

STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

IN THE GENERAL COURT OF JUSTICE  
SUPERIOR COURT DIVISION  
CIVIL ACTION 08CVS 22374

MARY LOUISE GUTTMAN and LESLIE  
M. ("BUD") BAKER, JR.,

Plaintiffs,

v.

CITIGROUP, INC.

Defendant.

NOTICE OF DESIGNATION OF ACTION  
AS MANDATORY COMPLEX BUSINESS  
CASE UNDER N.C. GEN. STAT. § 7A-45.4

Pursuant to N.C. Gen. Stat. § 7A-45.4, Citigroup, Inc. designates the above-captioned action as a mandatory complex business case. In good faith and based on information reasonably available, Citigroup, Inc., through counsel, hereby certifies that this action meets the following criteria for designation as a mandatory complex business case pursuant N.C. Gen. Stat. § 7A-45.4(a), and should be adjudicated in the Business Court:

- ☒ (1) The law governing corporations, partnerships, limited liability companies, and limited liability partnerships.
- ☐ (2) Securities law.
- ☐ (3) Antitrust law, except claims based solely on unfair competition under N.C. Gen. Stat. § 75-1.1.
- ☐ (4) State trademark or unfair competition law, except claims based solely on unfair competition under N.C. Gen. Stat. § 75-1.1.
- ☐ (5) Intellectual property law.
- ☐ (6) The Internet, electronic commerce, and biotechnology.

The reasons why this action falls within the specific categories of N.C. Gen. Stat. 7A-45.4(a) checked above and why the Business Court should retain jurisdiction are as

follows:

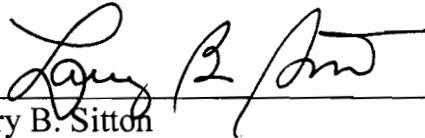
This case involves an attempt by two shareholders of Wachovia Bank, N.A., (“Wachovia”) to thwart merger discussions between Citigroup, Inc. (“Citigroup”) and Wachovia. On September 29, 2008, Citigroup and Wachovia signed a term sheet for a proposed transaction by which Citigroup would buy the banking operations of Wachovia. On the same date, Citigroup and Wachovia entered into a binding exclusivity agreement (“the Exclusivity Agreement”). The Exclusivity Agreement is specifically governed by New York law and contains a New York consent to jurisdiction clause.

On October 3, 2008, Wachovia announced that it was merging with Wells Fargo instead of Citigroup. On Saturday, October 4, 2008, Citigroup obtained a temporary restraining order in state court in New York extending the term of the Exclusivity Agreement. On Sunday, October 5, 2008, Wachovia filed an action in the federal district court for the Southern District of New York seeking a determination of the validity of the Exclusivity Agreement. A hearing in that action is set for Tuesday, October 7, 2008. Also on Sunday, October 5, 2008, a New York appellate judge overturned the temporary restraining order in the New York state court action. Later, on Sunday, October 5, 2008, the New York state court issued a new restraining order and scheduled a hearing for October 10, 2008.

Plaintiffs filed this action at 7:00 p.m. on Sunday, October 5, 2008 and obtained a temporary restraining order on the same date. The temporary restraining order entered purportedly restrains Citigroup from enforcing the terms of the Exclusivity Agreement and from pursuing litigation in any other jurisdiction. An amended temporary restraining order in this North Carolina action was entered by on October 6, 2008.

A copy of all pleadings listed in N.C. R. Civ. P. 7(a) that have been filed to date in this action are attached hereto as Appendix A for the convenience of the Court. Some of these documents have been filed under seal and are so noted in the attached Appendix A.

This 6<sup>th</sup> day of October, 2008.

A handwritten signature in black ink, appearing to read "Larry B. Sitton", written over a horizontal line.

Larry B. Sitton  
N.C. State Bar No. 4020  
Robert R. Marcus  
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*Attorneys for Citigroup, Inc.*

OF COUNSEL:

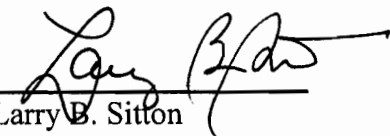
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**CERTIFICATE OF SERVICE**

This is to certify that the foregoing document was served on Plaintiffs electronically and by depositing a copy of same in the United States mail, first-class, postage prepaid, addressed as follows:

Martin L. Brackett  
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This the 6<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
Larry B. Sitton