

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 Baden-Wuerttemberg (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)

Petitioner,

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

Index No.
651786/2011

Assigned to:
Kapnick, J.

**NOTICE OF
MOTION TO
INTERVENE**

PLEASE TAKE NOTICE that upon the accompanying Memorandum of Law, Affirmation of Amir Weinberg, Esq., the exhibits annexed thereto, and all prior proceedings in this action, the undersigned will move this Court (Barbara Kapnick, J.) in the Motion Support Office Courtroom, 60 Centre Street, Room 130, New York, New York, on August 23, 2011, at 9:30 a.m., or as soon thereafter as counsel may be heard, for an order granting the undersigned permission to intervene in this Proceeding, and for

such other and further relief as this Court deems just and proper. The grounds for this motion are set forth in the accompanying papers.

PLEASE TAKE FURTHER NOTICE THAT opposition papers, if any, shall be served at least seven days prior to the return date of this motion.

PLEASE TAKE FURTHER NOTICE THAT reply papers, if any, shall be served at least one day prior to the return date of this motion.

Dated: August 4, 2011
New York, New York

ERIC T. SCHNEIDERMAN
Attorney General of the State of New York

By: _____


MARIA FILIRAKIS

Special Deputy Attorney General
120 Broadway, 23rd Floor
New York, New York 10271
(212) 416-8493

Counsel for Respondent

To: Service List

SERVICE LIST

Jason H. P. Kravitt, Esq.
Mayer Brown LLP
1675 Broadway
New York, NY 10019

Attorneys for Petitioner the Bank of New York Mellon

Kenneth E. Warner, Esq.
Warner Partners, P.C.
950 Third Avenue, 32nd Floor
New York, NY 10022

Kathy D. Patrick, Esq.
Gibbs & Bruns LLP
1100 Louisiana, Suite 5300
Houston, TX 77002

Attorneys for Intervenor-Petitioners

David J. Graiss, Esq.
Graiss & Ellsworth LLP
40 East 52nd Street
New York, NY 10022

Attorneys for Proposed Intervenors Walnut Place LLC

Joseph Guglielmo, Esq.
Scot + Scott LLP
500 Fifth Avenue, 40th floor
New York, NY 10110

Attorneys to Proposed Intervenors Public Pension Fund Committee

Theodore N. Mirvis, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Attorneys for Bank of America