

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Citigroup Private Equity (Offshore) LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Earber, John

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Arnold, George

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Benson, Todd

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Cabasso, Sheri

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Coeny, Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Cole, Carolyn

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Farnsworth, Craig

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Friedman, Darren

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Friedman, David

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jacobson, Blair

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 33 Cavendish Square, 8th Floor, London, W1G 0PW, U.K.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jain, Rakesh

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Weekes Jr., Townsend

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Womsley, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 33 Cavendish Square, 8th Floor, London, W1G 0PW, U.K.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Deluise, James

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hemmer, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ramanathan, Ranesh

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Smith, David				
Business or Residence Address (Number and Street, City, State, Zip Code)	c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Plata, Sonia				
Business or Residence Address (Number and Street, City, State, Zip Code)	c/o Citigroup Private Equity (Offshore) LLC, 388 Greenwich Street, New York, NY 10013				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citigroup Global Markets Limited				
Business or Residence Address (Number and Street, City, State, Zip Code)	Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, U.K.				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A.				
Business or Residence Address (Number and Street, City, State, Zip Code)	485 Lexington Avenue, New York, NY 10017				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citigroup Global Markets Inc.				
Business or Residence Address (Number and Street, City, State, Zip Code)	388 Greenwich Street, 18 th Floor, New York, NY 10013				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citigroup Global Markets Asia Limited				
Business or Residence Address (Number and Street, City, State, Zip Code)	50/F Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citigroup Global Markets Singapore Pte Limited				
Business or Residence Address (Number and Street, City, State, Zip Code)	1 Temasek Avenue #39-02, Millenia Tower, Singapore, 039192				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank International PLC				
Business or Residence Address (Number and Street, City, State, Zip Code)	41 Berkley Square, London, W1X 6NA, U.K.				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank Switzerland				
Business or Residence Address (Number and Street, City, State, Zip Code)	16 quai General-Guisan, P.O. Box 3946, 1211, Geneva 3, Switzerland				

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., London Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	41 Berkley Square, London, W1X 6NA, U.K.				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., Zurich Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	Reitergasse 9-11, 8002 Zurich, Switzerland				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., Geneva Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	Reitergasse 9-11, 8002 Zurich, Switzerland				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., New York Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	485 Lexington Avenue, New York, NY 10017				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., Hong Kong Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	30/F Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., Singapore Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	23 Church Street, #08-01 Capital Square, 049481, Singapore				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank, N.A., Jersey Channel Island Branch				
Business or Residence Address (Number and Street, City, State, Zip Code)	38 Esplanade, St. Helier, Jersey, JE4 82B				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	Citibank Canada Investment Funds Limited				
Business or Residence Address (Number and Street, City, State, Zip Code)	Citibank Place, 19 th Floor, 123 Front Street, Toronto, Ontario, M5J 2M3, Canada				
Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)	CitiTrust (Bahamas) Limited				
Business or Residence Address (Number and Street, City, State, Zip Code)	P.O. Box N-1576, Nassau, Bahamas				

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

PBG HK Omnibus A/C – Vista A/C No. 406608

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citibank, N.A. Singapore, 7th Floor, Tampines Junction, Singapore, 529653

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

PBG SG Omnibus A/C – Vista A/C No. 406607

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Citibank, N.A. Singapore, 7th Floor, Tampines Junction, Singapore, 529653

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$250,000
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Citigroup Global Markets Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, U.K.

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full Name (Last name first, if individual)

Citibank, N.A.

Business or Residence Address (Number and Street, City, State, Zip Code)

485 Lexington Avenue, New York, NY 10017

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

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Full Name (Last name first, if individual)

Citigroup Global Markets Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

388 Greenwich Street; 18th Floor, New York, NY 10013

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

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Full Name (Last name first, if individual)

Citigroup Global Markets Asia Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

50/F Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Citigroup Global Markets Singapore Pte Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

4 Temasek Avenue #39-02, Millenia Tower, Singapore, 039192

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Citibank International PLC

Business or Residence Address (Number and Street, City, State, Zip Code)

41 Berkley Square, London, W1X 6NA, U.K.

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Citibank Switzerland

Business or Residence Address (Number and Street, City, State, Zip Code)

16 quai General-Guisan, P.O. Box 3946, 1211, Geneva 3, Switzerland

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Citibank, N.A., London Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

41 Berkley Square, London, W1X 6NA, U.K.

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Full Name (Last name first, if individual)

CitiTrust (Bahamas) Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

P.O. Box N-1576, Nassau, Bahamas

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Citibank, N.A., Zurich Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

Reitergasse 9-11, 8002 Zurich, Switzerland

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Citibank, N.A., Geneva Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

Reitergasse 9-11, 8002 Zurich, Switzerland

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Citibank, N.A., New York Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

485 Lexington Avenue, New York, NY 10017

Name of Associated Broker or Dealer

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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Citibank, N.A., Hong Kong Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

30/F Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Citibank, N.A., Singapore Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

23 Church Street, #08-01 Capital Square, 049481, Singapore

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Citibank, N.A., Jersey Channel Island Branch

Business or Residence Address (Number and Street, City, State, Zip Code)

38 Esplanade, St. Helier, Jersey, JE4 82B

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Citibank Canada Investment Funds Limited

Business or Residence Address (Number and Street, City, State, Zip Code)

Citibank Place, 19th Floor, 123 Front Street, Toronto, Ontario, M5J 2M3, Canada

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....

All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$640,235,000	\$640,235,000
Other (Specify _____).	\$ _____	\$ _____
Total	\$640,235,000	\$640,235,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	72	\$640,235,000
Non-accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$139,050
Legal Fees	<input checked="" type="checkbox"/>	\$556,200
Accounting Fees	<input checked="" type="checkbox"/>	\$27,810
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$0*
Other Expenses (identify) <u>Consultants, information technology, and salaries</u>	<input checked="" type="checkbox"/>	\$139,050
Total	<input checked="" type="checkbox"/>	\$862,110

* Placement fees in an aggregate amount of \$419,000.00 have been paid separately by certain investors that have purchased securities in this offering. Such fees are not expenses of the issuer.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

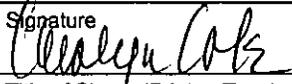
\$639,372,890

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments to Officers, Directors & Affiliates		Payments To Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>Direct or indirect private equity investments</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$639,372,890
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$639,372,890
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$639,372,890

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Citigroup Capital Partners II Offshore, L.P.	Signature 	Date December 21, 2006
Name of Signer (Print or Type) Carolyn Cole	Title of Signer (Print or Type) Vice President, Citigroup Private Equity (Offshore) LLC, general partner of the issuer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)