

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2008-150	<b>Contact:</b>	Russ Davidson
<b>Date:</b>	October 8, 2008	<b>Telephone:</b>	(646) 805-1857

**Subject: Citigroup Funding Inc. Buffer Notes**

**Information on the Notes**

Citigroup Funding Inc. (the “Issuer”) has issued Buffer Notes (“Notes”) based on the value of the Financial Select Sector SPDR Fund (the “Fund”). The Notes were priced at \$10 each and mature on April 8, 2010.

At maturity, investors will receive:

- A. If the Final Fund Level is greater than or equal to the Initial Fund Level, \$10 plus an amount equal to the product of:
  - i. \$10;
  - ii. the Fund Return Percentage; and
  - iii. the upside participation rate (300%), provided that the payment at maturity cannot be greater than \$13.60 (or a maximum return of 36.00%) per Note.
- B. If the Final Fund Level is less than the Initial Fund Level by 15% or less, \$10.00.
- C. If the Final Fund Level is less than the Initial Fund Level by more than 15%, \$10 plus an amount equal to the product of:
  - i. \$10;
  - ii. the Fund Return Percentage plus 15%.

If the Final Fund Level declines by more than 15% of the Initial Fund Level, the Payment at maturity will be less than the original issue price of \$10.

The Initial Fund Level equals: 26.58 The Final Fund Level will be determined close to the maturity date.

The Fund Return Percentage will be computed as follows:

$$\frac{\text{Final Fund Level} - \text{Initial Fund Level}}{\text{Initial Fund Level}}$$

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

It is expected that the market value of the Notes will depend substantially on the value of the Fund 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 Fund, the time remaining to maturity, the dividend yield of the stocks comprising the Fund, and the credit ratings of the Issuer.

Trading in the Notes on ISE is on a UTP basis and is subject to ISE equity trading rules. The Notes will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Pre-Market Session 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 Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs 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 Regulatory Information Bulletin is not a statutory Prospectus. Equity EAMs should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

**Appendix A**  
**Exchange-Traded Fund Symbol CUSIP Number**

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
	Citigroup Funding Inc. Buffer Notes	17313G803
BZZ	Based Upon the Financial Select Sector SPDR Fund	