



Information Circular: Citigroup Funding Inc. Stock Market Upturn Notes

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., Stock Market Upturn Notes Based Upon the U.S.-Europe-Japan Basket	SJP	17311G649

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued Stock Market Upturn Notes ("Notes") based upon the U.S.-Europe-Japan Basket ("Index Basket"). The Notes were issued at \$10 per security with a Maturity Date of February 4, 2009.

The Index Basket is a basket based on the weighted returns of three equity indices: the Dow Jones Industrial Average, the Dow Jones EURO STOXX 50 Index, and the Nikkei 225 Stock Average. Initially, the Dow Jones Industrial Average will comprise 70% of the value of the Index Basket and the Dow Jones EURO STOXX 50 Index and the Nikkei 225 Stock Average will each comprise 15% of the value of the Index Basket. The percentage of the value of the Index Basket represented by each index will vary over the term of the Notes.

At maturity, for each \$10 Note, investors will receive \$10 plus the Note Return Amount.

Note Return Amount:

- 1) If the Equity Return Percentage is positive, $\$10 * \text{Equity Return Percentage} * 300\%$, provided, however, that the total amount payable at maturity, including principal, cannot exceed \$11.90 per Note; or
- 2) If the Equity Return Percentage is zero, \$0; or
- 3) If the Equity Return Percentage is negative, $\$10 * \text{Equity Return Percentage}$, which will be negative

Equity Return Percentage:

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

The Index Basket Starting Value is 100. The Index Basket Ending Value will be calculated on the Valuation Date, which will be three business days before the Maturity Date.

The Notes are not principal protected and do not offer current income, which means that investors will not receive any periodic interest or other payments on the Notes prior to maturity. Since all payments 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 the Notes.

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

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

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 (ET). For trading during BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Funds during these sessions, when the underlying index's values 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:

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