

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),

Petitioner,

-against-

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; and WALNUT PLACE XI 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.

**PROPOSED ORDER
GRANTING PETITION
TO INTERVENE**

Proposed intervenors 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, Walnut Place LLC, Walnut Place LLC, Walnut Place LLC, 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, directing that the caption of this proceeding be amended by adding them thereto 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 July 5, 2011, the petition to intervene and accompanying memorandum of law, the supporting affidavit of Owen L. Cyrulnik made on July 5, 2011, the petition of the trustee that commenced this proceeding, and after due

deliberation having been held thereon, and it appearing that Walnut Place has the right to intervene and/or should be permitted to intervene in the above-captioned proceeding,

NOW, upon motion of Grais & Ellsworth LLP, attorneys for the proposed intervenors, it is hereby

ORDERED, that the motion to intervene is granted in all respects, and the Walnut Place 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 Walnut Place 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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ENTER,

J.S.C.