CITIGROUP INC
Form 10-Q
November 04, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

Commission file number 1-9924

Citigroup Inc.

(Exact name of registrant as specified in its charter)

Delaware	**52-1568099**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
399 Park Avenue, New York, NY	**10043**
(Address of principal executive offices)	(Zip code)

(212) 559-1000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date:

Common stock outstanding as of September 30, 2011: 2,923,708,189

Available on the web at www.citigroup.com

CITIGROUP INC.

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OVERVIEW

Introduction

Citigroup operates, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citi's *Regional Consumer Banking* businesses and *Institutional Clients Group*; and Citi Holdings, consisting of Citi's *Brokerage and Asset Management* and *Local Consumer Lending* businesses, and a *Special Asset Pool*. There is also a third segment, *Corporate/Other*. For a further description of the business segments and the products and services they provide, see "Citigroup Segments" below, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 3 to the Consolidated Financial Statements.

Throughout this report, "Citigroup," "Citi" and "the Company" refer to Citigroup Inc. and its consolidated subsidiaries.

This Quarterly Report on Form 10-Q should be read in conjunction with Citigroup's Annual Report on Form 10-K for the year ended December 31, 2010 (2010 Annual Report on Form 10-K) and Citigroup's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011. Additional information about Citigroup is available on the company's Web site at *www.citigroup.com*. Citigroup's recent annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, as well as its other filings with the SEC are available free of charge through the company's Web site by clicking on the "Investors" page and selecting "All SEC Filings." The SEC's Web site also contains periodic and current reports, proxy and information statements, and other information regarding Citi at *www.sec.gov*.

Certain reclassifications have been made to the prior periods' financial statements to conform to the current period's presentation. All per share amounts and Citigroup shares outstanding for the third quarter of 2011 and all prior periods reflect Citigroup's 1-for-10 reverse stock split, which was effective May 6, 2011.

Within this Form 10-Q, please refer to the tables of contents on pages 2 and 92 for page references to Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements, respectively.

As described above, Citigroup is managed pursuant to the following segments:

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* As announced on October 17, 2011, Citi will transfer the substantial majority of the retail partner cards business from Citi Holdings *Local Consumer Lending* to Citicorp *North America RCB*. While Citi previously announced this transfer would be completed during the fourth quarter of 2011, it now intends to complete this transfer during the first quarter of 2012.

The following are the four regions in which Citigroup operates. The regional results are fully reflected in the segment results above.

(1) *Asia* includes Japan, *Latin America* includes Mexico, and the U.S., Canada and Puerto Rico comprise *North America*.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIRD QUARTER 2011 EXECUTIVE SUMMARY

Citigroup

Citigroup reported third quarter of 2011 net income of $3.8 billion, or $1.23 per diluted share. Citigroup's income increased by 74%, or $1.6 billion, from the third quarter of 2010. Results for the third quarter of 2011 included a significant positive credit valuation adjustment (CVA) of $1.9 billion, compared to $115 million in the third quarter of 2010, driven by Citigroup's credit spreads widening during the quarter. Excluding CVA, Citigroup earned $2.6 billion in the third quarter of 2011, or $0.84 per diluted share, compared to $0.70 per diluted share in the prior-year period. The year-over-year increase in earnings per share, excluding CVA, primarily reflects a significant decline in credit costs, offset by the impact of lower revenues (excluding CVA) and an increase in operating expenses as compared to the prior-year period. Net income in the prior-year period was also affected by a loss on the announced sale of The Student Loan Corporation recorded in Discontinued Operations.

Citigroup revenues, net of interest expense, were $20.8 billion, or roughly flat versus the prior-year period. Excluding CVA, revenues were down $1.7 billion, or 8%, from the third quarter of 2010 as continued growth in international *Regional Consumer Banking* and *Transaction Services* was more than offset by lower revenues in Citi Holdings, *Securities and Banking* and *North America Regional Consumer Banking*. Net interest revenues of $12.1 billion were 8% lower than the prior-year period, largely due to continued declining loan balances and lower interest-earning assets in Citi Holdings. Non-interest revenues were $8.7 billion, up 15% from the prior-year period, principally driven by significant positive CVA in the third quarter of 2011. Excluding CVA, non-interest revenues of $6.8 billion decreased by 10%, due primarily to lower revenues in *Securities and Banking*.

Year-over-year, the U.S. dollar generally depreciated versus local currencies in which Citi generates revenues and incurs expenses. In the third quarter of 2011, the impact of foreign exchange in the translation of local currency results into U.S. dollars (as used throughout this Form 10-Q, FX translation) accounted for 2% of the growth in Citi's revenues and expenses, respectively, while contributing 1% to net income growth over the prior-year period.

Operating Expenses

Citigroup expenses increased $940 million, or 8%, year-over-year to $12.5 billion. Roughly three-quarters of the increase was driven by FX translation, higher legal and related costs and the absence of one-time benefits recorded in the prior period. Excluding these items, operating expenses grew 2% year-over-year in the third quarter, driven by higher investment spending, which was partially offset by ongoing productivity savings and other expense reductions.

For the first nine months of 2011, Citigroup expenses were $37.7 billion, up $2.8 billion, or 8%, from the prior-year period. Nearly two-thirds of this increase, or approximately $1.8 billion, resulted primarily from the impact of FX translation and higher legal and related costs in the first nine months of 2011 as compared to the same period in 2010. Excluding these items, operating expenses were up $1.0 billion, or 3%, versus the prior-year period. Investment spending was $2.8 billion higher in the first nine months of 2011, of which roughly half was funded with efficiency savings of $1.4 billion. All other expenses, including higher volume-related costs, were more than offset by a decline in Citi Holdings expenses. The impact of FX translation and legal and related costs will likely continue to affect Citigroup's operating expenses in the near term and will remain difficult to predict.

Citicorp expenses of $9.8 billion in the third quarter of 2011 grew 9% from the third quarter of 2010. Roughly a quarter of this increase resulted from the impact of FX translation, and the remainder was primarily driven by investment spending, which was partially offset by ongoing productivity savings and other expense reductions.

Citi Holdings expenses were down 6% year-over-year to $2.1 billion, principally due to the continued decline in assets and thus lowered operating expenses. As the pace of asset decline in Citi Holdings continues to slow, Citi's ability to continue to reduce its expenses in Citi Holdings will likely also decline.

Credit Costs

Citigroup total provisions for credit losses and for benefits and claims of $3.4 billion declined $2.6 billion, or 43%, from the prior-year period. Net credit losses of $4.5 billion were down $3.1 billion, or 41%, from the third quarter of 2010. Consumer net credit losses declined $2.5 billion, or 37%, to $4.2 billion, driven by continued improvement in credit in *North America* Citi-branded cards in Citicorp and retail partner cards and residential real estate lending in Citi Holdings. Corporate net credit losses decreased $650 million year-over-year to

$272 million, as credit quality continued to improve in the Corporate portfolio.

The net release of allowance for loan losses and unfunded lending commitments was $1.4 billion in the third quarter of 2011, compared to a net release of $2.0 billion in the third quarter of 2010. Of the $1.4 billion net reserve release, $1.2 billion related to Consumer and was mainly driven by *North America* Citi-branded cards and retail partner cards. The $186 million net Corporate reserve release reflected continued improvement in Corporate credit trends, partially offset by growth in the Corporate loan portfolio.

More than half of the net credit reserve release in the third quarter of 2011, or $838 million, was attributable to Citi Holdings. The $585 million net credit release in Citicorp was up from $426 million in the prior-year period and was due primarily to higher net releases in Citi-branded cards, partially offset by lower releases in international *Regional Consumer*

Banking and a net build in the Corporate portfolio, each driven by continued loan growth. Citi continues to expect international *Regional Consumer Banking* and Corporate credit costs in Citicorp to increase, reflecting growing loan portfolios.

Capital and Loan Loss Reserve Positions

Citigroup's Tier 1 Capital ratio was 13.5% at quarter-end, and its Tier 1 Common ratio was 11.7%.

Citigroup's total allowance for loan losses was $32.1 billion at quarter-end, or 5.1% of total loans, down from $43.7 billion, or 6.7% of total loans, at the end of the prior-year period. The decline in the total allowance for loan losses reflected asset sales, lower non-accrual loans, and overall continued improvement in the credit quality of the loan portfolios.

The Consumer allowance for loan losses was $28.9 billion, or 6.82% of total Consumer loans at quarter-end, compared to $37.6 billion, or 8.19% of total loans, at September 30, 2010.

Citigroup's non-accrual loans of $12.1 billion declined 46% from the prior-year period. At the end of the third quarter of 2011, the allowance for loan losses was 265% of non-accrual loans.

Citicorp

Citicorp net income of $4.6 billion in the third quarter of 2011 increased by $1.1 billion, or 32%, from the prior-year period, driven by the significant positive CVA, lower net credit losses and a higher net loan loss reserve release, offset by lower revenues (excluding CVA) and an increase in operating expenses.

Citicorp revenues were $17.7 billion, up $1.4 billion from the third quarter of 2010, driven by the CVA of $1.9 billion in the third quarter of 2011, compared to CVA of $99 million in the prior-year period. Excluding CVA, Citicorp revenues of $15.8 billion were down 2% year-over-year, as growth in international *Regional Consumer Banking* and *Transaction Services* was more than offset by lower revenues in *North America Regional Consumer Banking* and *Securities and Banking*. Net interest revenues of $9.7 billion increased 3% from the prior-year period, reflecting continuing growth in international business volumes, and non-interest revenues of $8.0 billion were up $1.2 billion, or 17%, driven by CVA.

Regional Consumer Banking revenues of $8.3 billion were 2% higher year-over-year, mostly due to continued growth in business volumes across international regions as well as the impact of FX translation. This growth was partly offset by lower credit card balances in *North America*, the impact in *North America* of the look-back provisions of The Credit Card Accountability Responsibility and Disclosure Act (CARD Act) (see "*Regional Consumer Banking North America Regional Consumer Banking*" below) and continued spread compression. Average retail banking loans increased 18% year-over-year to $128.6 billion, and average deposits increased 6% to $313.2 billion, both driven by *Asia* and *Latin America*. Citi-branded cards average loans increased 1% year-over-year to $110.2 billion, as growth in *Asia* and *Latin America* was offset by lower balances in *North America*. Cards purchase sales grew 9% from the prior-year period to $71.4 billion, and international investment sales increased 1% to $21.5 billion.

Securities and Banking revenues of $6.7 billion increased 20% year-over-year and 23% sequentially, driven by the positive CVA (for details on *S&B* CVA amounts, see "*Institutional Clients Group Securities and Banking*" below). Excluding CVA, revenues were $4.8 billion, down 12% from the prior-year period and 9% sequentially, driven by lower fixed income markets, equity markets and investment banking revenues, partially offset by higher lending revenues. Fixed income markets revenues of $2.3 billion, excluding CVA, decreased 33% year-over-year and 22% sequentially, as growth in rates and currencies was more than offset by lower revenues in credit-related and securitized products. Equity markets revenues of $289 million, excluding CVA, were down 73% year-over-year and 63% sequentially, mainly driven by weak trading revenues in derivatives, as well as losses in equity proprietary trading (which Citi also refers to as equity principal strategies). Investment banking revenues of $736 million were down 21% year-over-year and 32% sequentially, driven by lower activity levels across all products. Lending revenues were $1.0 billion, up from negative $11 million in the prior-year period and positive $356 million in the second quarter of 2011, due to hedging gains.

Transaction Services revenues were $2.7 billion, up 7% from the prior-year period, driven by growth in Treasury and Trade Solutions as well as Securities and Fund Services. Revenues grew year-over-year in all international regions, as strong growth in business volumes was partially offset by continued spread compression. Average deposits and other customer liabilities grew 7% year-over-year to $365 billion. Assets under custody grew 1% year-over-year to $12.5 trillion, but were down 7% from the prior quarter due to a negative impact of FX translation and lower market values.

Citicorp end of period loans increased 13% year-over-year to $443.6 billion, with 6% growth in Consumer loans and 21% growth in Corporate loans.

Citi Holdings

Citi Holdings net loss of $802 million in the third quarter of 2011 improved by $344 million, or 30%, from a net loss of $1.1 billion in the third quarter of 2010, as continued improvement in net credit losses and lower operating expenses offset lower revenues and a lower net loan loss reserve release.

Citi Holdings revenues declined 27% to $2.8 billion from the prior-year period, primarily due to lower assets. Net interest revenues declined 30% year-over-year to $2.5 billion, largely driven by declining loan balances in *Local Consumer Lending* and lower interest-earning assets in the *Special Asset Pool*. Non-interest revenues increased 6% to $353 million from the prior-year period.

Citi Holdings assets declined 31% from the third quarter of 2010 to $289 billion at the end of the third quarter of 2011. The decline reflected $86 billion in asset sales and business dispositions, $40 billion in net run-off and amortization, and $6 billion in net cost of credit and net asset marks. On October 17, 2011, Citi announced it will transfer the substantial majority of the retail partner cards business from *Local Consumer Lending* to Citicorp *North America Regional Consumer Banking,* which Citi intends to complete during the first quarter of 2012. This transfer will further decrease the assets within Citi Holdings as well as materially impact the earnings profile of Citi Holdings.

At September 30, 2011, *Local Consumer Lending* continued to represent the largest segment within Citi Holdings, with $218 billion of assets. Over half of *Local Consumer Lending* assets, or approximately $117 billion, were related to *North America* real estate lending. As of the end of the third quarter of 2011, there were approximately $10 billion of loan loss reserves allocated to *North America* real estate lending in Citi Holdings, representing over 30 months of coincident net credit loss coverage.

At the end of the third quarter of 2011, Citi Holdings assets comprised approximately 15% of total Citigroup GAAP assets and 27% of risk-weighted assets.

RESULTS OF OPERATIONS

SUMMARY OF SELECTED FINANCIAL DATA

Citigroup Inc. and Consolidated Subsidiaries

In millions of dollars, except per-share amounts, ratios and direct staff	Third Quarter 2011	Third Quarter 2010	% Change	Nine Months Ended 2011	Nine Months Ended 2010	% Change
Net interest revenue	**$ 12,114**	$ 13,128	(8)%	**$ 36,364**	$ 41,496	(12)%
Non-interest revenue	**8,717**	7,610	15	**24,815**	26,734	(7)
Revenues, net of interest expense	**$ 20,831**	$ 20,738		**$ 61,179**	$ 68,230	(10)%
Operating expenses	**12,460**	11,520	8	**37,722**	34,904	8
Provisions for credit losses and for benefits and claims	**3,351**	5,919	(43)	**9,922**	21,202	(53)
Income from continuing operations before income taxes	**$ 5,020**	$ 3,299	52%	**$ 13,535**	$ 12,124	12%
Income taxes	**1,278**	698	83	**3,430**	2,546	35
Income from continuing operations	**$ 3,742**	$ 2,601	44%	**$ 10,105**	$ 9,578	6%
Income (loss) from discontinued operations, net of taxes(1)	**1**	(374)	NM	**112**	(166)	NM
Net income before attribution of noncontrolling interests	**$ 3,743**	$ 2,227	68%	**$ 10,217**	$ 9,412	9%
Net income (loss) attributable to noncontrolling interests	**(28)**	59	NM	**106**	119	(11)
Citigroup's net income	**$ 3,771**	$ 2,168	74%	**$ 10,111**	$ 9,293	9%
Less: Preferred dividends Basic	**$ 4**	$	NM	**$ 17**	$	NM
Less: Dividends and undistributed earnings allocated to employee restricted and deferred shares that contain nonforfeitable rights to dividends, applicable to Basic EPS	**70**	20	NM	**164**	78	NM
Income allocated to unrestricted common shareholders for basic EPS	**$ 3,697**	$ 2,148	72%	**$ 9,930**	$ 9,215	8%
Add: Interest expense, net of tax, on convertible securities and adjustment of undistributed earnings allocated to employee restricted and deferred shares that contain nonforfeitable rights to dividends, applicable to Diluted EPS	**6**	1	NM	**12**	2	NM
Income allocated to unrestricted common shareholders for diluted EPS	**$ 3,703**	$ 2,149	72%	**$ 9,942**	$ 9,217	8%
Earnings per share(2)						
Basic						
Income from continuing operations	**$ 1.27**	$ 0.85	49	**$ 3.38**	$ 3.25	4%
Net income	**1.27**	0.74	72	**3.41**	3.21	6
Diluted						
Income from continuing operations	**$ 1.23**	$ 0.83	48%	**$ 3.28**	$ 3.15	4%
Net income	**1.23**	0.72	71	**3.32**	3.11	7
At September 30:						
Total assets	**$ 1,935,992**	$ 1,983,280	(2)%			
Total deposits	**851,281**	850,095				
Long-term debt	**333,824**	387,330	(14)			
Junior subordinated debentures owned by trust issuers of mandatorily redeemable securities (included in long-term debt)	**16,089**	20,449	(21)			

Citigroup common stockholders' equity	**177,060**	162,601	9		
Total Citigroup stockholders' equity	**177,372**	162,913	9		
Direct staff *(in thousands)*	**267**	258	3		
Ratios:					
Return on average common stockholders' equity(3)	**8.4%**	5.4%		**7.8%**	8.1%
Return on average total stockholders' equity(3)	**8.4**	5.4		**7.8**	8.1
Tier 1 Common(4)	**11.71%**	10.33%			
Tier 1 Capital	**13.45**	12.50			
Total Capital	**16.89**	16.14			
Leverage(5)	**7.01**	6.57			
Citigroup common stockholders' equity to assets	**9.15%**	8.20%			
Total Citigroup stockholders' equity to assets	**9.16**	8.21			
Book value per common share(2)	**$ 60.56**	$ 55.97			
Tangible book value per share(2)(6)	**49.50**	44.42			
Ratio of earnings to fixed charges and preferred stock dividends	**1.81**	1.52		**1.71**	1.63

(1) Discontinued operations primarily reflects the sale of the Egg Banking PLC credit card business and the sale of The Student Loan Corporation business. Additionally, there continues to be minimal residual costs associated with the sale of Nikko Cordial Securities, the sale of Citigroup's German retail banking operations and the sale of CitiCapital's equipment finance unit to General Electric. See Note 2 to the Consolidated Financial Statements.

(2) All per share amounts and Citigroup shares outstanding for all periods reflect Citigroup's 1-for-10 reverse stock split, which was effective May 6, 2011.

(3) The return on average common stockholders' equity is calculated using net income less preferred stock dividends divided by average common stockholders' equity. The return on total stockholders' equity is calculated using net income divided by average stockholders' equity.

(4) As defined by the banking regulators, the Tier 1 Common ratio represents Tier 1 Capital less qualifying perpetual preferred stock, qualifying noncontrolling interests in subsidiaries and junior subordinated debentures owned by trust issuers of mandatorily redeemable securities (included in long-term debt) divided by risk-weighted assets.

(5) The Leverage ratio represents Tier 1 Capital divided by adjusted average total assets.

(6) Tangible book value per share is considered a non-GAAP financial measure for SEC reporting purposes. For additional information and a reconciliation of this measure to the most directly comparable GAAP measure, see "Capital Resources and Liquidity Capital Resources Tangible Common Equity and Tangible Book Value Per Share" below.

NM Not meaningful

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SEGMENT AND BUSINESS INCOME (LOSS) AND REVENUES

The following tables show the income (loss) and revenues for Citigroup on a segment and business view:

CITIGROUP INCOME (LOSS)

	Third Quarter		%	Nine Months Ended		%
In millions of dollars	2011	2010(1)	Change	2011	2010(1)	Change
Income (loss) from continuing operations						
CITICORP						
Regional Consumer Banking						
North America	**$ 692**	$ 177	NM	**$ 1,928**	$ 247	NM
EMEA	**9**	17	(47)%	**85**	89	(4)%
Latin America	**344**	532	(35)	**1,224**	1,363	(10)
Asia	**567**	496	14	**1,512**	1,624	(7)
Total	**$ 1,612**	$ 1,222	32%	**$ 4,749**	$ 3,323	43%
Securities and Banking						
North America	**$ 666**	$ 430	55%	**$ 1,461**	$ 2,669	(45)%
EMEA	**737**	499	48	**1,846**	1,874	(1)
Latin America	**208**	277	(25)	**779**	747	4
Asia	**526**	179	NM	**948**	952	
Total	**$ 2,137**	$ 1,385	54%	**$ 5,034**	$ 6,242	(19)%
Transaction Services						
North America	**$ 121**	$ 127	(5)%	**$ 372**	$ 444	(16)%
EMEA	**289**	306	(6)	**856**	929	(8)
Latin America	**169**	174	(3)	**504**	487	3
Asia	**318**	319		**894**	936	(4)
Total	**$ 897**	$ 926	(3)%	**$ 2,626**	$ 2,796	(6)%
Institutional Clients Group (ICG)	**$ 3,034**	$ 2,311	31%	**$ 7,660**	$ 9,038	(15)%
Total Citicorp	**$ 4,646**	$ 3,533	32%	**$ 12,409**	$ 12,361	
CITI HOLDINGS						
Brokerage and Asset Management	**$ (83)**	$ (153)	46%	**$ (193)**	$ (171)	(13)%
Local Consumer Lending	**(585)**	(830)	30	**(1,930)**	(3,885)	50
Special Asset Pool	**(127)**	(83)	(53)	**613**	911	(33)
	$ (795)	$ (1,066)	25%	**$ (1,510)**	$ (3,145)	52%

Total Citi Holdings							
Corporate/Other	**$ (109)**	$ 134	NM	**$ (794)**	$ 362	NM	
Income from continuing operations	**$ 3,742**	$ 2,601	44%	**$ 10,105**	$ 9,578	6%	
Income (loss) from discontinued operations	**$ 1**	$ (374)		**$ 112**	$ (166)		
Net income attributable to noncontrolling interests	**(28)**	59		**106**	119		
Citigroup's net income	**$ 3,771**	$ 2,168	74%	**$ 10,111**	$ 9,293	9%	

(1) The prior period balances reflect reclassifications to conform the presentation in those periods to the current period's presentation. These reclassifications related to Citi's re-allocation of certain expenses between businesses and segments and the transfer of certain commercial market loans from *RCB* to *ICG*.

NM Not meaningful

CITIGROUP REVENUES

In millions of dollars	Third Quarter 2011	2010	% Change	Nine Months Ended 2011	2010	% Change
CITICORP						
Regional Consumer Banking						
North America	**$ 3,418**	$ 3,741	(9)%	**$ 10,120**	$ 11,235	(10)%
EMEA	**363**	347	5	**1,147**	1,124	2
Latin America	**2,420**	2,223	9	**7,129**	6,398	11
Asia	**2,067**	1,834	13	**5,989**	5,470	9
Total	**$ 8,268**	$ 8,145	2%	**$ 24,385**	$ 24,227	1%
Securities and Banking						
North America	**$ 2,445**	$ 2,203	11%	**$ 6,898**	$ 8,384	(18)%
EMEA	**2,299**	1,735	33	**6,002**	6,015	
Latin America	**519**	643	(19)	**1,786**	1,815	(2)
Asia	**1,460**	1,020	43	**3,538**	3,360	5
Total	**$ 6,723**	$ 5,601	20%	**$ 18,224**	$ 19,574	(7)%
Transaction Services						
North America	**$ 620**	$ 621		**$ 1,838**	$ 1,896	(3)%
EMEA	**893**	835	7%	**2,628**	2,516	4
Latin America	**442**	389	14	**1,294**	1,101	18
Asia	**759**	698	9	**2,188**	1,986	10
Total	**$ 2,714**	$ 2,543	7%	**$ 7,948**	$ 7,499	6%
Institutional Clients Group	**$ 9,437**	$ 8,144	16%	**$ 26,172**	$ 27,073	(3)%
Total Citicorp	**$ 17,705**	$ 16,289	9%	**$ 50,557**	$ 51,300	(1)%
CITI HOLDINGS						
Brokerage and Asset Management	**$ 55**	$ (8)	NM	**$ 239**	$ 473	(49)%
Local Consumer Lending	**2,998**	3,547	(15)%	**9,100**	12,423	(27)
Special Asset Pool	**(227)**	314	NM	**781**	2,426	(68)
Total Citi Holdings	**$ 2,826**	$ 3,853	(27)%	**$ 10,120**	$ 15,322	(34)%
Corporate/Other	**$ 300**	$ 596	(50)%	**$ 502**	$ 1,608	(69)%
Total net revenues	**$ 20,831**	$ 20,738		**$ 61,179**	$ 68,230	(10)%

CITICORP

Citicorp is the Company's global bank for consumers and businesses and represents Citi's core franchises. Citicorp is focused on providing best-in-class products and services to customers and leveraging Citigroup's unparalleled global network. Citicorp is physically present in approximately 100 countries, many for over 100 years, and offers services in over 160 countries and jurisdictions. Citi believes this global network provides a strong foundation for servicing the broad financial services needs of large multinational clients and for meeting the needs of retail, private banking, commercial, public sector and institutional clients around the world. Citigroup's global footprint provides coverage of the world's emerging economies, which Citi believes represent a strong area of growth. At September 30, 2011, Citicorp had approximately $1.4 trillion of assets and $776 billion of deposits, representing approximately 70% of Citi's total assets and approximately 91% of its deposits.

At September 30, 2011, Citicorp consisted of the following businesses: *Regional Consumer Banking* (which includes retail banking and Citi-branded cards in four regions *North America, EMEA, Latin America* and *Asia*) and *Institutional Clients Group* (which includes *Securities and Banking* and *Transaction Services*).

	Third Quarter		%	Nine Months		%
In millions of dollars	**2011**	**2010**	**Change**	**2011**	**2010**	**Change**
Net interest revenue	**$ 9,663**	$ 9,415	3%	**$ 28,670**	$ 28,895	(1)%
Non-interest revenue	**8,042**	6,874	17	**21,887**	22,405	(2)
Total revenues, net of interest expense	**$ 17,705**	$ 16,289	9%	**$ 50,557**	$ 51,300	(1)%
Provisions for credit losses and for benefits and claims						
Net credit losses	**$ 1,933**	$ 3,020	(36)%	**$ 6,404**	$ 9,127	(30)%
Credit reserve build (release)	**(630)**	(427)	(48)	**(2,797)**	(1,426)	(96)
Provision for loan losses	**$ 1,303**	$ 2,593	(50)%	**$ 3,607**	$ 7,701	(53)%
Provision for benefits and claims	**45**	38	18	**115**	109	6
Provision for unfunded lending commitments	**45**	1	NM	**44**	(32)	NM
Total provisions for credit losses and for benefits and claims	**$ 1,393**	$ 2,632	(47)%	**$ 3,766**	$ 7,778	(52)%
Total operating expenses	**$ 9,778**	$ 8,931	9%	**$ 29,441**	$ 26,702	10%
Income from continuing operations before taxes	**$ 6,534**	$ 4,726	38%	**$ 17,350**	$ 16,820	3%
Provisions for income taxes	**1,888**	1,193	58	**4,941**	4,459	11
Income from continuing operations	**$ 4,646**	$ 3,533	32%	**$ 12,409**	$ 12,361	
Net income attributable to noncontrolling interests	**6**	30	(80)	**29**	71	(59)%
Citicorp's net income	**$ 4,640**	$ 3,503	32%	**$ 12,380**	$ 12,290	1%
Balance sheet data *(in billions of dollars)*						
Total EOP assets	**$ 1,364**	$ 1,283	6%			
EOP Loans:						
Consumer	**237**	223	6			
Corporate	**207**	171	21			
Average assets	**1,381**	1,252	10	**$ 1,362**	$ 1,245	9%
Total EOP deposits	**776**	757	3			

NM Not meaningful

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REGIONAL CONSUMER BANKING

Regional Consumer Banking (RCB) consists of Citigroup's four geographical *RCB* businesses that provide traditional banking services to retail customers. *RCB* also contains Citigroup's branded cards business and Citi's local commercial banking business. *RCB* is a globally diversified business with nearly 4,200 branches in 39 countries around the world. At September 30, 2011, *RCB* had $335 billion of assets and $310 billion of deposits.

	Third Quarter			Nine Months		
In millions of dollars	**2011**	**2010**	**% Change**	**2011**	**2010**	**% Change**
Net interest revenue	**$ 5,817**	$ 5,675	3%	**$ 17,350**	$ 17,338	
Non-interest revenue	**2,451**	2,470	(1)	**7,035**	6,889	2%
Total revenues, net of interest expense	**$ 8,268**	$ 8,145	2%	**$ 24,385**	$ 24,227	
Total operating expenses	**$ 4,753**	$ 4,085	16%	**$ 14,000**	$ 12,111	16%
Net credit losses	**$ 1,846**	$ 2,730	(32)%	**$ 5,957**	$ 8,691	(31)%
Credit reserve build (release)	**(662)**	(400)	(66)	**(2,379)**	(990)	NM
Provisions for unfunded lending commitments				**3**	(3)	NM
Provision for benefits and claims	**45**	38	18	**115**	109	6%
Provisions for credit losses and for benefits and claims	**$ 1,229**	$ 2,368	(48)%	**$ 3,696**	$ 7,807	(53)%
Income from continuing operations before taxes	**$ 2,286**	$ 1,692	35%	**$ 6,689**	$ 4,309	55%
Income taxes	**674**	470	43	**1,940**	986	97
Income from continuing operations	**$ 1,612**	$ 1,222	32%	**$ 4,749**	$ 3,323	43%
Net income (loss) attributable to noncontrolling interests	**1**	(4)	NM	**2**	(9)	NM
Net income	**$ 1,611**	$ 1,226	31%	**$ 4,747**	$ 3,332	42%
	$ 338	$ 309	9%	**$ 333**	$ 307	8%

Average assets *(in billions of dollars)*							
Return on assets	**1.89%**	1.57%		**1.91%**	1.45%		
Total EOP assets *(in billions of dollars)*	**335**	318	6%				
Average deposits *(in billions of dollars)*	**313**	296	6	**312**	292	7%	
Net credit losses as a percentage of average loans	**3.07%**	4.95%					
Revenue by business							
Retail banking	**$ 4,133**	$ 3,989	4%	**$ 12,121**	$ 11,688	4%	
Citi-branded cards	**4,135**	4,156	(1)	**12,264**	12,539	(2)	
Total	**$ 8,268**	$ 8,145	2%	**$ 24,385**	$ 24,227		
Income from continuing operations by business							
Retail banking	**$ 634**	$ 755	(16)%	**$ 1,939**	$ 2,388	(19)%	
Citi-branded cards	**978**	467	NM	**2,810**	935	NM	
Total	**$ 1,612**	$ 1,222	32%	**$ 4,749**	$ 3,323	43%	

NM Not meaningful

NORTH AMERICA REGIONAL CONSUMER BANKING

North America Regional Consumer Banking (NA RCB) provides traditional banking and Citi-branded card services to retail customers and small to mid-size businesses in the U.S. *NA RCB*'s approximate 1,000 retail bank branches and 12.9 million retail customer accounts are largely concentrated in the greater metropolitan areas of New York, Los Angeles, San Francisco, Chicago, Miami, Washington, D.C., Boston, Philadelphia and certain larger cities in Texas. At September 30, 2011, *NA RCB* had $36.5 billion of retail banking loans and $147.4 billion of deposits. In addition, *NA RCB* had 21.6 million Citi-branded credit card accounts, with $73.8 billion in outstanding card loan balances.

As previously announced, Citi will transfer the substantial majority of the retail partner cards business from Citi Holdings *Local Consumer Lending* to *NA RCB,* which Citi intends to complete during the first quarter of 2012.

	Third Quarter			Nine Months		
In millions of dollars	**2011**	**2010**	**% Change**	**2011**	**2010**	**% Change**
Net interest revenue	**$ 2,580**	$ 2,734	(6)%	**$ 7,794**	$ 8,466	(8)%
Non-interest revenue	**838**	1,007	(17)	**2,326**	2,769	(16)
Total revenues, net of interest expense	**$ 3,418**	$ 3,741	(9)%	**$ 10,120**	$ 11,235	(10)%
Total operating expenses	**$ 1,811**	$ 1,458	24%	**$ 5,274**	$ 4,591	15%
Net credit losses	**$ 1,155**	$ 1,970	(41)%	**$ 3,901**	$ 6,253	(38)%
Credit reserve build (release)	**(653)**	40	NM	**(2,059)**	36	NM
Provisions for benefits and claims	**7**	6	17	**17**	19	(11)
Provisions for loan losses and for benefits and claims	**$ 509**	$ 2,016	(75)%	**$ 1,859**	$ 6,308	(71)%
Income from continuing operations before taxes	**$ 1,098**	$ 267	NM	**$ 2,987**	$ 336	NM
Income taxes (benefits)	**406**	90	NM	**1,059**	89	NM
Income from continuing operations	**$ 692**	$ 177	NM	**$ 1,928**	$ 247	NM
Net income attributable to noncontrolling interests						
Net income	**$ 692**	$ 177	NM	**$ 1,928**	$ 247	NM

Average assets *(in billions of dollars)*	**$ 125**	$ 118	6%	**$ 121**	$ 119	2%
Average deposits *(in billions of dollars)*	**145**	145		**144**	145	
Net credit losses as a percentage of average loans	**4.24%**	7.39%				
Revenue by business						
Retail banking	**$ 1,282**	$ 1,373	(7)%	**$ 3,720**	$ 3,976	(6)%
Citi-branded cards	**2,136**	2,368	(10)	**6,400**	7,259	(12)
Total	**$ 3,418**	$ 3,741	(9)%	**$ 10,120**	$ 11,235	(10)%
Income (loss) from continuing operations by business						
Retail banking	**$ 126**	$ 205	(39)%	**$ 318**	$ 579	(45)%
Citi-branded cards	**566**	(28)	NM	**1,610**	(332)	NM
Total	**$ 692**	$ 177	NM	**$ 1,928**	$ 247	NM

NM Not meaningful

3Q11 vs. 3Q10

Net income increased $515 million as compared to the prior year, driven by improvements in credit costs, in part offset by lower *revenues* and higher *expenses*.

Revenues decreased 9% mainly due to lower loan balances and margin pressure in the cards business as well as lower mortgage-related revenues (primarily lower refinancing activity as compared to the prior-year period). *Net interest revenue* was down 6% driven primarily by a 4% reduction in average loans. In addition, cards net interest revenue was negatively impacted by the look-back provision of the Credit Card Accountability Responsibility and Disclosure Act (CARD Act) which reduced the net interest margin. (The "look-back" provision of the CARD Act generally requires a review to be done once every six months for card accounts where the annual percentage rate (APR) has been increased since January 1, 2009 to assess whether changes in credit risk, market conditions or other factors merit a future decline in the APR.) Cards net interest revenue as a percentage of average loans decreased to 9.38% from 10.06% in the prior year. *Non-interest revenue* decreased 17% due to lower gains from mortgage loan sales. This was primarily driven by loan originations which were 9% lower than the prior year. Cards purchase sales were up 2% as compared to the prior year.

Expenses increased 24%, primarily driven by higher investment spending, particularly in cards marketing and technology, and the absence of a $78 million benefit from the renegotiation of a third-party contract in the prior period. Assuming credit continues to improve, investment spending will likely remain at elevated levels, but is expected to be partly offset by continued savings initiatives.

Provisions decreased $1.5 billion, or 75%, primarily due to a net loan loss reserve release of $653 million in the current quarter and lower net credit losses in the Citi-branded cards portfolio. Cards net credit losses were down $790 million, or 42%, from the prior-year quarter, and the

net credit loss ratio decreased 387 basis points to 5.94%. The decline in credit costs was driven by improving credit conditions as well as stricter underwriting criteria, which has lowered the cards risk

profile. Citi believes the improvements in, and Citi's resulting benefit from, declining credit costs in *NA RCB* will likely slow during the remainder of 2011 and into 2012 as credit trends begin to approach more normalized levels.

3Q11 YTD vs. 3Q10 YTD

Year-to-date, *NA RCB* has experienced similar trends to those described above. *Net income* increased $1,681 million as compared to the prior year driven by improvements in credit costs partially offset by lower *revenues* and higher *expenses*.

Revenues decreased 10% mainly due to lower loan balances and the margin pressure in the cards business as well as lower mortgage-related revenues, as described above. *Net interest revenue* was down 8% driven primarily by lower volumes in cards, with average loans lower by 5%. In addition, cards net interest margin was negatively impacted, primarily by the look-back provision of the CARD Act. *Non-interest revenue* decreased 16% from the prior year, mainly due to lower gains from mortgage loan sales and lower net mortgage servicing revenues.

Expenses increased 15%, primarily driven by the higher investment spending described above. This was offset partly by ongoing savings initiatives.

Provisions decreased $4.4 billion, or 71%, primarily due to a loan loss reserve release of $2.1 billion in the current year-to-date period and lower net credit losses in the Citi-branded cards portfolio. Cards net credit losses were down $2.3 billion, or 39%, from the prior year-to-date, and the net credit loss ratio decreased 370 basis points to 6.72%. The decline in credit costs was driven by the improving credit conditions and stricter underwriting criteria described above.

EMEA REGIONAL CONSUMER BANKING

EMEA Regional Consumer Banking (EMEA RCB) provides traditional banking and Citi-branded card services to retail customers and small to mid-size businesses, primarily in Central and Eastern Europe, the Middle East and Africa. Remaining retail banking and cards activities in Western Europe are included in Citi Holdings. The countries in which *EMEA RCB* has the largest presence are Poland, Turkey, Russia and the United Arab Emirates. At September 30, 2011, *EMEA RCB* had 294 retail bank branches with 3.7 million customer accounts, $4.3 billion in retail banking loans and $9.4 billion in deposits. In addition, the business had 2.6 million Citi-branded card accounts with $2.7 billion in outstanding card loan balances.

	Third Quarter			Nine Months		
In millions of dollars	**2011**	**2010**	**% Change**	**2011**	**2010**	**% Change**
Net interest revenue	**$ 221**	$ 220		**$ 680**	$ 694	(2)%
Non-interest revenue	**142**	127	12%	**467**	430	9
Total revenues, net of interest expense	**$ 363**	$ 347	5%	**$ 1,147**	$ 1,124	2%
Total operating expenses	**$ 328**	$ 305	8%	**$ 975**	$ 855	14%
Net credit losses	**$ 49**	$ 63	(22)%	**$ 145**	$ 244	(41)%
Credit reserve build (release)	**(32)**	(48)	33	**(121)**	(105)	(15)
Provision for unfunded lending commitments				**3**	(4)	NM
Provisions for loan losses	**$ 17**	$ 15	13%	**$ 27**	$ 135	(80)%
Income from continuing operations before taxes	**$ 18**	$ 27	(33)%	**$ 145**	$ 134	8%
Income taxes	**9**	10	(10)	**60**	45	33
Income from continuing operations	**$ 9**	$ 17	(47)%	**$ 85**	$ 89	(4)%
Net income attributable to noncontrolling interests	**1**	(1)	NM	**3**	(1)	NM
Net income	**$ 8**	$ 18	(56)%	**$ 82**	$ 90	(9)%
Average assets *(in billions of dollars)*	**$ 10**	$ 10		**$ 10**	$ 10	
Return on assets	**0.32%**	0.71%		**1.10%**	1.20%	
Average deposits *(in billions of dollars)*	**$ 10**	$ 9	11%	**10**	9	11%

Net credit losses as a percentage of average loans	**2.70%**	3.57%					
Revenue by business							
Retail banking	**$ 199**	$ 184	8%	**$ 628**	$ 607	3%	
Citi-branded cards	**164**	163	1	**519**	517		
Total	**$ 363**	$ 347	5%	**$ 1,147**	$ 1,124	2%	
Income (loss) from continuing operations by business							
Retail banking	**$ (21)**	$ (24)	13%	**$ (35)**	$ (27)	(30)%	
Citi-branded cards	**30**	41	(27)	**120**	116	3	
Total	**$ 9**	$ 17	(47)%	**$ 85**	$ 89	(4)%	

NM Not meaningful

3Q11 vs. 3Q10

Net income declined 56%, as higher revenues were more than offset by higher operating expenses and an increase in credit costs as compared to the prior-year-period. On a year-over-year basis, the U.S. dollar generally depreciated versus local currencies. The impact of FX translation accounted for 3% of the growth in *revenues*, while contributing 2% to *expenses* and approximately $1 million to *net income*.

Revenues were up 5%, driven by the impact of FX translation, as well as the overall improved underlying performance and a higher contribution from Akbank, Citi's equity investment in Turkey. *Net interest revenue* was flat, as better spreads on lower cost deposits and retail loan growth of 5% were mostly offset by spread compression. Interest rate caps on credit cards, particularly in Turkey and Poland, and the continued liquidation of a higher yielding non-strategic retail banking portfolio were the main contributors to the lower spreads. *Non-interest revenue* increased 12%, reflecting higher investment sales, credit cards fees and the higher contribution from Akbank. The underlying drivers in *EMEA RCB* showed growth as investment sales grew 67% and cards purchase sales grew 13% year-on-year.

Expenses increased 8%, mostly reflecting account acquisition-focused investment spending, an expansion of the sales force and higher transactional expenses, partly offset by continued savings initiatives.

Provisions were 13% higher due to lower loan loss reserve releases. Net credit losses continued to improve, declining 22% due to the ongoing improvement in credit quality and the move towards lower risk products, although the pace of improvement has slowed and will likely continue to slow. Citi expects that as the portfolio continues to grow and season, *provisions* could continue to increase.

3Q11 YTD vs. 3Q10 YTD

Net income declined 9%, primarily due to the increased investment spending, partially offset by the improvement in credit trends. The impact of FX translation accounted for 3% of the growth in *revenues*, while contributing 2% to *expenses* and $9 million to *net income*.

Revenues improved 2% driven by the impact of FX translation and improved underlying trends, mostly offset by the continued liquidation of non-strategic customer portfolios and a lower contribution from Akbank. *Net interest revenue* was 2% lower due to the continued decline in the higher yielding non-strategic retail banking portfolio and spread

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compression in the cards portfolio. The spread headwind created by lowering the risk of the portfolio is currently expected to continue in the near term. *Non-interest revenue* increased 9%, reflecting higher investment sales and cards fees partly offset by the lower contribution from Akbank. Underlying drivers continued to show growth as investment sales grew 40% from the prior year-to-date period and average assets under management grew 17%.

Expenses increased 14%, primarily due to the factors described above.

Provisions were 80% lower than the prior year-to-date period. Net credit losses decreased 41%, reflecting continued credit quality improvement and the move to lower risk products, and loan loss reserve releases were $15 million higher in the current year-to-date period, Citi expects that as the portfolio continues to grow and season, *provisions* could increase in the future.

LATIN AMERICA REGIONAL CONSUMER BANKING

Latin America Regional Consumer Banking (LATAM RCB) provides traditional banking and Citi-branded card services to retail customers and small to mid-size businesses, with the largest presence in Mexico and Brazil. *LATAM RCB* includes branch networks throughout *Latin America* as well as Banco Nacional de Mexico, or Banamex, Mexico's second-largest bank, with over 1,700 branches. At September 30, 2011, *LATAM RCB* overall had 2,215 retail branches, with 27.2 million customer accounts, $22.0 billion in retail banking loans and $43.7 billion in deposits. In addition, the business had 13.3 million Citi-branded card accounts with $12.9 billion in outstanding loan balances.

	Third Quarter			Nine Months		
In millions of dollars	2011	2010	% Change	2011	2010	% Change
Net interest revenue	**$ 1,656**	$ 1,492	11%	**$ 4,843**	$ 4,402	10%
Non-interest revenue	**764**	731	5	**2,286**	1,996	15
Total revenues, net of interest expense	**$ 2,420**	$ 2,223	9%	**$ 7,129**	$ 6,398	11%
Total operating expenses	**$ 1,481**	$ 1,287	15%	**$ 4,332**	$ 3,750	16%
Net credit losses	**$ 406**	$ 451	(10)%	**$ 1,238**	$ 1,417	(13)%
Credit reserve build (release)	**63**	(298)	NM	**(105)**	(676)	84
Provision for benefits and claims	**38**	32		**98**	90	9
Provisions for loan losses and for benefits and claims	**$ 507**	$ 185	NM	**$ 1,231**	$ 831	48%
Income from continuing operations before taxes	**$ 432**	$ 751	(42)%	**$ 1,566**	$ 1,817	(14)%
Income taxes	**88**	219	(60)	**342**	454	(25)
Income from continuing operations	**$ 344**	$ 532	(35)%	**$ 1,224**	$ 1,363	(10)%
Net income (loss) attributable to noncontrolling interests		(3)	NM	**(1)**	(8)	88
Net income	**$ 344**	$ 535	(36)%	**$ 1,225**	$ 1,371	(11)%
Average assets *(in billions of dollars)*	**$ 80**	$ 73	10%	**$ 80**	$ 72	11%
Return on assets	**1.71%**	2.91%		**2.05%**	2.55%	
Average deposits *(in billions of*	**$ 46**	$ 40	15	**47**	40	17

dollars)

Net credit losses as a percentage of average loans	**4.37%**	5.72%						
Revenue by business								
Retail banking	**$ 1,397**	$ 1,290	8%	**$ 4,135**	$ 3,704	12%		
Citi-branded cards	**1,023**	933	10	**2,994**	2,694	11		
Total	**$ 2,420**	$ 2,223	9%	**$ 7,129**	$ 6,398	11%		
Income from continuing operations by business								
Retail banking	**$ 173**	$ 251	(31)%	**$ 714**	$ 733	(3)%		
Citi-branded cards	**171**	281	(39)	**510**	630	(19)		
Total	**$ 344**	$ 532	(35)%	**$ 1,224**	$ 1,363	(10)%		

3Q11 vs. 3Q10

LATAM RCB net income declined 36% due to an increase in *provisions* and *expenses*, partly offset by higher *revenues*. Year-over-year, the U.S. dollar generally depreciated versus local currencies. While the impact of FX translation accounted for 4% of the growth in *revenues* and *expenses*, it contributed half that amount to *net income*.

Revenues were up 9%, driven by the impact of FX translation as well as positive momentum from investment initiatives and sustained economic growth in the region which resulted in continued expansion in business volumes. *Net interest revenue* increased 11% due to growth in loans and deposits, partially offset by continued spread compression. Average loans expanded in both retail banking and cards by 22% and 12%, respectively, and deposits grew by 14%. While the portfolio expanded, stricter underwriting criteria resulted in a lowering of the risk profile, causing spread compression, which is likely to remain an issue in the near term. *Non-interest revenue* was up 5%, primarily due to higher fees in cards resulting from a 26% increase in purchase sales and a 7% increase in card accounts.

Expenses increased 15% mostly due to the higher volumes, investment initiatives and legal and related charges. These increases were partly offset by continued savings initiatives.

Provisions increased by $322 million, as a prior-year loan loss reserve release was replaced by a build of $63 million in the current quarter, related to certain specific Local Commercial Bank clients. Net credit losses declined by 10%, as credit conditions continued to improve, particularly in Mexico and ACCA (Andean, Caribbean and Central American) cards. The cards net credit loss ratio declined across the region year-over-year, from 10.4% to 8.4%. Similarly, the retail banking net credit loss ratio also improved from 2.7% to 1.9%, reflecting the continued improving credit in the region. Citi expects that as the portfolio continues to grow and to season, *provisions* could continue to increase.

3Q11 YTD vs. 3Q10 YTD

Year-to-date, *LATAM RCB* has experienced similar trends to those described above. *Net income* declined 11% driven primarily by an increase in provisions, while FX translation contributed 5% to the growth in *revenues* and *expenses* and 4% to *net income*.

Revenues increased 11%, mainly due to higher business volumes as well as the impact of FX translation. *Net interest*

revenue increased 10%, driven by the continued growth in lending and deposit volumes, partly offset by spread compression. *Non-interest revenue* was up 14%, mostly due to higher cards fees resulting from a 27% growth in purchase sales.

Expenses increased 16%, mostly due to higher volumes and investment spending (mainly marketing and account acquisition), partly offset by continued savings initiatives.

Provisions increased 48%, as lower loan loss reserve releases were only partially offset by a decline in net credit losses. Mexico and ACCA cards continued to experience improving credit conditions. As mentioned above, *provisions* could continue to increase as the portfolio continues to grow and season.

ASIA REGIONAL CONSUMER BANKING

Asia Regional Consumer Banking (Asia RCB) provides traditional banking and Citi-branded card services to retail customers and small to mid-size businesses, with the largest Citi presence in South Korea, Japan, Taiwan, Singapore, Australia, Hong Kong, India and Indonesia. At September 30, 2011, *Asia RCB* had 673 retail branches, 16.5 million retail banking accounts, $64.5 billion in retail banking loans and $109.3 billion in deposits. In addition, the business had 15.8 million Citi-branded card accounts with $20.0 billion in outstanding loan balances.

	Third Quarter			Nine Months		
In millions of dollars	2011	2010	% Change	2011	2010	% Change
Net interest revenue	**$ 1,360**	$ 1,229	11%	**$ 4,033**	$ 3,776	7%
Non-interest revenue	**707**	605	17	**1,956**	1,694	15
Total revenues, net of interest expense	**$ 2,067**	$ 1,834	13%	**$ 5,989**	$ 5,470	9%
Total operating expenses	**$ 1,133**	$ 1,035	9%	**$ 3,419**	$ 2,915	17%
Net credit losses	**$ 236**	$ 246	(4)%	**$ 673**	$ 777	(13)%
Credit reserve build (release)	**(40)**	(94)	57	**(94)**	(244)	61
Provisions for loan losses	**$ 196**	$ 152	29%	**$ 579**	$ 533	9%
Income from continuing operations before taxes	**$ 738**	$ 647	14%	**$ 1,991**	$ 2,022	(2)%
Income taxes	**171**	151	13	**479**	398	20
Income from continuing operations	**$ 567**	$ 496	14%	**$ 1,512**	$ 1,624	(7)%
Net income attributable to noncontrolling interests						
Net income	**$ 567**	$ 496	14%	**$ 1,512**	$ 1,624	(7)%
Average assets *(in billions of dollars)*	**$ 123**	$ 108	14%	**$ 121**	$ 106	14%
Return on assets	**1.83%**	1.82%		**1.67%**	2.05%	
Average deposits *(in billions of dollars)*	**$ 112**	$ 101	11	**111**	98	13
Net credit losses as a percentage of average loans	**1.08%**	1.30%				

Revenue by business								
Retail banking	**$ 1,255**	$ 1,142	10%	**$ 3,638**	$ 3,401	7%		
Citi-branded cards	**812**	692	17	**2,351**	2,069	14		
Total	**$ 2,067**	$ 1,834	13%	**$ 5,989**	$ 5,470	9%		
Income from continuing operations by business								
Retail banking	**$ 356**	$ 323	10%	**$ 942**	$ 1,103	(15)%		
Citi-branded cards	**211**	173	22	**570**	521	9		
Total	**$ 567**	$ 496	14%	**$ 1,512**	$ 1,624	(7)%		

3Q11 vs. 3Q10

Net income increased 14% year-over-year driven by positive operating leverage which contributed to increased margin, partially offset by an increase in *provisions*. Year-over-year, the U.S. dollar generally depreciated versus local currencies. While the impact of FX translation accounted for approximately 7% of the growth in *revenues* and *expenses*, it contributed about half that amount to *net income*.

Revenues increased 13%, driven by higher business volumes and the impact of FX translation, partly offset by continued spread compression. *Net interest revenue* increased 11%, as past investment initiatives and sustained economic growth in the region continue to drive higher lending and deposit volumes. Spread compression partly offset the benefit of higher balances. Stricter underwriting criteria also resulted in a lowering of the risk profile. While spread compression will likely remain a headwind in the near-term, there are other indications that it is beginning to abate. *Non-interest revenue* increased 17%, primarily due to an 18% increase in cards purchase sales and higher revenues from FX products. Investment sales declined 16% as a result of market volatility, particularly in Japan and Taiwan.

Expenses increased 9%, due to continued investment spending and growth in business volumes as well as the impact of FX translation, while ongoing productivity savings were a partial offset.

Provisions increased 29% as lower loan loss reserve releases were partially offset by lower net credit losses. The increase in credit provisions reflected the increasing volumes in the region, partially offset by continued credit quality improvement. India remained a significant driver of the improvement in credit quality, as it continued to de-risk elements of its legacy portfolio. Citi expects that *provisions* could continue to increase as the portfolio continues to grow and season.

3Q11 YTD vs. 3Q10 YTD

Year-to-date, *Asia RCB* has experienced similar trends to those described above. *Net income* decreased 7%, driven by higher operating expenses and lower loan loss reserve releases. The impact of FX translation accounted for 6% of the growth in *revenue* and *expenses* and 5% for *net income*.

Revenues increased 9%, primarily driven by the impact of FX translation and higher business volumes, partially offset by lower spreads and an $80 million charge for the repurchase of certain securities in the current year-to-date period. *Net interest revenue* increased 7% mainly due to higher lending and deposit volumes. This was partially offset by spread

compression. The 15% increase in *non-interest revenue* was primarily due to a 20% increase in cards purchase sales and a 6% increase in investment sales, partially offset by the charge for the repurchase of certain securities.

Expenses increased 17% year-to-date in part due to higher legal and related expenses, continued investment spending and increases in business volumes. The increase in operating expenses was partially offset by ongoing productivity savings.

Provisions were 9% higher year-to-date as lower loan loss reserve releases were partially offset by lower net credit losses. The increase in *provisions* reflected the increasing volumes in the region, partially offset by continued credit quality improvement, particularly in India. As described above, *provisions* could continue to increase as the portfolio continues to grow and season.

INSTITUTIONAL CLIENTS GROUP

Institutional Clients Group (ICG) includes *Securities and Banking* and *Transaction Services*. *ICG* provides corporate, institutional, public sector and high-net-worth clients around the world with a full range of products and services, including cash management, foreign exchange, trade finance and services, securities services, sales and trading, institutional brokerage, underwriting, lending and advisory services. *ICG*'s international presence is supported by trading floors in approximately 75 countries and jurisdictions and a proprietary network within *Transaction Services* in over 95 countries and jurisdictions. At September 30, 2011, *ICG* had $1,029 billion of assets and $466 billion of deposits.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Commissions and fees	**$ 1,159**	$ 1,016	14%	**$ 3,423**	$ 3,210	7%
Administration and other fiduciary fees	**649**	674	(4)	**2,127**	2,012	6
Investment banking	**590**	829	(29)	**2,384**	2,374	
Principal transactions	**1,665**	1,539	8	**5,213**	6,623	(21)
Other	**1,528**	346	NM	**1,705**	1,297	31
Total non-interest revenue	**$ 5,591**	$ 4,404	27%	**$ 14,852**	$ 15,516	(4)%
Net interest revenue (including dividends)	**3,846**	3,740	3	**11,320**	11,557	(2)
Total revenues, net of interest expense	**$ 9,437**	$ 8,144	16%	**$ 26,172**	$ 27,073	(3)%
Total operating expenses	**5,025**	4,846	4	**15,441**	14,591	6
Net credit losses	**87**	290	(70)	**447**	436	3
Provision (release) for unfunded lending commitments	**45**	1	NM	**41**	(29)	NM
Credit reserve build (release)	**32**	(27)	NM	**(418)**	(436)	4
Provisions for loan losses and benefits and claims	**$ 164**	$ 264	(38)%	**$ 70**	$ (29)	NM
Income from continuing operations before taxes	**$ 4,248**	$ 3,034	40%	**$ 10,661**	$ 12,511	(15)%
Income taxes	**1,214**	723	68	**3,001**	3,473	(14)
Income from continuing operations	**$ 3,034**	$ 2,311	31%	**$ 7,660**	$ 9,038	(15)%
Net income attributable to noncontrolling interests	**5**	34	(85)	**27**	80	(66)
Net income	**$ 3,029**	$ 2,277	33%	**$ 7,633**	$ 8,958	(15)%
Average assets *(in billions of dollars)*	**$ 1,043**	$ 943	11%	**$ 1,028**	$ 938	10%
Return on assets	**1.15%**	0.96%		**0.99%**	1.28%	
Revenues by region						
North America	**$ 3,065**	$ 2,824	9%	**$ 8,736**	$ 10,280	(15)%
EMEA	**3,192**	2,570	24	**8,630**	8,531	1
Latin America	**961**	1,032	(7)	**3,080**	2,916	6
Asia	**2,219**	1,718	29	**5,726**	5,346	7
Total	**$ 9,437**	$ 8,144	16%	**$ 26,172**	$ 27,073	(3)%
Income from continuing operations by region						
North America	**$ 787**	$ 557	41%	**$ 1,833**	$ 3,113	(41)%
EMEA	**1,026**	805	27	**2,702**	2,803	(4)
Latin America	**377**	451	(16)	**1,283**	1,234	4
Asia	**844**	498	69	**1,842**	1,888	(2)
Total	**$ 3,034**	$ 2,311	31%	**$ 7,660**	$ 9,038	(15)%

Average loans by region *(in billions of dollars)*							
North America	**$ 70**	$ 66	6%	**$ 68**	$ 68	
EMEA	**48**	38	26	**46**	37	24%
Latin America	**30**	23	30	**28**	23	22
Asia	**54**	38	42	**49**	34	44
Total	**$ 202**	$ 165	22%	**$ 191**	$ 162	18%

NM Not meaningful

SECURITIES AND BANKING

Securities and Banking (S&B) offers a wide array of investment and commercial banking services and products for corporations, governments, institutional and retail investors, and high-net-worth individuals. *S&B* transacts with clients in both cash instruments and derivatives, including fixed income, foreign currency, equity, and commodity products. *S&B* includes investment banking and advisory services, lending, debt and equity sales and trading, institutional brokerage, derivative services and private banking.

S&B revenue is generated primarily from fees and spreads associated with these activities. *S&B* earns fee income for assisting clients in clearing transactions, providing brokerage and investment banking services and other such activities. Revenue generated from these activities is recorded in *Commissions and fees*. In addition, as a market maker, *S&B* facilitates transactions, including by holding product inventory to meet client demand, and earns the differential between the price at which it buys and sells the products. The price differential between the buys and sells, and the unrealized gains and losses on the inventory, are recorded in *Principal transactions. S&B* interest income earned on inventory held is recorded as a component of *Net interest revenue*.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue	**$ 2,347**	$ 2,301	2%	**$ 6,904**	$ 7,319	(6)%
Non-interest revenue	**4,376**	3,300	33	**11,320**	12,255	(8)
Revenues, net of interest expense	**$ 6,723**	$ 5,601	20%	**$ 18,224**	$ 19,574	(7)%
Total operating expenses	**3,582**	3,610	(1)	**11,288**	11,011	3
Net credit losses	**70**	289	(76)	**424**	433	(2)
Provisions for unfunded lending commitments	**54**	1	NM	**50**	(29)	NM
Credit reserve build (release)	**50**	(11)	NM	**(427)**	(368)	(16)
Provisions for loan losses and benefits and claims	**$ 174**	$ 279	(38)%	**$ 47**	$ 36	31%
Income before taxes and noncontrolling interests	**$ 2,967**	$ 1,712	73%	**$ 6,889**	$ 8,527	(19)%
Income taxes	**830**	327	NM	**1,855**	2,285	(19)
Income from continuing operations	**2,137**	1,385	54	**5,034**	6,242	(19)
Net income attributable to noncontrolling interests		29	(100)	**13**	65	(80)
Net income	**$ 2,137**	$ 1,356	58%	**$ 5,021**	$ 6,177	(19)%
Average assets *(in billions of dollars)*	**$ 910**	$ 834	9%	**$ 899**	$ 835	8%
Return on assets	**0.93%**	0.65%		**0.75%**	0.99%	
Revenues by region						
North America	**$ 2,445**	$ 2,203	11%	**$ 6,898**	$ 8,384	(18)%
EMEA	**2,299**	1,735	33	**6,002**	6,015	
Latin America	**519**	643	(19)	**1,786**	1,815	(2)
Asia	**1,460**	1,020	43	**3,538**	3,360	5
Total revenues	**$ 6,723**	$ 5,601	20%	**$ 18,224**	$ 19,574	(7)%
Net income from continuing operations by region						
North America	**$ 666**	$ 430	55%	**$ 1,461**	$ 2,669	(45)%
EMEA	**737**	499	48	**1,846**	1,874	(1)
Latin America	**208**	277	(25)	**779**	747	4
Asia	**526**	179	NM	**948**	952	

Total net income from continuing operations	**$ 2,137**	$ 1,385	54%	**$ 5,034**	$ 6,242	(19)%
Securities and Banking revenue details						
Total investment banking	**$ 736**	$ 930	(21)%	**$ 2,672**	$ 2,661	
Lending	**1,030**	(11)	NM	**1,638**	769	NM
Equity markets	**634**	1,040	(39)	**2,516**	2,905	(13)%
Fixed income markets	**3,802**	3,501	9	**10,630**	12,596	(16)
Private bank	**557**	497	12	**1,627**	1,503	8
Other	**(36)**	(356)	90	**(859)**	(860)	
Total *Securities and Banking* revenues	**$ 6,723**	$ 5,601	20%	**$ 18,224**	$ 19,574	(7)%

NM
Not meaningful

3Q11 vs. 3Q10

Third quarter of 2011 *S&B* results of operations were significantly impacted by continued macroeconomic concerns, including the U.S. debt ceiling debate and subsequent downgrade of U.S. sovereign credit, the ongoing sovereign debt crisis in Europe and general continued concerns about the health of the global economy. Market fears led to a broad widening of credit spreads and heightened volatility during the quarter, combined with declining liquidity in many markets as many participants stayed on the sidelines.

Net Income of $2.1 billion increased 58% primarily due to $1.9 billion of CVA recorded in the current quarter (see table below). *Expenses* and *provisions* both declined.

Revenues of $6.7 billion increased 20%, including $1.8 billion higher CVA gains driven by the widening of Citigroup's credit spreads. Excluding CVA, revenues decreased 12%, reflecting lower results in fixed income markets, equity markets and investment banking, partially offset by increased lending revenues. Fixed income markets revenues decreased 33% excluding CVA, driven by lower results in credit and securitized products as the market volatility and widening credit spreads negatively impacted market making revenues. These declines were partially offset by growth in rates and currencies.

Equity markets revenues decreased 73% excluding CVA, reflecting the difficult market conditions which drove declines in derivatives and equity proprietary trading (which Citi also refers to as equity principal strategies). The decline in equity proprietary trading was also driven in part by the ongoing wind down of positions in Citi's equity proprietary trading business. As of September 30, 2011, Citi estimates it is approximately two-thirds through with the wind down of this business. Overall, "bright line" proprietary trading, as described and defined in the Financial Stability Oversight Committee's study released in January 2011, did not have a material impact on *S&B*'s revenues during the periods reported herein.

Investment banking revenues declined 21%, as the macroeconomic concerns and market uncertainty drove lower volumes in mergers and acquisitions and debt and equity issuance. Lending revenues increased $1.0 billion due to gains on hedges as credit spreads widened during the quarter. Private Bank revenues increased 11% excluding CVA, due to higher loan and deposit balances, improved customer pricing, and stronger capital markets-related activity.

Expenses decreased 1%, as lower incentive compensation and ongoing productivity savings more than offset continued investment spending and the impact of FX translation.

Provisions decreased 38%, primarily attributable to lower net credit losses, partly offset by loan loss reserve builds due to portfolio growth.

3Q11 YTD vs. 3Q10 YTD

Net Income of $5.0 billion decreased 19% as CVA gains (see table below) were more than offset by declines in fixed income and equity trading activities and higher *expenses*.

Revenues of $18.2 billion decreased 7%, despite $1.2 billion of higher CVA gains. Excluding CVA, revenues decreased 13%, primarily driven by lower results in fixed income markets and equity markets, partially offset by increases in lending. Fixed income markets revenues decreased 23% excluding CVA, reflecting lower results in rates and currencies, securitized products and credit products. Equity markets revenues decreased 25% excluding CVA, reflecting lower results in derivatives and equity proprietary trading (which Citi also refers to as equity principal strategies) revenues due to the difficult market conditions. The decrease was partially offset by higher revenues in lending, driven by gains on hedges as credit spreads widened during the year compared to a contraction of spreads in the prior year period, and an increase in Private Bank revenues of 8% excluding CVA.

Expenses increased 3%. Excluding the impact of the U.K. bonus tax and a litigation reserve release in the first half of 2010, operating expenses grew 4%, primarily due to continued investment spending, increased business volumes and the impact of FX translation, partially offset by productivity saves.

Provisions increased 31%, primarily due to loan loss reserve builds as a result of portfolio growth.

Securities and Banking Credit Valuation Adjustments

The table below summarizes pretax gains (losses) related to changes in credit valuation adjustments on debt liabilities for which Citi has elected the fair value option, and on derivative positions, net of hedges, in *S&B*:

Credit valuation adjustment gain (loss)

In millions of dollars	Third Quarter 2011	Third Quarter 2010	Nine months ended Sept. 30, 2011	Nine months ended Sept. 30, 2010
Fixed Income Markets	**$ 1,531**	$ 116	**$ 1,452**	$ 634
Equity Markets	**345**	(22)	**347**	5
Private Bank	**12**	5	**7**	(0)
Total S&B CVA	**$ 1,888**	$ 99	**$ 1,806**	$ 639

TRANSACTION SERVICES

Transaction Services is composed of Treasury and Trade Solutions and Securities and Fund Services. Treasury and Trade Solutions provides comprehensive cash management and trade finance and services for corporations, financial institutions and public sector entities worldwide. Securities and Fund Services provides securities services to investors, such as global asset managers, custody and clearing services to intermediaries such as broker-dealers, and depository and agency/trust services to multinational corporations and governments globally. Revenue is generated from net interest revenue on deposits in these businesses, as well as from trade loans and fees for transaction processing and fees on assets under custody and administration in Securities and Fund Services.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue	**$ 1,499**	$ 1,439	4%	**$ 4,416**	$ 4,238	4%
Non-interest revenue	**1,215**	1,104	10	**3,532**	3,261	8
Total revenues, net of interest expense	**$ 2,714**	$ 2,543	7%	**$ 7,948**	$ 7,499	6%
Total operating expenses	**1,443**	1,236	17	**4,153**	3,580	16
Provisions (releases) for credit losses and for benefits and claims	**(10)**	(15)	33	**23**	(65)	NM
Income before taxes and noncontrolling interests	**$ 1,281**	$ 1,322	(3)%	**$ 3,772**	$ 3,984	(5)%
Income taxes	**384**	396	(3)	**1,146**	1,188	(4)
Income from continuing operations	**897**	926	(3)	**2,626**	2,796	(6)
Net income attributable to noncontrolling interests	**5**	5		**14**	15	(7)
Net income	**$ 892**	$ 921	(3)%	**$ 2,612**	$ 2,781	(6)%
Average assets *(in billions of dollars)*	**$ 133**	$ 109	22%	**$ 129**	$ 103	25%
Return on assets	**2.66%**	3.35%		**2.71%**	3.61%	
Revenues by region						
North America	**$ 620**	$ 621		**$ 1,838**	$ 1,896	(3)%
EMEA	**893**	835	7%	**2,628**	2,516	4
Latin America	**442**	389	14	**1,294**	1,101	18
Asia	**759**	698	9	**2,188**	1,986	10
Total revenues	**$ 2,714**	$ 2,543	7%	**$ 7,948**	$ 7,499	6%
Income from continuing operations by region						
North America	**$ 121**	$ 127	(5)%	**$ 372**	$ 444	(16)%
EMEA	**289**	306	(6)	**856**	929	(8)
Latin America	**169**	174	(3)	**504**	487	3

Asia	**318**	319		**894**	936	(4)	
Total net income from continuing operations	**$ 897**	$ 926	(3)%	**$ 2,626**	$ 2,796	(6)%	
Key indicators *(in billions of dollars)*							
Average deposits and other customer liability balances	**$ 365**	$ 340	7%	**$ 362**	$ 326	11%	
EOP assets under custody(1) *(in trillions of dollars)*	**12.5**	12.4	1				

(1) Includes assets under custody, assets under trust and assets under administration.

NM Not meaningful

3Q11 vs. 3Q10

Net income decreased 3%, mainly due to higher investment spending and the revenue impact of the low interest rate environment, which is expected to remain a headwind in the near term. Year-over-year, the U.S. dollar generally depreciated versus local currencies. The impact of FX translation accounted for 2% of the growth in *revenues* and 1% of the growth in *expenses*, while reducing the decline in *net income* by 4%.

Revenues grew 7%, driven by international growth. Improvement in fees and increased deposit balances in both the Treasury and Trade Solutions and Securities and Fund Services businesses more than offset spread compression. Average assets grew 22%, driven by a 51% increase in trade assets as a result of focused investments in the trade finance business. *Average deposits* grew 7% from the prior-year period with a favorable shift to operating balances, as the business continued to emphasize more stable, lower cost deposits as a way to mitigate spread compression. *Assets under custody* remained relatively flat from the prior year. Treasury and Trade Solutions *revenues* increased 5%, driven primarily by growth in the trade and commercial cards businesses and increased deposits, partially offset by the impact of the continued low rate environment. Securities and Fund Services *revenues* increased 11% due to growth in transaction and settlement volumes, driven in part by the increase in activity resulting from market volatility, and new client mandates.

Expenses increased 17%, reflecting higher volumes and increased investment spending, partially offset by productivity savings.

Provisions increased 33%, primarily attributable to increased net credit losses, offset by slightly larger credit reserve releases.

3Q11 YTD vs. 3Q10 YTD

Net income decreased 6%, primarily due to the reasons discussed above as well as higher credit provisions. The impact of FX translation accounted for 2% of the growth in

revenues and 1% of the growth in *expenses*, while reducing the decline in *net income* by 4%.

Revenues grew 6%, primarily due to the reasons set forth above. Treasury and Trade Solutions *revenues* increased 5%, driven primarily by growth in the trade and commercial cards businesses, partially offset by spread compression. Securities and Fund Services *revenues* increased 9%, driven by higher volumes and client activity.

Expenses increased 16%, due to higher volumes and increased investment spending.

Provisions increased by $88 million to positive $23 million, primarily attributable to the current year absence of credit reserve releases recorded in the prior year.

CITI HOLDINGS

Citi Holdings contains businesses and portfolios of assets that Citigroup has determined are not central to its core Citicorp businesses. Citi Holdings consists of the following: *Brokerage and Asset Management, Local Consumer Lending* and *Special Asset Pool.* Consistent with its strategy, Citi intends to continue to exit these businesses and portfolios as quickly as practicable in an economically rational manner. To date, the decrease in Citi Holdings assets has been primarily driven by asset sales and business dispositions, as well as portfolio run-off and pay-downs. Asset levels have also been impacted, and will continue to be impacted, by charge-offs and revenue marks, when appropriate.

During the third quarter of 2011, the assets in Citi Holdings declined by approximately $19 billion, composed of nearly $10 billion of asset sales and business dispositions, $7 billion of net run-off and pay-downs and approximately $2 billion of net cost of credit and net asset marks. As previously disclosed, Citi's ability to continue to decrease the assets in Citi Holdings through the methods discussed above, including sales and dispositions, may not occur at the same pace or level as in the past.

Citi Holdings' GAAP assets of approximately $289 billion at September 30, 2011 have been reduced by approximately $132 billion from September 30, 2010 and $538 billion from the peak in the first quarter of 2008. Citi Holdings represented approximately 15% of Citi's assets as of September 30, 2011, while Citi Holdings' risk-weighted assets of approximately $261 billion at September 30, 2011 represented approximately 27% of Citi's risk-weighted assets as of such date.

As previously announced, Citi will transfer the substantial majority of the retail partner cards business from Citi Holdings *Local Consumer Lending* to Citicorp *NA RCB*. Citi intends to complete this transfer during the first quarter of 2012. This transfer will further decrease the assets within Citi Holdings as well as materially impact the earnings profile of Citi Holdings, particularly *Local Consumer Lending*.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue	**$ 2,473**	$ 3,519	(30)%	**$ 7,755**	$ 11,865	(35)%
Non-interest revenue	**353**	334	6	**2,365**	3,457	(32)
Total revenues, net of interest expense	**$ 2,826**	$ 3,853	(27)%	**$ 10,120**	$ 15,322	(34)%
Provisions for credit losses and for benefits and claims						
Net credit losses	**$ 2,581**	$ 4,640	(44)%	**$ 9,526**	$ 14,879	(36)%
Credit reserve build (release)	**(835)**	(1,567)	47	**(4,004)**	(2,027)	(98)
Provision for loan losses	**$ 1,746**	$ 3,073	(43)%	**$ 5,522**	$ 12,852	(57)%
Provision for benefits and claims	**215**	189	14	**624**	617	1
Provision (release) for unfunded lending commitments	**(3)**	26	NM	**10**	(45)	NM
Total provisions for credit losses and for benefits and claims	**$ 1,958**	$ 3,288	(40)%	**$ 6,156**	$ 13,424	(54)%
Total operating expenses	**$ 2,104**	$ 2,228	(6)	**$ 6,327**	7,236	(13)%
Loss from continuing operations before taxes	**$ (1,236)**	$ (1,663)	26%	**$ (2,363)**	$ (5,338)	56%
Benefits for income taxes	**(441)**	(597)	26	**(853)**	(2,193)	61%
Loss from continuing operations	**$ (795)**	$ (1,066)	25%	**$ (1,510)**	$ (3,145)	52%
Net income attributable to noncontrolling interests	**7**	80	(91)	**118**	99	19%
Citi Holdings net loss	**$ (802)**	$ (1,146)	30%	**$ (1,628)**	$ (3,244)	50%
Balance sheet data *(in billions of dollars)*						
Total EOP assets	**$ 289**	$ 421	(31)%			
Total EOP deposits	**$ 71**	$ 82	(13)%			

NM
Not meaningful

BROKERAGE AND ASSET MANAGEMENT

Brokerage and Asset Management (BAM) consists of Citi's global retail brokerage and asset management businesses. At September 30, 2011, *BAM* had approximately $26 billion of assets, or approximately 9% of Citi Holdings' assets, primarily consisting of Citi's investment in, and assets related to, the Morgan Stanley Smith Barney joint venture (MSSB JV). As more fully described in Forms 8-K filed with the SEC on January 14, 2009 and June 3, 2009, Morgan Stanley has options to purchase Citi's remaining stake in the MSSB JV over three years starting in 2012.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue (expense)	**$ (42)**	$ (87)	52%	**$ (132)**	$ (223)	41%
Non-interest revenue	**97**	79	23	**371**	696	(47)
Total revenues, net of interest expense	**$ 55**	$ (8)	NM	**$ 239**	$ 473	(49)%
Total operating expenses	**$ 145**	$ 231	(37)%	**$ 549**	$ 771	(29)%
Net credit losses	**$ 3**	$ 2	50%	**$ 4**	$ 14	(71)%
Credit reserve build (release)		(4)	100	**(3)**	(14)	79
Provision (release)for unfunded lending commitments	**(1)**				(6)	100
Provision for benefits and claims	**11**	9	22	**28**	27	4
Provisions for credit losses and for benefits and claims	**$ 13**	$ 7	86%	**$ 29**	$ 21	38%
Income (loss) from continuing operations before taxes	**$ (103)**	$ (246)	58%	**$ (339)**	$ (319)	(6)%
(Benefits) for taxes	**(20)**	(93)	78	**(146)**	(148)	1
Income (loss) from continuing operations	**$ (83)**	$ (153)	46%	**$ (193)**	$ (171)	(13)%
Net income attributable to noncontrolling interests	**7**	6	17	**10**	8	25
Net income (loss)	**$ (90)**	$ (159)	43%	**$ (203)**	$ (179)	(13)%
EOP assets *(in billions of dollars)*	**$ 26**	$ 28	(7)%			
EOP deposits *(in billions of dollars)*	**54**	57	(5)			

NM
Not meaningful

3Q11 vs. 3Q10

Brokerage and Asset Management net loss decreased 43%, driven both by higher revenues and lower expenses. The *revenues* increase of $63 million was driven by the absence of losses on private equity marks recorded in the prior-year period while e*xpenses* decreased 37% due to the sale of Citi's private equity business and lower legal expenses.

Provisions increased by 86%, reflecting the absence of a credit reserve release recorded in the prior year.

Assets decreased 7% to $26 billion, driven by the sale of the private equity business referenced above and the continued run-off of loan portfolios.

3Q11 YTD vs. 3Q10 YTD

On a year-to-date basis, *BAM's net loss* increased 13% as lower revenues were partly offset by lower expenses. The *revenues* decrease of 49% was driven by the sale in the prior-year period of the Habitat and Colfondos businesses (including a $78 million pretax gain on sale related to the transactions in the first quarter of 2010) and lower revenues from the MSSB JV.

Expenses decreased 29%, also driven by the sale of the Habitat and Colfondos businesses as well as the private equity and property investors businesses.

Provisions increased 38% due to lower reserve releases and the absence of the prior year release related to unfunded lending commitments.

LOCAL CONSUMER LENDING

Local Consumer Lending (LCL) includes a portion of Citigroup's North American mortgage business, retail partner cards, CitiFinancial North America (consisting of the OneMain and CitiFinancial Servicing businesses), remaining student and auto loans, Citi's remaining interest in Primerica and other local Consumer finance businesses globally (including Western European cards and retail banking and Japan Consumer Finance). At September 30, 2011, *LCL* had approximately $218 billion of assets (approximately $197 billion in *North America*) or approximately 75% of Citi Holdings assets. The North American assets consisted of residential mortgages (residential first mortgages and home equity loans), retail partner card loans, personal loans, commercial real estate, and other consumer loans and assets. Approximately $111 billion of assets in *LCL* consisted of North America mortgages in Citi's CitiMortgage and CitiFinancial operations.

As referenced under "Citi Holdings" above, the substantial majority of the retail partner cards business will be transferred to Citicorp *NA RCB*, which Citi intends to complete during the first quarter of 2012. This transfer will materially impact the earnings profile of *LCL* on a going-forward basis.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue	**$ 2,750**	$ 3,383	(19)%	**$ 8,198**	$ 11,091	(26)%
Non-interest revenue	**248**	164	51	**902**	1,332	(32)
Total revenues, net of interest expense	**$ 2,998**	$ 3,547	(15)%	**$ 9,100**	$ 12,423	(27)%
Total operating expenses	**$ 1,898**	$ 1,876	1%	**$ 5,540**	$ 6,080	(9)%
Net credit losses	**$ 2,376**	$ 3,949	(40)%	**$ 8,431**	$ 13,422	(37)%
Credit reserve build (release)	**(558)**	(953)	41	**(2,332)**	(988)	NM
Provision for benefits and claims	**204**	180	13	**596**	590	1
Provisions for credit losses and for benefits and claims	**$ 2,022**	$ 3,176	(36)%	**$ 6,695**	$ 13,024	(49)%
Loss from continuing operations before taxes	**$ (922)**	$ (1,505)	39%	**$ (3,135)**	$ (6,681)	53%
Benefits for income taxes	**(337)**	(675)	50	**(1,205)**	(2,796)	57
Loss from continuing operations	**$ (585)**	$ (830)	30%	**$ (1,930)**	$ (3,885)	50%
Net income attributable to noncontrolling interests					7	(100)%
Net loss	**$ (585)**	$ (830)	30%	**$ (1,930)**	$ (3,892)	50%
Average assets *(in billions of dollars)*	**$ 225**	$ 317	(29)%	**$ 235**	$ 335	(30)
Net credit losses as a percentage of average loans	**4.85%**	6.31%				

NM Not meaningful

3Q11 vs. 3Q10

Local Consumer Lending net loss decreased by $245 million driven by improved credit costs which were partly offset by decreased *revenues*, reflecting the continued sale and run-off of loan balances.

The decrease in *revenues* of 15% was driven by the decrease in *net interest revenues,* where lower asset balances resulted in less interest revenue. This decrease was partially offset by lower funding costs due to the low interest rate environment. Increases in *non-interest revenue* also partially offset the *net interest revenue* decline, driven by the absence of losses on asset sales recorded in the prior year period.

Expenses were relatively flat, reflecting higher legal and regulatory charges and higher restructuring expenses, largely offset by the impact of divestitures, lower volumes and savings initiatives.

Provisions decreased 36% reflecting the improving credit environment, including a decrease in net credit losses of $1.6 billion partially offset by a decrease in loan loss reserve releases of $395 million. Decreases in net credit losses occurred across most portfolios, primarily driven by retail partner cards ($721 million) and North America mortgages ($402 million).

Assets decreased 27% versus the prior year, driven by the impact of asset sales and portfolio run-off, primarily in student loans ($36 billion) and North America mortgages ($22 billion).

3Q11 YTD vs. 3Q10 YTD

On a year-to-date basis, *LCL* results were similarly driven by decreasing assets and the improving credit environment. The *net loss* decreased by $2.0 billion, driven by decreased credit costs partly offset by lower *revenues* and higher legal and regulatory *expenses*.

Revenues decreased 27% driven by the *net interest revenue* decrease of 26% due to portfolio run-off and asset sales. *Non-interest revenue* decreased 32% due to the impact of divestitures and lower net servicing revenues in real estate lending.

Expenses decreased 9%, primarily due to the impact of divestitures, lower volumes and savings initiatives, which were partly offset by higher legal and regulatory expenses.

Provisions decreased 49% driven by lower credit losses and higher reserve releases. Net credit losses decreased by $5.0 billion primarily due to the credit improvements in retail partner cards ($2.4 billion) and North America mortgages ($1.3 billion). Reserve releases increased $1.3 billion driven by higher releases in retail partner cards and CitiFinancial North America.

SPECIAL ASSET POOL

Special Asset Pool (SAP) had approximately $45 billion of assets as of September 30, 2011, which constituted approximately 16% of Citi Holdings assets as of such date. *SAP* consists of a portfolio of securities, loans and other assets that Citigroup intends to continue to reduce over time through asset sales and portfolio run-off. *SAP* assets have declined by approximately $283 billion, or 86%, from peak levels in 2007, reflecting cumulative write-downs, asset sales and portfolio run-off.

	Third Quarter		%	Nine Months		%
In millions of dollars	2011	2010	Change	2011	2010	Change
Net interest revenue (expense)	**$ (235)**	$ 223	NM	**$ (311)**	$ 997	NM
Non-interest revenue	**8**	91	(91)%	**1,092**	1,429	(24)%
Revenues, net of interest expense	**$ (227)**	$ 314	NM	**$ 781**	$ 2,426	(68)%
Total operating expenses	**$ 61**	$ 121	(50)%	**$ 238**	$ 385	(38)%
Net credit losses	**$ 202**	$ 689	(71)%	**$ 1,091**	$ 1,443	(24)%
Provision (releases) for unfunded lending commitments	**(2)**	26	NM	**10**	(39)	NM
Credit reserve builds (releases)	**(277)**	(610)	55	**(1,669)**	(1,025)	(63)%
Provisions for credit losses and for benefits and claims	**$ (77)**	$ 105	NM	**$ (568)**	$ 379	NM
Income from continuing operations before taxes	**$ (211)**	$ 88	NM	**$ 1,111**	$ 1,662	(33)%
Income taxes	**(84)**	171	NM	**498**	751	(34)
Net income (loss) from continuing operations	**$ (127)**	$ (83)	(53)%	**$ 613**	$ 911	(33)%
Net income (loss) attributable to noncontrolling interests		74	(100)%	**108**	84	29
Net income (loss)	**$ (127)**	$ (157)	19%	**$ 505**	$ 827	(39)%
EOP assets *(in billions of dollars)*	**$ 45**	$ 95	(53)%			

NM
Not meaningful

3Q11 vs. 3Q10

Special Asset Pool net loss decreased $30 million compared to the prior year as *revenues* decreases due to lower asset levels were more than offset by improved credit and the absence of a $160 million tax charge recorded in the prior year period.

The *revenues* decrease of $541 million was driven by lower interest revenue, as interest-earning assets have become a smaller portion of *SAP*, as well as the absence of gains on asset sales and positive marks in the prior year period. *Net interest revenue* was negative in the current quarter and will likely continue to be under pressure as the non-interest earning assets of *SAP*, which require funding, now represent a larger portion of the total asset pool.

Expenses decreased 50% to $61 million, mainly driven by lower legal and related costs as well as lower volumes.

Provisions decreased $182 million reflecting the improved credit environment. The decrease was driven by lower net credit losses of $487 million, partially offset by a decrease in loan loss reserve releases to $277 million in the current-year period from $610 million in the prior-year period.

Assets decreased 53%, primarily due to continued asset sales, portfolio run-off and prepayments.

3Q11 YTD vs. 3Q10 YTD

On a year-to-date basis, *SAP* results were similarly driven by decreasing asset balances and the better credit environment.

Net income decreased 39%, driven by the decrease in *revenues* due to lower asset balances, offset by lower operating *expenses* and improved credit.

Revenues decreased 68%, primarily due to lower *net interest revenue*, reflecting the continued decrease in interest-earning assets discussed above.

Expenses decreased 38% driven by a decrease in transaction expenses, compensation expenses and lower volumes.

Provisions decreased $947 million driven by a $352 million decrease in net credit losses and an increase in loan loss reserve releases to $1.7 billion in the current year-to-date period from $1.0 billion in the prior-year period.

The following table provides details of the composition of *SAP* assets as of September 30, 2011.

	Assets within Special Asset Pool as of September 30, 2011		
In billions of dollars	Carrying value of assets	Face value	Carrying value as % of face value
Securities in available-for-sale (AFS)	$ 5.8	$ 6.2	93%
Securities in held-to-maturity	11.3	16.1	71
Loans, leases and letters of credit in held-for-investment/held-for-sale (HFS)(1)	4.4	5.2	86
Mark to market (trading)(2)	14.9	NM	NM
Highly leveraged finance commitments	0.2	0.2	82
Equities (excludes auction rate securities in AFS)	4.8	NM	NM
Consumer and other(3)	3.9	NM	NM
Total	$ 45.3		

(1) HFS accounts for approximately $0.7 billion of the total.

(2) Includes $6.7 billion of derivatives, $2.4 billion of repurchase agreements, $0.3 billion of equities, $0.7 billion of Corporate securities, $2.1 billion of auction rate securities, $0.4 billion of subprime and $0.3 billion of CLOs.

(3) Includes $0.9 billion of small business banking and finance loans and $0.6 billion of personal loans.

Totals may not sum due to rounding.

NM Not meaningful

Note: *SAP* had total commercial real estate exposures of $3.6 billion at September 30, 2011, which included unfunded commitments of $1.4 billion. *SAP* had total subprime assets of $0.9 billion at September 30, 2011, including assets of $0.3 billion of subprime-related direct exposures and $0.6 billion of trading account positions, which includes securities purchased from CDO liquidations.

CORPORATE/OTHER

Corporate/Other includes global staff functions (including finance, risk, human resources, legal and compliance) and other corporate expense, global operations and technology, unallocated Corporate Treasury and Corporate items and discontinued operations. At September 30, 2011, this segment had approximately $283 billion of assets, or 14% of Citigroup's total assets, consisting primarily of Citi's liquidity portfolio, including $93 billion of cash and deposits with banks and $121 billion of liquid available-for-sale securities.

	Third Quarter		Nine Months	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Net interest revenue (expense)	**$ (22)**	$ 194	**$ (61)**	$ 736
Non-interest revenue	**322**	402	**563**	872
Total revenues, net of interest expense	**$ 300**	$ 596	**$ 502**	$ 1,608
Total operating expenses	**$ 578**	$ 361	**$ 1,954**	$ 966
Provisions for loan losses and for benefits and claims		(1)		
Income (loss) from continuing operations before taxes	**$ (278)**	$ 236	**$ (1,452)**	$ 642
Provision (benefits) for income taxes	**(169)**	102	**(658)**	280
Income (loss) from continuing operations	**$ (109)**	$ 134	**$ (794)**	$ 362
Income (loss) from discontinued operations, net of taxes	**1**	(374)	**112**	(166)
Net income (loss) before attribution of noncontrolling interests	**$ (108)**	$ (240)	**$ (682)**	$ 196
Net income (loss) attributable to noncontrolling interests	**(41)**	(51)	**(41)**	(51)
Net Income (loss)	**$ (67)**	$ (189)	**$ (641)**	$ 247

3Q11 vs. 3Q10

Net income increased $122 million primarily due to the absence of a net loss on sale of The Student Loan Corporation recorded in discontinued operations in the prior-year period. This was partially offset by a decrease in *revenues* and an increase in *expenses*.

Revenues decreased $296 million, primarily driven by lower investment yields, lower gains on sales of AFS securities and hedging activities.

Expenses increased $217 million, due to legal and related costs and infrastructure investments primarily in operations and technology.

3Q11 YTD vs. 3Q10 YTD

Net income declined $888 million primarily due to a decrease in *revenues* and an increase in *expenses,* as well as the absence of a net gain on the sale of Nikko Cordial Securities and the related benefit for income taxes recorded in discontinued operations in the prior-year period. This was partially offset by the absence of the net loss on the sale of The Student Loan Corporation and a net gain on sale of Egg Banking PLC credit card business in the current period.

Revenues declined $1.1 billion, primarily due to lower investment yields in Treasury, lower gains on sales of AFS securities and hedging activities, partly offset by the gain on sale of a portion of Citi's holdings in the Housing Development Finance Corp. (HDFC) in the second quarter of 2011 (approximately $200 million pretax).

Expenses increased $988 million, primarily due to higher legal and related costs and continued investments.

SEGMENT BALANCE SHEET AT SEPTEMBER 30, 2011

In millions of dollars	Regional Consumer Banking	Institutional Clients Group	Subtotal Citicorp	Citi Holdings	Corporate/Other, Discontinued Operations and Consolidating Eliminations	Total Citigroup Consolidated
Assets						
Cash and due from banks	$ 7,369	$ 18,103	$ 25,472	$ 1,180	$ 2,298	$ 28,950
Deposits with banks	8,483	58,610	67,093	1,233	91,012	159,338
Federal funds sold and securities borrowed or purchased under agreements to resell	4,450	281,214	285,664	4,981		290,645
Brokerage receivables		26,889	26,889	11,049	54	37,992
Trading account assets	14,758	291,213	305,971	14,666		320,637
Investments	26,768	99,623	126,391	33,336	126,930	286,657
Loans, net of unearned income						
Consumer	236,686		236,686	187,940		424,626
Corporate		206,918	206,918	5,695		212,613
Loans, net of unearned income	$ 236,686	$ 206,918	$ 443,604	$ 193,635	$	$ 637,239
Allowance for loan losses	(10,668)	(2,756)	(13,424)	(18,628)		(32,052)
Total loans, net	$ 226,018	$ 204,162	$ 430,180	$ 175,007	$	$ 605,187
Goodwill	10,299	10,735	21,034	4,462		25,496
Intangible assets (other than MSRs)	1,969	920	2,889	3,911		6,800
Mortgage servicing rights (MSRs)	1,369	83	1,452	1,400		2,852
Other assets	33,918	37,124	71,042	37,934	62,462	171,438
Total assets	$ 335,401	$ 1,028,676	$ 1,364,077	$ 289,159	$ 282,756	$ 1,935,992
Liabilities and equity						
Total deposits	$ 309,795	$ 465,983	$ 775,778	$ 70,830	$ 4,673	$ 851,281
Federal funds purchased and securities loaned or sold under agreements to repurchase	6,799	216,812	223,611	1		223,612
Brokerage payables		55,185	55,185	4	904	56,093
Trading account liabilities	42	147,297	147,339	1,512		148,851
Short-term borrowings	192	48,712	48,904	866	16,048	65,818
Long-term debt	2,866	66,381	69,247	10,216	254,361	333,824
Other liabilities	17,525	25,463	42,988	10,897	23,286	77,171
Net inter-segment funding (lending)	(1,818)	2,843	1,025	194,833	(195,858)	
Total Citigroup stockholders' equity					177,372	177,372
Noncontrolling interest					1,970	1,970
Total equity	$	$	$	$	$ 179,342	$ 179,342
Total liabilities and equity	$ 335,401	$ 1,028,676	$ 1,364,077	$ 289,159	$ 282,756	$ 1,935,992

The supplemental information presented above reflects Citigroup's consolidated GAAP balance sheet by reporting segment as of September 30, 2011. The respective segment information depicts the assets and liabilities managed by each segment as of such date. While this presentation is not defined by GAAP, Citi believes that these non-GAAP financial measures enhance investors' understanding of the balance sheet components managed by the underlying business segments, as well as the beneficial inter-relationship of the asset and liability dynamics of the balance sheet components among Citi's business segments.

CAPITAL RESOURCES AND LIQUIDITY

CAPITAL RESOURCES

Overview

Citi generates capital through earnings from its operating businesses. Citi may augment its capital through issuances of common stock, convertible preferred stock, preferred stock and equity issued through awards under employee benefit plans. Citi has also augmented its regulatory capital through the issuance of subordinated debt underlying trust preferred securities, although the treatment of such instruments as regulatory capital will be phased out under Basel III and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (see "Capital Resources and Liquidity Capital Resources Regulatory Capital Standards Developments" and the "Risk Factors" section of Citi's 2010 Annual Report on Form 10-K). Further, the impact of future events on Citi's business results, such as corporate and asset dispositions, as well as changes in regulatory and accounting standards may also affect Citi's capital levels.

Capital is used primarily to support assets in Citi's businesses and to absorb market, credit or operational losses. Capital may be used for other purposes, such as to pay dividends or repurchase common stock. However, Citi's ability to pay regular quarterly cash dividends of more than $0.01 per share, or to redeem or repurchase equity securities or trust preferred securities, is currently restricted (which restriction may be waived) due to Citi's agreements with certain U.S. government entities, generally for so long as the U.S. government continues to hold any Citi trust preferred securities acquired in connection with the exchange offers consummated in 2009.

For an overview of Citigroup's capital management framework, including Citi's Finance and Asset and Liability Committee (FinALCO), see "Capital Resources and Liquidity Capital Resources Overview" in Citigroup's 2010 Annual Report on Form 10-K.

Capital Ratios

Citigroup is subject to the risk-based capital guidelines issued by the Federal Reserve Board. Historically, capital adequacy has been measured, in part, based on two risk-based capital ratios, the Tier 1 Capital and Total Capital (Tier 1 Capital + Tier 2 Capital) ratios. Tier 1 Capital consists of the sum of "core capital elements," such as qualifying common stockholders' equity, as adjusted, qualifying noncontrolling interests, and qualifying mandatorily redeemable securities of subsidiary trusts (trust preferred securities), principally reduced by goodwill, other disallowed intangible assets, and disallowed deferred tax assets. Total Capital also includes "supplementary" Tier 2 Capital elements, such as qualifying subordinated debt and a limited portion of the allowance for credit losses. Both measures of capital adequacy are stated as a percentage of risk-weighted assets.

In 2009, the U.S. banking regulators developed a new measure of capital termed "Tier 1 Common," which is defined as Tier 1 Capital less non-common elements, including qualifying perpetual preferred stock, qualifying noncontrolling interests, and qualifying mandatorily redeemable securities of subsidiary trusts (trust preferred securities). For more detail on all of these capital metrics, see "Components of Capital Under Regulatory Guidelines" below.

Citigroup's risk-weighted assets are principally derived from application of the risk-based capital guidelines related to the measurement of credit risk. Pursuant to these guidelines, on-balance-sheet assets and the credit equivalent amount of certain off-balance-sheet exposures (such as financial guarantees, unfunded lending commitments, letters of credit and derivatives) are assigned to one of several prescribed risk-weight categories based upon the perceived credit risk associated with the obligor, or if relevant, the guarantor, the nature of the collateral, or external credit ratings. Risk-weighted assets also incorporate a measure for market risk on covered trading account positions and all foreign exchange and commodity positions whether or not carried in the trading account. Excluded from risk-weighted assets are any assets, such as goodwill and deferred tax assets, to the extent required to be deducted from regulatory capital. See "Components of Capital Under Regulatory Guidelines" below.

Citigroup is also subject to a Leverage ratio requirement, a non-risk-based measure of capital adequacy, which is defined as Tier 1 Capital as a percentage of quarterly adjusted average total assets.

To be "well capitalized" under current federal bank regulatory agency definitions, a bank holding company must have a Tier 1 Capital ratio of at least 6%, a Total Capital ratio of at least 10% and a Leverage ratio of at least 3%, and not be subject to a Federal Reserve Board directive to maintain higher capital levels. The following table sets forth Citigroup's regulatory capital ratios as of September 30, 2011 and December 31, 2010:

Citigroup Regulatory Capital Ratios

	Sept. 30, 2011	Dec. 31, 2010
Tier 1 Common	**11.71%**	10.75%
Tier 1 Capital	**13.45**	12.91
Total Capital (Tier 1 Capital + Tier 2 Capital)	**16.89**	16.59
Leverage	**7.01**	6.60

As noted in the table above, Citigroup was "well capitalized" under the current federal bank regulatory agency definitions as of September 30, 2011 and December 31, 2010.

Components of Capital Under Regulatory Guidelines

In millions of dollars	September 30, 2011	December 31, 2010
Tier 1 Common Capital		
Citigroup common stockholders' equity	**$ 177,060**	$ 163,156
Less: Net unrealized losses on securities available-for-sale, net of tax(1)	**(98)**	(2,395)
Less: Accumulated net losses on cash flow hedges, net of tax	**(3,099)**	(2,650)
Less: Pension liability adjustment, net of tax(2)	**(3,925)**	(4,105)
Less: Cumulative effect included in fair value of financial liabilities attributable to the change in own creditworthiness, net of tax(3)	**1,239**	164
Less: Disallowed deferred tax assets(4)	**36,925**	34,946
Less: Intangible assets:		
Goodwill	**25,496**	26,152
Other disallowed intangible assets	**4,673**	5,211
Other	**(560)**	(698)
Total Tier 1 Common Capital	**$ 115,289**	$ 105,135
Qualifying perpetual preferred stock	**$ 312**	$ 312
Qualifying mandatorily redeemable securities of subsidiary trusts	**15,961**	18,003
Qualifying noncontrolling interests	**804**	868
Other		1,875
Total Tier 1 Capital	**$ 132,366**	$ 126,193
Tier 2 Capital		
Allowance for credit losses(5)	**$ 12,587**	$ 12,627
Qualifying subordinated debt(6)	**20,676**	22,423
Net unrealized pretax gains on available-for-sale equity securities(1)	**668**	976
Total Tier 2 Capital	**$ 33,931**	$ 36,026
Total Capital (Tier 1 Capital and Tier 2 Capital)	**$ 166,297**	$ 162,219
Risk-weighted assets (RWA)(7)	**$ 984,338**	$ 977,629

(1) Tier 1 Capital excludes net unrealized gains (losses) on available-for-sale debt securities and net unrealized gains on available-for-sale equity securities with readily determinable fair values, in accordance with risk-based capital guidelines. In arriving at Tier 1 Capital, banking organizations are required to deduct net unrealized losses on available-for-sale equity securities with readily determinable fair values, net of tax. Banking organizations are permitted to include in Tier 2 Capital up to 45% of net unrealized pretax gains on available-for-sale equity securities with readily determinable fair values.

(2) The Federal Reserve Board granted interim capital relief for the impact of ASC 715-20, *Compensation Retirement Benefits Defined Benefits Plans* (formerly SFAS 158).

(3) The impact of changes in Citigroup's own creditworthiness in valuing financial liabilities for which the fair value option has been elected is excluded from Tier 1 Capital, in accordance with risk-based capital guidelines.

(4)

Of Citi's approximately $50 billion of net deferred tax assets at September 30, 2011, approximately $11 billion of such assets were includable without limitation in regulatory capital pursuant to risk-based capital guidelines, while approximately $37 billion of such assets exceeded the limitation imposed by these guidelines and, as "disallowed deferred tax assets," were deducted in arriving at Tier 1 Capital. Citigroup's approximately $2 billion of other net deferred tax assets primarily represented deferred tax effects of the pension liability adjustment, which is permitted to be excluded prior to deriving the amount of net deferred tax assets subject to limitation under the guidelines.

(5)

Includable up to 1.25% of risk-weighted assets. Any excess allowance for credit losses is deducted in arriving at risk-weighted assets.

(6)

Includes qualifying subordinated debt in an amount not exceeding 50% of Tier 1 Capital.

(7)

Includes risk-weighted credit equivalent amounts, net of applicable bilateral netting agreements, of $66.4 billion for interest rate, commodity and equity derivative contracts, foreign exchange contracts, and credit derivatives as of September 30, 2011, compared with $62.1 billion as of December 31, 2010. Market risk equivalent assets included in risk-weighted assets amounted to $53.8 billion at September 30, 2011 and $51.4 billion at December 31, 2010. Risk-weighted assets also include the effect of certain other off-balance-sheet exposures, such as unused lending commitments and letters of credit, and reflect deductions such as certain intangible assets and any excess allowance for credit losses.

Common Stockholders' Equity

Citigroup's common stockholders' equity increased during the nine months ended September 30, 2011 by $13.9 billion to $177.1 billion, and represented 9% of total assets as of September 30, 2011. The table below summarizes the change in Citigroup's common stockholders' equity during the first nine months of 2011:

In billions of dollars		
Common stockholders' equity, December 31, 2010	**$**	**163.2**
Citigroup's net income		**10.1**
Employee benefit plans and other activities(1)		**0.8**
Conversion of ADIA Upper DECs equity units purchase contracts to common stock		**3.8**
Net change in accumulated other comprehensive income (loss), net of tax		**(0.8)**
Common stockholders' equity, September 30, 2011	**$**	**177.1**

(1) As of September 30, 2011, $6.7 billion of common stock repurchases remained under Citi's authorized repurchase programs. No material repurchases were made in the first nine months of 2011 or during the year ended December 31, 2010.

Tangible Common Equity and Tangible Book Value Per Share

Tangible common equity (TCE), as defined by Citigroup, represents *Common equity* less *Goodwill*, *Intangible assets* (other than *Mortgage Servicing Rights* (MSRs)), and related net deferred tax assets. Other companies may calculate TCE in a manner different from that of Citigroup. Citi's TCE was $144.7 billion at September 30, 2011 and $129.4 billion at December 31, 2010.

The TCE ratio (TCE divided by risk-weighted assets) was 14.7% at September 30, 2011 and 13.2% at December 31, 2010.

TCE and tangible book value per share, as well as related ratios, are capital adequacy metrics used and relied upon by investors and industry analysts; however, they are non-GAAP financial measures for SEC purposes. A reconciliation of Citigroup's total stockholders' equity to TCE, and book value per share to tangible book value per share, as of September 30, 2011 and December 31, 2010, follows:

In millions, except ratios and per share data		Sept. 30, 2011		Dec. 31, 2010
Total Citigroup stockholders' equity	**$**	**177,372**	$	163,468
Less:				
Preferred stock		**312**		312
Common equity	**$**	**177,060**	$	163,156
Less:				
Goodwill		**25,496**		26,152
Intangible assets (other than MSRs)		**6,800**		7,504
Related net deferred tax assets		**47**		56
Tangible common equity (TCE)	**$**	**144,717**	$	129,444
Tangible assets				
GAAP assets	**$**	**1,935,992**	$	1,913,902
Less:				
Goodwill		**25,496**		26,152
Intangible assets (other than MSRs)		**6,800**		7,504
Related deferred tax assets		**329**		359
Tangible assets (TA)	**$**	**1,903,367**	$	1,879,887
Risk-weighted assets (RWA)	**$**	**984,338**	$	977,629

TCE/TA ratio		**7.60%**		6.89%
TCE/RWA ratio		**14.70%**		13.24%
Common shares outstanding (CSO)		**2,923.7**		2,905.8
Book value per share (common equity/CSO)	**$**	**60.56**	$	56.15
Tangible book value per share (TCE/CSO)	**$**	**49.50**	$	44.55

Capital Resources of Citigroup's U.S. Depository Institutions

Citigroup's U.S. subsidiary depository institutions are also subject to risk-based capital guidelines issued by their respective primary federal bank regulatory agencies, which are similar to the guidelines of the Federal Reserve Board.

The following table sets forth the capital tiers and capital ratios of Citibank, N.A., Citi's primary U.S. subsidiary depository institution, as of September 30, 2011 and December 31, 2010:

Citibank, N.A. Capital Tiers and Capital Ratios Under Regulatory Guidelines

In billions of dollars, except ratios	Sept. 30, 2011(1)	Dec. 31, 2010(1)
Tier 1 Common Capital	**$ 121.7**	$ 123.6
Tier 1 Capital	**122.3**	124.2
Total Capital (Tier 1 Capital + Tier 2 Capital)	**135.0**	138.4
Tier 1 Common ratio	**14.90%**	15.33%
Tier 1 Capital ratio	**14.97**	15.42
Total Capital ratio	**16.52**	17.18
Leverage ratio	**9.55**	9.32

(1) Effective July 1, 2011, Citibank (South Dakota) N.A. merged into Citibank, N.A. The amount of Tier 1 Common Capital, Tier 1 Capital and Total Capital, and the resultant capital ratios, at December 31, 2010 have been restated to reflect this merger. The 2011 capital ratios above also reflect the impact of dividends paid by Citibank, N.A. to Citigroup during the nine months ended September 30, 2011.

Impact of Changes on Capital Ratios

The following table presents the estimated sensitivity of Citigroup's and Citibank, N.A.'s capital ratios to changes of $100 million in Tier 1 Common Capital, Tier 1 Capital or Total Capital (numerator), or changes of $1 billion in risk-weighted assets or adjusted average total assets (denominator), based on financial information as of September 30, 2011. This information is provided for the purpose of analyzing the impact that a change in Citigroup's or Citibank, N.A.'s financial position or results of operations could have on these ratios. These sensitivities only consider a single change to either a component of capital, risk-weighted assets, or adjusted average total assets. Accordingly, an event that affects more than one factor may have a larger basis point impact than is reflected in this table.

	Tier 1 Common ratio		Tier 1 Capital ratio		Total Capital ratio		Leverage ratio	
	Impact of $100 million change in Tier 1 Common Capital	Impact of $1 billion change in risk-weighted assets	Impact of $100 million change in Tier 1 Capital	Impact of $1 billion change in risk-weighted assets	Impact of $100 million change in Total Capital	Impact of $1 billion change in risk-weighted assets	Impact of $100 million change in Tier 1 Capital	Impact of $1 billion change in adjusted average total assets
Citigroup	1.0 bps	1.2 bps	1.0 bps	1.4 bps	1.0 bps	1.7 bps	0.5 bps	0.4 bps
Citibank, N.A.	1.2 bps	1.8 bps	1.2 bps	1.8 bps	1.2 bps	2.0 bps	0.8 bps	0.8 bps

Broker-Dealer Subsidiaries

At September 30, 2011, Citigroup Global Markets Inc., a broker-dealer registered with the SEC that is an indirect wholly owned subsidiary of Citigroup Global Markets Holdings Inc., had net capital, computed in accordance with the SEC's net capital rule, of $7.1 billion, which exceeded the minimum requirement by $6.4 billion.

In addition, certain of Citi's other broker-dealer subsidiaries are subject to regulation in the countries in which they do business, including requirements to maintain specified levels of net capital or its equivalent. Citigroup's broker-dealer subsidiaries were in compliance with their capital requirements at September 30, 2011.

FUNDING AND LIQUIDITY

Overview

Citi's funding and liquidity objectives generally are to maintain liquidity to fund its existing asset base as well as grow its core businesses in Citicorp, while at the same time maintain sufficient excess liquidity, structured appropriately, so that it can operate under a wide variety of market conditions, including market disruptions for both short- and long-term periods.

Due to various constraints that limit the free transfer of liquidity between Citi-affiliated entities (as discussed below), Citigroup's primary liquidity objectives are established by entity, and in aggregate, across:

(i) the non-bank, which is largely composed of the parent holding company (Citigroup), Citigroup Funding Inc. (CFI) and Citi's broker-dealer subsidiaries, including Citigroup Global Markets Holdings, Inc. (CGMHI) (collectively referred to in this section as "non-bank"); and

(ii) Citi's bank subsidiaries, such as Citibank, N.A.

At an aggregate level, Citigroup's goal is to ensure that there is sufficient funding in amount and tenor to ensure that aggregate liquidity resources are available for these entities. The liquidity framework requires that entities be self-sufficient or net providers of liquidity in their designated stress tests and have excess cash capital. For additional information on Citigroup's liquidity management and stress testing, see "Capital Resources and Liquidity Funding and Liquidity" in Citi's 2010 Annual Report on Form 10-K.

Citi's primary sources of funding include (i) deposits via Citi's bank subsidiaries, which continue to be Citi's most stable and lowest-cost source of long-term funding, (ii) long-term debt (including trust preferred securities and other long-term collateralized financings) issued at the non-bank level and certain bank subsidiaries, and (iii) stockholders' equity. These sources are supplemented by short-term borrowings, primarily in the form of commercial paper and secured financings (securities loaned or sold under agreements to repurchase) at the non-bank level.

As referenced above, Citigroup works to ensure that the structural tenor of these funding sources is sufficiently long in relation to the tenor of its asset base. The key goal of Citi's asset-liability management is to ensure that there is excess tenor in the liability structure so as to provide excess liquidity to fund the assets. The excess liquidity resulting from a longer-term tenor profile can effectively offset potential decreases in liquidity that may occur under stress. This excess funding is held in the form of aggregate liquidity resources, as described below.

Aggregate Liquidity Resources

	Non-bank(1)			**Significant bank entities**			**Total**		
In billions of dollars	**Sept. 30, 2011**	**June 30, 2011**	**Sept. 30, 2010**	**Sept. 30, 2011**	**June 30, 2011**	**Sept. 30, 2010**	**Sept. 30, 2011**	**June 30, 2011**	**Sept. 30, 2010**
Cash at major central banks	**$ 34.2**	$ 17.5	$ 16.1	**$ 70.3**	$ 75.0	$ 79.1	**$ 104.5**	$ 92.5	$ 95.2
Unencumbered liquid securities	**66.2**	78.7	$ 73.9	**130.2**	162.4	161.7	**196.4**	241.1	$ 235.6
Total	**$ 100.4**	$ 96.2	$ 90.0	**$ 200.5**	$ 237.4	$ 240.8	**$ 300.9**	$ 333.6	$ 330.8

(1) Non-bank includes the parent holding company (Citigroup), CFI and CGMHI.

As noted in the table above, Citigroup's aggregate liquidity resources totaled $300.9 billion at September 30, 2011, compared with $333.6 billion at June 30, 2011and $330.8 billion at September 30, 2010. These amounts are as of period-end, and may increase or decrease intra-period in the ordinary course of business. During the quarter ended September 30, 2011, the intra-quarter amounts did not fluctuate materially from the quarter-end amounts noted above.

As set forth in the table above, at September 30, 2011, Citigroup's non-bank "cash box" totaled $100.4 billion, compared with $96.2 billion at June 30, 2011 and $90.0 billion at September 30, 2010. This amount includes the liquidity portfolio and "cash box" held in the United States as well as government bonds and cash held by Citigroup's broker-dealer entities in the United Kingdom and Japan.

Citigroup's significant bank subsidiaries had an aggregate of approximately $70.3 billion of cash on deposit with major central banks (including the U.S. Federal Reserve Bank, European Central Bank, Bank of England, Swiss National Bank, Bank of Japan, the Monetary Authority of Singapore and the Hong Kong Monetary Authority) at September 30, 2011, compared with $75.0 billion at June 30, 2011 and $79.1 billion at September 30, 2010.

Citigroup's significant bank subsidiaries also have additional liquidity resources through unencumbered highly liquid government and government-backed securities. These securities are available for sale or secured funding through private markets or by pledging to the major central banks. The liquidity value of these liquid securities was $130.2 billion at September 30, 2011, compared with $162.4 billion at June 30, 2011 and $161.7 billion at September 30, 2010. As shown in the table above, overall, liquidity at Citi's significant bank entities was down modestly at September 30, 2011, as compared to the second quarter of 2011 and the prior year period, as Citi deployed some of its excess bank liquidity into loan growth within Citicorp and paid down long-term bank debt, as discussed in more detail below.

In addition to the $300.9 billion of aggregate liquidity resources shown in the table above for the non-bank and significant bank entities, Citi currently estimates that its other entities and subsidiaries held approximately $22 billion of cash on deposit with banks and $88 billion of unencumbered

liquid securities, each as of September 30, 2011. Including these amounts, Citi's aggregate liquidity resources as of September 30, 2011 were approximately $411 billion. Further, Citi's summary of aggregate liquidity resources above does not include additional potential liquidity in the form of Citigroup's borrowing capacity at the U.S. Federal Reserve Bank discount window and from the various Federal Home Loan Banks (FHLB), which is maintained by pledged collateral to all such banks. Citi also maintains additional liquidity available in the form of diversified high grade non-government securities.

Citi's liquidity resources are generally transferable within the non-bank, subject to regulatory restrictions (if any) and standard legal terms. Similarly, the non-bank can generally transfer excess liquidity into Citi's bank subsidiaries, such as Citibank, N.A. In addition, Citigroup's bank subsidiaries, including Citibank, N.A., can lend to the Citigroup parent and broker-dealer in accordance with Section 23A of the Federal Reserve Act. As of September 30, 2011, the amount available for lending under Section 23A was approximately $22.0 billion, provided the funds are collateralized appropriately.

Deposits

As referenced above, deposits represent the primary funding source for Citi's bank subsidiaries. As of September 30, 2011, deposits comprised approximately 78% of Citi's bank liabilities.

Citi's deposit base stood at $851 billion at September 30, 2011, down slightly compared to June 30, 2011 of $866 billion, and up $1 billion, or 0.1%, as compared to September 30, 2010. On a constant dollar basis (excluding FX translation expressed at September 30, 2011 exchange rates), deposits were up 1% sequentially from $843 billion as of June 30, 2011, and also up 1% year-over-year from $844 billion as of September 30, 2010. Geographically, Citi's deposit base continued to be diverse, with approximately 62% of deposits located outside of the United States as of September 30, 2011.

Deposits can be interest-bearing or non-interest bearing. Of Citi's $851 billion of deposits at September 30, 2011, $162 billion were non-interest bearing, compared to $149 billion at June 30, 2011 and $117 billion at September 30, 2010. The remainder, or $690 billion, was interest-bearing, compared to $718 billion at June 30, 2011 and $734 billion at September 30, 2010.

Citi's overall cost of funds on its deposits remained relatively stable during the third quarter of 2011. Citi's average rate on total deposits was 1.03% at September 30, 2011, compared with 1.03% at June 30, 2011 and 1.01% at September 30, 2010. Excluding the impact of the higher FDIC assessment effective beginning in the second quarter of 2011 and deposit insurance, the average rate on Citi's total deposits was 0.85% at September 30, 2011, as compared with 0.86% at June 30, 2011 and 0.90% at September 30, 2010. One factor impacting Citi's ability to maintain its relatively stable cost of funds, despite the constant dollar increase in total deposits, has been the increase of non-interest bearing deposits which increased $45 billion year-over-year, as described above. However, if interest rates increase, Citi would expect to see pressure on its overall deposit rates.

In addition, the composition of Citi's deposits has shifted significantly year-over-year. Specifically, time deposits, where rates are fixed for the term of the deposit and have generally lower margins, are becoming a smaller proportion of the deposit base, whereas operating accounts are becoming a larger proportion of deposits. Operating accounts consist of checking and savings accounts for individuals as well as cash management accounts for corporations, and, in Citi's experience, provide wider margins and exhibit stickier behavior. During the third quarter of 2011, operating account deposit growth grew across most of Citi's deposit-taking businesses, including retail, private bank and *Transaction Services*. Operating accounts represented 70% of Citigroup's deposit base as of September 30, 2011, compared to 61% as of September 30, 2010.

Long-Term Debt

Long-term debt is an important funding source, primarily for the non-bank, because of its multi-year maturity structure. At September 30, 2011, June 30, 2011, and September 30, 2010, long-term debt outstanding for Citigroup was as follows:

In billions of dollars	Sept. 30, 2011	June 30, 2011	Sept. 30, 2010
Non-bank	**$ 253.0**	$ 256.7	$ 271.2
Bank(1)	**80.8**	95.8	116.1
Total(2)(3)	**$ 333.8(4)**	$ 352.5	$ 387.3

(1)

Significant bank entities. Collateralized advances from the FHLB were approximately $11.0 billion, $16.0 billion, and $18.5 billion, respectively, at September 30, 2011, June 30, 2011 and September 30, 2010.

(2) Long-term debt is defined as original maturities of one year or more.

(3) Includes long-term debt related to consolidated VIEs of approximately $52.3 billion, $55.9 billion, and $69.6 billion, respectively, at September 30, 2011, June 30, 2011 and September 30, 2010.

(4) Of this amount, approximately $44.0 billion is guaranteed by the FDIC under the Temporary Liquidity Guarantee Program (TLGP) with approximately $6 billion maturing during the remainder of 2011 (approximately $14.3 billion of TLGP debt has matured during 2011 as of September 30, 2011) and approximately $38 billion maturing in 2012.

As set forth in the table above, Citi's overall long-term debt has decreased by approximately $19 billion quarter-over-quarter and $54 billion year-over-year. In the non-bank, the year-over-year decrease has been primarily due to TLGP run-off. In the significant bank entities, the decrease also included TLGP run-off, FHLB reductions, as well as the maturing of credit card securitization debt, particularly as Citi has grown its overall deposit base. Citi currently expects a continued decline in its overall long-term debt over the remainder of 2011, particularly within its significant bank entities. Given its significant liquidity resources as of September 30, 2011, Citi may consider opportunities to repurchase its long-term debt, pursuant to open market purchases, tender offers or other means.

The table below details the long-term debt issuances of Citigroup during the past five quarters:

In billions of dollars	3Q10	4Q10	1Q11	2Q11	3Q11
Total Issuances	$ 9.7	$ 10.6	$ 8.1	$ 12.9	**$ 4.4**
Structural long-term debt(1)	5.9	4.7(2)	5.3	3.8(3)	**2.6**
Local country level, FHLB and other	3.8	3.4	2.8(4)	8.4(4)	**1.8**
Secured debt and securitizations		2.5		0.7	

(1) Structural long-term debt is a non-GAAP measure. Citi defines "structural long-term debt" as its long-term debt (original maturities of one year or more), excluding certain structured notes, such as equity-linked and credit-linked notes, with early redemption features effective within one year. Citigroup believes that the structural long-term debt measure provides useful information to its investors as it excludes long-term debt that could in fact be redeemed by the holders thereof within one year.

(2) Includes the issuance of $1.9 billion of senior debt pursuant to the remarketing of the third tranche of trust preferred securities held by ADIA.

(3) Includes the issuance of $1.9 billion of senior debt pursuant to the remarketing of the fourth and final tranche of trust preferred securities held by ADIA.

(4) Includes $0.5 billion of long-term FHLB issuance in the first quarter of 2011 and $5.5 billion in the second quarter of 2011.

As set forth in the table above, during the first three quarters of 2011, Citi issued approximately $11.7 billion of structural long-term debt (see note 1 to the table above). Citi currently expects to refinance an aggregate of approximately $15 billion of its maturing long-term debt during 2011, down from its prior estimate of $20 billion for full-year 2011. As a result, Citi currently anticipates issuing approximately $3 billion of long-term debt during the remainder of 2011. However, Citi continually reviews its funding and liquidity needs, and may adjust its expected issuances due to market conditions, including the continued uncertainty resulting from certain European market concerns, among other factors.

The table below shows the aggregate annual maturities of Citi's long-term debt obligations:

	Expected Long-Term Debt Maturities as of September 30, 2011						
In billions of dollars	2011	2012	2013	2014	2015	Thereafter	Total
Senior/subordinated debt	**$ 46.0**	$ 61.7	$ 29.3	$ 25.8	$ 16.8	$ 95.4	$ 275.0
Trust preferred securities	**1.9**	0.0	0.0	0.0	0.0	16.1	18.0
Securitized debt and securitizations	**15.5**	19.8	5.2	7.7	5.3	12.4	65.9
Local country and FHLB borrowings	**22.0**	7.2	9.1	3.2	1.9	6.4	49.8
Total long-term debt	**$ 85.4(1)**	$ 88.7	$ 43.6	$ 36.7	$ 24.0	$ 130.3	$ 408.7

(1) Includes $74.9 billion of debt already matured as of September 30, 2011.

Structural Liquidity and Cash Capital

The structural liquidity ratio, which is defined as the sum of deposits, aggregate long-term debt and stockholders' equity as a percentage of total assets, measures whether Citi's asset base is funded by sufficiently long-dated liabilities. Citi's structural liquidity ratio has been relatively stable and was 70% at September 30, 2011, 71% at June 30, 2011 and 71% at September 30, 2010.

Another measure of Citi's structural liquidity is cash capital. Cash capital is a more detailed measure of the ability to fund the structurally illiquid portion of Citigroup's balance sheet. Cash capital measures the amount of long-term funding or core customer deposits, long-term debt and equity available to fund illiquid assets. Illiquid assets generally include loans (net of securitization adjustments), securities haircuts and other assets (i.e., goodwill, intangibles, fixed assets). At September 30, 2011, both the non-bank and the aggregate bank subsidiaries had cash capital in excess of Citi's liquidity requirements.

Short-Term Borrowings

As referenced above, Citi supplements its primary sources of funding with short-term borrowings. Short-term borrowings generally include (i) secured financing (securities loaned or sold under agreements to repurchase, or repos) and (ii) short-term borrowings consisting of commercial paper and borrowings from banks and other market participants.

Secured Financing

Secured financing is primarily conducted through Citi's broker-dealer subsidiaries to facilitate customer matched-book activity and to efficiently fund a portion of the trading inventory. Secured financing appears as a liability on Citi's Consolidated Balance Sheet ("Federal Funds Purchased and Securities Loaned or Sold Under Agreements to Repurchase"). As of September 30, 2011, secured financing was $223.6 billion and averaged approximately $218 billion during the quarter. Secured financing at September 30, 2011 increased by $31.5 billion from $192.1 billion at September 30, 2010 and by $19.8 billion from $203.8 billion at June 30, 2011.

For additional information on Citi's secured financing activities, including the collateralization of such activity, see "Capital Resources and Liquidity Funding and Liquidity" in Citigroup's 2010 Annual Report on Form 10-K.

Commercial Paper

At September 30, 2011, June 30, 2011 and September 30, 2010, commercial paper outstanding for Citigroup's non-bank entities and significant bank entities, respectively, was as follows:

In millions of dollars	**September 30, 2011**	**June 30, 2011**	**September 30, 2010**
Commercial paper			
Bank	**$ 14,803**	$ 14,299	$ 26,604
Non-bank	**9,442**	9,345	9,564
Total	**$ 24,245**	$ 23,644	$ 36,168

Other Short-Term Borrowings

At September 30, 2011, Citi's other short-term borrowings were $41.6 billion, compared with $49.2 billion at June 30, 2011 and $50.8 billion at September 30, 2010. The average balances for the quarters were generally consistent with the quarter end balances. This amount included $35.1 billion of borrowings from banks and other market participants, which includes borrowings from the FHLB. The average balance of borrowings from banks and other market participants for the quarter ended September 30, 2011 was generally consistent with the quarter-end balance.

See Note 15 to the Consolidated Financial Statements for further information on Citigroup's and its affiliates' outstanding long-term debt and short-term borrowings.

Credit Ratings

Citigroup's ability to access the capital markets and other sources of funds, as well as the cost of these funds and its ability to maintain certain deposits, is dependent on its credit ratings. The table below indicates the current ratings for Citigroup and Citibank, N.A as of September 30, 2011.

Citigroup's Debt Ratings as of September 30, 2011

	Citigroup Inc./Citigroup Funding Inc.(1)		Citibank, N.A.	
	Senior debt	Commercial paper	Long-term	Short-term
Fitch Ratings (Fitch)	A+	F1+	A+	F1+
Moody's Investors Service (Moody's)	A3	P-2	A1	P-1
Standard & Poor's (S&P)	A	A-1	A+	A-1

(1) As a result of the Citigroup guarantee, the ratings of, and changes in ratings for, CFI are the same as those of Citigroup.

Potential Impact of Ratings Downgrades

Ratings downgrades by Fitch, Moody's or S&P could have material impacts on funding and liquidity through cash obligations, reduced funding capacity, and due to collateral triggers.

On September 21, 2011, Moody's concluded its review of government support assumptions for Citi and certain peers and upgraded Citi's unsupported "Bank Financial Strength" rating and affirmed Citi's long-term debt ratings at both the Citibank and Citigroup levels. At the same time, however, Moody's changed the short-term rating of Citigroup (the parent holding company) to P-2 from P-1. To date, this change has not had a material impact on Citi's funding profile.

On October 7, 2011, S&P stated that it remained on track to finalize and implement new global bank ratings criteria in the fourth quarter of 2011, which could be followed by any industry-wide rating actions resulting from the newly established criteria.

Because of the current credit ratings of Citigroup, a one-notch downgrade of its senior debt/long-term rating may or may not impact Citigroup's commercial paper/short-term rating by one notch. As of September 30, 2011, Citi currently estimates that a one-notch downgrade of both the senior debt/long-term rating of Citigroup and a one-notch downgrade of Citigroup's commercial paper/short-term rating could result in the assumed loss of unsecured commercial paper ($8.7 billion) and tender option bonds funding ($0.2 billion), as well as derivative triggers and additional margin requirements ($0.8 billion), although derivative triggers and additional margin requirements are primarily related to a long-term rating downgrade. Other funding sources, such as secured financing and other margin requirements for which there are no explicit triggers, could also be adversely affected.

As set forth in the table above, the aggregate liquidity resources of Citigroup's non-bank entities stood at approximately $100 billion as of September 30, 2011, in part as a contingency for such an event, and a broad range of mitigating actions are currently included in Citigroup's detailed contingency funding plans. These mitigating factors include, but are not limited to, accessing surplus funding capacity from existing clients, tailoring levels of secured lending, adjusting the size of select trading books, and collateralized borrowings from significant bank subsidiaries.

Citi currently believes that a more severe ratings downgrade scenario, such as a two-notch downgrade of the senior debt/long-term rating of Citigroup, accompanied by a one-notch downgrade of Citigroup's commercial paper/short-term rating, could result in an additional $1.6 billion in funding requirements in the form of cash obligations and collateral.

Further, as of September 30, 2011, a one-notch downgrade of the senior debt/long-term ratings of Citibank, N.A. could result in an approximate $4.0 billion funding requirement in the form of collateral and cash obligations. Because of the current credit ratings of Citibank, N.A., a one-notch downgrade of its senior debt/long-term rating is unlikely to have any impact on its commercial paper/short-term rating. Citi's significant bank entities, including Citibank, N.A., had aggregate liquidity resources of approximately $200 billion at September 30, 2011, and also have detailed contingency funding plans that encompass a broad range of mitigating actions.

For additional information on Citigroup's ratings, see "Capital Resources and Liquidity Funding and Liquidity Credit Ratings" and the "Risk Factors" section in Citi's 2010 Annual Report on Form 10-K.

OFF-BALANCE-SHEET ARRANGEMENTS

Citigroup enters into various types of off-balance-sheet arrangements in the ordinary course of business. Citi's involvement in these arrangements can take many different forms, including without limitation:

- purchasing or retaining residual and other interests in special purpose entities, such as credit card receivables and mortgage-backed and other asset-backed securitization vehicles;
- holding senior and subordinated debt, interests in limited and general partnerships and equity interests in other unconsolidated vehicles; and
- providing guarantees, indemnifications, loan commitments, letters of credit and representations and warranties.

Citi enters into these arrangements for a variety of business purposes. These securitization vehicles offer investors access to specific cash flows and risks created through the securitization process. The securitization arrangements also assist Citi and Citi's customers in monetizing their financial assets at more favorable rates than Citi or the customers could otherwise obtain.

The table below presents where a discussion of Citi's various off-balance-sheet arrangements may be found in this Form 10-Q. In addition, see "Significant Accounting Policies and Significant Estimates Securitizations" in Citigroup's 2010 Annual Report on Form 10-K, as well as Notes 1, 22 and 28 to the Consolidated Financial Statements in the 2010 Annual Report on Form 10-K.

Types of Off-Balance-Sheet Arrangements Disclosures in this Form 10-Q

Variable interests and other obligations, including contingent obligations, arising from variable interests in nonconsolidated VIEs	See Note 17 to the Consolidated Financial Statements
Leases, letters of credit, and lending and other commitments	See Note 22 to the Consolidated Financial Statements
Guarantees	See Note 22 to the Consolidated Financial Statements

MANAGING GLOBAL RISK

Citigroup's risk management framework balances strong corporate oversight with well-defined independent risk management functions for each business and region, as well as cross-business product expertise. The Citigroup risk management framework is more fully described in Citigroup's 2010 Annual Report on Form 10-K.

CREDIT RISK

Loans Outstanding

In millions of dollars	3rd Qtr. 2011	2nd Qtr. 2011	1st Qtr. 2011	4th Qtr. 2010	3rd Qtr. 2010
Consumer loans					
In U.S. offices					
Mortgage and real estate(1)	**$ 140,819**	$ 143,002	$ 147,301	$ 151,469	$ 158,986
Installment, revolving credit, and other	**20,044**	23,693	26,346	28,291	29,455
Cards	**113,777**	114,149	113,763	122,384	120,781
Commercial and industrial	**4,785**	5,737	4,929	5,021	4,952
Lease financing	**1**	2	2	2	3
	$ 279,426	$ 286,583	$ 292,341	$ 307,167	$ 314,177
In offices outside the U.S.					
Mortgage and real estate(1)	**$ 51,304**	$ 54,283	$ 53,030	$ 52,175	$ 50,692
Installment, revolving credit, and other	**35,377**	38,954	38,624	38,024	39,755
Cards	**38,063**	40,354	36,848	40,948	39,466
Commercial and industrial	**20,178**	19,750	17,332	16,684	15,653
Lease financing	**606**	643	626	665	639
	$ 145,528	$ 153,984	$ 146,460	$ 148,496	$ 146,205
Total consumer loans	**$ 424,954**	$ 440,567	$ 438,801	$ 455,663	$ 460,382
Unearned income	**(328)**	(123)	112	69	722
Consumer loans, net of unearned income	**$ 424,626**	$ 440,444	$ 438,913	$ 455,732	$ 461,104
Corporate loans					
In U.S. offices					
Commercial and industrial	**$ 18,361**	$ 16,343	$ 15,426	$ 14,334	$ 11,750
Loans to financial institutions	**31,241**	28,905	29,361	29,813	29,518
Mortgage and real estate(1)	**20,426**	20,596	19,397	19,693	21,479
Installment, revolving credit, and other	**14,359**	14,105	13,712	12,640	16,182
Lease financing	**1,396**	1,498	1,395	1,413	1,255
	$ 85,783	$ 81,447	$ 79,291	$ 77,893	$ 80,184
In offices outside the U.S.					
Commercial and industrial	**$ 75,661**	$ 76,194	$ 73,681	$ 71,618	$ 69,531
Installment, revolving credit, and other	**14,733**	12,964	13,551	11,829	10,586
Mortgage and real estate(1)	**6,015**	6,529	6,086	5,899	6,272
Loans to financial institutions	**27,069**	27,361	22,965	22,620	24,019
Lease financing	**469**	491	511	531	568
Governments and official institutions	**3,545**	2,727	2,838	3,644	3,179
	$ 127,492	$ 126,266	$ 119,632	$ 116,141	$ 114,155
Total corporate loans	**$ 213,275**	$ 207,713	$ 198,923	$ 194,034	$ 194,339
Unearned income	**(662)**	(657)	(700)	(972)	(1,132)

Corporate loans, net of unearned income	**$**	**212,613**	$	207,056	$	198,223	$	193,062	$ 193,207
Total loans net of unearned income	**$**	**637,239**	$	647,500	$	637,136	$	648,794	$ 654,311
Allowance for loan losses on drawn exposures		**(32,052)**		(34,362)		(36,568)		(40,655)	(43,674)
Total loans net of unearned income and allowance for credit losses	**$**	**605,187**	$	613,138	$	600,568	$	608,139	$ 610,637
Allowance for loan losses as a percentage of total loans net of unearned income(2)		**5.07%**		5.35%		5.78%		6.31%	6.73%
Allowance for consumer loan losses as a percentage of total consumer loans net of unearned income(2)		**6.82%**		7.04%		7.47%		7.80%	8.19%
Allowance for corporate loan losses as a percentage of total corporate loans net of unearned income(2)		**1.53%**		1.69%		1.99%		2.76%	3.21%

(1) Loans secured primarily by real estate.

(2) All periods exclude loans which are carried at fair value.

Details of Credit Loss Experience

In millions of dollars	3rd Qtr. 2011	2nd Qtr. 2011	1st Qtr. 2011	4th Qtr. 2010	3rd Qtr. 2010
Allowance for loan losses at beginning of period	**$ 34,362**	$ 36,568	$ 40,655	$ 43,674	$ 46,197
Provision for loan losses					
Consumer	**$ 3,004**	$ 3,269	$ 3,441	$ 4,857	$ 5,348
Corporate	**45**	(88)	(542)	(218)	318
	$ 3,049	$ 3,181	$ 2,899	$ 4,639	$ 5,666
Gross credit losses					
Consumer					
In U.S. offices	**$ 3,607**	$ 4,095	$ 4,704	$ 5,231	$ 5,727
In offices outside the U.S.	**1,312**	1,408	1,429	1,618	1,701
Corporate					
In U.S. offices	**161**	208	291	677	806
In offices outside the U.S.	**137**	195	707	258	265
	$ 5,217	$ 5,906	$ 7,131	$ 7,784	$ 8,499
Credit recoveries					
Consumer					
In U.S. offices	**$ 358**	$ 372	$ 396	$ 314	$ 341
In offices outside the U.S.	**319**	334	317	347	350
Corporate					
In U.S. offices	**6**	37	51	159	78
In offices outside the U.S.	**20**	16	98	110	71
	$ 703	$ 759	$ 862	$ 930	$ 840
Net credit losses					
In U.S. offices	**$ 3,404**	$ 3,894	$ 4,548	$ 5,435	$ 6,114
In offices outside the U.S.	**1,110**	1,253	1,721	1,419	1,545
Total	**$ 4,514**	$ 5,147	$ 6,269	$ 6,854	$ 7,659
Other net**(1)(2)(3)(4)(5)**	**$ (845)**	$ (240)	$ (717)	$ (804)	$ (530)
Allowance for loan losses at end of period(6)	**$ 32,052**	$ 34,362	$ 36,568	$ 40,655	$ 43,674
Allowance for loan losses as a % of total loans	**5.07%**	5.35%	5.78%	6.31%	6.73%
Allowance for unfunded lending commitments**(7)**	**$ 1,139**	$ 1,097	$ 1,105	$ 1,066	$ 1,102
Total allowance for loan losses and unfunded lending commitments	**$ 33,191**	$ 35,459	$ 37,673	$ 41,721	$ 44,776
Net consumer credit losses	**$ 4,242**	$ 4,797	$ 5,420	$ 6,188	$ 6,737

As a percentage of average consumer loans	**3.87%**	4.31%	4.89%	5.35%	5.78%
Net corporate credit losses	**$ 272**	$ 350	$ 849	$ 666	$ 922
As a percentage of average corporate loans	**0.13%**	0.17%	0.45%	0.35%	0.49%
Allowance for loan losses at end of period(8)					
Citicorp	**$ 13,424**	$ 14,722	$ 15,597	$ 17,075	$ 17,371
Citi Holdings	**18,628**	19,640	20,971	23,580	26,303
Total Citigroup	**$ 32,052**	$ 34,362	$ 36,568	$ 40,655	$ 43,674
Allowance by type					
Consumer**(9)**	**$ 28,866**	$ 30,915	$ 32,686	$ 35,406	$ 37,564
Corporate	**3,186**	3,447	3,882	5,249	6,110
Total Citigroup	**$ 32,052**	$ 34,362	$ 36,568	$ 40,655	$ 43,674

(1) The third quarter of 2011 includes a reduction of approximately $300 million related to the sale or transfers to held-for-sale of various U.S. loan portfolios and a reduction of approximately $530 million related to FX translation.

(2) The second quarter of 2011 includes a reduction of approximately $370 million related to the sale or transfer to held-for-sale of various U.S. loan portfolios.

(3) The first quarter of 2011 includes a reduction of approximately $560 million related to the sale or transfer to held-for-sale of various U.S. loan portfolios and a reduction of $240 million related to the sale of the Egg Banking PLC credit card business.

(4) The fourth quarter of 2010 includes a reduction of approximately $600 million related to the sale or transfer to held-for-sale of various U.S. loan portfolios.

(5) The third quarter of 2010 includes a reduction of approximately $54 million related to the announced sale of The Student Loan Corporation. Additionally, the third quarter of 2010 includes a reduction of approximately $950 million related to the sale or transfer to held-for-sale of various U.S. loan portfolios.

(6) Included in the allowance for loan losses are reserves for loans which have been modified subject to troubled debt restructurings (TDRs) of $8,908 million, $8,751 million, $8,417 million, $7,609 million, and $7,090 million as of September 30, 2011, June 30, 2011, March 31, 2011, December 31, 2010, and September 30, 2010, respectively.

(7) Represents additional credit loss reserves for unfunded lending commitments and letters of credit recorded in *Other Liabilities* on the Consolidated Balance Sheet.

(8) Allowance for loan losses represents management's best estimate of probable losses inherent in the portfolio, as well as probable losses related to large individually evaluated impaired loans and TDRs. Attribution of the allowance is made for analytical purposes only and the entire allowance is available to absorb probable credit losses inherent in the overall portfolio.

(9) Included in the third quarter of 2011 Consumer loan loss reserve is $13.8 billion related to Citi's global credit card portfolio.

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Impaired Loans, Non-Accrual Loans and Assets, and Renegotiated Loans

The following pages include information on Citi's "Impaired Loans," "Non-Accrual Loans and Assets" and "Renegotiated Loans." There is a certain amount of overlap among these categories. The following general summary provides a basic description of each category:

Impaired Loans:

(1) Corporate loans are identified as impaired when they are placed on non-accrual status; that is, when it is determined that the payment of interest or principal is doubtful.

(2) Consumer impaired loans include: (i) Consumer loans modified in troubled debt restructurings (TDRs) where a long-term concession has been granted to a borrower in financial difficulty; (ii) Consumer loans modified since January 1, 2011 under short-term programs that are accounted for as TDRs; and (iii) non-accrual Consumer (commercial market) loans.

Non-Accrual Loans and Assets:

(1) Corporate and Consumer (commercial market) non-accrual status is based on the determination that payment of interest or principal is doubtful. These loans are also included in Impaired Loans.

(2) Consumer non-accrual status is based on aging, i.e., the borrower has fallen behind in payments.

(3) *North America* Citi-branded and retail partner cards are not included as, under industry standards, they accrue interest until charge-off.

Renegotiated Loans:

(1) Both Corporate and Consumer loans whose terms have been modified in a TDR.

(2) Includes both accrual and non-accrual TDRs.

Impaired Loans

Impaired loans are those where Citigroup believes it is probable that it will not collect all amounts due according to the original contractual terms of the loan. Impaired loans include Corporate and Consumer (commercial market) non-accrual loans as well as smaller-balance homogeneous loans whose terms have been modified due to the borrower's financial difficulties and Citigroup has granted a concession to the borrower. Such modifications may include interest rate reductions and/or principal forgiveness.

Valuation allowances for impaired loans are determined in accordance with ASC 310-10-35 and estimated considering all available evidence including, as appropriate, the present value of the expected future cash flows discounted at the loan's original contractual effective rate, the secondary market value of the loan and the fair value of collateral less disposal costs. The original contractual effective rate for credit card loans is the pre-modification rate, which may include interest rate increases under the original contractual agreement with the borrower.

As of September 30, 2011, Consumer smaller-balance homogeneous loans included in short-term modification programs whose terms were modified prior to January 1, 2011 amounted to approximately $4.0 billion. The allowance for loan losses for these loans is materially consistent with the requirements of ASC 310-10-35.

The following table presents information about impaired loans as of September 30, 2011 and December 31, 2010:

In millions of dollars	**Sept. 30, 2011**	**Dec. 31, 2010**
Non-accrual corporate loans		
Commercial and industrial	**$ 1,357**	$ 5,135
Loans to financial institutions	**1,247**	1,258

Mortgage and real estate		**1,172**		1,782
Lease financing		**19**		45
Other		**376**		400
Total non-accrual corporate loans	**$**	**4,171**	$	8,620
Impaired consumer loans(1)				
Mortgage and real estate	**$**	**21,306**	$	17,677
Installment and other		**2,961**		3,735
Cards		**6,869**		5,906
Total impaired consumer loans	**$**	**31,136**	$	27,318
Total(2)	**$**	**35,307**	$	35,938
Non-accrual corporate loans with valuation allowances	**$**	**1,965**	$	6,324
Impaired consumer loans with valuation allowances		**29,922**		25,949
Non-accrual corporate valuation allowance	**$**	**507**	$	1,689
Impaired consumer valuation allowance		**9,005**		7,735
Total valuation allowances(3)	**$**	**9,512**	$	9,424

(1) Prior to 2008, Citi's financial accounting systems did not separately track impaired smaller-balance, homogeneous Consumer loans whose terms were modified due to the borrowers' financial difficulties and it was determined that a concession was granted to the borrower. Smaller-balance Consumer loans modified since January 1, 2008 amounted to $30.7 billion and $26.6 billion at September 30, 2011 and December 31, 2010, respectively. However, information derived from Citi's risk management systems indicates that the amounts of outstanding modified loans, including those modified prior to 2008, approximated $31.9 billion and $28.2 billion at September 30, 2011 and December 31, 2010, respectively.

(2) Excludes loans purchased for investment purposes.

(3) Included in the *Allowance for loan losses*.

Non-Accrual Loans and Assets

The table below summarizes Citigroup's non-accrual loans as of the periods indicated. Non-accrual loans are loans in which the borrower has fallen behind in interest payments or, for Corporate and Consumer (commercial market) loans, where Citi has determined that the payment of interest or principal is doubtful and which are therefore considered impaired. In situations where Citi reasonably expects that only a portion of the principal and/or interest owed will ultimately be collected, all payments received are reflected as a reduction of principal and not as interest income. There is no industry-wide definition of non-accrual assets, however, and as such, analysis across the industry is not always comparable.

Corporate non-accrual loans may still be current on interest payments but are considered non-accrual as Citi has determined that the future payment of interest and/or principal is doubtful. Consistent with industry conventions, Citi generally accrues interest on credit card loans until such loans are charged-off, which typically occurs at 180 days contractual delinquency. As such, the non-accrual loan disclosures in this section do not include *North America* credit card loans.

Non-accrual loans

In millions of dollars	3rd Qtr. 2011	2nd Qtr. 2011	1st Qtr. 2011	4th Qtr. 2010	3rd Qtr. 2010
Citicorp	**$ 4,564**	$ 4,846	$ 5,102	$ 4,909	$ 4,928
Citi Holdings	**7,553**	8,387	9,710	14,498	17,491
Total non-accrual loans (NAL)	**$ 12,117**	$ 13,233	$ 14,812	$ 19,407	$ 22,419
Corporate NAL(1)					
North America	**$ 1,639**	$ 1,899	$ 1,997	$ 2,112	$ 3,299
EMEA(2)	**1,748**	1,954	2,437	5,337	5,479
Latin America	**442**	528	606	701	664
Asia	**342**	451	451	470	517
	$ 4,171	$ 4,832	$ 5,491	$ 8,620	$ 9,959
Citicorp	**$ 2,861**	$ 2,986	$ 3,266	$ 3,091	$ 2,973
Citi Holdings	**1,310**	1,846	2,225	5,529	6,986
	$ 4,171	$ 4,832	$ 5,491	$ 8,620	$ 9,959
Consumer NAL(1)					
North America	**$ 5,954**	$ 6,125	$ 7,068	$ 8,540	$ 9,978
EMEA	**514**	644	657	652	752
Latin America	**998**	1,083	1,034	1,019	1,144
Asia	**480**	549	562	576	586
	$ 7,946	$ 8,401	$ 9,321	$ 10,787	$ 12,460
Citicorp	**$ 1,703**	$ 1,860	$ 1,836	$ 1,818	$ 1,955
Citi Holdings	**6,243**	6,541	7,485	8,969	10,505
	$ 7,946	$ 8,401	$ 9,321	$ 10,787	$ 12,460

(1) Excludes purchased distressed loans as they are generally accreting interest until write-off. The carrying value of these loans was $405 million at September 30, 2011, $461 million at June 30, 2011, $453 million at March 31, 2011, $469 million at December 31, 2010, and $568 million at September 30, 2010.

(2) Reflects the recapitalization of Maltby Acquisitions Limited, the holding company that controls EMI Group Ltd., during the first quarter of 2011.

[Statement continues on the next page]

Non-Accrual Loans and Assets (continued)

The table below summarizes Citigroup's other real estate owned (OREO) assets as of the periods indicated. This represents the carrying value of all real estate property acquired by foreclosure or other legal proceedings when Citi has taken possession of the collateral.

Non-Accrual Assets

OREO ***(in millions of dollars)***	**3rd Qtr. 2011**	**2nd Qtr. 2011**	**1st Qtr. 2011**	**4th Qtr. 2010**	**3rd Qtr. 2010**
Citicorp	**$ 810**	$ 810	$ 776	$ 826	$ 879
Citi Holdings	**534**	608	787	863	855
Corporate/Other	**13**	16	14	14	7
Total OREO	**$ 1,357**	$ 1,434	$ 1,577	$ 1,703	$ 1,741
North America	**$ 1,222**	$ 1,245	$ 1,331	$ 1,440	$ 1,470
EMEA	**79**	133	140	161	164
Latin America	**56**	55	52	47	53
Asia		1	54	55	54
	$ 1,357	$ 1,434	$ 1,577	$ 1,703	$ 1,741
Other repossessed assets	**$ 24**	$ 18	$ 21	$ 28	$ 38

Non-accrual assets (NAA) Total Citigroup	**3rd Qtr. 2011**	**2nd Qtr. 2011**	**1st Qtr. 2011**	**4th Qtr. 2010**	**3rd Qtr. 2010**
Corporate NAL	**$ 4,171**	$ 4,832	$ 5,491	$ 8,620	$ 9,959
Consumer NAL	**7,946**	8,401	9,321	10,787	12,460
NAL	**$ 12,117**	$ 13,233	$ 14,812	$ 19,407	$ 22,419
OREO	**$ 1,357**	$ 1,434	$ 1,577	$ 1,703	$ 1,741
Other repossessed assets	**24**	18	21	28	38
NAA	**$ 13,498**	$ 14,685	$ 16,410	$ 21,138	$ 24,198
NAL as a percentage of total loans	**1.90%**	2.04%	2.32%	2.99%	3.43%
NAA as a percentage of total assets	**0.70%**	0.75%	0.84%	1.10%	1.22%
Allowance for loan losses as a percentage of NAL(1)	**265%**	260%	247%	209%	195%

NAA Total Citicorp	**3rd Qtr. 2011**	**2nd Qtr. 2011**	**1st Qtr. 2011**	**4th Qtr. 2010**	**3rd Qtr. 2010**

NAL	**$ 4,564**	$ 4,846	$ 5,102	$ 4,909	$ 4,928
OREO	**810**	810	776	826	879
Other repossessed assets	**N/A**	N/A	N/A	N/A	N/A
NAA	**$ 5,374**	$ 5,656	$ 5,878	$ 5,735	$ 5,807
NAA as a percentage of total assets	**0.39%**	0.41%	0.44%	0.45%	0.45%
Allowance for loan losses as a percentage of NAL(1)	**294%**	304%	306%	348%	352%
NAA Total Citi Holdings					
NAL	**$ 7,553**	$ 8,387	$ 9,710	$ 14,498	$ 17,491
OREO	**534**	608	787	863	855
Other repossessed assets	**N/A**	N/A	N/A	N/A	N/A
NAA	**$ 8,087**	$ 8,995	$ 10,497	$ 15,361	$ 18,346
NAA as a percentage of total assets	**2.80%**	2.92%	3.11%	4.28%	4.36%
Allowance for loan losses as a percentage of NAL(1)	**247%**	234%	216%	163%	150%

(1) The allowance for loan losses includes the allowance for credit card ($13.8 billion at September 30, 2011) and purchased distressed loans, while the non-accrual loans exclude *North America* credit card balances and purchased distressed loans, as these generally continue to accrue interest until write-off.

N/A Not available at the Citicorp or Citi Holdings level.

Renegotiated Loans

The following table presents Citi's renegotiated loans, which represent loans modified in TDRs at September 30, 2011 and December 31, 2010.

In millions of dollars	Sept. 30, 2011	Dec. 31, 2010
Corporate renegotiated loans(1)		
In U.S. offices		
Commercial and industrial	**$ 204**	$ 240
Mortgage and real estate(3)	**242**	61
Loans to financial institutions	**563**	671
Other	**92**	28
	$ 1,101	$ 1,000
In offices outside the U.S.		
Commercial and industrial(2)	**$ 215**	$ 207
Mortgage and real estate(3)	**21**	90
Loans to financial institutions	**16**	11
Other	**8**	7
	$ 260	$ 315
Total corporate renegotiated loans	**$ 1,361**	$ 1,315
Consumer renegotiated loans(4)(5)(6)(7)		
In U.S. offices		
Mortgage and real estate	**$ 21,199**	$ 17,717
Cards	**5,868**	4,747
Installment and other	**1,648**	1,986
	$ 28,715	$ 24,450
In offices outside the U.S.		
Mortgage and real estate	**$ 976**	$ 927
Cards	**1,002**	1,159
Installment and other	**1,394**	1,875
	$ 3,372	$ 3,961
Total consumer renegotiated loans	**$ 32,087**	$ 28,411

(1) Includes $474 million and $553 million of non-accrual loans included in the non-accrual assets table above, at September 30, 2011 and December 31, 2010, respectively. The remaining loans are accruing interest.

(2) In addition to modifications reflected as TDRs at September 30, 2011, Citi also modified $371 million of commercial loans risk rated "Substandard Non-Performing" or worse (asset category defined by banking regulators) in offices outside the U.S. These modifications were not considered TDRs because the modifications did not involve a concession (a required element of a TDR for accounting purposes).

(3) In addition to modifications reflected as TDRs at September 30, 2011, Citi also modified $165 million and $14 million of commercial real estate loans risk rated "Substandard Non-Performing" or worse (asset category defined by banking regulators) in U.S. offices and in offices outside the U.S., respectively. These modifications were not considered TDRs because the modifications did not involve a

concession (a required element of a TDR for accounting purposes).

(4) Includes $2,011 million and $2,751 million of non-accrual loans included in the non-accrual assets table above at September 30, 2011 and December 31, 2010, respectively. The remaining loans are accruing interest.

(5) Includes $17 million and $22 million of commercial real estate loans at September 30, 2011 and December 31, 2010, respectively.

(6) Includes $168 million and $177 million of commercial loans at September 30, 2011 and December 31, 2010, respectively.

(7) Smaller-balance homogeneous loans were derived from Citi's risk management systems.

In certain circumstances, Citigroup modifies certain of its Corporate loans involving a non-troubled borrower. These modifications are subject to Citi's normal underwriting standards for new loans and are made in the normal course of business to match customers' needs with available Citi products or programs (these modifications are not included in the table above). In other cases, loan modifications involve a troubled borrower to whom Citi may grant a concession (modification). Modifications involving troubled borrowers may include extension of maturity date, reduction in the stated interest rate, rescheduling of future cash flows, reduction in the face amount of the debt or reduction of past accrued interest. In cases where Citi grants a concession to a troubled borrower, Citi accounts for the modification as a TDR under ASC 310-40 and the related allowance under ASC 310-10-35.

North America Consumer Mortgage Lending

Overview

Citi's *North America* Consumer mortgage portfolio consists of both residential first mortgages and home equity loans. As of September 30, 2011, Citi's *North America* Consumer residential first mortgage portfolio totaled $95.1 billion, while the home equity loan portfolio was $44.9 billion. Of the first mortgages, $69.6 billion are recorded in *LCL* within Citi Holdings, with the remaining $25.5 billion recorded in Citicorp. Similarly, with respect to the home equity loan portfolio, $41.3 billion are recorded in *LCL*, and $3.6 billion are reported in Citicorp.

Citi's residential first mortgage portfolio included $9.4 billion of loans with FHA insurance or VA guarantees as of September 30, 2011. This portfolio consists of loans originated to low-to-moderate-income borrowers with lower FICO (Fair Isaac Corporation) scores and generally has higher loan-to-value ratios (LTVs). Losses on FHA loans are borne by the sponsoring agency, provided that the insurance terms have not been rescinded as a result of an origination defect. With respect to VA loans, the VA establishes a loan-level loss cap, beyond which Citi is liable for loss. While FHA and VA loans have high delinquency rates, given the insurance and guarantees, respectively, Citi has experienced negligible credit losses on these loans.

Also as of September 30, 2011, the residential first mortgage portfolio included $1.6 billion of loans with LTVs above 80% which have insurance through mortgage insurance companies, and $1.3 billion of loans subject to long-term standby commitments (LTSC) with U.S. government-sponsored entities (GSEs), for which Citi has limited exposure to credit losses. Citi's home equity loan portfolio also included $0.5 billion of loans subject to LTSCs with GSEs, for which Citi has limited exposure to credit losses. These guarantees and commitments may be rescinded in the event of origination defects.

Citi's allowance for loan loss calculations takes into consideration the impact of the guarantees and commitments referenced above.

Citi does not offer option adjustable rate mortgages (ARMs)/negative amortizing mortgage products to its customers. As a result, option ARMs/negative amortizing mortgages represent an insignificant portion of total balances, since they were acquired only incidentally as part of prior portfolio and business purchases.

A portion of loans in Citi's *North America* mortgage portfolio currently requires a payment to satisfy only the current accrued interest for the payment period or an interest-only payment. As of September 30, 2011, the residential first mortgage portfolio contains approximately $16 billion of ARMs that are currently required to make an interest-only payment. Borrowers that are currently required to make an interest-only payment cannot select a lower payment that would negatively amortize the loan. Residential first mortgages with this payment feature are primarily to high-credit-quality borrowers that have on average significantly higher origination and refreshed FICO scores than other loans in the residential first mortgage portfolio.

Home equity loans consist of both fixed rate home equity loans and loans extended under home equity lines of credit. Fixed rate home equity loans are fully amortizing. Home equity lines of credit allow for amounts to be drawn for a period of time and then, at the end of the draw period, the then-outstanding amount is converted to an amortizing loan. After conversion, the loan typically has a 20-year amortization repayment period. Historically, Citi's home equity lines of credit typically had a ten-year draw period. Beginning in June 2010, however, Citi's new originations of home equity lines of credit typically have a five-year draw period as Citi changed these terms to mitigate risk due to the economic environment and declining home prices. As of September 30, 2011, Citi's home equity loan portfolio included approximately $25 billion of home equity lines of credit that are still within their revolving period and have not commenced amortization (the interest-only payment feature during the revolving period is standard for the this product across the industry). The vast majority of Citi's home equity loans extended under lines of credit as of September 30, 2011 contractually begin to amortize after 2014.

As of September 30, 2011, the percentage of U.S. home equity loans in a junior lien position where Citi also owned or serviced the first lien was approximately 31%. However, for all home equity loans (regardless of whether Citi owns or services the first lien), Citi manages its home equity loan account strategy through obtaining and reviewing refreshed credit bureau scores (which reflect the borrower's performance on all of its debts, including a first lien, if any), refreshed LTV ratios and other borrower credit-related information. Historically, the default and delinquency statistics for junior liens where Citi also owns or services the first lien have been better than for those where Citi does not own or service the first lien, which Citi believes is generally attributable to origination channels and better credit characteristics of the portfolio, including FICO and LTV for those junior liens where Citi also owns or services the first lien.

North America Consumer Mortgage Quarterly Trends Delinquencies and Net Credit Losses

The following charts detail the quarterly trends in delinquencies and net credit losses for Citi's residential first mortgage and home equity loan portfolios (both Citi Holdings and Citicorp) in *North America*.

As set forth in the charts below, both net credit losses and 90 days or more delinquencies continued to improve in the third quarter, albeit at a slower pace. For residential first mortgages, delinquencies of 90 days or more declined year-over-year by 43% to $4.0 billion. Sequentially, 90 days or more delinquencies were down by approximately 2%. For home equity loans, delinquencies of 90 days or more declined by approximately 23% year-over-year to $1.0 billion, and were down 2% sequentially. Net credit losses in residential first mortgages were down approximately 24% year-over-year to $456 million, and down 4% sequentially. For home equity loans, net credit losses were down approximately 31% year-over-year to $549 million, and down 13% sequentially.

Residential First Mortgage

Note: Includes loans for Canada and Puerto Rico. Excludes loans that are guaranteed by U.S. government agencies. Excludes loans recorded at fair value from 1Q10.

Home Equity Loans

Note: Includes loans for Canada and Puerto Rico.

The decline in residential first mortgage delinquencies quarter-over-quarter was entirely driven by Citi's continued sales of delinquent residential first mortgages. As previously disclosed, to date, management actions, including asset sales and modification programs, have been the primary drivers of improved asset performance within Citi's residential first mortgage portfolio in Citi Holdings. During the third quarter of 2011, Citi sold approximately $500 million of delinquent residential first mortgages and has sold approximately $7.3 billion since the beginning of 2010. In addition, over the past ten quarters, Citi has converted approximately $6.1 billion of trial modifications into permanent modifications under its HAMP and CSM residential first mortgage modification programs. (For additional information on Citi's loan modification programs, for both residential first mortgages and home equity loans, see "Consumer Loan Modification Programs" below.)

However, in recent quarters, including the third quarter of 2011, the pace of Citi's asset sales of residential first mortgages has slowed, primarily due to the lack of remaining eligible inventory and demand. Similarly, the pace of modification activity has slowed due to the decrease in the inventory of loans available for modification, primarily as a result of the significant levels of modifications in prior periods. At the same time, 30-89 days past due delinquencies have started to increase, largely due to re-defaults of previously modified residential first mortgages. As a result of these two converging trends, Citi could experience increasing delinquencies and net credit losses in its Citi Holdings residential first mortgage portfolio going forward.

With respect to home equity loans, as referenced above, the pace of improvement in home equity loan delinquencies has also slowed, and 30-89 days past due delinquencies increased slightly during the third quarter of 2011. Given the lack of market in which to sell delinquent home equity loans, as well as the relatively fewer number of home equity loan modifications and modification programs, Citi's ability to offset increased delinquencies and net credit losses in its home equity loan portfolio in Citi Holdings has been, and will continue to be, more limited as compared to residential first mortgages.

Citi has factored these trends and uncertainties, including the potential for re-defaults, into its loan loss reserves. At September 30, 2011, approximately $10 billion of Citi's total loan loss reserves of $32.1 billion was allocated to *North America* real estate lending in Citi Holdings, representing over 30 months of coincident net credit loss coverage as of such date. With respect to Citi's aggregate *North America* Consumer mortgage portfolio, including Citi Holdings as well as the approximately $29.0 billion of residential first mortgages and home equity loans in Citicorp, Citi's loan loss reserves at September 30, 2011 represented 30 months of net credit loss coverage.

In addition, as previously disclosed, while Citi's active foreclosures in process continued to decrease during the third quarter of 2011, foreclosures in process for two years or more continued to increase, particularly in judicial states (i.e., those states that require foreclosures to be processed via court approval). Combined with continued pressure on home prices, high unemployment rates and uncertainty surrounding potential governmental actions or requirements with respect to mortgages, the lengthening of the foreclosure process:

(1) subjects Citi to increased "severity" risk, or the loss on the amount ultimately realized for property subject to foreclosure given the continued pressure on home prices in particular markets, thus potentially increasing Citi's net credit losses;

(2) inflates the amount of 180+ day delinquencies in Citigroup's mortgage statistics and Consumer non-accrual loans (90+ day delinquencies);

(3) creates a dampening effect on Citi's net interest margin as non-accrual assets build on the balance sheet; and

(4) causes additional costs to be incurred given the longer process.

Consumer Mortgage FICO and LTV

Data appearing in the tables below have been sourced from Citigroup's risk systems and, as such, may not reconcile with disclosures elsewhere generally due to differences in methodology or variations in the manner in which information is captured. Citi has noted such variations in instances where it believes they could be material to reconcile to the information presented elsewhere.

Loan Balances

Residential First Mortgages Loan Balances. As a consequence of the economic environment and the decrease in housing prices, LTV and FICO scores have generally deteriorated since origination, particularly in the case of originations between 2006 and 2007, although the negative migration has generally stabilized. On a refreshed basis, approximately 28% of residential first mortgages had a LTV ratio above 100%, compared to approximately 0% at origination. Approximately 25% of residential first mortgages had FICO scores less than 620 on a refreshed basis, compared to 15% at origination.

Balances: September 30, 2011 Residential First Mortgages

At Origination	FICO≥660	620≤FICO<660	FICO<620
LTV ≤ 80%	60%	5%	7%
80% < LTV ≤ 100%	13%	7%	8%
LTV > 100%	NM	NM	NM

Refreshed	FICO≥660	620≤FICO<660	FICO<620
LTV ≤ 80%	33%	4%	8%
80% < LTV ≤ 100%	16%	3%	8%
LTV > 100%	15%	4%	9%

Note: NM Not meaningful. Residential first mortgages table excludes loans in Canada and Puerto Rico. Table excludes loans guaranteed by U.S. government agencies, loans recorded at fair value and loans subject to LTSCs. Table also excludes $0.4 billion from At Origination balances and $0.4 billion from Refreshed balances for which FICO or LTV data was unavailable. Balances exclude deferred fees/costs. Refreshed FICO scores based on updated credit scores obtained from Fair Isaac Corporation. Refreshed LTV ratios are derived from data at origination updated using mainly the Core Logic Housing Price Index (HPI) or the Federal Housing Finance Agency Price Index.

Home Equity Loans Loan Balances. In the home equity loan portfolio, the majority of loans are in the higher FICO categories. Economic conditions and the decrease in housing prices generally caused a migration towards lower FICO scores and higher LTV ratios, although the negative migration has slowed. Approximately 41% of home equity loans had refreshed LTVs above 100%, compared to approximately 0% at origination. Approximately 16% of home equity loans had FICO scores less than 620 on a refreshed basis, compared to 4% at origination.

Balances: September 30, 2011 Home Equity Loans

At Origination	FICO≥660	620≤FICO<660	FICO<620
LTV ≤ 80%	56%	2%	2%
80% < LTV ≤ 100%	35%	3%	2%
LTV > 100%	NM	NM	NM

Refreshed	FICO≥660	620≤FICO<660	FICO<620
LTV ≤ 80%	27%	2%	3%
80% < LTV ≤ 100%	19%	3%	5%
LTV > 100%	29%	4%	8%

Note: NM Not meaningful. Home equity loans table excludes loans in Canada and Puerto Rico. Table excludes loans subject to LTSCs. Table also excludes $0.6 billion from At Origination balances and $0.2 billion from Refreshed balances for which FICO or LTV data was unavailable. Balances exclude deferred fees/costs. Refreshed FICO scores are based on updated credit scores obtained from Fair Isaac Corporation. Refreshed LTV ratios are derived from data at origination updated using mainly the Core Logic Housing Price Index (HPI) or the Federal Housing Finance Agency Price Index.

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FICO and LTV Trend Information U.S. Consumer Mortgage Lending

Residential First Mortgages (in billions of dollars)

Res Mortgage 90+ DPD %	3Q10	4Q10	1Q11	2Q11	3Q11
FICO ≥ 660, LTV ≤ 100%	0.5%	0.3%	0.4%	0.3%	0.3%
FICO ≥ 660, LTV > 100%	1.8%	1.3%	1.1%	1.1%	1.2%
FICO < 660, LTV ≤ 100%	14.6%	12.8%	11.0%	9.8%	10.0%
FICO < 660, LTV > 100%	24.5%	20.4%	16.9%	15.3%	14.9%

Note: Residential first mortgages chart/table excludes loans in Canada and Puerto Rico, loans guaranteed by U.S. government agencies, loans recorded at fair value and loans subject to LTSCs. Balances exclude deferred fees/costs. Balances based on refreshed FICO and LTV ratios. Chart/table also excludes balances for which FICO or LTV data was unavailable ($0.4 billion in 3Q10, $0.4 billion in 4Q10, $0.4 billion in 1Q11, $0.4 billion in 2Q11, and $0.4 billion in 3Q11).

Home Equity Loans (in billions of dollars)

Home Equity 90+ DPD %	3Q10	4Q10	1Q11	2Q11	3Q11
FICO ≥ 660, LTV ≤ 100%	0.1%	0.1%	0.1%	0.1%	0.1%
FICO ≥ 660, LTV > 100%	0.4%	0.4%	0.3%	0.1%	0.1%
FICO < 660, LTV ≤ 100%	7.4%	7.8%	7.5%	7.0%	7.4%
FICO < 660, LTV > 100%	12.3%	12.4%	11.4%	10.1%	10.3%

Note: Home equity loan chart/table excludes loans in Canada and Puerto Rico, and loans subject to LTSCs. Balances exclude deferred fees/costs. Balances based on refreshed FICO and LTV ratios. Chart/table also excludes balances for which FICO or LTV data was unavailable ($0.3 billion in 3Q10, $0.3 billion in 4Q10, $0.3 billion in 1Q11, $0.3 billion in 2Q11, and $0.2 billion in 3Q11).

Although home equity loans are typically in junior lien positions and residential first mortgages are typically in a first lien position, residential first mortgages historically have experienced higher delinquency rates as compared to home equity loans. As of September 30, 2011, the refreshed average FICO scores of borrowers under home equity loans and residential first mortgages in the U.S. were 706 and 687, respectively. This is partially due to Citi's restricting originations of home equity loans beginning in mid-2007 to only its retail channel. In addition, residential first mortgages are written down to collateral value less cost to sell at 180 days past due and remain in the delinquency population until full disposition through sale, repayment or foreclosure, whereas home equity loans are generally fully charged off at 180 days past due and thus removed from the delinquency calculation. In addition, due to the recent longer timelines to foreclose on a residential first mortgage (see "North America Consumer Mortgage Quarterly Trends Delinquencies and Net Credit Losses" above), these loans tend to remain in the delinquency statistics for a longer period and, consequently, the 90 days or more delinquencies of these mortgages remain higher.

Despite this historically higher level of delinquencies for residential first mortgages, however, home equity loan delinquencies have generally decreased at a slower rate than residential first mortgage delinquencies. Citi believes this is due to the lack of a market to sell delinquent home equity loans and the relatively fewer number of home equity loan modifications which, to date have been the primary drivers of Citi's first mortgage delinquency improvement (see "North America Consumer Mortgage Quarterly Trends Delinquencies and Net Credit Losses" above).

Mortgage Servicing Rights

To minimize credit and liquidity risk, Citigroup sells most of the mortgage loans it originates, but retains the servicing rights. These sale transactions create an intangible asset referred to as mortgage servicing rights (MSRs), which are recorded at fair value (see Note 17 to the Consolidated Financial Statements) on Citi's Consolidated Balance Sheet. The fair value of MSRs is primarily affected by changes in prepayments of mortgages that result from shifts in mortgage interest rates. Specifically, the fair value of MSRs declines with increased prepayments, and lower interest rates are generally one factor that tends to lead to increased prepayments. In managing this risk, Citi economically hedges a significant portion of the value of its MSRs through the use of interest rate derivative contracts, forward purchase commitments of mortgage-backed securities and purchased securities classified as *trading account assets*.

Citigroup's MSRs totaled $2.852 billion, $4.258 billion, $4.554 billion at September 30, 2011, June 30, 2011 and December 31, 2010, respectively. The decrease in the value of MSRs primarily represents the impact from lower interest rates in addition to amortization. For additional information on Citi's MSRs, see Notes 14 and 17 to the Consolidated Financial Statements.

North America Cards

Overview

Citi's *North America* cards portfolio consists of its Citi-branded and retail partner cards portfolios reported in Citicorp *Regional Consumer Banking* and Citi Holdings *Local Consumer Lending*, respectively. As of September 30, 2011, the Citi-branded portfolio totaled $74 billion, while the retail partner cards portfolio was $41 billion.

See "Consumer Loan Modification Programs" below for a discussion of Citi's modification programs for card loans.

North America Cards Quarterly Trends Delinquencies and Net Credit Losses

The following charts detail the quarterly trends in delinquencies and net credit losses for Citigroup's *North America* Citi-branded and retail partner cards portfolios, which continued to reflect the improving credit quality of these portfolios during the third quarter of 2011.

In Citi-branded cards, the net credit loss rate continued to improve in the third quarter, down 87 basis points to under 6%. 90-plus day delinquencies were down to 1.4%. In retail partner cards, the net credit loss rate fell by 166 basis points to 7.5%, and 90-plus day delinquencies fell to under 2.5%.

Citi-Branded Cards

Note: Includes Puerto Rico.

Retail Partner Cards

Note: Includes Canada, Puerto Rico and Installment Lending.

CONSUMER LOAN DETAILS

Consumer Loan Delinquency Amounts and Ratios

In millions of dollars, except EOP loan amounts in billions	Total loans(1) September 2011	90+ days past due(2) Sept. 2011	90+ days past due(2) Jun. 2011	90+ days past due(2) Sept. 2010	30-89 days past due(2) Sept. 2011	30-89 days past due(2) Jun. 2011	30-89 days past due(2) Sept. 2010
Citicorp(3)(4)							
Total	**$ 236.7**	**$ 2,469**	$ 2,783	$ 3,432	**$ 2,830**	$ 3,112	$ 3,820
Ratio		**1.05%**	1.16%	1.55%	**1.20%**	1.30%	1.72%
Retail banking							
Total	**$ 127.3**	**$ 759**	$ 812	$ 842	**$ 974**	$ 1,088	$ 1,277
Ratio		**0.60%**	0.63%	0.76%	**0.77%**	0.85%	1.15%
North America	**36.5**	**232**	211	221	**217**	209	243
Ratio		**0.66%**	0.63%	0.77%	**0.62%**	0.62%	0.85%
EMEA	**4.3**	**65**	76	105	**106**	132	156
Ratio		**1.51%**	1.62%	2.39%	**2.47%**	2.81%	3.55%
Latin America	**22.0**	**239**	259	290	**266**	301	402
Ratio		**1.09%**	1.09%	1.48%	**1.21%**	1.27%	2.05%
Asia	**64.5**	**223**	266	226	**385**	446	476
Ratio		**0.35%**	0.40%	0.39%	**0.60%**	0.67%	0.82%
Citi-branded cards							
Total	**$ 109.4**	**$ 1,710**	$ 1,971	$ 2,590	**$ 1,856**	$ 2,024	$ 2,543
Ratio		**1.56%**	1.76%	2.33%	**1.70%**	1.81%	2.29%
North America	**73.8**	**1,053**	1,205	1,807	**1,095**	1,132	1,687
Ratio		**1.43%**	1.64%	2.36%	**1.48%**	1.54%	2.20%
EMEA	**2.7**	**47**	54	69	**63**	72	86
Ratio		**1.74%**	1.80%	2.38%	**2.33%**	2.40%	2.97%
Latin America	**12.9**	**396**	462	472	**398**	469	442
Ratio		**3.07%**	3.25%	3.75%	**3.09%**	3.30%	3.51%
Asia	**20.0**	**214**	250	242	**300**	351	328
Ratio		**1.07%**	1.19%	1.27%	**1.50%**	1.67%	1.73%
Citi Holdings *Local Consumer Lending*(3)(5)(6)							
Total	**$ 186.6**	**$ 6,835**	$ 7,082	$ 11,814	**$ 7,215**	$ 7,242	$ 10,350
Ratio		**3.86%**	3.76%	5.23%	**4.07%**	3.85%	4.58%
International	**14.8**	**480**	530	713	**677**	726	978
Ratio		**3.24%**	3.19%	2.89%	**4.57%**	4.37%	3.96%
North America retail partner cards	**41.1**	**1,016**	1,059	1,739	**1,329**	1,315	1,914
Ratio		**2.47%**	2.53%	3.78%	**3.23%**	3.14%	4.16%
North America (excluding	**130.7**	**5,339**	5,493	9,362	**5,209**	5,201	7,458

cards)							
Ratio	**4.40%**	4.23%	6.03%	**4.29%**	4.01%	4.81%	
Total Citigroup (excluding *Special Asset Pool*)	**$ 423.3**	**$ 9,304**	$ 9,865	$ 15,246	**$ 10,045**	$ 10,354	$ 14,170
Ratio	**2.25%**	2.30%	3.40%	**2.43%**	2.42%	3.16%	

(1) Total loans include interest and fees on credit cards.

(2) The ratios of 90+ days past due and 30-89 days past due are calculated based on end-of-period (EOP) loans.

(3) The 90+ days past due balances for Citi-branded cards and retail partner cards are generally still accruing interest. Citigroup's policy is generally to accrue interest on credit card loans until 180 days past due, unless notification of bankruptcy filing has been received earlier.

(4) The 90+ days and 30-89 days past due and related ratios for *NA RCB* exclude U.S. mortgage loans that are guaranteed by U.S. government sponsored agencies since the potential loss predominantly resides within the U.S. agencies. The amounts excluded for loans 90+ days past due and (end-of-period loans) are $512 million ($1.3 billion), $400 million ($0.9 billion) and $188 million ($0.8 billion) at September 30, 2011, June 30, 2011 and September 30, 2010, respectively. The amount excluded for loans 30-89 days past due (end-of-period loans have the same adjustment as above) is $102 million, $77 million and $15 million as of September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(5) The 90+ days and 30-89 days past due and related ratios for *North America LCL* (excluding cards) exclude U.S. mortgage loans that are guaranteed by U.S. government sponsored agencies since the potential loss predominantly resides within the U.S. agencies. The amounts excluded for loans 90+ days past due and (end-of-period loans) for each period are $4.5 billion ($8.1 billion), $4.6 billion ($8.3 billion), and $5.0 billion ($9.5 billion), as of September 30, 2011, June 30, 2011, and September 30, 2010, respectively. The amounts excluded for loans 30-89 days past due (end-of-period loans have the same adjustment as above) for each period are $1.6 billion, $1.6 billion and $1.7 billion as of September 30, 2011, June 30, 2011, and September 30, 2010, respectively.

(6) The September 30, 2011, June 30, 2011 and September 30, 2010 loans 90+ days past due and 30-89 days past due and related ratios for *North America* (excluding Cards) exclude $1.3 billion, $1.4 billion and $2.4 billion, respectively, of loans that are carried at fair value.

Consumer Loan Net Credit Losses and Ratios

In millions of dollars, except average loan amounts in billions	Average loans(1) 3Q11	Net credit losses(2) 3Q11	2Q11	3Q10
Citicorp				
Total	**$ 238.8**	$ 1,846	$ 2,003	$ 2,730
Ratio		3.07%	3.40%	4.95%
Retail banking				
Total	**$ 128.6**	$ 295	$ 298	$ 333
Ratio		0.91%	0.94%	1.21%
North America	**35.2**	65	77	90
Ratio		0.73%	0.92%	1.20%
EMEA	**4.4**	29	24	32
Ratio		2.61%	2.14%	3.02%
Latin America	**23.1**	113	117	129
Ratio		1.94%	2.03%	2.69%
Asia	**65.9**	88	80	82
Ratio		0.53%	0.49%	0.58%
Citi-branded cards				
Total	**$ 110.2**	$ 1,551	$ 1,705	$ 2,397
Ratio		5.58%	6.21%	8.68%
North America	**72.8**	1,090	1,229	1,880
Ratio		5.94%	6.81%	9.81%
EMEA	**2.8**	20	23	31
Ratio		2.83%	3.08%	4.39%
Latin America	**13.8**	293	308	322
Ratio		8.42%	8.82%	10.39%
Asia	**20.8**	148	145	164
Ratio		2.82%	2.81%	3.54%
Citi Holdings *Local Consumer Lending*				
Total	**$ 194.2**	$ 2,376	$ 2,776	$ 3,949
Ratio		4.85%	5.43%	6.31%
International	**15.9**	237	286	444
Ratio		5.91%	6.41%	7.05%
North America retail partner cards	**41.4**	784	956	1,505
Ratio		7.51%	9.17%	12.24%
North America (excluding cards)	**136.9**	1,355	1,534	2,000
Ratio		3.93%	4.24%	4.54%
Total Citigroup (excluding *Special Asset Pool*)	**$ 433.0**	$ 4,222	$ 4,779	$ 6,679
Ratio		3.87%	4.34%	5.67%

(1) Average loans include interest and fees on credit cards.

(2) The ratios of net credit losses are calculated based on average loans, net of unearned income.

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Consumer Loan Modification Programs

Citigroup has instituted a variety of long-term and short-term modification programs to assist its mortgage, credit card (Citi-branded and retail partner cards) and installment loan borrowers with financial difficulties. These programs include modifying the original loan terms, reducing interest rates, reducing or waiving fees, extending the remaining loan duration and/or waiving a portion of the remaining principal balance. At September 30, 2011, Citi's significant modification programs included the U.S. Treasury's Home Affordable Modification Program (HAMP), as well as short-term and long-term modification programs in the U.S., as set forth in the tables below. For a more detailed description of these significant modification programs, see "Managing Global Risk Credit Risk Consumer Loans Modification Programs" in Citi's 2010 Annual Report on Form 10-K.

The policy for re-aging modified U.S. Consumer loans to current status varies by product. Generally, one of the conditions to qualify for these modifications is that a minimum number of payments (typically ranging from one to three) be made. Upon modification, the loan is re-aged to current status. However, re-aging practices for certain open-ended Consumer loans, such as credit cards, are governed by Federal Financial Institutions Examination Council (FFIEC) guidelines. For open-ended Consumer loans subject to FFIEC guidelines, one of the conditions for the loan to be re-aged to current status is that at least three consecutive minimum monthly payments, or the equivalent amount, must be received. In addition, under FFIEC guidelines, the number of times that such a loan can be re-aged is subject to limitations (generally once in 12 months and twice in five years). Furthermore, FHA and VA loans are modified under those respective agencies' guidelines, and payments are not always required in order to re-age a modified loan to current status.

HAMP and Other Long-Term Programs.

Long-term modification programs provide borrowers in financial difficulty with loan modifications that incorporate a long-term concession. Substantially all long-term programs in place provide interest rate reductions. Loans modified in these programs are reported as troubled debt restructurings (TDRs). See Note 1 to the Consolidated Financial Statements in Citi's 2010 Annual Report on Form 10-K for a discussion of the allowance for loan losses for such modified loans.

Under HAMP, borrowers enter into a trial period arrangement where they are required to make reduced principal and interest payments (as compared to the payments under their original loan contract) for a period of three to four months. Upon successful completion of the trial period, the original mortgage contract is legally modified to provide a long-term concession and the loan is accounted for as a TDR. The Citi Supplemental (CSM) modification program for U.S. mortgages also requires a trial period of performance. At September 30, 2011, there were 2,037 loans in the trial period, which approximated $287 million. See Note 1 to the Consolidated Financial Statements in Citi's 2010 Annual Report on Form 10-K for a discussion of the allowance for loan losses for HAMP loans in trial period arrangements (which is the same for CSM).

The following table presents Citigroup's Consumer loan TDRs under long-term programs as of September 30, 2011 and December 31, 2010. These TDRs are predominantly concentrated in the U.S. HAMP and CSM loans whose terms are contractually modified after successful completion of the trial period are included in the balances below.

	Accrual		**Non-accrual**	
In millions of dollars	**Sept. 30, 2011**	**Dec. 31, 2010**	**Sept. 30, 2011**	**Dec. 31, 2010**
Mortgage and real estate	**$ 19,524**	$ 15,140	**$ 1,631**	$ 2,290
Cards	**6,834**	5,869	**36**	38
Installment and other	**2,482**	3,015	**196**	271

Long-Term Modification Programs Summary

The following table sets forth, as of September 30, 2011, information relating to Citi's significant long-term U.S. mortgage, credit card and installment loan modification programs:

In millions of dollars	Program balance	Program start date(1)	Average interest rate reduction	Average % payment relief	Average tenor of modified loans	Deferred principal	Principal forgiveness
U.S. Consumer mortgage lending							
HAMP(2)	$ 4,258	3Q09	4%	41%	30 years	$ 553	$ 3
CSM(2)	2,035	4Q09	3	21	26 years	92	1
HAMP Re-age	223	1Q10	N/A	N/A	22 years	6	
2nd FDIC	614	2Q09	6	45	20 years	41	5
FHA/VA	4,001		2	18	28 years		
CFNA Adjustment of Terms (AOT)	3,760		3	23	29 years		
Responsible Lending	1,687	4Q10	2	17	29 years		
HAMP 2nd Mortgage	312	4Q10	6	56	22 years	17	
Other	2,785		4	39	26 years	67	41
North America **cards**							
Paydown	3,394		18		5 years		
Credit Counseling Group Program	1,706		12		5 years		
Interest Reversal Paydown	272		20		5 years		
U.S. installment loans							
CFNA AOT	756		6	33	9 years		

(1) Provided if program was introduced after 2008.

(2) Loans that have been contractually modified after successful completion of the trial period.

Short-Term Programs

Citigroup has also instituted short-term programs (primarily in the U.S.) to assist borrowers experiencing temporary hardships. These programs include short-term (12 months or less) interest rate reductions and deferrals of past due payments. See Note 1 to the Consolidated Financial Statements in Citi's 2010 Annual Report on Form 10-K for a discussion of the allowance for loan losses for such modified loans.

The following table presents the amounts of gross loans modified under short-term interest rate reduction programs in the U.S. as of September 30, 2011:

	September 30, 2011	
In millions of dollars	**Accrual**	**Non-accrual**
Cards	**$ 1,521**	**$**
Mortgage and real estate	**1,357**	**208**
Installment and other	**812**	**90**

Approximately $500 million of cards, $400 million of mortgage and real estate and $300 million of installment and other are reported as TDRs.

Short-Term Modification Programs Summary

The following table sets forth, as of September 30, 2011, information related to Citi's significant short-term U.S. credit cards, mortgage, and installment loan modification programs. Loans modified since January 1, 2011 under the programs below are accounted for as TDRs:

In millions of dollars	**Program balance**	**Program start date(1)**	**Average interest rate reduction**	**Average time period for reduction**
Universal Payment Program (UPP)	$ 1,521		19%	12 months
Mortgage Temporary AOT	1,561	1Q09	2	9 months
Installment Temporary AOT	900	1Q09	4	7 months

(1) Provided if program was introduced after 2008.

Payment deferrals that do not continue to accrue interest (extensions) primarily occur in the U.S. residential mortgage business. Under an extension, payments that are contractually due are deferred to a later date, thereby extending the maturity date by the number of months of payments being deferred. Extensions assist delinquent borrowers who have experienced short-term financial difficulties that have been resolved by the time the extension is granted. An extension can only be offered to borrowers who are past due on their monthly payments but have since demonstrated the ability and willingness to pay as agreed. Loans to borrowers who receive more than three months of such payment extensions (four months for residential mortgages) over the life of their loan (on or after January 1, 2011) are accounted for as TDRs. Other payment deferrals continue to accrue interest and are not deemed to offer concessions to the customer.

Impact of Modification Programs

Citi considers various metrics in analyzing the success of U.S. modification programs. Payment behavior of customers during the modification (both short-term and long-term) is monitored. For short-term modifications, performance is also measured for an additional period of time after the expiration of the concession. Balance reductions and annualized loss rates are also important metrics that are monitored. Based on actual experience, program terms, including eligibility criteria, interest charged and loan tenor, may be refined. The main objective of the modification programs is to reduce the payment burden for the borrower and improve the net present value of Citi's expected cash flows.

Mortgage Modification Programs

With respect to HAMP, from inception through September 30, 2011, approximately $10.7 billion of residential first mortgages have been enrolled in the HAMP trial period, while $4.6 billion have successfully completed the trial period. As of September 30, 2011, 39% of the loans in the HAMP trial period were successfully modified, 15% were modified under the CSM program, 2% were in HAMP or CSM program trial, 2% subsequently received other Citi modifications, 11% received HAMP Re-Age, and 31% have not received any modification from Citi to date.

As of September 30, 2011, Citi continued to experience re-default rates of less than 15% of active HAMP-modified loans at 12 months after modification. For HAMP, as of September 30, 2011, at 12 months after modification, the average total balance reduction on modified loans has been approximately 5% (as a percentage of the balance at the time of modification), consisting of approximately 4% from paydowns and the remainder from net credit losses. At 12 months after modification, the CSM program has exhibited re-default rates of less than 25% of active modified loans as of September 30, 2011. In addition, as of September 30, 2011, at 12 months after modification, the average total balance reduction on loans modified under the CSM program has been approximately 10%, with approximately 7% from paydowns and the remainder from net credit losses.

For mortgage modifications under CFNA's long-term AOT program, as of September 30, 2011, the average total balance reduction 24 months after modification has been approximately 13% (as a percentage of the balance at the time of modification), consisting of approximately 4% of paydowns and 9% of net credit losses. For long-term mortgage modifications in the "Other" category, as of September 30, 2011, the average total balance reduction, 24 months after modification has been approximately 34% (as a percentage of the balance at the time of modification), consisting of approximately 24% of paydowns and 10% of net credit losses. The Responsible Lending program continues to be in its first 12 months and, due to the short period since its inception, performance data is limited, and thus not yet considered meaningful.

For the short-term AOT program, as of September 30, 2011, the average total balance reduction has been 4% at 12 months after modification, with approximately half coming from paydowns and the remainder from net credit losses.

Cards Modification Programs

As previously disclosed, Citigroup implemented certain changes to its credit card modification programs beginning in the fourth quarter of 2010, including revisions to the eligibility criteria for such programs. As a result of these changes, as well as the overall improving portfolio trends, there have been four consecutive quarters of sequential declines in the overall volume of new entrants to Citi's card modification programs (both long- and short-term). The level in the third quarter of 2011 decreased by approximately 54% compared to the third quarter of 2010. New entrants to Citi's short-term card modification programs decreased by approximately 28% in the third quarter of 2011 as compared to the prior quarter. Citi considered these changes to its card modification programs and their potential effect on net credit losses in determining the loan loss reserves as of September 30, 2011.

Generally, as of September 30, 2011, at 36 months after modification, the average total balance reduction for long-term card modification programs is approximately 82% (as a percentage of the balance at the time of modification), consisting of approximately 48% of paydowns and 34% of net credit losses. In addition, these net credit losses have been approximately 40% lower, depending upon the individual program and vintage, than those of similar card accounts that were not modified.

For short-term modifications, as of September 30, 2011, 24 months after starting a short-term modification, balances are reduced by an average of approximately 64% (as a percentage of the balance at the time of modification), consisting of approximately 26% of paydowns and 38% of net credit losses. In addition, these net credit losses have been approximately 25% 35% lower, depending upon the individual program and vintage, than those of similar accounts that were not modified.

Installment Loan Modification Programs

With respect to the long-term CFNA AOT program, as of September 30, 2011, 36 months after modification, the average total balance reduction is approximately 65%, consisting of approximately 17% of paydowns and 48% of net credit losses. The short-term Temporary AOT program has less vintage history and limited loss data. In this program, as of September 30, 2011, 12 months after modification, the average total balance reduction is approximately 16% (as a percentage of the balance at the time of modification), consisting of approximately 5% of paydowns and 11% of net credit losses.

Consumer Mortgage Representations and Warranties

The majority of Citi's exposure to representation and warranty claims relates to its U.S. Consumer mortgage business within CitiMortgage.

Representation and Warranties

As of September 30, 2011, Citi services loans previously sold to the U.S. government sponsored entities (GSEs) and private investors as follows:

	September 30, 2011(1)	
In millions	**Number of**	**Unpaid**
Vintage sold:	**loans**	**principal balance**
2005 and prior	**1.2**	**$ 140,636**
2006	**0.1**	**17,222**
2007	**0.2**	**27,740**
2008	**0.2**	**32,883**
2009	**0.2**	**44,390**
2010	**0.2**	**41,488**
2011	**0.1**	**29,734**
Indemnifications(2)	**0.8**	**87,022**
Total	**3.0**	**$ 421,115**

(1) Excludes the fourth quarter 2010 sale of servicing rights on 0.1 million loans with remaining unpaid principal balances of approximately $27,254 million as of September 30, 2011. Citi continues to be exposed to representation and warranty claims on these loans.

(2)

Represents loans serviced by CitiMortgage pursuant to prior acquisitions of mortgage servicing rights which are covered by indemnification agreements from third parties in favor of CitiMortgage. Substantially all of these agreements expire prior to March 1, 2012. The expiration of these indemnification agreements is considered in determining the repurchase reserve.

During the period 2005 through 2008, Citi sold approximately $25 billion of loans through private-label residential mortgage securitizations. As of September 30, 2011, approximately $11 billion of the $25 billion remained outstanding as a result of repayments of approximately $13 billion and cumulative losses (incurred by the issuing trusts) of approximately $1.0 billion. The remaining $11 billion outstanding is included in the $421 billion of serviced loans above. As of September 30, 2011, the amount that remained outstanding had a 90 days or more delinquency rate in the aggregate of approximately 12.5%. (For additional information on litigation related to these securitization activities, see Note 23 to the Consolidated Financial Statements.)

When selling a loan, Citi makes various representations and warranties relating to, among other things, the following:

Citi's ownership of the loan;

the validity of the lien securing the loan;

the absence of delinquent taxes or liens against the property securing the loan;

the effectiveness of title insurance on the property securing the loan;

the process used in selecting the loans for inclusion in a transaction;

the loan's compliance with any applicable loan criteria established by the buyer; and

the loan's compliance with applicable local, state and federal laws.

The specific representations and warranties made by Citi depend on the nature of the transaction and the requirements of the buyer. Market conditions and credit-rating agency requirements may also affect representations and warranties and the other provisions to which Citi may agree in loan sales.

Repurchases or "Make-Whole" Payments

In the event of a breach of these representations and warranties, Citi may be required to either repurchase the mortgage loans with the identified defects (generally at unpaid principal balance plus accrued interest) or indemnify ("make-whole") the investors for their losses. Citi's representations and warranties are generally not subject to stated limits in amount or time of coverage.

To date in 2011, approximately 67% of Citi's repurchases and make-whole payments have been attributable to misrepresentation of facts by either the borrower or a third party (e.g., income, employment, debts, FICO, etc.), appraisal issues (e.g., an error or misrepresentation of value), or program requirements (e.g., a loan that does not meet investor guidelines, such as contractual interest rate). This is down from 76% in the year-ago period. There has not been a meaningful difference in incurred or estimated loss for each type of defect.

In the case of a repurchase, Citi will bear any subsequent credit loss on the mortgage loan and the loan is typically considered a credit-impaired loan and accounted for under SOP 03-3, "Accounting for Certain Loans and Debt Securities, Acquired in a Transfer" (now incorporated into ASC 310-30, *Receivables Loans and Debt Securities Acquired with Deteriorated Credit Quality*). These repurchases have not had a material impact on Citi's non-performing loan statistics because credit-impaired purchased SOP 03-3 loans are not included in non-accrual loans, since they generally continue to accrue interest until write-off.

The unpaid principal balance of loans repurchased due to representation and warranty claims for the three months ended September 30, 2011 and 2010, respectively, was as follows:

In millions of dollars	**September 30, 2011 Unpaid principal balance**	**September 30, 2010 Unpaid principal balance**
GSEs	**$ 162**	$ 53
Private investors		11
Total	**$ 162**	$ 64

The unpaid principal balance of loans repurchased due to representation and warranty claims for the nine months ended September 30, 2011 and 2010, respectively, was as follows:

In millions of dollars	**September 30, 2011 Unpaid principal balance**	**September 30, 2010 Unpaid principal balance**
GSEs	**$ 397**	$ 203
Private investors	**6**	23
Total	**$ 403**	$ 226

As evidenced in the tables above, Citi's repurchases have primarily been from the GSEs. In addition to the amounts set forth in the tables above, Citi recorded make-whole payments of $168 million and $73 million for the three months ended September 30, 2011 and 2010, respectively, and $382 million and $139 million for the nine months ended September 30, 2011 and 2010, respectively.

Repurchase Reserve

Citi has recorded a reserve for its exposure to losses from the obligation to repurchase previously sold loans (referred to as the repurchase reserve) that is included in *Other liabilities* in the Consolidated Balance Sheet. In estimating the repurchase reserve, Citi considers reimbursements estimated to be received from third-party correspondent lenders and indemnification agreements relating to previous acquisitions of mortgage servicing rights. Citi aggressively pursues collection from any correspondent lender that it believes has the financial ability to pay. The estimated reimbursements are based on Citi's analysis of its most recent collection trends and the financial solvency of the correspondents.

In the case of a repurchase of a credit-impaired SOP 03-3 loan, the difference between the loan's fair value and unpaid principal balance at the time of the repurchase is recorded as a utilization of the repurchase reserve. Make-whole payments to the investor are also treated as utilizations and charged directly against the reserve. The repurchase reserve is estimated when Citi sells loans (recorded as an adjustment to the gain on sale, which is included in *Other revenue* in the Consolidated Statement of Income) and is updated quarterly. Any change in estimate is recorded in *Other revenue*.

The repurchase reserve is calculated by individual sales vintage (i.e., the year the loans were sold) and is based on various assumptions. While substantially all of Citi's current repurchase activity has been with the GSEs, with which Citi previously had considerable historical experience, repurchase activity has increased given the continued focus on mortgage-related matters (e.g., the level of staffing and focus by the GSEs to "put" more loans back to servicers has, and continues to, increase) and, as a result, these assumptions contain a level of uncertainty and risk that, if different from actual results, could have a material impact on the reserve amounts. The most significant assumptions used to calculate the reserve levels are as follows:

Loan documentation requests: Assumptions regarding future expected loan documentation requests exist as a means to predict future repurchase claim trends. These assumptions are based on recent historical trends in loan documentation requests, recent trends in historical delinquencies, forecasted delinquencies and general industry knowledge about the current repurchase environment. During the third quarter of 2011, the actual number of loan documentation requests increased as compared to preceding quarters and, as a result, the assumption for estimated future loan documentation requests increased during the third quarter 2011 as well. However, the actual number of loan documentation requests in the current quarter was consistent with levels in the third quarter of 2010. Citi believes the level of loan documentation requests will remain elevated from historical levels and will continue to be volatile.

Repurchase claims as a percentage of loan documentation requests: Given that loan documentation requests are an indicator of future repurchase claims, an assumption is made regarding the conversion rate from loan documentation requests to actual repurchase claims, which assumption is based on historical performance. During the third quarter of 2011, the actual number of repurchase claims increased and thus the assumption regarding future repurchase claims increased.

Claims appeal success rate: This assumption represents Citi's expected success at rescinding a claim by satisfying the demand for more information, disputing the claim validity, or similar matters. This assumption is based on recent historical successful appeals rates, which can fluctuate based on changes in the validity or composition of claims. During the third quarter of 2011 Citi's appeal success rate remained stable, meaning approximately half of the repurchase claims had been successfully appealed and resulted in no loss to Citi.

Estimated loss per repurchase or make-whole: The assumption of the estimated loss per repurchase or make-whole payment is based on actual and estimated losses of recent historical repurchases/make-whole payments calculated for each sales vintage year in order to capture volatile housing price highs and lows. The estimated loss per repurchase or make-whole payment assumption is also impacted by estimates of loan size at the time of repurchase or make-whole payment. Recent periods have seen the actual loss per repurchase or make-whole payment increase and this trend continued with a further slight increase in the third quarter of 2011.

In sum, the increased estimates for future loan documentation requests, the increase in repurchase claims as a percentage of loan documentation requests and the slight increase in the estimated loss per repurchase or make-whole were the primary drivers of the increase in estimate for the repurchase reserve amounting to $296 million during the third quarter of 2011. The table below sets forth the activity in the repurchase reserve for the three months ended September 30, 2011 and 2010:

In millions of dollars

	Sept. 30, 2011	Sept. 30, 2010
Balance, beginning of period	**$ 1,001**	$ 727
Additions for new sales	**5**	3
Change in estimate	**296**	322
Utilizations	**(226)**	(100)
Balance, end of period	**$ 1,076**	$ 952

The activity in the repurchase reserve for the nine months ended September 30, 2011 and 2010 was as follows:

In millions of dollars	Sept. 30, 2011	Sept. 30, 2010
Balance, beginning of period	**$ 969**	$ 482
Additions for new sales	**13**	12
Change in estimate	**642**	669
Utilizations	**(548)**	(211)
Balance, end of period	**$ 1,076**	$ 952

As referenced above, the repurchase reserve is calculated by sales vintage. The majority of Citi's repurchases continues to be from the 2006 through 2008 sales vintages, which also represented the vintages with the largest loss severity. An insignificant percentage of repurchases have been from vintages prior to 2006, and Citi continues to believe that this percentage will continue to decrease, as those vintages are later in the credit cycle. Although still early in the credit cycle, Citi continues to experience lower repurchases and loss per repurchase or make-whole from sales vintages after 2008.

Sensitivity of Repurchase Reserve

As discussed above, the repurchase reserve estimation process is subject to numerous estimates and judgments. The assumptions used to calculate the repurchase reserve contain a level of uncertainty and risk that, if different from actual results, could have a material impact on the reserve amounts. For example, Citi estimates that if there were a simultaneous 10% adverse change in each of the significant assumptions noted above, the repurchase reserve would increase by approximately $607 million as of September 30, 2011. This potential change is hypothetical and intended to indicate the sensitivity of the repurchase reserve to changes in the key assumptions. Actual changes in the key assumptions may not occur at the same time or to the same degree (i.e., an adverse change in one assumption may be offset by an improvement in another). Citi does not believe it has sufficient information to estimate a range of reasonably possible loss (as defined under ASC 450) relating to its Consumer representations and warranties.

Representation and Warranty Claims By Claimant

The representation and warranty claims by claimant for the three-month periods ended September 30, 2011 and 2010, respectively, were as follows:

	September 30, 2011		**September 30, 2010**	
In millions of dollars	**Number of claims**	**Original principal balance**	**Number of claims**	**Original principal balance**
GSEs	**3,543**	**$ 736**	2,318	$ 489
Private investors	**278**	**55**	342	72
Mortgage insurers(1)	**241**	**54**	67	14
Total(2)	**4,062**	**$ 845**	2,727	$ 575

(1) Represents the insurer's rejection of a claim for loss reimbursement that has yet to be resolved. To the extent that mortgage insurance will not cover the claim on a loan, Citi may have to make the GSE or private investor whole.

(2) Includes 428 and 673 claims, and $78 million and $128 million of original principal balance, for the three-month periods ended September 30, 2011 and 2010, respectively, pursuant to prior acquisitions of mortgage servicing rights which are covered by indemnification agreements from third parties in favor of Citi. Substantially all of these agreements expire prior to March 1, 2012. The expiration of these indemnification agreements is considered in determining the repurchase reserve.

The representation and warranty claims by claimant for the nine-month periods ended September 30, 2011 and 2010, respectively, were as follows:

	September 30, 2011		**September 30, 2010**	
In millions of dollars	**Number of claims**	**Original principal balance**	**Number of claims**	**Original principal balance**
GSEs	**10,552**	**$ 2,281**	8,133	$ 1,699
Private investors	**1,367**	**281**	962	246
Mortgage insurers(1)	**578**	**129**	194	42
Total(2)	**12,497**	**$ 2,691**	9,289	$ 1,987

(1) Represents the insurer's rejection of a claim for loss reimbursement that has yet to be resolved. To the extent that mortgage insurance will not cover the claim on a loan, Citi may have to make the GSE or private investor whole.

(2) Includes 1,390 and 2,120 claims, and $230 million and $444 million of original principal balance, for the nine-month periods ended September 30, 2011 and 2010, respectively, pursuant to prior acquisitions of mortgage servicing rights which are covered by indemnification agreements from third parties in favor of Citi. Substantially all of these agreements expire prior to March 1, 2012. The expiration of these indemnification agreements is considered in determining the repurchase reserve.

The number of unresolved claims by type of claimant as of September 30, 2011 and December 31, 2010, respectively, was as follows:

	September 30, 2011		**December 31, 2010**	
In millions of dollars	**Number of claims(1)**	**Original principal balance**	**Number of claims**	**Original principal balance**
GSEs	**5,850**	**$ 1,239**	5,257	$ 1,123
Private investors	**402**	**86**	581	128
Mortgage insurers	**110**	**24**	78	17
Total(2)	**6,362**	**$ 1,349**	5,916	$ 1,268

(1) For GSEs, the response to the repurchase claim is required within 90 days of the claim receipt. If Citi does not respond within 90 days, the claim would then be discussed between Citi and the GSE. For private investors, the time period for responding is governed by the individual sale agreement. If the specified timeframe is exceeded, the investor may choose to initiate legal action.

(2) Includes 705 and 1,333 claims, and $129 million and $267 million of original principal balance, as of September 30, 2011 and December 31, 2010, respectively, pursuant to prior acquisitions of mortgage servicing rights which are covered by indemnification agreements from third parties in favor of Citi. Substantially all of these agreements expire prior to March 1, 2012. The expiration of these indemnification agreements is considered in determining the repurchase reserve.

***Securities and Banking*-Sponsored Private-Label Residential Mortgage Securitizations Representations and Warranties**

Over the years, *S&B* has been a sponsor of private-label residential mortgage-backed securitizations. Residential mortgage securitizations sponsored by Citi's *S&B* business have represented a much smaller portion of Citi's business than Citi's Consumer residential mortgage business discussed above.

As previously disclosed, during the period 2005 through 2008, *S&B* sponsored approximately $66 billion in private-label mortgage-backed securitization transactions which were backed by loan collateral composed of approximately $15.5 billion prime, $12.4 billion Alt-A and $38.6 billion subprime residential mortgage loans. As of September 30, 2011, approximately $24 billion of this amount remains outstanding as a result of repayments of approximately $34.0 billion and cumulative losses (incurred by the issuing trusts) of approximately $8.3 billion (of which approximately $6.4 billion related to subprime loans). Of the amount remaining outstanding, approximately $6.4 billion is backed by prime residential mortgage collateral at origination, approximately $5.1 billion by Alt-A and approximately $12.7 billion by subprime. As of September 30, 2011, these loans had a 90 days or more delinquency rate in the aggregate of approximately 26.6%. In addition, 3.4% of these outstandings were real estate owned (REO).

The mortgages included in these securitizations were purchased from parties outside of *S&B*; fewer than 2% of the mortgages underlying the transactions outstanding as of September 30, 2011 were originated by Citi. In addition, fewer than 10% of the mortgages are serviced by Citi (the mortgages serviced by Citi are included in the $421 billion of residential mortgage loans referenced under "Consumer Mortgage Representations and Warranties" above).

In connection with these securitization transactions, representations and warranties (representations) relating to the mortgages included in each trust issuing the securities were made either by Citi, by third-party sellers (Selling Entities, which were also often the originators of the loans), or both. These representations were generally made or assigned to the issuing trust and related to, among other things, the following:

- the absence of fraud on the part of the borrower, the seller or any appraiser, broker or other party involved in the origination of the mortgage (which was sometimes wholly or partially limited to the knowledge of the representation provider);
- whether the mortgage property was occupied by the borrower as his or her principal residence;
- the mortgage's compliance with applicable federal, state and local laws;
- whether the mortgage was originated in conformity with the originator's underwriting guidelines; and
- detailed data concerning the mortgages that were included on the mortgage loan schedule.

The specific representations relating to the mortgages in each securitization varied, however, depending on various factors such as the Selling Entity, rating agency requirements and whether the mortgages were considered prime, Alt-A or subprime in credit quality.

In the event of a breach of its representations, Citi may be required either to repurchase the mortgage with the identified defects (generally at unpaid principal balance plus accrued interest) or indemnify the investors for their losses. For securitizations in which Citi made representations, Citi generally also received from the Selling Entities similar representations, with the exception of certain limited representations required by, among others, the rating agencies. In cases where Citi made representations and also received the same representations from the Selling Entity for a particular loan, if Citi receives a claim based on breach of those representations in respect of the loan, it may have a contractual right to pursue a similar (back-to-back) claim against the Selling Entity (see discussion below). If only the Selling Entity made representations with respect to a particular loan, then only the Selling Entity should be responsible for a claim based on breach of the representations.

For the majority of the securitizations where Citi made representations and received similar representations from Selling Entities, Citi currently believes that with respect to the securitizations backed by prime and Alt-A collateral, if it received a repurchase claim for those loans, it would have back-to-back claims against the Selling Entities that the Selling Entities would likely be in a position to honor. However, for the significant majority of the subprime collateral where Citi has back-to-back claims against Selling Entities, Citi believes that those Selling Entities would be unlikely to honor back-to-back claims because they are in bankruptcy, liquidation, or financial distress. In those situations, in the event that claims for breaches of representations were made against Citi, the Selling Entities' financial condition might preclude Citi from obtaining back-to-back recoveries from them.

To date, Citi has received actual claims for breaches of representations relating to only a small percentage of the mortgages included in its securitization transactions, although the pace of claims remains volatile. However, Citi has experienced, and may continue to experience in the future, an increase in the level of inquiries relating to the above securitization transactions, particularly requests for loan files, among other matters, from trustees of securitization trusts and others. These inquiries may or may not lead to actual claims for breaches of representations; however, given the continued increased focus on mortgage-related matters, as well as the increasing level of litigation and regulatory activity relating to mortgage loans and mortgage-backed securities, not just for Citi but for the industry as a whole (for information on litigation and regulatory proceedings involving Citigroup, see Note 23 to the Consolidated Financial Statements), Citi continues to monitor this claim activity closely.

In addition to the above securitization transactions, as previously disclosed, during the period 2005 through 2008, *S&B* sold approximately $5.9 billion in whole loan mortgages, primarily to private investors. These loans were generally sold on a "servicer released" basis and, as a result, *S&B* is not able to determine the current outstanding balances of these loans. Only a small percentage of these loans were sold with

representations by *S&B* that remain in effect and, to date, *S&B* has received claims for breaches of representations relating to only a small percentage of these loan sales.

Other potential liability exists with respect to *S&B*'s mortgage-related activities, including potential liability arising from underwriting of residential mortgage-backed securities. For example, *S&B* participated in the underwriting of the above-referenced *S&B*-sponsored securitizations, as well as other residential mortgage-backed securities. For additional information on litigation related to these activities, see Note 23 to the Consolidated Financial Statements.

CORPORATE LOAN DETAILS

Corporate Credit Portfolio

The following table represents the Corporate credit portfolio (excluding Private Bank), before consideration of collateral, by maturity at September 30, 2011. The Corporate portfolio is broken out by direct outstandings, which include drawn loans, overdrafts, interbank placements, bankers' acceptances and leases, and unfunded commitments, which include unused commitments to lend, letters of credit and financial guarantees.

	At September 30, 2011				At December 31, 2010			
In billions of dollars	Due within 1 year	Greater than 1 year but within 5 years	Greater than 5 years	Total exposure	Due within 1 year	Greater than 1 year but within 5 years	Greater than 5 years	Total exposure
Direct outstandings	**$ 188**	**$ 54**	**$ 12**	**$ 254**	$ 191	$ 43	$ 8	$ 242
Unfunded lending commitments	**160**	**134**	**21**	**315**	174	94	19	287
Total	**$ 348**	**$ 188**	**$ 33**	**$ 569**	$ 365	$ 137	$ 27	$ 529

Portfolio Mix

The Corporate credit portfolio is diverse across geography, counterparty and industry. The following table shows the percentage of direct outstandings and unfunded commitments by region:

	September 30, 2011	December 31, 2010
North America	**47%**	47%
EMEA	**27**	28
Latin America	**8**	7
Asia	**18**	18
Total	**100%**	100%

The maintenance of accurate and consistent risk ratings across the Corporate credit portfolio facilitates the comparison of credit exposure across all lines of business, geographic regions and products.

Obligor risk ratings reflect an estimated probability of default for an obligor and are derived primarily through the use of statistical models (which are validated periodically), external rating agencies (under defined circumstances) or approved scoring methodologies. Facility risk ratings are assigned, using the obligor risk rating, and then factors that affect the loss-given default of the facility, such as support or collateral, are taken into account. Citigroup also has incorporated climate risk assessment criteria for certain obligors, as necessary. In such cases, factors evaluated include consideration of the business impact, impact of regulatory requirements, or lack thereof, and impact of physical effects on obligors and their assets.

These factors may adversely affect the ability of some obligors to perform and thus increase the risk of lending activities to these obligors. Internal obligor ratings equivalent to BBB and above are considered investment grade. Ratings below the equivalent of the BBB category are considered non-investment grade.

The following table presents the Corporate credit portfolio by facility risk rating at September 30, 2011 and December 31, 2010, as a percentage of the total portfolio:

	Direct outstandings and unfunded commitments	
	September 30, 2011	**December 31, 2010**
AAA/AA/A	**54%**	56%
BBB	**28**	26
BB/B	**14**	13
CCC or below	**3**	5
Unrated	**1**	
Total	**100%**	100%

The Corporate credit portfolio is diversified by industry, with a concentration in the financial sector, including banks, other financial institutions, insurance companies, investment banks and government and central banks. The following table shows the allocation of direct outstandings and unfunded commitments to industries as a percentage of the total Corporate portfolio:

	Direct outstandings and unfunded commitments	
	September 30, 2011	**December 31, 2010**
Public sector	**18%**	19%
Transportation and industrial	**16**	16
Petroleum, energy, chemical and metal	**15**	15
Banks/broker-dealers	**14**	14
Consumer retail and health	**13**	12
Technology, media and telecom	**8**	8
Insurance and special purpose vehicles	**5**	5
Hedge funds	**4**	3
Other industries(1)	**4**	4
Real estate	**3**	4
Total	**100%**	100%

(1) Includes all other industries, none of which exceeds 2% of total outstandings.

Credit Risk Mitigation

As part of its overall risk management activities, Citigroup uses credit derivatives and other risk mitigants to hedge portions of the credit risk in its Corporate credit portfolio, in addition to outright asset sales. The purpose of these transactions is to transfer credit risk to third parties. The results of the mark to market and any realized gains or losses on credit derivatives are reflected in the *Principal transactions* line on the Consolidated Statement of Income.

At September 30, 2011 and December 31, 2010, $47.3 billion and $49.0 billion, respectively, of credit risk exposures were economically hedged. Citigroup's expected loss model used in the calculation of its loan loss reserve does not include the favorable impact of credit derivatives and other risk mitigants. In addition, the reported amounts of direct outstandings and unfunded commitments above do not reflect the impact of these hedging transactions. At September 30, 2011 and December 31, 2010, the credit protection was economically hedging underlying credit exposure with the following risk rating distribution, respectively:

Rating of Hedged Exposure

	September 30, 2011	**December 31, 2010**
AAA/AA/A	**40%**	53%
BBB	**45**	32

BB/B	**13**	11
CCC or below	**2**	4
Total	**100%**	100%

At September 30, 2011 and December 31, 2010, the credit protection was economically hedging underlying credit exposures with the following industry distribution:

Industry of Hedged Exposure

	September 30, 2011	**December 31, 2010**
Petroleum, energy, chemical and metal	**20%**	24%
Transportation and industrial	**20**	19
Public sector	**17**	13
Consumer retail and health	**16**	19
Technology, media and telecom	**11**	10
Banks/broker-dealers	**8**	7
Insurance and special purpose vehicles	**5**	4
Other industries(1)	**3**	4
Total	**100%**	100%

(1) Includes all other industries, none of which is greater than 2% of the total hedged amount.

EXPOSURE TO COMMERCIAL REAL ESTATE

ICG and the *SAP*, through their business activities and as capital markets participants, incur exposures that are directly or indirectly tied to the commercial real estate (CRE) market, and *LCL* and *RCB* hold loans that are collateralized by CRE. These exposures are represented primarily by the following three categories:

(1) *Assets held at fair value* included approximately $6.8 billion at September 30, 2011, of which approximately $5.5 billion are securities, loans and other items linked to CRE that are carried at fair value as trading account assets, approximately $1.1 billion are securities backed by CRE carried at fair value as available-for-sale (AFS) investments and approximately $0.2 billion are other exposures classified as other assets. Changes in fair value for trading account assets are reported in current earnings, while AFS investments are reported in *Accumulated other comprehensive income (loss)* with credit-related other-than-temporary impairments reported in current earnings.

The majority of these exposures is classified as Level 3 in the fair value hierarchy. Over the last several years, weakened activity in the trading markets for some of these instruments resulted in reduced liquidity, thereby decreasing the observable inputs for such valuations, and could continue to have an adverse impact on how these instruments are valued in the future. See Note 19 to the Consolidated Financial Statements.

(2) *Assets held at amortized cost* included approximately $1.4 billion of securities classified as held-to-maturity (HTM) and approximately $26.2 billion of loans and commitments, each as of September 30, 2011. HTM securities are accounted for at amortized cost, subject to other-than-temporary impairment evaluation. Loans and commitments are recorded at amortized cost, less loan loss reserves. The impact from changes in credit is reflected in the calculation of the allowance for loan losses and in net credit losses.

(3) *Equity and other investments* included approximately $3.4 billion of equity and other investments (such as limited partner fund investments) at September 30, 2011 that are accounted for under the equity method, which recognizes gains or losses based on the investor's share of the net income of the investee.

The following table provides a summary of Citigroup's global CRE funded and unfunded exposures at September 30, 2011 and December 31, 2010:

In billions of dollars	**September 30, 2011**	**December 31, 2010**
Institutional Clients Group		
CRE exposures carried at fair value (including AFS securities)	**$ 5.6**	$ 4.4
Loans and unfunded commitments	**18.9**	17.5
HTM securities	**1.4**	1.5
Equity method investments	**3.2**	3.5
Total *ICG*	**$ 29.1**	$ 26.9
Special Asset Pool		
CRE exposures carried at fair value (including AFS)	**$ 0.6**	$ 0.8
Loans and unfunded commitments	**2.8**	5.1
HTM securities		0.1
Equity method investments	**0.2**	0.2
Total *SAP*	**$ 3.6**	$ 6.2
Regional Consumer Banking		
Loans and unfunded commitments	**$ 2.8**	$ 2.7
Local Consumer Lending		
Loans and unfunded commitments	**$ 1.7**	$ 4.0
Brokerage and Asset Management		
CRE exposures carried at fair value	**$ 0.6**	$ 0.5
Total Citigroup	**$ 37.8**	$ 40.3

The above table represents the vast majority of Citi's direct exposure to CRE. There may be other transactions that have indirect exposures to CRE that are not reflected in this table.

MARKET RISK

Market risk encompasses liquidity risk and price risk, both of which arise in the normal course of business of a global financial intermediary. Liquidity risk is the risk that an entity may be unable to meet a financial commitment to a customer, creditor, or investor when due. Liquidity risk is discussed in "Capital Resources and Liquidity" above. Price risk is the earnings risk from changes in interest rates, foreign exchange rates, equity and commodity prices, and in their implied volatilities. Price risk arises in non-trading portfolios, as well as in trading portfolios.

Interest Rate Exposure (IRE) for Non-Trading Portfolios

The exposures in the following table represent the approximate annualized risk to net interest revenue (NIR), assuming an unanticipated parallel instantaneous 100 basis points change, as well as a more gradual 100 basis points (25 basis points per quarter) parallel change in rates compared with the market forward interest rates in selected currencies.

	September 30, 2011		**June 30, 2011**		**September 30, 2010**	
In millions of dollars	**Increase**	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
U.S. dollar						
Instantaneous change	**$ 168**	**NM**	$ 166	NM	$ (302)	NM
Gradual change	**242**	**NM**	110	NM	(189)	NM
Mexican peso						
Instantaneous change	**$ 131**	**$ (131)**	$ 123	$ (123)	$ 88	$ (88)
Gradual change	**80**	**(80)**	79	(79)	50	(50)
Euro						
Instantaneous change	**$ 125**	**(122)**	$ 50	(48)	$ 38	NM
Gradual change	**70**	**(70)**	30	(30)	20	NM
Japanese yen						
Instantaneous change	**$ 95**	**NM**	$ 87	NM	$ 85	NM
Gradual change	**55**	**NM**	51	NM	58	NM
Pound sterling						
Instantaneous change	**$ 51**	**NM**	$ 45	NM	$ 24	NM
Gradual change	**27**	**NM**	25	NM	14	NM

NM
Not meaningful. A 100 basis point decrease in interest rates would imply negative rates for the yield curve.

The changes in the U.S. dollar IRE from the previous quarter reflect changes in the customer-related asset and liability mix, the expected impact of market rates on customer behavior and purchases in the liquidity portfolio. The changes from the prior-year quarter primarily reflected asset sales, pricing changes due to the CARD Act, debt issuance and swapping activities, and repositioning of the liquidity portfolio.

Certain trading-oriented businesses within Citi have accrual-accounted positions. The U.S. dollar IRE associated with these businesses is $64 million for a 100 basis point instantaneous increase in interest rates.

The following table shows the risk to NIR from six different changes in the implied-forward rates. Each scenario assumes that the rate change will occur on a gradual basis every three months over the course of one year.

	Scenario 1	**Scenario 2**	**Scenario 3**	**Scenario 4**	**Scenario 5**	**Scenario 6**
Overnight rate change (bps)		**100**	**200**	**(200)**	**(100)**	
10-year rate change (bps)	**(100)**		**100**	**(100)**		**100**
Impact to net interest revenue *(in millions of dollars)*	**$ (186)**	**$ 286**	**$ 350**	**NM**	**NM**	**$ 80**

NM
Not meaningful. A 100 basis point or more decrease in the overnight rate would imply negative rates for the yield curve.

Value at Risk for Trading Portfolios

Value at risk (VAR) estimates, at a 99% confidence level, the potential decline in the value of a position or a portfolio under normal market conditions. Citigroup uses full Monte Carlo simulation, which Citi believes is conservatively calibrated to incorporate the greater of short-term (most recent month) and long-term (up to three years) market volatility. The Monte Carlo simulation involves approximately 300,000 market factors, making use of 180,000 time series, with market factors updated daily and model parameters updated weekly.

The conservative features of the VAR calibration contributes approximately a 20% add-on to what would be a VAR estimated under the assumption of stable and perfectly normally distributed markets. Under normal and stable market conditions, Citi would thus expect the number of days where trading losses exceed its VAR to be less than 2 or 3 exceptions per year; periods of unstable market conditions could increase the number of these exceptions. During the last four quarters, there was one back testing exception where trading losses exceeded the VAR estimate at the Citigroup level.

For Citigroup's major trading centers, the aggregate pretax VAR in the trading portfolios was $266 million, $202 million, $204 million and $226 million at September 30, 2011, June 30, 2011, March 31, 2011 and September 30, 2010, respectively. Daily Citigroup trading VAR averaged $224 million and ranged from $159 million to $274 million during the third quarter of 2011. At the Citigroup level, the VAR increase was driven by a combination of changes in positions in the portfolio and by the increase in market volatility. The main driver of the impact due to position changes was a change in the risk profile of equity markets within *S&B* and the corollary loss of diversification benefits across the portfolio.

The following table summarizes VAR for Citigroup trading portfolios at September 30, 2011, June 30, 2011 and September 30, 2010, including the total VAR, the specific risk-only component of VAR and the isolated general market factor VAR, along with the quarterly averages.

In millions of dollars	September 30, 2011	Third Quarter 2011 Average	June 30, 2011	Second Quarter 2011 Average	September 30, 2010	Third Quarter 2010 Average
Interest rate	**$ 271**	**$ 251**	$ 258	$ 230	$ 274	$ 252
Foreign exchange	**82**	**59**	53	60	68	72
Equity	**51**	**52**	42	46	33	53
Commodity	**22**	**22**	20	25	30	26
Diversification benefit	**(160)**	**(160)**	(171)	(177)	(179)	(190)
Total All market risk factors, including general and specific risk	**$ 266**	**$ 224**	$ 202	$ 184	$ 226	$ 213
Specific risk-only component(1)	**$ 52**	**$ 28**	$ 21	$ 16	$ 29	$ 19
Total General market factors only	**$ 214**	**$ 196**	$ 181	$ 168	$ 197	$ 194

(1) The specific risk-only component represents the level of equity and fixed income issuer-specific risk embedded in VAR.

The table below provides the range of market factor VARs, inclusive of specific risk, across the quarters ended:

	September 30, 2011		June 30, 2011		September 30, 2010	
In millions of dollars	Low	High	Low	High	Low	High
Interest rate	**$ 208**	**$ 297**	$ 190	$ 322	$ 231	$ 285
Foreign exchange	**34**	**87**	35	92	55	90
Equity	**26**	**86**	27	82	32	86
Commodity	**17**	**30**	19	33	22	33

The following table provides the VAR for *S&B* for the third and second quarter of 2011.

In millions of dollars	September 30, 2011	June 30, 2011

Total All market risk factors, including general and specific risk	**$**	**188**	$	143
Average during quarter	**$**	**168**	$	139
High during quarter		**205**		188
Low during quarter		**116**		104

INTEREST REVENUE/EXPENSE AND YIELDS

Average Rates Interest Revenue, Interest Expense, and Net Interest Margin

In millions of dollars	3rd Qtr. 2011	2nd Qtr. 2011	3rd Qtr. 2010	Change 3Q11 vs. 3Q10
Interest revenue	**$ 18,282**	$ 18,706	$ 19,427	**(6)%**
Interest expense	**6,030**	6,436	6,183	**(2)%**
Net interest revenue(1)(2)(3)	**$ 12,252**	$ 12,270	$ 13,244	**(7)%**
Interest revenue average rate	**4.23%**	4.29%	4.50%	**(27) bps**
Interest expense average rate	**1.62%**	1.69%	1.62%	
Net interest margin	**2.83%**	2.82%	3.06%	**(23) bps**
Interest-rate benchmarks				
Federal Funds rate end of period	**0.00-0.25%**	0.00-0.25%	0.00-0.25%	
Federal Funds rate average rate	**0.00-0.25%**	0.00-0.25%	0.00-0.25%	
Two-year U.S. Treasury note average rate	**0.28%**	0.56%	0.54%	**(26) bps**
10-year U.S. Treasury note average rate	**2.41%**	3.20%	2.78%	**(37) bps**
10-year vs. two-year spread	**213 bps**	264 bps	244 bps	

(1) Net interest revenue includes the taxable equivalent adjustments (based on the U.S. federal statutory tax rate of 35%) of $138 million, $122 million and $116 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(2) Excludes expenses associated with hybrid financial instruments and beneficial interests in consolidated VIEs. These obligations are classified as *Long-term debt* and accounted for at fair value with changes recorded in *Principal transactions*.

(3) Net interest revenue includes the FDIC assessment and deposit insurance fees and charges of $387 million, $367 million and $226 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

A significant portion of Citi's business activities are based upon gathering deposits and borrowing money and then lending or investing those funds, or participating in market making activities in tradable securities. The net interest margin (NIM) is calculated by dividing gross interest revenue less gross interest expense by average interest earning assets.

During the third quarter of 2011, Citi's NIM remained relatively flat as compared to the prior quarter, increasing by approximately 1 basis point. Year-over-year, NIM decreased by approximately 23 basis points, primarily driven by the continued run-off and sales of higher-yielding assets in Citi Holdings and lower investment yields driven by the continued low interest rate environment, partially offset by the growth of lower-yielding loans in Citicorp. Absent any significant changes or events (e.g., a significant portfolio sale in Citi Holdings), Citi expects NIM will likely continue to reflect the pressure of a low interest rate environment and thus is likely to continue to decline by several basis points each quarter over the near term.

AVERAGE BALANCES AND INTEREST RATES ASSETS(1)(2)(3)(4)

Taxable Equivalent Basis

In millions of dollars	Average volume 3rd Qtr. 2011	Average volume 2nd Qtr. 2011	Average volume 3rd Qtr. 2010	Interest revenue 3rd Qtr. 2011	Interest revenue 2nd Qtr. 2011	Interest revenue 3rd Qtr. 2010	% Average rate 3rd Qtr. 2011	% Average rate 2nd Qtr. 2011	% Average rate 3rd Qtr. 2010
Assets									
Deposits with banks(5)	**$ 167,808**	$ 173,728	$ 160,541	**$ 423**	$ 460	$ 318	**1.00%**	1.06%	0.79%
Federal funds sold and securities borrowed or purchased under agreements to resell(6)									
In U.S. offices	**$ 154,573**	$ 166,793	$ 155,053	**$ 362**	$ 360	$ 441	**0.93%**	0.87%	1.13%
In offices outside the U.S.(5)	**126,460**	113,356	91,891	**586**	543	366	**1.84**	1.92	1.58
Total	**$ 281,033**	$ 280,149	$ 246,944	**$ 948**	$ 903	$ 807	**1.34%**	1.29%	1.30%
Trading account assets(7)(8)									
In U.S. offices	**121,915**	$ 124,366	$ 122,799	**$ 1,013**	$ 1,107	$ 1,052	**3.30%**	3.57%	3.40%
In offices outside the U.S.(5)	**153,835**	154,170	150,503	**1,081**	1,128	991	**2.79**	2.93	2.61
Total	**$ 275,750**	$ 278,536	$ 273,302	**$ 2,094**	$ 2,235	$ 2,043	**3.01%**	3.22%	2.97%
Investments									
In U.S. offices									
Taxable	**$ 164,497**	$ 175,106	$ 181,513	**$ 775**	$ 818	$ 1,102	**1.87%**	1.87%	2.41%
Exempt from U.S. income tax	**13,705**	13,319	14,780	**237**	219	221	**6.86**	6.60	5.93
In offices outside the U.S.(5)	**118,652**	129,960	131,275	**1,025**	1,181	1,324	**3.43**	3.64	4.00
Total	**$ 296,854**	$ 318,385	$ 327,568	**$ 2,037**	$ 2,218	$ 2,647	**2.72%**	2.79%	3.21%
Loans (net of unearned income)(9)									
In U.S. offices	**$ 366,248**	$ 370,513	$ 396,518	**$ 7,272**	$ 7,302	$ 8,248	**7.88%**	7.90%	8.25%
In offices outside the U.S.(5)	**278,214**	275,681	253,016	**5,402**	5,472	5,087	**7.70**	7.96	7.98
Total	**$ 644,462**	$ 646,194	$ 649,534	**$ 12,674**	$ 12,774	$ 13,335	**7.80%**	7.93%	8.15%
Other interest-earning assets	**$ 50,755**	$ 50,432	$ 56,542	**$ 106**	$ 116	$ 277	**0.83%**	0.92%	1.94%
Total interest-earning assets	**$ 1,716,662**	$ 1,747,424	$ 1,714,431	**$ 18,282**	$ 18,706	$ 19,427	**4.23%**	4.29%	4.50%

Non-interest-earning assets(7)	**247,003**	234,882	219,977
Total assets from discontinued operations			44,671
Total assets	**$ 1,963,665**	$ 1,982,306	$ 1,979,079

(1) Net interest revenue includes the taxable equivalent adjustments (based on the U.S. federal statutory tax rate of 35%) of $138 million, $122 million and $116 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(2) Interest rates and amounts include the effects of risk management activities associated with the respective asset and liability categories.

(3) Monthly or quarterly averages have been used by certain subsidiaries where daily averages are unavailable.

(4) Detailed average volume, interest revenue and interest expense exclude discontinued operations. See Note 2 to the Consolidated Financial Statements.

(5) Average rates reflect prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(6) Average volumes of securities borrowed or purchased under agreements to resell are reported net pursuant to FIN 41 (ASC 210-20-45). However, Interest revenue excludes the impact of FIN 41 (ASC 210-20-45).

(7) The fair value carrying amounts of derivative contracts are reported in non-interest-earning assets and other non-interest-bearing liabilities.

(8) Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest Revenue*. Interest revenue and interest expense on cash collateral positions are reported in interest on *Trading account assets* and *Trading account liabilities*, respectively.

(9) Includes cash-basis loans.

AVERAGE BALANCES AND INTEREST RATES LIABILITIES AND EQUITY, AND NET INTEREST REVENUE(1)(2)(3)(4)

Taxable Equivalent Basis

In millions of dollars	Average volume 3rd Qtr. 2011	Average volume 2nd Qtr. 2011	Average volume 3rd Qtr. 2010	Interest expense 3rd Qtr. 2011	Interest expense 2nd Qtr. 2011	Interest expense 3rd Qtr. 2010	% Average rate 3rd Qtr. 2011	% Average rate 2nd Qtr. 2011	% Average rate 3rd Qtr. 2010
Liabilities									
Deposits									
In U.S. offices									
Savings deposits(5)	**$ 194,553**	$ 194,337	$ 196,724	**$ 527**	$ 518	444	**1.07%**	1.07%	0.90%
Other time deposits	**26,595**	29,624	44,103	**34**	77	98	**0.51**	1.04	0.88
In offices outside the U.S.(6)	**484,081**	499,800	487,128	**1,667**	1,635	1,588	**1.37**	1.31	1.29
Total	**$ 705,229**	$ 723,761	$ 727,955	**$ 2,228**	$ 2,230	$ 2,130	**1.25%**	1.24%	1.16%
Federal funds purchased and securities loaned or sold under agreements to repurchase(7)									
In U.S. offices	**$ 116,944**	$ 118,376	$ 115,961	**$ 175**	$ 241	188	**0.59%**	0.82%	0.64%
In offices outside the U.S.(6)	**101,472**	103,323	89,454	**621**	692	483	**2.43**	2.69	2.14
Total	**$ 218,416**	$ 221,699	$ 205,415	**$ 796**	$ 933	671	**1.45%**	1.69%	1.30%
Trading account liabilities(8)(9)									
In U.S. offices	**$ 43,032**	$ 37,731	$ 35,725	**$ 54**	$ 114	79	**0.50%**	1.21%	0.88%
In offices outside the U.S.(6)	**53,676**	54,114	39,740	**37**	54	29	**0.27**	0.40	0.29
Total	**$ 96,708**	$ 91,845	$ 75,465	**$ 91**	$ 168	108	**0.37%**	0.73%	0.57%
Short-term borrowings									
In U.S. offices	**$ 80,189**	$ 91,339	$ 103,866	**$ 14**	$ 27	153	**0.07%**	0.12%	0.58%
In offices outside the U.S.(6)	**45,605**	38,055	41,052	**141**	141	60	**1.23**	1.49	0.58
Total	**$ 125,794**	$ 129,394	$ 144,918	**$ 155**	$ 168	213	**0.49%**	0.52%	0.58%
Long-term debt(10)									
In U.S. offices	**$ 313,762**	$ 339,033	$ 344,375	**$ 2,594**	$ 2,735	2,837	**3.28%**	3.24%	3.27%
In offices outside the U.S.(6)	**15,968**	19,348	19,558	**166**	202	224	**4.12**	4.19	4.54

Total	**$ 329,730**	$ 358,381	$ 363,933	**$ 2,760**	$ 2,937	3,061	**3.32%**	3.29%	3.34%		
Total interest-bearing liabilities	**$ 1,475,877**	$ 1,525,080	$ 1,517,686	**$ 6,030**	$ 6,436	6,183	**1.62%**	1.69%	1.62%		
Demand deposits in U.S. offices	**14,797**	19,644	15,046								
Other non-interest-bearing liabilities(8)	**293,548**	260,873	240,974								
Total liabilities from discontinued operations			44,385								
Total liabilities	**$ 1,784,222**	$ 1,805,597	$ 1,818,091								
Citigroup equity(11)	**$ 177,465**	$ 174,628	$ 158,416								
Noncontrolling interest	**$ 1,978**	$ 2,081	$ 2,572								
Total stockholders' equity(11)	**$ 179,443**	$ 176,709	$ 160,988								
Total liabilities and stockholders' equity	**$ 1,963,665**	$ 1,982,306	$ 1,979,079								
Net interest revenue as a percentage of average interest-earning assets(12)											
In U.S. offices	**$ 954,004**	$ 992,942	$ 1,006,417	**$ 6,410**	$ 6,265	$ 7,473	**2.67%**	2.53%	2.90%		
In offices outside the U.S.(6)	**762,658**	754,482	708,014	**5,842**	6,005	5,771	**3.04**	3.19	3.23		
Total	**$ 1,716,662**	$ 1,747,424	$ 1,714,431	**$ 12,252**	$ 12,270	$ 13,244	**2.83%**	2.82%	3.06%		

(1) Net interest revenue includes the taxable equivalent adjustments (based on the U.S. federal statutory tax rate of 35%) of $138 million, $122 million and $116 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(2) Interest rates and amounts include the effects of risk management activities associated with the respective asset and liability categories.

(3) Monthly or quarterly averages have been used by certain subsidiaries where daily averages are unavailable.

(4)

Detailed average volume, interest revenue and interest expense exclude discontinued operations. See Note 2 to the Consolidated Financial Statements.

(5)

Savings deposits consist of Insured Money Market accounts, NOW accounts and other savings deposits. The interest expense includes the FDIC assessment and deposit insurance fees and charges of $387 million, $367 million and $226 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(6)

Average rates reflect prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(7)

Average volumes of securities loaned or sold under agreements to repurchase are reported net pursuant to FIN 41 (ASC 210-20-45). However, interest expense excludes the impact of FIN 41 (ASC 210-20-45).

(8)

The fair value carrying amounts of derivative contracts are reported in non-interest-earning assets and other non-interest-bearing liabilities.

(9)

Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest Revenue*. Interest revenue and interest expense on cash collateral positions are reported in interest on *Trading account assets* and *Trading account liabilities*, respectively.

(10)

Excludes hybrid financial instruments and beneficial interests in consolidated VIEs that are classified as *Long-term debt*, as these obligations are accounted for at fair value with changes recorded in *Principal transactions*.

(11)

Includes stockholders' equity from discontinued operations.

(12)

Includes allocations for capital and funding costs based on the location of the asset.

AVERAGE BALANCES AND INTEREST RATES ASSETS(1)(2)(3)(4)

Taxable Equivalent Basis

	Average Volume		Interest Revenue		% Average Rate	
In millions of dollars	Nine Months 2011	Nine Months 2010	Nine Months 2011	Nine Months 2010	Nine Months 2011	Nine Months 2010
Assets						
Deposits with banks(5)	**$ 173,682**	$ 165,083	**$ 1,342**	$ 899	**1.03%**	0.73%
Federal funds sold and securities borrowed or purchased under agreements to resell(6)						
In U.S. offices	**$ 157,469**	$ 167,123	**$ 1,114**	$ 1,364	**0.95%**	1.09%
In offices outside the U.S.(5)	**114,662**	84,333	**1,575**	976	**1.84**	1.55
Total	**$ 272,131**	$ 251,456	**$ 2,689**	$ 2,340	**1.32%**	1.24%
Trading account assets(7)(8)						
In U.S. offices	**$ 126,099**	$ 128,350	**$ 3,253**	$ 3,194	**3.45%**	3.33%
In offices outside the U.S.(5)	**150,804**	150,845	**3,109**	2,786	**2.76**	2.47
Total	**$ 276,903**	$ 279,195	**$ 6,362**	$ 5,980	**3.07%**	2.86%
Investments(1)						
In U.S. offices						
Taxable	**$ 171,824**	$ 163,331	**$ 2,543**	$ 3,792	**1.98%**	3.10%
Exempt from U.S. income tax	**13,340**	15,218	**729**	659	**7.31**	5.79
In offices outside the U.S.(5)	**126,717**	138,215	**3,491**	4,359	**3.68**	4.22
Total`	**$ 311,881**	$ 316,764	**$ 6,763**	$ 8,810	**2.90%**	3.72%
Loans (net of unearned income)(9)						
In U.S. offices	**$ 371,157**	$ 445,349	**$ 22,019**	$ 26,937	**7.93%**	8.09%
In offices outside the U.S.(5)	**272,072**	253,619	**15,717**	15,324	**7.72**	8.08
Total	**$ 643,229**	$ 698,968	**$ 37,736**	$ 42,261	**7.84%**	8.08%
Other interest-earning assets	**$ 50,227**	$ 51,318	**$ 373**	$ 555	**0.99%**	1.45%
Total interest-earning assets	**$ 1,728,053**	$ 1,762,784	**$ 55,265**	$ 60,845	**4.28%**	4.61%
Non-interest-earning assets(7)	**237,656**	225,408				

Total assets from discontinued operations	**891**	14,890
Total assets	**$ 1,966,600**	$ 2,003,082

(1) Net interest revenue includes the taxable equivalent adjustments (based on the U.S. federal statutory tax rate of 35%) of $384 million and $395 million for the nine months ended September 30, 2011 and 2010, respectively.

(2) Interest rates and amounts include the effects of risk management activities associated with the respective asset and liability categories.

(3) Monthly or quarterly averages have been used by certain subsidiaries where daily averages are unavailable.

(4) Detailed average volume, interest revenue and interest expense exclude discontinued operations.

(5) Average rates reflect prevailing local interest rates, including inflationary effects and monetary correction in certain countries.

(6) Average volumes of securities borrowed or purchased under agreements to resell are reported net pursuant to (ASC 210-20-45) FIN 41 and interest revenue excludes the impact of (ASC 210-20-45) FIN 41.

(7) The fair value carrying amounts of derivative and foreign exchange contracts are reported in non-interest-earning assets and other non-interest bearing liabilities.

(8) Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest revenue*. Interest revenue and interest expense on cash collateral positions are reported in *Trading account assets* and *Trading account liabilities*, respectively.

(9) Includes cash-basis loans.

AVERAGE BALANCES AND INTEREST RATES LIABILITIES AND EQUITY, AND NET INTEREST REVENUE(1)(2)(3)(4)

Taxable Equivalent Basis

	Average Volume		Interest Expense		% Average Rate	
In millions of dollars	Nine Months 2011	Nine Months 2010	Nine Months 2011	Nine Months 2010	Nine Months 2011	Nine Months 2010
Liabilities						
Deposits						
In U.S. offices						
Savings deposits(5)	**$ 193,729**	$ 187,020	**$ 1,436**	$ 1,363	**0.99%**	0.97%
Other time deposits	**29,693**	48,888	**220**	341	**0.99**	0.93
In offices outside the U.S.(6)	**491,469**	481,231	**4,816**	4,542	**1.31**	1.26
Total	**$ 714,891**	$ 717,139	**$ 6,472**	$ 6,246	**1.21%**	1.16%
Federal funds purchased and securities loaned or sold under agreements to repurchase(7)						
In U.S. offices	**$ 117,878**	$ 124,755	**$ 591**	$ 604	**0.67%**	0.65%
In offices outside the U.S.(6)	**100,699**	89,887	**1,875**	1,518	**2.49**	2.26
Total	**$ 218,577**	$ 214,642	**$ 2,466**	$ 2,122	**1.51%**	1.32%
Trading account liabilities(8)(9)						
In U.S. offices	**$ 38,541**	$ 36,025	**$ 219**	$ 211	**0.76%**	0.78%
In offices outside the U.S.(6)	**51,235**	43,391	**124**	66	**0.32**	0.20
Total	**$ 89,776**	$ 79,416	**$ 343**	$ 277	**0.51%**	0.47%
Short-term borrowings						
In U.S. offices	**$ 88,519**	$ 126,304	**$ 110**	$ 538	**0.17%**	0.57%
In offices outside the U.S.(6)	**41,296**	34,114	**383**	166	**1.24**	0.65
Total	**$ 129,815**	$ 160,418	**$ 493**	$ 704	**0.51%**	0.59%
Long-term debt(10)						
In U.S. offices	**$ 333,451**	$ 377,671	**$ 8,178**	$ 8,954	**3.28%**	3.17%
In offices outside the U.S.(6)	**18,535**	22,961	**565**	651	**4.08**	3.79
Total	**$ 351,986**	$ 400,632	**$ 8,743**	$ 9,605	**3.32%**	3.21%
Total interest-bearing liabilities	**$ 1,505,045**	$ 1,572,247	**$ 18,517**	$ 18,954	**1.64%**	1.61%

Demand deposits in U.S. offices	**17,752**	15,569						
Other non-interest bearing liabilities(8)	**268,695**	244,077						
Total liabilities from discontinued operations	**13**	14,795						
Total liabilities	**$ 1,791,505**	$ 1,846,688						
Total Citigroup equity(11)	**$ 172,957**	$ 154,069						
Noncontrolling interest	**$ 2,138**	$ 2,325						
Total Equity	**$ 175,095**	$ 156,394						
Total liabilities and stockholders' equity	**$ 1,966,600**	$ 2,003,082						
Net interest revenue as a percentage of average interest-earning assets(12)								
In U.S. offices	**$ 977,643**	$ 1,058,255	**$ 19,383**	$ 24,316	**2.65%**	3.07%		
In offices outside the U.S.(6)	**750,410**	704,529	**17,365**	17,575	**3.09**	3.34		
Total	**$ 1,728,053**	$ 1,762,784	**$ 36,748**	$ 41,891	**2.84%**	3.18%		

(1) Net interest revenue includes the taxable equivalent adjustments (based on the U.S. federal statutory tax rate of 35%) of $384 million and $395 million for the nine months ended September 30, 2011 and 2010, respectively.

(2) Interest rates and amounts include the effects of risk management activities associated with the respective asset and liability categories.

(3) Monthly or quarterly averages have been used by certain subsidiaries where daily averages are unavailable.

(4) Detailed average volume, interest revenue and interest expense exclude discontinued operations.

(5) Savings deposits consist of Insured Money Market Rate accounts, NOW accounts, and other savings deposits. The interest expense includes the FDIC assessment and deposit insurance fees and charges of $974 million and $691 million for the nine months ended September 30, 2011 and September 30, 2010, respectively.

(6) Average rates reflect prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(7) Average volumes of securities loaned or sold under agreements to repurchase are reported net pursuant to (ASC 210-20-45) FIN 41 and interest expense excludes the impact of (ASC 210-20-45) FIN 41.

(8)

The fair value carrying amounts of derivative and foreign exchange contracts are reported in non-interest-earning assets and other non-interest bearing liabilities.

(9)

Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest revenue*. Interest revenue and interest expense on cash collateral positions are reported in *Trading account assets* and *Trading account liabilities*, respectively.

(10)

Excludes hybrid financial instruments and beneficial interests in consolidated VIEs that are classified as *Long-term debt* as these obligations are accounted for at fair value with changes recorded in *Principal Transactions*.

(11)

Includes stockholders' equity from discontinued operations.

(12)

Includes allocations for capital and funding costs based on the location of the asset.

ANALYSIS OF CHANGES IN INTEREST REVENUE(1)(2)(3)

Taxable Equivalent Basis

In millions of dollars	3rd Qtr. 2011 vs. 2nd Qtr. 2011 Increase (Decrease) Due to Change in: Average Volume	Average Rate	Net Change	3rd Qtr. 2011 vs. 3rd Qtr. 2010 Increase (Decrease) Due to Change in: Average Volume	Average Rate	Net Change
Deposits with banks(4)	**$ (15)**	**$ (22)**	**$ (37)**	$ 15	$ 90	$ 105
Federal funds sold and securities borrowed or purchased under agreements to resell						
In U.S. offices	**$ (27)**	**$ 29**	**$ 2**	$ (1)	$ (78)	$ (79)
In offices outside the U.S.(4)	**61**	**(18)**	**43**	153	67	220
Total	**$ 34**	**$ 11**	**$ 45**	$ 152	$ (11)	$ 141
Trading account assets(5)						
In U.S. offices	**$ (21)**	**$ (73)**	**$ (94)**	$ (8)	$ (31)	$ (39)
In offices outside the U.S.(4)	**(2)**	**(45)**	**(47)**	22	68	90
Total	**$ (23)**	**$ (118)**	**$ (141)**	$ 14	$ 37	$ 51
Investments(1)						
In U.S. offices	**$ (57)**	**$ 32**	**$ (25)**	$ (115)	$ (196)	$ (311)
In offices outside the U.S.(4)	**(100)**	**(56)**	**(156)**	(120)	(179)	(299)
Total	**$ (157)**	**$ (24)**	**$ (181)**	$ (235)	$ (375)	$ (610)
Loans (net of unearned income)(6)						
In U.S. offices	**$ (84)**	**$ 54**	**$ (30)**	$ (612)	$ (364)	$ (976)
In offices outside the U.S.(4)	**50**	**(120)**	**(70)**	494	(179)	315
Total	**$ (34)**	**$ (66)**	**$ (100)**	$ (118)	$ (543)	$ (661)
Other interest-earning assets	**$ 1**	**$ (11)**	**$ (10)**	$ (26)	$ (145)	$ (171)
Total interest revenue	**$ (194)**	**$ (230)**	**$ (424)**	$ (198)	$ (947)	$ (1,145)

(1) The taxable equivalent adjustment is based on the U.S. federal statutory tax rate of 35% and is included in this presentation.

(2) Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.

(3) Detailed average volume, interest revenue and interest expense exclude discontinued operations. See Note 2 to the Consolidated Financial Statements.

(4) Changes in average rates reflect changes in prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(5)

Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of interest revenue. *Interest revenue* and interest expense on cash collateral positions are reported in interest on *Trading account assets* and *Trading account liabilities*, respectively.

(6) Includes cash-basis loans.

ANALYSIS OF CHANGES IN INTEREST EXPENSE AND NET INTEREST REVENUE(1)(2)(3)

Taxable Equivalent Basis

In millions of dollars	3rd Qtr. 2011 vs. 2nd Qtr. 2011 Increase (Decrease) Due to Change in: Average Volume	Average Rate	Net Change	3rd Qtr. 2011 vs. 3rd Qtr. 2010 Increase (Decrease) Due to Change in: Average Volume	Average Rate	Net Change
Deposits(4)						
In U.S. offices	**$ (7)**	**$ (27)**	**$ (34)**	$ (46)	$ 65	$ 19
In offices outside the U.S.(5)	**(52)**	**84**	**32**	(10)	89	79
Total	**$ (59)**	**$ 57**	**$ (2)**	$ (56)	$ 154	$ 98
Federal funds purchased and securities loaned or sold under agreements to repurchase						
In U.S. offices	**$ (3)**	**$ (63)**	**$ (66)**	$ 2	$ (15)	$ (13)
In offices outside the U.S.(5)	**(12)**	**(59)**	**(71)**	69	69	138
Total	**$ (15)**	**$ (122)**	**$ (137)**	$ 71	$ 54	$ 125
Trading account liabilities(6)						
In U.S. offices	**$ 14**	**$ (74)**	**$ (60)**	$ 14	$ (39)	$ (25)
In offices outside the U.S.(5)		**(17)**	**(17)**	10	(2)	8
Total	**$ 14**	**$ (91)**	**$ (77)**	$ 24	$ (41)	$ (17)
Short-term borrowings						
In U.S. offices	**$ (3)**	**$ (10)**	**$ (13)**	$ (29)	$ (110)	$ (139)
In offices outside the U.S.(5)	**25**	**(25)**		7	74	81
Total	**$ 22**	**$ (35)**	**$ (13)**	$ (22)	$ (36)	$ (58)
Long-term debt						
In U.S. offices	**$ (208)**	**$ 67**	**$ (141)**	$ (253)	$ 10	$ (243)
In offices outside the U.S.(5)	**(35)**	**(1)**	**(36)**	(39)	(19)	(58)
Total	**$ (243)**	**$ 66**	**$ (177)**	$ (292)	$ (9)	$ (301)
Total interest expense	**$ (281)**	**$ (125)**	**$ (406)**	$ (275)	$ 122	$ (153)
Net interest revenue	**$ 87**	**$ (105)**	**$ (18)**	$ 77	$ (1,069)	$ (992)

(1) The taxable equivalent adjustment is based on the U.S. federal statutory tax rate of 35% and is included in this presentation.

(2) Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.

(3) Detailed average volume, interest revenue and interest expense exclude discontinued operations. See Note 2 to the Consolidated Financial Statements.

(4)

The interest expense on deposits includes the FDIC assessment and deposit insurance fees and charges of $387 million, $367 million and $226 million for the three months ended September 30, 2011, June 30, 2011 and September 30, 2010, respectively.

(5)

Changes in average rates reflect changes in prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(6)

Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest revenue*. *Interest revenue* and interest expense on cash collateral positions are reported in interest on *Trading account assets* and *Trading account liabilities*, respectively.

ANALYSIS OF CHANGES IN INTEREST REVENUE, INTEREST EXPENSE, AND NET INTEREST REVENUE(1)(2)(3)

Taxable Equivalent Basis

In millions of dollars	Nine Months 2011 vs. Nine Months 2010 Increase (Decrease) Due to Change in: Average Volume	Average Rate	Net Change(2)
Deposits at interest with banks(4)	**$ 49**	**$ 394**	**$ 443**
Federal funds sold and securities borrowed or purchased under agreements to resell			
In U.S. offices	**$ (76)**	**$ (174)**	**$ (250)**
In offices outside the U.S.(4)	**394**	**205**	**599**
Total	**$ 318**	**$ 31**	**$ 349**
Trading account assets(5)			
In U.S. offices	**$ (57)**	**$ 116**	**$ 59**
In offices outside the U.S.(4)	**(1)**	**324**	**323**
Total	**$ (58)**	**$ 440**	**$ 382**
Investments(1)			
In U.S. offices	**$ 159**	**$ (1,338)**	**$ (1,179)**
In offices outside the U.S.(4)	**(344)**	**(524)**	**(868)**
Total	**$ (185)**	**$ (1,862)**	**$ (2,047)**
Loans (net of unearned income)(6)			
In U.S. offices	**$ (4,410)**	**$ (508)**	**$ (4,918)**
In offices outside the U.S.(4)	**1,084**	**(691)**	**393**
Total	**$ (3,326)**	**$ (1,199)**	**$ (4,525)**
Other interest-earning assets	**$ (12)**	**$ (170)**	**$ (182)**
Total interest revenue	**$ (3,214)**	**$ (2,366)**	**$ (5,580)**
Deposits(7)			
In U.S. offices	**$ (92)**	**$ 44**	**$ (48)**
In offices outside the U.S.(4)	**98**	**176**	**274**
Total	**$ 6**	**$ 220**	**$ 226**
Federal funds purchased and securities loaned or sold under agreements to repurchase			
In U.S. offices	**$ (34)**	**$ 21**	**$ (13)**
In offices outside the U.S.(4)	**193**	**164**	**357**
Total	**$ 159**	**$ 185**	**$ 344**
Trading account liabilities(5)			
In U.S. offices	**$ 14**	**$ (6)**	**$ 8**
In offices outside the U.S.(4)	**14**	**44**	**58**
Total	**$ 28**	**$ 38**	**$ 66**

Short-term borrowings			
In U.S. offices	**$ (127)**	**$ (301)**	**$ (428)**
In offices outside the U.S.**(4)**	**41**	**176**	**217**
Total	**$ (86)**	**$ (125)**	**$ (211)**
Long-term debt			
In U.S. offices	**$ (1,076)**	**$ 300**	**$ (776)**
In offices outside the U.S.(4)	**(132)**	**46**	**(86)**
Total	**$ (1,208)**	**$ 346**	**$ (862)**
Total interest expense	**$ (1,101)**	**$ 664**	**$ (437)**
Net interest revenue	**$ (2,113)**	**$ (3,030)**	**$ (5,143)**

(1) The taxable equivalent adjustment is based on the U.S. Federal statutory tax rate of 35% and is included in this presentation.

(2) Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total net change.

(3) Detailed average volume, interest revenue and interest expense exclude discontinued operations.

(4) Changes in average rates reflect changes in prevailing local interest rates, including inflationary effects and monetary corrections in certain countries.

(5) Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of *Interest revenue*. Interest revenue and Interest expense on cash collateral positions are reported in *Trading account assets* and *Trading account liabilities*, respectively.

(6) Includes cash-basis loans.

(7) The interest expense includes the FDIC assessment and deposit insurance fees and charges of $974 million and $691 million for the nine months ended September 30, 2011 and September 30, 2010, respectively.

COUNTRY AND CROSS-BORDER RISK

Country Risk Overview

Country risk is the risk that an event in a country (precipitated by developments within or external to a country) will impair the value of Citi's franchise or will adversely affect the ability of obligors within that country to honor their obligations to Citi. Country risk events may include sovereign defaults, banking crises, currency crises and/or political events.

The information below is based on Citi's internal risk management measures. The country designation in Citi's risk management systems is based on the country to which the client relationship, taken as a whole, is most directly exposed to economic, financial, socio-political or legal risks. This includes exposure to subsidiaries within the client relationship that are domiciled outside of the country.

Citi assesses the risk of loss associated with certain of the country exposures on a regular basis. These analyses take into consideration alternative scenarios that may unfold, as well as specific characteristics of Citi's portfolio, such as transaction structure and collateral. Citi currently believes that the risk of loss associated with the exposures set forth below is likely materially lower than the exposure amounts disclosed below and is sized appropriately relative to its franchise in these countries.

The sovereign entities of all the countries disclosed below, as well as the financial institutions and corporations domiciled in these countries, are important clients in the global Citi franchise. Citi fully expects to maintain its presence in these markets to service all of its global customers. As such, Citi's exposure in these countries may vary over time, based upon client needs and transaction structures.

In billions of dollars as of September 30, 2011	**GIIPS(1)**	**Belgium & France**
Gross Funded Exposure(2)	**$ 20.6**	**$ 14.4**
Less: Margin and Collateral(3)	**$ (4.1)**	**$ (6.8)**
Less: Purchased Credit Protection(4)	**(9.2)**	**(5.5)**
	$ (13.3)	**$ (12.4)**
Net Current Funded Exposure	**$ 7.2**	**$ 2.0**
Additional Collateral Received, Not Reducing Amounts Above(5)	**$ (4.4)**	**$ (4.1)**
Net Current Funded Exposure Detail		
Trading/AFS	**$ (0.6)**	**$ (0.1)**
Credit Exposure		
Sovereigns	**1.6**	**(0.0)**
Financial Institutions	**2.1**	**2.3**
Corporations	**4.2**	**(0.2)**
Net Current Funded Exposure	**$ 7.2**	**$ 2.0**

Note: Information based on Citi's internal risk management measures.

(1) Greece, Ireland, Italy, Portugal, Spain

(2) Does not include:

Unfunded commitments of $9.2 billion to GIIPS (of which $8.4 billion was to corporations, $0.4 billion was to sovereigns and $0.4 billion was to financial institutions) and $18.0 billion to Belgium and France (of which $12.4 billion was to corporations, $4.2 billion was to financial institutions and $1.4 billion was to sovereigns), each as of September 30, 2011. As evidenced by the numbers above, these unfunded commitments are primarily to multinational corporations headquartered in the GIIPS and France. These unused committed facilities may be drawn by the borrower upon meeting certain standard conditions, including confirmation that there are no events of default, which would include an insolvency event of default.

Gross funded credit exposure on secured securities financing transactions for the GIIPS and Belgium and France but does include the net receivable value of these transactions, netting the value of the collateral (e.g., securities borrowed or purchased under agreements to resell), after valuation adjustments ("haircuts"), against receivables. This is consistent with Citi's internal risk management measures and reflects the fact that Citi maintains direct control of the collateral underlying these transactions.

(3)

Margin posted under legally-enforceable margin agreements and collateral pledged under bankruptcy-remote structures. As discussed in note 2 above, does not include collateral received on secured securities financing transactions.

(4)

Credit protection purchased from financial institutions predominately outside of GIIPS, France and Belgium. As the counterparties on this purchased credit protection are predominantly from financial institutions outside of GIIPS, France and Belgium, the related counterparty credit exposure is not included in the amounts set forth in the table. In addition, such protection generally pays out only upon the occurrence of certain credit events with respect to the country or borrower covered by the protection, as determined by a committee composed of dealers and other market participants. The credit events do not fully cover all situations that may adversely affect the value of Citi's exposure and, accordingly, Citi could still experience losses despite the existence of the credit protection.

(5)

In some cases, Citi accepts pledged collateral from creditworthy corporations that is less than the full loan amount, but is a credit enhancement to the overall transaction structure. As of September 30, 2011, Citi held approximately $4.4 billion and $4.1 billion of such collateral in the GIIPS and Belgium and France, respectively. Consistent with Citi's internal risk management measures, this additional collateral has not been deducted from the reported exposures.

GIIPS

As of September 30, 2011, Citi's net current funded exposure to the sovereign entities of Greece, Ireland, Italy, Portugal and Spain (GIIPS), as well as financial institutions and multi-national and local corporations domiciled in these countries, totaled approximately $7.2 billion, down from $11.6 billion(1) at June 30, 2011. Each component is described below in more detail.

(1) As part of Citi's regular assessments of its country risk exposure, the net exposure to the GIIPS sovereign entities as well as financial institutions and multi-national corporations and local corporations domiciled in these countries at June 30, 2011, previously disclosed as $13.5 billion, has been revised to net $1.9 billion of exposure from a fully-collateralized transaction in a bankruptcy-remote structure. The related collateral is included in the collateral amounts as of September 30, 2011 in the table above.

Within the GIIPS net current funded exposure of $7.2 billion, less than $0.3 billion is exposure to the Greece sovereign entity or to Greek financial institutions.

Net Trading/AFS exposure $(0.6) billion

Included in the net current funded exposure at September 30, 2011 was a net position of $(0.6) billion in securities and derivatives with the GIIPS sovereigns, financial institutions and corporations as the issuer or reference entity, which are held in Citi's trading and AFS portfolios. These portfolios are marked-to-market daily and, as previously disclosed, Citi's trading exposure levels vary as it maintains inventory consistent with customer needs.

Net current funded credit exposure $7.2 billion

As of September 30, 2011, the net current funded credit exposure to the GIIPS sovereigns, financial institutions and corporations was $1.6 billion, $2.1 billion and $4.2 billion respectively. Net current funded credit exposure includes funded loans as well as credit exposure to clients arising from client-driven derivative transactions, with the majority in the form of funded loans. Consistent with Citi's internal risk management measures and as set forth in the table above, net current funded credit exposure on derivatives and loans has been reduced by $4.1 billion of margin, of which more than half is in the form of cash and the remainder is non-GIIPS, non-Belgium and France securities, posted under legally-enforceable margin agreements and collateral pledged under bankruptcy-remote structures, as well as $9.2 billion in purchased credit protection predominantly from financial institutions outside the GIIPS, Belgium and France (see notes 3 and 4 to the table above). As of September 30, 2011, approximately 60% of this purchased credit protection was on sovereign reference entities.

Other Activities

Like other banks, Citi also provides settlement and clearing facilities for a variety of clients in these countries and actively monitors and manages these intra-day exposures. In addition, at September 30, 2011, Citi had approximately $8.2 billion of locally-funded exposure in the GIIPS, generally to retail customers and small businesses as part of its local lending activities. The vast majority of this exposure is in Citi Holdings (Spain and Greece).

Belgium & France

As of September 30, 2011, Citi's net current funded exposure to the sovereign entities of Belgium and France, as well as financial institutions and multi-national and local corporations domiciled in these countries, totaled approximately $2.0 billion. Each component is described below in more detail.

Net Trading/AFS exposure $(0.1) billion

Included in the net current funded exposure at September 30, 2011 was a net position of $(0.1) billion in securities and derivatives with the Belgian and French sovereigns, financial institutions and corporations as the issuer or reference entity, which are held in trading and AFS portfolios. These portfolios are marked-to-market daily and, as previously disclosed, Citi's trading exposure levels vary as it maintains inventory consistent with customer needs.

Net current funded credit exposure $2.0 billion

At September 30, 2011, the net current funded credit exposure to Belgian and French sovereigns, financial institutions and corporations was less than $100 million, $2.3 billion and ($0.2) billion, respectively. Net current funded credit exposure includes funded loans as well as credit

exposure to clients arising from client-driven derivative transactions, with the majority in the form of funded loans. Consistent with Citi's internal risk management measures and as set forth in the table above, net current funded credit exposure on derivatives and loans has been reduced by $6.8 billion of margin, predominately in the form of cash, posted under legally-enforceable margin agreements, as well as $5.5 billion in purchased credit protection predominantly from financial institutions outside the GIIPS, Belgium and France (see notes 3 and 4 to the table above).

Other Activities

Like other banks, Citi also provides settlement and clearing facilities for a variety of clients in these countries and actively monitors and manages these intra-day exposures. In addition, at September 30, 2011, Citi had approximately $3.3 billion of locally-funded exposure in Belgium and France to retail customers and small businesses as part of its local lending activities. The vast majority of this exposure is in Citi Holdings (Belgium).

Cross-Border Risk

Cross-border risk is the risk that actions taken by a non-U.S. government may prevent the conversion of local currency into non-local currency and/or the transfer of funds outside the country, among other risks, thereby impacting the ability of Citigroup and its customers to transact business across borders. Examples of cross-border risk include actions taken by foreign governments such as exchange controls and restrictions on the remittance of funds. These actions might restrict the transfer of funds or the ability of Citigroup to obtain payment from customers on their contractual obligations.

Under Federal Financial Institutions Examination Council (FFIEC) regulatory guidelines, total reported cross-border outstandings include cross-border claims on third parties, as well as investments in and funding of local franchises. Cross-border claims on third parties (trade and short-, medium- and long-term claims) include cross-border loans, securities, deposits with banks, investments in affiliates, and other monetary assets, as well as net revaluation gains on foreign exchange and derivative products.

FFIEC cross-border risk measures exposure to the immediate obligors or counterparties domiciled in the given country or, if applicable, by the location of collateral or guarantors of the legally-binding guarantees. Cross-border outstandings are reported based on the country of the obligor or guarantor. Outstandings backed by cash collateral are assigned to the country in which the collateral is held. For securities received as collateral, cross-border outstandings are reported in the domicile of the issuer of the securities. Cross-border resale agreements are presented based on the domicile of the counterparty.

Investments in and funding of local franchises represent the excess of local country assets over local country liabilities. Local country assets are claims on local residents recorded by branches and majority-owned subsidiaries of Citigroup domiciled in the country, adjusted for externally guaranteed claims and certain collateral. Local country liabilities are obligations of non-U.S. branches and majority-owned subsidiaries of Citigroup for which no cross-border guarantee has been issued by another Citigroup office.

The table below sets forth the countries where Citigroup's total cross-border outstandings, as defined by FFIEC guidelines, exceeded 0.75% of total Citigroup assets as of September 30, 2011 and December 31, 2010:

	Cross-Border Claims on Third Parties						September 30, 2011		December 31, 2010	
In billions of U.S. dollars	Banks	Public	Private	Total	Trading and short-term claims(1)	Investments in and funding of local franchises	Total cross-border outstandings(2)	Commitments(3)	Total cross-border outstandings(2)	Commitments(3)
France	$ 18.4	$ 3.6	$ 30.0	$ 52.0	$ 49.6	$	$ 52.0	$ 58.6	$ 37.6	$ 56.0
Germany	16.3	25.7	4.5	46.5	44.5		46.5	49.2	33.6	55.3
United Kingdom	22.3	0.4	20.4	43.1	40.0		43.1	75.3	34.8	108.0
India	4.1	0.9	7.3	12.3	10.8	19.6	31.9	5.8	28.6	4.6
Cayman Islands	0.2		23.0	23.2	22.6		23.2	2.3	20.6	1.5
Brazil	2.6	2.3	6.5	11.4	8.5	7.4	18.8	23.4	16.0	22.2
Netherlands	6.3	1.3	10.2	17.8	14.2	0.1	17.9	27.9	14.2	34.4
Spain	5.4	2.3	3.8	11.5	8.3	4.6	16.1	23.7	11.5	17.5
Italy	1.5	11.1	1.9	14.5	13.5	0.8	15.3	30.9	13.0	24.9
Mexico		0.8	4.2	5.0	2.4	8.9	13.9	14.0	16.5	12.0

(1) Included in total cross-border claims on third parties.

(2) Cross-border outstandings, as described above and as required by FFIEC guidelines, generally do not recognize the benefit of margin received or hedge positions and recognize offsetting exposures only for certain products and relationships. As a result, market volatility in interest rates, foreign exchange rates and credit spreads, such as experienced in the third quarter of 2011, will cause the level of reported cross-border outstandings to increase, all else being equal.

(3) Commitments (not included in total cross-border outstandings) include legally-binding cross-border letters of credit and other commitments and contingencies as defined by the FFIEC. The FFIEC definition of commitments includes commitments to local residents to be funded with local currency local liabilities.

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Differences Between Country and Cross-Border Risk

As described in more detail in the sections above, there are significant differences between the reporting of country risk and cross-border risk. A general summary of the more significant differences is as follows:

Country risk is the risk that an event within a country will impair the value of Citi's franchise or adversely affect the ability of obligors within the country to honor their obligations to Citi. Country risk reporting is based on the identification of the country where the client relationship, taken as a whole, is most directly exposed to the economic, financial, socio-political or legal risks. Generally, country risk includes the benefit of margin received as well as offsetting exposures and hedge positions. As such, country risk, which is reported based on Citi's internal risk management standards, measures net exposure to a credit or market risk event.

Cross-border risk, as defined by the FFIEC, focuses on the potential exposure if foreign governments take actions, such as enacting exchange controls, that prevent the conversion of local currency to non-local currency or restrict the remittance of funds outside the country. Unlike country risk, FFIEC cross-border risk measures exposure to the immediate obligors or counterparties domiciled in the given country or, if applicable, by the location of collateral or guarantors of the legally-binding guarantees, generally without the benefit of margin received or hedge positions, and recognizes offsetting exposures only for certain products.

The differences between the presentation of country risk and cross-border risk can be substantial, including the identification of the country of risk, as described above. In addition, some of the more significant differences by product, are described below:

For country risk, net derivative receivables are generally reported based on fair value, netting receivables and payables under the same legally-binding netting agreement, and recognizing the benefit of margin received and any hedge positions in place. For cross-border risk, these items are also reported based on fair value and allow for netting of receivables and payables if a legally-binding netting agreement is in place, but only with the same specific counterparty, and do not recognize the benefit of margin received or hedges in place.

For country risk, loans are reported net of hedges and collateral pledged under bankruptcy-remote structures. For cross-border risk, loans are reported without taking hedges into account.

For country risk, securities in AFS and trading portfolios are reported on a net basis, netting long positions against short positions. For cross-border risk, securities in AFS and trading portfolios are not netted.

For country risk, credit default swaps (CDS) are reported based on the net notional amount of CDS purchased and sold, assuming zero recovery from the underlying entity, and adjusted for any mark-to-market receivable or payable position. For cross-border risk, CDS are included based on the gross notional amount sold, and do not include any offsetting purchased CDS on the same underlying entity.

For country risk, secured securities financing transactions, such as repos and reverse repos, as well as securities lent and borrowed, are reported on a net basis, based on their notional amounts reduced by any collateral. For cross-border risk, reverse repos and securities borrowed are reported based on notional amounts and do not include the value of any collateral received (repos and securities lent are not included in cross-border risk reporting).

DERIVATIVES

See Note 18 to the Consolidated Financial Statements for a discussion and disclosures related to Citigroup's derivative activities. The following discussions relate to the fair value adjustments for derivatives, credit derivatives activities and derivative obligor information.

Fair Value Adjustments for Derivatives

The fair value adjustments applied by Citigroup to its derivative carrying values consist of the following items:

Liquidity adjustments are applied to items in Level 2 or Level 3 of the fair-value hierarchy (see Note 19 to the Consolidated Financial Statements for more details) to ensure that the fair value reflects the price at which the entire position could be liquidated. The liquidity reserve is based on the bid/offer spread for an instrument, adjusted to take into account the size of the position.

Credit valuation adjustments (CVA) are applied to over-the-counter derivative instruments, in which the base valuation generally discounts expected cash flows using LIBOR interest rate curves. Because not all counterparties have the same credit risk as that implied by the relevant LIBOR curve, a CVA is necessary to incorporate the market view of both counterparty credit risk and Citi's own credit risk in the valuation.

Citigroup CVA methodology comprises two steps. First, the exposure profile for each counterparty is determined using the terms of all individual derivative positions and a Monte Carlo simulation or other quantitative analysis to generate a series of expected cash flows at future points in time. The calculation of this exposure profile considers the effect of credit risk mitigants, including pledged cash or other collateral and any legal right of offset that exists with a counterparty through arrangements such as netting agreements. Individual derivative contracts that are subject to an enforceable master netting agreement with a counterparty are aggregated for this purpose, since it is those aggregate net cash flows that are subject to nonperformance risk. This process identifies specific, point-in-time future cash flows that are subject to nonperformance risk, rather than using the current recognized net asset or liability as a basis to measure the CVA.

Second, market-based views of default probabilities derived from observed credit spreads in the credit default swap market are applied to the expected future cash flows determined in step one. Own-credit CVA is determined using Citi-specific credit default swap (CDS) spreads for the relevant tenor. Generally, counterparty CVA is determined using CDS spread indices for each credit rating and tenor. For certain identified facilities where individual analysis is practicable (for example, exposures to monoline counterparties), counterparty-specific CDS spreads are used.

The CVA adjustment is designed to incorporate a market view of the credit risk inherent in the derivative portfolio. However, most derivative instruments are negotiated bilateral contracts and are not commonly transferred to third parties. Derivative instruments are normally settled contractually or, if terminated early, are terminated at a value negotiated bilaterally between the counterparties. Therefore, the CVA (both counterparty and own-credit) may not be realized upon a settlement or termination in the normal course of business. In addition, all or a portion of the credit valuation adjustments may be reversed or otherwise adjusted in future periods in the event of changes in the credit risk of Citi or its counterparties, or changes in the credit mitigants (collateral and netting agreements) associated with the derivative instruments.

The table below summarizes the CVA applied to the fair value of derivative instruments as of September 30, 2011 and December 31, 2010:

	Credit valuation adjustment contra-liability (contra-asset)	
In millions of dollars	**September 30, 2011**	**December 31, 2010**
Non-monoline counterparties	**$ (5,537)**	$ (3,015)
Citigroup (own)	**2,425**	1,285
Net non-monoline CVA	**$ (3,112)**	$ (1,730)
Monoline counterparties(1)	**(1)**	(1,548)
Total CVA derivative instruments	**$ (3,113)**	$ (3,278)

(1)

The reduction in CVA on derivative instruments with monoline counterparties includes $1.4 billion of utilizations/releases in the first quarter of 2011.

The table below summarizes pretax gains (losses) related to changes in credit valuation adjustments on derivative instruments, net of hedges:

	Credit valuation adjustment gain (loss)			
In millions of dollars	**Third Quarter 2011**	**Third Quarter 2010**	**Nine months ended Sept. 30, 2011**	**Nine months ended Sept. 30, 2010**
CVA on derivatives, excluding monolines	**$ 333**	$ 348	**$ 113**	$ 415
CVA related to monoline counterparties		61	**180**	494
Total CVA derivative instruments	**$ 333**	$ 409	**$ 293**	$ 909

The credit valuation adjustment amounts shown above relate solely to the derivative portfolio, and do not include:

Own-credit adjustments for non-derivative liabilities measured at fair value under the fair value option. See Note 19 to the Consolidated Financial Statements for further information.

The effect of counterparty credit risk embedded in non-derivative instruments. Losses on non-derivative instruments, such as bonds and loans, related to counterparty credit risk are not included in the table above.

Credit Derivatives

Citigroup makes markets in and trades a range of credit derivatives, both on behalf of clients as well as for its own account. Through these contracts, Citigroup either purchases or writes protection on either a single-name or portfolio basis. Citi primarily uses credit derivatives to help mitigate credit risk in its corporate loan portfolio and other cash positions and to facilitate client transactions.

Credit derivatives generally require that the seller of credit protection make payments to the buyer upon the occurrence of predefined events (settlement triggers). These settlement triggers, which are defined by the form of the derivative and the referenced credit, are generally limited to the market standard of failure to pay indebtedness and bankruptcy (or comparable events) of the reference credit and, in a more limited range of transactions, debt restructuring.

Credit derivative transactions referring to emerging market reference credits will also typically include additional settlement triggers to cover the acceleration of indebtedness and the risk of repudiation or a payment moratorium. In certain transactions on a portfolio of referenced credits or asset-backed securities, the seller of protection may not be required to make payment until a specified amount of losses has occurred with respect to the portfolio and/or may only be required to pay for losses up to a specified amount.

The following tables summarize the key characteristics of Citi's credit derivatives portfolio by counterparty and derivative form as of September 30, 2011 and December 31, 2010:

September 30, 2011

	Fair values		Notionals	
In millions of dollars	Receivable	Payable	Beneficiary	Guarantor
By industry/counterparty				
Bank	**$ 66,532**	**$ 62,976**	**$ 1,002,640**	**$ 950,836**
Broker-dealer	**25,075**	**25,045**	**358,667**	**337,216**
Monoline	**11**		**238**	
Non-financial	**114**	**143**	**2,797**	**1,777**
Insurance and other financial institutions	**13,408**	**10,463**	**187,764**	**149,594**
Total by industry/counterparty	**$ 105,140**	**$ 98,627**	**$ 1,552,106**	**$ 1,439,423**
By instrument				
Credit default swaps and options	**$ 103,969**	**$ 97,181**	**$ 1,526,955**	**$ 1,437,893**
Total return swaps and other	**1,171**	**1,446**	**25,151**	**1,530**
Total by instrument	**$ 105,140**	**$ 98,627**	**$ 1,552,106**	**$ 1,439,423**
By rating				
Investment grade	**$ 28,874**	**$ 25,953**	**$ 710,465**	**$ 643,663**
Non-investment grade(1)	**76,266**	**72,674**	**841,641**	**795,760**
Total by rating	**$ 105,140**	**$ 98,627**	**$ 1,552,106**	**$ 1,439,423**
By maturity				
Within 1 year	**$ 5,030**	**$ 4,134**	**$ 214,348**	**$ 203,334**
From 1 to 5 years	**65,134**	**63,293**	**1,077,975**	**1,002,106**
After 5 years	**34,976**	**31,200**	**259,783**	**233,983**
Total by maturity	**$ 105,140**	**$ 98,627**	**$ 1,552,106**	**$ 1,439,423**

December 31, 2010

	Fair values		Notionals	
In millions of dollars	Receivable	Payable	Beneficiary	Guarantor
By industry/counterparty				
Bank	$ 37,586	$ 35,727	$ 820,211	$ 784,080
Broker-dealer	15,428	16,239	319,625	312,131
Monoline	1,914	2	4,409	
Non-financial	93	70	1,277	1,463
Insurance and other financial institutions	10,108	7,760	177,171	125,442
Total by industry/counterparty	$ 65,129	$ 59,798	$ 1,322,693	$ 1,223,116
By instrument				
Credit default swaps and options	$ 64,840	$ 58,225	$ 1,301,514	$ 1,221,211
Total return swaps and other	289	1,573	21,179	1,905
Total by instrument	$ 65,129	$ 59,798	$ 1,322,693	$ 1,223,116
By rating				
Investment grade	$ 18,427	$ 15,368	$ 547,171	$ 487,270

Non-investment grade(1)	46,702	44,430	775,522	735,846
Total by rating	$ 65,129	$ 59,798	$ 1,322,693	$ 1,223,116
By maturity				
Within 1 year	$ 1,716	$ 1,817	$ 164,735	$ 162,075
From 1 to 5 years	33,853	34,298	935,632	853,808
After 5 years	29,560	23,683	222,326	207,233
Total by maturity	$ 65,129	$ 59,798	$ 1,322,693	$ 1,223,116

(1) Also includes not rated credit derivative instruments.

The fair values shown are prior to the application of any netting agreements, cash collateral, and market or credit valuation adjustments.

Citigroup actively participates in trading a variety of credit derivatives products as both an active two-way market-maker for clients and to manage credit risk. The majority of this activity was transacted with other financial intermediaries, including both banks and broker-dealers. Citigroup generally has a mismatch between the total notional amounts of protection purchased and sold and it may hold the reference assets directly, rather than entering into offsetting credit derivative contracts as and when desired. The open risk exposures from credit derivative contracts are largely matched after certain cash positions in reference assets are considered and after notional amounts are adjusted, either to a duration-based equivalent basis or to reflect the level of subordination in tranched structures.

Citi actively monitors its counterparty credit risk in credit derivative contracts. Approximately 95% and 89% of the gross receivables are from counterparties with which Citi maintains collateral agreements as of September 30, 2011 and December 31, 2010, respectively. A majority of Citi's top 15 counterparties (by receivable balance owed to the company) are banks, financial institutions or other dealers. Contracts with these counterparties do not include ratings-based termination events. However, counterparty ratings downgrades may have an incremental effect by lowering the threshold at which Citigroup may call for additional collateral.

INCOME TAXES

Deferred Tax Assets

Deferred tax assets (DTAs) are recorded for the future consequences of events that have been recognized in the financial statements or tax returns, based upon enacted tax laws and rates. DTAs are recognized subject to management's judgment that realization is more likely than not. For additional information, see "Significant Accounting Policies and Significant Estimates Income Taxes" in Citi's 2010 Annual Report on Form 10-K.

At September 30, 2011, Citigroup had recorded net DTAs of approximately $50.4 billion, a decrease of $1.7 billion from December 31, 2010 and $0.2 billion sequentially.

Although realization is not assured, Citi believes that the realization of the recognized net deferred tax asset of $50.4 billion at September 30, 2011 is more likely than not based on expectations as to future taxable income in the jurisdictions in which the DTAs arise, and based on available tax planning strategies as defined in ASC 740, *Income Taxes,* that could be implemented if necessary to prevent a carryforward from expiring.

The following table summarizes Citi's net DTAs balance at September 30, 2011 and December 31, 2010:

Jurisdiction/Component

In billions of dollars	DTAs balance September 30, 2011	DTAs balance December 31, 2010
U.S. federal	**$ 40.9**	$ 41.6
State and local	**4.1**	4.6
Foreign	**5.4**	5.9
Total	**$ 50.4**	$ 52.1

Approximately $11 billion of the net DTAs was included in Citi's Tier 1 Capital and Tier 1 Common regulatory capital as of September 30, 2011.

DISCLOSURE CONTROLS AND PROCEDURES

Citigroup's disclosure controls and procedures are designed to ensure that information required to be disclosed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including without limitation that information required to be disclosed by Citi in its SEC filings, is accumulated and communicated to management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as appropriate to allow for timely decisions regarding required disclosure.

Citi's Disclosure Committee assists the CEO and CFO in their responsibilities to design, establish, maintain and evaluate the effectiveness of Citi's disclosure controls and procedures. The Disclosure Committee is responsible for, among other things, the oversight, maintenance and implementation of the disclosure controls and procedures, subject to the supervision and oversight of the CEO and CFO.

Citigroup's management, with the participation of its CEO and CFO, has evaluated the effectiveness of Citigroup's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of September 30, 2011 and, based on that evaluation, the CEO and CFO have concluded that at that date Citigroup's disclosure controls and procedures were effective.

FORWARD-LOOKING STATEMENTS

Certain statements in this Form 10-Q including but not limited to statements included within the Management's Discussion and Analysis of Financial Condition and Results of Operations, are "forward-looking statements" within the meaning of the rules and regulations of the SEC. In addition, Citigroup also may make forward-looking statements in its other documents filed or furnished with the SEC, and its management may make forward-looking statements orally to analysts, investors, representatives of the media and others.

Generally, forward-looking statements are not based on historical facts but instead represent only Citigroup's and management's beliefs regarding future events. Such statements may be identified by words such as *believe, expect, anticipate, intend, estimate, may increase, may fluctuate*, and similar expressions, or future or conditional verbs such as *will, should, would* and *could*.

Such statements are based on management's current expectations and are subject to uncertainty and changes in circumstances. Actual results and capital and other financial condition may differ materially from those included in these statements due to a variety of factors, including without limitation the precautionary statements included in this Form 10-Q, the factors listed and described under "Risk Factors" in Citi's 2010 Annual Report on Form 10-K, and the factors described below:

- the potential impact resulting from the issues surrounding the level of U.S. government debt, as well as the possible downgrade of the credit rating of U.S. obligations by one or more rating agencies, on Citigroup's liquidity and funding as well as its businesses and the markets in general;

- the impact of the ongoing implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Financial Reform Act) on Citi's business activities and practices, costs of operations and overall results of operations;

- the impact of increases in FDIC insurance premiums on Citi's earnings, net interest margin (NIM) and competitive position, in the U.S. and globally;

- Citi's ability to maintain, or the increased cost of maintaining, adequate capital in light of changing regulatory capital requirements pursuant to the Financial Reform Act, the capital standards adopted by the Basel Committee on Banking Supervision (including as implemented by U.S. regulators) or otherwise;

- disruption to, and potential adverse impact to the results of operations of, certain areas of Citi's derivatives business structures and practices as a result of the central clearing, exchange trading and "push-out" provisions of the Financial Reform Act;

- the potential negative impacts to Citi of regulatory requirements aimed at facilitation of the orderly resolution of large financial institutions, as required under the Financial Reform Act or overseas regulations;

risks arising from Citi's extensive operations outside the U.S., including the continued economic and financial conditions affecting certain countries in Europe (both sovereign entities and institutions located within such countries), the continued volatile political environment in certain emerging markets and the likely further increase in

the level of regulation of financial institutions around the world, as well as Citi's ability to comply with conflicting or inconsistent regulations across markets;

the impact of recently enacted and potential future regulations on Citi's ability and costs to participate in securitization transactions;

a reduction in Citi's or its subsidiaries' credit ratings, including in response to the passage of the Financial Reform Act, and the potential impact on Citi's funding and liquidity, borrowing costs and access to the capital markets, among other factors;

the impact of restrictions imposed on proprietary trading and funds-related activities by the Financial Reform Act, including the potential negative impact on Citi's market-making activities and its global competitive position with respect to its trading activities and the possibility that Citi will be required to divest certain of its investments at less than fair market value;

increased compliance costs and possible changes to Citi's practices and operations with respect to a number of its U.S. Consumer businesses as a result of the Financial Reform Act and the establishment of the new Bureau of Consumer Financial Protection;

the continued impact of The Credit Card Accountability Responsibility and Disclosure Act of 2009 (CARD Act), particularly the "look-back" provisions of the CARD Act, as well as other regulatory requirements on Citi's credit card businesses and business models;

the exposure of Citi, as originator of residential mortgage loans, servicer or seller of such loans, sponsor or underwriter of residential mortgage-backed securitization transactions or in other capacities, to government sponsored enterprises (GSEs), investors, mortgage insurers, or other third parties as a result of representations and warranties or other obligations made in connection with the transfer, sale or securitization of such loans;

the outcome of inquiries and proceedings by governmental entities or state attorneys general, or judicial and regulatory decisions or requirements, regarding practices in the residential mortgage industry, including among other things the processes followed for foreclosing residential mortgages and mortgage transfer and securitization processes, and any potential impact on Citi's results of operations or financial condition;

the continued uncertainty about the sustainability and pace of the economic recovery and the potential impact on Citi's businesses and results of operations, including the delinquency rates and net credit losses within its Consumer mortgage portfolios;

Citi's ability to maintain adequate liquidity in light of changing liquidity standards in the U.S. or abroad, and the continued impact of maintaining adequate liquidity on Citi's NIM;

an "ownership change" under the Internal Revenue Code and its effect on Citi's ability to utilize its deferred tax assets (DTAs) to offset future taxable income;

the potential negative impact on the value of Citi's DTAs if corporate tax rates in the U.S., or certain foreign jurisdictions, are decreased;

the expiration of a provision of the U.S. tax law allowing Citi to defer U.S. taxes on certain active financial services income and its effect on Citi's tax expense;

Citi's ability to continue to wind down Citi Holdings at the same pace or level as in the past and its ability to reduce risk-weighted assets and limit its expenses as a result;

Citi's ability to continue to control expenses, particularly as it continues to invest in the businesses in Citicorp with the continued uncertainty of the impact of FX translation and legal and regulatory expenses from quarter-to-quarter;

Citi's ability to hire and retain qualified employees as a result of regulatory uncertainty regarding compensation practices or otherwise, both in the U.S. and abroad;

Citi's ability to predict or estimate the outcome or exposure of the extensive legal and regulatory proceedings to which it is subject, and the potential for the "whistleblower" provisions of the Financial Reform Act to further increase Citi's number of, and exposure to, legal and regulatory proceedings;

potential future changes in key accounting standards utilized by Citi and their impact on how Citi records and reports its financial condition and results of operations;

the accuracy of Citi's assumptions and estimates, including in determining credit loss reserves, litigation and regulatory exposures, mortgage representation and warranty claims and the fair value of certain assets, used to prepare its financial statements;

Citi's ability to maintain effective risk management processes and strategies to protect against losses, which can be increased by concentration of risk, particularly with Citi's counterparties in the financial sector;

a failure in Citi's operational systems or infrastructure, or those of third parties;

Citi's ability to maintain the value of the Citi brand; and

the continued volatility and uncertainty relating to Citi's Japan Consumer Finance business, including the type, number and amount of customer refund claims received.

Any forward-looking statements made by or on behalf of Citigroup speak only as of the date they are made, and Citi does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made.

FINANCIAL STATEMENTS AND NOTES

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CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF INCOME (Unaudited)

Citigroup Inc. and Subsidiaries

In millions of dollars, except per-share amounts	Three Months ended September 30, 2011	2010	Nine Months Ended September 30, 2011	2010
Revenues				
Interest revenue	**$ 18,145**	$ 19,311	**$ 54,886**	$ 60,450
Interest expense	**6,031**	6,183	**18,522**	18,954
Net interest revenue	**$ 12,114**	$ 13,128	**$ 36,364**	$ 41,496
Commissions and fees	**$ 3,043**	$ 3,248	**$ 9,968**	$ 10,122
Principal transactions	**2,103**	2,085	**7,886**	8,563
Administration and other fiduciary fees	**945**	976	**3,110**	2,908
Realized gains (losses) on sales of investments, net	**765**	962	**1,928**	2,023
Other-than-temporary impairment losses on investments				
Gross impairment losses	**(148)**	(230)	**(2,071)**	(1,237)
Less: Impairments recognized in OCI	**2**	10	**47**	56
Net impairment losses recognized in earnings	**$ (146)**	$ (220)	**$ (2,024)**	$ (1,181)
Insurance premiums	**$ 658**	$ 655	**$ 2,014**	$ 2,039
Other revenue	**1,349**	(96)	**1,933**	2,260
Total non-interest revenues	**$ 8,717**	$ 7,610	**$ 24,815**	$ 26,734
Total revenues, net of interest expense	**$ 20,831**	$ 20,738	**$ 61,179**	$ 68,230
Provisions for credit losses and for benefits and claims				
Provision for loan losses	**$ 3,049**	$ 5,666	**$ 9,129**	$ 20,555
Policyholder benefits and claims	**259**	227	**738**	727
Provision (release) for unfunded lending commitments	**43**	26	**55**	(80)
Total provisions for credit losses and for benefits and claims	**$ 3,351**	$ 5,919	**$ 9,922**	$ 21,202
Operating expenses				
Compensation and benefits	**$ 6,223**	$ 6,117	**$ 19,301**	$ 18,240
Premises and equipment	**860**	838	**2,517**	2,492
Technology/communication	**1,306**	1,257	**3,795**	3,651
Advertising and marketing	**635**	458	**1,659**	1,127
Other operating	**3,436**	2,850	**10,450**	9,394
Total operating expenses	**$ 12,460**	$ 11,520	**$ 37,722**	$ 34,904
Income from continuing operations before income taxes	**$ 5,020**	$ 3,299	**$ 13,535**	$ 12,124
Provision for income taxes	**1,278**	698	**3,430**	2,546
Income from continuing operations	**$ 3,742**	$ 2,601	**$ 10,105**	$ 9,578

Discontinued operations				
Income (loss) from discontinued operations	**$ (5)**	$ 8	**$ 38**	$
Gain (loss) on sale	**16**	(784)	**146**	(690)
Provision (benefit) for income taxes	**10**	(402)	**72**	(524)
Income (loss) from discontinued operations, net of taxes	**$ 1**	$ (374)	**$ 112**	$ (166)
Net income before attribution of noncontrolling interests	**$ 3,743**	$ 2,227	**$ 10,217**	$ 9,412
Net income (loss) attributable to noncontrolling interests	**(28)**	59	**106**	119
Citigroup's net income	**$ 3,771**	$ 2,168	**$ 10,111**	$ 9,293
Basic earnings per share(1)(2)				
Income from continuing operations	**$ 1.27**	$ 0.85	**$ 3.38**	$ 3.25
Income (loss) from discontinued operations, net of taxes		(0.11)	**0.04**	(0.04)
Net income	**$ 1.27**	$ 0.74	**$ 3.41**	$ 3.21
Weighted average common shares outstanding	**2,910.8**	2,887.8	**2,907.9**	2,872.4
Diluted earnings per share(1)(2)				
Income from continuing operations	**$ 1.23**	$ 0.83	**$ 3.28**	$ 3.15
Income from discontinued operations, net of taxes		(0.11)	**0.04**	(0.04)
Net income	**$ 1.23**	$ 0.72	**$ 3.32**	$ 3.11
Adjusted weighted average common shares outstanding(2)	**2,998.6**	2,977.8	**2,997.4**	2,962.2

(1) Due to rounding, earnings per share on continuing operations and discontinued operations may not sum to earnings per share amount on net income.

(2) Earnings per share and adjusted weighted average common shares outstanding for all periods reflect Citigroup's 1-for-10 reverse stock split, which was effective May 6, 2011.

See Notes to the Consolidated Financial Statements.

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CONSOLIDATED BALANCE SHEET

Citigroup Inc. and Subsidiaries

In millions of dollars, except shares	September 30, 2011 (Unaudited)	December 31, 2010
Assets		
Cash and due from banks (including segregated cash and other deposits)	**$ 28,950**	$ 27,972
Deposits with banks	**159,338**	162,437
Federal funds sold and securities borrowed or purchased under agreements to resell (including $163,439 and $87,512 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**290,645**	246,717
Brokerage receivables	**37,992**	31,213
Trading account assets (including $127,736 and $117,554 pledged to creditors at September 30, 2011 and December 31, 2010, respectively)	**320,637**	317,272
Investments (including $9,161 and $12,546 pledged to creditors at September 30, 2011 and December 31, 2010, respectively, and $266,589 and $281,174 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**286,657**	318,164
Loans, net of unearned income		
Consumer (including $1,307 and $1,745 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**424,626**	455,732
Corporate (including $4,056 and $2,627 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**212,613**	193,062
Loans, net of unearned income	**$ 637,239**	$ 648,794
Allowance for loan losses	**(32,052)**	(40,655)
Total loans, net	**$ 605,187**	$ 608,139
Goodwill	**25,496**	26,152
Intangible assets (other than MSRs)	**6,800**	7,504
Mortgage servicing rights (MSRs)	**2,852**	4,554
Other assets (including $28,228 and $19,319 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**171,438**	163,778
Total assets	**$ 1,935,992**	$ 1,913,902

The following table presents certain assets of consolidated variable interest entities (VIEs), which are included in the Consolidated Balance Sheet above. The assets in the table below include only those assets that can be used to settle obligations of consolidated VIEs on the following page, and are in excess of those obligations.

	September 30, 2011	December 31, 2010
Assets of consolidated VIEs that can only be used to settle obligations of consolidated VIEs		
Cash and due from banks	**$ 882**	$ 799
Trading account assets	**835**	6,509
Investments	**9,491**	7,946
Loans, net of unearned income		
Consumer (including $1,285 and $1,718 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**102,103**	117,768
Corporate (including $240 and $425 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**21,980**	23,537
Loans, net of unearned income	**$ 124,083**	$ 141,305
Allowance for loan losses	**(8,714)**	(11,346)
Total loans, net	**$ 115,369**	$ 129,959
Other assets	**900**	680
Total assets of consolidated VIEs that can only be used to settle obligations of consolidated VIEs	**$ 127,477**	$ 145,893

[Statement Continues on the next page]

CONSOLIDATED BALANCE SHEET
(Continued)

Citigroup Inc. and Subsidiaries

In millions of dollars, except shares	September 30, 2011 (Unaudited)	December 31, 2010
Liabilities		
Non-interest-bearing deposits in U.S. offices	**$ 103,129**	$ 78,268
Interest-bearing deposits in U.S. offices (including $957 and $662 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**218,595**	225,731
Non-interest-bearing deposits in offices outside the U.S.	**58,564**	55,066
Interest-bearing deposits in offices outside the U.S. (including $562 and $603 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**470,993**	485,903
Total deposits	**$ 851,281**	$ 844,968
Federal funds purchased and securities loaned or sold under agreements to repurchase (including $135,724 and $121,193 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**223,612**	189,558
Brokerage payables	**56,093**	51,749
Trading account liabilities	**148,851**	129,054
Short-term borrowings (including $1,585 and $2,429 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**65,818**	78,790
Long-term debt (including $25,190 and $25,997 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**333,824**	381,183
Other liabilities (including $14,361 and $9,710 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**77,171**	72,811
Total liabilities	**$ 1,756,650**	$ 1,748,113
Stockholders' equity		
Preferred stock ($1.00 par value; authorized shares: 30 million), issued shares: **12,038 at September 30, 2011** and December 31, 2010, at aggregate liquidation value	**$ 312**	$ 312
Common stock ($0.01 par value; authorized shares: 60 billion), issued shares: **2,937,749,400 at September 30, 2011** and 2,922,401,623 at December 31, 2010	**294**	292
Additional paid-in capital	**105,297**	101,024
Retained earnings	**89,602**	79,559
Treasury stock, at cost: **2011 14,041,211 shares** and 2010 16,565,572 shares	**(1,089)**	(1,442)
Accumulated other comprehensive income (loss)	**(17,044)**	(16,277)
Total Citigroup stockholders' equity	**$ 177,372**	$ 163,468
Noncontrolling interest	**1,970**	2,321
Total equity	**$ 179,342**	$ 165,789
Total liabilities and equity	**$ 1,935,992**	$ 1,913,902

The following table presents certain liabilities of consolidated VIEs, which are included in the Consolidated Balance Sheet above. The liabilities in the table below include third-party liabilities of consolidated VIEs only, and exclude intercompany balances that eliminate in consolidation. The liabilities also exclude amounts where creditors or beneficial interest holders have recourse to the general credit of Citigroup.

	September 30, 2011	December 31, 2010
Liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of Citigroup		
Short-term borrowings	**$ 21,256**	$ 22,046
Long-term debt (including $1,576 and $3,942 as of September 30, 2011 and December 31, 2010, respectively, at fair value)	**52,380**	69,710

Other liabilities		**297**		813
Total liabilities of consolidated VIEs for which creditors or beneficial interest holders do not have recourse to the general credit of Citigroup	**$**	**73,933**	$	92,569

See Notes to the Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

Citigroup Inc. and Subsidiaries

In millions of dollars, except shares in thousands	Nine Months Ended September 30, 2011	2010
Preferred stock at aggregate liquidation value		
Balance, beginning of year	**$ 312**	$ 312
Balance, end of period	**$ 312**	$ 312
Common stock and additional paid-in capital		
Balance, beginning of year	**$ 101,316**	$ 98,428
Employee benefit plans	**526**	(834)
Conversion of ADIA Upper Decs Equity Units Purchase Contract to common stock	**3,750**	3,750
Other	**(1)**	(154)
Balance, end of period	**$ 105,591**	$ 101,190
Retained earnings		
Balance, beginning of year	**$ 79,559**	$ 77,440
Adjustment to opening balance, net of taxes(1)		(8,483)
Adjusted balance, beginning of period	**$ 79,559**	$ 68,957
Citigroup's net income	**10,111**	9,293
Common dividends(2)	**(52)**	10
Preferred dividends	**(17)**	
Other	**1**	
Balance, end of period	**$ 89,602**	$ 78,260
Treasury stock, at cost		
Balance, beginning of year	**$ (1,442)**	$ (4,543)
Issuance of shares pursuant to employee benefit plans	**354**	3,007
Treasury stock acquired(3)	**(1)**	(5)
Other		1
Balance, end of period	**$ (1,089)**	$ (1,540)
Accumulated other comprehensive income (loss)		
Balance, beginning of year	**$ (16,277)**	$ (18,937)
Net change in unrealized gains and losses on investment securities, net of taxes	**2,297**	3,350
Net change in cash flow hedges, net of taxes	**(449)**	(123)
Net change in foreign currency translation adjustment, net of taxes	**(2,795)**	440
Pension liability adjustment, net of taxes(4)	**180**	(39)
Net change in *Accumulated other comprehensive income (loss)*	**$ (767)**	$ 3,628
Balance, end of period	**$ (17,044)**	$ (15,309)
Total Citigroup common stockholders' equity (shares outstanding: 2,923,708 at September 30, 2011 and 2,905,836 at December 31, 2010)	**$ 177,060**	$ 162,601
Total Citigroup stockholders' equity	**$ 177,372**	$ 162,913
Noncontrolling interest		
Balance, beginning of year	**$ 2,321**	$ 2,273
Initial origination of a noncontrolling interest	**28**	287

Transactions between Citigroup and the noncontrolling-interest shareholders		**(351)**		(308)
Net income attributable to noncontrolling-interest shareholders		**106**		119
Dividends paid to noncontrolling-interest shareholders		**(67)**		(99)
Accumulated other comprehensive income net change in unrealized gains and losses on investment securities, net of tax		**(2)**		6
Accumulated other comprehensive income net change in FX translation adjustment, net of tax		**(60)**		(20)
All other		**(5)**		12
Net change in noncontrolling interests	**$**	**(351)**	$	(3)
Balance, end of period	**$**	**1,970**	$	2,270
Total equity	**$**	**179,342**	$	165,183
Comprehensive income (loss)				
Net income before attribution of noncontrolling interests	**$**	**10,217**	$	9,412
Net change in *Accumulated other comprehensive income (loss)* before attribution of noncontrolling interest		**(829)**		3,614
Total comprehensive income before attribution of noncontrolling interest	**$**	**9,388**	$	13,026
Comprehensive income (loss) attributable to the noncontrolling interests	**$**	**44**	$	105
Comprehensive income attributable to Citigroup	**$**	**9,344**	$	12,921

(1) The adjustment to the opening balance for *Retained earnings* in 2010 represents the cumulative effect of initially adopting ASC 810, *Consolidation* (SFAS 167).

(2) Common dividends in 2010 represent a reversal of dividends accrued on forfeitures of previously issued but unvested employee stock awards related to employees who have left Citigroup.

(3) All open market repurchases were transacted under an existing authorized share repurchase plan and relate to customer fails/errors.

(4) Reflects adjustments to the funded status of pension and postretirement plans, which is the difference between the fair value of the plan assets and the projected benefit obligation. See Note 8 to the Consolidated Financial Statements.

See Notes to the Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

Citigroup Inc. and Subsidiaries

In millions of dollars	Nine Months Ended September 30, 2011	2010
Cash flows from operating activities of continuing operations		
Net income before attribution of noncontrolling interests	**$ 10,217**	$ 9,412
Net income attributable to noncontrolling interests	**106**	119
Citigroup's net income	**$ 10,111**	$ 9,293
Income from discontinued operations, net of taxes	**38**	148
Gain (loss) on sale, net of taxes	**74**	(314)
Income from continuing operations excluding noncontrolling interests	**$ 9,999**	$ 9,459
Adjustments to reconcile net income to net cash provided by operating activities of continuing operations		
Amortization of deferred policy acquisition costs and present value of future profits	**$ 188**	$ 229
(Additions)/reductions to deferred policy acquisition costs	**(33)**	1,925
Depreciation and amortization	**2,135**	1,379
Provision for credit losses	**9,184**	20,475
Change in trading account assets	**(3,365)**	(4,225)
Change in trading account liabilities	**19,797**	4,493
Change in federal funds sold and securities borrowed or purchased under agreements to resell	**(43,928)**	(18,035)
Change in federal funds purchased and securities loaned or sold under agreements to repurchase	**34,054**	37,784
Change in brokerage receivables net of brokerage payables	**(2,435)**	(12,833)
Realized gains from sales of investments	**(1,928)**	(2,023)
Change in loans held-for-sale	**(406)**	(3,331)
Other, net	**7,558**	(11,016)
Total adjustments	**$ 20,821**	$ 14,822
Net cash provided by operating activities of continuing operations	**$ 30,820**	$ 24,281
Cash flows from investing activities of continuing operations		
Change in deposits with banks	**$ 1,576**	$ 17,343
Change in loans	**(6,389)**	56,415
Proceeds from sales of loans	**8,941**	7,270
Purchases of investments	**(254,411)**	(334,368)
Proceeds from sales of investments	**159,154**	129,471
Proceeds from maturities of investments	**112,409**	153,669
Capital expenditures on premises and equipment and capitalized software	**(2,447)**	(805)
Proceeds from sales of premises and equipment, subsidiaries and affiliates, and repossessed assets	**1,063**	1,656
Net cash provided by investing activities of continuing operations	**$ 19,896**	$ 30,651
Cash flows from financing activities of continuing operations		
Dividends paid	**$ (69)**	$
Conversion of ADIA Upper Decs equity units purchase contract to common stock	**3,750**	3,750
Treasury stock acquired	**(1)**	(5)
Stock tendered for payment of withholding taxes	**(228)**	(786)
Issuance of long-term debt	**25,225**	22,072
Payments and redemptions of long-term debt	**(75,016)**	(56,839)
Change in deposits	**6,326**	14,192
Change in short-term borrowings	**(13,872)**	(37,121)
Net cash used in financing activities of continuing operations	**$ (53,885)**	$ (54,737)
Effect of exchange rate changes on cash and cash equivalents	**$ 1,478**	$ 624
Discontinued operations		
Net cash provided by discontinued operations	**$ 2,669**	$ 51

Change in cash and due from banks	**$**	**978**	$	870
Cash and due from banks at beginning of period		**27,972**		25,472
Cash and due from banks at end of period	**$**	**28,950**	$	26,342
Supplemental disclosure of cash flow information for continuing operations				
Cash paid during the period for income taxes	**$**	**2,617**	$	3,392
Cash paid during the period for interest		**15,382**		17,289
Non-cash investing activities				
Transfers to OREO and other repossessed assets	**$**	**1,038**	$	2,058
Transfers to trading account assets from investments (held-to-maturity)		**12,700**		

See Notes to the Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited Consolidated Financial Statements as of September 30, 2011 and for the three- and nine-month periods ended September 30, 2011 and 2010 include the accounts of Citigroup Inc. (Citigroup) and its subsidiaries (collectively, the Company). In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation have been reflected. The accompanying unaudited Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes included in Citigroup's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (2010 Annual Report on Form 10-K) and Citigroup's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011.

Certain financial information that is normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles, but is not required for interim reporting purposes, has been condensed or omitted.

Management must make estimates and assumptions that affect the Consolidated Financial Statements and the related footnote disclosures. While management makes its best judgment, actual results could differ from those estimates. Current market conditions increase the risk and complexity of the judgments in these estimates.

Certain reclassifications have been made to the prior-period's financial statements and notes to conform to the current period's presentation.

As noted above, the Notes to Consolidated Financial Statements are unaudited.

Significant Accounting Policies

The Company's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. The Company has identified six policies as being significant because they require management to make subjective and/or complex judgments about matters that are inherently uncertain. These policies relate to Valuations of Financial Instruments, Allowance for Credit Losses, Securitizations, Goodwill, Income Taxes and Legal Reserves. The Company, in consultation with the Audit Committee of the Board of Directors, has reviewed and approved these significant accounting policies, which are further described under "Significant Accounting Policies and Significant Estimates" and Note 1 to the Consolidated Financial Statements in the Company's 2010 Annual Report on Form 10-K.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company. The Company consolidates subsidiaries in which it holds, directly or indirectly, more than 50% of the voting rights or where it exercises control. Entities where the Company holds 20% to 50% of the voting rights and/or has the ability to exercise significant influence, other than investments of designated venture capital subsidiaries, or investments accounted for at fair value under the fair value option, are accounted for under the equity method, and the pro rata share of their income (loss) is included in *Other revenue*. Income from investments in less than 20%-owned companies is recognized when dividends are received. Citigroup consolidates entities deemed to be variable interest entities when Citigroup is determined to be the primary beneficiary. Gains and losses on the disposition of branches, subsidiaries, affiliates, buildings, and other investments and charges for management's estimate of impairment in their value that is other than temporary, such that recovery of the carrying amount is deemed unlikely, are included in *Other revenue*.

Repurchase and Resale Agreements

Securities sold under agreements to repurchase (repos) and securities purchased under agreements to resell (reverse repos) generally do not constitute a sale for accounting purposes of the underlying securities, and so are treated as collateralized financing transactions. Where certain conditions are met under ASC 860-10, *Transfers and Servicing* (formerly FASB Statement No. 166, *Accounting for Transfers of Financial Assets*), the Company accounts for certain repurchase agreements and securities lending agreements as sales. The key distinction resulting in these agreements being accounted for as sales is a reduction in initial margin or restriction in daily maintenance margin. At September 30, 2011 and December 31, 2010, a nominal amount of these transactions were accounted for as sales that reduced trading account assets.

ACCOUNTING CHANGES

Change in Accounting for Embedded Credit Derivatives

In March 2010, the FASB issued ASU 2010-11, Derivatives and Hedging (Topic 815): *Scope Exception Related to Embedded Credit Derivatives*. The ASU clarified that certain embedded derivatives, such as those contained in certain securitizations, CDOs and structured notes, should be considered embedded credit derivatives subject to potential bifurcation and separate fair value accounting. The ASU allowed any beneficial interest issued by a securitization vehicle to be accounted for under the fair value option at transition on July 1, 2010.

The Company elected to account for certain beneficial interests issued by securitization vehicles under the fair value option that are included in the table below. Beneficial interests previously classified as held-to-maturity (HTM) were reclassified to available-for-sale (AFS) on June 30, 2010, because, as of that reporting date, the Company did not have the intent to hold the beneficial interests until maturity.

The following table also shows the gross gains and gross losses that make up the pretax cumulative-effect adjustment to retained earnings for reclassified beneficial interests, recorded on July 1, 2010:

		July 1, 2010 Pretax cumulative effect adjustment to Retained earnings		
In millions of dollars at June 30, 2010	**Amortized cost**	**Gross unrealized losses recognized in AOCI(1)**	**Gross unrealized gains recognized in AOCI**	**Fair value**
Mortgage-backed securities				
Prime	**$ 390**	**$**	**$ 49**	**$ 439**
Alt-A	**550**		**54**	**604**
Subprime	**221**		**6**	**227**
Non-U.S. residential	**2,249**		**38**	**2,287**
Total mortgage-backed securities	**$ 3,410**	**$**	**$ 147**	**$ 3,557**
Asset-backed securities				
Auction rate securities	**$ 4,463**	**$ 401**	**$ 48**	**$ 4,110**
Other asset-backed	**4,189**	**19**	**164**	**4,334**
Total asset-backed securities	**$ 8,652**	**$ 420**	**$ 212**	**$ 8,444**
Total reclassified debt securities	**$ 12,062**	**$ 420**	**$ 359**	**$ 12,001**

(1) All reclassified debt securities with gross unrealized losses were assessed for other-than-temporary-impairment as of June 30, 2010, including an assessment of whether the Company intends to sell the security. For securities that the Company intends to sell, impairment charges of $176 million were recorded in earnings in the second quarter of 2010.

Beginning July 1, 2010, the Company elected to account for these beneficial interests under the fair value option for various reasons, including:

To reduce the operational burden of assessing beneficial interests for bifurcation under the guidance in the ASU;

Where bifurcation would otherwise be required under the ASU, to avoid the complicated operational requirements of bifurcating the embedded derivatives from the host contracts and accounting for each separately. The Company reclassified

substantially all beneficial interests where bifurcation would otherwise be required under the ASU; and

To permit more economic hedging strategies while minimizing volatility in reported earnings.

Credit Quality and Allowance for Credit Losses Disclosures

In July 2010, the FASB issued ASU No. 2010-20, Receivables (Topic 310): *Disclosures about Credit Quality of Financing Receivables and Allowance for Credit Losses.* The ASU required a greater level of disaggregated information about the allowance for credit losses and the credit quality of financing receivables. The period-end balance disclosure requirements for loans and the allowance for loans losses were effective for reporting periods ending on or after December 15, 2010 and were included in the Company's 2010 Annual Report on Form 10-K, while disclosures for activity during a reporting period in the loan and allowance for loan losses accounts were effective for reporting periods beginning on or after December 15, 2010 and were included in the Company's Forms 10-Q beginning with the first quarter of 2011 (see Notes 12 and 13 to the Consolidated Financial Statements). The troubled debt restructuring disclosure requirements that were part of this ASU are effective for this third quarter Form 10-Q and are included herein.

Troubled Debt Restructurings (TDRs)

In April 2011, the FASB issued ASU No. 2011-02, *Receivables (Topic 310): A Creditor's Determination of whether a Restructuring is a Troubled Debt Restructuring*, to clarify the guidance for accounting for troubled debt restructurings. The ASU clarified the guidance on a creditor's evaluation of whether it has granted a concession and whether a debtor is experiencing financial difficulties, such as:

Any shortfall in contractual loan payments is considered a concession.

Creditors cannot assume that debt extensions at or above a borrower's original contractual rate do not constitute troubled debt restructurings because the new contractual rate could still be below the market rate.

If a borrower doesn't have access to funds at a market rate for debt with characteristics similar to the restructured

debt, that may indicate that the creditor has granted a concession.

A borrower that is not currently in default may still be considered to be experiencing financial difficulty when payment default is considered "probable in the foreseeable future."

The ASU is effective for the Company's third quarter 2011 and is included in this Form 10-Q, applied retrospectively to restructurings occurring on or after January 1, 2011. At September 30, 2011, the recorded investment in loans modified under the ASU was $1,170 million and the allowance for credit losses associated with those loans was $467 million. The impact of the adopting the ASU was approximately $60 million.

FUTURE APPLICATION OF ACCOUNTING STANDARDS

Repurchase Agreements Assessment of Effective Control

In April 2011, the FASB issued ASU No. 2011-03, *Transfers and Servicing (Topic 860) Reconsideration of Effective Control for Repurchase Agreements*. The amendments in the ASU remove from the assessment of effective control: (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. Other criteria applicable to the assessment of effective control are not changed by the amendments in the ASU.

The ASU is effective for Citigroup on January 1, 2012. The guidance is to be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The ASU will not have a material effect on the Company's financial statements. A nominal amount of the Company's repurchase transactions currently accounted for as sales, because of a reduction in initial margin or restriction in daily maintenance margin, would be accounted for as financing transactions if executed on or after January 1, 2012.

Fair Value Measurement

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820)*: *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* The amendment creates a common definition of fair value for U.S. GAAP and IFRS and aligns the measurement and disclosure requirements. It requires significant additional disclosures both of a qualitative and quantitative nature, particularly on those instruments measured at fair value that are classified in Level 3 of the fair value hierarchy. Additionally, the amendment provides guidance on when it is appropriate to measure fair value on a portfolio basis and expands the prohibition on valuation adjustments that result from the size of a position from Level 1 to all levels of the fair value hierarchy. The amendment is effective for Citigroup beginning January 1, 2012. The Company is evaluating the impact of this amendment.

Loss-Contingency Disclosures

In July 2010, the FASB issued a second exposure draft proposing expanded disclosures regarding loss contingencies. This proposal increases the number of loss contingencies subject to disclosure and requires substantial quantitative and qualitative information to be provided about those loss contingencies. The proposal will have no impact on the Company's accounting for loss contingencies.

Potential Amendments to Current Accounting Standards

The FASB and IASB are currently working on several joint projects, including amendments to existing accounting standards governing financial instruments and lease accounting. Upon completion of the standards, the Company will need to re-evaluate its accounting and disclosures. The FASB is proposing sweeping changes to the classification and measurement of financial instruments, hedging and impairment guidance. The FASB is also working on a project that would require all leases to be capitalized on the balance sheet. These projects will have significant impacts for the Company. However, due to ongoing deliberations of the standard setters, the Company is currently unable to determine the effect of future amendments or proposals.

2. DISCONTINUED OPERATIONS

Sale of Egg Banking PLC Credit Card Business

On March 1, 2011, the Company announced that Egg Banking PLC (Egg), an indirect subsidiary which is part of the Citi Holdings segment, entered into a definitive agreement to sell its credit card business to Barclays PLC. The sale closed on April 28, 2011.

This sale is reported as discontinued operations for the nine months of 2011 only. Prior periods were not reclassified due to the immateriality of the impact in those periods. The total gain on sale of $126 million was recognized upon closing.

The following is a summary, as of September 30, 2011, of the *Income from Discontinued operations* for the credit card operations related to Egg:

In millions of dollars	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
Total revenues, net of interest expense	**$ 38**	**$ 331**
Income (loss) from discontinued operations	**$ (5)**	**$ 39**
Gain on sale	**15**	**141**
Provision for income taxes	**4**	**63**
Income from discontinued operations, net of taxes	**$ 6**	**$ 117**

In millions of dollars	Nine Months Ended September 30, 2011
Cash flows from operating activities	**$ (146)**
Cash flows from investing activities	**2,827**
Cash flows from financing activities	**(12)**
Net cash provided by discontinued operations	**$ 2,669**

Combined Results for Discontinued Operations

The following is summarized financial information for the Egg credit card business, The Student Loan Corporation (SLC) business, Nikko Cordial Securities business, German retail banking operations and CitiCapital business. The SLC business, which was sold on December 31, 2010, is reported as discontinued operations for the third and fourth quarters of 2010 only due to the immateriality of the impact of that presentation in other periods. The Nikko Cordial Securities business, which was sold on October 1, 2009, the German retail banking operations, which was sold on December 5, 2008, and the CitiCapital business, which was sold on July 31, 2008, continue to have minimal residual costs associated with the sales.

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions of dollars	2011	2010	2011	2010
Total revenues, net of interest expense	**$ 39**	$ (629)	**$ 336**	$ (494)
Income (loss) from discontinued operations	**$ (5)**	$ 8	**$ 38**	$
Gain (loss) on sale	**16**	(784)	**146**	(690)
Provision (benefit) for income taxes and noncontrolling interest, net of taxes	**10**	(402)	**72**	(524)
Income (loss) from discontinued operations, net of taxes	**$ 1**	$ (374)	**$ 112**	$ (166)

Cash flows from discontinued operations

	Nine Months Ended September 30,	
In millions of dollars	2011	2010

Cash flows from operating activities	**$ (146)**	$ 4,707
Cash flows from investing activities	**2,827**	880
Cash flows from financing activities	**(12)**	(5,536)
Net cash provided by discontinued operations	**$ 2,669**	$ 51

3. BUSINESS SEGMENTS

Citigroup is a diversified bank holding company whose businesses provide a broad range of financial services to Consumer and Corporate customers around the world. The Company's activities are conducted through the *Regional Consumer Banking, Institutional Clients Group (ICG),* Citi Holdings and Corporate/Other business segments.

The *Regional Consumer Banking* segment includes a global, full-service Consumer franchise delivering a wide array of banking, credit card lending, and investment services through a network of local branches, offices and electronic delivery systems.

The Company's *ICG* segment is composed of *Securities and Banking* and *Transaction Services* and provides corporations, governments, institutions and investors in approximately 100 countries with a broad range of banking and financial products and services.

The Citi Holdings segment is composed of the *Brokerage and Asset Management, Local Consumer Lending* and *Special Asset Pool.*

Corporate/Other includes net treasury results, unallocated corporate expenses, offsets to certain line-item reclassifications (eliminations), the results of discontinued operations and unallocated taxes.

The prior-period balances reflect reclassifications to conform the presentation in those periods to the current period's presentation. These reclassifications related to Citi's re-allocation of certain expenses between businesses and segments and the transfer of certain commercial market loans from *RCB* to *ICG*.

The following tables present certain information regarding the Company's continuing operations by segment for the three-and nine-month periods ended September 30, 2011 and 2010, respectively:

	Revenues, net of interest expense(1)		**Provision (benefit) for income taxes**		**Income (loss) from continuing operations(1)(2)**		**Identifiable assets**	
	Three Months Ended September 30,							
In millions of dollars, except identifiable assets in billions	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**	**Sept. 30, 2011**	**Dec. 31, 2010**
Regional Consumer Banking	**$ 8,268**	$ 8,145	**$ 674**	$ 470	**$ 1,612**	$ 1,222	**$ 335**	$ 328
Institutional Clients Group	**9,437**	8,144	**1,214**	723	**3,034**	2,311	**1,029**	956
Subtotal Citicorp	**$ 17,705**	$ 16,289	**$ 1,888**	$ 1,193	**$ 4,646**	$ 3,533	**$ 1,364**	$ 1,284
Citi Holdings	**2,826**	3,853	**(441)**	(597)	**(795)**	(1,066)	**289**	359
Corporate/Other	**300**	596	**(169)**	102	**(109)**	134	**283**	271
Total	**$ 20,831**	$ 20,738	**$ 1,278**	$ 698	**$ 3,742**	$ 2,601	**$ 1,936**	$ 1,914

	Revenues, net of interest expense(1)		**Provision (benefit) for income taxes**		**Income (loss) from continuing operations(1)(2)**	
	Nine Months Ended September 30,					
In millions of dollars	**2011**	**2010**	**2011**	**2010**	**2011**	**2010**
Regional Consumer Banking	**$ 24,385**	$ 24,227	**$ 1,940**	$ 986	**$ 4,749**	$ 3,323
Institutional Clients Group	**26,172**	27,073	**3,001**	3,473	**7,660**	9,038

Subtotal Citicorp	**$ 50,557**	$ 51,300	**$ 4,941**	$ 4,459	**$ 12,409**	$ 12,361
Citi Holdings	**10,120**	15,322	**(853)**	(2,193)	**(1,510)**	(3,145)
Corporate/Other	**502**	1,608	**(658)**	280	**(794)**	362
Total	**$ 61,179**	$ 68,230	**$ 3,430**	$ 2,546	**$ 10,105**	$ 9,578

(1)

Includes Citicorp total revenues, net of interest expense, in *North America* of $6.5 billion and $6.6 billion; in *EMEA* of $3.6 billion and $2.9 billion; in *Latin America* of $3.4 billion and $3.3 billion; and in *Asia* of $4.3 billion and $3.6 billion for the three months ended September 30, 2011 and 2010, respectively. Includes Citicorp total revenues, net of interest expense, in *North America* of $18.9 billion and $21.5 billion; in *EMEA* of $9.8 billion and $9.7 billion; in *Latin America* of $10.2 billion and $9.3 billion; and in *Asia* of $11.7 billion and $10.8 billion for the nine months ended September 30, 2011 and 2010, respectively. Regional numbers exclude Citi Holdings and *Corporate/Other*, which largely operate within the U.S.

(2)

Includes pretax provisions (credits) for credit losses and for benefits and claims in the *Regional Consumer Banking* results of $1.2 billion and $2.4 billion; in the *ICG* results of $0.2 billion and $0.3 billion; and in the Citi Holdings results of $2.0 billion and $3.3 billion for the three months ended September 30, 2011 and 2010, respectively. Includes pretax provisions (credits) for credit losses and for benefits and claims in the *Regional Consumer Banking* results of $3.7 billion and $7.8 billion; in the *ICG* results of $70 million and $(29) million; and in the Citi Holdings results of $6.2 billion and $13.4 billion for the nine months ended September 30, 2011 and 2010, respectively.

4. INTEREST REVENUE AND EXPENSE

For the three- and nine-month periods ended September 30, 2011 and 2010, respectively, interest revenue and expense consisted of the following:

In millions of dollars	Three Months Ended September 30, 2011	2010	Nine Months Ended September 30, 2011	2010
Interest revenue				
Loan interest, including fees	**$ 12,671**	$ 13,332	**$ 37,728**	$ 42,232
Deposits with banks	**423**	318	**1,342**	899
Federal funds sold and securities purchased under agreements to resell	**948**	807	**2,689**	2,340
Investments, including dividends	**1,924**	2,551	**6,461**	8,515
Trading account assets(1)	**2,073**	2,026	**6,293**	5,909
Other interest	**106**	277	**373**	555
Total interest revenue	**$ 18,145**	$ 19,311	**$ 54,886**	$ 60,450
Interest expense				
Deposits(2)	**$ 2,228**	$ 2,130	**$ 6,472**	$ 6,246
Federal funds purchased and securities loaned or sold under agreements to repurchase	**796**	671	**2,466**	2,122
Trading account liabilities(1)	**91**	108	**343**	277
Short-term borrowings	**155**	213	**493**	704
Long-term debt	**2,761**	3,061	**8,748**	9,605
Total interest expense	**$ 6,031**	$ 6,183	**$ 18,522**	$ 18,954
Net interest revenue	**$ 12,114**	$ 13,128	**$ 36,364**	$ 41,496
Provision for loan losses	**3,049**	5,666	**9,129**	20,555
Net interest revenue after provision for loan losses	**$ 9,065**	$ 7,462	**$ 27,235**	$ 20,941

(1) Interest expense on *Trading account liabilities* of *ICG* is reported as a reduction of interest revenue from *Trading account assets*.

(2) Includes deposit insurance fees and charges of $387 million and $226 million for the three months ended September 30, 2011 and 2010, respectively, and $974 million and $691 million for the nine months ended September 30, 2011 and 2010, respectively.

5. COMMISSIONS AND FEES

The table below sets forth Citigroup's *Commissions and fees* revenue for the three and nine months ended September 30, 2011 and 2010, respectively. The primary components of *Commissions and fees* revenue for the three months ended September 30, 2011 were credit card and bank card fees, investment banking fees and trading-related fees.

Credit card and bank card fees are substantially composed of interchange revenue and certain card fees, including annual fees, reduced by reward program costs. Interchange revenue and fees are recognized when earned, except for annual card fees which are deferred and amortized on a straight-line basis over a 12-month period. Reward costs are recognized when points are earned by the customers.

Investment banking fees are substantially composed of underwriting and advisory revenues. Investment banking fees are recognized when Citigroup's performance under the terms of the contractual arrangements is completed, which is typically at the closing of the transaction. Underwriting revenue is recorded in *Commissions and fees* net of both reimbursable and non-reimbursable expenses, consistent with the AICPA Audit and Accounting Guide for Brokers and Dealers in Securities (codified in ASC 940-605-05-1). Expenses associated with advisory transactions are recorded in *Other operating expenses*, net of client reimbursements. Out-of-pocket expenses are deferred and recognized at the time the related revenue is recognized. In general, expenses incurred related to investment banking transactions that fail to close (are not consummated) are recorded gross in *Other operating expenses*.

Trading-related fees generally include commissions and fees from the following: executing transactions for clients on exchanges and over-the-counter markets; sale of mutual funds, insurance and other annuity products; and assisting clients in clearing transactions, providing brokerage services and other such activities. Trading-related fees are recognized when earned in *Commissions and fees*. Gains or losses, if any, on these transactions are included in *Principal transactions*.

The following table presents commissions and fees revenue for the three and nine months ended September 30, 2011 and 2010:

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Credit cards and bank cards	**$ 906**	$ 1,013	**$ 2,715**	$ 2,977
Investment banking	**476**	683	**1,935**	2,001
Trading-related	**679**	532	**2,037**	1,752
Transaction services	**387**	374	**1,148**	1,085
Checking-related	**225**	256	**696**	789
Other Consumer(1)	**230**	296	**660**	901
Primerica				91
Corporate finance(2)	**106**	137	**405**	320
Loan servicing	**30**	(29)	**280**	253
Other	**4**	(14)	**92**	(47)
Total commissions and fees	**$ 3,043**	$ 3,248	**$ 9,968**	$ 10,122

(1) Primarily consists of fees for investment fund administration and management, third-party collections, commercial demand deposit accounts and certain credit card services.

(2) Consists primarily of fees earned from structuring and underwriting loan syndications.

6. PRINCIPAL TRANSACTIONS

Principal transactions revenue consists of realized and unrealized gains and losses from trading activities. Trading activities include revenues from fixed income, equities, credit and commodities products, as well as foreign exchange transactions. Not included in the table below is the impact of net interest revenue related to trading activities, which is an integral part of trading activities' profitability. See Note 4 to the Consolidated Financial Statements for information on net interest revenue related to trading activity.

The following table presents principal transactions revenue for the three and nine months ended September 30, 2011 and 2010:

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Regional Consumer Banking	**$ 233**	$ 150	**$ 482**	$ 388
Institutional Clients Group	**1,665**	1,539	**5,213**	6,623
Subtotal Citicorp	**$ 1,898**	$ 1,689	**$ 5,695**	$ 7,011
Local Consumer Lending	**(28)**	(57)	**(74)**	(200)
Brokerage and Asset Management	**(14)**	1	**1**	(27)
Special Asset Pool	**137**	365	**1,874**	2,115
Subtotal Citi Holdings	**$ 95**	$ 309	**$ 1,801**	$ 1,888
Corporate/Other	**110**	87	**390**	(336)
Total Citigroup	**$ 2,103**	$ 2,085	**$ 7,886**	$ 8,563

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Interest rate contracts(1)	**$ 1,972**	$ 633	**$ 5,318**	$ 4,383
Foreign exchange contracts(2)	**576**	992	**1,958**	1,495
Equity contracts(3)	**(358)**	468	**217**	783
Commodity and other contracts(4)	**107**	(33)	**131**	197
Credit derivatives(5)	**(194)**	25	**262**	1,705
Total Citigroup	**$ 2,103**	$ 2,085	**$ 7,886**	$ 8,563

(1) Includes revenues from government securities and corporate debt, municipal securities, preferred stock, mortgage securities and other debt instruments. Also includes spot and forward trading of currencies and exchange-traded and over-the-counter (OTC) currency options, options on fixed income securities, interest rate swaps, currency swaps, swap options, caps and floors, financial futures, OTC options and forward contracts on fixed income securities.

(2) Includes revenues from foreign exchange spot, forward, option and swap contracts, as well as transaction gains and losses.

(3) Includes revenues from common, preferred and convertible preferred stock, convertible corporate debt, equity-linked notes, and exchange-traded and OTC equity options and warrants.

(4) Primarily includes revenues from crude oil, refined oil products, natural gas and other commodities trades.

(5) Includes revenues from structured credit products.

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7. INCENTIVE PLANS

Stock-Based Incentive Compensation

The Company has adopted a number of equity compensation plans under which it currently administers award programs involving grants of stock options, restricted or deferred stock awards, and stock payments. The award programs are used to attract, retain and motivate officers, employees and non-employee directors, to provide incentives for their contributions to the long-term performance and growth of the Company, and to align their interests with those of stockholders. Certain of these equity issuances also increase the Company's stockholders' equity. The plans and award programs are administered by the Personnel and Compensation Committee of the Citigroup Board of Directors (the Committee), which is composed entirely of independent non-employee directors. Since April 19, 2005, all equity awards have been pursuant to stockholder-approved plans.

Stock Award and Stock Option Programs

The Company recognized compensation expense related to stock award and stock option programs of $356 million for the three months ended September 30, 2011, and $1,258 million for the nine months ended September 30, 2011.

Profit Sharing Plan

The Company recognized $49 million of expense related to its Key Employee Profit Sharing Plans (KEPSP) for the three months ended September 30, 2011, and $232 million for the nine months ended September 30, 2011.

8. RETIREMENT BENEFITS

The Company has several non-contributory defined benefit pension plans covering certain U.S. employees and has various defined benefit pension and termination indemnity plans covering employees outside the United States. The U.S. qualified defined benefit plan provides benefits to eligible participants. Effective January 1, 2008, the U.S. qualified pension plan was frozen for most employees. Accordingly, no additional compensation-based contributions were credited to the cash balance portion of the plan for most existing plan participants after 2007. However, certain employees covered under a prior final pay plan formula continue to accrue benefits. The Company also offers postretirement health care and life insurance benefits to certain eligible U.S. retired employees, as well as to certain eligible employees outside the United States.

The following tables summarize the components of net (benefit) expense recognized in the Consolidated Statement of Income for the Company's U.S. qualified and nonqualified pension plans, postretirement plans and plans outside the United States.

Net (Benefit) Expense

	Three Months Ended September 30,							
	Pension plans				Postretirement benefit plans			
	U.S. plans		Non-U.S. plans		U.S. plans		Non-U.S. plans	
In millions of dollars	2011	2010	2011	2010	2011	2010	2011	2010
Qualified Plans								
Benefits earned during the year	**$ 3**	$ 4	**$ 51**	$ 43	**$**	$	**$ 7**	$ 5
Interest cost on benefit obligation	**153**	161	**97**	84	**13**	15	**30**	26
Expected return on plan assets	**(222)**	(220)	**(108)**	(94)	**(1)**	(2)	**(31)**	(24)
Amortization of unrecognized								
Net transition obligation				(1)				
Prior service cost (benefit)			**1**	1		(1)		
Net actuarial loss	**16**	12	**18**	14		3	**6**	5
Curtailment (gain) loss			**29**					
Net qualified plans (benefit) expense	**$ (50)**	$ (43)	**$ 88**	$ 47	**$ 12**	$ 15	**$ 12**	$ 12
Nonqualified plans expense	**$ 10**	$ 11	**$**	$	**$**	$	**$**	$
Total net (benefit) expense	**$ (40)**	$ (32)	**$ 88**	$ 47	**$ 12**	$ 15	**$ 12**	$ 12

	Nine Months Ended September 30,							
	Pension plans				Postretirement benefit plans			
	U.S. plans		Non-U.S. plans		U.S. plans		Non-U.S. plans	
In millions of dollars	2011	2010	2011	2010	2011	2010	2011	2010
Qualified Plans								
Benefits earned during the year	**$ 11**	$ 13	**$ 152**	$ 125	**$**	$	**$ 22**	$ 17
Interest cost on benefit obligation	**463**	480	**292**	254	**42**	44	**91**	78
Expected return on plan assets	**(666)**	(643)	**(324)**	(281)	**(5)**	(6)	**(92)**	(74)

Amortization of unrecognized												
Net transition obligation				**(1)**	(1)							
Prior service cost (benefit)		(1)		**3**	3	**(2)**	1					
Net actuarial loss	**50**	34		**55**	42	**8**	5		**18**		15	
Curtailment (gain) loss				**29**								
Net qualified plans (benefit) expense	**$**	**(142)**	$	(117)	**$**	**206**	$	142	**$**	**43**	$	44	**$**	**39**	$	36
Nonqualified plans expense	**$**	**30**	$	33	**$**		$		**$**		$		**$**		$	
Total net (benefit) expense	**$**	**(112)**	$	(84)	**$**	**206**	$	142	**$**	**43**	$	44	**$**	**39**	$	36

Contributions

Citigroup's pension funding policy for U.S. plans and non-U.S. plans is generally to fund to applicable minimum funding requirements rather than to the amounts of accumulated benefit obligations. For the U.S. plans, the Company may increase its contributions above the minimum required contribution under the Employee Retirement Income Security Act of 1974, as amended, if appropriate to its tax and cash position and the plans' funded position. For the U.S. qualified pension plan, as of September 30, 2011, there were no minimum required cash contributions and no discretionary cash or non-cash contributions are currently planned. For the U.S. non-qualified pension plans, the Company contributed $32 million in benefits paid directly during the nine months ended September 30, 2011 and expects to contribute an additional $10.5 million during the remainder of 2011. For the non-U.S. pension plans, the Company contributed $158.8 million in cash and benefits paid directly during the nine months ended September 30, 2011 and expects to contribute an additional $74.6 million during the remainder of 2011. For the non-U.S. postretirement plans, the Company contributed $1.3 million in cash and benefits paid directly during the nine months ended September 30, 2011 and expects to contribute $63.0 million during the remainder of 2011. These estimates are subject to change, since contribution decisions are affected by various factors, such as market performance and regulatory requirements. In addition, management has the ability to change funding policy.

9. EARNINGS PER SHARE

The following is a reconciliation of the income and share data used in the basic and diluted earnings per share (EPS) computations for the three and nine months ended September 30, 2011 and 2010:

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions, except per-share amounts	**2011(1)**	**2010(1)**	**2011(1)**	**2010(1)**
Income from continuing operations before attribution of noncontrolling interests	**$ 3,742**	$ 2,601	**$ 10,105**	$ 9,578
Less: Noncontrolling interests from continuing operations	**(28)**	110	**106**	170
Net income from continuing operations (for EPS purposes)	**$ 3,770**	$ 2,491	**$ 9,999**	$ 9,408
Income (loss) from discontinued operations, net of taxes	**1**	(374)	**112**	(166)
Less: Noncontrolling interests from discontinued operations		(51)		(51)
Citigroup's net income	**$ 3,771**	$ 2,168	**$ 10,111**	$ 9,293
Less: Preferred dividends	**4**		**17**	
Net income available to common shareholders	**$ 3,767**	$ 2,168	**$ 10,094**	$ 9,293
Less: Dividends and undistributed earnings allocated to employee restricted and deferred shares that contain nonforfeitable rights to dividends, applicable to basic EPS	**70**	20	**164**	78
Net income allocated to common shareholders for basic EPS	**$ 3,697**	$ 2,148	**$ 9,930**	$ 9,215
Add: Interest expense, net of tax, on convertible securities and adjustment of undistributed earnings allocated to employee restricted and deferred shares that contain nonforfeitable rights to dividends, applicable to diluted EPS	**6**	1	**12**	2
Net income allocated to common shareholders for diluted EPS	**$ 3,703**	$ 2,149	**$ 9,942**	$ 9,217
Weighted-average common shares outstanding applicable to basic EPS	**2,910.8**	2,887.8	**2,907.9**	2,872.4

Effect of dilutive securities				
TDECs	**87.6**	87.6	**87.6**	87.8
Options			**1.0**	0.1
Other employee plans	**0.1**	2.4	**0.8**	1.8
Convertible securities	**0.1**		**0.1**	0.1
Adjusted weighted-average common shares outstanding applicable to diluted EPS	**2,998.6**	2,977.8	**2,997.4**	2,962.2
Basic earnings per share(2)				
Income from continuing operations	**$ 1.27**	$ 0.85	**$ 3.38**	$ 3.25
Discontinued operations		(0.11)	**0.04**	(0.04)
Net income	**$ 1.27**	$ 0.74	**$ 3.41**	$ 3.21
Diluted earnings per share(2)				
Income from continuing operations	**$ 1.23**	$ 0.83	**$ 3.28**	$ 3.15
Discontinued operations		(0.11)	**0.04**	(0.04)
Net income	**$ 1.23**	$ 0.72	**$ 3.32**	$ 3.11

(1) All per share amounts and Citigroup shares outstanding for all periods reflect Citigroup's 1-for-10 reverse stock split, which was effective May 6, 2011.

(2) Due to rounding, earnings per share on continuing operations and discontinued operations may not sum to earnings per share amount on net income.

During the third quarters of 2011 and 2010, weighted-average options to purchase 38.1 million and 38.5 million shares of common stock, respectively, were outstanding but not included in the computation of earnings per share, because the weighted-average exercise prices of $71.24 and $95.80 respectively, were greater than the average market price of the Company's common stock.

Warrants issued to the U.S. Treasury as part of the Troubled Asset Relief Program (TARP) and the loss-sharing agreement (all of which were subsequently sold to the public in January 2011), with exercise prices of $178.50 and $106.10 for approximately 21.0 million and 25.5 million shares of common stock, respectively, were not included in the computation of earnings per share in the third quarters of 2011 and 2010 because the exercise price was greater than the average market price of the Company's common stock.

The final tranche of equity units held by the Abu Dhabi Investment Authority (ADIA) converted into 5.9 million shares of Citigroup common stock during the third quarter of 2011. Equity units convertible into approximately 11.8 million shares of Citigroup common stock held by ADIA were not included in the computation of earnings per share in the third quarter of 2010 because the exercise price of $318.30 was greater than the average market price of the Company's common stock.

10. TRADING ACCOUNT ASSETS AND LIABILITIES

Trading account assets and *Trading account liabilities*, at fair value, consisted of the following at September 30, 2011 and December 31, 2010:

In millions of dollars	September 30, 2011	December 31, 2010
Trading account assets		
Mortgage-backed securities(1)		
U.S. government-sponsored agency guaranteed	**$ 27,631**	$ 27,127
Prime	**1,391**	1,514
Alt-A	**1,234**	1,502
Subprime	**1,351**	2,036
Non-U.S. residential	**550**	1,052
Commercial	**2,960**	1,758
Total mortgage-backed securities	**$ 35,117**	$ 34,989
U.S. Treasury and federal agency securities		
U.S. Treasury	**$ 15,469**	$ 20,168
Agency obligations	**3,135**	3,418
Total U.S. Treasury and federal agencies	**$ 18,604**	$ 23,586
State and municipal securities	**$ 6,269**	$ 7,493
Foreign government securities	**102,890**	88,311
Corporate	**43,664**	51,422
Derivatives(2)	**60,265**	50,213
Equity securities	**31,395**	37,436
Asset-backed securities(1)	**7,003**	8,606
Other debt securities	**15,430**	15,216
Total trading account assets	**$ 320,637**	$ 317,272
Trading account liabilities		
Securities sold, not yet purchased	**$ 87,597**	$ 69,324
Derivatives(2)	**61,254**	59,730
Total trading account liabilities	**$ 148,851**	$ 129,054

(1) The Company invests in mortgage-backed securities and asset-backed securities. These securitization entities are generally considered VIEs. The Company's maximum exposure to loss from these VIEs is equal to the carrying amount of the securities, which is reflected in the table above. For mortgage-backed and asset-backed securitizations in which the Company has other involvement, information is provided in Note 17 to the Consolidated Financial Statements.

(2) Presented net, pursuant to master netting agreements. See Note 18 to the Consolidated Financial Statements for a discussion regarding the accounting and reporting for derivatives.

11. INVESTMENTS

Overview

In millions of dollars	September 30, 2011	December 31, 2010
Securities available-for-sale	**$ 258,835**	$ 274,572
Debt securities held-to-maturity(1)	**12,866**	29,107
Non-marketable equity securities carried at fair value(2)	**7,754**	6,602
Non-marketable equity securities carried at cost(3)	**7,202**	7,883
Total investments	**$ 286,657**	$ 318,164

(1) Recorded at amortized cost less impairment on securities that have credit-related impairment.

(2) Unrealized gains and losses for non-marketable equity securities carried at fair value are recognized in earnings.

(3) Non-marketable equity securities carried at cost primarily consist of shares issued by the Federal Reserve Bank, the Federal Home Loan Banks, foreign central banks and various clearing houses of which Citigroup is a member.

Securities Available-for-Sale

The amortized cost and fair value of securities available-for-sale (AFS) at September 30, 2011 and December 31, 2010 were as follows:

	September 30, 2011				December 31, 2010			
In millions of dollars	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Debt securities AFS								
Mortgage-backed securities(1)								
U.S. government-sponsored agency guaranteed	**$ 40,353**	**$ 1,456**	**$ 46**	**$ 41,763**	$ 23,433	$ 425	$ 235	$ 23,623
Prime	**135**		**5**	**130**	1,985	18	177	1,826
Alt-A	**1**			**1**	46	2		48
Subprime					119	1	1	119
Non-U.S. residential	**2,886**	**8**	**10**	**2,884**	315	1		316
Commercial	**478**	**14**	**9**	**483**	592	21	39	574
Total mortgage-backed securities(1)	**$ 43,853**	**$ 1,478**	**$ 70**	**$ 45,261**	$ 26,490	$ 468	$ 452	$ 26,506
U.S. Treasury and federal agency securities								
U.S. Treasury	**38,688**	**1,365**	**12**	**40,041**	58,069	435	56	58,448
Agency obligations	**40,835**	**653**	**15**	**41,473**	43,294	375	55	43,614
Total U.S. Treasury and federal agency securities	**$ 79,523**	**$ 2,018**	**$ 27**	**$ 81,514**	$ 101,363	$ 810	$ 111	$ 102,062
State and municipal	**16,818**	**136**	**2,574**	**14,380**	15,660	75	2,500	13,235
Foreign government	**82,757**	**625**	**394**	**82,988**	99,110	984	415	99,679
Corporate	**16,296**	**330**	**52**	**16,574**	15,910	319	59	16,170
Asset-backed securities(1)	**9,922**	**50**	**60**	**9,912**	9,085	31	68	9,048
Other debt securities	**2,123**	**45**	**6**	**2,162**	1,948	24	60	1,912

Total debt securities AFS	**$ 251,292**	**$ 4,682**	**$ 3,183**	**$ 252,791**	$ 269,566	$ 2,711	$ 3,665	$ 268,612
Marketable equity securities AFS	**$ 4,560**	**$ 1,712**	**$ 228**	**$ 6,044**	$ 3,791	$ 2,380	$ 211	$ 5,960
Total securities AFS	**$ 255,852**	**$ 6,394**	**$ 3,411**	**$ 258,835**	$ 273,357	$ 5,091	$ 3,876	$ 274,572

(1) The Company invests in mortgage-backed and asset-backed securities. These securitizations are generally considered VIEs. The Company's maximum exposure to loss from these VIEs is equal to the carrying amount of the securities, which is reflected in the table above. For mortgage-backed and asset-backed securitizations in which the Company has other involvement, information is provided in Note 17 to the Consolidated Financial Statements.

As discussed in more detail below, the Company conducts and documents periodic reviews of all securities with unrealized losses to evaluate whether the impairment is other than temporary. Any credit-related impairment related to debt securities the Company does not plan to sell and is not likely to be required to sell is recognized in the Consolidated Statement of Income, with the non-credit-related impairment recognized in AOCI. For other impaired debt securities, the entire impairment is recognized in the Consolidated Statement of Income.

The table below shows the fair value of AFS securities that have been in an unrealized loss position for less than 12 months or for 12 months or longer as of September 30, 2011 and December 31, 2010:

	Less than 12 months		12 months or longer		Total	
In millions of dollars	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
September 30, 2011						
Securities AFS						
Mortgage-backed securities						
U.S. government-sponsored agency guaranteed	**$ 3,949**	**$ 30**	**$ 28**	**$ 16**	**$ 3,977**	**$ 46**
Prime	**30**		**40**	**5**	**70**	**5**
Alt-A						
Subprime						
Non-U.S. residential	**1,931**	**10**	**82**		**2,013**	**10**
Commercial	**60**	**1**	**33**	**8**	**93**	**9**
Total mortgage-backed securities	**$ 5,970**	**$ 41**	**$ 183**	**$ 29**	**$ 6,153**	**$ 70**
U.S. Treasury and federal agency securities						
U.S. Treasury	**2,066**	**12**			**2,066**	**12**
Agency obligations	**5,747**	**15**			**5,747**	**15**
Total U.S. Treasury and federal agency securities	**$ 7,813**	**$ 27**	**$**	**$**	**$ 7,813**	**$ 27**
State and municipal	**1**		**11,826**	**2,574**	**11,827**	**2,574**
Foreign government	**31,146**	**195**	**8,986**	**199**	**40,132**	**394**
Corporate	**3,149**	**28**	**215**	**24**	**3,364**	**52**
Asset-backed securities	**3,493**	**50**	**210**	**10**	**3,703**	**60**
Other debt securities	**184**	**6**			**184**	**6**
Marketable equity securities AFS	**119**	**25**	**1,512**	**203**	**1,631**	**228**
Total securities AFS	**$ 51,875**	**$ 372**	**$ 22,932**	**$ 3,039**	**$ 74,807**	**$ 3,411**
December 31, 2010						
Securities AFS						
Mortgage-backed securities						
U.S. government-sponsored agency guaranteed	$ 8,321	$ 214	$ 38	$ 21	$ 8,359	$ 235
Prime	89	3	1,506	174	1,595	177
Alt-A	10				10	
Subprime	118	1			118	1
Non-U.S. residential			135		135	
Commercial	81	9	53	30	134	39
Total mortgage-backed securities	$ 8,619	$ 227	$ 1,732	$ 225	$ 10,351	$ 452
U.S. Treasury and federal agency securities						
U.S. Treasury	9,229	21	725	35	9,954	56
Agency obligations	9,680	55			9,680	55
Total U.S. Treasury and federal agency securities	$ 18,909	$ 76	$ 725	$ 35	$ 19,634	$ 111
State and municipal	626	60	11,322	2,440	11,948	2,500
Foreign government	32,731	271	6,609	144	39,340	415
Corporate	1,128	30	860	29	1,988	59
Asset-backed securities	2,533	64	14	4	2,547	68
Other debt securities			559	60	559	60
Marketable equity securities AFS	68	3	2,039	208	2,107	211
Total securities AFS	$ 64,614	$ 731	$ 23,860	$ 3,145	$ 88,474	$ 3,876

The following table presents the amortized cost and fair value of AFS debt securities by contractual maturity dates as of September 30, 2011 and December 31, 2010:

	September 30, 2011		December 31, 2010	
In millions of dollars	Amortized Cost	Fair value	Amortized cost	Fair value
Mortgage-backed securities(1)				
Due within 1 year	**$**	**$**	$	$
After 1 but within 5 years	**455**	**443**	403	375
After 5 but within 10 years	**1,708**	**1,767**	402	419
After 10 years(2)	**41,690**	**43,051**	25,685	25,712
Total	**$ 43,853**	**$ 45,261**	$ 26,490	$ 26,506
U.S. Treasury and federal agencies				
Due within 1 year	**$ 8,777**	**$ 8,806**	$ 36,411	$ 36,443
After 1 but within 5 years	**61,797**	**63,225**	52,558	53,118
After 5 but within 10 years	**8,067**	**8,544**	10,604	10,647
After 10 years(2)	**882**	**939**	1,790	1,854
Total	**$ 79,523**	**$ 81,514**	$ 101,363	$ 102,062
State and municipal				
Due within 1 year	**$ 49**	**$ 49**	$ 9	$ 9
After 1 but within 5 years	**432**	**434**	145	149
After 5 but within 10 years	**198**	**203**	230	235
After 10 years(2)	**16,139**	**13,694**	15,276	12,842
Total	**$ 16,818**	**$ 14,380**	$ 15,660	$ 13,235
Foreign government				
Due within 1 year	**$ 33,282**	**$ 33,198**	$ 41,856	$ 41,387
After 1 but within 5 years	**41,332**	**41,489**	49,983	50,739
After 5 but within 10 years	**7,186**	**7,188**	6,143	6,264
After 10 years(2)	**957**	**1,113**	1,128	1,289
Total	**$ 82,757**	**$ 82,988**	$ 99,110	$ 99,679
All other(3)				
Due within 1 year	**$ 9,943**	**$ 9,960**	$ 2,162	$ 2,164
After 1 but within 5 years	**10,355**	**10,500**	17,838	17,947
After 5 but within 10 years	**3,102**	**3,260**	2,610	2,714
After 10 years(2)	**4,941**	**4,928**	4,333	4,305
Total	**$ 28,341**	**$ 28,648**	$ 26,943	$ 27,130
Total debt securities AFS	**$ 251,292**	**$ 252,791**	$ 269,566	$ 268,612

(1) Includes mortgage-backed securities of U.S. government-sponsored agencies.

(2) Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment rights.

(3) Includes corporate, asset-backed and other debt securities.

The following table presents interest and dividends on all investments for the three- and nine-month periods ended September 30, 2011 and 2010:

	Three months ended		Nine months ended	
In millions of dollars	**September 30, 2011**	**September 30, 2010**	**September 30, 2011**	**September 30, 2010**
Taxable interest	**$ 1,720**	$ 2,353	**$ 5,777**	$ 7,896
Interest exempt from U.S. federal income tax	**148**	125	**441**	364
Dividends	**57**	73	**243**	255
Total interest and dividends	**$ 1,925**	$ 2,551	**$ 6,461**	$ 8,515

The following table presents realized gains and losses on all investments for the three- and nine-month periods ended September 30, 2011 and 2010. The gross realized investment losses exclude losses from other-than-temporary impairment:

	Three months ended		Nine months ended	
In millions of dollars	**September 30, 2011**	**September 30, 2010**	**September 30, 2011**	**September 30, 2010**
Gross realized investment gains	**$ 920**	$ 1,133	**$ 2,224**	$ 2,280
Gross realized investment losses**(1)**	**(155)**	(171)	**(296)**	(257)
Net realized gains	**$ 765**	$ 962	**$ 1,928**	$ 2,023

(1) During the first quarter of 2010, the Company sold four corporate debt securities that were classified as held-to-maturity. These sales were in response to a significant deterioration in the creditworthiness of the issuers. The securities sold had a carrying value of $413 million, and the Company recorded a realized loss of $49 million. During the second and third quarters of 2011, the Company sold various mortgage-backed and asset-backed securities that were classified as held-to-maturity. These sales were in response to a significant deterioration in the creditworthiness of the securities. The mortgage-backed and asset-backed securities sold had a carrying value of $82 million and $985 million, respectively, and the Company recorded a realized loss of $15 million and $123 million in the second and third quarters of 2011, respectively.

Debt Securities Held-to-Maturity

The carrying value and fair value of debt securities held-to-maturity (HTM) at September 30, 2011 and December 31, 2010 were as follows:

In millions of dollars	**Amortized cost(1)**	**Net unrealized loss recognized in AOCI**	**Carrying value(2)**	**Gross unrealized gains**	**Gross unrealized losses**	**Fair value**
September 30, 2011						
Debt securities held-to-maturity						
Mortgage-backed securities(3)						
Prime	**$ 655**	**$ 136**	**$ 519**	**$ 17**	**$ 17**	**$ 519**
Alt-A	**5,312**	**1,520**	**3,792**	**17**	**217**	**3,592**
Subprime	**414**	**48**	**366**	**1**	**85**	**282**
Non-U.S. residential	**3,678**	**556**	**3,122**	**73**	**172**	**3,023**
Commercial	**553**	**2**	**551**		**50**	**501**
Total mortgage-backed securities	**$ 10,612**	**$ 2,262**	**$ 8,350**	**$ 108**	**$ 541**	**$ 7,917**
State and municipal	**1,492**	**94**	**1,398**	**81**	**100**	**1,379**
Corporate	**2,072**	**9**	**2,063**	**6**	**385**	**1,684**
Asset-backed securities(3)	**1,090**	**35**	**1,055**	**19**	**25**	**1,049**
Total debt securities held-to-maturity	**$ 15,266**	**$ 2,400**	**$ 12,866**	**$ 214**	**$ 1,051**	**$ 12,029**

December 31, 2010						
Debt securities held-to-maturity						
Mortgage-backed securities(3)						
Prime	$ 4,748	$ 794	$ 3,954	$ 379	$ 11	$ 4,322
Alt-A	11,816	3,008	8,808	536	166	9,178
Subprime	708	75	633	9	72	570
Non-U.S. residential	5,010	793	4,217	259	72	4,404
Commercial	908	21	887	18	96	809

Total mortgage-backed securities	$ 23,190	$ 4,691	$ 18,499	$ 1,201	$ 417	$ 19,283
State and municipal	2,523	127	2,396	11	104	2,303
Corporate	6,569	145	6,424	447	267	6,604
Asset-backed securities(3)	1,855	67	1,788	57	54	1,791
Total debt securities held-to-maturity	$ 34,137	$ 5,030	$ 29,107	$ 1,716	$ 842	$ 29,981

(1) For securities transferred to HTM from *Trading account assets* in 2008, amortized cost is defined as the fair value of the securities at the date of transfer plus any accretion income and less any impairments recognized in earnings subsequent to transfer. For securities transferred to HTM from AFS in 2008, amortized cost is defined as the original purchase cost, plus or minus any accretion or amortization of a purchase discount or premium, less any impairment recognized in earnings.

(2) HTM securities are carried on the Consolidated Balance Sheet at amortized cost less any unrealized gains and losses recognized in AOCI. The changes in the values of these securities are not reported in the financial statements, except for other-than-temporary impairments. For HTM securities, only the credit loss component of the impairment is recognized in earnings, while the remainder of the impairment is recognized in AOCI.

(3) The Company invests in mortgage-backed and asset-backed securities. These securitizations are generally considered VIEs. The Company's maximum exposure to loss from these VIEs is equal to the carrying amount of the securities, which is reflected in the table above. For mortgage-backed and asset-backed securitizations in which the Company has other involvement, information is provided in Note 17 to the Consolidated Financial Statements.

The Company has the positive intent and ability to hold these securities to maturity absent any unforeseen further significant changes in circumstances, including deterioration in credit or with regard to regulatory capital requirements.

The net unrealized losses classified in AOCI relate to debt securities reclassified from AFS investments to HTM investments in a prior year. Additionally, for HTM securities that have suffered credit impairment, declines in fair value for reasons other than credit losses are recorded in AOCI. The AOCI balance was $2.4 billion as of September 30, 2011, compared to $5.0 billion as of December 31, 2010. The AOCI balance for HTM securities is amortized over the remaining life of the related securities as an adjustment of yield in a manner consistent with the accretion of discount on the same debt securities. This will have no impact on the Company's net income because the amortization of the unrealized holding loss reported in equity will offset the effect on interest income of the accretion of the discount on these securities.

For any credit-related impairment on HTM securities, the credit loss component is recognized in earnings.

The table below shows the fair value of debt securities in HTM that have been in an unrecognized loss position for less than 12 months or for 12 months or longer as of September 30, 2011 and December 31, 2010:

	Less than 12 months		12 months or longer		Total	
In millions of dollars	Fair value	Gross unrecognized losses	Fair value	Gross unrecognized losses	Fair value	Gross unrecognized losses
September 30, 2011						
Debt securities held-to-maturity						
Mortgage-backed securities	**$ 80**	**$ 5**	**$ 6,498**	**$ 536**	**$ 6,578**	**$ 541**
State and municipal			**758**	**100**	**758**	**100**
Corporate			**1,633**	**385**	**1,633**	**385**
Asset-backed securities	**26**		**618**	**25**	**644**	**25**
Total debt securities held-to-maturity	**$ 106**	**$ 5**	**$ 9,507**	**$ 1,046**	**$ 9,613**	**$ 1,051**
December 31, 2010						
Debt securities held-to-maturity						
Mortgage-backed securities	$ 339	$ 30	$ 14,410	$ 387	$ 14,749	$ 417
State and municipal	24		1,273	104	1,297	104
Corporate	1,584	143	1,579	124	3,163	267
Asset-backed securities	159	11	494	43	653	54
Total debt securities held-to-maturity	$ 2,106	$ 184	$ 17,756	$ 658	$ 19,862	$ 842

Excluded from the gross unrecognized losses presented in the above table are the $2.4 billion and $5.0 billion of gross unrealized losses recorded in AOCI as of September 30, 2011 and December 31, 2010, respectively, mainly related to the HTM securities that were reclassified from AFS investments. Virtually all of these unrealized losses relate to securities that have been in a loss position for 12 months or longer at both September 30, 2011 and December 31, 2010.

The following table presents the carrying value and fair value of HTM debt securities by contractual maturity dates as of September 30, 2011 and December 31, 2010:

	September 30, 2011		December 31, 2010	
In millions of dollars	Carrying value	Fair value	Carrying value	Fair value
Mortgage-backed securities				
Due within 1 year	**$**	**$**	$ 21	$ 23
After 1 but within 5 years	**267**	**241**	321	309
After 5 but within 10 years	**293**	**270**	493	434
After 10 years(1)	**7,790**	**7,406**	17,664	18,517
Total	**$ 8,350**	**$ 7,917**	$ 18,499	$ 19,283
State and municipal				
Due within 1 year	**$ 3**	**$ 3**	$ 12	$ 12
After 1 but within 5 years	**37**	**40**	55	55
After 5 but within 10 years	**25**	**26**	86	85
After 10 years(1)	**1,333**	**1,310**	2,243	2,151
Total	**$ 1,398**	**$ 1,379**	$ 2,396	$ 2,303
All other(2)				
Due within 1 year	**$ 35**	**$ 37**	$ 351	$ 357
After 1 but within 5 years	**570**	**475**	1,344	1,621
After 5 but within 10 years	**1,621**	**1,338**	4,885	4,765
After 10 years(1)	**892**	**883**	1,632	1,652
Total	**$ 3,118**	**$ 2,733**	$ 8,212	$ 8,395
Total debt securities held-to-maturity	**$ 12,866**	**$ 12,029**	$ 29,107	$ 29,981

(1) Investments with no stated maturities are included as contractual maturities of greater than 10 years. Actual maturities may differ due to call or prepayment rights.

(2) Includes corporate and asset-backed securities.

Evaluating Investments for Other-Than-Temporary Impairments

The Company conducts and documents periodic reviews of all securities with unrealized losses to evaluate whether the impairment is other than temporary.

Under the guidance for debt securities, other-than-temporary impairment (OTTI) is recognized in earnings for debt securities that the Company has an intent to sell or that the Company believes it is more-likely-than-not that it will be required to sell prior to recovery of the amortized cost basis. For those securities that the Company does not intend to sell or expect to be required to sell, credit-related impairment is recognized in earnings, with the non-credit-related impairment recorded in AOCI.

An unrealized loss exists when the current fair value of an individual security is less than its amortized cost basis. Unrealized losses that are determined to be temporary in nature are recorded, net of tax, in AOCI for AFS securities, while such losses related to HTM securities are not recorded, as these investments are carried at their amortized cost. For securities transferred to HTM from *Trading account assets*, amortized cost is defined as the fair value of the securities at the date of transfer, plus any accretion income and less any impairment recognized in earnings subsequent to transfer. For securities transferred to HTM from AFS, amortized cost is defined as the original purchase cost, plus or minus any accretion or amortization of a purchase discount or premium, less any impairment recognized in earnings.

Regardless of the classification of the securities as AFS or HTM, the Company has assessed each position with an unrealized loss for other-than-temporary impairment.

Factors considered in determining whether a loss is temporary include:

- the length of time and the extent to which fair value has been below cost;
- the severity of the impairment;
- the cause of the impairment and the financial condition and near-term prospects of the issuer;
- activity in the market of the issuer that may indicate adverse credit conditions; and
- the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery.

The Company's review for impairment generally entails:

- identification and evaluation of investments that have indications of possible impairment;
- analysis of individual investments that have fair values less than amortized cost, including consideration of the length of time the investment has been in an unrealized loss position and the expected recovery period;
- discussion of evidential matter, including an evaluation of factors or triggers that could cause individual investments to qualify as having other-than-temporary impairment and those that would not support other-than-temporary impairment; and
- documentation of the results of these analyses, as required under business policies.

For equity securities, management considers the various factors described above, including its intent and ability to hold the equity security for a period of time sufficient for recovery to cost. Where management lacks that intent or ability, the security's decline in fair value is deemed to be other-than-temporary and is recorded in earnings. AFS equity securities deemed other-than-temporarily impaired are written down to fair value, with the full difference between fair value and cost recognized in earnings.

For debt securities that are not deemed to be credit impaired, management assesses whether it intends to sell or whether it is more-likely-than-not that it would be required to sell the investment before the expected recovery of the amortized cost basis. In most cases, management has asserted that it has no intent to sell and that it believes it is not likely to be required to sell the investment before recovery of its amortized cost basis. Where such an assertion has not been made, the security's decline in fair value is deemed to be other than temporary and is recorded in earnings.

For debt securities, a critical component of the evaluation for OTTI is the identification of credit impaired securities, where management does not expect to receive cash flows sufficient to recover the entire amortized cost basis of the security. For securities purchased and classified as AFS with the expectation of receiving full principal and interest cash flows as of the date of purchase, this analysis considers the likelihood of receiving all contractual principal and interest. For securities reclassified out of the trading category in the fourth quarter of 2008, the analysis considers the likelihood of receiving the expected principal and interest cash flows anticipated as of the date of reclassification in the fourth quarter of 2008. The extent of the Company's analysis regarding credit quality and the stress on assumptions used in the analysis have been refined for securities where the current fair value or other characteristics of the security warrant. The paragraphs below describe the Company's process for identifying credit impairment in security types with the most significant unrealized losses as of September 30, 2011.

Mortgage-backed securities

For U.S. mortgage-backed securities (and in particular for Alt-A and other mortgage-backed securities that have significant unrealized losses as a percentage of amortized cost), credit impairment is assessed using a cash flow model that estimates the cash flows on the underlying mortgages, using the security-specific collateral and transaction structure. The model estimates cash flows from the underlying mortgage loans and distributes those cash flows to various tranches of securities, considering the transaction structure and any subordination and credit enhancements that exist in that structure. The cash flow model incorporates actual cash flows on the mortgage-backed securities through the current period and then projects the remaining cash flows using a number of assumptions, including default rates, prepayment rates and recovery rates (on foreclosed properties).

Management develops specific assumptions using as much market data as possible and includes internal estimates as well as estimates published by rating agencies and other third-party sources. Default rates are projected by considering current underlying mortgage loan performance, generally assuming the default of (1) 10% of current loans, (2) 25% of 30-59 day delinquent loans, (3) 70% of 60-90 day delinquent loans and (4) 100% of 91+ day delinquent loans. These estimates are extrapolated along a default timing curve to estimate the total lifetime pool default rate. Other assumptions used contemplate the actual collateral attributes, including geographic concentrations, rating agency loss projections, rating actions and current market prices.

The key assumptions for mortgage-backed securities as of September 30, 2011 are in the table below:

	September 30, 2011	
Prepayment rate(1)	**1%**	**8% CRR**
Loss severity(2)	**45%**	**90%**

(1) Conditional Repayment Rate (CRR) represents the annualized expected rate of voluntary prepayment of principal for mortgage-backed securities over a certain period of time.

(2) Loss severity rates are estimated considering collateral characteristics and generally range from 45%-60% for prime bonds, 50%-90% for Alt-A bonds and 65%-90% for subprime bonds.

The valuation as of September 30, 2011 assumes that U.S. housing prices will decrease 4% in 2011, 1% in 2012, remain flat in 2013 and increase 3% per year from 2014 onwards, while unemployment increases to 9.5% by the end of the fourth quarter of 2011.

In addition, cash flow projections are developed using more stressful parameters. Management assesses the results of those stress tests (including the severity of any cash shortfall indicated and the likelihood of the stress scenarios actually occurring based on the underlying pool's characteristics and performance) to assess whether management expects to recover the amortized cost basis of the security. If cash flow projections indicate that the Company does not expect to recover its amortized cost basis, the Company recognizes the estimated credit loss in earnings.

State and municipal securities

Citigroup's AFS state and municipal bonds consist mainly of bonds that are financed through Tender Option Bond programs or were previously financed in this program. The process for identifying credit impairment for these bonds is largely based on third-party credit ratings. Individual bond positions were required to meet minimum ratings requirements, which vary based on the sector of the bond issuer.

Citigroup monitors the bond issuer and insurer ratings on a daily basis. The average portfolio rating, ignoring any insurance, is Aa3/AA-. In the event of a downgrade of the bond below Aa3/AA-, the subject bond is specifically reviewed for potential shortfall in contractual principal and interest. Citigroup has not recorded any credit impairments on bonds held as part of the Tender Option Bond program or on bonds that were previously held as part of the Tender Option Bond program.

The remainder of Citigroup's AFS and HTM state and municipal bonds are specifically reviewed for credit impairment based on instrument-specific estimates of cash flows, probability of default and loss given default.

Because Citigroup does not intend to sell the AFS or HTM state and municipal bond securities or expect to be required to sell them prior to recovery, any related unrealized losses (other than credit-related losses) are not recognized in earnings as other-than-temporary impairment.

Recognition and Measurement of OTTI

The following table presents the total OTTI recognized in earnings during the three and nine months ended September 30, 2011:

OTTI on Investments	Three months ended September 30, 2011			Nine months ended September 30, 2011		
In millions of dollars	AFS	HTM	Total	AFS	HTM	Total
Impairment losses related to securities that the Company does not intend to sell nor will likely be required to sell:						
Total OTTI losses recognized during the periods ended September 30, 2011	$ 4	$ 133	$ 137	$ 72	$ 373	$ 445
Less: portion of OTTI loss recognized in AOCI (before taxes)	2		2	47		47
Net impairment losses recognized in earnings for securities that the Company does not intend to sell nor will likely be required to sell	$ 2	$ 133	$ 135	$ 25	$ 373	$ 398
OTTI losses recognized in earnings for securities that the Company intends to sell or more-likely-than-not will be required to sell before recovery	11		11	239	1,387	1,626
Total impairment losses recognized in earnings	$ 13	$ 133	$ 146	$ 264	$ 1,760	$ 2,024

The following is a three month roll-forward of the credit-related impairments recognized in earnings for AFS and HTM debt securities held as of September 30, 2011 that the Company does not intend to sell nor likely will be required to sell:

In millions of dollars	June 30, 2011 balance	Cumulative OTTI Credit Losses Recognized in Earnings: Credit impairments recognized in earnings on securities not previously impaired	Credit impairments recognized in earnings on securities that have been previously impaired	Reductions due to credit impaired securities sold, transferred or matured	September 30, 2011 balance
AFS debt securities					
Mortgage-backed securities					
Prime	**$ 292**	$	$	$	**$ 292**
Alt-A	**2**				**2**
Commercial real estate	**2**				**2**
Total mortgage-backed securities	**$ 296**	$	$	$	**$ 296**
State and municipal	**3**				**3**
U.S. Treasury	**66**				**66**
Foreign government	**163**				**163**
Corporate	**155**		2		**157**
Asset-backed securities	**10**				**10**
Other debt securities	**52**				**52**
Total OTTI credit losses recognized for AFS debt securities	**$ 745**	$	$ 2	$	**$ 747**
HTM debt securities					
Mortgage-backed securities					
Prime	**$ 84**	$	$	$	**$ 84**
Alt-A	**1,952**	47	85		**2,084**
Subprime	**252**		1		**253**
Non-U.S. residential	**96**				**96**
Commercial real estate	**10**				**10**
Total mortgage-backed Securities	**$ 2,394**	$ 47	$ 86	$	**$ 2,527**
State and municipal	**9**				**9**
Corporate	**351**				**351**
Asset-backed securities	**113**				**113**
Other debt securities	**5**				**5**
Total OTTI credit losses recognized for HTM debt securities	**$ 2,872**	$ 47	$ 86	$	**$ 3,005**

The following is a nine month roll-forward of the credit-related impairments recognized in earnings for AFS and HTM debt securities held as of September 30, 2011 that the Company does not intend to sell nor likely will be required to sell:

		Cumulative OTTI Credit Losses Recognized in Earnings			
In millions of dollars	December 31, 2010 balance	Credit impairments recognized in earnings on securities not previously impaired	Credit impairments recognized in earnings on securities that have been previously impaired	Reductions due to credit impaired securities sold, transferred or matured	September 30, 2011 balance
AFS debt securities					
Mortgage-backed securities					
Prime	**$ 292**	$	$	$	**$ 292**
Alt-A	**2**				**2**
Commercial real estate	**2**				**2**
Total mortgage-backed securities	**$ 296**	$	$	$	**$ 296**
State and municipal	**3**				**3**
U.S. Treasury	**48**	18			**66**
Foreign government	**159**		4		**163**
Corporate	**154**	1	2		**157**
Asset-backed securities	**10**				**10**
Other debt securities	**52**				**52**
Total OTTI credit losses recognized for AFS debt securities	**$ 722**	$ 19	$ 6	$	**$ 747**
HTM debt securities					
Mortgage-backed securities					
Prime	**$ 308**	$	$ 2	$ (226)	**$ 84**
Alt-A	**3,149**	65	279	(1,409)	**2,084**
Subprime	**232**	2	23	(4)	**253**
Non-U.S. residential	**96**				**96**
Commercial real estate	**10**				**10**
Total mortgage-backed securities	**$ 3,795**	$ 67	$ 304	$ (1,639)	**$ 2,527**
State and municipal	**7**	2			**9**
Corporate	**351**				**351**
Asset-backed securities	**113**				**113**
Other debt securities	**5**				**5**
Total OTTI credit losses recognized for HTM debt securities	**$ 4,271**	$ 69	$ 304	$ (1,639)	**$ 3,005**

Investments in Alternative Investment Funds that Calculate Net Asset Value per Share

The Company holds investments in certain alternative investment funds that calculate net asset value (NAV) per share, including hedge funds, private equity funds, fund of funds and real estate funds. The Company's investments include co-investments in funds that are managed by the Company and investments in funds that are managed by third parties. Investments in funds are generally classified as non-marketable equity securities carried at fair value.

The fair values of these investments are estimated using the NAV per share of the Company's ownership interest in the funds, where it is not probable that the Company will sell an investment at a price other than NAV.

In millions of dollars at September 30, 2011	Fair value	Unfunded commitments	Redemption frequency (if currently eligible)	Redemption notice period
Hedge funds	$ 949	$ 9	Monthly, quarterly, annually	10-95 days
Private equity funds(1)(2)	2,144	2,036		
Real estate funds(3)	374	198		
Total	$ 3,467(4)	$ 2,243		

(1) Includes investments in private equity funds carried at cost with a carrying value of $11 million.

(2) Private equity funds include funds that invest in infrastructure, leveraged buyout transactions, emerging markets and venture capital.

(3) This category includes several real estate funds that invest primarily in commercial real estate in the U.S., Europe and Asia. These investments can never be redeemed with the funds. Distributions from each fund will be received as the underlying assets of the funds are liquidated. It is estimated that the underlying assets of the fund will be liquidated over a period of several years as market conditions allow.

(4) Included in the total fair values of investments above is $0.7 billion of fund assets that are valued using NAVs provided by third-party asset managers.

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Financial Reform Act), the Company will be required to limit its investments in and arrangements with "private equity funds" and "hedge funds" as defined under the statute and impending regulations. Citi does not currently believe the implementation of the fund provisions of the Financial Reform Act will have a material negative impact on its overall results of operations.

12. LOANS

Citigroup loans are reported in two categories Consumer and Corporate. These categories are classified primarily according to the segment and sub-segment that manages the loans.

Consumer Loans

Consumer loans represent loans and leases managed primarily by the *Regional Consumer Banking* and *Local Consumer Lending* businesses. The following table provides information by loan type:

In millions of dollars	Sept. 30, 2011	Dec. 31, 2010
Consumer loans		
In U.S. offices		
Mortgage and real estate(1)	**$ 140,819**	$ 151,469
Installment, revolving credit, and other	**20,044**	28,291
Cards	**113,777**	122,384
Commercial and industrial	**4,785**	5,021
Lease financing	**1**	2
	$ 279,426	$ 307,167
In offices outside the U.S.		
Mortgage and real estate(1)	**$ 51,304**	$ 52,175
Installment, revolving credit, and other	**35,377**	38,024
Cards	**38,063**	40,948
Commercial and industrial	**20,178**	16,684
Lease financing	**606**	665
	$ 145,528	$ 148,496
Total Consumer loans	**$ 424,954**	$ 455,663
Net unearned income	**(328)**	69
Consumer loans, net of unearned income	**$ 424,626**	$ 455,732

(1) Loans secured primarily by real estate.

During the three and nine months ended September 30, 2011, the Company sold and/or reclassified (to held-for-sale) $3.1 billion and $14.0 billion, respectively, of Consumer loans. The Company did not have significant purchases of Consumer loans during the nine months ended September 30, 2011.

Citigroup has a comprehensive risk management process to monitor, evaluate and manage the principal risks associated with its Consumer loan portfolio. Included in the loan table above are lending products whose terms may give rise to additional credit issues. Credit cards with below-market introductory interest rates and interest-only loans are examples of such products. However, these products are closely managed using appropriate credit techniques that mitigate their additional inherent risk.

Credit quality indicators that are actively monitored include delinquency status, consumer credit scores, and loan to value ratios, each as discussed in more detail below:

Delinquency Status

Delinquency status is carefully monitored and considered a key indicator of credit quality. Substantially all of the U.S. residential first mortgage loans use the MBA method of reporting delinquencies, which considers a loan delinquent if a monthly payment has not been received

by the end of the day immediately preceding the loan's next due date. All other loans use the OTS method of reporting delinquencies, which considers a loan delinquent if a monthly payment has not been received by the close of business on the loan's next due date. As a general rule, residential first mortgages, home equity loans and installment loans are classified as non-accrual when loan payments are 90 days contractually past due. Credit cards and unsecured revolving loans generally accrue interest until payments are 180 days past due. Commercial market loans are placed on a cash (non-accrual) basis when it is determined, based on actual experience and a forward-looking assessment of the collectability of the loan in full, that the payment of interest or principal is doubtful or when interest or principal is 90 days past due.

The following tables provide details on Citigroup's Consumer loan delinquency and non-accrual loans as of September 30, 2011 and December 31, 2010:

Consumer Loan Delinquency and Non-Accrual Details at September 30, 2011

In millions of dollars	30 - 89 days past due(1)	≥ 90 days past due(2)	90 days past due and accruing	Total non-accrual	Total current(3)(4)	Total loans(4)(5)
In *North America* offices						
Residential first mortgages	$ 3,650	$ 3,994	$ 5,058	$ 4,049	$ 80,687	$ 95,108
Home equity loans(6)	913	1,019		982	42,920	44,852
Credit cards	2,406	2,058	2,058		110,159	114,623
Installment and other	860	446	13	706	19,240	20,546
Commercial market loans	21	123	9	217	6,786	6,930
Total	$ 7,850	$ 7,640	$ 7,138	$ 5,954	$ 259,792	$ 282,059
In offices outside *North America*						
Residential first mortgages	$ 540	$ 505	$	$ 757	$ 42,336	$ 43,381
Home equity loans(6)		1		1	7	8
Credit cards	915	777	498	482	37,141	38,833
Installment and other	689	235		518	28,473	29,397
Commercial market loans	51	146		234	29,376	29,573
Total	$ 2,195	$ 1,664	$ 498	$ 1,992	$ 137,333	$ 141,192
Total Citigroup	$ 10,045	$ 9,304	$ 7,636	$ 7,946	$ 397,125	$ 423,251

(1) Excludes $1.7 billion of residential first mortgages that are guaranteed by U.S. government agencies.

(2) Excludes $5.0 billion of residential first mortgages that are guaranteed by U.S. government agencies.

(3) Loans less than 30 days past due are presented as current.

(4) Includes $1.3 billion of residential first mortgages recorded at fair value.

(5) Excludes $1.4 billion of Consumer loans in *SAP* for which delinquency information is not available.

(6) Fixed rate home equity loans and loans extended under home equity lines of credit which are typically in junior lien positions.

Consumer Loan Delinquency and Non-Accrual Details at December 31, 2010

In millions of dollars	30 - 89 days past due(1)	≥ 90 days past due(2)	90 days past due and accruing	Total non-accrual	Total current(3)(4)	Total loans(4)

In *North America* offices						
Residential first mortgages	$ 4,311	$ 5,668	$ 5,405	$ 5,679	$ 81,597	$ 98,579
Home equity loans(5)	1,137	1,279		1,273	43,814	46,230
Credit cards	3,290	3,207	3,207		117,496	123,993
Installment and other	1,500	1,126	344	1,014	29,665	32,291
Commercial market loans	172	157		574	9,952	10,281
Total	$ 10,410	$ 11,437	$ 8,956	$ 8,540	$ 282,524	$ 311,374
In offices outside *North America*						
Residential first mortgages	$ 657	$ 573	$	$ 774	$ 41,852	$ 43,082
Home equity loans(5)	2	4		6	188	194
Credit cards	1,116	974	409	564	40,806	42,896
Installment and other	823	291	41	635	30,790	31,904
Commercial market loans	61	186	1	278	26,035	26,282
Total	$ 2,659	$ 2,028	$ 451	$ 2,257	$ 139,671	$ 144,358

(1) Excludes $1.6 billion of residential first mortgages that are guaranteed by U.S. government agencies.

(2) Excludes $5.4 billion of residential first mortgages that are guaranteed by U.S. government agencies.

(3) Loans less than 30 days past due are presented as current.

(4) Includes $1.7 billion of residential first mortgages recorded at fair value.

(5) Fixed rate home equity loans and loans extended under home equity lines of credit which are typically in junior lien positions.

Consumer Credit Scores (FICOs)

In the U.S., independent credit agencies rate an individual's risk for assuming debt based on the individual's credit history and assign every consumer a credit score. These scores are often called "FICO scores" because most credit bureau scores used in the U.S. are produced from software developed by Fair Isaac Corporation. Scores range from a high of 900 (which indicates high credit quality) to 300. These scores are continually updated by the agencies based upon an individual's credit actions (e.g., taking out a loan, missed or late payments, etc.).

The following table provides details on the FICO scores attributable to Citi's U.S. Consumer loan portfolio as of September 30, 2011 and December 31, 2010 (commercial market loans are not included in the table since they are business-based and FICO scores are not a primary driver in their credit evaluation). FICO scores are updated monthly for substantially all of the portfolio or, otherwise, on a quarterly basis.

As previously disclosed, during the first quarter of 2011, the cards businesses in the U.S. began using a more updated FICO model version to score customer accounts for substantially all of their loans. The change was made to incorporate a more recent version of FICO in order to improve the predictive strength of the score and to enhance Citi's ability to manage risk. In the first quarter, this change resulted in an increase in the percentage of balances with FICO scores equal to or greater than 660 and conversely lowered the percentage of balances with FICO scores lower than 620.

	September 30, 2011		
	FICO		
FICO Score Distribution in U.S. Portfolio(1)(2) *In millions of dollars*	**Less than 620**	**≥ 620 but less than 660**	**Equal to or greater than 660**
Residential first mortgages	**$ 20,931**	**$ 8,857**	**$ 51,957**
Home equity loans	**7,049**	**3,713**	**31,938**
Credit cards	**9,858**	**10,766**	**89,513**
Installment and other	**6,564**	**3,363**	**7,520**
Total	**$ 44,402**	**$ 26,699**	**$ 180,928**

(1) Excludes loans guaranteed by U.S. government agencies, loans subject to LTSCs with U.S. government sponsored agencies, and loans recorded at fair value.

(2) Excludes balances where FICO was not available. Such amounts are not material.

	December 31, 2010		
	FICO		
FICO Score Distribution in U.S. Portfolio(1)(2) *In millions of dollars*	**Less than 620**	**≥ 620 but less than 660**	**Equal to or greater than 660**
Residential first mortgages	$ 24,794	$ 9,095	$ 50,589
Home equity loans	7,531	3,413	33,363
Credit cards	18,341	12,592	88,332
Installment and other	11,320	3,760	10,743
Total	$ 61,986	$ 28,860	$ 183,027

(1) Excludes loans guaranteed by U.S. government agencies, loans subject to LTSCs, and loans recorded at fair value.

(2) Excludes balances where FICO was not available. Such amounts are not material.

Loan to Value (LTV) Ratios

Loan to value (LTV) ratios are important credit indicators for U.S. mortgage loans. These ratios (loan balance divided by appraised value) are calculated at origination and updated by applying market price data.

The following tables provide details on the LTV ratios attributable to Citi's U.S. Consumer mortgage portfolios as of September 30, 2011 and December 31, 2010. LTV ratios are updated monthly using the most recent Core Logic HPI data available for substantially all of the portfolio applied at the Metropolitan Statistical Area level, if available; otherwise, at the state level. The remainder of the portfolio is updated in a similar manner using the Office of Federal Housing Enterprise Oversight indices.

	September 30, 2011		
	LTV		
LTV Distribution in U.S. Portfolio(1)(2) *In millions of dollars*	**Less than or equal to 80%**	**> 80% but less than or equal to 100%**	**Greater than 100%**
Residential first mortgages	**$ 36,536**	**$ 22,232**	**$ 22,958**
Home equity loans	**13,672**	**11,047**	**17,766**
Total	**$ 50,208**	**$ 33,279**	**$ 40,724**

(1) Excludes loans guaranteed by U.S. government agencies, loans subject to LTSCs, and loans recorded at fair value.

(2) Excludes balances where LTV was not available. Such amounts are not material.

	December 31, 2010		
	LTV		
LTV Distribution in U.S. Portfolio(1)(2) *In millions of dollars*	**Less than or equal to 80%**	**> 80% but less than or equal to 100%**	**Greater than 100%**
Residential first mortgages	$ 32,408	$ 25,311	$ 26,636
Home equity loans	12,698	10,940	20,670
Total	$ 45,106	$ 36,251	$ 47,306

(1) Excludes loans guaranteed by U.S. government agencies, loans subject to LTSCs, and loans recorded at fair value.

(2) Excludes balances where LTV was not available. Such amounts are not material.

Impaired Consumer Loans

Impaired loans are those for which Citigroup believes it is probable that it will not collect all amounts due according to the original contractual terms of the loan. Impaired Consumer loans include non-accrual commercial market loans as well as smaller-balance homogeneous loans whose terms have been modified due to the borrower's financial difficulties and Citigroup has granted a concession to the borrower. These modifications may include interest rate reductions and/or principal forgiveness. Impaired Consumer loans exclude smaller-balance homogeneous loans that have not been modified and are carried on a non-accrual basis. In addition, Impaired Consumer loans exclude substantially all loans modified pursuant to Citi's short-term modification programs (i.e., for periods of 12 months or less) that were modified prior to January 1, 2011. At September 30, 2011, loans included in these short-term programs amounted to approximately $4.0 billion.

Effective in the third quarter, as a result of adopting ASU 2011-02, certain loans modified under short-term programs since January 1, 2011 that were previously measured for impairment under ASC 450 are now measured for impairment under ASC 310-10-35. At September 30, 2011, the recorded investment in such loans was $1,170 million and the allowance for credit losses associated with those loans was $467 million. See Note 1 to the Consolidated Financial Statements for a discussion of this change.

Valuation allowances for impaired Consumer loans are determined in accordance with ASC 310-10-35 considering all available evidence including, as appropriate, the present value of the expected future cash flows discounted at the loan's original contractual effective rate, the secondary market value of the loan and the fair value of collateral less disposal costs. These expected cash flows incorporate modification program default rate assumptions. The original contractual effective rate for credit card loans is the pre-modification rate, which may include interest rate increases under the original contractual agreement with the borrower.

The following tables present information about total impaired Consumer loans at September 30, 2011 and December 31, 2010, and for the three- and nine-month periods ended September 30, 2011 and September 30, 2010 for interest income recognized on impaired Consumer loans:

Impaired Consumer Loans

		September 30, 2011			Three Months Ended Sept. 30, 2011(5)(6)	Nine Months Ended Sept. 30, 2011(5)(6)
In millions of dollars	Recorded investment(1)(2)	Unpaid principal balance	Related specific allowance(3)	Average carrying value(4)	Interest income recognized	Interest income recognized
Mortgage and real estate						
Residential first mortgages	$ 19,296	$ 20,429	$ 3,380	$ 17,794	$ 220	$ 674
Home equity loans	1,859	1,909	1,065	1,539	21	51
Credit cards	6,869	6,913	3,201	6,345	98	296
Installment and other						
Individual installment and other	2,678	2,679	1,296	2,899	75	228
Commercial market loans	434	633	63	619	3	19
Total(7)	$ 31,136	$ 32,563	$ 9,005	$ 29,196	$ 417	$ 1,268

(1) Recorded investment in a loan includes net deferred loan fees and costs, unamortized premium or discount and direct write-downs and includes accrued interest only on credit card loans.

(2) $1,002 million of residential first mortgages, $18 million of home equity loans and $194 million of commercial market loans do not have a specific allowance.

(3) Included in the *Allowance for loan losses*.

(4)

Average carrying value represents the average recorded investment balance for 2011 and does not include related specific allowance.

(5)

Includes amounts recognized on both an accrual and cash basis.

(6)

Cash interest receipts on smaller-balance homogeneous loans are generally recorded as revenue. The interest recognition policy for commercial market loans is identical to that for Corporate loans, as described below.

(7)

Prior to 2008, the Company's financial accounting systems did not separately track impaired smaller-balance, homogeneous Consumer loans whose terms were modified due to the borrowers' financial difficulties and it was determined that a concession was granted to the borrower. Smaller-balance consumer loans modified since January 1, 2008 amounted to $30.7 billion at September 30, 2011. However, information derived from Citi's risk management systems indicates that the amounts of outstanding modified loans, including those modified prior to 2008, approximated $31.9 billion at September 30, 2011.

In millions of dollars	**Three Months Ended Sept. 30, 2010(1)(2)**	**Nine Months Ended Sept. 30, 2010(1)(2)**
Interest income recognized	**$ 425**	$ 1,306

(1)

Includes amounts recognized on both an accrual and cash basis.

(2)

Cash interest receipts on smaller-balance homogeneous loans are generally recorded as revenue. The interest recognition policy for commercial market loans is identical to that for Corporate loans, as described below.

	December 31, 2010			
In millions of dollars	Recorded investment(1)(2)	Unpaid principal balance	Related specific allowance(3)	Average carrying value(4)
Mortgage and real estate				
Residential first mortgages	$ 16,225	$ 17,287	$ 2,783	$ 13,606
Home equity loans	1,205	1,256	393	1,010
Credit cards	5,906	5,906	3,237	5,314
Installment and other				
Individual installment and other	3,286	3,348	1,177	3,627
Commercial market loans	696	934	145	909
Total(5)	$ 27,318	$ 28,731	$ 7,735	$ 24,466

(1) Recorded investment in a loan includes net deferred loan fees and costs, unamortized premium or discount and direct write-downs and includes accrued interest only on credit card loans.

(2) $1,050 million of residential first mortgages, $6 million of home equity loans and $323 million of commercial market loans do not have a specific allowance.

(3) Included in the *Allowance for loan losses*.

(4) Average carrying value does not include related specific allowance.

(5) Prior to 2008, the Company's financial accounting systems did not separately track impaired smaller-balance, homogeneous Consumer loans whose terms were modified due to the borrowers' financial difficulties and it was determined that a concession was granted to the borrower. Smaller-balance consumer loans modified since January 1, 2008 amounted to $26.6 billion at December 31, 2010. However, information derived from Citi's risk management systems indicates that the amounts of outstanding modified loans, including those modified prior to 2008, approximated $28.2 billion at December 31, 2010.

Consumer Troubled Debt Restructurings

The following tables provide details on TDR activity and default information as of and for the three- and nine-month periods ended September 30, 2011.

The following table presents TDRs occurring during the three-month period ended September 30, 2011.

In millions of dollars except number of loans modified	Number of loans modified	Pre-modification recorded investment	Post-modification recorded investment(1)	Deferred principal(2)	Contingent principal forgiveness(3)	Principal forgiveness	Average interest rate reduction
North America							
Residential first mortgages	**6,392**	**$ 1,071**	**$ 1,125**	**$ 25**	**$ 9**	**$**	**2%**
Home equity products	**2,817**	**161**	**165**	**2**			**4%**
Credit cards	**146,783**	**853**	**853**				**19%**
Installment and other revolving	**13,968**	**101**	**101**				**4%**
Commercial markets**(4)**	**54**	**6**					
Total	**170,014**	**$ 2,192**	**$ 2,244**	**$ 27**	**$ 9**	**$**	
International							
Residential first mortgages	**1,028**	**$ 60**	**$ 58**	**$**	**$**	**$ 1**	**1%**

Home equity products	**10**	**1**	**1**				
Credit cards	**51,089**	**140**	**138**				**24%**
Installment and other revolving	**25,330**	**113**	**111**			**1**	**13%**
Commercial markets**(4)**	**34**	**30**					
Total	**77,491**	**$ 344**	**$ 308**	**$**	**$**	**$ 2**	

(1) Post-modification balances include past due amounts that are capitalized at modification date.

(2) Represents portion of loan principal that is non-interest bearing but still due from borrower.

(3) Represents portion of loan principal that is non-interest bearing and, depending upon borrower performance, eligible for forgiveness.

(4) Commercial markets loans are generally borrower-specific modifications and incorporate changes in the amount and/or timing of principal and/or interest.

The following table presents TDRs occurring during the nine-month period ended September 30, 2011.

In millions of dollars except number of loans modified	Number of loans modified	Pre-modification recorded investment	Post-modification recorded investment(1)	Deferred principal(2)	Contingent principal forgiveness(3)	Principal forgiveness	Average interest rate reduction
North America							
Residential first mortgages	**23,934**	**$ 3,915**	**$ 4,144**	**$ 102**	**$ 45**	**$**	**2%**
Home equity products	**11,926**	**662**	**686**	**21**	**1**		**4%**
Credit cards	**509,214**	**2,981**	**2,976**				**19%**
Installment and other revolving	**53,074**	**395**	**395**				**4%**
Commercial markets(4)	**491**	**49**				**1**	
Total	**598,639**	**$ 8,002**	**$ 8,201**	**$ 123**	**$ 46**	**$ 1**	
International							
Residential first mortgages	**3,392**	**$ 186**	**$ 180**	**$**	**$**	**$ 5**	**1%**
Home equity products	**50**	**3**	**3**				
Credit cards	**177,309**	**477**	**469**			**1**	**23%**
Installment and other revolving	**72,294**	**400**	**385**			**8**	**12%**
Commercial markets(4)	**43**	**48**					
Total	**253,088**	**$ 1,114**	**$ 1,037**	**$**	**$**	**$ 14**	

(1) Post-modification balances include past due amounts that are capitalized at modification date.

(2) Represents portion of loan principal that is non-interest bearing but still due from borrower.

(3) Represents portion of loan principal that is non-interest bearing and, depending upon borrower performance, eligible for forgiveness.

(4) Commercial markets loans are generally borrower-specific modifications and incorporate changes in the amount and/or timing of principal and/or interest.

The following table presents TDRs that were modified within the last 15 months prior to each quarter-end in 2011 and for which there was a payment default in that quarterly period.

In millions of dollars	TDR loans in payment default Three Months Ended September 30, 2011(1)(2)	TDR loans in payment default Nine Months Ended September 30, 2011(1)(3)
North America		
Residential first mortgages	**$ 489**	**$ 1,368**
Home equity products	**15**	**29**
Credit cards	**220**	**1,012**
Installment and other revolving	**25**	**52**
Commercial markets(1)	**1**	**2**
Total	**$ 750**	**$ 2,463**
International		
Residential first mortgages	**$ 15**	**$ 65**
Home equity products		**2**
Credit cards	**65**	**255**
Installment and other revolving	**45**	**201**
Commercial markets(1)	**8**	**11**

Total	**$**	**133**	**$**	**534**

(1) Default is defined as 60 days past due, except for classifiably managed commercial markets loans, where default is defined as 90 days past due.

(2) TDR loans modified from April 1, 2010 through September 30, 2011 that defaulted during the third quarter of 2011.

(3) TDR loans modified within the last 15 months prior to each quarter end in 2011 and for which there was a payment default in that quarterly period.

Corporate Loans

Corporate loans represent loans and leases managed by *ICG* or the *SAP*. The following table presents information by Corporate loan type as of September 30, 2011 and December 31, 2010:

In millions of dollars	Sept. 30, 2011	Dec. 31, 2010
Corporate		
In U.S. offices		
Commercial and industrial	**$ 18,361**	$ 14,334
Loans to financial institutions	**31,241**	29,813
Mortgage and real estate(1)	**20,426**	19,693
Installment, revolving credit and other	**14,359**	12,640
Lease financing	**1,396**	1,413
	$ 85,783	$ 77,893
In offices outside the U.S.		
Commercial and industrial	**$ 75,661**	$ 71,618
Installment, revolving credit and other	**14,733**	11,829
Mortgage and real estate(1)	**6,015**	5,899
Loans to financial institutions	**27,069**	22,620
Lease financing	**469**	531
Governments and official institutions	**3,545**	3,644
	$ 127,492	$ 116,141
Total Corporate loans	**$ 213,275**	$ 194,034
Net unearned income	**(662)**	(972)
Corporate loans, net of unearned income	**$ 212,613**	$ 193,062

(1) Loans secured primarily by real estate.

During the nine and three months ended September 30, 2011, the Company sold and/or reclassified (to held-for-sale) $4.8 billion and $1.1 billion, respectively, of held-for-investment Corporate loans. The Company did not have significant purchases of loans classified as held-for-investment during the nine and three months ended September 30, 2011.

Corporate loans are identified as impaired and placed on a cash (non-accrual) basis when it is determined, based on actual experience and a forward-looking assessment of the collectability of the loan in full, that the payment of interest or principal is doubtful or when interest or principal is 90 days past due, except when the loan is well collateralized and in the process of collection. Any interest accrued on impaired Corporate loans and leases is reversed at 90 days and charged against current earnings, and interest is thereafter included in earnings only to the extent actually received in cash. When there is doubt regarding the ultimate collectability of principal, all cash receipts are thereafter applied to reduce the recorded investment in the loan. While Corporate loans are generally managed based on their internally assigned risk rating (see further discussion below), the following tables present delinquency information by Corporate loan type as of September 30, 2011 and December 31, 2010:

Corporate Loan Delinquency and Non-Accrual Details at September 30, 2011

In millions of dollars	30-89 days past due and accruing(1)	≥ 90 days past due and accruing(1)	Total past due and accruing	Total non-accrual(2)	Total current(3)	Total loans
Commercial and industrial	$ 128	$ 7	$ 135	$ 1,357	$ 90,780	$ 92,272
Financial institutions	4		4	1,247	56,117	57,368
Mortgage and real estate	338	75	413	1,172	24,726	26,311
Leases	4	11	15	19	1,831	1,865
Other	92	4	96	376	30,269	30,741
Loans at fair value						4,056
Total	$ 566	$ 97	$ 663	$ 4,171	$ 203,723	$ 212,613

(1) Corporate loans that are greater than 90 days past due are generally classified as non-accrual. Corporate loans are considered past due when principal or interest is contractually due but unpaid.

(2) Citi generally does not manage Corporate loans on a delinquency basis. Non-accrual loans generally include those loans that are ≥ 90 days past due or those loans for which Citi believes, based on actual experience and a forward-looking assessment of the collectability of the loan in full that the payment of interest or principal is doubtful.

(3) Corporate loans are past due when principal or interest is contractually due but unpaid. Loans less than 30 days past due are presented as current.

Corporate Loan Delinquency and Non-Accrual Details at December 31, 2010

In millions of dollars	30-89 days past due and accruing(1)	≥ 90 days past due and accruing(1)	Total past due and accruing	Total non-accrual(2)	Total current(3)	Total loans
Commercial and industrial	$ 94	$ 39	$ 133	$ 5,135	$ 78,752	$ 84,020
Financial institutions	2		2	1,258	50,648	51,908
Mortgage and real estate	376	20	396	1,782	22,892	25,070
Leases	9		9	45	1,890	1,944
Other	100	52	152	400	26,941	27,493
Loans at fair value						2,627
Total	$ 581	$ 111	$ 692	$ 8,620	$ 181,123	$ 193,062

(1) Corporate loans that are greater than 90 days past due are generally classified as non-accrual. Corporate loans are considered past due when principal or interest is contractually due but unpaid.

(2) Citi generally does not manage Corporate loans on a delinquency basis. Non-accrual loans generally include those loans that are ≥ 90 days past due or those loans for which Citi believes, based on actual experience and a forward-looking assessment of the collectability of the loan in full, that the payment of interest or principal is doubtful.

(3) Corporate loans are past due when principal or interest is contractually due but unpaid. Loans less than 30 days past due are presented as current.

Citigroup has established a risk management process to monitor, evaluate and manage the principal risks associated with its Corporate loan portfolio. As part of its risk management process, Citi assigns numeric risk ratings to its Corporate loan facilities based on quantitative and qualitative assessments of the obligor and facility. These risk ratings are reviewed at least annually or more often if material events related to the obligor or facility warrant. Factors considered in assigning the risk ratings include: financial condition of the borrower, qualitative assessment of management and strategy, amount and sources of repayment, amount and type of collateral and guarantee arrangements, amount and type of any contingencies associated with the borrower, and the borrower's industry and geography.

The obligor risk ratings are defined by ranges of default probabilities. The facility risk ratings are defined by ranges of loss norms, which are the product of the probability of default and the loss given default. The investment grade rating categories are similar to the category BBB-/Baa3 and above as defined by S&P and Moody's. Loans classified according to the bank regulatory definitions as special mention, substandard and doubtful will have risk ratings within the non-investment grade categories.

Corporate Loans Credit Quality Indicators at September 30, 2011 and December 31, 2010

In millions of dollars	Recorded investment in loans(1) September 30, 2011	Recorded investment in loans(1) December 31, 2010
Investment grade(2)		
Commercial and industrial	**$ 60,955**	$ 52,932
Financial institutions	**49,521**	47,310
Mortgage and real estate	**9,470**	8,119
Leases	**1,050**	1,204
Other	**26,076**	21,844
Total investment grade	**$ 147,072**	$ 131,409
Non-investment grade(2)		
Accrual		
Commercial and industrial	**$ 29,960**	$ 25,992
Financial institutions	**6,601**	3,412
Mortgage and real estate	**3,320**	3,329
Leases	**796**	695
Other	**4,288**	4,316
Non-accrual		
Commercial and industrial	**1,357**	5,135
Financial institutions	**1,247**	1,258
Mortgage and real estate	**1,172**	1,782
Leases	**19**	45
Other	**376**	400
Total non-investment grade	**$ 49,136**	$ 46,364
Private Banking loans managed on a delinquency basis(2)	**$ 12,349**	$ 12,662
Loans at fair value	**4,056**	2,627
Corporate loans, net of unearned income	**$ 212,613**	$ 193,062

(1) Recorded investment in a loan includes net deferred loan fees and costs, unamortized premium or discount, less any direct write-downs.

(2) Held-for-investment loans accounted for on an amortized cost basis.

Corporate loans and leases identified as impaired and placed on non-accrual status are written down to the extent that principal is judged to be uncollectible. Impaired collateral-dependent loans and leases, where repayment is expected to be provided solely by the sale of the underlying collateral and there are no other available and reliable sources of repayment, are written down to the lower of cost or collateral value. Cash-basis loans are returned to an accrual status when all contractual principal and interest amounts are reasonably assured of repayment and there is a sustained period of repayment performance, generally six months, in accordance with the contractual terms of the loan.

The following tables present non-accrual loan information by Corporate loan type at September 30, 2011 and December 31, 2010, respectively, and for the three- and nine-month periods ended September 30, 2011 and September 30, 2010 for interest income recognized on non-accrual Corporate loans:

Non-Accrual Corporate Loans

	September 30, 2011				Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011
In millions of dollars	Recorded investment(1)	Unpaid principal balance	Related specific allowance	Average carrying value(2)	Interest income recognized	Interest income recognized
Non-accrual Corporate loans						
Commercial and industrial	**$ 1,357**	**$ 1,709**	**$ 216**	**$ 2,446**	**$ 24**	**$ 48**
Loans to financial institutions	**1,247**	**1,791**	**57**	**1,180**		
Mortgage and real estate	**1,172**	**1,390**	**156**	**1,673**	**3**	**10**
Lease financing	**19**	**26**		**33**		**2**
Other	**376**	**578**	**78**	**448**	**4**	**17**
Total non-accrual Corporate loans	**$ 4,171**	**$ 5,494**	**$ 507**	**$ 5,780**	**$ 31**	**$ 77**

In millions of dollars	Three Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2010
Interest income recognized	**$ 9**	$ 52

	December 31, 2010			
In millions of dollars	Recorded investment(1)	Unpaid principal balance	Related specific allowance	Average carrying value(2)
Non-accrual Corporate loans				
Commercial and industrial	$ 5,135	$ 8,031	$ 843	$ 6,027
Loans to financial institutions	1,258	1,835	259	883
Mortgage and real estate	1,782	2,328	369	2,474
Lease financing	45	71		55
Other	400	948	218	1,205
Total non-accrual Corporate loans	$ 8,620	$ 13,213	$ 1,689	$ 10,644

	September 30, 2011		December 31, 2010	
In millions of dollars	Recorded investment(1)	Related specific allowance	Recorded investment(1)	Related specific allowance
Non-accrual Corporate loans with valuation allowances				
Commercial and industrial	**$ 587**	**$ 216**	$ 4,257	$ 843
Loans to financial institutions	**610**	**57**	818	259
Mortgage and real estate	**613**	**156**	1,008	369
Other	**155**	**78**	241	218
Total non-accrual Corporate loans with specific allowance	**$ 1,965**	**$ 507**	$ 6,324	$ 1,689

Non-accrual Corporate loans without specific allowance					
Commercial and industrial	**$**	**770**	$	878	
Loans to financial institutions		**637**		440	
Mortgage and real estate		**559**		774	
Lease financing		**19**		45	
Other		**221**		159	
Total non-accrual Corporate loans without specific allowance	**$**	**2,206**	**N/A** $	2,296	N/A

(1) Recorded investment in a loan includes net deferred loan fees and costs, unamortized premium or discount, less any direct write-downs.

(2) Average carrying value represents the average recorded investment balance for 2011 and does not include related specific allowance.

N/A Not Applicable

Included in the Corporate and Consumer loan outstanding tables above are purchased distressed loans, which are loans that have evidenced significant credit deterioration subsequent to origination but prior to acquisition by Citigroup. In accordance with SOP 03-3 (codified as ASC 310-30), the difference between the total expected cash flows for these loans and the initial recorded investment is recognized in income over the life of the loans using a level yield. Accordingly, these loans have been excluded from the impaired loan table information presented above. In addition, per SOP 03-3, subsequent decreases in the expected cash flows for a purchased distressed loan require a build of an allowance so the loan retains its level yield. However, increases in the expected cash flows are first recognized as a reduction of any previously established allowance and then recognized as income prospectively over the remaining life of the loan by increasing the loan's level yield. Where the expected cash flows cannot be reliably estimated, the purchased distressed loan is accounted for under the cost recovery method.

Corporate Troubled Debt Restructurings

The following tables provide details on TDR activity and default information as of and for the three- and nine-month periods ended September 30, 2011.

The following table presents TDRs occurring during the three-month period ended September 30, 2011.

In millions of dollars	Carrying Value	TDRs involving changes in the amount and/or timing of principal payments(1)	TDRs involving changes in the amount and/or timing of interest payments(2)	TDRs involving changes in the amount and/or timing of both principal and interest payments	Balance of principal forgiven	Net P&L impact(3)
Commercial and industrial	$ 70	$	$	$ 70	$	$ 15
Loans to financial institutions						
Mortgage and real estate	16		14	2		
Other	74		67	7		
Total	$ 160	$	$ 81	$ 79	$	$ 15

(1) TDRs involving changes in the amount or timing of principal payments may involve principal forgiveness or deferral of periodic and/or final principal payments.

(2) TDRs involving changes in the amount or timing of interest payments may involve a reduction in interest rate or a below-market interest rate.

(3) Balances reflect charge-offs and reserves recorded during the three months ended September 30, 2011 on loans subject to a TDR during the period then ended.

The following table presents TDRs occurring during the nine-month period ended September 30, 2011.

In millions of dollars	Carrying Value	TDRs involving changes in the amount and/or timing of principal payments(1)	TDRs involving changes in the amount and/or timing of interest payments(2)	TDRs involving changes in the amount and/or timing of both principal and interest payments	Balance of principal forgiven or deferred	Net P&L impact(3)
Commercial and industrial	$ 110	$	$	$ 110	$	$ 16
Loans to financial institutions						
Mortgage and real estate	244	3	14	227	4	37
Other	74		67	7		
Total	$ 428	$ 3	$ 81	$ 344	$ 4	$ 53

(1) TDRs involving changes in the amount or timing of principal payments may involve principal forgiveness or deferral of periodic and/or final principal payments.

(2) TDRs involving changes in the amount or timing of interest payments may involve a reduction in interest rate or a below-market interest rate.

(3) Balances reflect charge-offs and reserves recorded during the nine months ended September 30, 2011 on loans subject to a TDR during the period then ended.

The following table presents corporate loans modified in a troubled debt restructuring within the last 15 months prior to each quarter end in 2011 and for which there was a payment default in that quarterly period.

In millions of dollars	Carrying Value at Sept. 30, 2011	TDR Loans in payment default(1) Three Months Ended Sept. 30, 2011	TDR Loans in payment default(1) Nine Months Ended Sept. 30, 2011
Commercial and industrial	$ 419	$ 6	$ 7
Loans to financial institutions	579		
Mortgage and real estate	263		
Other	100		
Total Corporate Loans modified in TDRs	$ 1,361	$ 6	$ 7

(1) Payment default constitutes failure to pay principal or interest when due per the contractual terms of the loan.

13. ALLOWANCE FOR CREDIT LOSSES

In millions of dollars	Three Months Ended September 30, 2011 2011	2010	Nine Months Ended September 30, 2011 2011	2010
Allowance for loan losses at beginning of period	**$ 34,362**	$ 46,197	**$ 40,655**	$ 36,033
Gross credit losses	**(5,217)**	(8,499)	**(18,254)**	(26,707)
Gross recoveries	**703**	840	**2,324**	2,702
Net credit losses (NCLs)	**$ (4,514)**	$ (7,659)	**$ (15,930)**	$ (24,005)
NCLs	**$ 4,514**	$ 7,659	**$ 15,930**	$ 24,005
Net reserve builds (releases)	**(1,591)**	(1,470)	**(7,023)**	(4,104)
Net specific reserve builds (releases)	**126**	(523)	**222**	654
Total provision for credit losses	**$ 3,049**	$ 5,666	**$ 9,129**	$ 20,555
Other, net(1)	**(845)**	(530)	**(1,802)**	11,091
Allowance for loan losses at end of period	**$ 32,052**	$ 43,674	**$ 32,052**	$ 43,674
Allowance for credit losses on unfunded lending commitments at beginning of period(2)	**$ 1,097**	$ 1,054	**$ 1,066**	$ 1,157
Provision for unfunded lending commitments	**43**	26	**55**	(80)
Allowance for credit losses on unfunded lending commitments at end of period(2)	**$ 1,139**	$ 1,102	**$ 1,139**	$ 1,102
Total allowance for loans, leases, and unfunded lending commitments at end of period	**$ 33,191**	$ 44,776	**$ 33,191**	$ 44,776

(1) The nine months ended September 30, 2011 includes a reduction of approximately $1.2 billion related to the sale or transfers to held-for-sale of various U.S. loan portfolios and a reduction of $240 million related to the sale of the Egg Banking PLC credit card business. The nine months ended September 30, 2010 primarily includes an increase of $13.4 billion related to the impact of consolidating entities in connection with Citi's adoption of SFAS 167 on January 1, 2010 offset by reductions related to sales or transfers to held-for-sale for U.S. real estate lending loans of approximately $1.8 billion, U.K. real estate lending loans of approximately $290 million, the Canada cards portfolio of approximately $107 million, and an auto portfolio of approximately $130 million.

(2) Represents additional credit loss reserves for unfunded lending commitments and letters of credit recorded in *Other Liabilities* on the Consolidated Balance Sheet.

Allowance for Credit Losses and Investment in Loans

In millions of dollars	Three Months Ended September 30, 2011 Corporate	Consumer	Total
Allowance for loan losses			
Beginning balance June 30, 2011	**$ 3,447**	**$ 30,915**	**$ 34,362**
Charge-offs	**(298)**	**(4,919)**	**(5,217)**

Recoveries	**26**	**677**	**703**
Replenishment of net charge-offs	**272**	**4,242**	**4,514**
Net reserve builds (releases)	**(118)**	**(1,473)**	**(1,591)**
Net specific reserve builds (releases)(1)	**(109)**	**235**	**126**
Other	**(34)**	**(811)**	**(845)**
Ending balance	**$ 3,186**	**$ 28,866**	**$ 32,052**

	Nine Months Ended September 30, 2011		
	Corporate	**Consumer**	**Total**
Allowance for loan losses			
Beginning balance December 31, 2010	**$ 5,249**	**$ 35,406**	**$ 40,655**
Charge-offs	**(1,699)**	**(16,555)**	**(18,254)**
Recoveries	**228**	**2,096**	**2,324**
Replenishment of net charge-offs	**1,471**	**14,459**	**15,930**
Net reserve builds (releases)	**(870)**	**(6,153)**	**(7,023)**
Net specific reserve builds (releases)(1)	**(1,186)**	**1,408**	**222**
Other	**(7)**	**(1,795)**	**(1,802)**
Ending balance	**$ 3,186**	**$ 28,866**	**$ 32,052**

(1) Includes $467 million attributable to certain Consumer loan modifications newly classified as TDRs in accordance with ASU 2011-02. Substantially all of this amount had previously been included in the non-specific reserves.

In millions of dollars	September 30, 2011 Corporate	Consumer(1)	Total	December 31, 2010 Corporate	Consumer(1)	Total
Allowance for loan losses						
Determined in accordance with ASC 450-20	**$ 2,626**	**$ 19,844**	**$ 22,470**	$ 3,510	$ 27,644	$ 31,154
Determined in accordance with ASC 310-10-35	**507**	**9,005**	**9,512**	1,689	7,735	9,424
Determined in accordance with ASC 310-30	**53**	**17**	**70**	50	27	77
Total allowance for loan losses	**$ 3,186**	**$ 28,866**	**$ 32,052**	$ 5,249	$ 35,406	$ 40,655
Loans, net of unearned income						
Loans collectively evaluated for impairment in accordance with ASC 450-20(2)	**$ 203,565**	**$ 392,977**	**$ 596,542**	$ 181,052	$ 426,444	$ 607,496
Loans evaluated for impairment in accordance with ASC 310-10-35	**4,840**	**30,089**	**34,929**	9,139	27,318	36,457
Loans acquired with deteriorated credit quality in accordance with ASC 310-30	**152**	**253**	**405**	244	225	469
Loans held at fair value	**4,056**	**1,307**	**5,363**	2,627	1,745	4,372
Total loans, net of unearned income	**$ 212,613**	**$ 424,626**	**$ 637,239**	$ 193,062	$ 455,732	$ 648,794

(1) Classifiably managed Consumer loans (commercial market loans) are evaluated for impairment in a manner consistent with that for Corporate loans. That is, an asset-specific component is calculated under ASC 310-10-35 on an individual basis for larger-balance, non-homogeneous loans which are considered impaired and the allowance for the remainder of the classifiably managed portion of the Consumer loan portfolio is calculated under ASC 450 using a statistical methodology, supplemented by management adjustment.

(2) Only considers contractual principal amounts due, except for credit card loans where estimated loss amounts related to accrued interest receivable are also included.

14. GOODWILL AND INTANGIBLE ASSETS

Goodwill

The changes in *Goodwill* during the first nine months of 2011 were as follows:

In millions of dollars		
Balance at December 31, 2010	**$**	**26,152**
Foreign exchange translation	**$**	**345**
Smaller acquisitions/divestitures, purchase accounting adjustments and other		**(11)**
Discontinued operations		**(147)**
Balance at March 31, 2011	**$**	**26,339**
Foreign exchange translation		**292**
Smaller acquisitions/divestitures and other		**(10)**
Balance at June 30, 2011	**$**	**26,621**
Foreign exchange translation		**(1,184)**
Smaller acquisitions/divestitures and other		**59**
Balance at September 30, 2011	**$**	**25,496**

During the first nine months of 2011, no goodwill was written off due to impairment. The Company performed its annual goodwill impairment test during the third quarter of 2011 resulting in no impairment in step one for any of the reporting units.

The following tables present the Company's goodwill balances by reporting unit and by segment at September 30, 2011:

In millions of dollars		
Reporting unit(1)		**Goodwill**
North America Regional Consumer Banking	**$**	**2,545**
EMEA Regional Consumer Banking		**357**
Asia Regional Consumer Banking		**5,667**
Latin America Regional Consumer Banking		**1,730**
Securities and Banking		**9,185**
Global Transaction Services		**1,550**
Brokerage and Asset Management		**71**
Local Consumer Lending Cards		**4,391**
Total	**$**	**25,496**
By Segment		
Regional Consumer Banking	**$**	**10,299**
Institutional Clients Group		**10,735**
Citi Holdings		**4,462**
Total	**$**	**25,496**

(1) *Local Consumer Lending Other* is excluded from the table as there is no goodwill allocated to such unit.

Intangible Assets

The components of intangible assets as of September 30, 2011 and December 31, 2010 were as follows:

	September 30, 2011			December 31, 2010		
In millions of dollars	Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Purchased credit card relationships	**$ 7,617**	**$ 5,205**	**$ 2,412**	$ 7,796	$ 5,048	$ 2,748
Core deposit intangibles	**1,340**	**944**	**396**	1,442	959	483
Other customer relationships	**835**	**344**	**491**	796	289	507
Present value of future profits	**235**	**120**	**115**	241	114	127
Indefinite-lived intangible assets	**493**		**493**	550		550
Other(1)	**4,829**	**1,936**	**2,893**	4,723	1,634	3,089
Intangible assets (excluding MSRs)	**$ 15,349**	**$ 8,549**	**$ 6,800**	$ 15,548	$ 8,044	$ 7,504
Mortgage servicing rights (MSRs)	**2,852**		**2,852**	4,554		4,554
Total intangible assets	**$ 18,201**	**$ 8,549**	**$ 9,652**	$ 20,102	$ 8,044	$ 12,058

(1) Includes contract-related intangible assets.

The changes in intangible assets during the first nine months of 2011 were as follows:

In millions of dollars	Net carrying amount at December 31, 2010	Acquisitions/ divestitures	Amortization	Impairments	FX and other(1)	Discontinued Operations	Net carrying amount at September 30, 2011
Purchased credit card relationships	$ 2,748	$ 6	$ (330)	$	$ (12)	$	**$ 2,412**
Core deposit intangibles	483	4	(73)		(18)		**396**
Other customer relationships	507	3	(39)		20		**491**
Present value of future profits	127		(10)		(2)		**115**
Indefinite-lived intangible assets	550				(57)		**493**
Other	3,089	74	(227)	(16)	(9)	(18)	**2,893**
Intangible assets (excluding MSRs)	$ 7,504	$ 87	$ (679)	$ (16)	$ (78)	$ (18)	**$ 6,800**
Mortgage servicing rights (MSRs)(2)	4,554						**2,852**
Total intangible assets	$ 12,058						**$ 9,652**

(1) Includes foreign exchange translation, purchase accounting and other adjustments.

(2)

See Note 17 to the Consolidated Financial Statements for the roll-forward of MSRs.

15. DEBT

Short-Term Borrowings

Short-term borrowings consist of commercial paper and other borrowings at September 30, 2011 and December 31, 2010 as follows:

In millions of dollars	September 30, 2011	December 31, 2010
Commercial paper		
Bank	**$ 14,803**	$ 14,987
Non-bank	**9,442**	9,670
	$ 24,245	$ 24,657
Other borrowings(1)	**41,573**	54,133
Total	**$ 65,818**	$ 78,790

(1) At September 30, 2011 and December 31, 2010, includes collateralized advances from the Federal Home Loan Banks of $6 billion and $10 billion, respectively.

Borrowings under bank lines of credit may be at interest rates based on LIBOR, CD rates, the prime rate, or bids submitted by the banks. Citigroup pays commitment fees for its lines of credit.

Some of Citigroup's non-bank subsidiaries have credit facilities with Citigroup's subsidiary depository institutions, including Citibank, N.A. Borrowings under these facilities must be secured in accordance with Section 23A of the Federal Reserve Act.

Citigroup Global Markets Holdings Inc. (CGMHI) has substantial borrowing agreements consisting of facilities that CGMHI has been advised are available, but where no contractual lending obligation exists. These arrangements are reviewed on an ongoing basis to ensure flexibility in meeting CGMHI's short-term requirements.

Long-Term Debt

In millions of dollars	September 30, 2011	December 31, 2010
Bank(1)	**80,808**	113,234
Citigroup parent company	**$ 185,952**	$ 191,944
Other Non-bank	**67,064**	76,005
Total(2)(3)	**$ 333,824**	$ 381,183

(1) At September 30, 2011 and December 31, 2010, includes collateralized advances from the Federal Home Loan Banks of $11.0 billion and $18.2 billion, respectively.

(2) Of this amount, approximately $44.0 billion is guaranteed by the FDIC under the TLGP with $6 billion maturing during the remainder of 2011(approximately $14.3 billion of TLGP debt has matured during 2011 as of September 30, 2011) and $38.0 billion maturing in 2012.

(3)

Includes senior notes with carrying values of $232 million issued to Safety First Trust Series, 2007-3, 2007-4, 2008-1, 2008-2, 2008-3, 2008-4, 2008-5, 2009-2, and 2009-3 at September 30, 2011, and $364 million issued to Safety First Trust Series 2007-2, 2007-3, 2007-4, 2008-1, 2008-2, 2008-3, 2008-4, 2008-5, 2008-6, 2009-1, 2009-2, and 2009-3 (collectively, the Safety First Trusts) at December 31, 2010. Citigroup Funding Inc. (CFI) owns all of the voting securities of the Safety First Trusts. The Safety First Trusts have no assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the Safety First Trust securities and the Safety First Trusts' common securities. The Safety First Trusts' obligations under the Safety First Trust securities are fully and unconditionally guaranteed by CFI, and CFI's guarantee obligations are fully and unconditionally guaranteed by Citigroup.

CGMHI has committed long-term financing facilities with unaffiliated banks. At September 30, 2011, CGMHI had drawn down the full $900 million available under these facilities, of which $150 million is guaranteed by Citigroup. Generally, a bank can terminate these facilities by giving CGMHI one-year prior notice.

Long-term debt at September 30, 2011 and December 31, 2010 includes $16,089 million and $18,131 million, respectively, of junior subordinated debt. The Company has formed statutory business trusts under the laws of the State of Delaware. The trusts exist for the exclusive purposes of (i) issuing trust securities representing undivided beneficial interests in the assets of the trust; (ii) investing the gross proceeds of the trust securities in junior subordinated deferrable interest debentures (subordinated debentures) of their parent; and (iii) engaging in only those activities necessary or incidental thereto. Citigroup owns all of the voting securities of these subsidiary trusts, and the subsidiary trusts' obligations are fully and unconditionally guaranteed by Citigroup. Subject to regulatory approval, Citigroup generally has the right to redeem the junior subordinated debentures, as set forth in the table below.

The following table summarizes the trust securities and accompanying subordinated debentures at September 30, 2011:

						Junior subordinated debentures owned by trust		
Trust securities with distributions guaranteed by Citigroup ***In millions of dollars, except share amounts***	**Issuance date**	**Securities issued**	**Liquidation value**	**Coupon rate**	**Common shares issued to parent**	**Amount(1)**	**Maturity**	**Redeemable by issuer beginning**
Citigroup Capital III	Dec. 1996	194,053	$ 194	7.625%	6,003	$ 200	Dec. 1, 2036	Not redeemable
Citigroup Capital VII	July 2001	35,885,898	897	7.125%	1,109,874	925	July 31, 2031	July 31, 2006
Citigroup Capital VIII	Sept. 2001	43,651,597	1,091	6.950%	1,350,050	1,125	Sept. 15, 2031	Sept. 17, 2006
Citigroup Capital IX	Feb. 2003	33,874,813	847	6.000%	1,047,675	873	Feb. 14, 2033	Feb. 13, 2008
Citigroup Capital X	Sept. 2003	14,757,823	369	6.100%	456,428	380	Sept. 30, 2033	Sept. 30, 2008
Citigroup Capital XI	Sept. 2004	18,387,128	460	6.000%	568,675	474	Sept. 27, 2034	Sept. 27, 2009
Citigroup Capital XII	Mar. 2010	92,000,000	2,300	8.500%	25	2,300	Mar. 30, 2040	Mar. 30, 2015
Citigroup Capital XIII	Sept. 2010	89,840,000	2,246	7.875%	25	2,246	Oct. 30, 2040	Oct. 30, 2015
Citigroup Capital XIV	June 2006	12,227,281	306	6.875%	40,000	307	June 30, 2066	June 30, 2011
Citigroup Capital XV	Sept. 2006	25,210,733	630	6.500%	40,000	631	Sept. 15, 2066	Sept. 15, 2011
Citigroup Capital XVI	Nov. 2006	38,148,947	954	6.450%	20,000	954	Dec. 31, 2066	Dec. 31, 2011
Citigroup Capital XVII	Mar. 2007	28,047,927	701	6.350%	20,000	702	Mar. 15, 2067	Mar. 15, 2012
Citigroup Capital XVIII	June 2007	99,901	156	6.829%	50	156	June 28, 2067	June 28, 2017
Citigroup Capital XIX	Aug. 2007	22,771,968	569	7.250%	20,000	570	Aug. 15, 2067	Aug. 15, 2012
Citigroup Capital XX	Nov. 2007	17,709,814	443	7.875%	20,000	443	Dec. 15, 2067	Dec. 15, 2012
Citigroup Capital XXI	Dec. 2007	2,345,801	2,346	8.300%	500	2,346	Dec. 21, 2077	Dec. 21, 2037
Citigroup Capital XXXIII	July 2009	3,025,000	3,025	8.000%	100	3,025	July 30, 2039	July 30, 2014
Adam Capital Trust III	Dec. 2002	17,500	18	3 mo. LIB +335 bp.	542	18	Jan. 7, 2033	Jan. 7, 2008
Adam Statutory Trust III	Dec. 2002	25,000	25	3 mo. LIB +325 bp.	774	26	Dec. 26, 2032	Dec. 26, 2007
Adam Statutory Trust IV	Sept. 2003	40,000	40	3 mo. LIB +295 bp.	1,238	41	Sept. 17, 2033	Sept. 17, 2008
Adam Statutory Trust V	Mar. 2004	35,000	35	3 mo. LIB +279 bp.	1,083	36	Mar. 17, 2034	Mar. 17, 2009
Total obligated			**$ 17,652**			**$ 17,778**		

(1) Represents the proceeds received from the Trust at the date of issuance.

In each case, the coupon rate on the debentures is the same as that on the trust securities. Distributions on the trust securities and interest on the debentures are payable quarterly, except for Citigroup Capital III, Citigroup Capital XVIII and Citigroup Capital XXI on which distributions are payable semiannually.

In connection with the fourth and final remarketing of trust securities held by the Abu Dhabi Investment Authority (ADIA), during the second quarter of 2011, Citigroup exchanged the junior subordinated debentures owned by Citigroup Capital trust XXXII for $1.875 billion of senior notes with a coupon of 3.953%, payable semiannually. The senior notes mature on June 15, 2016.

16. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Changes in each component of *Accumulated other comprehensive income (loss)* for the nine-month periods ended September 30, 2011 and 2010 are as follows:

Nine months ended September 30, 2011:

In millions of dollars	Net unrealized gains (losses) on investment securities	Foreign currency translation adjustment, net of hedges	Cash flow hedges	Pension liability adjustments	Accumulated other comprehensive income (loss)
Balance, December 31, 2010	**$ (2,395)**	**$ (7,127)**	**$ (2,650)**	**$ (4,105)**	**$ (16,277)**
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	**740**				**740**
Foreign currency translation adjustment, net of taxes(2)		**1,364**			**1,364**
Cash flow hedges, net of taxes(3)			**152**		**152**
Pension liability adjustment, net of taxes(4)				**37**	**37**
Change	**$ 740**	**$ 1,364**	**$ 152**	**$ 37**	**$ 2,293**
Balance, March 31, 2011	**$ (1,655)**	**$ (5,763)**	**$ (2,498)**	**$ (4,068)**	**$ (13,984)**
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	**1,052**				**1,052**
Foreign currency translation adjustment, net of taxes(2)		**776**			**776**
Cash flow hedges, net of taxes(3)			**(69)**		**(69)**
Pension liability adjustment, net of taxes(4)				**3**	**3**
Change	**$ 1,052**	**$ 776**	**$ (69)**	**$ 3**	**$ 1,762**
Balance, June 30, 2011	**$ (603)**	**$ (4,987)**	**$ (2,567)**	**$ (4,065)**	**$ (12,222)**
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	**505**				**505**
Foreign currency translation adjustment, net of taxes(5)		**(4,935)**			**(4,935)**
Cash flow hedges, net of taxes(3)			**(532)**		**(532)**
Pension liability adjustment, net of taxes(4)				**140**	**140**
Change	**$ 505**	**$ (4,935)**	**$ (532)**	**$ 140**	**$ (4,822)**
Balance, September 30, 2011	**$ (98)**	**$ (9,922)**	**$ (3,099)**	**$ (3,925)**	**$ (17,044)**
Nine months ended September 30, 2010:					
Balance, December 31, 2009	$ (4,347)	$ (7,947)	$ (3,182)	$ (3,461)	$ (18,937)
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	1,182				1,182
Foreign currency translation adjustment, net of taxes(2)		(279)			(279)
Cash flow hedges, net of taxes(3)			223		223
Pension liability adjustment, net of taxes(4)				(48)	(48)
Change	$ 1,182	$ (279)	$ 223	$ (48)	$ 1,078
Balance, March 31, 2010	$ (3,165)	$ (8,226)	$ (2,959)	$ (3,509)	$ (17,859)
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	906				906
Foreign currency translation adjustment, net of taxes(2)		(2,036)			(2,036)
Cash flow hedges, net of taxes(3)			(225)		(225)
Pension liability adjustment, net of taxes(4)				44	44

Change	$ 906	$ (2,036)	$ (225)	$ 44	$ (1,311)
Balance, June 30, 2010	$ (2,259)	$ (10,262)	$ (3,184)	$ (3,465)	$ (19,170)
Change in net unrealized gains (losses) on investment securities, net of taxes(1)	1,262				1,262
Foreign currency translation adjustment, net of taxes(2)		2,755			2,755
Cash flow hedges, net of taxes(3)			(121)		(121)
Pension liability adjustment, net of taxes(4)				(35)	(35)
Change	$ 1,262	$ 2,755	$ (121)	$ (35)	$ 3,861
Balance, September 30, 2010	$ (997)	$ (7,507)	$ (3,305)	$ (3,500)	$ (15,309)

(1) The after tax realized gains (losses) on sales and impairments of securities during the nine months ended September 30, 2011 and 2010 were $(26) million and $556 million, respectively. For details of the unrealized gains and losses on Citigroup's available-for-sale and held-to-maturity securities, and the net gains (losses) included in income, see Note 11 to the Consolidated Financial Statements.

(2) Primarily reflects the movements in the Brazilian real, British pound, Euro, Japanese yen, Korean won, Mexican peso, Polish zloty and Turkish lira against the U.S. dollar, and changes in related tax effects and hedges.

(3) Primarily driven by Citigroup's pay fixed/receive floating interest rate swap programs that are hedging the floating rates on deposits and long-term debt.

(4) Primarily reflects adjustments based on the final year-end actuarial valuations for the Company's pension and postretirement plans and amortization of amounts previously recognized in other comprehensive income.

(5) Primarily reflects the movements (by order of impact) in the Mexican peso, Euro, Brazilian real, Korean won, Turkish lira and Polish zloty against the U.S. dollar, and changes in related tax effects and hedges.

17. SECURITIZATIONS AND VARIABLE INTEREST ENTITIES

Uses of SPEs

A special purpose entity (SPE) is an entity designed to fulfill a specific limited need of the company that organized it. The principal uses of SPEs are to obtain liquidity and favorable capital treatment by securitizing certain of Citigroup's financial assets, to assist clients in securitizing their financial assets, and to create investment products for clients. SPEs may be organized in many legal forms including trusts, partnerships or corporations. In a securitization, the company transferring assets to an SPE converts all (or a portion) of those assets into cash before they would have been realized in the normal course of business through the SPE's issuance of debt and equity instruments, certificates, commercial paper and other notes of indebtedness, which are recorded on the balance sheet of the SPE and not reflected in the transferring company's balance sheet, assuming applicable accounting requirements are satisfied.

Investors usually have recourse to the assets in the SPE and often benefit from other credit enhancements, such as a collateral account or over-collateralization in the form of excess assets in the SPE, a line of credit, or from a liquidity facility, such as a liquidity put option or asset purchase agreement. The SPE can typically obtain a more favorable credit rating from rating agencies than the transferor could obtain for its own debt issuances, resulting in less expensive financing costs than unsecured debt. The SPE may also enter into derivative contracts in order to convert the yield or currency of the underlying assets to match the needs of the SPE investors or to limit or change the credit risk of the SPE. Citigroup may be the provider of certain credit enhancements as well as the counterparty to any related derivative contracts.

Most of Citigroup's SPEs are now VIEs, as described below.

Variable Interest Entities

VIEs are entities that have either a total equity investment that is insufficient to permit the entity to finance its activities without additional subordinated financial support, or whose equity investors lack the characteristics of a controlling financial interest (i.e., ability to make significant decisions through voting rights, and right to receive the expected residual returns of the entity or obligation to absorb the expected losses of the entity). Investors that finance the VIE through debt or equity interests or other counterparties that provide other forms of support, such as guarantees, subordinated fee arrangements, or certain types of derivative contracts, are variable interest holders in the entity.

The variable interest holder, if any, that has a controlling financial interest in a VIE is deemed to be the primary beneficiary and must consolidate the VIE. Citigroup would be deemed to have a controlling financial interest and be the primary beneficiary if it has both of the following characteristics:

power to direct activities of a VIE that most significantly impact the entity's economic performance; and

obligation to absorb losses of the entity that could potentially be significant to the VIE or right to receive benefits from the entity that could potentially be significant to the VIE.

The Company must evaluate its involvement in each VIE and understand the purpose and design of the entity, the role the Company had in the entity's design, and its involvement in the VIE's ongoing activities. The Company then must evaluate which activities most significantly impact the economic performance of the VIE and who has the power to direct such activities.

For those VIEs where the Company determines that it has the power to direct the activities that most significantly impact the VIE's economic performance, the Company then must evaluate its economic interests, if any, and determine whether it could absorb losses or receive benefits that could potentially be significant to the VIE. When evaluating whether the Company has an obligation to absorb losses that could potentially be significant, it considers the maximum exposure to such loss without consideration of probability. Such obligations could be in various forms, including but not limited to, debt and equity investments, guarantees, liquidity agreements, and certain derivative contracts.

In various other transactions, the Company may act as a derivative counterparty (for example, interest rate swap, cross-currency swap, or purchaser of credit protection under a credit default swap or total return swap where the Company pays the total return on certain assets to the SPE); may act as underwriter or placement agent; may provide administrative, trustee, or other services; or may make a market in debt securities or other instruments issued by VIEs. The Company generally considers such involvement, by itself, not to be variable interests and thus not an indicator of power or potentially significant benefits or losses.

Citigroup's involvement with consolidated and unconsolidated VIEs with which the Company holds significant variable interests or has continuing involvement through servicing a majority of the assets in a VIE as of September 30, 2011 and December 31, 2010 is presented below:

As of September 30, 2011

				Maximum exposure to loss in significant unconsolidated VIEs(1)				
				Funded exposures(2)		**Unfunded exposures(3)**		
In millions of dollars	**Total involvement with SPE assets**	**Consolidated VIE / SPE assets**	**Significant unconsolidated VIE assets(4)**	**Debt investments**	**Equity investments**	**Funding commitments**	**Guarantees and derivatives**	**Total**
Citicorp								
Credit card securitizations	**$ 55,538**	**$ 55,538**	**$**	**$**	**$**	**$**	**$**	**$**
Mortgage securitizations**(5)**								
U.S. agency-sponsored	**234,048**		**234,048**	**3,806**			**28**	**3,834**
Non-agency-sponsored	**11,770**	**1,774**	**9,996**	**405**				**405**
Citi-administered asset-backed commercial paper conduits (ABCP)	**31,602**	**20,073**	**11,529**			**11,529**		**11,529**
Third-party commercial paper conduits	**7,808**		**7,808**	**457**		**298**		**755**
Collateralized debt obligations (CDOs)	**3,964**		**3,964**	**24**				**24**
Collateralized loan obligations (CLOs)	**9,432**		**9,432**	**103**				**103**
Asset-based financing	**17,998**	**1,471**	**16,527**	**6,329**	**2**	**2,984**	**105**	**9,420**
Municipal securities tender option bond trusts (TOBs)	**16,761**	**8,324**	**8,437**	**708**		**5,356**	**25**	**6,089**
Municipal investments	**15,996**	**288**	**15,708**	**2,315**	**2,704**	**1,223**		**6,242**
Client intermediation	**3,515**	**157**	**3,358**	**562**				**562**
Investment funds	**3,715**	**87**	**3,628**		**111**	**57**		**168**
Trust preferred securities	**17,939**		**17,939**		**128**			**128**
Other	**6,253**	**124**	**6,129**	**354**	**67**	**112**	**79**	**612**
Total	**$ 436,339**	**$ 87,836**	**$ 348,503**	**$ 15,063**	**$ 3,012**	**$ 21,559**	**$ 237**	**$ 39,871**
Citi Holdings								
Credit card securitizations	**$ 29,305**	**$ 29,070**	**$ 235**	**$**	**$**	**$**	**$**	**$**
Mortgage securitizations								
U.S. agency-sponsored	**176,268**		**176,268**	**1,879**			**145**	**2,024**
Non-agency-sponsored	**18,309**	**1,699**	**16,610**	**73**				**73**
Student loan securitizations	**1,836**	**1,836**						
Collateralized debt obligations (CDOs)	**6,956**		**6,956**	**139**			**137**	**276**
Collateralized loan obligations (CLOs)	**9,416**		**9,416**	**1,376**		**7**	**98**	**1,481**
Asset-based financing	**12,954**	**84**	**12,870**	**5,476**	**3**	**287**		**5,766**
Municipal investments	**5,191**		**5,191**	**344**	**266**	**85**		**695**
Client intermediation	**155**	**120**	**35**	**35**				**35**
Investment funds	**1,239**	**14**	**1,225**	**29**	**45**			**74**
Other	**7,337**	**6,818**	**519**	**101**	**62**	**160**		**323**
Total	**$ 268,966**	**$ 39,641**	**$ 229,325**	**$ 9,452**	**$ 376**	**$ 539**	**$ 380**	**$ 10,747**
Total Citigroup	**$ 705,305**	**$ 127,477**	**$ 577,828**	**$ 24,515**	**$ 3,388**	**$ 22,098**	**$ 617**	**$ 50,618**

(1) The definition of maximum exposure to loss is included in the text that follows.

(2)

Included in Citigroup's September 30, 2011 Consolidated Balance Sheet.

(3)

Not included in Citigroup's September 30, 2011 Consolidated Balance Sheet.

(4)

A significant unconsolidated VIE is an entity where the Company has any variable interest considered to be significant, regardless of the likelihood of loss or the notional amount of exposure.

(5)

Citicorp mortgage securitizations also include agency and non-agency (private label) re-securitization activities. These SPEs are not consolidated. See "Re-Securitizations" below for further discussion.

As of December 31, 2010

			Maximum exposure to loss in significant unconsolidated VIEs(1)					
				Funded exposures(2)		Unfunded exposures(3)		
In millions of dollars	Total involvement with SPE assets	Consolidated VIE / SPE assets	Significant unconsolidated VIE assets(4)	Debt investments	Equity investments	Funding commitments	Guarantees and derivatives	Total
Citicorp								
Credit card securitizations	$ 62,061	$ 62,061	$	$	$	$	$	$
Mortgage securitizations**(5)**								
U.S. agency-sponsored	211,178		211,178	3,331			27	3,358
Non-agency-sponsored	16,441	1,454	14,987	718				718
Citi-administered asset-backed commercial paper conduits (ABCP)	30,941	21,312	9,629			9,629		9,629
Third-party commercial paper conduits	4,845	308	4,537	415		298		713
Collateralized debt obligations (CDOs)	5,379		5,379	103				103
Collateralized loan obligations (CLOs)	6,740		6,740	68				68
Asset-based financing	17,571	1,421	16,150	5,641		5,596	11	11,248
Municipal securities tender option bond trusts (TOBs)	17,047	8,105	8,942			6,454	423	6,877
Municipal investments	13,720	178	13,542	2,057	2,929	1,836		6,822
Client intermediation	6,612	1,899	4,713	1,312	8			1,320
Investment funds	3,741	259	3,482	2	82	66	19	169
Trust preferred securities	19,776		19,776		128			128
Other	5,085	1,412	3,673	467	32	119	80	698
Total	$ 421,137	$ 98,409	$ 322,728	$ 14,114	$ 3,179	$ 23,998	$ 560	$ 41,851
Citi Holdings								
Credit card securitizations	$ 33,606	$ 33,196	$ 410	$	$	$	$	$
Mortgage securitizations(5)								
U.S. agency-sponsored	207,729		207,729	2,701			108	2,809
Non-agency-sponsored	22,274	2,727	19,547	160				160
Student loan securitizations	2,893	2,893						
Third-party commercial paper conduits	3,365		3,365			252		252
Collateralized debt obligations (CDOs)	8,452	755	7,697	189			141	330
Collateralized loan obligations (CLOs)	12,234		12,234	1,754		29	401	2,184
Asset-based financing	22,756	136	22,620	8,626	3	300		8,929
Municipal investments	5,241		5,241	561	200	196		957
Client intermediation	659	195	464	62			345	407
Investment funds	1,961	627	1,334		70	45		115
Other	8,444	6,955	1,489	276	112	91		479
Total	$ 329,614	$ 47,484	$ 282,130	$ 14,329	$ 385	$ 913	$ 995	$ 16,622
Total Citigroup	$ 750,751	$ 145,893	$ 604,858	$ 28,443	$ 3,564	$ 24,911	$ 1,555	$ 58,473

(1) The definition of maximum exposure to loss is included in the text that follows.

(2) Included in Citigroup's December 31, 2010 Consolidated Balance Sheet.

(3) Not included in Citigroup's December 31, 2010 Consolidated Balance Sheet.

(4) A significant unconsolidated VIE is an entity where the Company has any variable interest considered to be significant, regardless of the likelihood of loss or the notional amount of exposure.

(5) Citicorp mortgage securitizations also include agency and non-agency (private label) re-securitization activities. These SPEs are not consolidated. See "Re-Securitizations" below for further discussion.

Restated to conform to the current period's presentation.

The previous tables do not include:

certain venture capital investments made by some of the Company's private equity subsidiaries, as the Company accounts for these investments in accordance with the Investment Company Audit Guide;

certain limited partnerships that are investment funds that qualify for the deferral from the requirements of ASC 810 where the Company is the general partner and the limited partners have the right to replace the general partner or liquidate the funds;

certain investment funds for which the Company provides investment management services and personal estate trusts for which the Company provides administrative, trustee and/or investment management services;

VIEs structured by third parties where the Company holds securities in inventory. These investments are made on arm's-length terms;

certain positions in mortgage-backed and asset-backed securities held by the Company, which are classified as *Trading account assets* or *Investments*, where the Company has no other involvement with the related securitization entity deemed to be significant. For more information on these positions, see Notes 10 and 11 to the Consolidated Financial Statements;

certain representations and warranties exposures in *Securities and Banking* mortgage-backed and asset-backed securitizations, where the Company has no variable interest or continuing involvement as servicer. The outstanding balance of the loans securitized was approximately $23 billion at September 30, 2011, related to transactions sponsored by *Securities and Banking* during the period 2005 to 2008; and

certain representations and warranties exposures in Consumer mortgage securitizations, where the original mortgage loan balances are no longer outstanding.

The asset balances for consolidated VIEs represent the carrying amounts of the assets consolidated by the Company. The carrying amount may represent the amortized cost or the current fair value of the assets depending on the legal form of the asset (e.g., security or loan) and the Company's standard accounting policies for the asset type and line of business.

The asset balances for unconsolidated VIEs where the Company has significant involvement represent the most current information available to the Company. In most cases, the asset balances represent an amortized cost basis without regard to impairments in fair value, unless fair value information is readily available to the Company. For VIEs that obtain asset exposures synthetically through derivative instruments (for example, synthetic CDOs), the tables generally include the full original notional amount of the derivative as an asset.

The maximum funded exposure represents the balance sheet carrying amount of the Company's investment in the VIE. It reflects the initial amount of cash invested in the VIE plus any accrued interest and is adjusted for any impairments in value recognized in earnings and any cash principal payments received. The maximum exposure of unfunded positions represents the remaining undrawn committed amount, including liquidity and credit facilities provided by the Company, or the notional amount of a derivative instrument considered to be a variable interest, adjusted for any declines in fair value recognized in earnings. In certain transactions, the Company has entered into derivative instruments or other arrangements that are not considered variable interests in the VIE (e.g., interest rate swaps, cross-currency swaps, or where the Company is the purchaser of credit protection under a credit default swap or total return swap where the Company pays the total return on certain assets to the SPE). Receivables under such arrangements are not included in the maximum exposure amounts.

Funding Commitments for Significant Unconsolidated VIEs Liquidity Facilities and Loan Commitments

The following table presents the notional amount of liquidity facilities and loan commitments that are classified as funding commitments in the VIE tables above as of September 30, 2011:

In millions of dollars	Liquidity Facilities	Loan Commitments
Citicorp		
Citi-administered asset-backed commercial paper conduits (ABCP)	**$ 11,529**	**$**
Third-party commercial paper conduits	**298**	
Asset-based financing	**5**	**2,979**
Municipal securities tender option bond trusts (TOBs)	**5,356**	
Municipal investments	**344**	**879**
Investment funds		**57**
Other		**112**
Total Citicorp	**$ 17,532**	**$ 4,027**
Citi Holdings		
Collateralized loan obligations (CLOs)	**$**	**$ 7**
Asset-based financing	**70**	**217**
Municipal investments		**85**
Other		**160**
Total Citi Holdings	**$ 70**	**$ 469**
Total Citigroup funding commitments	**$ 17,602**	**$ 4,496**

Citicorp & Citi Holdings Consolidated VIEs

The Company engages in on-balance-sheet securitizations which are securitizations that do not qualify for sales treatment; thus, the assets remain on the Company's balance sheet. The consolidated VIEs included in the tables below represent hundreds of separate entities with which the Company is involved. In general, the third-party investors in the obligations of consolidated VIEs have legal recourse only to the assets of the VIEs and do not have such recourse to the Company, except where the Company has provided a guarantee to the investors or is the counterparty to certain derivative transactions involving the VIE. In addition, the assets are generally restricted only to pay such liabilities.

Thus, the Company's maximum legal exposure to loss related to consolidated VIEs is significantly less than the carrying value of the consolidated VIE assets due to outstanding third-party financing. Intercompany assets and liabilities are excluded from the table. All assets are restricted from being sold or pledged as collateral. The cash flows from these assets are the only source used to pay down the associated liabilities, which are non-recourse to the Company's general assets.

The following table presents the carrying amounts and classifications of consolidated assets that are collateral for consolidated VIE and SPE obligations.

	September 30, 2011			December 31, 2010		
In billions of dollars	Citicorp	Citi Holdings	Citigroup	Citicorp	Citi Holdings	Citigroup
Cash	**$ 0.2**	**$ 0.7**	**$ 0.9**	$ 0.2	$ 0.6	$ 0.8
Trading account assets	**0.6**	**0.2**	**0.8**	4.9	1.6	6.5
Investments	**8.0**	**1.5**	**9.5**	7.9		7.9
Total loans, net	**78.4**	**37.0**	**115.4**	85.3	44.7	130.0
Other	**0.6**	**0.3**	**0.9**	0.1	0.6	0.7
Total assets	**$ 87.8**	**$ 39.7**	**$ 127.5**	$ 98.4	$ 47.5	$ 145.9
Short-term borrowings	**$ 22.6**	**$ 0.8**	**$ 23.4**	$ 23.1	$ 2.2	$ 25.3
Long-term debt	**34.0**	**18.4**	**52.4**	47.6	22.1	69.7
Other liabilities	**0.1**	**0.2**	**0.3**	0.6	0.2	0.8
Total liabilities	**$ 56.7**	**$ 19.4**	**$ 76.1**	$ 71.3	$ 24.5	$ 95.8

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Citicorp & Citi Holdings Significant Variable Interests in Unconsolidated VIEs Balance Sheet Classification

The following tables present the carrying amounts and classification of significant variable interests in unconsolidated VIEs as of September 30, 2011 and December 31, 2010:

	September 30, 2011			December 31, 2010		
In billions of dollars	Citicorp	Citi Holdings	Citigroup	Citicorp	Citi Holdings	Citigroup
Trading account assets	**$ 5.4**	**$ 1.4**	**$ 6.8**	$ 5.0	$ 2.7	$ 7.7
Investments	**3.3**	**5.2**	**8.5**	3.8	5.9	9.7
Loans	**7.9**	**2.1**	**10.0**	5.9	5.0	10.9
Other	**1.5**	**1.2**	**2.7**	2.7	2.0	4.7
Total assets	**$ 18.1**	**$ 9.9**	**$ 28.0**	$ 17.4	$ 15.6	$ 33.0
Long-term debt	**$ 0.2**	**$**	**$ 0.2**	$ 0.4	$ 0.5	$ 0.9
Other liabilities						
Total liabilities	**$ 0.2**	**$**	**$ 0.2**	$ 0.4	$ 0.5	$ 0.9

Credit Card Securitizations

The Company securitizes credit card receivables through trusts that are established to purchase the receivables. Citigroup transfers receivables into the trusts on a non-recourse basis. Credit card securitizations are revolving securitizations; that is, as customers pay their credit card balances, the cash proceeds are used to purchase new receivables and replenish the receivables in the trust. The trusts are treated as consolidated entities, because, as servicer, Citigroup has the power to direct the activities that most significantly impact the economic performance of the trusts and also holds a seller's interest and certain securities issued by the trusts, and provides liquidity facilities to the trusts, which could result in potentially significant losses or benefits from the trusts. Accordingly, the transferred credit card receivables are required to remain on the Consolidated Balance Sheet with no gain or loss recognized. The debt issued by the trusts to third parties is included in the Consolidated Balance Sheet.

The Company relies on securitizations to fund a significant portion of its credit card businesses in *North America*. The following table reflects amounts related to the Company's securitized credit card receivables as of September 30, 2011 and December 31, 2010:

	Citicorp		Citi Holdings	
In billions of dollars	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
Principal amount of credit card receivables in trusts	**$ 59.6**	$ 67.5	**$ 29.6**	$ 34.1
Ownership interests in principal amount of trust credit card receivables				
Sold to investors via trust-issued securities	**$ 31.5**	$ 42.0	**$ 13.1**	$ 16.4
Retained by Citigroup as trust-issued securities	**8.5**	3.4	**7.1**	7.1
Retained by Citigroup via non-certificated interests	**19.6**	22.1	**9.4**	10.6
Total ownership interests in principal amount of trust credit card receivables	**$ 59.6**	$ 67.5	**$ 29.6**	$ 34.1

Credit Card Securitizations Citicorp

The following table summarizes selected cash flow information related to Citicorp's credit card securitizations for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,	
In billions of dollars	**2011**	**2010**
Proceeds from new securitizations	**$**	$
Pay down of maturing notes	**(0.6)**	(1.0)

	Nine months ended September 30,	
In billions of dollars	**2011**	**2010**
Proceeds from new securitizations	**$**	$
Pay down of maturing notes	**(11.5)**	(18.4)

Credit Card Securitizations Citi Holdings

The following table summarizes selected cash flow information related to Citi Holdings' credit card securitizations for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,	
In billions of dollars	**2011**	**2010**
Proceeds from new securitizations	**$**	$ 1.8
Pay down of maturing notes		(2.1)

	Nine months ended September 30,	
In billions of dollars	**2011**	**2010**
Proceeds from new securitizations	**$ 3.9**	$ 5.5
Pay down of maturing notes	**(7.2)**	(15.8)

Managed Loans

After securitization of credit card receivables, the Company continues to maintain credit card customer account relationships and provides servicing for receivables transferred to the trusts. As a result, the Company considers the securitized credit card receivables to be part of the business it manages. As Citigroup consolidates the credit card trusts, all managed securitized card receivables are on-balance sheet.

Funding, Liquidity Facilities and Subordinated Interests

Citigroup securitizes credit card receivables through two securitization trusts Citibank Credit Card Master Trust (Master Trust), which is part of Citicorp, and the Citibank OMNI Master Trust (Omni Trust), which is part of Citi Holdings as of September 30, 2011. The liabilities of the trusts are included in the Consolidated Balance Sheet, excluding those retained by Citigroup.

Master Trust issues fixed- and floating-rate term notes. Some of the term notes are issued to multi-seller commercial paper conduits. The weighted average maturity of the term notes issued by the Master Trust was 3.3 years as of September 30, 2011 and 3.4 years as of December 31, 2010.

Master Trust Liabilities (at par value)

In billions of dollars	**September 30, 2011**	**December 31, 2010**
Term notes issued to multi-seller commercial paper conduits	**$**	$ 0.3

Term notes issued to third parties		**31.5**		41.8
Term notes retained by Citigroup affiliates		**8.5**		3.4
Total Master Trust Liabilities	**$**	**40.0**	$	45.5

The Omni Trust issues fixed- and floating-rate term notes, some of which are purchased by multi-seller commercial paper conduits.

The weighted average maturity of the third-party term notes issued by the Omni Trust was 1.7 years as of September 30, 2011 and 1.8 years as of December 31, 2010.

Omni Trust Liabilities (at par value)

In billions of dollars		**September 30, 2011**		**December 31, 2010**
Term notes issued to multi-seller commercial paper conduits	**$**	**3.9**	$	7.2
Term notes issued to third parties		**9.2**		9.2
Term notes retained by Citigroup affiliates		**7.1**		7.1
Total Omni Trust Liabilities	**$**	**20.2**	$	23.5

Mortgage Securitizations

The Company provides a wide range of mortgage loan products to a diverse customer base.

Once originated, the Company often securitizes these loans through the use of SPEs. These SPEs are funded through the issuance of Trust Certificates backed solely by the transferred assets. These certificates have the same average life as the transferred assets. In addition to providing a source of liquidity and less expensive funding, securitizing these assets also reduces the Company's credit exposure to the borrowers. These mortgage loan securitizations are primarily non-recourse, thereby effectively transferring the risk of future credit losses to the purchasers of the securities issued by the trust. However, the Company's Consumer business generally retains the servicing rights and in certain instances retains investment securities, interest-only strips and residual interests in future cash flows from the trusts and also provides servicing for a limited number of *Securities and Banking* securitizations. *Securities and Banking* and *Special Asset Pool* do not retain servicing for their mortgage securitizations.

The Company securitizes mortgage loans generally through either a government-sponsored agency, such as Ginnie Mae, FNMA or Freddie Mac (U.S. agency-sponsored mortgages), or private label (Non-agency-sponsored mortgages) securitization. The Company is not the primary beneficiary of its U.S. agency-sponsored mortgage securitizations, because Citigroup does not have the power to direct the activities of the SPE that most significantly impact the entity's economic performance. Therefore, Citi does not consolidate these U.S. agency-sponsored mortgage securitizations.

The Company does not consolidate certain non-agency-sponsored mortgage securitizations because Citi is either not the servicer with the power to direct the significant activities of the entity or Citi is the servicer but the servicing relationship is deemed to be a fiduciary relationship and, therefore, Citi is not deemed to be the primary beneficiary of the entity.

In certain instances, the Company has (1) the power to direct the activities and (2) the obligation to either absorb losses or right to receive benefits that could be potentially significant to its non-agency-sponsored mortgage securitizations and, therefore, is the primary beneficiary and consolidates the SPE.

Mortgage Securitizations Citicorp

The following tables summarize selected cash flow information related to mortgage securitizations for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,			
	2011		2010	
In billions of dollars	U.S. agency-sponsored mortgages	Non-agency-sponsored mortgages	Agency- and non-agency-sponsored mortgages	
Proceeds from new securitizations	**$ 12.8**		$	17.6
Contractual servicing fees received	**0.1**			0.1
Cash flows received on retained interests and other net cash flows				0.1

	Nine months ended September 30,			
	2011		2010	
In billions of dollars	U.S. agency-sponsored mortgages	Non-agency-sponsored mortgages	Agency- and non-agency-sponsored mortgages	
Proceeds from new securitizations	**$ 38.6**	**$ 0.1**	$	41.9
Contractual servicing fees received	**0.4**			0.4
Cash flows received on retained interests and other net cash flows	**0.1**			0.1

Gains (losses) recognized on the securitization of U.S. agency-sponsored mortgages were $(1.6) million and $(8.6) million for the three and nine months ended September 30, 2011, respectively. For the three and nine months ended September 30, 2011, gains (losses) recognized on the securitization of non-agency-sponsored mortgages were $0 million and $(0.7) million, respectively.

Agency and non-agency mortgage securitization gains (losses) for the three and nine months ended September 30, 2010 were $(5.0) million and $(3.0) million, respectively.

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Key assumptions used in measuring the fair value of retained interests at the date of sale or securitization of mortgage receivables for the three and nine months ended September 30, 2011 and 2010 are as follows:

	Three months ended September 30, 2011			Three months ended September 30, 2010
		Non-agency-sponsored mortgages(1)		
	U.S. agency-sponsored mortgages	Senior Interests	Subordinated Interests	Agency- and non-agency-sponsored mortgages
Discount rate	**3.0% to 17.5%**			0.8% to 44.9%
Weighted average discount rate	**10.9%**			
Constant prepayment rate	**5.0% to 23.1%**			1.5% to 49.5%
Weighted average constant prepayment rate	**9.6%**			
Anticipated net credit losses(2)	**NM**			13.0% to 80.0%
Weighted average anticipated net credit losses	**NM**			

	Nine months ended September 30, 2011			Nine months ended September 30, 2010
		Non-agency-sponsored mortgages(1)		
	U.S. agency-sponsored mortgages	Senior Interests	Subordinated Interests	Agency- and non-agency-sponsored mortgages
Discount rate	**0.6% to 28.3%**	**2.4% to 10.0%**	**8.4%**	0.8% to 44.9%
Weighted average discount rate	**11.4%**	**4.5%**	**8.4%**	
Constant prepayment rate	**2.2% to 23.1%**	**1.0% to 2.2%**	**22.1%**	1.5% to 49.5%
Weighted average constant prepayment rate	**7.2%**	**1.9%**	**22.1%**	
Anticipated net credit losses(2)	**NM**	**35.0% to 72.0%**	**11.4%**	13.0% to 80.0%
Weighted average anticipated net credit losses	**NM**	**45.3%**	**11.4%**	

(1) Disclosure of non-agency-sponsored mortgages as senior and subordinated interests is indicative of the interests' position in the capital structure of the securitization.

(2) Anticipated net credit losses represent estimated loss severity associated with defaulted mortgage loans underlying the mortgage securitizations disclosed above. Anticipated net credit losses, in this instance, do not represent total credit losses incurred to date, nor do they represent credit losses expected on retained interests in mortgage securitizations.

NM Not meaningful. Anticipated net credit losses are not meaningful due to U.S. agency guarantees.

The range in the key assumptions is due to the different characteristics of the interests retained by the Company. The interests retained range from highly rated and/or senior in the capital structure to unrated and/or residual interests.

The effect of adverse changes of 10% and 20% in each of the key assumptions used to determine the fair value of retained interests is disclosed below. The negative effect of each change is calculated independently, holding all other assumptions constant. Because the key assumptions may not in fact be independent, the net effect of simultaneous adverse changes in the key assumptions may be less than the sum of the individual effects shown below.

At September 30, 2011, the key assumptions used to value retained interests and the sensitivity of the fair value to adverse changes of 10% and 20% in each of the key assumptions were as follows:

	September 30, 2011		
		Non-agency-sponsored mortgages(1)	
	U.S. agency-sponsored mortgages	Senior Interests	Subordinated Interests
Discount rate	2.4% to 22.7%	3.6% to 27.6%	1.5% to 32.7%
Weighted average discount rate	8.3%	8.4%	15.4%
Constant prepayment rate	16.2% to 30.6%	2.2% to 54.7%	1.0% to 30.3%
Weighted average constant prepayment rate	27.2%	11.6%	11.0%
Anticipated net credit losses(2)	NM	0.0% to 79.3%	31.8% to 90.0%
Weighted average anticipated net credit losses	NM	41.7%	48.3%

(1) Disclosure of non-agency-sponsored mortgages as senior and subordinated interests is indicative of the interests' position in the capital structure of the securitization.

(2) Anticipated net credit losses represent estimated loss severity associated with defaulted mortgage loans underlying the mortgage securitizations disclosed above. Anticipated net credit losses, in this instance, do not represent total credit losses incurred to date, nor do they represent credit losses expected on retained interests in mortgage securitizations.

NM Not meaningful. Anticipated net credit losses are not meaningful due to U.S. agency guarantees.

In millions of dollars	U.S. agency-sponsored mortgages	Non-agency-sponsored mortgages(1) Senior Interests	Non-agency-sponsored mortgages(1) Subordinated Interests
Carrying value of retained interests	**$ 2,254**	**$ 185**	**$ 339**
Discount rates			
Adverse change of 10%	**$ (56)**	**$ (6)**	**$ (26)**
Adverse change of 20%	**(109)**	**(10)**	**(47)**
Constant prepayment rate			
Adverse change of 10%	**$ (125)**	**$ (6)**	**$ (6)**
Adverse change of 20%	**(242)**	**(13)**	**(14)**
Anticipated net credit losses			
Adverse change of 10%	**$ (13)**	**$ (1)**	**$ (3)**
Adverse change of 20%	**(25)**	**(3)**	**5**

(1) Disclosure of non-agency-sponsored mortgages as senior and subordinated interests is indicative of the interests' position in the capital structure of the securitization.

Mortgage Securitizations Citi Holdings

The following tables summarize selected cash flow information related to Citi Holdings mortgage securitizations for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,		
	2011		2010
In billions of dollars	U.S. agency-sponsored mortgages	Non-agency-sponsored mortgages	Agency- and Non-agency-sponsored mortgages
Proceeds from new securitizations	**$ 0.3**		$ 0.6
Contractual servicing fees received	**0.1**		0.2
Cash flows received on retained interests and other net cash flows			

	Nine months ended September 30,		
	2011		2010
In billions of dollars	U.S. agency-sponsored mortgages	Non-agency-sponsored mortgages	Agency- and Non-agency-sponsored mortgages
Proceeds from new securitizations	**$ 0.9**	**$**	$ 0.6
Contractual servicing fees received	**0.4**	**0.1**	0.7
Cash flows received on retained interests and other net cash flows	**0.1**		0.1

The Company did not recognize gains (losses) on the securitization of U.S. agency- and non-agency-sponsored mortgages in the quarters ended September 30, 2011 and 2010.

The range in the key assumptions is due to the different characteristics of the interests retained by the Company. The interests retained range from highly rated and/or senior in the capital structure to unrated and/or residual interests.

The effect of adverse changes of 10% and 20% in each of the key assumptions used to determine the fair value of retained interests is disclosed below. The negative effect of each change is calculated independently, holding all other assumptions constant. Because the key

assumptions may not in fact be independent, the net effect of simultaneous adverse changes in the key assumptions may be less than the sum of the individual effects shown below.

At September 30, 2011, the key assumptions used to value retained interests and the sensitivity of the fair value to adverse changes of 10% and 20% in each of the key assumptions were as follows:

	September 30, 2011		
		Non-agency-sponsored mortgages(1)	
	U.S. agency-sponsored mortgages	Senior Interests	Subordinated Interests
Discount rate	7.2%	1.9% to 16.0%	8.6% to 29.9%
Weighted average discount rate	7.2%	0.3%	13.5%
Constant prepayment rate	29.1%	39.7%	2.0% to 25.6%
Weighted average constant prepayment rate	29.1%	37.7%	10.0%
Anticipated net credit losses	NM	0.3% to 40.0%	40.0% to 95.0%
Weighted average anticipated net credit losses	NM	1.6%	50.7%
Weighted average life	4.0 years	3.0-4.9 years	0.3-7.5 years

(1) Disclosure of non-agency-sponsored mortgages as senior and subordinated interests is indicative of the interests' position in the capital structure of the securitization.

NM Not meaningful. Anticipated net credit losses are not meaningful due to U.S. agency guarantees.

		Non-agency-sponsored mortgages(1)	
In millions of dollars	U.S. agency-sponsored mortgages	Senior Interests	Subordinated Interests
Carrying value of retained interests	**$ 1,179**	**$ 171**	**$ 27**
Discount rates			
Adverse change of 10%	**$ (33)**	**$ (1)**	**$ (5)**
Adverse change of 20%	**(64)**	**(1)**	**(8)**
Constant prepayment rate			
Adverse change of 10%	**$ (99)**	**$ (26)**	**$ (1)**
Adverse change of 20%	**(190)**	**(51)**	**(2)**
Anticipated net credit losses			
Adverse change of 10%	**$ (22)**	**$ (9)**	**$ (5)**
Adverse change of 20%	**(44)**	**(16)**	**(5)**

(1) Disclosure of non-agency-sponsored mortgages as senior and subordinated interests is indicative of the interests' position in the capital structure of the securitization.

Mortgage Servicing Rights

In connection with the securitization of mortgage loans, the Company's U.S. Consumer mortgage business retains the servicing rights, which entitle the Company to a future stream of cash flows based on the outstanding principal balances of the loans and the contractual servicing fee. Failure to service the loans in accordance with contractual requirements may lead to a termination of the servicing rights and the loss of future servicing fees.

The fair value of capitalized mortgage servicing rights (MSRs) was $2.9 billion and $4.0 billion at September 30, 2011 and 2010, respectively. The MSRs correspond to principal loan balances of $421 billion and $503 billion as of September 30, 2011 and 2010, respectively. The following table summarizes the changes in capitalized MSRs for the three and nine months ended September 30, 2011 and 2010:

	Three months ended September 30,	
In millions of dollars	**2011**	**2010**
Balance, as of June 30	**$ 4,258**	$ 4,894
Originations	**126**	155
Changes in fair value of MSRs due to changes in inputs and assumptions	**(1,196)**	(635)
Other changes(1)	**(336)**	(438)
Balance, as of September 30	**$ 2,852**	$ 3,976

	Nine months ended September 30,	
In millions of dollars	**2011**	**2010**
Balance, as of the beginning of year	**$ 4,554**	$ 6,530
Originations	**425**	424
Changes in fair value of MSRs due to changes in inputs and assumptions	**(1,301)**	(1,929)
Other changes(1)	**(826)**	(1,049)
Balance, as of September 30	**$ 2,852**	$ 3,976

(1) Represents changes due to customer payments and passage of time.

The market for MSRs is not sufficiently liquid to provide participants with quoted market prices. Therefore, the Company uses an option-adjusted spread valuation approach to determine the fair value of MSRs. This approach consists of projecting servicing cash flows under multiple interest rate scenarios and discounting these cash flows using risk-adjusted discount rates. The key assumptions used in the valuation of MSRs include mortgage prepayment speeds and discount rates. The model assumptions and the MSRs' fair value estimates are compared to observable trades of similar MSR portfolios and interest-only security portfolios, as available, as well as to MSR broker valuations and industry surveys. The cash flow model and underlying prepayment and interest rate models used to value these MSRs are subject to validation in accordance with the Company's model validation policies.

The fair value of the MSRs is primarily affected by changes in prepayments that result from shifts in mortgage interest rates. In managing this risk, the Company economically hedges a significant portion of the value of its MSRs through the use of interest rate derivative contracts, forward purchase commitments of mortgage-backed securities and purchased securities classified as trading.

The Company receives fees during the course of servicing previously securitized mortgages. The amounts of these fees for the three and nine months ended September 30, 2011 and 2010 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Servicing fees	**$ 292**	$ 336	**$ 897**	$ 1,049
Late fees	**19**	22	**58**	67
Ancillary fees	**39**	53	**92**	145

Total MSR fees	**$ 350**	$ 411	**$ 1,047**	$ 1,261

These fees are classified in the Consolidated Statement of Income as *Other revenue*.

Re-securitizations

The Company engages in re-securitization transactions in which debt securities are transferred to a VIE in exchange for new beneficial interests. During the nine months ended September 30, 2011, Citi transferred non-agency (private label) securities with an original par value of approximately $182 million to re-securitization entities. These securities are backed by either residential or commercial mortgages and are often structured on behalf of clients. As of September 30, 2011, the fair value of Citi-retained interests in private-label re-securitization transactions structured by Citi totaled approximately $375 million ($32 million of which relates to re-securitization transactions executed in 2011) and are recorded in trading assets. Of this amount, approximately $72 million and $303 million related to senior and subordinated beneficial interests, respectively. The original par value of private label re-securitization transactions in which Citi holds a retained interest as of September 30, 2011 was approximately $7.6 billion.

The Company also re-securitizes U.S. government-agency guaranteed mortgage-backed (agency) securities. During the nine months ended September 30, 2011, Citi transferred agency securities with a fair value of approximately $29.2 billion to re-securitization entities. As of September 30, 2011, the fair value of Citi-retained interests in agency re-securitization transactions structured by Citi totaled approximately $2.1 billion ($1.8 billion of which related to re-securitization transactions executed in 2011) and are recorded in trading assets. The original fair value of agency re-securitization transactions in which Citi holds a retained interest as of September 30, 2011 was approximately $53.7 billion.

As of September 30, 2011, the Company did not consolidate any private-label or agency re-securitization entities.

Citi-Administered Asset-Backed Commercial Paper Conduits

The Company is active in the asset-backed commercial paper conduit business as administrator of several multi-seller commercial paper conduits and also as a service provider to single-seller and other commercial paper conduits sponsored by third parties.

The multi-seller commercial paper conduits are designed to provide the Company's clients access to low-cost funding in the commercial paper markets. The conduits purchase assets from or provide financing facilities to clients and are funded by issuing commercial paper to third-party investors. The conduits generally do not purchase assets originated by the Company. The funding of the conduits is facilitated by the liquidity support and credit enhancements provided by the Company.

As administrator to the conduits, the Company is generally responsible for selecting and structuring assets purchased or financed by the conduits, making decisions regarding the funding of the conduits, including determining the tenor and other features of the commercial paper issued, monitoring the quality and performance of the conduits' assets, and facilitating the operations and cash flows of the conduits. In return, the Company earns structuring fees from customers for individual transactions and earns an administration fee from the conduit, which is equal to the income from client program and liquidity fees of the conduit after payment of interest costs and other fees. This administration fee is fairly stable, since most risks and rewards of the underlying assets are passed back to the clients and, once the asset pricing is negotiated, most ongoing income, costs and fees are relatively stable as a percentage of the conduit's size.

The conduits administered by the Company do not generally invest in liquid securities that are formally rated by third parties. The assets are privately negotiated and structured transactions that are designed to be held by the conduit, rather than actively traded and sold. The yield earned by the conduit on each asset is generally tied to the rate on the commercial paper issued by the conduit, thus passing interest rate risk to the client. Each asset purchased by the conduit is structured with transaction-specific credit enhancement features provided by the third-party client seller, including over collateralization, cash and excess spread collateral accounts, direct recourse or third-party guarantees. These credit enhancements are sized with the objective of approximating a credit rating of A or above, based on the Company's internal risk ratings.

Substantially all of the funding of the conduits is in the form of short-term commercial paper, with a weighted average life generally ranging from 30 to 60 days. As of September 30, 2011 and December 31, 2010, the weighted average lives of the commercial paper issued by consolidated and unconsolidated conduits were approximately 41 days at each period end.

The primary credit enhancement provided to the conduit investors is in the form of transaction-specific credit enhancement described above. In addition, there are generally two additional forms of credit enhancement that protect the commercial paper investors from defaulting assets. First, the subordinate loss notes issued by each conduit absorb any credit losses up to their full notional amount. Second, each conduit has obtained a letter of credit from the Company, which needs to be sized to be at least 8-10% of the conduit's assets with a floor of $200 million. The letters of credit provided by the Company to the consolidated conduits total approximately $1.8 billion. The net result across all multi-seller conduits administered by the Company is that, in the event defaulted assets exceed the transaction-specific credit enhancements described above, any losses in each conduit are allocated in the following order:

subordinate loss note holders,

the Company, and

the commercial paper investors.

The Company also provides the conduits with two forms of liquidity agreements that are used to provide funding to the conduits in the event of a market disruption, among other events. Each asset of the conduit is supported by a transaction-specific liquidity facility in the form of an asset purchase agreement (APA). Under the APA, the Company has agreed to purchase non-defaulted eligible receivables from the conduit at par. Any assets purchased under the APA are subject to increased pricing. The APA is not designed to provide credit support to the conduit, as it generally does not permit the purchase of defaulted or impaired assets and generally reprices the assets purchased to consider potential increased credit risk. The APA covers all assets in the conduits and is considered in the Company's maximum exposure to loss. In addition, the

Company provides the conduits with program-wide liquidity in the form of short-term lending commitments. Under these commitments, the Company has agreed to lend to the conduits in the event of a short-term disruption in the commercial paper market, subject to specified conditions. The total notional exposure under the program-wide liquidity agreement for the Company's unconsolidated administered conduit as of September 30, 2011, is $0.6 billion and is considered in the Company's maximum exposure to loss. The Company receives fees for providing both types of liquidity agreements and considers these fees to be on fair market terms.

Finally, the Company is one of several named dealers in the commercial paper issued by the conduits and earns a market-based fee for providing such services. Along with third-party dealers, the Company makes a market in the commercial paper and may from time to time fund commercial paper pending sale to a third party. On specific dates with less liquidity in the market, the Company may hold in inventory commercial paper issued by conduits administered by the Company, as well as conduits administered by third parties. The amount of commercial paper issued by its administered conduits held in inventory fluctuates based on market conditions and activity. As of September 30, 2011, the Company owned none of the commercial paper issued by its unconsolidated administered conduit.

With the exception of the government-guaranteed loan conduit described below, the asset-backed commercial paper conduits were consolidated by the Company. The Company determined that through its role as administrator it had the power to direct the activities that most significantly impacted the entities' economic performance. These powers included its ability to structure and approve the assets purchased by the conduits, its ongoing surveillance and credit mitigation activities, and its liability management. In addition, as a result of all the Company's involvement described above, it was concluded that the Company had an economic interest that could potentially be significant. However, the assets and liabilities of the conduits are separate and apart from those of Citigroup. No assets of any conduit are available to satisfy the creditors of Citigroup or any of its other subsidiaries.

The Company administers one conduit that originates loans to third-party borrowers and those obligations are fully guaranteed primarily by AAA-rated government agencies that support export and development financing programs. The economic performance of this government-guaranteed loan conduit is most significantly impacted by the performance of its underlying assets. The guarantors must approve each loan held by the entity and the guarantors have the ability (through establishment of the servicing terms to direct default mitigation and to purchase defaulted loans) to manage the conduit's loans that become delinquent to improve the economic performance of the conduit. Because the Company does not have the power to direct the activities of this government-guaranteed loan conduit that most significantly impact the economic performance of the entity, it was concluded that the Company should not consolidate the entity. As of September 30, 2011, this unconsolidated government-guaranteed loan conduit held assets of approximately $11.5 billion.

Third-Party Commercial Paper Conduits

The Company also provides liquidity facilities to single- and multi-seller conduits sponsored by third parties. These conduits are independently owned and managed and invest in a variety of asset classes, depending on the nature of the conduit. The facilities provided by the Company typically represent a small portion of the total liquidity facilities obtained by each conduit, and are collateralized by the assets of each conduit. As of September 30, 2011, the notional amount of these facilities was approximately $755 million, of which $457 million was funded under these facilities. The Company is not the party that has the power to direct the activities of these conduits that most significantly impact their economic performance and thus does not consolidate them.

Collateralized Debt and Loan Obligations

A securitized collateralized debt obligation (CDO) is an SPE that purchases a pool of assets consisting of asset-backed securities and synthetic exposures through derivatives on asset-backed securities and issues multiple tranches of equity and notes to investors.

A cash CDO, or arbitrage CDO, is a CDO designed to take advantage of the difference between the yield on a portfolio of selected assets, typically residential mortgage-backed securities, and the cost of funding the CDO through the sale of notes to investors. "Cash flow" CDOs are vehicles in which the CDO passes on cash flows from a pool of assets, while "market value" CDOs pay to investors the market value of the pool of assets owned by the CDO at maturity. In these transactions, all of the equity and notes issued by the CDO are funded, as the cash is needed to purchase the debt securities.

A synthetic CDO is similar to a cash CDO, except that the CDO obtains exposure to all or a portion of the referenced assets synthetically through derivative instruments, such as credit default swaps. Because the CDO does not need to raise cash sufficient to purchase the entire referenced portfolio, a substantial portion of the senior tranches of risk is typically passed on to CDO investors in the form of unfunded liabilities or derivative instruments. Thus, the CDO writes credit protection on select referenced debt securities to the Company or third parties and the risk is then passed on to the CDO investors in the form of funded notes or purchased credit protection through derivative instruments. Any cash raised from investors is invested in a portfolio of collateral securities or investment contracts. The collateral is then used to support the obligations of the CDO on the credit default swaps written to counterparties.

A securitized collateralized loan obligation (CLO) is substantially similar to the CDO transactions described above, except that the assets owned by the SPE (either cash instruments or synthetic exposures through derivative instruments) are corporate loans and to a lesser extent

corporate bonds, rather than asset-backed debt securities.

A third-party asset manager is typically retained by the CDO/CLO to select the pool of assets and manage those assets over the term of the SPE. The Company is the manager for a limited number of CLO transactions.

The Company earns fees for warehousing assets prior to the creation of a "cash flow" or "market value" CDO/CLO, structuring CDOs/CLOs and placing debt securities with investors. In addition, the Company has retained interests in

many of the CDOs/CLOs it has structured and makes a market in the issued notes.

The Company's continuing involvement in synthetic CDOs/CLOs generally includes purchasing credit protection through credit default swaps with the CDO/CLO, owning a portion of the capital structure of the CDO/CLO in the form of both unfunded derivative positions (primarily super-senior exposures discussed below) and funded notes, entering into interest-rate swap and total-return swap transactions with the CDO/CLO, lending to the CDO/CLO, and making a market in the funded notes.

Where a CDO/CLO vehicle issues preferred shares (or subordinated notes that are the equivalent form), the preferred shares generally represent an insufficient amount of equity (less than 10%) and create the presumption that preferred shares are insufficient to finance the entity's activities without subordinated financial support. In addition, although the preferred shareholders generally have full exposure to expected losses on the collateral and uncapped potential to receive expected residual returns, they generally do not have the ability to make decisions about the entity that have a significant effect on the entity's financial results because of their limited role in making day-to-day decisions and their limited ability to remove the asset manager. Because one or both of the above conditions will generally be met, we have concluded that, even where a CDO/CLO vehicle issued preferred shares, the vehicle should be classified as a VIE.

In general, the asset manager, through its ability to purchase and sell assets or where the reinvestment period of a CDO/CLO has expired the ability to sell assets, will have the power to direct the activities of the vehicle that most significantly impact the economic performance of the CDO/CLO. However, where a CDO/CLO has experienced an event of default or an optional redemption period has gone into effect, the activities of the asset manager may be curtailed and/or certain additional rights will generally be provided to the investors in a CDO/CLO vehicle, including the right to direct the liquidation of the CDO/CLO vehicle.

The Company has retained significant portions of the "super-senior" positions issued by certain CDOs. These positions are referred to as "super-senior" because they represent the most senior positions in the CDO and, at the time of structuring, were senior to tranches rated AAA by independent rating agencies. The positions have included facilities structured in the form of short-term commercial paper, where the Company wrote put options ("liquidity puts") to certain CDOs. Under the terms of the liquidity puts, if the CDO was unable to issue commercial paper at a rate below a specified maximum (generally LIBOR + 35 bps to LIBOR + 40 bps), the Company was obligated to fund the senior tranche of the CDO at a specified interest rate. As of September 30, 2011, the Company no longer had exposure to this commercial paper as all of the underlying CDOs had been liquidated.

The Company does not generally have the power to direct the activities of the vehicle that most significantly impacts the economic performance of the CDOs/CLOs as this power is generally held by a third-party asset manager of the CDO/CLO. As such, those CDOs/CLOs are not consolidated. Where: (i) the Company is the asset manager and no other single investor has the unilateral ability to remove the Company or cause the unilateral liquidation of the CDO/CLO, or the Company is not the asset manager but has a unilateral right to remove the third-party asset manager or unilaterally liquidate the CDO/CLO and receive the underlying assets, and (ii) the Company has economic exposure to the vehicle that is potentially significant to the vehicle, the Company will consolidate the CDO/CLO.

The Company continues to monitor its involvement in unconsolidated CDOs/CLOs to assess future consolidation risk. For example, if the Company were to acquire additional interests in these vehicles and obtain the right, due to an event of default trigger being met, to unilaterally liquidate or direct the activities of a CDO/CLO, the Company may be required to consolidate the asset vehicle. For cash CDOs/CLOs, the net result of such consolidation would be to gross up the Company's balance sheet by the current fair value of the securities held by third parties and assets held by the CDO/CLO, which amounts are not considered material. For synthetic CDOs/CLOs, the net result of such consolidation may reduce the Company's balance sheet because intercompany derivative receivables and payables would eliminate in consolidation, and other assets held by the CDO/CLO and the securities held by third parties would be recognized at their current fair values.

Key Assumptions and Retained Interests Citi Holdings

The key assumptions, used for the securitization of CDOs and CLOs during the quarter ended September 30, 2011, in measuring the fair value of retained interests at the date of sale or securitization are as follows:

	CDOs	CLOs
Discount rate	**50.3% to 55.3%**	**4.1% to 4.5%**

The effect of two negative changes in discount rates used to determine the fair value of retained interests is disclosed below.

In millions of dollars	CDOs	CLOs
Carrying value of retained interests	**$ 14**	**$ 150**
Discount rates		
Adverse change of 10%	**$ (1)**	**$ (3)**
Adverse change of 20%	**(3)**	**(7)**

Asset-Based Financing

The Company provides loans and other forms of financing to VIEs that hold assets. Those loans are subject to the same credit approvals as all other loans originated or purchased by the Company. Financings in the form of debt securities or derivatives are, in most circumstances, reported in *Trading account assets* and accounted for at fair value through earnings. The Company does not have the power to direct the activities that most significantly impact these VIEs' economic performance and thus it does not consolidate them.

Asset-Based Financing Citicorp

The primary types of Citicorp's asset-based financings, total assets of the unconsolidated VIEs with significant involvement and the Company's maximum exposure to loss at September 30, 2011 are shown below. For the Company to realize that maximum loss, the VIE (borrower) would have to default with no recovery from the assets held by the VIE.

In billions of dollars	Total assets	Maximum exposure
Type		
Commercial and other real estate	**$ 3.3**	**$ 1.3**
Hedge funds and equities	**6.2**	**2.4**
Airplanes, ships and other assets	**7.0**	**5.7**
Total	**$ 16.5**	**$ 9.4**

Asset-Based Financing Citi Holdings

The primary types of Citi Holdings' asset-based financings, total assets of the unconsolidated VIEs with significant involvement and the Company's maximum exposure to loss at September 30, 2011 are shown below. For the Company to realize that maximum loss, the VIE (borrower) would have to default with no recovery from the assets held by the VIE.

In billions of dollars	Total assets	Maximum exposure
Type		
Commercial and other real estate	**$ 5.0**	**$ 0.6**
Corporate loans	**5.0**	**4.2**
Airplanes, ships and other assets	**2.9**	**1.0**
Total	**$ 12.9**	**$ 5.8**

The following table summarizes selected cash flow information related to asset-based financings for the three and nine months ended September 30, 2011 and 2010:

In billions of dollars	Three months ended September 30, 2011	2010
Cash flows received on retained interests and other net cash flows	**$ 0.2**	$ 0.2

In billions of dollars	Nine months ended September 30, 2011	2010
Cash flows received on retained interests and other net cash flows	**$ 1.2**	$ 1.2

The effect of two negative changes in discount rates used to determine the fair value of retained interests is disclosed below.

In millions of dollars	Asset-based Financing
Carrying value of retained interests	**$ 4,165**
Value of underlying portfolio	
Adverse change of 10%	$
Adverse change of 20%	(285)

Municipal Securities Tender Option Bond (TOB) Trusts

TOB trusts hold fixed- and floating-rate, taxable and tax-exempt securities issued by state and local governments and municipalities. The trusts are typically single-issuer trusts whose assets are purchased from the Company or from other investors in the municipal securities market. The TOB trusts fund the purchase of their assets by issuing long-term, putable floating rate certificates (Floaters) and residual certificates (Residuals). The trusts are referred to as Tender Option Bond trusts because the Floater holders have the ability to tender their interests periodically back to the issuing trust, as described further below. The Floaters and Residuals evidence beneficial ownership interests in, and are collateralized by, the underlying assets of the trust. The Floaters are held by third-party investors, typically tax-exempt money market funds. The Residuals are typically held by the original owner of the municipal securities being financed.

The Floaters and the Residuals have a tenor which is equal to or shorter than the tenor of the underlying municipal bonds. The Residuals entitle their holders to the residual cash flows from the issuing trust, the interest income generated by the underlying municipal securities net of interest paid on the Floaters and trust expenses. The Residuals are rated based on the long-term rating of the underlying municipal bond. The Floaters bear variable interest rates that are reset periodically to a new market rate based on a spread to a high grade, short-term, tax-exempt index. The Floaters have a long-term rating based on the long-term rating of the underlying municipal bond and a short-term rating based on that of the liquidity provider to the trust.

There are two kinds of TOB trusts: customer TOB trusts and non-customer TOB trusts. Customer TOB trusts are trusts through which customers finance their investments in municipal securities. The Residuals are held by customers and

the Floaters by third-party investors, typically tax-exempt money market funds. Non-customer TOB trusts are trusts through which the Company finances its own investments in municipal securities. In such trusts, the Company holds the Residuals and third-party investors, typically tax-exempt money market funds hold the Floaters.

The Company serves as remarketing agent to the trusts, placing the Floaters with third-party investors at inception, facilitating the periodic reset of the variable rate of interest on the Floaters, and remarketing any tendered Floaters. If Floaters are tendered and the Company (in its role as remarketing agent) is unable to find a new investor within a specified period of time, it can declare a failed remarketing, in which case the trust is unwound. The Company may, but is not obligated to, buy the Floaters into its own inventory. The level of the Company's inventory of Floaters fluctuates over time. As of September 30, 2011, the Company held $129 million of Floaters related to both customer and non-customer TOB trusts.

For certain non-customer trusts, the Company also provides credit enhancement. Approximately $0.3 billion of the municipal bonds owned by TOB trusts have a credit guarantee provided by the Company.

The Company provides liquidity to many of the outstanding trusts. If a trust is unwound early due to an event other than a credit event on the underlying municipal bond, the underlying municipal bonds are sold in the market. If there is a shortfall in the trust's cash flows between the redemption price of the tendered Floaters and the proceeds from the sale of the underlying municipal bonds, the trust draws on a liquidity agreement in an amount equal to the shortfall. For customer TOBs where the Residual is less than 25% of the trust's capital structure, the Company has a reimbursement agreement with the Residual holder under which the Residual holder reimburses the Company for any payment made under the liquidity arrangement. Through this reimbursement agreement, the Residual holder remains economically exposed to fluctuations in value of the underlying municipal bonds. These reimbursement agreements are generally subject to daily margining based on changes in value of the underlying municipal bond. In cases where a third party provides liquidity to a non-customer TOB trust, a similar reimbursement arrangement is made whereby the Company (or a consolidated subsidiary of the Company) as Residual holder absorbs any losses incurred by the liquidity provider.

As of September 30, 2011, liquidity agreements provided with respect to customer TOB trusts, and other non-consolidated, customer-sponsored municipal investment funds, totaled $9.6 billion, offset by reimbursement agreements in place with a notional amount of $8.3 billion. The remaining exposure relates to TOB transactions where the Residual owned by the customer is at least 25% of the bond value at the inception of the transaction and no reimbursement agreement is executed. In addition, the Company has provided liquidity arrangements with a notional amount of $20 million for other non-consolidated non-customer TOB trusts described below.

The Company considers the customer and non-customer TOB trusts to be VIEs. Customer TOB trusts are not consolidated by the Company. The Company has concluded that the power to direct the activities that most significantly impact the economic performance of the customer TOB trusts is primarily held by the customer Residual holder, who may unilaterally cause the sale of the trust's bonds.

Non-customer TOB trusts generally are consolidated. Similar to customer TOB trusts, the Company has concluded that the power over the non-customer TOB trusts is primarily held by the Residual holder, who may unilaterally cause the sale of the trust's bonds. Because the Company holds the Residual interest, and thus has the power to direct the activities that most significantly impact the trust's economic performance, it consolidates the non-customer TOB trusts.

Total assets in non-customer TOB trusts also include $46 million of assets where the Residuals are held by hedge funds that are consolidated and managed by the Company. The assets and the associated liabilities of these TOB trusts are not consolidated by the hedge funds (and, thus, are not consolidated by the Company) under the application of ASC 946, *Financial Services Investment Companies*, which precludes consolidation of owned investments. The Company consolidates the hedge funds, because the Company holds controlling financial interests in the hedge funds. Certain of the Company's equity investments in the hedge funds are hedged with derivatives transactions executed by the Company with third parties referencing the returns of the hedge fund.

Municipal Investments

Municipal investment transactions include debt and equity interests in partnerships that finance the construction and rehabilitation of low-income housing, facilitate lending in new or underserved markets, or finance the construction or operation of renewable municipal energy facilities. The Company generally invests in these partnerships as a limited partner and earns a return primarily through the receipt of tax credits and grants earned from the investments made by the partnership. The Company may also provide construction loans or permanent loans to the development or continuation of real estate properties held by partnerships. These entities are generally considered VIEs. The power to direct the activities of these entities is typically held by the general partner. Accordingly, these entities are not consolidated by the Company.

Client Intermediation

Client intermediation transactions represent a range of transactions designed to provide investors with specified returns based on the returns of an underlying security, referenced asset or index. These transactions include credit-linked notes and equity-linked notes. In these transactions, the VIE typically obtains exposure to the underlying security, referenced asset or index through a derivative instrument, such as a total-return swap or a credit-default swap. In turn the VIE issues notes to investors that pay a return based on the specified underlying security, referenced asset or index. The VIE invests the proceeds in a financial asset or a guaranteed insurance contract (GIC) that serves as collateral for the derivative contract over the term of the transaction. The Company's involvement in these transactions includes being the counterparty to the VIE's derivative instruments and investing in a portion of the notes issued by the VIE. In certain transactions, the investor's maximum risk of loss is limited and the Company absorbs risk of loss above a specified level. The Company does not have the power to direct the activities of the VIEs that most significantly impact their economic performance and thus it does not consolidate them.

The Company's maximum risk of loss in these transactions is defined as the amount invested in notes issued by the VIE and the notional amount of any risk of loss absorbed by the Company through a separate instrument issued by the VIE. The derivative instrument held by the Company may generate a receivable from the VIE (for example, where the Company purchases credit protection from the VIE in connection with the VIE's issuance of a credit-linked note), which is collateralized by the assets owned by the VIE. These derivative instruments are not considered variable interests and any associated receivables are not included in the calculation of maximum exposure to the VIE.

Investment Funds

The Company is the investment manager for certain investment funds that invest in various asset classes including private equity, hedge funds, real estate, fixed income and infrastructure. The Company earns a management fee, which is a percentage of capital under management and may earn performance fees. In addition, for some of these funds the Company has an ownership interest in the investment funds. The Company has also established a number of investment funds as opportunities for qualified employees to invest in private equity investments. The Company acts as investment manager to these funds and may provide employees with financing on both recourse and non-recourse bases for a portion of the employees' investment commitments.

The Company has determined that a majority of the investment vehicles managed by Citigroup are provided a deferral from the requirements of SFAS 167, *Amendments to FASB Interpretation No. 46 (R)*, because they meet the criteria in Accounting Standards Update No. 2010-10, *Consolidation (Topic 810), Amendments for Certain Investment Funds* (ASU 2010-10). These vehicles continue to be evaluated under the requirements of ASC 810-10, prior to the implementation of SFAS 167 (FIN 46(R), *Consolidation of Variable Interest Entities),* which required that a VIE be consolidated by the party with a variable interest that will absorb a majority of the entity's expected losses or residual returns, or both.

Where the Company has determined that certain investment vehicles are subject to the consolidation requirements of SFAS 167, the consolidation conclusions reached upon initial application of SFAS 167 are consistent with the consolidation conclusions reached under the requirements of ASC 810-10, prior to the implementation of SFAS 167.

Trust Preferred Securities

The Company has raised financing through the issuance of trust preferred securities. In these transactions, the Company forms a statutory business trust and owns all of the voting equity shares of the trust. The trust issues preferred equity securities to third-party investors and invests the gross proceeds in junior subordinated deferrable interest debentures issued by the Company. These trusts have no assets, operations, revenues or cash flows other than those related to the issuance, administration and repayment of the preferred equity securities held by third-party investors. These trusts' obligations are fully and unconditionally guaranteed by the Company.

Because the sole asset of the trust is a receivable from the Company and the proceeds to the Company from the receivable exceed the Company's investment in the VIE's equity shares, the Company is not permitted to consolidate the trusts, even though it owns all of the voting equity shares of the trust, has fully guaranteed the trusts' obligations, and has the right to redeem the preferred securities in certain circumstances. The Company recognizes the subordinated debentures on its Consolidated Balance Sheet as long-term liabilities.

18. DERIVATIVES ACTIVITIES

In the ordinary course of business, Citigroup enters into various types of derivative transactions. These derivative transactions include:

Futures and forward contracts, which are commitments to buy or sell at a future date a financial instrument, commodity or currency at a contracted price and may be settled in cash or through delivery.

Swap contracts, which are commitments to settle in cash at a future date or dates that may range from a few days to a number of years, based on differentials between specified financial indices, as applied to a notional principal amount.

Option contracts, which give the purchaser, for a premium, the right, but not the obligation, to buy or sell within a specified time a financial instrument, commodity or currency at a contracted price that may also be settled in cash, based on differentials between specified indices or prices.

Citigroup enters into these derivative contracts relating to interest rate, foreign currency, commodity, and other market/credit risks for the following reasons:

Trading Purposes Customer Needs: Citigroup offers its customers derivatives in connection with their risk-management actions to transfer, modify or reduce their interest rate, foreign exchange and other market/credit risks or for their own trading purposes. As part of this process, Citigroup considers the customers' suitability for the risk involved and the business purpose for the transaction. Citigroup also manages its derivative-risk positions through offsetting trade activities, controls focused on price verification, and daily reporting of positions to senior managers.

Trading Purposes Own Account: Citigroup trades derivatives for its own account and as an active market maker. Trading limits and price verification controls are key aspects of this activity.

Hedging: Citigroup uses derivatives in connection with its risk-management activities to hedge certain risks or reposition the risk profile of the Company. For example, Citigroup issues fixed-rate long-term debt and then enter into a receive-fixed, pay-variable-rate interest rate swap with the same tenor and notional amount to convert the interest payments to a net variable-rate basis. This strategy is the most common form of an interest rate hedge, as it minimizes interest cost in certain yield curve environments. Derivatives are also used to manage risks inherent in specific groups of on-balance-sheet assets and liabilities, including AFS securities and deposit liabilities, as well as other interest-sensitive assets and liabilities. In addition, foreign-exchange contracts are used to hedge non-U.S.-dollar-denominated debt, foreign-currency-denominated available-for-sale securities and net investment exposures.

Derivatives may expose Citigroup to market, credit or liquidity risks in excess of the amounts recorded on the Consolidated Balance Sheet. Market risk on a derivative product is the exposure created by potential fluctuations in interest rates, foreign-exchange rates and other factors and is a function of the type of product, the volume of transactions, the tenor and terms of the agreement, and the underlying volatility. Credit risk is the exposure to loss in the event of nonperformance by the other party to the transaction where the value of any collateral held is not adequate to cover such losses. The recognition in earnings of unrealized gains on these transactions is subject to management's assessment as to collectability. Liquidity risk is the potential exposure that arises when the size of the derivative position may not be able to be rapidly adjusted in periods of high volatility and financial stress at a reasonable cost.

Information pertaining to the volume of derivative activity is provided in the tables below. The notional amounts, for both long and short derivative positions, of Citigroup's derivative instruments as of September 30, 2011 and December 31, 2010 are presented in the table below.

Derivative Notionals

	Hedging instruments under ASC 815 (SFAS 133)(1)(2)		Other derivative instruments			
			Trading derivatives		Management hedges(3)	
In millions of dollars	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
Interest rate contracts						
Swaps	**$ 158,930**	$ 155,972	**$ 29,418,507**	$ 27,084,014	**$ 138,688**	$ 135,979
Futures and forwards			**4,093,642**	4,874,209	**39,854**	46,140
Written options			**4,257,002**	3,431,608	**19,618**	8,762
Purchased options			**4,397,376**	3,305,664	**8,920**	18,030
Total interest rate contract notionals	**$ 158,930**	$ 155,972	**$ 42,166,527**	$ 38,695,495	**$ 207,080**	$ 208,911
Foreign exchange contracts						
Swaps	**$ 28,156**	$ 29,599	**$ 1,171,516**	$ 1,118,610	**$ 22,517**	$ 27,830
Futures and forwards	**65,712**	79,168	**3,423,837**	2,745,922	**34,827**	28,191
Written options	**1,504**	1,772	**831,964**	599,025	**632**	50
Purchased options	**33,021**	16,559	**778,046**	536,032	**94**	174
Total foreign exchange contract notionals	**$ 128,393**	$ 127,098	**$ 6,205,363**	$ 4,999,589	**$ 58,070**	$ 56,245
Equity contracts						
Swaps	**$**	$	**$ 92,394**	$ 67,637	**$**	$
Futures and forwards			**17,090**	19,816		
Written options			**829,618**	491,519		
Purchased options			**797,841**	473,621		
Total equity contract notionals	**$**	$	**$ 1,736,943**	$ 1,052,593	**$**	$
Commodity and other contracts						
Swaps	**$**	$	**$ 27,531**	$ 19,213	**$**	$
Futures and forwards			**71,651**	115,578		
Written options			**95,554**	61,248		
Purchased options			**117,895**	61,776		
Total commodity and other contract notionals	**$**	$	**$ 312,631**	$ 257,815	**$**	$

Credit derivatives(4)								
Protection sold	**$**	$	**$**	**1,439,423**	$ 1,223,116	**$**	$	
Protection purchased	**4,164**	4,928	**1,523,675**		1,289,239	**24,267**		28,526
Total credit derivatives	**$ 4,164**	$ 4,928	**$**	**2,963,098**	$ 2,512,355	**$ 24,267**	$	28,526
Total derivative notionals	**$ 291,487**	$ 287,998	**$**	**53,384,562**	$ 47,517,847	**$ 289,417**	$	293,682

(1) The notional amounts presented in this table do not include hedge accounting relationships under ASC 815 (SFAS 133) where Citigroup is hedging the foreign currency risk of a net investment in a foreign operation by issuing a foreign-currency-denominated debt instrument. The notional amount of such debt is $7,879 million and $8,023 million at September 30, 2011 and December 31, 2010, respectively.

(2) Derivatives in hedge accounting relationships accounted for under ASC 815 (SFAS 133) are recorded in either *Other assets/liabilities* or *Trading account assets/liabilities* on the Consolidated Balance Sheet.

(3) Management hedges represent derivative instruments used in certain economic hedging relationships that are identified for management purposes, but for which hedge accounting is not applied. These derivatives are recorded in *Other assets/liabilities* on the Consolidated Balance Sheet.

(4) Credit derivatives are arrangements designed to allow one party (protection buyer) to transfer the credit risk of a "reference asset" to another party (protection seller). These arrangements allow a protection seller to assume the credit risk associated with the reference asset without directly purchasing that asset. The Company has entered into credit derivative positions for purposes such as risk management, yield enhancement, reduction of credit concentrations and diversification of overall risk.

Derivative Mark-to-Market (MTM) Receivables/Payables

In millions of dollars at September 30, 2011	Derivatives classified in Trading account assets/liabilities(1) Assets	Liabilities	Derivatives classified in Other assets/liabilities Assets	Liabilities
Derivative instruments designated as ASC 815 (SFAS 133) hedges				
Interest rate contracts	**$ 916**	**$ 75**	**$ 10,667**	**$ 4,916**
Foreign exchange contracts	**503**	**324**	**4,272**	**1,508**
Total derivative instruments designated as ASC 815 (SFAS 133) hedges	**$ 1,419**	**$ 399**	**$ 14,939**	**$ 6,424**
Other derivative instruments				
Interest rate contracts	**$ 767,005**	**$ 756,138**	**$ 6,767**	**$ 5,545**
Foreign exchange contracts	**131,498**	**133,846**	**767**	**1,538**
Equity contracts	**26,515**	**44,665**		
Commodity and other contracts	**13,345**	**14,475**		
Credit derivatives(2)	**104,598**	**98,475**	**542**	**152**
Total other derivative instruments	**$ 1,042,961**	**$ 1,047,599**	**$ 8,076**	**$ 7,235**
Total derivatives	**$ 1,044,380**	**$ 1,047,998**	**$ 23,015**	**$ 13,659**
Cash collateral paid/received	**59,738**	**53,431**	**340**	**4,127**
Less: Netting agreements and market value adjustments	**(1,043,853)**	**(1,040,175)**	**(3,425)**	**(3,425)**
Net receivables/payables	**$ 60,265**	**$ 61,254**	**$ 19,930**	**$ 14,361**

(1) The trading derivatives fair values are presented in Note 10 to the Consolidated Financial Statements.

(2) The credit derivatives trading assets are composed of $94,526 million related to protection purchased and $10,072 million related to protection sold as of September 30, 2011. The credit derivatives trading liabilities are composed of $10,889 million related to protection purchased and $87,586 million related to protection sold as of September 30, 2011.

In millions of dollars at December 31, 2010	Derivatives classified in Trading account assets/liabilities(1) Assets	Liabilities	Derivatives classified in Other assets/liabilities Assets	Liabilities
Derivative instruments designated as ASC 815 (SFAS 133) hedges				
Interest rate contracts	$ 867	$ 72	$ 6,342	$ 2,437
Foreign exchange contracts	357	762	1,656	2,603
Total derivative instruments designated as ASC 815 (SFAS 133) hedges	$ 1,224	$ 834	$ 7,998	$ 5,040
Other derivative instruments				
Interest rate contracts	$ 475,805	$ 476,667	$ 2,756	$ 2,474
Foreign exchange contracts	84,144	87,512	1,401	1,433
Equity contracts	16,146	33,434		
Commodity and other contracts	12,608	13,518		
Credit derivatives(2)	65,041	59,461	88	337
Total other derivative instruments	$ 653,744	$ 670,592	$ 4,245	$ 4,244
Total derivatives	$ 654,968	$ 671,426	$ 12,243	$ 9,284

Cash collateral paid/received	50,302	38,319	211	3,040
Less: Netting agreements and market value adjustments	(655,057)	(650,015)	(2,615)	(2,615)
Net receivables/payables	$ 50,213	$ 59,730	$ 9,839	$ 9,709

(1) The trading derivatives fair values are presented in Note 10 to the Consolidated Financial Statements.

(2) The credit derivatives trading assets are composed of $42,403 million related to protection purchased and $22,638 million related to protection sold as of December 31, 2010. The credit derivatives trading liabilities are composed of $23,503 million related to protection purchased and $35,958 million related to protection sold as of December 31, 2010.

All derivatives are reported on the balance sheet at fair value. In addition, where applicable, all such contracts covered by master netting agreements are reported net. Gross positive fair values are netted with gross negative fair values by counterparty pursuant to a valid master netting agreement. In addition, payables and receivables in respect of cash collateral received from or paid to a given counterparty are included in this netting. However, non-cash collateral is not included.

The amount of payables in respect of cash collateral received that was netted with unrealized gains from derivatives was $48 billion and $31 billion as of September 30, 2011 and December 31, 2010, respectively. The amount of receivables in respect of cash collateral paid that was netted with unrealized losses from derivatives was $52 billion as of September 30, 2011 and $45 billion as of December 31, 2010.

The amounts recognized in *Principal transactions* in the Consolidated Statement of Income for the three and nine months ended September 30, 2011 and September 30, 2010 related to derivatives not designated in a qualifying hedging relationship as well as the underlying non-derivative instruments are included in the table below. Citigroup presents this disclosure by business classification, showing derivative gains and losses related to its trading activities together with gains and losses related to non-derivative instruments within the same trading portfolios, as this represents the way these portfolios are risk managed.

	Principal transactions gains (losses)			
	Three Months Ended September 30,		**Nine Months Ended September 30,**	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Interest rate contracts	**$ 1,972**	$ 633	**$ 5,318**	$ 4,383
Foreign exchange contracts	**576**	992	**1,958**	1,495
Equity contracts	**(358)**	468	**217**	783
Commodity and other contracts	**107**	(33)	**131**	197
Credit derivatives	**(194)**	25	**262**	1,705
Total Citigroup(1)	**$ 2,103**	$ 2,085	**$ 7,886**	$ 8,563

(1) Also see Note 6 to the Consolidated Financial Statements.

The amounts recognized in *Other revenue* in the Consolidated Statement of Income for the three and nine months ended September 30, 2011 and September 30, 2010 related to derivatives not designated in a qualifying hedging relationship and not recorded in *Trading account assets* or *Trading account liabilities* are shown below. The table below does not include the offsetting gains/losses on the hedged items, which amounts are also recorded in *Other revenue*.

	Gains (losses) included in Other revenue			
	Three Months Ended September 30,		**Nine Months Ended September 30,**	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Interest rate contracts	**$ 1,090**	$ 794	**$ 1,027**	$ 596
Foreign exchange contracts	**(1,576)**	3,909	**1,096**	(1,916)
Credit derivatives	**586**	(389)	**362**	(248)
Total Citigroup(1)	**$ 100**	$ 4,314	**$ 2,485**	$ (1,568)

(1) Non-designated derivatives are derivative instruments not designated in qualifying hedging relationships.

Accounting for Derivative Hedging

Citigroup accounts for its hedging activities in accordance with ASC 815, *Derivatives and Hedging* (formerly SFAS 133). As a general rule, hedge accounting is permitted where the Company is exposed to a particular risk, such as interest-rate or foreign-exchange risk, that causes changes in the fair value of an asset or liability or variability in the expected future cash flows of an existing asset, liability or a forecasted transaction that may affect earnings.

Derivative contracts hedging the risks associated with the changes in fair value are referred to as fair value hedges, while contracts hedging the risks affecting the expected future cash flows are called cash flow hedges. Hedges that utilize derivatives or debt instruments to manage the foreign exchange risk associated with equity investments in non-U.S.-dollar functional currency foreign subsidiaries (net investment in a foreign operation) are called net investment hedges.

If certain hedging criteria specified in ASC 815 are met, including testing for hedge effectiveness, special hedge accounting may be applied. The hedge effectiveness assessment methodologies for similar hedges are performed in a similar manner and are used consistently throughout the hedging relationships. For fair value hedges, the changes in value of the hedging derivative, as well as the changes in value of the related hedged item due to the risk being hedged, are reflected in current earnings. For cash flow hedges and net investment hedges, the changes in value of the hedging derivative are reflected in *Accumulated other comprehensive income (loss)* in Citigroup's stockholders' equity, to the extent the hedge is effective. Hedge ineffectiveness, in either case, is reflected in current earnings.

For asset/liability management hedging, the fixed-rate long-term debt would be recorded at amortized cost under current U.S. GAAP. However, by electing to use ASC 815 (SFAS 133) fair value hedge accounting, the carrying value of the debt is adjusted for changes in the benchmark interest rate, with any such changes in value recorded in current earnings. The related interest-rate swap is also recorded on the balance sheet at fair value, with any changes in fair value reflected in earnings. Thus, any ineffectiveness resulting from the hedging relationship is recorded in current earnings. Alternatively, a management hedge, which does not meet the ASC 815 hedging criteria, would involve recording only the derivative at fair value on the balance sheet, with its associated changes in fair value recorded in earnings. The debt would continue to be carried at amortized cost and, therefore, current earnings would be impacted only by the interest rate shifts and other factors that cause the change in the swap's value and may change the underlying yield of the debt. This type of hedge is undertaken when hedging requirements cannot be achieved or management decides not to apply ASC 815 hedge accounting. Another alternative for the Company would be to elect to carry the debt at fair value under the fair value option. Once the irrevocable election is made upon issuance of the debt, the full change in fair value of the debt would be reported in earnings. The related interest rate swap, with changes in fair value, would also be reflected in earnings, and provides a natural offset to the debt's fair value change. To the extent the two offsets are not exactly equal, the difference would be reflected in current earnings.

Key aspects of achieving ASC 815 hedge accounting are documentation of hedging strategy and hedge effectiveness at the hedge inception and substantiating hedge effectiveness on an ongoing basis. A derivative must be highly effective in accomplishing the hedge objective of offsetting either changes in the fair value or cash flows of the hedged item for the risk being hedged. Any ineffectiveness in the hedge relationship is recognized in current earnings. The assessment of effectiveness excludes changes in the value of the hedged item that are unrelated to the risks being hedged. Similarly, the assessment of effectiveness may exclude changes in the fair value of a derivative related to time value that, if excluded, are recognized in current earnings.

Fair Value Hedges

Hedging of benchmark interest rate risk

Citigroup hedges exposure to changes in the fair value of outstanding fixed-rate issued debt and certificates of deposit. The fixed cash flows from those financing transactions are converted to benchmark variable-rate cash flows by entering into receive-fixed, pay-variable interest rate swaps. Some of these fair value hedge relationships use dollar-offset ratio analysis to determine whether the hedging relationships are highly effective at inception and on an ongoing basis, while others use regression.

Citigroup also hedges exposure to changes in the fair value of fixed-rate assets, including available-for-sale debt securities and loans. The hedging instruments used are receive-variable, pay-fixed interest rate swaps. Some of these fair value hedging relationships use dollar-offset ratio analysis to determine whether the hedging relationships are highly effective at inception and on an ongoing basis, while others use regression analysis.

Hedging of foreign exchange risk

Citigroup hedges the change in fair value attributable to foreign-exchange rate movements in available-for-sale securities that are denominated in currencies other than the functional currency of the entity holding the securities, which may be within or outside the U.S. The hedging instrument employed is a forward foreign-exchange contract. In this type of hedge, the change in fair value of the hedged

available-for-sale security attributable to the portion of foreign exchange risk hedged is reported in earnings and not *Accumulated other comprehensive income* a process that serves to offset substantially the change in fair value of the forward contract that is also reflected in earnings. Citigroup considers the premium associated with forward contracts (differential between spot and contractual forward rates) as the cost of hedging; this is excluded from the assessment of hedge effectiveness and reflected directly in earnings. The dollar-offset method is used to assess hedge effectiveness. Since that assessment is based on changes in fair value attributable to changes in spot rates on both the available-for-sale securities and the forward contracts for the portion of the relationship hedged, the amount of hedge ineffectiveness is not significant.

The following table summarizes the gains (losses) on the Company's fair value hedges for the three and nine months ended September 30, 2011 and September 30, 2010:

	Gains (losses) on fair value hedges(1)			
	Three Months ended September 30,		Nine Months ended September 30,	
In millions of dollars	2011	2010	2011	2010
Gain (loss) on fair value designated and qualifying hedges				
Interest rate contracts	**$ 4,143**	$ 1,663	**$ 3,678**	$ 4,028
Foreign exchange contracts	**590**	(993)	**(405)**	681
Total gain (loss) on fair value designated and qualifying hedges	**$ 4,733**	$ 670	**$ 3,273**	$ 4,709
Gain (loss) on the hedged item in designated and qualifying fair value hedges				
Interest rate hedges	**$ (4,207)**	$ (1,710)	**$ (3,913)**	$ (4,158)
Foreign exchange hedges	**(613)**	1,095	**318**	(496)
Total gain (loss) on the hedged item in designated and qualifying fair value hedges	**$ (4,820)**	$ (615)	**$ (3,595)**	$ (4,654)
Hedge ineffectiveness recognized in earnings on designated and qualifying fair value hedges				
Interest rate hedges	**$ (110)**	$ (49)	**$ (244)**	$ (136)
Foreign exchange hedges	**17**	3	**14**	30
Total hedge ineffectiveness recognized in earnings on designated and qualifying fair value hedges	**$ (93)**	$ (46)	**$ (230)**	$ (106)
Net gain (loss) excluded from assessment of the effectiveness of fair value hedges				
Interest rate contracts	**$ 46**	$ 2	**$ 9**	$ 6
Foreign exchange contracts	**(40)**	99	**(101)**	155
Total net gain (loss) excluded from assessment of the effectiveness of fair value hedges	**$ 6**	$ 101	**$ (92)**	$ 161

(1) Amounts are included in *Other revenue* on the Consolidated Statement of Income. The accrued interest income on fair value hedges is recorded in *Net interest revenue* and is excluded from this table.

Cash Flow Hedges

Hedging of benchmark interest rate risk

Citigroup hedges variable cash flows resulting from floating-rate liabilities and rollover (re-issuance) of short-term liabilities. Variable cash flows from those liabilities are converted to fixed-rate cash flows by entering into receive-variable, pay-fixed interest rate swaps and receive-variable, pay-fixed forward-starting interest rate swaps. These cash-flow hedging relationships use either regression analysis or dollar-offset ratio analysis to assess whether the hedging relationships are highly effective at inception and on an ongoing basis. When certain interest rates do not qualify as a benchmark interest rate, Citigroup designates the risk being hedged as the risk of overall changes in the hedged cash flows. Since efforts are made to match the terms of the derivatives to those of the hedged forecasted cash flows as closely as possible, the amount of hedge ineffectiveness is not significant.

Hedging of foreign exchange risk

Citigroup locks in the functional currency equivalent cash flows of long-term debt and short-term borrowings that are denominated in a currency other than the functional currency of the issuing entity. Depending on the risk management objectives, these types of hedges are designated as either cash flow hedges of only foreign exchange risk or cash flow hedges of both foreign exchange and interest rate risk, and the hedging instruments used are foreign exchange cross-currency swaps and forward contracts. These cash flow hedge relationships use dollar-offset ratio analysis to determine whether the hedging relationships are highly effective at inception and on an ongoing basis.

Hedging total return

Citigroup generally manages the risk associated with highly leveraged financing it has entered into by seeking to sell a majority of its exposures to the market prior to or shortly after funding. The portion of the highly leveraged financing that is retained by Citigroup is generally hedged with a total return swap.

The amount of hedge ineffectiveness on the cash flow hedges recognized in earnings for the three and nine months ended September 30, 2011 and September 30, 2010 is not significant.

The pretax change in *Accumulated other comprehensive income (loss)* from cash flow hedges for the three and nine months ended September 30, 2011 and September 30, 2010 is presented below:

	Three Months ended September 30,		Nine Months ended September 30,	
In millions of dollars	**2011**	**2010**	**2011**	**2010**
Effective portion of cash flow hedges included in AOCI				
Interest rate contracts	**$ (1,132)**	$ (239)	**$ (1,689)**	$ (864)
Foreign exchange contracts	**(65)**	(379)	**(166)**	(768)
Total effective portion of cash flow hedges included in AOCI	**$ (1,197)**	$ (618)	**$ (1,855)**	$ (1,632)
Effective portion of cash flow hedges reclassified from AOCI to earnings				
Interest rate contracts	**$ (285)**	$ (326)	**$ (951)**	$ (1,060)
Foreign exchange contracts	**(60)**	(97)	**(198)**	(378)
Total effective portion of cash flow hedges reclassified from AOCI to earnings(1)	**$ (345)**	$ (423)	**$ (1,149)**	$ (1,438)

(1) Included primarily in *Other revenue* and *Net interest revenue* on the Consolidated Income Statement.

For cash flow hedges, any changes in the fair value of the end-user derivative remaining in *Accumulated other comprehensive income (loss)* on the Consolidated Balance Sheet will be included in earnings of future periods to offset the variability of the hedged cash flows when such cash flows affect earnings. The net loss associated with cash flow hedges expected to be reclassified from *Accumulated other comprehensive income (loss)* within 12 months of September 30, 2011 is approximately $1.2 billion. The maximum length of time over which forecasted cash

flows are hedged is 10 years.

The impact of cash flow hedges on AOCI is also shown in Note 16 to the Consolidated Financial Statement

Net Investment Hedges

Consistent with ASC 830-20, *Foreign Currency Matters Foreign Currency Transactions (*formerly SFAS 52, *Foreign Currency Translation)*, ASC 815 allows hedging of the foreign currency risk of a net investment in a foreign operation. Citigroup uses foreign currency forwards, options, swaps and foreign-currency denominated debt instruments to manage the foreign exchange risk associated with Citigroup's equity investments in several non-U.S. dollar functional currency foreign subsidiaries. Citigroup records the change in the carrying amount of these investments in the *Foreign currency translation adjustment* account within *Accumulated other comprehensive income (loss)*. Simultaneously, the effective portion of the hedge of this exposure is also recorded in the *Foreign currency translation adjustment* account and the ineffective portion, if any, is immediately recorded in earnings.

For derivatives used in net investment hedges, Citigroup follows the forward-rate method from FASB Derivative Implementation Group Issue H8 (now ASC 815-35-35-16 through 35-26), "Foreign Currency Hedges: Measuring the Amount of Ineffectiveness in a Net Investment Hedge." According to that method, all changes in fair value, including changes related to the forward-rate component of the foreign currency forward contracts and the time value of foreign currency options, are recorded in the *foreign currency translation adjustment* account within *Accumulated other comprehensive income (loss)*.

For foreign currency denominated debt instruments that are designated as hedges of net investments, the translation gain or loss that is recorded in the *foreign currency translation adjustment* account is based on the spot exchange rate between the functional currency of the respective subsidiary and the U.S. dollar, which is the functional currency of Citigroup. To the extent the notional amount of the hedging instrument exactly matches the hedged net investment and the underlying exchange rate of the derivative hedging instrument relates to the exchange rate between the functional currency of the net investment and Citigroup's functional currency (or, in the case of a non-derivative debt instrument, such instrument is denominated in the functional currency of the net investment), no ineffectiveness is recorded in earnings.

The pretax gain (loss) recorded in the *Foreign currency translation adjustment* account within *Accumulated other comprehensive income (loss)*, related to the effective portion of the net investment hedges, is $2,776 million and $902 million for the three and nine months ended September 30, 2011, respectively, and $(3,300) million and $(2,824) million for the three and nine months ended September 30, 2010, respectively.

Credit Derivatives

A credit derivative is a bilateral contract between a buyer and a seller under which the seller agrees to provide protection to the buyer against the credit risk of a particular entity ("reference entity" or "reference credit"). Credit derivatives generally require that the seller of credit protection make payments to the buyer upon the occurrence of predefined credit events (commonly referred to as "settlement triggers"). These settlement triggers are defined by the form of the derivative and the reference credit and are generally limited to the market standard of failure to pay on indebtedness and bankruptcy of the reference credit and, in a more limited range of transactions, debt restructuring. Credit derivative transactions referring to emerging market reference credits will also typically include additional settlement triggers to cover the acceleration of indebtedness and the risk of repudiation or a payment moratorium. In certain transactions, protection may be provided on a portfolio of referenced credits or asset-backed securities. The seller of such protection may not be required to make payment until a specified amount of losses has occurred with respect to the portfolio and/or may only be required to pay for losses up to a specified amount.

The Company makes markets in and trades a range of credit derivatives, both on behalf of clients as well as for its own account. Through these contracts, the Company either purchases or writes protection on either a single name or a portfolio of reference credits. The Company uses credit derivatives to help mitigate credit risk in its Corporate and Consumer loan portfolios and other cash positions, to take proprietary trading positions, and to facilitate client transactions.

The range of credit derivatives sold includes credit default swaps, total return swaps, credit options and credit-linked notes.

A credit default swap is a contract in which, for a fee, a protection seller agrees to reimburse a protection buyer for any losses that occur due to a credit event on a reference entity. If there is no credit default event or settlement trigger, as defined by the specific derivative contract, then the protection seller makes no payments to the protection buyer and receives only the contractually specified fee. However, if a credit event occurs as defined in the specific derivative contract sold, the protection seller will be required to make a payment to the protection buyer.

A total return swap transfers the total economic performance of a reference asset, which includes all associated cash flows, as well as capital appreciation or depreciation. The protection buyer receives a floating rate of interest and any depreciation on the reference asset from the protection seller and, in return, the protection seller receives the cash flows associated with the reference asset plus any appreciation. Thus, according to the total return swap agreement, the protection seller will be obligated to make a payment any time the floating interest rate payment and any depreciation of the reference asset exceed the cash flows associated with the underlying asset. A total return swap may terminate upon a default of the reference asset subject to the provisions of the related total return swap agreement between the protection seller and the protection buyer.

A credit option is a credit derivative that allows investors to trade or hedge changes in the credit quality of the reference asset. For example, in a credit spread option, the option writer assumes the obligation to purchase or sell the reference asset at a specified "strike" spread level. The option purchaser buys the right to sell the reference asset to, or purchase it from, the option writer at the strike spread level. The payments on credit spread options depend either on a particular credit spread or the price of the underlying credit-sensitive asset. The options usually terminate if the underlying assets default.

A credit-linked note is a form of credit derivative structured as a debt security with an embedded credit default swap. The purchaser of the note writes credit protection to the issuer, and receives a return which will be negatively affected by credit events on the underlying reference credit. If the reference entity defaults, the purchaser of the credit-linked note may assume the long position in the debt security and any future cash flows from it, but will lose the amount paid to the issuer of the credit-linked note. Thus the maximum amount of the exposure is the carrying amount of the credit-linked note. As of September 30, 2011 and December 31, 2010, the amount of credit-linked notes held by the Company in trading inventory was immaterial.

The following tables summarize the key characteristics of the Company's credit derivative portfolio as protection seller as of September 30, 2011 and December 31, 2010:

In millions of dollars as of September 30, 2011	Maximum potential amount of future payments	Fair value payable(1)(2)
By industry/counterparty		
Bank	$ 950,836	$ 56,298
Broker-dealer	337,216	22,348
Non-financial	1,777	97
Insurance and other financial institutions	149,594	8,843
Total by industry/counterparty	$ 1,439,423	$ 87,586
By instrument		
Credit default swaps and options	$ 1,437,893	$ 87,449
Total return swaps and other	1,530	137
Total by instrument	$ 1,439,423	$ 87,586
By rating		
Investment grade	$ 643,663	$ 19,483
Non-investment grade	246,529	34,790
Not rated	549,231	33,313
Total by rating	$ 1,439,423	$ 87,586
By maturity		
Within 1 year	$ 203,334	$ 3,226
From 1 to 5 years	1,002,106	55,878
After 5 years	233,983	28,482

Total by maturity	**$**	**1,439,423**	**$**	**87,586**

(1) Fair value amounts payable under credit derivatives purchased were $11,041 million.

(2) In addition, fair value amounts receivable under credit derivatives sold were $10,072 million.

In millions of dollars as of December 31, 2010		Maximum potential amount of future payments		Fair value payable(1)(2)
By industry/counterparty				
Bank	$	784,080	$	20,718
Broker-dealer		312,131		10,232
Non-financial		1,463		54
Insurance and other financial institutions		125,442		4,954
Total by industry/counterparty		1,223,116		35,958
By instrument				
Credit default swaps and options	$	1,221,211	$	35,800
Total return swaps and other		1,905		158
Total by instrument		1,223,116		35,958
By rating				
Investment grade	$	487,270	$	6,124
Non-investment grade		218,296		11,364
Not rated		517,550		18,470
Total by rating	$	1,223,116	$	35,958
By maturity				
Within 1 year	$	162,075	$	353
From 1 to 5 years		853,808		16,524
After 5 years		207,233		19,081
Total by maturity	$	1,223,116	$	35,958

(1) Fair value amounts payable under credit derivatives purchased were $23,840 million.

(2) In addition, fair value amounts receivable under credit derivatives sold were $22,638 million.

Citigroup evaluates the payment/performance risk of the credit derivatives for which it stands as a protection seller based on the credit rating assigned to the underlying referenced credit. Where external ratings by nationally recognized statistical rating organizations (such as Moody's and S&P) are used, investment grade ratings are considered to be Baa/BBB or above, while anything below is considered non-investment grade. The Citigroup internal ratings are in line with the related external credit rating system. On certain underlying reference credits, mainly related to over-the-counter credit derivatives, ratings are not available, and these are included in the not-rated category. Credit derivatives written on an underlying non-investment grade reference credit represent greater payment risk to the Company. The non-investment grade category in the table above primarily includes credit derivatives where the underlying referenced entity has been downgraded subsequent to the inception of the derivative.

The maximum potential amount of future payments under credit derivative contracts presented in the table above is based on the notional value of the derivatives. The Company believes that the maximum potential amount of future payments for credit protection sold is not representative of the actual loss exposure based on historical experience. This amount has not been reduced by the Company's rights to the underlying assets and the related cash flows. In accordance with most credit derivative contracts, should a credit event (or settlement trigger) occur, the Company is usually liable for the difference between the protection sold and the recourse it holds in the value of the underlying assets. Thus, if the reference entity defaults, Citi will generally have a right to collect on the underlying reference credit and any related cash flows, while being liable for the full notional amount of credit protection sold to the buyer. Furthermore, this maximum potential amount of future payments for credit protection sold has not been reduced for any cash collateral paid to a given counterparty as such payments would be calculated after netting all derivative exposures, including any credit derivatives with that counterparty in accordance with a related master netting agreement. Due to such netting processes, determining the amount of collateral that corresponds to credit derivative exposures only is not possible. The Company actively monitors open credit risk exposures, and manages this exposure by using a variety of strategies including purchased credit derivatives, cash collateral or direct holdings of the referenced assets. This risk mitigation activity is not captured in the table above.

Credit-Risk-Related Contingent Features in Derivatives

Certain derivative instruments contain provisions that require the Company to either post additional collateral or immediately settle any outstanding liability balances upon the occurrence of a specified credit-risk-related event. These events, which are defined by the existing derivative contracts, are primarily downgrades in the credit ratings of the Company and its affiliates. The fair value (excluding CVA) of all derivative instruments with credit-risk-related contingent features that are in a liability position at September 30, 2011 and December 31, 2010 is $27 billion and $23 billion, respectively. The Company has posted $22 billion and $18 billion as collateral for this exposure in the normal course of business as of September 30, 2011 and December 31, 2010, respectively. Each downgrade would trigger additional collateral requirements for the Company and its affiliates. In the event that each legal entity was downgraded a single notch as of September 30, 2011, the Company would be required to post additional collateral of $2.6 billion.

19. FAIR VALUE MEASUREMENT

ASC 820-10 (formerly SFAS 157) defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Among other things the standard requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. In addition, the use of block discounts is precluded when measuring the fair value of instruments traded in an active market. It also requires recognition of trade-date gains related to certain derivative transactions whose fair values have been determined using unobservable market inputs.

Under ASC 820-10, the probability of default of a counterparty is factored into the valuation of derivative positions and includes the impact of Citigroup's own credit risk on derivatives and other liabilities measured at fair value.

Fair Value Hierarchy

ASC 820-10, *Fair Value Measurement*, specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1: Quoted prices for *identical* instruments in active markets.

Level 2: Quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are *observable* in active markets.

Level 3: Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are *unobservable*.

This hierarchy requires the use of observable market data when available. The Company considers relevant and observable market prices in its valuations where possible. The frequency of transactions, the size of the bid-ask spread and the amount of adjustment necessary when comparing similar transactions are all factors in determining the liquidity of markets and the relevance of observed prices in those markets.

The Company's policy with respect to transfers between levels of the fair value hierarchy is to recognize transfers into and out of each level as of the end of the reporting period.

Determination of Fair Value

For assets and liabilities carried at fair value, the Company measures such value using the procedures set out below, irrespective of whether these assets and liabilities are carried at fair value as a result of an election or whether they were previously carried at fair value.

When available, the Company generally uses quoted market prices to determine fair value and classifies such items as Level 1. In some cases where a market price is available, the Company will make use of acceptable practical expedients (such as matrix pricing) to calculate fair value, in which case the items are classified as Level 2.

If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest rates, currency rates, option volatilities, etc. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

Where available, the Company may also make use of quoted prices for recent trading activity in positions with the same or similar characteristics to that being valued. The frequency and size of transactions and the amount of the bid-ask spread are among the factors considered in determining the liquidity of markets and the relevance of observed prices from those markets. If relevant and observable prices are available, those valuations would be classified as Level 2. If prices are not available, other valuation techniques would be used and the item would be classified as Level 3.

Fair value estimates from internal valuation techniques are verified, where possible, to prices obtained from independent vendors or brokers. Vendors and brokers' valuations may be based on a variety of inputs ranging from observed prices to proprietary valuation models.

The following section describes the valuation methodologies used by the Company to measure various financial instruments at fair value, including an indication of the level in the fair value hierarchy in which each instrument is generally classified. Where appropriate, the description includes details of the valuation models, the key inputs to those models and any significant assumptions.

Securities purchased under agreements to resell and securities sold under agreements to repurchase

No quoted prices exist for such instruments and so fair value is determined using a discounted cash-flow technique. Cash flows are estimated based on the terms of the contract, taking into account any embedded derivative or other features. Expected cash flows are discounted using market rates appropriate to the maturity of the instrument as well as the nature and amount of collateral taken or received. Generally, when such instruments are held at fair value, they are classified within Level 2 of the fair value hierarchy as the inputs used in the valuation are readily observable.

Trading account assets and liabilities trading securities and trading loans

When available, the Company uses quoted market prices to determine the fair value of trading securities; such items are classified as Level 1 of the fair value hierarchy. Examples include some government securities and exchange-traded equity securities.

For bonds and secondary market loans traded over the counter, the Company generally determines fair value utilizing internal valuation techniques. Fair value estimates from internal valuation techniques are verified, where possible, to prices obtained from independent vendors. Vendors compile prices from various sources and may apply matrix pricing for similar bonds or loans where no price is observable. If available, the Company may also use quoted prices for recent trading activity of assets with similar characteristics to the bond or loan being valued. Trading securities and loans priced using such methods are generally classified as Level 2. However, when less liquidity exists for a security or loan, a quoted price is stale or prices from independent sources vary, a loan or security is generally classified as Level 3.

Where the Company's principal market for a portfolio of loans is the securitization market, the Company uses the securitization price to determine the fair value of the portfolio. The securitization price is determined from the assumed proceeds of a hypothetical securitization in the current market, adjusted for transformation costs (i.e., direct costs other than transaction costs) and securitization uncertainties such as market conditions and liquidity. As a result of the severe reduction in the level of activity in certain securitization markets since the second half of 2007, observable securitization prices for certain directly comparable portfolios of loans have not been readily available. Therefore, such portfolios of loans are generally classified as Level 3 of the fair value hierarchy. However, for other loan securitization markets, such as those related to conforming prime fixed-rate and conforming adjustable-rate mortgage loans, pricing verification of the hypothetical securitizations has been possible, since these markets have remained active. Accordingly, these loan portfolios are classified as Level 2 in the fair value hierarchy.

Trading account assets and liabilities derivatives

Exchange-traded derivatives are generally fair valued using quoted market (i.e., exchange) prices and so are classified as Level 1 of the fair value hierarchy.

The majority of derivatives entered into by the Company are executed over the counter and so are valued using internal valuation techniques as no quoted market prices exist for such instruments. The valuation techniques and inputs depend on the type of derivative and the nature of the underlying instrument. The principal techniques used to value these instruments are discounted cash flows, Black-Scholes and Monte Carlo simulation. The fair values of derivative contracts reflect cash the Company has paid or received (for example, option premiums paid and received).

The key inputs depend upon the type of derivative and the nature of the underlying instrument and include interest rate yield curves, foreign-exchange rates, the spot price of the

underlying volatility and correlation. The item is placed in either Level 2 or Level 3 depending on the observability of the significant inputs to the model. Correlation and items with longer tenors are generally less observable.

Subprime-related direct exposures in CDOs

The valuation of high-grade and mezzanine asset-backed security (ABS) CDO positions uses trader prices based on the underlying assets of each high-grade and mezzanine ABS CDO. The high-grade and mezzanine positions are now largely hedged through the ABX and bond short positions, which are trader priced. This results in closer symmetry in the way these long and short positions are valued by the Company. Citigroup uses trader marks to value this portion of the portfolio and will do so as long as it remains largely hedged.

For most of the lending and structuring direct subprime exposures, fair value is determined utilizing observable transactions where available, other market data for similar assets in markets that are not active and other internal valuation techniques.

Investments

The investments category includes available-for-sale debt and marketable equity securities, whose fair value is determined using the same procedures described for trading securities above or, in some cases, using vendor prices as the primary source.

Also included in investments are nonpublic investments in private equity and real estate entities held by the *S&B* business. Determining the fair value of nonpublic securities involves a significant degree of management resources and judgment as no quoted prices exist and such securities are generally very thinly traded. In addition, there may be transfer restrictions on private equity securities. The Company uses an established process for determining the fair value of such securities, using commonly accepted valuation techniques, including the use of earnings multiples based on comparable public securities, industry-specific non-earnings-based multiples and discounted cash flow models. In determining the fair value of nonpublic securities, the Company also considers events such as a proposed sale of the investee company, initial public offerings, equity issuances or other observable transactions. As discussed in Note 11 to the Consolidated Financial Statements, the Company uses NAV to value certain of these entities.

Private equity securities are generally classified as Level 3 of the fair value hierarchy.

Short-term borrowings and long-term debt

Where fair value accounting has been elected, the fair values of non-structured liabilities are determined by discounting expected cash flows using the appropriate discount rate for the applicable maturity. Such instruments are generally classified as Level 2 of the fair value hierarchy as all inputs are readily observable.

The Company determines the fair values of structured liabilities (where performance is linked to structured interest rates, inflation or currency risks) and hybrid financial instruments (performance linked to risks other than interest rates, inflation or currency risks) using the appropriate derivative valuation methodology (described above) given the nature of the embedded risk profile. Such instruments are classified as Level 2 or Level 3 depending on the observability of significant inputs to the model.

Market valuation adjustments

Liquidity adjustments are applied to items in Level 2 and Level 3 of the fair value hierarchy to ensure that the fair value reflects the price at which the entire position could be liquidated in an orderly manner. The liquidity reserve is based on the bid-offer spread for an instrument, adjusted to take into account the size of the position consistent with what Citi believes a market participant would consider.

Counterparty credit-risk adjustments are applied to derivatives, such as over-the-counter derivatives, where the base valuation uses market parameters based on the LIBOR interest rate curves. Not all counterparties have the same credit risk as that implied by the relevant LIBOR curve, so it is necessary to consider the market view of the credit risk of a counterparty in order to estimate the fair value of such an item.

Bilateral or "own" credit-risk adjustments are applied to reflect the Company's own credit risk when valuing derivatives and liabilities measured at fair value. Counterparty and own credit adjustments consider the expected future cash flows between Citi and its counterparties under the terms of the instrument and the effect of credit risk on the valuation of those cash flows, rather than a point-in-time assessment of the current recognized net asset or liability. Furthermore, the credit-risk adjustments take into account the effect of credit-risk mitigants, such as pledged collateral and any legal right of offset (to the extent such offset exists) with a counterparty through arrangements such as netting agreements.

Auction rate securities

Auction rate securities (ARS) are long-term municipal bonds, corporate bonds, securitizations and preferred stocks with interest rates or dividend yields that are reset through periodic auctions. The coupon paid in the current period is based on the rate determined by the prior auction. In the event of an auction failure, ARS holders receive a "fail rate" coupon, which is specified in the original issue documentation of each ARS.

Where insufficient orders to purchase all of the ARS issue to be sold in an auction were received, the primary dealer or auction agent would traditionally have purchased any residual unsold inventory (without a contractual obligation to do so). This residual inventory would then be repaid through subsequent auctions, typically in a short time. Due to this auction mechanism and generally liquid market, ARS have historically traded and were valued as short-term instruments.

Citigroup acted in the capacity of primary dealer for approximately $72 billion of ARS and continued to purchase residual unsold inventory in support of the auction mechanism until mid-February 2008. After this date, liquidity in the ARS market deteriorated significantly, auctions failed due to a lack of bids from third-party investors, and Citigroup ceased to purchase unsold inventory. Following a number of ARS

refinancings, at September 30, 2011, Citigroup continued to act in the capacity of primary dealer for approximately $16 billion of outstanding ARS.

The Company classifies its ARS as trading and available-for-sale securities. Trading ARS include primarily securitization positions and are classified as Asset-backed securities within Trading securities in the table below. Available-for-sale ARS include primarily preferred instruments (interests in closed-end mutual funds) and are classified as Equity securities within Investments.

Prior to the Company's first auction failing in the first quarter of 2008, Citigroup valued ARS based on observation of auction market prices, because the auctions had a short maturity period (7, 28 or 35 days). This generally resulted in valuations at par. Once the auctions failed, ARS could no longer be valued using observation of auction market prices. Accordingly, the fair values of ARS are currently estimated using internally developed discounted cash flow valuation techniques specific to the nature of the assets underlying each ARS.

For ARS with student loans as underlying assets, future cash flows are estimated based on the terms of the loans underlying each individual ARS, discounted at an appropriate rate in order to estimate the current fair value. The key assumptions that impact the ARS valuations are the expected weighted average life of the structure, estimated fail rate coupons, the amount of leverage in each structure and the discount rate used to calculate the present value of projected cash flows. The discount rate used for each ARS is based on rates observed for basic securitizations with similar maturities to the loans underlying each ARS being valued. In order to arrive at the appropriate discount rate, these observed rates were adjusted upward to factor in the specifics of the ARS structure being valued, such as callability, and the illiquidity in the ARS market.

During the first quarter of 2008, ARS for which the auctions failed and where no secondary market had developed were moved to Level 3, as the assets were subject to valuation using significant unobservable inputs. The majority of ARS continue to be classified as Level 3.

Alt-A mortgage securities

The Company classifies its Alt-A mortgage securities as held-to-maturity, available-for-sale and trading investments. The securities classified as trading and available-for-sale are recorded at fair value with changes in fair value reported in current earnings and AOCI, respectively. For these purposes, Citi defines Alt-A mortgage securities as non-agency residential mortgage-backed securities (RMBS) where (1) the underlying collateral has weighted average FICO scores between 680 and 720 or (2) for instances where FICO scores are greater than 720, RMBS have 30% or less of the underlying collateral composed of full documentation loans.

Similar to the valuation methodologies used for other trading securities and trading loans, the Company generally determines the fair values of Alt-A mortgage securities utilizing internal valuation techniques. Fair value estimates from internal valuation techniques are verified, where possible, to prices obtained from independent vendors. Vendors compile prices from various sources. Where available, the Company may also make use of quoted prices for recent trading activity in securities with the same or similar characteristics to the security being valued.

The internal valuation techniques used for Alt-A mortgage securities, as with other mortgage exposures, consider estimated housing price changes, unemployment rates, interest rates and borrower attributes. They also consider prepayment rates as well as other market indicators.

Alt-A mortgage securities that are valued using these methods are generally classified as Level 2. However, Alt-A mortgage securities backed by Alt-A mortgages of lower quality or more recent vintages are mostly classified as Level 3 due to the reduced liquidity that exists for such positions, which reduces the reliability of prices available from independent sources.

Commercial real estate exposure

Citigroup reports a number of different exposures linked to commercial real estate at fair value with changes in fair value reported in earnings, including securities, loans and investments in entities that hold commercial real estate loans or commercial real estate directly. The Company also reports securities backed by commercial real estate as available-for-sale investments, which are carried at fair value with changes in fair value reported in AOCI.

Similar to the valuation methodologies used for other trading securities and trading loans, the Company generally determines the fair value of securities and loans linked to commercial real estate utilizing internal valuation techniques. Fair value estimates from internal valuation techniques are verified, where possible, to prices obtained from independent vendors. Vendors compile prices from various sources. Where available, the Company may also make use of quoted prices for recent trading activity in securities or loans with the same or similar characteristics to that being valued. Securities and loans linked to commercial real estate valued using these methodologies are generally classified as Level 3 as a result of the current reduced liquidity in the market for such exposures.

The fair value of investments in entities that hold commercial real estate loans or commercial real estate directly is determined using a similar methodology to that used for other non-public investments in real estate held by the *S&B* business. The Company uses an established process for determining the fair value of such securities, using commonly accepted valuation techniques, including the use of earnings multiples based on comparable public securities, industry-specific non-earnings-based multiples and discounted cash flow models. In determining the fair value of such investments, the Company also considers events, such as a proposed sale of the investee company, initial public offerings, equity issuances, or other observable transactions. Such investments are generally classified as Level 3 of the fair value hierarchy.

Items Measured at Fair Value on a Recurring Basis

The following tables present for each of the fair value hierarchy levels the Company's assets and liabilities that are measured at fair value on a recurring basis at September 30, 2011 and December 31, 2010. The Company's hedging of positions that have been classified in the Level 3 category are not limited to other financial instruments that have been classified as Level 3, but also instruments classified as Level 1 or Level 2 of the fair value hierarchy. The effects of these hedges are presented gross in the following table.

In millions of dollars at September 30, 2011	Level 1	Level 2	Level 3	Gross inventory	Netting(1)	Net balance
Assets						
Federal funds sold and securities borrowed or purchased under agreements to resell	$	$ 216,064	$ 4,690	$ 220,754	$ (57,315)	$ 163,439
Trading securities						
Trading mortgage-backed securities						
U.S. government-sponsored agency guaranteed	$	$ 26,564	$ 1,067	$ 27,631	$	$ 27,631
Prime		731	660	1,391		1,391
Alt-A		995	239	1,234		1,234
Subprime		862	489	1,351		1,351
Non-U.S. residential		376	174	550		550
Commercial		2,128	832	2,960		2,960
Total trading mortgage- backed securities	$	$ 31,656	$ 3,461	$ 35,117	$	$ 35,117
U.S. Treasury and federal agencies securities						
U.S. Treasury	$ 12,851	$ 2,618		$ 15,469		$ 15,469
Agency obligations		3,135		3,135		3,135
Total U.S. Treasury and federal agencies securities	$ 12,851	$ 5,753	$	$ 18,604	$	$ 18,604
State and municipal	$	$ 6,038	$ 231	$ 6,269		$ 6,269
Foreign government	77,342	24,553	995	102,890		102,890
Corporate		38,985	4,679	43,664		43,664
Equity securities	27,297	3,832	266	31,395		31,395
Asset-backed securities		1,303	5,700	7,003		7,003
Other debt securities		13,316	2,114	15,430		15,430
Total trading securities	$ 117,490	$ 125,436	$ 17,446	$ 260,372	$	$ 260,372
Derivatives						
Interest rate contracts	$ 186	$ 765,739	$ 1,996	767,921		
Foreign exchange contracts		131,106	895	132,001		
Equity contracts	3,449	21,510	1,556	26,515		
Commodity contracts	1,329	10,790	1,226	13,345		
Credit derivatives		93,338	11,260	104,598		
Total gross derivatives	$ 4,964	$ 1,022,483	$ 16,933	$ 1,044,380		
Cash collateral paid				59,738		
Netting agreements and market value adjustments					$ (1,043,853)	
Total derivatives	$ 4,964	$ 1,022,483	$ 16,933	$ 1,104,118	$ (1,043,853)	$ 60,265
Investments						
Mortgage-backed securities						
U.S. government-sponsored agency guaranteed	$ 63	$ 41,654	$ 46	$ 41,763	$	$ 41,763

Prime		114	16	130		130
Alt-A		1		1		1
Subprime						
Non-U.S. residential		2,884		2,884		2,884
Commercial		480	3	483		483
Total investment mortgage-backed securities	$ 63	$ 45,133	$ 65	$ 45,261	$	$ 45,261
U.S. Treasury and federal agency securities						
U.S. Treasury	$ 12,478	$ 27,563	$	$ 40,041	$	$ 40,041
Agency obligations		41,473		41,473		41,473
Total U.S. Treasury and federal agency	$ 12,478	$ 69,036	$	$ 81,514	$	$ 81,514
State and municipal	$	$ 13,992	$ 388	$ 14,380	$	$ 14,380
Foreign government	33,400	49,235	353	82,988		82,988
Corporate		15,258	1,316	16,574		16,574
Equity securities	4,429	109	1,506	6,044		6,044
Asset-backed securities		5,666	4,246	9,912		9,912
Other debt securities	747	1,142	273	2,162		2,162
Non-marketable equity securities		519	7,235	7,754		7,754
Total investments	$ 51,117	$ 200,090	$ 15,382	$ 266,589	$	$ 266,589
Loans(2)	$	$ 717	$ 4,646	$ 5,363	$	$ 5,363

In millions of dollars at September 30, 2011	Level 1	Level 2	Level 3	Gross inventory	Netting(1)	Net balance
Mortgage servicing rights			**2,852**	**2,852**		**2,852**
Other financial assets measured on a recurring basis		**29,273**	**2,380**	**31,653**	**(3,425)**	**28,228**
Total assets	**$ 173,571**	**$ 1,594,063**	**$ 64,329**	**$ 1,891,701**	**$ (1,104,593)**	**$ 787,108**
Total as a percentage of gross assets(3)	**9.5%**	**87.0%**	**3.5%**	**100.0%**		
Liabilities						
Interest-bearing deposits	**$**	**$ 1,060**	**$ 459**	**$ 1,519**	**$**	**$ 1,519**
Federal funds purchased and securities loaned or sold under agreements to repurchase		**191,941**	**1,098**	**193,039**	**(57,315)**	**135,724**
Trading account liabilities						
Securities sold, not yet purchased	**75,790**	**11,083**	**724**	**87,597**		**87,597**
Derivatives						
Interest rate contracts	**151**	**754,601**	**1,461**	**756,213**		
Foreign exchange contracts		**133,309**	**861**	**134,170**		
Equity contracts	**5,294**	**35,898**	**3,473**	**44,665**		
Commodity contracts	**1,500**	**11,020**	**1,955**	**14,475**		
Credit derivatives		**89,190**	**9,285**	**98,475**		
Total gross derivatives	**$ 6,945**	**$ 1,024,018**	**$ 17,035**	**$ 1,047,998**		
Cash collateral received				**53,431**		
Netting agreements and market value adjustments					**$ (1,040,175)**	
Total derivatives	**$ 6,945**	**$ 1,024,018**	**$ 17,035**	**$ 1,101,429**	**$ (1,040,175)**	**$ 61,254**
Short-term borrowings		**1,111**	**474**	**1,585**		**1,585**
Long-term debt		**18,879**	**6,311**	**25,190**		**25,190**
Other financial liabilities measured on a recurring basis		**17,779**	**7**	**17,786**	**(3,425)**	**14,361**
Total liabilities	**$ 82,735**	**$ 1,265,871**	**$ 26,108**	**$ 1,428,145**	**$ (1,100,915)**	**$ 327,230**
Total as a percentage of gross liabilities(3)	**6.0%**	**92.1%**	**1.9%**	**100.0%**		

(1) Represents netting of: (i) the amounts due under securities purchased under agreements to resell and the amounts owed under securities sold under agreements to repurchase and (ii) derivative exposures covered by a qualifying master netting agreement, cash collateral, and the market value adjustment.

(2) There is no allowance for loan losses recorded for loans reported at fair value.

(3) Percentage is calculated based on total assets and liabilities at fair value, excluding collateral paid/received on derivatives.

In millions of dollars at December 31, 2010	Level 1	Level 2	Level 3	Gross inventory	Netting(1)	Net balance
Assets						
Federal funds sold and securities borrowed or purchased under agreements to resell	$	$ 131,831	$ 4,911	$ 136,742	$ (49,230)	$ 87,512
Trading securities						
Trading mortgage-backed securities						
U.S. government-sponsored agency guaranteed		26,296	831	27,127		27,127
Prime		920	594	1,514		1,514
Alt-A		1,117	385	1,502		1,502
Subprime		911	1,125	2,036		2,036
Non-U.S. residential		828	224	1,052		1,052
Commercial		1,340	418	1,758		1,758
Total trading mortgage-backed securities	$	$ 31,412	$ 3,577	$ 34,989	$	$ 34,989
U.S. Treasury and federal agencies securities						
U.S. Treasury	$ 18,449	$ 1,719	$	$ 20,168	$	$ 20,168
Agency obligations	6	3,340	72	3,418		3,418
Total U.S. Treasury and federal agencies securities	$ 18,455	$ 5,059	$ 72	$ 23,586	$	$ 23,586
State and municipal	$	$ 7,285	$ 208	$ 7,493	$	$ 7,493
Foreign government	64,096	23,649	566	88,311		88,311
Corporate		46,263	5,159	51,422		51,422
Equity securities	33,509	3,151	776	37,436		37,436
Asset-backed securities		1,141	7,465	8,606		8,606
Other debt securities		13,911	1,305	15,216		15,216
Total trading securities	$ 116,060	$ 131,871	$ 19,128	$ 267,059	$	$ 267,059
Derivatives						
Interest rate contracts	$ 509	$ 473,579	$ 2,584	$ 476,672		
Foreign exchange contracts	11	83,465	1,025	84,501		
Equity contracts	2,581	11,807	1,758	16,146		
Commodity contracts	590	10,973	1,045	12,608		
Credit derivatives		51,819	13,222	65,041		
Total gross derivatives	$ 3,691	$ 631,643	$ 19,634	$ 654,968		
Cash collateral paid				50,302		
Netting agreements and market value adjustments					$ (655,057)	
Total derivatives	$ 3,691	$ 631,643	$ 19,634	$ 705,270	$ (655,057)	$ 50,213
Investments						
Mortgage-backed securities						
U.S. government-sponsored agency guaranteed	$ 70	$ 23,531	$ 22	$ 23,623	$	$ 23,623
Prime		1,660	166	1,826		1,826
Alt-A		47	1	48		48
Subprime		119		119		119
Non-U.S. residential		316		316		316
Commercial		47	527	574		574

Total investment mortgage-backed securities	$ 70	$ 25,720	$ 716	$ 26,506	$	$ 26,506
U.S. Treasury and federal agency securities						
U.S. Treasury	$ 14,031	$ 44,417	$	$ 58,448	$	$ 58,448
Agency obligations		43,597	17	43,614		43,614
Total U.S. Treasury and federal agency	$ 14,031	$ 88,014	$ 17	$ 102,062	$	$ 102,062
State and municipal	$	$ 12,731	$ 504	$ 13,235	$	$ 13,235
Foreign government	51,419	47,902	358	99,679		99,679
Corporate		15,152	1,018	16,170		16,170
Equity securities	3,721	184	2,055	5,960		5,960
Asset-backed securities		3,624	5,424	9,048		9,048
Other debt securities		1,185	727	1,912		1,912
Non-marketable equity securities		135	6,467	6,602		6,602
Total investments	$ 69,241	$ 194,647	$ 17,286	$ 281,174	$	$ 281,174
Loans(2)	$	$ 1,159	$ 3,213	$ 4,372	$	$ 4,372
Mortgage servicing rights			4,554	4,554		4,554
Other financial assets measured on a recurring basis		19,425	2,509	21,934	(2,615)	19,319
Total assets	$ 188,992	$ 1,110,576	$ 71,235	$ 1,421,105	$ (706,902)	$ 714,203
Total as a percentage of gross assets(3)	13.8%	81.0%	5.2%	100%		
Liabilities						
Interest-bearing deposits	$	$ 988	$ 277	$ 1,265	$	$ 1,265
Federal funds purchased and securities loaned or sold under agreements to repurchase		169,162	1,261	170,423	(49,230)	121,193

In millions of dollars at December 31, 2010	Level 1	Level 2	Level 3	Gross inventory	Netting(1)	Net balance
Trading account liabilities						
Securities sold, not yet purchased	59,968	9,169	187	69,324		69,324
Derivatives						
Interest rate contracts	489	472,936	3,314	476,739		
Foreign exchange contracts	2	87,411	861	88,274		
Equity contracts	2,551	27,486	3,397	33,434		
Commodity contracts	482	10,968	2,068	13,518		
Credit derivatives		48,535	10,926	59,461		
Total gross derivatives	$ 3,524	$ 647,336	$ 20,566	$ 671,426		
Cash collateral received				38,319		
Netting agreements and market value adjustments					(650,015)	
Total derivatives	$ 3,524	$ 647,336	$ 20,566	$ 709,745	$ (650,015)	$ 59,730
Short-term borrowings		1,627	802	2,429		2,429
Long-term debt		17,612	8,385	25,997		25,997
Other financial liabilities measured on a recurring basis		12,306	19	12,325	(2,615)	9,710
Total liabilities	$ 63,492	$ 858,200	$ 31,497	$ 991,508	$ (701,860)	$ 289,648
Total as a percentage of gross liabilities(3)	6.7%	90.0%	3.3%	100%		

(1) Represents netting of: (i) the amounts due under securities purchased under agreements to resell and the amounts owed under securities sold under agreements to repurchase and (ii) derivative exposures covered by a qualifying master netting agreement, cash collateral, and the market value adjustment.

(2) There is no allowance for loan losses recorded for loans reported at fair value.

(3) Percentage is calculated based on total assets and liabilities at fair value, excluding collateral paid/received on derivatives.

Changes in Level 3 Fair Value Category

The following tables present the changes in the Level 3 fair value category for the three and nine months ended September 30, 2011 and September 30, 2010. The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable either directly or indirectly. Thus, the gains and losses presented below include changes in the fair value related to both observable and unobservable inputs.

The Company often hedges positions with offsetting positions that are classified in a different level. For example, the gains and losses for assets and liabilities in the Level 3 category presented in the tables below do not reflect the effect of offsetting losses and gains on hedging instruments that have been classified by the Company in the Level 1 and Level 2 categories. In addition, the Company hedges items classified in the Level 3 category with instruments also classified in Level 3 of the fair value hierarchy. The effects of these hedges are presented gross in the following tables.

In millions of dollars	June 30, 2011	Net realized/unrealized gains (losses) included in Principal transactions	Net realized/unrealized gains (losses) included in Other(1)(2)	Transfers in and/or out of Level 3	Purchases	Issuances	Sales	Settlements	Sept. 30, 2011	Unrealized gains (losses) still held(3)
Assets										
Fed funds sold and securities borrowed or purchased under agreements to resell	$ 3,431	$ 209	$	$ 1,050	$	$	$	$	$ 4,690	$ 157
Trading securities										
Trading mortgage-backed securities										
U.S. government-sponsored agency guaranteed	$ 947	$ (140)	$	$ 225	$ 224	$ 35	$ (177)	$ (47)	$ 1,067	$ (167)
Prime	651	9		19	120		(135)	(4)	660	2
Alt-A	229			44	30		(57)	(7)	239	1
Subprime	723	7		(196)	50		(95)		489	44
Non-U.S. residential	323	(19)		(80)	37		(87)		174	(15)
Commercial	550	(15)		333	61		(73)	(24)	832	(61)
Total trading mortgage-backed securities	$ 3,423	$ (158)	$	$ 345	$ 522	$ 35	$ (624)	$ (82)	$ 3,461	$ (196)
U.S. Treasury and federal agencies securities										
U.S. Treasury	$	$	$	$	$	$	$	$	$	
Agency obligations	46	7		(48)			(5)			
Total U.S. Treasury and federal agencies securities	$ 46	$ 7	$	$ (48)	$	$	$ (5)	$	$	
State and municipal	$ 246	$ 4	$	$ 3	$ 79	$	$ (101)	$	$ 231	$ 9
Foreign government	903	4		(30)	455		(337)		995	(28)
Corporate	5,273	(178)		266	525		(889)	(318)	4,679	(86)
Equity securities	648	(172)		(81)	33		(162)		266	(77)
Asset-backed securities	6,016	(182)		265	642		(1,039)	(2)	5,700	(235)
Other debt securities	1,695	(121)		133	569		(158)	(4)	2,114	3
Total trading securities	$ 18,250	$ (796)	$	$ 853	$ 2,825	$ 35	$ (3,315)	$ (406)	$ 17,446	$ (610)
Derivatives, net(4)										
Interest rate contracts	$ 201	$ 7	$	$ 393	$ 4	$	$ (4)	$ (66)	$ 535	$ 115
Foreign exchange contracts	(18)	29		37	11		(2)	(23)	34	(66)
Equity contracts	(1,845)	212		(126)	124		(57)	(225)	(1,917)	(572)

Commodity contracts	(1,059)	225		67			(8)	46	(729)	253
Credit derivatives	210	1,681		266				(182)	1,975	1,750
Total derivatives, net(4)	$ (2,511)	$ 2,154	$	$ 637	$ 139	$	$ (71)	$ (450)	$ (102)	$ 1,480
Investments										
Mortgage-backed securities										
U.S. government-sponsored agency guaranteed	$ 59	$	$ (17)	$	$ 4	$	$	$	$ 46	$ (17)
Prime	23		(2)	13			(17)	(1)	16	
Alt-A	1		(1)							

In millions of dollars	June 30, 2011	Net realized/unrealized gains (losses) included in Principal transactions	Other(1)(2)	Transfers in and/or out of Level 3	Purchases	Issuances	Sales	Settlements	Sept. 30, 2011	Unrealized gains (losses) still held(3)
Subprime										
Commercial			(7)	29	3		(22)		3	
Total investment mortgage-backed debt securities	**$ 83**	**$**	**$ (27)**	**$ 42**	**$ 7**	**$**	**$ (39)**	**$ (1)**	**$ 65**	**$ (17)**
U.S. Treasury and federal agencies securities	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	
State and municipal	**355**		**35**	**(4)**	**5**		**(3)**		**388**	**35**
Foreign government	**329**		**14**	**(60)**	**127**		**(4)**	**(53)**	**353**	**11**
Corporate	**1,516**		**(120)**	**(11)**	**56**		**(37)**	**(88)**	**1,316**	**(83)**
Equity securities	**1,621**		**4**	**(5)**			**(4)**	**(110)**	**1,506**	**(14)**
Asset-backed securities	**4,475**		**(2)**	**(23)**	**19**			**(223)**	**4,246**	
Other debt securities	**653**		**8**				**(285)**	**(103)**	**273**	**(24)**
Non-marketable equity securities	**7,658**		**(130)**	**(24)**	**804**		**(616)**	**(457)**	**7,235**	**(128)**
Total investments	**$ 16,690**	**$**	**$ (218)**	**$ (85)**	**$ 1,018**	**$**	**$ (988)**	**$ (1,035)**	**$ 15,382**	**$ (220)**
Loans	**$ 3,590**	**$**	**$ (164)**	**$ 635**	**$**	**$ 847**	**$ (18)**	**$ (244)**	**$ 4,646**	**$ (126)**
Mortgage servicing rights	**4,258**		**(1,327)**			**125**		**(204)**	**2,852**	**(1,327)**
Other financial assets measured on a recurring basis	**2,449**		**57**	**(56)**		**142**	**(114)**	**(98)**	**2,380**	**63**
Liabilities										
Interest-bearing deposits	**$ 586**	**$**	**$ 40**	**$ (124)**	**$**	**$ 37**	**$**	**$**	**$ 459**	**$ (45)**
Federal funds purchased and securities loaned or sold under agreements to repurchase	**1,078**	**(39)**		**(19)**					**1,098**	
Trading account liabilities										
Securities sold, not yet purchased	**447**	**(83)**		**97**			**238**	**(141)**	**724**	**(14)**
Short-term borrowings	**611**	**48**		**(377)**		**354**		**(66)**	**474**	**(1)**
Long-term debt	**6,873**	**45**	**106**	**(271)**		**215**		**(355)**	**6,311**	**(50)**
Other financial liabilities measured on a recurring basis	**16**		**(1)**	**2**		**1**		**(13)**	**7**	**(3)**

In millions of dollars	Dec. 31, 2010	Net realized/unrealized gains (losses) included in Principal transactions	Other(1)(2)	Transfers in and/or out of Level 3	Purchases	Issuances	Sales	Settlements	Sept. 30, 2011	Unrealized gains (losses) still held(3)
Assets										
Fed funds sold and securities borrowed or purchased under agreements to resell	$ 4,911	$ 80	$	$ (301)	$	$	$	$	$ 4,690	$ 79
Trading securities										
Trading mortgage-backed securities										
U.S. government-sponsored agency guaranteed	$ 831	$ (59)	$	$ 314	$ 579	$ 35	$ (529)	$ (104)	$ 1,067	$ (113)
Prime	594	93		16	1,435		(1,468)	(10)	660	43
Alt-A	385	11		28	1,607		(1,773)	(19)	239	1
Subprime	1,125	(5)		(133)	501		(961)	(38)	489	98
Non-U.S. residential	224	18		(48)	328		(348)		174	(26)
Commercial	418	81		397	400		(440)	(24)	832	1
Total trading mortgage-backed securities	$ 3,577	$ 139	$	$ 574	$ 4,850	$ 35	$ (5,519)	$ (195)	$ 3,461	$ 4
U.S. Treasury and federal agencies securities										
U.S. Treasury	$	$	$	$	$	$	$	$	$	
Agency obligations	72	9		(45)	5		(41)			
Total U.S. Treasury and federal agencies securities	$ 72	$ 9	$	$ (45)	$ 5	$	$ (41)	$	$	
State and municipal	$ 208	$ 56	$	$ 110	$ 1,048	$	$ (1,191)	$	$ 231	$ 2
Foreign government	566	11		131	1,314		(640)	(387)	995	(23)
Corporate	5,159	(55)		1,763	3,109		(3,182)	(2,115)	4,679	(237)
Equity securities	776	(101)		(250)	161		(320)		266	(85)
Asset-backed securities	7,465	386		207	4,274		(5,249)	(1,383)	5,700	(361)
Other debt securities	1,305	(134)		450	1,021		(524)	(4)	2,114	1
Total trading securities	$ 19,128	$ 311	$	$ 2,940	$ 15,782	$ 35	$ (16,666)	$ (4,084)	$ 17,446	$ (699)
Derivatives, net(4)										
Interest rate contracts	$ (730)	$ (108)	$	$ 1,102	$ 8	$	$ (15)	$ 278	$ 535	$ 258
Foreign exchange contracts	164	142		(98)	11		(2)	(183)	34	(226)
Equity contracts	(1,639)	409		(191)	180		(217)	(459)	(1,917)	(811)
Commodity contracts	(1,023)	378		(33)	2		(68)	15	(729)	(247)
Credit derivatives	2,296	1,098		(1)				(1,418)	1,975	2,101
Total derivatives, net(4)	$ (932)	$ 1,919	$	$ 779	$ 201	$	$ (302)	$ (1,767)	$ (102)	$ 1,075
Investments										
Mortgage-backed securities										
U.S. government-sponsored agency guaranteed	$ 22	$	$ (15)	$ 37	$ 9	$	$ (7)	$	$ 46	$ (31)
Prime	166		(1)	(109)	7		(46)	(1)	16	
Alt-A	1		(1)							
Subprime										
Commercial	527		(4)	(510)	42		(52)		3	

Total investment mortgage-backed debt securities	**$ 716**	**$**	**$ (21)**	**$ (582)**	**$ 58**	**$**	**$ (105)**	**$ (1)**	**$ 65**	**$ (31)**
U.S. Treasury and federal agencies securities	**$ 17**	**$**	**$**	**$ (15)**	**$**	**$**	**$ (2)**	**$**	**$**	**$**
State and municipal	**504**		**(12)**	**(59)**	**38**		**(83)**		**388**	**(22)**
Foreign government	**358**		**11**	**(36)**	**233**		**(67)**	**(146)**	**353**	**2**
Corporate	**1,018**		**(84)**	**13**	**527**		**(54)**	**(104)**	**1,316**	**289**
Equity securities	**2,055**		**(53)**	**(34)**			**(13)**	**(449)**	**1,506**	**(4)**
Asset-backed securities	**5,424**		**39**	**30**	**106**		**(447)**	**(906)**	**4,246**	**5**
Other debt securities	**727**		**(3)**	**67**	**35**		**(287)**	**(266)**	**273**	**(24)**
Non-marketable equity securities	**6,467**		**420**	**(862)**	**4,152**		**(1,733)**	**(1,209)**	**7,235**	**111**
Total investments	**$ 17,286**	**$**	**$ 297**	**$ (1,478)**	**$ 5,149**	**$**	**$ (2,791)**	**$ (3,081)**	**$ 15,382**	**$ 326**
Loans	**$ 3,213**	**$**	**$ (317)**	**$ 390**	**$ 248**	**$ 1,876**	**$ (18)**	**$ (746)**	**$ 4,646**	**$ (282)**
Mortgage servicing rights	**4,554**		**(1,426)**			**230**		**(506)**	**2,852**	**(1,426)**
Other financial assets measured on a recurring basis	**2,509**		**48**	**(100)**	**57**	**380**	**(172)**	**(342)**	**2,380**	**91**

In millions of dollars	Dec. 31, 2010	Net realized/unrealized gains (losses) included in Principal transactions	Other(1)(2)	Transfers in and/or out of Level 3	Purchases	Issuances	Sales	Settlements	Sept. 30, 2011	Unrealized gains (losses) still held(3)
Liabilities										
Interest-bearing deposits	**$ 277**	**$**	**$ 13**	**$ (73)**	**$**	**$ 281**	**$**	**$ (13)**	**$ 459**	**$ (101)**
Federal funds purchased and securities loaned or sold under agreements to repurchase	**1,261**	**(28)**		**81**			**(165)**	**(107)**	**1,098**	
Trading account liabilities										
Securities sold, not yet purchased	**187**	**10**		**296**			**385**	**(134)**	**724**	**(24)**
Short-term borrowings	**802**	**192**		**(255)**		**522**		**(403)**	**474**	**(6)**
Long-term debt	**8,385**	**(54)**	**272**	**(687)**		**865**		**(2,034)**	**6,311**	**69**
Other financial liabilities measured on a recurring basis	**19**		**(18)**	**9**	**1**	**13**	**(1)**	**(52)**	**7**	**(9)**

In millions of dollars	June 30, 2010	Net realized/ unrealized gains (losses) included in Principal transactions	Net realized/ unrealized gains (losses) included in Other(1)(2)	Transfers in and/or out of Level 3	Purchases, issuances and settlements	Sept. 30, 2010	Unrealized gains (losses) still held(3)
Assets							
Federal funds sold and securities borrowed or purchased under agreements to resell	$ 6,518	$	$	$ 1,714	$ (52)	$ 8,180	$
Trading securities							
Trading mortgage-backed securities							
U.S. government sponsored	$ 758	(62)		160	(11)	$ 845	(75)
Prime	610	23		188	70	891	3
Alt-A	451	15		41	(156)	351	(6)
Subprime	1,885	146		24	(702)	1,353	29
Non-U.S. residential	234	29		904	(826)	341	3
Commercial	2,184	70		57	(764)	1,547	216
Total trading mortgage-backed securities	$ 6,122	$ 221	$	$ 1,374	$ (2,389)	$ 5,328	$ 170
U.S. Treasury and federal agencies securities		$ 2	$	$ 47	$ 16	$ 65	$ (2)
State and municipal	$ 57	13		236	(1)	$ 305	18
Foreign government	386	6		5	27	424	(4)
Corporate	5,237	170		198	16	5,620	213
Equity securities	533	14		362	(58)	851	62
Asset-backed securities	5,176	11		4,850	(1,783)	8,255	42
Other debt securities	1,047	(39)		108	(23)	1,093	4
Total trading securities	$ 18,558	$ 398	$	$ 7,180	$ (4,195)	$ 21,941	$ 503
Derivatives, net(4)							
Interest rate contracts	$ 575	$ (91)	$	$ (37)	$ (214)	$ 233	$ (84)
Foreign exchange contracts	250	(162)		62	(19)	131	(222)
Equity contracts	(1,233)	(196)		277	(89)	(1,241)	(539)
Commodity and other contracts	(524)	(158)		(5)	(112)	(799)	(62)
Credit derivatives	2,073	33		9	66	2,181	(349)
Total derivatives, net(4)	$ 1,141	$ (574)	$	$ 306	$ (368)	$ 505	$ (1,256)
Investments							
Mortgage-backed securities							
U.S. government-sponsored agency guaranteed	$ 1	$	$	$	$	$ 1	$
Prime	772		78	(539)	(78)	233	3
Alt-A	205		35	(153)	(65)	22	
Subprime	14		(1)	(13)			
Non-U.S. Residential	814			(814)			
Commercial	558		11		(18)	551	
Total investment mortgage-backed debt securities	$ 2,364	$	$ 123	$ (1,519)	$ (161)	$ 807	$ 3
U.S. Treasury and federal agencies securities							
Agency obligations	$ 19	$	$	$	$ (1)	$ 18	$
	$ 19	$	$	$	$ (1)	$ 18	$

Total U.S. Treasury and federal agencies securities								
State and municipal	**$ 457**	**$**	**$**	**$ (233)**	**$ (224)**	**$**	**$**	
Foreign government	**282**		**14**	**21**	**22**	**339**		**14**
Corporate	**1,271**		**46**	**(294)**	**(112)**	**911**		**17**
Equity securities	**2,238**		**(1)**	**(12)**	**(99)**	**2,126**		**(23)**
Asset-backed securities	**12,303**		**(34)**	**(4,918)**	**(192)**	**7,159**		**121**
Other debt securities	**891**		**(41)**	**42**	**33**	**925**		**(11)**
Non-marketable equity securities	**$ 6,561**	**$**	**$ 318**	**$ 43**	**$ (632)**	**$ 6,290**	**$**	**323**
Total investments	**$ 26,386**	**$**	**$ 425**	**$ (6,870)**	**$ (1,366)**	**$ 18,575**	**$**	**444**
Loans	**$ 3,668**	**$**	**$ (38)**	**$ 378**	**$ (87)**	**$ 3,921**	**$**	**56**
MSRs	**4,894**		**(778)**		**(140)**	**3,976**		**(778)**
Other financial assets measured on a recurring basis	**3,089**		**7**	**44**	**(442)**	**2,698**		**211**

In millions of dollars	June 30, 2010	Net realized/ unrealized gains (losses) included in Principal transactions	Net realized/ unrealized gains (losses) included in Other(1)(2)	Transfers in and/or out of Level 3	Purchases, issuances and settlements	Sept. 30, 2010	Unrealized gains (losses) still held(3)
Liabilities							
Interest-bearing deposits	**$ 183**	**$**	**$ (10)**	**$ (35)**	**$ 3**	**$ 161**	**$ (29)**
Federal funds purchased and securities loaned or sold under agreements to repurchase	**1,091**	**$ (40)**		**3**	**276**	**1,410**	**(29)**
Trading account liabilities							
Securities sold, not yet purchased	**621**	**(6)**		**(34)**	**190**	**783**	**(32)**
Short-term borrowings	**445**	**(26)**		**351**	**(5)**	**817**	**(32)**
Long-term debt	**10,741**	**(187)**	**(67)**	**338**	**(801)**	**10,532**	**(199)**
Other financial liabilities measured on a recurring basis	**7**		**(1)**		**(8)**		

In millions of dollars	December 31, 2009	Net realized/ unrealized gains (losses) included in Principal transactions	Net realized/ unrealized gains (losses) included in Other(1)(2)	Transfers in and/or out of Level 3	Purchases, issuances and settlements	Sept. 30, 2010	Unrealized gains (losses) still held(3)
Assets							
Federal funds sold and securities borrowed or purchased under agreements to resell(4)	$ 1,127	$ 509	$	$ 5,879	$ 665	$ 8,180	$
Trading securities							
Trading mortgage-backed securities							
U.S. government sponsored	$ 972	$ (220)		329	(236)	$ 845	(198)
Prime	384	56		338	113	891	4
Alt-A	387	45		201	(282)	351	11
Subprime	8,998	182		(601)	(7,226)	1,353	82
Non-U.S. residential	572	2		645	(878)	341	
Commercial	2,451	59		(126)	(837)	1,547	309
Total trading mortgage-backed securities	$ 13,764	$ 124	$	$ 786	$ (9,346)	$ 5,328	$ 208
U.S. Treasury and federal agencies securities		$ 2	$	$ 47	$ 16	$ 65	$ (4)
State and municipal	$ 222	24		292	(233)	305	17
Foreign government	459	17		(181)	129	424	(19)
Corporate	7,801	104		(341)	(1,943)	5,620	74
Equity securities	640	30		350	(169)	851	84
Asset-backed securities	3,825	(75)		4,950	(446)	8,255	(218)
Other debt securities	13,231	(16)		(147)	(11,975)	1,093	8
Total trading securities	$ 39,942	$ 210	$	$ 5,756	$ (23,967)	$ 21,941	$ 150
Derivatives, net(5)							
Interest rate contracts	$ (374)	$ 574	$	$ 300	$ (267)	$ 233	$ 504
Foreign exchange contracts	(38)	182		(36)	23	131	173
Equity contracts	(1,110)	(423)		(5)	297	(1,241)	(774)
Commodity and other contracts	(529)	(274)		63	(59)	(799)	(107)
Credit derivatives	5,159	(1,242)		(866)	(870)	2,181	(1,271)
Total derivatives, net(5)	$ 3,108	$ (1,183)	$	$ (544)	$ (876)	$ 505	$ (1,475)
Investments							
Mortgage-backed securities							
U.S. government-sponsored agency guaranteed	$ 2	$	$ (1)	$	$	$ 1	$
Prime	736		(35)	(469)	1	233	3
Alt-A	55		12	37	(82)	22	
Subprime	1		(2)	1			
Non-U.S. Residential							
Commercial	746		$ (438)	2	241	551	
Total investment mortgage-backed debt securities	$ 1,540	$	$ (464)	$ (429)	$ 160	$ 807	$ 3
U.S. Treasury and federal agencies securities Agency obligations	$ 21	$	$ (21)	$	$ 18	$ 18	$ (1)
	$ 21	$	$ (21)	$	$ 18	$ 18	$ (1)

Total U.S. Treasury and federal agencies securities							
State and municipal	$ 217	$	$ 7	$	$ (224)	$	$
Foreign government	270		21	11	37	339	5
Corporate	1,257		(33)	(58)	(255)	911	6
Equity securities	2,513		25	78	(490)	2,126	(79)
Asset-backed securities	8,272		(70)	(100)	(943)	7,159	(133)
Other debt securities	560		(14)	6	373	925	29
Non-marketable equity securities	6,753		333	(65)	(731)	6,290	277
Total investments	$ 21,403	$	$ (216)	$ (557)	$ (2,055)	$ 18,575	$ 107
Loans	$ 213	$	$ (178)	$ 993	$ 2,893	$ 3,921	$ (168)
MSRs	6,530		(1,976)		(578)	3,976	(1,976)
Other financial assets measured on a recurring basis	1,101		(20)	2,027	(410)	2,698	(20)
Liabilities							
Interest-bearing deposits	$ 28	$	$ (8)	$ (41)	$ 166	$ 161	$ (36)
Federal funds purchased and securities loaned or sold under agreements to repurchase	929	$ (138)		79	264	1,410	(5)

In millions of dollars	December 31, 2009	Net realized/ unrealized gains (losses) included in Principal transactions	Other(1)(2)	Transfers in and/or out of Level 3	Purchases, issuances and settlements	Sept. 30, 2010	Unrealized gains (losses) still held(3)
Trading account liabilities							
Securities sold, not yet purchased	**774**	**46**		**(103)**	**158**	**783**	**13**
Short-term borrowings	**231**	**(18)**		**245**	**323**	**817**	**(16)**
Long-term debt	**9,654**	**85**	**78**	**670**	**371**	**10,532**	**(121)**
Other financial liabilities measured on a recurring basis	**13**		**(20)**		**(33)**		

(1)

Changes in fair value for available-for-sale investments (debt securities) are recorded in *Accumulated other comprehensive income*, while gains and losses from sales are recorded in *Realized gains (losses) from sales of investments* on the Consolidated Statement of Income.

(2)

Unrealized gains (losses) on MSRs are recorded in *Other revenue* on the Consolidated Statement of Income.

(3)

Represents the amount of total gains or losses for the period, included in earnings (and *Accumulated other comprehensive income* for changes in fair value for available-for-sale investments), attributable to the change in fair value relating to assets and liabilities classified as Level 3 that are still held at September 30, 2011 and 2010.

(4)

Reflects the reclassification of $1,127 million of structured reverse repos from Federal funds purchased and securities loaned or sold under agreements to repurchase to Federal funds *sold and securities borrowed or purchased under agreements to resell*. These structured reverse repos assets were incorrectly classified in 2008 and 2009, but were correctly classified on Citi's Consolidated Balance Sheet for all periods.

(5)

Total Level 3 derivative assets and liabilities have been netted in these tables for presentation purposes only.

The following is a discussion of the changes to the Level 3 balances for each of the roll-forward tables presented above:

The significant changes from June 30, 2011 to September 30, 2011 in Level 3 assets and liabilities were due to:

An increase in *Federal funds sold and securities borrowed or purchased under agreements to resell* of $1.3 billion, driven primarily by transfers of certain collateralized long-dated callable reverse repos (structured reverse repos) of $1.1 billion from Level 2 to Level 3. The Company has noted that there is more transparency and observability for repo curves (used in the determination of the fair value of structured reverse repos) with a tenor of five years or less; thus, structured reverse repos that are expected to mature beyond the five-year point are generally classified as Level 3. The primary factor driving the change in expected maturities in structured reverse repo transactions is the embedded call option feature that enables the investor (the Company) to elect to terminate the trade early. During the three months ended September 30, 2011, the decrease in interest rates caused the estimated maturity dates of certain structured reverse repos to lengthen to more than five years, resulting in the transfer from Level 2 to Level 3.

A net decrease in Trading securities of $0.8 billion that included:

Purchases of trading securities of $2.8 billion and sales of $3.3 billion reflecting trading activity during the third quarter. Purchases of $0.6 billion and sales of $1.0 billion of asset-backed securities consisted mainly of trading activity in CDO/CLO positions.

An increase in credit derivatives of $1.8 billion comprised gains of $1.7 billion recorded in *Principal transactions.* These gains included $0.7 billion on bespoke CDO and index CDO positions due to credit spreads widening. These gains were offset by losses on short index positions which are classified as Level 2. Gains of $0.6 billion were recorded on total return swaps referencing returns on corporate loans. The gains on these positions are offset by losses on the referenced loans which are classified as Level 2.

A net decrease in Level 3 *Investments* of $1.3 billion. This decrease included a net decrease in non-marketable equity securities of $0.4 billion, including sales and redemptions by the Company of investments in private equity and hedge funds of $1.1 billion. These reductions were partially offset by purchases of $0.8 billion, primarily relating to subscriptions in Citi-advised private equity and hedge funds.

A net increase in *Loans* of $1.1 billion, including transfers from Level 2 to Level 3 of $0.6 billion, due to a lack of observable prices for certain loans. Issuances of $0.8 billion mainly comprised new margin loans during the third quarter.

A net decrease in *Mortgage servicing rights* of $1.4 billion, due to a reduction in interest rates.

The significant changes from December 31, 2010 to September 30, 2011 in Level 3 assets and liabilities were due to:

A net decrease in Trading securities of $1.7 billion that included:

The reclassification of $4.3 billion of securities from *Investments* held-to-maturity to *Trading account assets* during the first quarter of 2011. These reclassifications have been included in purchases in the Level 3 roll-forward table above. The Level 3 assets reclassified, and subsequently sold, included $2.8 billion of trading mortgage-backed securities (of which $1.5 billion were Alt-A, $1.0 billion were prime, $0.2 billion were subprime and $0.1 billion were commercial), $0.9 billion of state and municipal debt securities, $0.3 billion of corporate debt securities and $0.2 billion of asset-backed securities.

Purchases of corporate debt trading securities of $2.8 billion and sales of $2.9 billion, reflecting strong trading activity.

Purchases of asset-backed securities of $4.1 billion and sales of $5.0 billion, reflecting trading in CLO and CDO positions.

A net decrease in credit derivatives of $0.3 billion. This comprised gains of $1.1 billion recorded in *Principal transactions,* including gains of $0.7 billion on bespoke CDO and index CDO positions in the third quarter due to credit spreads widening. These gains were offset by losses on short index positions which are classified as Level 2. Gains of $0.6 billion were recorded on total return swaps during the third quarter referencing returns on corporate loans. The gains on these positions were offset by losses on the referenced loans which are classified as Level 2. Settlements of $1.4 billion relate primarily to the settlement of certain contracts during the first quarter under which the Company had purchased credit protection on commercial mortgage-backed securities from a single counterparty.

A net decrease in Level 3 *Investments* of $1.9 billion. There was a net increase in non-marketable equity securities of $0.8 billion. Purchases of non-marketable equity securities of $4.2 billion included Citi's acquisition of the share capital of Maltby Acquisitions Limited, the holding company that controls EMI Group Ltd., in the first quarter of 2011. Purchases also included $0.8 billion in the third quarter, primarily relating to subscriptions in Citi-advised private equity and hedge funds. Sales of $1.7 billion and settlements of $1.2 billion related primarily to sales and redemptions by the Company of investments in private equity and hedge funds.

A net increase in *Loans* of $1.4 billion, including transfers from Level 2 to Level 3 of $0.4 billion, due to a lack of observable prices for certain loans. Issuances of $1.9 billion included new margin loans advanced by the Company.

A net decrease in *Mortgage servicing rights* of $1.7 billion, due to a reduction in interest rates.

A net decrease in Level 3 *Long-term debt* of $2.1 billion, which included settlements of $2.0 billion, $1.2 billion of which related to the scheduled termination of a structured transaction during the second quarter of 2011, with a

corresponding decrease in corporate debt trading securities.

The significant changes from June 30, 2010 to September 30, 2010 in Level 3 assets and liabilities are due to:

A net increase in *Federal funds sold and securities borrowed or purchased under agreements to resell* of $1.7 billion, which was driven by transfers from Level 2 to Level 3, due to an increase in the expected maturities on these instruments.

A net increase in trading securities of $3.4 billion that was mainly driven by:

(1) A net decrease of $0.8 billion in trading mortgage-backed securities, which included transfers to Level 3 of $1.4 billion, the majority of which related to the reclassification of certain securities from Investments to Trading under the fair value option upon the adoption of ASU 2010-11 on July 1, 2010, as described in Note 1 to the Consolidated Financial Statements. (For purposes of the Level 3 roll-forward above, Level 3 Investments that were reclassified to Trading upon adoption of ASU 2010-11 have been classified as transfers out of Level 3 Investments, and transfers to Level 3 Trading Securities). The more significant items included in settlements of $2.4 billion during the quarter included the sale of non-U.S. residential mortgage backed securities that were reclassified to Trading, the liquidation of certain high-grade subprime positions and sales of commercial mortgage-backed securities.

(2) An increase of $3.3 billion in asset-backed trading securities, which included transfers to Level 3 of $4.9 billion. Substantially all of these Level 3 transfers related to the reclassification to Trading upon adoption of ASU 2010-11 noted above. Net settlements of $1.5 billion included sales of $1 billion of securities that were reclassified to Trading.

The decrease in net derivatives of $1.1 billion includes trading losses of $0.6 billion and net settlements of $0.8 billion, partially offset by net transfers from Level 2 to Level 3 of $0.3 billion.

The decrease in *Investments* of $7.8 billion included transfers out of Level 3 of $6.9 billion, the most significant being mortgage-backed securities of $1.5 billion and asset-backed securities of $4.9 billion. Substantially all of these transfers out of Level 3 relate to the adoption of ASU 2010-11 noted above. Net settlements of $1.4 billion include sales of non-marketable equity securities of $0.6 billion, relating to the sale of private equity investments.

The significant changes from December 31, 2009 to September 30, 2010 in Level 3 assets and liabilities are due to:

A net increase in *Federal funds sold and securities borrowed or purchased under agreements to resell* of $7.0 billion, due mainly to transfers from Level 2 to Level 3 of $5.9 billion.

A net decrease in trading securities of $18.0 billion that was mainly driven by:

(1) A decrease of $12.1 billion in other debt trading securities, due primarily to the impact of the consolidation of the credit card securitization trusts by the Company upon the adoption of SFAS 166/167 on January 1, 2010. Upon consolidation of the trusts, the Company's investments in the trusts and other intercompany balances are eliminated. At January 1, 2010, the Company's investment in these newly consolidated VIEs included certificates issued by the trusts of $11.1 billion that were classified as Level 3. The impact of the elimination of these certificates has been reflected as net settlements in the Level 3 roll-forward above.

(2) A decrease of $7.6 billion in subprime trading mortgage-backed securities, due primarily to the liquidation of super-senior subprime exposures.

(3)

A decrease in corporate debt securities of $2.2 billion, due primarily to net paydowns / sales.

(4)

These decreases were partially offset by an increase of $4.5 billion in asset-backed trading securities, including $4.9 billion of Transfers to Level 3 substantially all of which related to the adoption of ASU 2010-11 noted above, as these securities were reclassified from Investments to Trading.

The decrease in *Investments* of $2.8 billion was primarily due to net paydowns / sales of $2.1 billion. Net transfers out of Level 3 during the nine months ended September 30, 2010 were $0.6 billion. As noted above, asset-backed securities of $4.9 billion were transferred out of Level 3 during the third quarter related to the adoption of ASU 2010-11, when these securities were reclassified from Investments to Trading. In the second quarter, asset-backed securities of $4.8 billion were transferred to Level 3 Investments, when these securities were reclassified from HTM to AFS at June 30, 2010, prior to the reclassification of these securities to Trading on July 1, 2010.

The increase in *Loans* of $3.7 billion is due primarily to the Company's consolidation of certain VIEs upon the adoption of SFAS 166/167 on January 1, 2010, for which the fair value option was elected. The impact from consolidation of these VIEs on Level 3 loans has been reflected as purchases in the roll-forward table above.

The decrease in *MSRs* of $2.5 billion is due primarily to losses of $2.0 billion, due to a reduction in interest rates.

Transfers between Level 1 and Level 2 of the Fair Value Hierarchy

The Company did not have any significant transfers of assets or liabilities between Levels 1 and 2 of the fair value hierarchy during the three and nine months ended September 30, 2011 and September 30, 2010.

Items Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis and therefore are not included in the tables above.

These include assets measured at cost that have been written down to fair value during the periods as a result of an

impairment. In addition, these assets include loans held-for-sale and other real estate owned that are measured at the lower of cost or market (LOCOM). The following table presents the carrying amounts of all assets that were still held as of September 30, 2011 and December 31, 2010, and for which a nonrecurring fair value measurement was recorded during the three and nine months ended September 30, 2011 and 2010:

In millions of dollars	Fair value	Level 2	Level 3
September 30, 2011			
Loans held-for-sale	**$ 3,296**	**$ 1,646**	**$ 1,650**
Other real estate owned	**996**	**60**	**936**
Loans(1)	**5,752**	**4,751**	**1,001**
Total assets at fair value on a nonrecurring basis	**$ 10,044**	**$ 6,457**	**$ 3,587**

(1) Represents loans held for investment whose carrying amount is based on the fair value of the underlying collateral, including primarily real-estate secured loans.

In millions of dollars	Fair value	Level 2	Level 3
December 31, 2010(1)	$ 3,083	$ 859	$ 2,224

(1) Excludes loans held for investment whose carrying amount is based on the fair value of underlying collateral.

The fair value of loans-held-for-sale is determined where possible using quoted secondary-market prices. If no such quoted price exists, the fair value of a loan is determined using quoted prices for a similar asset or assets, adjusted for the specific attributes of that loan. Fair value for the other real estate owned is based on appraisals. For loans whose carrying amount is based on the fair value of the underlying collateral, the fair values depend on the type of collateral. Fair value of the collateral is typically estimated based on quoted market prices if available, appraisals or other internal valuation techniques.

Nonrecurring Fair Value Changes

The following table presents total nonrecurring fair value measurements for the period, included in earnings, attributable to the change in fair value relating to assets that are still held at September 30, 2011 and 2010.

In millions of dollars	Three Months Ended Sept. 30, 2011	Nine Months Ended Sept. 30, 2011
Loans held-for-sale	**$ (114)**	$ (215)
Other real estate owned	**(56)**	(74)
Loans	**(376)**	(855)
Total nonrecurring fair value gains/losses	**$ (546)**	$ (1,144)

In millions of dollars	Three Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2010
Total nonrecurring fair value gains/losses(1)	**$ (145)**	$ (238)

(1) Excludes loans held for investment whose carrying amount is based on the fair value of underlying collateral.

20. FAIR VALUE ELECTIONS

The Company may elect to report most financial instruments and certain other items at fair value on an instrument-by-instrument basis with changes in fair value reported in earnings. The election is made upon the acquisition of an eligible financial asset, financial liability or firm commitment or when certain specified reconsideration events occur. The fair value election may not be revoked once an election is made. The changes in fair value are recorded in current earnings. Additional discussion regarding the applicable areas in which fair value elections were made is presented in Note 19 to the Consolidated Financial Statements.

All servicing rights must now be recognized initially at fair value. The Company has elected fair value accounting for its class of mortgage servicing rights. See Note 17 to the Consolidated Financial Statements for further discussions regarding the accounting and reporting of MSRs.

The following table presents, as of September 30, 2011 and December 31, 2010, the fair value of those positions selected for fair value accounting, as well as the changes in fair value for the nine months ended September 30, 2011 and 2010:

	Fair value at		Changes in fair value gains (losses) for the nine months ended September 30,	
In millions of dollars	**September 30, 2011**	**December 31, 2010(1)**	**2011**	**2010(1)**
Assets				
Federal funds sold and securities borrowed or purchased under agreements to resell				
Selected portfolios of securities purchased under agreements to resell and securities borrowed(2)	**$ 163,439**	$ 87,512	**$ (23)**	$ 669
Trading account assets	**14,982**	14,289	**(1,030)**	356
Investments	**631**	646	**243**	32
Loans				
Certain corporate loans(3)	**4,056**	2,627	**78**	(166)
Certain consumer loans(3)	**1,307**	1,745	**(280)**	208
Total loans	**$ 5,363**	$ 4,372	**$ (202)**	$ 42
Other assets				
MSRs	**$ 2,852**	$ 4,554	**$ (1,426)**	$ (1,976)
Certain mortgage loans (HFS)	**6,414**	7,230	**158**	188
Certain equity method investments	**53**	229	**(11)**	(36)
Total other assets	**$ 9,319**	$ 12,013	**$ (1,279)**	$ (1,824)
Total assets	**$ 193,734**	$ 118,832	**$ (2,291)**	$ (725)
Liabilities				
Interest-bearing deposits	**$ 1,519**	$ 1,265	**$ 55**	$ 10
Federal funds purchased and securities loaned or sold under agreements to repurchase				
Selected portfolios of securities sold under agreements to repurchase and securities loaned(2)	**135,724**	121,193	**(106)**	53
Trading account liabilities	**2,453**	3,953	**604**	(223)
Short-term borrowings	**1,585**	2,429	**174**	36
Long-term debt	**25,190**	25,997	**2,085**	(21)
Total	**$ 166,471**	$ 154,837	**$ 2,812**	$ (145)

(1) Reclassified to conform to current period's presentation.

(2)

Reflects netting of the amounts due from securities purchased under agreements to resell and the amounts owed under securities sold under agreements to repurchase.

(3)

Includes mortgage loans held by consolidated VIEs.

Own Credit Valuation Adjustment

The fair value of debt liabilities for which the fair value option was elected (other than non-recourse and similar liabilities) is impacted by the narrowing or widening of the Company's credit spreads. The estimated change in the fair value of these debt liabilities due to such changes in the Company's own credit risk (or instrument-specific credit risk) was a gain of $1,606 million and a loss of $233 million for the three months ended September 30, 2011 and 2010, respectively, and a gain of $1,734 million and $217 million for the nine months ended September 30, 2011 and 2010, respectively. Changes in fair value resulting from changes in instrument-specific credit risk were estimated by incorporating the Company's current observable credit spreads into the relevant valuation technique used to value each liability as described above.

The Fair Value Option for Financial Assets and Financial Liabilities

Selected portfolios of securities purchased under agreements to resell, securities borrowed, securities sold under agreements to repurchase, securities loaned and certain non-collateralized short-term borrowings

The Company elected the fair value option for certain portfolios of fixed-income securities purchased under agreements to resell and fixed-income securities sold under agreements to repurchase (and certain non-collateralized short-term borrowings) on broker-dealer entities in the United States, United Kingdom and Japan. In each case, the election was made because the related interest-rate risk is managed on a portfolio basis, primarily with derivative instruments that are accounted for at fair value through earnings.

Changes in fair value for transactions in these portfolios are recorded in *Principal transactions*. The related interest revenue and interest expense are measured based on the contractual rates specified in the transactions and are reported as interest revenue and expense in the Consolidated Statement of Income.

Selected letters of credit and revolving loans hedged by credit default swaps or participation notes

The Company has elected the fair value option for certain letters of credit that are hedged with derivative instruments or participation notes. Citigroup elected the fair value option for these transactions because the risk is managed on a fair value basis and mitigates accounting mismatches.

The notional amount of these unfunded letters of credit was $0.6 billion as of September 30, 2011 and $1.1 billion as of December 31, 2010. The amount funded was insignificant with no amounts 90 days or more past due or on non-accrual status at September 30, 2011 and December 31, 2010.

These items have been classified in *Trading account assets* or *Trading account liabilities* on the Consolidated Balance Sheet. Changes in fair value of these items are classified in *Principal transactions* in the Company's Consolidated Statement of Income.

Certain loans and other credit products

Citigroup has elected the fair value option for certain originated and purchased loans, including certain unfunded loan products, such as guarantees and letters of credit, executed by Citigroup's trading businesses. None of these credit products is a highly leveraged financing commitment. Significant groups of transactions include loans and unfunded loan products that are expected to be either sold or securitized in the near term, or transactions where the economic risks are hedged with derivative instruments such as purchased credit default swaps or total return swaps where the Company pays the total return on the underlying loans to a third party. Citigroup has elected the fair value option to mitigate accounting mismatches in cases where hedge accounting is complex and to achieve operational simplifications. Fair value was not elected for most lending transactions across the Company.

The following table provides information about certain credit products carried at fair value at September 30, 2011 and December 31, 2010:

	September 30, 2011		**December 31, 2010**	
In millions of dollars	**Trading assets**	**Loans**	**Trading assets**	**Loans**
Carrying amount reported on the Consolidated Balance Sheet	**$ 14,952**	**$ 3,810**	$ 14,241	$ 1,748
Aggregate unpaid principal balance in excess of fair value	**519**	**(11)**	167	(88)
Balance of non-accrual loans or loans more than 90 days past due	**34**		221	
Aggregate unpaid principal balance in excess of fair value for non-accrual loans or loans more than 90 days past due	**141**		57	

In addition to the amounts reported above, $596 million and $621 million of unfunded loan commitments related to certain credit products selected for fair value accounting was outstanding as of September 30, 2011 and December 31, 2010, respectively.

Changes in fair value of funded and unfunded credit products are classified in *Principal transactions* in the Company's Consolidated Statement of Income. Related interest revenue is measured based on the contractual interest rates and reported as *Interest revenue* on *Trading account assets* or loan interest depending on the balance sheet classifications of the credit products. The changes in fair value for the nine months ended September 30, 2011 and 2010 due to instrument-specific credit risk totaled to a gain of $55 million and $19 million, respectively.

Certain investments in private equity and real estate ventures and certain equity method investments

Citigroup invests in private equity and real estate ventures for the purpose of earning investment returns and for capital appreciation. The Company has elected the fair value option for certain of these ventures, because such investments are considered similar to many private equity or hedge fund activities in Citi's investment companies, which are reported at fair value. The fair value option brings consistency in the accounting and evaluation of these investments. All investments (debt and equity) in such private equity and real estate entities are accounted for at fair value. These investments are classified as *Investments* on Citigroup's Consolidated Balance Sheet.

Citigroup also holds various non-strategic investments in leveraged buyout funds and other hedge funds for which the Company elected fair value accounting to reduce operational and accounting complexity. Since the funds account for all of their underlying assets at fair value, the impact of applying the equity method to Citigroup's investment in these funds was equivalent to fair value accounting. These investments are classified as *Other assets* on Citigroup's Consolidated Balance Sheet.

Changes in the fair values of these investments are classified in *Other revenue* in the Company's Consolidated Statement of Income.

Certain mortgage loans (HFS)

Citigroup has elected the fair value option for certain purchased and originated prime fixed-rate and conforming adjustable-rate first mortgage loans HFS. These loans are intended for sale or securitization and are hedged with derivative instruments. The Company has elected the fair value option to mitigate accounting mismatches in cases where hedge accounting is complex and to achieve operational simplifications. The following table provides information about certain mortgage loans HFS carried at fair value at September 30, 2011 and December 31, 2010:

In millions of dollars	**September 30, 2011**	**December 31, 2010**
Carrying amount reported on the Consolidated Balance Sheet	**$ 6,414**	$ 7,230
Aggregate fair value in excess of unpaid principal balance	**305**	81
Balance of non-accrual loans or loans more than 90 days past due		1
Aggregate unpaid principal balance in excess of fair value for non-accrual loans or loans more than 90 days past due		1

The changes in fair values of these mortgage loans are reported in *Other revenue* in the Company's Consolidated Statement of Income. The changes in fair value during the nine months ended September 30, 2011 and 2010 due to instrument-specific credit risk resulted in a loss of $0.2 million and $1 million, respectively. Related interest income continues to be measured based on the contractual interest rates and reported as such in the Consolidated Statement of Income.

Certain consolidated VIEs

The Company has elected the fair value option for all qualified assets and liabilities of certain VIEs that were consolidated beginning January 1, 2010, including certain private label mortgage securitizations, mutual fund deferred sales commissions and collateralized loan obligation VIEs. The Company elected the fair value option for these VIEs as the Company believes this method better reflects the economic risks, since substantially all of the Company's retained interests in these entities are carried at fair value.

With respect to the consolidated mortgage VIEs, the Company determined the fair value for the mortgage loans and long-term debt utilizing internal valuation techniques. The fair value of the long-term debt measured using internal valuation techniques is verified, where possible, to prices obtained from independent vendors. Vendors compile prices from various sources and may apply matrix pricing for similar securities when no price is observable. Security pricing associated with long-term debt that is verified is classified as Level 2 and non-verified debt is classified as Level 3. The fair value of mortgage loans of each VIE is derived from the security pricing. When substantially all of the long-term debt of a VIE is valued using Level 2 inputs, the corresponding mortgage loans are classified as Level 2. Otherwise, the mortgage loans of a VIE are classified as Level 3.

With respect to the consolidated mortgage VIEs for which the fair value option was elected, the mortgage loans are classified as *Loans* on Citigroup's Consolidated Balance Sheet. The changes in fair value of the loans are reported as *Other revenue* in the Company's Consolidated Statement of Income. Related interest revenue is measured based on the contractual interest rates and reported as *Interest revenue* in the Company's Consolidated Statement of Income. Information about these mortgage loans is included in the table below. The change in fair value of these loans due to instrument-specific credit risk was a loss of $280 million and a gain of $202 million for the nine months ended September 30, 2011 and 2010, respectively.

The debt issued by these consolidated VIEs is classified as long-term debt on Citigroup's Consolidated Balance Sheet. The changes in fair value for the majority of these liabilities are reported in *Other revenue* in the Company's Consolidated Statement of Income. Related interest

expense is measured based on the contractual interest rates and reported as such in the Consolidated Statement of Income. The aggregate unpaid principal balance of long-term debt of these consolidated VIEs exceeded the aggregate fair value by $1,001 and $857 million as of September 30, 2011 and December 31, 2010, respectively.

The following table provides information about Corporate and Consumer loans of consolidated VIEs carried at fair value at September 30, 2011 and December 31, 2010:

	September 30, 2011		December 31, 2010	
In millions of dollars	Corporate loans	Consumer loans	Corporate loans	Consumer loans
Carrying amount reported on the Consolidated Balance Sheet	**$ 240**	**$ 1,285**	$ 425	$ 1,718
Aggregate unpaid principal balance in excess of fair value	**409**	**510**	357	527
Balance of non-accrual loans or loans more than 90 days past due	**30**	**95**	45	133
Aggregate unpaid principal balance in excess of fair value for non-accrual loans or loans more than 90 days past due	**34**	**110**	43	139

Mortgage servicing rights

The Company accounts for mortgage servicing rights (MSRs) at fair value. Fair value for MSRs is determined using an option-adjusted spread valuation approach. This approach consists of projecting servicing cash flows under multiple interest-rate scenarios and discounting these cash flows using risk-adjusted rates. The model assumptions used in the valuation of MSRs include mortgage prepayment speeds and discount rates. The fair value of MSRs is primarily affected by changes in prepayments that result from shifts in mortgage interest rates. In managing this risk, the Company hedges a significant portion of the values of its MSRs through the use of interest-rate derivative contracts, forward-purchase commitments of mortgage-backed securities, and purchased securities classified as trading. See Note 17 to the Consolidated Financial Statements for further discussions regarding the accounting and reporting of MSRs.

These MSRs, which totaled $2.9 billion and $4.6 billion as of September 30, 2011 and December 31, 2010, respectively, are classified as *Mortgage servicing rights* on Citigroup's Consolidated Balance Sheet. Changes in fair value of MSRs are recorded in *Other revenue* in the Company's Consolidated Statement of Income.

Certain structured liabilities

The Company has elected the fair value option for certain structured liabilities whose performance is linked to structured interest rates, inflation, currency, equity, referenced credit or commodity risks (structured liabilities). The Company elected the fair value option, because these exposures are considered to be trading-related positions and, therefore, are managed on a fair value basis. These positions will continue to be classified as debt, deposits or derivatives (*Trading account liabilities*) on the Company's Consolidated Balance Sheet according to their legal form.

The change in fair value for these structured liabilities is reported in *Principal transactions* in the Company's Consolidated Statement of Income. Changes in fair value for structured debt with embedded equity, referenced credit or commodity underlying includes an economic component for accrued interest. For structured debt that contains embedded interest rate, inflation or currency risks, related interest expense is measured based on the contracted interest rates and reported as such in the Consolidated Statement of Income.

Certain non-structured liabilities

The Company has elected the fair value option for certain non-structured liabilities with fixed and floating interest rates (non-structured liabilities). The Company has elected the fair value option where the interest-rate risk of such liabilities is economically hedged with derivative contracts or the proceeds are used to purchase financial assets that will also be accounted for at fair value through earnings. The election has been made to mitigate accounting mismatches and to achieve operational simplifications. These positions are reported in *Short-term borrowings* and *Long-term debt* on the Company's Consolidated Balance Sheet. The change in fair value for these non-structured liabilities is reported in *Principal transactions* in the Company's Consolidated Statement of Income.

Related interest expense continues to be measured based on the contractual interest rates and reported as such in the Consolidated Statement of Income.

The following table provides information about long-term debt carried at fair value, excluding the debt issued by the consolidated VIEs, at September 30, 2011 and December 31, 2010:

In millions of dollars	September 30, 2011	December 31, 2010
Carrying amount reported on the Consolidated Balance Sheet	**$ 23,614**	$ 22,055
Aggregate unpaid principal balance in excess of fair value	**1,927**	477

The following table provides information about short-term borrowings carried at fair value:

In millions of dollars	September 30, 2011	December 31, 2010
Carrying amount reported on the Consolidated Balance Sheet	**$ 1,585**	$ 2,429
Aggregate unpaid principal balance in excess of fair value	**246**	81

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21. FAIR VALUE OF FINANCIAL INSTRUMENTS

Estimated Fair Value of Financial Instruments

The table below presents the carrying value and fair value of Citigroup's financial instruments. The disclosure excludes leases, affiliate investments, pension and benefit obligations and insurance policy claim reserves. In addition, contract-holder fund amounts exclude certain insurance contracts. Also as required, the disclosure excludes the effect of taxes, any premium or discount that could result from offering for sale at one time the entire holdings of a particular instrument, excess fair value associated with deposits with no fixed maturity and other expenses that would be incurred in a market transaction. In addition, the table excludes the values of non-financial assets and liabilities, as well as a wide range of franchise, relationship and intangible values (but includes mortgage servicing rights), which are integral to a full assessment of Citigroup's financial position and the value of its net assets.

The fair value represents management's best estimates based on a range of methodologies and assumptions. The carrying value of short-term financial instruments not accounted for at fair value, as well as receivables and payables arising in the ordinary course of business, approximates fair value because of the relatively short period of time between their origination and expected realization. Quoted market prices are used when available for investments and for both trading and end-user derivatives, as well as for liabilities, such as long-term debt, with quoted prices. For loans not accounted for at fair value, cash flows are discounted at quoted secondary market rates or estimated market rates if available. Otherwise, sales of comparable loan portfolios or current market origination rates for loans with similar terms and risk characteristics are used. Expected credit losses are either embedded in the estimated future cash flows or incorporated as an adjustment to the discount rate used. The value of collateral is also considered. For liabilities such as long-term debt not accounted for at fair value and without quoted market prices, market borrowing rates of interest are used to discount contractual cash flows.

	September 30, 2011		December 31, 2010	
In billions of dollars	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Assets				
Investments	**$ 286.7**	**$ 285.8**	$ 318.2	$ 319.0
Federal funds sold and securities borrowed or purchased under agreements to resell	**290.6**	**290.6**	246.7	246.7
Trading account assets	**320.6**	**320.6**	317.3	317.3
Loans(1)	**602.7**	**595.3**	605.5	584.3
Other financial assets(2)	**292.7**	**292.2**	280.5	280.2

	September 30, 2011		December 31, 2010	
In billions of dollars	Carrying value	Estimated fair value	Carrying value	Estimated fair value
Liabilities				
Deposits	**$ 851.3**	**$ 850.0**	$ 845.0	$ 843.2
Federal funds purchased and securities loaned or sold under agreements to repurchase	**223.6**	**223.6**	189.6	189.6
Trading account liabilities	**148.9**	**148.9**	129.1	129.1
Long-term debt	**333.8**	**323.3**	381.2	384.5
Other financial liabilities(3)	**169.5**	**169.5**	171.2	171.2

(1) The carrying value of loans is net of the *Allowance for loan losses* of $32.1 billion for September 30, 2011 and $40.7 billion for December 31, 2010. In addition, the carrying values exclude $2.5 billion and $2.6 billion of lease finance receivables at September 30, 2011 and December 31, 2010, respectively.

(2) Includes cash and due from banks, deposits with banks, brokerage receivables, reinsurance recoverable, mortgage servicing rights, separate and variable accounts and other financial instruments included in *Other assets* on the Consolidated Balance Sheet, for all of which the carrying value is a reasonable estimate of fair value.

(3)

Includes brokerage payables, separate and variable accounts, short-term borrowings and other financial instruments included in *Other liabilities* on the Consolidated Balance Sheet, for all of which the carrying value is a reasonable estimate of fair value.

Fair values vary from period to period based on changes in a wide range of factors, including interest rates, credit quality, and market perceptions of value and as existing assets and liabilities run off and new transactions are entered into.

The estimated fair values of loans reflect changes in credit status since the loans were made, changes in interest rates in the case of fixed-rate loans, and premium values at origination of certain loans. The carrying values (reduced by the *Allowance for loan losses*) exceeded the estimated fair values of Citigroup's loans, in aggregate, by $7.4 billion and by $21.2 billion at September 30, 2011 and December 31, 2010, respectively. At September 30, 2011, the carrying values, net of allowances, exceeded the estimated fair values by $5.9 billion and $1.5 billion for Consumer loans and Corporate loans, respectively.

The estimated fair values of the Company's corporate unfunded lending commitments at September 30, 2011 and December 31, 2010 were liabilities of $5.8 billion and $5.6 billion, respectively. The Company does not estimate the fair values of consumer unfunded lending commitments, which are generally cancelable by providing notice to the borrower.

22. GUARANTEES AND COMMITMENTS

Guarantees

The Company provides a variety of guarantees and indemnifications to Citigroup customers to enhance their credit standing and enable them to complete a wide variety of business transactions. For certain contracts meeting the definition of a guarantee, the guarantor must recognize, at inception, a liability for the fair value of the obligation undertaken in issuing the guarantee.

In addition, the guarantor must disclose the maximum potential amount of future payments the guarantor could be required to make under the guarantee, if there were a total default by the guaranteed parties. The determination of the maximum potential future payments is based on the notional amount of the guarantees without consideration of possible recoveries under recourse provisions or from collateral held or pledged. Such amounts bear no relationship to the anticipated losses, if any, on these guarantees.

The following tables present information about the Company's guarantees at September 30, 2011 and December 31, 2010:

	Maximum potential amount of future payments			
In billions of dollars at September 30, 2011 except carrying value in millions	**Expire within 1 year**	**Expire after 1 year**	**Total amount outstanding**	**Carrying value *(in millions)***
2011				
Financial standby letters of credit	**$ 25.9**	**$ 71.9**	**$ 97.8**	**$ 468.8**
Performance guarantees	**7.3**	**5.0**	**12.3**	**47.2**
Derivative instruments considered to be guarantees	**8.6**	**8.5**	**17.1**	**2,307.7**
Loans sold with recourse		**0.5**	**0.5**	**112.7**
Securities lending indemnifications(1)	**84.5**		**84.5**	
Credit card merchant processing(1)	**71.6**		**71.6**	
Custody indemnifications and other		**42.9**	**42.9**	**9.7**
Total	**$ 197.9**	**$ 128.8**	**$ 326.7**	**$ 2,946.1**

(1) The carrying values of securities lending indemnifications and credit card merchant processing are not material, as the Company has determined that the amount and probability of potential liabilities arising from these guarantees are not significant.

	Maximum potential amount of future payments			
In billions of dollars at December 31, 2010 except carrying value in millions	**Expire within 1 year**	**Expire after 1 year**	**Total amount outstanding**	**Carrying value *(in millions)***
2010				
Financial standby letters of credit	$ 26.4	$ 68.4	$ 94.8	$ 225.9
Performance guarantees	9.1	4.6	13.7	35.8
Derivative instruments considered to be guarantees	7.5	7.5	15.0	1,445.2
Loans sold with recourse		0.4	0.4	117.3
Securities lending indemnifications(1)	70.4		70.4	
Credit card merchant processing(1)	65.0		65.0	
Custody indemnifications and other		40.2	40.2	253.8
Total	$ 178.4	$ 121.1	$ 299.5	$ 2,078.0

(1) The carrying values of guarantees of collections of contractual cash flows, securities lending indemnifications and credit card merchant processing are not material, as the Company has determined that the amount and probability of potential liabilities arising from these guarantees are not significant.

Financial standby letters of credit

Citigroup issues standby letters of credit which substitute its own credit for that of the borrower. If a letter of credit is drawn down, the borrower is obligated to repay Citigroup. Standby letters of credit protect a third party from defaults on contractual obligations. Financial standby letters of credit include guarantees of payment of insurance premiums and reinsurance risks that support industrial revenue bond underwriting and settlement of payment obligations to clearing houses, and also support options and purchases of securities or are in lieu of escrow deposit accounts. Financial standbys also backstop loans, credit facilities, promissory notes and trade acceptances.

Performance guarantees

Performance guarantees and letters of credit are issued to guarantee a customer's tender bid on a construction or systems-installation project or to guarantee completion of such projects in accordance with contract terms. They are also issued to support a customer's obligation to supply specified products, commodities, or maintenance or warranty services to a third party.

Derivative instruments considered to be guarantees

Derivatives are financial instruments whose cash flows are based on a notional amount and an underlying, where there is little or no initial investment, and whose terms require or permit net settlement. Derivatives may be used for a variety of reasons, including risk management, or to enhance returns. Financial institutions often act as intermediaries for their clients, helping clients reduce their risks. However, derivatives may also be used to take a risk position.

The derivative instruments considered to be guarantees, which are presented in the tables above, include only those instruments that require Citi to make payments to the counterparty based on changes in an underlying instrument that is related to an asset, a liability, or an equity security held by the guaranteed party. More specifically, derivative instruments considered to be guarantees include certain over-the-counter written put options where the counterparty is not a bank, hedge fund or broker-dealer (such counterparties are considered to be dealers in these markets and may, therefore, not hold the underlying instruments). However, credit derivatives sold by the Company are excluded from this presentation, as they are disclosed separately in Note 18 to the Consolidated Financial Statements. In addition, non-credit derivative contracts that are cash settled and for which the Company is unable to assert that it is probable the counterparty held the underlying instrument at the inception of the contract also are excluded from the disclosure above.

In instances where the Company's maximum potential future payment is unlimited, the notional amount of the contract is disclosed.

Loans sold with recourse

Loans sold with recourse represent the Company's obligations to reimburse the buyers for loan losses under certain circumstances. Recourse refers to the clause in a sales agreement under which a lender will fully reimburse the buyer/investor for any losses resulting from the purchased loans. This may be accomplished by the seller's taking back any loans that become delinquent.

In addition to the amounts shown in the table above, the repurchase reserve for Consumer mortgages representations and warranties was $1,076 million and $969 million at September 30, 2011 and December 31, 2010, respectively, and these amounts are included in *Other liabilities* on the Consolidated Balance Sheet.

The repurchase reserve estimation process is subject to numerous estimates and judgments. The assumptions used to calculate the repurchase reserve contain a level of uncertainty and risk that, if different from actual results, could have a material impact on the reserve amounts. The key assumptions are:

loan documentation requests;

repurchase claims as a percentage of loan documentation requests;

claims appeal success rate; and

estimated loss given repurchase or make-whole.

Citi estimates that if there were a simultaneous 10% adverse change in each of the significant assumptions, the repurchase reserve would increase by approximately $607 million as of September 30, 2011. This potential change is hypothetical and intended to indicate the sensitivity of the repurchase reserve to changes in the key assumptions. Actual changes in the key assumptions may not occur at the same time or to the same degree (i.e., an adverse change in one assumption may be offset by an improvement in another). Citi does not believe it has sufficient information to estimate a range of reasonably possible loss (as defined under ASC 450) relating to its Consumer representations and warranties.

Securities lending indemnifications

Owners of securities frequently lend those securities for a fee to other parties who may sell them short or deliver them to another party to satisfy some other obligation. Banks may administer such securities lending programs for their clients. Securities lending indemnifications are issued by the bank to guarantee that a securities lending customer will be made whole in the event that the security borrower does not return the security subject to the lending agreement and collateral held is insufficient to cover the market value of the security.

Credit card merchant processing

Credit card merchant processing guarantees represent the Company's indirect obligations in connection with the processing of private label and bankcard transactions on behalf of merchants.

Citigroup's primary credit card business is the issuance of credit cards to individuals. In addition, the Company: (a) provides transaction processing services to various merchants with respect to its private-label cards and (b) has potential liability for transaction processing services provided by a third-party related to previously transferred merchant credit card processing contracts. The nature of the liability in either case arises as a result of a billing dispute between a merchant and a cardholder that is ultimately resolved in the cardholder's favor. The merchant is liable to refund the amount to the cardholder. In general, if the credit card processing company is unable to collect this amount from the merchant the credit card processing company bears the loss for the amount of the credit or refund paid to the cardholder.

With regard to (a) above, the Company continues to have the primary contingent liability with respect to its portfolio of private-label merchants. The risk of loss is mitigated as the cash flows between the Company and the merchant are settled on a net basis and the Company has the right to offset any payments with cash flows otherwise due to the merchant. To further mitigate this risk the Company may delay settlement, require a merchant to make an escrow deposit, include event triggers to provide the Company with more financial and operational control in the event of the financial deterioration of the merchant, or require various credit enhancements (including letters of credit and bank guarantees). In the unlikely event that a private-label merchant is unable to deliver products, services or a refund to its private-label cardholders, the Company is contingently liable to credit or refund cardholders.

With regard to (b) above, the Company has a potential liability for bankcard transactions with merchants whose contracts were previously transferred by the Company to a

third-party credit card processor, should that processor fail to perform.

The Company's maximum potential contingent liability related to both bankcard and private-label merchant processing services is estimated to be the total volume of credit card transactions that meet the requirements to be valid chargeback transactions at any given time. At September 30, 2011 and December 31, 2010, this maximum potential exposure was estimated to be $72 billion and $65 billion, respectively.

However, the Company believes that the maximum exposure is not representative of the actual potential loss exposure based on the Company's historical experience and its position as a secondary guarantor (in the case of previously transferred merchant credit card processing contracts). In both cases, this contingent liability is unlikely to arise, as most products and services are delivered when purchased and amounts are refunded when items are returned to merchants. The Company assesses the probability and amount of its contingent liability related to merchant processing based on the financial strength of the primary guarantor, the extent and nature of unresolved charge-backs and its historical loss experience. At September 30, 2011 and December 31, 2010, the estimated losses incurred and the carrying amounts of the Company's contingent obligations related to merchant processing activities were immaterial.

Custody indemnifications

Custody indemnifications are issued to guarantee that custody clients will be made whole in the event that a third-party subcustodian or depository institution fails to safeguard clients' assets.

Other guarantees and indemnifications

Credit Card Protection Programs

The Company, through its credit card business, provides various cardholder protection programs on several of its card products, including programs that provide insurance coverage for rental cars, coverage for certain losses associated with purchased products, price protection for certain purchases and protection for lost luggage. These guarantees are not included in the table, since the total outstanding amount of the guarantees and the Company's maximum exposure to loss cannot be quantified. The protection is limited to certain types of purchases and certain types of losses and it is not possible to quantify the purchases that would qualify for these benefits at any given time. The Company assesses the probability and amount of its potential liability related to these programs based on the extent and nature of its historical loss experience. At September 30, 2011 and December 31, 2010, the actual and estimated losses incurred and the carrying value of the Company's obligations related to these programs were immaterial.

Other Representation and Warranty Indemnifications

In the normal course of business, the Company provides standard representations and warranties to counterparties in contracts in connection with numerous transactions and also provides indemnifications, including indemnifications that protect the counterparties to the contracts in the event that additional taxes are owed due either to a change in the tax law or an adverse interpretation of the tax law. Counterparties to these transactions provide the Company with comparable indemnifications. While such representations, warranties and indemnifications are essential components of many contractual relationships, they do not represent the underlying business purpose for the transactions. The indemnification clauses are often standard contractual terms related to the Company's own performance under the terms of a contract and are entered into in the normal course of business based on an assessment that the risk of loss is remote. Often these clauses are intended to ensure that terms of a contract are met at inception. No compensation is received for these standard representations and warranties, and it is not possible to determine their fair value because they rarely, if ever, result in a payment. In many cases, there are no stated or notional amounts included in the indemnification clauses and the contingencies potentially triggering the obligation to indemnify have not occurred and are not expected to occur. These indemnifications are not included in the tables above.

Value-Transfer Networks

The Company is a member of, or shareholder in, hundreds of value-transfer networks (VTNs) (payment, clearing and settlement systems as well as exchanges) around the world. As a condition of membership, many of these VTNs require that members stand ready to pay a pro rata share of the losses incurred by the organization due to another member's default on its obligations. The Company's potential obligations may be limited to its membership interests in the VTNs, contributions to the VTN's funds, or, in limited cases, the obligation may be unlimited. The maximum exposure cannot be estimated as this would require an assessment of future claims that have not yet occurred. We believe the risk of loss is remote given historical experience with the VTNs. Accordingly, the Company's participation in VTNs is not reported in the Company's guarantees tables above and there are no amounts reflected on the Consolidated Balance Sheet as of September 30, 2011 or December 31, 2010 for potential obligations that could arise from the Company's involvement with VTN associations.

Long-Term Care Insurance Indemnification

In the sale of an insurance subsidiary, the Company provided an indemnification to an insurance company for policyholder claims and other liabilities relating to a book of long-term care (LTC) business (for the entire term of the LTC policies) that is fully reinsured by another insurance company. The reinsurer has funded two trusts with securities whose fair value (approximately $4.5 billion at September 30, 2011 and $3.6 billion at December 31, 2010) is designed to cover the insurance company's statutory liabilities for the LTC policies. The assets in these trusts are evaluated and adjusted periodically to ensure that the fair value of the assets continues to cover the estimated statutory liabilities related to the LTC policies, as those statutory liabilities change over time. If the reinsurer fails to perform under the reinsurance agreement for any reason, including insolvency, and the assets in the two trusts are insufficient or unavailable to the ceding insurance company, then Citigroup must indemnify the ceding insurance company for any losses actually incurred in connection with the LTC policies. Since both events would have to occur before Citi would become responsible for any payment to the ceding insurance company pursuant to its indemnification

obligation and the likelihood of such events occurring is currently not probable, there is no liability reflected in the Consolidated Balance Sheet as of September 30, 2011 related to this indemnification. However, Citi continues to closely monitor its potential exposure under this indemnification obligation.

Carrying Value Guarantees and Indemnifications

At September 30, 2011 and December 31, 2010, the total carrying amounts of the liabilities related to the guarantees and indemnifications included in the tables above amounted to approximately $2.9 billion and $2.1 billion, respectively. The carrying value of derivative instruments is included in either *Trading liabilities* or *Other liabilities*, depending upon whether the derivative was entered into for trading or non-trading purposes. The carrying value of financial and performance guarantees is included in *Other liabilities*. For loans sold with recourse, the carrying value of the liability is included in *Other liabilities*. In addition, at September 30, 2011 and December 31, 2010, *Other liabilities* on the Consolidated Balance Sheet include an allowance for credit losses of $1,139 million and $1,066 million, respectively, relating to letters of credit and unfunded lending commitments.

Collateral

Cash collateral available to the Company to reimburse losses realized under these guarantees and indemnifications amounted to $35 billion at September 30, 2011 and December 31, 2010. Securities and other marketable assets held as collateral amounted to $57 billion and $41 billion at September 30, 2011 and December 31, 2010, respectively, the majority of which collateral is held to reimburse losses realized under securities lending indemnifications. Additionally, letters of credit in favor of the Company held as collateral amounted to $1.5 billion and $2.0 billion at September 30, 2011 and December 31, 2010, respectively. Other property may also be available to the Company to cover losses under certain guarantees and indemnifications; however, the value of such property has not been determined.

Performance risk

Citigroup evaluates the performance risk of its guarantees based on the assigned referenced counterparty internal or external ratings. Where external ratings are used, investment-grade ratings are considered to be Baa/BBB and above, while anything below is considered non-investment grade. The Citigroup internal ratings are in line with the related external rating system. On certain underlying referenced credits or entities, ratings are not available. Such referenced credits are included in the *not rated* category. The maximum potential amount of the future payments related to guarantees and credit derivatives sold is determined to be the notional amount of these contracts, which is the par amount of the assets guaranteed.

Presented in the tables below are the maximum potential amounts of future payments that are classified based upon internal and external credit ratings as of September 30, 2011 and December 31, 2010. As previously mentioned, the determination of the maximum potential future payments is based on the notional amount of the guarantees without consideration of possible recoveries under recourse provisions or from collateral held or pledged. Such amounts bear no relationship to the anticipated losses, if any, on these guarantees.

	Maximum potential amount of future payments			
In billions of dollars as of September 30, 2011	**Investment grade**	**Non-investment grade**	**Not rated**	**Total**
Financial standby letters of credit	**$ 72.0**	**$ 17.9**	**$ 7.9**	**$ 97.8**
Performance guarantees	**7.0**	**3.0**	**2.3**	**12.3**
Derivative instruments deemed to be guarantees			**17.1**	**17.1**
Loans sold with recourse			**0.5**	**0.5**
Securities lending indemnifications			**84.5**	**84.5**
Credit card merchant processing			**71.6**	**71.6**
Custody indemnifications and other	**42.9**			**42.9**
Total	**$ 121.9**	**$ 20.9**	**$ 183.9**	**$ 326.7**

	Maximum potential amount of future payments			
In billions of dollars as of December 31, 2010	**Investment grade**	**Non-investment grade**	**Not rated**	**Total**
Financial standby letters of credit	$ 58.7	$ 13.2	$ 22.9	$ 94.8
Performance guarantees	7.0	3.4	3.3	13.7
Derivative instruments deemed to be guarantees			15.0	15.0
Loans sold with recourse			0.4	0.4

Securities lending indemnifications			70.4	70.4
Credit card merchant processing			65.0	65.0
Custody indemnifications and other	40.2			40.2
Total	**$ 105.9**	**$ 16.6**	**$ 177.0**	**$ 299.5**

Credit Commitments and Lines of Credit

The table below summarizes Citigroup's credit commitments as of September 30, 2011 and December 31, 2010:

In millions of dollars	U.S.	Outside of U.S.	September 30, 2011	December 31, 2010
Commercial and similar letters of credit	**$ 1,837**	**$ 7,656**	**$ 9,493**	$ 8,974
One- to four-family residential mortgages	**2,422**	**503**	**2,925**	2,980
Revolving open-end loans secured by one- to four-family residential properties	**16,974**	**2,808**	**19,782**	20,934
Commercial real estate, construction and land development	**1,646**	**286**	**1,932**	2,407
Credit card lines	**528,838**	**119,536**	**648,374**	698,673
Commercial and other consumer loan commitments	**146,059**	**90,056**	**236,115**	210,404
Total	**$ 697,776**	**$ 220,845**	**$ 918,621**	$ 944,372

The majority of unused commitments are contingent upon customers' maintaining specific credit standards. Commercial commitments generally have floating interest rates and fixed expiration dates and may require payment of fees. Such fees (net of certain direct costs) are deferred and, upon exercise of the commitment, amortized over the life of the loan or, if exercise is deemed remote, amortized over the commitment period.

Commercial and similar letters of credit

A commercial letter of credit is an instrument by which Citigroup substitutes its credit for that of a customer to enable the customer to finance the purchase of goods or to incur other commitments. Citigroup issues a letter on behalf of its client to a supplier and agrees to pay the supplier upon presentation of documentary evidence that the supplier has performed in accordance with the terms of the letter of credit. When a letter of credit is drawn, the customer is then required to reimburse Citigroup.

One- to four-family residential mortgages

A one- to four-family residential mortgage commitment is a written confirmation from Citigroup to a seller of a property that the bank will advance the specified sums enabling the buyer to complete the purchase.

Revolving open-end loans secured by one- to four-family residential properties

Revolving open-end loans secured by one- to four-family residential properties are essentially home equity lines of credit. A home equity line of credit is a loan secured by a primary residence or second home to the extent of the excess of fair market value over the debt outstanding for the first mortgage.

Commercial real estate, construction and land development

Commercial real estate, construction and land development include unused portions of commitments to extend credit for the purpose of financing commercial and multifamily residential properties as well as land development projects. Both secured-by-real-estate and unsecured commitments are included in this line, as well as undistributed loan proceeds, where there is an obligation to advance for construction progress payments. However, this line only includes those extensions of credit that, once funded, will be classified as *Total loans, net* on the Consolidated Balance Sheet.

Credit card lines

Citigroup provides credit to customers by issuing credit cards. The credit card lines are unconditionally cancellable by the issuer.

Commercial and other consumer loan commitments

Commercial and other consumer loan commitments include overdraft and liquidity facilities, as well as commercial commitments to make or purchase loans, to purchase third-party receivables, to provide note issuance or revolving underwriting facilities and to invest in the form of equity. Amounts include $78 billion and $79 billion with an original maturity of less than one year at September 30, 2011 and December 31, 2010, respectively.

In addition, included in this line item are highly leveraged financing commitments, which are agreements that provide funding to a borrower with higher levels of debt (measured by the ratio of debt capital to equity capital of the borrower) than is generally considered normal for other companies. This type of financing is commonly employed in corporate acquisitions, management buy-outs and similar transactions.

23. CONTINGENCIES

The following information supplements and amends, as applicable, the disclosures in Note 29 to the Consolidated Financial Statements of Citigroup's 2010 Annual Report on Form 10-K and Note 23 to the Consolidated Financial Statements of Citigroup's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011. For purposes of this Note, Citigroup and its affiliates and subsidiaries, as well as their current and former officers, directors and employees, are sometimes collectively referred to as Citigroup and Related Parties.

In accordance with ASC 450 (formerly SFAS 5), Citigroup establishes accruals for litigation and regulatory matters when Citigroup believes it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted from time to time, as appropriate, in light of additional information. The amount of loss ultimately incurred in relation to matters for which an accrual has been established may be substantially higher or lower than the amounts accrued for those matters.

If Citigroup has not accrued for a matter because the matter does not meet the criteria for accrual (as set forth above), or Citigroup believes an exposure to loss exists in excess of the amount accrued for a particular matter, in each case assuming a material loss is reasonably possible, Citigroup discloses the matter. In addition, for such matters, Citigroup discloses an estimate of the aggregate reasonably possible loss or range of loss in excess of the amounts accrued for those matters as to which an estimate can be made. At September 30, 2011, Citigroup's estimate was materially unchanged from its estimate of approximately $4 billion at December 31, 2010, as more fully described in Note 29 to the Consolidated Financial Statements in the 2010 Annual Report on Form 10-K.

As available information changes, the matters for which Citigroup is able to estimate, and the estimates themselves, will change. In addition, while many estimates presented in financial statements and other financial disclosure involve significant judgment and may be subject to significant uncertainty, estimates of the range of reasonably possible loss arising from litigation and regulatory proceedings are subject to particular uncertainties. For example, at the time of making an estimate, Citigroup may have only preliminary, incomplete or inaccurate information about the facts underlying the claim; its assumptions about the future rulings of the court or other tribunal on significant issues, or the behavior and incentives of adverse parties or regulators, may prove to be wrong; and the outcomes it is attempting to predict are often not amenable to the use of statistical or other quantitative analytical tools. In addition, from time to time an outcome may occur that Citigroup had not accounted for in its estimates because it had deemed such an outcome to be remote. For all these reasons, the amount of loss in excess of accruals ultimately incurred for the matters as to which an estimate has been made could be substantially higher or lower than the range of loss included in the estimate.

Subject to the foregoing, it is the opinion of Citigroup's management, based on current knowledge and after taking into account its current legal accruals, that the eventual outcome of all matters described in this Note would not be likely to have a material adverse effect on the consolidated financial condition of Citigroup. Nonetheless, given the substantial or indeterminate amounts sought in certain of these matters, and the inherent unpredictability of such matters, an adverse outcome in certain of these matters could, from time to time, have a material adverse effect on Citigroup's consolidated results of operations or cash flows in particular quarterly or annual periods.

For further information on ASC 450 and Citigroup's accounting and disclosure framework for litigation and regulatory matters, see Note 29 to the Consolidated Financial Statements in the 2010 Annual Report on Form 10-K.

Credit Crisis-Related Litigation and Other Matters

Subprime Mortgage Related Litigation and Other Matters

Regulatory Actions: On October 19, 2011, the U.S. Securities and Exchange Commission (SEC) and Citigroup announced a settlement, subject to judicial approval, in connection with the SEC's investigation into the structuring and sale of CDOs. Pursuant to the proposed settlement, Citigroup's U.S. broker-dealer Citigroup Global Markets Inc. (CGMI) agreed to pay $160 million in disgorgement, $30 million in prejudgment interest, and a civil penalty of $95 million relating to CGMI's role in the structuring and sale of the Class V Funding III CDO transaction. Additional information relating to this matter is publicly available in court filings under the docket number 11 Civ. 7387 (S.D.N.Y.) (Rakoff, J.).

Securities Actions: On October 11, 2011, additional individual investors who purchased debt securities issued by Citigroup filed an action on their own behalf in the Southern District of New York, asserting claims similar to those asserted in the IN RE CITIGROUP INC. BOND LITIGATION. Additional information relating to this action is publicly available in court filings under the docket number 11 Civ. 7138 (S.D.N.Y.) (Stein, J.).

ERISA Actions: On October 19, 2011, the Court of Appeals for the Second Circuit affirmed the district court's dismissal of plaintiffs' complaint in GRAY v. CITIGROUP INC. Additional information relating to this action is publicly available in court filings under the consolidated lead docket number 07 Civ. 9790 (S.D.N.Y.) (Stein, J.) and 09-3804 (2d Cir.).

Underwriting Matters: On September 28, 2011, the district court approved the settlement between plaintiffs and defendants, including Citigroup, in IN RE AMBAC FINANCIAL GROUP INC. SECURITIES LITIGATION. Additional information relating to this action is publicly available in court filings under docket number 08 Civ 0411 (S.D.N.Y.) (Buchwald, J.).

Subprime Counterparty and Investor Actions: Citigroup and Related Parties have been named as defendants in actions brought by counterparties and investors that have suffered losses as a result of the credit crisis. Those actions include claims asserted by investors in CDO-related transactions, including Moneygram Payment Systems, Inc., which filed a lawsuit in Minnesota state court on October 26, 2011, alleging misstatements in connection with the sale of CDO securities. Additional information relating to this action is publicly

available in court filings under docket number 102611H-10 (Minn. 4th Judicial District, Hennepin Cnty.). Additional actions asserting claims related to investments or participation in CDO-related transactions may be filed in the future.

On October 14, 2011, an arbitration panel issued a final award and statement of reasons finding in favor of Citigroup on all claims asserted by the Abu Dhabi Investment Authority (ADIA) in connection with its $7.5 billion investment in Citigroup.

Residential Mortgage-Backed Securities Investor Actions and Repurchase Claims: During the period 2005 through 2008, Citigroup affiliates (including both *S&B* and Consumer mortgage entities) sponsored approximately $91 billion in private-label mortgage-backed securitization transactions, of which approximately $35 billion remained outstanding at September 30, 2011. Losses to date on these issuances are estimated to be approximately $9.3 billion. From time to time, investors or other parties to such securitizations have contended, or may in the future contend, that Citigroup affiliates involved in the securitizations are responsible for such losses because of misstatements or omissions in connection with the issuance and underwriting of the securities, breaches of representations and warranties with respect to the underlying mortgage loans, or for other reasons.

On September 2, 2011, the Federal Housing Finance Agency (FHFA) filed four lawsuits against Citigroup and certain Related Parties alleging actionable misstatements or omissions in connection with the issuance and/or underwriting of residential mortgage-backed securities. The FHFA has asserted similar claims against numerous other financial institutions. The FHFA seeks rescission of investments made by Fannie Mae and Freddie Mac, and/or other damages. Additional information relating to these actions is publicly available in court filings under docket numbers 11 Civ. 6196 (S.D.N.Y.) (Crotty, J.), 11 Civ. 7010 (S.D.N.Y.) (Holwell, J.), 11 Civ. 6188 (S.D.N.Y.) (Cote, J.), and 11 Civ. 6916 (S.D.N.Y.) (Rakoff, J.).

On September 9, 2011, the Western & Southern Life Insurance Company and other entities filed an amended complaint against CGMI, as well as other financial institutions, alleging actionable misstatements or omissions in connection with the sale of residential mortgage-backed securities. Additional information relating to this action is publicly available in court filings under docket number A 1105042 (Ohio Ct. Common Pleas, Hamilton Cnty.).

In addition, other purchasers of residential mortgage-backed securities sold or underwritten by Citigroup affiliates have threatened to file lawsuits asserting similar claims, some of which Citigroup has agreed to toll pending further discussions with those investors.

Separately, with respect to assertions that certain Citigroup affiliates in its Consumer mortgage and *S&B* business breached representations and warranties made in connection with mortgage loans placed into securitization trusts, Citigroup has experienced, and may continue to experience in the future, an increase in the level of inquiries relating to these securitizations, particularly requests for loan files, among other matters, from trustees of securitization trusts and others. These inquiries may or may not lead to actual demands for repurchase of the affected mortgage loans; however, given the continued increased focus on mortgage-related matters, as well as the increasing level of litigation and regulatory activity relating to mortgage loans and mortgage-backed securities, not just for Citigroup but for the industry as a whole, these inquiries and/or repurchase demands may result in litigation.

Interbank Offered Rates-Related Litigation and Other Matters

A number of additional class and individual actions against banks that served on the London interbank offered rate (LIBOR) panel and their affiliates, including certain Citigroup subsidiaries, have been filed in various courts. On August 12, 2011, the Judicial Panel on Multidistrict Litigation issued an order consolidating and transferring all of the LIBOR-related actions pending before it at the time to Judge Buchwald in the Southern District of New York. Motions for appointment of interim lead counsel are pending before Judge Buchwald. Additional information relating to these actions is publicly available in court filings under docket numbers 1:11-md-2262-NRB (S.D.N.Y.) and 1:11-cv-6120-GBD (S.D.N.Y.).

KIKOs

As of September 30, 2011, there were 83 civil lawsuits filed by small and medium-sized enterprises in Korea against a Citigroup subsidiary (CKI) relating to foreign exchange derivative products with "knock-in, knock-out" features (KIKOs). To date, 78 decisions have been rendered at the district court level, and CKI has prevailed in 62 of these decisions. In the other 16 decisions, plaintiffs were awarded only a portion of the damages sought. The damage awards total approximately $19.5 million. CKI is appealing these 16 adverse decisions. A significant number of plaintiffs that had decisions rendered against them are also filing appeals, including plaintiffs that were awarded less than all of the damages they sought.

Parmalat Litigation and Other Matters

On April 18, 2011, the Milan criminal court acquitted the sole Citigroup defendant of market-rigging charges. Milan prosecutors have appealed part of that judgment and seek administrative remedies against Citigroup, which might include disgorgement of alleged profit and/or a

fine.

Research Analyst Litigation

On October 13, 2011, the court entered an order dismissing with prejudice all class action claims asserted in DISHER v. CITIGROUP GLOBAL MARKETS INC., holding that the claims were precluded under the Securities Litigation Uniform Standards Act of 1998. The court granted leave for lead plaintiff to file an amended complaint asserting only his individual state-law claims within 21 days. Additional information relating to this action is publicly available under docket number 04-L-265 (Ill.Cir.) (Hylla, J.).

Settlement Payments

Payments required in settlement agreements described above have been made or are covered by existing litigation accruals.

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Additional matters asserting claims similar to those described above may be filed in the future.

24. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through November 4, 2011, which is the date its Consolidated Financial Statements were issued.

25. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS SCHEDULES

These condensed Consolidating Financial Statements schedules are presented for purposes of additional analysis, but should be considered in relation to the Consolidated Financial Statements of Citigroup taken as a whole.

Citigroup Parent Company

The holding company, Citigroup Inc.

Citigroup Global Markets Holdings Inc. (CGMHI)

Citigroup guarantees various debt obligations of CGMHI as well as all of the outstanding debt obligations under CGMHI's publicly-issued debt.

Citigroup Funding Inc. (CFI)

CFI is a first-tier subsidiary of Citigroup and issues commercial paper, medium-term notes and structured equity-linked and credit-linked notes, all of which are guaranteed by Citigroup.

CitiFinancial Credit Company (CCC)

An indirect wholly owned subsidiary of Citigroup. CCC is a wholly owned subsidiary of Associates (see below). Citigroup has issued a full and unconditional guarantee of the outstanding indebtedness of CCC.

Associates First Capital Corporation (Associates)

A wholly owned subsidiary of Citigroup. Citigroup has issued a full and unconditional guarantee of the outstanding long-term debt securities and commercial paper of Associates. In addition, Citigroup guaranteed various debt obligations of Citigroup Finance Canada Inc. (CFCI), a wholly owned subsidiary of Associates. CFCI continues to issue debt in the Canadian market supported by a Citigroup guarantee. Associates is the immediate parent company of CCC (see above).

Other Citigroup Subsidiaries

Includes all other subsidiaries of Citigroup, intercompany eliminations, and income (loss) from discontinued operations.

Consolidating Adjustments

Includes Citigroup parent company elimination of distributed and undistributed income of subsidiaries, investment in subsidiaries and the elimination of CCC, which is included in the Associates column.

Condensed Consolidating Statements of Income

	Three months ended September 30, 2011							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries, eliminations and income from discontinued operations	Consolidating adjustments	Citigroup consolidated
Revenues								
Dividends from subsidiaries	$ 3,200	$	$	$	$	$	$ (3,200)	$
Interest revenue	$ 50	$ 1,478	$	$ 1,017	$ 1,168	$ 15,449	$ (1,017)	$ 18,145
Interest revenue intercompany	827	532	661	25	95	(2,115)	(25)	
Interest expense	2,006	556	558	23	67	2,844	(23)	6,031
Interest expense intercompany	(120)	932	(16)	343	317	(1,113)	(343)	
Net interest revenue	$ (1,009)	$ 522	$ 119	$ 676	$ 879	$ 11,603	$ (676)	$ 12,114
Commissions and fees	$	$ 888	$	2	22	$ 2,133	$ (2)	$ 3,043
Commissions and fees intercompany		(3)		27	30	(27)	(27)	
Principal transactions	(44)	628	1,534		(23)	8		2,103
Principal transactions intercompany		(878)	(740)			1,618		
Other income	(3,405)	188	(84)	114	117	6,755	(114)	3,571
Other income intercompany	3,823	410	156		(1)	(4,388)		
Total non-interest revenues	$ 374	$ 1,233	$ 866	$ 143	$ 145	$ 6,099	$ (143)	$ 8,717
Total revenues, net of interest expense	$ 2,565	$ 1,755	$ 985	$ 819	$ 1,024	$ 17,702	$ (4,019)	$ 20,831
Provisions for credit losses and for benefits and claims	$	$ 1	$	$ 469	$ 516	$ 2,834	$ (469)	$ 3,351
Expenses								
Compensation and benefits	$ (15)	$ 1,182	$	$ 122	$ 173	$ 4,883	$ (122)	$ 6,223
Compensation and benefits intercompany	1	61		29	29	(91)	(29)	
Other expense	176	731		134	166	5,164	(134)	6,237
Other expense intercompany	100	157	5	86	96	(358)	(86)	
Total operating expenses	$ 262	$ 2,131	$ 5	$ 371	$ 464	$ 9,598	$ (371)	$ 12,460
Income (loss) before taxes and equity in undistributed income of subsidiaries	$ 2,303	$ (377)	$ 980	$ (21)	$ 44	$ 5,270	$ (3,179)	$ 5,020
Provision (benefit) for income taxes	(300)	(121)	395	(15)	7	1,297	15	1,278
Equity in undistributed income of subsidiaries	1,168						(1,168)	
Income (loss) from continuing operations	$ 3,771	$ (256)	$ 585	$ (6)	$ 37	$ 3,973	$ (4,362)	$ 3,742
Income (loss) from discontinued operations, net of taxes						1		1
Net income (loss) before attribution of noncontrolling interests	$ 3,771	$ (256)	$ 585	$ (6)	$ 37	$ 3,974	$ (4,362)	$ 3,743
Net income (loss) attributable to noncontrolling interests		7				(35)		(28)
Net income (loss) after attribution of noncontrolling interests	$ 3,771	$ (263)	$ 585	$ (6)	$ 37	$ 4,009	$ (4,362)	$ 3,771

Condensed Consolidating Statements of Income

	Three months ended September 30, 2010							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries, eliminations and income from discontinued operations	Consolidating adjustments	Citigroup consolidated
Revenues								
Dividends from subsidiaries	$ 1,650	$	$	$	$	$	$ (1,650)	$
Interest revenue	$ 65	$ 1,569	$ 8	$ 1,255	$ 1,439	$ 16,230	$ (1,255)	$ 19,311
Interest revenue intercompany	963	661	741	22	97	(2,462)	(22)	
Interest expense	2,138	522	508	18	66	2,949	(18)	6,183
Interest expense intercompany	(218)	892	347	463	384	(1,405)	(463)	
Net interest revenue	$ (892)	$ 816	$ (106)	$ 796	$ 1,086	$ 12,224	$ (796)	$ 13,128
Commissions and fees	$	$ 1,062	$	$ 14	$ 34	$ 2,152	$ (14)	$ 3,248
Commissions and fees intercompany		31		37	41	(72)	(37)	
Principal transactions	(194)	2,231	(639)		2	685		2,085
Principal transactions intercompany	(3)	(1,727)	653		1	1,076		
Other income	(3,915)	170	114	171	178	5,730	(171)	2,277
Other income intercompany	4,146	47	(58)		38	(4,173)		
Total non-interest revenues	$ 34	$ 1,814	$ 70	$ 222	$ 294	$ 5,398	$ (222)	$ 7,610
Total revenues, net of interest expense	$ 792	$ 2,630	$ (36)	$ 1,018	$ 1,380	$ 17,622	$ (2,668)	$ 20,738
Provisions for credit losses and for benefits and claims	$	$ (5)	$	$ 550	$ 586	$ 5,338	$ (550)	$ 5,919
Expenses								
Compensation and benefits	$ 15	$ 1,454	$	$ 121	$ 162	$ 4,486	$ (121)	$ 6,117
Compensation and benefits intercompany	2	54		30	30	(86)	(30)	
Other expense	50	653	2	2,999	3,032	1,666	(2,999)	5,403
Other expense intercompany	84	141	1	151	160	(386)	(151)	
Total operating expenses	$ 151	$ 2,302	$ 3	$ 3,301	$ 3,384	$ 5,680	$ (3,301)	$ 11,520
Income (loss) before taxes and equity in undistributed income of subsidiaries	$ 641	$ 333	$ (39)	$ (2,833)	$ (2,590)	$ 6,604	$ 1,183	$ 3,299
Provision (benefit) for income taxes	(430)	68	(10)	(829)	(747)	1,817	829	698
Equity in undistributed income of subsidiaries	1,097						(1,097)	
Income (loss) from continuing operations	$ 2,168	$ 265	$ (29)	$ (2,004)	$ (1,843)	$ 4,787	$ (743)	$ 2,601
Income (loss) from discontinued operations, net of taxes						(374)		(374)
Net income (loss) before attribution of noncontrolling interests	$ 2,168	$ 265	$ (29)	$ (2,004)	$ (1,843)	$ 4,413	$ (743)	$ 2,227
Net income (loss) attributable to noncontrolling interests		15				44		59
Net income (loss) after attribution of noncontrolling interests	$ 2,168	$ 250	$ (29)	$ (2,004)	$ (1,843)	$ 4,369	$ (743)	$ 2,168

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Condensed Consolidating Statements of Income

	Nine months ended September 30, 2011							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries, eliminations and income from discontinued operations	Consolidating adjustments	Citigroup consolidated
Revenues								
Dividends from subsidiaries	$ 10,370	$	$	$	$	$	$ (10,370)	$
Interest revenue	$ 155	$ 4,439	$	$ 3,102	$ 3,589	$ 46,703	$ (3,102)	$ 54,886
Interest revenue intercompany	2,590	1,614	1,854	76	285	(6,343)	(76)	
Interest expense	6,164	1,838	1,595	75	215	8,710	(75)	18,522
Interest expense intercompany	(401)	2,505	285	1,121	961	(3,350)	(1,121)	
Net interest revenue	$ (3,018)	$ 1,710	$ (26)	$ 1,982	$ 2,698	$ 35,000	$ (1,982)	$ 36,364
Commissions and fees	$	$ 3,310	$	$ 5	$ 65	$ 6,593	$ (5)	$ 9,968
Commissions and fees intercompany		22		83	93	(115)	(83)	
Principal transactions	9	2,144	1,997		(29)	3,765		7,886
Principal transactions intercompany	1	(726)	(1,031)			1,756		
Other income	(4,823)	669	(73)	333	374	10,814	(333)	6,961
Other income intercompany	5,090	396	64	(3)	16	(5,566)	3	
Total non-interest revenues	$ 277	$ 5,815	$ 957	$ 418	$ 519	$ 17,247	$ (418)	$ 24,815
Total revenues, net of interest expense	$ 7,629	$ 7,525	$ 931	$ 2,400	$ 3,217	$ 52,247	$ (12,770)	$ 61,179
Provisions for credit losses and for benefits and claims	$	$ 7	$	$ 1,242	$ 1,377	$ 8,538	$ (1,242)	$ 9,922
Expenses								
Compensation and benefits	$ 51	$ 4,203	$	$ 341	$ 483	$ 14,564	$ (341)	$ 19,301
Compensation and benefits intercompany	5	177		89	89	(271)	(89)	
Other expense	753	2,068	1	462	565	15,034	(462)	18,421
Other expense intercompany	302	338	7	273	300	(947)	(273)	
Total operating expenses	$ 1,111	$ 6,786	$ 8	$ 1,165	$ 1,437	$ 28,380	$ (1,165)	$ 37,722
Income (loss) before taxes and equity in undistributed income of subsidiaries	$ 6,518	$ 732	$ 923	$ (7)	$ 403	$ 15,329	$ (10,363)	$ 13,535
Provision (benefit) for income taxes	(1,633)	350	324	(36)	108	4,281	36	3,430
Equity in undistributed income of subsidiaries	1,960						(1,960)	
Income (loss) from continuing operations	$ 10,111	$ 382	$ 599	$ 29	$ 295	$ 11,048	$ (12,359)	$ 10,105
Income (loss) from discontinued operations, net of taxes						112		112
Net income (loss) before attribution of noncontrolling interests	$ 10,111	$ 382	$ 599	$ 29	$ 295	$ 11,160	$ (12,359)	$ 10,217
Net income (loss) attributable to noncontrolling interests		37				69		106
Net income (loss) after attribution of noncontrolling interests	$ 10,111	$ 345	$ 599	$ 29	$ 295	$ 11,091	$ (12,359)	$ 10,111

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Condensed Consolidating Statements of Income

	Nine months ended September 30, 2010							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries, eliminations and income from discontinued operations	Consolidating adjustments	Citigroup consolidated
Revenues								
Dividends from subsidiaries	$ 13,254	$	$	$	$	$	$ (13,254)	$
Interest revenue	$ 208	$ 4,620	$ 8	$ 3,983	$ 4,568	$ 51,046	$ (3,983)	$ 60,450
Interest revenue intercompany	2,010	1,657	2,378	62	288	(6,333)	(62)	
Interest expense	6,489	1,619	1,774	65	213	8,859	(65)	18,954
Interest expense intercompany	(623)	2,219	139	1,488	1,024	(2,759)	(1,488)	
Net interest revenue	$ (3,648)	$ 2,439	$ 473	$ 2,492	$ 3,619	$ 38,613	$ (2,492)	$ 41,496
Commissions and fees	$	$ 3,274	$	$ 37	$ 109	$ 6,739	$ (37)	$ 10,122
Commissions and fees intercompany		112		114	127	(239)	(114)	
Principal transactions	(263)	8,278	(138)		(4)	690		8,563
Principal transactions intercompany	(6)	(4,672)	496		(122)	4,304		
Other income	(4,253)	571	114	385	551	11,066	(385)	8,049
Other income intercompany	4,651	52	(58)		54	(4,699)		
Total non-interest revenues	$ 129	$ 7,615	$ 414	$ 536	$ 715	$ 17,861	$ (536)	$ 26,734
Total revenues, net of interest expense	$ 9,735	$ 10,054	$ 887	$ 3,028	$ 4,334	$ 56,474	$ (16,282)	$ 68,230
Provisions for credit losses and for benefits and claims	$	$ 22	$	$ 1,853	$ 2,038	$ 19,142	$ (1,853)	$ 21,202
Expenses								
Compensation and benefits	$ 115	$ 4,317	$	$ 405	$ 551	$ 13,257	$ (405)	$ 18,240
Compensation and benefits intercompany	5	160		97	97	(262)	(97)	
Other expense	255	2,170	2	3,234	3,351	10,886	(3,234)	16,664
Other expense intercompany	239	82	5	471	500	(826)	(471)	
Total operating expenses	$ 614	$ 6,729	$ 7	$ 4,207	$ 4,499	$ 23,055	$ (4,207)	$ 34,904
Income (loss) before taxes and equity in undistributed income of subsidiaries	$ 9,121	$ 3,303	$ 880	$ (3,032)	$ (2,203)	$ 14,277	$ (10,222)	$ 12,124
Provision (benefit) for income taxes	(1,906)	1,053	308	(901)	(633)	3,724	901	2,546
Equity in undistributed income of subsidiaries	(1,734)						1,734	
Income (loss) from continuing operations	$ 9,293	$ 2,250	$ 572	$ (2,131)	$ (1,570)	$ 10,553	$ (9,389)	$ 9,578
Income (loss) from discontinued operations, net of taxes						(166)		(166)
Net income (loss) before attribution of noncontrolling interests	$ 9,293	$ 2,250	$ 572	$ (2,131)	$ (1,570)	$ 10,387	$ (9,389)	$ 9,412
Net income (loss) attributable to noncontrolling interests		31				88		119
Net income (loss) after attribution of noncontrolling interests	$ 9,293	$ 2,219	$ 572	$ (2,131)	$ (1,570)	$ 10,299	$ (9,389)	$ 9,293

Condensed Consolidating Balance Sheet

	September 30, 2011							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup consolidated
Assets								
Cash and due from banks	$	$ 2,886	$	$ 274	$ 382	$ 25,682	$ (274)	$ 28,950
Cash and due from banks intercompany	2	2,501		179	191	(2,694)	(179)	
Federal funds sold and resale agreements		229,221				61,424		290,645
Federal funds sold and resale agreements intercompany		19,667				(19,667)		
Trading account assets	13	136,065			13	184,546		320,637
Trading account assets intercompany	74	10,722	140			(10,936)		
Investments	30,551	145		2,110	2,187	253,774	(2,110)	286,657
Loans, net of unearned income		183		28,905	32,604	604,452	(28,905)	637,239
Loans, net of unearned income intercompany			64,422	4,112	8,968	(73,390)	(4,112)	
Allowance for loan losses		(49)		(2,648)	(2,887)	(29,116)	2,648	(32,052)
Total loans, net	$	$ 134	$ 64,422	$ 30,369	$ 38,685	$ 501,946	$ (30,369)	$ 605,187
Advances to subsidiaries	103,880					(103,880)		
Investments in subsidiaries	204,738						(204,738)	
Other assets	21,195	73,134	369	4,567	7,621	301,597	(4,567)	403,916
Other assets intercompany	39,008	35,934	2,192	1	1,865	(78,999)	(1)	
Total assets	$ 399,461	$ 510,409	$ 67,123	$ 37,500	$ 50,944	$ 1,112,793	$ (242,238)	$ 1,935,992
Liabilities and equity								
Deposits	$	$	$	$	$	$ 851,281	$	$ 851,281
Federal funds purchased and securities loaned or sold		174,284				49,328		223,612
Federal funds purchased and securities loaned or sold intercompany	185	27,224				(27,409)		
Trading account liabilities		95,659	21			53,171		148,851
Trading account liabilities intercompany	73	9,535	310			(9,918)		
Short-term borrowings	13	2,713	10,060	750	1,499	51,533	(750)	65,818
Short-term borrowings intercompany		40,473	5,189	10,627	5,190	(50,852)	(10,627)	
Long-term debt	185,953	6,931	46,752	2,742	5,639	88,549	(2,742)	333,824
Long-term debt intercompany	13	64,790	1,948	18,325	29,695	(96,446)	(18,325)	
Advances from subsidiaries	19,723					(19,723)		
Other liabilities	6,412	61,444	730	1,791	2,221	62,457	(1,791)	133,264
Other liabilities intercompany	9,717	12,312	295	384	360	(22,684)	(384)	
Total liabilities	$ 222,089	$ 495,365	$ 65,305	$ 34,619	$ 44,604	$ 929,287	$ (34,619)	$ 1,756,650
Citigroup stockholders' equity	177,372	14,579	1,818	2,881	6,340	182,001	(207,619)	177,372
Noncontrolling interests		465				1,505		1,970
Total equity	$ 177,372	$ 15,044	$ 1,818	$ 2,881	$ 6,340	$ 183,506	$ (207,619)	$ 179,342
Total liabilities and equity	$ 399,461	$ 510,409	$ 67,123	$ 37,500	$ 50,944	$ 1,112,793	$ (242,238)	$ 1,935,992

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Condensed Consolidating Balance Sheet

	December 31, 2010							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup consolidated
Assets								
Cash and due from banks	$	$ 2,553	$	$ 170	$ 221	$ 25,198	$ (170)	$ 27,972
Cash and due from banks intercompany	11	2,667		153	177	(2,855)	(153)	
Federal funds sold and resale agreements		191,963				54,754		246,717
Federal funds sold and resale agreements intercompany		14,530				(14,530)		
Trading account assets	15	135,224	60		9	181,964		317,272
Trading account assets intercompany	55	11,195	426			(11,676)		
Investments	21,982	263		2,008	2,093	293,826	(2,008)	318,164
Loans, net of unearned income		216		32,948	37,803	610,775	(32,948)	648,794
Loans, net of unearned income intercompany			95,507	3,723	6,517	(102,024)	(3,723)	
Allowance for loan losses		(46)		(3,181)	(3,467)	(37,142)	3,181	(40,655)
Total loans, net	$	$ 170	$ 95,507	$ 33,490	$ 40,853	$ 471,609	$ (33,490)	$ 608,139
Advances to subsidiaries	133,320					(133,320)		
Investments in subsidiaries	205,043						(205,043)	
Other assets	19,572	66,467	561	4,318	8,311	300,727	(4,318)	395,638
Other assets intercompany	10,609	46,856	2,549		1,917	(61,931)		
Total assets	$ 390,607	$ 471,888	$ 99,103	$ 40,139	$ 53,581	$ 1,103,766	$ (245,182)	$ 1,913,902
Liabilities and equity								
Deposits	$	$	$	$	$	$ 844,968	$	$ 844,968
Federal funds purchased and securities loaned or sold		156,312				33,246		189,558
Federal funds purchased and securities loaned or sold intercompany	185	7,537				(7,722)		
Trading account liabilities		75,454	45			53,555		129,054
Trading account liabilities intercompany	55	10,265	88			(10,408)		
Short-term borrowings	16	2,296	11,024	750	1,491	63,963	(750)	78,790
Short-term borrowings intercompany		66,838	33,941	4,208	2,797	(103,576)	(4,208)	
Long-term debt	191,944	9,566	50,629	3,396	6,603	122,441	(3,396)	381,183
Long-term debt intercompany	389	60,088	1,705	26,339	33,224	(95,406)	(26,339)	
Advances from subsidiaries	22,698					(22,698)		
Other liabilities	5,841	58,056	175	1,922	3,104	57,384	(1,922)	124,560
Other liabilities intercompany	6,011	9,883	277	668	295	(16,466)	(668)	
Total liabilities	$ 227,139	$ 456,295	$ 97,884	$ 37,283	$ 47,514	$ 919,281	$ (37,283)	$ 1,748,113
Citigroup stockholders' equity	$ 163,468	$ 15,178	$ 1,219	$ 2,856	$ 6,067	$ 182,579	$ (207,899)	$ 163,468
Noncontrolling interests		415				1,906		2,321
Total equity	$ 163,468	$ 15,593	$ 1,219	$ 2,856	$ 6,067	$ 184,485	$ (207,899)	$ 165,789
Total liabilities and equity	$ 390,607	$ 471,888	$ 99,103	$ 40,139	$ 53,581	$ 1,103,766	$ (245,182)	$ 1,913,902

Condensed Consolidating Statements of Cash Flows

	Nine Months Ended September 30, 2011							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup Consolidated
Net cash (used in) provided by operating activities	**$ (9,397)**	**$ 13,803**	**$ 2,189**	**$ 990**	**$ 1,379**	**$ 22,846**	**$ (990)**	**$ 30,820**
Cash flows from investing activities								
Change in loans	$	$	$ 31,465	$ 1,879	$ 2,474	$ (40,328)	$ (1,879)	$ (6,389)
Proceeds from sales of loans		3		2	349	8,589	(2)	8,941
Purchases of investments	(31,805)	(1)		(416)	(416)	(222,189)	416	(254,411)
Proceeds from sales of investments	3,079	83		97	97	155,895	(97)	159,154
Proceeds from maturities of investments	20,292			216	216	91,901	(216)	112,409
Changes in investments and advances-intercompany	31,088	(254)		(389)	(2,451)	(28,383)	389	
Business acquisitions	(10)					10		
Other investing activities		10,656				(10,464)		192
Net cash provided by (used in) investing activities	**$ 22,644**	**$ 10,487**	**$ 31,465**	**$ 1,389**	**$ 269**	**$ (44,969)**	**$ (1,389)**	**$ 19,896**
Cash flows from financing activities								
Dividends paid	$ (75)	$	$	$	$	$ 6	$	$ (69)
Treasury stock acquired	(1)							(1)
Proceeds/(Repayments) from issuance of long-term debt third-party, net	(13,602)	(1,767)	(4,161)	(654)	(345)	(29,916)	654	(49,791)
Proceeds/(Repayments) from issuance of long-term debt-intercompany, net		4,694	32	(8,014)	(3,529)	(1,197)	8,014	
Change in deposits						6,326		6,326
Net change in short-term borrowings and other investment banking and brokerage borrowings-third-party		418	(1,007)		8	(13,291)		(13,872)
Net change in short-term borrowings and other advances-intercompany	(3,100)	(26,365)	(28,441)	6,419	2,393	55,513	(6,419)	
Capital contributions from parent		(1,103)				1,103		
Other financing activities	3,522		(77)			77		3,522
Net cash used in financing activities	**$ (13,256)**	**$ (24,123)**	**$ (33,654)**	**$ (2,249)**	**$ (1,473)**	**$ 18,621**	**$ 2,249**	**$ (53,885)**
Effect of exchange rate changes on cash and due from banks	**$**	**$**	**$**	**$**	**$**	**$ 1,478**	**$**	**$ 1,478**
Net cash used in discontinued operations	**$**	**$**	**$**	**$**	**$**	**$ 2,669**	**$**	**$ 2,669**
Net increase (decrease) in cash and due from banks	**$ (9)**	**$ 167**	**$**	**$ 130**	**$ 175**	**$ 645**	**$ (130)**	**$ 978**
Cash and due from banks at beginning of period	**11**	**5,220**		**323**	**398**	**22,343**	**(323)**	**27,972**
Cash and due from banks at end of period	**$ 2**	**$ 5,387**	**$**	**$ 453**	**$ 573**	**$ 22,988**	**$ (453)**	**$ 28,950**
Supplemental disclosure of cash flow information								

Cash paid during the year for:								
Income taxes	$ 115	$ 216	$ (326)	$ 2	$ 102	$ 2,510	$ (2)	$ 2,617
Interest	6,899	3,549	464	1,554	1,232	3,238	(1,554)	15,382
Non-cash investing activities:								
Transfers to repossessed assets		40		535	572	426	(535)	1,038

Condensed Consolidating Statements of Cash Flows

	Nine Months Ended September 30, 2010							
In millions of dollars	Citigroup parent company	CGMHI	CFI	CCC	Associates	Other Citigroup subsidiaries and eliminations	Consolidating adjustments	Citigroup Consolidated
Net cash provided by (used in) operating activities	$ 10,821	$ 16,902	$ 1,023	$ 2,249	$ 3,161	$ (7,626)	$ (2,249)	$ 24,281
Cash flows from investing activities								
Change in loans	$	$ 26	$ 35,753	$ 2,439	$ 3,210	$ 17,426	$ (2,439)	$ 56,415
Proceeds from sales and securitizations of loans		102		1,864	1,864	5,304	(1,864)	7,270
Purchases of investments	(23,026)	(11)		(472)	(477)	(310,854)	472	(334,368)
Proceeds from sales of investments	2,565	32		98	208	126,666	(98)	129,471
Proceeds from maturities of investments	10,323			261	270	143,076	(261)	153,669
Changes in investments and advances intercompany	11,330	3,536		(77)	(870)	(13,996)	77	
Business acquisitions	(20)					20		
Other investing activities		(5,245)		(22)	(22)	23,461	22	18,194
Net cash provided by (used in) investing activities	$ 1,172	$ (1,560)	$ 35,753	$ 4,091	$ 4,183	$ (8,897)	$ (4,091)	$ 30,651
Cash flows from financing activities								
Dividends paid	$	$	$	$	$	$	$	$
Dividends paid-intercompany		(5,850)	(1,500)			7,350		
Issuance of common stock								
Issuance of preferred stock								
Treasury stock acquired		(5)						(5)
Proceeds/(Repayments) from issuance of long-term debt third-party, net	(6,748)	(2,570)	(4,792)	(994)	(2,340)	(18,317)	994	(34,767)
Proceeds/(Repayments) from issuance of long-term debt-intercompany, net		(2,908)		(12,780)	25,476	(22,568)	12,780	
Change in deposits						14,192		14,192
Net change in short-term borrowings and other investment banking and brokerage borrowings third-party	11	(1,588)	870		404	(36,818)		(37,121)
Net change in short-term borrowings and other advances intercompany	(8,211)	(2,640)	(31,353)	7,444	(30,904)	73,108	(7,444)	
Capital contributions from parent								
Other financing activities	2,964							2,964
Net cash used in financing activities	$ (11,989)	$ (15,556)	$ (36,775)	$ (6,330)	$ (7,364)	$ 16,947	$ 6,330	$ (54,737)
Effect of exchange rate changes on cash and due from banks	$	$	$	$	$	$ 624	$	$ 624
Net cash provided by discontinued operations	$	$	$	$	$	$ 51	$	$ 51
Net increase (decrease) in cash and due from banks	$ 4	$ (214)	$ 1	$ 10	$ (20)	$ 1,099	$ (10)	$ 870
Cash and due from banks at beginning of period	5	4,947	1	343	464	20,055	(343)	25,472
Cash and due from banks at end of period	$ 9	$ 4,733	$ 2	$ 353	$ 444	$ 21,154	$ (353)	$ 26,342

Supplemental disclosure of cash flow information								
Cash paid during the year for:								
Income taxes	$ (332)	$ 172	$ 392	$ (55)	$ 37	$ 3,123	$ 55	$ 3,392
Interest	6,941	3,926	761	1,998	1,189	4,472	(1,998)	17,289
Non-cash investing activities:								
Transfers to repossessed assets	$	$ 220	$	$ 996	$ 1,042	$ 796	$ (996)	$ 2,058

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See Note 23 to the Consolidated Financial Statements for disclosure relating to Citigroup's litigation and regulatory matters. The information included in Note 23 supplements and amends, as applicable, the disclosures in Note 29 to the Consolidated Financial Statements of Citigroup's 2010 Annual Report on Form 10-K and Note 23 to the Consolidated Financial Statements of Citigroup's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011.

Item 1A. Risk Factors

For a discussion of the risk factors affecting Citigroup, see "Risk Factors" in Part I, Item 1A of Citi's 2010 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Share Repurchases

Under its long-standing repurchase program, Citigroup may buy back common shares in the market or otherwise from time to time. This program is used for many purposes, including offsetting dilution from stock-based compensation programs.

The following table summarizes Citigroup's share repurchases during the first nine months of 2011:

In millions, except per share amounts	Total shares purchased(1)	Average price paid per share	Approximate dollar value of shares that may yet be purchased under the plan or programs
First quarter 2011			
Open market repurchases(1)		$	$ 6,731
Employee transactions(2)	1.1	48.07	N/A
Total first quarter 2011	1.1	$ 48.07	$ 6,731
Second quarter 2011			
Open market repurchases(1)		$	$ 6,731
Employee transactions(2)	0.1	41.58	N/A
Total second quarter 2011	0.1	$ 41.58	$ 6,731
July 2011			
Open market repurchases(1)		$	$ 6,731
Employee transactions(2)			N/A
August 2011			
Open market repurchases(1)		$	$ 6,730
Employee transactions(2)			N/A
September 2011			
Open market repurchases(1)		$	$ 6,730
Employee transactions(2)	0.1	$ 31.69	N/A
Total third quarter 2011	0.1	$ 31.69	$ 6,730
Year-to-date 2011			
Open market repurchases(1)		$	$ 6,730

Employee transactions(2)	**1.3**	**46.61**	**N/A**
Total year-to-date 2011	**1.3**	**$ 46.61**	**$ 6,730**

(1) Open market repurchases are transacted under an existing authorized share repurchase plan. Since 2000, the Board of Directors has authorized the repurchase of shares in the aggregate amount of $40 billion under Citi's existing share repurchase plan.

(2) Consists of shares added to treasury stock related to activity on employee stock option program exercises, where the employee delivers existing shares to cover the option exercise, or under Citi's employee restricted or deferred stock program, where shares are withheld to satisfy tax requirements.

N/A Not applicable

For so long as the U.S. government continues to hold any Citigroup trust preferred securities acquired pursuant to the exchange offers consummated in 2009, Citigroup is, subject to certain exemptions, generally restricted from redeeming or repurchasing any of its equity or trust preferred securities, or paying regular cash dividends in excess of $0.01 per share of common stock per quarter, which restriction may be waived.

Item 6. Exhibits

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 4th day of November, 2011.

CITIGROUP INC.
(Registrant)

By /s/ JOHN C. GERSPACH

John C. Gerspach
Chief Financial Officer
(Principal Financial Officer)

By /s/ JEFFREY R. WALSH

Jeffrey R. Walsh
Controller and Chief Accounting Officer
(Principal Accounting Officer)

EXHIBIT INDEX

2.01	Amended and Restated Joint Venture Contribution and Formation Agreement, dated May 29, 2009, by and among Citigroup Inc. (the Company), Morgan Stanley and Morgan Stanley Smith Barney Holdings LLC, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 3, 2009 (File No. 1-9924).
2.02	Share Purchase Agreement, dated May 1, 2009, by and among Nikko Citi Holdings Inc., Nikko Cordial Securities Inc., Nikko Citi Business Services Inc., Nikko Citigroup Limited, and Sumitomo Mitsui Banking Corporation, incorporated by reference to Exhibit 2.02 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009 (File No. 1-9924).
2.03	Share Purchase Agreement, dated July 11, 2008, by and between Citigroup Global Markets Finance Corporation & Co. Beschrankt Haftende KG, CM Akquisitions GmbH, and Banque Federative du Credit Mutuel S.A., incorporated by reference to Exhibit 2.01 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008 (File No. 1-9924).
3.01.1	Restated Certificate of Incorporation of the Company, incorporated by reference to Exhibit 3.01 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009 (File No. 1-9924).
3.01.2	Certificate of Amendment of the Restated Certificate of Incorporation of the Company, dated May 6, 2011, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed May 9, 2011 (File No. 1-9924).
3.02	By-Laws of the Company, as amended, effective December 15, 2009, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed December 16, 2009 (File No. 1-9924).
4.01	Warrant Agreement (relating to Warrants (expiring January 4, 2019)), dated as of January 25, 2011, between the Company and Computershare Inc. and Computershare Trust Company, N.A., as Warrant Agent, incorporated by reference to Exhibit 4.1 to the Company's Form 8-A filed January 26, 2011 (File No. 1-9924; Acc. No. 0000950123-11-005308).
4.02	Specimen Warrant for 255,033,142 Warrants, incorporated by reference to Exhibit 4.2 to the Company's Form 8-A filed January 26, 2011 (File No. 1-9924; Acc. No. 0000950123-11-005308).
4.03	Warrant Agreement (relating to Warrants (expiring October 28, 2018)), dated as of January 25, 2011, between the Company and Computershare Inc. and Computershare Trust Company, N.A., as Warrant Agent, incorporated by reference to Exhibit 4.1 to the Company's Form 8-A filed January 26, 2011 (File No. 1-9924; Acc. No. 0000950123-11-005381).
4.04	Specimen Warrant for 210,084,034 Warrants, incorporated by reference to Exhibit 4.2 to the Company's Form 8-A filed January 26, 2011 (File No. 1-9924; Acc. No. 0000950123-11-005381).
4.05	Tax Benefits Preservation Plan, dated June 9, 2009, between the Company and Computershare Trust Company, N.A., incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 10, 2009 (File No. 1-9924).
4.06	Capital Securities Guarantee Agreement, dated as of July 30, 2009, between the Company, as Guarantor, and The Bank of New York Mellon, as Guarantee Trustee, incorporated by reference to Exhibit 4.03 to the Company's Current Report on Form 8-K filed July 30, 2009 (File No. 1-9924).
10.01+	Form of Citigroup Inc. 2012 Discretionary Incentive and Retention Award Agreement.
10.02+	Amended and Restated Global Selling Agency Agreement, dated August 26, 2011, among Citigroup Funding Inc., the Company, Citigroup Global Markets Inc., UBS Financial Services Inc. and Wells Fargo Securities, LLC.
12.01+	Calculation of Ratio of Income to Fixed Charges
12.02+	Calculation of Ratio of Income to Fixed Charges (including preferred stock dividends).
31.01+	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02+	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.01+ Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.01+	Financial statements from the Quarterly Report on Form 10-Q of Citigroup Inc. for the quarter ended September 30, 2011, filed on November 4, 2011, formatted in XBRL: (i) the Consolidated Statement of Income, (ii) the Consolidated Balance Sheet, (iii) the Consolidated Statement of Changes in Equity, (iv) the Consolidated Statement of Cash Flows and (v) the Notes to Consolidated Financial Statements.

The total amount of securities authorized pursuant to any instrument defining rights of holders of long-term debt of the Company does not exceed 10% of the total assets of the Company and its consolidated subsidiaries. The Company will furnish copies of any such instrument to the Securities and Exchange Commission upon request.

+ Filed herewith