

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	:	Index No. 651786/2011
Agreements and Indenture Trustee under various	:	
Indentures),	:	Kapnick, J.
	:	
Petitioner,	:	
	:	
for an order, pursuant to CPLR § 7701, seeking	:	
judicial instructions and approval of a proposed	:	
settlement.	:	
	:	
----- X		

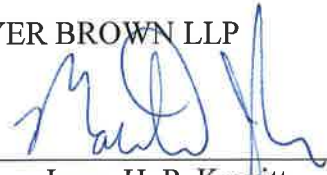
**THE BANK OF NEW YORK MELLON'S RESPONSE TO THE INSTITUTIONAL INVESTORS' PETITION TO INTERVENE**

Petitioner The Bank of New York Mellon ("BNY Mellon" or "Trustee") submits this response to the Petition To Intervene, dated June 29, 2011 filed by twenty two institutional investors in, and investment managers for holders of, certificates in the mortgage-securitization trusts listed in Exhibit A to the Trustee's Verified Petition (the "Institutional Investors").

The Trustee consents to the Institutional Investors' request to intervene as party petitioners in this proceeding.

Dated: New York, New York  
July 6, 2011

MAYER BROWN LLP

By:   
 \_\_\_\_\_  
 Jason H. P. Kravitt  
 Hector Gonzalez  
 Matthew D. Ingber

1675 Broadway  
New York, New York 10019  
(212) 506-2500

*Attorneys for Petitioner The Bank of New York Mellon*