

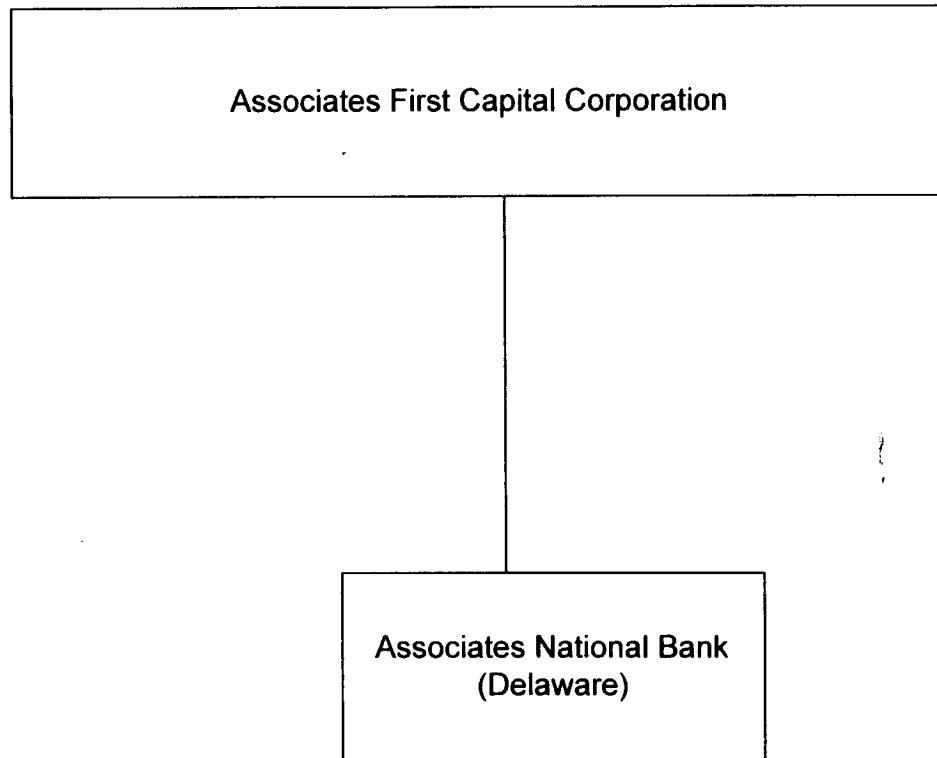
**CITIGROUP INC. DIRECTORS**  
**(As of September 2000)**

<u>NAME</u>	<u>TITLE</u>
C. Michael Armstrong	Chairman and Chief Executive Officer – AT&T Corporation
Alain J.P. Belda	President and Chief Executive Officer – Alcoa Inc.
Kenneth J. Bialkin, Esq.	Skadden, Arps, Slate, Meagher & Flom LLP
Kenneth T. Derr	Chairman of the Board, Retired – Chevron Corporation
John M. Deutch	Institute Professor –Massachusetts Institute of Technology
Gerald R. Ford	Former President of the United States of America
Ann Dibble Jordan	Consultant
Robert I. Lipp	Member of the Office of the Chairman and Vice Chairman – Citigroup Inc.
Reuben Mark	Chairman and Chief Executive Officer – Colgate-Palmolive Co.
Michael T. Masin	President and Vice Chairman – Verizon Communications, Inc.
Dudley C. Mecum	Managing Director – Capricorn Holdings, LLC
Richard D. Parsons	President – Time Warner Inc.
Andrall E. Pearson	Chairman and Chief Executive Officer – TRICON Global Restaurants Inc.
Robert E. Rubin	Member of the Office of the Chairman – Citigroup Inc.
Franklin A. Thomas	Former President – The Ford Foundation
Sanford I. Weill	Chairman and Chief Executive Officer – Citigroup Inc.
Arthur Zankel	General Partner – High Rise Partners, LP

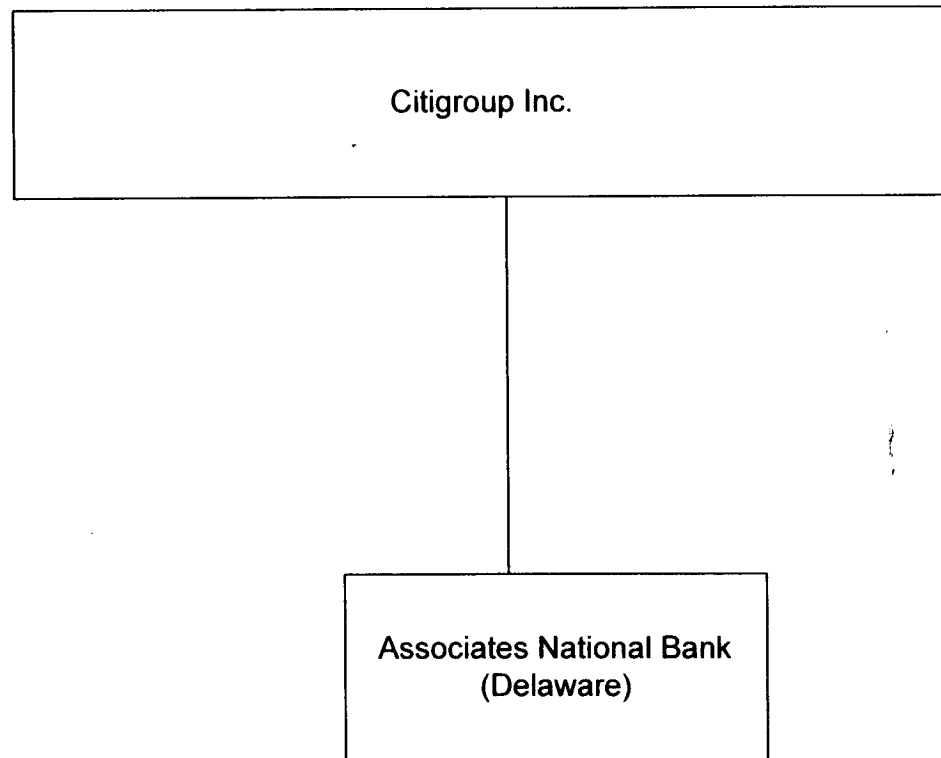
**CITIGROUP INC. EXECUTIVE OFFICERS**  
(As of September 2000)

<u>NAME</u>	<u>TITLE</u>
Winifred F.W. Bischoff	Chairman – Citigroup Europe
Michael A. Carpenter	Chief Executive Officer – Global Corporate & Investment Bank
Paul J. Collins	Vice Chairman – Citigroup Inc.
Michael D'Ambrose	Senior Human Resources Officer – Citigroup Inc.
Robert Druskin	Chief Operations & Technology Officer – Citigroup Inc.
Jay S. Fishman	Vice Chairman – Global Consumer Group, Head of Global Insurance Businesses
Michael B.G. Froman	Chief of Staff and Director, Strategic Development – Citigroup Inc.
Thomas W. Jones	Chairman & CEO – Global Investment Management & Private Banking Group
Robert I. Lipp	Member of the Office of the Chairman & Vice Chairman – Citigroup Inc., Chairman & CEO – Global Consumer Business
Marjorie Magner	Senior EVP & Chief Administrative Officer – Global Consumer Group
Deryck C. Maughan	Vice Chairman – Citigroup Inc., Chairman & CEO – e-Citi
Victor J. Menezes	Chairman & CEO – Citibank, N.A., Head of Citigroup Consumer & Corporate Business in Emerging Markets
Charles O. Prince, III	General Counsel, Corporate Secretary and Chief Administrative Officer – Citigroup Inc.
William R. Rhodes	Vice Chairman – Citigroup Inc.
Robert E. Rubin	Member of the Office of the Chairman – Citigroup Inc.
Petros K. Sabatacakis	Senior Risk Officer – Citigroup Inc.
Todd S. Thomson	Chief Financial Officer – Citigroup Inc.
Sanford I. Weill	Chairman & Chief Executive Officer – Citigroup Inc.
Robert B. Willumstad	Vice Chairman – Global Consumer Group, Head of Global Consumer Lending
Barbara A. Yastine	Chief Financial Officer – Salomon Smith Barney and Citibank's Global Relationship Bank

# Bank Ownership Structure - Pre-Acquisition



# Bank Ownership Structure - Post-Acquisition



**List of Citigroup Inc. Depository Institution Subsidiaries\***

<b>Bank Name</b>	<b>Principal Place of Business</b>
Citibank (Nevada), N.A.	Nevada
Citibank (New York State)	New York
Citibank (South Dakota), N.A.	South Dakota
Citibank Delaware	Delaware
Citibank, N.A.	New York
Citicorp Trust, N.A. (Florida)	Florida
Citibank, Federal Savings Bank	California
Citicorp Trust, N.A.	California
Universal Bank, N.A.	Georgia
Universal Financial Corp.	Utah
Travelers Bank & Trust, fsb	Delaware
Citibank USA	Delaware
Citicorp Trust, South Dakota	South Dakota
Citi Fiduciary Trust Company	New York
Citi Fiduciary Trust Company of Florida	Florida
Citi Fiduciary Trust Company of Texas	Texas
Citi Fiduciary Trust Bank of Michigan	Michigan
Citi Fiduciary Trust Company of New Jersey	New Jersey
Smith Barney Corporate Trust Company	Delaware

\* Does not include state-chartered industrial loan companies that do not engage in the business of taking deposits.

**List of the Offices of Citigroup Inc. Depository Institution  
Affiliates within Wilmington, DE-MD Banking Market**

Citibank (Delaware)  
One Penn's Way  
New Castle, Delaware 19720  
Institution Type: Bank

Citibank USA  
100 Commerce Drive  
Newark, Delaware 19713  
Institution Type: Bank

Travelers Bank & Trust, fsb  
100 Commerce Drive  
Newark, Delaware 19713  
Institution Type: Thrift

Calculated using 6/30/99 data  
 Updated to reflect market changes to 9/1/00

**HHI Calculations**  
 Branch Deposit Weighted Market Share Report  
 WILMINGTON, DE-MD BANKING MARKET

Institution Name	Inst. Type	No. Of Brnch	Total Deposits (\$ 000's)	----- % of Market -----			
				Thrift Deposit Weightings:			
				100%	50 %	20 %	0 %
MBNA CORP. (DE)	Bank	4	15,836,475	38.25	39.80	40.79	41.48
CHASE MANHATTAN CORP. (NY)	Bank	3	10,436,497	25.21	26.23	26.88	27.34
WILMINGTON TRUST CORP. (DE)	Bank	26	3,515,512	8.49	8.83	9.05	9.21
ADVANTA CORP. (PA)	SB	1	1,750,999	4.23	2.20	0.90	0.00
PNC FINANCIAL SERVICES GROUP (PA)	Bank	30	1,426,151	3.44	3.58	3.67	3.74
BANK ONE CORP. (IL)	Bank	2	1,194,924	2.89	3.00	3.08	3.13
CROSS COUNTRY BANK (DE)	Bank	1	1,068,530	2.58	2.69	2.75	2.80
DEUTSCHE BANK AG (FO)	Bank	1	978,488	2.36	2.46	2.52	2.56
FIRST UNION CORP. (NC)	Bank	21	939,372	2.27	2.36	2.42	2.46
WSFS FINANCIAL CORP. (DE)	Thrift	18	900,069	2.17	1.13	0.46	0.00
CITIGROUP INC. (NY)	Bank	3	881,210	2.13	2.21	2.27	2.31
BANK OF NEW YORK CO. (NY)	Bank	1	388,466	0.94	0.98	1.00	1.02
MELLON FINANCIAL CORP. (PA)	Bank	16	337,953	0.82	0.85	0.87	0.89
ASSOCIATES NB (DELAWARE) (DE)	Bank	1	284,743	0.69	0.72	0.73	0.75
ARTISANS' BANK (DE)	SB	6	279,820	0.68	0.35	0.14	0.00
MERCANTILE BANKSHARES CORP. (MD)	Bank	7	217,888	0.53	0.55	0.56	0.57
*FLEETBOSTON FINANCIAL CORP. (MA)	Bank	2	185,874	0.45	0.47	0.48	0.49
SUN BANCORP INC. (NJ)	Bank	8	147,907	0.36	0.37	0.38	0.39
FULTON FINANCIAL CORP. (PA)	Bank	2	90,168	0.22	0.23	0.23	0.24
SOVEREIGN BANCORP INC. (PA)	Thrift	6	82,857	0.20	0.10	0.04	0.00
CECIL BANCORP INC. (MD)	Thrift	4	81,732	0.20	0.10	0.04	0.00
RISING SUN BANCORP (MD)	Bank	1	80,074	0.19	0.20	0.21	0.21
STERLING FINANCIAL CORP. (PA)	Bank	4	76,220	0.18	0.19	0.20	0.20
LEHMAN BROTHERS HOLDINGS INC. (NY)	Thrift	2	67,633	0.16	0.08	0.03	0.00
THISTLE GROUP HOLDINGS CO. (PA)	Thrift	1	61,103	0.15	0.08	0.03	0.00
CHRISTIANA BANK & TRUST CO. (DE)	Bank	1	50,412	0.12	0.13	0.13	0.13
TRANSAMERICA BANK, NA (DE)	Bank	1	23,322	0.06	0.06	0.06	0.06
ALLIED IRISH BANKS (FO)	Bank	2	18,313	0.04	0.05	0.05	0.05
WACHOVIA CORP. (NC)	Bank	1	789	0.00	0.00	0.00	0.00
BANK OF NEW CASTLE (DE)	Bank	1	198	0.00	0.00	0.00	0.00
REPUBLIC FIRST BANCORP INC. (PA)	Bank	1	109	0.00	0.00	0.00	0.00

Calculated using 6/30/99 data  
 Updated to reflect market changes to 9/1/00

**HHI Calculations**  
 Branch Deposit Weighted Market Share Report  
 WILMINGTON, DE-MD BANKING MARKET

Institution Name	Inst. Type	No. Of Brnch	Total Deposits (\$ 000's)	% of Market			
				Thrift Deposit Weightings:			
				100%	50 %	20 %	0 %
HOUSEHOLD INTERNATIONAL INC. (IL)	Thrift	1	1	0.00	0.00	0.00	0.00
COMMERCE BANCORP INC. (NJ)	Bank	3	0	0.00	0.00	0.00	0.00
				----- * Thrift Deposit Weightings: -----			
				100%	50 %	20 %	0 %
Total Deposits for Region				41,403,809.00	39,791,702.00	38,824,437.80	38,179,595.00
Pre Merger Herfindahl Index				2,238.52	2,404.74	2,520.51	2,605.28
Change in Herfindahl Index				2.93	3.17	3.33	3.44
<b>Post Merger Herfindahl Index (Citigroup &amp; Associates Capital)</b>				<b>2,241.44</b>	<b>2,407.91</b>	<b>2,523.84</b>	<b>2,608.72</b>



**NOTICE  
OF  
CHANGE IN BANK CONTROL**

A Notice of Change in Bank Control has been filed with the Comptroller of the Currency by Citigroup Inc., New York, New York to acquire control of Associates First Capital Corporation, Irving, Texas, and thereby indirectly acquire all the issued and outstanding shares of Associates National Bank (Delaware), Pencader Corporate Center, 110 Lake Drive, Newark, DE 19702.

The notice was filed pursuant to 12 USC 1817(j) of the Federal Deposit Insurance Act and/or Part 5 of the regulations of the Comptroller of the Currency that require parties who wish to acquire control of a national bank to notify the Comptroller of the Currency in writing 60 days prior to the proposed acquisition. Unless extended by the Comptroller of the of the Currency, the review period expires 60 days after the Comptroller of the Currency declares the Notice to be complete. Be advised that: (i) a letter of nondisapproval can be issued in advance of the close of the statutory period; (ii) the Comptroller of the Currency may extend the period of review consistent with the provisions of 12 USC 1817(j) and/or 12 CFR 5.50; and (iii) the public file (which includes the non-confidential portion of the notice) is available for inspection in the district office during regular business hours, and the remaining portion of the notice will be kept confidential until the Comptroller of the Currency has acted, but at that time certain additional summary information will be released and made available, upon the request of any person, consistent with the Freedom of Information Act, 5 USC 552 ("FOIA") and 12 CFR 5.50.

Any persons desiring to comment on this proposed acquisition should submit their written comments within 20 days of the date of this publication to: Richard Erb, Licensing Manager, Bank Organization and Structure, Comptroller of the Currency, Mailstop 3-8, 250 E St., S.W., Washington, DC 20219. The public file is available for inspection in the district office during regular business hours.