

SUPREME COURT OF THE STATE OF NEW YORK NEW YORK COUNTY

PRESENT: MARCY S. FRIEDMAN, J.S.C.
Justice

PART 60

Index Number : 652382/2014
U.S. BANK NATIONAL ASSOCIATION
vs.
FOR AN ORDER, PURSUANT
SEQUENCE NUMBER : 001
OTHER RELIEFS

INDEX NO. 652382/14
MOTION DATE _____
MOTION SEQ. NO. 001

The following papers, numbered 1 to _____, were read on this motion to/for _____

Notice of Motion/Order to Show Cause — Affidavits — Exhibits _____ | No(s). _____
Answering Affidavits — Exhibits _____ | No(s). _____
Replying Affidavits _____ | No(s). _____

Upon the foregoing papers, it is ordered that this motion is DECIDED IN ACCORDANCE WITH THE ORDER
OF THIS COURT DATED 8-15-2014.

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE
FOR THE FOLLOWING REASON(S):

Dated: 8-15-2014


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
 DO NOT POST FIDUCIARY APPOINTMENT REFERENCE

At IAS Part 60, 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 15 day of August, 2014

P R E S E N T:

Hon. **MARCY S. FRIEDMAN, J.S.C.**
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*

MOTION SEQUENCE No. 001

Index No. 052382/2014

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

① 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 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. ("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

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 ~~or e-filed order~~ ^{or e-filed order;} Hearing Date or any adjournment thereof; and the Court reserves the right to approve the ^{proposed} ~~Settlement~~ ^(Settlement)¹ Trustees' entry into the ~~Settlement~~ ^{(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}

③ ORDERED that notice of the commencement of this special proceeding and of the above ^{persons identified in ¶ 4 of the Affirmation of. Robt Micheletto dated 8-4-14} hearing shall be given by each Trustee to all ~~Potentially Interested Persons~~ ^{and to such other persons required herein to be given notice;} 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 ^{as Exhibit A} to the Micheletto ^{and modified herein} 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; ^{This mailing shall be made to all Certificateholders listed on the Certificate Registry for each Accepting Trust, whether or not the Trust accepted the Settlement for all or some loan groups in the Trust.}

~~Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Petition or the Micheletto Affirmation.~~

- 1 The Settlement is annexed as Exhibit B to the Petition dated ²⁰¹⁶ 8-4-14.
- 2 The Trustees of the Accepting Trusts are also the Trustees of the Not Accepting Trusts for the securitizations at issue in this proceeding, and are therefore deemed in the latter capacity to have notice of all papers and orders in this proceeding.

(2) by mailing the Notice and all other documents set forth in (1) above by first class, registered mail to all persons or entities set forth in A4(b)-(m) of the Micheletto Affirmation;

(3) by providing the Notice to The Depository Trust Company ("DTC"), which will post the Notice to Certificateholders in accordance with DTC's established procedures;

(4) 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; per week for three consecutive weeks

(5) 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; per week for three consecutive weeks

(6) by issuing the Notice to the following media distribution wire services:

PRNewswire; *Business Wire*; and *GlobeNewswire*; as soon as reasonably practicable but no later than 45 days from the date hereof

(7) by posting to the website previously created by the Trustees, 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") shall be posted to said website;

(8) 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 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, on the following websites: wsj.com, investors.com, ft.com, reuters.com, economist.com, yahoo.com, Globalcustody.net, Assetman.net, FundServices.net, and IHT.com.

(4) 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

(5) 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

(6) ORDERED that any ~~Potentially Interested Person~~ ^{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,~~ ^{subject to further order of the Court may} however, that, except for good cause shown, no ~~Potentially Interested Person~~ ^{person} shall be heard and nothing submitted by any ~~Potentially Interested Person~~ ^{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~~ ^{person's} objection to any matters before the Court and the grounds therefor, as well as all documents such ~~Potentially Interested Person~~ ^{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

(7) ORDERED that any ~~Potentially Interested Person~~ ^{person} who fails to object in the manner ~~described above~~ ^{required herein} 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

8 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 been granted leave to intervene and entered ^{a formal} appearance in this matter pursuant to CPLR § 320; and it is further

9 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

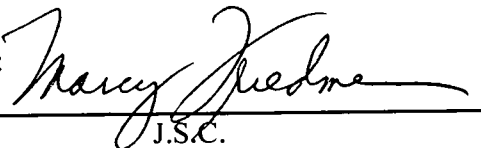
10 ORDERED ^{subject to the order of the Administrative Judge} that, during the pendency of this proceeding, all actions filed after the date of this Order to Show Cause relating to the subject matter of this proceeding shall be assigned or transferred to the Justice before whom this proceeding is pending;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

11 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

12 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.

See insert for 13-18

ENTER:


J.S.C.

MARCY S. FRIEDMAN, J.S.C.

In the Matter of the application of U.S. Bank Natl. Assn. Insert

Index No. 652382/14

It is hereby further

13. ORDERED that the Notice annexed as Exhibit A to the Micheletto Affirmation shall be modified to use the exact language of this Order to Show Cause on all matters addressed by the Order to Show Cause, including but not limited to the persons who may appear; the procedures for appearing, including service, filing, and form of papers; and the Court's retention of jurisdiction; and it is further

14. ORDERED that all papers required or permitted to be served by petitioners 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

15. 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 petitioners; and it is further

16. 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 6 above 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

17. 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 this 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

18. 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. Petitions that have served and filed as of the date hereof will be accepted by the Court.

MJ