UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff, : Civil Action No.

-against- : 03 Civ. 2945 (WHP)

CITIGROUP GLOBAL MARKETS INC., F/K/A SALOMON SMITH BARNEY INC.,

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Defendant.

ORDER REGARDING DISTRIBUTION FUND PLAN

On October 31, 2003, the Court signed a Final Judgment as to Defendant Citigroup
Global Markets Inc., f/k/a Salomon Smith Barney Inc. ("Final Judgment"). Section II of the
Final Judgment calls for the creation of a Distribution Fund, which consists of Defendant's
Federal Payment plus any income and interest earned thereon. Under Section V.A of the Final
Judgment, "[t]he Distribution Fund Administrator shall formulate and administer a Distribution
Fund Plan ... intended to provide for the equitable, cost-effective distribution of funds to Eligible
Distribution Fund Recipients." Under Section V.C.1 of the Final Judgment, to be an Eligible
Distribution Fund Recipient, a person must have purchased "equity securities in question"
through Defendant during the "relevant period of purchase." Also under Section V.C.1,
"[i]dentification of the 'equity securities in question' and the 'relevant period of purchase' for
each such equity security will be set forth (solely for the purpose of administering the
Distribution Fund Plan) in a further order of the Court."

¹ All defined terms in the Final Judgment apply to this Order.

Accordingly, IT IS HEREBY ORDERED that the "equity securities in question" and the "relevant period of purchase" for each such equity security, as those terms are used in Section V.C.1 of the Final Judgment, are as follows:

Equity Securities in Question	Relevant Periods of Purchase
Focal Communications Corp.	Feb. 21, 2001 – Aug. 13, 2001
(re First Claim for Relief)	
Focal Communications Corp.	April 10, 2000 – Oct. 17, 2000
(re Second Claim for Relief)	
Metromedia Fiber Networks, Inc.	April 30, 2001 – July 25, 2001
Level 3 Communications Inc.	April 18, 2001 – June 18, 2001
Williams Communications Group Inc.	May 1, 2001 – Nov. 1, 2001
XO Communications Inc.	April 26, 2001 – Nov. 1, 2001
Adelphia Business Solutions Inc.	May 14, 2001 – Aug. 13, 2001
RCN Corp.	May 3, 2001 – Aug. 2, 2001
AT&T Corp.	Nov. 29, 1999 – Jan. 25, 2000
Metromedia Fiber Networks, Inc. Level 3 Communications Inc. Williams Communications Group Inc. XO Communications Inc. Adelphia Business Solutions Inc. RCN Corp.	April 18, 2001 – June 18, 2001 May 1, 2001 – Nov. 1, 2001 April 26, 2001 – Nov. 1, 2001 May 14, 2001 – Aug. 13, 2001 May 3, 2001 – Aug. 2, 2001

The identification of "equity securities in question" and "relevant periods of purchase" made herein is solely for the purpose of facilitating the efficient administration of the Distribution Fund Plan, is not a judicial or Commission finding, and is not intended to have precedential effect in other actions.

SO ORDERED.

Dated: New York, New York October 31, 2003

> WILLIAM H. PAULEY III UNITED STATES DISTRICT JUDGE