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Attorneys for Defendants
14 Countrywide Financial Corporation, Countrywide
15 Securities Corporation, Countrywide Capital Markets,
LLC, Countrywide Home Loans, Inc., and CWALT,
16 Inc., CWABS, Inc., CWMBBS, Inc., CWHEQ, Inc.

17 **UNITED STATES DISTRICT COURT**
18 **CENTRAL DISTRICT OF CALIFORNIA**

19 MAINE STATE RETIREMENT
20 SYSTEM, Individually and On
Behalf of All Others Similarly
Situating,

21 Plaintiff,

22 vs.

23 COUNTRYWIDE FINANCIAL
24 CORPORATION, *et al.*,

25 Defendants.

Case No. 2:10-CV-00302 MRP (MANx)

**DECLARATION OF ALEXIS L.
SHAPIRO, ESQ. RELATING TO
NOTICE UNDER 28 U.S.C. § 1715**

Judge: Hon. Mariana R. Pfaelzer
Courtroom: 12

1 DAVID H. LUTHER, Individually
2 and On Behalf of All Others Similarly
Situated,

3 Plaintiff,

4 vs.

5 COUNTRYWIDE FINANCIAL
6 CORPORATION, *et al.*,

Defendants.

Case No. 2:12-CV-05125 MRP (MANx)

7 WESTERN CONFERENCE OF
8 TEAMSTERS PENSION TRUST
9 FUND, Individually and On Behalf of
All Others Similarly Situated,

10 Plaintiff,

11 vs.

12 COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*,

13 Defendants.

Case No. 2:12-CV-05122 MRP (MANx)

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1 I, Alexis L. Shapiro, declare as follows:

2 1. I am a partner of the law firm of Goodwin Procter, LLP, and represent
3 defendants Countrywide Financial Corporation, Countrywide Home Loans, Inc.,
4 Countrywide Capital Markets, Inc., Countrywide Securities Corporation, CWALT,
5 Inc., CWMBBS, Inc., CWABS, Inc., and CWHEQ, Inc. in the above-captioned
6 Actions. I make this Declaration upon personal knowledge and if asked, I could and
7 would competently testify as to these matters.

8 2. I supervised the distribution and service of notice regarding the
9 settlement of the above-captioned class actions, in accordance with the provisions of
10 the Class Action Fairness Act, 28 U.S.C. § 1715 (“the Notice”), and in compliance
11 with paragraph twelve of this Court’s “Order Granting Preliminary Approval to
12 Settlement” dated August 7, 2013. A true and correct copy of the Notice, sent on
13 behalf of all Defendants in the Actions, is attached hereto as Exhibit A.

14 3. More specifically, on July 3, 2013, I caused the Notice to be sent to (a)
15 the United States Department of Justice; (b) the attorneys general of each of the fifty
16 states, the District of Columbia and Guam; (c) the Puerto Rico Department of
17 Justice and the Virgin Islands Department of Justice; (d) the Office of the
18 Comptroller of the Currency; and (e) the Office of Thrift Supervision.

19 4. Each of the Notices was sent by either Priority Overnight via Federal
20 Express or by United States Postal Service Express Mail with “Track & Confirm
21 Service.”

22 5. My firm received delivery receipts for each successfully delivered
23 Notice; a true and correct copy of these receipts is attached as Ex. B hereto. These
24 receipts reflect that all but one of the Notices was successfully delivered on July 4,
25 2013, and that one remaining Notice was successfully delivered on July 9, 2013.

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I declare under penalty of perjury of the United States of America that the foregoing is true and correct.

Executed this 23rd day of September, 2013.



ALEXIS SHAPIRO

EXHIBIT A

EXHIBIT A

GOODWIN | PROCTER

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July 3, 2013

VIA FEDERAL EXPRESS

TO: ALL ADDRESSEES LISTED IN ATTACHMENT A

Re: Notice of Proposed Class Action Settlement in
Maine State Retirement System v. Countrywide Financial Corp., C.D. Cal., No. 10-CV-00302 MRP (MANx); Western Conference of Teamsters Pension Trust Fund v. Countrywide Financial Corp., No. 12-CV-05122 MRP (MANx); and David H. Luther v. Countrywide Financial Corp., C.D. Cal., No. 12-CV-05125 MRP (MANx).

Dear Sir or Madam:

Pursuant to Section 3 of the Class Action Fairness Act, 28 U.S.C. § 1715, you are hereby notified of a proposed settlement of the above-captioned class action lawsuits (the "Class Actions") currently pending before the United States District Court for the Central District of California ("the Court"). This notice is provided on behalf of all defendants in the Class Actions. Enclosed herewith is a CD containing the documents referenced below.

- (1) The Complaint for Violation of §§ 11, 12 and 15 of the Securities Act of 1933, Amended Consolidated Class Action Complaint, Second Amended Class Action Complaint, Third Amended Class Action Complaint, and all attachments thereto, filed in *Maine State Retirement System v. Countrywide Financial Corp.* ("Maine State"); the Complaint for Violation of §§ 11, 12(a)(2) and 15 of the Securities Act of 1933, and all attachments thereto, filed in *Western Conference of Teamsters Pension Trust Fund v. Countrywide Financial Corp.* ("Western Teamsters"); and the Complaint for Violation of §§ 11, 12(a)(2) and 15 of the Securities Act of 1933, Plaintiff's Amended Complaint for Violation of §§ 11, 12(a)(2) and 15 of the Securities Act of 1933, Consolidated Complaint for Violation of §§ 11, 12(a)(2) and 15 of the Securities Act of 1933, Complaint for Declaratory Relief, and all attachments thereto, filed in *Luther v. Countrywide Financial Corp.* ("Luther"), are included on the enclosed CD in the folder labeled "Tab 1." These documents, as well as all other documents referenced in this letter, are also available on the Internet via the federal government's Pacer service at <https://ecf.cacd.uscourts.gov/cgi-bin/login.pl>. Additional information about Pacer may be found at <http://pacer.psc.uscourts.gov>.

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- (2) On June 25, 2013, plaintiffs in the Class Actions filed a motion (the "Preliminary Approval Motion") requesting preliminary approval of the proposed settlement, approval of a proposed class notice, and the scheduling of a fairness hearing. The Court has scheduled a hearing on the Preliminary Approval Motion for July 10, 2013 at 1:30 p.m. The notice of motion and the motion for preliminary approval are included on the enclosed CD in the folder labeled "Tab 2."
- (3) A proposed notice to class members, as well as a summary notice for publication, are included on the enclosed CD in the folder labeled "Tab 3."
- (4) The proposed class action settlement agreement, as filed with the Court on June 25, 2013, is included on the enclosed CD in the folder labeled "Tab 4."
- (5) No final judgment or notice of dismissal has yet been entered. A proposed final judgment and order of dismissal, as filed with the Court on June 25, 2013, is included on the enclosed CD in the folder labeled "Tab 5."
- (6) Given the nature of the claims in the Class Actions, it is not feasible to provide the names of class members who reside in each state, nor is it feasible to provide the estimated proportionate share of the claims of such members to the entire settlement.
- (7) No written judicial opinions exist relating to the settlement as of this date.

Kindly acknowledge receipt of this notice by date-stamping the additional copy provided for that purpose and returning it in the self-addressed, postage-prepaid envelope also enclosed.

Very truly yours,

Brian E. Pastuszewski / kmv

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Attachment and Enclosure

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Page 7

ATTACHMENT A: ADDRESSEES

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July 3, 2013

Page 8

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July 3, 2013

Page 9

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EXHIBIT B

EXHIBIT B



Filter

phases all
 operator all
 billing type Client/Matter
 account 021627
 191736
 sender 09148
 office Boston
 vendor all
 recipient all
 company all
 city all
 state/province all
 return label all
 date range 07/01/13 to 07/04/13

Results

vendor	tracking number	name	company	phase	create time ↓
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Package ID: 0318425, Office: Boston, Operator: Betty Ward (617-570-1746)					

- Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
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Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150090295 Office of the Atto Delivered 07/02/13, 7:51PM
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Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150086329 Office of the Atto Delivered 07/02/13, 7:50PM
Package ID: 0318435, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150080445 Office of Attorney Delivered 07/02/13, 7:49PM
Package ID: 0318434, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150079051 New Hampshire Dept Delivered 07/02/13, 7:49PM
Package ID: 0318433, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150075674 Office of the Atto Delivered 07/02/13, 7:48PM
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Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

- FedEx 796150064817 Office of the Atto Delivered 07/02/13, 7:45PM
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Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150064850 Department of the Delivered 07/02/13, 7:45PM
Package ID: 0318429, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

- FedEx 796150017925 Office of the Atto Delivered 07/02/13, 7:35PM
Package ID: 0318423, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796150011342 Office of Attorney Delivered 07/02/13, 7:33PM
Package ID: 0318422, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796149966795 Clerk Attorney General's Delivered 07/02/13, 7:26PM
Package ID: 0318382, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796149939964 Office of the Atto Delivered 07/02/13, 7:21PM
Package ID: 0318416, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®
- FedEx 796149924961 Office of Atty. Ge Delivered 07/02/13, 7:18PM
Package ID: 0318413, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149910303 Office of the Atto Delivered 07/02/13, 7:16PM
Package ID: 0318411, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149901630 Office of the Atto Delivered 07/02/13, 7:14PM
Package ID: 0318409, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149897471 Office of Consumer Delivered 07/02/13, 7:14PM
Package ID: 0318408, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149892815 Office of the Atto Delivered 07/02/13, 7:13PM
Package ID: 0318407, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149889657 Iowa Division of Ba Delivered 07/02/13, 7:12PM
Package ID: 0318406, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149886154 Clerk Department of Just Delivered 07/02/13, 7:12PM
Package ID: 0318405, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx International Priority®

FedEx 796149882880 L. Carr, A Colorado Judicial Delivered 07/02/13, 7:11PM
Package ID: 0318404, Office: Boston, Operator: Judy Buzzi (617-570-1654)
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FedEx 796149879760 Dept. of Banking a Delivered 07/02/13, 7:11PM
Package ID: 0318402, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149871611 Coordinato Office of the Atto Delivered 07/02/13, 7:10PM
Package ID: 0318400, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149868464 West Virginia Dept Delivered 07/02/13, 7:09PM
Package ID: 0318399, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149862238 Clerk Attorney General's Delivered 07/02/13, 7:08PM
Package ID: 0318398, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149859963 Nebraska Dept. of Delivered 07/02/13, 7:08PM
Package ID: 0318393, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149854387 Clerk West Virginia Atto Delivered 07/02/13, 7:07PM
Package ID: 0318396, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149843129 Clerk Wisconsin Attorney Delivered 07/02/13, 7:05PM
Package ID: 0318392, Office: Boston, Operator: Mary Spiri (617-570-1547)

Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149838976 Department of Fina Delivered 07/02/13, 7:05PM
Package ID: 0318391, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149833779 Clerk Washington State O Delivered 07/02/13, 7:04PM
Package ID: 0318390, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149820070 Colorado Departmen Delivered 07/02/13, 7:02PM
Package ID: 0318388, Office: Boston, Operator: Betty Ward (617-570-1746)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149819308 Clerk Office of Attorney Delivered 07/02/13, 7:02PM
Package ID: 0318387, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149803467 Clerk Division of Bankin Delivered 07/02/13, 7:00PM
Package ID: 0318386, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149803011 Office of the Atto Delivered 07/02/13, 7:00PM
Package ID: 0318385, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149784630 Clerk Mississippi Attorn Delivered 07/02/13, 6:57PM
Package ID: 0318384, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149775990 North Dakota Offic Delivered 07/02/13, 6:56PM
Package ID: 0318383, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149755200 Attorney General's Delivered 07/02/13, 6:53PM
Package ID: 0318381, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149745357 Lori Swans Office of Minnesot Delivered 07/02/13, 6:52PM
Package ID: 0318380, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149741086 Steve Bull Department of Just Delivered 07/02/13, 6:52PM
Package ID: 0318379, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149728365 Clerk Michigan Office of Delivered 07/02/13, 6:50PM
Package ID: 0318378, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149719728 Cunningham Office of Comptrol Delivered 07/02/13, 6:49PM
Package ID: 0318374, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149711267 Attorney G Indiana Government Delivered 07/02/13, 6:48PM
Package ID: 0318372, Office: Boston, Operator: Linda Doherty ((617)570-1000)

Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149708422 Clerk Office of the Main Delivered 07/02/13, 6:48PM
Package ID: 0318371, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149693816 Office of Thrift S Delivered 07/02/13, 6:46PM
Package ID: 0318369, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149691456 General, I Chicago Mail Offic Delivered 07/02/13, 6:46PM
Package ID: 0318368, Office: Boston, Operator: Linda Doherty ((617)570-1000)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149679742 Idaho, Sta Office of Attorney Delivered 07/02/13, 6:45PM
Package ID: 0318367, Office: Boston, Operator: Linda Doherty ((617)570-1000)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149678985 Office of the Atto Delivered 07/02/13, 6:45PM
Package ID: 0318366, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149670182 General, I Delivered 07/02/13, 6:44PM
Package ID: 0318365, Office: Boston, Operator: Linda Doherty ((617)570-1000)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149664095 Office of the Atto Delivered 07/02/13, 6:43PM
Package ID: 0318364, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149648353 Office of the Atto Delivered 07/02/13, 6:41PM
Package ID: 0318362, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149621118 Clerk Office of the Atto Delivered 07/02/13, 6:38PM
Package ID: 0318361, Office: Boston, Operator: Mary Spiri (617-570-1547)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149601940 Office of the Atto Delivered 07/02/13, 6:36PM
Package ID: 0318359, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149577530 Consumer Financial Delivered 07/02/13, 6:34PM
Package ID: 0318358, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149555720 Sneed, Hor Director, Litigati Delivered 07/02/13, 6:32PM
Package ID: 0318357, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

FedEx 796149526816 U.S. Department of Delivered 07/02/13, 6:29PM
Package ID: 0318356, Office: Boston, Operator: Judy Buzzi (617-570-1654)
Sender: Andrea Boivin (6175701504), Service: FedEx Priority Overnight®

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<p>1. Article Addressed to:</p> <p>Departamento de Justicia Olympus Street, Calle Olimpo, Esq. Axtmayer, Pda. 11 Miramar San Juan, PR 00902</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If YES, enter delivery address below:</p> <p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Transfer from service)</p>	<p>7011 3500 0002 0909 1237</p>
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	