

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

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THE BANK OF NEW YORK MELLON (as Trustee :
under various Pooling and Servicing Agreements and : Index No. 651786/2011
Indenture Trustee under various Indentures), :
BlackRock Financial Management Inc. (intervenor), : Part 39
Kore Advisors, L.P. (intervenor), Maiden Lane, LLC :
(intervenor), Maiden Lane II, LLC (intervenor), Maiden : (Hon. Barbara R. Kapnick)
Lane III, LLC (intervenor), Metropolitan Life Insurance :
Company (intervenor), Trust Company of the West and :
affiliated companies controlled by The TCW Group, : **PROPOSED ORDER**
Inc. (intervenor), Neuberger Berman Europe Limited : **GRANTING PETITION**
(intervenor), Pacific Investment Management Company : **TO INTERVENE**
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- :
:
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, and FORT :
WASHINGTON INVESTMENT ADVISORS, INC. on :
behalf of FORT WASHINGTON ACTIVE FIXED :
INCOME LLC, :
: :
: :
Proposed Intervenors-Respondents, :
: :
for an order, pursuant to CPLR § 7701, seeking judicial :
instructions and approval of a proposed settlement. :
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Proposed intervenors 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, and Fort Washington Investment Advisors, Inc., collectively, “Western & Southern,” having duly petitioned for an order pursuant to CPLR 401, 1012, and 1013 permitting Western & Southern to intervene in the above-captioned proceeding, directing that Western & Southern be added as respondents, directing that the Trustee’s petition and notice of petition be amended by adding Western & Southern as intervenors-respondents, 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 July 29, 2011, the petition to intervene and accompanying memorandum of law, the supporting Affirmation of Vincent T. Chang made on July 29, 2011, the petition of the Trustee that commenced this proceeding, and after due deliberation having been held thereon, and it appearing that Western & Southern has the right to intervene and/or should be permitted to intervene in the above-captioned proceeding, it is hereby

ORDERED, that the motion to intervene is granted in all respects, and the Western & Southern entities are permitted to intervene in the above-captioned proceeding as intervenors-respondents, and it is further

ORDERED, that the caption of this proceeding shall be amended by adding the Western & Southern entities as parties thereto and the Clerk of the Court is directed to replace the above caption with the following caption in this matter:

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(intervenor), Bayerische Landesbank (intervenor), :
Prudential Investment Management, Inc. (intervenor), :
and Western Asset Management Company (intervenor), :
:
Petitioners, :
:
-against- :
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:
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 :
 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 BAN, :
 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, and FORT :
 WASHINGTON INVESTMENT ADVISORS, INC. on :
 behalf of FORT WASHINGTON ACTIVE FIXED :
 INCOME LLC, :
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Intervenors-Respondents, :

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Entered

J.S.C.