
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number of issuing entity: 333-171055-01

CITIBANK CREDIT CARD ISSUANCE TRUST*

(Issuing Entity in respect of the Notes)

(Exact name of issuing entity as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization of issuing entity)

NOT APPLICABLE

(I.R.S. Employer
Identification No. of issuing entity)

Commission file number of issuing entity: 333-171055-02

CITIBANK CREDIT CARD MASTER TRUST I

(Issuing Entity in respect of the Collateral Certificate)

(Exact name of issuing entity as specified in its charter)

NEW YORK

(State or other jurisdiction of
incorporation or organization of issuing entity)

NOT APPLICABLE

(I.R.S. Employer
Identification No. of issuing entity)

Commission file number of sponsor and depositor: 333-171055-03

CITIBANK, N.A.

(Exact name of depositor and sponsor as specified in its charter)

UNITED STATES OF AMERICA

(State or other jurisdiction of
incorporation or organization)

13-5266470

(I.R.S. Employer
Identification No.)

399 Park Avenue

New York, New York

(Address of principal executive offices
of depositor and sponsor)

10043

(Zip Code)

Telephone number, including area code: (212) 559-1000

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

[Rule 405 of Regulation S-T is not applicable.]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

[Item 405 of Regulation S-K is not applicable.]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes ☐ No ☒.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter:

NOT APPLICABLE

* In accordance with relevant regulations of the Securities and Exchange Commission, the depositor files annual and other reports concerning the Notes with the Commission on behalf of Citibank Credit Card Issuance Trust and Citibank Credit Card Master Trust I under the Central Index Key (CIK) number (0001108348) for Citibank Credit Card Issuance Trust.

PART I

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

Item 1: Business.
Item 1A: Risk Factors.
Item 2: Properties.
Item 3: Legal Proceedings.

Item 1B. Unresolved Staff Comments.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Substitute information provided in accordance with General Instruction J to Form 10-K:

Item 1112(b) of Regulation AB: Significant Obligators of Pool Assets (Financial Information).

The primary asset of Citibank Credit Card Issuance Trust, a Delaware statutory trust formed on September 12, 2000 (the “issuance trust”) — and its primary source of funds for the payment of principal of and interest on the notes — is a collateral certificate issued by Citibank Credit Card Master Trust I (the “master trust”) to the issuance trust. The collateral certificate represents an undivided interest in the assets of the master trust. The master trust’s assets consist primarily of credit card receivables arising in a portfolio of revolving credit card accounts. The master trust, therefore, may be considered a significant obligor in relation to the issuance trust. Pursuant to Instruction 3.b. to Item 1112(b) of Regulation AB, the information required by Instruction J to Form 10-K in respect of the master trust has been disclosed in this report on Form 10-K in lieu of the information otherwise contemplated by Item 1112(b).

The pool assets held by the master trust do not include any significant obligors.

Item 1114(b)(2) of Regulation AB: Credit enhancement and other support, except for certain derivatives instruments (financial information).

Based on the standards set forth in Item 1114(b)(2) of Regulation AB, no information is required in response to this Item.

Item 1115(b) of Regulation AB: Certain derivatives instruments (financial information).

Based on the standards set forth in Item 1115(b) of Regulation AB, no information is required in response to this Item.

Item 1117 of Regulation AB: Legal proceedings.

Beginning in 2005, several putative class actions were filed against Citigroup Inc. and certain of its subsidiaries, including Citibank, N.A. (collectively Citigroup), together with Visa, MasterCard and other banks and their affiliates, in various federal district courts and consolidated

with other related cases in a multi-district litigation proceeding before Judge Gleeson in the United States District Court for the Eastern District of New York. This proceeding is captioned IN RE PAYMENT CARD INTERCHANGE FEE AND MERCHANT DISCOUNT ANTITRUST LITIGATION.

The plaintiffs, merchants that accept Visa- and MasterCard-branded payment cards as well as membership associations that claim to represent certain groups of merchants, allege, among other things, that defendants have engaged in conspiracies to set the price of interchange and merchant discount fees on credit and debit card transactions and to restrain trade through various Visa and MasterCard rules governing merchant conduct, all in violation of Section 1 of the Sherman Act and certain California statutes. Plaintiffs seek, on behalf of classes of U.S. merchants, treble damages, including all interchange fees paid to all Visa and MasterCard members with respect to Visa and MasterCard transactions in the U.S. since at least January 1, 2004, as well as injunctive relief. Supplemental complaints have also been filed against defendants in the putative class actions alleging that Visa's and MasterCard's respective initial public offerings were anticompetitive and violated Section 7 of the Clayton Act, and that MasterCard's initial public offering constituted a fraudulent conveyance.

On July 13, 2012, all parties to the putative class actions, including Citigroup, entered into a Memorandum of Understanding (MOU) setting forth the material terms of a class settlement. The class settlement contemplated by the MOU provides for, among other things, a total payment by all defendants to the class of \$6.05 billion; a rebate to merchants participating in the damages class settlement of 10 basis points on interchange collected for a period of eight months by the Visa and MasterCard networks; changes to certain network rules that would permit merchants to surcharge some payment card transactions subject to certain limitations and conditions, including disclosure to consumers at the point of sale; and broad releases in favor of the defendants. Subsequently, all defendants and certain of the plaintiffs who had entered into the MOU executed a settlement agreement consistent with the terms of the MOU.

On November 27, 2012, the court entered an order granting preliminary approval of the proposed class settlements and provisionally certified two classes for settlement purposes only. The court scheduled a final approval hearing for September 12, 2013. Several large merchants and associations have stated publicly that they intend to object to or opt out of the settlement, and have appealed from the court's preliminary approval of the proposed class settlements.

Visa and MasterCard have also entered into a settlement agreement with merchants that filed individual, non-class actions. While Citigroup is not a party to the individual merchant non-class settlement agreement, it is contributing to that settlement, and the agreement provides for a release of claims against Citigroup.

PART II

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

Item 5: Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

- Item 6: Selected Financial Data.
- Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations.
- Item 7A: Quantitative and Qualitative Disclosures about Market Risk.
- Item 8: Financial Statements and Supplementary Data.
- Item 9: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.
- Item 9A: Controls and Procedures.

Item 9B. Other Information.

None

PART III

The following Items have been omitted in accordance with General Instruction J to Form 10-K:

- Item 10: Directors, Executive Officers and Corporate Governance.
- Item 11: Executive Compensation.
- Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.
- Item 13: Certain Relationships and Related Transactions, and Director Independence.
- Item 14: Principal Accounting Fees and Services.

Substitute information provided in accordance with General Instruction J to Form 10-K:

Item 1119 of Regulation AB: Affiliations and certain relationships and related transactions.

Information required by Item 1119 of Regulation AB has been omitted from this report on Form 10-K in reliance on the Instruction to Item 1119.

Item 1122 of Regulation AB: Compliance with applicable servicing criteria.

Citibank, N.A. and Deutsche Bank Trust Company Americas have been identified by the registrant as parties participating in the servicing function during the year ended December 31, 2012 with respect to Citibank Credit Card Issuance Trust and Citibank Credit Card Master Trust I. Each of Citibank, N.A. and Deutsche Bank Trust Company Americas has delivered a report on an assessment of compliance with the servicing criteria applicable to such party (each, an "Assessment Report") as of, and for the year ended, December 31, 2012, which Assessment Reports are attached as exhibits 33.1 and 33.2, respectively, to this Form 10-K. In addition, each of Citibank, N.A. and Deutsche Bank Trust Company Americas has provided an attestation report (each, an "Attestation Report") by KPMG LLP, an independent registered public accounting firm, regarding its related Assessment Report. The Attestation Reports are attached as exhibits 34.1 and 34.2, respectively, to this Form 10-K.

No Assessment Report or related Attestation Report has identified any material instance of noncompliance with the servicing criteria identified in such Assessment Report as applicable to the related servicing participant.

Platform-Level Reports: Regulations of the SEC require that a servicing participant perform a “platform” level assessment for purposes of assessing servicing compliance. This means that the transactions covered in a report on an assessment of compliance should include asset-backed securities transactions involving such servicing participant that are backed by the same asset type. Further guidance from the SEC staff identifies additional parameters which a servicing participant may apply to define and further limit its platform. For example, a servicing participant may define its platform to include only transactions that were completed on or after January 1, 2006 (the effective date of Regulation AB) and that were registered with the SEC pursuant to the Securities Act of 1933. Each servicing participant is responsible for defining its own platform, and each platform will naturally differ based on various factors, including the servicing participant’s business model, the transactions in which it is involved and the range of activities performed in those transactions.

The platform defined by Deutsche Bank Trust Company Americas in its Assessment Report attached as an exhibit to this Form 10-K includes transactions in addition to those conducted by Citibank Credit Card Issuance Trust, and the range of activities performed by Deutsche Bank in those other transactions is broader than the range of activities it performs in the Citibank Credit Card Issuance Trust transactions. Accordingly, the servicing criteria addressed by Deutsche Bank in its Assessment Report include criteria in addition to the criteria applicable specifically to the Citibank Credit Card Issuance Trust transactions.

Item 1123 of Regulation AB: Servicer Compliance Statement.

Citibank, N.A. has been identified by the registrant as the sole servicer with respect to the pool assets held by each of Citibank Credit Card Issuance Trust and Citibank Credit Card Master Trust I. Citibank, N.A. has provided a statement of compliance relating to servicing activities for the year ended December 31, 2012, which has been signed by an authorized officer of Citibank, N.A. and is attached hereto as exhibit 35.1.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

- (a)(1) Not Applicable.
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.

(b) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Indenture for the Notes dated as of August 9, 2011, incorporated by reference from Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.
4.2	Second Amended and Restated Pooling and Servicing Agreement for Citibank Credit Card Master Trust I dated as of August 9, 2011, incorporated by reference from Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.
4.3	Amended and Restated Series 2000 Supplement dated as of August 9, 2011 (including the form of Collateral Certificate) to the Second Amended and Restated Pooling and Servicing Agreement, incorporated by reference from Exhibit 4.3 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.
4.4	Amended and Restated Trust Agreement of Citibank Credit Card Issuance Trust dated as of August 9, 2011, incorporated by reference from Exhibit 4.4 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.

<u>Exhibit Number</u>	<u>Description</u>
4.5.1	Terms Document, including the form of Note, relating to each publicly-offered subclass of notes of the Citiseries issued before January 1, 2006 and outstanding during 2012 as identified below, incorporated by reference from the following exhibits of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 23, 2007:

<u>Subclass</u>	<u>Exhibit No.</u>	<u>Subclass</u>	<u>Exhibit No.</u>
2002-A4	4.9	2005-A3	4.31
2002-A10	4.11	2005-A3 Reopen	4.32
2002-A10 Reopen	4.12	2005-A4	4.33
2003-A7	4.19	2005-A5	4.34
2003-A10	4.22	2005-A8	4.37
2004-A8	4.29	2005-A9	4.38
2005-A2	4.30		
2002-C2	4.52	2005-C2	4.61
2003-C4	4.58	2005-C3	4.62
2005-C1	4.60		

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4.5.2	Terms Document, including the form of Note, relating to each publicly-offered subclass of notes of the Citiseries issued between January 1, 2006 and December 31, 2012, inclusive, and outstanding during 2012, as identified below, incorporated by reference from Exhibit 4 or Exhibit 4.1, as applicable, of the Registrant’s Current Report on Form 8-K or 8-K/A filed with the Securities and Exchange Commission on the following dates:																																																																								
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4.5.3	Amendment No. 1 dated as of May 1, 2009 to Terms Document dated March 25, 2009 relating to the Citiseries Class 2009-A1 Notes, incorporated by reference from Exhibit 4.2 of the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2009.																																																																								
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 - 35.1 Servicer Compliance Statement of Citibank, N.A. for the fiscal year ended December 31, 2011.
 - 99.1 Amended and Restated Series 2009 Supplement dated as of August 9, 2011 (including the form of Series 2009 Certificate) to the Second Amended and Restated Pooling and Servicing Agreement, incorporated by reference from Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.
- (c) Not Applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIBANK, N.A.,

as Depositor of Citibank Credit Card Issuance Trust
and Citibank Credit Card Master Trust I

By: /s/ Douglas C. Morrison

Douglas C. Morrison

Vice President

(senior officer in charge of securitization of the
depositor)

Dated: March 28, 2013

Index to Exhibits

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	<table><tr><th>Subclass</th><th>Filing Date</th><th>Subclass</th><th>Filing Date</th></tr><tr><td>2006-A1</td><td>February 8, 2006</td><td>2007-A11 Reopen</td><td>January 10, 2008</td></tr><tr><td>2006-A1 Reopen</td><td>March 6, 2006</td><td>2008-A1</td><td>February 7, 2008</td></tr><tr><td>2006-A1 2nd Reopen</td><td>May 8, 2006</td><td>2008-A2</td><td>February 8, 2008</td></tr><tr><td>2006-A3</td><td>March 16, 2006</td><td>2008-A2 Reopen</td><td>February 25, 2008</td></tr><tr><td>2006-A7</td><td>October 20, 2006</td><td>2008-A5</td><td>April 22, 2008</td></tr><tr><td>2006-A8</td><td>December 19, 2006</td><td>2008-A6</td><td>May 20, 2008</td></tr><tr><td>2006-A8 Reopen</td><td>February 15, 2007</td><td>2008-A7</td><td>May 20, 2008</td></tr><tr><td>2007-A3</td><td>June 15, 2007</td><td>2009-A1</td><td>March 25, 2009</td></tr><tr><td>2007-A3 Reopen</td><td>August 15, 2007</td><td>2009-A2</td><td>June 9, 2009</td></tr><tr><td>2007-A4</td><td>June 15, 2007</td><td>2009-A3</td><td>June 25, 2009</td></tr><tr><td>2007-A4 Reopen</td><td>August 15, 2007</td><td>2009-A4</td><td>June 25, 2009</td></tr><tr><td>2007-A7</td><td>August 27, 2007</td><td>2009-A5</td><td>December 23, 2009</td></tr><tr><td>2007-A7 Reopen</td><td>September 12, 2007</td><td>2012-A1</td><td>October 12, 2012</td></tr><tr><td>2007-A8</td><td>September 20, 2007</td><td>2007-B5</td><td>October 31, 2007</td></tr><tr><td>2007-A9</td><td>October 17, 2007</td><td>2006-C1</td><td>February 27, 2006</td></tr><tr><td>2007-A10</td><td>December 10, 2007</td><td>2008-C6</td><td>June 25, 2008</td></tr><tr><td>2007-A11</td><td>December 10, 2007</td><td></td><td></td></tr></table>	Subclass	Filing Date	Subclass	Filing Date	2006-A1	February 8, 2006	2007-A11 Reopen	January 10, 2008	2006-A1 Reopen	March 6, 2006	2008-A1	February 7, 2008	2006-A1 2 nd Reopen	May 8, 2006	2008-A2	February 8, 2008	2006-A3	March 16, 2006	2008-A2 Reopen	February 25, 2008	2006-A7	October 20, 2006	2008-A5	April 22, 2008	2006-A8	December 19, 2006	2008-A6	May 20, 2008	2006-A8 Reopen	February 15, 2007	2008-A7	May 20, 2008	2007-A3	June 15, 2007	2009-A1	March 25, 2009	2007-A3 Reopen	August 15, 2007	2009-A2	June 9, 2009	2007-A4	June 15, 2007	2009-A3	June 25, 2009	2007-A4 Reopen	August 15, 2007	2009-A4	June 25, 2009	2007-A7	August 27, 2007	2009-A5	December 23, 2009	2007-A7 Reopen	September 12, 2007	2012-A1	October 12, 2012	2007-A8	September 20, 2007	2007-B5	October 31, 2007	2007-A9	October 17, 2007	2006-C1	February 27, 2006	2007-A10	December 10, 2007	2008-C6	June 25, 2008	2007-A11	December 10, 2007		
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4.5.3	Amendment No. 1 dated as of May 1, 2009 to Terms Document dated March 25, 2009 relating to the Citiseries Class 2009-A1 Notes, incorporated by reference from Exhibit 4.2 of the Registrant’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 5, 2009.																																																																								
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and relevant rules and regulations of the Securities and Exchange Commission.																																																																								
33.1	Report on Assessment of Compliance with Servicing Criteria by Citibank, N.A.																																																																								
33.2	Report on Assessment of Compliance with Servicing Criteria by Deutsche Bank Trust Company Americas.																																																																								

- 34.1 Attestation Report of KPMG LLP on Assessment of Compliance with Servicing Criteria by Citibank, N.A.
- 34.2 Attestation Report of KPMG LLP on Assessment of Compliance with Servicing Criteria by Deutsche Bank Trust Company Americas.
- 35.1 Servicer Compliance Statement of Citibank, N.A. for the fiscal year ended December 31, 2011.
- 99.1 Amended and Restated Series 2009 Supplement dated as of August 9, 2011 (including the form of Series 2009 Certificate) to the Second Amended and Restated Pooling and Servicing Agreement, incorporated by reference from Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2011.

Certification

I, Douglas C. Morrison, certify that:

1. I have reviewed this report on Form 10-K and all reports on Form 10-D required to be filed in respect of the period covered by this report on Form 10-K of Citibank Credit Card Issuance Trust (the "Exchange Act periodic reports");
2. Based on my knowledge, the Exchange Act periodic reports, taken as a whole, do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, all of the distribution, servicing and other information required to be provided on Form 10-D with respect to the period covered by this report is included in the Exchange Act periodic reports;
4. Based on my knowledge and the servicer compliance statement required in this report under Item 1123 of Regulation AB, and except as disclosed in the Exchange Act periodic reports, the servicer has fulfilled its obligations under the servicing agreement in all material respects; and
5. All of the reports on assessment of compliance with servicing criteria for asset-backed securities and their related attestation reports on assessment of compliance with servicing criteria for asset-backed securities required to be included in this report in accordance with Item 1122 of Regulation AB and Exchange Act Rules 13a-18 and 15d-18 have been included as exhibits to this report, except as otherwise disclosed in this report. Any material instances of noncompliance described in such reports have been disclosed in this report on Form 10-K.

In giving the certifications above, I have reasonably relied on information provided to me by the following unaffiliated party:
Deutsche Bank Trust Company Americas.

Date: March 28, 2013

/s/ Douglas C. Morrison

Name: Douglas C. Morrison

Title: Vice President, Citibank, N.A.

(senior officer in charge of securitization of the depositor)

Citibank, N.A.

Report on Assessment of
Compliance with Applicable Servicing Criteria

1. Citibank, N.A. (the “Asserting Party”) is responsible for assessing compliance as of and for the year ended December 31, 2012 (the “Reporting Period”), with the servicing criteria applicable to it under paragraph (d) of Item 1122 of Regulation AB, as set forth in Appendix 1 hereto (such servicing criteria, excluding the criteria listed in the column titled “Inapplicable Servicing Criteria” on Appendix 1 hereto, the “Applicable Servicing Criteria”) in connection with the servicing activities it performs with respect to the transactions covered by this report. The transactions covered by this report include all asset-backed securities transactions conducted by Citibank Credit Card Issuance Trust (“CCCIT”) that were registered with the Securities and Exchange Commission pursuant to the Securities Act of 1933 where the related asset-backed securities were outstanding during the Reporting Period (the “Platform”), as listed in Appendix 2 hereto.
2. Except as set forth in paragraph 3 below, the Asserting Party used the criteria set forth in paragraph (d) of Item 1122 of Regulation AB to assess compliance with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period.
3. The criteria listed in the column titled “Inapplicable Servicing Criteria” on Appendix 1 hereto, are inapplicable to the Asserting Party based on the activities it performs with respect to the Platform.
4. The Asserting Party has complied, in all material respects, with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period with respect to the Platform taken as a whole.
5. KPMG LLP, an independent registered public accounting firm, has issued an attestation report dated the date hereof on the Asserting Party’s assessment of compliance with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period.

CITIBANK, N.A.

By: /s/ Douglas C. Morrison
Name: Douglas C. Morrison
Title: Vice President

Date: March 27, 2013

Appendix 1

Regulation AB Reference	SERVICING CRITERIA		Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria			
	General Servicing Considerations			
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.		X	
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party’s performance and compliance with such servicing activities.		X	
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.			X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.		X	
	Cash Collection and Administration			
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days following receipt, or such other number of days specified in the transaction agreements.		X	
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.		X	
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.			X
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of overcollateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.		X	

Regulation AB Reference	SERVICING CRITERIA	Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria		
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 13k-1(b)(1) of the Securities Exchange Act.	X	
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.		X
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations: (A) are mathematically accurate; (B) are prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) are reviewed and approved by someone other than the person who prepared the reconciliation; and (D) contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X	
Investor Remittances and Reporting			
1122(d)(3)(i)	Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) provide information calculated in accordance with the terms specified in the transaction agreements; (C) are filed with the Commission as required by its rules and regulations; and (D) agree with investors’ or the trustee’s records as to the total unpaid principal balance and number of pool assets serviced by the Servicer.	X	
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X	
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the Servicer’s investor records, or such other number of days specified in the transaction agreements.	X	
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.	X	

Regulation AB Reference	SERVICING CRITERIA		Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria			
	Pool Asset Administration			
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.		X	
1122(d)(4)(ii)	Pool assets and related documents are safeguarded as required by the transaction agreements.		X	
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.		X	
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the Servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.		X	
1122(d)(4)(v)	The Servicer's records regarding the pool assets agree with the Servicer's records with respect to an obligor's unpaid principal balance.		X	
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool asset (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.		X	
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.		X	

Regulation AB Reference	SERVICING CRITERIA Criteria	Applicable Servicing Criteria	Inapplicable Servicing Criteria
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity’s activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).	X	
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.	X	
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) such funds are analyzed, in accordance with the obligor’s pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) such funds are returned to the obligor within 30 calendar days of full repayment of the related pool asset, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the Servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the Servicer’s funds and not charged to the obligor, unless the late payment was due to the obligor’s error or omission.		X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor’s records maintained by the Servicer, or such other number of days specified in the transaction agreements.		X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.	X	
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114 (a)(1) through (3) or Item 1115 of Regulation AB, is maintained as set forth in the transaction agreements.	X	

Citibank Credit Card Issuance Trust

Classes of Notes of the Citiseries registered with the SEC pursuant to
the Securities Act of 1933 and Outstanding during calendar year 2012

<u>Class A</u>	<u>Class A</u>	<u>Class B</u>
2002-A4	2007-A7	2007-B5
2002-A10	2007-A8	
2003-A7	2007-A9	
2003-A10	2007-A10	<u>Class C</u>
2004-A8	2007-A11	
2005-A2	2008-A1	2002-C2
2005-A3	2008-A2	2003-C4
2005-A4	2008-A5	2005-C1
2005-A5	2008-A6	2005-C2
2005-A8	2008-A7	2005-C3
2005-A9	2009-A1	2006-C1
2006-A1	2009-A2	2008-C6
2006-A3	2009-A3	
2006-A7	2009-A4	
2006-A8	2009-A5	
2007-A3	2012-A1	
2007-A4		

MANAGEMENT'S ASSERTION OF COMPLIANCE

Management of the Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively the "Company") is responsible for assessing the servicing criteria set forth in Item 1122(d) of Regulation AB promulgated by the Securities and Exchange Commission to determine which criteria are applicable to the Company in respect of the servicing platform described below. Management has determined that the servicing criteria are applicable in regard to the servicing platform for the period as follows:

Platform: Publicly-issued (i.e., transaction-level reporting required under the Securities Exchange Act of 1934, as amended) and certain privately-issued (i.e., for which transaction-level reporting is required pursuant to contractual obligation) residential mortgage-backed securities, commercial mortgage-backed securities and other asset-backed securities issued on or after January 1, 2006 for which the Company provides trustee, securities administration, paying agent or custodian services, as defined in the transaction agreements, excluding publicly-issued securities sponsored or issued by any government sponsored entity (the "Platform").

Applicable Servicing Criteria: All servicing criteria set forth in Item 1122(d), except for the following criteria: 1122(d)(2)(iii) and 1122(d)(4)(iv) – 1122(d)(4)(xiv), which management has determined are not applicable to the activities the Company performs with respect to the Platform (the "Applicable Servicing Criteria"). With respect to Applicable Servicing Criteria 1122(d)(1)(ii), 1122(d)(1)(iii), and 1122(d)(4)(iii) there were no activities performed during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

Period: Year ended December 31, 2012 (the "Period").

Management's interpretation of Applicable Servicing Criteria: The Company's management has determined that servicing criterion 1122(d)(1)(iii) is applicable only with respect to its continuing obligation to act as, or locate a, successor servicer under the circumstances referred to in certain transaction agreements. It is management's interpretation that the Company has no other active back-up servicing responsibilities in regards to 1122(d)(1)(iii) as of and for the Period. The Company's management has determined that servicing criterion 1122(d)(4)(iii) is applicable to the activities the Company performs with respect to the Platform only as it relates to the Company's obligation to report additions, removals or substitutions on reports to investors in accordance with the transaction agreements.

With respect to the Platform and the Period, the Company's management provides the following assertion of compliance with respect to the Applicable Servicing Criteria:

1. The Company's management is responsible for assessing the Company's compliance with the Applicable Servicing Criteria as of and for the Period.
2. The Company's management has assessed compliance with the Applicable Servicing Criteria as of and for the Period. In performing this assessment, management used the criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB.
3. Based on such assessment as of and for the Period, the Company has complied, in all material respects with the Applicable Servicing Criteria.

KPMG LLP, an independent registered public accounting firm, has issued an attestation report with respect to management's assertion of compliance with the Applicable Servicing Criteria as of and for the Period.

**DEUTSCHE BANK NATIONAL TRUST
COMPANY**

By: /s/ Gary R. Vaughan
Name: Gary R. Vaughan
Its: Managing Director

By: /s/ David Co
Name: David Co
Its: Director

By: /s/ Matt Bowen
Name: Matt Bowen
Its: Managing Director

By: /s/ Kevin Fischer
Name: Kevin Fischer
Its: Director

By: /s/ Robert Frier
Name: Robert Frier
Its: Managing Director

**DEUTSCHE BANK TRUST COMPANY
AMERICAS**

By: /s/ Jenna Kaufman
Name: Jenna Kaufman
Its: Director

Dated: February 28, 2013

[KPMG LLP Letterhead]

Report of Independent Registered Public Accounting Firm

The Board of Directors
Citibank, N.A.:

We have examined management's assessment, included in the accompanying Report on Assessment of Compliance with Applicable Servicing Criteria, that Citibank, N.A. (the "Company") complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for all asset-backed securities transactions conducted by the Citibank Credit Card Issuance Trust that were registered with the Securities and Exchange Commission pursuant to the Securities Act of 1933 where the related asset-backed securities were outstanding during the year ended December 31, 2012 (the "Platform"), except for servicing criteria 1122(d)(1)(iii), 1122(d)(2)(iii), 1122(d)(2)(vi), 1122(d)(4)(x), 1122(d)(4)(xi), 1122(d)(4)(xii), and 1122(d)(4)(xiii), which the Company has determined are not applicable to the activities it performs with respect to the Platform, as of and for the year ended December 31, 2012. Appendix 2 to the Report on Assessment of Compliance with Applicable Servicing Criteria identifies the individual asset-backed transactions and securities defined by management as constituting the Platform. Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on management's assessment about the Company's compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the servicing criteria specified above and performing such other procedures as we considered necessary in the circumstances. Our examination included testing selected asset-backed transactions and securities that comprise the Platform, testing selected servicing activities related to the Platform, and determining whether the Company processed those selected transactions and performed those selected activities in compliance with the servicing criteria. Furthermore, our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to determine whether errors may have occurred either prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report for the selected transactions or any other transactions. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with the servicing criteria.

In our opinion, management's assessment that the Company complied with the aforementioned servicing criteria, as of and for the year ended December 31, 2012 is fairly stated, in all material respects.

/s/ KPMG LLP

New York, New York
March 27, 2013

Citibank, N.A.

Report on Assessment of
Compliance with Applicable Servicing Criteria

1. Citibank, N.A. (the "Asserting Party") is responsible for assessing compliance as of and for the year ended December 31, 2012 (the "Reporting Period"), with the servicing criteria applicable to it under paragraph (d) of Item 1122 of Regulation AB, as set forth in Appendix 1 hereto (such servicing criteria, excluding the criteria listed in the column titled "Inapplicable Servicing Criteria" on Appendix 1 hereto, the "Applicable Servicing Criteria") in connection with the servicing activities it performs with respect to the transactions covered by this report. The transactions covered by this report include all asset-backed securities transactions conducted by Citibank Credit Card Issuance Trust ("CCCIT") that were registered with the Securities and Exchange Commission pursuant to the Securities Act of 1933 where the related asset-backed securities were outstanding during the Reporting Period (the "Platform"), as listed in Appendix 2 hereto.
2. Except as set forth in paragraph 3 below, the Asserting Party used the criteria set forth in paragraph (d) of Item 1122 of Regulation AB to assess compliance with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period.
3. The criteria listed in the column titled "Inapplicable Servicing Criteria" on Appendix 1 hereto, are inapplicable to the Asserting Party based on the activities it performs with respect to the Platform.
4. The Asserting Party has complied, in all material respects, with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period with respect to the Platform taken as a whole.
5. KPMG LLP, an independent registered public accounting firm, has issued an attestation report dated the date hereof on the Asserting Party's assessment of compliance with the Applicable Servicing Criteria as of December 31, 2012 and for the Reporting Period.

CITIBANK, N.A.

By: /s/ Douglas C. Morrison

Name: Douglas C. Morrison

Title: Vice President

Date: March 27, 2013

Appendix 1

Regulation AB Reference	SERVICING CRITERIA		Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria			
	General Servicing Considerations			
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.		X	
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party’s performance and compliance with such servicing activities.		X	
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for the pool assets are maintained.			X
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.		X	
	Cash Collection and Administration			
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days following receipt, or such other number of days specified in the transaction agreements.		X	
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.		X	
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.			X
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of overcollateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.		X	

Regulation AB Reference	SERVICING CRITERIA	Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria		
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 13k-1(b)(1) of the Securities Exchange Act.	X	
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.		X
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations: (A) are mathematically accurate; (B) are prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) are reviewed and approved by someone other than the person who prepared the reconciliation; and (D) contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	X	
	Investor Remittances and Reporting		
1122(d)(3)(i)	Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) provide information calculated in accordance with the terms specified in the transaction agreements; (C) are filed with the Commission as required by its rules and regulations; and (D) agree with investors’ or the trustee’s records as to the total unpaid principal balance and number of pool assets serviced by the Servicer.	X	
1122(d)(3)(ii)	Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.	X	
1122(d)(3)(iii)	Disbursements made to an investor are posted within two business days to the Servicer’s investor records, or such other number of days specified in the transaction agreements.	X	
1122(d)(3)(iv)	Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.	X	

Regulation AB Reference	SERVICING CRITERIA		Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria			
	Pool Asset Administration			
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.		X	
1122(d)(4)(ii)	Pool assets and related documents are safeguarded as required by the transaction agreements.		X	
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.		X	
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the Servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.		X	
1122(d)(4)(v)	The Servicer's records regarding the pool assets agree with the Servicer's records with respect to an obligor's unpaid principal balance.		X	
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool asset (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.		X	
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.		X	

Regulation AB Reference	SERVICING CRITERIA		Applicable Servicing Criteria	Inapplicable Servicing Criteria
	Criteria			
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period a pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity’s activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).		X	
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.		X	
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) such funds are analyzed, in accordance with the obligor’s pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) such funds are returned to the obligor within 30 calendar days of full repayment of the related pool asset, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the Servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the Servicer’s funds and not charged to the obligor, unless the late payment was due to the obligor’s error or omission.			X
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor’s records maintained by the Servicer, or such other number of days specified in the transaction agreements.			X
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.		X	
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114 (a)(1) through (3) or Item 1115 of Regulation AB, is maintained as set forth in the transaction agreements.		X	

Citibank Credit Card Issuance Trust**Classes of Notes of the Citiseries registered with the SEC pursuant to the Securities Act of 1933 and Outstanding during calendar year 2012**

<u>Class A</u>	<u>Class A</u>	<u>Class B</u>
2002-A4	2007-A7	2007-B5
2002-A10	2007-A8	
2003-A7	2007-A9	
2003-A10	2007-A10	<u>Class C</u>
2004-A8	2007-A11	
2005-A2	2008-A1	2002-C2
2005-A3	2008-A2	2003-C4
2005-A4	2008-A5	2005-C1
2005-A5	2008-A6	2005-C2
2005-A8	2008-A7	2005-C3
2005-A9	2009-A1	2006-C1
2006-A1	2009-A2	2008-C6
2006-A3	2009-A3	
2006-A7	2009-A4	
2006-A8	2009-A5	
2007-A3	2012-A1	
2007-A4		

[LOGO] KPMG

KPMG LLP
AON Center
Suite 5500
200 East Randolph Drive
Chicago, IL 60601-6436

Report of Independent Registered Public Accounting Firm

The Board of Directors

The Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas:

We have examined the accompanying management's assertion, that the Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively the "Company") complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for publicly-issued (i.e., transaction-level reporting required under the Securities Exchange Act of 1934, as amended) and certain privately-issued (i.e., for which transaction-level reporting is required pursuant to contractual obligation) residential mortgage-backed securities, commercial mortgage-backed securities and other asset-backed securities issued on or after January 1, 2006, for which the Company provides trustee, securities administration, paying agent or custodian services, as defined in the transaction agreements, excluding publicly-issued transactions sponsored or issued by any government sponsored entity (the Platform), except for servicing criteria 1122(d)(2)(iii) and 1122(d)(4)(iv) – 1122(d)(4)(xiv), which the Company has determined are not applicable to the activities it performs with respect to the Platform, as of and for the year ended December 31, 2012. With respect to criterion 1122(d)(1)(ii), Management's Assertion of Compliance indicates that there were no activities performed during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities. The Company has determined the following servicing criteria to be applicable only to the activities the Company performs with respect to the Platform as described below:

- Servicing criterion 1122(d)(1)(iii) is applicable only with respect to the Company's continuing obligation to act as, or locate a, successor servicer under the circumstances referred to in certain transaction agreements. It is management's interpretation that the Company has no other active back-up servicing responsibilities in regards to 1122(d)(1)(iii) as of and for the year ended December 31, 2012. Furthermore, Management's Assertion of Compliance indicates that there were no activities performed related to this criterion during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.
- Servicing criterion 1122(d)(4)(iii) is applicable to the activities the Company performs with respect to the Platform only as it relates to the Company's obligation to report additions, removals or substitutions on reports to investors in accordance with the transaction agreements. Furthermore, Management's Assertion of Compliance indicates that there were no activities performed related to this criterion during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

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Deutsche Bank
February 28, 2013
Page 2 of 2

Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on the Company's compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the servicing criteria specified above and performing such other procedures as we considered necessary in the circumstances. Our examination included testing selected asset-backed transactions and securities that comprise the Platform, testing selected servicing activities related to the Platform, and determining whether the Company processed those selected transactions and performed those selected activities in compliance with the servicing criteria. Furthermore, our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to determine whether errors may have occurred either prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report for the selected transactions or any other transactions. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with the servicing criteria.

In our opinion, management's assertion that the Company complied with the aforementioned servicing criteria, as of and for the year ended December 31, 2012, is fairly stated, in all material respects.

/s/ KPMG LLP

Chicago, Illinois
February 28, 2013

MANAGEMENT'S ASSERTION OF COMPLIANCE

Management of the Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively the "Company") is responsible for assessing the servicing criteria set forth in Item 1122(d) of Regulation AB promulgated by the Securities and Exchange Commission to determine which criteria are applicable to the Company in respect of the servicing platform described below. Management has determined that the servicing criteria are applicable in regard to the servicing platform for the period as follows:

Platform: Publicly-issued (i.e., transaction-level reporting required under the Securities Exchange Act of 1934, as amended) and certain privately-issued (i.e., for which transaction-level reporting is required pursuant to contractual obligation) residential mortgage-backed securities, commercial mortgage-backed securities and other asset-backed securities issued on or after January 1, 2006 for which the Company provides trustee, securities administration, paying agent or custodian services, as defined in the transaction agreements, excluding publicly-issued securities sponsored or issued by any government sponsored entity (the "Platform").

Applicable Servicing Criteria: All servicing criteria set forth in Item 1122(d), except for the following criteria: 1122(d)(2)(iii) and 1122(d)(4)(iv) – 1122(d)(4)(xiv), which management has determined are not applicable to the activities the Company performs with respect to the Platform (the "Applicable Servicing Criteria"). With respect to Applicable Servicing Criteria 1122(d)(1)(ii), 1122(d)(1)(iii), and 1122(d)(4)(iii) there were no activities performed during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

Period: Year ended December 31, 2012 (the "Period").

Management's interpretation of Applicable Servicing Criteria: The Company's management has determined that servicing criterion 1122(d)(1)(iii) is applicable only with respect to its continuing obligation to act as, or locate a, successor servicer under the circumstances referred to in certain transaction agreements. It is management's interpretation that the Company has no other active back-up servicing responsibilities in regards to 1122(d)(1)(iii) as of and for the Period. The Company's management has determined that servicing criterion 1122(d)(4)(iii) is applicable to the activities the Company performs with respect to the Platform only as it relates to the Company's obligation to report additions, removals or substitutions on reports to investors in accordance with the transaction agreements.

With respect to the Platform and the Period, the Company's management provides the following assertion of compliance with respect to the Applicable Servicing Criteria:

1. The Company's management is responsible for assessing the Company's compliance with the Applicable Servicing Criteria as of and for the Period.
2. The Company's management has assessed compliance with the Applicable Servicing Criteria as of and for the Period. In performing this assessment, management used the criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB.
3. Based on such assessment as of and for the Period, the Company has complied, in all material respects with the Applicable Servicing Criteria.

KPMG LLP, an independent registered public accounting firm, has issued an attestation report with respect to management's assertion of compliance with the Applicable Servicing Criteria as of and for the Period.

**DEUTSCHE BANK NATIONAL TRUST
COMPANY**

By: /s/ Gary R. Vaughan
Name: Gary R. Vaughan
Its: Managing Director

By: /s/ David Co
Name: David Co
Its: Director

By: /s/ Matt Bowen
Name: Matt Bowen
Its: Managing Director

By: /s/ Kevin Fischer
Name: Kevin Fischer
Its: Director

By: /s/ Robert Frier
Name: Robert Frier
Its: Managing Director

**DEUTSCHE BANK TRUST COMPANY
AMERICAS**

By: /s/ Jenna Kaufman
Name: Jenna Kaufman
Its: Director

Dated: February 28, 2013

**SERVICER COMPLIANCE STATEMENT
OF CITIBANK, N.A.
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012**

The undersigned, a duly authorized officer of Citibank, N.A., as Servicer under the Second Amended and Restated Pooling and Servicing Agreement dated as of August 9, 2011 (the "Pooling and Servicing Agreement") as supplemented by the Amended and Restated Series 2000 Supplement thereto dated as of August 9, 2011 (the "Series 2000 Supplement" and, together with the Pooling and Servicing Agreement, the "Agreement") each between Citibank, as Seller and Servicer, and Deutsche Bank Trust Company Americas, as Trustee; and as Managing Beneficiary of Citibank Credit Card Issuance Trust (the "Issuing Entity") under the Amended and Restated Indenture dated as of August 9, 2011 (the "Indenture") between the Issuing Entity and Deutsche Bank Trust Company Americas, as Trustee, does hereby certify that:

1. Citibank is the Servicer under the Agreement and the Managing Beneficiary of the Issuing Entity.
2. A review of the servicing activities of Citibank during the fiscal year ended December 31, 2012 (the "Reporting Period") and of its performance under the Agreement and the Indenture was conducted under my supervision.
3. To the best of my knowledge, based on such review, Citibank has fulfilled all of its servicing obligations under the Agreement and the Indenture in all material respects throughout the Reporting Period.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate this 27th day of March, 2013.

/s/ Douglas C. Morrison

Douglas C. Morrison
Vice President