



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

December 16, 1997

Michael Bradfield, Esq.
Jones, Day, Reavis & Pogue
1450 G Street, N.W.
Washington, D.C. 20005

Dear Mr. Bradfield:

This is in response to the letter dated December 11, 1997, from Mr. Marinus Minderhoud in which ING Group ("ING"), Amsterdam, the Netherlands, requested a temporary exemption under section 4(c)(9) of the Bank Holding Company Act ("BHC Act") in connection with ING's proposed acquisition of Banque Bruxelles Lambert ("BBL"), Brussels, Belgium. ING's tender offer for the shares of BBL will close on December 17, 1997. BBL operates a branch in New York, New York. ING, which conducts certain activities in the United States that would not be permissible for a U.S. bank holding company, would become subject to the nonbanking restrictions of the BHC Act upon acquiring control of BBL. ING therefore has requested an exemption for a three-month period during which ING and BBL will determine how they will conform their operations to the BHC Act. ING has requested that during that three-month period it be permitted to conduct its business outside the United States without restriction and to continue its current U.S. business operations. Before the end of the three-month period, ING and BBL intend to submit a detailed plan for compliance and to request an additional exemption period from the Board.

The Board has determined that, subject to the conditions and limitations described herein, granting ING a temporary exemption under section 4(c)(9) of the BHC Act would not be substantially at variance with the purposes of the BHC Act and would be in the public interest. ING and BBL are both foreign organizations that conduct a predominantly foreign business, and ING's proposed acquisition of BBL is motivated by non-U.S. business reasons. Under these circumstances, the Board believes it would be in the public interest to limit the effects of U.S. regulation on a transaction such as this that occurs outside the United States for reasons unrelated to the U.S. market, provided that the exemption does not grant a substantial competitive advantage to the foreign organization or have other adverse effects in the United States.

In granting its consent, the Board has relied on the commitments made by ING. Specifically, ING has committed to keep its businesses in the United States separate from BBL in the same manner as the businesses of Nationale Nederlanden and ING Bank were separated under the provisions of the Board's letter to ING dated November 21, 1990, including a limitation on customer referrals or mutual provision of services in the United States. In addition, ING has committed that neither it nor any of its subsidiaries would expand banking activities by acquisition of any U.S. depository institution, or of all or substantially all the assets of a U.S. depository institution or of a company, bank, branch, or agency. Finally, ING has committed that any acquisition by ING in the United States would be subject to the satisfactory conclusion of prior review by the Board. Following the proposed acquisition, BBL would remain subject to the BHC Act to the same extent as before.

Based on all the facts of record, the Board has determined to grant ING's request. This determination is subject to the conditions imposed by the Board and the commitments noted above. The commitments relied upon in reaching this decision are conditions imposed in writing by the Board in connection with its findings and decision and may be enforced in proceedings under applicable law.

ING also has requested temporary limited relief from its commitment, made in connection with the closing of ING Bank's branch in New York, not to take deposits in the United States in order to permit BBL to continue taking deposits at its New York branch following consummation of the proposed transaction and until it is determined how ING and BBL will comply with the requirements of the BHC Act. In view of the considerations discussed above, the Board has determined to grant the relief requested. This approval should not be construed as granting relief from any other conditions or commitments to which ING may be subject.

Very truly yours,



Jennifer J. Johnson
Deputy Secretary of the Board