

**NOTICE OF A SPECIAL PROCEEDING AND PROPOSED SETTLEMENT BETWEEN
THE BANK OF NEW YORK MELLON, AS TRUSTEE OR INDENTURE TRUSTEE,
AND BANK OF AMERICA CORPORATION, COUNTRYWIDE HOME LOANS, INC.,
COUNTRYWIDE FINANCIAL CORPORATION, AND BAC HOME LOANS
SERVICING, LP**

NOTICE IS HEREBY GIVEN TO THE HOLDERS OF CERTIFICATES OR NOTES (“CERTIFICATEHOLDERS”) UNDER THE 530 COUNTRYWIDE MORTGAGE-SECURITIZATION TRUSTS LISTED IN EXHIBIT A (“TRUSTS”) AND OTHER PERSONS POTENTIALLY INTERESTED IN THE TRUSTS. THIS NOTICE CONTAINS IMPORTANT INFORMATION FOR CERTIFICATEHOLDERS AND OTHER PERSONS POTENTIALLY INTERESTED IN THE TRUSTS.

IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO CERTIFICATEHOLDERS IN A TIMELY MANNER.

This notice (the “Notice”) is given to you by The Bank of New York Mellon (“Trustee”), as trustee or indenture trustee under the Pooling and Servicing Agreements and Indentures and related Sales and Servicing Agreements (collectively, the “Governing Agreements”) governing the Trusts.

A settlement has been reached between the Trustee, on the one hand, and Countrywide Home Loans, Inc. (“CHL”), Countrywide Financial Corporation (together with CHL, “Countrywide”), Bank of America Corporation (“BAC”), and BAC Home Loans Servicing, LP, formerly known as Countrywide Home Loans Servicing, LP (“BAC HLS,” and together with BAC, “Bank of America”), on the other, concerning CHL’s alleged breaches of representations and warranties in the Governing Agreements, and BAC HLS’s alleged violations of prudent servicing obligations thereunder (the “Settlement”). The Settlement requires Bank of America and/or Countrywide to pay a total of US\$8,500,000,000.00 (US\$8.5 billion) into the Trusts (the “Settlement Payment”). It also requires BAC HLS to implement, among other things, a series of loan servicing procedures and improvements. The Trustee has filed a Verified Petition and commenced a special proceeding, *In the matter of the application of The Bank of New York Mellon* (Index No. 651786/2011), in the Supreme Court of the State of New York, County of New York (the “Court”) seeking a judgment, among other things, approving the Settlement and ordering that the Settlement is binding on all Certificateholders. The Settlement Agreement is attached to the Verified Petition as Exhibit B.

The Court has scheduled a hearing on the Verified Petition for November 17, 2011 at 2:15 p.m. at the Supreme Court of the State of New York, County of New York, 60 Centre Street, New York, New York 10007. The Court has the right to change the hearing date or time without further notice. At the hearing, the Court will determine, among other things, whether to approve the Settlement and make it binding on all Certificateholders, and will consider other important matters described in the Settlement Agreement. The Settlement, if approved by the Court, will affect the rights and interests of all Certificateholders, and their successors-in-interests and assigns, in the Trusts, including by, among other things, releasing claims on behalf of the Trustee, the Trusts and all Certificateholders in the Trusts and their successors-in-interests and

assigns arising out of or relating to (i) the origination, sale, or delivery of mortgages to the Trusts, including representations and warranties made with respect to those mortgages and any mortgage repurchase obligations, (ii) servicing of the mortgages in the Trusts, with certain exceptions, and (iii) documentation of the mortgages in the Trusts, with certain exceptions. (See the Settlement Agreement for a complete description of the releases provided for therein.)

Any Certificateholder or other person potentially interested in the Trusts may object to any aspect of the Settlement and request to be heard at the hearing by submitting a written notice prior to the hearing in the manner explained in the Court's Order dated June 29, 2011 (the "Preliminary Order"). The Court has directed that any objections to the Settlement must be filed with the Court and served upon the Trustee's counsel by August 30, 2011, and that any (i) responses to objections, or (ii) submissions in favor of or with respect to the Settlement, must be filed and served by October 31, 2011. (Further information regarding the methodology for filing and serving papers is contained in the Preliminary Order and available as explained below.) If the Court approves the Settlement, all Certificateholders will be bound by the Settlement and the releases contained in the Settlement Agreement whether or not they appeared in the matter or submitted any objection to the Settlement. The Court has ordered that anyone who fails to object in the manner described in the Preliminary Order shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection before the Court or in any other action or proceeding, unless the Court orders otherwise. The Court has ordered that it retains jurisdiction over the Trustee, the Trusts and all Certificateholders (and their successors-in-interests, assigns or transferees, whether past, present or future) for all matters related to the Settlement and the special proceeding commenced by the Trustee seeking approval of the Settlement.

This Notice summarizes the special proceeding and the Settlement and is not a complete statement of the special proceeding or the Settlement. The Verified Petition, any papers filed in support of the Verified Petition, any orders entered by the Court in the special proceeding and other information relevant to the special proceeding are available at <http://www.cwrmbssettlement.com>, which will be updated when additional papers are filed or additional orders are entered in the special proceeding. You should also be able to obtain any documents filed with the Court by visiting the Court's website: <http://iapps.courts.state.ny.us/iscroll/>. If you have any questions, you may call (866) 294-7876 in the United States, (614) 569-0289 outside the United States, or send an email to Questions@cwrmbssettlement.com.

Inquiries should NOT be directed to the Trustee, the Court, or the Clerk of the Court.

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Certificateholders and other persons potentially interested in the Trusts should not rely on the Trustee, or on counsel or other advisors retained by the Trustee, as their sole source of information. The Trustee neither makes any recommendation generally nor otherwise gives any investment advice herein.

EXHIBIT A

CWALT

CWALT 2004-10CB	CWALT 2005-22T1	CWALT 2005-76	CWALT 2006-40T1
CWALT 2004-12CB	CWALT 2005-23CB	CWALT 2005-77T1	CWALT 2006-41CB
CWALT 2004-13CB	CWALT 2005-24	CWALT 2005-79CB	CWALT 2006-42
CWALT 2004-14T2	CWALT 2005-25T1	CWALT 2005-7CB	CWALT 2006-43CB
CWALT 2004-15	CWALT 2005-26CB	CWALT 2005-80CB	CWALT 2006-45T1
CWALT 2004-16CB	CWALT 2005-27	CWALT 2005-81	CWALT 2006-46
CWALT 2004-17CB	CWALT 2005-28CB	CWALT 2005-82	CWALT 2006-4CB
CWALT 2004-18CB	CWALT 2005-29CB	CWALT 2005-83CB	CWALT 2006-5T2
CWALT 2004-20T1	CWALT 2005-30CB	CWALT 2005-84	CWALT 2006-6CB
CWALT 2004-22CB	CWALT 2005-31	CWALT 2005-85CB	CWALT 2006-7CB
CWALT 2004-24CB	CWALT 2005-32T1	CWALT 2005-86CB	CWALT 2006-8T1
CWALT 2004-25CB	CWALT 2005-33CB	CWALT 2005-9CB	CWALT 2006-9T1
CWALT 2004-26T1	CWALT 2005-34CB	CWALT 2005-AR1	CWALT 2006-HY10
CWALT 2004-27CB	CWALT 2005-35CB	CWALT 2005-IM1	CWALT 2006-HY11
CWALT 2004-28CB	CWALT 2005-36	CWALT 2005-J1	CWALT 2006-HY12
CWALT 2004-29CB	CWALT 2005-37T1	CWALT 2005-J10	CWALT 2006-HY13
CWALT 2004-2CB	CWALT 2005-38	CWALT 2005-J11	CWALT 2006-HY3
CWALT 2004-30CB	CWALT 2005-3CB	CWALT 2005-J12	CWALT 2006-J1
CWALT 2004-32CB	CWALT 2005-4	CWALT 2005-J13	CWALT 2006-J2
CWALT 2004-33	CWALT 2005-40CB	CWALT 2005-J14	CWALT 2006-J3
CWALT 2004-34T1	CWALT 2005-41	CWALT 2005-J2	CWALT 2006-J4
CWALT 2004-35T2	CWALT 2005-42CB	CWALT 2005-J3	CWALT 2006-J5
CWALT 2004-36CB	CWALT 2005-43	CWALT 2005-J4	CWALT 2006-J6
CWALT 2004-3T1	CWALT 2005-44	CWALT 2005-J5	CWALT 2006-J7
CWALT 2004-4CB	CWALT 2005-45	CWALT 2005-J6	CWALT 2006-J8
CWALT 2004-5CB	CWALT 2005-46CB	CWALT 2005-J7	CWALT 2006-OA1
CWALT 2004-6CB	CWALT 2005-47CB	CWALT 2005-J8	CWALT 2006-OA10
CWALT 2004-7T1	CWALT 2005-48T1	CWALT 2005-J9	CWALT 2006-OA11
CWALT 2004-8CB	CWALT 2005-49CB	CWALT 2006-11CB	CWALT 2006-OA12
CWALT 2004-9T1	CWALT 2005-50CB	CWALT 2006-12CB	CWALT 2006-OA14
CWALT 2004-J10	CWALT 2005-51	CWALT 2006-13T1	CWALT 2006-OA16
CWALT 2004-J11	CWALT 2005-52CB	CWALT 2006-14CB	CWALT 2006-OA17
CWALT 2004-J12	CWALT 2005-53T2	CWALT 2006-15CB	CWALT 2006-OA18
CWALT 2004-J13	CWALT 2005-54CB	CWALT 2006-16CB	CWALT 2006-OA19
CWALT 2004-J2	CWALT 2005-55CB	CWALT 2006-17T1	CWALT 2006-OA2
CWALT 2004-J3	CWALT 2005-56	CWALT 2006-18CB	CWALT 2006-OA21
CWALT 2004-J4	CWALT 2005-57CB	CWALT 2006-19CB	CWALT 2006-OA22
CWALT 2004-J5	CWALT 2005-58	CWALT 2006-20CB	CWALT 2006-OA3
CWALT 2004-J6	CWALT 2005-59	CWALT 2006-21CB	CWALT 2006-OA6
CWALT 2004-J7	CWALT 2005-60T1	CWALT 2006-23CB	CWALT 2006-OA7
CWALT 2004-J8	CWALT 2005-61	CWALT 2006-24CB	CWALT 2006-OA8
CWALT 2004-J9	CWALT 2005-62	CWALT 2006-25CB	CWALT 2006-OA9
CWALT 2005-10CB	CWALT 2005-63	CWALT 2006-26CB	CWALT 2006-OC1
CWALT 2005-11CB	CWALT 2005-64CB	CWALT 2006-27CB	CWALT 2006-OC10
CWALT 2005-13CB	CWALT 2005-65CB	CWALT 2006-28CB	CWALT 2006-OC11
CWALT 2005-14	CWALT 2005-66	CWALT 2006-29T1	CWALT 2006-OC2
CWALT 2005-16	CWALT 2005-67CB	CWALT 2006-2CB	CWALT 2006-OC3
CWALT 2005-17	CWALT 2005-69	CWALT 2006-30T1	CWALT 2006-OC4
CWALT 2005-18CB	CWALT 2005-6CB	CWALT 2006-31CB	CWALT 2006-OC5
CWALT 2005-19CB	CWALT 2005-70CB	CWALT 2006-32CB	CWALT 2006-OC6
CWALT 2005-1CB	CWALT 2005-71	CWALT 2006-33CB	CWALT 2006-OC7
CWALT 2005-2	CWALT 2005-72	CWALT 2006-34	CWALT 2006-OC8
CWALT 2005-20CB	CWALT 2005-73CB	CWALT 2006-35CB	CWALT 2006-OC9
CWALT 2005-21CB	CWALT 2005-74T1	CWALT 2006-36T2	CWALT 2007-10CB
	CWALT 2005-75CB	CWALT 2006-39CB	CWALT 2007-11T1

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CWALT 2007-12T1	CWHL 2004-16	CWHL 2005-29	CWHL 2007-14
CWALT 2007-13	CWHL 2004-18	CWHL 2005-3	CWHL 2007-15
CWALT 2007-14T2	CWHL 2004-19	CWHL 2005-30	CWHL 2007-16
CWALT 2007-15CB	CWHL 2004-2	CWHL 2005-31	CWHL 2007-17
CWALT 2007-16CB	CWHL 2004-20	CWHL 2005-5	CWHL 2007-18
CWALT 2007-17CB	CWHL 2004-21	CWHL 2005-6	CWHL 2007-19
CWALT 2007-18CB	CWHL 2004-22	CWHL 2005-7	CWHL 2007-2
CWALT 2007-19	CWHL 2004-23	CWHL 2005-9	CWHL 2007-20
CWALT 2007-1T1	CWHL 2004-24	CWHL 2005-HYB10	CWHL 2007-21
CWALT 2007-20	CWHL 2004-25	CWHL 2005-HYB1	CWHL 2007-3
CWALT 2007-21CB	CWHL 2004-29	CWHL 2005-HYB2	CWHL 2007-4
CWALT 2007-22	CWHL 2004-3	CWHL 2005-HYB3	CWHL 2007-5
CWALT 2007-23CB	CWHL 2004-4	CWHL 2005-HYB4	CWHL 2007-6
CWALT 2007-24	CWHL 2004-5	CWHL 2005-HYB5	CWHL 2007-7
CWALT 2007-25	CWHL 2004-6	CWHL 2005-HYB6	CWHL 2007-8
CWALT 2007-2CB	CWHL 2004-7	CWHL 2005-HYB7	CWHL 2007-9
CWALT 2007-3T1	CWHL 2004-8	CWHL 2005-HYB8	CWHL 2007-HY1
CWALT 2007-4CB	CWHL 2004-9	CWHL 2005-J1	CWHL 2007-HY3
CWALT 2007-5CB	CWHL 2004-HYB1	CWHL 2005-J2	CWHL 2007-HY4
CWALT 2007-6	CWHL 2004-HYB2	CWHL 2005-J3	CWHL 2007-HY5
CWALT 2007-7T2	CWHL 2004-HYB3	CWHL 2005-J4	CWHL 2007-HY6
CWALT 2007-8CB	CWHL 2004-HYB4	CWHL 2006-1	CWHL 2007-HY7
CWALT 2007-9T1	CWHL 2004-HYB5	CWHL 2006-10	CWHL 2007-HYB1
CWALT 2007-AL1	CWHL 2004-HYB6	CWHL 2006-11	CWHL 2007-HYB2
CWALT 2007-HY2	CWHL 2004-HYB7	CWHL 2006-12	CWHL 2007-J1
CWALT 2007-HY3	CWHL 2004-HYB8	CWHL 2006-13	CWHL 2007-J2
CWALT 2007-HY4	CWHL 2004-HYB9	CWHL 2006-14	CWHL 2007-J3
CWALT 2007-HY6	CWHL 2004-J2	CWHL 2006-15	CWHL 2008-1
CWALT 2007-HY7C	CWHL 2004-J3	CWHL 2006-16	<u>CWL</u>
CWALT 2007-HY8C	CWHL 2004-J4	CWHL 2006-17	CWL 2004-1
CWALT 2007-HY9	CWHL 2004-J5	CWHL 2006-18	CWL 2004-10
CWALT 2007-J1	CWHL 2004-J6	CWHL 2006-19	CWL 2004-11
CWALT 2007-J2	CWHL 2004-J7	CWHL 2006-20	CWL 2004-12
CWALT 2007-OA10	CWHL 2004-J8	CWHL 2006-21	CWL 2004-13
CWALT 2007-OA11	CWHL 2004-J9	CWHL 2006-3	CWL 2004-14
CWALT 2007-OA2	CWHL 2005-1	CWHL 2006-6	CWL 2004-15
CWALT 2007-OA3	CWHL 2005-10	CWHL 2006-8	CWL 2004-2
CWALT 2007-OA4	CWHL 2005-11	CWHL 2006-9	CWL 2004-3
CWALT 2007-OA6	CWHL 2005-12	CWHL 2006-HYB1	CWL 2004-4
CWALT 2007-OA7	CWHL 2005-13	CWHL 2006-HYB2	CWL 2004-5
CWALT 2007-OA8	CWHL 2005-14	CWHL 2006-HYB3	CWL 2004-6
CWALT 2007-OA9	CWHL 2005-15	CWHL 2006-HYB4	CWL 2004-7
CWALT 2007-OH1	CWHL 2005-16	CWHL 2006-HYB5	CWL 2004-8
CWALT 2007-OH2	CWHL 2005-17	CWHL 2006-J1	CWL 2004-9
CWALT 2007-OH3	CWHL 2005-18	CWHL 2006-J2	CWL 2004-AB1
<u>CWHEL</u>	CWHL 2005-2	CWHL 2006-J3	CWL 2004-AB2
CWHEL 2006-A	CWHL 2005-20	CWHL 2006-J4	CWL 2004-BC2
CWHEL 2007-G	CWHL 2005-21	CWHL 2006-OA4	CWL 2004-BC3
<u>CWHL</u>	CWHL 2005-22	CWHL 2006-OA5	CWL 2004-BC4
CWHL 2004-10	CWHL 2005-23	CWHL 2006-TM1	CWL 2004-BC5
CWHL 2004-11	CWHL 2005-24	CWHL 2007-1	CWL 2004-ECC1
CWHL 2004-12	CWHL 2005-25	CWHL 2007-10	CWL 2004-ECC2
CWHL 2004-13	CWHL 2005-26	CWHL 2007-11	CWL 2004-S1
CWHL 2004-14	CWHL 2005-27	CWHL 2007-12	CWL 2004-SD2
CWHL 2004-15	CWHL 2005-28	CWHL 2007-13	CWL 2004-SD3

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CWL 2004-SD4	CWL 2006-4
CWL 2005-1	CWL 2006-5
CWL 2005-10	CWL 2006-6
CWL 2005-11	CWL 2006-7
CWL 2005-12	CWL 2006-8
CWL 2005-13	CWL 2006-9
CWL 2005-14	CWL 2006-ABC1
CWL 2005-15	CWL 2006-BC1
CWL 2005-16	CWL 2006-BC2
CWL 2005-17	CWL 2006-BC3
CWL 2005-2	CWL 2006-BC4
CWL 2005-3	CWL 2006-BC5
CWL 2005-4	CWL 2006-IM1
CWL 2005-5	CWL 2006-QH1
CWL 2005-6	CWL 2006-SD1
CWL 2005-7	CWL 2006-SD2
CWL 2005-8	CWL 2006-SD3
CWL 2005-9	CWL 2006-SD4
CWL 2005-AB1	CWL 2006-SPS1
CWL 2005-AB2	CWL 2006-SPS2
CWL 2005-AB3	CWL 2007-1
CWL 2005-AB4	CWL 2007-10
CWL 2005-AB5	CWL 2007-11
CWL 2005-BC1	CWL 2007-12
CWL 2005-BC2	CWL 2007-13
CWL 2005-BC3	CWL 2007-2
CWL 2005-BC4	CWL 2007-3
CWL 2005-BC5	CWL 2007-4
CWL 2005-HYB9	CWL 2007-5
CWL 2005-IM1	CWL 2007-6
CWL 2005-IM2	CWL 2007-7
CWL 2005-IM3	CWL 2007-8
CWL 2005-SD1	CWL 2007-9
CWL 2005-SD2	CWL 2007-BC1
CWL 2005-SD3	CWL 2007-BC2
CWL 2006-1	CWL 2007-BC3
CWL 2006-10	CWL 2007-SD1
CWL 2006-11	CWL 2007-SEA1
CWL 2006-12	CWL 2007-SEA2
CWL 2006-13	
CWL 2006-14	
CWL 2006-15	
CWL 2006-16	
CWL 2006-17	
CWL 2006-18	
CWL 2006-19	
CWL 2006-2	
CWL 2006-20	
CWL 2006-21	
CWL 2006-22	
CWL 2006-23	
CWL 2006-24	
CWL 2006-25	
CWL 2006-26	
CWL 2006-3	