



STOCK EXCHANGE			
Regulatory Information Circular			
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Subject: Notes based upon the value of the Nasdaq-100 Index

Background Information on the Notes

The Notes are designed for investors who want to participate in possible increases in the Index, subject to a cap, and who are willing to forego market interest payments on the notes during the notes' term. The Index is a modified market-capitalization weighted index of 100 of the largest stocks of non-financial companies listed on The BX Market.

Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes 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 Notes during these sessions, when the underlying index's values may not be disseminated.

The Notes are unsecured senior debt securities of Citigroup Funding, Inc. and are principal-protected (i.e., at maturity, holders will be entitled to receive no less than the original public offering price). As such, the notes have certain unique characteristics, and investors must receive an explanation of such special characteristics and risks, including, but not limited to, the following:

- The notes combine features of equity and debt instruments. The terms of the notes differ from those of ordinary debt securities in that they do not pay a fixed income at maturity. At maturity, if the value of the Index has increased, an investor will be entitled to receive a payment on the notes but subject to a maximum payment not to exceed \$12.80 per note. As a result, an investor will not participate in increases in the Index above 28% of the closing value of the Index on the date the notes are priced for initial sale to the public. The notes guarantee the return of principal at maturity. Therefore, if the value of the Index has declined at maturity, an investor will not receive less than the original public offering price of \$10.00 per unit. The payment that an investor will be entitled to receive depends entirely on the relation of the value of the Index on the index valuation date to the closing value of the Index on the date that the notes are priced for initial sale to the public.
- Investing in the notes is not equivalent to investing in the component stocks of the Index.

- As an owner of the notes, an investor will not have any voting rights or rights to receive dividends or other distributions, or any other rights with respect to the stocks underlying the Index.
- The notes will not pay interest. Instead, investors may receive a payment on the notes at maturity and are guaranteed the return of principal.
- Payments due on the notes are unconditionally guaranteed by Citigroup Inc. The notes will rank equally with all other unsecured and unsubordinated debt of Citigroup Funding, and the guarantee of any payments due under the notes will rank equally with all other unsecured and unsubordinated debt of Citigroup Inc.

Other Important Information

There can be no assurances as to how the notes will trade in the secondary market or whether such market will be liquid. Securities with characteristics similar to the notes are unique securities, and there is currently no secondary market for the notes. The market value for the notes will be affected by a number of factors including, but not limited to:

- The value of the Index.
- The volatility of the Index.
- Interest and dividend yield rates in the market.
- The dividend rate on the stocks underlying the Index.
- Events that affect the stocks underlying the Index or stock markets generally that may affect the value of the Index.
- The time remaining until the notes mature.
- Citigroup Funding Inc. and Citigroup Inc.'s creditworthiness.

Continued listing of the notes will be subject to continued compliance with the requirements of NASD Rule 4450(c).

Equity Electronic Access Members ("Equity EAMs") should be mindful of their obligations under NASD Rule 2310 (a) and (b) and the NASD Notice to Members 03-71, which applies to members recommending/selling the Notes to public customers. The NASD Notice specifically 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. Members are also reminded of the requirement under the Securities Act of 1933 that members and member firms deliver a prospectus to investors purchasing the Notes in the initial distribution prior to or concurrently with the confirmation of a transaction.

Exchange 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.

Trading Hours

Trading in the Notes on ISE is on a UTP basis and is subject to ISE equity trading rules. The Notes will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Equity EAMs trading the Notes 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.

Trading Halts

ISE will halt trading in the Shares of a Trust in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares of a Trust if the primary market de-lists the Shares.

Delivery of a Prospectus

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

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
PLJC	Notes which are based upon the value of the Nasdaq-100 Index	17308 C 494