

SUPREME COURT OF STATE OF NEW YORK
COUNTY OF NEW YORK

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In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE
BANK OF NEW YORK MELLON, THE BANK OF
NEW YORK MELLON TRUST COMPANY, N.A.,
WILMINGTON TRUST, NATIONAL ASSOCIATION,
LAW DEBENTURE TRUST COMPANY OF NEW
YORK, WELLS FARGO BANK, NAIONAL
ASSOCIATION, HSBC BANK USA, N.A. and
DEUTSCHE BANK NATIONAL TRUST COMPANY
(as Trustees under various Pooling and Servicing
Agreements and Indenture Trustees under various
Indentures),

Index No. 652382/14

**ORDER WITH
NOTICE OF ENTRY**

Petitioners,

For an order, pursuant to CPLR§ 7701,
seeking judicial instruction.

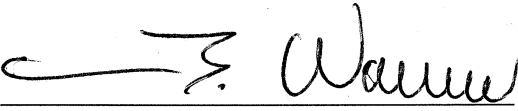
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PLEASE TAKE NOTICE, that the within is a true copy of an Order Granting Motion to Intervene dated October 28, 2014 (*per* Friedman, J.) and duly entered on November 3, 2014 in the Office of the Clerk of the within-named Court.

PLEASE TAKE FURTHER NOTICE that the within Order *inter alia* contains a direction to the Clerk to amend the caption of this matter (*see*, Order at 3-4).

Dated: New York, New York
November 5, 2014

WARNER PARTNERS, P.C.
Attorneys for Institutional Investors (Intervenors)

By: 
Kenneth E. Warner, Esq.

950 Third Avenue, 32nd Floor
New York, New York 10022
Tel. (212) 593-8000

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

PRESENT: MARCY S. FRIEDMAN, J.S.C.
Justice

PART 60

Index Number: 652382/2014
U.S. BANK NATIONAL ASSOCIATION
vs.
FOR AN ORDER, PURSUANT TO
SEQUENCE NUMBER: 002
LEAVE TO INTERVENE

INDEX NO.
MOTION DATE
MOTION SEQ. NO.

The following papers, numbered 1 to , were read on this motion to/for INTERVENE

Notice of Motion/Order to Show Cause - Affidavits - Exhibits No(s).
Answering Affidavits - Exhibits No(s).
Replying Affidavits No(s).

Upon the foregoing papers, it is ordered that this motion is GRANTED PURSUANT TO THIS
COURT'S ORDER DATED 10-28-14.

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

Dated: 10-28-14

Marcy S. Friedman, J.S.C.
MARCY S. FRIEDMAN, 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

At IAS Part 60, of the Supreme Court of
the State of New York, County of New
York, at the Courthouse, 60 Centre Street,
New York, New York, on the ~~29th~~ day of
~~August~~, 2014.
October

PRESENT:

HON. MARCY S. FRIEDMAN,
J.S.C.

In the matter of the application of
U.S. BANK NATIONAL ASSOCIATION, THE BANK
OF NEW YORK MELLON, THE BANK OF NEW
YORK MELLON TRUST COMPANY, N.A.,
WILMINGTON TRUST, NATIONAL ASSOCIATION,
LAW DEBENTURE TRUST COMPANY OF NEW
YORK, WELLS FARGO BANK, NATIONAL
ASSOCIATION, HSBC BANK USA, N.A., and
DEUTSCHE BANK NATIONAL TRUST COMPANY
(as Trustees under various Pooling and Servicing
Agreements and Indenture Trustees under various
Indentures),

Petitioners,

for an order, pursuant to CPLR § 7701, seeking judicial
instruction.

Motion No. 002

Index No. 652382/2014

~~PROPOSED~~ ORDER
GRANTING MOTION
TO INTERVENE

Assigned To: Friedman, J.

Movants, AEGON USA Investment Management, LLC, Bayerische Landesbank,
BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan
Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal
National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya
Investment Management LLC (f/k/a ING Investment LLC), Invesco Advisers, Inc., Kore
Advisors, L.P., Landesbank Baden-Wuerttemberg, Metropolitan Life Insurance Company, Pacific
Investment Management Company LLC, Sealink Funding Limited, Teachers Insurance and
Annuity Association of America, The Prudential Insurance Company of America, the TCW

Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company (each for themselves and, to the extent applicable, as investment managers 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 co-petitioners in the above-captioned proceeding, directing that they be added as petitioners, directing that the caption of this action be amended accordingly, and granting such other and further relief as may be just, proper, and equitable, and their motion having regularly come to be heard,

NOW, upon reading and filing the Notice of Petition to Intervene dated August 5, 2014, the affirmation of Kenneth E. Warner, Esq. affirmed August 5, 2014 and the supporting affidavit of Kathy D. Patrick, Esq., sworn to August 4, 2014, the Institutional Investors' Petition to Intervene dated August 5, 2014 and their accompanying Memorandum of Law dated August 5, 2014, and the Petition of the Trustees that commenced this proceeding (paragraph 29 of which states that "[t]he Trustees consent to timely appearances or motions to intervene filed by any investor with current holdings in any of the Accepting Trusts"), and there being no opposition to intervention and after due deliberation having been had 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 intervenors Institutional Investors, it is hereby

ORDERED, that the motion to intervene is granted without opposition and with the consent of the Trustees, and the Institutional Investors are permitted to intervene in the above-captioned proceeding as intervenor petitioners, and it is further

ORDERED, that the Trustees' Petition in the above-captioned proceeding shall be amended ^{as per the attached caption} by adding the Institutional Investors as intervenor petitioners and the Clerk of the Court is directed to amend the caption of 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

^{Amended}
see caption on page 4

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wurtemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

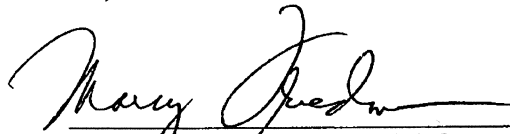
Petitioners,

for an order, pursuant to CPLR § 7701, seeking judicial instruction.

Index No. 652382/2014

Assigned To: Friedman, J.

ENTER,



Marcy S. Friedman, J.S.C.