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DOCUMENTOS ANEXOS

1- Contrato emitido pelo CitiFirst contendo termos e condições para o produto estruturado emitido pela Vale S.A. (VALE).

Coupon Barrier Notes based upon the American Depositary Receipts of Vale S.A.

Indicative Terms and Conditions

February 22, 2011.

Structured note transactions are complex and may involve a high risk of loss. Prior to entering into a transaction, you should consult with your own legal, regulatory, tax, financial and accounting advisors to the extent you consider it necessary, and make your own investment, hedging and trading decisions (including decisions regarding the suitability of this transaction) based upon your own judgment and advice from those advisors you consider necessary.

These indicative terms and conditions are explanatory only. They summarize only some of the terms and conditions applicable to the notes. Should you decide to purchase the notes, a complete description of their actual terms and conditions will be set forth in the final terms and the base prospectus. You should read the Issuer's base prospectus together with these indicative terms and conditions.

Issuer:	**Citigroup Funding Inc.**
Guarantee:	Any payments due on the Notes, as defined below, are fully and unconditionally guaranteed by Citigroup Inc., Citigroup Funding Inc.'s ("Citigroup Funding") parent company.
Offering:	Coupon Barrier Notes based upon the American Depository Receipts of Vale S.A. ("Notes").
Issue Size:	[TBD].
Trade Date:	March [04], 2011.
Issue Date:	March [18], 2011.
Final Valuation Date:	March [19], 2012.
Maturity Date:	April [02], 2012.
Currency:	United States Dollars ("USD").
Issue Price:	100.00% of the specified denomination.

The notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or the Securities Laws of any State in the United States. The notes may not be offered, sold or delivered at any time, directly or indirectly, within the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States Of America) or to or for the account or benefit of a U.S. person (as defined in regulation S under the Securities

Act). In purchasing the notes you hereby represent and warrant that you are neither located in the United States nor a U.S. person and that you are not purchasing for, or for the account or benefit of, any such person.

Underlying ADR: American Depositary Receipts representing ordinary shares of Vale SA (New York Stock Exchange Symbol: "VALE") ("ADRs"). One ADR represents one ordinary share of Vale SA.

Vale S.A. ("VALE") is a metals and mining company. VALE is also a producer of iron ore and iron ore pellets. It also produces manganese ore, ferroalloys, bauxite, alumina and kaolin. It also produce aluminum, copper, coal, potash, cobalt, platinum group metals (PGMs) and other products. VALE operates large logistics systems in Brazil, including railroads, maritime terminals and a port, which are integrated with its mining operations. Directly and through affiliates and joint ventures, it has investments in the energy and steel businesses. Its principal nickel mines and processing operations are conducted by its wholly owned subsidiary Vale Inco Limited (Vale Inco), which has mining operations in Canada, Indonesia and New Caledonia. VALE is engaged in bauxite mining, alumina refining, and aluminum metal smelting.

Price Source: Bloomberg Page VALE UN <Equity>.

Principal Due at Maturity: The Notes do not guarantee the return of the principal amount of your investment at maturity. You may receive at maturity ADRs worth less than your initial investment.

Autocall Provision: If on the Valuation Date, the Official Closing Level of the Underlying ADR is equal to or greater than the Autocall Level specified below, then the Notes will be redeemed in cash by the Issuer in whole and not in part, for the Mandatory Early Redemption Amount per Note payable on the related Mandatory Early Redemption Date.

The Mandatory Early Redemption Amount per Note, with respect to the Autocall Provision, will be an amount equal to:

i) The Principal Amount per Note of USD 1,000; plus

ii) An interest payment of USD [8.33 – 10.00] or [0.833 – 1.00]% ([10.00 – 12.00]% per annum) of the Principal Amount per Note.

The Mandatory Early Redemption Amount will be paid on the relevant Mandatory Early Redemption Date. Upon redemption, the Notes are automatically terminated.

Interest Payment: On each Valuation Date, if the Notes have not been subject to mandatory early redemption on that Valuation Date, as described under the Autocall Provision above, each Note will pay a fixed interest payment of USD [8.33 – 10.00] or [0.833 – 1.00]% ([10.00 – 12.00]% per annum) of the Principal Amount per Note; ***provided*** that the Official Closing Level of the Underlying ADR on such Valuation Date is equal to or greater than the Coupon Barrier Level. **Otherwise, you will receive no interest on the Interest Payment Date.**

	The Interest Payment will be made on the relevant Interest Payment Date. Interest Payment Date means, in respect of a Valuation Date, the fifth Business Day after such Valuation Date.
Payment at Maturity:	If the Notes have not been subject to mandatory early redemption as described above, the Payment at Maturity per Note will be determined on the Final Valuation Date as follows: 1. If the Ending Value is equal to or greater than the Knock-In Level ***and*** the Coupon Barrier Level on the Final Valuation Date, then each Note will pay an amount equal to: a. The Principal Amount per Note of USD 1,000; *plus* b. A final interest payment of USD [8.33 – 10.00] or [0.833 - 1.00]% ([10.00 - 12.00]% per annum) of the Principal Amount per Note. 2. In all other cases, each USD 1,000 principal amount of Notes will pay a fixed number of ADRs equal to the Exchange Ratio. In this case you will not receive any interest payment on the Maturity Date. **In addition, you will have lost at least 20.00% of your initial investment, and may lose more or all of your investment.** The Payment at Maturity will be paid on the Maturity Date.
Knock-In Level:	[TBD]. The Knock-In Level is equal to 80.00% of the Starting Value (rounded to the nearest two decimals).
Coupon Barrier Level:	[TBD]. The Coupon Barrier Level is equal to 80.00% of the Starting Value (rounded to the nearest two decimals).
Exchange Ratio:	[TBD] ADRs per Note, equal to USD 1,000 divided by the Starting Value, any fractional amount of ADRs will be paid in cash.
Official Closing Level:	The closing value of the Underlying ADR published by the Price Source on any given day.
Starting Value:	[TBD]. The Official Closing Level on the Trade Date.
Ending Value:	The Official Closing Level on the Final Valuation Date.
Exchange Listing:	None. The Notes will not be listed on any securities exchange.
Denominations:	USD 1,000 and in increments of USD 1,000 thereafter.
Minimum Investment Amount:	USD 1,000.
Underlying ADR Exchange:	New York Stock Exchange (“NYSE”).
Business Days:	New York, London. Following Business Day Convention.
Form:	One or more registered certificates deposited with, or on behalf of Euroclear /

Clearstream in minimum denomination of USD 1,000 and increments of USD 1,000.

Distribution Fee: 1.50%.

Legal and Regulatory: This is not a public offer of securities. Other than with respect to any listing of the Notes on a recognized Stock Exchange (as may or may not be the case), no documentation relating to or detailing the terms of the Notes has been filed, registered with or approved by any authority in any jurisdiction and no action has been taken in any country or jurisdiction that would permit a public offering of the Notes. Holders of the Notes and prospective purchasers will be deemed to represent that they have and will comply with all applicable laws and regulations in each country or jurisdiction in or from which they purchase, offer, sell or deliver the Notes.

Restrictions: The Notes are being offered only outside the United States in compliance with Regulation S under the Securities Act.

The Notes may not be legally or beneficially owned by U.S. Persons at any time. Each holder and each beneficial owner of a Note hereby represents, as a condition to purchasing or owning the Note or any beneficial interest therein, that neither it nor any person for whose account or benefit the Note is being purchased is located in the United States, is a U.S. Person or was solicited to purchase the Note while present in the United States. Each holder and each beneficial owner of a Note hereby agrees not to offer, sell or deliver any of the Notes, at any time, directly or indirectly in the United States or to any U.S. Person. The term "U.S. Person" will have the meaning ascribed to it in Regulation S under the Securities Act.

Suitability: Investors should determine whether an investment in the Notes is appropriate to their particular circumstances and should consult with their own independent financial, legal, regulatory, capital, accounting, business and tax advisors to determine the consequences of an investment in the Notes and to arrive at their own evaluation of the investment.

Selected Risk Factors:

May Result in a Loss of Principal.

The terms of the Notes differ from those of ordinary debt securities in that they do not guarantee the return of the principal amount of your investment at maturity. If the Ending Value of the Underlying ADR on the Final Valuation Date is less than either the Knock-In Level or the Coupon Barrier Level, then you will receive a fixed number of ADRs equal to the Exchange Ratio. The value of such ADRS will be less than the principal amount of your investment and may be zero. Consequently, you may lose some or all of your investment.

Early Redemption

The appreciation potential of the Notes is limited by the Autocall Provision. If the Notes are redeemed, you may not be able to reinvest at comparable terms or returns. In addition, the early redemption feature may limit the term of your investment to as short as one month.

No Interest Payment if Official Closing Level below Coupon Barrier Level

If, on any Valuation Date, the Official Closing Level of the Underlying ADR is less than the Coupon Barrier Level, you will receive no interest payment on the related Interest Payment Date. In such circumstances you will not be compensated for the effects of inflation and other factors relating to the value of money over time and, as such, the return on the Notes may be lower than that of a conventional fixed-rate debt security of comparable maturities.

Credit Risk

Investors in these Notes are exposed to the credit risk of the Issuer, and any actual or anticipated decline in its credit ratings and credit spreads is likely to adversely affect the market value of the Notes. Any payment due on these Notes is guaranteed only to the extent of the Issuer's credit-worthiness. Credit ratings reflect the independent opinion of the relevant rating agencies as to the ability of the Issuer to make payments of principal and interest. These ratings are not a guarantee of credit quality. These ratings do not take into consideration any risks associated with fluctuations in the market value of this instrument, or where factors other than the Issuer's credit quality determine the level of principal and interest payments. Ratings are subject to change over the term of the Notes.

Market Risk

Investors in these Notes should have prior experience with products featuring embedded derivatives, or should take steps to familiarize themselves with these products. Various factors may influence the market value of these Notes, including, but not limited to, the level and shape of the relevant yield curve(s), levels of volatility in the underlying markets and the implied future direction of these. Changes to any of these factors, remaining life to maturity and the credit quality of the Issuer will affect secondary market prices for these Notes, if any.

Liquidity and Early Sale Risk

Citigroup Global Markets Limited ("CGML") will endeavor to make a secondary market in these Notes, but does not guarantee that a secondary market will exist. The bid/offer spread for the Notes will be wider than that for non-callable fixed rate debt instruments.

Investors seeking to liquidate/sell positions in these Notes prior to the stated Maturity Date may receive substantially less than their original purchase price.

Tax Risk

We recommend that investors take independent tax advice before committing to the purchase of the Notes. CGML does not provide tax advice and therefore responsibility for any tax implications of investing in these Notes rests entirely with the investor. Investors should note that the tax treatment will differ from jurisdiction to jurisdiction.

EU Saving Directive:

Under EC Council Directive 2003/48/EC on the taxation of savings income, Member States are required, from 1st July, 2005, to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State. However, for a transitional period, Belgium, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories, including Switzerland, have agreed to adopt similar measures (a withholding system in the case of Switzerland) with effect from the same date

Leverage Risk

Borrowing to fund the purchase of the Notes (leveraging) can have a significant negative impact on the value of and return on the investment. Investors considering leveraging the Notes should obtain further detailed information as to the applicable risks from the leverage provider. If the investor obtains leverage for the investment, the investor should make sure they have sufficient liquid assets to meet the margin requirements in the event of market movements adverse to the investor's position. In such case, if the investor does not make the margin payments then the investor’s investment in the Notes may be liquidated with little or no notice.

Compounding of Risks

Due to the inter-linked nature of financial markets, an investment in the Notes involves risks and should only be made after assessing the direction, timing and magnitude of potential future market changes (e.g. in the value of the reference securities, indices, commodities, interest rates etc.), as well as the terms and conditions of the Notes. More than one risk factor may have simultaneous effects with regard to the Notes such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect, which may not be predictable. No assurance can be given as to the effect that any combination of risk factors may have on the value of the Notes.

Conflicts of Interest

Citigroup Funding and its affiliates play a variety of roles in connection with the issuance of the Notes, including acting as Calculation Agent and hedging Citigroup Funding’s obligations under the Notes. In connection with the hedging of its obligations under the Notes, Citigroup Funding expects to hedge its obligations under the Notes through one or more of our affiliates. This hedging activity will likely involve trading in instruments, such as options, swaps or futures based upon the Underlying ADR. In performing these duties, the economic interests of Citigroup Funding and its affiliates are potentially adverse to your interests as a Note holder.

The Calculation Agent, an affiliate of the Issuer, will make determinations with respect to the Notes. Specifically, the Calculation Agent will determine the Starting Value and the Ending Value, and will calculate your Payment at Maturity, if any. Any of these determinations made by the Calculation Agent, including with respect to the calculation of the Underlying ADR in the event of its unavailability, may adversely affect your Payment at Maturity.

Selling Restrictions:

The Notes have not been and will not be registered with the Comissão de Valores Mobiliários (The Brazilian Securities Commission) and may not be offered or sold in the Federative Republic of Brazil except in circumstances which do not constitute a public offering or distribution under Brazilian laws and regulations.

Pursuant to the Mexican Securities Market Law, the Notes have not been, and will not be, registered with the Mexican National Registry of Securities and may not be offered or sold publicly in the United Mexican States.

In Uruguay, the Notes are being placed relying on a private placement ("oferta privada") pursuant to section 2 of law 16,749. The Notes are not and will not be registered with the Central Bank of Uruguay to be publicly offered in Uruguay. The Notes do not qualify as an investment fund regulated by Uruguayan law 16,774, as amended.

The information contained in this indicative term sheet has not been reviewed by the Comisión Nacional Supervisora de Empresas y Valores (Peru's National Corporations and Securities Supervisory Commission or CONASEV). Neither the Regulations for Initial Offers and Sale of Securities (CONASEV Resolution 141-98-EF/94.10) nor the obligations regarding the information applicable to securities registered with the Registro Público del Mercado de Valores (Peruvian Stock Market Public Registry) apply to this private offering.

Fees and Other Compensation: Investors should be aware that CGML and its affiliates, and other third parties that may be involved in this transaction may make or receive a fee, commission or other compensation up to 1.50% (in cash or in kind) in connection with the purchase and sale of the Notes, hedging activities related to the Notes and other roles involved in the transaction; Investors must note that the market value of the securities will be net of such fee and other compensation as discussed above. Early termination of the Notes by holders of the Notes may also involve payment by such holders of the relevant fees and other compensation.

Dealer: CGML.

Distributor: CGMI.

Tax Treatment: This product may not be sold or offered within the United States or to U.S. persons (as defined under Regulation S under the U.S. Securities Act or Regulations under the U.S. Internal Revenue Code).

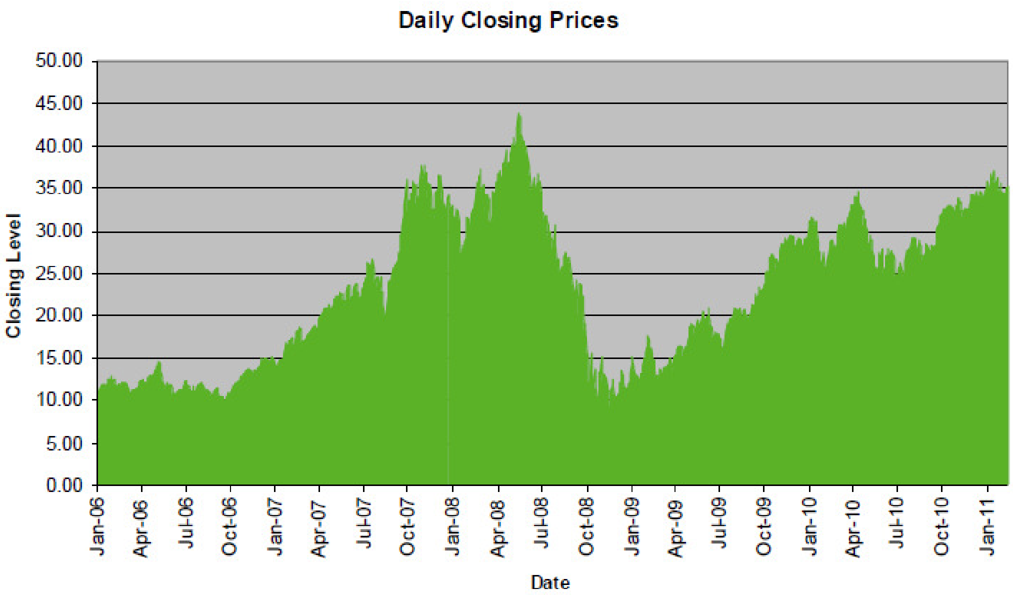
The Issuer intends to treat a Note for U.S. federal income tax purposes as a cash-settled prepaid forward contract, and by purchasing the Notes, each Noteholder agrees to such treatment. Prospective purchasers of the Notes should consult with their own tax advisers regarding U.S. federal income tax consequences of an investment in the Notes as well as the application of state, local and foreign tax laws.

Backup Withholding and Information Reporting

A holder of the Notes may be subject to information reporting and to backup withholding with respect to certain amounts paid to the holder unless such holder provides proof of an applicable exemption or a correct taxpayer identification number, and otherwise complies with applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Rather, any amounts withheld under the backup withholding rules may be refunded or credited against the U.S. Holder's U.S. federal income tax liability, provided the required information is furnished to the IRS

Historical Information

The following graph sets forth the historical performance of the Underlying ADR based on the daily closing price of the Underlying ADR from January 03, 2006 through February 16, 2011. We obtained the closing prices of the Underlying ADR below from Bloomberg, without independent verification. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg. The price source for determining the closing value of the Underlying ADR on the Valuation Dates will be the Bloomberg page VALE UN <Equity> or any successor page.
The historical prices of the Underlying ADR should not be taken as an indication of future performance, and no assurance can be given as to the closing price of the Underlying ADR on any of the Valuation Dates. We cannot give you assurance that the performance of the Underlying ADR will result in the return of any of your initial investment.



Example 1:

The Official Closing Level is at or above the Autocall Level on a Valuation Date.
Assumptions:

Ticker	Currency	Underlying Equity Starting Value	Auto-Call Level (100.00% of Starting Value)	Coupon Barrier Level (80.00% of Starting Value)	Knock-In Level (80.00% of Starting Value)
VALE UN	USD	35.00	35.00	28.00	28.00

Interest Payment

Interest: 11.00% p.a.
Interest Payment is paid if the Official Closing Level is at or above the Coupon Barrier Level on a given Valuation Date.

Autocall Dates

April 2011 (100.00% of Starting Value)
May 2011 (100.00% of Starting Value)
....
March 2012 (100.00% of Starting Value)

Official Closing Levels, Auto-Call Levels, Coupon Barrier Levels and Knock-In Levels					
VALE UN					
Valuation Dates	**Official Closing Level**	**Auto-Call Level**	**Coupon Barrier Level**	**Knock-In Level**	**Result**
April, 2011	29.75	35.00	28.00	28.00	Not called – Interest Payment Paid
May, 2011	36.75	35.00	28.00	28.00	**CALLED – Interest Payment Paid**

This example shows a scenario where the Underlying ADR appreciates above the Autocall Level on one of the Valuation Dates. The Notes are therefore called.
At termination, investors receive a called return of USD 1,000.00 per Note, plus an Interest Payment amount of USD 9.17 per Note (0.92% per Note; 11.00% p.a.).
In addition, investors received an Interest Payment when the Underlying ADR closed at or above the Coupon Barrier Level on a given Valuation Date.

Example 2

The Official Closing Level is at or above the Autocall Level on the Final Valuation Date.
Assumptions:

Ticker	Currency	Underlying Equity Starting Value	Auto-Call Level (100.00% of Starting Value)	Coupon Barrier Level (80.00% of Starting Value)	Knock-In Level (80.00% of Starting Value)
VALE UN	USD	35.00	35.00	28.00	28.00

Interest Payment

Interest: 11.00% p.a.
Interest Payment is paid if the Official Closing Level is at or above the Coupon Barrier Level on a given Valuation Date.

Autocall Dates

April, 2011 (100.00% of Starting Value)
May, 2011 (100.00% of Starting Value)
....
March, 2012 (100.00% of Starting Value)

Official Closing Levels, Auto-Call Levels, Coupon Barrier Levels and Knock-In Levels					
VALE UN					
Valuation Date	**Official Closing Level**	**Auto-Call Level**	**Coupon Barrier Level**	**Knock-In Level**	**Result**
April, 2011	29.75	35.00	28.00	28.00	Not called – Interest Payment Paid
May, 2011	26.25	35.00	28.00	28.00	Not called – Interest Payment NOT Paid
....	....	....	....	....	....
March, 2012	36.75	35.00	28.00	28.00	**Final Valuation Date – Interest Payment Paid**

This example shows a scenario where the Underlying ADR appreciates above the Autocall Level on the Final Valuation Date.
On the Maturity Date, investors receive a called return of USD 1,000.00 per Note, plus an Interest Payment amount of USD 9.17 per Note (0.92% per Note; 11.00% p.a.).
In addition, investors received Interest Payments when the Underlying ADR closed at or above the Coupon Barrier Level on a given Valuation Date.

Example 3

The Official Closing Level IS NOT at or above the Autocall Level on any of the Valuation Dates (including the Final Valuation Date) and the Knock-In Level is NOT breached.
Assumptions:

Ticker	Currency	Underlying Equity Starting Value	Auto-Call Level (100.00% of Starting Value)	Coupon Barrier Level (80.00% of Starting Value)	Knock-In Level (80.00% of Starting Value)
VALE UN	USD	35.00	35.00	28.00	28.00

Interest Payment

Interest: 11.00% p.a.
Interest Payment is paid if the Official Closing Level is at or above the Coupon Barrier Level on a given Valuation Date.

Autocall Dates

April, 2011 (100.00% of Starting Value)
May, 2011 (100.00% of Starting Value)
....
March, 2012 (100.00% of Starting Value)

Official Closing Levels, Auto-Call Levels, Coupon Barrier Levels and Knock-In Levels					
VALE UN					
Valuation Date	**Official Closing Level**	**Auto-Call Level**	**Coupon Barrier Level**	**Knock-In Level**	**Result**
April, 2011	29.75	35.00	28.00	28.00	Not called – Interest Payment Paid
May, 2011	26.25	35.00	28.00	28.00	Not called – Interest Payment NOT Paid
....	....	....	....	....	....
March , 2012	29.75	35.00	28.00	28.00	**Final Valuation Date – Interest Payment Paid**

This example shows a scenario where the Underlying ADR has not appreciated above the Autocall Level on any Valuation Dates (including the Final Valuation Date). The Notes are therefore NOT called.
At maturity, investors receive their principal amount and an Interest Payment since the Knock-In Level is not breached (even though the return of the Underlying ADR is negative).
In addition, investors received Interest Payments when the Underlying ADR closed at or above the Coupon Barrier Level on a given Valuation Date.

Example 4

The Official Closing Level IS NOT at or above the Autocall Level on any of the Valuation Dates (including the Final Valuation Date) but the Knock-In Level IS breached.
Assumptions:

Ticker	Currency	Underlying Equity Starting Value	Auto-Call Level (100.00% of Starting Value)	Coupon Barrier Level (80.00% of Starting Value)	Knock-In Level (80.00% of Starting Value)
VALE UN	USD	35.00	35.00	28.00	28.00

Knock-In Level is observed on Final Valuation Date.

Interest Payment

Interest: 11.00% p.a.
Interest Payment is paid if the Official Closing Level is at or above the Coupon Barrier Level on a given Valuation Date.

Autocall Dates

April, 2011 (100.00% of Starting Value)
May, 2011 (100.00% of Starting Value)
….
March, 2012 (100.00% of Starting Value)

Official Closing Levels, Auto-Call Levels, Coupon Barrier Levels and Knock-In Levels					
VALE UN					
Valuation Date	Official Closing Level	Auto-Call Level	Coupon Barrier Level	Knock-In Level	Result
April, 2011	29.75	35.00	28.00	28.00	Not called – Interest Payment Paid
May 04, 2011	26.25	35.00	28.00	28.00	Not called – Interest Payment NOT Paid
….	….	….	….	….	….
March , 2012	26.25	35.00	28.00	28.00	**Final Valuation Date - Knock-In level Breached – Interest Payment NOT paid**

Underlying ADR Performance: -25.00%

This example shows a scenario where the Underlying ADR has not appreciated above the Autocall Level on any of the Valuation Dates (including the Final Valuation Date). The Notes are therefore NOT called. In addition, the Knock-In Level has been breached and therefore investors are fully exposed to any decline in the value of the Underlying ADR.

The Underlying ADR has a -25.00% return. Investors receive a fixed number of ADRs equal to the Exchange Ratio calculated as follows:

Number of ADRs = ($1,000/Starting Value), where any fractional shares are paid in cash ;

Number of ADRs = ($1,000/35.00) = 28.57142857;

Therefore, investors receive 27 shares of the Underlying ADR plus the cash value of the fractional shares of the Underlying ADR ;

The cash value of the fractional shares of the Underlying ADR: 0.57142857 X 26.25 = USD 15.00 per USD 1000 invested;

In addition, investors did not receive an Interest Payment as the Official Closing Level was below the Coupon Barrier Level on the Final Valuation Date.

Important Notice

Offering and Transfer Restrictions

The securities or transactions described herein have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act") or any state securities law. The securities will be offered and sold outside the United States in reliance on Regulation S of the Securities Act. The securities may not be legally or beneficially owned by U.S. Persons at any time. Each holder and each beneficial owner of the securities hereby represents, as a condition to purchasing or owning the securities or any beneficial interest therein, that neither it nor any person for whose account or benefit the securities are being purchased is located in the United States, is a U.S. Person or was solicited to purchase the securities while present in the United States. Each holder and each beneficial owner of the securities hereby agrees not to offer, sell or deliver any of the securities, at any time, directly or indirectly in the United States or to any U.S. Person.

Disclaimer

We are sending you this term sheet and are willing to negotiate a transaction with you because of our understanding that (1) you have sufficient knowledge, experience, and professional advice to make your own evaluation of the merits and risks of a transaction of this type and (2) you are not relying on us nor on any of our affiliates for information, advice or recommendations of any sort except for the accuracy of specific factual information about the terms of the transaction.
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In this regard, by acceptance of these materials, you acknowledge that you have been advised that (a) we are not in the business of providing legal, tax or accounting advice, (b) you understand that there may be legal, tax or accounting risks associated with the transaction, (c) you should receive legal, tax and accounting advice from advisors with appropriate expertise to assess relevant risks, and (d) if applicable, you should apprise senior management in your organization as to the legal, tax and accounting advice, and risks associated with this transaction and our disclaimers as to these maters. We, and/or our affiliates, may act as principal or agent in similar transactions or in transactions with respect to instruments underlying a proposed transaction. This document and its contents are the proprietary information and products of our firm and may not be reproduced or otherwise disseminated in whole or in part without this institution's written consent unless required to by judicial or administrative proceeding.
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