

At IAS Part __, of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse, 60 Centre Street, New York, New York, on the __ day of October, 2014

P R E S E N T:

Hon. _____
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, and approval of a proposed settlement.

Index No. 652382/2014

ORDER TO SHOW CAUSE

UPON reading and filing the Affirmation of Robert C. Micheletto, dated October 2, 2014 (the “Second Micheletto Affirmation”), the exhibits annexed thereto, and the Amended Petition,¹

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS

1. ORDERED that anyone having an interest in the residential mortgage-backed securitization trusts listed on Exhibit A to the Second Micheletto Affirmation (each an “October 1 Accepting Trust” and collectively, “October 1 Accepting Trusts”) show cause before the Court

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Second Micheletto Affirmation.

at IAS Part 60, to be held at the Courthouse, 60 Centre Street, New York, New York, on the 16th day of December, 2014, at 10:00 a.m. (the “Hearing Date”), or as soon thereafter as counsel may be heard, why an order should not be issued, pursuant to CPLR § 7701, granting judgment in favor of U.S. Bank National Association, Wilmington Trust, National Association, Law Debenture Trust Company of New York, and Wells Fargo Bank, National Association, in their respective capacities as trustees, separate trustees, and/or successor trustees for the October 1 Accepting Trusts (each an “October 1 Accepting Trustee” and collectively, the “October 1 Accepting Trustees”), on the Amended Petition; and it is further

2. ORDERED that the Court reserves the right to adjourn the Hearing Date or any adjournment thereof without further notice of any kind other than oral announcement on the Hearing Date or any adjournment thereof or e-filed order; and the Court reserves the right to approve the October 1 Accepting Trustees’ entry into the Settlement (including with such modification(s) as may be consented to by the parties to the Settlement in accordance with its terms) without further notice of any kind beyond such notice as provided for in this Order to Show Cause; and it is further

3. ORDERED that on August 15, 2014, the Court issued an Interim Decision and Order on Order to Show Cause (the “August 15 Order”) setting forth dates and procedures for the residential mortgage-backed securitization trusts and loan groups within such trusts for which the Settlement was accepted on August 1, 2014 (the “August 1 Accepting Trusts”) and which were the subject of the Petition filed on August 3, 2014, and ordered that the dates and procedures set forth in the August 15 Order shall remain unmodified and shall be fully in effect for the August 1 Accepting Trusts; and it is further

4. ORDERED that, within ten days of the entry of this Order to Show Cause, notice shall be given by each October 1 Accepting Trustee in the following manner (the “Supplemental Notice Program”):

A. by mailing a copy of the notice in the form that is attached as Exhibit B to the Second Micheletto Affirmation (the “Supplemental Notice”), along with the CUSIP List, the Petition, all other papers filed contemporaneously with the Petition, the Amended Petition, all other papers contemporaneously filed with the Amended Petition, the Order to Show Cause, and the August 15 Order, by first class, registered mail to Certificateholders listed on the Certificate Registry for each October 1 Accepting Trust and to each Certificateholder (or its counsel) for an October 1 Accepting Trust that has both communicated with the October 1 Accepting Trustees concerning the Settlement and requested such papers. This mailing shall be made to all Certificateholders listed on the Certificate Registry for each October 1 Accepting Trust, whether or not the relevant October 1 Accepting Trustee accepted the Settlement for all or some loan groups in the October 1 Accepting Trust;

B. by mailing the Supplemental Notice and all other documents set forth in the above paragraph by first class, registered mail to all persons or entities for each October 1 Accepting Trust set forth in ¶ 4(b)-(m) of the Affirmation of Robert C. Micheletto (Aug. 3, 2014);

C. by providing the Supplemental Notice to DTC, which will post the Supplemental Notice to Certificateholders for the October 1 Accepting Trusts in accordance with DTC’s established procedures;

D. by posting as soon as reasonably practicable but no later than 10 days from the date hereof to the website previously created by the October 1 Accepting Trustees, the trustees for the August 1 Accepting Trusts (the “August 1 Accepting Trustees”) and the trustees for

certain other trusts which were the subject of the Settlement, www.rmbstrusteesettlement.com, a copy of the Supplemental Notice, the Petition, all other papers filed contemporaneously with the Petition, the Amended Petition, all other papers contemporaneously filed with the Amended Petition, the Order to Show Cause, and the August 15 Order. All papers subsequently filed in connection with the Article 77 Proceeding will continue to be posted to www.rmbstrusteesettlement.com; and

E. by posting a notice on each October 1 Accepting Trustees' investor reporting website, if such October 1 Accepting Trustee performs investor reporting for an October 1 Accepting Trust, or undertaking efforts to cause relevant third parties who perform investor reporting for October 1 Accepting Trusts to post such a notice, advising investors of the addition of the October 1 Accepting Trusts to the Settlement and the Article 77 Proceeding and referring them to www.rmbstrusteesettlement.com for information about the Settlement and the Article 77 Proceeding.

5. IT IS FURTHER ORDERED that the Supplemental Notice Program is approved, is the best notice practicable, is reasonably calculated to put interested parties on notice of the addition to the Article 77 Proceeding of the October 1 Accepting Trusts, and constitutes due and sufficient notice of the Article 77 Proceeding in satisfaction of federal and state due process requirements and other applicable law; and it is further

6. ORDERED that within 14 days of providing notice in accordance with the Supplemental Notice Program, the October 1 Accepting Trustees shall file with the Court proof of compliance with the Supplemental Notice Program; and it is further

7. ORDERED that any potentially interested person who wishes to be heard in support of or opposition to the Settlement and/or the Amended Petition may appear in person or by an attorney

on the Hearing Date and subject to further order of the Court may present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and nothing submitted by any person shall be considered by the Court in objection to the Settlement unless a written notice of intention to appear along with a statement of such person's objection to any matters before the Court and the grounds therefor, as well as all documents such person desires the Court to consider, shall be filed with the Court and served upon counsel for the August 1 Accepting Trustees and October 1 Accepting Trustees (collectively, the "Accepting Trustees"), on or before November 3, 2014; and it is further

8. ORDERED that any potentially interested person who fails to object in the manner required by this Order to Show Cause shall be deemed to have waived the right to object (including any right of appeal) and shall forever be barred from raising such objection in the Article 77 Proceeding or any other action or proceeding, unless the Court orders otherwise; and it is further

9. ORDERED that on or before December 3, 2014, any papers in response to any such objection, or any submissions in favor of or with respect to the Settlement, shall be filed with the Court and served upon (i) any person who submitted any objection, and (ii) any person who has been granted leave to intervene and entered a formal appearance in the Article 77 Proceeding pursuant to CPLR § 320; and it is further

10. ORDERED that except for good cause shown, no person other than the Accepting Trustees' counsel shall be heard on the Hearing Date unless such person has submitted an objection, or a submission in favor of or with respect to the Settlement, in accordance with the Order to Show Cause; and it is further

11. ORDERED that the Court retains exclusive jurisdiction over the Accepting Trustees, the October 1 Accepting Trusts, the August 1 Accepting Trusts, and all trust beneficiaries (whether past, present or future) for all matters relating to the Settlement and the Article 77 Proceeding; and it is further

12. ORDERED that during the pendency of the Article 77 Proceeding, the Accepting Trustees may seek an instruction from the Court before responding to or taking any action with respect to assertions, allegations, notices, or directions from any trust beneficiary relating to the subject matter of the Article 77 Proceeding; and it is further

13. ORDERED that all papers required or permitted to be served by the Accepting Trustees or any party who is subsequently granted leave to intervene shall be served by filing on the court e-filing system (“NYSCEF”), unless a party or recipient is exempt, and by overnight mail or personal delivery; and it is further

14. ORDERED that any papers served by any objector or other potentially interested person who is not formally granted leave to intervene shall be served by filing on NYSCEF, unless a party or recipient is exempt, and by overnight mail or personal delivery to the Accepting Trustees; and it is further

15. ORDERED that two hard copies of all papers served by any person, with proof of service thereof, shall also be filed with the Clerk of Part 60 by the date on which such papers are required to be filed. (For example, paragraph 7 of this Order to Show Cause requires a written notice of intention to appear to be served and filed by November 3, 2014. Hard copies shall also be filed with the Part 60 Clerk by that date). For any paper for which this Order to Show Cause does not specify a service and filing date, the two hard copies shall be filed with the Part 60 Clerk in advance of the return date and, if possible, at least seven days before the return date.

Except for good cause shown, no request to be heard will be granted unless such hard copies are filed pursuant to this paragraph; and it is further

16. ORDERED that any written notice of intention to appear with statement of the grounds for objection, and any other written motions and papers required or permitted to be filed for any purpose in the Article 77 Proceeding shall be subject to the following requirements. Such papers shall be double-spaced and shall not exceed a total of 15 pages, not including documentary evidence, unless an expansion of the page limits is granted by the Court in advance of the filing of the papers. (For example, a notice of intention to appear, statement of grounds for the objection, and memorandum of law in support shall together not exceed 15 pages); and it is further

17. ORDERED that any request for leave to formally intervene (as opposed to submission of written notice of intention to appear) shall be made by order to show cause, not by separate petition.

ENTER:

J.S.C.