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16 Lead Counsel in the *Maine State*  
17 action only

Counsel for MashreqBank, psc in the  
*Luther* action

18 [Additional counsel appear on signature page.]

19 UNITED STATES DISTRICT COURT  
20 CENTRAL DISTRICT OF CALIFORNIA

21 MAINE STATE RETIREMENT  
SYSTEM, Individually and On Behalf  
22 of All Others Similarly Situated,

23 Plaintiff,

24 vs.

25 COUNTRYWIDE FINANCIAL  
CORPORATION, et al.,

26 Defendants.

No. 2:10-cv-00302-MRP(MANx)

CLASS ACTION

DECLARATION OF ABDUL KADIR  
HUSSAIN

27 [Caption continued on following page.]  
28

1 WESTERN CONFERENCE OF  
2 TEAMSTERS PENSION TRUST  
3 FUND, Individually and On Behalf of  
4 All Others Similarly Situated,

Plaintiff,

vs.

5 COUNTRYWIDE FINANCIAL  
6 CORPORATION, et al.,

Defendants.

No. 2:12-cv-05122-MRP(MANx)

CLASS ACTION

8 DAVID H. LUTHER, et al.,  
9 Individually and On Behalf of All  
10 Others Similarly Situated,

Plaintiffs,

vs.

12 COUNTRYWIDE FINANCIAL  
13 CORPORATION, et al.,

Defendants.

No. 2:12-cv-05125-MRP(MANx)

CLASS ACTION

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1 I, Abdul Kadir Hussain, declare as follows:

2 1. I am the Chief Executive Officer of Mashreq Capital, a division of Lead  
3 Plaintiff MashreqBank, psc ("MashreqBank") in the *Luther v. Countrywide Financial*  
4 *Corporation, et al. ("Luther")* matter. On behalf of MashreqBank, I respectfully  
5 submit this declaration in support of the \$500 million settlement (the "Settlement")  
6 and an award of 17% of the Settlement in attorneys' fees to plaintiffs' counsel, the  
7 expenses incurred by counsel in litigating this case and the Plan of Allocation  
8 proposed as part of the settlement process.  
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11 2. MashreqBank is the largest privately owned commercial bank in the  
12 United Arab Emirates that is publicly listed on the Dubai Financial Market.  
13 MashreqBank accept deposits in the form of checking and savings accounts and then  
14 deploys those deposits in the form of loans and investments, including corporate and  
15 consumer loans, wholesale market operations, and also acting as asset managers.  
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18 3. Mashreq Capital is the division within MashreqBank that was responsible  
19 for making all decisions related to the investments in the various Countrywide  
20 Financial Corporation ("CFS") MBS offerings that are at issue in the above-  
21 referenced class action litigation. In that capacity, I was responsible for monitoring  
22 this litigation for Lead Plaintiff MashreqBank. I have personal knowledge of the  
23 statements herein, and if called as a witness, could competently testify thereto.  
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26 4. As CEO of Mashreq Capital beginning in April 2006, I was responsible  
27 for retaining Azra Mehdi, Esq. then a partner at the law firm of Coughlin Stoia Geller  
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1 Rudman & Robbins LLP (now known as Robbins Geller Rudman & Dowd LLP), Co-  
2 Lead Counsel in the *Luther and Western Conference of Teamsters Pension Trust Fund*  
3 *v. Countrywide Financial Corporation, et al.* (“Western Conference”) actions; and  
4 now the principal at The Mehdi Firm, PC (“The Mehdi Firm”), as counsel to  
5 MashreqBank in this litigation. Ms. Mehdi is, and has been throughout this litigation,  
6 MashreqBank’s outside counsel, primary contact and liaison in connection with this  
7 litigation.  
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10 5. Prior to this action, MashreqBank had never previously been a plaintiff in  
11 any securities litigation in the United States and relied substantially on the expertise of  
12 Azra Mehdi and Co-Lead Counsel Robbins Geller Rudman & Dowd LLP.  
13 MashreqBank, as an institutional investor, has an interest in issues related to the  
14 integrity of the securities markets. MashreqBank, due to the size of the bank’s  
15 investments in CWF MBS offering, made the decision to become a named plaintiff  
16 and seek to be named as a Lead Plaintiff in the *Luther* action. Moreover, due to the  
17 global nature of the financial markets, the integrity of the United States financial  
18 markets is a matter of importance also to foreign institutional investors, as well as the  
19 trust that foreign investors have in the U.S. markets.  
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23 6. In seeking appointment as a Lead Plaintiff, MashreqBank understood its  
24 responsibility to serve the best interests of the Class, and indeed understood that it was  
25 the sole representation for various offerings and tranches, including the following:  
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No.	Offering (Tranche)	Registration Statement No.
1	CWALT 2005-38(A3)	333-125902
2	CWALT 2005-51(1A1)	333-125902
3	CWALT 2005-51(2A1)	333-125902
4	CWALT 2005-51(4A1)	333-125902
5	CWALT 2005-59(1A2A)	333-125902
6	CWALT 2005-62(1A1)	333-125902
7	CWALT 2005-76 (3A1)	333-125902
8	CWALT 2006-28CB(A8)	333-131630
9	CWALT-2007-24(A4)	333-140962
10	CWHL 2005-HYB4(2A1)	333-121249
11	CWHL 2006-3(1A1)	333-125963
12	CWL 2006-S5(A1)	333-132375

7. In fulfillment of its responsibilities as a Lead Plaintiff on behalf of all Class members, I engaged in numerous meetings and phone conversations with counsel, reviewing documents filed in the litigation of this action, including those in connection with the remand motions and the state court appeal. As and when requested, MashreqBank assisted in the collection of information and documents in this action. I was kept fully informed of the status of the case both in state court and federal court as well as during the appellate process. I participated in the strategic decisions through consultations with The Mehdi Firm and provided input regarding litigation and settlement strategy. I also monitored and guided the settlement discussions, providing input on settlement parameters in the lengthy settlement negotiations that resulted in the Settlement.

1           8. MashreqBank authorized Co-Lead Counsel to settle this action for \$500  
2 million. In this regard, I reviewed, analyzed and evaluated the merits of this case, was  
3 kept apprised of the scheduling of and progress of the case and approved the proposed  
4 settlement. In making its determination that the \$500 million represented a fair,  
5 reasonable and adequate result for the Class, MashreqBank weighed the substantial  
6 benefits to the Class against the significant risks and uncertainties of continued  
7 litigation. On those bases, MashreqBank believes that the Settlement represents an  
8 excellent recovery that would not have been possible without the diligent efforts of  
9 Lead Counsel who aggressively litigated this case for nearly six years. MashreqBank  
10 believes this Settlement represents a fair, reasonable and adequate recovery on behalf  
11 of the Class, and that its approval is in the best interest of each Class member.  
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13           9. MashreqBank also worked with Co-Lead Counsel and The Mehdi Firm  
14 in the crafting of the proposed Plan of Allocation. In doing so, MashreqBank  
15 considered its fiduciary obligation to absent Class members. MashreqBank believes  
16 the proposed Plan of Allocation is fair and reasonable as it balances the relative  
17 strength of the claims brought, without excluding any absent Class members from the  
18 recovery, even those whose claims had already been dismissed by prior rulings of the  
19 Court.  
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21           10. While MashreqBank recognizes that any determination of fees is left to  
22 the Court, MashreqBank approved the request for a 17% attorneys' fee award, plus  
23 expenses. In determining that plaintiffs' counsels' 17% fee was reasonable,  
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1 MashreqBank took into account The Mehdi Firm's and Lead Counsel's high quality  
2 representation and diligence in almost six years of prosecuting this litigation;  
3 including successful appeals to the California Court of Appeal and the Ninth Circuit  
4 Court of Appeals and collection and review of documents and information relevant to  
5 the allegations. MashreqBank recognizes the complex and novel issues involved in  
6 this litigation, as well as the real risks presented from the outset of the case, both as to  
7 its substance and the procedures at issue, and has considered those risks in approving  
8 the fee request. Further, considering that this action was removed from state court  
9 twice, and was dismissed at the state trial court level and continued largely because of  
10 the successful appeal, the 17% fee sought by Lead Counsel is eminently reasonable.  
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14 I declare under penalty of perjury under the laws of the United States of  
15 America that the foregoing is true and correct. Executed this 16<sup>th</sup> day of September,  
16 2013 at Dubai, United Arab Emirates.  
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ABDUL KADIR HUSSAIN

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CERTIFICATE OF SERVICE

I hereby certify that on September 23, 2013, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 23, 2013.

s/ Spencer A. Burkholz  
SPENCER A. BURKHOLZ

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#### Manual Notice List

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- (No manual recipients)