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8 UNITED STATES DISTRICT COURT  
9 CENTRAL DISTRICT OF CALIFORNIA  
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11 MAINE STATE RETIREMENT  
SYSTEM, Individually and On Behalf  
12 of All Others Similarly Situated,

13 Plaintiff,

14 vs.

15 COUNTRYWIDE FINANCIAL  
CORPORATION, *et al.*,

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

**UNDERWRITER DEFENDANTS'  
STATEMENT OF NON-OPPOSITION  
TO PLAINTIFFS' MOTION FOR  
FINAL APPROVAL OF CLASS  
ACTION SETTLEMENT AND PLAN  
OF ALLOCATION OF  
SETTLEMENT PROCEEDS AND  
LEAD PLAINTIFFS' COUNSEL'S  
MOTION FOR ATTORNEY FEES  
AND EXPENSES**

Date: October 28, 2013 at 1:30PM  
Judge: Hon. Mariana R. Pfaelzer  
Courtroom 12

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20 DAVID H. LUTHER, Individually and  
On Behalf of All Others Similarly  
21 Situated,

22 Plaintiff,

23 vs.

24 COUNTRYWIDE FINANCIAL  
CORPORATION, *et al.*,

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

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

Plaintiff,

5 vs.

6 COUNTRYWIDE FINANCIAL  
7 CORPORATION, et al.,

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

1 Pursuant to Local Rule 7-9, Defendants Banc of America Securities LLC (now  
 2 Merrill Lynch, Pierce, Fenner & Smith, Incorporated), Barclays Capital Inc., Bear,  
 3 Stearns & Co. Inc. (now known as J.P. Morgan Securities LLC), BNP Paribas  
 4 Securities Corp., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC,  
 5 Deutsche Bank Securities Inc., Edward D. Jones & Co., L.P., Goldman, Sachs & Co.,  
 6 Greenwich Capital Markets, Inc. (now RBS Securities Inc.), HSBC Securities (USA)  
 7 Inc., J.P. Morgan Securities Inc. (now J.P. Morgan Securities LLC), Merrill Lynch,  
 8 Pierce, Fenner & Smith, Incorporated, Morgan Stanley & Co. LLC (formerly known  
 9 and named as Morgan Stanley & Co. Incorporated) and UBS Securities LLC  
 10 (collectively, the “Underwriter Defendants”) hereby state that they do not oppose  
 11 Plaintiffs’ Motion for Final Approval of Class Action Settlement and Plan of  
 12 Allocation of Settlement Proceeds and Lead Plaintiffs’ Counsel’s Motion for Attorney  
 13 Fees and Expenses (the “Motions”), filed with this Court on September 23, 2013. The  
 14 Underwriter Defendants hereby submit this statement in connection with the proposed  
 15 settlement of this action solely to make clear that they neither adopt nor join in the  
 16 factual or legal discussions included in the Motions and the supporting documents.  
 17 While the Underwriter Defendants have entered into the settlement to resolve this  
 18 litigation and therefore support its approval by the Court, they deny wrongdoing or  
 19 liability in all respects and reserve all rights to contest the facts and legal analyses set  
 20 forth in the Motions and the supporting documents in the event that, for any reason, the  
 21 settlement is not approved and litigation of the claims herein resumes.

22 DATED: October 21, 2013

DEAN J. KITCHENS  
GIBSON, DUNN & CRUTCHER LLP

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25 By: /s/ Dean J. Kitchens  
Dean J. Kitchens

26 Attorneys for Underwriter Defendants  
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**PROOF OF SERVICE**

I, the undersigned, declare:

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 3161 Michelson Drive, Irvine, CA 92612. On October 21, 2013, I served the foregoing document as follows:

by electronically filing the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such electronic filing to counsel of record for all parties by operation of the Court's CM/ECF System.

by U.S. Mail in the ordinary course of business to the non-CM/ECF participants indicated on the attached Manual Notice List. I am readily familiar with the Firm's practice for the collection and processing of correspondence for mailing with the Postal Service and that the correspondence would be deposited with same that same day in the ordinary course of business.

I declare under penalty of perjury under the laws of the United States of America and the State of California that the above is true and correct.

Executed on October 21, 2013, at Los Angeles, California.

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Michelle K. Camp