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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE FANNIE MAE 2008 SECURITIES LITIGATION	: : : : :	Master File No. 08 Civ. 7831 (PAC) ECF Case
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**PROPOSED REVISED ORDER APPROVING PLAN OF ALLOCATION**

This matter came for hearing before the Court on March 3, 2015 (the “Settlement Hearing”), on the application of Common Stock Lead Plaintiffs Massachusetts Pension Reserves Investment Management Board (“PRIM”) and State Boston Retirement Board (“SBRB”), and Preferred Stock Lead Plaintiff Tennessee Consolidated Retirement System (“TCRS”) (collectively, Lead Plaintiffs”), on behalf of themselves and the Settlement Classes,<sup>1</sup> to determine, among other things, whether the Plan of Allocation is fair and reasonable and should be approved by the Court. The Court, having considered all papers filed and proceedings had herein and otherwise being fully informed, finds as follows:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, the Court hereby finds and concludes that due and adequate notice of these proceedings was directed to all persons and entities who are Members of the Settlement Classes advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Members of the Settlement Classes to be heard with respect to the Plan of Allocation. There has been one objection to the Plan of Allocation, which is hereby rejected.

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<sup>1</sup> Unless otherwise noted, capitalized terms not defined herein are defined in the Stipulation and Agreement of Settlement, dated as of October 24, 2014 (“Stipulation”) (ECF No. 522-1).

2. The Court hereby finds and concludes that the Plan of Allocation for the calculation of the claims of Authorized Claimants that is set forth in the Notice of (I) Proposed Class Action Settlement and Plan of Allocation; (II) Settlement Hearing; And (III) Requests for Awards of Attorneys' Fees and Litigation Expenses ("Notice"), which was disseminated to Members of the Settlement Classes, provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Members of the Settlement Classes.

3. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable, and the Court hereby approves the Plan of Allocation.

Dated: March 3, 2015  
New York, New York



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HONORABLE PAUL A. CROTTY  
UNITED STATES DISTRICT JUDGE