
CITIBANK, N.A.

New Zealand Branch
and Associated Banking Group

DISCLOSURE STATEMENT

31 March 2012

GENERAL DISCLOSURE STATEMENT

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP

GENERAL DISCLOSURES

The financial statements are those of the aggregated financial statements for the New Zealand Branch and the Associated Banking Group (the "Banking Group").

The ultimate holding company of the Banking Group is Citigroup Inc. which is a global diversified financial services holding company whose businesses provide a broad range of financial services to consumer and corporate customers.

Registered Bank: Directorate and Responsible Persons

Responsible Person of Citibank, N.A. in New Zealand

Derek Syme
Citigroup Country Officer
Citibank, N.A. New Zealand Branch

Responsible Person of Citibank, N.A. signing as agent for all Citibank, N.A. director:

James F. McCue
Deputy Controller
Head of Corporate and Regulatory Reporting
Citigroup Inc.

Directors of Citibank, N.A.

Eugene M. McQuade
Robert L. Joss
Lawrence R. Ricciardi
Robert L. Ryan
Anthony M. Santomero
Joan E. Spero

On 17 April 2012 Timothy C. Collins, Michael E. O'Neill and Ernesto Zedillo resigned and Joan E. Spero was elected to Citibank, N.A.'s board of directors. There have been no other changes since the last full year disclosure statement dated 31 December 2011.

Guarantee Arrangements

Citibank, N.A. New Zealand Branch

Citibank, N.A. New Zealand Branch does not have a guarantee under the New Zealand deposit guarantee scheme as at 30 May 2012.

Non-consolidated Activities

Citibank, N.A. does not conduct any insurance business or non-financial business in New Zealand.

Credit Ratings

Citibank, N.A. has the following long-term debt ratings which are applicable to the New Zealand Branch's long-term senior unsecured obligations which are payable in New Zealand in New Zealand dollars.

Citibank, N.A.

	Current Rating
Moody's	A1 (RUR down)
Standard & Poor's	A (negative)
Fitch	A (stable)

Citibank, N.A. New Zealand Branch

Standard & Poor's, Moody's and Fitch have an implied rating equal to Citibank, N.A. as Citibank, N.A. New Zealand Branch is part of the same legal vehicle.

No material qualifications attach to the obligations and the ratings have not been withdrawn.

Other Material Matters

There are no matters relating to the business affairs of Citibank, N.A. New Zealand branch and Associated Banking Group which are not contained elsewhere in the General Disclosure Statement which if disclosed would materially adversely affect the decision of a person to subscribe for Debt Securities of which Citibank, N.A. New Zealand Branch is an issuer.

Conditions of Registration

There have been no changes to Citibank, N.A.'s Conditions of Registration since the last disclosure statement dated 31 December 2011.

Financial Statements of the Overseas Banking Group and Overseas Bank

Any person, upon request and without charge, may obtain a copy of Citibank, N.A. New Zealand Branch and Associated Banking Group's most recent Disclosure Statement, which contains a copy of the most recent publicly available consolidated financial statements of Citibank, N.A. (the Citibank Call Report for the three months ended March 31, 2012), and the Citigroup Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, immediately by requesting a copy from Citibank, N.A.'s New Zealand office in Auckland. It is available on the Bank's website 'www.citi.co.nz'.

The information relating to Citibank, N.A. contained in the General Disclosure Statement is derived from, and is qualified in its entirety by reference to, the detailed information and consolidated financial statements included in the Citibank Call Report for the three months ended March 31, 2012, which is included as part of the Disclosure Statement. Citibank, N.A. prepares its Call Reports in accordance with regulatory instructions issued by the Federal Financial Institutions Examination Council. In 1997, the FFIEC adopted U.S. GAAP as the reporting basis for the balance sheet, income statement and related schedules included in the Call Report. However, the presentation of financial statements in the Call Reports differs significantly from the presentation of financial statements included in Citigroup Inc.'s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission and Citibank, N.A.'s audited financials filed with the Federal Deposit Insurance Corporation. In addition, the Call Reports generally contain less disclosure than audited financial statements prepared in accordance with U.S. GAAP.

Citibank, N.A. is an indirect wholly-owned subsidiary of Citigroup Inc.

Financial Information of the Overseas Banking Group

(The following information has not been audited)

	(Thousands of US Dollars)	
	For the three months ended	
	31-Mar-12	31-Mar-11
Profitability		
Net Profit/(Loss) after tax	3,228,000	1,477,000
Net Profit/(Loss) after tax over the previous twelve months as a percentage of average total assets	0.98%	0.61%
Size (refer Note 1)		
Total Assets	1,312,764,000	1,161,359,000
Percentage Change in total assets over the previous twelve months	13.04%	-0.83%
Asset Quality (refer Note 1 and 2)		
Total Impaired Assets	27,830,000	23,567,000
Total Impaired Assets as a percentage of Total Assets	2.12%	2.03%
Total Individual Credit Impaired Allowance	-	-
Total Individual Credit Impaired Allowance as a percentage of Total Impaired Assets	0.00%	0.00%
Total Collective Credit Impairment Allowance	-	-
Total Collective Credit Impairment Allowance as a percentage of Total Impaired Assets	0.00%	0.00%

Impaired assets for Citibank, N.A. consist of nonaccrual loans, restructured loans, other nonaccrual assets and other real estate owned. Citibank, N.A. maintains an allowance that is available to absorb all probable credit losses inherent in its portfolio. The allowance for loan and lease losses at 31 March 2012 is US\$24,287 million (31 March 2011: US\$16,340 million).

Total individually impaired assets for Citibank, N.A. are not included because such figures are not publicly available.

Peak Credit Exposure Concentrations

Citibank, N.A. New Zealand Branch and Associated Banking Group has no aggregate credit exposure to an individual counterparty or group of closely related counterparties which equals or exceeds 10% of Citibank, N.A.'s equity.

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED 31 MARCH 2012**

	NOTE	Banking Group		
		31-Mar-12 \$(000's) unaudited	31-Mar-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
Interest Income		17,580	19,061	71,455
Interest Expense		8,662	8,758	32,474
NET INTEREST INCOME		8,918	10,303	38,981
Operating Revenue	3	4,422	(562)	8,815
		13,340	9,741	47,796
Operating Expenses		6,974	1,777	22,638
OPERATING PROFIT BEFORE INCOME TAX		6,366	7,964	25,158
PROFIT BEFORE INCOME TAX		6,366	7,964	25,158
Income Tax Expense		1,711	2,254	6,996
PROFIT AFTER INCOME TAX		4,655	5,710	18,162
Other Comprehensive Income				
Available For Sale Reserve				
Fair value (loss)/gain taken directly to equity		(83)	20	-
Tax on movements and transfers		23	(6)	-
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		(60)	14	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		4,595	5,724	18,162

The accompanying notes form part of these financial statements and supplementary information

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED 31 MARCH 2012**

NOTE	Banking Group		
	31-Mar-12 \$(000's) unaudited	31-Mar-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
Capital			
Citicorp Services Limited			
Authorized, Issued and Paid-Up Capital			
- 25,000,000 (2011: 25,000,000) Ordinary Shares, fully paid	<u>28,595</u>	<u>28,595</u>	<u>28,595</u>
	<u>28,595</u>	<u>28,595</u>	<u>28,595</u>
Head Office Account			
Citibank, N.A. New Zealand Branch			
At the beginning of the year	33,071	32,808	32,808
Contribution from Head Office	(138)	31	263
At the end of the period	<u>32,933</u>	<u>32,839</u>	<u>33,071</u>
	<u>32,933</u>	<u>32,839</u>	<u>33,071</u>
Available For Sale Reserve			
At the beginning of the year	-	-	-
Other comprehensive income	(60)	14	-
At the end of the period	<u>(60)</u>	<u>14</u>	<u>-</u>
	<u>(60)</u>	<u>14</u>	<u>-</u>
Retained earnings			
At the beginning of the year	103,145	84,983	84,983
Profit after income tax	4,655	5,710	18,162
At the end of the period	<u>107,800</u>	<u>90,693</u>	<u>103,145</u>
	<u>107,800</u>	<u>90,693</u>	<u>103,145</u>
Equity at the end of the period	<u>169,268</u>	<u>152,141</u>	<u>164,811</u>
Represented by :			
Equity at the beginning of the year	164,811	146,386	146,386
Transactions with owners, recorded directly in equity			
Contribution from Head Office	(138)	31	263
Total transactions with owners	<u>(138)</u>	<u>31</u>	<u>263</u>
	<u>(138)</u>	<u>31</u>	<u>263</u>
Total Comprehensive Income for the year			
Profit after income tax for the period	4,655	5,710	18,162
Other comprehensive income			
Net change in fair value of available for sale securities	(83)	20	-
Income tax on other comprehensive income	23	(6)	-
Total other comprehensive income	<u>(60)</u>	<u>14</u>	<u>-</u>
Total Comprehensive Income for the period	<u>4,595</u>	<u>5,724</u>	<u>18,162</u>
	<u>4,595</u>	<u>5,724</u>	<u>18,162</u>
Equity at the end of the period	<u>169,268</u>	<u>152,141</u>	<u>164,811</u>

The accompanying notes form part of these financial statements and supplementary information

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2012

	NOTE	Banking Group		
		31-Mar-12 \$(000's) unaudited	31-Mar-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
ASSETS				
Cash and Demand Deposits with Central Banks	11	449,667	868,245	448,162
Advances to Financial Institutions at Call		96	57,662	102
Due from Related Parties	7	205,554	81,263	155,270
Financial Assets at Fair Value through the Income Statement	11	648,559	828,828	730,089
Derivative Financial Instruments	7	21,762	17,131	26,298
Current Tax Assets		-	624	-
Available For Sale Assets	11	49,417	87,154	-
Loans and Advances	5	819,590	418,801	782,627
Other Assets		16,608	6,322	4,554
Property Plant and Equipment		162	161	159
Deferred Tax Assets		838	713	687
TOTAL ASSETS		2,212,253	2,366,904	2,147,948
LIABILITIES				
Deposits from Other Banks	4	20,271	12,439	22,861
Due to Related Parties	7	1,033,915	1,054,999	872,719
Other Deposits	4	951,731	1,106,369	1,037,059
Derivative Financial Instruments	7	24,393	30,619	35,328
Current Tax Liabilities		1,496	-	2,247
Provisions		201	201	201
Other Liabilities		10,978	10,136	12,722
TOTAL LIABILITIES		2,042,985	2,214,763	1,983,137
EQUITY				
Issued and Paid-Up Capital		28,595	28,595	28,595
Head Office Account		32,933	32,839	33,071
Available For Sale Reserve		(60)	14	-
Retained Earnings		107,800	90,693	103,145
TOTAL EQUITY		169,268	152,141	164,811
TOTAL LIABILITIES AND EQUITY		2,212,253	2,366,904	2,147,948
Total Interest Earning and Discount Bearing Assets		2,172,883	2,341,953	2,116,250
Total Interest and Discount Bearing Liabilities		2,005,917	2,173,807	1,932,639

The accompanying notes form part of these financial statements and supplementary information

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED 31 MARCH 2012

NOTE	Banking Group		
	31-Mar-12 \$(000's) unaudited	31-Mar-11 \$(000's) unaudited	31-Dec-11 \$(000's) audited
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash was provided from:			
Interest Income	14,810	17,823	68,193
Trading Gain	-	-	-
Other Income	5,296	3,516	21,154
Decrease in available for sale financial assets	-	-	-
Decrease in financial assets at fair value	80,457	172,444	272,569
Decrease in placements due from related companies	-	-	-
Increase in deposits due to related parties	161,191	-	-
	261,754	193,783	361,916
Cash was applied to:			
Interest Expense	8,599	9,042	31,302
Trading Loss	7,277	14,642	24,432
Tax Paid	2,580	1,985	3,917
Other Expenses	16,937	4,214	24,420
Increase in placements due from related companies	37,586	7,240	83,164
Increase in placements/loans	36,963	41,611	405,437
Increase in available for sale financial assets	49,541	87,114	-
Decrease in customer deposits	87,918	188,230	247,118
Decrease in deposits due to related parties	-	118,354	299,968
	247,401	472,432	1,119,758
Net cashflow from operating activities	14,353	(278,649)	(757,842)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash was (applied to)/provided from:			
Purchase of property, plant and equipment	(13)	(6)	(32)
Sale of property, plant and equipment	-	-	-
Net cashflow from investing activities	(13)	(6)	(32)
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash was provided from:			
Increase in Head Office account	(148)	24	349
Net cashflow from financing activities	(148)	24	349
Net increase/(decrease) in cash	14,192	(278,631)	(757,525)
Opening cash and cash equivalents	486,606	1,244,131	1,244,131
Closing cash and cash equivalents	500,798	965,500	486,606

The accompanying notes form part of these financial statements and supplementary information

**CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE THREE MONTHS ENDED 31 MARCH 2012**

The financial statements are those of the aggregated financial statements for the New Zealand Branch and the Associated Banking Group (the "Banking Group").

The ultimate holding company of the Banking Group is Citigroup Inc. which is a global diversified financial services holding company whose businesses provide a broad range of financial services to consumer and corporate customers.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The entity's interim financial statements have been prepared in accordance with the requirements of the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order (No 4) 2011 and NZ IAS 34 *Interim Financial Reporting*. These financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2011.

These interim financial statements were authorised for issue by Citibank, N.A. under power of attorney and by the boards of directors of Citicorp Services Limited and its subsidiaries on this 30th day of May 2012.

b) Basis of preparation

The financial report is presented in New Zealand dollars.

The financial report is prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial instruments at fair value through the income statement, and available for sale securities.

The amounts in the financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Certain comparative information has been reclassified in order to provide a more appropriate basis for comparison.

c) Changes in accounting policy

There have been no material changes in accounting policies since the last annual financial statements dated 31 December 2011.

2. FINANCIAL RISK MANAGEMENT

There have been no material changes in the Banking Group's policies for managing risk, or material exposure to any new types of risk since the last annual financial statements dated 31 December 2011.

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE THREE MONTHS ENDED 31 MARCH 2012

	Banking Group		
	31-Mar-12	31-Mar-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
3. OPERATING REVENUE			
Net Trading Gains/(Losses)	(1,392)	(3,089)	(7,918)
Other Operating Revenue	5,814	2,527	16,733
	4,422	(562)	8,815

	Branch		
4. TOTAL LIABILITIES TO THIRD PARTIES			
Deposits from Other Banks	20,271	12,439	22,861
Other Deposits	951,731	1,106,369	1,037,059
Current Tax Liabilities, Provisions and Other Liabilities	10,235	9,892	13,013
	982,237	1,128,700	1,072,933

5. IMPAIRED ASSETS

Citibank, N.A. New Zealand Branch and Associated Banking Group have no impaired assets, restructured assets, assets (including real estate) acquired through the enforcement of security or other assets under administration and therefore there are no specific provisions as at 31 March 2012 (31 March 2011: nil; 31 December

Past Due Assets - at least 90 days past due	57	-	25
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6. CASHFLOW STATEMENT

The cashflow statement that forms part of the Financial Statements has been prepared on the net cash flows of this entity. The reason for this presentation is that the business of banking produces cash receipts and payments for items in which their turnover is quick, the amounts are large and the maturities are short. The reporting of gross turnover of these items would not assist in the understanding of these Financial Statements.

Cash and cash equivalents include cash on hand, deposits held overnight or on call with financial institutions, nostro accounts and other short term highly liquid assets which are subject to insignificant risk of change in their fair value and are used by the entity in the management of its short term commitments .

CASH AND CASH EQUIVALENTS COMPRISE

Cash Balances with Third Parties	449,763	925,907	448,264
Cash Balances with Related Parties	51,035	39,593	38,342
	500,798	965,500	486,606

RECONCILIATION OF NET PROFIT AFTER TAX TO NET CASH FLOWS FROM OPERATING ACTIVITIES

Net Profit after Tax	4,655	5,710	18,162
Add back			
Depreciation	10	12	40
Increase in accrual of interest expense	63	-	1,172
Increase in accrual of other expenses/income	-	-	1,871
Decrease in operating assets and liabilities	29,640	-	-
Decrease in accrual of fees and commissions	-	-	728
Decrease in accrual of tax	-	269	3,079
Deduct			
Increase in operating assets and liabilities	-	270,105	763,118
Decrease in accrual of other expenses/income	1,431	1,373	-
Decrease in accrual of interest expense	-	284	-
Increase in accrual of interest income	2,770	1,238	3,262
Increase in accrual of fees and commissions	277	81	-
Increase in accrual of revaluations	5,885	11,559	16,514
Increase in accrual of tax	869	-	-
Net Cash Flow from Operating Activities	23,136	(278,649)	(757,842)

7. RELATED PARTIES TRANSACTIONS

(a) ULTIMATE HOLDING COMPANY

The ultimate parent of Citibank, N.A. New Zealand Branch, Citicorp Services Limited, TwoStarz Limited and Citibank Nominees (New Zealand) Limited (Associated Banking Group) is Citigroup Inc. These financial statements reflect only the operations of the New Zealand branch of Citibank, N.A. and Associated Banking Group. The financial statements of Citigroup Inc. should be read in conjunction with these statements.

(b) TRANSACTIONS

Interest Received - Head Office (including other branches)	953	467	4,822
Interest Received - Other Related Parties	187	126	732
Interest Paid - Head Office (including other branches)	3,386	2,053	9,225
Interest Paid - Other Related Parties	407	593	1,739
Net Trading Gains/(Losses) - Head Office (including other branches)	(29,312)	(3,089)	(39,573)
Net Trading Gains/(Losses) - Other Related Parties	-	-	(584)
Management Fees Recd/(Paid) - Head Office (including other branches)	3,966	1,253	9,188

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE THREE MONTHS ENDED 31 MARCH 2012

	Banking Group		
	31-Mar-12	31-Mar-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
(c) BALANCES			
Due from Related Parties - Head Office (including other branches)	199,670	78,307	88,916
Due from Related Parties - Other Related Parties	5,884	2,956	66,354
Derivative Financial Instruments - Head Office (including other branches)	21,762	17,131	26,298
Other Assets - Head Office (including other branches)	9,692	520	932
Other Assets - Other Related Parties	11	9	66
	237,019	98,923	182,566
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Due to Related Parties - Head Office (including other branches)	927,414	938,959	798,654
Due to Related Parties - Other Related Parties	106,501	116,040	74,065
Derivative Financial Instruments - Head Office (including other branches)	24,393	30,619	35,328
Other Liabilities - Head Office (including other branches)	2,098	182	1,757
Other Liabilities - Other Related Parties	342	263	400
	1,060,748	1,086,063	910,204
<hr/>			
Interest Rate - Swap (Notional Value) - Head Office (including other branches)	408,000	508,000	408,000
Foreign Exchange Forwards (Notional Value) - Head Office (including other branches)	520,743	669,179	473,330

All transactions with related parties are at commercial arms length terms and rates. These are conducted predominately with other Citibank, N.A. branches and in the case of the Branch, the Associated Banking Group as well.

All Citigroup Inc. entities within New Zealand are grouped for tax reporting purposes. This group includes the Branch, the Associated Banking Group and Citigroup Global Markets entities. There were no outstanding tax balances at 31 March 2012 between these entities.

8. CAPITAL MANAGEMENT

Citibank, N.A. New Zealand Branch, as a full branch of Citibank, N.A., has a banking license but is not subject to any minimum capital requirements in New Zealand due to its branch status other than the requirement to comply with Thin Capitalisation Rules. The compliance with the minimum capital adequacy requirements is administered at the US parent entity level.

The major business is conducted in Citibank, N.A. with no significant activity carried out in the banking group. The capital management plan is therefore prepared on a consolidated level covering both branch and banking group.

The objectives of this Capital Management Plan are:

- To ensure that the entity maintains an appropriate level of capital commensurate to its risks and to support new business initiatives and growth;
- To ensure that capital is maintained at a level that meets Thin Capitalisation Rules and to support the case for any capital surplus repatriation back to New York;
- To ensure sufficient liquidity, limits and ratios are in place to support any asset growth.

Financial instruments, both on and off-balance sheet, are entered into by the bank in the normal course of business to provide financial services to customers, to manage its exposure to risk and for trading purposes.

Financial instrument transactions are subject to credit standards, financial controls, and risk-limiting and monitoring procedures. Collateral requirements are determined by evaluating each customer and product, and will include cash and mortgages.

The contract or notional values of these instruments reflect the volume of the bank's activities in these products and do not represent the much smaller amounts potentially subject to risk.

All liabilities are unsecured and were transacted at the prevailing market rates.

The credit equivalent amounts for off balance sheet exposures are determined in accordance with the current exposure method under the Reserve Bank of New Zealand's risk weighted capital adequacy guidelines.

9. CREDIT EXPOSURES TO INDIVIDUAL COUNTERPARTIES

Based on actual credit exposures, no credit exposure to any individual counterparty of Citibank, N.A. New Zealand Branch and Associated Banking Group equaled or exceeded 10% of Citibank, N.A.'s equity during this accounting period.

CITIBANK, N.A. NEW ZEALAND BRANCH AND ASSOCIATED BANKING GROUP
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION
FOR THE THREE MONTHS ENDED 31 MARCH 2012

10. EXPOSURES TO MARKET RISK

	Implied Risk Weighted Exposure \$(000's)	Notional Capital Charge \$(000's)	Notional Capital Charge - % of Citibank, N.A.'s Equity \$(000's)
		Banking Group	
		31-Mar-12	
		unaudited	
Interest Rate Risk	813	65	-
Foreign Currency Risk	625	50	-
		31-Mar-11	
		unaudited	
Interest Rate Risk	3,525	282	-
Foreign Currency Risk	2,075	166	-
		31-Dec-11	
		audited	
Interest Rate Risk	1,400	112	-
Foreign Currency Risk	1,388	111	-

Market risk notional capital charges are derived in accordance with the Capital Adequacy Framework (Standardised Approach) (BS2A) per the Registered Bank Disclosure Statements (New Zealand Incorporated Registered Banks) Order (No 4) 2011.

Peak Exposure has been derived using the Overseas Banking Group's equity as at the end of the quarter.

The branch segregates its exposure to market risk between trading and non-trading portfolios. Trading portfolios cover risks arising from market making and proprietary position taking, together with financial assets and liabilities that are managed on a fair value basis. Non-trading portfolios cover risks resulting from

11. LIQUIDITY RISK

The Banking Group holds a portfolio of central bank funds and liquid bank bill and government securities to support liquidity risk management. These are investment grade securities that can be sold in 2 days or less on the open market.

	Banking Group		
	31-Mar-12	31-Mar-11	31-Dec-11
	\$(000's)	\$(000's)	\$(000's)
	unaudited	unaudited	audited
Balances with central banks	449,667	868,245	448,162
Government bonds/Treasury Bills	49,417	139,334	-
Bank bills	648,559	776,648	730,089
	<u>1,147,643</u>	<u>1,784,227</u>	<u>1,178,251</u>

12. CAPITAL ADEQUACY

Citibank, N.A. New Zealand Branch is a branch of, and each member of the Associated Banking Group is a wholly-owned subsidiary of, Citibank, N.A., which is an indirect wholly-owned subsidiary of Citigroup Inc. The following sets forth the capital ratios of Citibank, N.A.

CITIBANK, N.A.	As at 31-Mar-12	As at 31-Mar-11	As at 31-Dec-11
Tier 1 Capital as a percentage of risk weighted exposures	15.54%	15.23%	14.70%
Total Capital (Tier 1 and 2) as a percentage of risk weighted exposures	16.81%	17.11%	16.20%

Citibank, N.A. is subject to risk-based capital and leverage guidelines issued by the U.S. regulator for national banks, the Office of the Comptroller of the Currency. The Office of the Comptroller of the Currency is required by law to take specific prompt actions with respect to institutions that do not meet minimum capital standards.

Citibank, N.A. complies with the following minimum capital adequacy requirements at least equal to that specified under the Basel I approach, as administered by the Office of the Comptroller of the Currency:

Tier 1 Capital of Citibank, N.A. is not less than 4 percent of risk weighted exposures

Total Capital (Tier 1 and 2) of Citibank, N.A. is not less than 8 percent of risk weighted exposures



The Directors' and the New Zealand Chief Executive Officer's Statement

The undersigned officers of Citibank, N.A., being the Citigroup Country Officer of Citibank, N.A. New Zealand Branch (the "CCO"), signing this statement on his own behalf in such capacity, and James F. McCue, the duly authorised agent in writing of each and every director of Citibank, N.A., signing this statement on behalf of each such director, who, after due enquiry by the CCO and such directors, believe that -

As at the date hereof, the Disclosure Statement contains all the information required by the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2012.

As at the date hereof, the Disclosure Statement is not false or misleading.

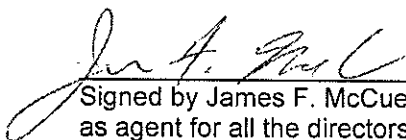
During the calendar quarter ended 31 March 2012, Citibank, N.A., New Zealand Branch complied with the conditions of registration imposed on it by the Reserve Bank of New Zealand pursuant to section 74 of the Reserve Bank of New Zealand Act 1989.

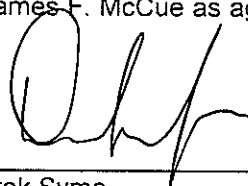
During the calendar quarter ended 31 March 2012, Citibank, N.A., New Zealand Branch had systems in place to monitor and control adequately the material risks of its Banking Group, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk, and other business risks, and those systems were being properly applied.

However, no system of internal control can facilitate the perfect management of banking risks.

However, changes in the financial condition of Citibank, N.A., Citibank, N.A. New Zealand Branch and Associated Banking Group, and/or Citigroup Inc. may have occurred after 31 March 2012, the most recent date of any of the financial statements included in this Disclosure Statement, although such changes, if any, and except as set forth in the Disclosure Statement, are not believed to be material in the context of such affected entity's overall financial condition.

It is confirmed that the said powers of attorney appointing James F. McCue as agent are still in force and have not been revoked.


Signed by James F. McCue
as agent for all the directors


Derek Syme
Citigroup Country Officer
Citibank, N.A. New Zealand Branch

Dated this 30th day of May 2012
in the City of New York, New York
United States of America

Dated this 30th day of May 2012
in Auckland
New Zealand