

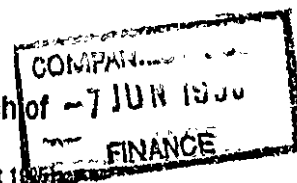
REFMIS 0015097



COMPANIES HOUSE



BR1



This form should be completed in black.

Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5) Corporate name
(name in parent state)

Business name
(If different to corporate name)

Country of incorporation

Identity of register
(If applicable)

Legal form
(See note 3)

For office
use only

CN

FC1835

BN

BR1018

CITIBANK, N.A.

UNITED STATES OF AMERICA

Office of The Comptroller of the Currency, US Department
of Treasury. and registration no. Charter 1461

Incorporated with limited liability.

¹ See note 2

PART A - COMPANY DETAILS¹

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☒

NO ☐

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

National Bank Act of the United States of America.

Accounting
requirements

Period for which the company is required to prepare accounts by
parent law. from 01 JANUARY to 31 DECEMBER

Period allowed for the preparation and public disclosure of accounts
for the above period three months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

399 Park Avenue, New York, NEW YORK 10043, United States of America.

Objects of company

to engage in commercial banking

Issued share capital

USD750,691,060 divided into 37,534,553 shares of Common Stock of USD20 each. Currency US Dollars

Company Secretary(ies)

(See note 10)

Name

*Style/Title Mr

Forenames Charles Edward

Surname LONG

*Honours etc. -

Previous Forenames -

Previous surname -

Address

24 Meadow Hill Place

Post town Armonk

County/Region NEW YORK

Postcode 10504 Country USA

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

* Voluntary details

Company Secretary(ies)

(See note 10)

Name

*Style/Title

Forenames

Surname

*Honours etc.

Previous Forenames

Previous surname

Address

Post town

County/Region

Postcode

Country

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC001835

Branch No. BR001018

The Registrar of Companies for England and Wales hereby certifies that
CITIBANK N.A

has this day been registered under Schedule 21A to the Companies
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 30th July 1993

H. G. Pell

For The Registrar Of Companies



C O M P A N I E S H O U S E

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the Instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

* Style/Title Mr

Forenames David Wayne

Surname CALLOWAY

* Honours etc. -

Previous Forenames -

Previous surname -

78 Pecksland Road

Post town Greenwich

County/Region CONNECTICUT

Postcode 06830

Country USA

Date of Birth

1 2 0 9 3 5

Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being and from time to time collectively.

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr

Forenames Pei-Yuan

Surname CHIA

*Honours etc. -

Previous Forenames -

Previous surname -

R F D No 4 Box 333

Greenwich Road

Post town Bedford

County/Region NEW YORK

Postcode 10506 Country USA

Date of Birth

2	7	0	1	3	9
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 Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR
☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being and from time to time collectively.

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr David Wayne CALLOWAY

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
EXXON CORPORATION
FRITO-LAY, INC.
GENERAL ELECTRIC COMPANY
PEPSICO, INC

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr Pei-Yuan CHIA

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
FAMIBANK

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr

Forenames Paul John

Surname COLLINS

*Honours etc. -

Previous Forenames -

Previous surname -

29 Wilton Crescent

Post town

County/Region LONDON

Postcode SW1X 8SA

Country United Kingdom

Date of Birth

2	6	1	0	3	6
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Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR
☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being and from time to time collectively.

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

*Style/Title Mr
Forenames Harold Jean
Surname HAYNES
*Honours etc. -
Previous Forenames -
Previous surname -
No 1 North Road
P O Box 1669
Post town Ross
County/Region CALIFORNIA
Postcode 94957 Country USA
Date of Birth

2	9	0	9	2	5
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 Nationality USA
Business Occupation Banker
Other Directorships See attached list.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the Instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR
☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being and from time to time collectively.

(You may photocopy this page as required)

ANNEX TO COMPANIES FORM B1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr Paul John COLLINS

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
KIMBERLY-CLARK CORPORATION

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr Harold Jean HAYNES

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

BECHTEL INVESTMENTS, INC
BECHTEL GROUP, INC
CITIBANK, N.A.
CITICORP
HEWLETT-PACKARD COMPANY
PACCAR INC
SAUDI ARABIAN OIL COMPANY
SEQUOIA VENTURES, INC
THE BOEING COMPANY

Directors

(See note 10)

Name

• Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr

Forenames John Shepard

Surname REED

*Honours etc. -

Previous Forenames -

Previous surname -

Unit 901 Hawthorne

351 Pemberwick Road

Post town Greenwich

County/Region CONNECTICUT

Postcode 06831 Country USA

Date of Birth

0	7
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0	2
---	---

3	9
---	---

 Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being
and from time to time collectively.

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr

Forenames William Reginald

Surname RHODES

*Honours etc. -

Previous Forenames -

Previous surname -

1080 Fifth Avenue

Appartment 14C

Post town New York

County/Region NEW YORK

Postcode 10128 Country USA

Date of Birth

1	5	0	8	3	5
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 Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR
☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being
and from time to time collectively.

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr John Shepard REED

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
MONSANTO COMPANY
PHILIP MORRIS COMPANIES INC

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr William Reginald RHODES

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
PRIVATE EXPORT FUNDING CORPORATION (PEFCO)

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

*Style/Title The Honourable

Forenames Rozanne Lejeanne

Surname RIDGWAY

*Honours etc. -

Previous Forenames -

Previous surname -

2695 Marcey Road

Post town Arlington

County/Region VIRGINIA

Postcode 22207

Country USA

Date of Birth

2	2	0	8	3	5
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Nationality USA

Business Occupation Banker

Other Directorships See attached list.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being
and from time to time collectively.

(You may photocopy this page as required)

The Honourable Rozanne Lejeanne RIDGWAY

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

BELL ATLANTIC CORPORATION
CITIBANK, N.A.
CITICORP
MINNESOTA MINING AND MANUFACTURING COMPANY
RJR NABISCO, INC.
SARA LEE CORP.
THE ATLANTIC COUNCIL OF THE UNITED STATES
THE BOEING COMPANY
UNION CARBIDE CORPORATION

ANNEX TO COMPANIES FORM BRI DATED 25 MAY 1993
CITIBANK, N.A.

Mr Donald Vincent SEIBERT

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

CITIBANK, N.A.
CITICORP
EMERITUS
J.C. PENNEY COMPANY, INC.
RYDER SYSTEM, INC.
UNISYS CORPORATION

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title Mr

Forenames Frank Anderson

Surname SHRONITZ

*Honours etc. -

Previous Forenames -

Previous surname -

8434 West Mercer Way

Post town Mercer Island

County/Region WASHINGTON

Postcode 98040 Country USA

Date of Birth

1	4	1	2	3	1
---	---	---	---	---	---

 Nationality USA

Business Occupation Banker

Other Directorships See attached list.

The extent of the authority to represent the company is :- (give details)

The office of Director confers no general executive authority to represent the Company but rather to manage and administer the business and affairs of the Company. In order to represent the Company they must be either specifically empowered by the Board or additionally appointed executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws, which authority shall be expressed through the use of the relevant designated executive title in dealings with third parties.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

the other members of the Board of Directors for the time being and from time to time collectively.

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr Frank Anderson SHRONTZ

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

BOISE CASCADE CORPORATION
CITIBANK, N.A.
CITICORP
MINNESOTA MINING AND MANUFACTURING COMPANY
THE BOEING COMPANY

ANNEX TO COMPANIES FORM BR1 DATED 25 MAY 1993
CITIBANK, N.A.

Mr Franklin Augustine THOMAS

Current Directorships - Bodies corporate incorporated elsewhere than
in the United Kingdom:

ALUMINUM COMPANY OF AMERICA
AMERICAN TELEPHONE & TELEGRAPH COMPANY
CBS INC.
CITIBANK, N.A.
CITICORP
CUMMINS ENGINE COMPANY, INC
THE FORD FOUNDATION

CERTIFICATE

I, Gregory J. Koczanski, Vice President and Assistant Secretary of Citibank, N.A. , a national banking association organized and existing under the laws of the United States of America, with its principal office at 399 Park Avenue, New York City, do hereby certify that annexed hereto as Exhibit A is a true and correct copy of the Articles of Association and By-Laws of Citibank, N.A. in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have affixed the official seal of Citibank, N.A. and executed this certificate on this 24th day of May, 1993.


GREGORY J. KOCZANSKI

(seal)

GREGORY J. KOCZANSKI
Vice President and Assistant Secretary
Citibank, N.A.
399 Park Avenue/Mazzarini/Zone 10
(212) 559-2654

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Subscribed and Sworn to
Before me this 24th day
of May, 1993.


NOTARY PUBLIC

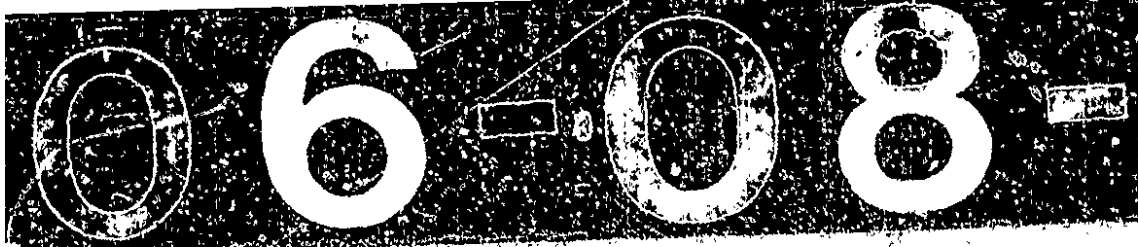
KENNETH S. COHEN
Notary Public, State of New York
No. 31-4924806
Qualified in New York County
Commission Expires February 28, 1994

EXHIBIT A

CITIBANK

ARTICLES OF ASSOCIATION
AS AMENDED EFFECTIVE
SEPTEMBER 24, 1985

BY-LAWS
AS AMENDED
EFFECTIVE APRIL 16, 1990



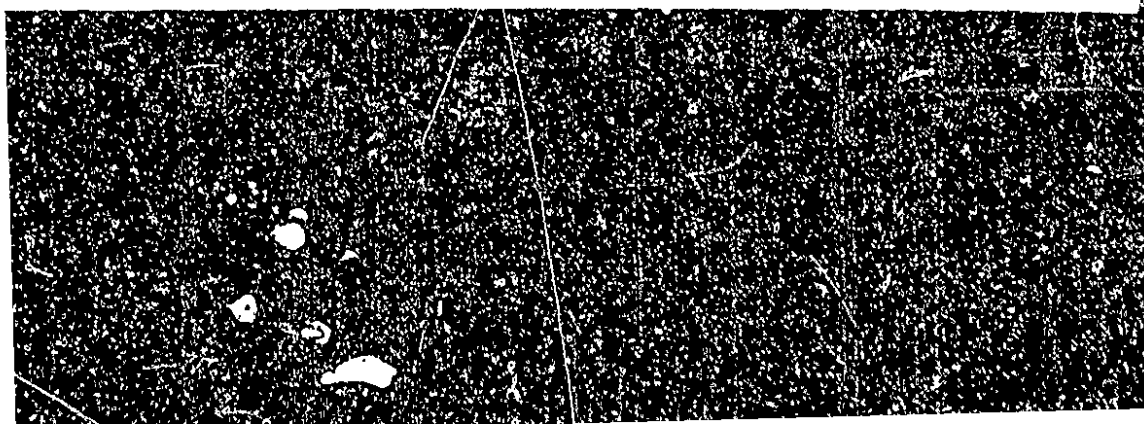
Changes to Citibank, N.A. By-Laws

On January 15, 1991, the Citibank, N.A. Board of Directors amended Article II, Section 4 of the Citibank, N.A. By-Laws. The current wording follows.

Article II

Directors

Section 4. *Regular Meetings.* A regular meeting of the Board of Directors shall be held, without notice, on the third Tuesday of each calendar month, unless the Board of Directors shall otherwise determine, at the Head Office of the Association at such time as shall be fixed by the Board of Directors from time to time, or, with notice to the directors of the time and place of such meeting, may be held at such other time and place as the board shall have ordered at any previous meeting. Should the day appointed for a regular meeting fall on a legal holiday, the meeting shall be held at the same time and place on the next succeeding business day which is not a legal holiday.



CITIBANK, N.A.

CHAPTER NO. 1461

Articles of Association

AS AMENDED EFFECTIVE SEPTEMBER 24, 1985

FIRST. The name and title of this Association shall be Citibank, N.A.; the Association in conjunction with its said legal name may also continue to use, as a trade name, its former name First National City Bank.

SECOND. The Head Office shall be in the City of New York, State of New York. The general business of this Association, and its operations of discount and deposit, shall be conducted at its Head Office and its legally established branches.

THIRD. The Board of Directors shall consist of such number of individuals, not less than five nor more than twenty-five, as from time to time shall be determined by a majority of the votes to which all shareholders are at the time entitled.

FOURTH. The regular annual meeting of the shareholders for the election of directors and the transaction of whatever other business may be brought before said meeting shall be held at the Head Office, or such other place as the Board of Directors may designate, on the day of each year specified therein in the By-Laws of the Association, but if no election shall be held on that day it may be held on any subsequent day according to the provisions of law; and all elections shall be held according to such lawful regulations as may be prescribed by the Board of Directors.

FIFTH. The amount of capital stock which the Association shall have authority to issue is \$800,000,000 divided into 40,000,000 shares of capital stock of the par value of \$20 each; but the capital stock may be increased or decreased from time to time, in accordance with the provisions of law. No holder of shares of the capital stock shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Association, whether now or hereafter authorized, or to any securities or obligations convertible into or carrying any right to purchase stock of the Association, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix.

The Association, at any time and from time to time, may authorize and issue debt obligations whether or not subordinated without the prior approval of shareholders.

SIXTH. The Board of Directors (a majority of whom shall be a quorum to do business) shall appoint one of its members to be Chairman of the Association, who shall be the Chief Executive Officer of the Association and who shall perform such duties as may be designated by it. The Board of Directors shall have the power to appoint one of its members to be President of this Association, who shall perform such duties as may be designated by it. The Board of Directors shall have the power to appoint such other officers and employees as in its judgment may be required to transact the business of the Association.

The Board of Directors shall have the power to define the duties of the officers and employees of the Association; to fix the salaries to be paid to them; to dismiss them; to require bonds from them and to fix the penalty thereof; to regulate the manner in which any increase of the capital of the Association shall be made; to manage and administer the

business and affairs of the Association; to make all by-laws that it may be lawful for them to make; and generally to do and perform all acts that it may be legal for a board of directors to do and perform.

The Board of Directors, without the approval of the shareholders, shall have the power to change the location of the Head Office and of any branch or branches of the Association subject to such limitations as from time to time may be provided by law.

SEVENTH. The Association shall have succession from the date of its organization certificate until such time as it may be dissolved by the act of its shareholders owning two-thirds of its stock, or until its franchise becomes forfeited by reason of violation of law, or until terminated by either a general or a special Act of Congress or until its affairs be placed in the hands of a receiver and finally wound up by him.

EIGHTH. The Board of Directors, or the holders of not less than ten per centum of the stock of the Association, may call a special meeting of shareholders at any time; provided, however, that unless otherwise provided by law, not less than ten days prior to the date fixed for any such meeting, a notice of the time, place and purpose of the meeting shall be given by first-class mail, postage prepaid, to all shareholders of record at their respective addresses as shown upon the books of the Association.

NINTH. Any person, his heirs, executors, or administrators, may be indemnified or reimbursed by the Association for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the Association or of any firm, corporation, or organization which he served in any such capacity at the request of the Association: *Provided, however*, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he shall finally be adjudged to have been guilty of or liable for negligence or willful misconduct in the performance of his duties to the Association: *And, provided further*, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the holders of record of a majority of the outstanding shares of the Association, or the Board of Directors, acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of the directors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled as a matter of law.

TENTH. These Articles of Association may be amended at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of the Association, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

UNITED STATES OF AMERICA
STATE OF New York
COUNTY OF New York
} ss:

On this day of , 19 . . . , before me, a Notary Public in and for the State of New York, United States of America, and the above attesting witnesses, appeared
domiciled in

to me known, and known to me to be Secretary of CITIBANK, N.A. and Secretary of its Board of Directors, and he signed in my presence, and in that of the aforesaid witnesses, the foregoing certificate with respect to a copy of the By-Laws, which copy he declared on oath that he had compared with the original in his custody. I hereby attest the foregoing, that the attesting witnesses are known to me and signed in my presence, that the seal affixed to said certificate is the corporate seal of the said Bank, and that the said
is duly
authorized to affix the same to said certificate.

.....
Notary Public

ARTICLE XI
BY-LAWS

SECTION 1. *Inspection.* A copy of the By-Laws, with all amendments thereto, shall at all times be kept in a convenient place at the Head Office of the Association, and shall be open for inspection to all shareholders, during banking hours.

SECTION 2. *Amendments.* These By-Laws may be amended, altered or repealed, at any meeting of the Board of Directors, by a vote of a majority of the whole number of the directors.

SECTION 3. *Reference to Gender.* A reference in these By-Laws to one gender, masculine, feminine, or neuter includes the other two; and the singular includes the plural and vice versa unless the context otherwise requires.

The undersigned, duly qualified and acting Secretary of CITIBANK, N.A. and as such officer the official custodian of its records, hereby certifies the foregoing By-Laws are the By-Laws of said Bank, and all of them, as now lawfully in force and effect.

IN TESTIMONY WHEREOF, I have hereunto affixed my official signature and the seal of the said Bank, in the City of New York, on this day of, 19 . . .

WITNESSES:

CITIBANK, N.A.

BY-LAWS

ARTICLE I

MEETINGS OF SHAREHOLDERS

SECTION 1. *Annual Meeting.* The regular annual meeting of the shareholders, for the election of directors and the transaction of whatever other business may come before the meeting, shall be held at the Head Office of the Association, 399 Park Avenue, Borough of Manhattan, City of New York, or such other place as the Board of Directors may designate, on the third Tuesday of April of each year. Notice of such meeting shall be mailed, postage prepaid, at least ten days prior to the date thereof, addressed to each shareholder at his address appearing on the books of the Association, except that it shall not be necessary to mail such notice to any shareholder with whom communication is made unlawful in any law of the United States of America now or hereafter enacted or amended, or in any rule, regulation, proclamation or executive order issued thereunder. Such notice may be waived in writing before, after, or at, such meeting. The validity of such meeting and of the proceedings thereat shall not be affected by any failure to mail notice thereof to any shareholder, or by any irregularity in such notice. If, from any cause, an election of directors is not made on the said day, the Board of Directors shall order the election to be held on some subsequent day, as soon thereafter as practicable, according to the provisions of law; and notice thereof shall be given in the manner herein provided for the annual meeting.

SECTION 2. *Special Meetings.* Except as otherwise specifically provided by statute, special meetings of the shareholders may be called for any purpose at any time by the Board of Directors or by the holders of not less than ten per cent of the stock of the Association. Every such special meeting, unless otherwise pro-

vided by law, shall be called by mailing, postage prepaid, not less than ten days prior to the date fixed for such meeting, to each shareholder at his address appearing on the books of the Association, a notice stating the purpose of the meeting. Such notice may be waived in writing before, after, or at, such meeting.

SECTION 3. Judges of Election. Every election of directors shall be managed by three judges, who shall be appointed by the Chairman of the meeting. The judges of election shall hold and conduct the election at which they are appointed to serve; and, after the election, they shall file with the Secretary a certificate under their hands, certifying the result thereof and the names of the directors elected. The judges of election, at the request of the Chairman of the meeting, shall act as tellers of any other vote by ballot taken at such meeting, and shall certify the result thereof.

SECTION 4. Quorum. A majority of the outstanding capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law; but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of the votes cast shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the Articles of Association.

ARTICLE II

DIRECTORS

SECTION 1. Board of Directors. The Board of Directors shall have power to manage and administer the business and affairs of the Association. Except as expressly limited by law, all corporate powers of the Association shall be vested in and may be exercised by said Board.

SECTION 2. Number. The Board of Directors shall consist of such number, not less than five nor more than twenty-five, as from

SECTION 2. Execution of Instruments. All agreements, indentures, mortgages, deeds, conveyances, transfers, certificates, declarations, receipts, discharges, releases, satisfactions, settlements, petitions, schedules, accounts, affidavits, bonds, undertakings, proxies and other instruments or documents, may be signed, executed, acknowledged, verified, delivered or accepted in behalf of the Association by the Chairman, the President, any Vice Chairman, any Sector Executive, or any Senior Executive Vice President, or any Executive Vice President/Group Executive/Senior Corporate Officer, or the Chairman Credit Policy Committee, or any Senior Vice President, or the Secretary, or the Chief Auditor, or any Vice President, or any Deputy Chief Auditor, or anyone holding a position equivalent to the foregoing pursuant to provisions of these By-Laws, or, if in connection with the exercise of any of the fiduciary powers of the Association, by any of said officers or by any Senior Trust Officer. Any such instruments may also be executed, acknowledged, verified, delivered or accepted in behalf of the Association in such other manner and by such other officers as the Board of Directors may from time to time direct. The provisions of this Section 2 are supplementary to any other provisions of these By-Laws.

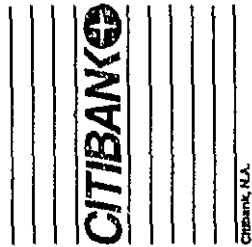
SECTION 3. Records. The Articles of Association, the By-Laws and the proceedings of all meetings of the shareholders, the Board of Directors, the Executive Committee and other standing committees of the Board, shall be recorded in appropriate minute books provided for the purpose. The minutes of each meeting shall be signed by the Secretary or other officer appointed to act as Secretary of the meeting.

SECTION 4. Banking Hours. The Head Office of the Association and its branch offices shall be open for business on such days and during such hours as the Association shall establish from time to time consistent with applicable law.

and hour, for the purpose of determining the shareholders entitled to any dividend or distribution, or to notice respecting any meeting of the shareholders or any matter as to which the consent or dissent of shareholders may effectively be expressed without a meeting, and to vote or otherwise act at such meeting or concerning such matter. Any record date thus fixed shall not be prior to the date of declaration of such dividend or distribution or giving notice to the shareholders respecting such meeting or matter, nor shall it be more than thirty days prior to the date fixed for such meeting or expression of such consent or dissent.

ARTICLE IX CORPORATE SEAL

The Secretary or any Assistant Secretary, or other officer thereunto designated by the Secretary, shall have authority to affix the corporate seal to any document requiring such seal, and to attest the same. Such seal shall be substantially in the following form:



ARTICLE X MISCELLANEOUS PROVISIONS

SECTION 1. *Fiscal Year.* The fiscal year of the Association shall be the calendar year:

time to time shall be determined by a majority of the votes to which all shareholders are at the time entitled.

SECTION 3. *Organization Meeting.* The Secretary, upon receiving the certificate of the judges, of the result of any election, shall notify the directors-elect of their election and of the time at which they are required to meet at the Head Office of the Association, or such other place as the Board of Directors may designate, for the purpose of organizing the new Board and electing and appointing officers of the Association for the succeeding year. Such meeting shall be appointed to be held on the day of the election or as soon thereafter as practicable, and, in any event, within thirty days thereof. If, at the time fixed for such meeting, there shall not be a quorum present, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

SECTION 4. *Regular Meetings.* A regular meeting of the Board of Directors shall be held, without notice, on the third Tuesday of each calendar month at the Head Office of the Association at such time as shall be fixed by the Board of Directors from time to time, or, with notice to the directors of the time and place of such meeting, may be held at such other time and place as the Board shall have ordered at any previous meeting. Should the day appointed for a regular meeting fall on a legal holiday, the meeting shall be held at the same time and place on the next succeeding business day which is not a legal holiday.

SECTION 5. *Special Meetings.* A special meeting of the Board of Directors may be called at any time by the Chairman, or in the absence of the Chairman, the President, or in the absence of the Chairman and the President, the Vice Chairman, Chairman of the Executive Committee, or in the absence of the Chairman, the President and the Vice Chairman, Chairman of the Executive Committee, any Vice Chairman who is a member of the Board of Directors; and on the written request of any three members of the

Board such meeting shall be called by one of said officers or by the Secretary. Members of the Board of Directors may participate in such special meetings through use of conference telephone or similar communications equipment, so long as all members participating in such meetings can hear one another.

SECTION 6. *Notice.* Notice of any special meeting, specifying the time and place of such meeting, or of the time and place or the cancellation of any regular meeting of the Board of Directors may be given in writing, either by mailing the same to each director, at his address appearing on the books of the Association on or before the second day preceding the meeting, or by telegraphing the same to him at such address, or delivering the same to him personally, or leaving the same at his place of business, or at his residence, or by telephone on or before the day preceding the meeting. Notice need not be given to any director if waived by him in writing.

SECTION 7. *Quorum.* A majority of the directors shall constitute a quorum at any meeting, except when otherwise provided by law; but a less number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice.

SECTION 8. *Vacancies.* When any vacancy occurs among the directors, the remaining members of the Board may appoint a director to fill such vacancy at any regular meeting of the Board, or at a special meeting called for that purpose.

SECTION 9. *Directors' Fees.* The Board of Directors shall have authority to determine from time to time, the amount of compensation which shall be paid to any of its members, provided however that no such compensation be paid to any director who is a salaried officer or employee of the Association or any of its subsidiaries. Directors shall receive transportation and other expenses of attendance.

ARTICLE VIII STOCK AND STOCK CERTIFICATES

SECTION 1. *Transfers.* Shares of stock shall be transferable on the books of the Association, and transfer books shall be kept in which all transfers of stock shall be recorded. Every person becoming a shareholder by such transfer shall, in proportion to his shares, succeed to all the rights and liabilities of the prior holder of such shares. The Board of Directors may, in its discretion, appoint responsible banks or trust companies in such city or cities as the Board may deem advisable, from time to time, to act as transfer agents or co-transfer agents and registrars or co-registrars of the stock of the Association.

SECTION 2. *Stock Certificates.* Certificates of stock shall bear the signature of the Chairman or President (which may be engraved, printed or impressed) and shall either (a) bear the engraved, printed or impressed signature of the Secretary, be countersigned manually by a duly authorized transfer agent or co-transfer agent of the stock of the Association and be registered by a duly appointed registrar or co-registrar of the stock of the Association, or (b) be signed manually by the Secretary or by any Assistant Secretary or officer designated as an Authorized Officer of the Association and countersigned by any other Assistant Secretary or officer designated as an Authorized Officer, and, in either case the seal of the Association shall be engraved, printed or impressed thereon. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the Association by the holder thereof or his attorney, upon surrender of the certificate properly endorsed.

SECTION 3. *Record Date and Closing Transfer Books.* The Board of Directors may prescribe a period of not more than thirty days during which no transfer of shares of stock on the books of the Association may be made or in lieu thereof may fix a record date

ficer, the Chairman Credit Policy Committee, any Senior Vice President, the Secretary, any Vice President, or anyone holding a position equivalent to the foregoing pursuant to provisions of these By-Laws, any Assistant Vice President, any Manager, any Senior Trust Officer, any Assistant Manager, any Trust Officer, or any officer with rank equivalent to any of the foregoing as may be designated by the Secretary, or by any other person appointed for that purpose by the Board of Directors or pursuant to these By-Laws. Any such signature or countersignature may be manual or facsimile.

SECTION 4. *Assignment of Fiduciary Powers.* The management of all fiduciary accounts and the exercise by the Association of fiduciary powers may be assigned and delegated to and divided among such capable and experienced officers and employees in each trust department and such committees thereof as the Board of Directors may by resolution designate. Each such committee shall be composed of not less than three members, shall keep minutes of all its meetings showing the disposition of all matters considered and passed upon by it and shall be responsible for the maintenance of written records of the acceptance of fiduciary accounts and of the relinquishment or closing out of the same. Each fiduciary account where the Association has investment responsibilities shall be the subject of at least one review by a committee appointed pursuant to this Section 4 during every calendar year and within 15 months of the last review, such review to cover all of the assets held in and for such account with a view to determining the advisability of retaining or disposing of such assets.

ARTICLE III

COMMITTEES OF THE BOARD

SECTION 1. *Executive Committee: Powers.* There shall be an Executive Committee of the Board of Directors which shall be constituted as provided in Section 2 of this Article. The Executive Committee shall have and may exercise, when the Board is not in session, all the powers of the Board that may lawfully be delegated. The Executive Committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the Board of Directors at which a quorum is present, and any action taken by the Board with respect thereto shall be entered in the minutes of the Board. All acts done and powers conferred by the Executive Committee from time to time shall be deemed to be, and may be certified as being, done or conferred under authority of the Board.

SECTION 2. *Executive Committee: Membership; Meetings; Quorum.* The Executive Committee shall hold a regular meeting without notice at the time and place appointed for each regular meeting of the Board of Directors at which a quorum of the Board shall not be in attendance at said time and place, unless such regular meeting of the Board is cancelled as provided in Article II, Section 6. The directors present at such time and place, if there be not less than three, shall constitute the Executive Committee for such regular meeting, and the vote of a majority of the Committee as so constituted shall suffice for the transaction of business. A special meeting of the Executive Committee may be called at any time by the Chairman, or in the absence of the Chairman, the President, or in the absence of the Chairman and the President, the Vice Chairman, Chairman of the Executive Committee, or in the absence of the Chairman, the President and the Vice Chairman, Chairman of the Executive Committee, any Vice Chairman or on the written request of any three members of the Board such meeting shall be called by one of said officers or by the Secretary.

Notice of any such special meeting shall be given to each director in the manner provided in Article II, Section 6, for the giving of notice, or the waiver thereof, of a special meeting of the Board of Directors and shall be sufficient even though such notice refers only to a meeting of the Board of Directors. The directors who shall attend at the time and place fixed in such notice, if there be not less than three, shall constitute the Executive Committee for such special meeting, and the vote of a majority of the Committee as so constituted shall suffice for the transaction of business. Executive Committee meetings may be held through use of conference telephone or similar communications equipment, so long as all members participating in such meetings can hear one another.

SECTION 3. *Examining Committee.* There may be an Examining Committee composed of not less than three members of the Board of Directors appointed by the Board annually or oftener; whose duty it shall be to cause a continuous examination to be made on its behalf into the affairs of the Association, to review the results of such examination, and to report its findings in writing to the Board annually or oftener. The Board shall appoint from among the members of the Committee a Chairman thereof, who shall preside at meetings of the Committee and direct its work. It shall be his duty to confer with the Chief Auditor of the Association and, between meetings of the Committee, to review any reports of examination of Head Office or branches which may be received from the Comptroller of the Currency or other examining authority. He shall be entitled to compensation on such annual basis as may be fixed by the Board of Directors.

SECTION 4. *Other Committees.* The Board of Directors may appoint, from time to time, from its own members, other committees of one or more persons, for such purposes and with such powers as the Board may determine. Members of such other committees may participate in meetings of those committees through use of conference telephone or similar communications

department may be divided into subdivisions having such titles as the Chairman or the President may from time to time designate. All the books and records of such trust department or departments shall be kept separate and distinct from the other books and records of the Association.

SECTION 2. *Management.* Subject to the general supervision and control of the Board of Directors, the Chairman and the President, and subject to the general supervision and control of the officer having supervision of that major administrative unit of the Association of which any trust department may be part, each trust department shall be under the immediate supervision and control of the officer in charge thereof and subject to such rules and regulations as he shall promulgate from time to time; and the Chairman, the President or such officer as either of them may designate is authorized to assign to any trust department or any subdivision thereof such officers, agents, and employees as he may deem necessary to conduct the business thereof and to reassign them as he may find proper. The officers in charge of each trust department and each subdivision thereof shall cause the policies and instructions of the Board to be carried out with respect to the trusts and accounts under their supervision and shall supervise the due performance of such trusts and agencies in accordance with law and pursuant to the terms thereof.

SECTION 3. *Authentication and Signature of Instruments.* All authentications or certificates by the Association, as Trustees under any mortgage, deed of trust or other instrument securing bonds, debentures, notes, or other obligations of any corporation, and all certificates as Registrar or Transfer Agent and all certificates of deposit for stocks and bonds, and interim certificates and trust certificates, may be signed or countersigned in behalf of the Association by the Chairman, the President, any Vice Chairman, any Sector Executive, any Senior Executive Vice President, any Executive Vice President/Group Executive/Senior Corporate Of-

time; and such officer is authorized to assign to any foreign branch such officers, agents, and employees as he may deem necessary to conduct the business thereof, and to reassign them as he may find proper.

SECTION 3. *Custody of Funds.* The funds of each branch shall be kept in the custody of the officer, manager, or other agent-in-charge thereof, or in such depositories as he may select, subject to the approval of such officer as may have supervision over the foreign branches of the Association.

SECTION 4. *Books, Reports, and Fiscal Periods.* At each branch, the officer, manager or other agent-in-charge thereof shall keep or cause to be kept, full and regular books of account, which shall at all times be open to inspection by the Association, through its proper officers or accountants or by the proper officers of the Government of the United States of America. All the transactions of the Association at the several branches shall be reported promptly to the Association, by the officer, manager or other agent-in-charge thereof. Such officer as may have supervision over the foreign branches of the Association, may from time to time specify with respect to each branch the fiscal periods for ascertainment or remittance of profits and, generally, for its accounting purposes.

ARTICLE VII

FIDUCIARY POWERS

SECTION 1. *Establishment.* All fiduciary powers of the Association shall be exercised, subject to such regulations as the Comptroller of the Currency shall from time to time establish, through one or more trust departments as the Board of Directors shall from time to time determine. Any such trust department may constitute, or may be a part of, a major administrative unit of the Association as established and defined from time to time by the Board of Directors, the Chairman or the President, and each such

equipment, so long as all members participating in such meetings can hear one another. Each such committee shall keep minutes of its meetings, and such minutes shall be submitted at the next regular meeting of the Board of Directors, and any action taken by the Board with respect thereto shall be entered into the minutes of the Board. Committees composed of non-members of the Board may also be appointed to consult with the members regularly or from time to time under such rules as the Board may determine but in no event may such Committees have the power of final decision in matters concerning the business of the Association.

ARTICLE IV

OFFICERS AND AGENTS

SECTION 1. *Chairman.* The Board of Directors shall appoint one of its members to be Chairman of the Association. The Chairman shall be the Chief Executive Officer of the Association, and shall have general executive powers as well as the specific powers conferred by these By-Laws. He shall be Chairman of the Board, and shall preside at meetings of the Board of Directors and the Executive Committee and at meetings of the shareholders.

SECTION 2. *President.* The Board of Directors may appoint one of its members to be President of the Association. The President shall have general executive powers as well as the specific powers conferred by these By-Laws. In the absence of the Chairman, the President shall exercise his powers and duties and shall preside at meetings of the Board of Directors and the Executive Committee and at meetings of the shareholders.

SECTION 3. *The Vice Chairman, Chairman of the Executive Committee.* The Board of Directors may appoint a Vice Chairman, Chairman of the Executive Committee of the Association. The Vice Chairman, Chairman of the Executive Committee shall have general executive powers as well as the specific powers conferred by these By-Laws on him and on a Vice Chairman. In

the absence of the Chairman and the President, the Vice Chairman, Chairman of the Executive Committee shall exercise the powers and duties of the Chairman related to meetings of the Board of Directors and the Executive Committee and at meetings of the shareholders.

SECTION 4. Vice Chairmen. The Board of Directors may appoint one or more Vice Chairmen of the Association. In the absence of the Chairman, the President and the Vice Chairman, Chairman of the Executive Committee, and, in the order of their appointment to the office, the Vice Chairmen shall exercise the powers and duties of the Chairman related to meetings of the Board of Directors and the Executive Committee and meetings of the shareholders. Each Vice Chairman shall have general executive powers as well as the specific powers conferred by these By-Laws. Each of them shall also have such powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President or the Vice Chairman, Chairman of the Executive Committee.

SECTION 5. The Sector Executives. The Board of Directors may appoint one or more Sector Executives of the Association. Each Sector Executive shall have general executive powers as well as the specific powers conferred by these By-Laws. Each of them shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman or the President.

SECTION 6. Senior Executive Vice Presidents. The Board of Directors may appoint one or more Senior Executive Vice Presidents of the Association. Each Senior Executive Vice President shall have general executive powers as well as the specific powers conferred by these By-Laws. Each of them shall also have such powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, or any Vice Chairman.

ARTICLE V DOMESTIC BRANCHES

SECTION 1. Location. The Board of Directors shall have plenary power to establish, to discontinue, or, from time to time to change the location of, any domestic branch, subject to such limitations as from time to time may be provided by law.

SECTION 2. Management. Subject to the general supervision and control of the Board of Directors, the Chairman and the President, the affairs of the domestic branches shall be under the immediate supervision and control of such officer as the Board, the Chairman or the President may designate and subject to such rules and regulations as such officer shall promulgate from time to time; and such officer is authorized to assign to any domestic branch such officers, agents, and employees as he may deem necessary to conduct the business thereof, and to reassign them as he may find proper.

ARTICLE VI FOREIGN BRANCHES

SECTION 1. Establishment. The Board of Directors shall have plenary power to establish, to discontinue, or, from time to time, to change the location of, any branch in a foreign country or in a dependency of the United States of America, subject to such limitations as from time to time may be provided by law.

SECTION 2. Management. Subject to the general supervision and control of the Board of Directors, the Chairman and the President, the affairs of the foreign branches shall be under the immediate supervision and control of such officer as the Board, the Chairman or the President may designate and subject to such rules and regulations as such officer shall promulgate from time to

appear to the Board of Directors to be required or desirable to transact the business of the Association and, subject to the authority of the Board of Directors, the Chairman, the President, any Vice Chairman, any Sector Executive, any Senior Executive Vice President, or any Executive Vice President/Group Executive/Senior Corporate Officer may appoint, dismiss and fix the compensation to be paid to such attorneys-in-fact. In the case of attorneys-in-fact who are otherwise employed by the Association or by any affiliated corporate entity, the authority to appoint or dismiss any such attorneys-in-fact may be exercised by any officer having supervision of a major administrative unit, group, division, or department of the Association as may be specified by the Board of Directors. The attorneys-in-fact appointed pursuant to this Section 15 shall exercise such powers and perform such duties as may, from time to time, be conferred upon them by Power of Attorney.

SECTION 16. *Clerks and Agents.* The Board of Directors may appoint, from time to time, such Paying Tellers, Receiving Tellers, Note Tellers, Vault Custodians, bookkeepers and other clerks, agents and employees as it may deem advisable for the prompt and orderly transaction of the business of the Association, define their duties, fix the salaries to be paid them and dismiss them. Subject to the authority of the Board of Directors, the Chairman, the President, any Vice Chairman, any Sector Executive, or any other officer of the Association authorized by any of them, may appoint and dismiss all or any clerks, agents and employees and prescribe their duties and the conditions of their employment, and from time to time fix their compensation.

SECTION 17. *Tenure of Office.* All officers, clerks, agents and employees appointed by the Board of Directors, or under its authority, shall hold office at the pleasure of the Board.

SECTION 7. *Executive Vice Presidents/Group Executives/Senior Corporate Officers.* The Board of Directors may appoint one or more Executive Vice Presidents/Group Executives/Senior Corporate Officers of the Association, each of whom shall have supervision of such major group or other administrative unit of the Association, or such other primary responsibilities, as may from time to time be established and defined by the Board of Directors, the Chairman, the President or any Vice Chairman, in the case of an Executive Vice President/Senior Corporate Officer, or by the Board of Directors, the Chairman, the President, any Vice Chairman or any Sector Executive in the case of a Group Executive. Each Executive Vice President/Group Executive/Senior Corporate Officer shall have general executive powers as well as the specific powers conferred by these By-Laws. Each Executive Vice President/Senior Corporate Officer shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President or any Vice Chairman. Each Group Executive shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, or any Sector Executive.

SECTION 8. *Chairman Credit Policy Committee.* The Board of Directors may appoint a Chairman Credit Policy Committee who shall have general responsibilities in connection with the formulation and administration of the credit policies of the Association. He shall have general executive powers, as well as the specific powers conferred by these By-Laws. He shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, or the Vice Chairman, Chairman of the Executive Committee.

SECTION 9. *Senior Vice Presidents.* The Board of Directors may appoint one or more Senior Vice Presidents of the Association. Each Senior Vice President shall have general executive powers as well as the specific powers conferred by these By-Laws.

He shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, any Vice Chairman, or any Sector Executive.

Section 10. *Secretary.* The Board of Directors shall appoint a Secretary who shall keep accurate minutes of meetings of the Board of Directors and the Executive Committee of the Board. He shall attend to the giving of all notices required by these By-Laws to be given. He shall be custodian of the corporate seal, records, documents, and papers of the Association. He shall have and may exercise any and all other powers and duties pertaining by law or regulation to the office of Secretary, or imposed by these By-Laws. He shall also have such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, or any Vice Chairman.

Section 11. *Chief Auditor.* The Board of Directors shall appoint a Chief Auditor who shall be the chief auditing officer of the Association. He shall continuously examine the affairs of the Association, and shall report to the Board of Directors. He shall have and may exercise the powers and duties as from time to time may be conferred upon, or assigned to him by the Board of Directors, Subject to the authority granted to him by the Board of Directors, the Chief Auditor may also appoint, dismiss, and fix the salaries of one or more Assistant Vice Presidents, Managers and Assistant Managers, and such other officers in the Chief Auditor's Division as, from time to time, appear to him to be required or desirable.

Section 12. *Vice Presidents.* The Board of Directors may appoint one or more Vice Presidents of the Association. In addition, the Board of Directors may delegate to officers of the rank of Senior Vice President or higher, as designated by the Chairman, the President, any Vice Chairman or any Sector Executive, authority to appoint, dismiss and fix salaries to be paid Vice Presidents within the respective officers' areas of supervision. Each

Vice President shall have specific powers conferred by these By-Laws and such further powers and duties as may from time to time be assigned to him by the Board of Directors, the Chairman, the President, any Vice Chairman, or any Sector Executive.

Section 13. *Deputy Chief Auditors.* The Board of Directors may appoint one or more Deputy Chief Auditors. He may exercise such of the powers of the Chief Auditor as may be delegated to, and perform such further duties as may be conferred upon, or assigned to, him from time to time by the Chief Auditor or by the Board of Directors.

Section 14. *Other Officers.* The Board of Directors may establish senior officer positions equivalent to and having duties and powers the same as those officers mentioned in the preceding Sections of this Article IV. The Board of Directors may also appoint one or more Assistant Vice Presidents, Managers, Assistant Managers, and such other officers as, from time to time, may appear to the Board of Directors to be required or desirable to transact the business of the Association. In addition, the Board of Directors may delegate to officers of the rank of Vice President or higher, as designated by the Chairman, the President, any Vice Chairman, any Sector Executive, any Senior Executive Vice President, any Executive Vice President/Group Executive/Senior Corporate Officer, the Chairman Credit Policy Committee, and any Senior Vice President, the authority to appoint, dismiss, and fix the salaries to be paid to any such officers other than officers in the Chief Auditor's Division, within the respective officer's area of supervision. The officers so appointed shall have such powers and duties as may, from time to time, be conferred upon or assigned to them by the Board of Directors, the Chairman, the President, any Vice Chairman, any Sector Executive, or the appointing officer.

Section 15. *Attorneys-in-Fact.* The Board of Directors may appoint one or more attorneys-in-fact as, from time to time, may

Constitution of company

(See notes 6 to 9)

Mark box(es)
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company as amended
AND
☐ * A certified translation
*is/are delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A copy of the latest accounts of the company
AND
☐ A certified translation
*is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (*and certified translations)
AND/OR
☐ The latest accounts (*and certified translations)
of the company were previously delivered on the registration of the branch of the company at :-
Cardiff ☐ Edinburgh ☐ Belfast ☐
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.
Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☒ The Constitutional documents (*and certified translation)
AND/OR
☒ Particulars of the current directors and secretary(s)
were previously delivered in respect of a place of business of the company registered at THIS registry.
Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

*Style/Title Mr
Forenames John
Surname McFARLANE
Address Cottons Centre
Hays Lane
Post town

County/Region LONDON Postcode SE1 2QT

Is # ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

Powers and duties conferred under a Power of Attorney

granted 2nd April 1990 for the purposes of Article VI

'Foreign Branches' of the By-Laws in addition to being an

executive officer pursuant to Article IV 'Officers and

Agents' Section 12 of the By-Laws.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

*Style/Title VICE PRESIDENTS, OTHER DULY APPOINTED EXECUTIVE OFFICERS AND ATTORNEYS, ETC

Forenames _____

Surname _____

Address VARIOUS OFFICE LOCATIONS WITHIN GREAT BRITAIN
OF THE BRANCH.

Post town _____

County/Region _____ Postcode _____

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

Numbers of persons are appointed from time to time as executive officers pursuant to Article IV 'Officers and Agents' of the By-Laws with titles of Vice President amongst others, and some additionally as Attorneys under various Powers of Attorney with such powers and duties as may be delegated thereto. Such authority to represent the Company shall be expressed through the use relevant designated executive title or description as Attorney in dealings with third parties.

These powers :-

☒ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

dependent upon the nature of the appointment, etc.

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate)

(You may photocopy this page as required)

*Style/Title _____

Forenames _____

Surname _____

Address _____

Post town _____

County/Region _____

Postcode _____

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

These powers :-

☐ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate)

(You may photocopy this page as required)

*Style/Title Mr
Forenames John Stuart
Surname MITCHELL-HEWSON
Address 336 Strand

Post town _____

County/Region LONDON Postcode WC2R 1HB

Is # ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

Assistant Secretary appointed pursuant to Section 14 of Article IV 'Officers and Agents' of the By-Laws with powers and duties pursuant to, and more fully described in, Section 10 of such Article IV with such other powers and duties as may from time to time be assigned by the Board of Directors, the Chairman, the President, any Vice Chairman or the Secretary.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)


Address	Citibank House	
	336 Strand	
Post town		
County\Region	LONDON	Postcode WC2R 1HB

Branch Details

(See note 12)

Date branch opened	040620
Business carried on at branch	Banking and financial services

SIGNATURE

Signed		Assistant Secretary. (* Director / Secretary / Permanent representative)
Date	25 May 1993	
This form contains 6 continuation sheets.		

To whom should Companies House direct any enquiries about the information on this form?

Name	John S Mitchell-Hewson	
Address	336 Strand	
	LONDON	Postcode WC2R 1HB
Telephone	(071) 438 0817	Extension Direct line

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at
for branches established in England and Wales

Companies House
Crown Way
Cardiff
CF4 3UZ

for branches established in Scotland

Companies House
100 - 102 George Street
Edinburgh
EN2 3DJ