



STOCK EXCHANGE			
Regulatory Information Circular			
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**Subject: Citigroup Funding Inc. Stock Market Upturn Notes**

**Information on the Notes**

Citigroup Funding Inc. (the “Issuer”) has issued Stock Market Upturn Notes (“Notes”) based upon the S&P 500 Index (the “Index”). The Notes were priced at \$10 each and mature on May 7, 2009.

At maturity, investors will receive \$10.00 per Note plus:

A. If the Ending Value is less than or equal to the Starting Value:

$$\$10.00 \times \text{the Equity Return Percentage}$$

This number will be either zero or a negative number.

B. If the Ending Value is greater than the Starting Value:

$$\$10.00 \times (300\% \times \text{the Equity Return Percentage})$$

Payment at maturity cannot be greater than \$12.00 per each note.

The Starting Value equals: 1,330.61. The Ending Value will be calculated shortly before maturity. Investors should refer to the prospectus and/or pricing supplement for more details regarding the calculations.

The Equity Return Percentage will be computed as follows:

$$\frac{\text{Ending Value} - \text{Starting Value}}{\text{Starting Value}}$$

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stock comprising the Index, and the credit ratings of the Issuer.

The Trustee for the securities is The Bank of New York.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members (“Equity EAMs”) trading the shares during the Pre-Market Session are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value (“IIV”). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

**This Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust’s Registration Statement, SAI, Prospectus and the Fund’s website for relevant information.**

**Appendix A**  
**Exchange-Traded Fund Symbol CUSIP Number**

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
	Citigroup Funding Inc. Stock Market	17311G185
SVE	Upturn Notes Based upon the S&P 500 Index	