

NATURE OF THE ACTION

1. This is a securities class action on behalf of all persons who acquired depository shares of the 8.50% Non-Cumulative Preferred Stock, Series F (the “Securities”) of Citigroup, Inc. (“Citi” or the “Company”) pursuant and/or traceable to a false and misleading registration statement and prospectus (collectively, the “Registration Statement”) issued in connection with the Company’s May 2008 initial public offering of the Securities (the “Offering”). This action asserts strict liability claims under the Securities Act of 1933 (“1933 Act”) against Citi, its officers and/or directors, its auditors, and the investment banks which underwrote the May 2008 Offering (collectively, “defendants”).

2. Citi is a banking corporation, providing a range of financial products and services to consumer and corporate customers in the United States and internationally. The Company was founded in 1812 and is based in New York, New York.

3. Defendants consummated the Offering pursuant to the false and misleading Registration Statement and Prospectus, selling 81.6 million shares of the Securities at \$25 per share, for proceeds of over \$2 billion. The Registration Statement/Prospectus incorporated Citi’s financial results for 2007 and the first quarter of 2008.

4. Citi ultimately announced huge multi-billion dollar writedowns associated with its exposure to subprime mortgages, related bonds called collateralized debt obligations (“CDOs”), and commercial real estate loans and investments, as well as loans to companies with low credit ratings, causing the price of the Securities to decline. They now trade at less than \$5 per share.

5. The true facts which were omitted from the Registration Statement were:

(a) The Company’s CDOs were impaired to a greater extent than the Company had disclosed;

(b) The Company's commercial real estate loans were impaired to a greater extent than the Company had disclosed;

(c) The Company's investments were impaired to a greater extent than the Company had disclosed;

(d) The Company's loans to companies with low credit ratings were impaired to a greater extent than the Company had disclosed;

(e) The assets in the Company's structured investment vehicles ("SIVs") were impaired to a greater extent than the Company had disclosed;

(f) Defendants failed to properly record losses for impaired assets;

(g) The Company's internal controls were inadequate to prevent the Company from improperly reporting its impaired assets; and

(h) The Company's capital base was not adequate in light of the significant deterioration in the subprime market.

JURISDICTION AND VENUE

6. The claims asserted herein arise under and pursuant to §§11, 12(a)(2) and 15 of the 1933 Act [15 U.S.C. §§77k, 77l(a)(2) and 77o]. In connection with the acts complained of, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

7. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and §22 of the 1933 Act.

8. Venue is proper in this District pursuant to 28 U.S.C. §1391(b), because the Citi and the underwriter defendants conduct business in this District and many of the acts and practices complained of herein occurred in substantial part in this District.

9. In connection with the acts alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

PARTIES

10. Plaintiff Jen Chen acquired the Securities pursuant or traceable to the Offering and has been damaged thereby.

11. Defendant Citi is a banking corporation, providing a range of financial products and services to consumer and corporate customers in the United States and internationally.

12. Defendant Sir Win Bischoff (“Bischoff”) has been Chairman of the Board of Citi since December 11, 2007. Previously, Bischoff served as interim-CEO of Citi from November 4, 2007 to December 11, 2007.

13. Defendant Vikram S. Pandit (“Pandit”) has been Chief Executive Officer (“CEO”) of Citi since December 11, 2007.

14. Defendant Gary L. Crittenden (“Crittenden”) has served as Chief Financial Officer (“CFO”) of Citi since March 2007.

15. Defendant Charles O. Prince, III (“Prince”) was Chairman of the Board of Citi from 2006 and CEO from 2003 until his resignation from the Company on November 2, 2007. Prince signed the false and misleading Registration Statement.

16. Defendant Sallie L. Krawcheck (“Krawcheck”) was CFO of Citi from 2004 until March 2007. In March 2007, Krawcheck assumed the positions of Chairman and CEO of Citi’s Global Wealth Management Division. Defendant Krawcheck resigned from the Company in September 2008. Defendant Krawcheck signed the false and misleading Registration Statement.

17. Defendant John C. Gerspach (“Gerspach”) was, at relevant times, Controller and Chief Accounting Officer of Citi. Gerspach signed the false and misleading Registration Statement.

18. Defendant Sanford I. Weill (“Weill”) was, at all relevant times, Chairman Emeritus of the Company. Defendant Weill served as a director and Chairman of the Board of Citi from 1986 to April 2006, and as CEO of the Company from 1986 to 2002. Defendant Weill signed the false and misleading Registration Statement.

19. Defendant C. Michael Armstrong (“Armstrong”) was, at relevant times, a director of Citi. Armstrong signed the false and misleading Registration Statement.

20. Defendant Alain J.P. Belda (“Belda”) was, at relevant times, a director of Citi. Belda signed the false and misleading Registration Statement.

21. Defendant George David (“David”) was, at relevant times, a director of Citi. David signed the false and misleading Registration Statement.

22. Defendant Kenneth T. Derr (“Derr”) was, at relevant times, a director of Citi. Derr signed the false and misleading Registration Statement.

23. Defendant John M. Deutch (“Deutch”) was, at relevant times, a director of Citi. Deutch signed the false and misleading Registration Statement.

24. Defendant Roberto Hernández Ramirez (“Ramirez”) was, at relevant times, a director of Citi. Ramirez signed the false and misleading Registration Statement.

25. Defendant Ann Dibble Jordan (“Jordan”) was, at relevant times, a director of Citi. Jordan signed the false and misleading Registration Statement.

26. Defendant Klaus Kleinfeld (“Kleinfeld”) was, at relevant times, a director of Citi. Kleinfeld signed the false and misleading Registration Statement.

27. Defendant Andrew N. Liveris (“Liveris”) was, at relevant times, a director of Citi. Liveris signed the false and misleading Registration Statement.

28. Defendant Dudley C. Mecum (“Mecum”) was, at relevant times, a director of Citi. Mecum signed the false and misleading Registration Statement.

29. Defendant Anne M. Mulcahy (“Mulcahy”) was, at relevant times, a director of Citi. Mulcahy signed the false and misleading Registration Statement.

30. Defendant Richard D. Parsons (“Parsons”) was, at relevant times, a director of Citi. Parsons signed the false and misleading Registration Statement.

31. Defendant Judith Rodin (“Rodin”) was, at relevant times, a director of Citi. Rodin signed the false and misleading Registration Statement.

32. Defendant Robert E. Rubin (“Rubin”) was, at all relevant times, a director of Citi until his resignation from the Company on January 9, 2009. Defendant Rubin signed the false and misleading Registration Statement.

33. Defendant Franklin A. Thomas (“Thomas”) was, at relevant times, a director of Citi. Thomas signed the false and misleading Registration Statement.

34. Defendant Saul Rosen (“Rosen”) was, at relevant times, a trustee of Citigroup Capital XII and Citigroup Capital XIII. Rosen signed the false and misleading Registration Statement.

35. The defendants referenced above in ¶¶12-34 are referred to herein as the “Individual Defendants.”

36. Defendant Citigroup Global Markets Inc. (“Citigroup Global”) is the brokerage and securities arm of Citi. Citigroup Global was an underwriter for the Offering.

37. Defendant Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”) provides capital markets services, investment banking and advisory services, wealth management, asset management, insurance, banking and related products and services on a global basis. Merrill Lynch was an underwriter for the Offering.

38. Defendant Morgan Stanley & Co. Incorporated (“Morgan Stanley”) is a global financial services firm that, through its subsidiaries and affiliates, provides its products and services to customers, including corporations, governments, financial institutions and individuals. Morgan Stanley assists public and private corporations in raising funds in the capital markets (both equity and debt), as well as in providing strategic advisory services for mergers, acquisitions and other types of financial transactions. Morgan Stanley was an underwriter for the Offering.

39. Defendant UBS Securities LLC (“UBS”) provides a range of financial products and services worldwide. UBS was an underwriter for the Offering.

40. Defendant Wachovia Capital Markets, LLC (“Wachovia”) provides a range of financial products and services worldwide. Wachovia was an underwriter for the Offering.

41. Defendant Banc of America Securities LLC (“Banc of America”) is the investment banking arm of Bank of America. Banc of America offers trading and brokerage services; debt and securities underwriting; debt and equity research; and advice on public offerings, leveraged buyouts, and mergers and acquisitions. Banc of America was an underwriter for the Offering.

42. Defendant RBC Capital Markets Corporation (“RBC”) is the corporate and investment banking division of Royal Bank of Canada. RBC was an underwriter for the Offering.

43. Pursuant to the 1933 Act, the defendants referenced in ¶¶36-42 above are referred to herein as the “Underwriter Defendants.”

44. The Underwriter Defendants are *liable* for the false and misleading statements in the Registration Statement. In connection with the Offering, the Underwriter Defendants drafted and disseminated the Registration Statement and were paid fees in connection therewith. The Underwriter Defendants’ failure to conduct an adequate due diligence investigation was a substantial factor leading to the harm complained of herein.

45. Defendant KPMG LLP (“KPMG”) is an audit, tax and advisory firm that served as Citi’s auditor during the relevant period and, with its consent, was named as having certified a portion of the Registration Statement, as well as the financial statements in Citi’s 2007 Form 10-K.

CLASS ACTION ALLEGATIONS

46. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all persons or entities who acquired the Securities pursuant or traceable to the Company’s false and misleading Registration Statement for the Offering and who were damaged thereby (the “Class”). Excluded from the Class are defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

47. The members of the Class are so numerous that joinder of all members is impracticable. The Securities were actively traded on the NYSE. While the exact number of Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Citi or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

48. Plaintiff’s claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants’ wrongful conduct in violation of federal law that is complained of herein.

49. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

50. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are: whether the 1933 Act was violated by defendants' acts as alleged herein; whether statements made by defendants to the investing public in the Registration Statement misrepresented material facts about the business, operations and management of Citi; and to what extent the members of the Class have sustained damages and the proper measure of damages.

51. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

THE FALSE AND DEFECTIVE REGISTRATION STATEMENT AND PROSPECTUS

52. On or about March 2, 2006, Citi filed with the SEC a Form S-3 Registration Statement and Prospectus using a "shelf" registration or continuous offering process. Under the shelf, Citi would be permitted to sell securities described in various prospectus supplements in one or more offerings. The prospectus supplements would form part of the Registration Statement for each offering. The securities were to be issued by Citi. The Form S-3 stated:

The SEC allows Citigroup to "incorporate by reference" the information it files with the SEC, which means that it can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus. Information that Citigroup files later with the SEC will automatically update information in this prospectus. . . . Citigroup incorporates by reference . . . any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934.

* * *

All documents Citigroup files pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the later of (1) the completion of the offering of the securities described in this prospectus and (2) the date the broker-dealer subsidiaries of Citigroup stop offering securities pursuant to this prospectus shall be incorporated by reference in this prospectus from the date of filing of such documents.

53. On, February 22, 2008, Citi filed its Form 10-K with the SEC for the year 2007. This 10-K was incorporated by reference into the Prospectus and Registration Statement. The 10-K reported net income for 2007 of \$3.6 billion, assets of \$2.187 trillion, and stockholder equity of \$113,598 million. The 10-K also included the following statement by KPMG:

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM--
CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors and Stockholders, Citigroup Inc.:

We have audited the accompanying consolidated balance sheets of Citigroup Inc. and subsidiaries (the "Company" or "Citigroup") as of December 31, 2007 and 2006, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2007, and the related consolidated balance sheets of Citibank, N.A. and subsidiaries as of December 31, 2007 and 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Citigroup as of December 31, 2007 and 2006, the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2007, and the financial position of Citibank, N.A. and subsidiaries as of December 31, 2007 and 2006, in conformity with U.S. generally accepted accounting principles.

* * *

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Citigroup's internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 22, 2008 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

54. The Registration Statement and Prospectus further incorporated by reference Citi's Form 10-Q filed with the SEC on May 2, 2008 for the quarter ended March 31, 2008. That 10-Q stated:

FIRST QUARTER OF 2008 MANAGEMENT SUMMARY

Citigroup reported a \$5.1 billion net loss (\$1.02 per share) for the first quarter of 2008. The first quarter results were driven by two main factors: write-downs and losses related to the continued disruption in the fixed income markets and higher U.S. consumer credit costs. Results also include a \$661 million pretax gain on the sale of Redecard shares and a \$633 million increase to pretax earnings for Visa-related items.

* * *

During the first quarter of 2008, the Company recorded a net build of \$1.9 billion to its credit reserves. The build consisted of \$1.8 billion in Global Consumer (\$1.4 billion in U.S. Consumer and \$424 million in International Consumer) and \$148 million in Markets & Banking. The Global Consumer loss rate was 2.50%, an 81 basis-point increase from the first quarter of 2007. Corporate cash-basis loans increased \$1.5 billion from year-ago levels.

* * *

Our stockholders' equity and trust preferred securities were \$152.2 billion at March 31, 2008, reflecting preferred stock issuances of \$19.4 billion during the quarter. We distributed \$1.7 billion in common dividends to shareholders during the quarter. Citigroup maintained its "well-capitalized" position with a Tier 1 Capital Ratio of 7.74% at March 31, 2008.

* * *

Write-Downs on Subprime-Related Direct Exposures

During the first quarter of 2008, the Company's *S&B* business recorded unrealized losses of \$6.0 billion pretax, net of hedges, on its subprime-related direct exposures.

The Company's remaining \$29.1 billion in U.S. subprime net direct exposure in *S&B* at March 31, 2008 consisted of (a) approximately \$22.7 billion of net exposures to the super senior tranches of collateralized debt obligations, which are collateralized by asset-backed securities, derivatives on asset-backed securities or both and (b) approximately \$6.4 billion of subprime-related exposures in its lending and structuring business. See "Exposure to U.S. Residential Real Estate" on page 22 for a further discussion of such exposures and the associated losses recorded during the first quarter of 2008.

Write-Downs on Highly Leveraged Loans and Financing Commitments

Due to the continued dislocation of the credit markets and the reduced market interest in higher risk/higher yield instruments that began during the second half of 2007, liquidity in the market for highly leveraged financings has declined significantly.

Citigroup's exposure to highly leveraged financings totaled \$38 billion at March 31, 2008 (\$21 billion in funded and \$17 billion in unfunded commitments). This compares to total exposure of \$43 billion (\$22 billion in funded and \$21 billion in unfunded commitments) at December 31, 2007. During the first quarter of 2008, the Company recorded a \$3.1 billion pretax write-down on these exposures, net of underwriting fees.

Since March 31, 2008, the Company transferred approximately \$12 billion of loans to third parties, of which \$8.5 billion relates to the highly leveraged loans and commitments. This structure allows Citigroup to lock in the sales proceeds and significantly reduces further downside price risk associated with these commitments. See "Highly Leveraged Financing Commitments" on page 56 for further discussion.

* * *

Write-Downs on Commercial Real Estate Exposures

S&B's commercial real estate exposure can be split into three categories: assets held at fair value, loans and commitments, and equity and other investments. For the assets held at fair value, (which includes a \$2 billion portfolio of available-for-sale securities), Citigroup recorded a \$600 million of fair value write-downs, net of hedges, during the first quarter of 2008. See page 24 for a discussion of Citigroup's exposure to commercial real estate.

Credit Reserves

During the first quarter of 2008, the Company recorded a net build of \$1.9 billion to its credit reserves. The build consisted of \$1.8 billion in Global Consumer

(\$1.4 billion in U.S. Consumer and \$424 million in International Consumer) and \$148 million in Markets & Banking.

The \$1.4 billion build in U.S. Consumer primarily reflected a weakening of leading credit indicators, including higher delinquencies on first and second mortgages, unsecured personal loans, credit cards and auto loans. Reserves also increased due to trends in the U.S. macro-economic environment, including the housing market downturn and rising unemployment rates, as well as portfolio growth.

The \$424 million build in International Consumer was primarily driven by Mexico and India cards and India consumer finance, as well as by acquisitions and portfolio growth.

The build of \$148 million in Markets & Banking primarily reflected an increase for specific counterparties.

* * *

Support of Structured Investment Vehicles (SIVs)

On December 13, 2007, the Company announced a commitment to provide support facilities to its Citi-advised Structured Investment Vehicles (SIVs) for the purpose of resolving the uncertainty regarding the SIVs' senior debt ratings. As a result of this commitment, the Company consolidated the SIVs' assets and liabilities onto Citigroup's Consolidated Balance Sheet.

On February 12, 2008, the Company finalized the terms of these support facilities, which take the form of a commitment to provide \$3.5 billion of mezzanine capital to the SIVs. During March 2008, five of the six facilities were drawn in the aggregate amount of \$3.4 billion.

For the first quarter of 2008, the Company recorded pretax trading account losses of \$212 million related to these consolidated SIVs.

55. On or about May 8, 2008, Citi filed its Prospectus Supplement for the Offering, which forms part of the Registration Statement and pursuant to which Citi sold 81.6 million shares of the Securities to the public at \$25.00 per share. The Prospectus stated:

The SEC allows Citigroup to "incorporate by reference" the information it files with the SEC, which means that it can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus. Information that Citigroup files later with the SEC will automatically update information in this prospectus. In all cases, you should rely on the later information over different information included in this prospectus or the prospectus supplement. Citigroup incorporates by reference

. . . any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934.

* * *

All documents Citigroup files pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before the later of (1) the completion of the offering of the securities described in this prospectus and (2) the date the broker-dealer subsidiaries of Citigroup stop offering securities pursuant to this prospectus shall be incorporated by reference in this prospectus from the date of filing of such documents.

56. The Registration Statement/Prospectus contained untrue statements of material fact or omitted to state other facts necessary to make the statements made therein not misleading and was not prepared in accordance with applicable SEC rules and regulations. Specifically, the Registration Statement/Prospectus failed to disclose that:

(a) The Company's CDOs were impaired to a greater extent than the Company had disclosed;

(b) The Company's commercial real estate loans were impaired to a greater extent than the Company had disclosed;

(c) The Company's investments were impaired to a greater extent than the Company had disclosed;

(d) The Company's loans to companies with low credit ratings were impaired to a greater extent than the Company had disclosed;

(e) The assets in the Company's SIVs were impaired to a greater extent than the Company had disclosed;

(f) Defendants failed to properly record losses for impaired assets;

(g) The Company's internal controls were inadequate to prevent the Company from improperly reporting its impaired assets; and

(h) The Company's capital base was not adequate in light of the significant deterioration in the subprime market.

POST-OFFERING EVENTS

57. On January 16, 2009, the Company issued a press release stating:

Citigroup Inc. today reported a net loss for the 2008 fourth quarter of \$8.29 billion, or \$1.72 per share, based on 5,347 million shares outstanding. Revenues of \$5.6 billion were affected by write-downs and losses in Securities and Banking. Results also include \$6.1 billion in net credit losses and a \$6.0 billion net loan loss reserve build.

For the full year 2008, Citigroup reported a net loss of \$18.72 billion, or \$3.88 per share.

58. On January 16, 2009, *Bloomberg* published an article entitled "Citigroup Reports \$8.3 Billion Loss, Splits Into Two," which stated in part:

Citigroup Inc. posted an \$8.29 billion loss, twice as much as analysts estimated, and said it will split in two under Chief Executive Officer Vikram Pandit's plan to rebuild a capital base eroded by the credit crisis.

* * *

A dwindling capital cushion and sinking stock price forced the 52-year-old Pandit to abandon Citigroup's decade-old strategy of providing investment advice and insurance alongside branch banking, stock underwriting and corporate lending. He's shedding units to free up capital and save the bank from insolvency.

* * *

Shares of Citigroup fell 33 cents, or 8.6 percent, to \$3.50 as of 4:15 p.m.

* * *

The bank's net loss of \$1.72 a share compared with a loss of \$9.8 billion, or \$1.99, a year earlier. Excluding a \$3.9 billion gain from the sale of a German consumer bank and other results from discontinued operations, the bank's loss was \$2.44 a share. On that basis, the loss was more than twice as much as the \$1.08 average estimate of analysts in a Bloomberg survey.

* * *

Citigroup's credit ratings were placed on review for possible downgrade by Moody's Investors Service. The rating company cut the bank's credit rating by two grades last month.

* * *

The company's fourth-quarter loss included \$4.58 billion of writedowns on subprime mortgages and related bonds called collateralized debt obligations., \$991 million on commercial real-estate loans and investments, and \$594 million on loans to companies with low credit ratings.

* * *

It also included \$1.06 billion of writedowns on structured investment vehicles that had to be assumed after they collapsed in late 2007, and \$307 million on auction-rate preferred securities that Citigroup agreed to buy back from customers under a settlement with state regulators.

59. In response to these disclosures, the price of the Securities declined from \$9.19 on January 16, 2009 to \$6.50 on January 20, 2009, the first full trading day after the disclosure, a 29% drop.

COUNT I

Violations of Section 11 of the 1933 Act Against All Defendants Except Defendants Bischoff, Pandit and Crittenden

60. Plaintiff repeats and realleges each and every allegation contained above. For purposes of this Count, plaintiff expressly excludes and disclaims any allegation that could be construed as alleging fraud or intentional or reckless misconduct, as this Count is based solely on claims of strict liability and/or negligence under the 1933 Act.

61. This Count is brought pursuant to §11 of the 1933 Act, 15 U.S.C. §77k, on behalf of the Class, against all defendants.

62. The Registration Statement was false and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

63. Citi is the registrant for the Offering. As issuer of the shares, Citi is strictly liable to plaintiff and the Class for the misstatements and omissions.

64. The Individual Defendants named in this Count were responsible for the contents and dissemination of the Registration Statement. Each of the Individual Defendants named in this Count signed or authorized the signing of the Registration Statement or were identified in the Prospectus.

65. The Underwriter Defendants named herein were responsible for the contents and dissemination of the Registration Statement.

66. KPMG acted as Citi's auditor and was named by consent as having certified a part of the Registration Statement as well as Citi's financial results included in its 2007 Form 10-K.

67. None of the defendants named herein made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement were true and without omissions of any material facts and were not misleading.

68. By reason of the conduct herein alleged, each defendant violated, and/or controlled a person who violated, §11 of the 1933 Act.

69. Plaintiff acquired the Securities pursuant and/or traceable to the Registration Statement for the Offering.

70. Plaintiff and the Class have sustained damages. At the time of their purchases of the Securities, plaintiff and other members of the Class were without knowledge of the facts concerning the wrongful conduct alleged herein and could not have reasonably discovered those facts prior to mid-2008. Less than one year has elapsed from the time that plaintiff discovered or reasonably could have discovered the facts upon which this complaint is based and the time plaintiff filed this complaint. Less than three years elapsed between the time that the securities upon which this Count is brought were offered to the public and the time plaintiff filed this complaint.

COUNT II

Violations of Section 12(a)(2) of the 1933 Act Against Citi and the Underwriter Defendants

71. Plaintiff repeats and realleges the allegations set forth above as if set forth fully herein. For purposes of this Count, plaintiff expressly excludes and disclaims any allegation that could be construed as alleging fraud or intentional or reckless misconduct, as this Count is based solely on claims of strict liability and/or negligence under the 1933 Act.

72. By means of the defective Prospectus, the defendants named herein assisted in the sale of shares of the Securities to plaintiff and other members of the Class.

73. The Prospectus contained untrue statements of material fact, and concealed and failed to disclose material facts, as detailed above. Defendants named herein owed plaintiff and the other members of the Class who purchased the Securities pursuant to the Prospectus the duty to make a reasonable and diligent investigation of the statements contained in the Prospectus to ensure that such statements were true and that there was no omission to state a material fact required to be stated in order to make the statements contained therein not misleading. Defendants, in the exercise of reasonable care, should have known of the misstatements and omissions contained in the Prospectus as set forth above.

74. Plaintiff did not know, nor in the exercise of reasonable diligence could have known, of the untruths and omissions contained in the Prospectus at the time plaintiff acquired the Securities.

75. By reason of the conduct alleged herein, these defendants violated §12(a)(2) of the 1933 Act. As a direct and proximate result of such violations, plaintiff and the other members of the Class who purchased the Securities pursuant to the Prospectus sustained substantial damages in connection with their purchases of the Securities. Accordingly, plaintiff and the other members of

the Class who hold such shares have the right to rescind and recover the consideration paid for their shares, and hereby tender their shares to the defendants sued herein. Class members who have sold their shares seek damages to the extent permitted by law.

COUNT III

Violations of Section 15 of the 1933 Act Against the Individual Defendants

76. Plaintiff repeats and realleges each and every allegation contained above. For purposes of this Count, plaintiff expressly excludes and disclaims any allegation that could be construed as alleging fraud or intentional or reckless misconduct, as this Count is based solely on claims of strict liability and/or negligence under the 1933 Act.

77. This Count is brought pursuant to §15 of the 1933 Act against the Individual Defendants.

78. Each of the Individual Defendants was a control person of Citi by virtue of his or her position as a director, senior officer and/or major shareholders of Citi which allowed each of these defendants to exercise control over Citi and its operations.

79. Each of the Individual Defendants was a culpable participant in the violations of §11 of the 1933 Act alleged in the Count above, based on their having signed or authorized the signing of the Registration Statement and having otherwise participated in the process which allowed the Offering to be successfully completed.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for relief and judgment, as follows:

A. Determining that this action is a proper class action and certifying plaintiff as a Class representative;

B. Awarding compensatory damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

C. Awarding plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees;

D. Awarding rescission or a rescissory measure of damages; and

E. Such equitable/injunctive or other relief as deemed appropriate by the Court.

JURY DEMAND

Plaintiff hereby demands a trial by jury.

DATED: March __, 2009

COUGHLIN STOIA GELLER
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