

SMITH BARNEY

Annual Production	Less than 5 yrs	5-9 yrs	Over 9 yrs
\$0-\$199,999	37%	20%	20%
\$200,000 - \$249,999	39%	24%	20%
\$250,000 - \$299,999	39%	31%	20%
\$300,000 - \$349,999	39%	33%	30%
\$350,000 - \$399,999	39%	35%	35%
\$400,000 - \$499,999	40%	40%	40%
\$500,000 - \$749,999	41%	41%	41%
\$750,000 - \$999,999	42%	42%	42%
1,000,000 - \$2,499,999	44%	44%	44%
\$2,500,000 - \$4,999,999	45%	45%	45%
\$5,000,000 +	46%	46%	46%

Deferred Compensation Bonus

Production	Bonus
\$400,000 - \$499,999	0.50%
\$500,000 - \$749,999	3.50%
\$750,000 - \$999,999	4%
\$1,000,000 - \$1,499,999	5%
\$1,500,000 - \$1,999,999	6%
\$2,000,000 - \$2,999,999	6.50%
\$3,000,000 - \$4,999,999	7.50%
\$5,000,000 +	8%

Length-of-Service Bonus

Continuous Service at SB	Min Production	Rate
5-6 years	\$400,000	1.50%
7-8 years	\$500,000	3%
9-14 years	\$1,000,000	3.50%
15-19 years	\$1,500,000	4%
20-24 years	\$2,000,000	4.50%
25 years +	\$2,500,000	5%

Partners Award

FAs with at least \$400,000 in 2008 gross production and over five years of service at SB are eligible for a 0% interest loan with a six-year term. The value of the award is equal to 5 times the FA's 2008 length-of-service bonus.

Capital Accumulation Plan

Enables eligible FAs to have a percentage of annual compensation in the form of discounted Citigroup shares. Can provide equivalent of up to 4% of additional annual compensation. FAs are given a 25% discount from the average closing of Citigroup common stock price for six months prior to award date. Shares vest two years from the award date.