



Information Circular: Citigroup Funding Inc. LASERS

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

LASERS	Symbol	CUSIP Number
Citigroup Funding Inc. Index LASERS Based Upon the U.S.-Europe-Japan Basket	IBF	17311G300

Information on the LASERS

The Index LeAding StockmarkEt Return Securities ("LASERS") based Upon the U.S.-Europe-Japan Basket due 2010 are index-linked securities issued by Citigroup Funding Inc. that have a maturity of approximately 3 years. Some key characteristics of the LASERS include:

- **Leveraged Upside Participation.** The LASERS are index-linked investments that offer investors leveraged participation in the upside growth potential of the Underlying Basket which is comprised of three equity sub-indices: the S&P 500 Index, the Dow Jones EURO STOXX 50 Index and the Nikkei 225 Stock Average. Thus, if the performance of the Underlying Basket is positive (the Ending Value of the Underlying Basket is greater than its Starting Value), then you will participate in such positive return at a rate of approximately 135% to 145% (to be determined on the Pricing Date). If the performance of the Underlying Basket is negative (the Ending Value of the Underlying Basket is less than its Starting Value) and its closing value on any trading day during the term of the LASERS has declined 25% or more (to be determined on the Pricing Date) from its Starting Value, you will participate fully in such decline, but not on a leveraged basis.
- **No Current Income.** The LASERS do not offer any current income or distributions, which means that you will not receive any periodic interest or other payments on the LASERS prior to the Maturity Date. Further, you will not be entitled to any of the dividend payments or other distributions, if any, made on the stocks included in the three sub-indices that comprise the Underlying Basket.
- **No Principal Protection.** If the performance of the Underlying Basket is negative, at maturity you will receive \$10 in cash unless the closing value of the Underlying Basket on any index business day after the Pricing Date up to including the Valuation Date is less than or equal to approximately 75 (a decrease of approximately 25%, to be determined on the Pricing Date, from its Starting Value of 100). In that case, you will participate fully in such decline and the value of the LASERS at maturity will be less than the amount of your initial investment and could be zero, in which case your investment in the LASERS will result in a loss. Accordingly, while the LASERS may provide limited protection against the decline in the value of the Underlying Basket, the LASERS are not principal protected .

The LASERS are a series of unsecured senior debt securities issued by Citigroup Funding. Any payments due on the LASERS are fully and unconditionally guaranteed by Citigroup Inc., Citigroup Funding's parent company. The LASERS will rank equally with all other unsecured and unsubordinated debt of Citigroup Funding, and as a result of the guarantee any payments due at maturity will rank equally with all other unsecured and unsubordinated debt of Citigroup. The return of the principal amount of your investment in the Index LASERS is not guaranteed.

Please see the prospectus for the LASERS for more details.

Trading in the LASERS on BX is on a UTP basis and is subject to BX equity trading rules. The LASERS will trade from 8:00 a.m. until 7:00 p.m. Eastern Time. Additional risks may exist with respect to trading the LASERS during BX's Pre-Market and Post-Market sessions, when the Index's value may not be disseminated.

Trading of the LASERS on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Certificates 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 BX 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. BX members should consult the registration statement or prospectus for the LASERS for additional information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, BX Listing Qualifications, at 301.978.8088
- BX Market Sales at 800.846.0477