

STATE OF WISCONSIN

CIRCUIT COURT

DANE COUNTY

In the Matter of the Rehabilitation of:

Case No.: 10-CV-1576

Segregated Account of Ambac Assurance Corporation

**NOTICE OF MOTION AND MOTION BY BANK OF AMERICA, N.A., SOLELY
IN ITS CAPACITY AS TRUSTEE FOR CERTAIN RMBS TRUSTS AND ON
BEHALF OF THOSE TRUSTS' CERTIFICATEHOLDERS, TO MODIFY
ORDER FOR TEMPORARY INJUNCTIVE RELIEF**

TO:

*Sean Dilweg, Commission of
Insurance of the State of Wisconsin*

David G. Walsh, Esq.
Michael B. Van Sicklen, Esq.
Matthew R. Lynch, Esq.
Foley & Lardner LLP
150 East Gilman Street
Madison, WI 53701
dwalsh@foley.com

Ambac Assurance Corporation

William G. Primps
Emily L. Saffitz
Allison H. Weiss
Peter A. Ivanick
Lynn Roberts
Dewey & Leboeuf LLP
1301 Avenue of the Americas
New York, NY 10019
wprimps@dl.com

Ambac Assurance Corporation

Daniel W. Stolper
Stafford Rosenbaum LLP
222 W. Washington Ave., Suite 900
P.O. Box 1784
Madison, WI 53701-1784
dstolper@staffordlaw.com

*Wells Fargo Bank, National
Association, in its Capacity
(Trustee of the Bondholders)*

Stephen L. Morgan, Esq.
Brittany S. Ogden, Esq.
Murphy Desmond S.C.
33 East Main Street, Suite 500
Madison, WI 53703
smorgan@murphydesmond.com

and

*Aurelius Capital Management, LP
Fir Tree, Inc. King Street Capital, L.P.
King Street Capital Master Fund, Ltd.
Monarch Alternative Capital LP
Stonehill Capital Management LLC(RMBS
Policyholders)*

R. Timothy Muth, Esq.
Bryan K. Nowicki, Esq.
Jessica Hutson Polakowski, Esq.
Reinhart Boerner Van Deuren s.c.
22 East Mifflin Street, Suite 600
Madison, WI 53703
tmuth@reinhartlaw.com

and

David M. Greenwald
John B. Simon
Michael T. Brody
Erinn L. Wehrman
Jenner & Block, LLP
353 N. Clark Street
Chicago, IL 60654
dgreenwald@jenner.com
jsimon@jenner.com
mbrody@jenner.com
ewehrman@jenner.com

and

Patrick J. Trostle
Miark Lightner
Jenner & Block LLOP
919 Third Avenue, 37th Floor
New York, NY 10022
ptrostle@jenner.com
mlightner@jenner.com

Steven T. Whitmer
Kevin A. Wisniewski
Locke Lord Bisswel & Liddell LLP
111 South Wacker Drive
Chicago, IL 60606
swhitmer@lockelord.com
kwisniewski@lockelord.com

Depfa Bank plc

Michael C. Weed
Thomas J. Welsh
Andrew K. Davidson
Orrick, Herrington & Sutcliffe LLC
400 Capitol Mall, Suite 3000
Sacramento, CA 95814-4497
mweed@orrick.com
tomwelsh@orrick.com
adavidson@orrick.com

and

Seth E. Dizard
Grant C. Killoran
Gregory J. Lyons
O'Neil, Cannon, Hollman, DeJong
& Laing S.C.
111 East Wisconsin Avenue, Suite 1400
Milwaukee, WI 53202
seth.dizard@wilaw.com
grant.killoran@wilaw.com
gregory.lyons@wilaw.com

Bank of New York Mellon

Laura E. Callen
Solheim Billing & Grimmer, S.C.
P.O. Box 1644
Madison, WI 53701-1644
lcallean@sbglaw.com

and

Dale C. Christensen, Jr.
Thomas Ross Hooper
Seward & Kissel LLP
One Battery Park Plaza
New York, NY 10004
Christensen@sewkis.com
hooper@sewkis.com

*Deutsche Bank National Trust Company,
As Trustee, and Deutsche Bank Trust
Company Americas, As Trustee Americas,
Solely in its capacity as Trustee*

Paul E. Benson
Paul A. Lucey, Esq. SBN 1009833
Nathan L. Moenck, Esq. SBN 1066208
Michael Best & Friedrich LLP
100 E. Wisconsin Avenue, Suite 3300
Milwaukee, WI 53202
PEBenson@michaelbest.com

and

*Eaton Vance Management, Nuveen Asset
Management, Restoration Capital
Management, LLC, and Stone Lion
Capital Partners (LVM Bondholders)*

c/o Noreen J. Parrett, Esq.
Parrett & O'Connell, LLP
10 East Doty Street, Suite 621
Madison, WI 53703
nparrett@parrettoconnel.com

and

Philip Bentley
Amy Caton
Susan Jacquemot
Kramer Levin Naftalis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036
Pbently@kramerlevin.com
acaton@kramerlevin.com
sjacquemot@kramerlevin.com

HSBC Bank USA National Association

Randall D. Crocker
Susen E. Lovern
Christopher J. Stroebel
von Briesen & Roper s.c.
411 East Wisconsin Avenue, Suite 700
Milwaukee, WI 53202
rcrocker@vonbriesen.com
slovern@vonbriesen.com
cstroebel@vonbriesen.com

and

John M. Rosenthal
Kristine Baily
Morgan, Lewis & Bockius LLP
One Market St., Spear Street Tower
San Francisco, CA 94105
jrosenthal@morganlewis.com
kbailey@morganlewis.com

and

Leah M. Houghton
Morgan, Lewis, & Bockius LLP
225 Franklin Street, 16th Floor
Boston, MA 02110-4104
lhoughton@morganlewis.com

Federal Home Loan Mortgage

David I. Cisar, Esq.
Robert A. Zeavin, Esq.
Susan E. Lovern, Esq.
Craig S. Bloomgarden, Esq.
von Briesen & Roper, s.c.
411 E. Wisconsin Avenue
Milwaukee, WI 53202
rzeavin@manatt.com
dcisar@vonbriesen.com

and

Christopher J. Stroebel
Von Briesen & Roper c.c.
Three South Pinkney St., Suite 1000
Madison, WI 53703
cstroebel@vonbriesen.com

and

Pieter Van Tol
Hogan Lovells US LLP
975 Third Avenue
New York, NY 10022
Pieter.vantol@hoganlovells.com
The Bank Insureds

James A. Friedman
Brady Williamson
Anthony G. Gaughan
Godfrey & Kahn, S.C.
P.O. Box 2719
Madison, WI 53701-2719
jfriedman@gklaw.com
bwilliamson@gklaw.com
agaughan@gklaw.com

and

Michael P. Carroll
Donald St. Bernstein
Avi Gesser
Davis Polk & Wardwell LLP
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Donald.bernstein@davispolk.com
Michael.carroll@davispolk.com
Avi.gesser@davispolk.com

Craig S. Bloomgarden
Manatt, Phelps & Phillips, LLP
11355 West Olympic Boulevard
Los Angeles, CA 90064
cbloomgarden@manatt.com

and

Marcia D. Alazraki
Manatt, Phelps & Phillips, LLP
7 Times Square
New York, NY 10036
malazraki@manatt.com

PLEASE TAKE NOTICE that Bank of America, N.A., solely in its capacity as Trustee for certain residential mortgage-backed securities (“RMBS”) trusts (the “Trusts”) and on behalf of the Trusts' holders (“Holders”) of residential mortgage-backed securities (the “Bank of America RMBS Trustee”), by and through its attorney, Jane C. Schlicht, at a time and place to be set by the Court, will and hereby do move this Court for an Order as follows:

1. Modifying paragraphs 6 and 9.B.2(iv) of the Court’s Order for Temporary Injunctive Relief, dated March 24, 2010 (the “Order”), to permit Holders to direct RMBS trustees, and to permit RMBS trustees to accept such directions and refuse any directions delivered by the Commissioner of Insurance of the State of Wisconsin in his capacity as Rehabilitator of the Segregated Account (the “Commissioner”), where the relevant governing documents provide that direction or control rights have shifted from Ambac to Holders; or
2. In the alternative, modifying Paragraph 9.B.2(iv) of the Order to require that the Commissioner be required to provide an indemnity payable from Ambac’s General Account as a prerequisite to his exercise of direction or control rights.

The grounds for the foregoing requested relief are set forth in the accompanying Affidavit of Ellayne R. Famatid and Memorandum of Law. The Bank of America RMBS Trustee expressly reserves its right to seek further relief related to the Segregated Account, the Order and/or the anticipated plan of rehabilitation for the Segregated Account. Nothing herein shall be deemed a waiver of such right.

Dated this 22nd day of June, 2010.



Jane C. Schlicht
S.B.W. #1000012

*Attorney for Bank of America, N.A.,
in its Capacity as Trustee for Certain RMBS
Certificateholders*

P.O. ADDRESS

COOK & FRANKE, S.C.
660 East Mason Street
Milwaukee, WI 53202
(414) 271-5900
(414) 271-2002 (Facsimile)

Of counsel:

Michael E. Johnson
William B. Macurda
Brian C. Cox
Cele Ogawa
Alston & Bird LLP
90 Park Avenue
New York, NY 10016
(212) 210-9400