

# EXHIBIT B

**NOTICE OF A SPECIAL PROCEEDING AND PROPOSED SETTLEMENT BETWEEN  
THE BANK OF NEW YORK MELLON, AS TRUSTEE OR INDENTURE TRUSTEE,  
AND BANK OF AMERICA CORPORATION, COUNTRYWIDE HOME LOANS, INC.,  
COUNTRYWIDE FINANCIAL CORPORATION, AND BAC HOME LOANS  
SERVICING, LP**

**NOTICE IS HEREBY GIVEN TO THE HOLDERS OF CERTIFICATES OR NOTES (“CERTIFICATEHOLDERS”) UNDER THE 530 COUNTRYWIDE MORTGAGE-SECURITIZATION TRUSTS LISTED IN EXHIBIT A (“TRUSTS”) AND OTHER PERSONS POTENTIALLY INTERESTED IN THE TRUSTS. THIS NOTICE CONTAINS IMPORTANT INFORMATION FOR CERTIFICATEHOLDERS AND OTHER PERSONS POTENTIALLY INTERESTED IN THE TRUSTS.**

**IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO CERTIFICATEHOLDERS IN A TIMELY MANNER.**

This notice (the “Notice”) is given to you by The Bank of New York Mellon (“Trustee”), as trustee or indenture trustee under the Pooling and Servicing Agreements and Indentures and related Sales and Servicing Agreements (collectively, the “Governing Agreements”) governing the Trusts.

A settlement has been reached between the Trustee, on the one hand, and Countrywide Home Loans, Inc. (“CHL”), Countrywide Financial Corporation (together with CHL, “Countrywide”), Bank of America Corporation (“BAC”), and BAC Home Loans Servicing, LP, formerly known as Countrywide Home Loans Servicing, LP (“BAC HLS,” and together with BAC, “Bank of America”), on the other, concerning CHL’s alleged breaches of representations and warranties in the Governing Agreements, and BAC HLS’s alleged violations of prudent servicing obligations thereunder (the “Settlement”). The Settlement requires Bank of America and/or Countrywide to pay a total of US\$8,500,000,000.00 (US\$8.5 billion) into the Trusts (the “Settlement Payment”). It also requires BAC HLS to implement, among other things, a series of loan servicing procedures and improvements. The Trustee has filed a Verified Petition and commenced a special proceeding, *In the matter of the application of The Bank of New York Mellon* (Index No. \_\_\_/2011), in the Supreme Court of the State of New York, County of New York (the “Court”) seeking a judgment, among other things, approving the Settlement and ordering that the Settlement is binding on all Certificateholders. The Settlement Agreement is attached to the Verified Petition as Exhibit B.

The Court has scheduled a hearing on the Verified Petition for November \_\_\_, 2011 at \_\_:00 \_\_.m. at the Supreme Court of the State of New York, County of New York, 60 Centre Street, New York, New York 10007. The Court has the right to change the hearing date or time without further notice. At the hearing, the Court will determine, among other things, whether to approve the Settlement and make it binding on all Certificateholders, and will consider other important matters described in the Settlement Agreement. The Settlement, if approved by the Court, will affect the rights and interests of all Certificateholders, and their successors-in-interests and assigns, in the Trusts, including by, among other things, releasing claims on behalf of the Trustee, the Trusts and all Certificateholders in the Trusts and their successors-in-interests and

assigns arising out of or relating to (i) the origination, sale, or delivery of mortgages to the Trusts, including representations and warranties made with respect to those mortgages and any mortgage repurchase obligations, (ii) servicing of the mortgages in the Trusts, with certain exceptions, and (iii) documentation of the mortgages in the Trusts, with certain exceptions. (See the Settlement Agreement for a complete description of the releases provided for therein.)

Any Certificateholder or other person potentially interested in the Trusts may object to any aspect of the Settlement and request to be heard at the hearing by submitting a written notice prior to the hearing in the manner explained in the Court's Order dated \_\_\_\_\_, 2011 (the "Preliminary Order"). The Court has directed that any objections to the Settlement must be filed with the Court and served upon the Trustee's counsel by August 30, 2011, and that any (i) responses to objections, or (ii) submissions in favor of or with respect to the Settlement, must be filed and served by October 31, 2011. (Further information regarding the methodology for filing and serving papers is contained in the Preliminary Order and available as explained below.) If the Court approves the Settlement, all Certificateholders will be bound by the Settlement and the releases contained in the Settlement Agreement whether or not they appeared in the matter or submitted any objection to the Settlement. The Court has ordered that anyone who fails to object in the manner described in the Preliminary Order shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection before the Court or in any other action or proceeding, unless the Court orders otherwise. The Court has ordered that it retains jurisdiction over the Trustee, the Trusts and all Certificateholders (and their successors-in-interests, assigns or transferees, whether past, present or future) for all matters related to the Settlement and the special proceeding commenced by the Trustee seeking approval of the Settlement.

This Notice summarizes the special proceeding and the Settlement and is not a complete statement of the special proceeding or the Settlement. The Verified Petition, any papers filed in support of the Verified Petition, any orders entered by the Court in the special proceeding and other information relevant to the special proceeding are available at <http://www.cwrmbssettlement.com>, which will be updated when additional papers are filed or additional orders are entered in the special proceeding. You should also be able to obtain any documents filed with the Court by visiting the Court's website: <http://iapps.courts.state.ny.us/iscroll/>. If you have any questions, you may call (866) 294-7876 in the United States, (614) 569-0289 outside the United States, or send an email to [Questions@cwrmbssettlement.com](mailto:Questions@cwrmbssettlement.com).

Inquiries should NOT be directed to the Trustee, the Court, or the Clerk of the Court.

#### **MISCELLANEOUS**

Certificateholders and other persons potentially interested in the Trusts should not rely on the Trustee, or on counsel or other advisors retained by the Trustee, as their sole source of information. The Trustee neither makes any recommendation generally nor otherwise gives any investment advice herein.