



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: Buffer Notes Based Upon the S&P 500 Index Due December 8, 2010**

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

As more fully set forth in the prospectus supplement of Citigroup Funding Inc., the Buffer Notes Based Upon the S&P 500® Index due December 8, 2010 (the "Notes") are index-linked investments that offer a potential return at maturity based on an enhanced upside participation in any increase in the value of the S&P 500® Index during the term of the Notes, subject to a maximum total return (\$14.50 per note or 45.00% per note), while also providing full protection against a decline of 10% or less in the value of the S&P 500® Index and limited protection against a decline of more than 10% in the value of the S&P 500® Index. The Notes are not principal protected and do not pay periodic interest. The Notes have a maturity of approximately two years and are issued 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.

**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

Ticker	Fund Name
BGI	Buffer Notes Based Upon the S&P 500 Index Due December 8, 2010