

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In the matter of the application of :  
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 :  
 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 Baden Wuerttemberg (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), :  
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NOTICE OF INTENT TO  
APPEAR AND OBJECT  
TO SETTLEMENT BY  
GOOD HILL  
PARTNERS LP

11 Civ. 5988 (WHP)

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 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. :

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**NOTICE OF INTENT TO APPEAR AND OBJECT TO SETTLEMENT BY GOOD HILL PARTNERS LP**

Good Hill Partners LP (“Good Hill”), by its attorneys, states as follows:

1. Good Hill manages funds and accounts that own Certificates issued by certain Countrywide securitization trusts purportedly covered by the settlement between Bank of New York Mellon (the “Trustee”) and Bank of America Corporation, BAC Home Loans Servicing, LP, Countrywide Financial Corporation and Countrywide Home Loans, Inc. (the “Settlement”), with respect to which the Trustee filed a petition in the New York State Supreme Court, County of New York, seeking judicial instructions and approval pursuant to Article 77 of the New York Civil Practice law and Rules.

2. If approved, all Certificateholders will be bound by the terms of the Settlement and the releases in the Settlement that would extinguish all claims against Countrywide and Bank of America Corporation. For this reason, Good Hill believes it may have an interest in the subject matter of the above-referenced Article 77 proceeding and Settlement.

3. On June 29, 2011, Justice Barbara R. Kapnick of the Supreme Court of the State of New York ordered any potentially interested person who wished to object to the Settlement to file a written notice of intention to appear and object by August 30, 2011. By order dated August 5, 2011, Justice Kapnick modified her June 29, 2011 order to eliminate the need to provide a detailed statement of the objection and further provided that a proper ground for objection was a lack of information available to evaluate the proposed settlement.

4. On Friday, August 26, 2011, the Walnut Place Respondents filed a Notice of Removal to this Court.

5. On Monday, August 29, 2011, Good Hill, having not been notified of the removal, filed its Notice of Intent to Appear and Object in the Supreme Court of the State of New York, New York County as provided by Justice Kapnick's order. A copy of Good Hill's Notice of Intent to Appear is annexed as Exhibit A.

6. At this time, Good Hill does not have sufficient information at this time to evaluate fully the Settlement. If Good Hill determines that it has additional objections after obtaining sufficient information to evaluate the proposed settlement, it will file such objections at the appropriate time. Good Hill reserves all rights it may have with respect to the above-

referenced Article 77 proceeding and Settlement, including the right to seek discovery and to supplement this objection, and take any other appropriate actions, at the appropriate time.

Dated: White Plains, New York  
September 15, 2011

Respectfully submitted,

YANKWITT & McGUIRE, LLP

By:                                                 /s/                                                  
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