

C. The Court having presided over this Action since its filing; having presided over the trial of the class action claims against the Settling Defendant since March 28, 2005; having read and considered the Stipulation, the Confidential Stipulation, the proposed form of Judgment, and the Mediators' Statement dated April 22, 2005; and finding that substantial and sufficient grounds exist for entering this Order;

IT IS HEREBY ORDERED:

1. For purposes of this Order, the Court adopts all defined terms as set forth in the Stipulation unless otherwise defined above.

2. The Court preliminarily approves the Settlement, as reflected in the Stipulation, as being fair, reasonable, and adequate, pending a final hearing on the Settlement.

3. Pursuant to the Stipulation, the Plaintiffs' Co-Lead Counsel may utilize \$2,000,000 out of the Settlement Amount to fund the Notice and Administration Fund for the payment of certain expenses incurred by Plaintiffs' Co-Lead Counsel pursuant to the Stipulation in connection with this Settlement.

4. Institution or prosecution of any action or claim that is subject to the release, dismissal, or bar order provisions contemplated by the Settlement, is hereby enjoined pending further order of the Court.

5. Prosecution by any Non-Settling Defendants or Non-Settling Entities/Individuals of any action or claim for contractual or other indemnity or contribution against the

Settling Defendant Releasees, arising out of or related to the claims or allegations asserted by Plaintiffs in this Litigation, whether arising under state, federal, or foreign law as claims, cross-claims, counterclaims, or third-party claims, whether asserted in the Complaint, in this Court, in any federal or state court, or in any other forum in the United States or elsewhere, is hereby enjoined pending further order of the Court. Provided, however, that the injunction stated in this paragraph shall not apply to claims that may be asserted by Non-Settling Defendants or Non-Settling Entities/Individuals in cases of persons who timely opted out of the Class and were not, thereafter, allowed by the Court to revoke their prior request for exclusion.

6. Prosecution by the Settling Defendant of any action or claim for contractual or other indemnity or contribution against the Non-Settling Defendants or Non-Settling Entities/Individuals, arising out of or related to the claims or allegations asserted by Plaintiffs in the Complaint, whether arising under state, federal, or foreign law as claims, cross-claims, counterclaims, or third-party claims, is hereby enjoined pending further order of the Court. Provided, however, that the injunction stated in this paragraph shall not apply to claims that may be asserted by the Settling Defendant in cases of persons who timely opted out of the Class and were not, thereafter, allowed by the Court to revoke their request for exclusion.

7. Subject to final approval of the Settlement, the Non-Settling Defendants and Non-Settling Entities/Individuals shall

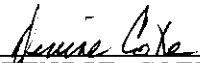
be entitled to a judgment credit in an amount that is the greater of the amount allocated in the Settlement to claims for which a Non-Settling Entity/Individual may be found liable for common damages or, for each such claim, the proportionate share of the Settling Defendant's fault as proven at trial.

8. Nothing herein shall prohibit a Non-Settling Entity/Individual from pursuing defenses in the Litigation based on the alleged responsibility of the Settling Defendant.

9. The Parties are further directed that, prior to seeking District Court approval of the Settlement, the Parties shall submit to the Court proposed forms of notices to the Class and other orders as may be required by Rule 23, Fed. R. Civ. P., in forms consistent with those approved by the Court in the Hearing Order entered July 16, 2004, in connection with the settlement with the Citigroup Defendants.

SO ORDERED:

Dated: New York, New York
April 26, 2005



DENISE COTE
United States District Judge