

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

PRESENT: MARCY S. FRIEDMAN

PART 60

*Justice*

In the matter of the application of

INDEX NO. 652382/2014

U.S. BANK NATIONAL ASSOCIATION,  
DEUTSCHE BANK NATIONAL TRUST  
COMPANY, HSBC BANK USA, N.A.,  
WELLS FARGO BANK, NATIONAL  
ASSOCIATION, and LAW DEBENTURE  
TRUST COMPANY OF NEW YORK  
(as trustees under various Pooling and  
Servicing Agreements and indenture trustees  
under various Indentures),

MOTION SEQ. NO.: 016

Petitioners,

For an order, pursuant to CPLR § 7701,  
seeking judicial instructions regarding trustee  
actions regarding a proposed settlement.

The following papers, number 1 to \_\_\_\_\_ were read on this motion seeking leave to intervene.

Notice of Motion/Order to Show Cause – Affidavits – Exhibits...

No(s). \_\_\_\_\_

Answering Affidavits – Exhibits \_\_\_\_\_

No(s). \_\_\_\_\_

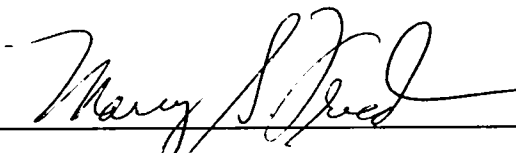
Replying Affidavits \_\_\_\_\_

No(s). \_\_\_\_\_

CROSS-MOTION:             YES     NO

In accordance with the parties' stipulation, e-filed on March 6, 2015, W&L Investments, LLC's motion for leave to intervene is granted to the extent set forth in the accompanying order.

Dated: 3-12-15

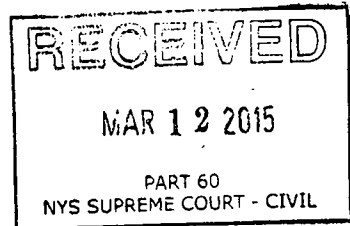
 \_\_\_\_\_, J.S.C.

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

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE FOR THE FOLLOWING REASONS

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-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,

-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,

Respondents,

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

Index No. 652382/2014

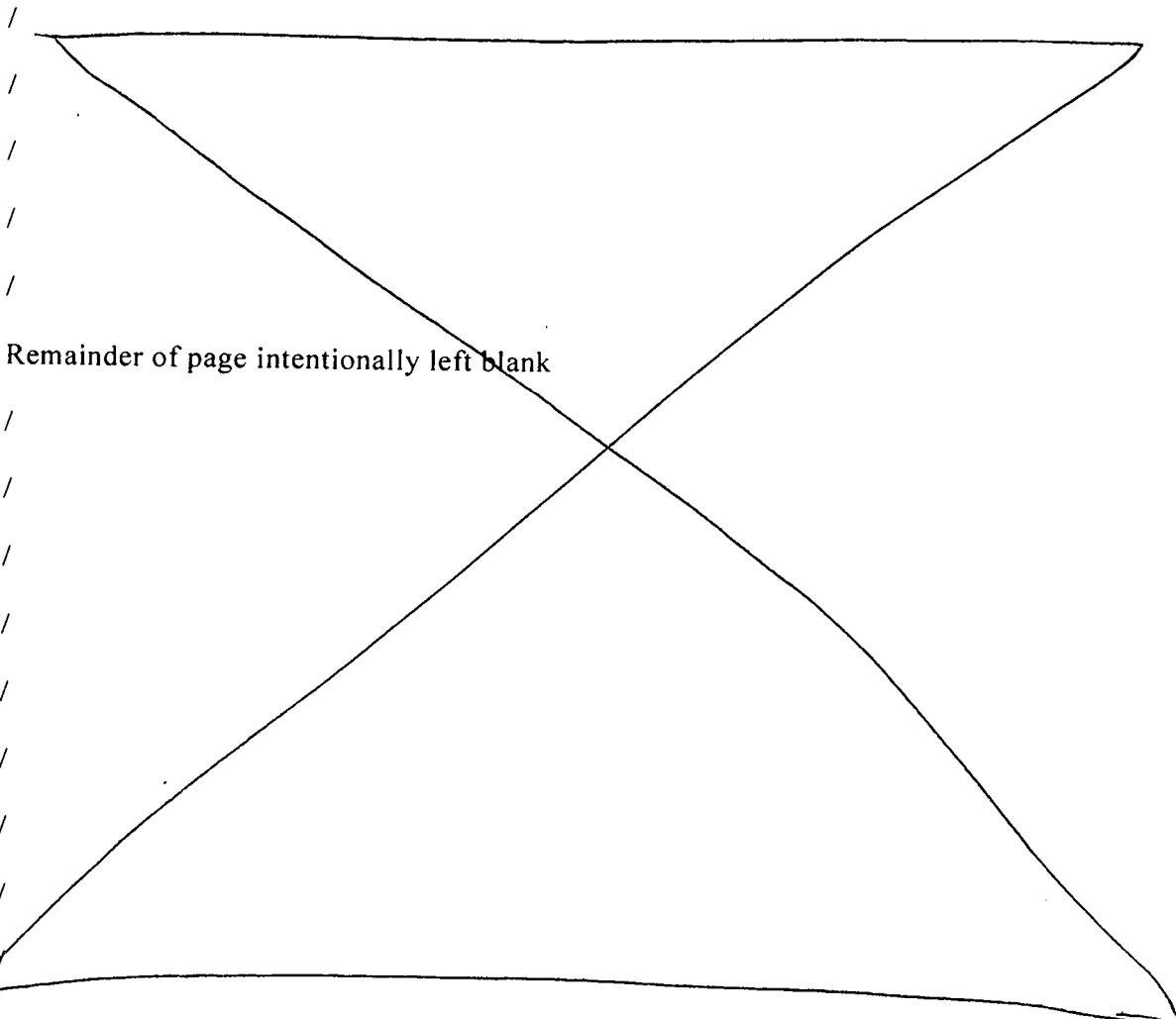
**PROPOSED ORDER  
GRANTING W&L  
INVESTMENTS, LLC'S  
MOTION TO INTERVENE**

**Motion Sequence 016**

W&L Investments, LLC ("W&L Investments") has duly petitioned, through its attorneys, for an order permitting it to intervene in this proceeding. The Trustees, the Institutional Investors, and all Intervenors have consented to the intervention of W&L Investments (Doc. 301), and therefore it is hereby

ORDERED, that pursuant to CPLR 401, 1012, and 1013, W&L Investments is permitted to intervene in the proceeding as an intervenor-respondent, and it is further

ORDERED, that W&L Investments shall be added as an intervenor-respondent to the caption of this proceeding, which shall be amended to conform to the following:



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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-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),

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Respondents,

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

~~Dated: March, 2015.~~

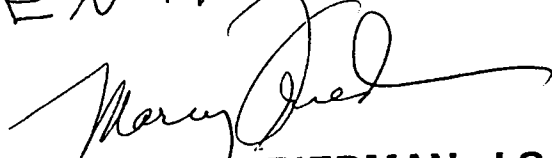
~~ENTER,~~

~~Marcy S. Friedman, J.S.C.~~

and it is further

ORDERED that the intervenor shall serve a copy of this order with notice of entry upon the County Clerk and upon the Clerk of the Trial Support office, who are directed to amend their records to reflect such change in the caption herein.

ENTER:



MARCY S. FRIEDMAN, J.S.C.

Dated: 3-12-15