

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 August, 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.

Index No.

**ORDER TO SHOW CAUSE**

UPON reading and filing the annexed Petition, the Affirmation of Robert C. Micheletto, dated August 4, 2014 (“Micheletto Affirmation”), and the exhibits annexed thereto, and the Trustees’ Memorandum of Law in Support of Their Petition Seeking Judicial Instruction (“Memorandum of Law”),

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, IT IS

ORDERED, that anyone having an interest in the residential mortgage-securitization trusts listed on Exhibit A to the Petition (the “Accepting Trusts”) show cause before this Court at

IAS Part \_\_\_\_\_, to be held at the Courthouse, 60 Centre Street, New York, New York, on the \_\_\_\_\_ day of December, 2014, at \_\_\_\_\_ (“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 the petitioners, as trustees, indenture trustees, separate trustees, and/or successor trustees for the Accepting Trusts (collectively, the “Trustees”), on their Petition; and it is further

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; and the Court reserves the right to approve the Trustees’ entry into the Settlement<sup>1</sup> (including with such modification(s) as may be consented to by the parties to the Settlement Agreement in accordance with its terms) without further notice of any kind beyond such notice as provided for herein; and it is further

ORDERED that notice of the commencement of this special proceeding and of the above hearing shall be given by each Trustee to all Potentially Interested Persons in each Accepting Trust within forty-five (45) days hereof in the following manner (collectively, the “Notice Program”):

(1) by mailing a copy of the notice in the form that is attached to the Micheletto Affirmation as Exhibit A (“Notice”), along with the Petition, the Order to Show Cause, and all other papers filed contemporaneously with the Petition, by first class, registered mail to Certificateholders listed on the Certificate Registry for each Accepting Trust and to each Certificateholder (or its counsel) that has both communicated with the Trustees concerning the Settlement and requested such papers;

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Petition or the Micheletto Affirmation.

(2) by providing the Notice to The Depository Trust Company (“DTC”), which will post the Notice to Certificateholders in accordance with DTC’s established procedures;

(3) by publicizing the Notice in *The Wall Street Journal (Global)*, *Financial Times Worldwide*, *The New York Times*, *The Times (of London)*, *USA Today*, *Investor’s Business Daily*, and *The Economist Worldwide Edition* for at least one business day in each publication;

(4) by publicizing translated versions of the Notice in *Les Echos* (France), *Die Welt* (Germany), *Il Sole 24 Ore* (Italy), *Tages Anzeiger* (Switzerland), *NRC Handelsblad* (Netherlands); *The Nikkei* (Japan); *Straits Times* (Singapore); *New Straits Times* (Malaysia); *China Business News* (China); and *Korea Economic Daily* (South Korea) for at least one business day in each publication;

(5) by issuing the Notice to the following media distribution wire services: *PRNewswire*; *Business Wire*; and *GlobeNewswire*;

(6) by posting to the website previously created by the Trustees, [www.rmbstrusteesettlement.com](http://www.rmbstrusteesettlement.com), a copy of the Notice, the Petition, the Order to Show Cause, and all other papers filed contemporaneously with the Petition, and all papers subsequently filed in connection with this Article 77 proceeding (the “Article 77 Proceeding”);

(7) by posting a notice on each Trustees’ investor reporting website, if such Trustee performs investor reporting for an Accepting Trust, or undertaking efforts to cause relevant third parties who perform investor reporting for Accepting Trusts to post such a notice, advising investors of the Settlement and Article 77 Proceeding and referring them to [www.rmbstrusteesettlement.com](http://www.rmbstrusteesettlement.com) for information about the Settlement and the Article 77 Proceeding; and

(8) by purchasing banner advertisements publicizing the Settlement, with a hyperlink to [www.rmbstrusteesettlement.com](http://www.rmbstrusteesettlement.com), on the following websites: [wsj.com](http://wsj.com), [investors.com](http://investors.com), [ft.com](http://ft.com), [reuters.com](http://reuters.com), [economist.com](http://economist.com), [yahoo.com](http://yahoo.com), [Globalcustody.net](http://Globalcustody.net), [Assetman.net](http://Assetman.net), [FundServices.net](http://FundServices.net), and [IHT.com](http://IHT.com).

IT IS FURTHER ORDERED that the Notice Program is approved, is the best notice practicable, is reasonably calculated to put interested parties on notice of this action, and constitutes due and sufficient notice of this special proceeding in satisfaction of federal and state due process requirements and other applicable law; and it is further

ORDERED that within 14 days of providing notice of this special proceeding in accordance with the Notice Program, the Trustees shall file with the Court proof of compliance with such Notice Program; and it is further

ORDERED that any Potentially Interested Person who wishes to be heard in support of or opposition to the Settlement and/or the Petition may appear in person or by an attorney on the Hearing Date and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no Potentially Interested Person shall be heard and nothing submitted by any Potentially Interested 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 Potentially Interested Person's objection to any matters before the Court and the grounds therefor, as well as all documents such Potentially Interested Person desires the Court to consider, shall be filed with this Court and served upon Petitioners' counsel, by electronic filing, on or before November 3, 2014; and it is further

ORDERED that any Potentially Interested Person who fails to object in the manner described above 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 this or any other action or proceeding, unless the Court orders otherwise; and it is further

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 this Court and served upon (i) any person who submitted any objection, and (ii) any person who has entered an appearance in this matter pursuant to CPLR § 320; and it is further

ORDERED that, except for good cause shown, no person other than Petitioners' 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 this Order to Show Cause; and it is further

ORDERED that, during the pendency of this proceeding, all actions filed after the date of this Order to Show Cause relating to the subject matter of this proceeding shall be assigned or transferred to the Justice before whom this proceeding is pending; and it is further

ORDERED that the Court hereby retains exclusive jurisdiction over the Petitioners, the Accepting Trusts and all trust beneficiaries (whether past, present or future) for all matters relating to the Settlement and this Article 77 Proceeding; and it is further

ORDERED that, during the pendency of this proceeding, the Trustee 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 this proceeding.

ENTER:

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J.S.C.