

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

U. S. SECURITIES AND EXCHANGE	:	MOTION TO INTERVENE
	:	PURSUANT TO FEDERAL
	:	RULE OF CIVIL PROCEDURE
	:	24
	:	
COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	CIVIL ACTION
	:	NO. 1:11-cv-07387-JSR
	:	
CITIGROUP GLOBAL MARKETS INC.,	:	
	:	
Defendant,	:	JUDGE JED S. RAKOFF
	:	
BETTER MARKETS, INC.,	:	
	:	
	:	ECF CASE
Movant Seeking	:	
Intervention	:	

PLEASE TAKE NOTICE THAT Better Markets, Inc. (“Better Markets”) respectfully moves this Court for an Order granting it leave to intervene in this case, as of right under Federal Rule of Civil Procedure 24(a), Fed. R. Civ. P. 24(a), or in the alternative, as a matter of permissive intervention under Federal Rule of Civil Procedure 24(b), Fed. R. Civ. P. 24(b). The matter will be set for a date and time to be determined by the Court. However, in light of the hearing scheduled for November 9, 2011, Better Markets respectfully requests an expedited briefing and hearing schedule so that, if granted, Better Markets can participate in the November 9, 2011 hearing as scheduled and without delay.

Better Markets seeks intervention for the limited purpose of objecting to the Proposed Settlement that plaintiff Securities and Exchange Commission (“SEC”) and defendant Citigroup

Global Markets Inc. (“Citigroup”) have agreed to and submitted to the Court for approval. If permitted to intervene, Better Markets will, without delay, oppose the Proposed Settlement on the grounds that it is not fair, reasonable, adequate, or in the public interest, as explained more fully in the attached Memorandum in Opposition to Proposed Settlement, attached hereto as required by Federal Rule of Civil Procedure 24(c), Fed. R. Civ. P. 24(c).

The grounds for intervention as of right by Better Markets are as follows, as explained more fully in the accompanying Memorandum of Law in Support of Motion to Intervene (“Memorandum of Law”), filed herewith:

1. The Motion to Intervene is timely.
2. Better Markets has an interest relating to the property or transaction that is the subject of the action.
3. Better Markets is so situated that disposing of the action may as a practical matter impair or impede its ability to protect its interest.
4. The existing parties do not adequately represent the interests of Better Markets.

The grounds for permissive intervention by Better Markets are as follows, also as explained more fully in the accompanying Memorandum of Law:

1. The Motion to Intervene is timely.
2. Better Markets has a claim or defense that shares with the main action a common question of law or fact.
3. The intervention of Better Markets will not unduly delay or prejudice the adjudication of the original parties' rights.


4. If granted leave to intervene, Better Markets will significantly contribute to full development of the underlying factual issues in the case and to the just and equitable adjudication of the legal question presented.

Better Markets also moves for such further and other relief as the Court may deem just and proper.

For the reasons set forth above and in the accompanying Memorandum of Law, Better Markets requests that the Court grant the Motion to Intervene and allow it to participate in the hearing scheduled on November 9, 2011 and, thereby, not delay or disrupt the Court's current orders and pending proceedings.

Dated: Washington, DC
November 3, 2011

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the foregoing Motion to Intervene to be served upon the following counsel for the parties to this action, at the following addresses, on November 3, 2011, by hand delivery:

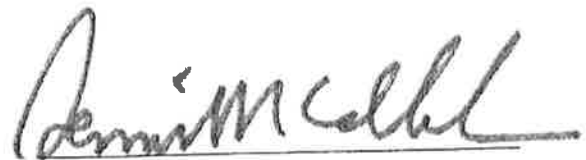
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