



1 The petition of Deutsche Bank National Trust Company, solely as trustee for the Trusts  
2 listed on Exhibits 1-A and 1-B of the Petition (the "Trustee" and the "Trusts"), for instructions  
3 regarding the internal affairs of the Trusts (the "Petition"), came on for hearing on June 16, 2017,  
4 at 9:00 a.m., in Department CX-102 of the Orange County Superior Court, Civil Complex  
5 Division. Capitalized terms not defined in this order shall have the meanings given to them in the  
6 Petition.

7 After full consideration of the Petition, and any and all submissions and oral argument  
8 presented in connection therewith, and good cause appearing, **IT IS HEREBY ORDERED,**  
9 **ADJUDGED AND DECREED** that, the Trustee's Petition is **GRANTED**;

10 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that:

- 11 1. The Trustee acted reasonably and in good faith within the bounds of its discretion in  
12 entering into the Settlement;
- 13 2. Holders of securities issued under the Governing Agreements ("Certificateholders")  
14 received legally sufficient notice of this proceeding and an opportunity to object;
- 15 3. All Certificateholders shall be barred from asserting claims against the Trustee based  
16 upon its prosecution of the litigation commenced by the Trustee in the United States  
17 District Court for the District of Columbia titled *Deutsche Bank National Trust*  
18 *Company v. FDIC, et al.*, No. 09-cv-1656 (RMC) (the "Action") and its negotiation of,  
19 and entry into, the settlement of the Action ("Settlement"); and
- 20 4. The Settlement and each of the documents pursuant to which it was effectuated – the  
21 Settlement Agreement and the Trustee-JPMorgan Agreement – is binding on the  
22 Trusts.

23 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the Trustee's  
24 reasonable expenses (including, without limitation, attorney's fees and disbursements) incurred in  
25 connection with the preparation and bringing of this trust instructional proceeding be reimbursed  
26 to the Trustee as reasonable expenses and disbursements of its counsel pursuant to the Governing  
27 Documents.

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**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the Court retains jurisdiction over this matter for the purposes of rendering such additional instructions as are necessary and/or appropriate in the administration of the Trusts.

**IT IS SO ORDERED.**

Dated: 6-30-17

William D. Claster  
The Honorable William Claster  
Judge of Superior Court