

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP AUCTION RATE  
SECURITIES LITIGATION

MASTER FILE  
08 Civ. 3095 (LTS) (FM)

**NOTICE OF MOTION TO DISMISS**

PLEASE TAKE NOTICE THAT, upon the attached Memorandum of Law in Support of Defendants' Motion to Dismiss the Consolidated Amended Complaint, the Declaration of Charles E. Davidow and accompanying exhibits, and all other papers and proceedings herein, defendants Citigroup Inc. and Citigroup Global Markets Inc. (collectively, "Defendants ") will move this Court, before the Honorable Laura T. Swain, United States District Judge for the Southern District of New York, on a date and time to be set by the Court, for an Order dismissing the Complaint with prejudice pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure. The basis for the motion is set forth in the accompanying memorandum of law.

Pursuant to the individual practices of the Honorable Laura T. Swain, Defendants certify, through counsel, that they have used their best efforts to informally resolve the matter contained in this submission.

Dated: October 24, 2008  
New York, New York

Respectfully submitted,

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By: \_\_\_\_\_ /s/ Charles E. Davidow

Brad S. Karp  
Susanna M. Buergel  
1285 Avenue of the Americas  
New York, New York 10019-6064  
Tel. (212) 373-3000  
Fax (212) 757-3990  
bkarp@paulweiss.com  
sbuergel@paulweiss.com

Charles E. Davidow  
1615 L Street, N.W.  
Washington, D.C. 20036-5694  
Tel. (202) 223-7300  
Fax (202) 223-7420  
cdavidow@paulweiss.com

*Attorneys for Defendants Citigroup Inc. and  
Citigroup Global Markets Inc.*