

May 17, 2019

VIA NYSCEF AND HAND DELIVERY

Justice Marcy S. Friedman
Supreme Court of the State of New York
County of New York
60 Centre Street, Room 663
New York, New York 10007

Re: *In the matter of the application of The Bank of
New York Mellon, in its Capacity as Trustee for
278 Residential Mortgage-Backed Securitization
Trusts, Index No. 150738/2019*

Dear Justice Friedman:

We write on behalf of The Bank of New York Mellon (“BNYM”), in accordance with the Practices and Procedures for Part 60, Rule 10(6).

Pursuant to the Court’s instructions at the May 16, 2019 telephonic conference held in connection with the above-captioned matter, BNYM submits a Proposed Order to Show Cause, attached as Exhibit A.

Respectfully submitted,

/s/ Christopher J. Houpt
Christopher J. Houpt

Enclosure

cc: All Counsel of Record (by NYSCEF)

Mayer Brown LLP
1221 Avenue of the Americas
New York, New York 10022

Main Tel +1 212 506 2500
Main Fax +1 212 262 1910
www.mayerbrown.com

Christopher J. Houpt
Partner
Tel +1 212 506 2380
Fax +1 212 506 5380
choupt@mayerbrown.com

Exhibit A

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 ___ day of May, 2019

PRESENT:

Hon. _____
J.S.C.

_____ :
In the matter of the application of :
THE BANK OF NEW YORK MELLON, in its :
Capacity as Trustee for 278 Residential Mortgage- :
Backed Securitization Trusts, :

Petitioner, :

For Judicial Instructions Under CPLR Article 77 :
Concerning the Proper Pass-Through Rate :
Calculation for CWALT Interest Only Senior :
Certificates. :

Index No. 150738/2019

[PROPOSED] ORDER TO SHOW CAUSE

UPON reading the annexed letter, dated May 14, 2019 (the "Letter"),

SUFFICIENT CAUSE THEREFORE BEING ALLEGED, IT IS

1. ORDERED that within seven (7) days of the entry of the Order to Show Cause, the Petitioner shall cause the notice in the form that is attached as an Exhibit hereto ("Supplemental Notice") to be provided by:

a. electronically submitting the Supplemental Notice to The Depository Trust Company ("DTC"), which will post the Supplemental Notice in accordance with DTC's established procedures; and

b. electronically posting a copy of the Supplemental Notice on the Trustee's investor

reporting website. All papers subsequently filed in this proceeding shall be posted promptly after filing on <http://www.inre278rmbstrusts.com/>, a website created by the Trustee to provide Interested Persons with notice of this proceeding; and

c. publicizing the Supplemental Notice in the online version of the Wall Street Journal for at least one business day per week for two consecutive weeks; and it is further

2. ORDERED that within (7) days of service of the Supplemental Notice of this special proceeding set forth above, Petitioner shall file with the Court proof of such service. The affidavits of service by the various means shall be made on personal knowledge; and it is further

3. ORDERED that any Interested Person who wishes to be heard in support of or in opposition to the Petition may appear by counsel or (subject to the limitations imposed by CPLR 321(a)) in person at the Final Hearing and at any prior appearance and, subject to further order of the Court, may present such evidence or argument as may be proper and relevant; provided, however, that except for good cause shown, no Interested Person shall be heard and nothing submitted by any Interested Person shall be considered by the Court unless such Interested Person files and serves an answer to the Petition, setting forth the Interested Persons notice of intention to appear, along with a statement of such Interested Person's objection or other position as to any matters before the Court, and the grounds therefor, as well as any supporting documents (the "Submission"), on or before June 12, 2019; and it is further

4. ORDERED that all papers required or permitted to be served by Petitioner or any party who appears 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

5. ORDERED that any written notice of intention to appear 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 20

pages, not including documentary evidence, unless an expansion of the page limits is granted by the Court in advance of the filings of the papers. (For example, a notice of intention to appear, a statement of grounds for the appearance, and a memorandum of law in support shall together not exceed 20 pages); and it is further

6. ORDERED that two hard copies of all papers served by any person, with proof of service thereof, shall be provided to the Clerk of Part 60 within two days of the date on which such papers are required to be served. For any paper for which this Order, or a subsequent order does not specify a service date, the two hard copies, with proof of service, shall be provided to the Part 60 Clerk within two days of the date on which such papers are served. Except for good cause shown, if a return date has been set and hard copies have not been filed with the Part 60 Clerk at least two days before the return date, no request to be heard will be granted and it is

7. ORDERED that any Interested Person who fails to appear in the manner described above shall be deemed to have waived the right to support or oppose the Petition (including any right of appeal) and shall forever be barred from raising such support or opposition in this or any other action or proceeding, unless the Court orders otherwise; and it is further

8. ORDERED, that, if any Interested Person appears on or before June 12, 2019, a status conference will be held in Part 60 of this Court (60 Centre Street, Room 248, New York, New York) on _____, to discuss the scheduling of future proceedings herein, including but not limited to responses by Petitioner or Interested Persons to Submissions filed pursuant to ¶ 3 above.

ENTER:

J.S.C.