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,

-against-

WALNUT PLACE LLC, et al.

Respondents.

Case No. 11-CV-5988 (WHP)

Hon. William H. Pauley

ECF Case

STIPULATION AND ORDER

IT IS STIPULATED AND AGREED that, pursuant to Local Civil Rule 1.4, the law firms of Peter N. Tsapatsaris LLC and Talcott Franklin P.C. be substituted as counsel for Stone Creek LLC, investment advisor and authorized agent for six investment funds that are Potentially Interested Persons in the above-referenced matter, in place of the law firm of Akin Gump Strauss Hauer & Feld LLP.

DATED:

New York, New York September 15, 2011

AKIN GUMP STRAUSS HAUER & FELD LLP

Rv.

Douglass Maynard Mitchell Hurley One Bryant Park

New York, New York 10036

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TALCOTT FRANKLIN P.C.

Rv

Talcott J. Franklin* Sheri Deterling** PETER N. TSAPATSARIS LLC

By: /s/ Peter N. Tsapatsaris

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* Licensed only in North Carolina, South Carolina (inactive), and Texas. Pro hac vice application to be submitted.

** Licensed only in Washington (inactive) and Texas. Pro hac vice application to be submitted.