

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-

CRANBERRY PARK LLC and CRANBERRY PARK II LLC, (proposed intervenors),

Respondents,

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
UNOPPOSED
PETITION
TO
INTERVENE**

PLEASE TAKE NOTICE that, upon the affirmation of Owen L. Cyrulnik dated August 2, 2011, the petition of the Trustee, the unopposed petition filed herewith, and all previous papers and proceedings in this proceeding, the proposed intervenors below will move this Court on

August 10, 2011, at 9:30 a.m., in submission part room 130 at 60 Centre Street, New York, New York, or as soon thereafter as counsel may be heard, for an order pursuant to CPLR 401, 1012, and 1013 permitting Cranberry Park LLC and Cranberry Park II LLC (referred to together as Cranberry Park) to intervene as respondents in this proceeding, directing that Cranberry Park be added as respondents, directing that the Trustee's petition and notice of petition be amended by adding Cranberry Park as intervenor-respondents, and granting such other and further relief as may be just, proper, and equitable.

PLEASE TAKE FURTHER NOTICE that, pursuant to CPLR 403(b), answering papers, if any, must be served on the undersigned no later than two days before the return date of this motion.

Dated: New York, New York
August 2, 2011

GRAIS & ELLSWORTH LLP



By: _____
David J. Grais
Owen L. Cyrulnik
Leanne M. Wilson

40 East 52nd Street
New York, New York 10022
(212) 755-0100
(212) 755-0052 (fax)

Attorneys for Proposed Intervenor-Respondents

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-

CRANBERRY PARK LLC and CRANBERRY PARK II LLC
(proposed intervenors),

Respondents,

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

Index No. 651786/2011

Assigned to: Kapnick, J.

**VERIFIED
UNOPPOSED
PETITION TO
INTERVENE**

For their unopposed petition pursuant to CPLR 401, 1012, and 1013 to intervene as respondents in this proceeding, proposed intervenors Cranberry Park LLC and Cranberry Park II LLC state and allege:

1. To continually raise new money with which to make mortgage loans, Countrywide Home Loans, Inc. and its affiliates sold millions of loans to securitization trusts that Countrywide sponsored. To raise the money to pay Countrywide for the mortgage loans, those trusts in turn sold securities called certificates, which were backed by those mortgage loans, to investors all over the world. To assure the trusts and investors that the loans it was selling them were of good quality, Countrywide made numerous representations and warranties about those loans. And to put teeth into those representations and warranties, Countrywide agreed to repurchase from the trusts loans that did not comply with the representations and warranties.

2. Each of the proposed intervenors owns securities issued by 28 Countrywide trusts. The original principal value of those securities exceeds \$1 billion.

3. The Bank of New York Mellon is the trustee for 530 of the trusts that Countrywide created, including the trusts in which proposed intervenors own certificates.

4. BNYM announced on June 29, 2011, that it had entered into an agreement with Countrywide and Bank of America Corporation to settle all “potential claims belonging to the [530] trusts” for which BNYM serves as trustee, including all claims that the loans that Countrywide sold to the securitization trusts did not comply with the representations and warranties that Countrywide made about those loans. On the same day, BNYM filed this Article 77 proceeding to request judicial approval of the proposed settlement.

5. The terms of the proposed settlement would release the claims of all 530 trusts for breaches of representation and warranties against Countrywide and Bank of America, including those of the trusts that issued the certificates owned by the proposed intervenors.

6. On June 29, 2011, BNYM appeared *ex parte* and obtained from this Court an Order to Show Cause that sets forth a procedure for the approval of the proposed settlement.

7. BNYM did not name any adverse parties when it filed this proceeding, but its petition expressly contemplates that adverse parties may be added. “There currently are no adverse parties in this proceeding. To the extent that certain Certificateholders or other interested parties may wish to be heard on the subject of the Settlement or the judicial instructions sought through this Petition, those parties may become adverse.” (BNYM Petition ¶ 18.)

8. Proposed intervenors are directly affected by this proceeding and seek to intervene to protect their own interests in this proceeding. Proposed intervenors have not made a decision whether to file objections to the settlement, but they believe that the procedures that BNYM has established for approval of the proposed settlement will not provide them enough information on which to make an informed decision. By intervening in this proceeding, proposed intervenors will preserve their rights to seek the disclosure necessary to make an informed decision about the merits of the proposed settlement.

9. Counsel for proposed intervenors has consulted with counsel for BNYM and counsel for the 22 investors that have already intervened in this proceeding. Counsel for BNYM and counsel for the 22 investors have agreed not to oppose this petition.

RELIEF REQUESTED

Proposed intervenors respectfully request that the Court grant their unopposed petition to intervene.

Dated: New York, New York
August 2, 2011

GRAIS & ELLSWORTH LLP



By: _____
David J. Grais
Owen L. Cyrulnik
Leanne M. Wilson

40 East 52nd Street
New York, New York 10022
(212) 755-0100
(212) 755-0052 (fax)

Attorneys for Proposed Intervenor-Respondents

VERIFICATION

I, David J. Grais, hereby affirm under the penalty of perjury that the following is true and correct:

I am a member of the Bar of this Court and of Grais & Ellsworth LLP, attorneys for proposed intervenors. I have read the foregoing Verified Petition and know the contents thereof. All statements of fact therein are true and correct to the best of my knowledge and belief. I am making this affirmation in lieu of a verification by the proposed intervenors because the proposed intervenors are not within New York County, where Grais & Ellsworth LLP maintains its offices.

Executed this 2nd day of August 2011, in New York, New York.



David J. Grais