

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

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In the matter of the application of :

THE BANK OF NEW YORK MELLON, :  
(as Trustee under various Pooling and Servicing :  
Agreements and Indenture Trustee under various :  
Indentures), :  
  
Petitioner, :  
  
for an order, pursuant to CPLR § 7701, seeking :  
judicial instructions and approval of a proposed :  
settlement. :

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Index No. 651786/2011

**OBJECTION TO PROPOSED SETTLEMENT OF  
AMERICAN FIDELITY ASSURANCE COMPANY**

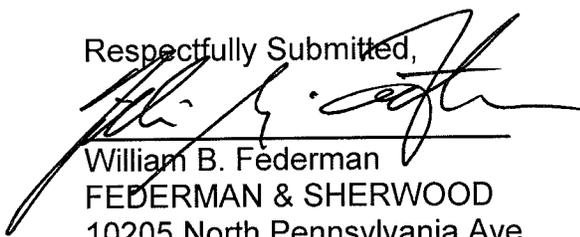
Pursuant to this Court’s Order dated June 29, 2011, American Fidelity Assurance Company (“American Fidelity”) hereby submits its objection to the settlement proposed by The Bank of New York Mellon (“BNYM”) in this proceeding. BNYM seeks a determination by this Court that the proposed settlement covering 530 Trusts is reasonable. The proposed settlement, if approved, would eliminate the claims of the Trusts against the related Countrywide entities and Bank of America. BNYM seeks to make that determination binding upon all of the Certificateholders of the Trusts without affording the Certificateholders the opportunity to challenge the reasonableness of the proposed settlement, investigate the underlying merits of the claims or determine whether such proposed settlement is within BNYM’s powers as Trustee. American Fidelity anticipates that the proposed settlement is neither fair, reasonable nor an offer of appropriate compensation for the losses suffered under these circumstances.

American Fidelity is a Certificateholder of certain of the Trusts covered by the proposed settlement, including the following: CWALT 2004-29CB; CWALT 2004-2CB; CWALT 2004-30CB; CWALT 2004-4CB; CWALT 2005-21CB; CWALT 2005-4; CWALT 2005-J2; CWALT 2007-15CB; CWALT 2007-1T1; CWALT-6; CWALT 2007-9T1; CWALT 2007-J2; CWHL 2005-28; CWHL 2004-10; CWHL 2004-21; CWHL 2004-8; CWHL 2005-12; CWHL 2005-15; CWHL 2005-30; CWHL 2007-3; CWHL 2007-5; CWHL 2007-8; CWHL 2007-J2; and CWHL 2007-J3. As of this date, American Fidelity lacks adequate information to properly evaluate the reasonableness of the proposed settlement with regard to its interests in the above Trusts and thus objects to the proposed settlement on, inter alia, at least that basis.

Accordingly, American Fidelity Assurance Company respectfully requests that The Bank of New York Mellon's proposed settlement be held in abeyance until the Certificateholders have been furnished with sufficient information to properly evaluate the terms of the proposed settlement.

DATED: August 29, 2011

Respectfully Submitted,



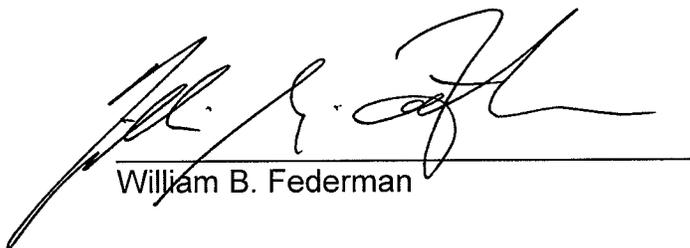
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**CERTIFICATE OF SERVICE**

I hereby certify that the above and foregoing document was mailed by first-class mail to the following:

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