

**Privileged and Confidential
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Tally Sheet**

Estimate of Termination of Employment Obligations (calculated as of November 2, 2007)

Benefit	Current Treatment under Plans¹	Estimated Value	Proposed Treatment under Separation Agreement	Estimated Value	Notes
Restricted Stock – CAP (Basic, Premium and Supplemental shares) ²	CAP Plan provides for continued vesting	\$16,046,703	Accelerated Vesting on Effective Date ³	\$16,046,703	
Restricted Stock – Special Retention Award ²	Original award provided for cliff vesting	\$0 (however, on 7/2008 would have received \$12,010,855)	Receives pro-rata portion of award (7/15/03 to 12/31/07) on Effective Date ³	\$10,716,469	
Stock Options ²	Vest in full on Retirement Date ⁴	\$1,278,000	Vest in full on Retirement Date ⁴	\$1,278,000	
Salary	Under Garden Leave required to receive 75 day notice (receives salary for that period)	\$205,479	Receives salary until Retirement Date ⁴ (11/6/07 – 12/31/07)	\$153,425	

¹ Mr. Prince meets the Rule of 75 for the purposes of Citigroup's equity programs

² Assumes Citigroup stock price of \$37.73 per share

³ Effective Date is 8th day following execution of Release and its delivery to General Counsel.

⁴ December 31, 2007

Benefit	Current Treatment under Plans	Estimated Value	Proposed Treatment under Separation Agreement	Estimated Value	Notes
Pension and other Benefits (SERP, RBEP) ⁵	100% vested	\$1,427,648	Acknowledgement that are 100% vested	\$1,427,648	
Office, an Administrative Assistant, Car and Driver, and Gross-Up for 5 years ("post-retirement perqs")	N/A	Reasonably comparable to current benefits		Approximately \$1,500,000 per annum	
SUBTOTAL		\$18,957,830		\$31,122,245	
Incentive Award	Discretionary Award	2006 pre-tax nominal value of award was \$22,000,000	Pre-tax 2006 incentive award multiplied by percentage increase or decrease in total shareholder return for 2007 calendar year (not subject to CAP)		Paid when other senior executives receive their incentive awards

⁵ As of 12/31/06. In addition, Mr. Prince has \$169,330 in outstanding loans as of 12/31/05 from Citigroup due to his participation in the CEFOF and SSBCP funds. These funds provide leverage in the form of loans to the participant. A loan and interest are repaid when a distribution from the fund is made, and the participant receives the net appreciation attributable to the loan. Termination of employment would not affect eligibility for the net appreciation.