

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under
various Indentures), *et al.*,

Petitioners and Intervenor-Petitioners,

-against-

WALNUT PLACE LLC, *et al.*,

Intervenor-Respondents.

Docket No. 11-CV-5988 (WHP)

**DECLARATION OF OWEN L.
CYRULNIK IN SUPPORT OF
WALNUT PLACE'S
OPPOSITION TO BANK OF
NEW YORK MELLON'S
MOTION TO REMAND**

I, Owen L. Cyrulnik, hereby affirm under penalty of perjury that the following is true and correct:

1. I am a member of the Bar of the State of New York and of Grais & Ellsworth LLP, attorneys for Plaintiffs. I offer this affirmation in support of Walnut Place's Memorandum of Law in Opposition to Bank of New York Mellon's Motion to Remand.
2. A true and correct copy of the Verified Petition, filed by Bank of New York Mellon in the Supreme Court of New York, New York County, on June 29, 2011, is attached hereto as Exhibit A.

3. A true and correct copy of the Notice of Removal, filed by Walnut Place in the United States District Court for the Southern District of New York on August 26, 2011 is attached hereto as Exhibit B.

4. A true and correct copy of The Proposed Final Order and Judgment, filed by The Bank of New York Mellon in the Supreme Court of New York, New York County as an exhibit to its Verified Petition, is attached hereto as Exhibit C.

5. A true and correct copy of the Settlement Agreement entered into by and among (i) The Bank of New York Mellon in its capacity as trustee or indenture trustee of certain mortgage-securitization trusts and (ii) Bank of America Corporation, and BAC Home Loans Servicing, LP and Countrywide Financial Corporation and Countrywide Home Loans, Inc., is attached hereto as Exhibit D.

6. A true and correct copy of the transcript of the hearing held in this Court on September 1, 2011 regarding Bank of New York Mellon's Order to Show Cause is attached hereto as Exhibit E.

Executed this 14th day of September 2011, in New York, New York.



Owen L. Cyrulnik