

UNITED STATES OF AMERICA
CONSUMER FINANCIAL PROTECTION BUREAU

File No. 2015-CFPB-0015

**STIPULATION AND CONSENT
TO THE ISSUANCE OF
A CONSENT ORDER**

In the matter of:

**Citibank, N.A.; Department Stores
National Bank; and Citicorp Credit
Services, Inc. (USA)**

The Consumer Financial Protection Bureau (Bureau) intends to initiate an administrative proceeding against Citibank, N.A. (Bank), Department Stores National Bank (DSNB), and Citicorp Credit Services, Inc. (USA) (CCSI USA), under 12 U.S.C. §§ 5563 and 5565, for marketing, sale, administration, and retention practices relating to credit card add-on products in violation of the Consumer Financial Protection Act of 2010's (CFPA) prohibition on unfair or deceptive acts or practices, 12 U.S.C. §§ 5531, 5536 and the Telemarketing Sales Rule, 16 C.F.R. §§ 310.3, 310.4, and for violations of the CFPA's prohibition against deception for acts and practices used in connection with debt collection on delinquent DSNB credit card accounts.

Bank, in the interest of compliance and resolution of the matter, and without admitting or denying any wrongdoing, consents to the issuance of a Consent Order substantially in the form of the one to which this Stipulation and Consent to the

Issuance of a Consent Order is attached (Consent Order), and which is incorporated by reference.

In consideration of the above premises, Bank agrees to the following:

Jurisdiction

1. The Bureau has jurisdiction over this matter under Sections 1053 and 1055 of the CFPA, 12 U.S.C. §§ 5563, 5565.

Consent

2. Bank agrees to the issuance of the Consent Order, without admitting or denying any of the findings of fact or conclusions of law, except that Bank admits the facts necessary to establish the Bureau's jurisdiction over Bank and the subject matter of this action.
3. Bank agrees that the Consent Order will be deemed an "order issued with the consent of the person concerned" under 12 U.S.C. § 5563(b)(4), and agrees that the Consent Order will become a final order, effective upon issuance, and will be fully enforceable by the Bureau under 12 U.S.C. §§ 5563(d)(1) and 5565.
4. Bank voluntarily enters into this Stipulation and Consent to the Issuance of a Consent Order.
5. The Consent Order resolves only Bank's potential liability for law violations that the Bureau asserted or might have asserted based on the practices described in Section V of the Consent Order, to the extent such practices occurred before the Effective Date and the Bureau knows about them as of the Effective Date. Bank acknowledges that no promise or representation has been made by the Bureau or

any employee, agent, or representative of the Bureau, about any liability outside of this action that may have arisen or may arise from the facts underlying this action or immunity from any such liability.

6. Bank agrees that the facts described in Section V of the Consent Order will be taken as true and be given collateral estoppel effect, without further proof, in any proceeding before the Bureau based on the entry of the Consent Order, or in any subsequent civil litigation by the Bureau to enforce the Consent Order or its rights to any payment or monetary judgment under the Consent Order.
7. The terms and provisions of this Stipulation and the Consent Order will be binding upon, and inure to the benefit of, the parties hereto and their successors in interest. Nothing in this Stipulation or the Consent Order, express or implied, shall give to any person or entity, other than the parties hereto, and their successors hereunder, any benefit or any legal or equitable right, remedy, or claim under this Stipulation or the Consent Order.
8. Bank agrees that the Bureau may present the Consent Order to the Bureau Director for signature and entry without further notice.


Waivers

9. Bank, by consenting to this Stipulation, waives:
 - a. Any right to service of the Consent Order, and agrees that issuance of the Consent Order will constitute notice to Bank of its terms and conditions;
 - b. Any objection to the jurisdiction of the Bureau, including, without limitation, under section 1053 of the CFPA;

- c. The rights to all hearings under the statutory provisions under which the proceeding is to be or has been instituted; the filing of proposed findings of fact and conclusions of law; proceedings before, and a recommended decision by, a hearing officer; all post-hearing procedures; and any other procedural right available under 12 U.S.C. § 5563 or 12 CFR Part 1081;
- d. The right to seek any administrative or judicial review of the Consent Order;
- e. Any claim for fees, costs, or expenses against the Bureau, any of its agents or employees, or any other governmental entity, related in any way to this enforcement matter or the Consent Order, whether arising under common law or under the terms of any statute, including, but not limited to the Equal Access to Justice Act and the Small Business Regulatory Enforcement Fairness Act of 1996; for these purposes, Bank agrees that Bank is not the prevailing party in this action because the parties have reached a good faith settlement;
- f. Any other right to challenge or contest the validity of the Consent Order;
- g. Such provisions of the Bureau's rules or other requirements of law as may be construed to prevent any Bureau employee from participating in the preparation of, or advising the Director as to, any order, opinion, finding of fact, or conclusion of law to be entered in connection with this Stipulation or the Consent Order; and

h. Any right to claim bias or prejudgment by the Director based on the consideration of or discussions concerning settlement of all or any part of the proceeding.

The undersigned directors of Bank acknowledge having read this Stipulation and the Consent Order, and approve of Bank entering into this Stipulation.



Barbara J. Desoer
Director, Citibank, N.A.

7/15/15
Date




Duncan P. Hennes
Director, Citibank, N.A.

7/15/15
Date




Peter B. Henry
Director, Citibank, N.A.

7/15/15
Date



Eugene M. McQuade
Director, Citibank, N.A.

7/15/15
Date



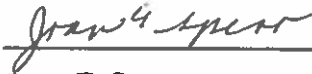
Gary M. Reiner
Director, Citibank, N.A.

7/15/15
Date



Anthony M. Santomero
Director, Citibank, N.A.

7/15/15
Date



Joan E. Spero
Director, Citibank, N.A.

7/15/15
Date



Diana L. Taylor
Director, Citibank, N.A.

7/15/15
Date



James S. Turley
Director, Citibank, N.A.

7/15/15
Date