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Citi Follow Up From Wendy Edelberg

Wendy Edelberg

Brad S. Karp

Samuel Bryant Davidoff

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June 9, 2010

Via Email and Federal Express

Brad S. Karp, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
BKarp@paulweiss.com

Phil Angelides
Chairman

Hon. Bill Thomas
Vice Chairman

**Re: Follow-Up to Financial Crisis Inquiry Commission hearing on
April 7-9, 2010 and participation by Citigroup, Inc. or those
acting or having previously acted on its behalf**

Brooksley Born
Commissioner

Byron S. Georgiou
Commissioner

Senator Bob Graham
Commissioner

Keith Hennessey
Commissioner

Douglas Holtz-Eakin
Commissioner

Heather H. Murren, CFA
Commissioner

John W. Thompson
Commissioner

Peter J. Wallison
Commissioner

Dear Mr. Karp:

On April 15, 2010, Chairman Angelides and Vice Chairman Thomas sent several letters thanking your clients for testifying at the April 7-9, 2010 hearing and notifying them that Financial Crisis Inquiry Commission ("FCIC") staff would be sending additional, written questions in the near future. This letter contains those questions.

Each set of questions is directed at a specific individual. If that individual lacks sufficient knowledge to answer the question completely, the individual should provide as much information as possible and you should designate an alternative person or persons with knowledge to provide any additional information. In such a situation, identify the persons by name responsible for the additional information.

Please note that several questions are posed to multiple individuals to obtain different opinions or perspectives. Each person should respond.

When answering all questions, the relevant time period is January 1, 2000 to the present, unless otherwise indicated. Please have your clients provide answers and any additional information by June 22, 2010.¹

¹ The answers your firm's clients provide to the questions in this letter are a continuation of their testimony and under the same oath they took before testifying on April 8, 2010. Further, please be advised that according to section 1001 of Title 18 of the United States Code, "Whoever, in any matter within the jurisdiction of any department or agency of the United States knowingly and willfully falsifies, conceals or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry, shall be fined under this title or imprisoned not more than five years, or both."

Wendy Edelberg
Executive Director

1717 Pennsylvania Avenue, NW, Suite 800 • Washington, DC 20006-4614
202.292.2799 • 202.632.1604 Fax

1. **Ms. Susan Mills**, Managing Director of Mortgage Finance, Citi Markets & Banking, Global Securitized Markets

- (a) What percentage of Citigroup's² residential mortgage-backed securities were purchased by Fannie Mae and Freddie Mac, respectively?
- (b) Did the operation you managed incur any losses as a result of the implosion in the housing market? If so, what caused those losses and what is the estimated amount of such losses?
- (c) In each year, what was the total decline in value and actual dollar losses on the portfolio of whole loans that Citigroup purchased and maintained on its books? What portion of the decline in value and actual dollar losses in each year is associated with the purchase of distressed or so-called "scratch and dent" loans?
- (d) What were the total losses from loans held on Citigroup's books that were supposed to be repurchased by companies that had gone out of business?

2. **Mr. Nestor Dominguez**, Former Co-Head, Global Collateralized Debt Obligations Citigroup Markets & Banking, Global Structured Credit Products

- (a) With respect to Collateralized debt obligations ("CDOs") that contain residential mortgage-backed securities ("RMBS"), in each year, how large (in terms of both number of total CDOs and dollar values) was Citigroup's cash CDO business versus its synthetic CDO business?
- (b) Did the super-senior CDO bonds that Citigroup held on its books suffer any actual cash-flow losses, as opposed to write-downs associated with a loss in value? If so, please quantify and describe the cash-flow losses associated with the super-senior positions?
- (c) You testified that Citigroup was able to sell the super-senior CDO tranches. Please describe all sales of super-senior CDO tranches to third parties. What was the approximate date when it became difficult to sell those tranches?

² Please note that any references to "you," "your," or "Citigroup" herein refers to Citigroup Inc. and any of its predecessors, subsidiaries, and any of its divisions, partnerships, branches, its international, foreign, national, regional and local offices and all other persons acting, purporting to act, or having previously acted, on its behalf.

- (d) Please describe the vintage of each of the super-senior CDO bonds that Citigroup held as of November 4, 2007. What was the oldest vintage tranche held as of that date?
- (e) Were there any discussions of selling the super-senior tranches at a discount to remove them from Citigroup's books?
- (f) Did Citigroup sell or transfer any CDO bonds or tranches to other CDOs or CDO²s that Citigroup sold to investors? If so, identify all such sales or transfers. Were any of the sales or transfers associated with the inability to sell the bonds or tranches to investors?
- (g) To your or Citigroup's knowledge, was any collateral manager of CDOs that Citigroup structured or underwrote involved in shorting, directly or indirectly, any of the CDO bonds or underlying collateral that the collateral manager had selected for the CDO?

3. **Mr. David C. Bushnell**, Former Chief Risk Officer, Citigroup, Inc.

- (a) What is the distribution of Citigroup's business on a world-wide basis as measured by its total assets and income?

4. **Mr. Murray C. Barnes**, Former Managing Director, Independent Risk Citigroup, Inc.

- (a) How was Citigroup able to book its super-senior tranches at par and keep them at that valuation for an extended period of time?
- (b) Please describe the stress tests that were performed on the super-senior CDO bonds that Citigroup held on its books. What were the assumptions used?

5. **Mr. Robert E. Rubin**, Former Director, Senior Counselor, and Chairman, Citigroup, Inc.

- (a) Please provide a timeline showing precisely how Citigroup responded to Richard Bowen's concerns regarding underwriting standards and who was involved in the responses.
- (b) With regard to subprime exposure in the fourth quarter of 2007, please explain the discrepancy and delay between the \$13 billion subprime figure released to the public on October 15 and the \$55 billion presented to Citigroup's Corporate Audit and Risk Committee and Board of Directors. (Please note that according to Page 1 of Citigroup's "Risk Management Review," the \$55 billion was comprised of \$13 billion subprime

exposure, \$16 billion in direct super senior debt, and \$27 billion in liquidity and par puts.)

- (c) Please comment on the use of regulatory and capital arbitrage by financial institutions and their role in the financial system.
- (d) Throughout the crisis, how was the CDS market still able to function, despite being subject to significant stress? Please provide your opinions on the functioning of the CDS market during the financial crisis.

6. **Charles O. "Chuck" Prince, III**, Former CEO and Chairman, Citigroup, Inc.

- (a) With regard to subprime exposure in the fourth quarter of 2007, please explain the discrepancy and delay between the \$13 billion subprime figure released to the public on October 15 and the \$55 billion presented to Citigroup's Corporate Audit and Risk Committee and Board of Directors. (Please note that according to Page 1 of Citigroup's "Risk Management Review," the \$55 billion was comprised of \$13 billion subprime exposure, \$16 billion in direct super senior debt, and \$27 billion in liquidity and par puts.)
- (b) Please comment on the use of regulatory and capital arbitrage by financial institutions and their role in the financial system.
- (c) Did Citigroup ever create products that were specifically designed to avoid capital requirements?
- (d) Were new products ever designed solely to reduce capital burdens? How does this correspond to the 2002 CMAC memo describing the liquidity puts?
- (e) Did Citigroup have the technical capacity to assess the quality of RMBS (in CDOs) prior to 2007?

The FCIC appreciates your cooperation in providing the information requested. If you have any questions or concerns, please do not hesitate to contact Brad Bondi at (202) 292-1341 or bbondi@fcic.gov; or Jeff Smith at (202) 292-1398 or jsmith@fcic.gov.

Sincerely,



Wendy Edelberg
Executive Director
Financial Crisis Inquiry Commission

cc: Phil Angelides, Chairman, Financial Crisis Inquiry Commission
Bill Thomas, Vice Chairman, Financial Crisis Inquiry Commission
Bradley J. Bondi, Assistant Director and Deputy General Counsel
Jeff Smith, Investigative Counsel

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064
TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

WRITER'S DIRECT DIAL NUMBER

212 373-3316

WRITER'S DIRECT FACSIMILE

212 492-0316

WRITER'S DIRECT E-MAIL ADDRESS

bkarp@paulweiss.com

UNIT 3601, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG SANHUAN ZHONGLU
CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

MATTHEW W. ABBOTT
ALLAN J. ARFFA
BRUCE A. BAUGHMAN
JOHN E. BAUGHMAN
LYNN B. BAYARD
DANIEL J. BEILER
CRAIG A. BENSON*
MITCHELL L. BERG
MARK S. BERGMAN
BRUCE BIRYNARD
H. CHRISTOPHER BOEHNING
ANGELO BONVINO
HENK BRANDS
JAMES A. BROCHIN
RICHARD J. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BUERGEL
PATRICK S. CAMPBELL*
JEANETTE K. CHAN
YVONNE F. CHAN
LEWIS R. CLAYTON
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KELLEY A. CORNISH
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MANUEL S. FREY
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ERIC S. GOLDSTEIN
ERIC GOODISON
CHARLES H. GOGE, JR.
ANDREW G. GORDON
BRUCE A. GUTENPLAN
GAINES GWATHMEY, III
ALAN S. HALPERIN
CLAUDIA HAMMERMAN
GERARD E. HARPER
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ROBERT M. HIRSH
MICHELE HIRSHMAN
JOYCE S. HUANG
DAVID S. HUNTINGTON
MEREDITH J. KANE
ROBERTA A. KAPLAN
BRAD S. KARP
JOHN C. KENNEDY
ALAN W. KORNBERG

DANIEL J. KRAMER
DAVID K. LAKHDHIR
STEPHEN P. LAMB
JOHN E. LANGE
DANIEL L. LEFFELL
XIAOYU GREG LIU
JEFFREY D. MARELL
JULIA TARVER MASON
MARCO V. MASOTTI
GOWIN S. MCHARD
DAVID W. MAYO
ELIZABETH F. MCCOLM
TOBY S. MYERSON
JOHN E. NATHAN
CATHERINE NYARADY
ALEX YOUNG K. OH
JOHN J. O'NEIL
KELLEY D. PARKER
ROBERT P. PARKER*
MARC E. PERLMUTTER
MARK F. POMERANTZ
VALERIE E. RADWANER
CAREY R. RAMOS
CARL REISNER
WALTER G. RICCIARDI
WALTER RIEMAN
RICHARD A. ROSEN
ANDREW N. ROSENBERG
PETER J. ROTHENBERG
JACQUELINE P. RUBIN
RAPHAEL M. RUSSO
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LIZA M. VELAZQUEZ
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
BETH A. WILKINSON
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR

July 19, 2010

By FedEx

Wendy Edelberg, Executive Director
Financial Crisis Inquiry Commission
1717 Pennsylvania Avenue, NW
Suite 800
Washington, DC 20006-4614

Financial Crisis Inquiry Commission ("Commission")

Dear Ms. Edelberg:

We represent Citigroup Inc. ("Citi" or the "Company") and certain current and former Citi employees (the "Citi Employees") in connection with the FCIC's requests for documents and information and interrogatories relating to the Company. We write to provide additional responses to the Commission's letter dated June 9, 2010, in which questions are directed to certain Citi Employees concerning their testimony before the Commission on April 7 and 8, 2010. The Company and the Citi Employees reserve the right to supplement, amend, modify or correct any of the responses provided below.

* * * * *

I. Responses of Susan Mills, Managing Director of Mortgage Finance, Citi Markets & Banking (now known as Institutional Clients Group), Global Securitized Markets

(a) *What percentage of Citigroup's residential mortgage-backed securities were purchased by Fannie Mae and Freddie Mac, respectively?*

CONFIDENTIAL

Between January 2000 and June 2010, Freddie Mac was a counterparty in roughly .024 percent of all the trades executed by Citi's investment bank involving RMBS issued from the SBMSI or the CMLTI shelves, including newly issued securities and secondary trading (by dollar volume, Freddie Mac was a counterparty in roughly 1.47 percent of all such trades); Fannie Mae was a counterparty in roughly .022 percent of all such trades (or roughly 1.04 percent by dollar volume).

- (b) *Did the operation you managed incur any losses as a result of the implosion in the housing market? If so, what caused those losses and what is the estimated amount of such losses?*

The operation I managed, known as Mortgage Finance, did not incur losses because it does not maintain distinct profit and loss accounting. However, my group is affiliated with the Mortgage Trading desk within an area of Citi's investment bank known as Global Securitized Markets, which did incur losses as a result of the events in the housing market that unfolded over the last several years. These losses principally took three forms: (1) We incurred losses on mortgage loans held in inventory. The amount of these losses is described in my response to item I(c), below. (2) We incurred losses on our holdings of RMBS bonds. Generally speaking, these losses began in 2007, though we were net positive on the year. Between 2006 through 2009, the only year in which we recorded a loss, net of hedges, was 2008. In 2008, we lost roughly \$1.17 billion. (3) We incurred losses—though we were never net negative on a full-year basis—in connection with our warehouse lending relationships with mortgage originators. I understand the Company already has provided information concerning our warehouse business to the Commission in response to Interrogatory No. 39 of the Commission's February 12, 2010 request.

As I testified, it is my view that these losses resulted from an unprecedented and unanticipated collapse in the housing market, which led to a decline in the value of all mortgage loans, and which subsequently caused many of our RMBS positions to perform worse than expected.

- (c) *In each year, what was the total decline in value and actual dollar losses on the portfolio of whole loans that Citigroup purchased and maintained on its books? What portion of the decline in value and actual dollar losses in each year is associated with the purchase of distressed or so-called "scratch and dent" loans?*

Whole loan purchases and principal securitizations, particularly with respect to subprime residential mortgages, did not constitute a substantial part of my group's business until 2005 or thereabouts. (Prior to that time, our business consisted mostly of underwriting securities for third parties.) Since 2005, we have incurred net losses on whole loans held in inventory in three years: 2007

(roughly \$282 million loss), 2008 (roughly \$954 million) and 2009 (roughly \$205 million loss). These figures represent total losses for our portfolio, which means that they reflect, among other things, realized losses on whole loan sales or REO sales, markdowns on inventory, and expenses.

Our records are not maintained in a way that would allow me efficiently to determine what portion of these losses is attributable to loans in inventory that we classify as scratch and dent. However, scratch and dent loans, together with loans in inventory that we classify as subprime, accounted for roughly 84 percent, 91 percent and 84 percent of our losses in 2007, 2008 and 2009, respectively (with the remainder of the losses attributable to loans classified as prime or Alt-A).¹

- (d) *What were the total losses from loans held on Citigroup's books that were supposed to be repurchased by companies that had gone out of business?*

We do not maintain centralized records that would allow me to determine our total losses on loans in inventory that were pending repurchase when the seller went out of business. As a general matter, however, I know that we did incur some losses on loans that were supposed to be repurchased by companies that went bankrupt, such as New Century and American Home Mortgage.

II. Responses of David C. Bushnell, Former Chief Risk Officer, Citigroup, Inc.

- (a) *What is the distribution of Citigroup's business on a world-wide basis as measured by its total assets and income?*

As I testified, I left the Company in 2007 and thus I no longer have access to information that would permit me to respond to this question. However, the Company has prepared the following chart, which I understand reflects the distribution of Citi's business activities across the major geographic regions where it conducts business, on an income basis:

	2000 ²	2001	2002	2003	2004
North America	7,353	8,918	9,707	12,602	9,411
EMEA	404	572	1,777	1,753	2,337
Latin America	208	120	(47)	645	1,203
Asia	702	1,539	2,552	2,509	3,408

¹ The figure for 2007 may be slightly distorted by the fact that the Company changed the manner in which it accounted for its inventory of prime and Alt-A loans in or around August 2007. Prior to the change, the Company did not track the profit and loss specifically attributable to prime and Alt-A loans in inventory.

² Unless otherwise noted, the figures for each year are stated in millions of dollars.

	2005	2006	2007	2008	2009 ³
North America	12,816	13,445	(617)	(29,035)	3,386
EMEA	1,512	2,759	(1,321)	(1,741)	4,471
Latin America	872	852	1,789	(1,983)	2,439
Asia	3,836	3,571	4,738	1,619	4,483

* * * * *

As we have discussed, the Company is providing the information in this letter pursuant to the Commission's representations that the information provided to the Commission will be maintained in strict confidence and will be used by the Commission solely for the purposes of this inquiry.

We understand from our discussions that the Commission's work, and the materials it requests and obtains from the Company, are not subject to the provisions of FOIA. We also understand that the Commission intends to keep the materials submitted to it by the Company strictly confidential in connection with this inquiry.

If any person not a member of the Commission or its staff (including, without limitation, any government employee) should request an opportunity to inspect or copy any confidential information provided by the Company, or if you or any member of the Commission or its staff contemplates disclosure of this information to any other person, the Company requests that the Commission promptly notify Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, N.Y., N.Y. 10019 (att'n Brad Karp) and Citigroup Inc., 399 Park Avenue, N.Y., N.Y. 10022 (att'n P.J. Mode).

Please do not hesitate to contact me if you would like to discuss this letter or any other matter.

Respectfully,



Brad S. Karp

³ In 2009, Citigroup realigned its business into two separate entities: Citicorp and CitiHoldings. The 2009 figures reflect income results from the Citicorp portfolio only.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000
FACSIMILE (212) 757-3990

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

UNIT 3601, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG SANHUAN ZHONGLU
CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300
FACSIMILE (86-10) 6530-9070/9080

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300
FACSIMILE (852) 2840-4300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600
FACSIMILE (44 20) 7367 1650

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101
FACSIMILE (81-3) 3597-8120

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300
FACSIMILE (202) 223-7420

WRITER'S DIRECT DIAL NUMBER

212 373-3316

WRITER'S DIRECT FACSIMILE

212 492-0316

WRITER'S DIRECT E-MAIL ADDRESS

bkarpp@paulweiss.com

MATTHEW W. ABBOTT
ALLAN J. ARFFA
ROBERT A. ATKINS
JOHN F. BAUGHMAN
LYNN B. BAYARD
DANIEL J. BELLER
CRAIG A. BENSON'S
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MARK S. BERGMAN
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H. CHRISTOPHER BOEHNING
ANGELO BONVINO
HENK BRANDS
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RICHARD J. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BURGEL
PATRICK S. CAMPBELL*
JEANETTE K. CHAN
YVONNE Y. F. CHAN
LEWIS R. CLAYTON
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ANDREW J. FOLEY
HARRIS B. FREIDUS
MANUEL S. FREY
KENNETH A. GALLO
MICHAEL E. GERTZMAN
PAUL D. GINSBERG
ROBERT D. GOLDBAUM
ERIC S. GOLDSTEIN
ERIC GOODISON
CHARLES H. GODGE, JR.
ANDREW G. GORDON
BRUCE A. GUTENPLAN
GAINES GWATHMEY, III
ALAN S. HALPERIN
CLAUDIA HAMMERMAN
GERARD E. HARPER
BRIAN S. HERMANN
ROBERT M. HIRSH
MICHELE HIRSHMAN
JOYCE S. HUANG
DAVID S. HUNTINGTON
MEREDITH J. KANE
ROBERTA A. KAPLAN
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DANIEL J. KRAMER
DAVID K. LAKHDIR
STEPHEN P. LAMB*
JOHN E. LANGE
DANIEL J. LEFFELL
XIAOYU GREG LIU
JEFFREY D. MARELL
JULIA TARVER MASON
MARCO V. MASOTTI
EDWIN S. MAYNARD
DAVID W. MAYO
ELIZABETH R. MCCOLM
TOBY S. MYERSON
JOHN E. NYHAN
CATHERINE NYARADY
ALEX YOUNG K. OH
JOHN J. O'NEIL
KELLEY D. PARKER
ROBERT P. PARKER*
MARC E. PERLMUTTER
MARK F. POMERANTZ
VALERIE E. RADWANER
CAREY R. RAMOS
CARL L. REISNER
WALTER G. RICCIARDI
WALTER RIEMAN
RICHARD A. ROSEN
ANDREW N. ROSENBERG
PETER J. ROTHENBERG
JACQUELINE F. RUBIN
RAPHAEL M. RUSSO
JEFFREY D. SAFERSTEIN
JEFFREY B. SAMUELS
DALE M. SARRO
TERRY E. SCHIMEK
KENNETH M. SCHNEIDER
ROBERT B. SCHUMER
JAMES H. SCHWAB
STEPHEN J. SHIMSHAK
DAVID R. SICULAR
MOSES SILVERMAN
STEVEN SIMKIN
JOSEPH J. SIMONS
MARILYN SOBEL
TARUN M. STEWART
ERIC ALAN STONE
AIDAN SYNNOTT
ROBYN F. TARNOWSKY
JUDITH R. THOYER
DANIEL J. TOAL
MARK A. UNDERBERG
LIZA M. VELAZQUEZ
MARIA T. VULLO
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
BETH A. WILKINSON
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
T. ROBERT ZOCHOWSKI, JR.

June 23, 2010

By Hand and E-mail

Wendy Edelberg, Executive Director
Financial Crisis Inquiry Commission
1717 Pennsylvania Avenue, NW
Suite 800
Washington, DC 20006-4614

Financial Crisis Inquiry Commission ("Commission")

Dear Ms. Edelberg:

We represent Citigroup Inc. ("Citi" or the "Company") and certain current and former Citi employees (the "Citi Employees") in connection with the FCIC's requests for documents and information and interrogatories relating to the Company. We write in response to the Commission's letter dated June 9, 2010, in which questions are directed to certain Citi Employees concerning their testimony before the Commission on April 7 and 8, 2010.

On behalf of the Citi Employees, we provide responses to certain of those questions. We expect to provide further responses on a rolling basis over the next few weeks. The Company and the Citi Employees reserve the right to supplement, amend, modify or correct any of the responses provided below.

* * * * *

I. Responses of Nestor Dominguez, Former Co-Head, Global Collateralized Debt Obligations, Citigroup Markets & Banking, Global Structured Credit Products

- (a) *With respect to Collateralized debt obligations (“CDOs”) that contain residential mortgage-backed securities (“RMBS”), in each year, how large (in terms of both number of total CDOs and dollar values) was Citigroup’s cash CDO business versus its synthetic CDO business?*

As I testified, I left the Company in November 2007. Accordingly, I no longer have access to records that would permit me to respond to this question or verify the accuracy of the Company’s response. However, in an effort to respond to this request, the Company has prepared the following two charts, which provide information about three categories of CDOs: (a) cash CDOs (*i.e.*, the CDO collateral was acquired in cash form), (b) synthetic CDOs (*i.e.*, the CDO collateral was acquired in derivative form),¹ and (c) hybrid CDOs (*i.e.*, the CDO collateral includes both cash bonds and derivative positions).

Citi-Structured CDOs with RMBS Collateral: Number of Transactions						
	2002	2003	2004	2005	2006	2007
Cash	1	5	9	13	8	1
Synthetic	0	0	2	0	7	1
Hybrid	0	0	0	0	11	14

Citi-Structured CDOs with RMBS Collateral: Total Notional Dollar Value (in billions)						
	2002	2003	2004	2005	2006	2007
Cash	\$0.4	\$4.7	\$15.1	\$11.3	\$7.9	\$0.6
Synthetic	0	0	\$2.3	0	\$7.9	\$1
Hybrid	0	0	0	0	\$7.7	\$19.5

¹ As I testified, I served as co-head of Citi’s global CDO business that focused on cash CDOs. I did not oversee the desk at Citi that focused on synthetic CDOs with RMBS collateral.

- (b) *Did the super-senior CDO bonds that Citigroup held on its books suffer any actual cash-flow losses, as opposed to write-downs associated with a loss in value? If so, please quantify and describe the cash-flow losses associated with the super-senior positions?*

Through the date of my departure from Citi in November 2007, I am not aware of any super-senior CDO positions retained by Citi that suffered actual cash-flow losses as opposed to mark-to-market write-downs. I am informed that certain of Citi's retained super-senior positions suffered cash-flow losses subsequent to my departure. I understand from Citi that the Company separately will provide the Commission with information about the nature and extent of these losses.

- (c) *You testified that Citigroup was able to sell the super-senior CDO tranches. Please describe all sales of super-senior CDO tranches to third parties. What was the approximate date when it became difficult to sell those tranches?*

As I testified, Citi attempted to sell or obtain credit protection on certain of the super-senior tranches of CDOs that Citi structured.

With respect to the CDOs that Citi structured with a liquidity-put feature, the super-senior tranche was funded through the sale of short-term commercial paper. Citi retained the risk associated with the super-senior tranche in the event of dislocations in the commercial paper market. Citi did not undertake to sell its retained exposure to these structures.

With respect to CDOs structured without a liquidity-put feature, I understand that the Company previously provided the Commission with a chart that lists the investors (or providers of credit protection) in each tranche, including the super-senior tranche, of CDOs that included subprime RMBS collateral from 2005 to 2007. (See CITI-FCIC 00091306 – CITI-FCIC 00091336.)

I do not recall a specific date when it became difficult to sell the super-senior tranches. However, I do recall that, beginning in August 2007, as the subprime market experienced increasing difficulty, it became difficult to find investors willing to acquire any tranches of CDOs.

- (d) *Please describe the vintage of each of the super-senior CDO bonds that Citigroup held as of November 4, 2007. What was the oldest vintage tranche held as of that date?*

On November 4, 2007, Citi announced that it held approximately \$43 billion in net super-senior CDO exposure with subprime RMBS collateral as of the third quarter of 2007. I understand from information provided by

Citi that this \$43 billion of super-senior CDO exposure consisted of
 (a) approximately \$18 billion of super-senior tranches of ABS CDO, and
 (b) approximately \$25 billion in commercial paper principally secured by
 super-senior tranches of ABS CDOs.

Although I do not presently have access to records that would allow me to respond to this question, the Company has prepared the two charts below listing the vintage (closing date) for each of the super-senior tranches and commercial paper secured by super-senior tranches that constituted the \$43 billion retained by Citi as of November 4, 2007. The oldest vintage bond is Grenadier Funding, which closed on July 14, 2003.

Super-Senior CDO	Date
Pillars	5-Jan-04
G-Square	14-Dec-04
Summer Street	20-Oct-05
Topanga	18-Jan-06
GSC ABS CDO 2006-1c	31-Mar-06
Madaket	11-May-06
Ivy Lane	18-May-06
Avanti	22-Jun-06
Cetus ABS CDO 2006-1	20-Jul-06
Capmark VI Revolver	24-Jul-06
Coldwater	17-Aug-06
Cetus ABS CDO 2006-2	27-Sep-06
Mugello ABS CDO 2006-1	14-Nov-06
Cetus ABS CDO 2006-4	15-Nov-06
Lacerta ABS CDO 2006-1	29-Nov-06
FAB	30-Nov-06
Octans ABS CDO 2006-3	6-Dec-06
HSPI I	12-Dec-06
Tallships	14-Dec-06
Cookson High Grade	5-Mar-07

Super-Senior CDO	Date
Adams Square III	6-Mar-07
Octonion	6-Mar-07
Palmer ABS CDO 2007-1	7-Mar-07
Plettenberg Bay	8-Mar-07
Laguna	28-Mar-07
Armitage	29-Mar-07
HSPI II	14-Jun-07
Pinnacle Peak	3-Jul-07
Bonifacius	27-Jul-07
Jupiter	2-Aug-07

Liquidity Put CDO	Date
Grenadier Funding	14-Jul-03
Blue Bell	12-Dec-03
Ajax Bambino	15-Dec-03
Millstone Funding	4-Feb-04
Saturn Ventures II	22-Apr-04
Klio Funding	25-Jun-04
Klio Funding II	29-Oct-04
Pinnacle Point	4-Nov-04
McKinley Funding	10-Dec-04
Zenith Funding	21-Dec-04
Quatro - PmX Funding	27-Dec-04
Kent Funding	6-Apr-05
Athos Funding	16-May-05
McKinley Funding II	18-Aug-05
Klio Funding III	1-Nov-05
Raffles Place	16-Nov-05
Tierra Alta	30-Mar-06

- (e) *Were there any discussions of selling the super-senior tranches at a discount to remove them from Citigroup's books?*

I do not recall discussions of selling the super-senior tranches at a discount.

During my tenure, however, Citi did seek, from time to time, to hedge its exposure to super-senior ABS CDOs. Given the typically large size of super-senior tranches, and the relatively small returns provided on those positions, the universe of potential counterparties able to assume the risk of the super-senior tranche of CDOs was limited.

- (f) *Did Citigroup sell or transfer any CDO bonds or tranches to other CDOs or CDO²s that Citigroup sold to investors? If so, identify all such sales or transfers. Were any of the sales or transfers associated with the inability to sell the bonds or tranches to investors?*

Citi was a large underwriter of CDO securities from 2003 to 2007. As such, it would not be unusual for a Citi CDO to include some securities from a CDO that Citi previously had structured.

I do not have access to records that would permit me to provide the detail requested by the Commission. However, I understand that the Company previously provided the Commission with a chart that details the amount and percentage of Citi-structured CDO securities in Citi-structured CDO transactions. (See CITI-FCIC 00091762.)

- (g) *To your or Citigroup's knowledge, was any collateral manager of CDOs that Citigroup structured or underwrote involved in shorting, directly or indirectly, any of the CDO bonds or underlying collateral that the collateral manager had selected for the CDO?*

I am not aware of an instance where a collateral manager of a Citi-structured CDO, directly or indirectly, shorted the particular CDO bonds (or underlying collateral) of that CDO.

II. **Responses of Murray Barnes, Former Managing Director, Independent Risk Citigroup, Inc.**

- (a) *How was Citigroup able to book its super-senior tranches at par and keep them at that valuation for an extended period of time?*

As of June 30, 2007, and for prior periods, Citi primarily relied on comparing the spread paid on its super-senior ABS CDO inventory to spreads on recently-priced deals that were similarly AAA-rated, first-pay tranches and that were, at the time, viewed as the most directly comparable reference point for pricing purposes. This included other super-senior ABS CDO securities and associated credit default swaps on super-senior tranches executed with other financial institutions, as well as first-pay CLO tranches backed by leveraged loans. In light of the prevailing spreads observed from market transactions, Citi generally carried the super-senior CDO securities at cost, or par. This marking methodology reflected the view that a similar market-clearing transaction represented the most directly comparable level against which to benchmark the super-senior inventory. It was also consistent with the then widely-held belief—both within the company and throughout the broader market—that the super-senior positions bore almost no risk of principal loss.

By September 2007, and in subsequent periods, the absence of any CDO new issuance given the stress seen in the subprime RMBS market meant that Citi could no longer rely on other, recently-priced CDO deals for comparison purposes. As such, Citi developed a proprietary model to price its super-senior CDO inventory based, in part, on an intrinsic cash flow methodology of the CDO's underlying collateral. This model took into account judgmental inputs such as forecasted house price appreciation, employment and interest rates, as well as other factors. As of September 30, 2007, applying the intrinsic cash-flow model, Citi took a very modest markdown on the value of its portfolio of super-senior CDO securities. As market conditions deteriorated significantly in October 2007, and then throughout 2008 and into the first quarter of 2009, Citi took further markdowns on its super-senior CDO exposure as the continued downward pressure on home prices adversely impacted the underlying RMBS market.

- (b) *Please describe the stress tests that were performed on the super-senior CDO bonds that Citigroup held on its books. What were the assumptions used?*

The CDO business, including its retained super-senior exposure, was subject to the same stress testing framework that was applied to all of Citi's trading businesses. Stress testing at Citi consisted of a three-pillar approach:

- i. The first stress test was referred to as the Historical Simulation stress. It involved performing an historical simulation of market moves over a three-month (or 65 business day) risk horizon, relying on historical market moves going back to the late-1990s. Rolling 65-day market moves were applied to current exposures and the aggregate P&L across the portfolio was then ranked highest loss to highest gain. This stress test effectively assumed that the magnitude of past market moves is representative of the potential for adverse moves in the future and that the historical correlation of market moves across every risk factor is preserved.
- ii. The second stress test was referred to as the Worst-Case Move stress. It involved performing a historical simulation of market moves over a three-month risk horizon, relying on the same data set as in i. above. Historical 65-day moves were applied to current exposures but instead of taking the aggregate P&L and then ranking the distribution highest loss to highest profit, the Worst-Case Move Stress Test simply took the largest 65-day loss for each risk factor and then aggregated those losses. This stress test effectively assumed that the worst 65-day move in each risk factor happens at the same time and so the historical correlation

of market moves breaks down. This was commonly viewed as a significantly more severe stress test than i. since the correlation between each risk factor effectively goes to the upper (+1) or lower (-1) bound, whichever results in a larger loss.

iii. The third stress test was referred to as the Risk Manager Estimate. Its aim was to complement the stress tests described in i. and ii. by enabling Market Risk to apply some judgment into the stress test analysis. In order for this judgment to be applied consistently across all products throughout Citi, the guidelines at the time required Market Risk to “stress” the trading portfolio over a three-month risk horizon and to a 99.97% confidence level (equivalent to a 3 in 10,000 event, which was viewed as the default probability of Citigroup at the time given its then-AA rating). For certain markets that exhibited a high degree of price continuity and transparency, the need to apply judgment was less pronounced as historical price moves during times of stress were commonly viewed as a reasonable indicator of future potential moves. The judgment applied to the Risk Manager Estimate stress was more relevant for markets that were prone to greater price discontinuity and/or a sudden loss of liquidity.

Prior to September 2007, the Historical Simulation stress and the Worst Case Move stress would have both shown zero losses for super-senior ABS CDO inventory. Also, prior to 2007, the Risk Manager Estimate stress test assigned a nominal spread move to the super-senior ABS CDO inventory that, while immaterial in absolute terms, was still viewed as conservative in that it represented a spread widening of as much as 50% in relative terms. With the benefit of hindsight, it is now clear that even the Risk Manager Estimate (reflecting a 99.97% confidence) was overly reliant on historical experience—a period in which super-senior ABS CDO tranches had never been impacted.

After September 2007, the Risk Manager Estimate was enhanced by incorporating some of the output from the intrinsic cash flow model, including looking through to each CDO’s underlying collateral’s characteristics, including collateral type, vintage and level of credit enhancement (subordination) and applying different stress moves to each attribute. Given how prevailing market conditions were so out-of-sample with the historical price experience of the underlying collateral types, a much higher degree of judgment was applied to the stress testing methodology.

III. Responses of Charles O. “Chuck” Prince, III, Former CEO and Chairman, Citigroup, Inc.

- (a) *With regard to subprime exposure in the fourth quarter of 2007, please explain the discrepancy and delay between the \$13 billion subprime figure released to the public on October 15 and the \$55 billion presented to Citigroup’s Corporate Audit and Risk Committee and Board of Directors. (Please note that according to Page 1 of Citigroup’s “Risk Management Review,” the \$55 billion was comprised of \$13 billion subprime exposure, \$16 billion in direct super senior debt, and \$27 billion in liquidity and par puts.)*

Having now reviewed the October 15, 2007 Risk Management presentation to the Corporate Audit and Risk Management Committee, I see that the description of Market and Banking’s subprime exposure explicitly differentiates the \$13 billion in subprime exposure: “the total subprime exposure in markets and banking was \$13 billion” from the remaining \$43 billion in super-senior exposure. Although I believe I attended the meeting where it was presented, I did not prepare or review prior to the meeting the materials used at that meeting. Upon review, the presentation appears to me to be consistent with a view that subprime exposure was considered to be \$13 billion. The “additional” exposure of “\$16 million in direct super senior and \$27 billion in liquidity and par puts appear to have been viewed separately. It is now clear that the Company’s retained exposure to super-senior CDO tranches and liquidity puts had a significant negative impact on the Company and caused Citi to suffer large losses. It is important to keep in mind, however, that the second half of 2007 was a period of unprecedented upheaval in the credit markets. I believe that it was widely believed at the time by experts, both inside and outside the company, that these above-AAA positions were extremely unlikely to suffer any material loss of value—even though that belief proved to be incorrect with the benefit of hindsight. As a result, the super-senior and liquidity put positions were conceived of as fundamentally different in character from other subprime-related exposures that were taking losses as of mid-October.

- (b) *Please comment on the use of regulatory and capital arbitrage by financial institutions and their role in the financial system.*

There is a growing consensus that regulatory capital requirements need to be reevaluated and reformed in order to incorporate some of the difficult lessons learned during the course of this ongoing crisis. I share this view. Regulatory capital requirements exist, of course, to help ensure the safety and soundness of our banking institutions. The increasing prevalence of tools such as securitization to reduce risk weighted assets has increased

the challenges associated with relying on regulatory capital requirements as a measure of the soundness of our financial institutions. These challenges stem not just from the tools institutions use, but also in how our regulatory capital requirements are applied, including that, in the past, they often applied differently to different kinds of institutions (*e.g.*, securities firms vs. banks) and differently to various subsets of holding companies. From my perspective, reform must focus not just on the methodologies by which regulatory capital is measured but also on the participants in the marketplace whatever their differing forms of business might be, in order to ensure that any reform is effective throughout the financial system.

- (c) *Did Citigroup ever create products that were specifically designed to avoid capital requirements?*

As I think about my nearly 30-year tenure at Citi, I cannot recall any instance of Citi creating a product specifically designed to avoid capital requirements imposed on the Company.

- (d) *Were new products ever designed solely to reduce capital burdens? How does this correspond to the 2002 CMAC memo describing the liquidity puts?*

During my testimony before the Commission, I mentioned Citi creates products to meet the needs of its clients. In keeping with this primary goal, it was both prudent and consistent with good financial management for Citi's businesses to consider, among other factors, the capital impact of products the businesses offered to clients.

During my tenure, we worked hard to put Citi's assets to work in an efficient manner to accomplish that goal. Like other public companies, Citi has an obligation to its shareholders to maximize revenues. In this context, it would not be unusual for Citi to seek, in a manner transparent to its regulators, favorable capital treatment for the assets it retained on balance sheet. I have not previously reviewed the 2002 CMAC memorandum that I understand is referenced in this question. (CITI-FCIC 99791.) However, based on my recent review, the memorandum, which describes the expected regulatory capital treatment of a structure that includes a contingent funding swap arrangement, appears to detail efforts by the business to meet this goal.

- (e) *Did Citigroup have the technical capacity to assess the quality of RMBS (in CDOs) prior to 2007?*

I do not have personal knowledge of the Company's technical capabilities to assess the quality of the collateral underlying CDO structures, including

RMBS securities. However, I am informed that, prior to 2007, it was standard in the industry to rely upon ratings and other metrics in assessing the quality of RMBS securities used as collateral in structured credit products. Consistent with this standard, I do not believe Citi employed analytic tools or models to independently and directly evaluate the quality of RMBS securities collateral for CDO transactions.

* * * * *

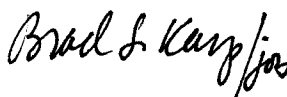
As we have discussed, the Company is providing the information in this letter pursuant to the Commission's representations that the information provided to the Commission will be maintained in strict confidence and will be used by the Commission solely for the purposes of this inquiry.

We understand from our discussions that the Commission's work, and the materials it requests and obtains from the Company, are not subject to the provisions of FOIA. We also understand that the Commission intends to keep the materials submitted to it by the Company strictly confidential in connection with this inquiry.

If any person not a member of the Commission or its staff (including, without limitation, any government employee) should request an opportunity to inspect or copy any confidential information provided by the Company, or if you or any member of the Commission or its staff contemplates disclosure of this information to any other person, the Company requests that the Commission promptly notify Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, N.Y., N.Y. 10019 (att'n Brad Karp) and Citigroup Inc., 399 Park Avenue, N.Y., N.Y. 10022 (att'n P.J. Mode).

Please do not hesitate to contact me if you would like to discuss this letter or any other matter.

Respectfully,



Brad S. Karp

LAW OFFICES
WILLIAMS & CONNOLLY LLP

725 TWELFTH STREET, N.W.

WASHINGTON, D. C. 20005-5901

(202) 434-5000

FAX (202) 434-5029

SAMUEL BRYANT DAVIDOFF

(202) 434-5648

Sdavidoff@wc.com

EDWARD BENNETT WILLIAMS (1920-1988)
PAUL R. CONNOLLY (1922-1978)

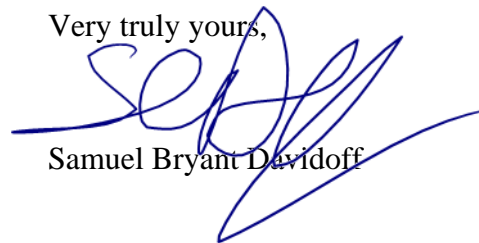
June 23, 2010

Wendy Edelberg
Executive Director
Financial Crisis Inquiry Commission
1717 Pennsylvania Avenue, N.W., Suite 800
Washington, DC 20006-5614

Dear Ms. Edelberg:

I have enclosed Robert E. Rubin's responses to the questions directed to him in your letter to Brad S. Karp of June 9, 2010.

Very truly yours,



Samuel Bryant Davidoff

Enclosure

cc: Kevin M. Downey, Esq.
Brad S. Karp, Esq.

Responses of Robert E. Rubin **to FCIC's June 9, 2010 Questions**

(a) Please provide a timeline showing precisely how Citigroup responded to Richard Bowen's concerns regarding underwriting standards and who was involved in the responses.

Mr. Bowen's November 3, 2007 e-mail was addressed to Mr. Rubin, David Bushnell, Gary Crittenden, and Bonnie Howard. The e-mail was subsequently passed on to the appropriate personnel at Citigroup. Citigroup should be able to provide a description of its response to Mr. Bowen's concerns.

(b) With regard to subprime exposure in the fourth quarter of 2007, please explain the discrepancy and delay between the \$13 billion subprime figure released to the public on October 15 and the \$55 billion presented to Citigroup's Corporate Audit and Risk Committee and Board of Directors. (Please note that according to Page 1 of Citigroup's "Risk Management Review," the \$55 billion was comprised of \$13 billion subprime exposure, \$16 billion in direct super senior debt, and \$27 billion in liquidity and par puts.)

I was not involved in drafting the October 15, 2007 presentation to the Corporate Audit and Risk Management Committee. I was not a member of that Committee. To the best of my recollection, I did not review that presentation. I also was not on the October 15, 2007 earnings call. Those at Citigroup who were involved in preparing the presentation for the Audit Committee or who were on the earnings call should be able to provide the analysis responsive to your question.

(c) Please comment on the use of regulatory and capital arbitrage by financial institutions and their role in the financial system.

The term "capital arbitrage," as I understand it, refers to reducing a financial institution's capital requirements by holding assets based in part on the particular regulatory risk assigned to the asset by financial regulators, irrespective of true economic risk. In other words, a financial institution engages in "capital arbitrage" if it holds asset A instead of asset B because, despite having similar real risk characteristics, asset A has a lower regulatory risk weighting and, consequently, holding it requires the financial institution to maintain less capital than it would have to maintain if it held asset B.

The obvious problem with "capital arbitrage" is that it can distort appropriate economic decisions based on true economic risk, resulting in overleveraging of financial institutions, which, as I explained in my testimony before the Commission, was one of the causes of the recent financial crisis. Although I am not familiar with specific examples of this sort of arbitrage, it seems to me that the source of the problem is in the process of modeling risk that must be undertaken in order to assign risk ratings to assets. Mathematical models, to put it bluntly, cannot perfectly capture the complexity of real life. Consequently, regulatory risk ratings will never perfectly reflect real economic risk, and will, standing alone, always be subject to potential arbitrage.

My view is that this problem could be addressed by financial regulation that creates two sets of capital requirements, one contingent on risk weighting and one based on simpler metrics that are not derived from complicated mathematical models.

The term “regulatory arbitrage,” as I understand it, refers to the notion that financial institutions had the ability to “shop” for a regulator by selecting the charter under which they operated. I am not familiar with specific instances of this practice, but, to the extent such a practice existed, it can lead to inconsistent regulatory oversight among regulated institutions. Financial reform should attempt to eliminate the jurisdictional overlaps that permit this practice.

(d) Throughout the crisis how was the CDS market still able to function, despite being subject to significant stress? Please provide your opinions on the functioning of the CDS market during the financial crisis.

In my view the markets for CDS and other complex derivatives did not function with the necessary collateral and margin requirements, standardization, transparency, and regulatory oversight needed to properly understand the risks embedded in those instruments. I developed strong concerns about systemic risk related to derivative markets when I was at Goldman Sachs and advocated increased capital and margin requirements, as discussed in my book published in 2003. I continue to support those measures in addition to current proposals for standardization, transparency, and oversight of the derivative markets.

Prior to the financial crisis, the lack of transparency in the derivatives markets enabled financial institutions to accumulate risk without full knowledge of the overall nature of the risks for individual institutions and the financial system more generally. Increasing margin and capital requirements will serve the dual purpose of providing companies with a greater cushion in the event losses are taken on derivative instruments and of discouraging certain types of riskier behavior. Requiring standardized derivatives to be traded on exchanges will also decrease risk by increasing transparency and allowing regulators and users to better evaluate the exposure of market participants. For custom contracts, I support greater disclosure and transparency requirements for those instruments as well, through the use of clearinghouses if feasible.



September 21, 2010

Via Email & Mail

Brad S. Karp, Esq.
Paul, Weiss, Rifkin, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
BKarp@paulweiss.com

Re: Financial Crisis Inquiry Commission Hearing on June 30, 2010

Dear Mr. Karp:

This letter follows up on the letter dated June 9, 2010 asking your clients to answer questions in writing. Please direct this question to the individual at Citigroup that can provide a written response to the following additional question by October 1, 2010.

Please provide a timeline showing in detail how Citigroup responded to Richard Bowen's November 3, 2007 email in which Mr. Bowen outlined his concerns regarding underwriting standards including who was involved in responding. (See attached.)

The FCIC appreciates your cooperation in providing the information requested. Please do not hesitate to contact Sarah Knaus at (202) 292-1394 or sknaus@fcic.gov if you have any questions or concerns.

Sincerely,

Wendy Edelberg
Executive Director, Financial Crisis Inquiry
Commission

cc: Phil Angelides, Chairman, Financial Crisis Inquiry Commission
Bill Thomas, Vice Chairman, Financial Crisis Inquiry Commission

Attachment

Wendy Edelberg
Executive Director

1717 Pennsylvania Avenue, NW, Suite 800 • Washington, DC 20006-4614
202.292.2799 • 202.632.1604 Fax

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

UNIT 3601, FORTUNE PLAZA OFFICE TOWER A
NO. 7 DONG SANHUAN ZHONGLU
CHAO YANG DISTRICT
BEIJING 100020
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 5828-6300

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

ALDER CASTLE
10 NOBLE STREET
LONDON EC2V 7JU, U.K.
TELEPHONE (44 20) 7367 1600

WRITER'S DIRECT DIAL NUMBER

212 373-3316

WRITER'S DIRECT FACSIMILE

212 492-0316

WRITER'S DIRECT E-MAIL ADDRESS

bkarp@paulweiss.com

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHIYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101

2001 K STREET, NW
WASHINGTON, DC 20006-1047
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200
POST OFFICE BOX 32
WILMINGTON, DE 19899-0032
TELEPHONE (302) 655-4410

MATTHEW W. ABBOTT
ALLAN J. ARFFA
ROBERT A. ATKINS
JOHN F. BAUGHMAN
LYNN B. BAYARD
DANIEL J. BELLER
CRAIG A. BENSON*
MITCHELL L. BERG
MARK S. BERGMAN
BRUCE BIRENBOIM
H. CHRISTOPHER BOEHNING
ANGELO BONVINO
HENK BRANDS
JAMES H. BROCHIN
RICHARD E. BRONSTEIN
DAVID W. BROWN
SUSANNA M. BUERGERL
PATRICK S. CAMPBELL*
JEANETTE K. CHAN
YVONNE Y. F. CHAN
LEWIS R. CLAYTON
JAY COHEN
KELLEY A. CORNISH
CHARLES E. DAVIDOW
DOUGLAS R. DAVIS
THOMAS V. DE LA BASTIDE III
ARIEL J. DECKELBAUM
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MARC FALCONE
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JOYCE S. HUANG
DAVID S. HUNTINGTON
MEREDITH J. KANE
ROBERTA A. KAPLAN
BRAD S. KARP
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DANIEL J. KRAMER
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DANIEL J. LEFFELL
XIAOYU GREG LIU
JEFFREY D. MARELL
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EDWIN S. MAYNARD
DAVID W. MAYO
ELIZABETH R. MCCOLM
MARK F. MENDELSON
TOBY E. MYERSON
JOHN NATHAN
CATHERINE NYARADY
ALEX YOUNG K. OH
JOHN J. O'NEIL
KELLEY D. PARKER
ROBERT P. PARKER*
MARC E. PERLMUTTER
MARK F. POMERANTZ
VALERIE E. RADWANER
CAREY R. RAMOS
CARL L. REISNER
WALTER G. RICCIARDI
WALTER RIEMAN
RICHARD A. ROSEN
ANDREW N. ROSENBERG
PETER J. ROTHENBERG
JACQUELINE P. RUBIN
RAPHAEL M. RUSO
JEFFREY D. SAFERSTEIN
JEFFREY B. SAMUELS
DALE M. SARRO
TERRY E. SCHIMEK
KENNETH M. SCHNEIDER
ROBERT B. SCHUMER
JAMES H. SCHWAB
STEPHEN J. SHIMSHAK
DAVID R. SICULAR
MOSES SILVERMAN
STEVEN SIMKIN
JOSEPH J. SIMONS
MARILYN SOBELL
TARUN M. STEWART
ERIC ALAN STONE
AIDAN SYNNOTT
ROBYN F. TARNOFSKY
JUDITH R. THOYER
DANIEL J. TOAL
MARK A. UNDERBERG
LIZA M. VELAZQUEZ
LAWRENCE G. WEE
THEODORE V. WELLS, JR.
BETH A. WILKINSON
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
T. ROBERT ZOCHOWSKI, JR.

November 1, 2010

*NOT ADMITTED TO THE NEW YORK BAR

By E-Mail & FedEx

Sarah Knaus
Financial Crisis Inquiry Commission
1717 Pennsylvania Avenue, NW
Suite 800
Washington, DC 20006-4614

Financial Crisis Inquiry Commission ("Commission")

Dear Ms. Knaus:

As you know, we represent Citigroup Inc. ("Citi" or "the Company") in connection with its responses to the Commission's requests for documents and information. We write in response to your September 21, 2010 letter regarding the actions undertaken by Citi in response to Richard Bowen's November 3, 2007 e-mail. On behalf of the Company, we provide the following information.

The first issue set forth in Mr. Bowen's e-mail, relating to the correspondent channel, was first raised by Mr. Bowen in mid-2006, and Mr. Bowen participated in the processes put in place by the Company, beginning in mid-2006, to address the issue. In mid-2006, Richard Bowen reported certain issues relating to the pre-purchase underwriting review by CitiMortgage of certain third-party originated mortgages through the correspondent channel. In response to Mr. Bowen's expressed concerns: (a) an investigation was immediately undertaken that resulted in the head of the group responsible for the pre-purchase underwriting review being terminated; (b) promptly thereafter, a working group, including Mr. Bowen, met to establish a plan for addressing the issues raised; (c) members of the working group reviewed, assessed, and

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revised existing policies and procedures governing the relevant underwriting review; and (d) additional resources, including additional personnel and technological resources, were developed and deployed to address the issues identified, among other remedial steps.

The second issue set forth in Mr. Bowen's e-mail, relating to the Wall Street channel, was resolved by the Company prior to Mr. Bowen's e-mail. In mid-2007, several months before Mr. Bowen's November 3, 2007 e-mail, a review was undertaken of the process by which certain third-party originated mortgages were purchased through CitiMortgage's Wall Street channel. Prior to Mr. Bowen's November 3, 2007 e-mail, the Wall Street channel was closed.

Following the receipt of Mr. Bowen's November 3, 2007 e-mail, a review of the issues raised in Mr. Bowen's e-mail was undertaken which included, among other things, review of the status of and actions undertaken with respect to the processes identified by Mr. Bowen in his e-mail.

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Citi reserves the right to supplement, amend, modify or correct the response provided above.

As we have discussed, the Company is providing the information in this letter in response to the Commission's requests and pursuant to the Commission's representations that the information provided to the Commission will be maintained in strict confidence and will be used by the Commission solely for the purposes of this inquiry.

We understand from our discussions that the Commission's work, and the materials it requests and obtains from the Company, are not subject to the provisions of FOIA. We also understand that the Commission intends to keep the materials submitted to it by the Company strictly confidential in connection with this inquiry.

If any person not a member of the Commission or its staff (including, without limitation, any government employee) should request an opportunity to inspect or copy any confidential information provided by the Company, or if you or any member of the Commission or its staff contemplates disclosure of this information to any other person, the Company requests that the Commission promptly notify Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, N.Y., N.Y. 10019 (att'n Brad Karp) and Citigroup Inc., 399 Park Avenue, N.Y., N.Y. 10022 (att'n P.J. Mode).

Please do not hesitate to contact me if you would like to discuss this letter or any other matter.

Respectfully,


Brad S. Karp

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