



STOCK EXCHANGE			
Regulatory Information Circular			
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Subject: Citigroup Funding Inc. Stock Market Upturn Notes

Information on the Notes

Citigroup Funding Inc. (the “Issuer”) has issued Stock Market Upturn Notes (“Notes”) based upon the Dow Jones EURO STOXX 50 Index (the “Index”). The Notes were priced at \$10 each and mature on February 6, 2009.

At maturity, for each \$10 Note, investors will receive \$10 plus the Note Return Amount. The Note Return Amount is calculated as follows:

- If the Equity Return Percentage is positive:
 $\$10 \times \text{Equity Return Percentage} \times 300\%$
- If the Equity Return Percentage is zero, \$0.
- If the Equity Return Percentage is negative:
 $\$10 \times \text{Equity Return Percentage (which will be negative)}$

The total amount payable at maturity, including principal, cannot exceed \$12.00 per Note.

The Equity Return Percentage will be calculated as follows:

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

The Index Starting Value is 4,412.12. The Index Ending Value will be the closing value of the Index on the Valuation Date. The Valuation Date will be three days before the maturity date.

Investors should note that the underlying securities are not involved in the subject offering and have no obligation with respect to the Notes whatsoever, including any obligations with respect to the principal amount to be paid at maturity, or to take the needs of the Issuer or holders of the Notes into consideration. The Notes are a series of unsecured debt issued by Citigroup Funding Inc. and will be issued in book entry form.

Since all payments which may be due to holders of Notes are the sole responsibility of the Issuer, it is the credit of Citigroup Funding Inc. which stands behind the securities.

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.

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

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Pre-Market Session 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 Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs 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 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
Exchange-Traded Fund Symbol CUSIP Number

Ticker	Fund Name	CUSIP Number
	Citigroup Funding Inc. Stock Market	17311G441
SOG	Upturn Notes Based Upon the Dow Jones EURO STOXX 50 Index	