

STOCK EXCHANGE			
Regulatory Information Circular			
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**Subject: Citigroup 3% Minimum Coupon Principal Protected Notes Based Upon the Russell 2000 Index**

**Background Information on the Security**

As more fully set forth in the prospectus supplement, the Citigroup 3% Minimum Coupon Principal Protected Notes Linked to the Russell 2000 Index due March 10, 2014 (the “Securities” or “Notes”) will have a \$10 principal amount. The Notes are a series of debt securities issued under the senior debt indenture described in the prospectus. The securities will bear no interest. At maturity, the Notes will provide the sum of (i) \$10.00 plus (ii) the last Coupon Amount payable on the Note based upon the Index Percentage Change during the related Coupon Period as follows:

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 underlying index from the first index business day of the related coupon period through the last index business day of the coupon period (the index percentage change), if (i) the closing value of the underlying index on every index business day during the coupon period is less than or equal to 137% of the closing value of the underlying index on the first index business day of the coupon period (referred 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.

Since all potential payments (whether of coupon or principal) to the Holders of these Notes, are the sole responsibility of the Issuer, it is the creditworthiness of Citigroup Funding Inc. that stands behind **MOU**.

The Notes may have special redemption features. These features may affect the determination of whether a note has the maturity of not more than one year, and is therefore a short-term note.

The notes are a series of unsecured senior debt securities issued by Citigroup Funding Inc. and will be issued in book-entry form. The Trustee for the securities is The Bank of New York Mellon, formerly known as The Bank of New York.

It is expected that the market value of Principal-Protected Notes Linked to the Russell 2000 Index will depend substantially on the value of the Russell 2000 Index and be affected by a number of other interrelated factors including, among other things: the

general level of interest rates, the volatility of the Russell 2000 Index, the time remaining to maturity, the dividend yields of the stocks comprising the Index, and the credit ratings of the Issuer.

For additional information regarding the Notes, including the applicable risk factors, please consult the Prospectus Supplement, filed with the Securities and Exchange Commission by Citigroup Funding Inc.

### **Exchange Rules Applicable to Trading in the Shares**

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

### **Trading Hours**

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 8:00 p.m. Eastern Time. 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.

### **Trading Halts**

ISE will halt trading in the Shares of a Trust in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares of a Trust if the primary market de-lists the Shares.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

**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>
MOU	3% Minimum Coupon Principal Protected Notes Based Upon the Russell 2000 Index Due March 10, 2014