

COPY

STATE OF WISCONSIN

CIRCUIT COURT

CIRCUIT COURT DANE COUNTY

10 NOV -8 PM 4:13

DANE COUNTY, WI

In the Matter of the Rehabilitation of:

SEGREGATED ACCOUNT OF

Case No. 10 CV 1576

AMBAC ASSURANCE CORPORATION

**NOTICE OF MOTION AND MOTION FOR LEAVE TO
PERMIT FILING OF EXCESS PAGES IN THE OBJECTIONS**

TO: Counsel of Record

PLEASE TAKE NOTICE that Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively, "Deutsche Bank"), and U.S. Bank National Association ("US Bank", and together with Deutsche Bank, the "Trustees") each acting solely in its capacity as trustee for certain residential mortgage-backed securities ("RMBS"), other asset-backed securities, collateralized loan obligation and/or collateralized debt obligation trusts, by their attorneys, Michael Best & Friedrich LLP, hereby respectfully move the Court to consider their entire Objections To The Proposed Plan Of Rehabilitation ("Objections") in the event that it exceeds any rule limiting the page length of the Objections.

On October 18, 2010, the Court signed a Scheduling Order Regarding Rehabilitator's Motion For Confirmation Of Plan Of Rehabilitation ("Scheduling Order"). (Scheduling Order, Oct. 18, 2010.) The Scheduling Order provides that "[b]y November 8, 2010, any person wishing to object to the confirmation of the Plan of Rehabilitation ("Objector"), shall file with the Court and serve on all parties-in-interest who have appeared in these proceedings: . . . Written objections to the Plan." (*Id.* at 2.) The Scheduling Order does not set forth any page limits on the Objections. (*See id.*) However, Dane County Circuit Court Rule 115 generally

governs the length of briefs filed in this Court and limits “initial and/or response briefs” to forty pages and reply briefs to ten pages. Dane County Cir. Ct. R. 115. Rule 115 does not specifically address the number of pages that may be submitted as a written objection to a plan similar to that of the Plan of Rehabilitation.

The Trustees file this motion along with their Objections out of an abundance of caution to ensure that the entire Objections is considered by the Court. The entire Objections, which is thirty-five pages, should be considered because it does not exceed the forty-page limit that applies to “response briefs.” *See* Dane County Cir. Ct. R. 115.

In the event that the Court applies a different standard (such as the ten-page limit applicable to reply briefs), then the Court nonetheless should consider the entire Objections because: (i) we are filing this brief on behalf of two Trustees that serve as trustee for many beneficial owners of trusts that own policies affected by these proceedings, (ii) the issues are complex and (iii) the memoranda respond to a Proposed Plan, a related disclosure statement and a brief filed by OCI that collectively contain more than one hundred pages. For these reasons, in the event that the Objections exceeds the applicable page limits, the Trustees respectfully submit that the length of the Objections is justified by the circumstances of this case.

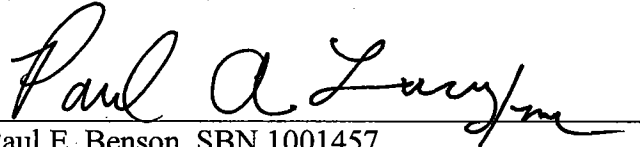
WHEREFORE, to the extent necessary, the Trustees respectfully request that the Court issue an order, such as the proposed Order below, permitting the Objections to include excess pages.

Dated: November 8, 2010

Respectfully submitted,

DEUTSCHE BANK NATIONAL TRUST
COMPANY, solely in its capacity as Trustee,
DEUTSCHE BANK TRUST COMPANY
AMERICAS, solely in its capacity as Trustee, and
U.S. BANK NATIONAL ASSOCIATION, solely
in its capacity as Trustee,

By Their Attorneys,



Paul E. Benson, SBN 1001457

Paul A. Lucey, SBN 1009833

Nathan L. Moenck, SBN 1066208

MICHAEL BEST & FRIEDRICH LLP

100 East Wisconsin Avenue, Suite 3300

Milwaukee, Wisconsin 53202-4108

Tel. 414.271.6560

Fax 414.277.0656

John M. Rosenthal, *Admitted Pro Hac Vice*

Kristine Bailey, *Admitted Pro Hac Vice*

MORGAN, LEWIS & BOCKIUS LLP

One Market, Spear Street Tower

San Francisco, California 94195

Tel. 415.442.1000

Fax 415.442.1001

John C. Goodchild, III, *Admitted Pro Hac Vice*

MORGAN, LEWIS & BOCKIUS LLP

1701 Market Street

Philadelphia, PA 19103

Tel. 215.963.5000

Fax 215.963.5001

Leah M. Houghton, *Admitted Pro Hac Vice*

MORGAN, LEWIS & BOCKIUS LLP

225 Franklin Street, 16th Floor

Boston, Massachusetts 02110

Tel. 617.341.7700

Fax 617.341.7701

Dated: November 8, 2010

ORDER

Based on the above motion and on all of the files and proceedings in this case,

IT IS HEREBY ORDERED that the Trustees' motion to permit excess pages in their Objections is granted.

Dated: November __, 2010.

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