

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.

2011-cv-5988 (WHP)

DECLARATION OF MATTHEW D. INGBER

Pursuant to 28 U.S.C. § 1746, Matthew D. Ingber hereby declares:

1. I am a partner of the law firm of Mayer Brown LLP, attorneys for Petitioner The Bank of New York Mellon (“BNYM” or “Trustee”) in the above-captioned action. I submit this declaration in support of BNYM’s Motion to Remand.

2. Attached hereto as Exhibit A is a true and complete copy of a representative Pooling and Servicing Agreement (without exhibits), dated November 1, 2006.

3. Attached hereto as Exhibit B is a true and complete copy of a letter from Kathy Patrick, counsel for the Intervenor-Petitioners, to Owen Cyrulnik, counsel for the Walnut Place LLC entities (“Walnut”), dated August 25, 2011.

4. Attached hereto as Exhibit C is a true and complete copy of a transcript of a conference before The Honorable Barbara R. Kapnick, dated August 5, 2011, in the matter captioned *In the matter of the application of The Bank of New York Mellon et al.* (Index No. 651786/2011).

5. Attached hereto as Exhibit D is a true and complete copy of the Proposed Final Order and Judgment, attached as Exhibit B to the Settlement Agreement between BNYM, as trustee of 530 mortgage-securitization trusts, and certain Bank of America and Countrywide entities.

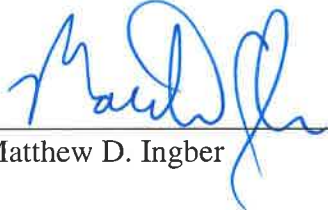
6. Attached hereto as Exhibit E is a true and complete copy of the Brief for Plaintiffs-Appellees in *Greenwich Financial Services Distressed Mortgage Fund 3 LLC v. Countrywide Financial Corp.*, 603 F.3d 23 (2d Cir. 2010).

7. Attached hereto as Exhibit F is a true and complete copy of Walnut's Petition to Intervene in the Article 77 proceeding (without exhibits), filed in Supreme Court of the State of New York, County of New York on July 5, 2011.

8. Attached hereto as Exhibit G is a true and complete copy of an Order to Show Cause (without exhibits), filed by Walnut Place in Supreme Court of the State of New York, County of New York on August 4, 2011.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 31, 2011



Matthew D. Ingber