

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

(caption continued on the following page)

Docket No. 11-Civ-5988 (___)

**NOTICE OF
OBJECTION**

GRAND RAPIDS POLICE AND FIRE RETIREMENT SYSTEM, TM1 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.

PLEASE TAKE NOTICE that, pursuant to the Initial Order of the Supreme Court of the State of New York,¹ dated June 29, 2011 (Mot. Seq. No. 001), and the Order of August 5, 2011, which modified the Initial Order, RMBS Acquisition Co LLC, a Potentially Interested Person,² hereby appears and objects to the Settlement. The reason for RMBS Acquisition's objection is that it does not have enough information to evaluate the Settlement. By filing this objection, RMBS Acquisition reserves all of its rights, including but not limited to its rights to supplement or withdraw its objection, to seek and participate in discovery, to move to intervene in this proceeding, and to be heard on the Hearing Date and any other dates that the Court may set.


¹ Capitalized terms not otherwise defined shall have the meaning given to them in the Verified Petition filed by Bank of New York Mellon or the Order of August 5, 2011.

² RMBS Acquisition Co, LLC is a Potentially Interested Person because it owns more than \$136 million original face of certificates in 13 of the 530 Countrywide trusts that are the subject of this proceeding.

Dated: New York, New York
August 29, 2011

Respectfully submitted,

GRAIS & ELLSWORTH LLP



By: _____
David J. Grais (DG-7118)
Owen L. Cyrulnik

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

Attorneys for Objector RMBS Acquisition Co.
LLC

CERTIFICATE OF SERVICE

This is to certify that on this the 29th day of August, 2011, a true and correct copy of the Notice of Objection was served on the following counsel of record as indicated below by overnight delivery:

Mayer Brown LLP
Matthew D. Ingber
1675 Broadway
New York, New York 10019

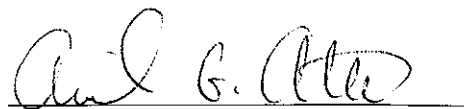
Warner Partners P.C.
Kenneth E. Warner
950 Third Avenue
32nd Floor
New York, NY 10022

Scott+Scott LLP
Beth Kaswan
500 Fifth Avenue
40th Floor
New York, NY 10110

Wollmuth Maher & Deutsch LLP
David H. Wollmuth
500 Fifth Avenue
New York, NY 10110

Robins, Kaplan, Miller & Ciresi LLP
Thomas B. Hatch
800 LaSalle Avenue
Minneapolis, MN 55402

Keller Rohrback P.L.C.
1201 3rd Avenue
Suite 3200
Seattle, WA 98101



Ariel G. Atlas