

1 LABATON SUCHAROW LLP
 2 JOEL H. BERNSTEIN
 3 *jbernstein@labaton.com*
 4 JONATHAN M. PLASSE
 5 *jplasse@labaton.com*
 6 IRA A. SCHOCHET
 7 *ischochet@labaton.com*
 8 DAVID J. GOLDSMITH
 9 *dgoldsmith@labaton.com*
 10 MICHAEL H. ROGERS
 11 *mrogers@labaton.com*
 12 JOSHUA L. CROWELL
 13 *jcrowell@labaton.com*
 14 140 Broadway
 15 New York, New York 10005
 16 Telephone: (212) 907-0700
 17 Facsimile: (212) 818-0477

18 *Lead Counsel for Lead*
 19 *Plaintiffs New York Funds*

20 [Additional counsel listed on signature pages]

21 UNITED STATES DISTRICT COURT
 22 CENTRAL DISTRICT OF CALIFORNIA
 23 WESTERN DIVISION

24 IN RE COUNTRYWIDE FINANCIAL
 25 CORPORATION SECURITIES
 26 LITIGATION

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

29 This Document Applies to: All Actions

30 **NOTICE OF MOTION OF**
 31 **PLAINTIFFS FOR FINAL**
 32 **APPROVAL OF PROPOSED**
 33 **MODIFIED SETTLEMENT**
 34 **AND MODIFIED PLAN OF**
 35 **ALLOCATION OF NET**
 36 **SETTLEMENT FUND**

37 Date: February 25, 2011
 38 Time: 1:00 p.m.
 39 Courtroom: 12
 40 Judge: Hon. Mariana R. Pfaelzer

1 TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

2 PLEASE TAKE NOTICE that, on February 25, 2010, at 1:00 p.m. or as
3 soon thereafter as counsel may be heard, Lead Plaintiffs Thomas P. DiNapoli,
4 Comptroller of the State of New York, as Administrative Head of the New York
5 State and Local Retirement Systems and as sole Trustee of the New York State
6 Common Retirement Fund, Lead Plaintiffs New York City Employees' Retirement
7 System, New York City Police Pension Fund, New York City Fire Department
8 Pension Fund, New York City Board of Education Retirement System, and
9 Teachers' Retirement System of the City of New York, and Plaintiff Barry Brahn,
10 on behalf of the Class (collectively, "Plaintiffs"), will move this Court before the
11 Honorable Mariana R. Pfaelzer, United States District Judge, at the United States
12 Courthouse, 312 North Spring Street, Courtroom 12, Los Angeles, California
13 90012, for an Order, pursuant to Rule 23(e) of the Federal Rules of Civil
14 Procedure, granting final approval to the proposed Settlement of this action, as
15 modified; approving the Plan of Allocation of the Net Settlement Fund, as
16 modified; dismissing this action with prejudice and on the merits; and granting
17 related relief.

18 This motion is premised upon the accompanying Plaintiffs' Supplemental
19 Memorandum of Points and Authorities in Support of Motion for Final Approval
20 of Proposed Settlement and Plan of Allocation of Net Settlement Fund; the
21 accompanying Supplemental Declaration of Joel H. Bernstein in Support of
22 Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation of Net
23 Settlement Fund and Lead Counsel's Modified Petition for an Award of Attorneys'
24 Fees and Reimbursement of Expenses, with exhibits; the accompanying
25 Declaration of Diane D. Foody, Esq. in Support of Final Approval of Settlement as
26 Modified, the Proposed Plan of Allocation as Modified, and Modified Award of
27 Attorneys' Fees and Reimbursement of Expenses, with exhibit; the accompanying
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1 Supplemental Declaration of Karen J. Seemen, Esq. in Support of Final Approval
2 of Settlement as Modified, Proposed Plan of Allocation as Modified, and Modified
3 Award of Attorneys' Fees and Reimbursement of Expenses, with exhibit; and the
4 accompanying Second Supplemental Declaration of Thomas R. Glenn of Rust
5 Consulting, Inc. Regarding Notice to the Class, with exhibits.

6 This motion is also premised upon this Court's Order Granting Preliminary
7 Approval to First Amendment to Settlement Agreement and Directing
8 Dissemination of Supplemental Notice to the Class, dated January 7, 2011 (Dkt.
9 No. 1021); the First Amendment to Amended Stipulation and Agreement of
10 Settlement, with exhibits, dated as of January 4, 2011 (Dkt. No. 1015); Plaintiffs'
11 Memorandum of Points and Authorities Responding to Objections, Concerning
12 Requests for Exclusion from the Class, and Reporting on Settlement of SEC
13 Action, dated November 29, 2010 (Dkt. No. 1005); the Declaration of Joel H.
14 Bernstein Responding to Objections, Concerning Requests for Exclusion From the
15 Class, and Reporting on Settlement of SEC Action, with exhibits, dated November
16 29, 2010 (Dkt. No. 1006); the Supplemental Declaration of Thomas R. Glenn of
17 Rust Consulting, Inc. Regarding Notice to the Class, with exhibits, filed on
18 November 29, 2010 (Dkt. No. 1007); Plaintiffs' Memorandum of Points and
19 Authorities in Support of Motion for Final Approval of Proposed Settlement and
20 Plan of Allocation of Net Settlement Fund, dated October 11, 2010 (Dkt. No. 984);
21 the Declaration of Joel H. Bernstein in Support of Plaintiffs' Motion for Final
22 Approval of Settlement and Plan of Allocation of Net Settlement Fund and Lead
23 Counsel's Petition for an Award of Attorney's Fees and Reimbursement of
24 Expenses, and certain exhibits thereto, dated October 11, 2010 (Dkt. No. 985); the
25 Declaration of Thomas R. Glenn of Rust Consulting, Inc. Regarding Notice to the
26 Class, with exhibits, filed on October 11, 2010 (Dkt. No. 986); the Declaration of
27 Frank C. Torchio for Settlement Purposes, with exhibits and appendix, filed on
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1 October 11, 2010 (Dkt. No. 987); this Court's Order Granting Preliminary
2 Approval to Settlement and Directing Dissemination of Notice to the Class, with
3 exhibits, dated August 2, 2010 (Dkt. No. 976); the Amended Stipulation and
4 Agreement of Settlement, with exhibits, dated as of June 29, 2010 (Dkt. No. 841);
5 and all prior papers and proceedings in this action.

6 A proposed Final Judgment and Order of Dismissal With Prejudice and
7 proposed Order Approving Plan of Allocation of Net Settlement Fund as Modified
8 are submitted herewith.

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10 Dated: February 4, 2011

Respectfully submitted,

11 LABATON SUCHAROW LLP

12 By: /s/ Joel H. Bernstein

13 JOEL H. BERNSTEIN
14 JONATHAN M. PLASSE
15 IRA A. SCHOCHET
16 DAVID J. GOLDSMITH
17 MICHAEL H. ROGERS
18 JOSHUA L. CROWELL

*Lead Counsel for Lead
Plaintiffs New York Funds*

19 KREINDLER & KREINDLER LLP
20 GRETCHEN M. NELSON (#112566)
21 *gnelson@kreindler.com*
22 707 Wilshire Boulevard, Suite 4100
23 Los Angeles, California 90017
24 Telephone: (213) 622-6469
25 Facsimile: (213) 622-6019
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HENNIGAN, BENNETT
& DORMAN LLP
J. MICHAEL HENNIGAN (#59591)
hennigan@hbdlawyers.com
KIRK D. DILLMAN (#110486)
dillmank@hbdlawyers.com
MICHAEL SWARTZ (#163590)
swartzm@hbdlawyers.com
865 South Figueroa Street, Suite 2900
Los Angeles, California 90017
Telephone: (213) 694-1200
Facsimile: (213) 694-1234

*Liaison Counsel for Lead
Plaintiffs New York Funds*

KAPLAN FOX & KILSHEIMER LLP
JOEL B. STRAUSS
jstrauss@kaplanfox.com
JEFFREY P. CAMPISI
jcampisi@kaplanfox.com
850 Third Avenue
New York, New York 10022
Telephone: (212) 687-1980
Facsimile: (212) 687-7714

*Attorneys for Plaintiff
Barry Brahn*