

At Commercial Division Part ___ of the
Supreme Court of the State of New York,
County of New York, held at the
Courthouse located at 60 Centre Street on
the 4th day of October, 2008.

SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

CITIGROUP INC.,

Plaintiff,

v.

WACHOVIA CORPORATION, WELLS
FARGO & CO., JOHN D. BAKER, II,
PETER C. BROWNING, JOHN T.
CASTEEN, III, JERRY GITT, WILLIAM
H. GOODWIN, JR., MARYELLEN C.
HERRINGER, ROBERT A. INGRAM,
DONALD M. JAMES, MACKAY J.
MCDONALD, JOSEPH NEUBAUER,
TIMOTHY D. PROCTOR, ERNEST S.
RADY, VAN L. RICHEY, RUTH G.
SHAW, LANTY L. SMITH, DONA
DAVIS YOUNG, JOHN S. CHEN,
LLOYD H. DEAN, SUSAN E. ENGEL,
ENRIQUE HERNANDEZ, JR.,
RICHARD M. KOVACEVICH,
RICHARD D. MCCORMICK, CYNTHIA
H. MILLIGAN, NICHOLAS G. MOORE,
PHILIP J. QUIGLEY, DONALD B. RICE,
JUDITH M. RUNSTAD, STEPHEN W.
SANGER, ROBERT K. STEEL, JOHN G.
STUMPF, SUSAN G. SWENSON,
MICHAEL W. WRIGHT, and JOHN
DOES 1-99

Defendants.

**ORDER TO SHOW CAUSE,
TEMPORARY RESTRAINING
ORDER, PRELIMINARY
INJUNCTION, AND EXPEDITED
DISCOVERY**

Index No.

Upon the accompanying Verified Complaint and the exhibits annexed
thereto, and the accompanying memorandum of law, it is hereby

ORDERED, that Defendants show cause before this Court at Commercial Division Part ___ thereof, in Room ___, 60 Centre Street, New York, New York, on the ~~10th~~ day of Oct, 2008, at 11 a.m. ~~4 p.m.~~, or as soon thereafter as counsel may be heard, why an order should not be entered pursuant to Section 6300 *et seq.* of the Civil Practice Law and Rules of the State of New York ("CPLR") temporarily restraining and preliminarily enjoining Wachovia, its subsidiaries and affiliates, agents, and any persons working on their behalf or in concert with them, from (i) negotiating, entering into, or consummating any transaction involving any acquisition of, or merger with, Wachovia; (ii) engaging in any other conduct in furtherance of any such transaction; or (iii) any other conduct prohibited by the Exclusivity Agreement; and granting Citigroup, Inc. ("Citigroup") such other and further relief as the Court may deem just and proper; and it is further

~~See next page.~~

~~ORDERED, that pending the hearing of this motion, Wachovia is restrained and prohibited from negotiating, entering into, or consummating any transaction involving any acquisition of, or merger with Wells Fargo; and it is further~~

~~ORDERED, that specific performance of the Exclusivity Agreement requiring Wachovia to negotiate in good faith with Citigroup is GRANTED as follows: (i) Wachovia and Citigroup shall reconvene in New York beginning no later than noon on Sunday, October 5, 2008; and (ii) they shall continue such negotiations until at least noon on Wednesday, October 8, 2008 (unless a definitive and binding agreement between Citigroup and Wachovia is executed prior to that time).~~

~~ORDERED, that pursuant to CPLR Section 3102, Plaintiff Citigroup may commence discovery at once, and may, in addition, upon five days' notice, through oral~~

examination and/or the production of documents and records, obtain disclosure with respect to Wachovia and Wells Fargo; and it is further

ORDERED, that service of this Order and the papers on which it is based be made on or before the 6th day of October 2008 by serving copies thereof on Defendants by hand delivery or by U.S. express mail overnight delivery to Defendants or their attorneys; and it is further

ORDERED that defendant serve any papers in opposition on Plaintiff's attorneys so as to be received on or before the close of business on the 8th day of October 2008.

ENTER :

[Signature]

J.S.C.

9:40pm

* Ordered, the Exclusivity Termination Date under the Exclusivity Agreement is tolled pending the hearing of this motion and further Order of this Court.

CITIGROUP INC.,

Plaintiff,

- against -

WACHOVIA CORPORATION, WELLS
FARGO & CO., JOHN D. BAKER, II,
PETER C. BROWNING, JOHN T.
CASTEEN, III, JERRY GITT, WILLIAM
H. GOODWIN, JR., MARYELLEN C.
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KOVACEVICH, RICHARD D.
MCCORMICK, CYNTHIA H. MILLIGAN,
NICHOLAS G. MOORE, PHILIP J.
QUIGLEY, DONALD B. RICE, JUDITH
M. RUNSTAD, STEPHEN W. SANGER,
ROBERT K. STEEL, JOHN G. STUMPF,
SUSAN G. SWENSON, MICHAEL W.
WRIGHT, and JOHN DOES 1-99,

Defendant.

**ORDER TO SHOW CAUSE,
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EXPEDITED DISCOVERY**
