and

WHEREAS, the substitution should be given effect in this Court following remand.

NOW, on application of Warner Partners, P.C., attorneys for the Institutional Investor Intervenors-Petitioners, it is hereby

ORDERED, that ING Bank N.V. is substituted in place of intervenor ING Bank, fsb, and it is further

ORDERED, that the caption of this proceeding shall be formally amended to reflect the foregoing substitution; and it is further

ORDERED, that the County Clerk, New York County, is directed to substitute the following caption in this matter:

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

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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), 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 N.V. (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 Advisers 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 Company (intervenor)

Index No. 651786/11  
Assigned to Kapnick, J.

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 PLAE X LLC, WALNUT PLACE XI LLC (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 (intervenors), TMI INVESTORS, LLC (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 (intervenors), V RE-  
REMIC, LLC (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 (intervenors), CRANBERRY PARK LLC, and CRANBERRY PARK II LLC  
(intervenors),

Respondents,

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

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ENTER

BARBARA R. KAPNICK, J.S.C.

Dated: April , 2012

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# EXHIBIT A

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**UNITED STATES COURT OF APPEALS  
FOR THE  
SECOND CIRCUIT**

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At a Stated Term of the United States Court of Appeals for the Second Circuit, held at the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, in the City of New York, on the 27<sup>th</sup> day of February, two thousand and twelve.

Before: Dennis Jacobs,  
*Chief Judge.*

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BlackRock Financial Management Inc., *et al*,  
*Petitioners-Appellants,*

**ORDER**  
Docket No.: 11-5309

v.

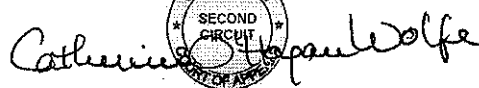

The Segregated Account of Ambac, *et al*,  
*Respondents-Appellees.*

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IT IS HEREBY ORDERED that the motion by Appellant ING Bank FSB for permission to be substituted as a party by ING Bank N.V. is GRANTED.

For the Court:

Catherine O'Hagan Wolfe,  
Clerk of Court

# EXHIBIT B

UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT  
Thurgood Marshall U.S. Courthouse 40 Foley Square, New York, NY 10007 Telephone: 212-857-8500

MOTION INFORMATION STATEMENT

Docket Number(s): No. 11-4554 Caption [use short title] \_\_\_\_\_

Motion for: substitution of party Application of Bank of New York Mellon, et al.,  
petitioners-appellants, v. Walnut Place LLC, et al.,  
Set forth below precise, complete statement of relief sought: respondents-appellees.

Substitution of ING Bank N.V. in place of Institutional  
Investor Intervenor ING Bank, fsb, due to a corporate  
reorganization unrelated to these proceedings.  
pursuant to the attached Declaration of Nancy Reinhard

MOVING PARTY: Institutional Inv. Intervenor ING Bank, fsb OPPOSING PARTY: Walnut Place LLC  
 Plaintiff  Defendant  
 Appellant/Petitioner  Appellee/Respondent

MOVING ATTORNEY: Kenneth E. Warner OPPOSING ATTORNEY: David J. Grais  
[name of attorney, with firm, address, phone number and e-mail]  
Warner Partners, P.C. Grais & Ellsworth, LLP  
950 Third Avenue, 32nd floor 40 East 52nd Street  
New York, New York 10022 New York, New York 10020  
212-752-3374 kwarner@warnerpc.com 212-755-5690 dgrais@graisellsworth.com

Court/Judge/Agency appealed from: SDNY - Judge Pauley (11 Civ. 5988 (WHP))

Please check appropriate boxes:

Has movant notified opposing counsel (required by Local Rule 27.1):  
 Yes  No (explain): \_\_\_\_\_

FOR EMERGENCY MOTIONS, MOTIONS FOR STAYS AND  
INJUNCTIONS PENDING APPEAL:  
Has request for relief been made below?  Yes  No  
Has this relief been previously sought in this Court?  Yes  No  
Requested return date and explanation of emergency: \_\_\_\_\_

Opposing counsel's position on motion:  
 Unopposed  Opposed  Don't Know

Does opposing counsel intend to file a response:  
 Yes  No  Don't Know

Is oral argument on motion requested?  Yes  No (requests for oral argument will not necessarily be granted)

Has argument date of appeal been set?  Yes  No If yes, enter date: February 15, 2012

Signature of Moving Attorney: [Signature] Date: Feb. 17, 2012 Has service been effected?  Yes  No [Attach proof of service]

ORDER

IT IS HEREBY ORDERED THAT the motion is **GRANTED DENIED**.

FOR THE COURT:  
CATHERINE O'HAGAN WOLFE, Clerk of Court

Date: \_\_\_\_\_ By: \_\_\_\_\_



# 11-4554-CV

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*In the United States Court of Appeals  
for the Second Circuit*

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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), ET AL.,

*Petitioners-Appellants,*

V.

WALNUT PLACE, LLC, ET AL.,

*Respondents-Appellees.*

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ON PETITION FOR LEAVE TO APPEAL FROM THE UNITED STATES  
DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK  
11 Civ. 5988 (WHP)

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DECLARATION OF NANCY REINHARD


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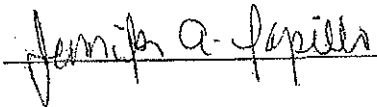
**DECLARATION OF NANCY REINHARD**

1. My name is Nancy Reinhard. I am the Chief Accounting Officer of ING Bank, fsb. I have personal knowledge of the matters set forth herein, and they are true and correct. I make this declaration pursuant to 17 U.S.C. § 1746.
2. Institutional Investor ING Bank, fsb is a party to the Institutional Investor Agreement entered into in connection with the Settlement Agreement at issue in this matter.
3. Institutional Investor ING Bank, fsb is thus an intervening Institutional Investor in this matter.
4. As a result of a corporate re-organization unrelated to these proceedings (namely the sale of ING Bank, fsb to Capital One Financial Corporation), ING Bank, fsb has, as of February 17, 2012 assigned to its affiliate, ING Bank N.V. (1) its interests in the securities at issue related to the Settlement Agreement and (2) its rights and responsibilities under the Institutional Investor Agreement and in this matter.
5. Prior to the sale to Capital One Financial Corporation, ING Bank, fsb was wholly-owned by ING DIRECT Bancorp, which was wholly-owned by ING Direct N.V., which was wholly-owned by ING Bank, N.V.. After the sale, ING Bank N.V. will continue to be wholly-owned by ING Groep N.V.
6. As a result of the reorganization, ING Bank, fsb is asking the Court to substitute ING Bank N.V. into this matter in place of current Intervenor Institutional Investor ING Bank, fsb.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 17, 2012.

  
\_\_\_\_\_  
Nancy Reinhard

  
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