



Information Circular: Citigroup Funding Inc. Index-Linked Notes

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

From: PHLX Listing Qualifications Department

Index-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. 3% Minimum Coupon Principal Protected Notes Based Upon the S&P MidCap 400 Index	MBF	17313G126

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued 3% Minimum Coupon Principal Protected Notes ("Notes") based upon the S&P MidCap 400 Index (the "Index"). The Notes were priced at \$10 each and mature in 2014.

The Notes will pay a coupon per coupon period at a variable rate which will not be less than 3% per coupon period and will depend upon the return of the Index during each coupon period. A coupon period will begin on the last index business day of the preceding coupon period, except for the first coupon period which will begin on the date the Notes are priced for initial sale to the public (which we refer to as the pricing date), and end approximately one year later. A coupon amount is payable five business days after the end of each coupon period in June 2010; June 2011; June 2012; June 2013; and on the maturity date (each of which is referred to as a coupon payment date). The exact dates will be determined on the pricing date.

The coupon amount payable on each coupon payment date will depend upon the closing value of the Index on each index business day during the related coupon period, will be based on the percentage change in the closing value of the Index during such coupon period and will not be less than \$0.30 (3% of \$10 principal amount per Note) per Note nor be greater than an amount to be determined on the pricing date. Thus, for each \$10 principal amount Note held, you will receive on each coupon payment date either:

- an amount equal to the product of (a) \$10 and (b) the percentage change in the closing value of the Index from the first index business day of the related coupon period through the last index business day of the coupon period (which we refer to as the index percentage change), if (i) the closing value of the Index on every index business day during the coupon period is less than or equal to approximately 123% to 128% (to be determined on the pricing date) of the closing value of the Index on the first index business day of the coupon period (which we refer to as the starting value) and (ii) the index percentage change is greater than 3%; or
- an amount equal to \$0.30 (3% of \$10 principal amount per Note), in all other cases.

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

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 PHLX's PSX system is on a UTP basis and is subject to PHLX rules. The Notes will trade on PSX from 9:00 a.m. until 5:00 p.m. Eastern Time. For trading during PSX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's value or similar value may not be disseminated.

PHLX will halt trading in the Notes in accordance with PHLX Rule 3100. The grounds for a halt under these rules include a halt by the primary market because the value of the underlying index or a similar value is not being disseminated as required, or a halt for other regulatory reasons. In addition, PHLX will also stop trading the Shares Notes if the primary market delists the Notes.

Members and member organizations recommending transactions in the Notes to customers should make a determination that the securities are suitable for the customer, as provided by PHLX Rule 763.

PSX members and member organizations also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds broker-dealers 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. PHLX members and member organizations should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, PHLX Listing Qualifications, at 301.978.8088
- PSX Market Sales at 800.846.0477