



Information Circular: Citigroup Funding Inc. PACERS

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

Equity-Linked Notes	Symbol	CUSIP Number
Citigroup Funding Inc. Equity Linked Securities Linked to the Common Stock of eBay Inc.	PPK	17311G367

Information on the Notes

Citigroup Funding Inc. (the "Issuer") has issued Premium Mandatory Callable Equity-linked Securities ("PACERS") linked to the common stock of eBay Inc. ("eBay"). The PACERS were priced at \$10 each and mature on June 2, 2009.

As more fully set forth in the Prospectus Supplement, the PACERS will pay no interest and do not offer any principal-protection. The PACERS will rank equally with all other unsecured and unsubordinated debt of the Issuer. The PACERS are mandatorily callable by the Issuer in whole on each Mandatory Call Date if the closing level of the common stock of eBay on such date is equal to or greater than the Initial Stock Level. The Mandatory Call Dates commence on any of the three trading days beginning May 27, 2008, November 28, 2008, and May 26, 2009. The Initial Stock Level is \$31.00

If the PACERS are called by the Issuer, investors will receive the sum of:

- (i) \$10, and
- (ii) The applicable Mandatory Call Premium for each PACERS.

At maturity, if not previously called by the Issuer, investors will receive:

- (i) If the price of eBay common stock did not trade at a level equal to or below \$22.48 (72.5% of the Initial Stock Level) at any time from the pricing date up to and including the valuation date, \$10.00 for each PACERS; or
- (ii) If the price of eBay common stock did close at a level equal to or below \$22.48 (72.5% of the Initial Stock Level) on any trading day from the pricing date up to and including the valuation date, then investors will receive a number of shares of eBay common stock equal to the Exchange Ratio for each \$10 unit.

The Exchange Ratio for each \$10.00 unit is 0.32258 shares of eBay common stock.

Since all potential payments to the investors of the PACERS are the sole responsibility of the Issuer, it is the creditworthiness of Citigroup Funding Inc., not eBay that stands behind the securities.

Investors should note that eBay is not involved in the subject offering and has no obligation with

respect to these securities whatsoever, including any obligations with respect to the principal amount to be paid at maturity, or to take the needs of the Issuer or holders into consideration.

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

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

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

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

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. BX members should consult the registration statement or prospectus for the PACERS for additional information.

Inquiries regarding this Information Circular should be directed to:

- [Will Slattery](#), BX Listing Qualifications, at 301.978.8088
 - [BX Market Sales](#) at 800.846.0477
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