

EXHIBIT R-725

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January 7, 2011

[REDACTED]

Re: Conflict Waiver regarding Non Performing Residential Mortgage Backed Securities serviced by Countrywide Home Loan Servicing LP for Trustee, The Bank of New York Mellon

Dear [REDACTED]:

I am writing this letter to you to confirm the waiver by [REDACTED] of any potential conflict that may be associated with Mayer Brown LLP's representation of The Bank of New York Mellon and affiliates ("BoNYM") regarding reaching a negotiated resolution with respect to investor directions relating to the notice of non-performance dated as of October 18, 2010, sent by Gibbs & Bruns LLP on behalf of investors in residential mortgage backed securities transactions in which BoNYM acts as trustee and that are serviced by Countrywide Home Loans Servicing LP, an affiliate of Bank of America Corporation, and any related investor directions (the "Matter").

As you are aware, Mayer Brown LLP ("MB") presently represents [REDACTED] in various matters, has represented [REDACTED] in other matters in the past, and may represent [REDACTED] in other matters in the future (collectively, the [REDACTED] Matters"). However, MB has not represented [REDACTED] in connection with any matters concerning this Matter.

MB also presently represents BoNYM in various matters, has represented it in the past, and may represent it in the future. BoNYM has requested that MB represent BoNYM in connection with this Matter.

MB's representation of BoNYM in this Matter, viewed in conjunction with MB's representation of [REDACTED] in connection with the [REDACTED] Matters, might present a potential conflict of interest for MB. Applicable ethical rules suggest that MB should not represent one ongoing client engaged in a transaction with another ongoing client without the informed written consent of both clients.

By this letter, we are asking [REDACTED] to consent to MB's representation of BoNYM in connection with this Matter.

Mayer Brown LLP operates in combination with our associated English limited liability partnership and Hong Kong partnership (and its associated entities in Asia) and is associated with Tauil & Chequer Advogados, a Brazilian law partnership.

CONFIDENTIAL

In re BNYM
Index No. 651786/11
Trial Exhibit
R-725

BNYM_CW-00285677

R0725-001

[REDACTED]
January 7, 2011

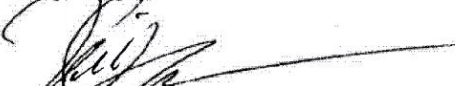
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The lawyers of the firm representing [REDACTED] on the Matter and such other [REDACTED] Matters will not disclose to the lawyers of the firm representing BoNYM any confidences or secrets of [REDACTED] or its affiliates. Nor will the representation of BoNYM in any way affect the independent professional judgment which lawyers of the firm have exercised and will continue to exercise on [REDACTED] behalf.

[REDACTED]

Please confirm the agreement of [REDACTED] to the foregoing (including, but not limited to, the consent) by executing and returning a copy of this letter to the undersigned. If the foregoing does not fully and completely set forth your understanding, or raises any questions, please contact us immediately.

Very truly yours,


Keith J. Willner

Consented and agreed:

[REDACTED]

Its Associate General Counsel

Sincerely,

Keith J. Willner