

NPS
Multi-Reward Seekers
"More of Both"

#10 OE (Address side)

The image shows the address side of a Citi PremierPass card envelope. The background is a dark teal color. In the top left corner, the Citi logo is displayed next to the address: "P.O. Box 6072, Sioux Falls, SD 57117-6072". In the top right corner, it says "PRESORTED STANDARD U.S. POSTAGE PAID CITIBANK". The main body of the envelope features a white rounded rectangle containing the name "Sample A Sample" and the address "123 Any Street, #000, Anytown, US 12345-0000". To the right of this rectangle, the text "\$100 Gift Card" is prominently displayed, followed by "0% APR on balance transfers until XX/XX/XX". At the bottom, a black bar contains four benefits: "The Citi PremierPass® Card", "No annual fee", "Redeem points on any airline", and "No black-out dates". A small note "See inside for details." is located in the bottom right corner.


(Billboard side)

The image shows the billboard side of a Citi PremierPass card advertisement. The background is a dark teal color. On the left, the text "Rewards. Travel." is written in white. In the center, there is a Citi PremierPass MasterCard card. On the right, the text "More of both." is written in white. At the bottom, a black bar contains six categories of rewards: "Apple® iPods®", "TVs", "Cameras", "Kayaks", "Bikes", and "Barbeques".


NPS
Multi-Reward Seekers
 "More of Both"

Insert 8.5 X 3.75 front

More points.



Better rewards.



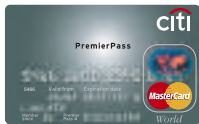
The Citi PremierPass® Card

Insert inside

Fast points.

For the things you buy *and* the places you fly. Every day.

With a Citi PremierPass® Card you earn points for purchases at stores, boutiques, home centers, restaurants, movie theaters, hotels and all your other favorite places, too. Plus points for the airline tickets you buy AND the miles you fly. It's the easy way to get the rewards you want, fast.



Better rewards.

For more fun and play, and the things that matter most.

Use your rewards for fun, recreation, relaxation or anything you want. Get a new glove for the family T-ball star, or a new set of golf clubs for yourself. Choose Apple® iPods®, gift certificates, bikes, high-def TVs and more. Your Citi PremierPass Card makes it easy to get the things most important to you – and your family.

Easily explained. If you use your Citi PremierPass Card to purchase two \$350 round-trip tickets on any airline from Seattle to Miami (a round-trip of 6,000 miles), here's what you'll earn:

	Citi PremierPass Card	American Express Membership Rewards® & Capital One Go Miles™
You earn points for each ticket purchased with your credit card:	750 <small>Purchase Points</small>	750 <small>Points</small>
Flight points for the miles you fly. No other card gives you this:	2,000 <small>Flight Points</small>	0 <small>Points</small>
Flight points for the second ticket purchased. No other card gives you this either:	2,000 <small>Flight Points</small>	0 <small>Points</small>
Total points earned:	4,750	750

You can redeem your points for just about anything. For every one Purchase Point you earn, one Flight Point will become available for redemption. Claims are based on review of similar offers obtained through available sources including www.comperemedia.com as of 09/01/06.

\$100

Gift Card

0%

APR

on balance transfers until XX/XX/XX.

Apply today for the travel card that gives you travel AND rewards.

- ✪ **Complete and return your enclosed Invitation Form.**
- ✪ **Call 1-800-000-0000 by 00/00/07.**
- ✪ **Apply online, applyonline.citicards.com**

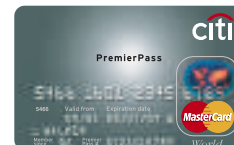




The rewards you want.
 The travel card
 that gets you to them.

Personal Invitation Number
 999999999

Name
 Address Line 1
 Address Line 2
 City, ST 98765-4321



Dear Sample A Sample:

Who says a travel card should only get you travel? It should also get you iPods®, TVs, bikes, barbecues and other great rewards. And here's the card that can do just that – the CitiPremierPass® Card. The card for travel, rewards and more of both.

Rewards for travel and for shopping. Right off the bat, the Citi PremierPass Card gets you started on your way to great rewards with points for purchases at all your favorite stores, restaurants, and the other places you shop every day. Plus points for airline tickets you buy *and* airline miles you fly on any airline, with no blackout dates. Points to redeem for the rewards you want. And there's no annual fee.

Redeem for a \$100 gift card. The rewards start fast with the Citi PremierPass Card with ThankYou™ Network, a no fee rewards program. Just make your first purchase within 60 days of your account opening and we will give you 10,000 bonus points. As soon as your points are available for redemption, which may take 1-2 billing cycles, redeem them all for a \$100 gift card for a long list of top retailers, like The Home Depot® and Gap. Or keep the points for even greater rewards like golf clubs, kayaks and cameras later on.

Redeem for travel and choose which way to go. Get to the vacation or getaway you want faster with your choice of travel redemption options. For as little as 22,000 points, you can choose the variable option to redeem for tickets worth \$220 on the exact flight you want – no black out dates, with all taxes, fees and surcharges included. Or go for the fixed option for specific flights at fixed point amounts that may start at 25,000 points.

0% APR on balance transfers until 00/00/00. As a responsible lender we want to help you make the best choice. This 0% APR offer applies to balance transfers, not purchases or cash advances, until xx/xx/xx. But we may increase it if you default under any card agreement you have with us, because you pay us late or have a returned check. There is a 3% fee (minimum: \$5; maximum \$250) for each balance transfer amount. Keep in mind your payments will be applied to low APR balances before higher ones

Apply today for the travel card that gives you travel AND rewards. Just complete and return the attached Invitation Form below. Or call 1-800-000-0000 by 00/00/07. Apply online at applyonlineciticards.com if you prefer, and use application number above. Do it today. Your rewards are waiting.

Redeem on any airline

No black-out dates

1 point for every
 3 miles flown

1 point for every
 \$ 1 spent on purchases

Redeem points for
 almost anything



To apply:
 Call 1-800-000-0000 or
 applyonlineciticards.com

Sincerely,

Kendall E. Stork, President and CEO, Citibank (South Dakota), N.A.

We have the right to change your rates, fees and terms at any time, for any reason, in accordance with the cardmember agreement and applicable law. For further information, please see back of this letter for Citibank Disclosures.

1, 2, 3, 4, 5, See details on reverse .

X-XXXX-XXX

▼ Please detach here ▼

99999999999 99999 999 99

XX-XXXX-XXX

Citi PremierPass® Card Invitation Form



Please see back of letter for the Citibank Disclosures, which include rates, fees and other cost information.

Name on Phone Bill

Social Security Number

Home Phone No. with Area Code

Email Address: Include full address with punctuation. Example: jdoe@citi.net
 If you provide an email address, we may use it to contact you about your account. We may also use your email address to send you information about products and services you might find useful.

Business Phone No. with Area Code

Security Word
 10 characters or less. Use letters or numbers; Please use one: Best friend's last name; Last 4 digits of a relative's or friend's phone number; Pet's name; Favorite teacher's name.

Date of Birth

*Alimony, child support or separate maintenance income need not be revealed if you do not wish it to be considered as a basis for repaying this obligation.

Your Yearly Income* \$ 000
 Other Household + Income* \$ 000

9999999999

NAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 CITY, ST 98765-4321

Years At Current Address: Own Home Rent Other
 Years At Current Job: Retired Self-Employed Other

If the printed address is a P.O. Box, you must also write your street address above.

To get the Citi PremierPass Card and start earning points, call 1-XXX-XXX-XXXX by XX/XX/XX.

Yes, I want to help protect my credit card account by enrolling in PaymentAid which includes a 30-day free trial. By providing my initials, I certify that I have read the PaymentAid Program Summary on the enclosed insert and I want to purchase this OPTIONAL account program. For each month's protection, bill my account the fee of \$0.87 per \$100 of the New Balance shown on my billing statement for the previous billing period. I may cancel at any time; enrollment is not required to obtain credit.

PRINT INITIALS

Position

Existing Accounts Please **check** those that apply. Be sure to specify Bank/Other Institution name.

Money Market/Investment Accounts: Yes No Citibank Other:

Checking Account: Yes No Citibank Other:

Savings Account/CDs/Treasury Bills: Yes No Citibank Other:

By signing below, I certify that I have read the Citibank Disclosures and agree to and meet the Terms and Conditions of Offer on back of letter.

I would like a second card at no additional cost. (Print the full name of the family or household member.)

Signature

Date

999999999999999999999999 999999 AAA 99 1171594

To apply call 1-800-000-0000 or online at applyonlineciticards.com

- 1 Restrictions may apply
- 2 Bonus points can only be earned by new Citi PremierPass Card cardmembers approved through this offer. In order to be eligible for this special offer, you must respond by 05/15/07.
- 3 All points become available for redemption when they are transferred from your Card Account to your ThankYouSM Member Account.
- 4 No restrictions, except those imposed by the airlines.
- 5 14-day advance purchase and Saturday-night stay required. Reservations must originate in the 48 continental states.

CITIBANK DISCLOSURES

Annual percentage rate (APR) for purchases	14.24% variable.
Other APRs	Balance transfer APR: 0% until July 1, 2008. After that, 14.24% variable. Cash advance APR: 23.24% variable. Default APR: 32.24% variable. See explanation below.*
Variable rate information	Your APRs may vary each billing period. The purchase and balance transfer rate equals the U.S. Prime Rate** plus 5.99%. The cash advance rate equals the U.S. Prime Rate plus 14.99%, with a minimum cash advance rate of 19.99%. The default rate equals the U.S. Prime Rate plus up to 23.99%, or up to 28.99%, whichever is greater.***
Grace period for repayment of balances for purchases	Not less than 20 days if you pay your total new balance in full each billing period by the due date.
Method of computing the balance for purchases	Average daily balance (including new purchases).
Annual fees	None.
Minimum finance charge	50 cents.
Transaction fee for purchases made in a foreign currency	3% of the amount of each foreign currency purchase after its conversion into U.S. dollars.
Transaction fee for cash advances: 3% of the amount of each cash advance, \$5 minimum. Transaction fee for balance transfers: 3% of the amount of each balance transfer, \$5 minimum, \$250 maximum. Late fee: \$15 on balances up to \$100; \$29 on balances of \$100 up to \$250; and \$39 on balances of \$250 and over.	

* All your APRs may automatically increase up to the Default APR if you default under any cardmember agreement that you have with us because you fail to make a payment to us when due, or you make a payment to us that is not honored.

** For each billing period we use the U.S. Prime Rate published in *The Wall Street Journal* two business days prior to the Statement/Closing Date for that billing period.

*** Factors considered in determining your default rate may include how long your account has been open, the timing or seriousness of a default, or other indications of account performance.

We apply your payments to low APR balances before higher APR balances. That means your savings will be reduced if you make transactions that are subject to higher APRs.

Rates, fees, and terms may change: We have the right to change the rates, fees and terms at any time, for any reason, in accordance with the cardmember agreement and applicable law. These reasons may be based on information in your credit report, such as your failure to make payments to another creditor when due, amounts owed to other creditors, the number of credit accounts outstanding, or the number of credit inquiries. These reasons may also include competitive or market-related factors. If we make a change for any of these reasons, you will receive advance notice and a right to opt out in accordance with applicable law.

TERMS AND CONDITIONS OF OFFER

- This offer is only valid for new accounts. You must be at least 18 years of age. If you are married, you may apply for a separate account. Citibank (South Dakota), N.A. (“we” or “us”) is the issuer of your account.
- Federal law requires us to obtain, verify, and record information that identifies each person who opens an account, in order to help the government fight the funding of terrorism and money laundering activities. To process the application, we must have your name, street address, date of birth, and other identifying information, and we may ask for identifying documents from you as well.
- To process the application for a new account, it must be:
 1. Accurately completed,
 2. Signed and verifiably correct, and
 3. Returned by the expiration date.
- Please send the nontransferable application in the enclosed postage paid envelope to:

Citibank New Cardmember Services
P.O. Box 9703
Hagerstown, MD 21749-9703
- Please allow four weeks from date of mailing to process a completed application.
- We may gather information about you, including from your employer, your bank, credit bureaus, and others, to verify your identity and determine your eligibility for credit, renewal of credit, and future extensions of credit. If you ask us, we will tell you whether or not we requested a credit bureau report and the names and addresses of any credit bureaus that provided us with such reports.
- To receive a Citi PremierPass Card®, you must meet our applicable criteria bearing on creditworthiness. Your revolving credit limit will be determined by your yearly income and a review of your credit report. You will be informed of the amount of your revolving credit line when you receive your card. Some revolving credit lines may be as low as \$2,000. Please note that cash advances may be limited to a portion of your revolving credit line.
- Please see the enclosed Initial Disclosure Statement for important additional information. If you are approved for credit, you will receive a cardmember agreement (“Card Agreement”) with your card(s). The Card Agreement will be binding on you unless you cancel your account within 30 days after receiving your card and you have not used or authorized use of your account.

**THANKYOUSM NETWORK
CITI PREMIERPASS CARD TERMS AND CONDITIONS**

- Unless you are participating in a limited-time promotional offer, as a member (“you”) of the Citi PremierPass Card (“Card Account”), you will earn one ThankYou purchase point (“ThankYou Purchase Points”) for every dollar spent on all purchases made on your Card. (Unless otherwise specified, all references to ThankYou Purchase Points include ThankYou Special/Bonus Points.) In addition, you will earn one ThankYou flight point (“ThankYou Flight Points”) for every three miles flown when airline tickets are purchased. The total number of ThankYou Purchase and ThankYou Flight Points (“ThankYou Points”) that may be earned on your Card is 100,000 per calendar year (eligible purchases appearing on your January-December billing statements), only 50,000 of which may be ThankYou Flight Points. Unless otherwise specified, the calendar year limit will include any ThankYou Special/Bonus and ThankYou Flight Points you may be eligible to receive.
- ThankYou Flight Points are earned for miles flown based on the city of origin and the city of destination provided to us when an airline ticket is purchased. We will determine how many ThankYou Flight Points will appear on your billing statement based upon airline travel distance information published by OAG Worldwide, Inc., our source of independent flight schedule information, unless we tell you otherwise. ThankYou Flight Points will appear on your billing statement approximately six to eight weeks following the initial departure date of travel referenced on your airline ticket transaction.
- If you are approved for a Card Account, a ThankYou Network Member Account (“ThankYou Member Account”) will be set up for you. ThankYou Purchase Points post to your Card Account at the close of each billing cycle, and at that time are transferred to your ThankYou Member Account. ThankYou Flight Points post to your Card Account and will transfer at the close of each billing cycle to your ThankYou Member Account when we transfer, or have previously transferred, an equal or greater number of ThankYou Purchase Points. ThankYou Points are not eligible for redemption until they are transferred to your ThankYou Member Account.
- ThankYou Points will not expire as long as you have qualifying purchase activity at least once every three calendar years unless we terminate ThankYou Network, in which case you will have only 90 days from the ThankYou Network termination date to redeem all your accumulated ThankYou Points. You may earn ThankYou Points as long as your Card Account is open and current. If your Card Account is closed, you will not be able to earn ThankYou Points.
- We may revise any of the terms and conditions with 30 days’ prior written notice. However, we may change or substitute rewards, as well as adjust the total ThankYou Point levels required for specific rewards, at any time without prior notification. All rewards are subject to availability.

DETAILS AND INSTRUCTIONS FOR BALANCE TRANSFERS

- Just follow these simple steps to start saving money on your high-interest cards.
1. After receiving your card, you may call our customer service number to transfer your high-rate balances. And, we may send you a balance transfer kit with everything you need to pay off your high-rate cards.
 2. You may transfer any amount, as long as the total amount (including any balance transfer fee) does not exceed your available revolving credit line. Be sure you do not transfer the amount of any disputed purchase or other charge, because you may lose your dispute rights. Also, continue to make payments on your other accounts until your balance transfer is processed.
 3. The available credit line for your new card will be reduced by the total amount of the transfers we approve. We may not approve future balance transfers if you default under any Card Agreement.
 4. Watch for payments to show up as credits on your other credit card statements. If the credited amount brings the balance down to zero, you may then cancel those accounts.
 5. Please note you cannot transfer balances from other accounts issued by Citibank (South Dakota), N.A. or its affiliates.
 6. Finance charges will be assessed on balance transfers from the date the transaction is posted to your account.