



Information Circular: Stock-Market Upturn Notes

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

From: William Slattery, Director, NASDAQ Listing Qualifications Department

DATE: February 27, 2007 (**Updated March 29, 2007**)

The NASDAQ Stock Market LLC (“NASDAQ”) began operating as a national securities exchange for trading non-NASDAQ listed securities on February 12, 2007. As a result, certain Citigroup Stock Market Upturn Notes (“Notes”) that have previously traded through our systems on an over-the-counter basis are being traded by NASDAQ as an exchange on an unlisted trading privileges (UTP) basis for the first time. See Appendix A for a listing of select Notes that commenced trading on NASDAQ on a UTP basis on February 12, 2007.

Appendix A contains links to information circulars regarding the Notes prepared by their listing market, The American Stock Exchange. NASDAQ members should consult these information circulars, which contain important information about the characteristics of the Notes and the principal risks of an investment in the Notes.

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. SEC Rule 10a-1 (the SEC short sale rule) applies to trading in the Notes.

Trading of Notes on NASDAQ is subject to the provisions of [NASDAQ Rule 2310](#). Members recommending transactions in the 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 for additional information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, Director, NASDAQ Listing Qualifications, at 301.978.8088
- NASDAQ Office of General Counsel at 301.978.8400
- NASDAQ Market Sales at 800.846.0477

Appendix A – Stock Market Upturn Notes

Index-Linked Notes Symbol CUSIP Number

Stock Market SMK 17308C619
http://www.amex.com/amextrader/dailylist/data/relFiles/icSMK_032806.pdf
Upturn Notes
Linked to the
S&P 500, due
July 12, 2007

Stock Market SZN 17308C445
http://www.amex.com/amextrader/dailylist/data/relFiles/icSZN_052506.pdf
Upturn Notes
Linked to the
Nikkei 225 Index,
due August 29, 2007

Stock Market SEM 17308C387
http://www.amex.com/amextrader/dailylist/data/relFiles/icSEM_062706.pdf
Upturn Notes
Linked to the
Dow Jones EURO
STOXX 50 Index,
due October 9, 2007

Stock Market SSM 17308C775
http://www.amex.com/amextrader/dailylist/data/relFiles/icSSM_112105.doc
Upturn Notes
linked to the S&P 500 Index
when issued, due
May 29, 2007

Stock Market SKJ 17308C213
http://www.amex.com/amextrader/dailylist/data/relFiles/icSKJ_112706.pdf
Upturn Notes
linked to the
Dow Jones Industrial Average,
due June 6, 2008