

**UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION**

VINCENT ALVIDRES, Individually
and on Behalf of All Others Similarly
Situating,

Plaintiff,

v.

COUNTRYWIDE FINANCIAL
CORPORATION, et al.,

Defendants.

CASE NO. 2:07-cv-05810-JFW (CTx)

CLASS ACTION

BEFORE THE HON. JOHN F. WALTER

**NOTICE OF CLASS ACTION SETTLEMENT
AND FAIRNESS HEARING**

**Your legal rights might be affected
if you are a member of the following class:**

All current and former *Participants* in, beneficiaries of, and alternate payees of, the Countrywide Financial Corporation 401(k) Savings and Investment Plan, as amended and restated effective January 1, 2007, and any amendments thereto and all successor plans and any trust created under the foregoing plan (the “*Plan*”) for whose individual accounts the *Plan* included investments in *Countrywide* stock and/or the *Countrywide Stock Fund* at any time between January 31, 2006 to July 1, 2008 (the “*Class Period*”). Included in the *Class* are any beneficiaries of *Participants* (including spouses of deceased persons who were *Participants* of the *Plan*), and representatives or successors-in-interest to a *Participant*. Excluded from the *Class* are *Defendants* and *Defendants’ Immediate Family* as described more fully below.

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.
YOU HAVE NOT BEEN SUED.**

QUESTIONS? CALL TOLL-FREE (888) 426-0457 OR VISIT WWW.COUNTRYWIDE401KSETTLEMENT.COM

- The *Court* has preliminarily approved a proposed settlement (the “*Settlement*”) of a class action lawsuit brought under the Employee Retirement Income Security Act (“ERISA”) against Countrywide Financial Corporation (the “*Company*” or “*Countrywide*”) and certain of its officers, directors and employees. The *Settlement* will provide for payment to the *Plan* and for allocation of the payment to the individual accounts of members of the *Class* whose *Plan* accounts included investments in the *Countrywide Stock Fund*, which invested in *Countrywide* stock. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will receive their allocation into a new *Plan* account established for them. The *Settlement* is summarized below.
- The *Court* has scheduled a hearing on the final approval of the *Settlement* and for approval of the *Named Plaintiff’s* petition for attorneys’ fees and expenses and compensation to the *Named Plaintiff* for November 16, 2009, at 1:30 p.m., before United States District Court Judge John F. Walter. The hearing will be held at the United States District Court for the Central District of California, in Courtroom 16, of the United States District Court for the Central District of California, 312 N. Spring St., Los Angeles, CA 90012.
- Any objections to the *Settlement*, or to the petition for attorneys’ fees and expenses and/or any award to the *Named Plaintiff*, must be served in writing on *Class Counsel* and *Defendants’ Counsel*, as identified on page 10 of this *Notice*. The procedure for objecting is described below.
- This *Notice* contains summary information with respect to the *Settlement*. The terms and conditions of the *Settlement* are set forth in the *Settlement Agreement* dated August 5, 2009. Capitalized and italicized terms used in this *Notice* but not defined in this *Notice* have the meanings assigned to them in the *Settlement Agreement*. Copies of the *Settlement Agreement* are available at www.Countrywide401kSettlement.com, or from *Class Counsel*: Lynn Lincoln Sarko, Keller Rohrback L.L.P., 1201 Third Avenue, Suite 3200, Seattle, WA 98101. *Class Counsel* has established a toll-free number, (888) 426-0457, if you have questions or comments. *Class Counsel* may also be contacted via email at countrywide401ksettlement@gardencitygroup.com.

Please do not contact the *Court*. Its personnel will not be able to answer your questions.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU DO NOT HAVE TO APPEAR IN COURT, AND YOU DO NOT HAVE TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU NEED NOT DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE SETTLEMENT:	
YOU CAN DO NOTHING.	If the <i>Settlement</i> is approved by the <i>Court</i> and you are a member of the <i>Class</i> , you will receive whatever distribution or other benefits are provided to you under the <i>Settlement</i> without having to file a claim or take any other action.
NO ACTION IS NECESSARY TO RECEIVE A DISTRIBUTION.	If you are a current <i>Plan Participant</i> , beneficiary, or alternate payee and are entitled to share in the <i>Net Settlement Fund</i> , any share of the <i>Net Settlement Fund</i> to which you are entitled will be deposited into your <i>Plan</i> account. If you are no longer a <i>Plan Participant</i> , beneficiary, or alternate payee and are entitled to share in the <i>Net Settlement Fund</i> , a <i>Plan</i> account will be established for you and you will be notified of such account or you will receive a distribution with your share of the <i>Net Settlement Fund</i> .
YOU CAN OBJECT (NO LATER THAN OCTOBER 30, 2009)	If you wish to object to any part of the <i>Settlement</i> , you may (as discussed below) write to the <i>Court</i> and counsel about why you object to the <i>Settlement</i> .
YOU CAN GO TO A HEARING ON NOVEMBER 16, 2009	If you submit a written objection to the <i>Settlement</i> to the <i>Court</i> and counsel before the <i>Court</i> -approved deadline, you may (but do not have to) attend the hearing about the <i>Settlement</i> and present your objections to the <i>Court</i> . You may attend the hearing even if you do not file a written objection, but you may not be permitted to address the <i>Court</i> at the hearing if you do not timely notify the <i>Court</i> and counsel of your intention to appear at the hearing by October 30, 2009 as described herein.

- These rights and options — **and the deadlines to exercise them** — are explained in this *Notice*.
- The *Court* in charge of this case still has to decide whether to approve the *Settlement*. Payments under the *Settlement* will be made only if the *Court* approves the *Settlement* and that approval is upheld in the event of any appeals.
- Further information regarding the litigation, the *Settlement*, and this *Notice* can be obtained by contacting *Class Counsel*:

Keller Rohrbach L.L.P.
1201 Third Avenue, Suite 3200
Seattle, Washington 98101
Phone: (888) 426-0457
www.Countrywide401kSettlement.com
countrywide401ksettlement@gardencitygroup.com

- Information concerning your individual share of the *Net Settlement Fund* will not be available for several months.

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SUMMARY OF SETTLEMENT

In this *Action* (defined below) *Named Plaintiff* alleges that the *Defendants* breached fiduciary duties owed to the *Participants* in and beneficiaries of the *Plan* under the Employee Retirement Income Security Act of 1974 (“ERISA”). Copies of the *Action*’s operative *Complaint* and other documents filed in the *Action* are available at www.Countrywide401kSettlement.com or may be requested from *Class Counsel* by calling (888) 426-0457. A *Gross Settlement Fund* has been created as a consequence of the *Settlement* of this *Action*.

What is the Amount of the Settlement?

A *Gross Settlement Fund* of \$55,000,000 is being established in the *Action*. The *Net Settlement Fund*, which shall be the *Gross Settlement Fund* plus interest earned thereon minus any *Taxes*, *Court*-approved attorneys’ fees, *Named Plaintiff* compensation, notice, and other expenses, will be paid to the *Plan* and allocated to *Class Members* according to a *Plan of Allocation* to be approved by the *Court*.

STATEMENT OF ATTORNEYS’ FEES AND COSTS SOUGHT IN THE ACTION

The attorneys’ fees of *Class Counsel*, the cost of certain aspects of the administration of the *Settlement*, and any award to the *Named Plaintiff* will be taken from the *Gross Settlement Fund*. *Class Counsel* will apply to the *Court* for an order awarding attorneys’ fees in an amount not in excess of 27.5% of the amount recovered in the *Settlement*, plus reimbursement of expenses not to exceed \$500,000. The actual amount of attorneys’ fees, costs, expenses and any awards to the *Named Plaintiff* will be determined by the *Court*.

What Will the Named Plaintiff Get?

The *Named Plaintiff* in the *Action* will share in the allocation of the money paid to the *Plan* on the same basis and to the same extent as all other members of the *Class*, except that, in addition, the *Named Plaintiff* may apply to the *Court* for compensation of up to \$10,000, plus reimbursement of the reasonable costs and expenses directly relating to his representation of the *Class*. Any compensation awarded to any *Named Plaintiff* by the *Court* will be payable from the proceeds of the *Settlement*.

BASIC INFORMATION

1. Why Did I Get This Notice Package?

You or someone in your family are or may have been a *Participant* in, beneficiary of, or alternate payee of, the *Plan* during the *Class Period*.

The *Court* caused this *Notice* to be sent to you because, if you fall within that group, you have a right to know about the *Settlement* and about all of the options available to you regarding the *Settlement* before the *Court* decides whether to approve the *Settlement*. If the *Court* approves the *Settlement*, and after any objections and appeals are resolved, the *Net Settlement Fund* will be paid to the *Plan* and then allocated among *Class Members* according to a *Court*-approved *Plan of Allocation*. This *Notice* package describes the litigation, the *Settlement*, your legal rights, what benefits are available and who is eligible for them.

The *Court* in charge of this case is the United States District Court for the Central District of California. The person who brought this suit is called the “*Named Plaintiff*,” and the people he sued are called the “*Defendants*.” The *Named Plaintiff* in the *Action* is Vincent Alvidres. The *Defendants* in the *Action* are Countrywide Financial Corporation, and Becky Bailey, Kathleen Brown, Henry G. Cisneros, Grant Couch Jr., Jeffrey M. Cunningham, Robert J. Donato, Michael E. Dougherty, Ben M. Enis, Marshall M. Gates, Leora Goren, Lawrence Gee, Edwin Heller, Ranjit Kripilani, Nicholas Krsnich, Stanford L. Kurland, Martin R. Melone, Angelo R. Mozilo, Robert T. Parry, Chuck Quon, Jr., Oscar P. Robertson, Keith P. Russell, Thomas Saletta, Jennifer Sandefur, Thomas Scrivener, Jeffrey Speakes, and Harley W. Snyder.

The legal action that is the subject of this *Notice* and the *Settlement* is known as *Alvidres v. Countrywide Financial Corporation, et al.*, Case No. 2:07-cv-05810-JFW (CTx) (the “*Action*”).

QUESTIONS? CALL TOLL-FREE (888) 426-0457 OR VISIT www.COUNTRYWIDE401kSETTLEMENT.COM

2. What Is The Action About?

In the *Action*, *Named Plaintiff* claims that the *Defendants* were fiduciaries of the *Plan* who violated fiduciary duties under ERISA, and he asserts causes of action for the losses he alleged were suffered by the *Plan* as a result of the alleged breaches of fiduciary duty by the *Defendants*.

The *Complaint* alleges that as of the beginning of the *Class Period*, the *Company* and some of its individual officers, directors, and employees had the fiduciary obligation to discontinue *Plan* investments in *Countrywide* stock and to sell the *Plan*'s holdings of *Countrywide* stock, and that they failed to do so. The *Complaint* also alleges that certain other *Defendants* had the duty to monitor the performance of the responsible officers and employees and failed to do so in violation of their fiduciary duties. The *Complaint* further alleges that the *Defendants* knew or should have known that the *Countrywide Stock Fund* was not a prudent retirement investment during the *Class Period* and that the *Defendants* acted imprudently by not preventing further investment in *Countrywide* stock and/or the *Countrywide Stock Fund* and not liquidating the *Plan*'s *Countrywide* stock holdings. The *Complaint* further alleges that *Defendants* violated their alleged fiduciary duties by failing to provide *Plan Participants* with complete and accurate public information about the *Company*.

The *Defendants* have denied and continue to deny the claims and contentions alleged by the *Named Plaintiff*, that they are liable at all to the *Class*, and that the *Class* or the *Plan* have suffered any damages for which the *Defendants* could be held legally responsible. The *Named Plaintiff* opposed a motion by *Defendants* to dismiss the *Named Plaintiff*'s claims, and the *Court* denied the motion.

Class Counsel have conducted an extensive investigation of *Countrywide* and of the alleged losses suffered by the *Plan* as a result of the breaches of fiduciary duty alleged in the *Action*. In addition, through that investigation and through discovery of additional information in the *Action*, *Plaintiff's Counsel* have obtained extensive documents, including *Plan* governing documents and materials, communications with *Plan Participants*, internal *Company* documents regarding the *Plan*, SEC filings, press releases, public statements, news articles, and other publications and other documents.

The *Settlement* is the product of extensive negotiations between the *Class Counsel* and *Defendants' Counsel*. All of the parties to the *Settlement* have taken into account the uncertainty and risks inherent in any litigation, particularly in a complex case such as this, and have concluded that it is desirable that the *Action* be fully and finally settled on the terms and conditions set forth in the *Settlement Agreement*.

3. Why Is This Case A Class Action?

In a class action, one or more plaintiffs sue on behalf of people who have similar claims. All of the individuals on whose behalf the *Named Plaintiff* is suing are *Class Members*. One *Court* resolves the issues for all *Class Members*. In 2007, *Named Plaintiff* filed a motion for class certification, which was granted by the *Court*. U.S. District Judge John F. Walter is presiding over this case.

4. Why Is There A Settlement?

The *Court* has not reached any final decisions in connection with *Named Plaintiff's* claims against the *Defendants*. Instead, the *Named Plaintiff* and the *Defendants* have agreed to the *Settlement*. In reaching the *Settlement*, they have avoided the cost, time, and uncertainty of a trial. The *Named Plaintiff* and *Class Counsel* believe that the *Settlement* is best for all *Class Members*.

5. How Do I Know Whether I Am Part Of The Settlement?

The proceeds of the *Settlement* will be distributed among members of the *Class*, according to a Court-approved *Plan of Allocation*. You are a member of the *Class* if you fall within the following definition:

(a) all *Persons* who are or were *Participants* in, beneficiaries of, or alternate payees of, the *Plan* for whose individual *Plan* accounts included direct or indirect investments in *Countrywide* stock and/or the *Countrywide*

Stock Fund at any time between January 31, 2006 and July 1, 2008, inclusive, and (b) as to each *Person* within the scope of clause (a), his, her or its beneficiaries (including spouses of deceased persons who were *Plan Participants*), representatives and successors-in-interest, provided, however, that the *Class* shall not include any *Defendant* or *Defendants' Immediate Family*, beneficiaries, alternate payees (including spouses of deceased persons who were *Plan Participants*), representatives or successors-in-interest, except for spouses and immediate family who themselves are or were *Participants* in the *Plan*, who shall be considered members of the *Class* with respect to their own *Plan* accounts.

THE SETTLEMENT BENEFITS

6. What Does The Settlement Provide?

A *Gross Settlement Fund* of \$55,000,000 is being established in this *Action*.

The amount remaining in the *Gross Settlement Fund*, including interest but after payment of *Court*-approved attorneys' fees and expenses, *Court*-approved compensation to the *Named Plaintiff*, *Court*-approved payment of certain aspects of the administration of the *Settlement* and establishment of reserves for any *Taxes* owed by the *Settlement Fund* (the "*Net Settlement Fund*"), will be allocated to the *Plan* and then, later, to members of the *Class* according to a *Plan of Allocation* to be approved by the *Court*. Allocations to *Participants* will be made into the existing *Plan* accounts of members of the *Class* who are entitled to a distribution under the *Plan of Allocation*. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will receive their allocation from the *Plan* into a new *Plan* account established for them.

All *Class Members* and anyone claiming through them are deemed to fully release the "*Released Parties*" from "*Settled Claims*." The *Released Parties* include the *Defendants* and their officers, directors, employees, attorneys, and agents. The *Settled Claims* include all claims which were or could have been asserted in the *Action*. This means that *Class Members* will not have the right to sue the *Released Parties* for anything related to the investment of *Plan* assets in *Countrywide* stock or the *Countrywide Stock Fund*, or to other alleged misconduct during the *Class Period* arising out of or relating to the allegations in the *Complaint*.

The above description of the operation of the *Settlement* is only a summary. The governing provisions are set forth in the *Settlement Agreement* (including its exhibits), copies of which may be obtained at www.Countrywide401kSettlement.com or by calling *Class Counsel* at (888) 426-0457 or emailing *Class Counsel* at countrywide401ksettlement@gardencitygroup.com.

7. How Much Will My Distribution Be?

You are not required to submit any claim or other form to receive an allocation from this *Settlement* and you are not responsible for determining the amount you may be entitled to receive under the *Settlement*. The calculation of the amount, if any, that will be allocated to your account will be done as part of the implementation of the *Settlement*, and will be based upon records maintained by the *Plan* and/or the administrator(s) of the *Plan*. If you have questions regarding the *Settlement*, you can contact *Class Counsel* listed on page 3 above.

This *Notice* contains a unique identification number for you, which is the last 5 digits on the address page of the *Notice* appearing directly above your name and address. You will need to provide this identification number to learn your individual share of the *Net Settlement Fund*, which will not be available for several months. If you have questions regarding your individual share of the *Net Settlement Fund*, further information may be found at www.LegacyCountrywidePlanResolution.com or you can call the following toll-free phone number: (866) 759-6519. Please do not contact *Class Counsel* for this information. *Class Counsel* will not have this information.

Your share of the *Net Settlement Fund* will depend on your alleged "*Net Loss*" (further described below), as calculated pursuant to a *Court*-approved *Plan of Allocation*, resulting from the investment of your *Plan* account in the *Countrywide Stock Fund*, which invested in *Countrywide* stock, during the *Class Period*, and the aggregate

amount of all such *Net Losses* of *Class Members*. Because the *Net Settlement Fund* is an amount that is less than the total *Net Losses* of the *Class*, each *Class member's* proportionate recovery will be less than his or her *Net Loss*.

In general, each *Class Member's* proportionate share of the *Net Settlement Fund* will be calculated as follows:

- Using the *Plan's* records and other records as necessary, the *Plan* trustee shall identify each member of the *Class*.
- A "*Net Loss*" will be calculated for each member of the *Class*, equal to
 - (a) the sum of:
 - (i) the dollar amount of the *Participant's Plan* account balance invested in the *Countrywide Stock Fund* at the beginning of the *Class Period*; and
 - (ii) the dollar amount of investments in the *Countrywide Stock Fund* (through employee contributions, employer contributions in cash or stock or cash dividends) added to the *Participant's Plan* account during the *Class Period*;
 - (b) minus the sum of:
 - (iii) the dollar amount of a *Participant's Plan* account balance invested in the *Countrywide Stock Fund* at the end of the *Class Period*; and
 - (iv) the dollar amount of all distributions and transfers of the *Countrywide Stock Fund* from a *Participant's Plan* account during the *Class Period*.
- Following all of the above calculations, the *Net Losses* of all *Class Members* will be totaled, which total shall equal the *Aggregate Net Loss* for the *Class*. A *Net Loss* percentage will be calculated for each *Class Member*, which will equal the ratio of each *Class Member's Net Loss* to the *Aggregate Net Loss*. Each *Class Member* will receive a share of the *Net Settlement Fund* equal to the amount of the *Net Settlement Fund* multiplied by his or her *Net Loss* percentage.
- If, based on the above calculations, the proportionate recovery of a *Class Member* is *de minimis* (i.e., less than \$10) and that *Class Member* no longer has a *Plan* account with a value greater than zero, that proportionate recovery shall be distributed pro rata to other *Class Members*.
- For purposes of calculating your *Net Loss* and any recovery you may receive under this *Settlement*, only your vested interest as determined under the *Plan* will be taken into account.

8. How Can I Receive My Distribution?

You do not need to file a claim. The *Net Settlement Fund* will be allocated to the *Plan* and then, later, to members of the *Class* according to a *Plan of Allocation* to be approved by the *Court*. Allocations to *Participants* will be made into the existing *Plan* accounts of members of the *Class* who are entitled to a distribution under the *Plan of Allocation*. Those members of the *Class* who are entitled to a distribution under the *Plan of Allocation* but who no longer have *Plan* accounts will either receive their allocation from the *Plan* into a new *Plan* account established for them or will receive a distribution from the *Plan* of their share of the *Net Settlement Fund*.

If you are a former *Participant* and have not provided the *Plan* with your current address, please call the following toll-free phone number: (866) 759-6519.

9. When Would I Receive My Distribution?

Distribution of the *Net Settlement Fund* to members of the *Class* is conditioned on several matters, including the *Court's* approval of the *Settlement* and such approval becoming final and no longer subject to any QUESTIONS? CALL TOLL-FREE (888) 426-0457 OR VISIT WWW.COUNTRYWIDE401KSETTLEMENT.COM

appeals to any court. Any appeal of the final approval may take several years. Based on the information the parties possess at this time, if the *Settlement* is approved by the *Court*, and there are no appeals from such approval, it is reasonably anticipated that the distribution will occur in early to mid-2010.

If you have additional questions regarding the timing of the distribution of the *Net Settlement Fund*, you can contact *Class Counsel* listed on page 3 above. Information concerning your individual share of the *Net Settlement Fund* will not be available for several months.

There Will Be No Payments Under The Settlement If The Settlement Agreement Is Terminated.

The *Settlement Agreement* may be terminated on several grounds, including if (1) the *Court* does not approve or materially modifies the *Settlement* or (2) either as modified by the *Court* or as a result of reversal or modification on appeal, the *Court's Final Order* in the case does not satisfy certain terms of the *Settlement*. Should the *Settlement Agreement* be terminated, the *Settlement* will be terminated and the *Action* will proceed as if the *Settlement Agreement* had not been entered into. If you have questions regarding the *Settlement*, you can contact *Class Counsel* listed on page 3 above.

10. Can I Get Out Of The Settlement?

You do not have the right to exclude yourself from the *Settlement*. The *Action* was conditionally certified under Federal Rule of Civil Procedure 23(b)(1) and (2) as a non “opt-out” class action because the *Court* determined the requirements of those rules were satisfied. Thus, it is not possible for any *Participants* or beneficiaries to exclude themselves from the benefits of the *Settlement*. As a *Class Member*, you will be bound by any judgments or orders that are entered in the *Action* for all claims that were or could have been asserted in the *Action* or are otherwise included in the release under the *Settlement*.

Although you cannot opt out of the *Settlement*, you can object to the *Settlement* and ask the *Court* not to approve it. See Answer to Question No. 13, below.

THE LAWYERS REPRESENTING YOU

11. Do I Have A Lawyer In The Case?

The *Court* has appointed the law firm Keller Rohrback L.L.P. as *Class Counsel* in the *Action*. If you want to be represented by your own lawyer, you may hire one at your own expense.

12. How Will The Lawyers Be Paid?

Class Counsel will file a petition for the award of attorneys’ fees and expenses. This petition will be considered at the *Fairness Hearing*. The *Defendants* have agreed not to oppose the amount of attorneys’ fees, costs, expenses or any award to the *Named Plaintiff* to the extent such fees, costs, expenses and awards are consistent with the terms of the *Settlement Agreement*. *Class Counsel* has agreed to limit application for an award of attorneys’ fees to not more than 27.5% of the *Settlement Amount* and to limit reimbursement of expenses incurred in connection with the prosecution of the *Action* to no more than \$500,000.

In addition, the *Named Plaintiff* in the *Action* will share in the allocation of the money paid to the *Plan* on the same basis and to the same extent as all other members of the *Class*, except that, in addition, the *Named Plaintiff* may apply to the *Court* for compensation of up to \$10,000. Any compensation awarded to the *Named Plaintiff* by the *Court* will be payable from the proceeds of the *Settlement*.

13. How Do I Tell The Court If I Don’t Like The Settlement?

If you are a *Class Member*, you can tell the *Court* that you do not agree with the *Settlement* or some part of it, including the attorneys’ fees and expenses the attorneys intend to seek or request for compensation to the *Named*

QUESTIONS? CALL TOLL-FREE (888) 426-0457 OR VISIT WWW.COUNTRYWIDE401KSETTLEMENT.COM

Plaintiff. To object, you must send a letter or other written filing saying that you object to the *Settlement* in *Alvidres v. Countrywide Financial Corporation et al.*, Case No. 2:07-cv-05810-JWF-(CTx). Be sure to include your name, address, telephone number, signature, and a full explanation of all reasons you object to the *Settlement*. Your written objection must be filed with the Court by October 30, 2009. The *Court's* address is Clerk of the Court U.S. District Court, Central District of California, 312 N. Spring St., Los Angeles, CA 90012. Your written objection must also be mailed to the counsel listed below, **to be received by no later than 10 court days prior to the date of the Fairness Hearing**:

PLAINTIFFS' LEAD COUNSEL	DEFENDANTS' COUNSEL
Keller Rohrback L.L.P. Attn: Lynn Lincoln Sarko Derek W. Loeser 1201 Third Avenue, Ste 3200 Seattle, Washington 98101 <i>Class Counsel</i>	Goodwin Procter LLP Attn: Brian E. Pastuszewski James O. Fleckner 53 State Street Exchange Place Boston, MA 02109 <i>Counsel for Countrywide and some individual defendants</i> Goodwin Procter LLP Attn: Michael K. Isenman 901 New York Avenue, NW Washington, D.C. 20001 <i>Counsel for Countrywide and some individual defendants</i>

THE COURT'S FAIRNESS HEARING

The *Court* will hold a hearing to decide whether to approve the *Settlement* as fair, reasonable and adequate (the "*Fairness Hearing*"). You may attend the *Fairness Hearing*, and you may ask to speak, but you do not have to attend.

14. When And Where Will The Court Decide Whether To Approve The Settlement?

The *Court* will hold a *Fairness Hearing* at 1:30 p.m. on November 16, 2009, at the United States District Court for the Central District of California, 312 N. Spring St., Los Angeles, California 90012, in Courtroom 16 (Judge John F. Walter).

IF YOU DO NOT WISH TO OBJECT TO THE PROPOSED SETTLEMENT, THE APPLICATION FOR ATTORNEYS' FEES AND EXPENSES, THE APPLICATION FOR NAMED PLAINTIFF AWARD, OR THE PLAN OF ALLOCATION, YOU NEED NOT ATTEND THE FAIRNESS HEARING.

At that hearing, the *Court* will consider whether the *Settlement* is fair, reasonable, and adequate. If there are objections, the *Court* will consider them. After the *Fairness Hearing*, the *Court* will decide whether to approve the *Settlement*. The *Court* will also rule on the petition for *Class Counsel's* attorneys' fees, costs, expenses and any award to the *Named Plaintiff*.

15. Do I Have To Come To The Fairness Hearing?

No. *Class Counsel* will answer questions the *Court* might have. But you are welcome to come at your own expense. If you send an objection, you do not have to come to *Court* to talk about it. As long as you mailed your

QUESTIONS? CALL TOLL-FREE (888) 426-0457 OR VISIT WWW.COUNTRYWIDE401KSETTLEMENT.COM

written objection on time, it will be before the *Court* when the *Court* considers whether to approve the *Settlement* as fair, reasonable and adequate. You also may pay your own lawyer to attend the *Fairness Hearing*, but such attendance is not necessary.

16. May I Speak At The Fairness Hearing?

If you are a *Class Member*, you may ask the *Court* for permission to speak at the *Fairness Hearing*. To do so, you must send a letter or other paper called a “Notice of Intention to Appear at Fairness Hearing in *Alvidres v. Countrywide Financial Corporation et al.*, Case No. 2:07-cv-05810-JWF-(CTx).” Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be served on the attorneys and filed with the Clerk of the Court, at the address listed in the Answer to Question No. 13, **and must be received by no later than 10 court days prior to the date of the Fairness Hearing.**

IF YOU DO NOTHING

17. What Happens If I Do Nothing At All?

If you do nothing and you are a *Settlement Class Member*, you will participate in the *Settlement* of the *Action* as described above in this *Notice* if the *Settlement* is approved.

GETTING MORE INFORMATION

18. Are There More Details About The Settlement?

This *Notice* summarizes the proposed *Settlement*. The complete *Settlement* is set forth in the *Settlement Agreement*. You may obtain a copy of the *Settlement Agreement* at www.Countrywide401kSettlement.com, by calling *Class Counsel* at (888) 426-0457, or by emailing *Class Counsel* at countrywide401ksettlement@gardencitygroup.com.

19. How Do I Get More Information?

If you have general questions regarding the *Settlement*, you can contact *Class Counsel* listed on page 3 above or review the information contained at www.Countrywide401kSettlement.com.

