

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW MEXICO

In re THORNBURG MORTGAGE, INC.)
SECURITIES LITIGATION) Case No. 1:07-cv-815-JOB/WDS
)
)

**STIPULATION THAT CERTAIN DEFENDANTS ARE DISMISSED AND NEED NOT
ANSWER OR RESPOND TO THE SECOND AMENDED COMPLAINT**

Lead Plaintiffs, W. Allen Gage, individually and on behalf of J. David Wrather, Harry Rhodes, FFF Investments, LLC, Robert Ippolito, individually and as Trustee for the Family Limited Partnership Trust, and Nicholas F. Aldrich, Sr., individually and behalf of the Aldrich Family, Plaintiff Betty L. Manning, Plaintiff John Learch and Plaintiff Boilermakers Lodge 154 Retirement Plan (collectively, "Plaintiffs"), together with Defendants Joseph H. Badal ("Badal") and Paul G. Decoff ("Decoff") (collectively, "Certain Defendants" and together with Plaintiffs, the "Parties"), respectfully submit this Stipulation that Defendants Badal and Decoff have been dismissed by Court Order from this action and need not answer or respond to the Second Amended Complaint ("SAC"), filed on June 14, 2011, and state as follows:

WHEREAS, on July 9, 2010, Plaintiffs filed a Motion for (i) Leave to Amend the Consolidated Class Action Complaint and (ii) Reconsideration of the Court's January 27, 2010 Memorandum Opinion and Orders Granting in Part and Denying in Part Defendants' Motions to Dismiss the Consolidated Class Action Complaint (the "Motion for Leave to Amend/Reconsideration");

WHEREAS, on June 2, 2011, the Court issued a Memorandum Opinion granting in part and denying in part Plaintiffs' Motion for Leave to Amend/Reconsideration, granting Plaintiffs leave to file the SAC ("June 2, 2011 Order");

WHEREAS, on June 14, 2011, according to the June 2, 2011 Order, the Plaintiffs filed the SAC which included Defendants Badal and Decoff who had been dismissed from the amended complaint;

WHEREAS, on June 24, 2011, the remaining parties to the case, Plaintiffs and Defendants Goldstone, Thornburg and Simmons, filed with the Court a Joint Motion to Partially Stay Proceedings ("Joint Motion");

WHEREAS, on June 24, 2011, Defendants Badal and Decoff filed a Notice of Non-Consent to Joint Motion to Partially Stay Proceedings ("Notice of Non-Consent") because they believed that a stay would delay their ability to move for their dismissal from the SAC;

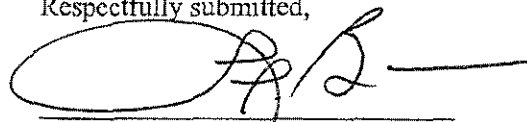
WHEREAS, the Parties agree that Defendants Badal and Decoff were dismissed from the action by the Court's June 2, 2011 Order and need not answer or respond to the SAC;

WHEREAS, in light of the foregoing representations, Defendants Badal and Decoff do not object to the 90-day stay requested in the Joint Motion and have filed concurrently herewith a formal withdrawal of their Notice of Non-Consent;

WHEREAS, IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the undersigned parties to this action, that Defendants Badal and Decoff were dismissed from this action by the June 2, 2011 Order and need not answer or respond to the SAC and that Defendants Decoff and Badal have withdrawn their Notice of Non-Consent.

Dated: June 28th, 2011

Respectfully submitted,



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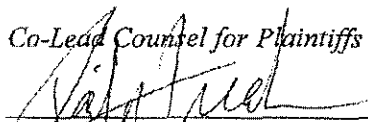
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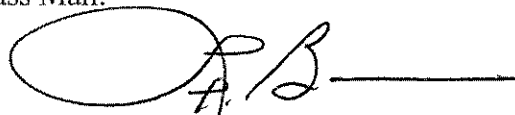
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Dated: June 28, 2011

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 28, 2011, the foregoing STIPULATION THAT CERTAIN DEFENDANTS ARE DISMISSED AND NEED NOT ANSWER OR RESPOND TO THE SECOND AMENDED COMPLAINT was electronically filed with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all counsel of record and declarant served the parties who are not registered participants of the CM/ECF System, via United States First Class Mail.

A handwritten signature in black ink, appearing to read 'T. Branch', is written over a horizontal line. The signature is stylized and includes a large loop at the beginning.

Turner W. Branch