



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: Citigroup Funding Inc. Equity Linked Securities ELKS Based Upon the Common Stock of The General Electric Company Due September 22, 2010**

**Background Information on the Notes**

As more fully set forth in the Registration Statement (333-157386), the Citigroup Funding Equity Linked Security ELKS based upon the common stock of The General Electric Company. ("General Electric") were issued at \$10.00 and mature on September 22, 2010.

Equity Linked Securities, or ELKS, are equity-linked investments that offer current income as well as limited protection against the decline in the price of the common stock on which the ELKS are based. The ELKS based upon the common stock of General Electric have a maturity of approximately thirteen months and are issued by Citigroup Funding Inc. The ELKS will pay a semi-annual coupon equal to approximately 11% per annum. As described in the prospectus, at maturity, investors will receive for each \$10 ELKS: (1) a fixed number of shares of the Underlying Equity (or, at the option of the investor, the cash equivalent thereof), equal to the exchange ratio if the underlying equity trades at a price equal to or below \$9.94 (70.00% of the Initial Equity Price) at any time during the term of the ELKS, or (2) \$10 in cash.

The ELKS are subject to the credit risk of Citigroup Inc., Citigroup Funding's parent company and the guarantor of any payments due on the ELKS.

The issuer of the Underlying Equity is not involved in the offering of the ELKS and has no obligations relating to the ELKS. Holders of the ELKS will not be entitled to any rights with respect to General Electric's common stock (including, without limitation, voting rights or rights to receive dividends or other distributions in respect thereof) prior to receiving shares of common stock at maturity, if applicable.

The ELKS are a series of unsecured senior debt securities issued by Citigroup Funding. Any payments due on the ELKS are fully and unconditionally guaranteed by Citigroup Inc., Citigroup Funding's parent company. The ELKS will rank equally with all other unsecured and unsubordinated debt of Citigroup Funding and any payments due under the ELKS will rank equally with all other unsecured and unsubordinated debt of Citigroup Inc. The return of the principal amount of an investor's investment in the ELKS at maturity is not guaranteed. Citigroup Investment Research or other affiliates of Citigroup Funding may publish research reports or otherwise express opinions or provide recommendations from time to time regarding General Electric's common stock or other matters that may influence the price of General Electric's common stock and, therefore, the value of the ELKS. Any research, opinion or recommendation expressed by Citigroup Investment Research or other Citigroup Funding

affiliates may not be consistent with purchasing, holding or selling the ELKS. Other factors, many of which are beyond the issuer's control, will also influence the value of the ELKS. One can expect that generally the market price of the underlying common stock shares on any day will affect the value of the ELKS

more than any other single factor. Other factors that may influence the value of the ELKS include: supply and demand for the ELKS, volatility of the underlying stock, interest rates, economic, financial, political and regulatory or judicial events. In addition, the time remaining to maturity and the credit worthiness of Citigroup Funding Inc. may influence the pricing of the ELKS.

For additional information regarding the Securities, including risks, please consult the pricing supplement.

### **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.

**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>	<b>Cusip</b>
ESM	Citigroup Funding Inc. Equity Linked Securities ELKS Based Upon the Common Stock of The General Electric Company Due September 22, 2010	17313T425