

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 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)

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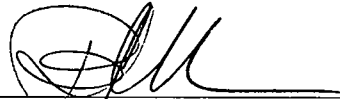
FRANCISCO, FEDERAL HOME LOAN BANK OF SEATTLE (intervenors), V REMIC, LLC (intervenor), THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY, WESTERN-SOUTHERN LIFE ASSURANCE COMPANY, COLUMBUS LIFE INSURANCE COMPANY, INTEGRITY LIFE INSURANCE COMPANY, NATIONAL LIFE INSURANCE COMPANY, FORT WASHINGTON INVESTMENT ADVISORS, INC., on behalf of FORT WASHINGTON ACTIVE FIXED INCOME LLC (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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BARBARA R. KAPNICK, J.S.C.

Dated: April 19, 2012

**BARBARA R. KAPNICK
J.S.C.**