



**Comptroller of the Currency
Administrator of National Banks**

Washington, D.C. 20219

April 14, 2005

**Conditional Approval #686
May 2005**

OCC Control Nr. 2005-ML-08-0003

Ms. Patricia P. Santonocito
Senior Bank Regulatory Counsel
Bank Regulatory Office
Citibank, National Association
425 Park Avenue, 2nd Floor, Zone 2
New York, New York 10022

Dear Ms. Santonocito:

This is in response to the Bank's application, dated March 24, 2005, to the Office of the Comptroller of the Currency ("OCC") for approval of an existing operating subsidiary, International Equity Investments, Inc. ("IEII"), a Delaware corporation, to indirectly acquire a general partnership interest in CVC/Opportunity Equity Partners, L.P. ("CVC Opportunity"), a Cayman Islands limited partnership. The sole activities of CVC Opportunity are to hold and liquidate various foreign assets originally received by the Bank in satisfaction of debts previously contracted ("DPC assets"). Please be advised the application is approved, subject to the conditions discussed below.

The Cayman Islands domiciled CVC Opportunity partnership, of which IEII is the sole limited partner, holds Citibank, N.A. DPC assets in the form of equity interests in various Brazilian companies. The original general partner of CVC Opportunity is a company controlled by an unrelated third party Brazilian national. To facilitate a timely resolution of the DPC assets acquired by CVC Opportunity, the Bank proposes to exercise its right to replace the original general partner with a new wholly owned domestic subsidiary of IEII, Citigroup Venture Capital International Brazil, LLC ("CVC International"). The Bank, through its first and second tier subsidiaries, IEII and CVC International, will thus become the sole general partner of CVC Opportunity, a foreign domiciled entity.

Based upon a thorough review of the information and representations contained in your letter, we conclude that the Bank, through IEII, may acquire the general partnership interest in CVC Opportunity, subject to the following conditions:

- (1) CVC Opportunity will engage only in those activities specifically described in the application.

(2) The books and records of CVC Opportunity will be located at facilities of the Bank or one of its subsidiaries in the United States, provided that CVC Opportunity may maintain those items in the Cayman Islands as are required to be maintained there under applicable local law. The Bank and CVC Opportunity will maintain duplicate copies of any such items required to be maintained in the Cayman Islands at facilities of the Bank or one of its subsidiaries in the United States. The Bank and CVC Opportunity will ensure prompt OCC access to all books and records.

(3) The Bank and CVC Opportunity acknowledge and consent that CVC Opportunity will be subject to OCC examination, supervision, and regulation.

(4) If any impediments should arise to satisfactory OCC access to CVC Opportunity's books and records, or to OCC examination, supervision and regulation of CVC Opportunity, the OCC may direct the Bank to cease operations through CVC Opportunity, and the Bank shall do so within the time period specified by the OCC.

(5) If the Bank plans in the future to establish or acquire additional domestic operating subsidiaries, or expand the activities of its existing domestic operating subsidiaries, for the purpose of acquiring equity interests in foreign entities in a manner similar to that described above, the Bank will file an application with the OCC under 12 C.F.R. § 5.34, notwithstanding the provisions of section 5.34(e)(5)(vi).

The conditions of this approval are conditions imposed in writing by the agency in connection with the granting of any application or other request within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

This approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

In the event of questions, I may be reached by email: largebanks@occ.treas.gov or by telephone at (202) 874-5060.

Sincerely,

signed

Richard T. Erb
Licensing Manager