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February 5, 2016

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration
Depositary Shares, Each Representing a 1/1,000th Interest in a Share of
6.300% Noncumulative Preferred Stock, Series S of **Citigroup Inc.** under the
Exchange Act of 1934.

Sincerely,