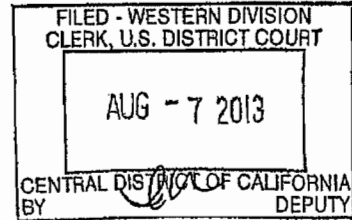


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17 Co-Lead Counsel in the *Luther*
and *Western Conference* actions

Lead Counsel in the *Maine State* action only

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.
27

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

CLASS ACTION

NOTICE OF LODGING

DATE: October 28, 2013

TIME: 1:30 p.m.

COURTROOM: 12

JUDGE: Hon. Mariana R. Pfaelzer

28 [Caption continued on following page.]

1 WESTERN CONFERENCE OF
2 TEAMSTERS PENSION TRUST
3 FUND, Individually and On Behalf of
4 All Others Similarly Situated,
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6 Plaintiff,
7
8 vs.
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10 COUNTRYWIDE FINANCIAL
11 CORPORATION, et al.,
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13 Defendants.
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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,
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12 Plaintiffs,
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14 vs.
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16 COUNTRYWIDE FINANCIAL
17 CORPORATION, et al.,
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19 Defendants.
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No. 2:12-cv-05125-MRP(MANx)
CLASS ACTION

1 Plaintiffs' Counsel hereby lodge the attached [Proposed] Order Granting
2 Preliminary Approval to Settlement and Directing Dissemination of Notice to the
3 Class. Counsel for Defendants have reviewed the [Proposed] Order and have no
4 objection to it.

5 DATED: August 6, 2013

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on August 6, 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 August 6, 2013.

s/ SPENCER A. BURKHOLZ
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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

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

Plaintiff,

vs.

COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*,

Defendants.

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

**[PROPOSED] ORDER GRANTING
PRELIMINARY APPROVAL TO
SETTLEMENT AND DIRECTING
DISSEMINATION OF
NOTICE TO THE CLASS**

Date: October 28, 2013
Time: 1:30 p.m.
Courtroom: 12
Judge: Hon. Mariana R. Pfaelzer

DAVID H. LUTHER, Individually
and On Behalf of All Others Similarly
Situating,

Plaintiff,

vs.

COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*,

Defendants.

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

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

Plaintiff,

vs.

COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*,

Defendants.

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

PRELIMINARY APPROVAL ORDER
CASE NOS. 2:10-CV-00302 MRP (MANx), 2:12-CV-05125 MRP (MANx), 2:12-CV-05122 MRP (MANx)

862893_2

1 PRESENTED TO THE COURT FOR PRELIMINARY APPROVAL IS A
2 PROPOSED SETTLEMENT OF ALL CLAIMS ASSERTED AGAINST ALL
3 DEFENDANTS IN THE ABOVE-CAPTIONED ACTIONS (THE "ACTIONS").
4 THE TERMS OF THE PROPOSED SETTLEMENT (THE "SETTLEMENT")
5 ARE SET OUT IN THE STIPULATION AND AGREEMENT OF
6 SETTLEMENT EXECUTED BY COUNSEL FOR THE PARTIES DATED AS
7 OF JUNE 25, 2013 (THE "SETTLEMENT AGREEMENT"). ALL
8 CAPITALIZED TERMS USED HEREIN HAVE THE SAME MEANINGS SET
9 FORTH AND DEFINED IN THE SETTLEMENT AGREEMENT.

10 The Court, upon reviewing the Settlement Agreement, Plaintiffs' motion for
11 preliminary approval of the Settlement, the supplemental papers filed on July 8, 2013
12 and July 23, 2013 and arguments made in connection therewith, and having held
13 hearings on July 10, 2013 and August 1, 2013 (the "Hearings") to determine, among
14 other things, whether the Settlement, Plan of Allocation, and Plaintiffs' Counsel's
15 request for an award of attorneys' fees and expenses, are sufficiently fair, reasonable,
16 and adequate to warrant the issuance of notice of the proposed Settlement, Plan of
17 Allocation, and Plaintiffs' Counsel's request for an award of attorneys' fees and
18 expenses to the members of the proposed Class (as defined below), declares that it is
19 hereby ORDERED, ADJUDGED AND DECREED as follows:

20 1. Jurisdiction. The Court has jurisdiction over the subject matter of the
21 Actions and over the Parties.

22 2. Preliminary Findings Concerning Proposed Settlement. The Court
23 preliminarily finds that the proposed Settlement should be approved as: (i) it is the
24 result of serious, extensive arm's-length and non-collusive negotiations; (ii) it falls
25 within a range of reasonableness warranting final approval; (iii) it has no obvious
26 deficiencies; (iv) it does not improperly grant preferential treatment to the named
27 Plaintiffs, or segments of the Class; and (v) notice of the proposed Settlement to Class
28

PRELIMINARY APPROVAL ORDER
CASE NOS. 2:10-CV-00302 MRP (MANx), 2:12-CV-05125 MRP (MANx), 2:12-CV-05122 MRP (MANx)

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1 Members is warranted, subject to further consideration of the Settlement at the
2 Fairness Hearing described below.

3 3. Preliminary Findings Concerning Proposed Plan of Allocation. The
4 Court preliminarily finds that the proposed Plan of Allocation should be approved as:
5 (i) it is the result of serious, informed analysis conducted by Plaintiffs' Counsel, with
6 the assistance of retired District Court Judge Nancy Gertner, as to the proper
7 allocation of the Net Settlement Fund to three categories of Class Members, for the
8 reasons stated in Plaintiffs' Memorandum of Law in Support of Plaintiffs' Unopposed
9 Motion for Preliminary Approval of Class Action Settlement filed on June 25, 2013
10 (the "Preliminary Approval Motion"), Plaintiffs' Supplemental Plan of Allocation
11 Submission filed on July 23, 2013 (and accompanying declaration from Plaintiffs'
12 expert Professor Steven P. Feinstein) and at the Hearings; and (ii) Plaintiffs and
13 Plaintiffs' Counsel have properly shown they will adequately represent the Class,
14 taking into account, among other factors, that they have vigorously prosecuted the
15 Actions on behalf of all Class Members for more than five years and do not have any
16 conflicts of interests with other Class Members.

17 4. Preliminary Findings Concerning Plaintiffs' Counsel's Request for an
18 Award of Attorneys' Fees. The Court preliminarily finds that Plaintiffs' Counsel have
19 made a proper showing that they may seek up to 17% of the Gross Settlement Fund as
20 an award of attorneys' fees and up to a \$4 million expense award as: (i) Plaintiffs'
21 Counsel provided sufficient support for the fee and expense requests in the June 25,
22 2013 Preliminary Approval Motion and the supplemental submission filed on July 8,
23 2013, which provided further support for their request for up to a 17% fee award; and
24 (ii) the Court will consider the request at the Fairness Hearing described below after
25 considering Plaintiffs' final submission and the Class's response to the Settlement and
26 fee and expense request.

27

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PRELIMINARY APPROVAL ORDER
CASE NOS. 2:10-CV-00302 MRP (MANx), 2:12-CV-05125 MRP (MANx), 2:12-CV-05122 MRP (MANx)

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1 5. Class Certification. The Court hereby certifies, for settlement purposes
2 only, pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure, a
3 class ("Class") defined as follows:

4 all Persons that purchased or otherwise acquired the individual securities issued
5 as part of the 429 Offerings collectively at issue in the Actions (the
6 "Certificates") during the period March 12, 2004 through the date of this Order
7 ("Class Period"). Excluded from the Class are: the Defendants; members of
8 the Individual Defendants' immediate families; any entity in which any
9 Underwriter Defendant has a majority interest; any entity in which any other
10 Defendant has a majority or controlling interest; any person who was an officer,
11 director, partner, or controlling person of any Defendant during the Class
12 Period; and the legal representatives, heirs, successors and assigns of any such
13 excluded Person. Also excluded from the Class are those Persons who submit
14 valid and timely requests for exclusion from the Class in compliance with each
15 of the requirements set forth in the Notice.

13 6. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, and for the
14 purposes of the Settlement only, the following plaintiffs are appointed as the Class
15 Representatives for the Class: Iowa Public Employees' Retirement System, David H.
16 Luther, General Board of Pension and Health Benefits of the United Methodist
17 Church, Maine State Retirement System, Mashreqbank, p.s.c., Operating Engineers
18 Annuity Plan, Orange County Employees' Retirement System, Pension Trust Fund for
19 Operating Engineers, the State of Oregon, by and through the Oregon State Treasurer
20 and the Oregon Public Employee Retirement Board on behalf of the Oregon Public
21 Employee Retirement Fund, Vermont Pension Investment Committee, Washington
22 State Plumbing and Pipefitting Pension Trust, and Western Conference of Teamsters
23 Pension Trust Fund. The law firms of Cohen Milstein Sellers & Toll PLLC, Kessler
24 Topaz Meltzer & Check, LLP and Robbins Geller Rudman & Dowd LLP ("Plaintiffs'
25 Counsel") are appointed as counsel for the Class. Plaintiffs' Counsel are authorized to
26 act on behalf of the Class with respect to all acts required by, or that may be
27 undertaken pursuant to, the Settlement Agreement or such other acts as are reasonably
28

1 necessary to consummate the proposed Settlement set forth in the Settlement
2 Agreement.

3 7. Fairness Hearing. A hearing (the "Fairness Hearing") will be held on
4 October 28, 2013, at 1:30 p.m., before the Honorable Mariana R. Pfaelzer in
5 Courtroom 12 of the United States District Court for the Central District of California,
6 312 North Spring Street, Los Angeles, California 90012, to determine, among other
7 things, (a) whether the proposed Settlement of the Actions on the terms and conditions
8 provided in the Settlement Agreement is fair, reasonable, and adequate and should be
9 approved by the Court; (b) whether the proposed Plan of Allocation of the Net
10 Settlement Fund is fair and reasonable and should be approved by the Court; (c)
11 whether the Final Judgment and Order of Dismissal with Prejudice substantially in the
12 form of Exhibit B to the Settlement Agreement should be entered in the Actions; and
13 (d) whether Plaintiffs' Counsel's application for an award of attorneys' fees and
14 expenses should be approved. Neither Defendants nor Defendants' Counsel shall
15 have any responsibility for any plan of allocation or any application for an award of
16 attorneys' fees and expenses by Plaintiffs' Counsel, and such matters will be
17 considered separately from the fairness, reasonableness, and adequacy of the
18 Settlement.

19 8. Supporting Papers. Any papers in support of final approval of the
20 Settlement, approval of the Plan of Allocation, and Plaintiffs' Counsel's application
21 for an award of attorneys' fees and expenses shall be filed with the Court no later than
22 thirty-five (35) calendar days before the Fairness Hearing.

23 9. Notice. The Court approves the form, substance, and requirements of the
24 Notice and Summary Notice (together, the "Notices") and the Proof of Claim form
25 annexed to the Settlement Agreement as Exhibits A-1, A-3 and A-2, respectively, and
26 finds that the procedures established for publication, mailing and distribution of the
27 Notices and Proof of Claim substantially in the manner and form set forth in
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1 paragraph 11 of this Order (a) constitute the best notice to Class Members practicable
2 under the circumstances, (b) are reasonably calculated, under the circumstances, to
3 describe the terms and effect of the Settlement Agreement and of the Settlement and
4 to apprise Class Members of their right to object to any aspect of the proposed
5 Settlement, to exclude themselves from the Class, and to appear at the Fairness
6 Hearing, (c) are reasonable and constitute due, adequate, and sufficient notice to all
7 Persons entitled to receive such notice, and (d) satisfy all applicable requirements of
8 the Federal Rules of Civil Procedure (including Rules 23(c) and (d)), the United States
9 Constitution (including the Due Process Clause), the Private Securities Litigation
10 Reform Act of 1995, the Rules of this Court, and any other applicable law.

11 10. Preliminary Findings Concerning Proposed Letter to Counsel of Record
12 in Private Actions Filed Against Defendants Related to the 429 Offerings at Issue in
13 these Actions. Although the Court finds the proposed Notice to be adequate, the
14 Court requested that Plaintiffs also submit to the Court for its approval a proposed
15 letter to be sent to counsel of record who have filed individual actions on behalf of
16 Class Members asserting claims against the Defendants arising out of the 429
17 Offerings at issue in these Actions in light of the fact that these Class Members are
18 separately represented by counsel other than Plaintiffs' Counsel, such letter to apprise
19 these parties that their claims may be released by this Settlement unless they timely
20 opt out of the Settlement (the "Letter"). To assist Plaintiffs in complying with the
21 Court's request, the Countrywide Defendants and the Underwriter Defendants have
22 provided Plaintiffs' Counsel with lists of such individual actions and identified
23 plaintiffs' counsel of record. The Court finds the Letter that Plaintiffs proposed in
24 their submission dated July 23, 2013 to be appropriate.

25 11. Retention of Claims Administrator and Manner of Notice. Plaintiffs'
26 Counsel are hereby authorized to retain The Garden City Group, Inc. (the "Claims
27

1 Administrator”) to supervise and administer the notice procedure and the processing
2 of claims under the supervision of Plaintiffs’ Counsel as set forth more fully below:

3 (a) Not later than five (5) calendar days after the entry of this Order by
4 this Court, Plaintiffs’ Counsel will send the Letter and Notice to plaintiffs’ counsel of
5 record in the private individual actions, as discussed in paragraph 10 above, by mail
6 and overnight mail delivery.

7 (b) Not later than ten (10) calendar days after entry of this Order by
8 this Court (the “Notice Date”), the Claims Administrator shall substantially complete
9 its mailing of the Notice, substantially in the form attached hereto as Exhibit 1, along
10 with the Proof of Claim substantially in the form attached hereto as Exhibit 2, to each
11 Class Member who can be identified by reasonable effort. The Claims Administrator
12 shall make all reasonable efforts to complete the mailing of the Notice within this ten
13 (10) day period, but in any event shall have substantially completed such mailing by
14 then. The Notice and Proof of Claim shall be sent by first-class mail, postage prepaid,
15 to the Class Member’s last known address. Countrywide shall request that the
16 trustee(s) of the trusts that issued the MBS in connection with the Offerings provide in
17 electronic form acceptable to the Claims Administrator, the names and addresses of
18 potential Class Members, to the extent the trustee(s) has such information.

19 (c) Contemporaneously with the mailing of the Notice and Proof of
20 Claim, the Claims Administrator shall cause a copy of the Notice and Proof of Claim
21 to be posted on the website created for the Settlement,
22 www.countrywidembssettlement.com, from which Class Members may download
23 copies of the Notice and Proof of Claim.

24 (d) Not later than seven (7) calendar days after the Notice Date, the
25 Claims Administrator shall cause the Summary Notice, substantially in the form
26 attached hereto as Exhibit 3, to be published on at least one occasion in *The Wall*
27

1 *Street Journal's U.S., European and Asian editions* and over the *PR Newswire*, a
2 national business-oriented wire service.

3 (e) Not later than thirty-five (35) calendar days before the Fairness
4 Hearing, Plaintiffs' Counsel shall file with the Court one or more affidavits or
5 declarations showing timely compliance with the foregoing mailing and publication
6 requirements.

7 12. CAFA Notice. Not later than ten (10) days after the Settlement
8 Agreement was filed with this Court, Countrywide, on behalf of all Defendants, shall
9 have provided notice of the proposed Settlement to appropriate Federal and State
10 officials required by the Class Action Fairness Act of 2005, 28 U.S.C. §1715. Not
11 later than thirty-five (35) calendar days before the Fairness Hearing, Countrywide
12 shall file with the Court an affidavit or declaration showing timely compliance with
13 this CAFA Notice directive.

14 13. Nominee Purchasers. Banks, brokerage firms, institutions, and other
15 Persons who are nominees that purchased or held Certificates for the beneficial
16 interest of other Persons during the Class Period ("Nominee Purchasers") shall, within
17 ten (10) calendar days of receiving the Notice, either: (a) provide to the Claims
18 Administrator a list of the names and last-known addresses for all such beneficial
19 owners, or (b) request from the Claims Administrator additional copies of the Notice
20 and Proof of Claim form to forward to all such beneficial owners and, within seven (7)
21 calendar days of receipt, mail the Notice and Proof of Claim form directly to such
22 beneficial owners. Nominee Purchasers following procedure (b) shall promptly send a
23 statement to the Claims Administrator confirming that the mailing was made as
24 directed. The Claims Administrator shall, if requested, and upon receipt of
25 appropriate supporting documentation, reimburse Nominee Purchasers out of the
26 Gross Settlement Fund solely for Nominee Purchasers' reasonable out-of-pocket
27 expenses incurred in sending notice to the beneficial owners who are potential Class
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1 Members, which expenses would not have been incurred except for the sending of
2 such notice, subject to further order of this Court with respect to any dispute
3 concerning such reimbursement.

4 14. Submission of Proof of Claim Forms. Any Class Member who wishes to
5 participate in the Settlement and to be eligible to receive a distribution from the Net
6 Settlement Fund must sign and return a completed Proof of Claim form, providing
7 adequate supporting documentation for the transactions reported therein, in
8 accordance with the instructions contained in the Proof of Claim and in the Notice.
9 All Proofs of Claim must be submitted by first-class mail, postmarked no later than
10 one hundred and twenty (120) calendar days after the Notice Date or such other date
11 as may be set by the Court. If a Class Member chooses to return his, her or its Proof
12 of Claim in a manner other than by first-class mail (including electronic submission),
13 then the Proof of Claim must be actually received by the Claims Administrator no
14 later than one hundred and twenty (120) calendar days after the Notice Date, or such
15 other date as may be set by the Court. Unless otherwise ordered by the Court, any
16 Class Member who does not sign and return a valid Proof of Claim within the time
17 provided shall be barred from sharing in the distribution of the Net Settlement Fund,
18 but shall nonetheless be bound by the Final Judgment and the releases therein.
19 Notwithstanding the foregoing, Plaintiffs' Counsel may, in their sole discretion,
20 accept for processing late claims so long as the distribution of the Net Settlement
21 Fund to Authorized Claimants is not materially delayed. By submitting a Proof of
22 Claim, a Person shall be deemed to have submitted to the jurisdiction of the Court
23 with respect to his, her or its claim and the subject matter of the Settlement.

24 15. Exclusions from the Class. Any Class Member who does not timely
25 submit a valid written request for exclusion from the Class in accordance with the
26 instructions in the Notice is a Class Member and shall be bound by all of the terms
27 and conditions of the Settlement Agreement, and by all proceedings, rulings, orders,
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1 and judgments in the Actions regardless of whether such Class Member submits a
2 Proof of Claim form. Requests for exclusion shall clearly indicate the name, mailing
3 address, daytime telephone number, and e-mail address (if available) of the Person
4 seeking exclusion; shall indicate the Certificates owned as of March 12, 2004 (the first
5 day of the Class Period) and the Certificates owned as of August 7, 2013 (the last day
6 of the Class Period); shall list the date(s), price(s), and amount(s) of all purchases,
7 acquisitions and sales of Certificates during the Class Period; and state clearly that the
8 Person wishes to be excluded from the Class in *Maine State Retirement System v.*
9 *Countrywide Financial Corporation, et al.*, No. 2:10-CV-00302 MRP (MANx) (C.D.
10 Cal.), *Luther v. Countrywide Financial Corporation, et al.*, No. 2:12-CV-05125 MRP
11 (MANx) (C.D. Cal.), and *Western Conference of Teamsters Pension Trust Fund v.*
12 *Countrywide Financial Corporation, et al.*, No. 2:12-CV-05122 MRP (MANx) (C.D.
13 Cal.). Requests for exclusion must be submitted by first-class mail, and postmarked
14 no later than forty-five (45) calendar days after the Notice Date, or such other date as
15 may be set by the Court. If a Class Member chooses to submit his, her, or its
16 exclusion in a manner other than by first-class mail, then it must be actually received
17 at the address set forth in the Notice no later than forty-five (45) calendar days after
18 the Notice Date or such other date as may be set by the Court. A request for exclusion
19 shall not be effective unless it provides the required information set forth herein and in
20 the Notice and is made within the time stated herein, or the request for exclusion is
21 otherwise accepted by the Court. Any Class Member who is excluded from the Class
22 shall not be entitled to participate in any distributions from the Net Settlement Fund,
23 shall have no rights under the Settlement and shall not be bound by the Settlement
24 Agreement or any judgment entered in the Actions. Exclusion requests may not be
25 submitted by e-mail, unless otherwise ordered by the Court.

26 16. Objections to Settlement. Any member of the Class who wishes to object
27 to the fairness, reasonableness, or adequacy of the Settlement, to the Plan of
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1 Allocation, to any term of the Settlement Agreement, or to Plaintiffs' Counsel's
2 application for an award of attorneys' fees and expenses, may file an objection. An
3 objector must file with the Court a written statement of his, her or its objection(s), (a)
4 clearly indicating the objector's name, mailing address, daytime telephone number,
5 and e-mail address (if available); (b) stating that the objector is objecting to the
6 proposed Settlement, Plan of Allocation, or award of attorneys' fees and expenses in
7 *Maine State Retirement System v. Countrywide Financial Corporation, et al.*, No.
8 2:10-CV-00302 MRP (MANx) (C.D. Cal.), *Luther v. Countrywide Financial*
9 *Corporation, et al.*, No. 2:12-CV-05125 MRP (MANx) (C.D. Cal.), and *Western*
10 *Conference of Teamsters Pension Trust Fund v. Countrywide Financial Corporation,*
11 *et al.*, No. 2:12-CV-05122 MRP (MANx) (C.D. Cal.); (c) specifying the reason(s), if
12 any, for each such objection made, including any legal support and/or evidence that
13 such objector wishes to bring to the Court's attention or introduce in support of such
14 objection; (d) identifying and supplying documentation showing the date(s), price(s)
15 and amount(s) of all purchases, acquisitions and sales of Certificates by such objector
16 during the Class Period; (e) a statement of whether such objector intends to appear at
17 the Fairness Hearing; (f) a list of other cases in which such objector or his, her or its
18 counsel have appeared either as settlement objectors or as counsel for objectors in the
19 preceding five years; and (g) the objector's signature, even if represented by counsel.

20 17. The objector must also mail the objection and all supporting
21 documentation to Plaintiffs' Counsel and counsel for the Countrywide Defendants.
22 The addresses for filing objections with the Court and service on counsel are as
23 follows:

24 *To the Court:*
25 Clerk of the Court
26 United States District Court
27 for the Central District of California
28 United States Courthouse
312 North Spring Street
Los Angeles, CA 90012

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1 *To Plaintiffs' Counsel:*

2 Steven J. Toll, Esq.
3 COHEN MILSTEIN SELLERS & TOLL PLLC
4 1100 New York Avenue, N.W.
5 Suite 500, West Tower
6 Washington, DC 20005

7 and

8 Spencer A. Burkholz, Esq.
9 ROBBINS GELLER RUDMAN & DOWD LLP
10 655 West Broadway, Suite 1900
11 San Diego, CA 92101

12 and

13 Andrew L. Zivitz, Esq.
14 KESSLER TOPAZ MELTZER & CHECK, LLP
15 280 King of Prussia Road
16 Radnor, PA 19087

17 *To Counsel for the Countrywide Defendants:*

18 Brian E. Pastuszewski, Esq.
19 Alexis L. Shapiro, Esq.
20 GOODWIN PROCTER LLP
21 Exchange Place
22 53 State Street
23 Boston, MA 02109

24 The objector or his, her or its counsel (if any) must effect service of the
25 objection upon the counsel listed above and file it with the Court so that it is received
26 no later than twenty-one (21) calendar days before the Fairness Hearing. A Class
27 Member may file an objection on his, her or its own or through an attorney hired at
28 his, her or its own expense. If an objector hires an attorney to represent him, her or it
for the purposes of making such objection pursuant to this paragraph, the attorney
must both effect service of a notice of appearance on the counsel listed above and file
it with the Court no later than twenty-one (21) calendar days before the Fairness
Hearing. Any member of the Class or other Person who does not timely file and serve
a written objection complying with the terms of this paragraph shall be deemed to
have waived, and shall be foreclosed from raising, any objection to the Settlement, the

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1 Plan of Allocation and/or Plaintiffs' Counsel's application for attorneys' fees and
2 expenses, and any untimely objection shall be barred. Any submissions by the Parties
3 in opposition or response to objections shall be filed with the Court no later than seven
4 (7) calendar days before the Fairness Hearing.

5 18. Appearance at Fairness Hearing. Any objector who files and serves a
6 timely, written objection in accordance with the instructions above and herein, may
7 also appear at the Fairness Hearing either in person or through counsel retained at the
8 objector's expense. Objectors or their attorneys intending to appear at the Fairness
9 Hearing must effect service of a notice of intention to appear, setting forth, among
10 other things, the name, mailing address, daytime telephone number, and e-mail
11 address (if available) of the objector (and, if applicable, the name, mailing address,
12 daytime telephone number, and e-mail address of the objector's attorney) on
13 Plaintiffs' Counsel and on counsel for the Countrywide Defendants (at the addresses
14 set out above). The objector must also file the notice of intention to appear with the
15 Court no later than twenty-one (21) calendar days before the Fairness Hearing. Any
16 objector who does not timely file and serve a notice of intention to appear in
17 accordance with this paragraph shall not be permitted to appear at the Fairness
18 Hearing, except for good cause shown.

19 19. Service of Papers. Counsel for the Countrywide Defendants and
20 Plaintiffs' Counsel shall promptly furnish all Parties with copies of any and all
21 objections and notices of intention to appear that come into their possession.

22 20. Gross Settlement Fund. The contents of the Gross Settlement Fund held
23 by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the
24 Court, and shall remain subject to the jurisdiction of the Court until such time as the
25 Gross Settlement Fund shall be distributed pursuant to the Settlement Agreement
26 and/or further order(s) of the Court.

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1 21. Notice and Administration Fees and Expenses. All reasonable Notice
2 and Administration Expenses incurred in identifying and notifying Class Members, as
3 well as in administering the Settlement, shall be paid as set forth in Paragraph 17 of
4 the Settlement Agreement. In the event the Settlement is not approved by the Court,
5 or otherwise fails to become effective, neither the Plaintiffs nor Plaintiffs' Counsel
6 shall have any obligation to repay the reasonable and necessary Notice and
7 Administration Expenses actually incurred as of the date the Settlement is terminated
8 (as such date is determined pursuant to the terms of the Settlement Agreement). At or
9 after the Fairness Hearing, the Court shall determine whether the Plan of Allocation
10 and Plaintiffs' Counsel's application for a Fee and Expense Award shall be approved.
11 Neither Defendants nor Defendants' Counsel shall have any responsibility for any
12 Plan of Allocation or any application for a Fee and Expense Award, and such matters
13 will be considered separately from the fairness, reasonableness, and adequacy of the
14 Settlement.

15 22. Taxes. Plaintiffs' Counsel, or at their election, the Claims Administrator,
16 are authorized and directed to prepare any tax returns and any other tax reporting form
17 for or in respect of the Gross Settlement Fund, to pay from the Gross Settlement Fund
18 any Taxes owed with respect to the Gross Settlement Fund, and to otherwise perform
19 all obligations with respect to Taxes and any reporting or filings in respect thereof
20 without further order of the Court in a manner consistent with the provisions of the
21 Settlement Agreement.

22 23. Bar on Litigating Settled Claims. Pending final determination of whether
23 the Settlement should be approved:

- 24 a. each Plaintiff ^{MRP} and ~~Class Member~~, and anyone who acts or purports to act
25 on their behalf, is barred from instituting, instigating, prosecuting,
26 participating in, continuing, maintaining, pursuing, encouraging, or
27 asserting any Settled Claim against any of the Released Parties, or
28

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1 assisting any Person in instituting, instigating, prosecuting, participating
2 in, continuing, maintaining, pursuing, encouraging, or asserting any
3 Settled Claim, against any of the Released Parties, whether directly or
4 indirectly, whether in the United States or elsewhere, whether on their
5 own behalf or on behalf of any class or any other Person; and

6 b. each Plaintiff, and anyone who acts or purports to act on their behalf, is
7 barred from (1) taking any action that is likely or intended to, or
8 reasonably could be expected to, (x) lead to a repurchase, put-back,
9 documentation, servicing, or other claim against any of the Released
10 Parties in respect of any mortgage loan underlying the Certificates or (y)
11 interfere with or object to any settlement agreement or other agreements,
12 proceedings, or discussions relating to the Certificates between or among
13 any of the Released Parties, any holders of Certificates, and/or any
14 trustee for any trusts associated with such Certificates, including, without
15 limitation, the BNYM Settlement; or (2) using or exercising in a manner
16 adverse to the Released Parties or their affiliates any rights to make any
17 direction, or any voting, control, or consent rights, that they may hold in
18 respect of the Certificates, or joining or aggregating such rights with
19 others in a manner adverse to any of the Released Parties.

20 24. Non-Solicitation Clause. The named Plaintiffs shall not encourage or
21 solicit any other Person to assert claims against the Released Parties, in any judicial or
22 administrative forum or otherwise, arising out of, based upon, or related to statements
23 made or allegedly omitted from any written or other communications made or alleged
24 to have been made in connection with the offering, purchase or sale of mortgage-
25 backed securities issued by the Countrywide Defendants.

26 25. Termination of Settlement. This Order shall become null and void, and
27 shall be without prejudice to the rights of the Parties, all of whom shall be restored to
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1 their respective litigation positions as of April 16, 2013, if the Settlement is terminated
2 in accordance with the Settlement Agreement. In such event, paragraph 37 of the
3 Settlement Agreement shall govern the rights of the Parties.

4 26. Use of Order. This Order shall not be construed or used as an admission,
5 concession, or presumption by or against any of the Released Parties of any fault,
6 wrongdoing, breach, or liability or as a waiver by any Party of any arguments,
7 defenses, or claims he, she, or it may have in the event that the Settlement Agreement
8 is terminated, nor shall it be used in any manner prohibited by paragraph 45 of the
9 Settlement Agreement. In the event this Order becomes of no force or effect, it shall
10 not be construed or used as an admission, concession, or presumption by or against
11 the Released Parties, Plaintiffs or the Class.

12 27. Stay. All proceedings in the Actions are stayed until further order of the
13 Court, except as may be necessary to implement the Settlement or comply with the
14 terms of the Settlement Agreement and this Order. This Court retains exclusive
15 jurisdiction over the Actions to consider all further matters arising out of or connected
16 with the Settlement.

17 28. Continuance of Hearing. The Court reserves the right to continue or
18 adjourn the Fairness Hearing without further notice to the Class. The Court may
19 approve the Settlement, with such modifications as may be agreed to by the Parties, if
20 appropriate, without further notice to the Class.

21
22 SO ORDERED this 7 day of August, 2013.

23
24 
25 HON. MARIANA R. PFAEIZER
26 UNITED STATES DISTRICT JUDGE
27
28

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