



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: Citigroup 3% Minimum Coupon Principal Protected Notes Based Upon the S&P 500 Index**

### **Background Information on the Security**

As more fully set forth in the Prospectus Supplement (No. 333-157386), the Citigroup 3% Minimum Coupon Principal Protected Notes Linked to the S&P 500 Index due May 12, 2014 (the "Securities" or "Notes") will have a \$10 principal amount. The Notes are investments linked to an equity index offered by Citigroup Funding Inc. and have a maturity of approximately five years. The Notes are 100% principal protected if held to maturity, subject to the credit risk of Citigroup Inc. The term of each Coupon Period will be approximately one year. At maturity, the investor will receive an amount in cash equal to his or her initial investment plus the last Coupon Amount.

For each \$10 principal amount note held, the investor will receive on each coupon payment date either an amount equal to the product of (a) \$10 and (b) the Index Percentage Change, if the closing value of the Underlying Index on every Index Business Day during the related Coupon Period is less than or equal to approximately 127% to 132% (to be determined on the Pricing Date) of the applicable Starting Value and if the Index Percentage Change is greater than 3%; or (ii) an amount equal to \$0.30 (3% of \$10 principal amount per Note), in all other cases.

The Notes are subject to the credit risk of Citigroup Inc., Citigroup Funding's parent company and the guarantor of any payments due on the Notes. Since all potential payments (whether of coupon or principal) to the Holders of these Notes, are the sole responsibility of the Issuer, it is the creditworthiness of Citigroup Funding Inc. that stands behind **MYP**.

It is expected that the market value of Principal-Protected Notes Linked to the S&P 500 Index will depend substantially on the value of the S&P 500 Index and be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the S&P 500 Index, the time remaining to maturity, the dividend yields of the stocks comprising the Index, and the credit ratings of the Issuer.

For additional information regarding the Notes, including the applicable risk factors, please consult the Prospectus Supplement, filed with the Securities and Exchange Commission by Citigroup Funding Inc.

### **Exchange Rules Applicable to Trading in the Notes**

The Notes are considered equity securities, thus rendering trading in the Notes subject to the Exchange's existing rules governing the trading of equity securities.

## **Trading Hours**

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) 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 Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

## **Trading Halts**

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

## **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

**This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>
MYP	3% Minimum Coupon Principal Protected Notes Based Upon the S&P 500 Index Due May 12, 2014