

**MINUTES OF A SPECIAL JOINT TELEPHONIC MEETING  
OF THE BOARDS OF DIRECTORS OF  
COUNTRYWIDE FINANCIAL CORPORATION  
AND COUNTRYWIDE BANK, FSB**

**August 15, 2007**

A special joint telephonic meeting of the Boards of Directors of Countrywide Financial Corporation (the "Company") and Countrywide Bank, FSB (the "Bank") was duly called to order on August 15, 2007, at 9:00 a.m. Pacific Time. All directors of the Company were in attendance, except for Henry G. Cisneros and all directors of the Bank were in attendance. In addition, the following senior management were also in attendance: Eric P. Sieracki, Executive Managing Director and Chief Financial Officer, Sandor E. Samuels, Executive Managing Director, Chief Legal Officer, Anne D. McCallion, Senior Managing Director, Chief of Financial Operations and Planning, Jennifer S. Sandefur, Senior Managing Director, Treasurer, Walter Smiechewicz, Senior Managing Director, Enterprise Risk Assessment, and Susan E. Bow, Senior Managing Director, General Counsel, Corporate and Securities and Corporate Secretary, who acted as secretary of the meeting.

Mr. Mozilo presided over the meeting and each participant confirmed that he or she could hear the proceedings. Mr. Mozilo opened the meeting and noted that the purpose of the meeting was to provide an update on the Company's current situation.

Mr. Mozilo began by reviewing the Company's increasing difficulties in obtaining credit in the unsecured commercial paper market and management's focus on identifying alternative financing arrangements such as whole loan and securities repurchase transactions. He reported that it became apparent in the last few days that the Company's large lenders were not willing to provide the needed liquidity. He noted that this could be due to the fact that the rapidly developing problems in the credit market had very quickly extended to the global marketplace.

Redacted Portion

The next topic reviewed by Mr. Mozilo was the discussions underway with numerous lenders and a potential equity investor. He noted that there were officers from several large banks on site working with the management team to identify potential funding sources. He then reviewed the terms of a proposal under discussion with various bankers but noted that he did not believe, after intense discussions with these bankers, that a timely transaction was viable.

Mr. Mozilo then introduced for discussion a recommendation from management that the Company give notice to the lenders under its committed back-up lines of credit (the "Facilities") that it was drawing on all funds available under those Facilities. He reviewed the Company's need for the funds and the lack of available alternative funding sources. He discussed the risks of taking this action, including the possible impact on the Company's credit ratings and

reputation. He noted that the Company's common stock was currently trading at prices below the Company's book value and that its medium-term notes were trading at "junk" levels.

Ms. McCallion then reviewed the terms of the Facilities and indicated that the pre-negotiated cost of credit under these Facilities was lower than that available to the Company today for secured financing. Mr. Sieracki then reviewed other options available to the Company, including the exercise of rights in the asset-backed commercial paper conduits to extend the term of the paper currently outstanding in those funding vehicles.

REDACTED inquired as to whether the lines of credit were all committed and REDACTED asked whether the Company intended to draw down all available funds and Mr. Mozilo responded in the affirmative to both questions.

REDACTED Managing Director of REDACTED then joined the meeting. Mr. Mozilo asked REDACTED to give the Board his views on the situation and view as to whether the Company should draw down on the Facilities.

REDACTED reviewed the current market conditions and noted that it was an extraordinary, unprecedented, systemic global credit crisis. He stated that he believed that the Company's decision to draw down on the Facilities would be viewed as logical and necessary by both investors and the public. He noted that the Facilities were put in place to address the exact situation currently facing the Company. REDACTED then reviewed the analysis his team had done on the various alternative funding options available and the challenges created by a constantly evolving and deteriorating environment. He reviewed specific actions that management had taken to avoid having to draw on the Facilities, including the status of negotiations with various lenders. He indicated that he did not believe that the negotiations would result in the extension of credit to the Company within the needed time frame. He reported that the cash flow needs were such that a solution to the liquidity problems must be put in place very soon.

REDACTED next discussed possible negative consequences that could flow from a decision to draw down on the Facilities, including a downgrade of the Company's credit ratings. He also noted that drawing on the Facilities will further delay the Company's ability to access unsecured markets. He noted the importance of clearly explaining the Company's reasons for this decision to all constituencies, including the lenders, investors and general public. REDACTED echoed this view and emphasized the need to be transparent and to keep the regulators apprised. Mr. Mozilo noted that a press release was being prepared and that it would address the need for the drawdown but also address the stable condition of the Bank.

REDACTED

Mr. Mozilo stated that it was management's recommendation that the Company immediately draw down all available funds in the Facilities. In addition, he asked the Board to approve the exercise by the Company of its right to extend the commercial paper maturities outstanding in its asset-backed commercial paper conduits.

After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Approval of Draw-Downs Under Unsecured Revolving Credit Facilities

WHEREAS, this Board of Directors previously approved the Company's entry into certain 364-day and five-year revolving credit agreements and related documents, pursuant to which Countrywide Home Loans, Inc., a New York corporation and wholly owned subsidiary of the Company ("CHL"), and/or the Company may borrow certain funds from a syndicate of banks and other financial institutions or entities from time to time parties thereto (collectively, the "Agreements"); and

WHEREAS, it is deemed to be advisable and in the best interest of the Company to authorize the borrowing of the full amounts available under the Agreements.

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby is authorized to borrow the full amounts available under the Agreements;

RESOLVED FURTHER, that the Chairman of the Board, the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Financial Officer, the Treasurer, the Secretary, any Executive Managing Director and any Senior Managing Director of the Company (the "Authorized Officers"), be, and each hereby is, authorized, empowered and directed to do, or cause to be done, all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates, on behalf of the Company, and in its name, as such Authorized Officer may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Company under the agreements and instruments referred to therein, the execution and delivery of such documents, instruments and certificates and the taking of any such action or the execution of such documentation to be conclusive evidence of the necessity or desirability of such action and the due authorization thereof by the Company; and

RESOLVED FURTHER, that all actions taken by this Board of Directors and the Authorized Officers of the Company, or any person or persons designated and authorized to act for or on behalf of them, prior to the adoption of the foregoing resolutions which would have been authorized hereby had such actions been taken after adoption of these resolutions, are hereby ratified, confirmed, approved and adopted in all respects.

Approval of Maturity Extensions

WHEREAS, this Board of Directors previously approved the Company's participation in certain asset-backed commercial paper programs to finance certain of its mortgage loans held for sale (the "Programs");

WHEREAS, under the Programs, the Company is eligible to extend the initial maturities of the short-term secured liquidity notes (the "Notes") up to 180 days; and

WHEREAS, it is deemed to be advisable and in the best interest of the Company to authorize the extension of the initial maturities of the Notes for the full 180 days.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the extension of the initial maturities of the Notes issued under the Programs for the full 180 days be, and it hereby is, approved;

RESOLVED FURTHER, that the Authorized Officers, be, and each hereby is, authorized, empowered and directed to do, or cause to be done, all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments and certificates, on behalf of the Company, and in its name, as such Authorized Officer may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Company under the agreements and instruments referred to therein, the execution and delivery of such documents, instruments and certificates and the taking of any such action or the execution of such documentation to be conclusive evidence of the necessity or desirability of such action and the due authorization thereof by the Company; and

RESOLVED FURTHER, that all actions taken by this Board of Directors and the Authorized Officers of the Company, or any person or persons designated and authorized to act for or on behalf of them, prior to the adoption of the foregoing resolutions which would have been authorized hereby had such actions been taken after adoption of these resolutions, are hereby ratified, confirmed, approved and adopted in all respects.

[Remainder of page intentionally left blank.]

Adjournment

There being no further business to come before the meeting, it was, upon motion duly made and seconded, unanimously adjourned at 9:55 a.m.

Respectfully submitted,



\_\_\_\_\_  
Susan E. Bow  
Secretary

Approved:



\_\_\_\_\_  
Angelo R. Mozilo  
Chairman