

UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re: :  
:  
LEHMAN BROTHERS INC. : Case No. 08-01420 (JMP) SIPA  
:  
Debtor. : Ref. No. 4306  
:  
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**STIPULATION OF WITHDRAWAL OF MOTION**

**WHEREAS**, on or about March 18, 2011, James W. Giddens (the “Trustee”), as Trustee for the liquidation of the business of Lehman Brothers Inc. (“LBI”), filed a complaint (the “Complaint”) commencing an adversary proceeding (the “Adversary Proceeding”) against Citibank, N.A., Citigroup Inc., Citigroup Global Markets, Inc., Citibank Japan Ltd., Citibank Europe plc, Citibank International plc, Citigroup Pty Limited, Banco de Chile, Banco Nacional de Mexico SA, Citibank del Peru SA, Bank Handlowy W Warszawie SA, ZAO KB Citibank, Citibank AS, Citibank Maghreb, and Citi Affiliates 1-5 (collectively, the “Citi Defendants”) asserting claims for, *inter alia*, the avoidance and recovery of certain allegedly preferential and fraudulent transfers, turnover of certain cash deposits and securities maintained by the Citi Defendants, and equitable subordination of claims asserted by the Citi Defendants;

**WHEREAS**, the Complaint named the Citi Defendants as defendants in the Adversary Proceeding;

**WHEREAS**, on or about May 26, 2011, the Citi Defendants filed a motion to partially dismiss the claims asserted in the Complaint;

**WHEREAS**, on or about May 26, 2011, contemporaneously with their motion to dismiss, Citibank, N.A., Citigroup Global Markets, Inc., Citibank Japan Ltd.,

Citigroup Pty Limited, Banco Nacional de Mexico SA, Citibank International plc, Bank Handlowy W Warszawie SA, Citibank AS, Citibank del Peru SA, Citibank Europe plc, Citibank Maghreb, and ZAO KB Citibank (collectively, the “Citi Movants”) filed a motion for the entry of an order authorizing the exercise of certain contractual, common law, and statutory rights in respect of amounts claimed by LBI, and other related relief (the “Stay Relief Motion”) [ECF No. 4306]; and

**WHEREAS**, in connection with the terms of that certain Settlement Agreement dated as of November 16, 2012 (the “Settlement Agreement”), which was approved by Court order on December 13, 2012 [ECF No. 5545] (the “Approval Order”), the Trustee and the Citi Movants have resolved the claims addressed in the Stay Relief Motion.

**NOW, THEREFORE**, the undersigned parties hereby stipulate and agree, pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, Federal Rules of Bankruptcy Procedure 7041 and 9014, and the Amended Case Management Order dated July 13, 2010, that (i) any applicable stay is modified under the Approval Order solely to the extent necessary to effectuate the terms of the Settlement Agreement, including without limitation Paragraph 5 thereof, (ii) the Stay Relief Motion shall be hereby withdrawn, with prejudice, (iii) such withdrawal is intended to have the effect of a final judgment of dismissal. Except as otherwise provided in Paragraph 5 and Exhibit C of the Settlement Agreement, each party shall bear its own attorneys’ fees and costs.

*[remainder of this page intentionally left blank]*

Dated: New York, New York  
January 7, 2013

JAMES W. GIDDENS, AS TRUSTEE  
FOR THE LIQUIDATION OF LEHMAN  
BROTHERS INC.

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CITIBANK, N.A., CITIGROUP  
GLOBAL MARKETS, INC.,  
CITIBANK JAPAN LTD.,  
CITIGROUP PTY LIMITED,  
BANCO NACIONAL DE MEXICO SA,  
CITIBANK INTERNATIONAL PLC,  
BANK HANDLOWY W WARSZAWIE  
SA, CITIBANK AS, CITIBANK DEL  
PERU SA, CITIBANK EUROPE PLC,  
CITIBANK MAGHREB, AND ZAO KB  
CITIBANK

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