

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

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APR 12 2013

PART 36

NYS SUPREME COURT - CIVIL

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In the Matter of the Rehabilitation of
FINANCIAL GUARANTY INSURANCE
COMPANY.

Index No. 401265/2012

I.A.S. Part 36

Justice Doris Ling-Cohan

Motion Sequence 004
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**NOTICE OF WITHDRAWAL OF AMENDED OBJECTION TO THE FIRST
AMENDED PROPOSED PLAN OF REHABILITATION OF WELLS FARGO
BANK, N.A., IN ITS CAPACITY AS TRUSTEE FOR CERTAIN RMBS
CERTIFICATEHOLDERS AND ON BEHALF OF THE CERTIFICATEHOLDERS
AND NOTEHOLDERS FOR SUCH TRUSTS AND TRANSACTIONS**

Wells Fargo Bank, N.A. ("Wells Fargo"), in its capacity as Trustee for certain residential mortgage-backed securities ("RMBS"), and in such other capacities as obligate Wells Fargo to submit policy claims to Financial Guaranty Insurance Company or FGIC Credit Products, LLC (together, "FGIC"), receive policy claim payments from FGIC and otherwise perform administrative functions under any policies issued by and/or insurance agreements entered into with FGIC or under any other documents related to such policies and insurance agreements, and in either case on behalf of the RMBS trusts' securities holders, by and through its undersigned attorneys, respectfully states:

1. On September 27, 2012, the Superintendent of Financial Services of the State of New York, as Rehabilitator of FGIC (in such capacity, the "Rehabilitator") filed a proposed Plan of Rehabilitation for FGIC (the "Original Proposed Plan") as well as certain related documents.

2. On November 19, 2012, Wells Fargo filed an initial objection to the Original Proposed Plan (the "Initial Objection"). Certain other parties, including the other Trustees (as defined in the Interim Order (as hereinafter defined)), also filed objections to the Original Proposed Plan.

3. On December 12, 2012, the Rehabilitator filed the First Amended Plan of Rehabilitation for FGIC (the "Amended Proposed Plan"), which contained amendments to the Original Proposed Plan that addressed some of the issues raised by Wells Fargo, as well as those raised by other objecting parties.

4. On January 22, 2013, Wells Fargo filed an objection to the Amended Proposed Plan (the "Amended Objection"), which superseded its Initial Objection. Certain other parties, including the other Trustees, also filed objections to the Amended Proposed Plan (the "Trustee Objections", as defined in the Interim Order).

5. Subsequently, as recited in the Interim Order dated February 19, 2013 (the "Interim Order"¹), the Trustees participated in discussions with the Rehabilitator to resolve the Trustee Objections and reached agreements regarding certain proposed amended terms, as reflected in the revisions set forth in a mark-up of Amended Proposed Plan, which was posted on the official website for the Article 74 Rehabilitation Proceeding for FGIC, located at <http://www.fgicrehabilitation.com> (the "Plan Revisions").

6. The Interim Order reflects: (a) the representation of the Trustees that the Plan Revisions, if incorporated in the plan of rehabilitation approved by the Court, would substantially resolve the issues raised in the Trustee Objections; (b) the representation of the

¹ Capitalized terms used without definition herein have the meaning ascribed to them in the Interim Order.

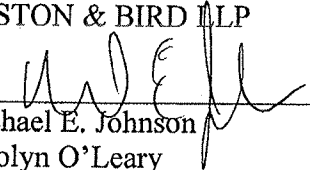
Trustees that they intended to withdraw the Trustee Objections on April 12, 2013, subject to certain conditions, and (c) the Rehabilitator's representation that, contemporaneous with the withdrawal of the Trustee Objections, the Rehabilitator would file an amended version of Amended Proposed Plan, incorporating the Plan Revisions, and seek approval of the same at the Plan Approval Hearing scheduled for April 30, 2013.

7. The Rehabilitator's counsel circulated certain further proposed amended terms, as reflected in revisions set forth in the hand-marked changes to certain sections of the Plan Revisions that were attached to an email from the Rehabilitator's counsel to the Trustees' counsel on April 8, 2013, at 8:19 p.m. (the "Further Plan Revisions").

WHEREFORE, in reliance upon the representations in the Interim Order and the further representations of the Rehabilitator's counsel that, contemporaneously with the withdrawal of the Trustee Objections, the Rehabilitator will file the Amended Proposed Plan, incorporating the Plan Revisions and the Further Plan Revisions, and will seek approval of the same at the Plan Approval Hearing, Wells Fargo hereby withdraws its Amended Objection.

Dated: New York, New York
April 12, 2013

ALSTON & BIRD LLP



Michael E. Johnson
Carolyn O'Leary
90 Park Avenue
New York, New York 10016-1387
Tel. 212-210-9400

*Attorneys for Wells Fargo Bank, N.A., as
Trustee*

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

In the Matter of the Rehabilitation of FINANCIAL
GUERANTY INSURANCE COMPANY.

Index No. 401265/2012

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

Amanda Factor, being duly sworn, hereby deposes and says:

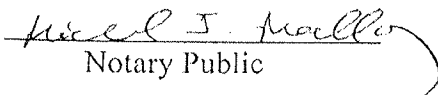
1. I am over 18 years of age and am not a party to the above-captioned proceedings. I am employed by Alston & Bird, LLP, having offices at 90 Park Avenue, New York, New York 10016.

2. On the 12th of April, 2013, I served a true and correct copy of the NOTICE OF WITHDRAWAL OF AMENDED OBJECTION TO THE FIRST AMENDED PROPOSED PLAN OF REHABILITATION OF WELLS FARGO BANK, N.A., IN ITS CAPACITY AS TRUSTEE FOR CERTAIN RMBS CERTIFICATEHOLDERS AND ON BEHALF OF THE CERTIFICATEHOLDERS AND NOTEHOLDERS FOR SUCH TRUSTS AND TRANSACTIONS upon the following parties:

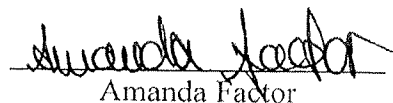
Gary T. Holtzer (gary.holtzer@weil.com)
Joseph T. Verdesca (joseph.verdesca@weil.com)
Victoria Vron (victoria.vron@weil.com)
Kelly DiBlasi (kelly.dibiasi@weil.com)
Weil, Gotshal & Manges LLP
767 5th Avenue
New York, NY 10153

by Electronic Mail at 11:11 a.m. E.S.T.

Sworn to before me this
12th day of April, 2013


Notary Public

MICHAEL J. MALLOY
NOTARY PUBLIC, State of New York
No. 41-4914497
Qualified in New York County
Commission Expires June 2, 2014


Amanda Factor

Factor, Amanda

From: Factor, Amanda
Sent: Friday, April 12, 2013 11:11 AM
To: gary.holtzer@weil.com; joseph.verdesca@weil.com; Victoria.vron@weil.com; kelly.dibiasi@weil.com
Cc: Cambria, John; O'Leary, Carolyn
Subject: In the matter of FGIC, Index No. 401265/2012 (N.Y. Sup. Ct. N.Y. County)

Counsel:

Please see that attached.



2013-04-12 Notice
of Withdrawa...

Thank you,
Amanda

Amanda Factor
Paralegal, Litigation and Trial Practice
ALSTON & BIRD LLP
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amanda.factor@alston.com | www.alston.com