

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

-----X  
 PHOENIX LIGHT SF LIMITED, SILVER  
 ELMS CDO PLC, SILVER ELMS II LTD,  
 KLEROS PREFERRED  
 FUNDING V PLC, BLUE HERON  
 FUNDING II LTD., BLUE HERON  
 FUNDING V LTD., and BLUE HERON  
 FUNDING IX LTD.,

Plaintiffs,

-against-

BANK OF AMERICA CORP., NB HOLDINGS CORP.,  
 COUNTRYWIDE FINANCIAL CORP., COUNTRYWIDE  
 HOME LOANS, INC., BAC HOME LOANS SERVICING  
 LP f/k/a COUNTRYWIDE HOME LOANS SERVICING  
 LP, CWALT, INC., CWMBS, INC., CWABS, INC.,  
 CWHEQ, INC., and COUNTRYWIDE SECURITIES  
 CORP.,

Defendants.  
-----X

Index No.

Date Index Purchased:  
November 13, 2012**SUMMONS WITH  
NOTICE**Plaintiff designates New York  
County as the place of trial.The basis of venue is CPLR  
Article 5, including §§ 503 and  
509

Bank of America Corp. 1 Bryant Park New York, NY 10036	NB Holdings Corp., c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, DE 19801	Countrywide Financial Corp. 4500 Park Granada Calabasas, CA 91302
Countrywide Home Loans Inc. 4500 Park Granada Calabasas, CA 91302	Countrywide Securities Corp. 4500 Park Granada Calabasas, CA 91302	BAC Home Loans Servicing LP f/k/a Countrywide Home Loans Servicing LP 1 Bryant Park New York, NY 10036
CWALT Inc. 4500 Park Granada Calabasas, CA 91302	CWABS, INC 4500 Park Granada Calabasas, CA 91302	CWMBS, Inc. 4500 Park Granada Calabasas, CA 91302
CWHEQ, Inc. 4500 Park Granada Calabasas, CA 91302		

**TO THE ABOVE NAMED DEFENDANTS:**

PLEASE TAKE NOTICE THAT YOU ARE HEREBY SUMMONED and required to serve upon plaintiffs' attorneys a notice of appearance or demand for a complaint within twenty (20) days after service of this Summons, exclusive of the day of service, or within thirty (30) days after service is complete if this Summons is not personally delivered to you within the State of New York. In case of your failure to appear or answer, judgment will be taken against you on default for the relief demanded herein.

Plaintiffs designate New York County as the place of trial. Venue is proper because Defendants do substantial business in this County, and/or derive substantial revenue from activities carried out in this County and/or are New York corporations and many of the wrongful acts alleged herein occurred in this County. Defendant Countrywide Home Loans, Inc is a New York Corporation. Countrywide Securities Corp. has a principal place of business in both California and New York County. Defendants Bank of America Corp. and BAC Home Loans Servicing LP have substantial business operations and maintain offices at the Bank of America Tower in New York County.

**NOTICE**

This is an action for damages arising from Plaintiffs' investment in residential mortgage-backed securities (the "Securities") which were originated, securitized, deposited, serviced, underwritten, issued, sold and/or participated in by Defendants, Defendants' agents and/or Defendants' predecessors-in-interest. The Securities were purchased in the offerings listed in Exhibit A (the "Offerings"), and had a total par value of \$261,171,000. The Securities are currently held by Plaintiffs or were held and subsequently sold at a loss, with damages totaling at

least \$122,183,462. Plaintiffs purchased the Securities and all legal rights and causes of action thereto themselves, either directly or through agents, or acquired the Securities pursuant to certain purchase and sale, transfer, and/or assignment agreements.

Defendants were actively involved in each step of the securitization and sale of the Securities to Plaintiff. Defendants acted as originator, securitizer, issuer, servicer, depositor, underwriter, seller, sponsor, and/or broker-dealer for the Offerings. The offering materials issued by Defendants for the Offerings—including, without limitation, pitch books, term sheets, registration statements, draft prospectuses (including but not limited to “red” and “pink” prospectuses), draft prospectus supplements, electronic summaries of loan data, prospectuses and prospectus supplements (the "Offering Materials")—contained material misrepresentations and omissions regarding (1) the underwriting standards used to issue the mortgage loans that were pooled together into the Offerings, (2) the legal validity of assignments of those mortgage loans to trusts formed to hold the pooled loans and to collect interest and principal payments due on the loans, and (3) the legal validity of the trusts and their legal entitlement to receive interest and principal payments on the loans.

The Offering Materials also contained material misrepresentations and omissions regarding key statistical characteristics of the mortgage loans underlying the Securities, including but not limited to the loans' loan-to-value ratios and combined loan-to-value ratios, as well as the percentage of owner-occupied properties. The Offering Materials also contained material misrepresentations about the Securities' credit ratings, which understated the Securities' risk profile.

Each of the Defendants knew, or at a minimum was negligent in not knowing, that its representations and omissions were false and/or misleading at the time they were made. Each

Defendant made the false and/or misleading statements with the intent for Plaintiffs to rely upon those statements. Defendants obtained mortgage loans from the originators and created securities from them. The underwriters underwrote the Offerings and sold the Securities to Plaintiffs by means of Offering Materials which contained knowing material misrepresentations and omissions.

Plaintiffs did not know the true facts regarding Defendants' misrepresentations and omissions in the Offering Materials, and justifiably relied on those misrepresentations and omissions. Defendants' wrongdoing has led directly to Plaintiffs' damages, which include loss of market value on the Securities. Plaintiffs' causes of action against Bank of America Corp., NB Holdings Corp., Countrywide Financial Corp., Countrywide Securities Corp., Countrywide Home Loans, Inc., BAC Home Loans Servicing LP f/k/a Countrywide Home Loans Servicing LP, CWALT Inc., CWABS, Inc., CWMBS, Inc., and CWHEQ, Inc. are at law and at equity for claims including common-law fraud, fraudulent inducement, negligent misrepresentation, and aiding and abetting fraud. The above-referenced Defendants are liable, both directly and under a theory of successor liability, as originators, securitizers, depositors, issuers, underwriters, servicers, sellers, sponsors, participants, and/or aiders and abettors for the above-referenced claims.

The Bank of America defendant entities are liable under one or more theories of successor liability, including without limitation, actual or constructive fraudulent conveyance, assumption of liabilities, and/or *de facto* merger.

Upon your failure to appear, judgment will be taken against you by default for money damages in an amount of at least \$122,183,462 and interest thereon, together with punitive

damages, legal fees, the costs of this action and such other and further relief as this Court may deem just and proper.

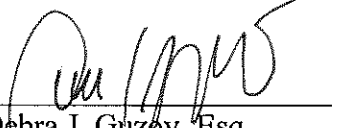
### **JURY TRIAL DEMAND**

Plaintiffs respectfully requests a jury trial for the adjudication of all claims for which a jury is available.

Dated: New York, New York  
November 13, 2012

GUZOV, LLC

By:

  
Debra J. Guzov, Esq.  
Anne W. Salisbury, Esq.  
900 Third Avenue, 5th Floor  
New York, N.Y. 10022  
Tel: (212) 371-8008  
Fax: (212) 688-7273  
[asalisbury@guzovllc.com](mailto:asalisbury@guzovllc.com)  
*Attorneys for Plaintiff*

Of Counsel:

SCOTT, DOUGLASS & MCCONNICO L.L.P.  
Casey L. Dobson, Esq.  
James D. Baskin, Esq.  
S. Abraham Kuczaj III, Esq.  
John W. Gasink, Esq.  
600 Congress Avenue, Suite 1500  
Austin, TX 78701

THEMIS, PLLC  
John P. Pierce, Esq.  
2305 Calvert Street, N.W.  
Washington, DC 20008