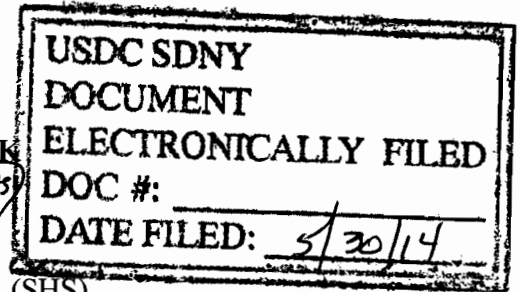


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



IN RE CITIGROUP INC. SECURITIES  
LITIGATION

*09md2070(SHS)*  
This document  
relates to:  
No. 07 Civ. 9901 (SHS)

ECF Case

**JOINT STIPULATION AND [PROPOSED] ORDER  
RESPECTING COSTS ASSOCIATED WITH THE  
ADDITIONAL NOTICE ORDERED BY THE COURT ON JANUARY 2, 2013**

WHEREAS, following a hearing on December 28, 2012 during which the Plaintiffs and Defendants herein (the "Parties") informed the Court that certain potential Settlement Class members did not receive timely notice of the settlement, the Court entered an Order on January 2, 2013 [Dkt. No. 183] (the "Order") ordering additional notice to the Class respecting certain shareholders who "should be given additional time to participate in, opt out of, or object to the settlement" (Order at 2);

WHEREAS, the Parties caused the terms of that Order to be carried out;

WHEREAS, the Order specified that the "Court will determine at a later date the proper allocation of the costs associated with the additional notice ordered herein" (Order at 5, ¶ 11);

WHEREAS, the Claims Administrator, Garden City Group, Inc. ("GCG") provided the Parties with a summary of the fees and expenses associated with providing the additional notice to the class;

WHEREAS, Defendant Citigroup Inc. ("Citigroup") has agreed to pay the following costs that were incurred in complying with the Court's Order: (a) \$57,600 for the

printing of deadline extension postcards; (b) \$15,625 for the printing of one-page colored coversheets; (c) \$108,585 to mail notice packets with colored coversheets; and (d) \$39,389 on account of the 224.9 hours GCG spent carrying out the various terms in the Order (collectively, the "Supplemental Notice Costs"), which total \$221,199;

THEREFORE, the Parties, by and through their undersigned counsel, hereby stipulate and agree as follows:

1. Within ten business days following approval by the Court of this Joint Stipulation and Order, Defendants shall make a payment of \$221,199 for deposit into the Net Settlement Fund.

2. The Parties agree that Citigroup's payment of such Supplemental Notice Costs is fair, reasonable and adequate compensation for the costs involved in complying with the Court's January 2, 2013 Order.

Dated: April 17, 2014  
Washington, D.C.

**PAUL, WEISS, RIFKIND, WHARTON,  
& GARRISON LLP**

By: 

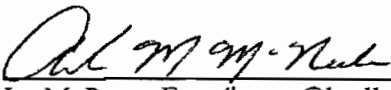
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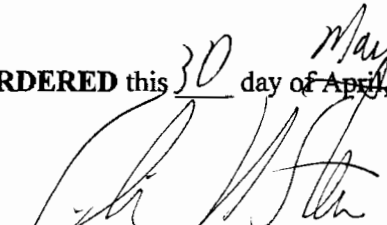
Dated: April 17, 2014  
New York, New York

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*Lead Counsel for Plaintiffs and for Lead Plaintiffs The  
ATD Group*

SO ORDERED this 30 day of <sup>May</sup>~~April~~, 2014

  
Hon. Sidney H. Stein  
United States District Judge