

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), 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, 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

Index No. 651786/2011

Assigned to: Kapnick, J.

**NOTICE TO STATE
 COURT OF REMOVAL
 TO UNITED STATES
 DISTRICT COURT**

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.

PLEASE TAKE NOTICE that, on August 26, 2011, 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 LLC filed a Notice of Removal of this case from the Supreme Court of the State of New York, New York County to the United States District Court for the Southern District of New York. A copy of the Notice of Removal is attached hereto, and a copy of this Notice and the Notice of Removal has also been provided to the petitioners in this action.

The removing intervenor-respondents also filed a copy of the Notice of Removal with the Clerk of the Supreme Court of the State of New York, New York County, in accordance with 28 U.S.C. § 1446(d), thereby effecting removal.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1446, the filing of this Notice removes this action to the Federal Court, and this Court may “proceed no further unless and until the case is remanded.” 28 U.S.C. § 1446(d).

Dated: New York, New York
August 26, 2011

GRAIS & ELLSWORTH LLP



By: _____
David J. Grais
Owen L. Cyrulnik
Leanne M. Wilson

40 East 52nd Street
New York, New York 10022
(212) 755-0100
(212) 755-0052 (fax)

Attorneys for 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 LLC

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),

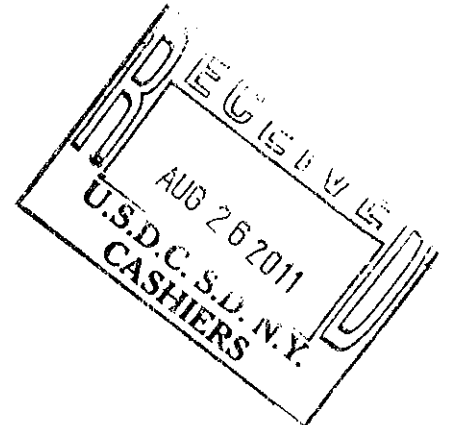
Petitioners,

-against-

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

Docket No.:

**NOTICE OF
REMOVAL**



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.

TO: THE HONORABLE JUDGES OF THE UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PLEASE TAKE NOTICE that 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 LLC, through their undersigned counsel, hereby remove this action from the Supreme Court of the State of New York, New York County, to the United States District Court for the Southern District of New York in accordance with 28 U.S.C. § 1441, 1446, and 1453 based on the following:

SUMMARY OF THE FACTS

1. To continually raise new money with which to make its now-notorious mortgage loans to borrowers across the United States, Countrywide Home Loans, Inc. and its affiliates sold millions of its loans to securitization trusts that Countrywide sponsored. To raise the money to pay Countrywide for the mortgage loans, those trusts in turn sold securities called certificates, which were backed by those mortgage loans, to investors all over the world. To assure the trusts and investors that the loans it was selling them were of good quality, Countrywide made numerous representations and warranties about those loans. And to put teeth into those

representations and warranties, Countrywide agreed to repurchase from the trusts loans that did not comply with the representations and warranties.

2. The Bank of New York Mellon is the trustee for 530 of the trusts that Countrywide created.

3. BNYM announced on June 29, 2011, that it had entered into an agreement with Countrywide and its corporate parent and successor by *de facto* merger, Bank of America Corporation, to settle all “potential claims belonging to the [530] trusts” for which BNYM serves as trustee. On the same day, BNYM filed a petition in the Supreme Court of the State of New York to begin a proceeding under Article 77 of the CPLR to request judicial approval of the proposed settlement. The petition did not name any respondent or defendant. A copy of the petition is attached as Exhibit 1.

4. The terms of the proposed settlement would release the claims of all 530 trusts for breaches of representation and warranties against Countrywide and Bank of America.

5. The Walnut Place entities own certificates in three of the trusts that are part of the proposed settlement. On July 5, 2011, the Walnut Place entities filed a petition to intervene as a respondent in the Article 77 proceeding. A copy of the petition is attached as Exhibit 2.

6. The petition to intervene was granted on August 19, 2011. A copy of the order granting the petition is attached as Exhibit 3.

7. All of the documents that have been filed in the state court in this proceeding are attached as Exhibits 4-217.

8. This notice of removal is timely filed under 28 U.S.C. § 1446(b). It is filed no later than 30 days after Walnut Place became a party to this action. Before Walnut Place was permitted to intervene as a party respondent in this action, there were no named adverse parties that could have satisfied the requirement of minimal diversity for federal jurisdiction under 28 U.S.C. § 1332 and the Class Action Fairness Act of 2005.

9. In accordance with 28 U.S.C. § 1446(d), Walnut Place will promptly file a copy of this Notice of Removal with the clerk of the Supreme Court of the State of New York, County of New York, and will serve a copy of the same upon counsel for all other parties.

BASIS FOR REMOVAL JURISDICTION

10. This Court has original jurisdiction of this proceeding under 28 U.S.C. § 1332 and the Class Action Fairness Act of 2005.

11. This proceeding is a “mass action,” and thus is considered a class action for purposes of federal jurisdiction under CAFA. 28 U.S.C. § 1332(d)(11). A “mass action” means “any civil action . . . in which monetary relief claims of 100 or more persons are proposed to be tried jointly on the ground that the plaintiffs’ claims involve common questions of law or fact.” This proceeding is a civil action¹ that seeks to try jointly the claims for monetary relief of 530 separate trusts. *See* Ex. A (“Petitioner, The Bank of New York Mellon, solely in its capacity as trustee of the five hundred and thirty (530) residential mortgage-securitization trusts listed on Exhibit A hereto . . . for its verified petition pursuant to CPLR § 7701, alleges as follows.”)

12. The diversity of citizenship requirement is satisfied in this proceeding. Jurisdiction under CAFA is proper so long as there is minimal diversity. *See* 28 U.S.C. § 1332(d)(2)(A). BNYM’s petition correctly alleges that “The Bank of New York Mellon is a bank organized under the laws of the State of New York having its principal place of business at One Wall Street, New York, New York 10286.” This Court has held that “for purposes of diversity, a trust is a citizen of the state where its trustee is domiciled.” *See Feiner Family Trust v. VBA Corp.*, 2007 WL 2615448, at *3 (S.D.N.Y. Sept. 11, 2007). Walnut Place VIII LLC, Walnut Place IX LLC, and Walnut Place X LLC are limited liability companies organized under the laws of Delaware. Their members are limited partnerships organized under the laws of Delaware. Walnut Place VIII LLC is a citizen of Massachusetts, Connecticut, New Hampshire, and Maryland for purposes of diversity jurisdiction under 28 U.S.C. § 1332. Walnut Place IX LLC is

¹ *See* Fed. R. Civ. P. 2 (“There is one form of action – the civil action.”).

a citizen of Massachusetts, New Jersey, Connecticut, New Hampshire, and Maryland for purposes of diversity jurisdiction under 28 U.S.C. § 1332. And Walnut Place X LLC is a citizen of Massachusetts, Connecticut, New Hampshire, and Maryland for purposes of diversity jurisdiction under 28 U.S.C. § 1332. Several other respondents also are citizens of states other than New York. These respondents include The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, and National Life Insurance Company. Because there are several respondents that are citizens of different states than the 530 Trusts, this action satisfies the minimal diversity requirements of CAFA.²

13. The “amount in controversy” requirement of CAFA is also satisfied. Jurisdiction under CAFA exists where the aggregate amount in controversy exceeds \$5 million. BNYM’s petition seeks to approve a *settlement* of \$8.5 billion. The underlying claims that are the subject of this proceeding well exceed \$150 billion. The claims of each trust also far exceed \$75,000, and thus each of the 530 Trusts satisfies the “amount in controversy” requirement of 28 U.S.C. § 1332(a).

14. “Once CAFA jurisdiction is established, the burden of proof to establish the existence of an exception rests with the party objecting to the Court’s exercise of jurisdiction.” *Brook v. UnitedHealth Group, Inc.*, No. 06 CV 12954(GBD), 2007 WL 2827808, at *2 (S.D.N.Y. Sept. 27, 2007). The Walnut Place entities nevertheless state that this action falls within no exception to the exercise of federal jurisdiction under CAFA.

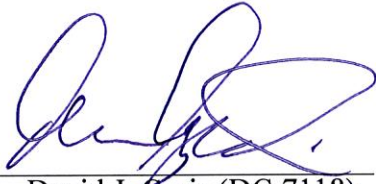
15. Because this is a class action in which minimal diversity exists, the proceeding seeks to try the monetary relief claims of 100 or more persons jointly on the ground that the claims involve common question of law or fact, and there is more than \$5 million in controversy,

² Local Rule 81.1 requires that a party that removes a case based on “diversity jurisdiction” must state the citizenship status of each named party. Because only minimal diversity, rather than complete diversity, is required under CAFA, the Walnut Place entities recite the citizenship only of the parties necessary to establish minimal diversity.

CAFA confers original jurisdiction on this Court pursuant to 28 U.S.C. § 1332(d). Removal is therefore proper pursuant to 28 U.S.C. §§ 1441(a) and 1453.

Dated: New York, New York
August 26, 2011

GRAIS & ELLSWORTH LLP

By: 
David J. Grais (DG 7118)
Owen L. Cyrulnik (OC 0598)
Leanne M. Wilson

40 East 52nd Street
New York, New York 10022
(212) 755-0100
(212) 755-0052 (fax)

Attorneys for 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 LLC

CIVIL COVER SHEET

11 CIV 5988

AUG 26 2011

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for use of the Clerk of Court for the purpose of initiating the civil docket sheet.

PLAINTIFFS DEFENDANTS

The Bank of New York Mellon, et al. Walnut Place LLC, et al.

ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER) ATTORNEYS OF (KNOWN)

Matthew D. Ingber, Mayer Brown LLP, 1675 Broadway, New York, New York 10019 (212) 506-2500 David J. Grais, Owen L. Cyrulnik, Grais & Ellsworth LLP, 40 E 52nd Street, New York, New York 10022 (212) 755-0100

CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE) (DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

New York C.P.L.R. § 7701, removed pursuant to 28 U.S.C. §§ 1332(d), 1446, 1453

Has this or a similar case been previously filed in SDNY at any time? No Yes Judge Previously Assigned

If yes, was this case Vol. Invol. Dismissed. No Yes If yes, give date & Case No.

(PLACE AN [x] IN ONE BOX ONLY)

NATURE OF SUIT

ACTIONS UNDER STATUTES

Table with columns: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES. Includes various legal codes and descriptions.

Check if demanded in complaint:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DO YOU CLAIM THIS CASE IS RELATED TO A CIVIL CASE NOW PENDING IN S.D.N.Y.? IF SO, STATE:

DEMAND \$ OTHER JUDGE Hon. William H. Pauley DOCKET NUMBER 11-Civ-5459

Check YES only if demanded in complaint JURY DEMAND: YES NO

NOTE: Please submit at the time of filing an explanation of why cases are deemed related.

(PLACE AN x IN ONE BOX ONLY)

ORIGIN

- 1 Original Proceeding
- 2a. Removed from State Court
- 2b. Removed from State Court AND at least one party is pro se.
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from (Specify District)
- 6 Multidistrict Litigation
- 7 Appeal to District Judge from Magistrate Judge Judgment

(PLACE AN x IN ONE BOX ONLY)

BASIS OF JURISDICTION

IF DIVERSITY, INDICATE CITIZENSHIP BELOW. (28 USC 1322, 1441)

- 1 U.S. PLAINTIFF
- 2 U.S. DEFENDANT
- 3 FEDERAL QUESTION (U.S. NOT A PARTY)
- 4 DIVERSITY

CITIZENSHIP OF PRINCIPAL PARTIES (FOR DIVERSITY CASES ONLY)

(Place an [X] in one box for Plaintiff and one box for Defendant)

CITIZEN OF THIS STATE	PTF [] 1	DEF [] 1	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	PTF [] 3	DEF [] 3	INCORPORATED and PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE	PTF [] 5	DEF [] 5
CITIZEN OF ANOTHER STATE	[] 2	<input checked="" type="checkbox"/> 2	INCORPORATED or PRINCIPAL PLACE OF BUSINESS IN THIS STATE	<input checked="" type="checkbox"/> 4	[] 4	FOREIGN NATION	[] 6	[] 6

PLAINTIFF(S) ADDRESS(ES) AND COUNTY(IES)

Please see attached.

DEFENDANT(S) ADDRESS(ES) AND COUNTY(IES)

Please see attached.

DEFENDANT(S) ADDRESS UNKNOWN

REPRESENTATION IS HEREBY MADE THAT, AT THIS TIME, I HAVE BEEN UNABLE, WITH REASONABLE DILIGENCE, TO ASCERTAIN THE RESIDENCE ADDRESSES OF THE FOLLOWING DEFENDANTS:

Kore Advisers, L.P., Westmoreland County Employee Retirement System, The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Fort Washington Active Fixed Income LLC

Check one: THIS ACTION SHOULD BE ASSIGNED TO: WHITE PLAINS MANHATTAN
(DO NOT check either box if this a PRISONER PETITION.)

DATE 8/26/2011 SIGNATURE OF ATTORNEY OF RECORD

ADMITTED TO PRACTICE IN THIS DISTRICT

[] NO
 YES (DATE ADMITTED Mo. 10 Yr. 2001)
Attorney Bar Code #OC0598

RECEIPT #

Magistrate Judge is to be designated by the Clerk of the Court.

Magistrate Judge _____ is so Designated.

Ruby J. Krajick, Clerk of Court by _____ Deputy Clerk, DATED _____

UNITED STATES DISTRICT COURT (NEW YORK SOUTHERN)

Plaintiffs' Addresses

The Bank of New York Mellon
One Wall Street
New York, NY 10286

Blackrock Financial Management Inc.
55 East 52nd Street
New York, NY 10055

Kore Advisers, L.P.
Unknown

Maiden Lane LLC
Federal Reserve Bank of New York
33 Liberty Street,
New York, NY 10045

Maiden Lane II LLC
Federal Reserve Bank of New York
33 Liberty Street,
New York, NY 10045

Maiden Lane III LLC
Federal Reserve Bank of New York
33 Liberty Street,
New York, NY 10045

Metropolitan Life Insurance Company
200 Park Avenue
New York, NY 10166

Trust Company of the West and affiliated companies controlled by the TCW Group, Inc.
865 South Figueroa Street
Suite 1800
Los Angeles, CA 90017

Neuberger Berman Europe Limited
605 Third Avenue
36th Floor
New York, NY 10158

Pacific Investment Management Company LLC
840 Newport Center Drive, Suite 100
Newport Beach, CA 92660

Goldman Sachs Asset Management L.P.
200 West Street
37th Floor
New York, NY 10282

Teachers Insurance and Annuity Association of America
730 Third Avenue
New York, NY 10017

Invesco Advisers, Inc.
Two Peachtree Pointe
1555 Peachtree Street, N.E.
Suite 1800
Atlanta, Georgia 30309

Thrivent Financial for Lutherans
Appleton Office
4321 N Ballard Road
Appleton, WI 54919

Landesbank BadenWuerttemberg
Am Hauptbahnhof 2
D-70173 Stuttgart

LBBW Asset Management plc, Dublin
Kronenstr. 20
70173 Stuttgart

ING Bank fsb
1 South Orange Street
Wilmington, DE 19801

ING Capital LLC
1325 Avenue of the Americas
Suite 950
New York, NY 10019

ING Investment Management LLC
230 Park Avenue
New York, NY 10169

New York Life Investment Management LLC
51 Madison Avenue
New York, NY 10010

Nationwide Mutual Insurance Company and its affiliated companies
One Nationwide Plaza
Columbus, Ohio 43215

AEGON USA Investment Management, 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, and Western Reserve Life Assurance Co. Of Ohio
4333 Edgewood Road NE
Cedar Rapids, IA 52499

Federal Home Loan Bank of Atlanta
1475 Peachtree St, N.E.
Atlanta, GA 30309

Bayerische Landesbank
BayernLB
Munich
Brienner Straße 18
80333 Munich

Prudential Investment Management, Inc.
Three Gateway Center. 15th Floor
Newark, NJ 07102

Western Asset Management Company
620 8th Avenue
50th Floor
New York, New York 10018

Defendants' Addresses

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, Walnut Place XI LLC
c/o Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

Policemen's Annuity & Benefit Fund of Chicago
221 North LaSalle Street
Suite 1626
Chicago, Illinois 60601

The Westmoreland County Employee Retirement System
Unknown

City of Grand Rapids General Retirement System
300 Monroe Avenue NW
Grand Rapids, MI 49503

City of Grand Rapids Police and Fire Retirement System
233 East Fulton, Suite 216
Grand Rapids, MI 49503

TMI Investors, LLC
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

Federal Home Loan Bank of Boston
111 Huntington Avenue
24th Floor
Boston, MA 02199

Federal Home Loan Bank of Chicago
200 E. Randolph Dr.
Chicago, IL 60601

Federal Home Loan Bank of Indianapolis
8250 Woodfield Crossing Blvd.
Indianapolis, Indiana 46240

Federal Home Loan Bank of Pittsburgh
601 Grant Street
Pittsburgh, PA 15219

Federal Home Loan Bank of San Francisco
600 California Street
San Francisco, CA 94108

Federal Home Loan Bank of Seattle
1501 4th Avenue
Suite 1800
Seattle, WA 98101

V Re-REMIC, LLC
8500 Normandale Lake Blvd, Suite 1500
Minneapolis, MN 55437

The Western and Southern Life Insurance Company
Unknown

Western-Southern Life Assurance Company
Unknown

Columbus Life Insurance Company
400 East Fourth Street
Cincinnati, OH 45202

Integrity Life Insurance Company
PO Box 5720
Cincinnati, OH 45201

National Life Insurance Company
1 National Life Drive
Montpelier, VT 05604

Fort Washington Active Fixed Income LLC
Unknown

Cranberry Park LLC
c/o Corporation Service Company
2711 Centerville Road, Suite 400
City of Wilmington, Delaware 19808

Cranberry Park II LLC
c/o Corporation Service Company
2711 Centerville Road, Suite 400
City of Wilmington, Delaware 19808

EXPLANATION OF WHY CASES ARE RELATED

This action is related to *Retirement Board of The Policemen's Annuity and Benefit Fund of the City of Chicago v. The Bank of New York Mellon*, No. 11-Civ-5459, because The Bank of New York Mellon is a party to both actions, and both actions relate to the same 530 trusts and underlying deal documents.

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,

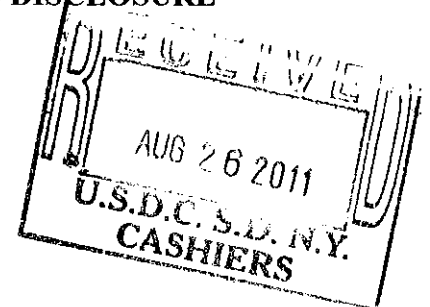
-against-

WALNUT PLACE LLC, WALNUT PLACE II LLC, WALNUT PLACE III LLC, WALNUT PLACE IV LLC, WALNUT PLACE V LLC, WALNUT PLACE VI LLC, WALNUT PLACE VII LLC, WALNUT PLACE VIII LLC, WALNUT PLACE IX LLC, WALNUT PLACE

11 CIV 5988

Docket No:

**CORPORATE DISCLOSURE
STATEMENT**



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, TMI 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,

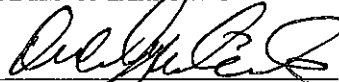
Intervenor-Respondents.

Pursuant to Federal Rule of Civil Procedure 7.1, 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 LLC (all private, non-governmental parties) state that they do not have corporate parents, affiliates and/or subsidiaries that are publicly held.

Dated: New York, New York
August 26, 2011

Respectfully submitted,

GRAIS & ELLSWORTH LLP



David J. Grais (DG-7118)
Owen L. Cyrulnik (OC-0598)

40 East 52nd Street
New York, New York 10022
(212) 755-0100
(212) 755-0052 (fax)

Attorneys for the Walnut Place entities