



## Information Circular: Citigroup Funding Inc. Index-Linked Notes

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**To:** Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

**From:** NASDAQ Listing Qualifications Department  
BX Listing Qualifications Department

**DATE:** July 28, 2009

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<b>Index-Linked Notes</b>	<b>Symbol</b>	<b>CUSIP Number</b>
Citigroup Funding Inc. 3% Minimum Coupon Principal Protected Notes Based Upon the Price of Gold	MTY	17313T482

### Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued 3% Minimum Coupon Principal Protected Notes ("Notes") based upon the price of Gold (the "Index"). The Notes were priced at \$10 each and mature in 2014.

The Notes are 100% principal protected if held to maturity, subject to the credit risk of the Issuer and will pay a coupon per Coupon Period at a variable rate which will depend upon the Closing Price of Gold on every Business Day in each Coupon Period but will not be less than 3% per Coupon Period. The term of each Coupon Period will be approximately one year.

For each Coupon Period, if the Closing Price of Gold on every Business Day during such Coupon Period does not exceed the related Starting Price by more than approximately 35% to 39% (to be determined on the Pricing Date) and the percentage change in the Closing Price of gold from the first Business Day of the related Coupon Period through the last Business Day of the Coupon Period (the "Gold Percentage Change") is greater than 3%, the Coupon Amount you receive on the related Coupon Payment Date for each \$10 Note you hold will be an amount based on the Gold Percentage Change and will not be greater than approximately \$3.50 to \$3.90 (35% to 39% of \$10 principal amount per Note) (to be determined on the Pricing Date). If the Closing Price of gold on any Business Day during such Coupon Period exceeds the related Starting Price by more than approximately 35% to 39% (to be determined on the Pricing Date) or if the Gold Percentage Change is less than or equal to 3%, on the related Coupon Payment Date you will receive \$0.30 (3% of \$10 principal amount per Note) for each Note you hold.

A Coupon Amount is payable in August 2010; August 2011; August 2012; August 2013; and on the Maturity Date (each a "Coupon Payment Date"). The Coupon Amount payable on each Coupon Payment Date will depend upon the Closing Price of Gold during the related Coupon Period, will be based on the Gold Percentage Change during such Coupon Period and will not be less than \$0.30 (3% of \$10 principal amount per Note) per Note nor be greater than approximately \$3.50 to \$3.90 (35% to 39% of \$10 principal amount per Note) per Note (to

be determined on the Pricing Date). Thus, for each \$10 principal amount Note held, investors will receive on each Coupon Payment Date either:

(i) an amount equal to the product of (a) \$10 and (b) the Gold Percentage Change, if (x) the Closing Price of gold on every Business Day during the related Coupon Period is less than or equal to approximately 135% to 139% (to be determined on the Pricing Date) of the applicable Starting Price and (y) the Gold Percentage Change is greater than 3%; or

(ii) an amount equal to \$0.30 (3% of \$10 principal amount per Note), in all other cases.

Please see the prospectus for the Notes for more details regarding the calculations and details regarding the Index.

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.

Trading in the Notes on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes will trade on NASDAQ from 7:00 a.m. until 8:00 p.m. Eastern Time. The Notes will trade on BX from 8:00 a.m. until 7:00 p.m. Eastern Time. For trading during Nasdaq's and BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's value or similar value may not be disseminated.

NASDAQ will halt trading in the Notes in accordance with NASDAQ Rule 4120. BX will halt trading in the Notes in accordance with BX Equity Rule 4120. The grounds for a halt under these rules include a halt by the primary market because the value of the underlying index or a similar value is not being disseminated as required, or a halt for other regulatory reasons. In addition, NASDAQ and BX will also stop trading the Notes if the primary market de-lists the Notes.

Trading of the Notes on NASDAQ is subject to the provisions of NASDAQ Rule 2310. Trading of the Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes to customers should make a determination that the securities are suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in the NASDAQ Conduct Rules and BX Conduct Rules.

Nasdaq members and BX members also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

**This Information Circular is not a statutory prospectus. NASDAQ members and BX members should consult the registration statement or prospectus for the Notes for additional information.**

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Inquiries regarding this Information Circular should be directed to:

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