



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

November 16, 2000

Mr. William J. Sweet, Jr.
Skadden, Arps, Slate, Meagher & Flom
1440 New York Avenue, N.W.
Washington, D.C. 20005

RE: Notice of Change in Bank Control filed by Citigroup to acquire Associates National Bank
CAIS Control #: 2000-ML-11-0001

Dear Mr. Sweet:

Please be advised that the Office of the Comptroller of the Currency is extending the 60-day review period for Citigroup Inc.'s Notice of Change in Bank Control to acquire Associates National Bank. The extension is needed to provide adequate time to review the comments received and your response to those comments. We would also appreciate your clarification of the items noted below relating to Citigroup's November 7, 2000 submissions.

The review period is hereby extended for 30 days. This extension does not preclude our rendering a decision prior to the end of the extended review date.

We would appreciate your clarification regarding the following matters.

1. Please confirm that the letter from Pamela P. Flaherty (including the attached letters from Sanford I. Weill and Robert B. Willumstad) to Julie L. Williams dated November 7, 2000, is intended to be considered an amendment to the Notice of Change in Bank Control.
2. Please clarify how Citigroup, through its marketing, its bank and thrift branches, its other office locations, and other procedures, offers prime as well as subprime products to low- and moderate-income and minority communities.
3. Please describe the type of disclosures that will be made available to consumers in connection with the financing and sale of single premium credit insurance.

4. Please clarify the limitations on points for refinanced and broker-sourced loans.

If you have any questions, please contact me at (202) 874-5060 or e-mail me at largebanks@occ.treas.gov.

Sincerely,

Richard T. Erb
Licensing Manager
Manager