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**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

<p>CAROLE KOPS, Derivatively On Behalf of CITIGROUP INC.,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">-against-</p> <p>CHARLES O. PRINCE, ROBERT E. RUBIN, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, DUDLEY C. MECUM, ANNE MULCAHY, RICHARD D. PARSONS, ROBERTO HERNÁNDEZ RAMIREZ, JUDITH RODIN, ROBERT L. RYAN, FRANKLIN A. THOMAS, WINFRIED BISCHOFF, DAVID C. BUSHNELL, GARY CRITTENDEN, ROBERT DRUSKIN, STEVEN J. FREIBERG, JOHN C. GERSPACH, MICHAEL S. HELFER, LEWIS B. KADEN, MICHAEL KLEIN, SALLIE KRAWCHECK, THOMAS G. MAHERAS, WILLIAM R. RHODES, STEPHEN R. VOLK,</p> <p style="text-align: right;">Defendants,</p> <p style="text-align: center;">-and-</p> <p>CITIGROUP INC.,</p> <p style="text-align: right;">Nominal Defendant.</p>	<p>Civil Action No. 3338-CC</p>
<p>MONTGOMERY COUNTY EMPLOYEES’ RETIREMENT FUND, Derivatively On Behalf of CITIGROUP INC.,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">-against-</p>	<p>Civil Action No. 3436-CC</p>

<p>CHARLES O. PRINCE, VIKRAM PANDIT, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, DUDLEY C. MECUM, ANNE MULCAHY, RICHARD D. PARSONS, ROBERTO HERNÁNDEZ RAMIREZ, JUDITH RODIN, ROBERT E. RUBIN, ROBERT L. RYAN, FRANKLIN A. THOMAS, WINFRIED BISCHOFF, DAVID C. BUSHNELL, GARY CRITTENDEN, ROBERT DRUSKIN, STEVEN J. FREIBERG, JOHN C. GERSPACH, MICHAEL S. HELFER, LEWIS B. KADEN, MICHAEL KLEIN, SALLIE KRAWCHECK, THOMAS G. MAHERAS, WILLIAM R. RHODES, STEPHEN R. VOLK,</p> <p style="text-align: right;">Defendants,</p> <p style="text-align: center;">-and-</p> <p>CITIGROUP INC.,</p> <p style="text-align: right;">Nominal Defendant.</p>	
<p>SHELDON M. PEKIN IRREVOCABLE DESCENDANTS TRUST DATED 10/01/01, Derivatively On Behalf of CITIGROUP INC.,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">-against-</p> <p>CHARLES O. PRINCE, VIKRAM PANDIT, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, DUDLEY C. MECUM, ANNE MULCAHY, RICHARD D. PARSONS, ROBERTO HERNÁNDEZ RAMIREZ, JUDITH RODIN, ROBERT E. RUBIN, ROBERT L. RYAN, FRANKLIN A. THOMAS, WINFRIED BISCHOFF, DAVID C. BUSHNELL, GARY</p>	<p>Civil Action No. 3453-CC</p>

<p>CRITTENDEN, ROBERT DRUSKIN, STEVEN J. FREIBERG, JOHN C. GERSPACH, MICHAEL S. HELFER, LEWIS B. KADEN, MICHAEL KLEIN, SALLIE KRAWCHECK, THOMAS G. MAHERAS, WILLIAM R. RHODES, STEPHEN R. VOLK,</p> <p style="text-align: right;">Defendants,</p> <p style="text-align: center;">-and-</p> <p>CITIGROUP INC.,</p> <p style="text-align: right;">Nominal Defendant.</p>	
<p>THE CITY OF NEW ORLEANS EMPLOYEES RETIREMENT SYSTEM, Derivatively On Behalf of CITIGROUP INC.,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">-against-</p> <p>CHARLES O. PRINCE, VIKRAM PANDIT, C. MICHAEL ARMSTRONG, ALAIN J.P. BELDA, GEORGE DAVID, KENNETH T. DERR, JOHN M. DEUTCH, ANN DIBBLE JORDAN, KLAUS KLEINFELD, ANDREW N. LIVERIS, DUDLEY C. MECUM, ANNE MULCAHY, RICHARD D. PARSONS, ROBERTO HERNÁNDEZ RAMIREZ, JUDITH RODIN, ROBERT E. RUBIN, ROBERT L. RYAN, FRANKLIN A. THOMAS, WINFRIED BISCHOFF, DAVID C. BUSHNELL, GARY CRITTENDEN, ROBERT DRUSKIN, STEVEN J. FREIBERG, JOHN C. GERSPACH, MICHAEL S. HELFER, LEWIS B. KADEN, MICHAEL KLEIN, SALLIE KRAWCHECK, THOMAS G. MAHERAS, WILLIAM R. RHODES, STEPHEN R. VOLK,</p> <p style="text-align: right;">Defendants,</p>	<p>Civil Action No. 3504-CC</p>

-and-  CITIGROUP INC.,  Nominal Defendant.	
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**STIPULATION REGARDING FURTHER PROCEEDINGS AND ORDER OF CONSOLIDATION**

WHEREAS plaintiffs Carole Kops, Montgomery County Employees' Retirement Fund, Sheldon M. Pekin Irrevocable Descendants Trust dated 10/10/01, and The City of New Orleans Employees Retirement System through their respective undersigned attorneys, have asserted derivative claims on behalf of Nominal Defendant Citigroup, Inc., under the respective captions above; and

WHEREAS, the above-captioned actions involve the same subject matter, and the administration of justice would be best served by consolidating the actions.

NOW THEREFORE IT IS HEREBY STIPULATED by all parties to the above-referenced actions, subject to the approval of the Court, as follows:

1. The above-captioned actions shall be consolidated for all purposes.
2. Hereafter, papers need only be filed in Civil Action No. 3338-CC.
3. The caption of the consolidated action shall be as follows:

IN RE CITIGROUP, INC. SHAREHOLDER ) CONSOLIDATED  
DERIVATIVE LITIGATION ) C. A. NO. 3338-CC

4. The law firms of CHIMICLES & TIKELLIS LLP, One Rodney Square, P.O. Box 1035, Wilmington, DE 19899, (302) 656-2500; COHEN, PLACITELLA & ROTH, P.C., Two Commerce Square, Suite 2900 2001 Market St., Philadelphia, PA 19103, (215) 567-3500; HANNAFAN & HANNAFAN, LTD., One East Wacker Dr., Suite 2800, Chicago, IL 60601,

(312) 527-0055; MILLER LAW LLC, 115 S. LaSalle St., Suite 2910, Chicago, IL 60603, (312) 332-3400; SCHAD, DIAMOND & SHEDDEN, PC, Suite 100, 332 South Michigan Avenue, Chicago, IL 60604, (312) 929-6280; and WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP, 270 Madison Ave, 10<sup>th</sup> Floor, New York, NY 10016 hereby constitute Plaintiffs' Committee of the Whole. The law firms of CHIMICLES & TIKELLIS LLP, One Rodney Square, P.O. Box 1035, Wilmington, DE 19899, (302) 656-2500; MILLER LAW LLC, 115 S. LaSalle St., Suite 2910, Chicago, IL 60603, (312) 332-3400; and WOLF HALDENSTEIN ADLER FREEMAN & HERZ LLP, 270 Madison Ave, 10<sup>th</sup> Floor, New York, NY 10016 are hereby designated as Plaintiffs' Co-Lead Counsel. The law firm of CHIMICLES & TIKELLIS LLP, One Rodney Square, P.O. Box 1035, Wilmington, DE 19899, (302) 656-2500 is designated as Delaware Liaison Counsel for Plaintiffs.

5. All documents previously served and filed to date in any of the cases consolidated herein are deemed a part of the record in the consolidated action. The Derivative Action Complaint in C.A. No. 3338-CC, filed on November 7, 2007, is hereby designated as the complaint in the consolidated action (the "Operative Complaint"). Defendants need not respond to the Operative Complaint or the Complaints filed in C.A. No. 3436, C.A. No. 3453-CC, and C.A. No. 3504-CC. Plaintiffs shall serve and file a Consolidated Complaint within thirty days of the entry of the Order. Defendants shall respond to the Consolidated Complaint within sixty days of the filing the Consolidated Complaint.

6. Any claims against Winfried Bischoff in his capacity as a director and all claims against Vikram Pandit are, pursuant to Court of Chancery Rule 41(a)(1), voluntarily dismissed without prejudice.

7. Plaintiffs' Co-Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation; delegate and monitor the work performed by Plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense; coordinate, on behalf of Plaintiffs, the initiation and conduct of discovery proceedings; and provide supervision and coordination of the activities of Plaintiffs' counsel.

SO STIPULATED AMONG COUNSEL:

Chimicles & Tikellis LLP

By: *Pamela S. Tikellis*  
Pamela S. Tikellis (#2172)  
Robert J. Kriner, Jr. (#2546)  
A. Zachary Naylor (#4439)  
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Attorneys for Plaintiffs

Richards, Layton & Finger, P.A.

By: *Gregory P. Williams*  
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920 North King Street  
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(302) 651-7700

Attorneys for Defendants

Dated: February 4, 2008

SO ORDERED, this \_\_\_\_\_ day of February, 2008.

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Chancellor



This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Multi-case

**File & Serve**

**Transaction ID:** 18433885

**Current Date:** Feb 05, 2008

**Case Number:** Multi-case

**Case Name:** Multi-case

/s/ **Judge William B Chandler**