

TRANSLATION

Republic of Panama *Superintendency of Banks*

RESOLUTION S.B.P. 074-2008

(dated 7 March 2008)

The Interim Superintendent of Banks
in use of his legal powers, and

CONSIDERING:

That **BANCO CUSCATLÁN DE PANAMÁ, S.A.**, is a corporation established and existing according to the Laws of the Republic of Panama, duly filed under Micro jacket 425041, Document 404934 in the Microfilm (Mercantile) Section of the Public Registry of Panama and the holder of a General Banking License granted by means of Resolution 101 dated 10 December 2002;

That, through its resident agents, **BANCO CUSCATLÁN DE PANAMÁ, S.A.** has requested authorization to change its corporate name to **BANCO CITIBANK (PANAMÁ), S.A.**;

That by means of Resolution S.B.P. 042-2007 dated 23 April 2007 **CITIBANK OVERSEAS INVESTMENT CORPORATION**, a wholly-owned subsidiary of **CITIBANK, N.A.**, was authorized to acquire all of the issued and outstanding shares of **GRUPO CUSCATLÁN PANAMÁ, S.A.**, which, at the same time, is the sole owner of the issued and outstanding shares of **BANCO CUSCATLÁN DE PANAMÁ, S.A.**

That, pursuant to the provisions of Rule 1-81 dated 17 February 1981, only one name will be authorized to be used as the corporate name of a Bank;

That pursuant to the provisions of Paragraph 26 of Article 17 of Decree Law 9 dated 26 February 1998, the Superintendent of Banks is the approving authority for changes in the corporate charters of Banks, and

That the request submitted by **BANCO CUSCATLÁN DE PANAMÁ, S.A.** raises no objections.

RESOLVES:

To authorize **BANCO CUSCATLÁN DE PANAMÁ, S.A.** to change its corporate name to **BANCO CITIBANK (PANAMÁ), S.A.**

Given in the city of Panama on the seventh (7th) day of March, two thousand eight (2008).

FOR COMMUNICATION, PUBLICATION AND ENFORCEMENT.

(signed)

Gustavo A. Villa Jr.

Interim Superintendent of Banks