

AT IAS PART 36 OF THE SUPREME COURT
OF THE STATE OF NEW YORK, COUNTY OF
NEW YORK, AT THE COURTHOUSE,
60 CENTRE STREET, IN THE COUNTY, CITY
AND STATE OF NEW YORK, ON THE 19 DAY
OF Feb, 2013

JUSTICE DORIS LING-COHAN
HON. DORIS LING-COHAN, J.S.C.

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: Index No. 401265/2012
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In the Matter of the Rehabilitation of : Motion Sequence No. 4
FINANCIAL GUARANTY INSURANCE :
COMPANY. : **INTERIM ORDER**
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Upon consideration of the request by Benjamin M. Lawsky, Superintendent of
Financial Services of the State of New York, as court-appointed rehabilitator (the
“**Rehabilitator**”) of Financial Guaranty Insurance Company (“**FGIC**”), for an order
rescheduling the ~~hearing~~ ^{oral argument} (the “**Plan Approval Hearing**”) to consider approval of the First
Amended Plan of Rehabilitation for Financial Guaranty Insurance Company, dated December
12, 2012 (the “**Plan**”);¹

AND (i) The Bank of New York Mellon and The Bank of New York Mellon
Trust Company, N.A., each in its capacity as indenture trustee for certain municipal, corporate
and asset-backed securities transactions (collectively, “**BNY**”); (ii) Deutsche Bank National
Trust Company and Deutsche Bank Trust Company Americas, each in its capacity as trustee for
certain asset-backed securities trusts insured by FGIC (collectively, “**Deutsche Bank**”); (iii) U.S.
Bank National Association and U.S. Bank Trust National Association, each in its capacity as
trustee or similar role for certain RMBS, municipal debt securities, and other affected

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Plan.

transactions (collectively, "**U.S. Bank**"); and (iv) Wells Fargo Bank, N.A., in its capacity as trustee for certain RMBS certificate holders ("**Wells Fargo**" and, together with BNY, Deutsche Bank and U.S. Bank, the "**Trustees**") having filed objections to the Plan (collectively, the "**Trustee Objections**");

AND the Rehabilitator having participated in discussions with the Trustees to resolve the Trustee Objections and having reached an agreement with the Trustees regarding certain proposed amended terms, as reflected in the revisions set forth in a blackline of the Plan that was attached to an email from the Rehabilitator's counsel to the Trustees' counsel on February 14, 2013 at 11:58 p.m. (the "**Plan Revisions**");

AND upon the representations of the Trustees that the Plan Revisions substantially resolve the issues raised in the Trustee Objections and the Trustees presently intend to withdraw the Trustee Objections on April 12, 2013 by 3:00 p.m. following, to the extent necessary or desirable by the Trustees, service of notice of the Plan Revisions through The Depository Trust Company or otherwise;

AND upon the representation of the Rehabilitator that, contemporaneously with the withdrawal of all of the Trustee Objections, the Rehabilitator will file and seek approval at the Plan Approval Hearing of an amended version of Plan incorporating the Plan Revisions;

NOW, on request of the Rehabilitator, the Court hereby ORDERS that:

1. The Plan Approval Hearing is scheduled for April 30, 2013 at 10:00 a.m.;²
2. Within five (5) Business Days after issuance of this Order, the

Rehabilitator shall (i) post a copy of this Order, along with a copy of the Plan Revisions, at www.fgicrehabilitation.com, and (ii) mail, by first class mail, a notice substantially in the form

² The Court previously on the record indicated that the Plan Approval Hearing would be scheduled for April 8, 2013, but pursuant to this Order is rescheduling it for April 30, 2013.

of the notice annexed hereto as **Exhibit 1** to all known Policyholders, except for Policyholders that have requested not to receive notices related to the Rehabilitation Proceeding;

3. Any objection to the Plan Revisions shall be served via email upon gary.holtzer@weil.com and joseph.verdesca@weil.com, attorneys for the Rehabilitator, on or before April 5, 2013 at 3:00 p.m., and shall not be filed with the Court at that time; *provided* that the only new objections that may be asserted are objections to the Plan Revisions, solely to the extent that such revised language modifies the prior language in the Plan, and no new objections to any language which was not revised will be considered;

4. Provided that the Trustees file with this Court notices of withdrawal of each of the Trustee Objections on April 12, 2013, by 3:00 p.m., the Rehabilitator concurrently shall file with this Court (i) an amended version of the Plan incorporating the Plan Revisions and (ii) any and all objections to the Plan Revisions received pursuant to paragraph 3.

5. On or before April 24, 2013 at 3:00 p.m. (the “**Reply Deadline**”) the Rehabilitator shall: (i) file with this Court any reply to any objection so received and serve a copy of any such reply on the objecting party (or its counsel) via email; (ii) file with this Court a revised omnibus response chart summarizing the remaining objections (the “**Amended Omnibus Response Chart**”); and (iii) post notification at www.fgicrehabilitation.com confirming the filing of the Plan incorporating the Plan Revisions;

6. If the Plan Revisions ultimately are not filed with the Court, and Court approval of the Plan Revisions is not sought by the Rehabilitator, then the existence and terms of the Plan Revisions shall remain as settlement discussions protected by the New York CPLR and nothing in the Plan Revisions may be introduced into evidence in the Rehabilitation Proceeding or otherwise used in any way in the Rehabilitation Proceeding;

7. At the Plan Approval Hearing, the Court will consider *only* the remaining issues reflected in the Amended Omnibus Response Chart, which, if the Plan Revisions are filed, will include any objections properly made pursuant to paragraph 3 of this Order (as well as the Rehabilitator's responses thereto); and

8. Service pursuant to paragraph 2 of this Order shall be deemed good and sufficient service.

ENTER

A handwritten signature in black ink, appearing to be 'D. Ling-Cohan', is written over a horizontal line. To the right of the signature, the date '2/19/13' is handwritten.

J. S. C.

JUSTICE DORIS LING-COHAN

Exhibit 1

Notice

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

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: Index No. 401265/2012
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In the Matter of the Rehabilitation of :
FINANCIAL GUARANTY INSURANCE :
COMPANY. :
:
-----X

NOTICE OF PLAN APPROVAL HEARING

BENJAMIN M. LAWSKY, the Superintendent of Financial Services of the State of New York, as the court-appointed rehabilitator (the “**Rehabilitator**”) of Financial Guaranty Insurance Company (“**FGIC**”), hereby gives you notice that the Honorable Doris Ling-Cohan of the Supreme Court of the State of New York, County of New York, signed an order dated February 15, 2013 (the “**Scheduling Order**”), scheduling a hearing (the “**Plan Approval Hearing**”) at IAS Part 36, Room 428 at the Courthouse located at 60 Centre Street, New York, New York on the 30th day of April, 2013 at 10:00 a.m. to consider approval of the First Amended Plan of Rehabilitation for Financial Guaranty Insurance Company, dated December 12, 2012, together with all exhibits and the Plan Supplement¹ thereto (as may be revised, the “**Plan**”).

Please take further notice that:

1. Copies of the Scheduling Order and the Plan are available at www.fgicrehabilitation.com;
2. The Rehabilitator also has posted at www.fgicrehabilitation.com proposed revisions to the Plan resolving certain trustees’ objections, which revisions are set forth in a blackline compared to the previously filed version of the Plan (the “**Plan Revisions**”);
3. The Plan Revisions will only be considered at the Plan Approval Hearing if the Rehabilitator files the Plan Revisions with the Court;
4. Any Person wishing to object to the Plan Revisions must comply with the deadlines and procedures set forth in the Scheduling Order, which provides that the only new objections that may be asserted are objections to the Plan Revisions, solely to the extent that such revised language modifies the prior language in the Plan, and no new objections to any language which was not revised will be considered; and
5. All requests for further information or questions should be directed to (877) 308-0011 or FGICrehab@gcgin.com.

BENJAMIN M. LAWSKY
Superintendent of Financial Services of
the State of New York, as Rehabilitator
of Financial Guaranty Insurance
Company

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Plan.