

At IAS Part __, of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse, 60 Centre Street, New York, New York, on the __ day of June, 2011

P R E S E N T:

Hon. _____
J.S.C.

-----X	
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),	:
	:
Petitioner,	:
	:
for an order, pursuant to CPLR § 7701, seeking	:
judicial instructions and approval of a proposed	:
settlement.	:
-----X	

Index No. 651786/2011

ORDER TO SHOW CAUSE

UPON reading and filing the annexed Verified Petition, the Affirmation of Matthew D. Ingber, dated June 28, 2011 (“Ingber Affirmation”), and the exhibits annexed thereto, and The Bank of New York Mellon’s Memorandum of Law In Support Of Its Verified Petition Seeking Judicial Instructions and Approval of a Proposed Settlement (“Memorandum of Law”),

SUFFICIENT CAUSE THEREFORE APPEARING, IT IS

ORDERED, that anyone having an interest in the mortgage-securitization trusts listed on Exhibit A to the Verified Petition show cause before this Court at IAS Part __, to be held at the Courthouse, 60 Centre Street, New York, New York, on the __ day of November, 2011, at __ o’clock in the __ (“Hearing Date”), or as soon thereafter as counsel may be heard, why an order should not be issued, pursuant to CPLR § 7701, granting judgment in favor of The Bank of New

York Mellon, as trustee or indenture trustee (the “Trustee”), on its Verified Petition as set forth in the Proposed Final Order and Judgment, attached as Exhibit I to the Ingber Affirmation.

ORDERED that the Court reserves the right to adjourn the Hearing Date or any adjournment thereof without further notice of any kind other than oral announcement on the Hearing Date or any adjournment thereof; and the Court reserves the right to approve the Settlement¹ (including with such modification(s) as may be consented to by the parties to the Settlement Agreement in accordance with its terms) without further notice of any kind beyond such notice as provided for herein.

ORDERED that notice of the commencement of this special proceeding and of the above hearing shall be given to all Potentially Interested Persons within forty-five (45) days hereof in the following manner (collectively, the “Notice Program”):

(1) by mailing notice in the form annexed as Exhibit B to the Ingber Affirmation (the “Notice”) along with a copy of the Order to Show Cause, the Verified Petition, the Ingber Affirmation, and the Memorandum of Law, by first-class, registered mail to any Trust Beneficiaries whose addresses appear in the Certificate Register;

(2) by mailing the Notice, the Order to Show Cause, the Verified Petition, the Ingber Affirmation, and the Memorandum of Law, by first-class, registered mail to the parties to the Governing Agreements and all other Potentially Interested Persons identified in paragraph 4 (b)-(1) of the Ingber Affirmation;

(3) by providing the Notice to the Depository Trust Company (“DTC”), which will post such Notice in accordance with DTC’s established procedures;

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Verified Petition or the Ingber Affirmation.

(4) by publishing the Notice in *The Wall Street Journal (Global)*, *Financial Times Worldwide*, *The New York Times*, *The Times (London)*, *USA Today*, *Investors Business Daily*, and *The Economist Worldwide Edition* for at least three (3) business days in each publication;

(5) by publishing translated versions of the Notice in *Les Echos* (France), *Die Welt* (Germany), *Il Sole 24 Ore* (Italy), *Tages Anzeiger* (Switzerland), *NRC Handelsblad* (Netherlands); *The Nikkei* (Japan); *Straits Times* (Singapore); *New Straits Times* (Malaysia); *China Business News* (China); and *Korea Economic Daily* (South Korea) for at least three (3) business days in each publication;

(6) by issuing the Notice to the following media distribution wire services: *PR Newswire*, *Business Wire*, and *GlobeNewswire*;

(7) by posting the Notice, the Order to Show Cause, the Verified Petition, the Ingber Affirmation, and the Memorandum of Law, to <http://www.cwrmbsettlemnt.com>, a website created by the Trustee to provide Potentially Interested Persons with notice of this proceeding;

(8) by creating a hyperlink to www.cwrmbsettlemnt.com on BNY Mellon's investor reporting website, <https://gctinvestorreporting.bnymellon.com/Home.jsp>; and

(9) by seeking to purchase banner advertisements announcing the Settlement, with a hyperlink to www.cwrmbsettlemnt.com, on the following websites: wsj.com, MarketWatch.com, Barrons.com, AllthingsD.com, IHT.com, SmartMoney.com, investors.com, ft.com, reuters.com, economist.com, Globalcustody.net, Assetman.net, FundServices.net, and yahoo.com.

IT IS FURTHER ORDERED that the Notice Program is approved, is the best notice practicable, is reasonably calculated to put interested parties on notice of this action, and

constitutes due and sufficient notice of this special proceeding in satisfaction of federal and state due process requirements and other applicable law; and it is further

ORDERED that within fourteen (14) days of providing notice of this special proceeding in accordance with the Notice Program, the Trustee shall file with the Court proof of compliance with such Notice Program; and it is further

ORDERED that any Potentially Interested Person who objects to the Settlement and/or the Proposed Final Order and Judgment may appear in person or by an attorney on the Hearing Date and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no Potentially Interested Person shall be heard and nothing submitted by any Potentially Interested Person shall be considered by the Court in objection to the Settlement unless a written notice of intention to appear along with a detailed statement of such Potentially Interested Person's objection to any matters before the Court and the grounds therefor, as well as all documents such Potentially Interested Person desires the Court to consider, shall be filed with this Court and served upon Petitioner's counsel, Mayer Brown LLP, 1675 Broadway, New York, New York (attn: Matthew D. Ingber), on or before August 30, 2011; and it is further

ORDERED that any Potentially Interested Person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall forever be barred from raising such objection in this or any other action or proceeding, unless the Court orders otherwise; and it is further

ORDERED that, on or before October 31, 2011, any papers in response to any such objection, or any submissions in favor of or with respect to the Settlement, shall be filed with this

Court and served upon (i) any person who submitted any objection, and (ii) any person who has entered an appearance in this matter pursuant to CPLR § 320; and it is further

ORDERED that, except for good cause shown, no person other than Petitioner's counsel shall be heard on the Hearing Date unless such person has submitted an objection, or a submission in favor of or with respect to the Settlement, in accordance with this Order to Show Cause; and it is further

ORDERED that, during the pendency of this proceeding, all actions filed after the date of this Order to Show Cause relating to the subject matter of this proceeding shall be assigned or transferred to the Justice before whom this proceeding is pending; and it is further

ORDERED that the Court hereby retains exclusive jurisdiction over the Petitioner, the Covered Trusts and all Trust Beneficiaries (whether past, present or future) for all matters relating to the Settlement and this Article 77 Proceeding; and it is further

ORDERED that, during the pendency of this proceeding, the Trustee shall seek an instruction from the Court before responding to or taking any action with respect to assertions, allegations, notices, or directions from any Trust Beneficiary relating to the subject matter of this proceeding.

ENTER:

J.S.C.