

EXHIBIT D



Kathy D. Patrick
kpatrick@gibbsbruns.com
713.751.5253

June 23, 2011

BNY Mellon, Trustee
c/o Mr. Robert Bailey
One Wall Street
New York, NY

Re: Proposed Settlement of Claims by Certain Countrywide-issued RMBS Trusts

Dear Mr. Bailey:

Gibbs & Bruns LLP has been retained by the institutions listed on the attached Exhibit "A" to act on their behalf to pursue contract claims arising from Pooling and Servicing Agreements (PSAs) governing residential mortgage-backed securities trusts issued by affiliates of Countrywide Home Loans, Inc. or Countrywide Financial Corporation (collectively the "Countrywide RMBS Trusts" or "Trusts"). Specifically, our clients retained us to pursue repurchase claims relating to ineligible Mortgage Loans¹ securitized in the Trusts and claims relating to deficient servicing of those Mortgage Loans by Bank of America Home Loan Servicing, L.P., the Master Servicer (collectively, the "Trust Claims"). Our clients have previously advised you that they hold Voting Rights in 502 of the 530 Trusts listed on Exhibit "B." BNY Mellon serves as Trustee for these Trusts.

We, and our clients, understand that Bank of America Corporation, Countrywide and the Master Servicer are willing to settle the Trust Claims for *all* of the CW RMBS Trusts listed on Exhibit B. The terms of the proposed settlement are described in full in the attached final for execution copy of the Settlement Agreement. Our clients participated in negotiating this settlement by and through their counsel.

¹ Unless otherwise indicated, capitalized terms have the meaning assigned to them in the relevant PSAs.

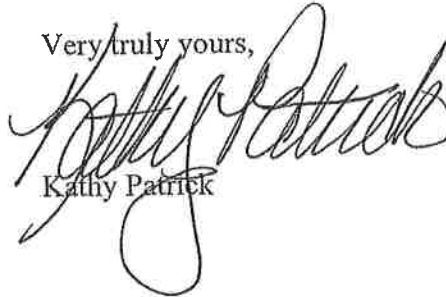
Letter to BNY Mellon, Trustee

June 23, 2011

-2-

On behalf of all of our clients except Freddie Mac,² we ask BNY to exercise its independent business judgment to accept the settlement on the Trusts' behalf. Though this is not a binding instruction from our clients, our clients believe the settlement is in the best interests of all of the Trusts included in the settlement, so they urge the Trustee to accept it.

Very truly yours,



Kathy Patrick

cc: Mr. Stephen Ahrens (Blackrock)
Mr. Cory Nass (Kore Advisors)
Ms. Stephanie Heller (Federal Reserve Bank of New York)
Mr. Kevin Finnegan (MetLife)
Mr. Sean Plater (TCW)
Mr. Paul deFrancisci (Neuberger Berman Europe Limited)
Mr. Rick LeBrun (PIMCO)
Mr. Francis Chlapowski (Goldman Sachs Asset Management)
Mr. Duane Nelson (TIAA-CREF)
Mr. Jeffrey Kupor (Invesco)
Ms. Tina Smith (Thrivent Financial)
Mr. Frank Damerow (LBBW)
Mr. Steffen Nies (LBBW Asset Management (Ireland) plc, Dublin)
Ms. Kristine Wellman (ING Bank fsb)
Mr. Tim Meehan (ING Capital LLC)
Mr. Paul Howell (ING Investment Management LLC)
Ms. Maureen Cronin (New York Life)
Ms. Marie Malloy (Nationwide Mutual Insurance Company)
Mr. Clint Woods (AEGON USA)
Mr. Reggie O'Shields (Federal Home Loan Bank of Atlanta)
Ms. Lorraine Briganti (Bayerische Landesbank)
Mr. Robert Lawrence (Prudential Investment Management, Inc.)
Mr. Stephen Venable (Western Asset Management Company)
Mr. Robert Bostrom (Freddie Mac)

² Freddie Mac takes no position at this time concerning our request that the Trustee accept the settlement. Final decision-making authority concerning Freddie Mac's assets resides in its Conservator, the Federal Housing Finance Administration (FHFA).

Exhibit "A" – List of Clients of Gibbs & Bruns LLP

1. BlackRock Financial Management Inc. and its advisory affiliates
2. Kore Advisors, L.P.
3. Maiden Lane, LLC; Maiden Lane II, LLC; and Maiden Lane III, LLC by Federal Reserve Bank of New York, as managing member
4. Metropolitan Life Insurance Company
5. Trust Company of the West and affiliated companies controlled by The TCW Group, Inc.
6. Neuberger Berman Europe Limited
7. PIMCO Investment Management Company LLC
8. Goldman Sachs Asset Management, L.P., as adviser to its funds and accounts
9. Teachers Insurance and Annuity Association of America
10. Invesco Advisers, Inc.
11. Thrivent Financial for Lutherans
12. Landesbank Baden-Wuerttemberg
13. LBBW Asset Management (Ireland) plc, Dublin
14. ING Bank fsb
15. ING Capital LLC
16. ING Investment Management LLC
17. New York Life Investment Management LLC, as investment manager
18. Nationwide Mutual Insurance Company and its affiliated companies
19. 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.
20. Federal Home Loan Bank of Atlanta
21. Bayerische Landesbank, acting through its New York Branch
22. Prudential Investment Management, Inc.
23. Western Asset Management Company
24. Federal Home Loan Mortgage Corporation

Exhibit "B" – List of Covered Trusts

CWALT 2004-10CB	CWALT 2005-18CB	CWALT 2005-65CB
CWALT 2004-12CB	CWALT 2005-1CB	CWALT 2005-66
CWALT 2004-13CB	CWALT 2005-2	CWALT 2005-67CB
CWALT 2004-14T2	CWALT 2005-20CB	CWALT 2005-69
CWALT 2004-15	CWALT 2005-21CB	CWALT 2005-6CB
CWALT 2004-16CB	CWALT 2005-23CB	CWALT 2005-70CB
CWALT 2004-17CB	CWALT 2005-24	CWALT 2005-71
CWALT 2004-18CB	CWALT 2005-25T1	CWALT 2005-72
CWALT 2004-20T1	CWALT 2005-26CB	CWALT 2005-73CB
CWALT 2004-22CB	CWALT 2005-27	CWALT 2005-74T1
CWALT 2004-24CB	CWALT 2005-28CB	CWALT 2005-75CB
CWALT 2004-25CB	CWALT 2005-29CB	CWALT 2005-76
CWALT 2004-26T1	CWALT 2005-30CB	CWALT 2005-77T1
CWALT 2004-27CB	CWALT 2005-31	CWALT 2005-79CB
CWALT 2004-28CB	CWALT 2005-32T1	CWALT 2005-7CB
CWALT 2004-29CB	CWALT 2005-33CB	CWALT 2005-80CB
CWALT 2004-2CB	CWALT 2005-34CB	CWALT 2005-82
CWALT 2004-30CB	CWALT 2005-35CB	CWALT 2005-83CB
CWALT 2004-32CB	CWALT 2005-36	CWALT 2005-84
CWALT 2004-33	CWALT 2005-37T1	CWALT 2005-85CB
CWALT 2004-34T1	CWALT 2005-38	CWALT 2005-86CB
CWALT 2004-35T2	CWALT 2005-3CB	CWALT 2005-9CB
CWALT 2004-36CB	CWALT 2005-4	CWALT 2005-AR1
CWALT 2004-3T1	CWALT 2005-40CB	CWALT 2005-IM1
CWALT 2004-4CB	CWALT 2005-41	CWALT 2005-J10
CWALT 2004-5CB	CWALT 2005-42CB	CWALT 2005-J11
CWALT 2004-6CB	CWALT 2005-43	CWALT 2005-J12
CWALT 2004-7T1	CWALT 2005-44	CWALT 2005-J13
CWALT 2004-8CB	CWALT 2005-45	CWALT 2005-J14
CWALT 2004-9T1	CWALT 2005-46CB	CWALT 2005-J3
CWALT 2004-J10	CWALT 2005-47CB	CWALT 2005-J4
CWALT 2004-J11	CWALT 2005-48T1	CWALT 2005-J5
CWALT 2004-J12	CWALT 2005-49CB	CWALT 2005-J6
CWALT 2004-J13	CWALT 2005-50CB	CWALT 2005-J7
CWALT 2004-J2	CWALT 2005-51	CWALT 2005-J8
CWALT 2004-J3	CWALT 2005-53T2	CWALT 2005-J9
CWALT 2004-J5	CWALT 2005-54CB	CWALT 2006-11CB
CWALT 2004-J6	CWALT 2005-55CB	CWALT 2006-12CB
CWALT 2004-J7	CWALT 2005-56	CWALT 2006-13T1
CWALT 2004-J8	CWALT 2005-57CB	CWALT 2006-14CB
CWALT 2004-J9	CWALT 2005-58	CWALT 2006-15CB
CWALT 2005-10CB	CWALT 2005-59	CWALT 2006-16CB
CWALT 2005-11CB	CWALT 2005-60T1	CWALT 2006-17T1
CWALT 2005-14	CWALT 2005-61	CWALT 2006-18CB
CWALT 2005-16	CWALT 2005-63	CWALT 2006-19CB
CWALT 2005-17	CWALT 2005-64CB	CWALT 2006-20CB

CWALT 2006-21CB	CWALT 2006-OA14	CWALT 2007-9T1
CWALT 2006-23CB	CWALT 2006-OA16	CWALT 2007-AL1
CWALT 2006-24CB	CWALT 2006-OA17	CWALT 2007-HY2
CWALT 2006-25CB	CWALT 2006-OA18	CWALT 2007-HY3
CWALT 2006-26CB	CWALT 2006-OA2	CWALT 2007-HY4
CWALT 2006-27CB	CWALT 2006-OA21	CWALT 2007-HY6
CWALT 2006-28CB	CWALT 2006-OA22	CWALT 2007-HY7C
CWALT 2006-29T1	CWALT 2006-OA3	CWALT 2007-HY8C
CWALT 2006-2CB	CWALT 2006-OA6	CWALT 2007-HY9
CWALT 2006-30T1	CWALT 2006-OA7	CWALT 2007-J2
CWALT 2006-31CB	CWALT 2006-OA8	CWALT 2007-OA11
CWALT 2006-32CB	CWALT 2006-OA9	CWALT 2007-OA2
CWALT 2006-33CB	CWALT 2006-OC1	CWALT 2007-OA3
CWALT 2006-34	CWALT 2006-OC10	CWALT 2007-OA4
CWALT 2006-35CB	CWALT 2006-OC11	CWALT 2007-OA6
CWALT 2006-36T2	CWALT 2006-OC2	CWALT 2007-OA7
CWALT 2006-39CB	CWALT 2006-OC3	CWALT 2007-OA8
CWALT 2006-40T1	CWALT 2006-OC4	CWALT 2007-OA9
CWALT 2006-41CB	CWALT 2006-OC5	CWALT 2007-OH1
CWALT 2006-42	CWALT 2006-OC6	CWALT 2007-OH2
CWALT 2006-43CB	CWALT 2006-OC7	CWALT 2007-OH3
CWALT 2006-45T1	CWALT 2006-OC8	CWHEL 2006-A
CWALT 2006-46	CWALT 2006-OC9	CWHEL 2007-G
CWALT 2006-4CB	CWALT 2007-10CB	CWHL 2004-11
CWALT 2006-5T2	CWALT 2007-11T1	CWHL 2004-12
CWALT 2006-6CB	CWALT 2007-12T1	CWHL 2004-13
CWALT 2006-7CB	CWALT 2007-13	CWHL 2004-14
CWALT 2006-8T1	CWALT 2007-14T2	CWHL 2004-15
CWALT 2006-9T1	CWALT 2007-16CB	CWHL 2004-16
CWALT 2006-HY10	CWALT 2007-17CB	CWHL 2004-18
CWALT 2006-HY11	CWALT 2007-18CB	CWHL 2004-19
CWALT 2006-HY12	CWALT 2007-19	CWHL 2004-2
CWALT 2006-HY13	CWALT 2007-1T1	CWHL 2004-20
CWALT 2006-HY3	CWALT 2007-20	CWHL 2004-21
CWALT 2006-J1	CWALT 2007-21CB	CWHL 2004-22
CWALT 2006-J2	CWALT 2007-22	CWHL 2004-23
CWALT 2006-J3	CWALT 2007-23CB	CWHL 2004-24
CWALT 2006-J4	CWALT 2007-24	CWHL 2004-25
CWALT 2006-J5	CWALT 2007-25	CWHL 2004-29
CWALT 2006-J6	CWALT 2007-2CB	CWHL 2004-3
CWALT 2006-J7	CWALT 2007-3T1	CWHL 2004-5
CWALT 2006-J8	CWALT 2007-4CB	CWHL 2004-6
CWALT 2006-OA1	CWALT 2007-5CB	CWHL 2004-7
CWALT 2006-OA10	CWALT 2007-6	CWHL 2004-HYB1
CWALT 2006-OA11	CWALT 2007-7T2	CWHL 2004-HYB2
CWALT 2006-OA12	CWALT 2007-8CB	CWHL 2004-HYB3

CWHL 2004-HYB4	CWHL 2005-HYB8	CWHL 2007-2
CWHL 2004-HYB5	CWHL 2005-HYB9	CWHL 2007-20
CWHL 2004-HYB6	CWHL 2005-J1	CWHL 2007-21
CWHL 2004-HYB7	CWHL 2005-J2	CWHL 2007-3
CWHL 2004-HYB8	CWHL 2005-J3	CWHL 2007-4
CWHL 2004-HYB9	CWHL 2005-J4	CWHL 2007-5
CWHL 2004-J2	CWHL 2006-1	CWHL 2007-6
CWHL 2004-J3	CWHL 2006-10	CWHL 2007-7
CWHL 2004-J4	CWHL 2006-11	CWHL 2007-8
CWHL 2004-J5	CWHL 2006-12	CWHL 2007-9
CWHL 2004-J6	CWHL 2006-13	CWHL 2007-HY1
CWHL 2004-J7	CWHL 2006-14	CWHL 2007-HY3
CWHL 2004-J8	CWHL 2006-15	CWHL 2007-HY4
CWHL 2004-J9	CWHL 2006-16	CWHL 2007-HY5
CWHL 2005-1	CWHL 2006-17	CWHL 2007-HY6
CWHL 2005-10	CWHL 2006-18	CWHL 2007-HY7
CWHL 2005-11	CWHL 2006-19	CWHL 2007-HYB1
CWHL 2005-12	CWHL 2006-20	CWHL 2007-HYB2
CWHL 2005-13	CWHL 2006-21	CWHL 2007-J1
CWHL 2005-14	CWHL 2006-3	CWHL 2007-J2
CWHL 2005-16	CWHL 2006-6	CWHL 2007-J3
CWHL 2005-17	CWHL 2006-8	CWHL 2008-1
CWHL 2005-18	CWHL 2006-9	CWL 2004-1
CWHL 2005-2	CWHL 2006-HYB1	CWL 2004-11
CWHL 2005-20	CWHL 2006-HYB2	CWL 2004-14
CWHL 2005-21	CWHL 2006-HYB3	CWL 2004-2
CWHL 2005-22	CWHL 2006-HYB4	CWL 2004-3
CWHL 2005-23	CWHL 2006-HYB5	CWL 2004-4
CWHL 2005-25	CWHL 2006-J1	CWL 2004-5
CWHL 2005-26	CWHL 2006-J2	CWL 2004-6
CWHL 2005-27	CWHL 2006-J3	CWL 2004-7
CWHL 2005-28	CWHL 2006-J4	CWL 2004-AB2
CWHL 2005-29	CWHL 2006-OA4	CWL 2004-BC2
CWHL 2005-3	CWHL 2006-OA5	CWL 2004-BC3
CWHL 2005-30	CWHL 2006-TM1	CWL 2004-BC4
CWHL 2005-31	CWHL 2007-1	CWL 2004-BC5
CWHL 2005-7	CWHL 2007-10	CWL 2004-ECC1
CWHL 2005-9	CWHL 2007-11	CWL 2004-ECC2
CWHL 2005-HY10	CWHL 2007-12	CWL 2004-S1
CWHL 2005-HYB1	CWHL 2007-13	CWL 2004-SD2
CWHL 2005-HYB2	CWHL 2007-14	CWL 2004-SD3
CWHL 2005-HYB3	CWHL 2007-15	CWL 2004-SD4
CWHL 2005-HYB4	CWHL 2007-16	CWL 2005-10
CWHL 2005-HYB5	CWHL 2007-17	CWL 2005-2
CWHL 2005-HYB6	CWHL 2007-18	CWL 2005-5
CWHL 2005-HYB7	CWHL 2007-19	CWL 2005-6

CWL 2005-8	CWL 2006-SD2	CWL 2004-9
CWL 2005-9	CWL 2006-SD3	CWL 2004-AB1
CWL 2005-AB1	CWL 2006-SD4	CWL 2005-1
CWL 2005-AB2	CWL 2006-SPS1	CWL 2005-11
CWL 2005-AB3	CWL 2006-SPS2	CWL 2005-12
CWL 2005-AB4	CWL 2007-10	CWL 2005-13
CWL 2005-AB5	CWL 2007-11	CWL 2005-14
CWL 2005-BC1	CWL 2007-12	CWL 2005-15
CWL 2005-BC2	CWL 2007-3	CWL 2005-16
CWL 2005-BC3	CWL 2007-5	CWL 2005-17
CWL 2005-BC4	CWL 2007-6	CWL 2005-3
CWL 2005-BC5	CWL 2007-7	CWL 2005-4
CWL 2005-IM1	CWL 2007-8	CWL 2005-7
CWL 2005-IM2	CWL 2007-9	CWL 2006-11
CWL 2005-IM3	CWL 2007-BC1	CWL 2006-13
CWL 2005-SD1	CWL 2007-BC2	CWL 2006-15
CWL 2005-SD2	CWL 2007-BC3	CWL 2006-21
CWL 2005-SD3	CWL 2007-SD1	CWL 2006-22
CWL 2006-1	CWL 2007-SEA1	CWL 2006-23
CWL 2006-10	CWL 2007-SEA2	CWL 2006-26
CWL 2006-12	CWALT 2004-J4	CWL 2007-1
CWL 2006-14	CWALT 2005-13CB	CWL 2007-13
CWL 2006-16	CWALT 2005-19CB	CWL 2007-2
CWL 2006-17	CWALT 2005-22T1	CWL 2007-4
CWL 2006-18	CWALT 2005-52CB	
CWL 2006-19	CWALT 2005-62	
CWL 2006-2	CWALT 2005-81	
CWL 2006-20	CWALT 2005-J1	
CWL 2006-24	CWALT 2005-J2	
CWL 2006-25	CWALT 2006-OA19	
CWL 2006-3	CWALT 2007-15CB	
CWL 2006-4	CWALT 2007-J1	
CWL 2006-5	CWALT 2007-OA10	
CWL 2006-6	CWHL 2004-10	
CWL 2006-7	CWHL 2004-4	
CWL 2006-8	CWHL 2004-8	
CWL 2006-9	CWHL 2004-9	
CWL 2006-ABC1	CWHL 2005-15	
CWL 2006-BC1	CWHL 2005-24	
CWL 2006-BC2	CWHL 2005-5	
CWL 2006-BC3	CWHL 2005-6	
CWL 2006-BC4	CWL 2004-10	
CWL 2006-BC5	CWL 2004-12	
CWL 2006-IM1	CWL 2004-13	
CWL 2006-QH1	CWL 2004-15	
CWL 2006-SD1	CWL 2004-8	