



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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**Subject: Index-Linked Securities Buffer Notes Based Upon the S&P 500 Index Due January 7, 2011**

### **Background Information on the Notes**

As more fully set forth in the prospectus supplement of Citigroup Funding Inc., the Buffer Notes Based Upon the S&P 500 Index due January 7, 2011 (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 (\$14.00 per note or 40.00% 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.

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

Ticker	Fund Name
BEJ	Index-Linked Securities Buffer Notes Based Upon the S&P 500 Index Due January 7, 2011