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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)

**ORDER APPROVING PLAN OF  
ALLOCATION OF NET  
SETTLEMENT FUND AS  
MODIFIED**

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, and providing Class Members with an  
6 opportunity to object to, *inter alia*, the Plan of Allocation of the Net Settlement  
7 Fund (the "Plan of Allocation") and to be heard concerning such objections;

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

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

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

18           WHEREAS, this Court entered an Order Granting Preliminary Approval to  
19 First Amendment to Settlement Agreement and Directing Dissemination of  
20 Supplemental Notice to the Class, dated January 7, 2011 (the "Second Preliminary  
21 Approval Order"), preliminarily approving the Amendment to the proposed  
22 Settlement, directing individual notice of the Amendment to potential Class  
23 Members, scheduling a hearing for February 25, 2011 (the "Fairness Hearing"), and  
24 providing Class Members with an opportunity to object to, *inter alia*, the  
25 modification to the Plan of Allocation and to be heard concerning such objections;

26           WHEREAS, supplemental notice has been provided to the members of the  
27 Class in accordance with the Second Preliminary Approval Order, as evidenced by  
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1 the Second Supplemental Declaration of Thomas R. Glenn of Rust Consulting, Inc.  
2 Regarding Notice to the Class, dated February 3, 2011;

3 WHEREAS, the Supplemental Notice, disseminated to Class Members in  
4 accordance with the Second Preliminary Approval Order, contained Lead Plaintiffs'  
5 proposed modification to the Plan of Allocation for distribution of the Net  
6 Settlement Fund to Authorized Claimants; and

7 WHEREAS, pursuant to the Second Preliminary Approval Order and as set  
8 forth in the Supplemental Notice, any objections to the modification to the Plan of  
9 Allocation were to be filed and served by February 18, 2011;

10

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

12 1. This Order incorporates by reference the definitions in the Settlement  
13 Agreement, as modified by the Amendment, and all terms used herein shall have the  
14 same meanings as set forth in the Settlement Agreement and Amendment.

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

18 3. Due and adequate notice of the Plan of Allocation and the modification  
19 thereto was directed to all persons who are Class members, advising them of their  
20 right to object thereto.

21 4. The terms and conditions of the Plan of Allocation, including, without  
22 limitation, the formulas for the calculation of Recognized Losses, and the  
23 modification, all of which are set forth in the Notice and Supplemental Notice  
24 provided to Class members, are a fair, reasonable, and adequate basis upon which to  
25 allocate the Net Settlement Fund among Authorized Claimants.

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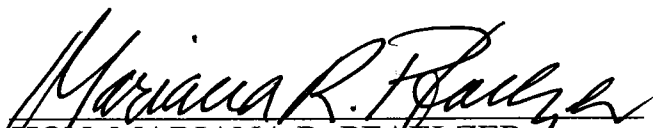
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5. All objections to the proposed Plan of Allocation, including the objections submitted by Independent Fiduciary Services, Inc., David B. Orser, and Vembar K. Ranganathan, are overruled in their entirety.

SO ORDERED this 4 day of March, 2011.

  
HON. MARIANA R. PFAELZER  
UNITED STATES DISTRICT JUDGE