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17 Co-Lead Counsel in the *Luther*
 and *Western Conference* actions

Lead Counsel in the *Maine State* action only

19 UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA

20 WESTERN CONFERENCE OF
 21 TEAMSTERS PENSION TRUST
 FUND, Individually and On Behalf of
 22 All Others Similarly Situated,

23 Plaintiff,

24 vs.

25 COUNTRYWIDE FINANCIAL
 CORPORATION, et al.,

26 Defendants.

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

CLASS ACTION

DECLARATION OF CHARLES A.
 STORKE

27 [Caption continued on following page.]
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1 MAINE STATE RETIREMENT
2 SYSTEM, Individually and On Behalf
of All Others Similarly Situated,

3 Plaintiff,

4 vs.

5 COUNTRYWIDE FINANCIAL
6 CORPORATION, et al.,

7 Defendants.

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

10 Plaintiffs,

11 vs.

12 COUNTRYWIDE FINANCIAL
13 CORPORATION, et al.,

14 Defendants.

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

CLASS ACTION

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

CLASS ACTION

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1 I, Charles A. Storke, declare as follows:

2 1. I am the General Counsel for the Board of Trustees of plaintiff Western
3 Conference of Teamsters Pension Trust Fund ("Western Conference"). On behalf of
4 Western Conference, I respectfully submit this declaration in support of the
5 \$500,000,000.00 million settlement (the "Settlement"), and the Plan of Allocation
6 proposed as part of the settlement process, as well as an award of 17% of the
7 Settlement in attorneys' fees to plaintiffs' counsel, and the reimbursement of expenses
8 incurred by counsel in litigating this case. I have personal knowledge of the
9 statements herein and, if called as a witness, could competently testify thereto.

10 2. Western Conference is the largest multi-employer pension plan in the
11 United States, with about 5,200 employers contributing monthly on over 230,000
12 currently-covered employees in 13 Western states. An additional 167,000 participants
13 no longer work for one of the covered employers but will receive a benefit from the
14 Trust in the future, as currently do an additional 232,000 retirees and beneficiaries.
15 Western Conference's initial complaint in this action was filed in Los Angeles County
16 Superior Court in November 2010. The class proposed in that complaint is the same
17 class for which this action is now being settled. By the Order Granting Preliminary
18 Approval to Settlement and Directing Dissemination of Notice to the Class dated
19 August 7, 2013, this Court appointed Western Conference as one of the class
20 representatives for purposes of effectuating the Settlement. I am aware of and
21 understand the requirements and responsibilities of a representative plaintiff in a
22 securities class action, including those set forth in the Private Securities Litigation
23 Reform Act of 1995.

24 3. In fulfillment of its responsibilities on behalf of the Class members, I, on
25 behalf of Western Conference: (i) reviewed and approved pleadings filed in the action;
26 (ii) engaged in numerous meetings and telephone conversations with my counsel; (iii)
27 was consulted regarding and approved the strategic decisions during the litigation and
28 provided input into the prosecution of the case; (iv) was kept informed regarding case


1 status; (v) reviewed documents filed in this action; (vi) consulted with counsel in the
2 action; and (vii) monitored the settlement discussions.

3 4. Western Conference authorized our counsel to settle this action for \$500
4 million. Western Conference believes the \$500 million Settlement represents a fair,
5 reasonable and adequate recovery on behalf of the Class, and that its approval is in the
6 best interest of each Class member. Western Conference also believes the proposed
7 Plan of Allocation is fair and reasonable as it balances the relative strength of the
8 claims brought, but does not exclude any potential Class members from the recovery.

9 5. While recognizing that any determination of fees is left to the Court,
10 Western Conference approves of the request for a 17% attorneys' fee award, plus
11 expenses. In determining that the 17% fee was reasonable, we took into account our
12 counsel's high quality representation and diligence in almost six years of prosecuting
13 this litigation and related actions, including successful appeals to the California Court
14 of Appeal and the Ninth Circuit Court of Appeals in the *Luther* action and collection
15 and review of documents and information relevant to the allegations. Western
16 Conference recognizes the complex and novel issues involved in this litigation, as
17 well as the real risks presented from the outset of the case, both as to its substance and
18 the procedures at issue, and has considered those risks in approving the fee request.
19 We also have been informed about the efforts performed by other plaintiffs' counsel
20 in this action and in the *Maine State* action, and their contribution to the recovery in
21 this action. Further, considering that the *Luther* action was removed from state court
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1 twice, and was dismissed at the state trial court level and continued largely because of
2 the successful appeal, the 17% fee sought is reasonable.

3 I declare under penalty of perjury under the laws of the United States of
4 America that the foregoing is true and correct. Executed this 20th day of September,
5 2013.

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8 CHARLES A. STORKE

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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

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)