



Information Circular: Citigroup Funding Inc. PACERS

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

Equity-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. 10% Premium Mandatory Callable Equity Linked Securities Linked to the ADRs of Companhia Vale do Rio Doce	PBA	17311G522

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued 10% Premium Mandatory Callable Equity Linked Securities ("ELKS") linked to the ADRs of Companhia Vale do Rio Doce ("Rio Doce"). The ELKS were priced at \$10 each and mature on August 11, 2009.

As more fully set forth in the Prospectus Supplement, the aforementioned security will provide a 10% annual interest rate, payable quarterly. The PACERS will rank equally with all other unsecured and unsubordinated debt of Citigroup Funding Inc. The PACERS are mandatorily callable by the Issuer in whole on each Mandatory Call Date if the closing level of the Underlying ADR on such date is equal to or greater than the Initial ADR Level. If the PACERS are called, investors will receive the sum of (i) \$10 and (ii) the applicable Mandatory Call Premium for each PACERS.

The Mandatory Call Dates semi-annually commence on any of the three trading days beginning November 4, 2008; February 4, 2009, May 4, 2009, and August 4, 2009. The PACERS are not principal protected.

At maturity, if not called by the Valuation Date, each \$10 PACERS will equal either:

- (1) If the price of the Underlying ADR did not trade at a level equal to or below \$21.64 (75% of the Initial ADR Level) at any time from the Pricing Date up to and including the Valuation Date, \$10.00 for each PACERS; or
- (2) If the price of the Underlying ADR did close at a level equal to or below \$21.64 (75% of the Initial ADR Level) on any trading day from the Pricing Date up to and including the Valuation Date, then investors will receive a number of shares of the Underlying ADR equal to the Exchange Ratio for each \$10 unit.

The Exchange Ratio for each \$10.00 unit is 0.34662 shares of a Rio Doce ADR.

The Initial ADR level equals: \$28.85

Since all payments which may be due to holders of PACERS are the sole responsibility of the Issuer, it is the credit of Citigroup Funding Inc. which stands behind the PACERS.

Investors in PACERS will not be entitled to any rights with respect to Rio Doce until such time as the Issuer shall deliver Rio Doce shares to investors in the PACERS, if applicable.

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

Investors should note that Rio Doce is not involved in the subject offering and has 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 of PACERS into consideration. Any dividends or distributions to the underlying common stock will not be paid to holders of PACERS.

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

Trading in the PACERS on BX is on a UTP basis and is subject to BX equity trading rules. The PACERS will trade from 8:00 a.m. until 7:00 p.m. Eastern Time. Additional risks may exist with respect to trading the PACERS during BX's Pre-Market and Post-Market sessions.

Trading of the PACERS on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the PACERS 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 PACERS 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