

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

11 Civ 5988

THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under
various Indentures),

**NOTICE OF INTENTION TO APPEAR
AND OBJECT TO SETTLEMENT**

Petitioner,

for an order, pursuant to CPLR § 7701,
seeking judicial instructions and approval of a
proposed settlement.

Ballantyne Re plc ("Ballantyne") hereby files this written notice of intention 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 f/k/a Countrywide Home Loans Servicing, LP, Countrywide Financial Corporation, and Countrywide Home Loans, Inc., with respect to which the Trustee filed a petition in Supreme Court of the State of New York, County of New York seeking judicial instructions and approval pursuant to Article 77 of the New York Civil Practice Law and Rules.

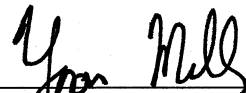
Ballantyne was the owner of at least the Covered Trusts listed on Schedule A hereto. For this reason, Ballantyne believes it may have an interest in the subject matter of the above-referenced Article 77 proceeding and settlement.

Ballantyne does not have sufficient information at this time to fully evaluate the settlement. By filing this written notice, Ballantyne is 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: August 30, 2011

Respectfully submitted,

By:  _____

Michael I. Allen

Yoram Miller

SHAPIRO FORMAN ALLEN

& SAVA LLP

380 Madison Avenue

New York, NY 10017

(212) 972-4900

Attorneys for Ballantyne Re plc

Schedule A

CUSIP/WMC Symbol

22238HGR

22237LMY

22237LPA

22237LPA

12669EFY

126673DL

12666VAE

12669WAE

021455AG5

021455AH3

021455AK6

02146QAM5

02146QAN3

02146QAP8

02146SAN9

02146SAP4

02146SAQ2

02146YAL0

02146YAM8

02146YAM8

02147HAG7

02147HAJ1

12666TAM8

12668BF24

12668BF32

12668BF40

12669WAE6

22237JAG2

22237JAHO

232422AG0

232422AH8

232434AF7

23245PAE1

CERTIFICATE OF SERVICE

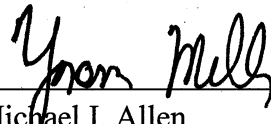
This is to certify that on this the 30th day of August, 2011, a true and correct copy of the above and foregoing instrument was properly forwarded to the following counsel of record as indicated below:

VIA FEDERAL EXPRESS OVERNIGHT DELIVERY AND ECF

Mayer Brown LLP
Attention: Matthew D. Ingber, Esq.
1675 Broadway
New York, New York 10019

Dated: August 30, 2011

SHAPIRO FORMAN ALLEN & SAVA LLP

By: 

Michael I. Allen
Yoram Miller

380 Madison Avenue
New York, NY 10017
(212) 972-4900

Attorneys for Ballantyne Re plc