

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

In re INDYMAC MORTGAGE-BACKED
SECURITIES LITIGATION

Master Docket No. 09 Civ. 04583 (LAK)
ECF CASE

This Document Relates To:
ALL ACTIONS

**NOTICE OF PROPOSED PLAN OF ALLOCATION, DISTRIBUTION OF SETTLEMENT FUNDS,
REQUEST TO DISMISS INDYMAC MBS, INC. FROM THE ACTION, MOTION FOR ATTORNEYS'
FEES AND REIMBURSEMENT OF LITIGATION EXPENSES AND HEARING THEREON**

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

Please be advised: Your rights may be affected by the above-captioned class action lawsuit pending in this Court (the “Action”) if you purchased or otherwise acquired Individual Defendant Settlement Certificates¹ pursuant or traceable to any Individual Defendant Settlement Offerings² and were damaged thereby.

Updated Notice on Prior Settlement: On December 18, 2012, the Court granted final approval to Lead Plaintiffs’ settlement with the Individual Defendants³ (the “Individual Defendant Settlement”) for \$6 million in cash (the “Individual Defendant Settlement Amount”).⁴ In an effort to avoid duplicative expenses to the Individual Defendant Settlement Class (defined below) at that time, Lead Plaintiffs delayed distributing payment of the Individual Defendant Net Settlement Fund (defined below) that was generated by that settlement until additional funds generated from future settlements with other remaining defendants would be available for distribution.

Lead Plaintiffs have now reached a proposed settlement of the Action with the Underwriter Defendants⁵ that will resolve all claims against the Underwriter Defendants in the Action (the “Underwriter Defendant Settlement”). Once the proposed Underwriter Defendant Settlement and Plan of Allocation (defined below) are Final and approved by the Court, the Individual Defendant Settlement Amount plus interest earned thereon (the “Gross Individual Defendant Settlement Fund”) less all taxes, Notice and Administration Costs, and attorneys’ fees and reimbursement of Litigation Expenses awarded to

¹ “Individual Defendant Settlement Certificates” means each publicly-offered certificate issued in one of the Individual Defendant Settlement Offerings (defined below). The CUSIP numbers for the Certificates are set forth in Table A-2 to the Plan of Allocation, (as defined in ¶12 herein), which is attached as Appendix A to the accompanying Proof of Claim and Release form (“Proof of Claim Form”) and also available on the Settlement website: www.IndyMacMBSclassaction.com.

² “Individual Defendant Settlement Offerings” mean:

IndyMac INDA Mortgage Loan Trust 2006-AR1	IndyMac INDX Mortgage Loan Trust 2006-AR19
IndyMac INDA Mortgage Loan Trust 2006-AR2	IndyMac INDX Mortgage Loan Trust 2006-AR25
IndyMac INDA Mortgage Loan Trust 2006-AR3	IndyMac INDX Mortgage Loan Trust 2006-AR29
IndyMac INDA Mortgage Loan Trust 2007-AR1	IndyMac INDX Mortgage Loan Trust 2006-AR31
IndyMac INDA Mortgage Loan Trust 2007-AR3	IndyMac INDX Mortgage Loan Trust 2006-AR33
IndyMac INDA Mortgage Loan Trust 2007-AR7	IndyMac INDX Mortgage Loan Trust 2006-AR35
IndyMac INDX Mortgage Loan Trust 2006-AR2	IndyMac INDX Mortgage Loan Trust 2006-FLX1
IndyMac INDX Mortgage Loan Trust 2006-AR3	IndyMac INDX Mortgage Loan Trust 2007-AR5
IndyMac INDX Mortgage Loan Trust 2006-AR4	IndyMac INDX Mortgage Loan Trust 2007-FLX1
IndyMac INDX Mortgage Loan Trust 2006-AR7	IndyMac INDX Mortgage Loan Trust 2007-FLX3
IndyMac INDX Mortgage Loan Trust 2006-AR11	IndyMac MBS Home Equity Mortgage Loan Asset-Backed Trust, Series INABS 2006-D
IndyMac INDX Mortgage Loan Trust 2006-AR12	IndyMac Residential Mortgage-Backed Trust, Series 2006-L2
IndyMac INDX Mortgage Loan Trust 2006-AR14	Residential Asset Securitization Trust 2006-A2
IndyMac INDX Mortgage Loan Trust 2006-AR15	Residential Asset Securitization Trust 2006-A7CB

³ The “Individual Defendants” or “Settled Defendants” are S. Blair Abernathy, John Olinski, Samir Grover, Simon Heyrick and Victor Woodworth.

⁴ The terms of the Individual Defendant Settlement are detailed in the Amended Stipulation and Agreement of Partial Settlement pertaining to that settlement and filed with the Court on July 31, 2012 (the “July 31, 2012 Stipulation of Settlement”) and set forth in the Notice of Pendency of Class Action and Proposed Partial Settlement, Settlement Fairness Hearing and Motion for Reimbursement of Litigation Expenses and Interim Expenses (the “2012 Individual Defendant Settlement Notice”) dated and sent to Individual Defendant Settlement Class Members on or after September 27, 2012. A copy of the 2012 Individual Defendant Settlement Notice is available at: www.IndyMacMBSclassaction.com

⁵ The “Settling Defendants” or “Underwriter Defendants” are Credit Suisse Securities (USA) LLC; Deutsche Bank Securities Inc.; J.P. Morgan Securities LLC (f/k/a J.P. Morgan Securities Inc.); Morgan Stanley & Co., LLC (f/k/a Morgan Stanley & Co. Incorporated); RBS Securities Inc. (f/k/a Greenwich Capital Markets, Inc.) and UBS Securities LLC.

Lead Counsel (the “Individual Defendant Net Settlement Fund”) will be distributed to Individual Defendant Settlement Class Members in accordance with a Plan of Allocation later approved by the Court.

Individual Defendant Settlement Class Members⁶ interested in participating in any distribution of settlement funds must now complete the accompanying Proof of Claim Form.

Please also be advised: The offerings that comprise the Individual Defendant Settlement and the Underwriter Defendant Settlement overlap, but are not identical. It is possible that a claimant could be a member of one or both classes. Lists of all applicable certificates are attached at Table A of the Plan of Allocation, which is attached as Appendix A to the accompanying Proof of Claim Form. Table A-1 lists the Underwriter Defendant Settlement Certificates and Table A-2 lists the Individual Defendant Settlement Certificates. If you are a member of the Underwriter Defendant Settlement Class, you should review the Underwriter Defendant Settlement Notice, which accompanies this Notice or is available from the Claims Administrator listed herein, for information about rights and required actions in connection with that settlement.

Notice of Voluntary Dismissal of Defendant IndyMac MBS, Inc.: Please also be advised that Lead Plaintiffs intend to voluntarily dismiss Defendant IndyMac MBS, Inc. (“IndyMac MBS”), the sole remaining non-settling defendant, without prejudice from the Action. Lead Plaintiffs’ proposed dismissal of IndyMac MBS from the Action is *not* part of the Individual Defendant Settlement. Based on information obtained through discovery, including receipt of a sworn declaration from IndyMac MBS attesting that IndyMac MBS is part of the FDIC’s receivership estate and has almost no assets, no revenue, no reasonable prospects of acquiring revenue and no available insurance, Lead Plaintiffs believe that any judgment entered against IndyMac MBS would be uncollectible. Accordingly, Lead Plaintiffs intend to voluntarily dismiss IndyMac MBS from the Action without prejudice.

Individual Defendant Settlement Class Members have already had the opportunity to exclude themselves from the Individual Defendant Settlement Class and to object to the Individual Defendant Settlement and Lead Counsel’s request for reimbursement of Litigation Expenses and Interim Expenses. This Notice explains important rights and information about how to participate in the Individual Defendant Net Settlement Fund and how to comment/object to (i) the proposed Plan of Allocation; (ii) Lead Counsel’s request for attorneys’ fees and reimbursement of Litigation Expenses and (iii) Lead Counsel’s proposal to dismiss IndyMac MBS from the Action. Your legal rights will be affected whether or not you act.

PLEASE READ THIS NOTICE CAREFULLY!

1. **Description of the Action and the Individual Defendant Settlement Class:** This Notice and the 2012 Individual Defendant Settlement Notice relate to the settlement with the Individual Defendants that was approved by the Court on December 18, 2012. As set forth above, the Individual Defendant Settlement applies to the following class: all persons or entities who purchased or otherwise acquired beneficial interests in the Individual Defendant Settlement Certificates pursuant or traceable to the Individual Defendant Settlement Offerings and were damaged thereby (the “Individual Defendant Settlement Class”).⁷
2. **Statement of Recovery to the Individual Defendant Settlement Class:** As set forth in the 2012 Individual Defendant Settlement Notice, Lead Plaintiffs, on behalf of the Individual Defendant Settlement Class, agreed to settle all Released Claims (as defined in the 2012 Individual Defendant Settlement Notice) against the Individual Defendants and other Released Parties (as defined in the 2012 Individual Defendant Settlement Notice) in exchange for a settlement payment of \$6 million in cash and certain other terms. The Individual Defendant Settlement Amount was deposited into an interest-bearing escrow account (the Gross Individual Defendant Settlement Fund). Once the proposed Underwriter Defendant Settlement and Plan of Allocation are Final and approved by the Court, the Individual Defendant Net Settlement Fund will be distributed to Individual Defendant Settlement Class Members in accordance with a Plan of Allocation.
3. **Statement of Average Distribution Per \$1,000 in Initial Certificate Value:** The Gross Individual Defendant Settlement Fund consists of \$6 million plus interest earned thereon. Based on the total initial face dollar value of the Individual Defendant Settlement Certificates as stated in the prospectus supplements (without subtracting the principal pay downs received on the Individual Defendant Settlement Certificates), and assuming all purchasers of the initially offered Individual Defendant Settlement Certificates elect to participate, the estimated average distribution before deducting attorneys’ fees and reimbursement of Litigation Expenses is \$0.30 per \$1,000 in initial certificate value of the Individual Defendant Settlement Certificates. Individual Defendant Settlement Class Members may recover more or less than this amount depending on, among other factors, when their certificates were purchased or sold, the amount of principal that has been

⁶ “Individual Defendant Settlement Class Member” means a person or entity that is a member of the Individual Defendant Settlement Class.

⁷ Excluded from the Individual Defendant Settlement Class are Defendants, and their respective officers, affiliates 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 controlling interest, provided that any Investment Vehicle shall not be deemed an excluded person or entity by definition. Anyone with questions as to whether or not they are excluded from the Individual Defendant Settlement Class may call the Claims Administrator toll-free at: (877) 773-8195.

repaid, the value of the certificates on the applicable date of first suit, the number of Individual Defendant Settlement Class Members who timely file Proof of Claim Forms and the Plan of Allocation, as more fully described below in this Notice.

4. **Statement of Attorneys’ Fees and Reimbursement of Litigation Expenses Sought:** Although Lead Plaintiffs (on behalf of the Individual Defendant Settlement Class) and the Settled Defendants reached a settlement which was approved by the Court in December 2012, Lead Counsel did not apply for attorneys’ fees at that time and thus has not received any payment for its services in pursuing claims against any defendant resulting in either the Individual Defendant Settlement or the Underwriter Defendant Settlement. Prior to final distribution of funds, Lead Counsel and the additional Settlement Class Representatives’ counsel (“Counsel”) will apply to the Court for an award of attorneys’ fees from the “Global Settlement Fund” (which includes the Gross Individual Defendant Settlement Fund (from which Counsel will receive part of its remuneration if approved by the Court) and the Gross Underwriter Defendant Settlement Fund)⁸ in an amount not to exceed 13% of the Global Settlement Fund. The Court has approved reimbursement of expenses totaling \$916,058.44 and issued two Interim Expense awards permitting the withdrawal of an additional \$1,000,229.81 in expenses. This does not cover all outstanding Litigation Expenses, and does not include the reasonable costs and expenses of Lead Plaintiffs (and other named Plaintiffs) directly related to their representation of the Individual Defendant and Underwriter Defendant classes. Counsel intend to seek reimbursement of additional Litigation Expenses in an amount not to exceed \$3,400,000. Counsel will also seek that the reimbursement of all Litigation Expenses (including Litigation Expenses previously awarded) be allocated proportionally between the Individual Defendant Settlement Fund (1.73% of all Litigation Expenses) and Underwriter Defendant Settlement Fund (98.27% of all Litigation Expenses). Based on the total initial face dollar value of the Individual Defendant Settlement Certificates as stated in the prospectus supplements (without subtracting the principal pay downs received on the Individual Defendant Settlement Certificates), and assuming all purchasers of the initially offered Individual Defendant Settlement Certificates elect to participate, if the Court approves Counsel’s fee request and expense application, as well as Counsel’s proposed allocation between the two settlements, the estimated average cost is \$0.04 per \$1,000 in initial certificate value of the Individual Defendant Settlement Certificates. The actual cost may be more or less than this amount depending on, among other factors, when the certificates were purchased or sold, the amount of principal that has been repaid, the value of the certificates on the applicable date of first suit, the number of Individual Defendant Settlement Class Members who timely file Proof of Claim Forms and the Plan of Allocation, as more fully described below in this Notice.
5. **Identification of Attorneys’ Representatives:** Lead Plaintiffs and the Individual Defendant Settlement Class are being represented by Berman DeValerio. Any questions regarding the Individual Defendant Settlement, the Plan of Allocation, Lead Counsel’s request for attorneys’ fees and reimbursement of Litigation Expenses and Counsel’s request to dismiss IndyMac MBS from the Action should be directed to Patrick T. Egan, Esq. at Berman DeValerio, One Liberty Square, Boston, MA 02109, (800) 516-9926, indymac@bermandevalerio.com.

YOUR LEGAL RIGHTS AND OPTIONS IN CONNECTION WITH THE INDIVIDUAL DEFENDANT SETTLEMENT	
DO NOTHING.	Get no payment. Remain an Individual Defendant Settlement Class Member. Individual Defendant Settlement Class Members who chose this option give up their rights.
SUBMIT A PROOF OF CLAIM FORM POSTMARKED NO LATER THAN JANUARY 28, 2015.	This is the only way to be eligible to receive a payment from the Individual Defendant Settlement.
COMMENT ON (INCLUDING OBJECTING TO) THE (i) PLAN OF ALLOCATION; AND/OR (ii) REQUEST FOR ATTORNEYS’ FEES AND REIMBURSEMENT OF LITIGATION EXPENSES, BY SUBMITTING WRITTEN OBJECTIONS SO THAT THEY ARE RECEIVED NO LATER THAN JANUARY 13, 2015.	Write to the Court and explain why you do not like the proposed Plan of Allocation and/or request for attorneys’ fees and reimbursement of Litigation Expenses.
GO TO THE HEARING ON FEBRUARY 3, 2015 AT 4:30 P.M. AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN JANUARY 13, 2015.	Ask to speak in Court about the fairness of the Plan of Allocation and/or request for attorneys’ fees and reimbursement of Litigation Expenses.

⁸ The “Gross Underwriter Defendant Settlement Fund” (from which Lead Counsel will receive part of its remuneration if approved by the Court) means the Underwriter Defendant Settlement Amount paid by the Underwriter Defendants plus any interest thereon.

YOUR LEGAL RIGHTS AND OPTIONS IN CONNECTION WITH THE PROPOSED DISMISSAL OF DEFENDANT INDYMAC MBS, INC. FROM THE ACTION

<p>COMMENT ON (INCLUDING OBJECTING TO) THE PROPOSED DISMISSAL OF INDYMAC MBS BY SUBMITTING WRITTEN OBJECTIONS SO THAT THEY ARE RECEIVED NO LATER THAN JANUARY 13, 2015.</p>	<p>Write to the Court and explain why you do not like Lead Plaintiffs’ proposed dismissal of IndyMac MBS from the Action.</p>
<p>GO TO THE HEARING ON FEBRUARY 3, 2015 AT 4:30 P.M. AND FILE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN JANUARY 13, 2015.</p>	<p>Ask to speak in Court about the fairness of the proposed dismissal of IndyMac MBS from the Action.</p>
<p>DO NOTHING.</p>	<p>You will be bound by any judgment entered in the Action regarding IndyMac MBS.</p>

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WHY DID I GET THIS UPDATED NOTICE?

- This Notice is being sent to you pursuant to an Order of the United States District Court for the Southern District of New York (the “Court”) to provide you with updated information regarding the Individual Defendant Settlement, which was approved by the Court in December 2012. As discussed above, settlement funds in connection with the Individual Defendant Settlement have not yet been distributed. Once the proposed Underwriter Defendant Settlement and Plan of Allocation are Final and approved by the Court, the Individual Defendant Net Settlement Fund will be distributed to Individual Defendant Settlement Class Members who submit valid Proof of Claim Forms and provide necessary documentation. The Court has directed us to send you this Notice because, as an Individual Defendant Settlement Class Member, you have a right to know about your options and rights and to understand how a class action lawsuit may generally affect your legal rights as set forth above.
- The 2012 Individual Defendant Settlement Notice explained the lawsuit, the Individual Defendant Settlement, your legal rights, what benefits were available, who was eligible for them, and how to get them. The purpose of this Notice is to inform you of the terms of the proposed Plan of Allocation, Counsel’s request for attorneys’ fees and reimbursement of Litigation Expenses, the proposal to dismiss IndyMac MBS from the Action and the hearing where the Court will consider these items and issues (the “Hearing”). This Notice applies only to members of the Individual Defendant Settlement Class. If you are a member (or also a member) of the Underwriter Defendant Settlement Class, please review that Notice (which accompanies this Notice or is available from the Claims Administrator) for additional instructions and information.

8. The Hearing will be held on February 3, 2015 at 4:30 p.m., before the Honorable Lewis A. Kaplan, at the United States District Court for the Southern District of New York, 500 Pearl Street, Courtroom 21B, New York, New York 10007, to determine, among other things:
 - (a) whether the Plan of Allocation is fair and reasonable and should be approved by the Court;
 - (b) whether Counsel's application for attorneys' fees and reimbursement of Litigation Expenses incurred should be approved by the Court;
 - (c) to determine whether Lead Plaintiffs' Request to Dismiss IndyMac MBS from the Action should be approved; and
 - (d) to rule upon such other matters as the Court may deem appropriate.
9. This Notice does not express any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the proposed Plan of Allocation.

HOW DO I KNOW IF I AM AFFECTED BY THE INDIVIDUAL DEFENDANT SETTLEMENT?

10. If you are an Individual Defendant Settlement Class Member, you are subject to the Individual Defendant Settlement and may be entitled to share in the Individual Defendant Net Settlement Fund. The Individual Defendant Settlement Class consists of all persons or entities who purchased or otherwise acquired beneficial interests in any Individual Defendant Settlement Certificates and were allegedly damaged thereby. Excluded from the Individual Defendant Settlement Class are: the Individual Defendants, and their respective officers, affiliates 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 have or had a controlling interest, provided that any Investment Vehicle shall not be deemed an excluded person or entity by definition.
11. Please note, the deadline for requesting exclusion from the Individual Defendant Settlement Class has expired.

RECEIPT OF THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE AN INDIVIDUAL DEFENDANT SETTLEMENT CLASS MEMBER OR THAT YOU ARE ENTITLED TO RECEIVE PROCEEDS FROM THE INDIVIDUAL DEFENDANT SETTLEMENT.

HOW MUCH WILL MY PAYMENT BE? WHEN WILL I RECEIVE IT?

12. The Settled Defendants agreed to pay Six Million Dollars (\$6,000,000) in cash into escrow for the benefit of the Individual Defendant Settlement Class which has been earning interest thereon. At this time, it is not possible to make any determination as to how much each Individual Defendant Settlement Class Member may receive from the Individual Defendant Settlement. Lead Plaintiffs have proposed a plan for allocating the Individual Defendant Net Settlement Fund to those Individual Defendant Settlement Class Members who timely submit valid Proof of Claim Forms (the "Plan of Allocation"). The objective of the Plan of Allocation will be to equitably distribute the Individual Defendant Net Settlement Fund to Authorized Claimants who submit timely and valid Proof of Claim Forms. The Plan of Allocation proposed by Lead Plaintiffs is attached as Appendix A to the accompanying Proof of Claim Form.
13. The Plan of Allocation is the proposed plan submitted by Lead Plaintiffs and Lead Counsel for the Court's approval. The Court may approve this plan as proposed or it may modify it without further notice to the Individual Defendant Settlement Class.
14. The Court has reserved jurisdiction to allow, disallow or adjust on equitable grounds the claim of any Individual Defendant Settlement Class Member.
15. Payment pursuant to the Plan of Allocation will be conclusive against Authorized Claimants (as defined in the 2012 Individual Defendant Settlement Notice). No person will have any claim against Lead Plaintiffs, Lead Counsel, any other Plaintiffs and Plaintiffs' counsel in the Action, the Settled Defendants, Settled Defendants' Counsel, the other Individual Defendant Released Parties or their counsel, or the Claims Administrator or other agent designated by Lead Counsel arising from distributions made substantially in accordance with the July 31, 2012 Stipulation of Settlement, the Plan of Allocation, or further orders of the Court. Lead Plaintiffs, Lead Counsel, Settled Defendants, Settled Defendants' Counsel, the other Individual Defendant Released Parties and their counsel will have no responsibility or liability whatsoever for the investment or distribution of the Individual Defendant Settlement Fund, the Individual Defendant Net Settlement Fund, the Plan of Allocation or the determination, administration, calculation or payment of any Proof of Claim Form, or nonperformance of the Claims Administrator, the payment or withholding of Taxes or Tax Expenses owed by the Gross Individual Defendant Settlement Fund or any losses incurred in connection therewith.

16. Each Individual Defendant Settlement Class Member will be deemed to have submitted to the jurisdiction of the United States District Court for the Southern District of New York with respect to his, her or its Proof of Claim Form.
17. Persons that excluded themselves from the Individual Defendant Settlement Class will not be eligible to receive a distribution from the Individual Defendant Net Settlement Fund and should not submit Proof of Claim Forms.

**WHAT PAYMENT ARE THE ATTORNEYS FOR THE CLASS SEEKING?
HOW WILL THE LAWYERS BE PAID?**

18. Counsel has not received any payment for its services in pursuing claims against any defendant resulting in settlements with the Settled Defendants (the Individual Defendants) or the Settling Defendants (Underwriter Defendants). Counsel has only been reimbursed for certain of its out-of-pocket expenses in connection with the Individual Defendant Settlement. Subject to Court approval of the Underwriter Defendant Settlement and the Plan of Allocation, Counsel intends to apply to the Court for an award of attorneys' fees from the Global Settlement Fund in an amount not to exceed 13% of the Global Settlement Fund.
19. To date, the Court has approved reimbursement of expenses totaling \$916,058.44. In addition, the Court issued two Interim Expense awards permitting the withdrawal of an additional \$1,000,229.81 in expenses. This does not cover all outstanding Litigation Expenses, and does not include the reasonable costs and expenses of Lead Plaintiffs (and other named Plaintiffs) directly related to their representation of the Class. Counsel intend to seek reimbursement of additional Litigation Expenses in an amount not to exceed \$3,400,000. Counsel will also seek that the reimbursement of all Litigation Expenses (including Litigation Expenses previously awarded) be allocated proportionally between the Individual Defendant Settlement Fund (1.73% of all Litigation Expenses) and Underwriter Defendant Settlement Fund (98.27% of all Litigation Expenses).

**HOW DO I PARTICIPATE IN THE INDIVIDUAL DEFENDANT SETTLEMENT?
WHAT DO I NEED TO DO?**

20. If you purchased or otherwise acquired the Individual Defendant Settlement Certificates described above and you are not excluded by the definition of the Individual Defendant Settlement Class, then you are an Individual Defendant Settlement Class Member, and you are bound by the terms of the Court-approved Individual Defendant Settlement. At this time, you are advised to submit a Proof of Claim Form enclosed herewith and all supporting documentation to establish your entitlement to share in the Individual Defendant Settlement. Proof of Claim Forms are also available on the website of the Claims Administrator, www.IndyMacMBSclassaction.com as well as Lead Counsel's website at www.bermandevalerio.com. Those who do not submit timely and valid Proof of Claim Forms with adequate supporting documentation, will not be entitled to share in the Individual Defendant Settlement. Please retain all records of your ownership of, or transactions in, the certificates, as they may be needed to document your claim.
21. As an Individual Defendant Settlement Class Member, you are represented by Lead Plaintiffs and Lead Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her notice of appearance on the attorneys listed in the section below entitled, "When and Where Will The Court Decide Whether To Approve The Plan of Allocation and Counsel's Request For Attorneys' Fees and Reimbursement of Litigation Expenses?"
22. If you are a member of the Individual Defendant Settlement Class and wish to object to the Plan of Allocation, Counsel's application for attorneys' fees and reimbursement of Litigation Expense and/or Lead Counsel's request to dismiss IndyMac MBS from the Action, you may present your objections by following the instructions in the section below entitled, "When and Where Will The Court Decide Whether To Approve The Plan of Allocation and Counsel's Request For Attorneys' Fees?" If you already excluded yourself from the Individual Defendant Settlement Class, you are not entitled to submit an objection.

**WHAT IF I OBJECT TO LEAD PLAINTIFFS' PROPOSED DISMISSAL OF DEFENDANT
INDYMAC MBS, INC. FROM THE ACTION?**

23. Lead Plaintiffs' proposed dismissal of IndyMac MBS from the Action is *not* part of the Individual Defendant Settlement. However, at the Hearing, Lead Plaintiffs may seek the Court's approval of Lead Plaintiffs' proposed dismissal of IndyMac MBS from the Action. If you wish to object to the Lead Plaintiffs' proposed dismissal of IndyMac MBS from the Action, you may present your objections to the Court at the Hearing.

WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE PLAN OF ALLOCATION AND COUNSEL'S REQUEST FOR ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT THE HEARING?

24. If you want to make an objection but do not wish to object in person to: (a) the Plan of Allocation; (b) Counsel's application for attorneys' fees and reimbursement of Litigation Expenses; and (c) Lead Counsel's request to dismiss IndyMac MBS from the Action, you do not need to attend the Hearing. You can object to the Plan of Allocation, Counsel's request for attorneys' fees and reimbursement of Litigation Expenses and/or Lead Counsel's request to dismiss IndyMac MBS from the Action without attending the Hearing.
25. The Hearing will be held on February 3, 2015 at 4:30 p.m., before the Honorable Lewis A. Kaplan, at the United States District Court for the Southern District of New York, 500 Pearl Street, Courtroom 21B, New York, NY 10007.
26. Any Individual Defendant Settlement Class Member who did not request exclusion in accordance with the 2012 Individual Defendant Settlement Notice may object to the Plan of Allocation; Counsel's request for an award of attorneys' fees and reimbursement of Litigation Expenses; and/or Lead Counsel's request to dismiss IndyMac MBS from the Action. Objections or oppositions must be in writing. You must file any written objection or opposition, together with copies of all other supporting papers and briefs, with the Clerk's Office at the United States District Court for the Southern District of New York at the address set forth below no later than January 13, 2015. You must also serve the papers on Lead Counsel for the Individual Defendant Settlement Class at the address set forth below so that the papers are *received* no later than January 13, 2015.

Clerk's Office	Lead Counsel for the Individual Defendant Settlement Class
UNITED STATES DISTRICT Court for the Southern District of New York 500 Pearl Street New York, NY 10007	BERMAN DEVALERIO Patrick T. Egan, Esq. One Liberty Sq. Boston, MA 02109

27. Any objection by an Individual Defendant Settlement Class Member must include: (a) the full name, address, and phone number of the objecting Individual Defendant Settlement Class Member; (b) a list and documentation evidencing all of the Individual Defendant Settlement Class Member's transactions involving the Individual Defendant Settlement Certificates included in the Individual Defendant Settlement Class definition, including brokerage confirmation receipts or other competent documentary evidence of such transactions, including the amount and date of each purchase or sale and the prices paid and/or received; (c) a written statement of all grounds for the objection accompanied by any legal support for the objection; (d) copies of any papers, briefs or other documents upon which the objection is based; (e) a list of all persons who will be called to testify in support of the objection; (f) a statement of whether the objector intends to appear at the Hearing; (g) a list of other cases in which the objector or the objector's counsel have appeared either as settlement objectors or as counsel for objectors in the preceding five years; and (h) the objector's signature, even if represented by counsel. Persons who intend to object to the Plan of Allocation, Counsel's request for attorneys' fees and reimbursement of Litigation Expenses and/or Lead Counsel's request to dismiss IndyMac MBS from the Action, and who desire to present evidence at the Hearing, must include in their written objections the identity of any witnesses they intend to call to testify and the exhibits they intend to introduce into evidence at the Hearing.
28. You may file a written objection without having to appear at the Hearing. You may not appear at the Hearing to present your objection, however, unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.
29. You are not required to hire an attorney to represent you in making written objections or appearing at the Hearing. If you decide to hire an attorney, which will be at your own expense, however, he or she must file a notice of appearance with the Court and serve it on Lead Counsel so that the notice is received no later than January 13, 2015.
30. The Hearing may be adjourned by the Court without further written notice to the Individual Defendant Settlement Class. If you intend to attend the Hearing, you should confirm the date and time with Lead Counsel.

WHAT IF I BOUGHT CERTIFICATES ON SOMEONE ELSE'S BEHALF?

31. If you purchased or otherwise acquired the Individual Defendant Settlement Certificates described above for the beneficial interest of a person or organization other than yourself, you must either (a) send a copy of this Notice to the beneficial owner of such certificates, postmarked no later than seven (7) days after you receive this Notice, or (b) provide to IndyMac Mortgage-Backed Securities Litigation, c/o Rust Consulting, Inc., P.O. Box 2844, Faribault, MN 55021-8598, the names and addresses of such persons no later than seven (7) days after you receive this Notice. If you choose the second option, the Claims Administrator will send a copy of the Notice to the beneficial owner. *[NOTE: If in connection with the 2012 Individual Defendant Settlement Notice, you already sent a list of the name and addresses to the Claims Administrator you need not re-send that information.]* Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. Copies of this Notice may also be obtained by calling toll-free (877) 773-8195, and may be downloaded from the settlement website, www.IndyMacMBSclassaction.com or from Lead Counsel's website, www.bermandevalerio.com.

CAN I SEE THE COURT FILE? WHO SHOULD I CONTACT IF I HAVE QUESTIONS?

32. More detailed information about the matters involved in the Action is available at www.IndyMacMBSclassaction.com, including, among other documents, copies of the 2012 Individual Defendant Settlement Notice, Proof of Claim Form, and the Second Amended Complaint. All inquiries concerning this Notice or the Proof of Claim Form should be directed to:

IndyMac Mortgage-Backed Securities Litigation
c/o Rust Consulting, Inc.
P.O. Box 2844
Faribault, MN 55021-8598
(877) 773-8195
Info@IndyMacMBSclassaction.com

OR

Patrick T. Egan, Esq.
BERMAN DEVALERIO
One Liberty Square
Boston, MA 02109
(800) 516-9926
indymac@bermandevalerio.com
Lead Counsel

DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF THE CLERK OF COURT REGARDING THIS NOTICE.

Dated: October 6, 2014

By Order of the Clerk of Court
United States District Court
for the Southern District of New York