

At Commercial Division Part 53 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 5th 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, MACKKEY 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 October, 2008, at 11 a.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


~~ORDERED, that pending such hearing, in order to preserve the status quo ante, Wachovia shall not assert that the Exclusivity Period has expired; and Wachovia shall not take any action that would prevent the resumption of negotiations under the Exclusivity Agreement or the consummation of the Transaction as defined in the Exclusivity Agreement; and it 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:



11/20/2024

J.S.C.

Wachovia

(*)

by consent of Citibank and ~~Wachovia~~

Ordered, that ~~the~~ pending such hearing, in order to preserve the status quo, the ability of the Court to order appropriate relief at the hearing is not affected in any way by whether or not this Court's Order of October 4 was properly vacated.