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, in its
Capacity as Trustee or Indenture Trustee of 530
Countrywide Residential Mortgage-Backed
Securitization Trusts,

                       Petitioner,

For Judicial Instructions under CPLR Article 77
on the Distribution of a Settlement Payment.

     :   Index No. 150973/2016
         IAS Part 39
     :   Justice Scarpulla

     :   Mot. Seq. 001

     :   **TRUSTEE'S**
         SUBMISSION UNDER
     :   **THE ORDER**
         OF FEBRUARY 29

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Petitioner The Bank of New York Mellon, in its capacity as trustee or indenture

trustee ("Trustee") of the 530 residential mortgage-backed securitization trusts identified in

Exhibit A to the Verified Petition herein (the "Covered Trusts"), makes the following

submission as directed in the Order entered February 29, 2016:

    1.   <u>Provisions Specifying an Order of Operations</u>. Verified Petition ¶ 21 notes

the existence of a single exception to the rule that the governing agreements (the

"Governing Agreements") for the Covered Trusts do not specify the order in which the

Trustee should distribute and write up on receipt of a "Subsequent Recovery." That

exception is CWALT 2005-66. As reported in Exhibit A to the Verified Petition,

CWALT 2005-66 employs neither an overcollateralization structure nor a shifting-interest

structure. Instead, payment on all interest-bearing CWALT 2005-66 certificates is

guaranteed by Freddie Mac. Under Section 4.02(c) of the CWALT 2005-66 pooling and

servicing agreement, when a "Subsequent Recovery" requires an increase in the principal

balances of CWALT 2005-66 certificates, that write up is to be executed "immediately

prior" to the date on which the Subsequent Recovery will be distributed to Certificateholders.

2. <u>Provisions Potentially Giving Rise to the "Leakage" Alleged in Paragraphs 25-26 of the Verified Petition</u>. Exhibit 1 hereto lists the Covered Trusts employing an overcollateralization structure.[1] For each such trust, Exhibit 1 specifies the principal waterfall provisions, any excess cash waterfall provisions, and the provisions regulating reductions in certificate principal balance and (where applicable) increases in certificate principal balances.

Dated: New York, New York
      March 2, 2016

MAYER BROWN LLP

By: _____
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[1] Exhibit A to the Verified Petition identified CWABS 2004-S1 as an "OC Trust." On further review, CWABS 2004-S1 does not employ the traditional overcollateralization structure built around the concept of an "overcollateralized amount." Credit enhancement in CWABS 2004-S1 includes a second-mortgage bulk insurance policy and limited loss coverage by the transaction seller, Countrywide Home Loans, Inc. The Allocable Share for CWABS 2004-S1 is $34,758.

EXHIBIT 1

Section References for OC Trusts

Principal Waterfall: the section or sections of the applicable Governing Agreement that provide for the order in which principal payments are to be distributed.

Excess Cashflow Waterfall: the section or sections of the applicable Governing Agreement that provide for the order in which cash in excess of distributions of interest and the principal distribution amount is to be distributed.

Write Down: the section or sections of the applicable Governing Agreement that provide for the order in which realized loss write-downs are applied.

Write Up: the section or sections of the applicable Governing Agreement that provide for the order in which Subsequent Recoveries write-ups are applied.

The referenced sections must be read together with the defined terms used therein (and any defined terms used within such defined terms). In addition, the "Allocable Share" of the related Trust or Loan Group, as applicable, should be taken into consideration.

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWABS 2004-1	4.04 (b)	4.04 (c)	4.04 (g)	N/A
CWABS 2004-10	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2004-11	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-12	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2004-13	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2004-14	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-15	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2004-2	4.04 (b) and (c)	4.04 (d)	4.04 (h)	N/A
CWABS 2004-3	4.04 (b) and (c)	4.04 (d)	4.04 (h)	N/A
CWABS 2004-4	4.04 (b) and (c)	4.04 (d)	4.04 (h)	N/A
CWABS 2004-5	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-6	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-7	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2004-8	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-9	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWABS 2004-AB1	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-AB2	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2004-BC2	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-BC3	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-BC4	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-BC5	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-ECC1	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-ECC2	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2004-SD2	4.02 (b)	4.02 (c)	4.02 (h)	Definition of "Note Principal Balance"
CWABS 2004-SD3	4.02 (b)	4.02 (c)	4.02 (h)	Definition of "Note Principal Balance"
CWABS 2004-SD4	4.02 (b)	4.02 (c)	4.02 (h)	Definition of "Note Principal Balance"
CWABS 2005-1	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2005-10	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j)	4.04 (k)
CWABS 2005-11	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j)	4.04 (k)
CWABS 2005-12	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-13	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2005-14	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-15	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2005-16	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2005-17	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2005-2	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWABS 2005-3	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2005-4	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j) and (k)	4.04 (l) and (m)
CWABS 2005-5	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2005-6	4.04 (b), (c) and (d)	4.04 (e)	4.04 (h)	4.04 (i)
CWABS 2005-7	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (j)	4.04 (k)
CWABS 2005-8	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2005-9	4.04 (b) and (c)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2005-AB1	4.04 (b)	4.04 (d)	4.04 (h)	4.04 (i)
CWABS 2005-AB2	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-AB3	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-AB4	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-AB5	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-BC1	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2005-BC2	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2005-BC3	4.04 (d)	4.04 (e)	4.04 (i)	Definition of "Certificate Principal Balance"
CWABS 2005-BC4	4.04 (d)	4.04 (e)	4.04 (i)	4.04 (j)
CWABS 2005-BC5	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2005-IM1	4.04 (d)	4.04 (e)	4.04 (i)	4.04 (j)
CWABS 2005-IM2	4.04 (d)	4.04 (e)	4.04 (i)	4.04 (j)
CWABS 2005-IM3	4.04 (d)	4.04 (e)	4.04 (i)	4.04 (j)
CWABS 2005-SD1	4.02 (b)	4.02 (c)	4.02 (h)	Definition of "Note Principal Balance"
CWABS 2005-SD2	4.02 (b)	4.02 (c)	4.02 (h)	Definition of "Note Principal Balance"
CWABS 2005-SD3	4.02 (b)	4.02 (c)	4.02 (i)	4.02 (j)
CWABS 2006-1	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2006-10	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWABS 2006-11	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2006-12	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-13	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2006-14	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-15	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-16	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-17	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-18	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-19	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-2	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-20	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-21	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-22	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-23	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-24	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-25	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-26	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-3	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-4	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-5	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-6	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-7	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-8	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-9	4.04 (c) and (d)	4.04 (e) and (f)	4.04 (k)	4.04 (l)
CWABS 2006-ABC1	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-BC1	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-BC2	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-BC3	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-BC4	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-BC5	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-IM1	4.04 (d)	4.04 (e)	4.04 (i)	4.04 (j)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWABS 2006-QH1	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2006-SD1	4.02 (b)	4.02 (c)	3.33	4.02 (j)
CWABS 2006-SD2	4.02 (3) and (4)	4.02 (5) and (6)	3.33	4.02 (13)
CWABS 2006-SD3	4.02 (b)	4.02 (c)	3.33	4.02 (j)
CWABS 2006-SD4	4.02 (b)	4.02 (c)	3.33	4.02 (j)
CWABS 2006-SPS1	4.04 (b)	4.04 (d)	4.04 (f)	4.04 (g)
CWABS 2006-SPS2	4.04 (b)	4.04 (d)	4.04 (f)	4.04 (g)
CWABS 2007-1	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-10	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-11	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-12	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-13	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-2	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-3	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-4	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-5	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-6	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-7	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-8	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-9	4.04 (b)	4.04 (c)	4.04 (h)	4.04 (i)
CWABS 2007-BC1	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-BC2	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-BC3	4.04 (b)	4.04 (c)	4.04 (g)	4.04 (h)
CWABS 2007-SD1	4.02 (b)	4.02 (c)	3.33	4.02 (j)
CWABS 2007-SEA1	4.02 (3) and (4)	4.02 (5) and (6)	3.33	4.02 (13)
CWABS 2007-SEA2	4.02 (3) and (4)	4.02 (5) and (6)	3.33	4.02 (13)
CWALT 2004-6CB	4.02 (b)	4.02 (c)	4.02 (e)	4.02 (f)
CWALT 2004-8CB	4.02 (b)	4.02 (c)	4.02 (e)	4.02 (f)
CWALT 2004-J13	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWALT 2004-J4	4.02 (b)	4.02 (c)	4.02 (e)	4.02 (f)
CWALT 2004-J5	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)
CWALT 2004-J7	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)
CWALT 2004-J9	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)
CWALT 2005-61	4.02 (a), (b) and (c)	N/A	4.02 (i)	4.02 (j)
CWALT 2005-69	4.02 (a)	N/A	4.02 (i)	4.02 (i)
CWALT 2005-72	4.02 (a)	N/A	4.02 (h)	4.02 (h)
CWALT 2005-76	4.02 (b)	4.02 (c)	4.02 (i)	4.02 (i)
CWALT 2005-AR1	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2005-IM1	4.02 (a)	N/A	4.02 (i)	4.02 (i)
CWALT 2005-J12	4.02 (c)	4.02 (e)	4.02 (i)	4.02 (i)
CWALT 2005-J4	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)
CWALT 2006-HY11	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OA10	4.02 (a)	N/A	4.02 (i)	4.02 (i)
CWALT 2006-OA11	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OA14	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2006-OA16	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2006-OA18	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OA22	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OA3	4.02 (a)	N/A	4.02 (i)	4.02 (i)
CWALT 2006-OA6	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OA7	4.02 (a)	N/A	4.02 (i)	4.02 (i)
CWALT 2006-OA8	4.02 (a)	N/A	4.02 (h)	4.02 (h)
CWALT 2006-OC1	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC10	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC11	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC2	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC3	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC4	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC5	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)

Trust	Principal Waterfall	Excess Cashflow Waterfall	Write Down	Write Up
CWALT 2006-OC6	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC7	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC8	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2006-OC9	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-HY3	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-HY6	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-HY7C	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-HY8C	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-HY9	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-J1	4.02 (a) and 4.04 (b)	4.04 (c)	4.02 (f) and 4.04 (f)	4.04 (g) and 4.04 (g)
CWALT 2007-OA10	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2007-OA2	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2007-OA3	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2007-OA4	4.02 (b)	4.02 (c)	4.02 (f)	4.02 (g)
CWALT 2007-OA6	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-OA7	4.02 (b)	4.02 (c)	4.02 (g)	4.02 (h)
CWALT 2007-OA8	4.02 (a)	N/A	4.02 (j)	4.02 (k)
CWALT 2007-OH2	4.02 (b)	4.02 (c)	4.02 (h)	4.02 (i)
CWALT 2007-OH3	4.02 (b)	4.02 (c)	4.02 (h)	4.02 (i)
CWMBS 2006-3	4.02 (a) and (b)	N/A	4.02 (i)	4.02 (j)
CWMBS 2006-OA4	4.04 (a)	N/A	4.04 (i)	4.04 (j)
CWMBS 2006-OA5	4.02 (a) and (b)	N/A	4.02 (i)	4.02 (j)
CWHEL 2006-A	8.03 (b)	8.03 (c)	8.05	N/A
CWHEL 2007-G	8.03 (b)	8.03 (c)	N/A	N/A