

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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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-

[VARIOUS INTERVENORS AND PROPOSED INTERVENORS],

Respondents,

for an order pursuant to CPLR § 7701 seeking judicial instructions and approval of a proposed settlement.

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Docket No.: 11-CIV-5988

**OBJECTION IN THE  
FORM OF A REQUEST  
FOR MORE  
INFORMATION**

The investors listed on Exhibit 1 (the “Clients”) to this Objection in the Form of a Request for More Information (the “Request”), by and through their attorneys, Peter N. Tsapatsaris, LLC and Talcott Franklin P.C.,<sup>1</sup> submit this Request, pursuant to New York Supreme Court Orders dated June 29, 2011 and August 5, 2011 (the “Court Orders”), to protect their investments in the trusts listed on Exhibit 2 (which are included in the Proposed Settlement Agreement<sup>2</sup>) and to obtain basic information needed to evaluate the Proposed Settlement Agreement before the Court Orders’ August 30, 2011 deadline for filing objections. A Notice of Removal for this case was filed on August 26, 2011. In an abundance of caution, the Clients are filing this Request in both State and Federal Court. The Clients respectfully state as follows:

**THE NEED FOR INFORMATION TO PROPERLY EVALUATE SETTLEMENT**

1. The Clients seek additional information to evaluate the Proposed Settlement Agreement, which includes a review of the information upon which the Trustee based its decision to enter into the Proposed Settlement Agreement and clarification regarding the meaning of the provisions of the Proposed Settlement Agreement, including, but not limited to the scope and nature of the releases granted in the Proposed Settlement Agreement and any related Orders of the Court. Further, the Clients seek to determine whether the Trustee acted in good faith as to the

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<sup>1</sup> *Pro hac vice* motion to be filed.

<sup>2</sup> On June 28, 2011, The Bank of New York Mellon (f/k/a The Bank of New York), in its capacity as trustee or indenture trustee of certain mortgage-securitization trusts identified herein (“BNYM” or the “Trustee”), and Bank of America Corporation (“BAC”), and BAC Home Loans Servicing, LP (“BAC HLS”) (collectively, “Bank of America”) and Countrywide Financial Corporation (“CFC”) and Countrywide Home Loans, Inc. (“CHL”) (collectively, “Countrywide”) entered into a settlement agreement (the “Proposed Settlement Agreement”).

certificateholders. Consistent with the discovery-related Court Order dated August 5, 2011, modifying the Court Order to Show Cause dated June 29, 2011, the Clients will seek to confer with other parties and potentially interested persons during the week of September 5, 2011 regarding the scope of and schedule for discovery and appear before the Court to address these issues at the scheduled place and time.

**OBJECTIONS TO THE PROPOSED SETTLEMENT AGREEMENT**

2. This Request constitutes a written notice of intention to appear and object as provided in the Court Orders. The Clients do not have enough information to evaluate the Proposed Settlement Agreement, and may seek discovery and supplement this Objection with additional objections as provided in the August 5, 2011 Court Order.

**RELIEF REQUESTED**

WHEREFORE, the Clients respectfully request that the Court allow the Clients to obtain the additional information required to evaluate the Proposed Settlement Agreement and grant the Clients such additional and further relief to which they may be entitled.

Dated: August 29, 2011

Respectfully Submitted,

/s Peter N. Tsapatsaris  
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# **EXHIBIT 1**

**EXHIBIT 1**

American Equity Investment Life Insurance Company  
American Equity Investment Life Insurance Company of New York  
Amici Associates, L.P.  
Amici Fund International, Ltd.  
Amici Qualified Associates, L.P.  
Cedar Hill Capital Partners, LLC  
Cedar Hill Mortgage Fund GP, LLC  
Cedar Hill Mortgage Opportunity Master Fund, LP  
Declaration Management & Research LLC  
Doubleline Capital LP  
First Bank  
First Financial of Maryland Federal Credit Union  
First National Bank & Trust Co. of Rochelle, Illinois  
First National Banking Company  
First Penn-Pacific Life Insurance Company  
Kerndt Brothers Savings Bank  
Lea County State Bank  
LibreMax Capital, LLC  
Lincoln Investment Solutions, Inc.  
Lincoln Life & Annuity Company of New York  
Lincoln National Reinsurance Company (Barbados) Limited  
LL Funds LLC  
Manichaeon Capital, LLC  
NexBank, SSB  
NCMIC Group, Inc.  
NCMIC Insurance Company  
Peoples Independent Bank  
Radian Asset Assurance Inc.  
Taconic Capital Advisors L.P.  
The Collectors' Fund, L.P.  
The Lincoln National Life Insurance Company  
Thomaston Savings Bank  
Valley National Bank

# **EXHIBIT 2**

**EXHIBIT 2**

The entities listed in Exhibit 1 have holdings in or investment authority over holdings in the following trusts:

CWALT 2004-15	CWALT 2005-9CB	CWALT 2006-OA1
CWALT 2004-16CB	CWALT 2005-J1	CWALT 2006-OA12
CWALT 2004-28CB	CWALT 2005-J10	CWALT 2006-OA16
CWALT 2004-29CB	CWALT 2005-J11	CWALT 2006-OA17
CWALT 2004-2CB	CWALT 2005-J12	CWALT 2006-OA19
CWALT 2004-30CB	CWALT 2005-J13	CWALT 2006-OA6
CWALT 2004-33	CWALT 2005-J14	CWALT 2006-OA9
CWALT 2004-34T1	CWALT 2005-J2	CWALT 2006-OC3
CWALT 2004-4CB	CWALT 2005-J7	CWALT 2007-11T1
CWALT 2004-J7	CWALT 2005-J9	CWALT 2007-12T1
CWALT 2004-J9	CWALT 2006-11CB	CWALT 2007-15CB
CWALT 2005-10CB	CWALT 2006-12CB	CWALT 2007-16CB
CWALT 2005-13CB	CWALT 2006-15CB	CWALT 2007-17CB
CWALT 2005-19CB	CWALT 2006-16CB	CWALT 2007-18CB
CWALT 2005-1CB	CWALT 2006-18CB	CWALT 2007-19
CWALT 2005-20CB	CWALT 2006-19CB	CWALT 2007-21CB
CWALT 2005-21CB	CWALT 2006-21CB	CWALT 2007-22
CWALT 2005-22T1	CWALT 2006-23CB	CWALT 2007-24
CWALT 2005-25T1	CWALT 2006-24CB	CWALT 2007-2CB
CWALT 2005-26CB	CWALT 2006-26CB	CWALT 2007-3T1
CWALT 2005-28CB	CWALT 2006-28CB	CWALT 2007-4CB
CWALT 2005-29CB	CWALT 2006-29T1	CWALT 2007-6
CWALT 2005-30CB	CWALT 2006-30T1	CWALT 2007-7T2
CWALT 2005-34CB	CWALT 2006-31CB	CWALT 2007-8CB
CWALT 2005-3CB	CWALT 2006-32CB	CWALT 2007-9T1
CWALT 2005-40CB	CWALT 2006-33CB	CWALT 2007-HY4
CWALT 2005-44	CWALT 2006-34	CWALT 2007-J1
CWALT 2005-46CB	CWALT 2006-36T2	CWALT 2007-J2
CWALT 2005-47CB	CWALT 2006-39CB	CWALT 2007-OA2
CWALT 2005-51	CWALT 2006-40T1	CWALT 2007-OA9
CWALT 2005-53T2	CWALT 2006-41CB	CWALT 2007-OH3
CWALT 2005-54CB	CWALT 2006-43CB	CWHL 2004-10
CWALT 2005-57CB	CWALT 2006-45T1	CWHL 2004-12
CWALT 2005-59	CWALT 2006-4CB	CWHL 2004-13
CWALT 2005-60T1	CWALT 2006-6CB	CWHL 2004-14
CWALT 2005-64CB	CWALT 2006-8T1	CWHL 2004-4
CWALT 2005-6CB	CWALT 2006-9T1	CWHL 2004-HYB5
CWALT 2005-73CB	CWALT 2006-HY12	CWHL 2004-HYB7
CWALT 2005-77T1	CWALT 2006-J1	CWHL 2004-HYB8
CWALT 2005-79CB	CWALT 2006-J3	CWHL 2004-J2
CWALT 2005-84	CWALT 2006-J5	CWHL 2004-J4
CWALT 2005-85CB	CWALT 2006-J7	CWHL 2004-J6
CWALT 2005-86CB	CWALT 2006-J8	CWHL 2005-14



**EXHIBIT 2**

CWHL 2005-15	CWL 2004-11	CWL 2006-7
CWHL 2005-20	CWL 2004-12	CWL 2006-9
CWHL 2005-21	CWL 2004-13	CWL 2006-BC1
CWHL 2005-23	CWL 2004-14	CWL 2006-BC5
CWHL 2005-24	CWL 2004-15	CWL 2007-10
CWHL 2005-25	CWL 2004-2	CWL 2007-11
CWHL 2005-26	CWL 2004-3	CWL 2007-12
CWHL 2005-27	CWL 2004-4	CWL 2007-2
CWHL 2005-28	CWL 2004-5	CWL 2007-3
CWHL 2005-29	CWL 2004-6	CWL 2007-4
CWHL 2005-3	CWL 2004-7	CWL 2007-6
CWHL 2005-30	CWL 2004-9	CWL 2007-7
CWHL 2005-7	CWL 2004-ECC2	CWL 2007-8
CWHL 2005-9	CWL 2005-1	CWL 2007-BC3
CWHL 2005-HYB3	CWL 2005-10	CWL 2007-SEA1
CWHL 2005-HYB8	CWL 2005-11	
CWHL 2005-J2	CWL 2005-12	
CWHL 2005-J4	CWL 2005-13	
CWHL 2006-10	CWL 2005-15	
CWHL 2006-12	CWL 2005-16	
CWHL 2006-13	CWL 2005-17	
CWHL 2006-15	CWL 2005-3	
CWHL 2006-16	CWL 2005-4	
CWHL 2006-19	CWL 2005-6	
CWHL 2006-20	CWL 2005-7	
CWHL 2006-21	CWL 2005-8	
CWHL 2006-3	CWL 2005-AB5	
CWHL 2006-6	CWL 2005-BC2	
CWHL 2006-8	CWL 2005-BC3	
CWHL 2006-HYB3	CWL 2005-BC4	
CWHL 2006-J1	CWL 2005-BC5	
CWHL 2006-OA5	CWL 2005-SD2	
CWHL 2007-1	CWL 2006-1	
CWHL 2007-11	CWL 2006-11	
CWHL 2007-14	CWL 2006-13	
CWHL 2007-15	CWL 2006-14	
CWHL 2007-18	CWL 2006-15	
CWHL 2007-3	CWL 2006-17	
CWHL 2007-4	CWL 2006-20	
CWHL 2007-7	CWL 2006-21	
CWHL 2007-8	CWL 2006-22	
CWHL 2007-9	CWL 2006-23	
CWHL 2007-HYB2	CWL 2006-25	
CWHL 2007-J3	CWL 2006-26	
CWL 2004-1	CWL 2006-3	
CWL 2004-10	CWL 2006-5	

**CERTIFICATE OF SERVICE**

This is to certify that on this 29<sup>th</sup> day of August, 2011, a true and correct copy of the above and foregoing instrument was properly forwarded to the following counsel of record as indicated below:

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Dated: August 29, 2011

Respectfully Submitted,

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