



Information Circular: Citigroup Funding Inc. Index-Linked Notes

To: Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

From: BX Listing Qualifications Department

DATE: January 15, 2009

Index-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. Stock Market Upturn Notes Based upon the Performance of the S&P 500 Index	SRU	17313T706

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued Stock Market Upturn Notes ("Notes") based on the performance of the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature on October 6, 2009.

At Maturity, for each \$10.00 Note, investors will receive:

1. If the Equity Return Percentage is positive, the product of (i) \$10, (ii) the Equity Return Percentage and (iii) the Upside Participation Rate provided that the payment at maturity, including principal, does not exceed \$12.00 (or a maximum of 20%) per each Note; or
2. If the Equity Return Percentage is zero or negative, the product of \$10 and the Equity Return Percentage.

The Equity Return Percentage will be computed as follows:

$$\frac{\text{Final Equity Level} - \text{Initial Equity Level}}{\text{Initial Equity Level}}$$

The Initial Equity Level is 1,314.29. The Final Equity Level will be the closing level of the Index on the Valuation Date.

The Upside Participation Rate is 300%. The Valuation Date will be October 1, 2009.

Please see the prospectus for the Notes for more details regarding the calculations.

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 stocks comprising the Index, and the credit ratings of the Issuer.

Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes will trade from 8:00 a.m. until 7:00 p.m. Eastern Time. Additional risks may exist with respect to trading the Notes during BX's Pre-Market and Post-Market sessions, when the Index's value may not be disseminated.

Trading of the Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in the BX Conduct Rules.

Members 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 Information Circular is not a statutory prospectus. BX members should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

- [Will Slattery](#), BX Listing Qualifications, at 301.978.8088
- [BX Market Sales](#) at 800.846.0477