

At IAS Part 60, of the Supreme Court of the State of New York, County of New York, at the Courthouse, 60 Centre Street, New York, New York, on the ____ day of August, 2014.

PRESENT:

HON. MARCY S. FRIEDMAN,
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.

Motion No. 002

Index No. 652382/2014

**PROPOSED ORDER
GRANTING MOTION
TO INTERVENE**

Assigned To: Friedman, J.

Movants, AEGON USA Investment Management, LLC, Bayerische Landesbank, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC (f/k/a ING Investment LLC), Invesco Advisers, Inc., Kore Advisers, L.P., Landesbank Baden-Wuerttemberg, Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Sealink Funding Limited, Teachers Insurance and Annuity Association of America, The Prudential Insurance Company of America, the TCW

Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company (each for themselves and, to the extent applicable, as investment managers of funds and accounts, and collectively, the “Institutional Investors”), having duly moved by their attorneys for an order pursuant to CPLR 401, 1012 and 1013 permitting them to intervene as party co-petitioners in the above-captioned proceeding, directing that they be added as petitioners, directing that the caption of this action be amended accordingly, and granting such other and further relief as may be just, proper, and equitable, and their motion having regularly come to be heard,

NOW, upon reading and filing the Notice of Petition to Intervene dated August 5, 2014, the affirmation of Kenneth E. Warner, Esq. affirmed August 5, 2014 and the supporting affidavit of Kathy D. Patrick, Esq., sworn to August 4, 2014, the Institutional Investors’ Petition to Intervene dated August 5, 2014 and their accompanying Memorandum of Law dated August 5, 2014, and the Petition of the Trustees that commenced this proceeding (paragraph 29 of which states that “[t]he Trustees consent to timely appearances or motions to intervene filed by any investor with current holdings in any of the Accepting Trusts”), and there being no opposition to intervention and after due deliberation having been had thereon, and it appearing that the Institutional Investors have the right to intervene and/or should be permitted to intervene in the above captioned proceeding,

NOW, upon motion of Warner Partners, P.C., attorneys for the proposed intervenors Institutional Investors, it is hereby

ORDERED, that the motion to intervene is granted without opposition and with the consent of the Trustees, and the Institutional Investors are permitted to intervene in the above-captioned proceeding as intervenor petitioners, and it is further

ORDERED, that the Trustees' Petition in the above-captioned proceeding shall be amended by adding the Institutional Investors as intervenor petitioners and the Clerk of the Court is directed to amend the caption of this matter as follows upon service upon the Clerk of a copy of this Order with proof of entry:

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,

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

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Assigned To: Friedman, J.

ENTER,

Marcy S. Friedman, J.S.C.