

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), BlackRock Financial Management Inc. (intervenor), Kore Advisors, L.P. (intervenor), Maiden Lane, LLC (intervenor), Maiden Lane II, LLC (intervenor), Maiden Lane III, LLC (intervenor), Metropolitan Life Insurance Company (intervenor), Trust Company of the West and affiliated companies controlled by The TCW Group, Inc. (intervenor), Neuberger Berman Europe Limited (intervenor), Pacific Investment Management Company LLC (intervenor), Goldman Sachs Asset Management, L.P. (intervenor), Teachers Insurance and Annuity Association of America (intervenor), Invesco Advisers, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), Landesbank BadenWuerttemberg (intervenor), LBBW Asset Management (Ireland) plc, Dublin (intervenor), ING Bank fsb (intervenor), ING Capital LLC (intervenor), ING Investment Management LLC (intervenor), New York Life Investment Management LLC (intervenor), Nationwide Mutual Insurance Company and its affiliated companies (intervenor), AEGON USA Investment Management LLC, authorized signatory for Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio (intervenor), Federal Home Loan Bank of Atlanta (intervenor), Bayerische Landesbank (intervenor), Prudential Investment Management, Inc. (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

-against-

WALNUT PLACE LLC, WALNUT PLACE II LLC,  
WALNUT PLACE III LLC, WALNUT PLACE IV LLC,

Docket No.: 11-CV-5988

ECF Case

**SUN LIFE ASSURANCE**  
**COMPANY OF CANADA (U.S.)'S**  
**NOTICE OF INTENTION TO**  
**APPEAR AND OBJECT TO**  
**SETTLEMENT**

WALNUT PLACE V LLC, WALNUT PLACE VI LLC, WALNUT PLACE VII LLC, WALNUT PLACE VIII LLC, WALNUT PLACE IX LLC, WALNUT PLACE X LLC, WALNUT PLACE XI LLC, POLICEMEN'S ANNUITY & BENEFIT FUND OF CHICAGO, THE WESTMORELAND COUNTY EMPLOYEE RETIREMENT SYSTEM, CITY OF GRAND RAPIDS GENERAL RETIREMENT SYSTEM, CITY OF GRAND RAPIDS POLICE AND FIRE RETIREMENT SYSTEM, TM1 INVESTORS, LLC, FEDERAL HOME LOAN BANK OF BOSTON, FEDERAL HOME LOAN BANK OF CHICAGO, FEDERAL HOME LOAN BANK OF INDIANAPOLIS, FEDERAL HOME LOAN BANK OF PITTSBURGH, FEDERAL HOME LOAN BANK OF SAN FRANCISCO, FEDERAL HOME LOAN BANK OF SEATTLE, V RE-REMIC, LLC, THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY, WESTERN-SOUTHERN LIFE ASSURANCE COMPANY, COLUMBUS LIFE INSURANCE COMPANY, INTEGRITY LIFE INSURANCE COMPANY, NATIONAL LIFE INSURANCE COMPANY, FORT WASHINGTON INVESTMENT ADVISORS, INC. ON BEHALF OF FORT WASHINGTON ACTIVE FIXED INCOME LLC, CRANBERRY PARK LLC, AND CRANBERRY PARK II LLC,

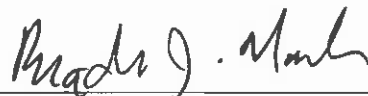
Intervenor-Respondents.

Pursuant to the order of the Supreme Court of the State of New York, County of New York (Kapnick, J.), entered in this proceeding on August 5, 2011, Sun Life Assurance Company of Canada (U.S.) ("Sun Life"), a current holder of securities at issue in this proceeding, hereby files this written notice of intention to appear and object to the settlement between Bank of New York Mellon (the "Trustee") and Bank of America Corporation, BAC Home Loans Servicing, LP f/k/a Countrywide Home Loans Servicing, LP, Countrywide Financial Corporation, and Countrywide Home Loans, Inc. (the "Settlement"). The Trustee originally brought this proceeding in the Supreme Court of the State of New York, County of New York, on June 29,

2011, seeking judicial instructions and approval of the Settlement, pursuant to Article 77 of the New York Civil Practice Law and Rules, but the proceeding was removed to this Court by Notice of Removal, filed on August 26, 2011, after the entry of the above-referenced order by the Supreme Court.

Sun Life states that it does not, in the absence of discovery, have sufficient information to fully evaluate the Settlement. By filing this written notice, Sun Life expressly preserves any and all rights it may have with respect to this proceeding, including without limitation, the right to seek discovery, to supplement this objection, to bring a motion to intervene in this proceeding as a respondent, or to take any other appropriate actions, at the appropriate time.

Respectfully submitted,  
SCHLAM STONE & DOLAN LLP

By:   
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Jeffrey M. Eilender  
Bradley J. Nash

26 Broadway  
New York, NY 10004  
(212) 344-5400

*Attorneys for Proposed Intervenor-  
Respondent Sun Life Assurance Company  
of Canada (U.S.)*