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17 Co-Lead Counsel in the *Luther* and *Western Conference* actions Lead Counsel in the *Maine State* action only

18 UNITED STATES DISTRICT COURT
 19 CENTRAL DISTRICT OF CALIFORNIA

20 MAINE STATE RETIREMENT SYSTEM, Individually and On Behalf	}	No. 2:10-cv-00302-MRP(MANx)
21 of All Others Similarly Situated,		<u>CLASS ACTION</u>
22 Plaintiff,	}	DECLARATION OF SETH E. LIPNER FILED ON BEHALF OF
23 vs.		DEUTSCH & LIPNER IN SUPPORT OF APPLICATION FOR AWARD OF
24 COUNTRYWIDE FINANCIAL CORPORATION, et al.,		ATTORNEYS' FEES
25 Defendants.	}	
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27 [Caption continued on following page.]

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

Plaintiff,

vs.

COUNTRYWIDE FINANCIAL
CORPORATION, et al.,

Defendants.

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

CLASS ACTION

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

Plaintiffs,

vs.

COUNTRYWIDE FINANCIAL
CORPORATION, et al.,

Defendants.

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

CLASS ACTION

1 I, Seth E. Lipner, declare as follows:

2 1. I am a member of the law firm of Deutsch & Lipner. I am submitting this
3 declaration in support of my firm's application for an award of attorneys' fees in
4 connection with services rendered in the above-entitled action.

5 2. The identification and background of my firm is attached hereto as
6 Exhibit A.

7 3. Deutsch & Lipner is counsel of record for plaintiff David Luther. I have
8 personal knowledge of the matters set forth herein based upon my participation in the
9 litigation. A description of my firm's participation is set forth below in paragraph 4.

10 4. In August 2007, our firm identified issues with respect to a mortgage-
11 backed security that Mr. Luther had purchased. We analyzed the offering materials
12 under which that security was sold, and conducted extensive internet and other
13 research into mortgage-backed securities. We also researched the sector of the
14 investment banking industry that creates, bundles and securitizes mortgages, including
15 the business of Countrywide Financial Corporation as it relates to its underwriting of
16 mortgages and securitization of mortgage-backed securities. We consulted with
17 distinguished academics to learn about residential mortgage-backed securities
18 ("RMBS"), the history of RMBS securitization and the role of the ratings agencies in
19 rating RMBS like the ones owned by Mr. Luther. We conducted legal research in
20 order to evaluate potential claims under the 1933 Securities Act. We determined,
21 through exercise of our professional judgment and experience with securities and
22 securities law, that the Offering Materials contained material falsities. We consulted
23 two prominent class action law firms with a view toward bringing a case against
24 Countrywide Financial and the underwriters of the securities described in the *Luther*
25 Complaint.

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1 We consulted with our client Mr. Luther, and decided to engage what
2 was then Coughlin Stoia Geller Rudman & Robbins LLP (now Robbins Geller
3 Rudman & Dowd LLP (“RGRD”)) as lead counsel to prosecute such a claim on behalf
4 of the class, with our client, Mr. Luther, as class representative. We decided to retain
5 RGRD as co-counsel because of their expertise in representing securities class action
6 plaintiffs, supplied RGRD with relevant documents and information, and assisted in
7 formulating litigation strategy needed to commence such an action. We then worked
8 with RGRD on the Complaint that was filed in the California Superior Court on
9 November 14, 2007.

10 During the five years of this litigation, we consulted with and assisted RGRD,
11 as needed and as requested, consulted in the formulation of strategies, reviewed court
12 filings and court decisions, and communicated with our client (Mr. Luther) with
13 respect to the case.

14 In winter and spring 2013, we consulted with RGRD with respect to the
15 mediation of this matter, and advised Mr. Luther with respect to the negotiations and
16 then the proposed settlement. We then assisted RGRD in the preparation of the formal
17 settlement documents, reviewed court filings, minutes and Orders, and kept Mr.
18 Luther informed as to the progress of the settlement.

19 5. The information in this declaration regarding the firm’s time is taken
20 from time sheets prepared and maintained by the firm in the ordinary course of
21 business. I oversaw and conducted the day-to-day activities in the litigation and
22 reviewed these time sheets (and backup documentation where necessary or
23 appropriate). The purpose of these reviews was to confirm both the accuracy of the
24 entries on the time sheets as well as the necessity for and reasonableness of the time

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1 committed to the litigation. I believe that the time reflected in the firm's lodestar
2 calculation is reasonable in amount and was necessary for the effective and efficient
3 prosecution and resolution of the litigation.

4 6. The total number of hours spent on this litigation by my firm is 63.0. The
5 total lodestar amount for attorney/paralegal (or attorney/ paraprofessional) time based
6 on the firm's current rates is \$31,500. The hourly rates shown below are the usual and
7 customary rates set by the firm for each individual. A breakdown of the lodestar is as
8 follows:

<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Seth E. Lipner	(P)	43.0	\$500	\$10,000
Herbert M. Deutsch	(P)	20.0	\$500	\$21,500
TOTAL:		63.0	\$500	\$31,500

(P) Partner

14 I declare under penalty of perjury that the foregoing is true and correct.
15 Executed on September 20, 2013, at Garden City, New York.

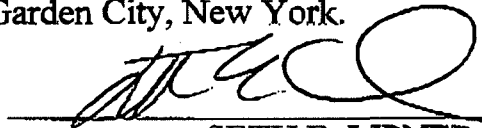
16 
17 _____
18 SETH E. LIPNER

EXHIBIT A

Seth E. Lipner is Professor of Law at the Zicklin School of Business of Bernard M. Baruch College in New York City, where he has been on the full-time faculty for 32 years. Mr. Lipner is the author of numerous scholarly articles and law books on fields as diverse as international trade law, securities arbitration, and law and technology. As a member of Deutsch & Lipner, Mr. Lipner focuses his practice on representing investors and other individuals with grievances against providers of financial services. The balance of Mr. Lipner's practice is federal and state court litigation.

Mr. Lipner served as President of the Public Investors Arbitration Bar Association (PIABA) between 2000-01, as well as in 1994-95, and served as Secretary to the organization and on its Board of Directors from the organization's inception in 1990 until 2003, and now holds the title "Director Emeritus." Until 2001, Mr. Lipner also served on the Board of Editors of Securities Arbitration Commentator. After that, he served as a contributing editor to the PIABA Bar Journal. He served on the National Arbitration and Mediation Committee of the NASD from 1998 to 2002.

Mr. Lipner has appeared on CNN, NPR, BBC and the Wall Street Journal Report, and has been quoted in publications such as Forbes, Business Week, Newsweek, the Wall Street Journal, the New York Times, Newsday, Investment News, the New York Law Journal and the National Law Journal. Mr. Lipner's essay, "The Case Against Restitution," was published on the Op-Ed page of The New York Times on May 2, 2003. An article about the clawback suits involving arch-thief Bernard Madoff appeared in The Jewish Week. Mr. Lipner has been a columnist for Forbes.com, where he wrote about investor issues.

His most-recent scholarly article, "Expungement of Customer Complaint CRD Information Following Settlement of a FINRA Arbitration" will be published this Fall. His scholarly writings have been cited by, among others, the Second Circuit Court of Appeals, the Southern District of Texas, and the Federal District Court in Connecticut.

Mr. Lipner speaks often to bar groups, and in continuing legal education programs, including the New York State Bar Association, Association of the Bar of the City of New York, Practising Law Institute, and PIABA. Mr. Lipner publishes extensively on various aspects of law and arbitration, particularly on issues involving arbitration administered by FINRA. The text of many articles is accessible on this website. Mr. Lipner's encyclopedic treatise, "Securities Arbitration Desk Reference," written together with Emeritus Professor Joe Long, is available from West Publishing: Securities Arbitration Desk Reference. The blog of a leading securities arbitration law firm describes the book: "Professors Seth Lipner and Joe Long have put together an essential reference book which all attorneys should bring to the hearing."

In addition to representing clients in securities arbitrations and litigation, Mr. Lipner argued three major cases in the New York Court of Appeals concerning investor-rights in arbitration: *Smith Barney v. Luckie*, *Smith Barney v. Sacharow*, and *Kidder Peabody v. Sanders*. He has authored several amicus curiae briefs on behalf of investors, including the PIABA brief in *Mastrobuono v. Shearson Lehman*. Mr. Lipner also acted as lead counsel on behalf of the investors in the *Adler Coleman* bankruptcy, the largest proceeding ever against SIPC.

Prof. Seth E. Lipner

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Garden City, N.Y. 11530
t: 516-294-8899
f: 516-742-9416
e: profflipner@aol.com

Education:

LL.M., 1981, New York University School of Law, Trade Regulation
J.D., 1980, Albany Law School of Union University
B.S., 1978, Rensselaer Polytechnic Institute (with Honors), Business Management

Areas of Expertise:

State and Federal Securities Law

Professor, Zicklin School Of Business, Baruch College, CUNY, 1982-Present (Asst. Prof. 1982-85; Assoc. Prof. 1985-1991)

Adjunct Professor, Adelphi University School of Management, 1981-82

Attorney, Deutsch & Lipner, 1985 - Present

Selected Publications:

Forbes Columns

Madoff Feeder Funds Lose Their Immunity, December 16, 2010

FINRA's New Suitability Rule Doesn't Go Far Enough, October 26, 2010

FINRA Arbitration Rule Change Pinches Investors, August 23, 2010

Where Was My Ticket On The Flight To Quality? August 03, 2010

The Usual Wall Street Defenses Aren't Working, July 09, 2010

How Fannie And Freddie Unloaded Their Trash, July 07, 2010

Don't Count On The Government To Save You From The Sharks, May 18, 2010

UBS Having Hard Time With Lehman Structured Products Arbitration, April 26, 2010

Morgan Keegan's Pricey Arbitration Problem, March 29, 2010

Who Will Help Me Get My Money Back? March 02, 2010

Do I Have To Read The Prospectus? January 13, 2010

Brokers Behaving Badly, December 15, 2009

Beware Of New Investment Products, November 16, 2009

A Victory Over Fannie Mae, November 06, 2009

How To Select A Financial Advisor, October 26, 2009

Know Your Broker Better, September 24, 2009

Arbitrators, Explain Yourselves! September 07, 2009

Who Are These "Arbitrators" Anyway? August 24, 2009

An Arbitration, Start To Finish, August 06, 2009

Suitability Claims, July 27, 2009

Is Arbitration Really Cheaper? July 14, 2009

Should Securities Arbitration Be Mandatory? June 29, 2009

Securities Arbitration Revealed, June 19, 2009

Scholarship:

Lipner & Catalano, The Tort of Negligent Misrepresentation, 39 Memphis L.Rev. 667 (2009)
Lipner, Solving the Medical Malpractice Crisis Without Government Help, New York Law Journal, December 20, 2007, at p. 5

Lipner, A Study of Arbitration Recovery Statistics, The Neutral Corner (NASD Newsletter to arbitrators), April 2007 (see also Chapters in Books, *infra*)

Lipner, Dispute Resolution: From Torah to Talmud to Today, 16 Review of International Arbitration (Columbia Law School) pp.315-322 (2007)

Lipner, Using Pattern Jury Instructions in Arbitration, 12 PIABA L.J., 3-9 (2006)

Lipner, Statutes of Limitations in New York, Measuring, Tolling and Shortening, 13 PIABA B.J., No. 1, pp 2 - 7 (2006)

Lipner, The Courts Finally Decide Who Decides, 12 PIABA B.J. No.1, pp.6-10 (2005)

Lipner, Exculpatory Agreements Involving Fiduciaries, 11 PIABA B.J. No.4, pp. 2-4 (2004)

Lipner, Investment Managers, Fiduciary Breaches and Over-Concentrated Accounts, 11 PIABA B.J. No.3, pp. 2-6 (2004)

Lipner, Some Thoughts on Arbitration, Arbitration Practice and PIABA, 11 PIABA B.J. No.2, pp. 3-5 (2004)

Lipner, Vacatur in New York: Arbitrator Misconduct, 11 PIABA B.J. No.1, pp. 23-27 (2004)

Lipner, Some Old New York Damages Cases That Just Might Apply Today, 10 PIABA B.J. No.3, pp. 2-4 (2003)

Lipner, Phony as a \$3 Bill: Attorney Issued Discovery Subpoenas In Arbitration, PIABA Bar Journal, Vol. 10, No.2, at p.2 (2003)

Lipner, Jurisdiction and Arbitration, PIABA Bar Journal, Vol. 10, No.1, at p. 3 (2003)

Lipner, Fraud in the Inducement: Claims Can Be Made Against Brokers (and Lawyers), PIABA Bar Journal, Vol. 9, No.4, at p.24, (2003)

Lipner, The Impropriety of Confidentiality Orders in Securities Arbitration, PIABA Bar Journal, Vol.9, No.3, at p. 3 (2002)

Lipner, Of Broker Dealers, Investment Advisors and Exculpatory Contracts, PIABA Bar Journal, Vol.9, No.2, at p.13 (2002)

Lipner, The Easter Bunny, the Self-Critical Analysis Privilege, and Other Figments of the Securities Industry's Imagination, PIABA Bar Journal, Vol.9, No.1, at p.11 (2002)

Books:

Lipner, The Perfect Storm Defense; Bad Metaphor, Bad Defense, Chapter in SECURITIES ARBITRATION 2007, edited by David E. Robbins, Practising Law Institute, 2009

Lipner, LAW & INTERNATIONAL BUSINESS, Linus Publications (2007) approx 400 pages

Lipner & Long, Securities Arbitration Desk Reference, Thompson/West (2008-2009 edition)

Friedman, Hildebrand & Lipner, A VENDOR'S GUIDE TO COMPUTER CONTRACTING, Prentice Hall Law and Business, 1994.

Lipner, THE LEGAL AND ECONOMIC ASPECTS OF GRAY MARKET GOODS, Quorum Books, 1990.

Lipner, COMPUTER LAW: CASES AND MATERIALS. (with Stephen Kalman). Merrill Books, 1989.

Chapters in Books:

Lipner, The Tort of Giving Negligent Information: Important Investor Protection Under New York Law, Chapter in SECURITIES ARBITRATION 2007, edited by David E. Robbins, Practising Law Institute, 2007.

Lipner, Reckoning Time in New York, chapter in SECURITIES ARBITRATION 2006, edited by

David Robbins, Practising Law Institute, 2006.

Lipner, Why Arbitration Recovery Statistics are Meaningless, chapter in SECURITIES ARBITRATION 2005, edited by David E. Robbins. Practising Law Institute, 2005 (subsequently featured in "PLI All-Stars" weekly e-message), reprinted in 12 PIABA B.J. No.2, pp. 3-7 (2005)

Lipner, "The Second Report of The Shadow Task Force on Securities Arbitration Reform: The Shadow Returns", chapter in SECURITIES ARBITRATION 2003, edited by David E. Robbins. Practising Law Institute, 2003, reprinted in 10 PIABA B.J. No.4, pp. 2-8 (2003)

Lipner, The Use and Abuse of Subpoenas in Arbitration: a Primer on Third-Party Discovery, chapter in SECURITIES ARBITRATION 2001, edited by David E. Robbins. Practising Law Institute, 2001.

Lipner, Ideas Whose Time Has Come: The Single Arbitrator and Reasoned Awards, chapter in SECURITIES ARBITRATION 2000, edited by David E. Robbins. Practising Law Institute, 2000.

Lipner, Law of Churning, chapter in SECURITIES ARBITRATION 1999, edited by David E. Robbins. Practising Law Institute, 1999.

Lipner, Report of the Shadow Task Force on Securities Arbitration Reform, chapter in SECURITIES ARBITRATION 1997, edited by David E. Robbins. Practising Law Institute, 1997.

Other Notable Writings:

Lipner, "The Case Against Restitution", Op-Ed, The New York Times, May 2, 2003 "Victims of the Bull Market", WallStreetPoet.com (guest poet) 2002

Professional Activities:

Counseled thousands of investors and financial industry employees about rights and responsibilities in the securities industry.

Represented hundreds of individuals and other entities in arbitration/litigation involving the retail securities industry.

Lectured in numerous fora, including PLI, The ABA, The New York State, City and County Bar Associations, and numerous PIABA Annual Bar Association Meetings, about securities laws, securities industry self-regulation, securities arbitration and the workings of the securities industry.

Lead Counsel for public investors in *In re Adler Coleman* - the largest SIPC liquidation ever.

Participated in presentations to investigating/reforming bodies, including the House Subcommittee on Financial Services, The NASD Task Force on Securities Arbitration Reform (The "Ruder Commission"), and the NYSE.

Participated in creation and presentation of various arbitrator-training materials used by NYSE and NASD.

Frequent commentator to SEC on NASD/NYSE rule change proposals

Argued numerous leading cases on arbitration law and securities arbitration in the New York Court of Appeals and various intermediate-level state and federal appellate courts.

Authored Amicus Curiae briefs in numerous state and appellate cases on arbitration law and securities arbitration, including in the United States Supreme Court in *Shearson v. Mastrobuono*.

President, Public Investors Arbitration Bar Association, 1994-95 and 2000-01; Secretary and Member of Board of Directors 1990 - 2005

Member, National Arbitration and Mediation Committee.

National Association of Securities Dealers, 1999-2002.

Member, Board of Editors, Securities Arbitration Commentator, 1999-2001

Contributing Editor, PIABA Bar Journal, 2002-present

Awards and Honors:

President's Award for Distinguished Service to Baruch College, 2007

Faculty Inductee, Beta Gamma Sigma (2004)

Jim Beckley Award, Public Investors Arbitration Bar Association, 2001

Zicklin School of Business Teaching Excellence Award, 2001

Board of Directors, Hildegard Lash Foundation, 1995-present

Academic Activities :

Chair, Undergraduate Curriculum Committee, Zicklin School of Business, 1993-present

Chair, College Curriculum Committee, 1998-present

Chair, College Committee on Financial Aid, 1991-92; member 1983-91

Chair, Faculty Advisory Council, Bernard L. Schwartz Communication Institute, 1999 - present

Member, Faculty Advisory Council, Weissman Center for International Business, 1997 - present

Member, Law Dept. Executive Committee, 1997-present

Member, Law Dept. Strategic Planning Committee

Member and Participant, Provost's Seminar on Teaching Ethics, 2003

Developed, taught, and created course and course materials for new course in Law and E-Business.

Created and wrote (unpublished) 500-page book on Law and International Business which is used as course materials for graduate and undergraduate course in the subject.

Developed new course in "Marketing and Law", covering, inter alia, intellectual property, false advertising, consumer law, etc.

Developed new course in "Business Negotiation and Commercial Dispute Resolution."

Chaired faculty-development seminars for new law faculty

Chaired Dean's Task Force on Executive Non-Degree Education, 2003

Member of numerous other School, College and Departmental Committees

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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)