



Information Circular 09-031

Date: February 11, 2009

Re: Citigroup Funding Inc. ELKS

Pursuant to Rule 14.1(c)(2) of the Rules of BATS Exchange, Inc. (the "Exchange"), this Information Circular is being issued to advise you that the following securities have been approved for trading on the Exchange as UTP Derivative Securities pursuant to Chapter XIV of the Exchange's Rules.

<u>Security ("ELKS")</u>	<u>Symbol</u>
Citigroup Funding Inc. 13.5% Equity Linked Securities Based Upon the Common Stock of Apple Inc.	EYJ

Commencement of Trading on the Exchange: February 12, 2009

Issuer/Trust: Citigroup Funding Inc.

Issuer Website: <http://www.citi.com>

Primary Listing Exchange: NYSE Arca

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in this new product on the Exchange, as well as to provide certain characteristics and features of the ELKS.

Background Information on the ELKS

Citigroup Funding Inc. (the "Issuer") has issued 13.5% Equity Linked Securities ("ELKS") based upon the common stock of Apple Inc. ("Apple"). The ELKS were priced at \$10 each and mature on March 6, 2009.

ELKS are equity-linked investments that offer current income as well as limited protection against the decline in the price of the common stock of Apple and are not principal protected. The ELKS will pay a semi-annual coupon of 13.5% per annum.

At maturity, investors will receive for each ELKS:

- (i) 0.08351 shares of Apple common stock, if Apple stock trades at a price equal to or below \$77.83 from the pricing date up to and including the valuation date on March 3, 2009; or
- (ii) \$10.00 per ELKS.

Investors in ELKS will not be entitled to any rights with respect to Apple until such time as the Issuer shall deliver Apple shares to investors in the ELKS, if applicable.

It is expected that the market value of the ELKS will depend substantially on the value of Apple and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of Apple stock, the time remaining to maturity, the dividend yield of Apple stock, 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 ELKS

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

Trading Hours

The ELKS will trade on BATS between 8:00 a.m. and 4:00 p.m. ET.

Please note that trading in the ELKS 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 ELKS in that session may be at a disadvantage to market professionals.

Suitability

Trading in the securities on BATS will be subject to the provisions of Exchange Rule 3.7. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer. Members should adopt appropriate procedures for the opening and maintaining of accounts, including the maintaining of records prescribed by any applicable regulatory organization and by the rules and regulations of the Commission.

Trading Halts

BATS will halt trading in the shares of a security 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 security 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 security if the primary market de-lists the security.

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

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