



## Information Circular: Citigroup Funding Inc. Index-Linked Notes

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

**From:** NASDAQ Listing Qualifications Department  
BX Listing Qualifications Department

**DATE:** September 25, 2009

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Index-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. 2% Minimum Coupon Principal Protected Notes Based Upon the S&P 500 Index	MHC	17313T359

### Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued 2% Minimum Coupon Principal Protected Notes ("Notes") based upon the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature in 2014.

The Notes are 100% principal protected if held to maturity, subject to the credit risk of the Issuer. The Notes will pay a coupon per coupon period at a variable rate which will not be less than 2% per coupon period and will depend upon the return of the Index during each coupon period. A coupon period will begin on the last index business day of the preceding coupon period, except for the first coupon period which will begin on the date the notes are priced for initial sale to the public (the pricing date), and end approximately one year later. A coupon amount is payable five business days after the end of each coupon period in September 2010; September 2011; September 2012; September 2013; and on the maturity date (each of which we refer to as a coupon payment date).

The coupon amount payable on each coupon payment date will depend upon the closing value of the Index on each index business day during the related coupon period, will be based on the percentage change in the closing value of the Index during such coupon period and will not be less than \$0.20 (2% of \$10 principal amount per note) per note nor be greater than approximately \$2.00 to \$2.50 (20% to 25% of \$10 principal amount per note) per note (to be determined on the pricing date). Thus, for each \$10 principal amount note held, you will receive on each coupon payment date either:

- 1) an amount equal to the product of (a) \$10 and (b) the percentage change in the closing value of the Index from the first index business day of the related coupon period through the last index business day of the coupon period (which we refer to as the index percentage change), if (i) the closing value of the Index on every index business day during the coupon period is less than or equal to approximately 120% to 125% (to be determined on the pricing date) of the closing value of the Index on the

- first index business day of the coupon period (which we refer to as the starting value) and (ii) the index percentage change is greater than 2%; or
- 2) an amount equal to \$0.20 (2% of \$10 principal amount per note), in all other cases.

Please see the prospectus for the Notes for more details regarding the calculations and details regarding the Index.

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.

Trading in the Notes on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes will trade on NASDAQ from 7:00 a.m. until 8:00 p.m. Eastern Time. The Notes will trade on BX from 8:00 a.m. until 7:00 p.m. Eastern Time. For trading during Nasdaq's and BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's value or similar value may not be disseminated.

NASDAQ will halt trading in the Notes in accordance with NASDAQ Rule 4120. BX will halt trading in the Notes in accordance with BX Equity Rule 4120. The grounds for a halt under these rules include a halt by the primary market because the value of the underlying index or a similar value is not being disseminated as required, or a halt for other regulatory reasons. In addition, NASDAQ and BX will also stop trading the Notes if the primary market de-lists the Notes.

Trading of the Notes on NASDAQ is subject to the provisions of NASDAQ Rule 2310. Trading of the Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes to customers should make a determination that the securities are 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 and BX Conduct Rules.

Nasdaq members and BX 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 and BX members should consult the registration statement or prospectus for the Notes for additional information.**

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Inquiries regarding this Information Circular should be directed to:

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