

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

IN RE COUNTRYWIDE FINANCIAL CORPORATION  
SECURITIES LITIGATION

This Document Applies To: All Actions

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

## PROOF OF CLAIM

### I. GENERAL INSTRUCTIONS

1. To recover as an Authorized Claimant based on your claims in the action titled *In re Countrywide Financial Corporation Securities Litigation*, Lead Case No. CV 07-05295 MRP (MANx) (C.D. Cal.) (the "Action"), you must complete and sign this Proof of Claim form. If you fail to submit a properly completed and addressed Proof of Claim form, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of the Action.
2. Submission of this Proof of Claim form, however, does not assure that you will share in the Net Settlement Fund.
3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM FORM POSTMARKED NO LATER THAN FEBRUARY 14, 2011, ADDRESSED AS FOLLOWS:**

Countrywide Financial Corporation Securities Litigation  
c/o Rust Consulting, Inc.  
P.O. Box 2284  
Faribault, MN 55021-2419

4. If you are NOT a Class Member (as defined in the Notice of Pendency and Proposed Settlement of Class Action and Fairness Hearing ("Notice") that accompanies this Proof of Claim), DO NOT submit a Proof of Claim form.
5. If you are a Class Member and have not requested exclusion, you will be bound by the terms of the Settlement and any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

### II. DEFINITIONS

Capitalized terms not defined in this Proof of Claim have the same meaning as defined in the Notice that accompanies this form.

### III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired Countrywide securities and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased the securities but the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.
2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Countrywide securities which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS OF THE SECURITIES UPON WHICH THIS CLAIM IS BASED.**

**NOTE:** Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim from joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (for example, a corporation with multiple brokerage accounts should include all transactions made in Countrywide securities during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in).

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and proof of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

## IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Countrywide Securities" to supply all required details of your transaction(s) in such securities. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. On the schedules, provide all of the requested information with respect to all of your purchases or other acquisitions and all of your sales or other dispositions of Countrywide securities which took place at any time from March 12, 2004 through June 30, 2008, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
4. Broker confirmations or other documentation of your transactions in Countrywide securities must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
5. USE PART II SECTION A **ONLY** FOR COUNTRYWIDE COMMON STOCK. USE PART II SECTION B **ONLY** FOR COUNTRYWIDE CAPITAL V 7% CAPITAL SECURITIES (PREFERRED TRUST SECURITY). USE PART II SECTIONS C & D **ONLY** FOR COUNTRYWIDE OPTIONS. USE PART II SECTION E **FOR ALL COUNTRYWIDE DEBT SECURITIES** (i.e. 6.25% SUBORDINATED NOTES DUE MAY 15, 2016 AND ELIGIBLE SERIES A, B, L AND M MEDIUM-TERM NOTES) AND IDENTIFY THE SECURITY BY SECURITY CODE, SECURITY NAME, AND CUSIP NUMBER SHOWN IN EXHIBIT B ACCOMPANYING THE NOTICE.
6. A purchase or sale of Countrywide common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date; please provide only "contract" or "trade" dates in your claim.
7. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants **MUST** submit a manually signed paper Proof of Claim form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must call the Claims Administrator toll-free at 877-465-4142, send an e-mail to [info@CountrywideSecuritiesClassAction.com](mailto:info@CountrywideSecuritiesClassAction.com), or visit the website for this Settlement at [www.CountrywideSecuritiesClassAction.com](http://www.CountrywideSecuritiesClassAction.com) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a report listing all transactions contained in the electronic file.
8. A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **February 14, 2011** and if a postmark is indicated on the envelope and it is mailed first class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.
9. You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.**

**THANK YOU FOR YOUR PATIENCE.**

**MUST BE POSTMARKED  
NO LATER THAN  
FEBRUARY 14, 2011**



*In re Countrywide Financial Corporation  
Securities Litigation*

**FOR OFFICIAL USE ONLY**

**PROOF OF CLAIM AND RELEASE**

USE BLUE OR BLACK INK ONLY

**PART I. CLAIMANT IDENTIFICATION - (COMPLETE EITHER SECTION A OR B AND THEN PROCEED TO C. PLEASE TYPE OR PRINT.)**

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable	
<input type="text"/>	

If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Account/Mailing Information:

Specify one of the following:

Individual(s)    Corporation    UGMA Custodian    IRA    Partnership    Estate    Trust

Other:

Number and Street or P.O. Box

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province and Postal Code	Foreign Country	
<input type="text"/>	<input type="text"/>	
Telephone Number (Day)	Telephone Number (Evening)	
<input type="text"/>	<input type="text"/>	
E-mail Address	Account Number	
<input type="text"/>	<input type="text"/>	

Enter Taxpayer Identification Number below for the Beneficial Owner(s).

Social Security No. (for individuals)   or   Taxpayer Identification No.

<input type="text"/>	<input type="text"/>
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**PART II: SCHEDULE OF TRANSACTIONS IN COUNTRYWIDE SECURITIES**

**A. COUNTRYWIDE COMMON STOCK – CUSIP No. 222372104 ONLY**

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW.

**COMMON STOCK BEGINNING HOLDINGS**

1. Number of shares of Countrywide common stock held at the beginning of trading on **March 12, 2004**.  
(If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF SHARES

**COMMON STOCK PURCHASES**

2. List (in chronological order) all purchases and/or acquisitions of Countrywide common stock made between **March 12, 2004** and **June 30, 2008**, inclusive:

Check Box if result of an Option Exercised/Assigned	Date(s) of Purchase (List Chronologically) Month/Day/Year	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Amount Paid (including Commissions, Taxes & Fees)	Purchased on the Open Market?	
					YES	NO
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>

**COMMON STOCK SALES**

3. List (in chronological order) all sales of Countrywide common stock made between **March 12, 2004** and **June 30, 2008**, inclusive:

Check Box if result of an Option Exercised/Assigned	Date(s) of Sale (List Chronologically) Month/Day/Year	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Amount Received (excluding Commissions, Taxes & Fees)	Sold on the Open Market?	
					YES	NO
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>

**COMMON STOCK ENDING HOLDINGS**

4. Number of shares of Countrywide common stock held at the close of trading on **June 30, 2008**:  
(If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF SHARES

IF ANY OF THE ABOVE TRANSACTIONS RELATE TO SHORT SALES, PLEASE CHECK THIS BOX

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PHOTOCOPY THIS PAGE.



**PART II: SCHEDULE OF TRANSACTIONS IN COUNTRYWIDE SECURITIES**

**B. COUNTRYWIDE CAPITAL V 7% CAPITAL SECURITIES – CUSIP No. 222388209 ONLY**

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW

**CAPITAL SECURITIES PURCHASES**

1. I (We) made the following purchases of Countrywide Capital V 7% Capital Securities during the period **November 1, 2006** through **June 30, 2008**, inclusive:

Date of Purchase (List Chronologically) Month/Day/Year	Number of Shares	Purchase Price Per Security	Amount Paid (including Commissions, Taxes & Fees)	Purchased on the Open Market?	
				YES	NO
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>

**CAPITAL SECURITIES SALES**

2. I (We) made the following sales of Countrywide Capital V 7% Capital Securities during the period **November 1, 2006** through **June 30, 2008**, inclusive: (If none, write "zero" or "0"; if other than zero, must be documented.)

Date of Sale (List Chronologically) Month/Day/Year	Number of Shares	Sale Price Per Security	Amount Received (excluding Commissions, Taxes & Fees)	Sold on the Open Market?	
				YES	NO
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>

**CAPITAL SECURITIES UNSOLD HOLDINGS AS OF JUNE 30, 2008**

3. At the close of trading on **June 30, 2008**, I (we) owned the following Countrywide Capital V 7% Capital Securities: (If none, write "zero" or "0"; if other than zero, must be documented.)

NUMBER OF SHARES

IF ANY OF THE ABOVE TRANSACTIONS RELATE TO SHORT SALES, PLEASE CHECK THIS BOX

IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS, PHOTOCOPY THIS PAGE.



**PART II: SCHEDULE OF TRANSACTIONS IN COUNTRYWIDE SECURITIES**

**C. COUNTRYWIDE CALL OPTIONS ONLY**

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW.

1. THIS PAGE CONTAINS TRANSACTIONS FOR THE FOLLOWING CALL OPTION CONTRACT ONLY:

**Expiration Date**  
 (Month/Day/Year)

**Strike Price**

\$

IF YOU ARE LISTING MORE THAN ONE TYPE OF CALL OPTION CONTRACT, YOU MUST PHOTOCOPY THIS PAGE AND LIST EACH SEPARATE TYPE OF CALL OPTION CONTRACT ON ITS OWN SEPARATE PAGE.

**CALL OPTION BEGINNING POSITION**

2. Number of call options *listed in #1 above* on Countrywide common stock held at the beginning of trading on **March 12, 2004**. (If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF CALL OPTIONS

**CALL OPTION PURCHASES AND THEIR DISPOSITION**

3. I (We) made the following purchases of call options *listed in #1 above* on Countrywide common stock during the period **March 12, 2004** through **June 30, 2008**, inclusive (in chronological order) (must be documented): All transactions must be displayed as pre-split share and strike price.

Date of Purchase Month/Day/Year	Number of Contracts	Strike Price	Expiration Date Month/Year	Purchase Price Per Contract	Amount Paid (including commissions taxes & fees)	FINAL DISPOSITION Exercised (E), Expired (X), Sold/Closed (C)	DISPOSITION DATE Exercise, Expiration, or Sale Date (Month/Day/Year)
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>

**CALL OPTION SALES AND THEIR DISPOSITION**

4. I (We) made the following sales of call options *listed in #1 above* on Countrywide common stock during the period **March 12, 2004** through **June 30, 2008**, inclusive (in chronological order) (must be documented): All transactions must be displayed as pre-split share and strike price.

Date of Sale Month/Day/Year	Number of Contracts	Strike Price	Expiration Date Month/Year	Sale Price Per Contract	Amount Received (excluding commissions taxes & fees)	FINAL DISPOSITION Assigned (A), Expired (X), Sold/Closed (C)	DISPOSITION DATE Assigned, Expiration, or Sale Date (Month/Day/Year)
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 20px; border: 1px solid black;" type="text"/>

**CALL OPTION HOLDINGS**

5. Number of call options *listed in #1 above* of Countrywide common stock held at the close of trading on **June 30, 2008**: (If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF CALL OPTIONS

IF ANY OF THE ABOVE TRANSACTIONS RELATE TO SHORT SALES, PLEASE CHECK THIS BOX



**PART II: SCHEDULE OF TRANSACTIONS IN COUNTRYWIDE SECURITIES**

**D. COUNTRYWIDE PUT OPTIONS ONLY**

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW.

1. THIS PAGE CONTAINS TRANSACTIONS FOR THE FOLLOWING **PUT** OPTION CONTRACT ONLY:

**Expiration Date**  
 (Month/Day/Year)

\$

**Strike Price**

IF YOU ARE LISTING MORE THAN ONE TYPE OF PUT OPTION CONTRACT, YOU **MUST** PHOTOCOPY THIS PAGE AND LIST EACH SEPARATE TYPE OF PUT OPTION CONTRACT ON ITS OWN SEPARATE PAGE.

**PUT OPTION BEGINNING POSITION**

2. Number of put options **listed in #1 above** on Countrywide common stock held at the beginning of trading on **March 12, 2004**. (If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF PUT OPTIONS

**PUT OPTION SALES AND THEIR DISPOSITION**

3. I (We) made the following sales of put options **listed in #1 above** on Countrywide common stock during the period **March 12, 2004** through **June 30, 2008**, inclusive (in chronological order) (must be documented): All transactions must be displayed as pre-split share and strike price.

Date of Sale Month/Day/Year	Number of Contracts	Strike Price	Expiration Date Month/Year	Sale Price Per Contract	Amount Received (excluding commissions taxes & fees)	FINAL DISPOSITION Assigned (A), Expired (X), Re-Purchased/ Closed(C)	DISPOSITION DATE Assigned, Expiration, or Re-Purchased Date (Month/Day/Year)

**PUT OPTION RE-PURCHASES AND THEIR DISPOSITION**

4. I (We) made the following re-purchases of put options **listed in #1 above** on Countrywide common stock during the period **March 12, 2004** through **June 30, 2008**, inclusive (in chronological order) (must be documented): All transactions must be displayed as pre-split share and strike price.

Date of Re-Purchase Month/Day/Year	Number of Contracts	Strike Price	Expiration Date Month/Year	Purchase Price Per Contract	Amount Paid (including commissions taxes & fees)	FINAL DISPOSITION Exercised (E), Expired (X), Sold/ Closed(C)	DISPOSITION DATE Exercise, Expiration, or Sale Date (Month/Day/Year)

**PUT OPTION HOLDINGS**

5. Number of put options **listed in #1 above** of Countrywide common stock held at the close of trading on **June 30, 2008**: (If none, write "zero" or "0"; if other than zero, must be documented)

NUMBER OF PUT OPTIONS

IF ANY OF THE ABOVE TRANSACTIONS RELATE TO SHORT SALES, PLEASE CHECK THIS BOX



**PART II: SCHEDULE OF TRANSACTIONS IN COUNTRYWIDE SECURITIES**

**E. COUNTRYWIDE DEBT SECURITIES (i.e. NOTES) ONLY**

YOU MUST SUBMIT DOCUMENTATION SUPPORTING THE INFORMATION BELOW.

For Series A, B, L and M Medium-Term Notes and 6.25% Subordinated Notes Due 5/15/2016, please refer to the Notice, Exhibit B, to obtain the Security Code, Security Name and CUSIP.

1. THIS PAGE CONTAINS TRANSACTIONS FOR THE FOLLOWING DEBT SECURITY ONLY:

Security Code	Security Name	CUSIP
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 200px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>

**IF YOU ARE LISTING MORE THAN ONE SECURITY CODE, SECURITY NAME OR CUSIP, YOU MUST PHOTOCOPY THIS PAGE AND LIST EACH SEPARATE DEBT SECURITY ON ITS OWN SEPARATE PAGE.**

**DEBT SECURITY BEGINNING POSITION**

2. Number of Countrywide debt securities **listed in #1 above** held at the beginning of trading on **March 12, 2004**. (If none, write "zero" or "0"; if other than zero, must be documented)

<input style="width: 150px; height: 20px;" type="text"/>
PRINCIPAL AMOUNT (i.e., Face Value or Par Value)

**DEBT SECURITY PURCHASES**

3. I (We) made the following purchases of the Countrywide Note **listed in #1 above** during the period **March 12, 2004** through **June 30, 2008**, inclusive:

Date of Purchase (list chronologically) Month/Day/Year	Principal Amount (i.e., Face Value or Par Value)	Purchase Price Per Note	Amount Paid (including commissions, taxes and fees)
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>

**DEBT SECURITY SALES**

4. I (We) made the following sales of the Countrywide Note **listed in #1 above** during the period **March 12, 2004** through **June 30, 2008**, inclusive: (If none, write "zero" or "0"; if other than zero, must be documented.)

Date of Sale (list chronologically) Month/Day/Year	Principal Amount (i.e., Face Value or Par Value)	Sale Price Per Note	Amount Received (excluding commissions, taxes and fees)
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>
<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>	<input style="width: 150px; height: 20px;" type="text"/>

**DEBT SECURITIES UNSOLD HOLDINGS AS OF JUNE 30, 2008**

5. Number of Countrywide debt securities **listed in #1 above** held at the close of trading on **June 30, 2008**: (If none, write "zero" or "0"; if other than zero, must be documented)

<input style="width: 150px; height: 20px;" type="text"/>
PRINCIPAL AMOUNT (i.e., Face Value or Par Value)

**IF ANY OF THE ABOVE TRANSACTIONS RELATE TO SHORT SALES, PLEASE CHECK THIS BOX**





### III. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim form under the terms of the Plan of Allocation of Net Settlement Fund described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California, Western Division (the "Court"), with respect to my (our) claim as a Class Member and for purposes of enforcing the releases set forth herein. I (We) further acknowledge that I (we) will be bound by the terms of any judgment entered in connection with the Settlement in the Action, including the releases set forth therein. I (We) agree to furnish additional information to the Claims Administrator to support this claim, such as additional documentation for transactions in Countrywide securities, or additional transactions in other Countrywide securities, if required to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales of Countrywide securities during the Class Period and know of no other person having done so on my (our) behalf.

### IV. RELEASES AND WARRANTIES

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, and discharge with prejudice the Settled Claims as to each and all of the Released Parties (as these terms are defined below).
2. I (We) hereby acknowledge that I (we) will not be entitled to receive recovery in any other action against any of the Released Parties based on or arising out of the Settled Claims (as these terms are defined below).
3. "Released Parties" means (a) any and all of the Defendants and any person, partnership, firm, corporation, limited liability company, trust or other entity or organization in which any Defendant has a controlling interest or which is or was related to or affiliated with any of the Defendants; and (b) with respect to each of the Persons in subsection (a), their respective past or present directors, officers, employees, insurers, reinsurers, attorneys, agents, partners, principals, advisors, investment advisors, auditors, accountants, trustees, underwriters, investment bankers, subsidiaries, parents (including without limitation Bank of America Corporation and each of its subsidiaries), any other entity in which any such parent has a controlling interest or which is or was related to or affiliated with any such parent, successors and predecessors, heirs, Immediate Family, and anyone acting or purporting to act for or on behalf of any of them or their successors.
4. "Settled Claims" means any and all claims, debts, demands, disputes, rights, causes of action, suits, matters, damages, or liabilities of any kind, nature, and character whatsoever (including but not limited to any claims for damages, interest, attorneys' fees, expert or consulting fees, and any and all other costs, expenses or liabilities whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature (collectively, "Claims"), including both known Claims and Unknown Claims (as defined herein), against any of the Released Parties (i) that were asserted or could have been asserted in the Action, (ii) that would have been barred by *res judicata* had the Action been fully litigated to a final judgment, or (iii) that could have been, or could in the future be, asserted in any forum or proceeding or otherwise by any Class Member against any of the Released Parties (a) that concern, arise out of, refer to, are based upon, or are related in any way to, any of the subject matter, allegations, transactions, facts, matters, occurrences, representations, statements, or omissions alleged, involved, set forth, or referred to in the Complaint; and (b) that relate to the purchase, sale, acquisition or holding of the Countrywide Securities, and, as to Plaintiffs, that relate to the purchase, sale, acquisition or holding of any security issued by Countrywide or any Countrywide-related entity (including but not limited to mortgage-backed securities issued by CWALT, Inc., CWABS, Inc., CWHEQ, Inc. or CWMBBS, Inc.), whether such Countrywide-related entity is a corporation, partnership, limited liability company, trust, or other entity, and whether or not such securities are Countrywide Securities; *provided, however*, that the term "Settled Claims" shall not include the following: (1) claims to enforce the Settlement; and (2) shareholder derivative claims asserted as of April 2, 2010 on behalf of Countrywide Financial Corporation in the following actions for recovery by Countrywide as to injury allegedly caused to it: *In re Countrywide Financial Corp. Shareholder Derivative Litigation*, Case No. BC 375275 (Cal. Supr. Ct., Los Angeles County) and *In re Countrywide Financial Corp. Derivative Litigation*, Lead Case No. 2:07-cv-06923-MRP (MANx) (C.D. Cal.).

Notwithstanding the foregoing, nothing in this definition of "Settled Claims" shall prevent Plaintiffs from seeking to participate as unnamed class members in any settlement or other recovery in any class action, including but not limited to *Maine State Retirement System v. Countrywide Financial Corp.*, Case No. CV 10-00302 MRP (MANx) (C.D. Cal.), that relates to the purchase, sale, acquisition or holding of any security, other than Countrywide Securities, issued by Countrywide or any Countrywide-related entity (including but not limited to mortgage-backed securities issued by CWALT, Inc., CWABS, Inc., CWHEQ, Inc. or CWMBBS, Inc.), whether such Countrywide-related entity is a corporation, partnership, limited liability company, trust or other entity.



5. "Unknown Claims" means any and all Settled Claims that any Lead Plaintiff or Class Member does not know or suspect to exist in his, her or its favor as of the Effective Date that, if known by him, her or it, might have affected his, her or its decision(s) with respect to the Settlement, or might have affected such party's decision not to object to this settlement. With respect to any and all Settled Claims, upon the Effective Date, the Lead Plaintiffs shall expressly waive, and each Class Member shall be deemed to have waived, and by operation of this Final Judgment shall have expressly waived, the provisions, rights and benefits of California Civil Code § 1542, and of any U.S. federal or state law, or principle of common law or otherwise, that is similar, comparable, or equivalent to Section 1542 of the California Civil Code, which provides, in relevant part:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Lead Plaintiffs and other Class Members or certain of them may hereafter discover facts in addition to or different from those which such party now knows or believes to be true with respect to the subject matter of the Settled Claims, but the Lead Plaintiffs and the Class Members, upon the Effective Date, by operation of the Final Judgment shall have, fully, finally, and forever settled and released, any and all Settled Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, that now exist or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, claims relating to conduct that is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts.

Lead Plaintiffs and Defendants acknowledge, and the Class Members shall be deemed by operation of the Final Judgment to have acknowledged, that the foregoing waiver was separately bargained for and was a key element of the Settlement.

6. I (We) hereby warrant and represent that I am (we are) a Class Member as defined in the Notice, that I am (we are) not one of the "Released Parties" as defined above, and that I (we) believe I am (we are) eligible to receive a distribution from the Net Settlement Fund under the terms and conditions of the Plan of Allocation, as set forth in the Notice.
7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Countrywide securities which occurred between March 12, 2004 and June 30, 2008 as well as the number and type of Countrywide securities held by me (us) at the opening of trading on March 12, 2004 and the close of trading on June 30, 2008.
8. I (WE) UNDERSTAND AND INTEND THAT THE SIGNATURE BELOW REGARDING CERTAIN INFORMATION FOR THE INTERNAL REVENUE SERVICE CONCERNING BACKUP WITHHOLDING ALSO SERVES AS THE SIGNATURE VERIFYING THE INFORMATION AND REPRESENTATIONS IN THIS PROOF OF CLAIM.
9. This release shall be of no force or effect unless and until the Court approves the Settlement and it becomes effective on the Effective Date.
10. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.



**V. CERTIFICATION**

Enter TIN on the appropriate line.

- For individuals, this is your Social Security Number (“SSN”).
- However, for a resident alien, sole proprietor, or disregarded entity, see Part I of W-9 instructions.
- For sole proprietors, you must show your individual name, but you may also enter your business or “doing business as” name. You may enter either your SSN or your Employer Identification Number (“EIN”).
- For other entities, it is your EIN.

Social Security No. (for individuals)

Employer Identification Number

or

If you are exempt from backup withholding, enter your current TIN above and write “exempt” on the following line: \_\_\_\_\_

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my current TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

*NOTE:* If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Proof of Claim by the undersigned is true and correct.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ in \_\_\_\_\_, \_\_\_\_\_.  
(City) (State/Country)

Signature of Claimant

(Type or print name of Claimant)

Signature of Joint Claimant, if any

(Type or print name of Joint Claimant, if any)

Signature of person signing on behalf of Claimant

(Type or print name of person signing on behalf of Claimant)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Administrator, Executor, Trustee, President, Custodian, Power of Attorney, etc.)



## REMINDER CHECKLIST

1. Please sign the above release and declaration. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
2. Remember to attach supporting documentation, if available. DO NOT USE HIGHLIGHTER ON YOUR SUPPORT DOCUMENTATION.
3. Do NOT send original stock certificates or original brokerage statements.
4. Keep a copy of your claim form for your records.
5. The Claims Administrator will acknowledge receipt of your Proof of Claim by mail, within 45 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 45 days, please call the Claims Administrator toll-free at 877-465-4142.
6. If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

