

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.*,

Intervenor-Respondents.

Case No. 1:11-cv-05988-WHP

Hon. William H. Pauley

**DECLARATION OF MAX R. SCHWARTZ IN SUPPORT OF THE MEMORANDUM OF LAW OF THE RETIREMENT BOARD OF THE POLICEMEN'S ANNUITY AND BENEFIT FUND OF THE CITY OF CHICAGO**

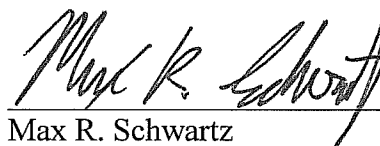
I, Max R. Schwartz, hereby affirm under penalty of perjury that the following is true and correct:

1. I am a member of the Bar of the State of New York, and an associate at Scott + Scott LLP, attorneys for the Retirement Board of the Policemen's Annuity and Benefit Fund of the City of Chicago, the Westmoreland County Employee Retirement System, the City of Grand Rapids General Retirement System and the City of Grand Rapids Police and Fire Retirement System (collectively "Chicago Police"). I offer this declaration in support of Chicago Police's Memorandum of Law in response to the questions posed by the Court at the September 21, 2011 Hearing on the Motion to Remand.
2. A true and correct copy of a pooling and service agreement for one of the 530 trusts subject to the proposed settlement is attached hereto as Exhibit A.

3. A true and correct copy of the October 18, 2010 letter that Gibbs & Brun sent to Bank of New York Mellon (“BONY”), in its capacity as Trustee, is attached hereto as Exhibit B.

4. A true and correct copy of the Proposed Final Order that BONY filed in connection with the proposed settlement is attached hereto as Exhibit C.

Executed this 27th day of September, 2011, in New York, New York.

  
Max R. Schwartz