

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

Index Number : 651786/2011
BANK OF NEW YORK MELLON
vs.
FOR AN ORDER PURSUANT TO
SEQUENCE NUMBER : 002
LEAVE TO INTERVENE

BARBARA R. KAPNICK

J.S.C.

Justice

PART 39

INDEX NO.
MOTION DATE
MOTION SEQ. NO.

Motion to/for

Notice of Motion/Order to Show Cause - Affidavits - Exhibits
Answering Affidavits - Exhibits
Replying Affidavits

Upon the foregoing papers, it is ordered that this motion is to intervene in this proceeding is granted without opposition and with the consent of The Bank of New York Mellon in accordance with the Order granting Motion to Intervene signed on July 8, 2011.

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE FOR THE FOLLOWING REASON(S):

Dated: 7/8/11

Signature of Barbara R. Kapnick, J.S.C.

- 1. CHECK ONE: CASE DISPOSED, NON-FINAL DISPOSITION
2. CHECK AS APPROPRIATE: MOTION IS: GRANTED, DENIED, GRANTED IN PART, OTHER
3. CHECK IF APPROPRIATE: SETTLE ORDER, SUBMIT ORDER, DO NOT POST, FIDUCIARY APPOINTMENT, REFERENCE

1000

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

-----X  
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. (proposed intervenor), Kore Advisors, L.P. (proposed intervenor), Maiden Lane, LLC (proposed intervenor), Maiden Lane II, LLC (proposed intervenor), Maiden Lane III, LLC (proposed intervenor), Metropolitan Life Insurance Company (proposed intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (proposed intervenor), Neuberger Berman Europe Limited (proposed intervenor), Pacific Investment Management Company LLC (proposed intervenor), Goldman Sachs Asset Management, L.P. (proposed intervenor), Teachers Insurance and Annuity Association of America (proposed intervenor), Invesco Advisers, Inc. (proposed intervenor), Thrivent Financial for Lutherans (proposed intervenor), Landesbank Baden-Wuerttemberg (proposed intervenor), LBBW Asset Management (Ireland) plc, Dublin (proposed intervenor), ING Bank fsb (proposed intervenor), ING Capital LLC (proposed intervenor), ING Investment Management LLC (proposed intervenor), New York Life Investment Management LLC (proposed intervenor), Nationwide Mutual Insurance Company and its affiliated companies (proposed 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, Federal Home Loan Bank of Atlanta (proposed intervenor), Bayerische Landesbank (proposed intervenor), Prudential Investment Management, Inc. (proposed intervenor), Western Asset Management Company (proposed intervenor)

Petitioner,

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

Index No. 651786/11

~~PROPOSED~~ ORDER  
GRANTING MOTION  
TO INTERVENE

*Mot seq. no. 002*

Assigned to:  
Kapnick, J.

-----X

Movants, BlackRock Financial Management Inc., Kore Advisors, L.P., Maiden Lane, LLC, Maiden Lane II, LLC, Maiden Lane III, LLC, Metropolitan Life Insurance Company, Trust Company of the West and affiliated companies controlled by The TCW Group, Inc., Neuberger Berman Europe Limited, PIMCO Investment Management Company LLC, Goldman Sachs Asset Management, L.P., Teachers Insurance and Annuity Association of America, Invesco Advisers, Inc., Thrivent Financial for Lutherans, Landesbank Baden-Wuerttemberg, LBBW

Asset Management (Ireland) plc, Dublin, ING Bank fsb, ING Capital LLC, ING Investment Management LLC, New York Life Investment Management LLC, Nationwide Mutual Insurance Company and its affiliated companies, 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, Federal Home Loan Bank of Atlanta, Bayerische Landesbank, Prudential Investment Management, Inc., and Western Asset Management Company (each for themselves and, to the extent applicable, as investment manager of funds and accounts, and collectively, the "Institutional Investors"), having duly moved by their attorneys for an order pursuant to CPLR 401, 1012 and 1013 permitting them to intervene as party petitioners in the above-captioned proceeding, directing that they be added as petitioners, directing that the petition and notice of petition in the above-captioned proceeding be amended by adding them thereto as petitioners, and granting such other and further relief as may be just, proper and equitable, and the motion having regularly come to be heard,

NOW, upon reading and filing the notice of petition dated June 29, 2011, the supporting affidavit of Kathy D. Patrick, Esq. (the "Patrick affidavit"), sworn to June 29, 2011, the petition of the Trustee that commenced this proceeding and notice of petition, which are attached as exhibits to the Patrick affidavit, the instant petition filed herein and the accompanying memorandum of law, *and there being no opposition thereto* and after due deliberation having been held thereon, and it appearing that

the Institutional Investors have the right to intervene and/or should be permitted to intervene in the above-captioned proceeding,

NOW, upon motion of Warner Partners, P.C., attorneys for the proposed intervenor Institutional Investors, it is hereby

*without opposition and under the*  
ORDERED, that the motion to intervene is granted ~~in all respects, and the Institutional~~  
*the consent of the Trustee, The Bank of New York Mellon, and the Institutional*  
Investors are permitted to intervene in the above-entitled proceeding as intervenor petitioners,

and it is further

ORDERED, that the petition and notice of petition in the above-captioned proceeding shall be amended by adding the Institutional Investors as ~~parties~~ <sup>petitioners</sup> thereto and the Clerk of the

*amend to*  
Court is directed to ~~replace the above caption with the following caption in this matter:~~  
*as follows, upon service*

*upon the Clerk of a copy of this Order with*  
*proof of entry:*

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

-----X  
In the matter of the application of

Index No. 651786/11

Assigned to:  
Kapnick, J.

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), Western Asset Management Company (intervenor)

Petitioner,

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

-----X  
ENTER

  
\_\_\_\_\_  
J.S.C.

7/8/11

**BARBARA R. KAPNICK**  
**J.S.C.**