



COOK & FRANKE S.C.

ATTORNEYS AT LAW

Jane C. Schlicht
Direct: (414) 227-1291
Email: schlicht@cf-law.com

 MERITAS LAW FIRMS WORLDWIDE

Please reply to Milwaukee office

November 8, 2010

VIA HAND DELIVERY

Mr. Carlo Esqueda
Dane County Circuit Court
215 South Hamilton Street
Madison, WI 53703

RE: *In the Matter of the Rehabilitation of Segregated Account of
Ambac Assurance Corporation*
Case No. 10-CV-1576
Our File No. 10034-0001

Dear Mr. Esqueda:

Enclosed for filing please find the original and one copy of the following documents on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities:

1. Notice of Appearance on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;
2. Notice of Motion and Motion to Admit Michael E. Johnson *Pro Hac Vice* on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;
3. Affidavit of Jane C. Schlicht in Support of Motion for Admission of Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;

4. Order to Admit Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;
5. Objection of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities, to Plan of Rehabilitation.
6. Certificate of Service.

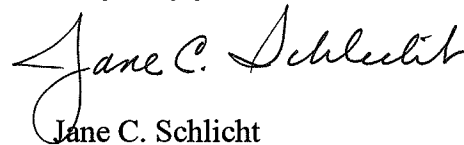
I would appreciate it if you would file the originals and return the extra file-stamped copies in the enclosed postage paid envelope.

By copy of this letter counsel of record are being served with a copy of these pleadings as reflected on the enclosed Certificate of Service.

A copy of those documents relating to the Motion for *Pro Hac Vice* Admission are also being sent via U.S. Mail to Judge William D. Johnston.

Thank you for your assistance.

Very truly yours,


Jane C. Schlicht

Enclosures


cc: Service List (via email)
Honorable Judge William D. Johnston (w/encl.)
Michael E. Johnson (via email w/encl.)
Cele Ogawa (via email w/encl.)
Drew Peterson (via email w/encl.)



COOK & FRANKE S.C.

ATTORNEYS AT LAW

Jane C. Schlicht
Direct: (414) 227-1291
Email: schlicht@cf-law.com

 MERITAS LAW FIRMS WORLDWIDE

Please reply to Milwaukee office

November 8, 2010

Honorable Judge William Johnston
Lafayette County Courthouse
626 Main Street
P.O. Box 40
Darlington, WI 53530

RE: *In the Matter of the Rehabilitation of Segregated Account of
Ambac Assurance Corporation*
Case No. 10-CV-1576
Our File No. 10034-0001

Dear Judge Johnston:

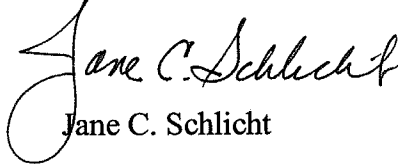
This firm and the undersigned represents Wilmington Trust Company and Wilmington Trust FSB, solely in their capacity as Trustee in connection with securities issued by certain entities and securitization trusts and on behalf of the holders of such securities.

Enclosed are courtesy copies of the following documents, which were filed with Carlo Esqueda, Clerk of Courts, today:

1. Notice of Appearance on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;
2. Notice of Motion and Motion to Admit Michael E. Johnson *Pro Hac Vice* on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities;

3. Affidavit of Jane C. Schlicht in Support of Motion for Admission of Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities.
4. Order to Admit Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities; and
5. Certificate of Service.

Very truly yours,


Jane C. Schlicht

Enclosures

cc: Service List (via email)

bcc: Michael E. Johnson (via email w/encl.)
Cele Ogawa (via email w/encl.)
Drew Peterson (via email w/encl.)

432774.696

In the Matter of the Rehabilitation of:

Case No. 10-CV-1576

Segregated Account of Ambac Assurance Corporation

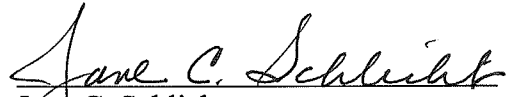
**NOTICE OF APPEARANCE ON BEHALF OF
WILMINGTON TRUST COMPANY AND WILMINGTON
TRUST FSB, SOLELY IN THEIR CAPACITY AS TRUSTEE IN
CONNECTION WITH SECURITIES ISSUED BY CERTAIN ENTITIES
AND SECURITIZATION TRUSTS AND ON BEHALF OF THE HOLDERS OF
SUCH SECURITIES**

PLEASE TAKE NOTICE that the following counsel enters an appearance as counsel for Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities.

Jane C. Schlicht, Esq.
Cook & Franke, S.C.
S.B.W. 1000012
660 East Mason Street
Milwaukee, WI 53202
414-271-5900
414-271-2002 (facsimile)
schlicht@cf-law.com

Dated this 8th day of November, 2010.

COOK & FRANKE, S.C.


Jane C. Schlicht
S.B.W. #1000012
schlicht@cf-law.com

*Attorneys for Wilmington Trust
Company and Wilmington Trust
FSB, Solely in Their Capacity as
Trustee in Connection with
Securities Issued by Certain Entities
and Securitization Trusts and on
Behalf of the Holders of Such
Securities.*

P.O. ADDRESS

660 East Mason Street
Milwaukee, WI 53202
(414) 271-5900
(414) 271-2002 (Facsimile)

In the Matter of the Rehabilitation of:

Case No. 10-CV-1576

Segregated Account of Ambac Assurance Corporation

**NOTICE OF MOTION AND MOTION TO ADMIT
MICHAEL E. JOHNSON *PRO HAC VICE*
ON BEHALF OF WILMINGTON TRUST COMPANY AND WILMINGTON
TRUST FSB, SOLELY IN THEIR CAPACITY AS TRUSTEE IN
CONNECTION WITH SECURITIES ISSUED BY CERTAIN ENTITIES
AND SECURITIZATION TRUSTS AND ON BEHALF OF THE HOLDERS OF
SUCH SECURITIES**

TO:

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

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

*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

*Sean Dilweg, Commission of Insurance of
the State of Wisconsin*
Kevin G. Fitzgerald, Esq.
Andrew A. Oberdeck, Esq.
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202
kfitzgerald@foley.com

*Wells Fargo Bank, National
Association, in its Capacity as
Trustee of the Bondholders*
Stephen L. Morgan, Esq.

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

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

and

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

PNC Bank

John Franke, Esq.
Gass Weber Mullins LLC
309 N. Water Street, Suite 700
Milwaukee, WI 53202
franke@gasswebermullins.com

Depfa Bank PLC

Michael C. Weed, Esq.
Thomas J. Welsh, Esq.
Andrew K. Davidson, Esq.
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, Esq.
Grant C. Killoran, Esq.
Gregory J. Lyonsm Esq.
O'Neill, Cannon, Hallman, DeJong &
Laing S.C.
111 East Wisconsin Avenue, Suite 1400
Milwaukee, WI 53202

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

and

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

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

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

bnowicki@reinhartlaw.com

and

David M. Greenwald, Esq.
John B. Simon, Esq.
Michael T. Brody, Esq.
Erinn L. Warman, Esq.

Seth.dizard@wilaw.com
Grant.killoran.wilaw.com
Gregory.lyons@wilaw.com

One State Street LLC
Anne M. Bensky, Esq.
Kathleen G. McNeil, Esq.
Garvey McNeil & Associates, S.C.
One Odana Court
Madison, WI 53719
andie@gmmattorneys.com

*Counsel for ALL Student Loan and Lyods
TSB Bank plc*
Lawrence Bensky, Esq.
Law Office of Lawrence Bensky, LLC
10 East Doty Street, Suite 800
Madison, WI 53703
lbensky@benskiylaw.com

and

James C. Owen Esq.
McCarthy, Leonard & Kaemmerer, L.C.
400 S. Woods Mill Road
Chesterfield, MO 63017
jowen@mlklaw.com

The Bank of New York Mellon
Dale C. Christensen, Jr., Esq.
Thomas Ross Hooper, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, NY 10004
christensen@sewkis.com

and

Laura E. Callan, Esq.
Thomas P. Solheim, Esq.

Jenner & Block, LLP
353 North Clark Street
Chicago, IL 60654
dgreenwald@jenner.com
jsimon@jenner.com
mbrody@jenner.com

and

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

*Deutsche Bank National Trust Company,
As Trustee, and Deutsche Bank Trust
Company Americas, As Trustee, and U.S.
Bank National Association, as Trustee*
Paul E. Benson, Esq. SBN 1001457
Paul A. Lucey, Esq. SBN 1009833
Nathan L. Moenck, Esq. SBN 1066208
Michael Best & Friedrich LLP
100 E. Wisconsin Avenue, Suite 3300
Milwaukee, WI 53202-4108
pebenson@MichaelBest.com

and

John M. Rosenthal, Esq.
Kristine Bailey, Esq.
Morgan, Lewis & Bockius LLP
One Market Street, Spear Street Tower
Francisco, CA 94105
jrosenthal@morganlewis.com

and

John C. Goodchild, III, *Pro Hac Vice
Pending*
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103

Solheim Billing & Grimmer, S.c.
One South Pinckney Street, Suite 301
P.O. Box 1644
Madison, WI 53701-1644
lcallan@sbgllaw.com

jgoodchild@morganlewis.com

The Bank Insureds
James A. Friedman, Esq.
Brady Williamson, Esq.
Anthony G. Gaughan, Esq.
Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53701
jfriedman@gklaw.com

Federal Home Loan Mortgage Corporation
David I. Cisar, Esq.
Susan E. Lovern, Esq.
Christopher J. Stroebel, Esq.
von Briesen & Roper, s.c.
411 E. Wisconsin Avenue
Milwaukee, WI 53202
dcisar@vonbriesen.com

and

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

and

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

and

Robert A. Zeavin, Esq.
Craig S. Bloomgarden, Esq.
Mannatt, Phelps & Phillips
11355 W. Olympic Boulevard
Los Angeles, CA 90064
rzeavin@manatt.com

*Assured Guaranty Corporation and
Goldman Sachs & Co., Inc.*
James E. Bartzen, Esq.
Boardman Law Firm
1 South Pinckney Street, 4th Floor
Madison, WI 53701-0927
jbartzen@boardmanlawfirm.com

HSBC Bank USA, National Association
Randall D. Crocker, Esq. SBN 1000251
von Briesen & Roper, s.c.
411 E. Wisconsin Avenue, Suite 700
Milwaukee, WI 53202
rcrocker@vonbriesen.com
and

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

and

C. N. Franklin Reddick, III
Akin Gump Strauss Hauer & Feld
2029 Century Park East, Suite 2400
Los Angeles, CA 90067-3010
freddick@akingump.com

NOTICE

PLEASE TAKE NOTICE that Jane C. Schlicht of Cook & Franke, S.C., counsel for Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities, will move the Court at a time and place set by the Court for an Order permitting Michael E. Johnson (“Applicant”) of Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 to appear in this action *Pro Hac Vice* on behalf of these entities.

MOTION

Jane C. Schlicht of Cook & Franke, S.C., counsel for Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the

Holders of Such Securities, hereby moves the Court for an Order permitting the Applicant to appear in this action *Pro Hac Vice* on behalf of these entities.

This Motion is brought pursuant to Wisconsin Supreme Court Rule 10.03(4) and supported by the accompanying Application for *Pro Hac Vice* signed under oath by Michael E. Johnson, and the attached Affidavit of Jane C. Schlicht.

Attached is a true and correct copy of the July 12, 2010 filing letter with the Office of Lawyer Regulation, the *Pro Hac Vice* Application for the Applicant and a proof of payment of \$50.00 that was sent to the Office of Lawyer Regulation as required by Wisconsin Supreme Court Rule 10.03(4).

Dated this 8th day of November, 2010.



Jane C. Schlicht
S.B.W. #1000012
COOK & FRANKE, S.C.
660 East Mason Street
Milwaukee, WI 53202
schlicht@cf-law.com
(414) 271-5900
(414) 271-2002 (Facsimile)

*Attorney for Wilmington Trust Company and
Wilmington Trust FSB, Solely in Their
Capacity as Trustee in Connection with
Securities Issued by Certain Entities and
Securitization Trusts and on Behalf of the
Holders of Such Securities*

STATE OF WISCONSIN, CIRCUIT COURT, DANE

COUNTY

For Official Use

Case Caption:
In the Matter of the Rehabilitation of:
Segregated Account of Ambac Assurance
Corporation

Application for
Pro Hac Vice

ADMISSION Pro Hac Vice for Michael E.
Johnson

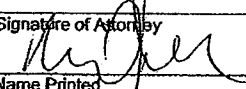
Case No. 10-CV-1576

I DECLARE UNDER PENALTY OF PERJURY:

1. That I seek to appear pro hac vice in order to represent Wells Fargo Bank as Trustee for Certain RMBS Trusts and on behalf of those Trusts' Certificateholders and Bank of America, as Trustee for Certain RMBS Trusts and on behalf of those Trusts' Certificateholders in the above-captioned matter;
2. That I am admitted to practice law in the highest court(s) of the state(s) or country(ies) of New York;
3. That there are no disciplinary complaints filed against me for violation of the rules of those courts (if so, please explain): _____;
4. That I am not suspended or disbarred from practice for disciplinary reasons or reason of medical incapacity in any jurisdiction (if yes, please explain): _____;
5. That I am associated with Attorney Jane C. Schlicht, State Bar No. 1000012, an active member of the State Bar of Wisconsin (name the member of the State Bar of Wisconsin and provide his/her Member Number);
6. That I do not practice or hold out to practice law in the State of Wisconsin;
7. That I acknowledge the jurisdiction of the courts of the State of Wisconsin over my professional conduct, and I agree to abide by the rules of the relevant division of the Circuit Court of the State of Wisconsin and the Wisconsin Court of Appeals and the Rules of Professional Conduct for Attorneys, if I am admitted pro hac vice;
8. That I have complied fully with SCR Rule 10.03 (4);
9. That I am applying for admission pro hac vice for the following reasons:
To participate with local counsel in representing our clients in In Re Matter of the Rehabilitation of:
Segregated Account of Ambac Assurance Corporation

I have applied for admission pro hac vice in the courts of the State of Wisconsin zero times previously in this calendar year.

I attach hereto evidence of my payment or prior payment of the pro hac vice fee to the Office of Lawyer Regulation.

Signature of Attorney 	Telephone Number (212) 210-9584
Name Printed Michael E. Johnson	

Address of Principal Office

Alston & Bird LLP
90 Park Avenue
New York, New York 10016



COOK & FRANKE S.C.
ATTORNEYS AT LAW

Jane C. Schlicht
Direct: (414) 227-1291
Email: schlicht@cf-law.com

MERITAS LAW FIRMS WORLDWIDE

Please reply to Milwaukee office

July 12, 2010

RECEIVED

JUL 12 2010

OFFICE OF LAWYER REGULATION

Office of Lawyer Regulation
110 East Main Street, Suite 315
Madison, WI 53703-3383
Attention: *Pro Hac Vice Application*

RE: *In the Matter of the Rehabilitation:
Segregated Account of Ambac Assurance Corporation
Case No. 10-CV-1576
Our File No. 9958-0001*

Dear Sir/Madam:

Enclosed are the following documents in connection with the request made by one New York attorney for *Pro Hac Vice* Admission in the above case:

1. Application for *Pro Hac Vice* of Michael E. Johnson;
2. Check in the sum of \$50.00 as payment of the fees applicable to the above-referenced Application.

Please file stamp and return the enclosed copy of this letter in the enclosed envelope as verification of the date of your receipt of these documents.

Thank you.

Very truly yours,

Jane C. Schlicht

Enclosures

430823.696

RECEIVED

JUL 12 2010

OFFICE OF LAWYER REGULATION

660 East Mason Street • Milwaukee, WI 53202-3877 • Phone: (414) 271-5900 • Fax: (414) 271-2002
10 East Doty Street • Suite 800 • Madison, WI 53703 • Phone: (608) 251-0404 • Fax: (414) 271-2002

www.cf-law.com

Cook & Franke S.C.
 ATTORNEYS AT LAW
 600 East Mason Street
 Milwaukee, WI 53202-3877
 (414) 271-5900

W. Marshall & Isley Bank
 Milwaukee, Wisconsin

Check No. **244243**

DATE
07-12-10
AMOUNT
\$50.00

Fifty and 00/100 Dollars

NEGOTIATE PROMPTLY - VOID AFTER SIX MONTHS
 Cook & Franke S.C.

Mary [Signature]

PAY TO THE ORDER OF

Wisconsin Office of Lawyer Regulation
 110 E Main St Ste 315
 Madison, WI 53703

COUNTERSIGNATURE REQUIRED IF OVER \$10000

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

Cook & Franke S.C.

CHECK DATE: 07-12-10

CHECK NO: 244243

DATE	INVOICE	VOUCHER	COMMENTS	NET		
07-12-10	302724958-0001	15592	misc/ovis-8882,0001	50.00		
VENDOR: Wisconsin Office of Lawyer Regulation					REF #	TOTAL: 50.00

In the Matter of the Rehabilitation of:

Case No. 10-CV-1576

Segregated Account of Ambac Assurance Corporation

**AFFIDAVIT OF JANE C. SCHLICHT IN SUPPORT OF MOTION FOR
 ADMISSION OF MICHAEL E. JOHNSON *PRO HAC VICE*
 ON BEHALF OF WILMINGTON TRUST COMPANY AND WILMINGTON
 TRUST FSB, SOLELY IN THEIR CAPACITY AS TRUSTEE IN
 CONNECTION WITH SECURITIES ISSUED BY CERTAIN ENTITIES
 AND SECURITIZATION TRUSTS AND ON BEHALF OF THE HOLDERS OF
 SUCH SECURITIES**

STATE OF WISCONSIN)
) ss.
 MILWAUKEE COUNTY)

Jane C. Schlicht being first duly sworn on oath deposes and states that:

1. I am licensed to practice law in the State of Wisconsin.
2. I am a member in good standing with the State Bar of Wisconsin.
3. The law firm of Cook & Franke, S.C. has been retained and is acting as

counsel for Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of Such Securities in the above-entitled matter.

4. This Affidavit is made in support of the Motion for the Admission of Michael E. Johnson (“Applicant”) on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities.

5. To the best of my knowledge, the Applicant is fit, competent and is of moral character to be admitted *Pro Hac Vice*.

Dated this 8th day of November, 2010.

Jane C. Schlicht
Jane C. Schlicht

Subscribed and sworn to before me
this 8th day of November, 2010.

Debra M. Sroka
Notary Public, State of Wisconsin
My Commission Expires: 12/1/2011



In the Matter of the Rehabilitation of:

Case No. 10-CV-1576

Segregated Account of Ambac Assurance Corporation

**ORDER TO ADMIT
MICHAEL E. JOHNSON *PRO HAC VICE*
ON BEHALF OF WILMINGTON TRUST COMPANY AND WILMINGTON
TRUST FSB, SOLELY IN THEIR CAPACITY AS TRUSTEE IN
CONNECTION WITH SECURITIES ISSUED BY CERTAIN ENTITIES
AND SECURITIZATION TRUSTS AND ON BEHALF OF THE HOLDERS OF
SUCH SECURITIES**

Upon the Motion of Jane C. Schlicht for Admission *Pro Hac Vice* of Michael E. Johnson, and this Court having considered the Motion,

IT IS HEREBY ORDERED that Michael E. Johnson is admitted *Pro Hac Vice* in the above-captioned matter on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities.

Dated this ____ day of November, 2010.

BY THE COURT:

Honorable William D. Johnston
Lafayette County Circuit Court Judge
Presiding by Judicial Appointment

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

JOINDER OF WILMINGTON TRUST COMPANY AND WILMINGTON TRUST FSB, SOLELY IN THEIR CAPACITY AS TRUSTEE IN CONNECTION WITH SECURITIES ISSUED BY CERTAIN ENTITIES AND SECURITIZATION TRUSTS, IN THE OBJECTIONS TO PLAN OF REHABILITATION OF BANK OF AMERICA, N.A. AND WELLS FARGO BANK, N.A., SOLELY IN THEIR CAPACITIES AS TRUSTEES AND IN SIMILAR CAPACITIES FOR CERTAIN RMBS AND STUDENT LOAN SECURITIES TRUSTS


Wilmington Trust Company and Wilmington Trust FSB, solely in their capacity as trustee in connection with securities issued by certain entities and securitization trusts and on behalf of the holders of such securities (the "Wilmington Trustee"), joins in the Objections to Plan of Rehabilitation of (a) Bank of America, N.A., in its capacity as Trustee and in similar capacities for certain residential mortgage-backed securities ("RMBS") and on behalf of the trusts' holders of securities (the "Bank of America RMBS Trustee"), and (b) Wells Fargo Bank, N.A., in its capacity as Trustee and in similar capacities for certain residential mortgage-backed securities ("RMBS") and student loan securities trusts and on behalf of the trusts' holders of securities (the "Wells Fargo Trustee").

The Wilmington Trustee serves as trustee for certain holders of securities in various debt and securitization transactions, which Holders (the "Insured Holders") are the ultimate beneficiaries of financial guaranty insurance policies (collectively, the

“Policies”) issued by and insurance agreements entered into by Ambac Assurance Corporation (“Ambac”). The Policies, which are held by the Wilmington Trustee for the benefit of the Insured Holders, insure against certain losses incurred by, and/or allocated to, securities held by the Insured Holders. Upon information and belief, the Wilmington Trustee, on behalf of the Insured Holders, has substantial current and projected future claims against the Ambac Segregated Account.

For the reasons set forth in the respective Objections of the Bank of America RMBS Trustee and the Wells Fargo Trustee, the Wilmington Trustee objects to the proposed Plan of Rehabilitation for Ambac filed by the Commissioner of Insurance of the State of Wisconsin (the “Commissioner”) and opposes the Commissioners’ Motion to Confirm Plan.

Dated this 8th day of November, 2010.


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

*Attorney for Wilmington Trust Company and
Wilmington Trust FSB, solely in Their
Capacity as Trustee in Connection with
Securities Issued by Certain Entities and
Securitization Trusts*

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 (*pro hac vice application pending*)

William B. Macurda

Cele Ogawa

Drew Peterson

Alston & Bird LLP

90 Park Avenue

New York, NY 10016

(212) 210-9400

(212) 210-9444 (facsimile)

In the Matter of the Rehabilitation of:

Case No. 10-CV-1576

Segregated Account of Ambac Assurance Corporation

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of November, 2010, I caused true and correct copies of the following documents:

1. Notice of Appearance on behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities;
2. Notice of Motion and Motion to Admit Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities;
3. Affidavit of Jane C Schlicht in Support of Motion for Admission of Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities;
4. Order to Admit Michael E. Johnson *Pro Hac Vice* on Behalf of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their

Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities;

5. Objection of Wilmington Trust Company and Wilmington Trust FSB, Solely in Their Capacity as Trustee in Connection with Securities Issued by Certain Entities and Securitization Trusts and on Behalf of the Holders of Such Securities, to Plan of Rehabilitation; and
6. Certificate of Service

to be served on the following by email:

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

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

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

Sean Dilweg, Commission of Insurance of the State of Wisconsin
Kevin G. Fitzgerald, Esq.
Andrew A. Oberdeck, Esq.
Foley & Lardner LLP
777 East Wisconsin Avenue

150 East Gilman Street
Madison, WI 53701
dwalsh@foley.com

Milwaukee, WI 53202
kfitzgerald@foley.com

Wells Fargo Bank, National Association, in its Capacity as 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

Eaton Vance Management, Nuveen Asset Management, Restoration Capital Management, LLC, and Stone Lion Capital Partners (LVM Bondholders)
Noreen J. Parrett, Esq.
Parrett & O'Connell, LLP
10 East Doty Street, Suite 621
Madison, WI 53703
nparrett@parrettoconnel.com

and

and

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

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

PNC Bank
John Franke, Esq.
Gass Weber Mullins LLC
309 N. Water Street, Suite 700
Milwaukee, WI 53202
franke@gasswebermullins.com

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

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
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

and

Seth E. Dizard, Esq.
Grant C. Killoran, Esq.
Gregory J. Lyons Esq.
O'Neill, Cannon, Hallman, 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

One State Street LLC
Anne M. Bensky, Esq.
Kathleen G. McNeil, Esq.
Garvey McNeil & Associates, S.C.
One Odana Court
Madison, WI 53719
andie@gmmattorneys.com

*Counsel for ALL Student Loan and Lyods
TSB Bank plc*
Lawrence Bensky, Esq.
Law Office of Lawrence Bensky, LLC
10 East Doty Street, Suite 800
Madison, WI 53703
lbensky@benskyllaw.com

and

James C. Owen Esq.
McCarthy, Leonard & Kaemmerer, L.C.
400 S. Woods Mill Road
Chesterfield, MO 63017
jowen@mlklaw.com

The Bank of New York Mellon
Dale C. Christensen, Jr., Esq.
Thomas Ross Hooper, Esq.
Seward & Kissel LLP

tmuth@reinhardtllp.com
bnowicki@reinhardtllp.com

and

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

and

Patrick J. Trostle, Esq.
Mark Lightner, Esq.
Jenner & Block, LLP
919 Third Avenue, 37th Floor
New York, NY 10022
ptrostle@jenner.com
milightner@jenner.com

*Deutsche Bank National Trust Company,
As Trustee, and Deutsche Bank Trust
Company Americas, As Trustee, and U.S.
Bank National Association, as Trustee*
Paul E. Benson, Esq. SBN 1001457
Paul A. Lucey, Esq. SBN 1009833
Nathan L. Moenck, Esq. SBN 1066208
Michael Best & Friedrich LLP
100 E. Wisconsin Avenue, Suite 3300
Milwaukee, WI 53202-4108
pebenson@MichaelBest.com

and

John M. Rosenthal, Esq.
Kristine Bailey, Esq.
Morgan, Lewis & Bockius LLP
One Market Street, Spear Street Tower
Francisco, CA 94105
jrosenthal@morganlewis.com

One Battery Park Plaza
New York, NY 10004
christensen@sewkis.com
and

Laura E. Callan, Esq.
Thomas P. Solheim, Esq.
Solheim Billing & Grimmer, S.c.
One South Pinckney Street, Suite 301
P.O. Box 1644
Madison, WI 53701-1644
lcallan@sbglaw.com

The Bank Insureds
James A. Friedman, Esq.
Brady Williamson, Esq.
Anthony G. Gaughan, Esq.
Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53701
jfriedman@gklaw.com

and

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

and

John C. Goodchild, III, *Pro Hac Vice*
Pending
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103
jgoodchild@morganlewis.com

Federal Home Loan Mortgage Corporation
David I. Cisar, Esq.
Susan E. Lovern, Esq.
Christopher J. Stroebel, Esq.
von Briesen & Roper, s.c.
411 E. Wisconsin Avenue
Milwaukee, WI 53202
dcisar@vonbriesen.com

and

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

and

Robert A. Zeavin, Esq.
Craig S. Bloomgarden, Esq.
Mannatt, Phelps & Phillips
11355 W. Olympic Boulevard
Los Angeles, CA 90064
rzeavin@manatt.com

*Assured Guaranty Corporation and
Goldman Sachs & Co., Inc.*
James E. Bartzen, Esq.
Boardman Law Firm
1 South Pinckney Street, 4th Floor
Madison, WI 53701-0927
jbartzen@boardmanlawfirm.com


HSBC Bank USA, National Association
Randall D. Crocker, Esq. SBN 1000251
von Briesen & Roper, s.c.
411 E. Wisconsin Avenue, Suite 700
Milwaukee, WI 53202
rcrocker@vonbriesen.com

and

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

and

C. N. Franklin Reddick, III
Akin Gump Strauss Hauer & Feld
2029 Century Park East, Suite 2400
Los Angeles, CA 90067-3010
freddick@akingump.com


Jane C. Schlicht
S.B.W. #1000012
COOK & FRANKE, S.C.
660 East Mason Street
Milwaukee, WI 53202
(414) 271-5900
(414) 271-2002 (Facsimile)
schlicht@cf-law.com

*Attorney for Wilmington Trust Company and
Wilmington Trust FSB, Solely in Their
Capacity as Trustee in Connection with
Securities Issued by Certain Entities and
Securitization Trusts and on Behalf of the
Holders of Such Securities*