

Edgar Filing: MACDERMID INC - Form SC 13D/A

MACDERMID INC  
Form SC 13D/A  
September 25, 2002

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 3)\*

MACDERMID, INCORPORATED  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

554273 10 2  
(CUSIP Number)

Joshua N. Korff, Esq.  
KIRKLAND & ELLIS  
153 East 53rd Street  
New York, NY 10022  
(212) 446-4800

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 19, 2002  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. / /

CUSIP No. 5542773 10 2

13D

Page 2 of 15 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITICORP VENTURE CAPITAL LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /x/

(b) / /

3 SEC USE ONLY

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4 SOURCE OF FUNDS\*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(D) OR 2(E)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

|                          |    |                          |
|--------------------------|----|--------------------------|
|                          | 7  | SOLE VOTING POWER        |
| NUMBER OF<br>SHARES      |    | None                     |
| BENEFICIALLY<br>OWNED BY | 8  | SHARED VOTING POWER      |
| EACH                     |    | 2,784,952**              |
| REPORTING<br>PERSON      | 9  | SOLE DISPOSITIVE POWER   |
| WITH                     |    | None                     |
|                          | 10 | SHARED DISPOSITIVE POWER |
|                          |    | 2,784,952**              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,784,952\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14 TYPE OF REPORTING PERSON\*

\* SEE INSTRUCTIONS.

\*\* Represents 2,784,952 shares directly beneficially owned by Citicorp Venture  
Capital Ltd. ("CVC").

CUSIP No. 5542773 10 2

13D

Page 3 of 15 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS  
(ENTITIES ONLY)

CITIBANK, N.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /x/  
(b) / /

3 SEC USE ONLY

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4 SOURCE OF FUNDS\*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

National Banking Association

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | None                     |
|   | 8  | SHARED VOTING POWER      |
|   |    | 2,784,952**              |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | None                     |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 2,784,952**              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,784,952\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14 TYPE OF REPORTING PERSON\*

BK

\* SEE INSTRUCTIONS.

\*\* Represents 2,784,952 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC").

CUSIP No. 5542773 10 2

13D

Page 4 of 15 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITICORP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) /x/  
(b) / /

3 SEC USE ONLY

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4 SOURCE OF FUNDS\*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | None                     |
|   | 8  | SHARED VOTING POWER      |
|   |    | 3,786,245**              |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | None                     |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 3,786,245**              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,786,245\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.7%

14 TYPE OF REPORTING PERSON\*  
HC

\* SEE INSTRUCTIONS.

\*\* Represents (i) 2,784,952 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership.

CUSIP No. 5542773 10 2

13D

Page 5 of 15 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIGROUP HOLDINGS COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /x/

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(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | None                     |
|   | 8  | SHARED VOTING POWER      |
|   |    | 3,786,245**              |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | None                     |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 3,786,245**              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,786,245\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.7%

14 TYPE OF REPORTING PERSON\*

HC

\* SEE INSTRUCTIONS.

\*\* Represents (i) 2,784,952 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares directly beneficially owned by by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership.

CUSIP No. 5542773 10 2

13D

Page 6 of 15 Pages

1 NAMES OF REPORTING PERSONS / I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CITIGROUP INC.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /x/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | None                     |
|   | 8  | SHARED VOTING POWER      |
|   |    | 3,831,485**              |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | None                     |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 3,831,485**              |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,831,145\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.8%

14 TYPE OF REPORTING PERSON\*

HC

\* SEE INSTRUCTIONS.

\*\* Represents (i) 2,784,952 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), (ii) 1,001,293 shares directly beneficially owned by a limited partnership whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership, and (iii) 45,240 shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup Inc., for which shares CVC disclaims beneficial ownership.

ITEM 1. SECURITIES AND ISSUER.

This Amendment No. 3 ("Amendment") to the Schedule 13D dated December 29, 1999 as amended by Amendment No. 1 filed on March 5, 2002 and by Amendment No. 2

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filed on July 12, 2002, relates to the common stock, no par value, (the "Common Stock") of MacDermid, Incorporated, a Connecticut corporation (the "Issuer"). This Amendment is being filed with the Securities and Exchange Commission pursuant to Rule 13d-2(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### ITEM 4. PURPOSE OF TRANSACTION.

(a), (b) From July 9, 2002 to September 19, 2002, Citicorp Venture Capital Ltd. ("CVC") disposed of 318,300 shares of Common Stock in open market transactions in the ordinary course of business pursuant to Rule 144 ("Rule 144"), as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock reported on Form 144 dated (1) June 7, 2002 and (2) July 5, 2002.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b) CVC directly beneficially owns 2,784,952 shares of Common Stock. The aggregate number of shares held by CVC represents approximately 8.6% of the outstanding shares of Common Stock. CVC has the shared power to vote and the shared power to dispose of the entire number of shares directly beneficially owned by CVC.

Citibank, N.A. ("Citibank"), exclusively through its holding company structure, indirectly beneficially owns 2,784,952 shares of Common Stock. The aggregate number of shares held through the holding company structure by Citibank represents approximately 8.6% of the outstanding shares of Common Stock. Citibank has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC.

Citicorp, exclusively through its holding company structure, indirectly beneficially owns 3,786,245 shares of Common Stock representing (1) 2,784,952 shares directly beneficially owned by CVC and (2) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp (the "Partnership"). CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the Partnership. Citicorp may be deemed to beneficially own the 1,001,293 shares held by the Partnership. The aggregate number of shares held through the holding company structure by Citicorp represents approximately 11.7% of the outstanding shares of Common Stock. Citicorp has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the limited partnership, respectively.

Citigroup Holdings Company ("Citigroup Holdings"), exclusively through its holding company structure, indirectly beneficially owns 3,786,245 shares of Common Stock representing (1) 2,784,952 shares directly beneficially owned by CVC and (2) 1,001,293 shares directly beneficially owned by the Partnership. CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the Partnership. Citigroup Holdings may be deemed to beneficially own the 1,001,293 shares held by the Partnership because Citicorp is a wholly-owned subsidiary of Citigroup Holdings. The aggregate number of shares held through the holding company structure by Citigroup Holdings represents approximately 11.7% of the outstanding shares of Common Stock. Citigroup Holdings has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the Partnership, respectively.

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structure, indirectly beneficially owns 3,831,485 shares of Common Stock representing (1) 2,784,952 shares directly beneficially owned by CVC, (2) 1,001,293 shares directly beneficially owned by the Partnership and (3) 45,240 shares directly beneficially owned by other subsidiaries of Citigroup. CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the Partnership. Citigroup may be deemed to beneficially own the 1,001,293 shares held by the Partnership and the 45,240 shares held by its direct and indirect subsidiaries. The aggregate number of shares held through Citigroup's holding company structure represents approximately 11.8% of the outstanding shares of Common Stock. Citigroup has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC, the Partnership, and the other subsidiaries of Citigroup, respectively.

(c) From July 9, 2002 to September 19, 2002, CVC disposed of 318,300 shares of Common Stock in open market transactions in the ordinary course of business under Rule 144, as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock were reported on Forms 144 dated (1) June 7, 2002 for the sale of 321,213 shares of Common Stock and (2) July 5, 2002 for the sale of 340,000 shares of Common Stock. The dates, share amounts, and prices for such dispositions since July 9, 2002 are as follows:

| Date      | Shares Sold | Average Price per Share |
|-----------|-------------|-------------------------|
| ----      | ----        | -----                   |
| 7/09/2002 | 8,100       | 21.08                   |
| 7/30/2002 | 1,600       | 20.12                   |
| 7/31/2002 | 26,200      | 20.22                   |
| 8/01/2002 | 14,900      | 20.14                   |
| 8/02/2002 | 5,000       | 20.23                   |
| 8/06/2002 | 11,600      | 20.05                   |
| 8/08/2002 | 4,000       | 20.00                   |
| 8/09/2002 | 4,500       | 20.04                   |
| 8/12/2002 | 2,200       | 20.06                   |
| 8/13/2002 | 4,000       | 20.02                   |
| 8/14/2002 | 16,000      | 20.12                   |
| 8/15/2002 | 11,100      | 20.12                   |
| 8/16/2002 | 2,000       | 20.05                   |
| 8/19/2002 | 42,100      | 20.12                   |
| 8/20/2002 | 12,700      | 20.15                   |
| 8/21/2002 | 20,700      | 20.15                   |
| 8/22/2002 | 22,300      | 20.13                   |
| 8/26/2002 | 5,000       | 20.06                   |
| 8/27/2002 | 8,000       | 20.06                   |
| 9/13/2002 | 23,300      | 20.69                   |
| 9/16/2002 | 8,900       | 20.47                   |
| 9/17/2002 | 24,700      | 20.39                   |
| 9/18/2002 | 33,000      | 20.06                   |
| 9/19/2002 | 6,400       | 20.00                   |

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Joint Filing Agreement, dated as of September 25, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.



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8 of 15 Pages

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 25, 2002

CITICORP VENTURE CAPITAL LTD.

By: /s/ Anthony P. Mirra  
-----  
Name: Anthony P. Mirra  
Its: Vice President & Assistant  
Secretary

CITIBANK, N.A.

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITICORP

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITIGROUP HOLDINGS COMPANY

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITIGROUP INC.

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

9 of 15 Pages

SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITICORP VENTURE CAPITAL LTD.

NAME, POSITION, CITIZENSHIP  
(UNITED STATES, UNLESS OTHERWISE INDICATED)

TITLE

-----

-----

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|   |                        |
|---|------------------------|
| William T. Comfort<br>Director            | Director and Senior Vi |
| Ann M. Goodbody<br>Director               | Director               |
| David F. Thomas<br>Executive Officer      | Director and Vice Pres |
| Michael T. Bradley<br>Executive Officer   | Vice President         |
| Lauren M. Connelly<br>Executive Officer   | Vice President and Sec |
| Charles E. Corpening<br>Executive Officer | Vice President         |
| Michael A. Delaney<br>Executive Officer   | Vice President and Man |
| Michael S. Gollner<br>Executive Officer   | Vice President         |
| Ian D. Hight<br>Executive Officer         | Vice President         |
| David Y. Howe<br>Executive Officer        | Vice President         |
| Darryl A. Johnson<br>Executive Officer    | Assistant Vice Preside |
| Byron L. Knief<br>Executive Officer       | Vice President         |
| Richard E. Mayberry<br>Executive Officer  | Vice President         |
| Thomas F. McWilliams<br>Executive Officer | Vice President         |

10 of 15 Pages

NAME, POSITION, CITIZENSHIP  
(UNITED STATES, UNLESS OTHERWISE INDICATED)

TITLE

|  |                        |
|--|------------------------|
| Anthony P. Mirra<br>Executive Officer    | Vice President & Assis |
| Paul C. Schorr<br>Executive Officer      | Vice President and Man |
| Joseph M. Silvestri<br>Executive Officer | Vice President         |
| James A. Urry<br>Executive Officer       | Vice President         |

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John D. Weber  
Executive Officer

Vice President

11 of 15 Pages

SCHEDULE B

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITIGROUP INC.

NAME, POSITION, CITIZENSHIP  
(UNITED STATES, UNLESS OTHERWISE INDICATED)

TITLE

C. Michael Armstrong  
Director

Chairman & Chief Executive Officer  
AT&T Corporation

Alain J. P. Belda  
Director  
Brazil

President & Chief Executive Officer  
Alcoa Inc.

George Davis  
Director

Chairman & Chief Executive Officer  
United Technologies Corporation

Kenneth T. Derr  
Director

Chairman, Retired  
Chevron Corporation

John M. Deutch  
Director

Institute Professor  
Massachusetts Institute of Technology

The Honorable Gerald R. Ford  
Honorary Director

Former President of the United States

Alfredo Harp-Helu  
Director  
Mexico

Chairman  
Grupo Financiero Banamex

Ann Dibble Jordan  
Director

Consultant

Reuben Mark  
Director

Chairman and Chief Executive Officer  
Colgate-Palmolive Company

Michael T. Masin  
Director

Vice Chairman and President  
Verizon Communications, Inc.

Dudley C. Mecum  
Director

Managing Director  
Capricorn Holdings

Richard D. Parsons  
Director

President  
AOL - Time Warner Inc.

Andrall E. Pearson  
Director

Founding Chairman  
Yum! Brands, Inc.

Roberto Hernandez Ramirez  
Director  
Mexico

Chairman, Banco Nacional  
de Mexico

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Robert E. Rubin  
 Director and  
 Executive Officer

Member of the Office of the Chair  
 Citigroup Inc.

12 of 15 Pages

NAME, POSITION, CITIZENSHIP  
 (UNITED STATES, UNLESS OTHERWISE INDICATED)

TITLE

Franklin A. Thomas  
 Director

Former President  
 The Ford Foundation

Sanford I. Weill  
 Director and  
 Executive Officer

Chairman and Chief Executive Offi  
 Citigroup Inc.

Arthur Zankel  
 Director

Managing Partner  
 Zankel Capital Advisors, LLC

Winfred F. W. Bischoff  
 Executive Officer  
 United Kingdom and Germany

Chairman  
 Citigroup Europe

Michael A. Carpenter  
 Executive Officer

Chief Executive Officer  
 Corporate and Investment Bank  
 Citigroup Inc.

Stanley Fischer  
 Executive Officer

Vice Chairman  
 Citigroup Inc.

Joan Guggenheimer  
 Executive Officer

Co-General Counsel  
 Citigroup Inc.

William P. Hannon  
 Executive Officer

Controller & Chief Accounting Offi  
 Citigroup Inc.

Thomas Wade Jones  
 Executive Officer

Chairman & Chief Executive Office  
 Global Investment Management and  
 Group

Deryck C. Maughan  
 Executive Officer  
 United Kingdom

Vice Chairman  
 Citigroup Inc.

Victor J. Menezes  
 Executive Officer

Chairman and Chief Executive Offi  
 Citibank, N.A.

Stephanie B. Mudick  
 Executive Officer

Co-General Counsel  
 Citigroup Inc.

Charles O. Prince, III  
 Executive Officer

Chief Operating Officer & Corpora  
 Citigroup Inc.

William R. Rhodes  
 Executive Officer

Senior Vice President  
 Citigroup Inc.

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13 of 15 pages

NAME, POSITION, CITIZENSHIP  
(UNITED STATES, UNLESS OTHERWISE INDICATED)  
-----

TITLE  
-----

Todd S. Thomson  
Executive Officer

Executive Vice President, Finance  
Chief Financial Officer  
Citigroup Inc.

Robert B. Willumstad  
Executive Officer

President  
Citigroup Inc.

14 of 15 Pages

EXHIBIT INDEX

1. Joint Filing Agreement, dated as of September 25, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.

15 of 15 Pages