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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

In re COUNTRYWIDE FINANCIAL
CORPORATION SECURITIES
LITIGATION

Lead Case No. CV 07-05295 MRP
(MANx)

**[PROPOSED] ORDER
APPROVING PLAN OF
ALLOCATION OF NET
SETTLEMENT FUND**

Date: November 15, 2010
Time: 1:00 p.m.
Courtroom: 12
Judge: Hon. Mariana R. Pfaelzer

1 WHEREAS this Court entered an Order Granting Preliminary Approval to
2 Settlement and Directing Dissemination of Notice to the Class, dated August 2,
3 2010 (the “Preliminary Approval Order”), preliminarily approving the proposed
4 Settlement, directing individual and publication notice to potential Class Members,
5 scheduling a hearing for November 15, 2010 (the “Fairness Hearing”), and
6 providing Class Members with an opportunity to object to, *inter alia*, the Plan of
7 Allocation of the Net Settlement Fund (the “Plan of Allocation”) and to be heard
8 concerning such objections;

9 WHEREAS, notice has been provided to the members of the Class in
10 accordance with the Preliminary Approval Order, as evidenced by the Declaration of
11 Thomas R. Glenn of Rust Consulting, Inc. Regarding Notice to the Class, dated
12 October 8, 2010;

13 WHEREAS, the Notice, disseminated to Class Members in accordance with
14 the Preliminary Approval Order, contained Lead Plaintiffs’ proposed Plan of
15 Allocation for distribution of the Net Settlement Fund to Authorized Claimants; and

16 WHEREAS, pursuant to the Preliminary Approval Order and as set forth in
17 the Notice, any objections to the Plan of Allocation are to be filed and served by
18 October 18, 2010;

19 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

20 1. This Order incorporates by reference the definitions in the Settlement
21 Agreement, and all terms used herein shall have the same meanings as set forth in
22 the Settlement Agreement.

23 2. This Court has jurisdiction over the subject matter of the Plan of
24 Allocation of the Net Settlement Fund and all matters relating thereto, including all
25 members of the Class.

26 3. Due and adequate notice of the Plan of Allocation was directed to all
27 persons who are Class members, advising them of their right to object thereto.
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1 4. The terms and conditions of the Plan of Allocation, including, without
2 limitation, the formulas for the calculation of Recognized Losses, all of which are
3 set forth in the Notice provided to Class members, are a fair, reasonable, and
4 adequate basis upon which to allocate the Net Settlement Fund among Authorized
5 Claimants.

6 5. All objections to the proposed Plan of Allocation, if any, are overruled
7 in their entirety.

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10 SO ORDERED this _____ day of _____, 2010.

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HON. MARIANA R. PFAELZER
UNITED STATES DISTRICT JUDGE

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