



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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Subject: 3% Minimum Coupon Principal Protected Notes Based Upon the S&P MidCap 400 Index Due July 11, 2014

Background Information on the Notes

As more fully set forth in the prospectus supplement, the Citigroup Funding, Inc. 3% Minimum Coupon Principal Protected Notes based upon the S&P MidCap 400 Index Due July 11, 2014 (the "Securities" or "Notes") will have a \$10 principal amount. The Notes are a series of unsecured senior debt securities described in the prospectus. At maturity investors will receive for each note held an amount in cash equal to \$10 plus the last coupon amount.

For each \$10 principal amount Note held, investors will receive on each coupon payment date either: an amount equal to the product of (a) \$10 and (b) the index percentage change, if the closing value of the underlying index on every index business day during the related coupon period is less than or equal to approximately 123% to 128% (to be determined on the pricing date) of the applicable starting value and if the index percentage change is greater than 3%; or (c) an amount equal to \$0.30 (3% of \$10 principal amount per note), in all other cases.

The Notes are 100% principal protected if held to maturity, subject to the credit risk of Citigroup Inc. Any payments due on the Notes are fully and unconditionally guaranteed by Citigroup Inc.

The Notes mature on July 11, 2014 and do not provide for earlier redemption.

The Notes are a series of unsecured senior debt securities issued by Citigroup Funding Inc. and will be issued in book-entry form. The Trustee for the securities is The Bank of New York Mellon.

It is expected that the market value of Principal-Protected Notes based upon the S&P MidCap 400 will depend substantially on the value of the S&P MidCap 400 Index and be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the S&P MidCap 400, the time remaining to maturity, the dividend yields of the stocks comprising the S&P MidCap 400 and the credit ratings of the Issuer.

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.

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 shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing 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

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). 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, the Exchanges 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. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.

Appendix A

Ticker	Fund Name	Cusip
MBF	3% Minimum Coupon Principal Protected Notes Based Upon the S&P MidCap 400 Index Due July 11, 2014	17313G126