

Citigroup Inc.
425 Park Avenue
New York, NY 10043

0244

August 8, 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 25549

Re: CEO and CFO Oaths of Citigroup Inc.

Dear Mr. Katz:

Enclosed you will find signed originals of the oaths of Sanford I. Weill and Todd S. Thomson, Chief Executive Officer and Chief Financial Officer, respectively, of Citigroup Inc. required to be filed with your office pursuant to the SEC's June 27, 2002 Order Requiring Sworn Statement Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Please do not hesitate to contact me at 212-793-8121 if you require any assistance regarding the enclosed items.

Sincerely,



John R. Dye
Associate General Counsel – Corporate Law

Enclosure

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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Todd S. Thomson, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Citigroup Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":


- Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Commission on March 12, 2002, of Citigroup Inc.;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Citigroup Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Todd S. Thomson
Chief Financial Officer
August 8, 2002

Subscribed and sworn to

before me this 7th day of
August 2002.

/s/ 
Notary Public

My Commission Expires:

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CRAIG BARRACK
Notary Public, State of New York
No. 02BA6005412
Qualified in New York County
Commission Expires April 13, 2006