

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

Index No. 651786/2011

Assigned to: Kapnick, J.

**ORDER TO
SHOW CAUSE**

LLC, 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, 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, V RE-REMIC, LLC, THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY, WESTERN-SOUTHERN LIFE ASSURANCE COMPANY, COLUMBUS LIFE INSURANCE COMPANY, INTEGRITY LIFE INSURANCE COMPANY, NATIONAL INTEGRITY LIFE INSURANCE COMPANY, FORT WASHINGTON INVESTMENT ADVISORS, INC. on behalf of FORT WASHINGTON ACTIVE FIXED INCOME LLC, CRANBERRY PARK LLC, and CRANBERRY PARK II LLC

Proposed Intervenor-Respondents,

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

Upon the accompanying Affirmation of Owen L. Cyrulnik, dated August 4, 2011, the accompanying Memoranda of Law in Support of Respondents' Order to Show Cause for an Amendment to the Preliminary Order, and all previous papers and proceedings in this proceeding,

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS HEREBY

ORDERED, that petitioner The Bank of New York Mellon and the 22 intervenor-petitioners show cause before this Court at IAS Part 39, to be held at the Courthouse located at 60 Centre Street, New York, New York, 10007, on the ____ day of _____, 2011, at ____ o'clock, or as soon thereafter as counsel may be heard, why the following provisions should not be added to the Preliminary Order that this Court entered in this proceeding on June 29, 2011.

(1) The Bank of New York Mellon and each of the 22 intervenor-petitioners shall have 45

- days to produce to an electronic document repository to be agreed upon by the parties all documents that are responsive to the notice to produce attached as Exhibit A.
- (2) Bank of America Corporation, BAC Home Loans Servicing, LLP, Countrywide Financial Corporation, and Countrywide Home Loans, Inc., shall have 45 days to produce to that electronic document repository all documents that are responsive to the subpoena attached as Exhibit B.
 - (3) RRMS Advisors and Mr. Brian Lin shall have 45 days to produce to that electronic document repository all documents that are responsive to the third-party subpoena attached as Exhibit C.
 - (4) The deadline for investors in the 530 Trusts to file objections to the proposed settlement shall be extended until the later of December 30, 2011, or 75 days after the parties and third parties have substantially completed production of the documents that are called for in paragraphs (1), (2), and (3) above.
 - (5) The hearing in this proceeding shall be adjourned until at least 30 days after the deadline for objections.
 - (6) Certificateholders that own 20 percent or more of the voting rights evidenced by the certificates in any of the 530 Trusts that are part of the proposed settlement may cause that Trust to be excluded from the proposed settlement by filing a notice of exclusion with the Court and serving that notice on all parties.

SUFFICIENT REASON APPEARING THEREFOR, let service of a copy of this Order, together with the papers upon which it was granted, upon counsel for The Bank of New York Mellon, Matthew D. Ingber, or his designees, and counsel for the 22 intervenor-petitioners, Kathy D. Patrick, or her designees, personally or by email, on or before the ___ day of August, 2011, be deemed good and sufficient service. Any answering papers shall be served personally or by email, at or before ___ o'clock on _____, 2011, and reply papers shall be served personally or by email at or before ___ o'clock on _____, 2011.

Dated: New York, New York

August __, 2011

ENTER,

J.S.C.