



Information Circular: Citigroup Funding Inc. Stock Market Upturn Notes

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

From: William Slattery, Director, NASDAQ Listing Qualifications Department

DATE: April 25, 2007

Stock Market Upturn Notes	Symbol	CUSIP Number
Citigroup Funding Inc. Stock Market Upturn Notes Linked to the Nikkei 225 Index	SNQ	17311G839

Citigroup Funding Inc. ("Issuer") has issued Stock Market Upturn Notes ("Notes") linked to the Nikkei 225 Index ("Index"). The Notes were issued at \$10.00 per unit and mature on August 8, 2008.

At Maturity for each \$10.00 unit, investors will receive:

- (A) If the Final Index Level is less than or equal to the Initial Index Level:
 - (i) \$10.00 minus
 - (ii) \$10 X the Index Return Percentage.

- (B) If the Final Index Level is greater than the Initial Index Level:
 - (i) \$10.00 plus
 - (ii) \$10 X the Index Return Percentage (subject to maximum payment).

Payment at maturity cannot be greater than \$12.70 per unit.

The Index Return Percentage will be computed as follows:

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

Since all payments (whether of coupon or principal) 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 Notes will be issued in book-entry form. The Trustee for the securities is The Bank of New York.

The market value of the Notes will depend substantially on the value of the Nikkei 225 Index. Other factors that will likely affect the trading value of the Notes are fluctuations in interest rates, volatility of the Index, time remaining to maturity, the credit rating of the Issuer and dividend yields on the stocks comprising the Index.

Unlike ordinary debt securities, the Notes do not pay interest. Investing in the Notes is not equivalent to investing in the Index or its component stocks. The Notes are not principal protected.

Trading in the Notes on NASDAQ is subject to [NASDAQ equity trading rules](#). The Notes will trade from 7:00 a.m. until 8:00 p.m., Eastern Time (ET). The SEC short sale rule (SEC Rule 10a-1) applies to trading in the Notes.

Trading of Notes on NASDAQ is subject to the provisions of [NASDAQ Rule 2310](#). Members recommending transactions in 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 NASDAQ 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. NASDAQ members should consult the registration statement or prospectus for the Notes product for additional information.

Inquiries regarding this Information Circular should be directed to:

- [Will Slattery](#), Director, NASDAQ Listing Qualifications, at 301.978.8088
- [NASDAQ Market Sales](#) at 800.846.0477