

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-

TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO 2006-2, LTD. and TRIAXX PRIME CDO 2007-1, LTD.  
(Proposed Intervenor-Respondents),

Respondents.

Index No: 651786/2011

Assigned to Kapnick, J.

PROPOSED ORDER  
GRANTING  
PETITION TO INTERVENE

Proposed intervenor-respondents, Triaxx Prime CDO 2006-1, Ltd., Triaxx Prime CDO 2006-2, Ltd., and Triaxx Prime CDO 2007-1, Ltd. (together, the “Triaxx Respondents”), having duly petitioned by their attorneys for an order pursuant to CPLR 401, 1012, and 1013 permitting them to intervene as party respondents in this proceeding, directing that they be added as 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 August 24, 2011, the Petition to Intervene and supporting Memorandum of Law, the supporting Affirmation of John G. Moon made on August 24, 2011, and after due deliberation having been held thereon, and it appearing that the Triaxx Respondents have the right to intervene and/or should be permitted to intervene in the above-captioned proceeding,

NOW, upon petition of proposed intervenor-respondents, it is hereby

ORDERED, that the petition to intervene is granted in all respects, and the Triaxx Respondents are permitted to intervene in the above-captioned proceeding as intervenor-respondents, and it is further

ORDERED, that the caption of this proceeding shall be formally amended after August 30, 2011, to add these intervenor-respondents and any additional intervenors that may be permitted to intervene by the Court.

ENTER,

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Justice Barbara R. Kapnick  
J.S.C.