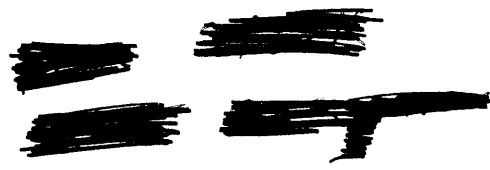


005669687

Citibank (South Dakota), N.A.  
c/o Customer Service Center  
P.O. Box 6148  
Sioux Falls, SD 57117-6148



John [redacted]



For your Citi card ending in: [redacted]

October 12, 2009

Dear John [redacted]

**We are making changes to your account terms.**

To continue to provide our customers with access to credit, we have had to adjust our pricing. The terms of your account will be changing. These changes include an increase in the variable APR for purchases to 29.99% and will take effect November 30, 2009. As always, you have the right to opt out and pay down your balance under your current terms. If you opt out, you may use your account under the current terms until the end of your current membership year or the expiration date on your card, whichever is later. At that time, we will close your account.

If you accept these changes, we have designed a program where you can earn interest back each month that can help offset the increase in your purchase APR.

**Earn interest back every month.**

Here's how -- make your payment on time every month.

Each month you do, you will receive a credit on your billing statement equal to 10% of your total interest charge on purchase balances. This can help offset the increase in your purchase APR. Start earning interest back in December and January, and you will see the full credit on your statement no later than February 2010 and monthly after that.

If in any month you do not pay on time, you may not be eligible to continue to participate in this program.

We reserve the right to change or end this program with 30 days' prior written notice. Please see the back of this letter for further details.

Please read the Notice of Change in Terms and Right to Opt Out beginning on the back of this letter so you are fully aware of all your account changes. Please call toll free 1-866-915-9424 should you have any questions.

We are committed to providing you with the information, tools, and support you need to best manage your credit. We have also enclosed a brochure that highlights the built-in tools of your Citi card.

Sincerely,

Ken Stork  
Citibank (South Dakota), N.A.