

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the Matter of the Application of

THE BANK OF NEW YORK MELLON, in its
Capacity as Trustee or Indenture Trustee of 530
Countrywide Residential Mortgage-Backed
Securitization Trusts,

Petitioner,

For Judicial Instructions under CPLR Article 77
on the Distribution of a Settlement Payment.

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: Index No. 150973/2016
:
: Assigned to: Scarpulla, J.
:
: **NOTICE OF**
: **APPEARANCE ON**
: **BEHALF OF THE**
: **INSTITUTIONAL**
: **INVESTORS**
:
:
: X

PLEASE TAKE NOTICE, that the following respondents – AEGON (including Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio) (“AEGON”), BlackRock Financial Management, Inc. (“BlackRock”), Federal Home Loan Bank of Atlanta (“FHL Bank Atlanta”), Federal National Mortgage Association (“Fannie Mae”), Goldman Sachs Asset Management L.P. (“GSAM”), Invesco Advisers, Inc. (“Invesco”), Kore Advisors, L.P. (“Kore”), Metropolitan Life Insurance Company (“MetLife”), Nationwide Mutual Insurance Company and its affiliate companies (“Nationwide”), Neuberger Berman Europe Limited (“Neuberger”), Pacific Investment Management Company LLC (“PIMCO”), Teachers Insurance and Annuity Association of America (“TIAA”), Thrivent Financial for Lutherans (“Thrivent”), Trust Company of the West and the affiliated companies controlled by The TCW Group, Inc.

(collectively, "TCW"), Voya Investment Management LLC, and Western Asset Management Company ("Western Asset") (collectively, the "Institutional Investors") – hereby appear in the above entitled action, and that the undersigned have been retained as attorneys for said respondents and demand that copies of all papers in this action be served upon the undersigned at the office and post office address stated below.

Dated: New York, New York
February 22, 2016

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
GIBBS & BRUNS LLP
Kathy D. Patrick (subj. to *pro hac vice adm.*)¹
Robert J. Madden (subj. to *pro hac vice adm.*)¹
David Sheeren (subj. to *pro hac vice adm.*)¹
1100 Louisiana, Suite 5300
Houston, Texas 77002
(713) 650-8805

Attorneys for Respondents the Institutional Investors

¹ Ms. Patrick and Messrs. Madden and Sheeren were admitted *pro hac vice* to represent the Institutional Investors, together with the attorney of record, Warner Partners, P.C. (by Kenneth E. Warner, Esq.), per the Hon. Barbara Kapnick in the related Article 77 proceeding brought by the same petitioner herein (The Bank of New York Mellon) regarding the same Settlement Agreement that is the subject of the above entitled proceeding. The related prior Article 77 proceeding is *In the Matter of the Application of The Bank of New York Mellon*, Index. No. 651786/2011. The foregoing admissions *pro hac vice* were Doc. #s 31 and 879 in that proceeding (copies attached). It is respectfully submitted that said admissions are or should be operative in this related case, upon the Court's confirmation thereof.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK-----X
In the matter of the application of

THE BANK OF NEW YORK MELLON, (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), BlackRock Financial Management Inc. (proposed intervenor), Kore Advisors, L.P. (proposed intervenor), Maiden Lane, LLC (proposed intervenor), Maiden Lane II, LLC (proposed intervenor), Maiden Lane III, LLC (proposed intervenor), Metropolitan Life Insurance Company (proposed intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (proposed intervenor), Neuberger Berman Europe Limited (proposed intervenor), Pacific Investment Management Company LLC (proposed intervenor), Goldman Sachs Asset Management, L.P. (proposed intervenor), Teachers Insurance and Annuity Association of America (proposed intervenor), Invesco Advisers, Inc. (proposed intervenor), Thrivent Financial for Lutherans (proposed intervenor), Landesbank Baden-Wuerttemberg (proposed intervenor), LBBW Asset Management (Ireland) plc, Dublin (proposed intervenor), ING Bank fsb (proposed intervenor), ING Capital LLC (proposed intervenor), ING Investment Management LLC (proposed intervenor), New York Life Investment Management LLC (proposed intervenor), Nationwide Mutual Insurance Company and its affiliated companies (proposed intervenor), AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life insurance Company, and Western Reserve Life Assurance Co. of Ohio, Federal Home Loan Bank of Atlanta (proposed intervenor), Bayerische Landesbank (proposed intervenor), Prudential Investment Management, Inc. (proposed intervenor), Western Asset Management Company (proposed intervenor)

Index No. 651786/11

**ORDER ADMITTING
COUNSEL PRO HAC VICE**Assigned to:
Kapnick, J.

Petitioner,

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

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Upon the consent of Petitioner, The Bank of New York Mellon (as Trustee), pursuant to stipulation dated June 29, 2011, the affirmation of Kenneth E. Warner, Esq., attorney for proposed intervenor "Institutional Investors," affirmed to June 29, 2011, the affidavits of Kathy D. Patrick, Robert J. Madden and Scott A. Humphries, Esqs., of Gibbs & Bruns, LLP, Houston,

Texas, national counsel for the Institutional Investors, sworn to June 29, 2011, and the
Certificates of Good Standing, dated June 20, 2011, attached to those affidavits, it is hereby

ORDERED, that pursuant to 22 NYCRR 520.11(a)(1) and 22 NYCRR 602.2(a),

Kathy D. Patrick
Robert J. Madden
Scott A. Humphries

of the firm of

Gibbs & Bruns, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805

are admitted to practice *pro hac vice* as counsel for proposed intervenor Institutional Investors,
together with Warner Partners, P.C., in the above captioned matter.

Dated: June __, 2011

(continued on next page)

ENTER

J.S.C

All pleadings, briefs and other papers filed with the court shall be signed by the attorney of record, who shall be held responsible for such papers and for the conduct of this action; and it is further

ORDERED that pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorneys hereby admitted *pro hac vice* shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Rules of Professional Conduct; and it is further

ORDERED that the attorneys hereby admitted *pro hac vice* shall be subject to the jurisdiction of the courts of the State of New York with respect to any acts occurring during the course of their participation in this matter; and it is further

ORDERED that said counsel shall notify the court immediately of any matter or event in this or any other jurisdiction which affects their standing as a member of the Bar.

This constitutes the order of this Court.

Dated: July 5, 2011



BARBARA R. KAPNICK
J.S.C.
BARBARA R. KAPNICK
J.S.C.

At ^{1st} ~~a~~ Part 39 of the Supreme
Court of the State of New
York, County of New York,
at the Courthouse, 60 Centre
Street, New York, NY on the
^{3rd} day of June, 2013.

Present: **BARBARA R. KAPNICK**

In the matter of the application of

THE BANK OF NEW YORK MELLON, (as Trustee under various Pooling and Servicing Agreements and Indenture Trustee under various Indentures), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Metropolitan Life Insurance Company (intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (intervenor), Neuberger Berman Europe Limited (intervenor), Pacific Investment Management Company LLC (intervenor), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Advisors, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), Nationwide Mutual Insurance Company and its affiliated companies (intervenor), AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio (intervenor), Federal Home Loan Bank of Atlanta (intervenor), Bayerische Landesbank (intervenor), Prudential Investment Management, Inc. (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial instructions and approval of a proposed Settlement.

Index No. 651786-2011

Kapnick, J.

**ORDER ADMITTING
DAVID SHEEREN, ESQ.
PRO HAC VICE**

Upon the consent of the Petitioner, The Bank of New York Mellon (as Trustee), pursuant to stipulation dated May 31, 2013, the affirmation of Kenneth E. Warner, Esq., attorney for co-petitioners, the Institutional Investors (listed individually in the above caption), affirmed May 31, 2013, the affidavit of David Sheeren, Esq., of Gibbs & Bruns, LLP, Houston, Texas, national

counsel for the Institutional Investors, sworn to May 31, 2013, and the Certificate of Good Standing for Mr. Sheeren, dated May 21, 2013, it is hereby

ORDERED, that pursuant to 22 NYCRR 520.11(a)(1) and 22 NYCRR 602.2(a),

David Sheeren, Esq. of the firm of

Gibbs & Bruns, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805

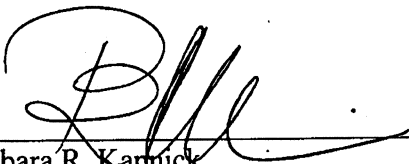
is admitted to practice *pro hac vice* to participate in the representation of co-petitioners, the Institutional Investors, together with Warner Partners, P.C. and other attorneys from Gibbs & Bruns, in the above captioned matter; and it is further

ORDERED that pursuant to Section 520.11 of the Rules of the Court of Appeals and Section 602.2 of the Rules of the Appellate Division, First Department, the attorney hereby admitted *pro hac vice* shall abide by the standards of professional conduct imposed upon members of the New York Bar, including the Rules of the Courts governing the conduct of attorneys and the Rules of Professional Conduct; and it is further

ORDERED that the attorney hereby admitted *pro hac vice* shall be subject to the jurisdiction of the courts of the State of New York with respect to any acts occurring during the course of his participation in this matter; and it is further

ORDERED that said counsel shall notify the court immediately of any matter or event in this or any other jurisdiction which affects their standing as a member of the Bar of the State of Texas.

This constitutes the Order of this Court.



Barbara R. Kapnick
J.S.C.

BARBARA R. KAPNICK
J.S.C.