



**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

1-32544

Richard A. Mikaliunas  
Senior Vice President  
Capital Markets

American Stock Exchange  
88 Trinity Place  
New York, NY 10006  
T 212 306 1807  
F 212 306 2066  
richard.mikaliunas@amex.com

REC'D S.E.C.  
MAY 19 2006  
1086

CERT AMX



May 19, 2006

Mr. Brian Johnson  
Branch Chief  
Securities and Exchange Commission  
Office of Filings and Information Services  
Filer Support #2  
Room #2531  
100 F Street, N.E.  
Washington, D.C. 20549

PROCESSED  
MAY 25 2006  
THOMSON  
FINANCIAL

Dear Mr. Johnson:

This is to certify that the American Stock Exchange, (the "Exchange") received from Citigroup Funding Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

***Stock Market Upturn Notes<sup>SM</sup> Based Upon the Nikkei 225 Stock Average***

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Richard Mikaliunas