

CHRISTOPHER LOMETTI
DANIEL B. REHNS
COHEN MILSTEIN SELLERS & TOLL PLLC
88 Pine Street, Fourteenth Floor
New York, New York 10005
Telephone: (212) 838-7797
Facsimile: (212) 838-7745
E-mail: drehns@cohenmilstein.com

Lead Counsel for Plaintiffs

[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

MAINE STATE RETIREMENT SYSTEM,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*

Defendants.

No. 2:10-CV-00302 MRP
(MAN)

CLASS ACTION

~~[PROPOSED]~~ ORDER
GRANTING CLASS
CERTIFICATION AND
APPROVING CLASS
COUNSEL AND APPROVING
THE FORM AND METHOD
FOR DISTRIBUTION OF
NOTICE OF PENDENCY OF
CLASS ACTION

Hon. Mariana R. Pfaelzer
Ctrm: 12

[PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
METHOD OF DISTRIBUTION OF NOTICE OF
PENDENCY OF CLASS ACTION

1 WHEREAS, on September 2, 2011, Lead Plaintiff Iowa Public Employees'
2 Retirement System ("IPERS") and class representatives Orange County
3 Employees' Retirement System ("OCERS"), Oregon Public Employees'
4 Retirement System ("OPERS") and the General Board of Pension and Health
5 Benefits of the United Methodist Church ("GBPHB") (collectively, "Plaintiffs")
6 filed an Amended Motion for Class Certification;

7 WHEREAS, on September 30, 2011, the parties stipulated to a proposed
8 class that comports with the Court's previous rulings on the motions to dismiss
9 dated November 4, 2010, May 5, 2011 and September 14, 2011;

10 WHEREAS, on October 12, 2011 the Court certified the action and directed
11 Plaintiffs to prepare and file a final order for signature by the Court;

12 WHEREAS, the Court has considered the parties' stipulation, the entire
13 record, and other good cause known to the Court; and

14 WHEREAS, the class certified herein ("Class") satisfies the requirements of
15 Fed. R. Civ. P. 23. The Court finds that:

16 (a) the Class described below is so numerous that joinder of all members
17 thereof is impracticable in that there are hundreds of members in the Class;

18 (b) there are questions of law and fact common to the Class, including
19 whether the offering documents for each tranche set forth below ("Offering
20 Documents") contain untrue statements or omissions about the underwriting
21 practices actually used to originate the loans backing each tranche, and whether
22 these alleged misstatements and omissions were material;

23 (c) the claims of Plaintiffs are typical of the claims of the members of the
24 Class they seek to represent, as Plaintiffs' claims arose from the same alleged
25 events, practices, and course of conduct as the claims of other members of the
26 respective subclasses, including that Plaintiffs allege to have purchased the

27 [PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
28 APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
METHOD OF DISTRIBUTION OF NOTICE OF
PENDENCY OF CLASS ACTION

1 securities at issue pursuant and/or traceable to Offering Documents which
2 Plaintiffs allege contained material misstatements and omissions regarding the
3 underwriting practices for the mortgage loans in each of the underlying pools;

4 (d) Plaintiffs will fairly and adequately represent the interests of the Class.
5 There are no conflicts between Plaintiffs and other Class members and Plaintiffs
6 allegedly were affected by the same alleged misstatements and omissions as all
7 subclass members within each respective subclass that Plaintiffs seek to represent;

8 (e) common questions of law and fact, including those common questions
9 listed above, predominate over any questions affecting only individual members of
10 each subclass; and

11 (f) a class action is superior to other available methods for the fair and
12 efficient adjudication of the controversy;

13 WHEREAS, the Parties have conferred regarding the form and method of
14 distribution of the Notice of Pendency of Class Action ("Notice") annexed hereto
15 as Exhibit A and the Summary Notice of Pendency of Class Action ("Summary
16 Notice") annexed hereto as Exhibit B; and

17 WHEREAS, Plaintiff has engaged Rust Consulting, Inc. ("Rust Consulting")
18 to publish, disseminate and administer the proposed method set forth herein of
19 notifying the Class of the pendency of this class action (the "Notice Program")
20 Notice Program described below:

21 THEREFORE, it is hereby **ORDERED AND DECREED** that:

22 1. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this
23 action is certified as a class action under Rule 23(b)(3) on behalf the following
24 Class:

25 All persons or entities who, at any time prior to January 14, 2010,
26 purchased MBS in any of the tranches listed below pursuant and/or
27 traceable to Registration Statements, Original Basic Prospectuses,
28 [PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
METHOD OF DISTRIBUTION OF NOTICE OF
PENDENCY OF CLASS ACTION

1 and Prospectus Supplements filed with the Securities and Exchange
2 Commission by Defendants CWALT, Inc.; CWABS, Inc.; CWMBS,
3 Inc.; and CWHEQ, Inc. and who were damaged thereby. The Class
4 will be composed of eight subclasses, one for each of the tranches set
5 forth below:

- 6 1) CWALT 2005-62 (2A1) (CUSIP No. 12668ATT2);
- 7 2) CWALT 2005-72 (A1) (CUSIP No. 12668A3N3);
- 8 3) CWHEL 2005-H (2A) (CUSIP No. 126685AP1);
- 9 4) CWL 2006-S3 (A2) (CUSIP No. 23242MAB7);
- 10 5) CWHL 2005-HYB9 (3A2A) (CUSIP No. 126670JY5);
- 11 6) CWL 2006-9 (1AF3) (CUSIP No. 12666RAC4);
- 12 7) CWL 2006-24 (2A1) (CUSIP No. 23243HAB7);
- 13 8) CWHL 2006-HYB3 (2A1A) (CUSIP No. 1266943Y2).

14 2. Excluded from the class are Defendants, their officers and directors at
15 all relevant times, members of their immediate families, their legal representatives,
16 heirs, successors or assigns, and any entity in which any Defendant has or had a
17 majority interest.

18 3. For good cause shown, the Court appoints Plaintiffs as the Class
19 representatives for each subclass set forth in Paragraph 1 above as follows:

Countrywide Certificates	Class Representative
CWALT 2005-62, Class 2A1 Certificates	OPERS
CWALT 2005-72, Class A1 Certificates	OPERS
CWHEL 2005-H, Class 2A Certificates	OPERS
CWL 2006-S3, Class A2 Certificates	IPERS
CWHL 2005-HYB9, Class 3A2A Certificates	OPERS
CWL 2006-9, Class 1AF3 Certificates	GBPHB
CWL 2006-24, Class 2A1 Certificates	GBPHB
CWHL 2006-HYB3, Class 2A1A Certificates	OCERS

27 [PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
28 APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
METHOD OF DISTRIBUTION OF NOTICE OF
PENDING OF CLASS ACTION

1 4. For good cause shown, pursuant to Fed. R. Civ. P. 23(g) the Court
2 appoints the law firm of Cohen Milstein Sellers & Toll PLLC as Class Counsel and
3 the law firm of Glancy Binkow & Goldberg LLP as Liaison Counsel.

4 5. The Court approves the form, substance and requirements of the
5 proposed Notice of Pendency of Class Action ("Notice") (attached hereto as
6 Exhibit A) and Summary Notice of Pendency of Class Action ("Summary Notice")
7 (attached hereto as Exhibit B). The form and content of these Notices comply with
8 the requirements of Fed. R. Civ. P. 23(c)(2)(B) and due process.

9 6. The Court approves the selection of Rust Consulting to publish,
10 disseminate and administer the Notice Program.

11 7. Within fourteen (14) days of receipt of a copy of this Order, Rust
12 Consulting will mail the Notice by First Class mail to all persons or entities that
13 have been previously identified by Plaintiffs in discovery as custodians, nominees
14 and beneficial holders of the Countrywide Certificates.

15 8. Brokerage firms, banks, nominees, or any other persons or entities
16 who purchased or otherwise acquired the Countrywide Certificates on behalf of a
17 beneficial holder shall, within fourteen (14) days of receipt of the Notice, either
18 provide Rust Consulting with a list of the names and addresses of such beneficial
19 holders, or directly mail the Notice by First Class mail to such beneficial holders.
20 In the event that such brokerage firms, banks, or nominees provide Rust
21 Consulting with a list of beneficial holders, Rust Consulting shall mail the Notice
22 by First Class mail to all beneficial holders identified by any brokerage firm, bank,
23 or nominee within fourteen (14) days of receipt of such information.

24 9. Rust Consulting will provide printed Notices to all custodians or
25 nominees who request additional copies (at no cost) for the purpose of mailing
26 them to beneficial holders.

27
28 [PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
 APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
 METHOD OF DISTRIBUTION OF NOTICE OF
 PENDENCY OF CLASS ACTION

1 10. Within fourteen (14) days of the entry of this Order, Rust Consulting
2 shall cause to be published the Summary Notice, substantially in the form attached
3 hereto as Exhibit B, in Investors' Business Daily which will provide class members
4 with a toll free hotline number and information on how to obtain the Notice.
5 Within thirty (30) days of the entry of this Order, Class Counsel shall file proof of
6 publication of the Summary Notice with the Court.

7 11. Within fourteen (14) days of the entry of this Order, Class Counsel
8 shall make the Summary Notice available on the DTC Electronic Legal Notice
9 system.

10 12. The Court finds, pursuant to Fed. R. Civ. P. 23(c)(2)(B), that the
11 proposed Notice Program constitutes the best notice practicable under the
12 circumstances and comports with due process, and hereby approves the Notice
13 Program and forms of Notice and Summary Notice, annexed as Exhibits A and B
14 hereto.

15 13. Class members shall be bound by all orders, determinations and
16 judgments in this action, whether favorable or unfavorable unless such persons
17 demand exclusion from the Class in a timely manner and in accordance with the
18 requirements set forth in the Notice. Class members who seek to be excluded from
19 the class shall have 90 days from the date of this Order to request exclusion as set
20 forth in the attached Notice.

21 14. Class members who demand exclusion from the Class shall not be
22 bound by any orders, determinations and judgments in this action, whether
23 favorable or unfavorable.

24
25 DATED: November 16, 2011

Mariana R. Pfaelzer

Hon. Mariana R. Pfaelzer
United States District Court Judge

26
27
28 [PROPOSED] ORDER GRANTING CLASS CERTIFICATION AND
APPROVING CLASS COUNSEL AND APPROVING THE FORM AND
METHOD OF DISTRIBUTION OF NOTICE OF
PENDENCY OF CLASS ACTION

CHRISTOPHER LOMETTI
DANIEL B. REHNS
COHEN MILSTEIN SELLERS & TOLL PLLC
88 Pine Street, Fourteenth Floor
New York, New York 10005
Telephone: (212) 838-7797
Facsimile: (212) 838-7745
E-mail: drehns@cohenmilstein.com

Lead Counsel for Plaintiffs

[Additional Counsel on Signature Page]

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

MAINE STATE RETIREMENT SYSTEM,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

COUNTRYWIDE FINANCIAL
CORPORATION, *et al.*

Defendants.

No. 2:10-CV-00302 MRP
(MAN)

CLASS ACTION

**NOTICE OF PENDENCY OF
CLASS ACTION**

**Your legal rights might be affected
if you are a member of the following group:¹**

ALL PERSONS OR ENTITIES WHO, AT ANY TIME PRIOR TO JANUARY 14, 2010, PURCHASED MORTGAGE-BACKED SECURITIES IN ANY OF THE TRANCHES LISTED BELOW PURSUANT AND/OR TRACEABLE TO REGISTRATION STATEMENTS, ORIGINAL BASIC PROSPECTUSES, AND PROSPECTUS SUPPLEMENTS (COLLECTIVELY, THE "OFFERING DOCUMENTS") FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") BY DEFENDANTS CWALT, INC. ("CWALT"); CWABS, INC. ("CWABS"); CWMBS, INC. ("CWMBS"); AND CWHEQ, INC. ("CWHEQ") AND WHO WERE DAMAGED THEREBY:

¹ The Class does not include any of the Defendants in the lawsuit, their officers and directors at all relevant times, members of their immediate families, and their legal representatives, heirs, successors or assigns and any entity in which any Defendant has or had a majority interest.

Offered Certificates		
Offering	Class	CUSIP
CWALT 2005-62	2A1	12668ATT2
CWALT 2005-72	A1	12668A3N3
CWHEL 2005-H	2A	126685AP1
CWL 2006-S3	A2	23242MAB7
CWHL 2005-HYB9	3A2A	126670JY5
CWL 2006-9	1AF3	12666RAC4
CWL 2006-24	2A1	23243HAB7
CWHL 2006-HYB3	2A1A	12666943Y2

A Federal Court authorized this notice. This is not a solicitation from a lawyer.

You have not been sued.

1. Why did I get this Notice?

The Court in charge of this lawsuit has ordered that this Notice be sent to persons who are included in the above group to advise them that this lawsuit has been certified as a class action and that they are Class Members. You received this Notice because you were identified as a potential Class Member. In a class action, one or more people files suit on behalf of others with similar claims, called Class Members. If you are a Class Member, your rights will be affected by this lawsuit.

The Class, which is more specifically defined above and consists of eight sub-classes (one for each of the Countrywide Certificates identified above), consists of purchasers of the Countrywide Certificates pursuant and/or traceable to the Offering Documents prior to January 14, 2010 who were damaged thereby. Plaintiffs in the lawsuit and representatives of the Class are Iowa Public Employees' Retirement System, Orange County Employees' Retirement System, Oregon Public Employees' Retirement System and the General Board of Pension and Health Benefits of the United Methodist Church, purchasers of the Countrywide Certificates who claim to have been damaged thereby. Defendants named in the lawsuit are Countrywide Financial Corporation, Countrywide Securities Corporation, Countrywide Home Loans, Inc., Countrywide Capital Markets, CWALT, Inc., CWMBBS, Inc., CWABS, Inc., CWHEQ, Inc., Deutsche Bank Securities, Inc., UBS Securities LLC, Goldman, Sachs & Co., RBS Securities Inc., HSBC Securities (USA), Inc., Stanford L. Kurland, David A. Spector, Eric P. Sieracki and David A. Sambol (collectively, "Defendants").

This Notice only advises you of the existence of the lawsuit and of your rights if you are a Class Member. The Court has not made any determination as to the ultimate merits of the claims or the defenses in the lawsuit. If you received this Notice but are not a Class Member, you do not need to take any action. Your rights will not be affected.

2. What is this lawsuit about?

Plaintiffs brought this lawsuit on behalf of themselves and other similarly situated purchasers of the Countrywide Certificates identified above that were issued by subsidiaries of Countrywide Financial Corporation ("CFC") (collectively "Countrywide") and underwritten by Countrywide Securities Corporation, Deutsche Bank Securities, UBS Securities, LLC, RBS Securities Inc., HSBC Securities (USA) LLC and Goldman, Sachs & Co. (collectively the "Underwriter Defendants"). This lawsuit alleges that the Countrywide Defendants, the Underwriter Defendants and various former officers and directors of Countrywide violated Sections 11, 12(a)(2) and/or 15 of the Securities Act of 1933 ("Securities Act") by misstating and omitting from the Offering Documents information about the systematic disregard of the stated underwriting guidelines used to originate the mortgage loan collateral that supported the Certificates, and that these alleged misstatements and omissions artificially inflated the value of the Certificates during the Class Period.

The lawsuit alleges, *inter alia*, that Defendants misstated that the underwriting guidelines set forth in the Offering Documents were used to "evaluate the prospective borrower's credit standing and repayment ability and the value and adequacy of the mortgaged property as collateral;" that exceptions to the underwriting guidelines were granted only "where compensating factors were demonstrated by the borrower;" and that Countrywide ensured that the loans were "originated in accordance with" the stated underwriting guidelines when in fact, these guidelines were systematically disregarded in the origination of the Certificate collateral. Defendants have denied and continue to deny all of these allegations.

3. What is the Plaintiff asking the Court to do?

The lawsuit asks the Court to find that the Defendants have violated the federal securities laws for the reasons referenced above, and that Plaintiff and the Class are entitled to damages. The lawsuit also seeks interest, attorneys' fees, costs and other relief. Certification of the Class by the Court is not an assurance that Class members will recover damages. Entitlement to, and the amount of any damages awarded, must be proven by Plaintiff at trial. Currently, a trial date has not been set in this Action.

4. How can I see a copy of the documents in the case?

You may review a copy of the current Complaint, the Class Certification Order and certain other documents in the case, by visiting the following website: <http://www.cohenmilstein.com/cases/224/countrywide-mortgage-backed-securities-mbs-litigation>. If you are interested in reviewing copies of other publicly filed documents in the case, you may either write or email Class Counsel at the address listed below requesting copies of those documents or visit the United States District Court for the Central District of California, Los Angeles.

5. How have the Defendants responded to the claims in this Litigation?

Among other things, Defendants deny all of the allegations of wrongdoing made against them in this lawsuit. Without limiting the generality of the foregoing, Defendants deny that any statements in the Offering Materials were inaccurate or misleading, that the Offering Materials omitted any material information, and deny any liability to Plaintiffs or any other Class Members. Defendants assert that Plaintiffs and other Class Members have not been damaged, and that any alleged losses suffered by Plaintiffs or other Class Members and/or any reduction in the alleged market value of the Countrywide Certificates or the collateral underlying the Countrywide Certificates was the result of market forces and not any wrongdoing by Defendants.

6. Do I have a lawyer in the case?

The Court has approved the following law firm to serve as Lead Counsel for the Class:

**COHEN MILSTEIN SELLERS
& TOLL PLLC**

Steven J. Toll
Julie Goldsmith Reiser
Joshua Devore
1100 New York Avenue, NW
Suite 500 West
Washington, DC 20005
Telephone: (202) 408-4600
Email: stoll@cohenmilstein.com
jreiser@cohenmilstein.com
jdevore@cohenmilstein.com

**COHEN MILSTEIN SELLERS
& TOLL PLLC**

Christopher Lometti
Daniel Rehns
88 Pine Street, 14th Floor
New York, N.Y. 10005
Telephone: (212) 838-7797
Email: clometti@cohenmilstein.com
drehns@cohenmilstein.com

The Court has approved this law firm to serve as Class Counsel, but you have the right to also retain your own counsel at your own expense (though you are not required to retain separate counsel). Class Counsel intends to seek a remedy on behalf of all class members.

7. How will the lawyers be paid?

Counsel for the Class has agreed to pursue this Class Action on a contingent fee basis. This means that all attorneys' fees and expenses are payable only out of money recovered for the Class, if any, awarded by the Court.

Class Members will not have to separately pay lawyers any additional amounts (unless they retain their own separate counsel).

8. How do I participate in this Class Action?

If you fall within the definition of the Class set forth above, you are a Class Member. **YOU DO NOT NEED TO DO ANYTHING AT THIS TIME.**

As a Class Member, and unless you exclude yourself from the Class in the manner described in section 9 below, you will be bound by any judgment entered or settlement reached in this lawsuit, whether favorable or unfavorable. An unfavorable judgment will NOT reduce the amount of your investment. **No judgment has been entered or settlement reached at this time.** In the event that a proposed settlement of the lawsuit is reached, it will be subject to approval by the Court. You will receive notice of any such proposed settlement, and Class Members who have not previously excluded themselves will have an opportunity to object to the terms of the proposed settlement, and may be required to submit a Proof of Claim to demonstrate their entitlement to any payment.

Any Class Member who does not direct to be excluded from the Class, and does not wish to be represented by Counsel for the Class appointed by the Court, may also enter an appearance in the lawsuit through their own counsel, at their own expense.

9. How can I exclude myself from the class?

If you wish to be excluded from the Class, you must submit a direction in writing to be excluded in accordance with the instructions in the next paragraph. If you choose to be excluded: (1) you will NOT be entitled to share in any recovery from any settlement or judgment, if any, that may be paid to members of the Class as a result of a trial or other settlement of this lawsuit; (2) you will NOT be bound by any judgment or release entered in this lawsuit; and (3) at your own expense, you MAY pursue any claims that you have by filing your own lawsuit or taking other action.

To be excluded, a person shall mail, by first class mail, a written direction to be excluded from the Class, **postmarked no later than [90 days from the date of this Notice], 2011** addressed to the Notice Administrator at: **COUNTRYWIDE MBS LITIGATION EXCLUSIONS c/o Rust Consulting Inc. P.O. Box 2630, Faribault, MN 55021-9630.** In order to be valid, any direction to be excluded must set forth following information: (i) the directing person or entity's name, address, daytime telephone number, e-mail address (if any) and signature; (ii) details of all transactions in the Countrywide Certificates that were purchased, otherwise acquired, or sold at any time prior to January 14, 2010 (the "Class Period"), including the amounts of and date(s) on which such Certificates were purchased, otherwise acquired, or sold; and (iii) a statement that such person or entity "directs that they be excluded from the Class in the *Maine State Retirement System v. Countrywide Financial Corporation, et al.*, 10-CV-00302 (MRP)." The direction must be signed by such person or duly authorized representative of such entity and must attach documentation, in the form of brokerage statements, bank statements, trade confirmations or the like, evidencing any and all transactions, including purchases and sales, in the Countrywide Certificates. **You should only direct to be excluded if you do NOT wish to participate in the Class Action and do not wish to share in any potential recovery that the Class may obtain.**

10. How can I find out more?

This Notice contains only a summary of the litigation and your rights as a potential Class Member. For more detailed information regarding the matters involved in this litigation, please refer to the papers on file in this litigation, which may be inspected at the Office of the Clerk of Court, United States Courthouse, 312 N. Spring Street, Los Angeles, California 90012 (or are available online for a fee by obtaining a password at www.uscourts.gov). Inquiries regarding this litigation may be addressed to Class Counsel or the Notice Administrator at the following:

Class Counsel:	Notice Administrator:
<p>COHEN MILSTEIN SELLERS & TOLL PLLC Steven J. Toll Julie Goldsmith Reiser Joshua Devore 1100 New York Avenue, NW Suite 500 West Washington, DC 20005 Telephone: (202) 408-4600 Email: stoll@cohenmilstein.com jreiser@cohenmilstein.com jdevore@cohenmilstein.com</p> <p>COHEN MILSTEIN SELLERS & TOLL PLLC Christopher Lometti Daniel Rehns 88 Pine Street, 14th Floor New York, N.Y. 10005 Telephone: (212) 838-7797 Email: clometti@cohenmilstein.com drehns@cohenmilstein.com</p>	<p>COUNTRYWIDE MBS LITIGATION c/o Rust Consulting Inc. P.O. Box 2630 Faribault, MN 55021-9630 Telephone: (855) 460-1530 info@CountrywideMBSLitigation.com</p>

If this Notice was mailed to you at an old address, or if you move, please advise the Notice Administrator of your current address at the above address so that you can receive any future Notices.

12. Notice to Persons or Entities Holding Ownership on Behalf of Others

All brokerage firms, banks and/or other persons or entities who purchased Countrywide Certificates during the Class Period as a nominee for a beneficial owner are, within fourteen (14) days after receipt of this Notice, requested to: (1) provide a list of names and addresses of such beneficial owners to the Notice Administrator who will complete the mailing of this Notice to such owners; or (2) send a copy of this Notice by first class mail to all such beneficial owners. Should a nominee choose to have the Notice Administrator complete the mailing of the Notice, the list of beneficial owners should be provided to the Notice Administrator at:

COUNTRYWIDE MBS LITIGATION
c/o Rust Consulting Inc.
P.O. Box 2630
Faribault, MN 55021-9630

You may obtain from the Notice Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement of reasonable administrative costs actually incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Notice Administrator.

**PLEASE DO NOT CALL THE COURT OR THE CLERK'S OFFICE
REGARDING THIS NOTICE.**

DATED:

November 16, 2011

Mariana R. Pfaelzer

Hon. Mariana R. Pfaelzer
United States District Court Judge

LEGAL NOTICE

ATTENTION PURCHASERS OF COUNTRYWIDE MORTGAGE PASS-THROUGH CERTIFICATES

SUMMARY NOTICE OF PENDENCY OF CLASS ACTION

TO: ALL PERSONS OR ENTITIES WHO, AT ANY TIME PRIOR TO JANUARY 14, 2010, PURCHASED MORTGAGE-BACKED SECURITIES IN ANY OF THE TRANCHES LISTED BELOW PURSUANT AND/OR TRACEABLE TO REGISTRATION STATEMENTS, ORIGINAL BASIC PROSPECTUSES, AND PROSPECTUS SUPPLEMENTS (COLLECTIVELY, THE "OFFERING DOCUMENTS") FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") BY DEFENDANTS CWALT, INC. ("CWALT"); CWABS, INC. ("CWABS"); CWMBS, INC. ("CWMBS"); AND CWHEQ, INC. ("CWHEQ") AND WHO WERE DAMAGED THEREBY

Offered Certificates

Offering	Class	CUSIP
CWALT 2005-62	2A1	12668ATT2
CWALT 2005-72	A1	12668A3N3
CWHEL 2005-H	2A	126685AP1
CWL 2006-S3	A2	23242MAB7
CWHL 2005-HYB9	3A2A	126670JY5
CWL 2006-9	1AF3	12666RAC4
CWL 2006-24	2A1	23243HAB7
CWHL 2006-HYB3	2A1A	12666943Y2

YOU ARE HEREBY NOTIFIED THAT A CLASS HAS BEEN CERTIFIED IN PENDING LITIGATION THAT MAY AFFECT YOUR RIGHTS.

If you are a member of the class described above, your rights may be affected by the lawsuit referred to as *Maine State Retirement System v. Countrywide Financial Corporation, et al.*, 10-CV-00302 (MRP) (the "Action"), which is now pending before the United States District Court for the Central District of California (the "Court"), brought by Lead Plaintiff Iowa Public Employees Retirement System and class representatives, Orange County Employees Retirement System, Oregon Public Employees Retirement System and the General Board of Pension and Health Benefits of the United Methodist Church, on behalf of themselves and others similarly situated, against Countrywide Financial Corporation, Countrywide Securities Corporation, Countrywide Home Loans, Inc., Countrywide Capital Markets, CWALT, Inc., CWMBS, Inc., CWABS, Inc., CWHEQ, Inc., Deutsche Bank Securities, Inc., UBS Securities LLC, Goldman, Sachs & Co., RBS Securities Inc., HSBC Securities (USA), Inc., Stanford L. Kurland, David A Spector, Eric P. Sieracki and David A. Sambol (collectively, "Defendants").

The Court determined that the Action may proceed as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure, and has certified a class consisting of eight subclasses, one for each of the Countrywide Certificates identified above. You may be a member of the Class. Excluded from the Class are Defendants; the other officers and directors of Defendants; members of their immediate families and their legal representatives, heirs, successors, or assigns; and any entity in which Defendants have or had a majority interest.

This Notice is not an expression of any opinion by the Court with respect to the merits of the claims or the defenses asserted in the Action. There has been no settlement with or recovery against the Defendants in this Action, and the Defendants deny any liability whatsoever to the Class. This Notice is merely to advise you of the pendency of this Action and of your rights therein.

If you have not yet received the "Notice of Pendency of Class Action" which describes the Action and your related rights in detail, you may obtain a copy by contacting:

COUNTRYWIDE MBS LITIGATION
c/o Rust Consulting Inc.
P.O. Box 2630
Faribault, MN 55021-9630
Telephone: (855) 460-1530

If you fall within the definition of the Class set forth above, you are a member of the Class. **IF YOU WISH TO REMAIN A MEMBER OF THE CLASS, YOU DO NOT NEED TO DO ANYTHING AT THIS TIME.**

If you wish to be excluded from the Class, you must send a direction to be excluded to COUNTRYWIDE MBS LITIGATION EXCLUSIONS c/o Rust Consulting Inc., P.O. Box. 2630, Faribault, MN 55021-9630, postmarked no later than **[90 days from the date of the Notice]**. There are specific requirements for being excluded that are set forth in the detailed Notice of Pendency of Class Action. In addition, inquiries regarding this litigation may be addressed to:

Class Counsel:	Notice Administrator:
COHEN MILSTEIN SELLERS & TOLL PLLC Steven J. Toll Julie Goldsmith Reiser Joshua Devore 1100 New York Avenue, NW Suite 500 West Washington, DC 20005 Telephone: (202) 408-4600 Email: stoll@cohenmilstein.com jreiser@cohenmilstein.com jdevore@cohenmilstein.com	COUNTRYWIDE MBS LITIGATION c/o Rust Consulting Inc. P.O. Box 2630 Faribault, MN 55021-9630 Telephone: (855) 460-1530 info@CountrywideMBSLitigation.com
COHEN MILSTEIN SELLERS & TOLL PLLC Christopher Lometti Daniel Rehns	

88 Pine Street, 14th Floor New York, N.Y. 10005 Telephone: (212) 838-7797 Email: clometti@cohenmilstein.com drehs@cohenmilstein.com	
---	--

**PLEASE DO NOT CALL THE COURT OR THE CLERK'S OFFICE
REGARDING THIS NOTICE.**

DATED: _____

November 16, 2011

Mariana R. Pfaelzer

Hon. Mariana R. Pfaelzer
United States District Court Judge