

STOCK EXCHANGE			
Regulatory Information Circular			
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Subject: Citigroup Buffer Notes Based Upon the S&P 500 Index

Background Information on the Security

As more fully set forth in the prospectus supplement of Citigroup Funding Inc., the Buffer Notes Based Upon the S&P 500® Index due December 8, 2010 (the “Notes”) are index-linked investments that offer a potential return at maturity based on an enhanced upside participation in any increase in the value of the S&P 500® Index during the term of the Notes, subject to a maximum total return (\$14.50 per note or 45.00% per note), while also providing full protection against a decline of 10% or less in the value of the S&P 500® Index and limited protection against a decline of more than 10% in the value of the S&P 500® Index. The Notes are not principal protected and do not pay periodic interest. The Notes have a maturity of approximately two years and are issued by Citigroup Funding Inc.

For additional information regarding the Notes, including the applicable risk factors, please consult the Prospectus Supplement, filed with the Securities and Exchange Commission by Citigroup Funding Inc.

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
BGI	Buffer Notes Based Upon the S&P 500 Index Due December 8, 2010