

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)

Petitioners,

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

INDEX NO. 652382/2014

Assigned to: Friedman, J.

~~PROPOSED~~ ORDER  
ADMITTING  
GEORGE A. ZELCS,  
JOHN A. LIBRA,  
MAX C. GIBBONS, AND  
MATTHEW C. DAVIES  
PRO HAC VICE

George A. Zelcs, John A. Libra, Max C. Gibbons, and Matthew C. Davies, having applied to this Court for admission *pro hac vice* to act as counsel for intervenor the National Credit Union Administration Board, as Liquidating Agent for U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Southwest Corporate Federal Credit Union and Constitution Corporate Federal Credit Union (the "NCUA Board") in the above captioned action, and said applications having been submitted in support thereof, an affirmation of David H. Wollmuth, a member of the Bar of the State of New York and attorney of record herein for the NCUA Board, an affidavit of each applicant dated December 2, 2014, and a Certificate of Good Standing from every jurisdiction in which each applicant was admitted to the practice of law, and the Court having reviewed the foregoing submissions and due deliberation having been had, it is now therefore;

ORDERED and the motion is GRANTED and George A. Zelcs, John A. Libra, Max C. Gibbons, and Matthew C. Davies are permitted to appear and participate in this action on behalf of the NCUA Board; and it is further

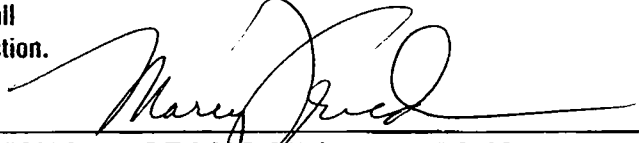
ORDERED that they shall at all times be associated herein with counsel who is a member in good standing of the Bar of the State of New York, and is attorney of record for the party in question and all pleadings, briefs, and other papers filed with the Court shall be signed by the attorney of record, who shall be held responsible for such papers and for the conduct of this action; and it is further

ORDERED that pursuant to §520.11 of the Rules for the Court of Appeals and §602.2 of the Rules of the Appellate Division, First Department, the attorneys hereby admitted *pro hac vice* shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Court governing the conduct of attorneys and the Disciplinary Rules of the Code of Professional Responsibility; and it is further

ORDERED that they shall be subject to the jurisdiction of the Court of the State of New York with respect to any act occurring during the course of their participation with this matter; and it is further

ORDERED that said counsel shall notify the Court immediately of any matter in this or any other jurisdiction which affects their standing as members of the Bar.  
Provided that: New York Counsel shall be present at all court appearances and shall sign all papers in this action.

DATED: 1-20, 2014~~4~~5

  
HONORABLE MARCY S. FRIEDMAN  
JUDGE OF THE SUPREME COURT

**MARCY S. FRIEDMAN, J.S.C.**