



Information Circular: Citigroup Funding Inc. Index-Linked Notes

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

From: William Slattery, PHLX Listing Qualifications Department

Index-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. Buffer Notes Based Upon the S&P 500 Index	BEJ	17313G183

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued Buffer Notes ("Notes") based upon the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature in 2011.

At maturity, investors will receive:

- If the Final Index Level is greater than or equal to the Initial Index Level, \$10 plus an amount equal to the product of:
 - (i) \$10;
 - (ii) the Index Return Percentage; and
 - (iii) the Upside Participation Rate (300%).

However, the payment at maturity cannot be greater than an amount to be determined at pricing (a maximum return of between approximately 35% to 40%) per each Note.

- If the Final Index Level is less than the Initial Index Level by 10% or less, \$10.00.
- If the Final Index Level is less than the Initial Index Level by more than 10%, \$10 plus an amount equal to the product of:
 - (i) \$10; and
 - (ii) the Index Return Percentage plus 10%.

If the Final Index Level declines by more than 10% of the Initial Index Level, the payment at maturity will be less than the original issue price of \$10.

The Index Return Percentage will be computed as follows:

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

The Initial Index Level will be determined on or near the pricing date. The Final Index Level will be calculated near the maturity date.

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 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:

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