

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2008-362	<b>Contact:</b>	Russ Davidson
<b>Date:</b>	November 7, 2008	<b>Telephone:</b>	(646) 805-1857

**Subject: Citigroup Funding Market Upturn Notes**

**Information on the Notes**

ISE will begin trading Citigroup Funding Inc. Stock Market Upturn Notes Based Upon the Nikkei 225 Stock Average. The new securities were issued at \$10.00 per unit and mature on December 4, 2008.

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

- A. If the Ending Value is less than or equal to the Starting Value, (i) \$10.00 and (ii) the Equity Return Percentage.
- B. If the Ending Value is greater than the Starting Value, (i) \$10.00, (ii) the Equity Return Percentage and (iii) the Participation Rate of 300%. Payment at maturity cannot be greater than \$12.85 per each note.

The Starting Value equals: 16,301.39

The Equity Return Percentage will be computed as follows:

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

Since all payments (whether of coupon or principal) that may be due to the holders of the notes are the sole responsibility of the Issuer, it is the credit of Citigroup Funding Inc., which stands behind SZF.

Member and member organizations should advise purchasers that underlying securities are not involved in the subject offering and have no obligation with respect to these securities whatsoever, including any obligations with respect to the principal amount to be paid at maturity, or to take the needs of the Issuer or holders into consideration. The notes are a series of unsecured debt issued by Citigroup Funding Inc. and will be issued in book-entry form. The Trustee for the securities is The Bank of New York.

The market value of SZF will depend substantially on the value of the Nikkei 225 Stock Average. Other factors that will likely affect the trading value of SZF are fluctuations in interest rates, volatility of the Index, time remaining to maturity, the credit rating of the Issuer and dividend yields on the stocks comprising the Index.

Contact your Tax Advisor for information concerning taxation.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 8:00 a.m. until 5:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Extended Market Sessions 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 Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended 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

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
SZF	Citigroup Funding Inc. Stock Market Upturn Notes Based Upon the Nikkei 225 Stock Average	17311G557