

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-

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), AMBAC ASSURANCE CORPORATION, THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor), and W&L INVESTMENTS, LLC (intervenor),

Respondents,

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

Index No. 652382/2014

(Friedman, J.)

**STIPULATION AS TO
THE DW FUNDS'
WITHDRAWAL OF
APPEARANCE AND
OBJECTION**

WHEREAS, respondents-intervenors the DW Catalyst Master Fund, Ltd. and DW Value Master Fund, Ltd. (formerly known as Brevan Howard Credit Catalysts Master Fund Limited and Brevan Howard Credit Value Master Fund Limited, respectively), two funds for which DW Partners, LP serves as investment manager (such funds, collectively, the “DW Funds”) filed their Notice of Withdrawal of Objection (NYSCEF Doc. No. 532) on October 14, 2015;

WHEREAS, all parties appearing in this proceeding agree to the DW Funds’ withdrawal of their objection, with prejudice.

THEREFORE, the parties appearing in this proceeding, through their undersigned counsel, hereby stipulate to the DW Funds’ withdrawal of their appearance and objection, with prejudice.

Dated: November 24, 2015
New York, NY

JONES DAY

By /s/ Robert C. Micheletto

Robert C. Micheletto
Harold K. Gordon
Nina Yadava
Ryan J. Andreoli
222 East 41st Street
New York, New York 10017
(212) 326-3939

Attorneys for Petitioner U.S. Bank N.A.

ALSTON & BIRD LLP

By /s/ Michael E. Johnson

Michael E. Johnson
90 Park Avenue
New York, NY 10016
(212) 210-9400

Attorneys for Petitioner

MAYER BROWN LLP

By /s/ Mathew D. Ingber

Matthew D. Ingber
Christopher J. Houpt
1221 Avenue of the Americas
New York, New York 10020
(212) 506-2500

Attorneys for Petitioners The Bank of New York Mellon and The Bank of New York Mellon Trust Company, NA.

MORGAN, LEWIS & BOCKIUS LLP

By /s/ Michael S. Kraut

Michael S. Kraut
Kurt W. Rademacher
101 Park Avenue
New York, NY 10178-0060
(212) 309-6000

Attorneys for Petitioner Deutsche Bank

Wilmington Trust, N.A.
SEWARD & KISSEL LLP

By /s/ M. William Munno
M. William Munno
Thomas Ross Hooper
One Battery Park Plaza
New York, NY 10004
(212) 574-1200

*Attorneys for Petitioner Law Debenture
Trust Company of New York*

MAYER BROWN LLP

By /s/ Jean-Marie L. Atamian
Jean-Marie L. Atamian
James Ancone
1221 Avenue of the Americas
New York, New York 10020
(212) 506-2500

*Attorneys for Petitioner HSBC Bank USA,
N.A.*

WARNER PARTNERS, P.C.

By /s/ Kenneth E. Warner
Kenneth E. Warner
950 Third Avenue, 32nd Floor
New York, New York 10022
(212) 593-8000

Kathy D. Patrick
Robert J. Madden
David Sheeren
GIBBS & BRUNS LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
(713) 650-8805

Attorneys for Co-Petitioners

National Trust Company
FAEGRE BAKER DANIELS LLP

By /s/ Robert Schnell
Robert Schnell
Stephen M. Mertz
2200 Wells Fargo Center
90 S. Seventh Street
Minneapolis, Minnesota 55402
(612) 766-7000

*Attorneys for Petitioner Wells Fargo
Bank N.A.*

SULLIVAN & CROMWELL LLP

By /s/ Robert A. Sacks
Robert A. Sacks
Sharon L. Nelles
Darrell S. Cafasso
Ryan J. McCauley
125 Broad Street
New York, New York 10004
(212) 558-4000

Attorneys for JPMorgan Chase & Co.

AXINN, VELTROP & HARKRIDER LLP

By /s/ Donald W. Hawthorne
Magdalena H. Spencer
Donald W. Hawthorne
114 West 47th Street
New York, New York 10036
(212) 728-2200

*Attorneys for Respondents
the DW Funds*

the Institutional Investors

MILLER & WRUBEL P.C.

By /s/ John G. Moon

John G. Moon
Charles R. Jacob III
570 Lexington Avenue
New York, New York 10022
(212) 336-3500

Attorneys for Respondents the Triaxx Entities

WOLLMUTH MAHER & DEUTSCH LLP

By /s/ Michael C. Ledley

David H. Wollmuth
Michael C. Ledley
Jeffrey Coviello
Niraj J. Parekh
500 Fifth Avenue
New York, New York 10110
(212) 382-3300

Attorneys for Respondents Ambac and the QVT Funds

ROLLIN BRASWELL FISHER LLC,
a Professional Company

By /s/ Michael A. Rollin

Michael A. Rollin
Maritza Dominguez Braswell
8350 E. Crescent Parkway, Suite 100
Greenwood Village, CO 80111
(303) 945-7415

Attorneys for Respondent W&L Investments, LLC

KOREIN TILLERY LLC

By /s/ John A. Libra

George A. Zelcs
John A. Libra
205 North Michigan Avenue, Suite 1950
Chicago, Illinois 60601
(312) 641-9760

Attorneys for Respondent the National Credit Union Administration Board, as Liquidating Agent