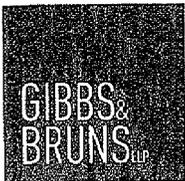


Exhibit 28
to
Affidavit of Daniel M. Reilly
in Support of Joint Memorandum of
Law in Opposition to Proposed Settlement



Kathy Patrick
Partner
Kpatrick@gibbsbruns.com
713-751-5253

August 20, 2010

Via Facsimile No. 212 815-3986

Bank of New York
101 Barclay Street
4 West
New York, NY 10286

Attn: Mortgage Backed Securities Group, regarding Trusts Listed on
attached Ex. A

Via Facsimile No. 212 858-1500

Mr. Leo Crowley
Ms. Jeanne Naughton-Carr
Pillsbury LLP
1540 Broadway
New York, NY 10036-4039

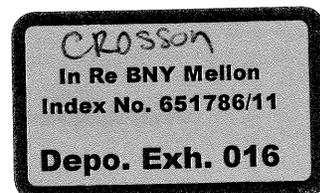
Re: Binding Instruction to Act to Trustee Regarding Trusts Listed
on attached Ex. A

Ladies and Gentlemen:

Our clients appreciated Bank of New York's agreement to meet with them to discuss a strategy to address the existence of ineligible loans in the pools that secure their RMBS. They believe the meeting was both constructive and helpful. We hope it has provided an appropriate foundation on which the Trustee can act pursuant to the Holders' instructions to address and remedy this issue.

In the meeting, Bank of New York informed our clients that it has to date taken no steps to investigate or resolve the allegations made by mortgage insurers or credit enhancers concerning ineligible loans in the Trusts. Our clients were dismayed to hear this; they believe the Trustee, having been notified of this issue, was required by the PSAs to take steps to investigate and remedy it. Our clients also disagree with the suggestion that Countrywide was not required to repurchase mortgages before modifying them pursuant to Countrywide's settlement with various state attorneys general.

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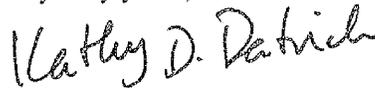
August 20, 2010

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We need not debate these issues now. Instead, we believe the common ground of a binding instruction will permit both the Holders and the Trustee to act constructively to address issues on which they otherwise might work at cross-purposes. To that end, the Holders enclose under cover of this letter a Binding Instruction to the Trustee. The instruction is self-explanatory, and conforms to the applicable provisions of the Pooling and Servicing Agreement. We expect, therefore, that the Trustee will act promptly to implement it. As you know, when the Trustee acts in good faith pursuant to a direction from 25% of the Holders of Voting rights in a Countrywide RMBS deal, it is exculpated from liability for the actions taken.

Please contact me before August 31, 2010 to advise whether Bank of New York intends to honor this instruction. We hope it will do so. As we mentioned, our clients have a current desire to work cooperatively with, rather than to become adverse to, Bank of New York. At the end of the day, however, they must ensure their interests in this remedial effort are furthered, not frustrated.

Very truly yours,



Kathy D. Patrick

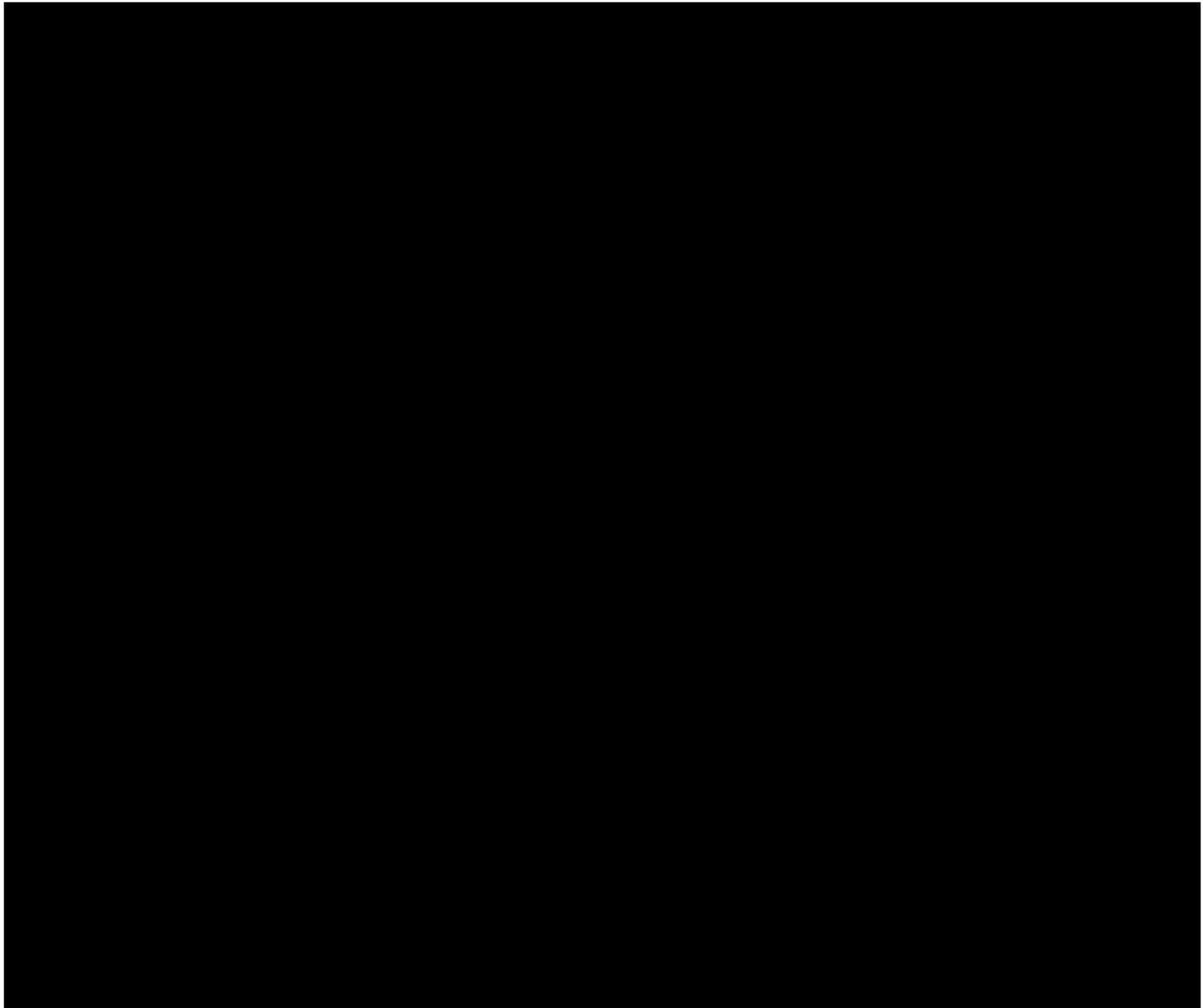
KDP/tjm

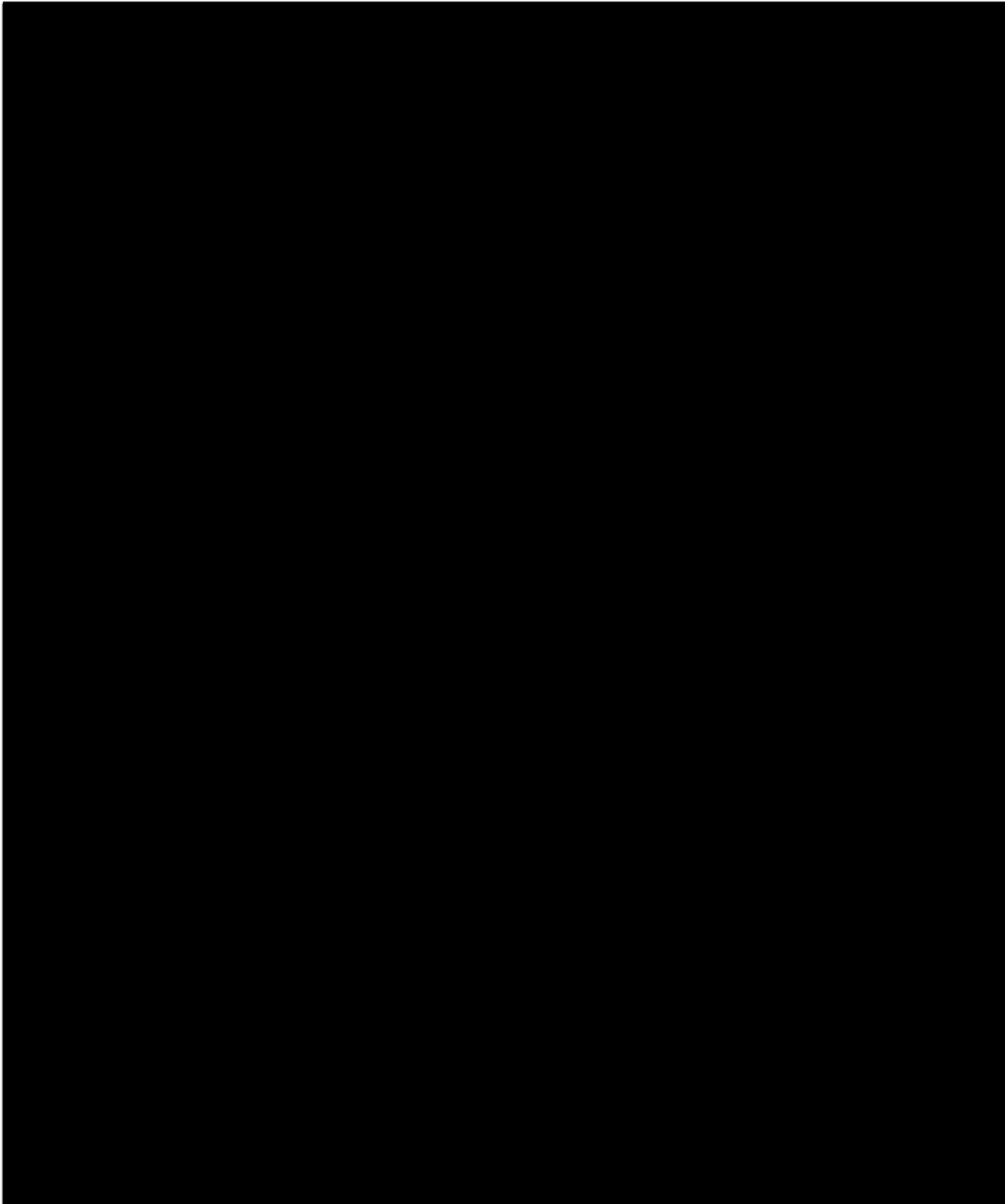
cc: Mr. Scott Schuman (Blackrock)
Ms. Stephanie Heller (Federal Reserve Bank of New York)
Mr. James Harrington (Fortress Investments)
Ms. Lenore Stanton-Kelley (Freddie Mac)
Mr. Gary Kosinski (Kore Capital)
Mr. William Ding (MetLife)
Mr. Terry Glomski (Neuberger Berman)
Mr. Richard LeBrun (Pacific Investment Management Company)

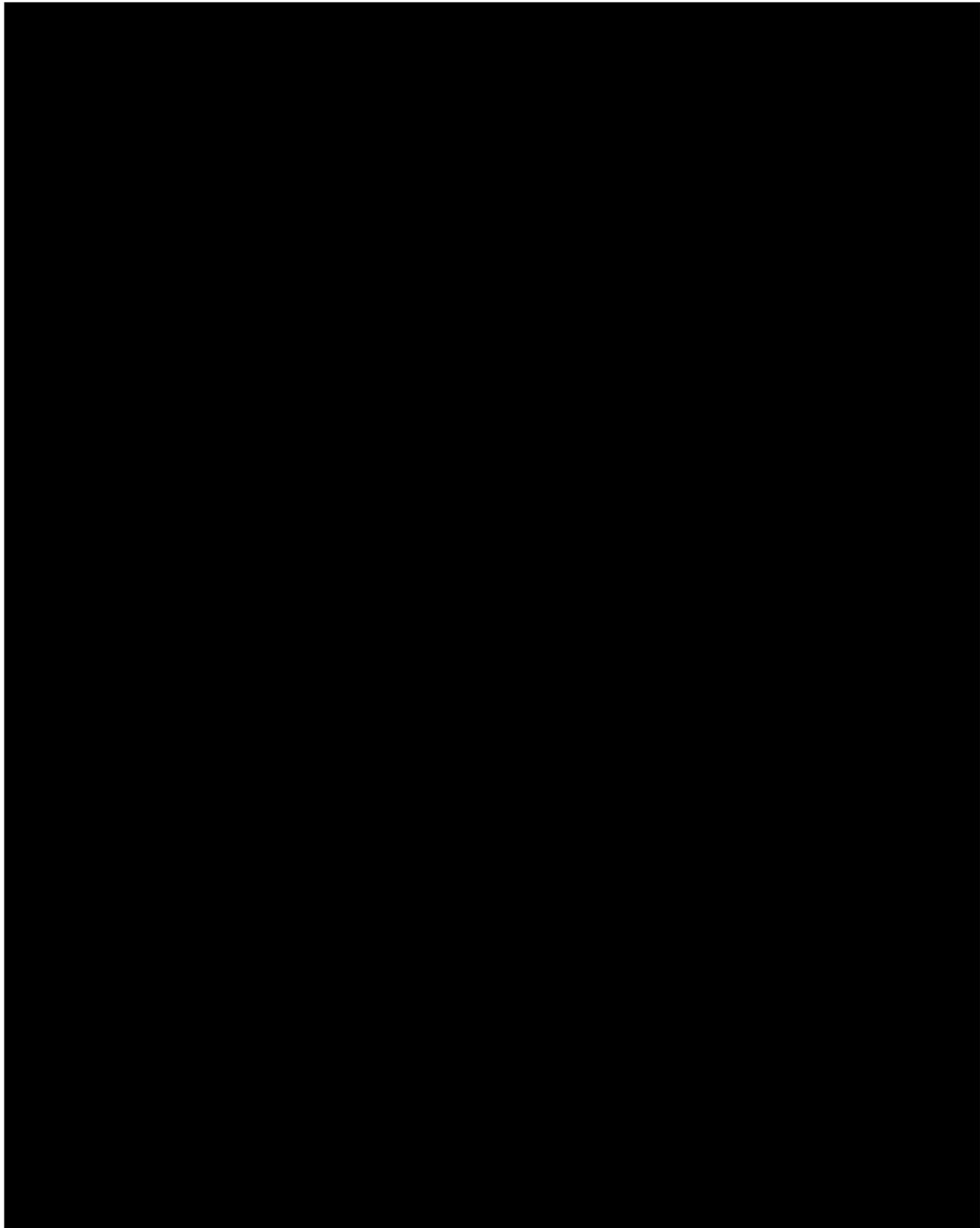


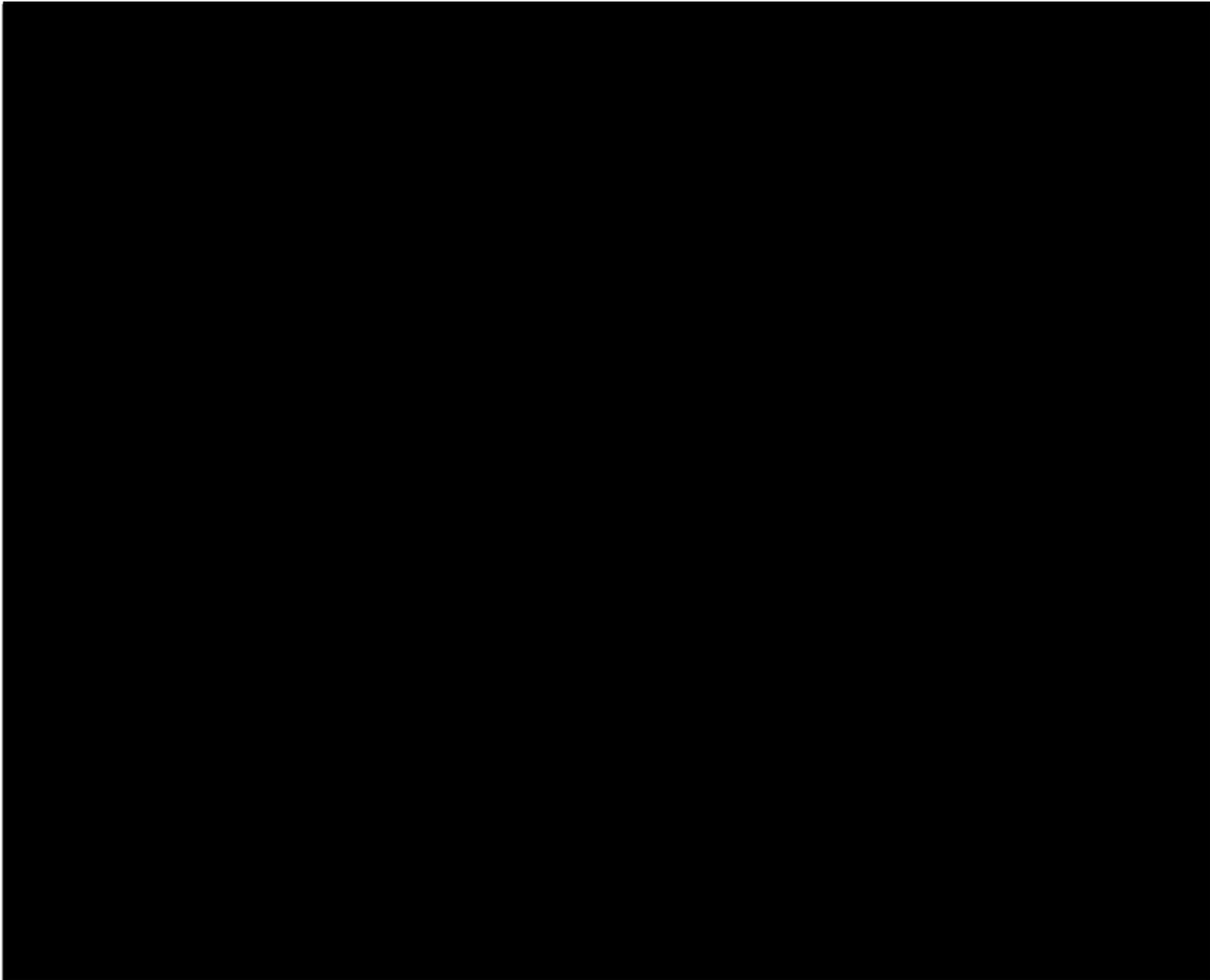
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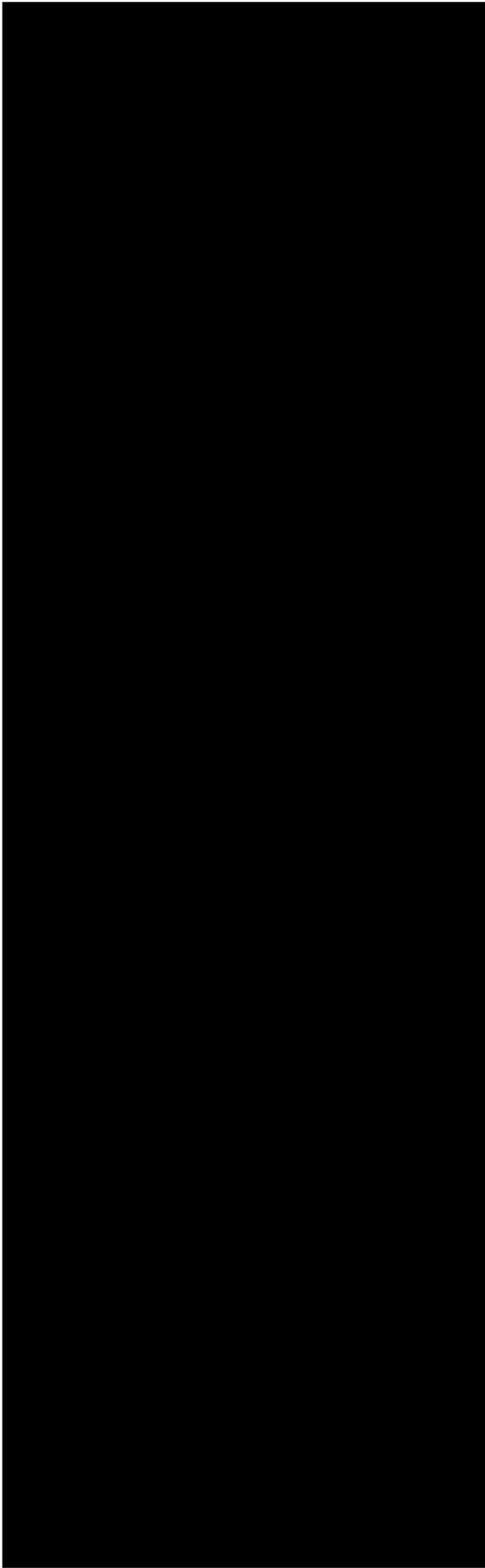
August 20, 2010

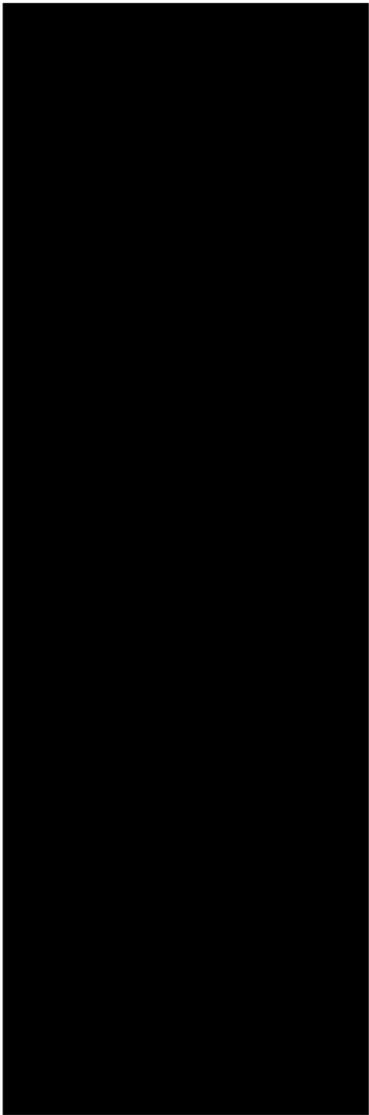




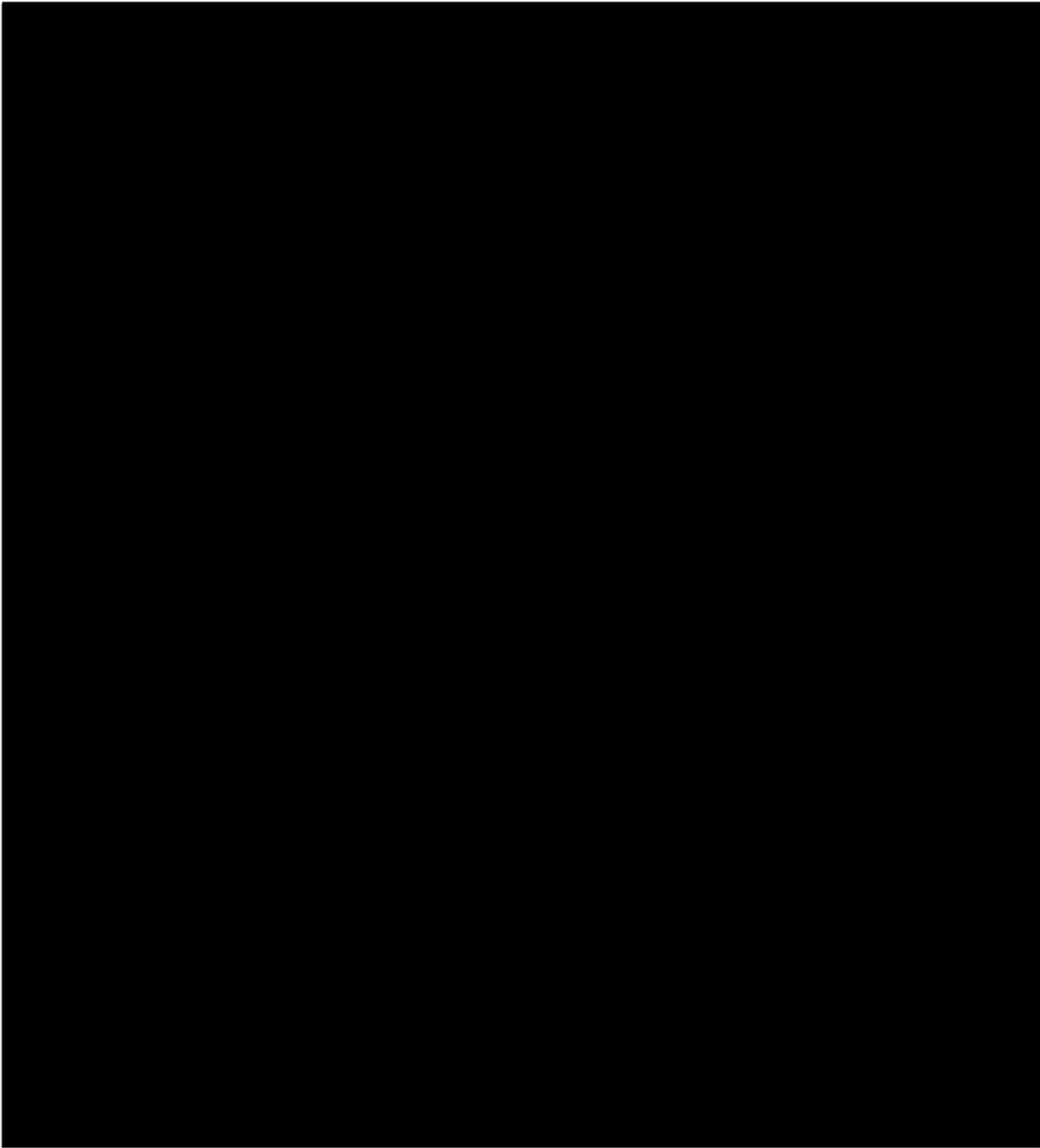








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