

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X
:

THE BANK OF NEW YORK MELLON (as Trustee :

under various Pooling and Servicing Agreements : Index No. 651786/2011

and Indenture Trustee under various Indentures), :

:

Petitioner, : **NOTICE OF INTENT TO**

: **APPEAR AND OBJECT**

: **TO SETTLEMENT BY**

for an order, pursuant to CPLR § 7701, seeking judicial : **GOOD HILL PARTNERS LP**

instructions and approval of a proposed settlement. :

:

-----X

Pursuant to the Orders issued by the Court on June 29, 2011, and August 5, 2011, Good Hill Partners LP (“Good Hill”) hereby files this written Notice of Intent to Appear and Object to 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 this Court seeking judicial instructions and approval pursuant to Article 77 of the New York Civil Practice law and Rules.

Good Hill manages funds and accounts that own Certificates issued by certain Countrywide securitization trusts purportedly covered by the Settlement. 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.

Good Hill does not have sufficient information at this time to evaluate fully the Settlement. By filing this written notice, Good Hill is hereby preserving any and 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
August 29, 2011

Respectfully submitted,

YANKWITT & McGUIRE, LLP

By:



Russell M. Yankwitt
Attorneys for Non-Party Good Hill Partners LP
140 Grand Street – Penthouse 2
White Plains, NY 10601
Tel: (914) 993-1500
Fax: (914) 801-5930
russell@yankwitt.com

TO: Matthew D. Ingber, Esq.
Mayer Brown LLP
Attorneys for Petitioner
1675 Broadway
New York, New York 10019