



Information Circular 09-010

Date: January 28, 2009

Re: Citigroup Funding Inc. Index-Linked Notes

The security listed below will commence trading on BATS Exchange, Inc. (the "Exchange") on an unlisted trading privileges (UTP) basis on January 29, 2009. Please forward this Information Circular to other interested persons within your organization.

Index-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. Buffer Notes Based Upon The S&P 500 Index	BLM	17313G209

Background Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued Buffer Notes ("Notes") based upon the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature on March 5, 2010.

At maturity investors will receive:

- (A) If the Final Index Level is greater than or equal to the Starting Index Level, \$10 plus an amount equal to the product of:
- (i) \$10;
 - (ii) the Index Basket Return Percentage; and
 - (iii) the Upside Participation Rate.

The payment at maturity cannot be greater than \$12.25 (or a maximum return of 22.50%) per Note.

- (B) If the Final Index Level is less than the Starting Index Level by 10% or less, \$10.00.

- (C) If the Final Index Level is less than the Starting Index Level by more than 10%, \$10 plus an amount equal to the product of:
- (i) \$10; and
 - (ii) the Index Basket Return Percentage plus 10%.

If the Final Index Level declines by more than 10% (1,217.80) of the Starting Index Value, the payment at maturity will be less than the original issue price of \$10.

The Starting Index Value equals: 1,353.11. The Final Index Level will be calculated near the maturity date. Please see the prospectus for the Notes for more details.

The Index Return Percentage will be computed as follows:

$$\frac{\text{Ending Index Value} - \text{Starting Index Value}}{\text{Starting Index Value}}$$

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.

The Trustee for the securities is The Bank of New York.

Exchange Rules Applicable to Trading in the Shares

Trading in the Shares on BATS is subject to BATS equity trading rules.

Trading Hours

The Shares will trade on BATS between 8:00 a.m. and 4:00 p.m. ET. Please note that trading in the Shares during the Exchange's pre-opening session may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the pre-opening session, (2) the indicative value may not be updated during the pre-opening session, (3) lower liquidity in the pre-opening session may impact pricing, (5) higher volatility in the pre-opening session may impact pricing, (6) wider spreads may occur in the pre-opening session, and (7) because the indicative value is not calculated or widely disseminated during the pre-opening session, an investor who is unable to calculate an implied value for the Shares in that session may be at a disadvantage to market professionals.

Suitability

Trading in the Shares on BATS will be subject to applicable suitability rules.

Trading Halts

BATS will halt trading in the Shares of a Fund in accordance with BATS Rule 14.1(c)(4). The grounds for a halt under BATS Rule 14.1(c)(4) include a halt by the primary market because the intraday indicative value of the Fund and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, BATS will stop trading the Shares of a Fund if the primary market de-lists the Fund.

This Information Circular is not a statutory prospectus. BATS Members should consult the prospectus for a Fund and the Fund's website for relevant information.

Please contact Eric Swanson, 212.378.8523, eswanson@batstrading.com, with any inquiries regarding this Information Circular.