



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

ECF Case

~~PROPOSED~~ ORDER AUTHORIZING FINAL DISTRIBUTION OF
FUNDS AND *CY PRES* DESIGNATION

WHEREAS, by its Order dated August 29, 2012 [Dkt. No. 156], this Court approved the terms of the Stipulation and Agreement of Settlement dated as of August 28, 2012, as amended (the "Stipulation") and the Plan of Allocation¹ for distributing the settlement proceeds to Class Members;

WHEREAS, on September 7 and 28, 2012 [Dkt. Nos. 158 and 159], the Court issued Orders further amending the preliminary approval order;

WHEREAS, this Court has directed the parties to consummate the terms of the Stipulation and Plan of Allocation;

WHEREAS, by its Order dated May 30, 2014 [Dkt. No. 331], the Court authorized the initial distribution of the Net Settlement Fund and set a Claims-in-Process Cut-Off Date of April 18, 2014;

WHEREAS, by its Order dated December 29, 2014 [Dkt. No. 365], the Court authorized the reserve distribution of the Net Settlement Fund;

¹ Unless otherwise indicated, all capitalized terms herein shall have the same meaning as set forth in the Stipulation and Agreement of Settlement, dated August 28, 2012, as amended (the "Stipulation"), filed with the Court on August 29, 2012 [Dkt. No. 155-1], and as modified by the Court's September 28, 2012 order further amending the preliminary approval order [Dkt. No. 159]; the May 30, 2014 Order Authorizing Distribution of the Net Settlement Fund [Dkt No. 331]; and the December 29, 2014 Order Authorizing Distribution of the Reserve Fund.

WHEREAS, this Court has retained jurisdiction of this Action for the purpose of considering any further application or matter which may arise in connection with the administration and execution of the Settlement and the processing of Proofs of Claim and the distribution of the Net Settlement Fund to the Authorized Claimants;

NOW, THEREFORE, upon reading and filing of: (1) the Memorandum of Law in Support of Plaintiffs' Motion to Permit Final Distribution of Funds and *Cy Pres* Designation; (2) the Declaration of Peter S. Linden; (3) the Affidavit of Stephen J. Cirami in Support of Motion Final Distribution of the Net Settlement Fund (the "Cirami Final Affidavit"); and (4) upon all prior proceedings heretofore had herein, and after due deliberation, it is hereby:

ORDERED, that final payment be made to GCG for \$360,954.66, the outstanding balance of fees and expenses in connection with the services performed through December 15, 2015, as described more fully in the Cirami Final Affidavit;

ORDERED, that the late reissues to Claim No. 2916498 for \$792.57 and Claim No. 1704243 for \$494.74 are hereby approved;

ORDERED, that the remaining funds in the Settlement Fund are to be donated to the: (1) South Brooklyn Legal Services for use by its Foreclosure Prevention Project ("SBLs"); (2) National Consumers League ("NCL"); and the (3) Consumer Federation of America for use by its Investor Protection division (the "CFA"), each a national not-for-profit 501(c)(3) charitable organization, with the balance of the funds to be divided as follows: 37.5% to the SBLs, 37.5% to the NCL, and 25% to the CFA, as soon as practicable; and it is further ordered that

ORDERED, that this Court retains jurisdiction over any further application or matter which may arise in connection with this Action.

Feb 13, 2016
N.Y.N.Y.

So ordered
Tudney W. Allen
USDC