

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), 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 BadenWuerttemberg (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,

-against-

TM1 INVESTORS, LLC (proposed intervenor),

Respondent,

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

Index No.
651786/2011

Assigned to:
Kapnick, J.

**PROPOSED
ORDER
GRANTING
PETITION
TO
INTERVENE**

Proposed intervenor TM1 Investors, LLC, having duly petitioned by its attorneys for an order pursuant to CPLR 401, 1012, and 1013 permitting it to intervene as a party respondent in this proceeding, directing that it be added as respondent, directing that the caption of this proceeding be amended by adding it thereto as respondent, 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 July 13, 2011, the petition to intervene and accompanying memorandum of law, the supporting affirmation of David J. Grais made on July 13, 2011, the petition of the trustee that commenced this proceeding, and after due deliberation having been held thereon, and it appearing that TM1 Investors, LLC has the right to intervene and/or should be permitted to intervene in the above-captioned proceeding,

NOW, upon motion of proposed intervenor, it is hereby

ORDERED, that the motion to intervene is granted in all respects, and TM1 Investors, LLC is permitted to intervene in the above-captioned proceeding as intervenor-respondent, and it is further

ORDERED, that the caption of this proceeding shall be amended by adding TM1 Investors, LLC, party 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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