

At IAS Part 39 of the Supreme Court of the State of New York, County of New York, 60 Centre Street, New York, New York on the 4<sup>th</sup> day of April, 2012.

PRESENT: R  
Hon. Barbara Kapnick, Justice

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), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Landesbank Baden-Wuerttemberg (intervenor), LBBW Asset Management LLC (intervenor), ING 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.

~~NOTION SEQUENCE #~~

024

Index No.

651786/2011

**ORDER TO SHOW  
CAUSE**

UPON reading and filing The Bank of New York Mellon's Memorandum of Law in Support of Its Motion Regarding the Standard of Review and Scope of Discovery ("Memorandum of Law"), the Affirmation of Matthew D. Ingber, dated April 3, 2012, and the exhibit annexed thereto,

*Benlyall*

SUFFICIENT CAUSE THEREFORE ~~APPEARING~~, IT IS

ORDERED, that any party to this proceeding show cause before this Court at IAS Part 39, to be held at the Courthouse, 60 Centre Street, New York, New York, on the 24<sup>th</sup> day of April, 2012 at two o'clock in the afternoon ("Hearing Date"), or as soon thereafter as counsel may be heard, why an Order should not be issued ruling that (i) the standard of review applicable to the decision of The Bank of New York Mellon (the "Trustee") to enter into the Settlement Agreement is whether that decision is within the bounds of the Trustee's reasonable discretion, and (ii) consistent with that standard of review, discovery should be limited to documents, information, and testimony concerning the basis for the Trustee's decision to enter into the

Settlement Agreement; and it is further *ORDERED that service of a copy of, based on this order together with the papers upon which it is based upon all counsel be electronic filing on or before April 15, 2012 be deemed*

*ORDERED that any papers in opposition to this application shall be filed and served on the Court's electronic filing system no later than 4:30pm. on April 13, 2012, with copies to the chambers of Justice Kapnick; and it is further* *bound and tabbed* *by 4:30pm. on that date.*

*ORDERED that any reply papers in further support of this Order shall be filed on the Court's electronic filing system no later than 4:30pm. on April 19, 2012, with copies to the chambers of Justice Kapnick. Clerk in IA Part 39, 60 Centre St. - Rm. 208 by 4:30pm on that date*

DATED ~~New York, New York~~  
~~April 15, 2012~~

ENTER:

*[Signature]*  
J.S.C.  
**BARBARA R. KAPNICK**  
J.S.C.

**ORAL ARGUMENT  
DIRECTED**  
*[Signature]*  
J.S.C.