

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

In the matter of the application of)	Index No. 651786/11
)	
)	
THE BANK OF NEW YORK MELLON (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures),)	[PROPOSED] CASE MANAGEMENT ORDER
)	
Petitioner,)	Assigned to:
)	Kapnick, J.
-against-)	
)	
POLICEMEN’S ANNUITY & BENEFIT FUND OF CHICAGO AND THE WESTMORELAND COUNTY EMPLOYEERETIREMENT SYSTEM, CITY OF GRAND RAPIDS GENERAL RETIREMENT SYSTEM, and CITY OF GRAND RAPIDS POLICE AND FIRE RETIREMENT SYSTEM (proposed intervenors),)	
)	
Respondents,)	
)	
)	
for an order, pursuant to CPLR § 7701, seeking judicial instructions and approval of a proposed settlement)	
)	

Intervenors, Policemen’s Annuity & Benefit Fund of Chicago, Westmoreland County Employee Retirement System, City of Grand Rapids General Retirement System and City of Grand Rapids Police and Fire Retirement System (the “Public Pension Fund Committee”) having moved for an Order to Show Cause directing Bank of New York Mellon (“BNY Mellon”), Bank of America Corporation (“BOA”), BOA Home Loans Servicing, LP (“BOA HLS”), Countrywide Financial Corporation (“CFC”), Countrywide Home Loans, Inc. (“CHL”) and the group of Institutional Investors to establish an electronic Document Repository and to produce an initial set of relevant documents therein that BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors have ready access to, which is necessary for the Public Pension Fund Committee and other interested

parties to determine whether to object by August 30, 2011, to the proposed settlement between BNY Mellon, BOA, BOA HLS, CFC, and CHL that would release multi-million or multi-billion dollar claims belonging to the Public Pension Fund Committee and other interested parties.

Now, upon the Public Pension Fund Committee's motion, and upon all papers submitted and considered in connection with such motion and the prior filings in this proceeding, and it appearing that: (i) the establishment of the Document Repository will efficiently allow intervenors and interested parties access to the documents and information they need to evaluate the proposed settlement so that they may determine whether to object to it by August 30, 2011, and (ii) the list of documents attached hereto shall form the initial set of documents produced into the Document Repository, it is hereby:

ORDERED, that within the next seven days BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors shall establish and make accessible an electronic Document Repository, consistent with the description of the Document Repository in Exhibit 1, which they shall maintain throughout the course of this proceeding and update from time to time as the Parties so agree or the Court so orders, and which any intervenors or interested parties may access for the purpose of evaluating the proposed settlement, and it is further

ORDERED, that within seven days of the establishment of the Document Repository, BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors shall produce therein the documents listed in Exhibit 2, and it is further

ORDERED, that if any intervenor requests the production of additional documents into the Document Repository, BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors shall meet and confer with the intervenor to arrive at an agreement.

Dated: July ___, 2011

Hon. Barbara R. Kapnick
J.S.C.