



STOCK EXCHANGE			
Regulatory Information Circular			
Circular number:	2008-365	Contact:	Russ Davidson
Date:	November 7, 2008	Telephone:	(646) 805-1857

Subject: Citigroup Global Markets Principal Protected Equity Linked Notes

Information on the Notes

ISE will begin trading Citigroup Global Markets Holding Inc., 2% Principal-Protected Equity Linked Notes based upon the Dow Jones Industrial Average. Ten million shares of the new security were issued at \$10 each with a maturity date of December 29, 2009. As more fully set forth in the Issuer’s Prospectus and Prospectus Supplement (SEC Registration #333-106272), the aforementioned security will bear interest at a rate of 2% per annum, paid in cash semi-annually. The notes are not subject to redemption at the option of the holder prior to maturity.

At maturity, investors will receive a cash payment equal to the sum of \$10 plus an interest distribution amount based on the monthly returns of the Dow Jones Industrial Average, with each such monthly return subject to a periodic appreciation cap of 4%. The Interest distribution amount will be based on the monthly return of the Dow Jones Industrial Average during the term of the Notes and will not be less than zero.

The Starting Value for the index is 10,181.74, the closing value of the DJIA on the pricing date.

Since all potential payments, (whether of coupon or principal) to the holders of these Notes, are the sole responsibility of the Issuer, it is the creditworthiness of Citigroup Global Markets Holdings Inc. that stands behind PPN.

The Notes combine features of equity and debt. Over the term of the Note, investors will receive a fixed rate of interest and principal protection as well as the opportunity to benefit from the underlying index, should said index perform favorably over the term of the Note.

Member and member organizations should advise purchasers that the securities represented in the underlying index are not involved in the subject offering and have 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. The notes are a series of unsecured debt issued by Citigroup Global Markets Holdings Inc. and will be issued in book-entry form.

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

The market value of PPN will depend substantially on the value of the Dow Jones Industrial Average. Other factors that will likely affect the trading value of PPN are changes in interest rates, volatility of the Index, time remaining to maturity, the credit rating of the Issuer and dividend yields on the stocks comprising the Index.

Information concerning taxation may be found in the Prospectus.

The notes will be quoted and trade as an equity issue in round lots of 100, and will trade "flat" without accrued interest.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 8:00 a.m. until 5:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Extended Market 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.

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 Circular 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

Ticker	Fund Name	CUSIP Number
PPN	Citigroup Global Markets Holding Inc., 2% Principal-Protected Equity Linked Notes based upon the Dow Jones Industrial Average	173 076 85 2