

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-

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 PLACE X LLC, WALNUT PLACE XI LLC, POLICEMEN'S ANNUITY & BENEFIT FUND OF CHICAGO AND THE WESTMORELAND COUNTY EMPLOYEE RETIREMENT SYSTEM, CITY OF GRAND RAPIDS GENERAL RETIREMENT SYSTEM, CITY OF GRAND RAPIDS POLICE AND FIRE RETIREMENT

Index No. 651786/2011

Assigned to: Kapnick, J.

**ORDER TO SHOW  
CAUSE**

SYSTEM, TM1 INVESTORS, LLC, 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, and V RE-REMIC, LLC,

Proposed Intervenor-Respondents,

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

**UPON** application by 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”) for expedited discovery and further relief, including the creation of a document repository, and the production of an initial set of documents into the document repository, and

**WHEREAS**, on June 29, 2011, Bank of New York Mellon (“BNY Mellon”), in its capacity as Trustee of five hundred thirty (530) residential-securitization trusts (collectively “Trusts”), filed a verified petition pursuant to CPLR § 7701 seeking the Court’s approval of a proposed settlement with Bank of America Corporation (“BOA”), BOA Home Loans Servicing, LP (“BOA HLS”), Countrywide Financial Corporation (“CFC”), and Countrywide Home Loans, Inc. (“CHC”), regarding, among other things, alleged breaches of representations and warranties made to the Trusts,

**WHEREAS**, the proposed settlement includes a payment of \$8.5 billion from BOA to the Trusts, but does not have an opt-out provision, releases the non-securities claims that the Trusts’ certificate holders have against BOA, BOA HLS, CFC and CHL, and calls for BOA to indemnify BNY Mellon for its conduct as Trustee,

**WHEREAS**, on June 29, 2011, the Court ordered any interested parties seeking to object to the proposed settlement to file a detailed statement of their objections and the grounds therefor, as well as all of the supporting documents they desire the Court to consider, by August 30, 2011,

**WHEREAS**, several interested parties have moved to intervene in this proceeding, including the Public Pension Fund Committee, neither BNY Mellon, nor the group of Institutional Investors with whom BNY Mellon and BOA negotiated the proposed settlement, have objected to any of the interested parties' motions to intervene,

**WHEREAS**, on or about July 14, 2011, BNY Mellon made publicly available the expert reports which it purported to rely on in entering into the proposed settlement,

**WHEREAS**, various intervenors, including the Public Pension Fund Committee, have sought information and discovery from BNY Mellon, BOA and the Institutional Investors regarding the merits of the proposed settlement, the process by which it was reached, and the expert reports, in order to determine whether to file objections by August 30, 2011,

**WHEREAS**, in support of this application, the Public Pension Fund Committee has submitted a Memorandum of Law in Support, a proposed Case Management Order (Exhibit A) and the affidavit of Scott Hakala (Exhibit B), and

**WHEREAS**, it may be appropriate to establish a mechanism through which intervenors and interested parties can efficiently obtain the discovery they need to evaluate the proposed settlement and to determine whether to object to it by August 30, 2011, it is hereby

**ORDERED THAT BANK OF NEW YORK MELLON, BANK OF AMERICA CORPORATION, BANK OF AMERICA HOME LOANS SERVICING, LP, COUNTRYWIDE FINANCIAL CORPORATION, COUNTRYWIDE HOME LOANS, INC., AND THE INSTITUTIONAL INVESTORS OR THEIR COUNSEL SHALL SHOW CAUSE**

before this Court, at IAS Part 39 thereof, at the Courthouse at 60 Centre Street, New York, NY, on the \_\_\_ day of August, 2011, at 9:30 a.m., why a Case Management Order should not be entered (Exhibit A):

(a) requiring BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors to establish within seven days thereof an electronic Document Repository, consistent with the terms set forth in Exhibit 1 to the Case Management Order, for the purpose of holding documents relevant to the proposed settlement, which intervenors and interested parties can access, and

(b) requiring BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors to produce into the Document Repository, within seven days after it is established, the documents listed in Exhibit 2 to the Case Management Order, and

**IT IS FURTHER HEREBY ORDERED** that service of a copy of this Order to Show Cause, together with the papers upon which it is granted, by Personal Service, upon counsel for BNY Mellon, BOA, BOA HLS, CFC, CHL and the Institutional Investors, and any Intervenor, shall be made by July \_\_, 2011.

Dated: July \_\_, 2011

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