



Spending Accounts

Amended and Restated as of January 1, 2009

Spending Accounts

This document sets forth the terms and conditions of your benefits under Citi's Health Care Spending Account ("HCSA"), Limited Purpose Health Care Spending Account ("LPSA"), Dependent Care Spending Account ("DCSA") and Transportation Reimbursement Incentive Program ("TRIP") arrangements (collectively, the "Accounts"), as amended and restated as of January 1, 2009. Citi has entered into an arrangement with ADP to administer the health care, limited purpose health care, dependent care, and transportation reimbursement spending accounts.

With regard to the Health Care Spending Account and Limited Purpose Health Care Spending Account components of this document only, the applicable provisions should be read in combination with the *About Your Health Care Benefits* document, as amended and restated as of January 1, 2009, which is also a component of the Health Care Spending Account and Limited Purpose Health Care Spending Account plan document. Only the Health Care Spending Account and Limited Purpose Health Care Spending Account components of this document are intended to comply with the requirements of the Employee Retirement Income Security Act of 1974, as amended, ("ERISA"). All of the Accounts are intended to comply with the requirements of the Internal Revenue Code of 1986, as amended (the "Code").

As you read the document, you will see some terms that are bold and underlined. This means that the term is a reference to another section of the document (or in the *About Your Health Care Benefits* document).

This document does not create a contract or guarantee of employment between Citi and any individual. **Citi reserves the right to change or discontinue any or all of the benefits coverage or programs described here at any time, for any reason, with or without notice.**

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Overview

Each calendar year, Citi offers you the chance to set up a Health Care Spending Account, a Limited Purpose Health Care Spending Account, and/or a Dependent Care Spending Account to pay for eligible, unreimbursed, or out-of-pocket health and dependent care expenses with before-tax dollars. You set aside your before-tax dollars for these costs and then reimburse yourself for the covered expenses. You can also set up a Transportation Reimbursement Incentive Program account to pay for eligible transit and parking expenses with before-tax dollars.

You do not have to participate in any of the Citi medical, dental, or vision care plans in order to take advantage of the tax savings offered with a Health Care Spending Account. However, in order to participate in a *Limited Purpose* Health Care Spending account, you must be enrolled in one of the Citi High Deductible Health Plans – Basic or Premier and establish a Health Savings Account at Citibank or any financial institution.

The following chart summarizes the four spending accounts available to you.

	Health Care Spending Account	Limited Purpose Health Care Spending Account	Dependent Care Spending Account	Transportation Reimbursement Incentive Program Accounts
Annual deposit up to:	\$15,000 (Plan limits may apply)	\$5,000 (Plan limits may apply)	\$5,000 (\$2,500 if married and filing separate tax returns, and other Plan limits may apply)	<ul style="list-style-type: none"> ▪ Transit Account: From \$10 to \$120 per month before-tax ▪ Parking Account: from \$10 to \$230 per month before-tax
Before-tax dollars used to reimburse:	Your eligible health care expenses	Your eligible vision care, dental, and preventive care medical expenses for yourself and/or your qualified dependents that aren't paid by any medical, dental, vision plan or HSA	Your eligible dependent child care expenses; Dependent Care Spending Account subsidy available for employees within certain total compensation guidelines	Your eligible transit and parking expenses

Eligible Employees

You may be eligible to participate in one or more of the Accounts if you work for a “participating employer” in the United States for a regular semimonthly or monthly paycheck as either an active full-time employee regularly scheduled to work 40 hours or more a week or an active part-time employee regularly scheduled to work 20 hours or more a week. A “participating employer” is Citigroup Inc. and any subsidiary in which Citi owns at least an 80% interest. Consumer Banking, North America Cards, Institutional Clients Group, Wealth Management, and Corporate Center are the Citi businesses that participate in the Accounts. See “Eligibility” for Citi Coverage in the *About Your Health Care Benefits* document.

For purposes of determining whether you are an eligible employee under the Accounts, you are an “active” employee if you are working for your employer doing all the material duties of your occupation at your usual place of business or some other location that your employer’s business requires you to be or absent from work solely due to vacation days, holiday, or scheduled days off.

You are not an eligible employee and cannot participate in the Accounts if:

- your compensation is not reported on a Form W-2 Wage and Tax Statement issued by a participating employer;
- you are employed by a Citi subsidiary or affiliate that is not a participating employer;
- you are engaged under an agreement that states you are not eligible to participate in the Accounts;
- you are a non-resident alien performing services outside the United States; or
- you are classified by Citi as an independent contractor or consultant, or as being employed on a temporary basis.

If a court, regulatory body, administrative agency, or other entity having jurisdiction later decides that an individual who was not treated as an employee should have been considered an employee of Citi or a Participating Employer, or is otherwise entitled to receive a Form W-2 from Citi or a Participating Employer, he or she still will not be considered an Employee for purposes of the Plan (except prospectively if the individual otherwise meets the definition of an eligible employee).

Tax consequences

Benefits you elect under the Accounts are generally excluded from your income. However, if a spending account or one of its components is determined to be discriminatory in favor of highly compensated employees, the Plan Administrator has the right to modify the elections or benefits of these highly compensated employees to eliminate any discrimination. Therefore, your annual contributions may be revised.

Before-tax contributions

When you enroll in any of the Accounts, your before-tax contributions will be deducted from your pay automatically each pay period. This means that your deductions come out of your paycheck before you pay federal income and employment taxes (including Social Security and Medicare) at most income levels. These deductions are also exempt from most state and local income taxes, although certain states do not fully exempt spending account contributions from their income taxes. See "Tax exemptions" on page 6.

When you spend after-tax dollars on health care or dependent care expenses, transit or parking expenses, you have already paid federal income and employment taxes on the money you are using to buy benefits. But, by taking advantage of favorable tax laws, the Accounts let you use before-tax dollars. This means your contributions come out of your pay before federal income and employment taxes are deducted.

Before-tax contributions reduce your gross salary, which lowers your taxable income and, therefore, the amount of income tax you must pay. You also do not pay taxes when you use the money in the accounts to reimburse yourself for eligible expenses.

Your spending accounts and TRIP accounts have no effect on your pay-related benefits.

Social Security

Each year you pay Social Security taxes on a certain level of your earnings, called the taxable wage base. Since the before-tax dollars you use for your spending account and TRIP account contributions are not considered part of your pay for Social Security tax purposes, your Social Security taxes will also be reduced if your pay falls below the taxable wage base after these before-tax dollars are subtracted from your full earnings. In this case, your future Social Security benefit may be smaller than if after-tax dollars were used for those purposes.

Tax exemptions

The spending accounts and the TRIP accounts are exempt from all federal income and employment taxes and most state and local taxes.

If you live in a state that does not exempt any of the Account contributions from state or local tax, you will be taxed on the benefit, and the amount reported as "state wages" on your Form W-2 for the year of the contribution will be higher than the amount reported for federal wages. If you have any questions about the tax-exempt status of any of Account contributions in your state, contact your tax adviser or your state department of revenue or taxation.

Important rules

In return for favorable tax treatment, the Internal Revenue Service ("IRS") imposes requirements on all of the Accounts. Because of these requirements, you will need to be sure your accounts work effectively for you.

- Elections on how much to contribute to your HCSA, LPSA, or DCSA must be made for a full calendar year. During each open enrollment period, you can enroll in a spending account for the following year. Once you have made your decision, you cannot change it during the year unless you have a qualified status change as defined in the *About Your Health Care Benefits* document. If you are enrolling as a new hire, you also cannot change your decision for the remainder of the year. Also, you cannot enroll during December for the current plan year.
- You can enroll in the TRIP Transit Account, the Parking Account, or both at any time during the year. You can increase or decrease your TRIP contribution(s) at any time throughout the year as your commuting needs change. Your elections will become effective on the first day of the following month if administratively possible; otherwise, your coverage will begin the first of the following month.
- You enroll separately in each of the Accounts. If you enroll in more than one spending account, you may not transfer money from one account to the other.
- You may be reimbursed for expenses you incur during a specific period of time. For the HCSA, the LPSA, and the DCSA, you can be reimbursed only for expenses you incur during the same calendar year in which you make contributions. After the end of each year, you will have until June 30 of the following year to submit claims for your expenses for the prior year.
- For the TRIP accounts, expenses incurred in 2009 must be filed within 12 months of the date on which the expense was incurred. For example, if you incur an expense in January 1, 2009, it must be submitted for reimbursement by January 1, 2010. All receipts are required for reimbursements to be issued.
- Unused balances left in your HCSA, LPSA, or DCSA are forfeited. If you do not spend all the money in these accounts for expenses incurred during the applicable period, the unused balance **cannot** be returned to you or carried forward for use during the following plan year.
- Unused balances left in your TRIP accounts at the end of the year will roll forward into the next year's accounts. This rollover is done automatically in July to allow for payment of any paper claims for the prior year. Purchases made using the online purchasing site will automatically access your available balance in the prior year if necessary. You can use that money for the current and/or prior year's claims, subject to the 12 month claims filing deadline.

Overpayments

In the event an expense reimbursed by any of the Accounts is not eligible for reimbursement, the employee agrees to reimburse Citi for any amount owed. In the event that amounts are owed under the HCSA, your privileges under the Citi Health Care Spending Account Reimbursement Card may be subject to suspension or termination.

Health Care Spending Account

You may deposit from \$120 up to \$15,000 a year into your Health Care Spending Account to reimburse yourself for eligible, out-of-pocket health care expenses. Expenses must be incurred during the period of time you are participating in the account.

You can be reimbursed for your health care expenses incurred by you, your spouse or your "dependents" as defined under section 152 of the Code, as determined without regard to subsections (b)(1), (b)(2) and (d)(1)(B) thereof, regardless of whether you or your dependent is covered or not covered under any Citi medical, dental, or vision plan. You may only submit claims for health care expenses for a civil union partner or a domestic partner who is considered your tax dependent under section 152 of the Code without regard to sections (b)(1), (b)(2), or (d)(1)(B).

Eligible expenses for HCSA

Generally, any health care expenses that would qualify as a deduction on your federal income tax return, except premiums for health care coverage under another employer's plan, Medicare, or Medicaid and long term care services, are eligible expenses for the Health Care Spending Account. In addition, some items that aren't deductible (like over-the-counter drugs) may be reimbursable from your Health Care Spending Account. For more information on eligible expenses, see IRS Publication 502, *Medical and Dental Expenses*, which is available from the IRS by calling (800) 829-1040 or from the IRS Web site, www.irs.gov.

Claims must be incurred during the period of time in which you are a participant. In general, expenses are eligible for reimbursement in the year the expense was incurred or the medical service was performed, not the year in which the bill is paid. However, the date a payment was made for orthodontia treatment (scheduled monthly payment) determines the plan year in which the expense may be reimbursed from your Health Care Spending Account.

Eligible expenses include:

- Your share of expenses that aren't paid by your medical, dental, and/or vision plan, such as deductibles, coinsurance, and copayments;
- Other charges that exceed what your medical, dental, and/or vision plan will pay, such as charges above reasonable and customary amounts or other plan limits;
- Routine exams and tests not reimbursed under your medical, dental, or vision plan;
- Health care expenses for your spouse or dependents as defined under the Code as described above;
- Certain equipment and training for disabled individuals;
- Chiropractic care that isn't covered by your medical plan;
- Physical therapy, psychiatric therapy, and counseling that aren't covered by your medical plan;
- Cholesterol tests, vaccines, and immunizations that aren't covered by your medical plan;
- Prescription contraceptives and infertility treatments that aren't covered by your medical plan;
- Smoking cessation programs;

- Over-the-counter drugs for which you have a receipt (see “Eligible Over-the-Counter Medicines” on page 10);
- Medicines prescribed by a doctor that your medical plan or prescription drug program doesn’t cover;
- Transportation necessary to obtain certain health care services;
- Childbirth classes, such as Lamaze, for up to two people;
- Cardiac rehabilitation classes;
- Acupuncture;
- Back supports;
- Nursing home care for medical reasons;
- Treatment for obesity when diagnosed by a physician;
- Sterilization (and reversal of) surgery;
- Weight reduction program based on diagnosis and letter of medical necessity; and
- Medical expenses incurred for health care service obtained outside the United States.

Eligible vision and hearing care expenses include the following expenses that are not otherwise reimbursed under any other group health plan:

- Eye and hearing examinations;
- Eyeglasses, including tinting;
- Contact lenses, including all necessary supplies and equipment;
- Hearing aids and repairs;
- Special telephone and television equipment for the deaf;
- Guide dog or other animal or human guide used by a visually-impaired or hearing-impaired person; and
- LASIK surgery and radial keratotomy.

Eligible dental expenses include the following expenses that are not otherwise reimbursed under any other group health plan:

- Any deductibles and copayments you have to pay under your dental plan; and
- Orthodontia not covered by the dental plan (requires a paid receipt).

Eligible Over-the-Counter Medicines

The following over-the-counter medicines are covered under the HCSA when used to treat a medical illness or condition:

- Allergy medicine (e.g., Claritin)
- Antacids (e.g., Prilosec)
- Anti-diarrhea medicine
- BenGay, Tiger Balm or other products for muscle pain or joint pain
- Medicines used to treat insect bites
- Calamine lotion, creams to treat poison ivy
- Carpal tunnel wrist supports
- Cold medicine
- Cough drops, throat lozenges
- Diabetic supplies, including test kits
- First aid cream, Neosporin
- Hearing aid batteries
- Hydrocortisone cream, Benadryl
- Laxatives
- Medicines taken as sleeping aids
- Motion sickness pills
- Nicotine gum or patches for smoking cessation
- Pain reliever
- Pedialyte
- Pills for persons who are lactose intolerant
- Pregnancy test kits
- Reading glasses
- Sinus medications
- Sinus sprays
- Special diaper rash ointments
- Special ointment or cream for sunburn
- Suppositories and creams for hemorrhoids
- Thermometers
- Visine, contact lens solutions, contact lens cleaners and other eye products used to treat eye ailments
- Wart remover treatments

The following over-the-counter items are covered under the HCSA only when accompanied by a diagnosis of medical condition from a licensed physician. The physician's note must indicate your specific medical condition and that the over-the-counter item is the recommended treatment.

- Medicated shampoos (diagnosis of specific scalp infection other than dry scalp or dandruff)
- Weight-loss drugs/programs (items which replace normal food are not eligible)
- Feminine hygiene products
- Sunscreen
- Acne treatment
- Glucosamine/Chondroitin for arthritis
- St. John's Wort
- OTC hormone therapy
- Dietary supplements/fiber supplements/vitamins are rarely reimbursable. May be eligible if it is used to treat a specific medical condition and is not for general health purposes (requires note from licensed physician)
- Hormone Therapy Creams

Ineligible expenses for HCSA

You may not use your Health Care Spending Account to pay for any services that are otherwise reimbursed by another group health plan, such as another employer's plan, Medicare, or Medicaid, or for any expenses that the IRS does not consider tax deductible.

Examples of ineligible expenses include:

- Elective cosmetic surgery or cosmetic dental work, unless necessary because of an accident or birth defect;
- Maternity clothes or diaper services;
- Nursing services to care for a healthy newborn;
- Vitamins or minerals taken for general health purposes, including those recommended by your doctor;
- Household help or custodial care at home or in an institution, even if recommended by your doctor;
- Health club fees, exercise classes, or weight-loss programs for general health purposes, even if recommended by your doctor;
- Cosmetics, toiletries, or toothpaste;
- Amounts you pay for medical and dental insurance premiums;
- Long-term-care services, including insurance premiums for long-term care insurance;
- Marriage or family counseling;
- Funeral or burial expenses;

- Contact lens insurance;
- Insurance premiums including those paid by you, your spouse, or your dependents, including COBRA premiums;
- Expenses eligible for reimbursement under any medical or dental plan to which you belong;
- Exercise equipment, hot tubs, whirlpool baths, and swimming pools; and
- Medical expenses for someone who is not your lawful spouse or IRS dependent (i.e., dependent for health plan taxation purposes).

Methods for Reimbursement

You can be reimbursed at the point of purchase by using your Citi Health Care Spending Account Reimbursement Card, or by completing and returning the claim form and any required documentation.

Citi Health Care Spending Account Reimbursement Card

If you are enrolled in the HCSA, you will automatically receive a Citi Health Care Spending Account Reimbursement Card that you can use at any health care provider that accepts MasterCard as a form of payment. Upon activation, as of January 1 the entire amount of your annual HCSA election will be posted to the card.

The limit on your debit card will be the balance in your account at the time you pay for service. If you attempt to use the debit card to pay for expenses in excess of your account balance, the entire expense will be denied. You'll have to use a claim form to be reimbursed for that amount.

It is important to save your receipts. Each time you "swipe" your debit card, a reminder will be issued advising you to save your receipt in case you are required at a later date to confirm that your expense was eligible under the Plan. Any unsubstantiated expenses may be considered taxable income.

Filing a claim

If you're enrolled in certain health plans offered by Citi and you *didn't* decline the automatic claim submission option during annual enrollment, then any unpaid amount of certain health care claims will be submitted automatically for reimbursement from your HCSA. No additional action is needed on your part. Claims will be submitted to ADP automatically, and you'll be notified when a reimbursement occurs.

The health plans are the Aetna and Empire BlueCross BlueShield ChoicePlan 100 and 500; the Hawaii Health Plan; Oxford Health Plans PPO the Citigroup Prescription Drug Program; Delta Dental; and/or the MetLife Preferred Dentist Program (PDP).

Note: To be reimbursed through automatic claims submission, don't activate and use the HCSA Reimbursement Card. Once you use your card to pay for an eligible HCSA expense, the automatic claims submission feature will be disabled.

If you do not want to use your debit card or participate in automatic claims submission, you can also file a claim for reimbursement. You must submit a bill, invoice, or explanation of benefits (EOB) from your medical or dental coverage with your claim form.

If health care expenses exceed the current amount in your HCSA, you will be reimbursed up to the amount of your annual election less any prior reimbursements that you have received.

You will have until June 30 of the calendar year following the year in which you incur the eligible expense to submit claims for reimbursement. For example, you will have until June 30, 2010 to file claims for expenses incurred from January 1, 2009 through December 31, 2009 against your 2009 contributions.

Expenses must be documented in accordance with IRS requirements and must be incurred while you are a participant. In order to submit claims incurred after your termination of employment, you must elect COBRA for continuation of coverage.

Limited Purpose Health Care Spending Account (LPSA)

The Limited Purpose Health Care Spending Account (LPSA) is for employees who enroll in the Citi Basic or Premier High-Deductible Health Plan (Basic or Premier) *and* establish a Health Savings Account. Employees who enroll in the Basic or Premier plans and/or establish Health Savings Accounts are not eligible to enroll in general-purpose Health Care Spending Accounts.

You may deposit from \$120 up to \$5,000 a year into your LPSA to reimburse yourself for eligible out-of-pocket dental, vision, and/or preventive care medical expenses. Expenses must be incurred during the period of time you are participating in the LPSA. Contributions are taken each pay period before federal and, in most locations, state and local taxes are withheld. You must be enrolled in the Citi High Deductible Health Plan- Basic or Premier to enroll in the LPSA. You can enroll as a new employee during the annual enrollment period, or within 31 days of a qualified change in status. However, you cannot enroll in December for the current calendar year. You may change or stop your contributions as a result of a qualified change in status. To participate on a continuing basis you must actively enroll. Your enrollment does not carry over from year to year. You can be reimbursed for expenses incurred only during the time you are enrolled. The amount of your payroll contributions will appear on your form W-2 Wage and Tax statement for the year in which you were enrolled. In accordance with IRS guidelines, the Plan Administrator, in its discretion, may reduce the rate of contribution of certain participants to ensure that the LPSA is not deemed to discriminate in favor of highly compensated employees.

You can be reimbursed for your dental, vision, or preventive health care expenses incurred by you, your spouse or your "dependents" as defined under section 152 of the Code, as determined without regard to subsections (b)(1), (b)(2) and (d)(1)(B) thereof, regardless of whether you or your dependents are covered under any Citi medical, dental, or vision plans. You may only submit claims for health care expenses for a civil union partner or a domestic partner who is considered your tax dependent under section 152 of the Code without regard to sections (b)(1), (b)(2), or (d)(1)(B).

Eligible expenses for LPSA

Since the LPSA is intended to be used in conjunction with a the Basic or the Premier plan and a Health Savings Account, eligible expenses are limited to those for vision care, dental, and preventive care medical expenses. Other medical care expenses should be paid from your HSA.

Claims must be incurred during the period of time in which you are a participant. In general, expenses are eligible for reimbursement in the year the expense was incurred or the medical service was performed, not the year in which the bill is paid. However, the date a payment was made for orthodontia treatment (scheduled monthly payment) determines the plan year in which the expense may be reimbursed from your LPSA.

Eligible expenses include:

- Your share of expenses that are not paid by your dental and/or vision plan, such as deductibles, coinsurance, and copayments and charges that exceed reasonable and customary amounts or other plan limits;
- Vision expenses, such as exams, prescription eyeglasses and sunglasses, contact lenses, and laser surgery, which are not covered by your medical or vision plan;
- Preventive care medical expenses as identified by the IRS, including:
 - Periodic health evaluations, including tests and diagnostic procedures ordered in connection with routine examinations, such as annual physicals;
 - Routine prenatal and well-child care;
 - Child and adult immunizations;
 - Tobacco cessation programs;
 - Obesity weight- loss programs; and
 - Screening services including routine cancer, heart disease, and infectious disease screening.

Ineligible expenses for LPSA

You may not use your LPSA to pay for any services that are otherwise reimbursed by another group health plan, such as another employer's plan, Medicare, or Medicaid, your Health Savings Account, or for any expenses that the IRS does not consider tax deductible.

Examples of ineligible expenses include:

- Non-preventive health care expenses;
- Over-the-counter medicines
- Elective cosmetic surgery or cosmetic dental work, unless necessary because of an accident or birth defect;
- Maternity clothes or diaper services;
- Nursing services to care for a healthy newborn;

- Vitamins or minerals taken for general health purposes, including those recommended by your doctor;
- Household help or custodial care at home or in an institution, even if recommended by your doctor;
- Health club fees, exercise classes, or weight-loss programs for general health purposes, even if recommended by your doctor;
- Cosmetics, toiletries, or toothpaste;
- Amounts you pay for medical and dental insurance premiums;
- Long-term-care services, including insurance premiums for long-term care insurance;
- Marriage or family counseling;
- Funeral or burial expenses;
- Contact lens insurance;
- Insurance premiums including those paid by you, your spouse, or your dependents, including COBRA premiums;
- Expenses eligible for reimbursement under any medical or dental plan to which you belong;
- Exercise equipment, hot tubs, whirlpool baths, and swimming pools; and
- Medical expenses for someone who is not your lawful spouse or IRS dependent (i.e., dependent for health plan taxation purposes).

For more information about eligible expenses, see IRS Publication 502: Medical and Dental Expenses at www.irs.gov or contact your tax advisor. You can also call the IRS at 1-800-829-1040.

Note: The IRS publication is a guideline for use in preparing tax returns; it is not a description of the Citi Plan.

Methods for Reimbursement

You must file a claim form for reimbursement. You must submit a bill, invoice, or explanation of benefits (EOB) from your medical or dental coverage with your claim form.

If health care expenses exceed the current amount in your LPSA, you will be reimbursed up to the amount of your annual election less any prior reimbursements that you have received.

You will have until June 30 of the calendar year following the year in which you incur the eligible expense to submit claims for reimbursement. For example, you will have until June 30, 2010 to file claims for expenses incurred from January 1, 2009 through December 31, 2009 against your 2009 contributions.

Expenses must be documented in accordance with IRS requirements and must be incurred while you are a participant. In order to submit claims incurred after your termination of employment, you must elect COBRA for continuation of coverage.

Paying for your expenses Out-of-Pocket

You can submit claims for certain expenses under the following plans:

- High Deductible Health Plan – Basic and Premier;
- Dental;
- Vision; and
- Certain preventive prescription drugs under the Citigroup Prescription Drug Program

However, you must pay for expenses out of pocket and submit eligible expenses for reimbursement using the LPSA Claim Form (Form 315).

Filing a Claim

See “Filing a claim” on page 19. Generally you will have until June 30 following the year in which you incur the eligible expense to file a claim for reimbursement. If mailing your claims, your envelope must be post marked no later than June 30, 2010. You can check the status of your claims at any time by accessing your account information at www.flexdirect.adp.com/citigroup.

Reimbursements

At any time, you may be reimbursed for eligible expenses up to the total amount you elected to contribute to your LPSA for the year. If you increase your contributions during the year because of a qualified change in status, you may be reimbursed from the increased amount only for expenses incurred *after* the date of the qualified change in status.

Using LPSA after your termination of employment

If you terminate employment with Citi, you can continue your LPSA coverage only under COBRA through the end of the year in which your employment was terminated. If you do not continue coverage under COBRA, you cannot use the account for expenses incurred beyond your termination date. However, you will have until the following June 30 to submit your claims.

Effect on other Benefits

You receive a tax advantage by paying for eligible health care expenses through your LPSA or by claiming a federal income tax deduction for eligible expenses that exceed 7.5% of your adjusted gross income. However, you cannot claim a deduction from an expense on your tax return if you have been reimbursed for the same expense by LPSA.

Social Security

Your spending account contributions will reduce the amount of your Social Security taxes. If your taxable pay is below the Social Security taxable wage base, your future Social Security retirement benefits also may be reduced.

For more information call the Citi Spending Account Information Line at 1-800-378-1823. Automated information is available 24 hours a day and you can speak with a representative from 8a.m. to 8p.m. Eastern time on weekdays, excluding holidays. You can also visit the Social Security Administration Website at www.socialsecurity.gov for information on the taxable wage base for a given year and Social Security plans and provisions.

Dependent Care Spending Account

You may deposit the following amount into a Dependent Care Spending Account to pay for dependent care expenses on a before-tax basis *less* any amount provided under the dependent care account subsidy:

If you are:	You may deposit:
Single	Up to a maximum of \$5,000
Married and filing jointly	Up to a family maximum of \$5,000
Married and filing separately	Up to a maximum of \$2,500 each for you and your spouse

Expenses must be incurred during the period of time you are participating in the DCSA.

Citi also offers a tax-free subsidy to partially fund dependent care expenses for employees within certain annual salary guidelines. See "Dependent care account subsidy" on page 20 for more information. The amount you contribute to the DCSA, combined with the amount provided under the dependent care account subsidy, may not exceed the above limits.

Eligible Expenses for DCSA

You are eligible to participate in a DCSA if you are an Eligible Employee and:

- You have a "qualifying individual" as defined under section 21(b)(1) of the Code; and
- You use this benefit to help pay only "employment-related expenses" within the meaning of section 21(b)(2) of the Code.

Generally, a qualifying individual includes:

- Each of your children under age 13 who share your residence for more than half the year and who do not provide over one-half of his or her own financial support;
- Spouses who are mentally or physically unable to care for themselves and reside with you for more than half the year; and
- Dependents who are mentally or physically unable to care for themselves, and reside with you for more than half the year.

You may only submit claims for dependent care expenses for a civil union partner or a domestic partner who is a qualifying individual as described above.

Dependent care expenses must be work-related to qualify. Expenses are considered work-related only if they allow you (and your spouse, if you are married) to work or look for work and they are for a qualifying individual's care. If you are married, generally both you and your spouse must work or look for work. Your spouse is treated as working during any month in which he or she is a full-time student or physically or mentally unable to care for himself or herself. Your spouse is not considered to be working if he or she does unpaid volunteer work or volunteer work for a nominal salary. Amounts paid for dependent care while you are on leave for any reason (including short-term disability) would not qualify because you are not actively working.

Examples of employment-related expenses include:

- Care at a licensed nursery school or day camp (including specialty camp), or day care center (the facility must comply with state and local regulations, serve more than six individuals, and receive fees for services);
- Services from individuals who provide dependent day care in or outside of your home, unless the provider is your spouse, your own child under age 19, or any other dependent (these individuals must provide their Social Security numbers to you for reimbursement purposes);
- After-school care for children under age 13;
- Household services related to the care of an elderly and disabled adult who lives with you (if a qualifying individual);
- Expenses for transportation between your house and the place that provides day care services provided by a day care or child care provider;
- Agency and application fees associated with hiring a day care provider (i.e., an au pair), and room and board expenses associated with a live-in care provider. The agency and application fees are only reimbursable if the expense incurred resulted in actual employment of the care provider;
- Care provided at an adult day care facility if the qualifying dependent regularly spends at least eight hours a day in your home; and
- Wages and Social Security taxes paid to or on behalf of a qualified caretaker as defined by the IRS.

Ineligible Expenses for DCSA

- General babysitting other than during work hours;
- Cost of schooling in kindergarten or higher.
- Generally expenses for food, clothing, or education;
- Expenses for dependent care when either you or your spouse are not working (unless your spouse is a full-time student or disabled);
- Charges for convalescent or nursing home care for disabled spouse;
- Overnight camp expenses;
- Expenses for dependent care that enables you or your spouse to do volunteer work;
- Expenses paid to your spouse, your own child under age 19, or any other dependent; and
- Expenses for which you take the federal child care tax credit.

Eligible expenses are intended to be determined in accordance with the requirements of the Code and related Treasury regulations thereunder.

Effects of before-tax contributions

All contributions to the DCSA are made on a before-tax basis. You can use either the DCSA or the dependent care tax credit currently available for these expenses. However, you cannot use both. For more information on the dependent care tax credit, see IRS Publication 503, *Child and Dependent Care Expenses*, which is available from the IRS by calling (800) 829-1040 or from the IRS Web site, www.irs.gov.

Also, you must report the name and the taxpayer identification number of the dependent care provider on your income tax form.

Changes in your elections

You may change your contribution elections for the DCSA only during annual open enrollment or in connection with a qualified change in status. For more details on qualified changes in status, see the *About Your Health Care Benefits* document. A full explanation is also available in HR Forms 308A and 308B.

Other limits

Benefit payments cannot exceed the lower of your salary or your spouse's earned income. If your spouse is physically or mentally incapable of caring for himself or herself or is a full-time student for at least five months during a plan year, the above restriction does not apply to you. In these cases, your spouse's monthly income is assumed to be \$250 if you have one qualified dependent and \$500 if you have two or more qualified dependents.

If you are not married, benefit payments cannot exceed your annual salary.

Filing a claim

Due to IRS restrictions, the Citi Health Care Spending Account Reimbursement Card is not used for the Dependent Care Spending Account. You can be reimbursed by completing and returning the claim form and any required documentation.

In general, expenses are considered incurred in the year in which the dependent care service is rendered, not when the bill is paid.

You must submit a paid receipt with your claim form. Dependent care claims will be reimbursed only up to the amount of payroll contributions in your DCSA. If a dependent care expense exceeds this amount, you will be reimbursed for the balance as additional contributions are credited to your DCSA. See "Claims information" on page 25 for more information.

You will have through June 30 of the following calendar year to submit claims for expenses incurred for the prior year. If you leave the plan during the year, there may be restrictions on the claims you can submit for reimbursement.

Expenses must be incurred while you are a plan participant and during the calendar year. You can't use the balance in your DCSA to reimburse yourself for expenses incurred after you terminate employment.

Due to a change in IRS rules, you cannot submit claims for reimbursement more than two weeks in advance of the service date. Claims submitted more than two weeks in advance will be denied as ineligible and you will need to resubmit them to be reimbursed.

Coverage after leaving Citi

You may submit claims for eligible expenses incurred after your termination date, but incurred prior to December 31, 2009. You must submit eligible claims no later than June 30, 2010.

Dependent care account subsidy

Citi offers a tax-free subsidy to partially fund dependent care expenses for employees within certain total compensation guidelines.

The Dependent care account subsidy may be available to employees who are enrolled in the Dependent Care Spending Account who have **total compensation** of less than \$45,000 per year. However, if you are the sole financial provider for your dependents, you may be eligible for the subsidy if you have total compensation of more than \$45,000 but no more than \$90,000. Please refer to the "About Your Health Care Benefits" document for a definition of "total compensation." In order to receive the subsidy, you must enroll in **both** the Dependent Care Spending Account **and** the subsidy program within the DCSA, as explained in your enrollment materials.

The amount of the subsidy you may receive is based on your election for the DCSA and your **total compensation**. The maximum annual subsidy is \$1,500 for full-time employees and \$1,125 for part-time employees. The subsidy ranges in total from 15% to 30% (11¹/₄ to 22¹/₂ for eligible part-time employees) of your DCSA election.

Eligible subsidy percentage	Eligible subsidy percentage	
<i>Total compensation</i>	<i>Full-time employees</i>	<i>Part-time employees</i>
<i>Less than \$25,001</i>	30%	22-1/2 %
<i>\$25,001 - \$35,000</i>	20%	15%
<i>\$35,001- \$45,000</i>	15%	11-1/4%
<i>\$45,001 - \$90,000*</i>	15% if sole financial provider	11-1/4% if sole financial provider
<i>More than \$90,000</i>	Not eligible	Not eligible
<i>Maximum annual subsidy</i>	\$1,500	\$1,125

* You will be eligible for a 15% dependent care subsidy if you are the sole financial support for your dependents and your total compensation is between \$45,001 and \$90,000.

The subsidy will reduce the amount deducted from your paycheck. When enrolling in a DCSA, you must elect the full amount that you want to use to reimburse yourself for eligible expenses. The deductions from your paycheck will be the amount of the election **minus** the amount of the subsidy. Only expenses incurred from the effective date of coverage through December 31 can be reimbursed from your DCSA.

To receive the Dependent Care Account subsidy, you must enroll in the program. If you enroll in a DCSA and are eligible for the subsidy but do not enroll in the subsidy program you will not receive the subsidy.

How the subsidy works

Example: Your total compensation is \$27,000 per year as a full-time employee and you wish to contribute \$4,000 to a Dependent Care Spending Account. At \$27,000, you are eligible for a 20% subsidy on your contribution. Therefore, Citi contributes \$800 to your Dependent Care Spending Account (20% of \$4,000), and your total annual payroll deductions would be reduced to \$3,200. Your total Dependent Care Spending Account balance at the end of the year will be \$4,000, which includes the \$800 subsidy, but the \$800 will be credited to you at the beginning of the plan year.

Transportation Reimbursement Incentive Program (TRIP)

There are two different TRIP accounts — the Transit Account and the Parking Account. You may contribute to either or both accounts, depending on the type of commuting expenses you incur.

You may enroll in, change (increase or decrease) your contribution amount, or end contributions at any time. If you discontinue contributions, you may continue to send in receipts for any balance remaining in your accounts as long as your claim for expenses is filed within 12 months of the date on which the expense was incurred. Enrollments and election changes will be effective on the first day of the following month if administratively possible.

Transit Account

A Transit Account allows you to submit claims for commuting expenses to and from work via bus, ferry, train, subway, car pool, or van pool. You can contribute a minimum of \$10 a month up to a maximum of \$120 a month from your pay in before-tax dollars. Examples of expenses eligible for reimbursement from your Transit Account include:

- Transportation passes;
- Any pass, token, fare card, ticket, or similar item that entitles you to ride public transportation to and from work; and
- Transportation between work and your residence in a “commuter highway vehicle” that:
 - Seats six or more adults excluding the driver;
 - Is used 80% or more (based on mileage) for transporting employees between work and home; and
 - Includes at least three commuters, excluding the driver, on each trip.

Examples of expenses not eligible for reimbursement from your Transit Account include:

- Car pooling and/or van pooling in a vehicle seating fewer than six passengers, excluding the driver;
- Taxi fares;
- Highway, bridge, or tunnel tolls;
- Expenses incurred for business travel — such as traveling from the office to a business or client meeting;
- Gas or mileage expenses;
- Parking expenses; or
- Transit expenses incurred by other family members.

Parking Account

A Parking Account allows you to submit claims for certain parking expenses — such as parking at the train or bus station or parking near work — that are not company paid or for which you do not receive a before-tax benefit. You can contribute a minimum of \$10 a month up to a maximum of \$230 a month from your pay in before-tax. Examples of expenses eligible for reimbursement from your Parking Account include:

- Parking at or near your work location; and
- Parking at or near a location from which you commute to work by mass transportation, car pooling or other means. (This does not include parking at or near your home, for example, in an apartment garage for which you pay to park.)

Examples of expenses not eligible for reimbursement from your Parking Account include:

- Non-work-related parking expenses;
- Parking at or near your residence;
- Parking for which you receive a before-tax benefit;
- Parking paid for by your employer;
- Parking expenses incurred by your family members; and
- Expenses eligible to be reimbursed from the Transit Account.

You can enroll to contribute to either or both accounts, depending on the type of commuting expenses you incur. Expenses from one account cannot be used to pay claims filed against the other account.

Method of reimbursement

Where permitted, you can be reimbursed by completing and returning a TRIP claim form and any required documentation. Reimbursements are processed each business day. Most reimbursements will be made via direct deposit into a bank account. Beginning January 1, 2009, you cannot submit a claim without a receipt for Parking or Transit expenses.

You can also visit the Citi Spending Account Web Service Center where you can purchase your monthly transit pass or pay your parking provider by authorizing a direct debit from your TRIP account using the "Purchase TRIP Pass" link on the site.

Reminder effective January 1, 2008, Citi Spending Account Reimbursement Card can no longer be used for TRIP accounts. TRIP participants can either directly purchase their transit pass or pay their parking provider online using the Citi Spending Account Service Center website. In order to use the online purchasing site you must first be enrolled in the Transit and/or Parking account.

Participants can use the online purchasing system by taking the "Purchase TRIP Pass" link on the top menu bar of the Spending Account Service Center website. Using the site, participants will order their transit pass/voucher or enroll to pay their parking vendor by the 5th of each month. On the 5th, ADP will then debit the participant's TRIP account up to the IRS monthly limit, and charge any remaining balance to the participant's personal credit card. The purchased pass will then be mailed directly to the participant before the 1st of the month.

When online purchasing may be required

If you commute within any of the areas listed below, you may be required to use the online purchasing site for your transit expenses and will not be able to submit paper claims.

- Denver, CO;
- Hartford, CT;
- Washington, DC;
- Chicago, IL;
- Boston, MA;
- Detroit, MI;
- Minneapolis, MN;
- Charlotte, NC;
- Portland, OR;
- Philadelphia, PA;
- Pittsburgh, PA; and
- Dallas, TX

For more details, visit the Citi Spending Account Service Center at <http://www.flexdirect.adp.com/citigroup> or visit Total Comp at Citi at <https://www.totalcomponline.com>. From the "Spending Accounts" page, click on the link to the Citi Spending Account Service Center.

If you do not purchase a monthly transit pass or there is no monthly transit pass available for your commute, you may submit a claim form to be reimbursed for eligible expenses unless you commute within an area where use of the online purchasing site is required. See "When online purchasing may be required" on page 23 for more information.

Filing a claim

If you do not commute within one of the areas listed above, you can also file a claim for reimbursement. When you incur an eligible transportation expense, you pay for the service, obtain a receipt, and then file a claim for reimbursement from your TRIP accounts. Along with your claim you will need to provide proof of payment. Allowable forms of proof include:

- Copies of receipts;
- A photocopy of your fare card, bus pass or train ticket; or
- Parking, fare card, or commuter highway vehicle bills.

Note: Beginning January 1, 2009, you must provide receipts with all Transit and/or Parking claim forms. Claims submitted without receipts will be denied.

You will be reimbursed up to the amount you contribute each month. If your monthly expenses are greater than the amount you contribute to your accounts each month, unreimbursed expenses, unlike the Dependent Care Spending Account, will not carry over into upcoming months.

Example: You elect to contribute \$100 to a Transit Account. In January, you submit a claim for monthly transit expenses of \$120. You would be reimbursed for \$100. The remainder of the claim would not be carried over to February.

Contributions that are not paid in reimbursement will carry over from month to month and from year to year. Unused contributions as of December 31, will roll forward into the next year's accounts only if you are enrolled for that year. You can use these funds for the current and/or prior year's claims, subject to the 12 month claims filing deadline. You have 12 months from the date of service to submit TRIP claims for reimbursement.

If your Transit and/or Parking Account remains inactive for 12 consecutive months (no contributions made or claims filed), you'll forfeit any remaining contributions.

The Transit Account and the Parking Account are separate accounts. You cannot transfer any remaining balance from one account to the other. Similarly, you can only roll over from month to month or year to year any balances within the same account.

If you terminate employment

If you terminate employment with Citi, your payroll deductions will stop and your accounts will be closed as of your termination date. You will have 12 months from your termination date to submit claims for reimbursement that you incurred through that date. Thereafter, you will forfeit any unclaimed amounts.

Claims information

The process for submitting claims depends on the type of spending account.

Health Care Spending Account

You can be reimbursed at the point of purchase by using your Citi Health Care Spending Account Reimbursement Card.

If you do not use your Citi Health Care Spending Account Reimbursement Card, you can file a claim using the Health Care Spending Account Reimbursement Form (Form 316). However, you may be asked to complete and return the Spending Account Expense Substantiation Form (Form 318) if ADP cannot substantiate a transaction applied to your Citi Health Care Spending Account Reimbursement Card.

You can call the Citi Benefits Center through ConnectOne at 1-800-881-3938 and speak to a representative to request a form. If you use a TDD: Call the Telecommunications Relay Service at 711. Then call ConnectOne at 1-800-881-3938.

Follow the directions on the form and mail or fax the form to ADP at the address on the form. *Do not return claim forms to your employer.*

Submit your Health Care Spending Account claims to:

ADP
ATTN: Claims Processing Center
P.O. Box 1800
Alpharetta, GA 30023-1800

Claims can be faxed to ADP at 866-392-4090 or 678-762-5693

See "Claims and Appeals for the HCSA/LPSA" in the *About Your Health Care Benefits* document for information about filing an appeal if your HCSA claim is denied.

- Approved claim reimbursements will be direct deposited to your bank account, or sent via check to your home address if no direct deposit account is on file. To add your direct deposit account information, visit the Citi Spending Account Service Center at <http://www.flexdirect.adp.com/citigroup> or visit Total Comp at Citi at <https://www.totalcomponline.com>. From the "Spending Accounts" page, click on the link to the Citi Spending Account Service Center.

Automatic claim submission for Health Care Spending Accounts

The automatic claim submission feature allows employees who are covered by any of the ChoicePlans, the Oxford Health Plans PPO, the Hawaii Health Plan, the Prescription Drug Program, Delta Dental, or the MetLife PDP Dental Plan, and who elect a Health Care Spending Account deduction to pay expenses without having to resubmit claims. After you have paid a deductible or coinsurance out of your own pocket or paid a copayment to a provider or pharmacy, the claims administrators will electronically send claim information to the Health Care Spending Account. Your Health Care Spending Account will automatically be debited by the amount necessary to pay the uncovered portion of your claim (e.g., deductibles, copayments, etc.). Employees who have health care coverage through multiple carriers or HMOs should manually submit claims, as stated in "Filing a claim" on page 19. In addition, you may not submit claims for health care expenses for a civil union partner or domestic partner who is not considered a dependent for federal tax purposes as described above.

Enrollment in the automatic claims submission process is automatic as part of annual enrollment. No additional action is needed on your part. Claims will be submitted to ADP automatically, and you'll be notified when a reimbursement occurs.

Note: You will not be able to use the automatic claim submission feature if you are enrolled in an HMO.

Note: To be reimbursed through automatic claims submission, don't activate and use the HCSA Reimbursement Card. Once you use your card to pay for an eligible HCSA expense, the automatic claims submission feature will be disabled.

See "Claims and Appeals for the HCSA/LPSA" in the *About Your Health Care Benefits* document for information about filing an appeal if your claim is denied.

Limited Purpose Health Care Spending Account

You must file a claim form to be reimbursed from your LPSA. You can file a claim using the Limited Purpose Health Care Spending Account Reimbursement Form (Form 315).

You can call the Citi Benefits Center through ConnectOne at 1-800-881-3938 and speak to a representative to request a form. If you use a TDD: Call the Telecommunications Relay Service at 711. Then call ConnectOne at 1-800-881-3938.

Follow the directions on the form and mail or fax the form to ADP at the address on the form. *Do not return claim forms to your employer.*

Submit your Limited Purpose Health Care Spending Account claims to:

ADP
ATTN: Claims Processing Center
P.O. Box 1800
Alpharetta, GA 30023-1800

Claims can be faxed to ADP at 866-392-4090 or 678-762-5693

See "Claims and Appeals for the HCSA/LPSA" in the *About Your Health Care Benefits* document for information about filing an appeal if your IpSA claim is denied.

Approved claim reimbursements will be direct deposited to your bank account, or sent via check to your home address if no direct deposit account is on file. To add your direct deposit account information, visit the Citi Spending Account Service Center at www.flexdirect.adp.com/citigroup or visit Total Comp at Citi at www.totalcomponline.com. From the "Spending Accounts" page, click on the link to the Citi Spending Account Service Center.

Dependent Care Spending Account

You must file a claim form to be reimbursed from your DCSA. You can file a claim using the Dependent Care Spending Account Reimbursement Form (Form 317).

You can call the Citi Benefits Center through ConnectOne at 1-800-881-3938 and speak to a representative to request a form. If you use a TDD: Call the Telecommunications Relay Service at 711. Then call ConnectOne at 1-800-881-3938.

Follow the directions on the form and mail or fax the form to ADP at the address on the form. *Do not return claim forms to your employer.*

Submit your Dependent Care Spending Account claims to:

ADP
ATTN: Claims Processing Center
P.O. Box 1800
Alpharetta, GA 30023-1800

Claims can be faxed to ADP at 866-392-4090 or 678-762-5693.

Transportation Reimbursement Incentive Program (TRIP)

- You can be reimbursed by completing and returning a TRIP claim form and any required documentation. Reimbursements are processed each business day. Most reimbursements will be made via direct deposit into a bank account, or sent via check to your home address if no direct deposit account is on file. To add your direct deposit account information, visit the Citi Spending Account Service Center at www.flexdirect.adp.com/citigroup or visit Total Comp at Citi at www.totalcomponline.com. From the "Spending Accounts" page, click on the link to the Citi Spending Account Service Center.

You can also visit the Citi Spending Account Web Service Center where you can purchase your monthly transit pass or pay your parking provider by authorizing a direct debit from your TRIP account using the "Purchase TRIP Pass" link on the site.

You can file a claim using the Transportation Reimbursement Incentive Program Claim Form (Form 306). Transit account participants commuting within certain areas may be required to purchase their transit pass online. When online purchasing may be required for more information.

To file a claim for reimbursement from your TRIP Transit Account or Parking Account, you will need to obtain a TRIP Claim Form (Form 306):

- From the Citi Spending Account Web site at www.flexdirect.adp.com/citigroup;
- From the Human Resources forms section of your business's intranet; or
- By calling ADP at 1-800-378-1823.

Follow the instructions and mail or fax the form with the required documentation to the address or fax number on the form. If you cannot obtain a receipt for some expenses — such as those for tokens or parking meters — you can complete an affidavit that is part of the form.

Reimbursement checks will be mailed weekly. You can authorize direct deposit by completing and returning the electronic funds transfer form available on the Citi Spending Account Web site.

The claims administrator for TRIP is:

ADP Claims Processing Center
P.O. Box 1800
Alpharetta, GA 30023-1800
Fax: 866-392-4090 or 678-762-5693

Citi Health Care Spending Account Reimbursement Card

A debit card is issued automatically to all participants in the Health Care Spending Account. The card is used to pay for qualified expenses at the point of purchase. The debit card can be used at almost any vendor that accepts MasterCard. By using the card, you eliminate the need to file claims and wait for reimbursement.

- Only debit card transactions at valid vendors will be processed. Examples of valid merchants for the HCSA are doctor's offices, pharmacies, hospitals and laboratories.

When the vendor processes your transaction, the funds will be transferred from your HCSA account directly to the vendor.

The debit card should be used to pay for qualified expenses only. You must keep your receipts in case substantiation is required to confirm that a transaction was for an eligible expense. If you use your debit card to purchase ineligible items, the claims administrator will request receipts to substantiate the transaction. You'll be asked to refund the plan for the amount of the ineligible item. Any unsubstantiated transaction may result in card deactivation and you will be required to return any payments for claims that you fail to substantiate.

As of January, your total annual HCSA contribution will be posted to the card. The limit on your card will be the balance in your account at the time you pay for service.

- If you have questions, visit the Citi Spending Account Service Center at www.flexdirect.adp.com/citigroup or visit Total Comp at Citi at www.totalcomponline.com
- You can also call the Citi Spending Account Information Line at 1-800-378-1823.

Limitations on Claims

Important information on your rights under ERISA is available for the Health Care Spending Account and the Limited Purpose Health Care Spending Account in the *About Your Health Care Benefits* document. By participating in the Accounts, you and your beneficiaries agree that you must file any lawsuit or similar enforcement proceeding, commenced in any forum, with respect to the Accounts within 12 consecutive months after the date of receiving a final determination on review of your claim, or, if earlier, within two years from the date on which you were aware, or should have been aware, of the claim at issue in the suit. The two-year limitation shall be increased by any time a claim or appeal on the issue is under consideration by the appropriate fiduciary or claim administrator, as applicable.

Administrative information

This section contains general information about the administration of the Dependent Care Spending Accounts and the TRIP Accounts. These programs are not plans subject to ERISA. The Health Care Spending Account is subject to ERISA, and important administrative information on that program, including information on ERISA, appears in the *About Your Health Care Benefits* document, which is a component of the plan document for the Health Care Spending Account program.

Future of the plans and plan amendments

Citi has the right to amend, modify, suspend, or terminate the Account programs, in whole or in part, at any time for any reason without prior notice. Citi may make any such amendment, modification, suspension, or termination of the plans for any reason. Program amendments shall be adopted and executed by the Senior Human Resources Officer of Citigroup Inc., a Committee of the Board of Directors of Citigroup Inc., or any officer of Citi Inc. authorized to adopt plan amendments or sign other documents on behalf of Citigroup Inc., and may include amendments to insurance contracts or administrative agreements. The Accounts are subject to various legal requirements, which may require changes in the programs.

In the event of the dissolution, merger, consolidation or reorganization of Citi, the Accounts will terminate unless they are continued by a successor to Citi.

If a benefit is terminated and surplus assets remain after all liabilities have been paid, such surplus shall revert to Citi to the extent permitted under applicable law.

No right to employment

Nothing in this document represents or is considered an employment contract, and neither the existence of the Accounts nor any statements made by or on behalf of Citi shall be construed to create any promise or contractual right to employment or to the benefits of employment. Citi or you may terminate the employment relationship without notice at any time and for any reason.

Plan administration

Except to the extent superseded by laws of the United States, the laws of New York will be controlling in all matters relating to the Accounts.

The cost of the Accounts are generally borne by the participants. Forfeited Account balances shall be used to pay the reasonable expenses of administration of the Accounts.