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LOS ANGELES  
SUPERIOR COURT

1 COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
2 SPENCER A. BURKHOLZ (147029)  
THOMAS E. EGLER (189871)  
3 DANIEL S. DROSMAN (200643)  
SCOTT H. SAHAM (188355)  
4 LAUREN G. KERKHOFF (236902)  
JENNIFER Y. LAI (228117)  
5 CHRISTINA A. ROYCE (254551)  
655 West Broadway, Suite 1900  
6 San Diego, CA 92101  
Telephone: 619/231-1058  
7 619/231-7423 (fax)

8 BARROWAY TOPAZ KESSLER  
MELTZER & CHECK, LLP  
9 ANDREW L. ZIVITZ (admitted *pro hac vice*)  
SHARAN NIRMUL (admitted *pro hac vice*)  
10 LAUREN WAGNER PEDERSON (admitted *pro hac vice*)  
JENNIFER L. KEENEY (admitted *pro hac vice*)  
11 280 King of Prussia Road  
Radnor, PA 19087  
12 Telephone: 610/667-7706  
610/667-7056 (fax)  
13 Co-Lead Counsel for Plaintiffs  
[Additional counsel appear on signature page.]

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

16 DAVID H. LUTHER, Individually and On )  
17 Behalf of All Others Similarly Situated, )  
18 Plaintiff, )  
19 vs. )  
20 COUNTRYWIDE HOME LOANS )  
21 SERVICING, LP, et al., )  
22 Defendants. )

Lead Case No. BC 380698  
CLASS ACTION  
Assigned to: the Honorable Emilie H. Elias  
STIPULATION AND [PROPOSED]  
CONSENT ORDER REGARDING  
DISMISSAL OF JEFFREY P. GROGIN AND  
MUTUAL RELEASE; DECLARATION OF  
ANDREW L. ZIVITZ IN SUPPORT  
THEREOF.  
DEPT: 308  
DATE ACTION FILED: 11/14/07

28 STIPULATION AND [PROPOSED] CONSENT ORDER REGARDING DISMISSAL OF  
JEFFREY P. GROGIN AND MUTUAL RELEASE; DECLARATION OF ANDREW L. ZIVITZ IN SUPPORT  
THEREOF

1 WHEREAS, no consideration, direct or indirect, has been provided to the Plaintiffs or their  
2 attorneys for the proposed dismissal except as provided for in the below Agreement (*see id.* at ¶4);

3 WHEREAS, in consideration of the covenants and agreements contained in this Agreement, the  
4 Plaintiffs and Grogin hereby stipulate and agree to the dismissal of the Action with prejudice and a  
5 mutual release of claims pertaining thereto as set forth below;

6 NOW, THEREFORE, IT IS HEREBY STIPULATED by the Plaintiffs and by Grogin, through  
7 their counsel of record, subject to the approval of the Court, as follows:

8 1. Upon the date of execution of this Agreement, subject to the approval of the Court:

9 (a) the Plaintiffs shall be deemed to have, and by operation of law shall have, fully,  
10 finally and forever released, relinquished, and discharged Grogin from any and all claims  
11 asserted in the Action by the Plaintiffs;

12 (b) the Consolidated Complaint shall be dismissed with prejudice as to the Plaintiffs'  
13 claims against Defendant Grogin, and without prejudice as to the claims that the other members  
14 of the Class may have against Defendant Grogin; and

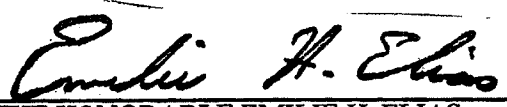
15 (c) the Plaintiffs and their past and present officers, directors, employees, attorneys,  
16 divisions, representatives and assigns, on the one hand, and Grogin and his attorneys (acting in  
17 their capacities as attorneys for Grogin), representatives and assigns, on the other hand,  
18 mutually agree not to assert any claim against the other(s) that has been or could have been  
19 asserted in this matter, including but not limited to any claim for fees and expenses, costs, or  
20 any claim that the Action was brought or defended in bad faith or without a reasonable basis.  
21

22 2. This Agreement constitutes the entire and complete agreement between Plaintiffs and  
23 Grogin, the terms and conditions contained herein are contractual and not a mere recital, and such terms  
24 and conditions shall not be amended, supplemented or abrogated other than by a written instrument  
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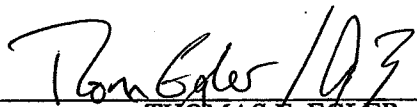
1 signed by each affected party hereto, or by the authorized representative of each party, and subsequently  
2 approved by the Court.

3 3. This Agreement shall not be construed against the party preparing it, but shall be  
4 construed as if the parties jointly prepared this Agreement, and any uncertainty or ambiguity shall not  
5 on the ground of authorship be interpreted against any one party.

6  
7 THEREFORE, based upon the agreement of the parties and for good cause shown, IT IS SO  
8 ORDERED this 22 day of April, 2009.

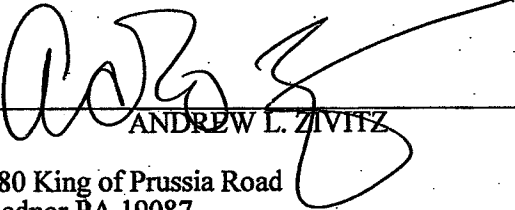
  
9  
10 THE HONORABLE EMILIE H. ELIAS  
11 JUDGE OF THE LOS ANGELES SUPERIOR  
12 COURT

11 CONSENTED TO:  
12 COUGHLIN STOIA GELLER  
13 RUDMAN & ROBBINS LLP  
14 SPENCER A. BURKHOLZ  
15 THOMAS E. EGLER  
16 DANIEL S. DROSMAN  
17 SCOTT H. SAHAM  
18 LAUREN G. KERKHOFF  
19 JENNIFER Y. LAI  
20 CHRISTINA A. ROYCE

17  
18   
19 \_\_\_\_\_  
20 THOMAS E. EGLER

21 655 West Broadway, Suite 1900  
22 San Diego, CA 92101  
23 Telephone: 619/231-1058  
24 619/231-7423 (fax)

1 BARROWAY TOPAZ KESSLER  
MELTZER & CHECK, LLP  
2 ANDREW L. ZIVITZ  
SHARAN NIRMUL  
3 LAUREN WAGNER PEDERSON  
JENNIFER L. KEENEY

4   
5  
6 ANDREW L. ZIVITZ


7 280 King of Prussia Road  
Radnor PA 19087  
8 Telephone: 610/667-7706  
610-667-7056 (fax)

9 Co-Lead Counsel for Plaintiffs

10

11 CALDWELL LESLIE & PROCTOR, PC  
12 CHRISTOPHER G. CALDWELL (106790)  
DAVID C. CODELL, Of Counsel (200965)

13

14   
15 CHRISTOPHER G. CALDWELL

16 1000 Wilshire Blvd., Suite 600  
Los Angeles, CA 90017  
17 Telephone: 213/629-9040  
213-629-9022 (fax)

18

19 Attorneys for Defendant Jeffrey P. Grogin

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1   **DECLARATION OF ANDREW L. ZIVITZ**  
2   **IN SUPPORT OF STIPULATION FOR DISMISSAL**  
3   **OF DEFENDANT JEFFREY P. GROGIN WITH PREJUDICE**  
4   **AND MUTUAL RELEASE**

4 I, Andrew L. Zivitz, declare:

5                 1.       I am a partner of Barroway Topaz Kessler Meltzer & Check, LLP, which is Co-Lead  
6 Counsel in this action. I make this declaration in support of the accompanying stipulation for dismissal  
7 of Defendant Jeffrey P. Grogin ("Grogin") and mutual release (the "Stipulation").

8                 2.       On October 16, 2008, Plaintiffs filed the Consolidated Complaint for Violations of  
9 Sections 11, 12(a)(2) and 15 (the "Consolidated Complaint") in Los Angeles Superior Court asserting  
10 claims against Grogin and others for, among other things, for violating Section 11 of the Securities Act  
11 of 1933 (15 U.S.C. §77k).

12                3.       On March 6, 2009, Defendant Grogin filed a Notice of Demurrer and Demurrer (the  
13 "Demurrer"), asserting that the Consolidated Complaint should be dismissed with respect to Grogin.  
14 Plaintiffs' response to Grogin's Demurrer is due to be filed April 3, 2009. The hearing on Grogin's  
15 Demurrer is currently scheduled for May 14, 2009, at 9:00 am.

16                4.       No consideration, direct or indirect, has been provided to the Plaintiffs or their  
17 attorneys for the proposed dismissal of this action except as provided for in the attached Stipulation.

18                I declare under penalty of perjury under the laws of the State of California that the foregoing is  
19 true and correct.

20  
21 Date: \_\_\_\_\_

4/16/09

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23 Andrew L. Zivitz  
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**DECLARATION OF ELECTRONIC SERVICE**


I, the undersigned, declare:

I am employed in the county of Delaware, State of Pennsylvania. I am over the age of 18 and not a party to the within action; my business address is 280 King of Prussia Road, Radnor PA 19087. On April 17, 2009, I served electronically the foregoing documents described as:

**STIPULATION AND [PROPOSED] CONSENT ORDER REGARDING  
DISMISSAL OF JEFFREY P. GROGIN AND MUTUAL RELEASE;  
DECLARARTION OF ANDREW L. ZIVITZ IN SUPPORT THEREOF**

on the interested parties, listed below, in this action by filing them via LexisNexis File & Serve system with the Superior Court of the State of California for the County of Los Angeles.

Executed on April 17, 2009 at Radnor, Pennsylvania.

  
\_\_\_\_\_  
Amy Cashwell

**SERVICE LIST**

*David Luther, et al. v. Countrywide Financial Corporation, et al.*  
*Lead Case No. BC 380698*

Spencer A. Burkholz  
[spenceb@csgrr.com](mailto:spenceb@csgrr.com)

Thomas E. Egler  
[tome@csgrr.com](mailto:tome@csgrr.com)

Daniel S. Drosman  
[ddrosman@csgrr.com](mailto:ddrosman@csgrr.com)

Scott H. Saham  
[ssaham@csgrr.com](mailto:ssaham@csgrr.com)

Lauren G. Kerkhoff  
[lkerhoff@csgrr.com](mailto:lkerhoff@csgrr.com)

Jennifer Y. Lai  
[jlai@csgrr.com](mailto:jlai@csgrr.com)

Christina A. Royce  
[croyce@csgrr.com](mailto:croyce@csgrr.com)

**COUGHLIN STOIA GELLER RUDMAN  
& ROBBINS LLP**

665 West Broadway Suite 1900  
San Diego CA 92101  
Telephone (619) 231-1058  
Facsimile (619) 231-7423

*Co-Lead Counsel for Plaintiffs*

Christopher G. Caldwell  
[caldwell@caldwell-leslie.com](mailto:caldwell@caldwell-leslie.com)

Andrew Esbenshade  
[esbenshade@caldwell-leslie.com](mailto:esbenshade@caldwell-leslie.com)

**CALDWELL LESLIE & PROCTOR, PC**

1000 Wilshire Boulevard Suite 600  
Los Angeles CA 90017  
Telephone (213) 629-9040  
Facsimile (213) 629-9022

*Counsel for Defendants Stanford L. Kurland  
and Jeffery P. Grogin*

Jennifer Sepic  
[jennifer.sepic@bingham.com](mailto:jennifer.sepic@bingham.com)  
**BINGHAM McCUTCHEN LLP**  
355 South Grand Avenue Suite 4400  
Los Angeles CA 90071  
Telephone (213) 680-6480  
Facsimile (213) 680-6499

*Counsel for Defendant David A. Spector*

Brian E. Pastuszewski  
[bpastuszewski@goodwinprocter.com](mailto:bpastuszewski@goodwinprocter.com)  
Inez H. Friedman-Boyce  
[ifriedmanboyce@goodwinprocter.com](mailto:ifriedmanboyce@goodwinprocter.com)  
Chelsea W. Teachout  
[lteachout@goodwinprocter.com](mailto:lteachout@goodwinprocter.com)  
Amy Harman Burkart  
[aburkart@goodwinprocter.com](mailto:aburkart@goodwinprocter.com)  
**GOODWIN PROCTER LLP**  
53 Exchange Place  
Boston, MA 02109  
Telephone (617) 570-1000  
Facsimile (617) 523-1231

*Counsel for Defendants Countrywide  
Financial Corporation, Countrywide Home  
Loans, Inc., CWALT, Inc., CWMBS, Inc.,  
CWABS, Inc., CWHEQ, Inc., Countrywide  
Capital Markets, Countrywide Securities  
Corporation, and N. Joshua Adler*

Leiv Blad  
[leiv.blad@bingham.com](mailto:leiv.blad@bingham.com)  
Zarema V. Arutyunova  
[zarema.arutyunova@bingham.com](mailto:zarema.arutyunova@bingham.com)  
**BINGHAM McCUTCHEN LLP**  
2020 K Street NW  
Washington DC 20006  
Telephone (202) 373-6000  
Facsimile (202) 373-6001

*Counsel for Defendant David A. Spector*

Shirli Fabbri Weiss  
[shirli.weiss@dlapiper.com](mailto:shirli.weiss@dlapiper.com)  
**DLA PIPER LLP**  
401 B Street Suite 1700  
San Diego CA 92101  
Telephone (619) 699-2700  
Facsimile (619) 699-2701

*Counsel for Defendant Eric P. Sieracki*

1 Nicolas Morgan  
nicolas.morgan@dlapiper.com  
2 **DLA PIPER LLP**  
1999 Avenue of the Stars Suite 400  
3 Los Angeles CA 90067  
Telephone (310) 595-3146  
4 Facsimile (310) 595-3446  
5 *Counsel for Defendant Eric P. Sieracki*

William F. Sullivan  
williamsullivan@paulhastings.com  
Thomas A. Zaccaro  
thomaszaccaro@paulhastings.com  
Joshua G. Hamilton  
joshuahamilton@paulhastings.com  
Peter Cho  
petercho@paulhastings.com  
**PAUL, HASTINGS, JANOFSKY &  
WALKER LLP**  
515 South Flower Street 25<sup>th</sup> Floor  
Los Angeles CA 90071  
Telephone (213) 683-6000  
Facsimile (213) 996-3252

*Counsel for Defendants Ranjit Kripalani,  
Jennifer S. Sandefur, Thomas Keith  
McLaughlin and Thomas H. Boone*

11 Penelope Graboys Blair  
pgraboysblair@orrick.com  
12 Theodora Manolova  
tmanolova@orrick.com  
13 Eunice Lee  
ejlee@orrick.com  
14 Katie Lieberg  
klieberg@orrick.com  
15 Ben Geiger  
bgeiger@orrick.com  
16 **ORRICK, HERRINGTON  
& SUTCLIFFE LLP**  
17 The Orrick Building  
405 Howard Street  
18 San Francisco CA 94105  
Telephone (415) 773-5700  
19 Facsimile (415) 773-5759

Michael C. Tu  
**ORRICK, HERRINGTON  
& SUTCLIFFE LLP**  
777 South Figueroa Street, Suite 3200  
Los Angeles CA 90017  
Telephone (213) 629-2020  
Facsimile (213) 612-2499  
Email: mtu@orrick.com

*Counsel for Defendant David Sambol*

20 *Counsel for Defendant David Sambol*

21  
22  
23  
24  
25  
26  
27  
28



1 Dean J. Kitchens  
dkitchens@gibsondunn.com  
2 Lindsay Pennington  
lpennington@gibsondunn.com  
3 **GIBSON DUNN & CRUTCHER LLP**  
333 South Grand Avenue  
4 Los Angeles CA 90071  
Telephone (213) 229-7000  
5 Facsimile (213) 229-7520

6 *Counsel for Defendants J.P. Morgan Securities*  
*Inc., Deutsche Bank Securities Inc., Bear,*  
7 *Stearns & Co., Inc., Banc of America*  
*Securities LLC, UBS Securities, LLC, Morgan*  
8 *Stanley & Co. Incorporated, Edward D. Jones*  
*& Co., L.P., Citigroup Global Markets Inc.,*  
9 *Goldman, Sachs & Co., Credit Suisse*  
*Securities (USA) LLC, Greenwich Capital*  
10 *Markets, Inc. a.k.a. RBS Greenwich Capital,*  
*Barclays Capital Inc., HSBC Securities (USA),*  
11 *BNP Paribas Securities Corp., Merrill Lynch,*  
*Pierce, Fenner & Smith, Incorporated*

Jonathan C. Dickey  
jdickey@gibsondunn.com  
**GIBSON, DUNN & CRUTCHER LLP**  
200 Park Avenue 48<sup>th</sup> Floor  
New York NY 10166  
Telephone (212) 351-2399  
Facsimile (212) 351-6399

*Counsel for Defendants J.P. Morgan Securities*  
*Inc., Deutsche Bank Securities Inc., Bear,*  
*Stearns & Co., Inc., Banc of America*  
*Securities LLC, UBS Securities, LLC, Morgan*  
*Stanley & Co. Incorporated, Edward D. Jones*  
*& Co., L.P., Citigroup Global Markets Inc.,*  
*Goldman, Sachs & Co., Credit Suisse*  
*Securities (USA) LLC, Greenwich Capital*  
*Markets, Inc. a.k.a. RBS Greenwich Capital,*  
*Barclays Capital Inc., HSBC Securities (USA),*  
*BNP Paribas Securities Corp., Merrill Lynch,*  
*Pierce, Fenner & Smith, Incorporated*

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