Information Circular 09-042

Date: May 18, 2009

To: ETP Holders

From: James C. Yong
Chief Regulatory Officer

Re: CITIGROUP 14% RESEARCH IN MOTION LTD. ELKS TO BEGIN TRADING ON NSX

Pursuant to Regulatory Circular 08-005, we are issuing this Information Circular to advise you that the following security of the equity-linked note discussed herein has been approved for trading on the National Stock Exchange, Inc. ("NSX" or the "Exchange") as a UTP Derivative Securities product pursuant to NSX Rule 15.9:

Security: (the "Notes" or "Securities")	**Symbol:**
14% Research In Motion Ltd. ELKS due June 5, 2009	**EGK**

Commencement of Trading: May 19, 2009

Issuer: Citigroup Funding Inc.

Primary Listing Exchange: NYSE Arca

Primary Exchange Circular: RB 08-159 (November 20, 2008)

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in this new product pursuant to the Exchange's unlisted trading privileges, as well as to provide certain characteristics and features of the Notes. For a more complete description of the Issuer, the Notes and the underlying market instruments or indexes, visit the Issuer website, consult the prospectus or prospectuses (the "Prospectus), examine the Issuer registration statement or review the most current information bulletin issued by the Primary Listing Exchange (which as of the date hereof is set forth above as the "Primary Exchange Circular"). The Issuer website, the Prospectus, the Issuer registration statement and the Primary Exchange Circular are hereafter collectively referred to as the "Issuer Disclosure Materials."

The Primary Exchange Circular cited above contains the following information:

Background Information on the Security

As more fully set forth in the Prospectus Supplement of Citigroup Funding Inc., the 14.00% Equity Linked Securities ("ELKS®") based upon the common stock of Research in Motion Ltd. were issued at $10.00 and mature on June 5, 2009. For additional information regarding the Securities, please consult the Prospectus Supplement, filed with the Securities and Exchange Commission.

The ELKS are equity-linked securities that offer current income as well as limited protection against the decline in the price of the common stock of Research in Motion Ltd. and are not principal protected. The ELKS® will pay a semi-annual coupon of 14.00% per annum. At maturity, investors will receive for each ELKS®; (i) 0.07663 shares of Research in Motion Ltd. Common stock, if Research in Motion Ltd. stock trades at a price equal to or below $84.82 from the Pricing Date to and including the Valuation Date on June 2, 2009 or (ii) $10.00 per ELKS®.

Since all payments, (whether of coupon or principal) which may be due to holders of ELKS® are the sole responsibility of the Issuer, it is the credit of Citigroup Funding Inc. and not Research in Motion Ltd.

Investors of ELKS® will not be entitled to any rights with respect to the underlying common stock shares including, with limitations, voting rights, the rights to receive any dividends or other distributions in respect thereof and the right to tender or exchange the underlying common stock shares in any partial tender or exchange offer by Research in Motion Ltd. common stock shares to investors of the ELKS® at maturity.

ETP Holders should advise purchasers that Research in Motion Ltd. 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 of ELKS® into consideration. Any dividends or distributions to the underlying common stock will not be paid to holders of ELKS®. The ELKS® are a series of unsecured debt issued by Citigroup Funding Inc. ELKS® will be issued in book-entry form.

The ELKS® combine features of equity and debt. The terms of the ELKS® differ from those of ordinary debt securities in that the Issuer will not pay you a fixed amount at maturity.

Several factors, many of which are beyond our control, will influence the value of the ELKS®. One can expect that generally the market price of the underlying common stock shares on any day will affect the value of the ELKS® more than any other single factor. Other factors that may influence the value of the ELKS® include: supply and demand for the ELKS®, volatility of the underlying stock, interest rates, economic, financial, political and regulatory or judicial events. In addition, the time remaining to maturity and the credit worthiness of Citigroup Funding Inc. may influence the pricing of the ELKS®.

For additional information regarding the securities, please consult the pricing supplement.

NSX 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. The Notes are also a UTP Derivative Securities product as specified in NSX Rule 15.9, and as such are subject to the additional provisions specific to that NSX Rule. In particular, ETP Holders are reminded of their obligations under the following NSX Rules:

1. Trading Hours: This product will trade during the regular trading hours of the Exchange (between 9:30 am to 4:00 pm Eastern Time ("ET")), during pre-market hours (8:00 am to 9:29:59 am ET) and during post-market hours (4:00:01 pm to 6:30 pm ET). Please note that trading in the Notes during the Exchange's pre-market and post-market hours may result in additional trading risks which include: (1) lower liquidity in the Opening or Late Trading Sessions may impact pricing, (2) higher volatility in the Opening or Late Trading Sessions may impact pricing, (3) wider spreads may occur in the Opening or Late Trading Sessions. The minimum trading increment is $.01.

2. Recommendations To Customers: NSX Rule 3.7 provides that the ETP Holder shall use due diligence to learn the essential facts relative to every customer prior to trading the Notes or recommending a transaction in the Notes that an investment in the Notes is suitable for the customer.

3. Customer Requests for a Prospectus: NSX Rule 15.9B(3)(d) provides that, upon request of a customer, an ETP Holder shall provide a prospectus for the particular series of UTP Derivative Securities.

4. Trading Halts: NSX Rule 15.9B(4) provides that, in addition to the Exchange's authority to suspend or halt trading under NSX Rules 11.20 (Trading Halts Due To Extraordinary Market Volatility), 12.11 (Trading Suspensions) and 15.7 (Suspension and/or Delisting By Exchange), if a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also shall immediately halt trading in that product on the Exchange. The Notes will be traded following a trading halt in accordance with Interpretations and Policy .03 of NSX Rule 11.20.

In addition, for a UTP Derivative Securities product where a net asset value is disseminated, if the primary listing exchange notifies the Exchange that the net asset value is not being disseminated to all market participants at the same time, the Exchange will immediately halt trading in such security. The Exchange may resume trading in the UTP Derivative Security only when the net asset value is disseminated to all market participants at the same time or trading in the UTP Derivative Security resumes on the listing market.

THIS INFORMATION CIRCULAR IS NOT A STATUTORY PROSPECTUS. ETP HOLDERS SHOULD CONSULT THE ISSUER DISCLOSURE MATERIALS (AS DEFINED ABOVE) FOR ALL RELEVANT INFORMATION RESPECTING THE SHARES.

Inquiries regarding this Information Circular should be directed to James C. Yong, Chief Regulatory Officer, at (312) 786-8893.