

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

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-Wuerttemberg (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,

-against-

FEDERAL HOME LOAN BANK OF BOSTON (intervenor), TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO 2006-2, LTD., TRIAXX PRIME CDO 2007-1, LTD. (intervenor), QVT FUND V LP, QVT FUND IV LP, QUINTESSENCE FUND L.P., QVT FINANCIAL LP (intervenor), BREVAN HOWARD CREDIT CATALYSTS MASTER FUND LIMITED AND BREVAN HOWARD CREDIT VALUE MASTER FUND LIMITED (intervenor), THE NATIONAL CREDIT UNION ADMINISTRATION BOARD,

Respondents,

for an order, pursuant to CPLR § 7701, seeking judicial instruction, and approval of a proposed settlement.

Index No. 652382/2014

**PROPOSED ORDER TO SHOW
CAUSE WHY W&L
INVESTMENTS, LLC SHOULD
NOT BE PERMITTED TO
INTERVENE**

Upon the accompanying Affirmation of Michael A. Rollin, dated December 8, 2014, the accompanying Memorandum of Law in Support of Order to Show Cause Why W&L Investments, LLC Should Not Be Permitted to Intervene, the Order of the Honorable Marcy S. Friedman (Doc. No. 40) and all papers and proceedings heretofore had herein, and sufficient cause appearing therefor,

LET Petitioners or their attorneys show cause before this Court at the Courthouse thereof, 60 Centre Street, New York, NY, Part 60, the Honorable Marcy S. Friedman presiding, on the __ day of _____, 2014, at 9:30 a.m. or as soon thereafter as the parties may be heard:

1. Why W&L Investments, LLC should not be permitted to intervene in this Proceeding; and

2. Why such other and further relief as to this Court may seem just and proper should not be granted, and

SUFFICIENT CAUSE FURTHER APPEARING THEREFOR, let the E-filing of this Order to Show Cause together with the papers upon which it is based be deemed good and sufficient service.

ENTER,

J.S.C.