

GRAIS & ELLSWORTH LLP

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July 23, 2012

By Fax and ECF

Honorable Barbara R. Kapnick
Supreme Court, New York County
60 Centre Street, Room 555
New York, New York 10007

In re: The Bank of New York Mellon, Index No. 651786/2011

Dear Justice Kapnick:

We represent Intervenor-Respondents Walnut Place LLC, Walnut Place II LLC, Walnut Place III LLC, Walnut Place IV LLC, Walnut Place V LLC, Walnut Place VI LLC, Walnut Place VII LLC, Walnut Place VIII LLC, Walnut Place IX LLC, Walnut Place X LLC, and Walnut Place XI. Walnut Place respectfully requests that it be permitted to withdraw as an intervenor in this proceeding. Attached to this letter is an affirmation in support of this request and a proposed order. We respectfully request that the Court enter the proposed order and dismiss Walnut Place from this proceeding.

Respectfully yours,



Owen L. Cyrulnik

Enclosures

Copies to: Counsel of record by email and ECF

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY 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,

for an order, pursuant to C.P.L.R. § 7701, seeking judicial
instructions and approval of a proposed settlement.

Index No. 651786/2011

Kapnick, J.

**AFFIRMATION OF
OWEN L. CYRULNIK
IN SUPPORT OF
WALNUT PLACE'S
MOTION TO
WITHDRAW**

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 several intervenor-respondents.

2. The Bank of New York Mellon commenced this proceeding by filing a petition under CPLR section 7701 on June 29, 2011. BNYM is seeking judicial approval of a proposed settlement that it entered into on behalf of 530 Trusts for which it serves as trustee.

3. On July 5, 2011, Walnut Place LLC, Walnut Place II LLC, Walnut Place III LLC, Walnut Place IV LLC, Walnut Place V LLC, Walnut Place VI LLC, Walnut Place VII LLC, Walnut Place VIII LLC, Walnut Place IX LLC, Walnut Place X LLC, and Walnut Place XI moved by order to show cause for permission to intervene in this action. The Court granted Walnut Place's petition on August 19, 2011.

4. Withdrawal by Walnut Place will not cause prejudice to any party remaining in this proceeding.

5. Accordingly, Walnut Place moves to withdraw as an Intervenor-Respondent.

6. No previous application has been made for this relief.

Executed this 23 day of July, 2012, in New York, New York.



Owen L. Cyrulnik

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Kapnick, J.

PROPOSED ORDER

It is hereby ORDERED that Intervenor-Respondents Walnut Place LLC, Walnut Place II LLC, Walnut Place III LLC, Walnut Place IV LLC, Walnut Place V LLC, Walnut Place VI LLC, Walnut Place VII LLC, Walnut Place VIII LLC, Walnut Place IX LLC, Walnut Place X LLC, and Walnut Place XI are dismissed as Intervenor-Respondents from this proceeding.

ENTER,

J.S.C.