

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARLETTE MILLER, on Behalf of Herself and
All Others Similarly Situated,

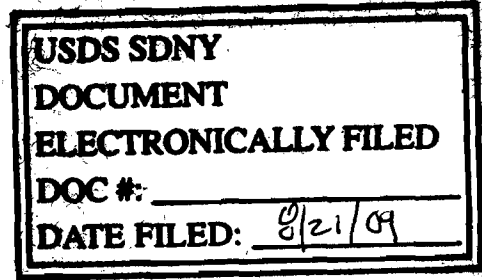
Plaintiff,

vs.

WACHOVIA CORPORATION, et al.,

Defendants.

No. 09 Civ. 6351 (RJS)



ORANGE COUNTY EMPLOYEES'
RETIREMENT SYSTEM, et al.,

Plaintiffs,

vs.

PETER M. CARLSON, et al.,

Defendants.

No. 09 Civ. 6374 (RJS)

MICHEAL SWISKAY, et al.,

Plaintiff,

vs.

WACHOVIA CORPORATION, et al.,

Defendants.

No. 09 Civ. 6457 (RJS)

[PROPOSED] ORDER

WHEREAS, three related cases alleging claims under the Securities Act of 1933 relating to preferred stock and notes issued by Wachovia Corporation and certain of its affiliates, *Swiskay v. Wachovia* (the “Swiskay Action”), *Miller v. Wachovia* (the “Miller Action”) and *Orange County Employees’ Retirement System v. Carlson* (the “Orange County Action”) (collectively, the “Securities Act Actions”) were filed in the Superior Court of the State of California, Alameda County (the “California Court”);

WHEREAS, by Order dated January 23, 2009, the California Court directed counsel for all plaintiffs in the Securities Act Actions to file motions for appointment of class counsel on or before January 27, 2009 and to “meet and confer regarding the organization of class counsel before filing motions regarding that subject;”

WHEREAS, on January 29, 2009, the California Court ordered the consolidation of the Securities Act Actions and the naming of the consolidated actions as “*In re Wachovia Preferred Securities and Bond/Notes Litigation*,” No. RG 08426378, and appointed the law firms of Bernstein Litowitz Berger & Grossmann LLP (“Bernstein Litowitz”), Barroway Topaz Kessler Meltzer & Check, LLP (“Barroway Topaz”) and Coughlin Stoia Geller Rudman & Robbins LLP (“Coughlin Stoia”) as Co-Lead Counsel for the Class;

WHEREAS, on March 6, 2009, certain defendants removed the consolidated Securities Act Actions from the California Court to the District Court for the Northern District of California;

WHEREAS, Plaintiffs did not oppose the removal of the consolidated Securities Act Actions;

WHEREAS, on March 10, 2009, Plaintiffs and the then-served defendants stipulated that (i) Plaintiffs in the Securities Act Actions would file a Consolidated and Amended Complaint

within sixty (60) days after the District Court for the Northern District of California ruled on Defendants' anticipated motion to transfer the Securities Act Actions to this Court; and (ii) Defendants' time to respond to the complaints in the Securities Act Actions would be extended to sixty (60) days after service upon them of Plaintiffs' Consolidated and Amended Complaint;

WHEREAS, on March 18 and 20, 2009, the District Court for the Northern District of California in the *Swiskay* and *Orange County* Actions ordered that (1) Plaintiffs in the Securities Act actions file a Consolidated and Amended Complaint within sixty (60) days after that court ruled on Defendants' anticipated motion to transfer the Securities Act Actions to this Court; and (2) Defendants' time to respond to the complaints in the Securities Act Actions be extended to sixty (60) days after service upon them of Plaintiffs' Consolidated and Amended Complaint;

WHEREAS, on March 26, 2009, certain defendants moved to relate the three Securities Act Actions;

WHEREAS, on May 12, 2009, certain defendants moved pursuant to 28 U.S.C. § 1404(a) to transfer the three Securities Act Actions to this Court;

WHEREAS, Plaintiffs did not oppose the motion to transfer the Securities Act Actions to this Court;

WHEREAS, on June 22, 2009, the District Court for the Northern District of California granted the motion to relate the three actions and ordered their transfer to this Court pursuant to 28 U.S.C. § 1404(a);

WHEREAS, a class action brought on behalf of investors in Wachovia common securities, *In re Wachovia Equity Securities Litigation*, No. 08 Civ. 6171 (RJS), is pending before the Court;

WHEREAS, despite the fact that *In re Wachovia Preferred Securities and Bond/Notes Litigation* and *In re Wachovia Equity Securities Litigation* involve claims regarding different securities, distinct plaintiff classes and some differing defendants, there are certain common issues and overlapping defendants shared between the two actions;

THEREFORE, IT IS HEREBY ORDERED THAT:

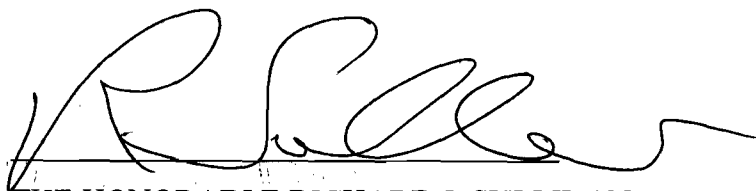
1. The three Securities Act Actions shall be consolidated. The docket number of the *Miller* Action, No. 09 Civ. 6351, shall constitute the Master File Number for the Securities Act Actions and any similar actions filed subsequently. The consolidated action shall be referred to as *In re Wachovia Preferred Securities and Bond/Notes Litigation*. All documents shall be filed in the Master File and noted on the Master Docket. No further docket entries need be made.
2. The appointment of Bernstein Litowitz Berger & Grossmann LLP, Barroway Topaz Kessler Meltzer & Check, LLP (“Barroway Topaz”) and Coughlin Stoia Geller Rudman & Robbins LLP as Co-Lead Counsel in *In re Wachovia Preferred Securities and Bond/Notes Litigation* by the California Court is hereby affirmed.
3. The institutional clients of Co-Lead Counsel, Orange County Employees’ Retirement System, Louisiana Sheriffs’ Pension and Relief Fund, and Southeastern Pennsylvania Transportation Authority, shall serve as Co-Lead Plaintiffs in *In re Wachovia Preferred Securities and Bond/Notes Litigation*.
4. Any other class action lawsuits hereafter filed in or transferred to this District which include Wachovia preferred securities, bonds or notes (so long as such

class action lawsuit does not include claims based on the purchases or sale of Wachovia common stock), and which arise out of the same facts and claims as alleged in *In re Wachovia Preferred Securities and Bond/Notes Litigation* shall be consolidated for all purposes if and when the Court is apprised of them. The parties shall notify the Court of any other such class action lawsuit which is pending or filed outside of this District which may be related to the subject matter of *In re Wachovia Preferred Securities and Bond/Notes Litigation* if and when they become aware of such class action lawsuits.

5. *In re Wachovia Preferred Securities and Bond/Notes Litigation* and *In re Wachovia Equity Securities Litigation* are deemed related actions and shall be coordinated for all discovery purposes.

IT IS SO ORDERED

DATED: August 20, 2009

A handwritten signature in black ink, appearing to read 'R. Sullivan', written over a horizontal line.

THE HONORABLE RICHARD J. SULLIVAN
UNITED STATES DISTRICT JUDGE