

**Exhibit 49**  
**to**  
**Affidavit of Daniel M. Reilly**  
**in Support of Joint Memorandum of**  
**Law in Opposition to Proposed Settlement**



December 10, 2010

The Bank of New York Mellon  
101 Barclay Street  
New York, New York 10286  
Attention: J. Kevin McCarthy

Re: Forbearance Agreement Relating to Certain Countrywide Mortgage-Backed Securities

Ladies and Gentlemen:


We refer to the letter agreement, dated as of December 9, 2010, among Theodore N. Mirvis, Brian E. Pastuszewski and Marc T.G. Dworsky on behalf of BAC Home Loans Servicing, LP (the "Servicer"), Kathy D. Patrick on behalf of the parties listed therein and Jason H.P. Kravitt on behalf of The Bank of New York Mellon (the "Trustee") attached hereto as Exhibit A (the "Forbearance Agreement"). Capitalized terms used and not defined herein have the meanings ascribed to such terms in the Forbearance Agreement.

In consideration of the Forbearance Agreement, the Servicer shall pay the reasonable legal fees and expenses that the Trustee incurs (or has incurred) in connection with its counsel's participation in, and planning with regard to, ongoing discussions regarding the October 18 Letter and any modifications thereof. The Servicer agrees to indemnify the Trustee and hold it harmless from and against any and all costs, losses, damages, expenses, fees, court costs, judgments, penalties, obligations, suits, disbursements and liabilities of any kind or character whatsoever that may be imposed upon, incurred by or asserted against the Trustee that arise solely out of its entry into the Forbearance Agreement. For the avoidance of doubt, nothing herein is intended to limit, modify, supersede, expand or in any way affect any indemnity rights already available to the Trustee under each PSA for each Original Trust and Additional Trust.

Please acknowledge your agreement by countersigning this letter in the space provided below and returning a copy to us.

Sincerely,

BAC HOME LOANS SERVICING, LP

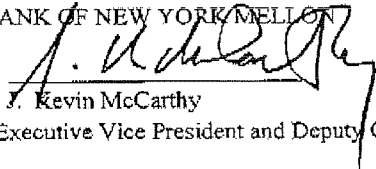
By:   
Name: Terence D. Laughlin  
Title: Executive Vice President

In Re BNY Mellon  
Index No. 651786/11  
Depo. Exh. 052

Accepted and Agreed to:

THE BANK OF NEW YORK MELLON

By:

Name:  J. Kevin McCarthy

Title: Executive Vice President and Deputy General Counsel

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**EXHIBIT A**  
**FORBEARANCE AGREEMENT**

(see attached)