

091-03832-m

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 19b-4(e)

**Information Required of a Self-Regulatory Organization Listing and Trading a New
 Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934**

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):

Corporation

3. Class of New Derivative Securities Product:

Equity Linked Notes



4. Name of Underlying Instrument:

common stock of Exxon Mobil Corporation

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

N/A

6. Ticker Symbol(s) of New Derivative Securities Product:

ESM

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

New York Stock Exchange

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:

Mary Yeager

PROCESSED

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Title:

Corporate Secretary

THOMSON REUTERS

Telephone Number:

(212) 656-2062

Manual Signature of Official Responsible for Form:

November 24, 2008

SEC 2449 (1/99)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 25 2008

Mary Yeager
Corporate Secretary

NYSE Arca, Inc.
11 Wall Street
New York, NY 10005



NYSE Arca

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SEC 1118

tel: 212.656.2062
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myeager@nyse.com

Via Overnight Mail

November 24, 2008

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Market Regulation
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	NOV 25 2008

Re: Form 19b-4(e) – Citigroup Funding Inc.

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- Citigroup Funding Inc., Financial Select Sector SPDR Fund Buffer Notes due March 4, 2010 (Ticker Symbol BLZ);
- Citigroup Funding Inc., Citigroup Funding Inc. Financial Select Sector SPDR Fund Buffer Notes due April 8, 2010 (Ticker Symbol BZZ);
- Citigroup Funding Inc., 10% Federal National Mortgage Association ELKS due January 1, 2009 (Ticker Symbol EJC);
- Citigroup Funding Inc., 12.5% Alcoa Inc. ELKS due December 4, 2008 (Ticker Symbol EPK);
- Citigroup Funding Inc., 14% Morgan Stanley ELKS due December 4, 2008 (Ticker Symbol EBB);
- Citigroup Funding Inc., 10.75% Valero Energy Corp. ELKS due May 7, 2009 (Ticker Symbol ELJ);
- Citigroup Funding Inc., 11.5% NYSE Euronext ELKS due March 5, 2009 (Ticker Symbol EKJ);
- Citigroup Funding Inc., 9.75% Archer Daniels Midland Co. ELKS due January 8, 2009 (Ticker Symbol EYA);
- Citigroup Funding Inc., 14% Research In Motion Ltd. ELKS due June 5, 2009 (Ticker Symbol EGK);
- Citigroup Funding Inc., 10% Schlumberger Ltd. ELKS due June 5, 2009 (Ticker Symbol EAP);
- Citigroup Funding Inc., 9% Time Warner Inc. ELKS due March 6, 2009 (Ticker Symbol EYW);
- Citigroup Funding Inc., 10.5% Intel Corporation ELKS due May 7, 2009 (Ticker Symbol EHP);

Gail Jackson
Division of Market Regulation
November 21, 2008
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- Citigroup Funding Inc., 11.5% Nokia Corporation ADRs ELKS due August 6, 2009 (Ticker Symbol EKK);
- Citigroup Funding Inc. 12% International Game Technology ELKS due August 6, 2009 (Ticker Symbol EPH);
- Citigroup Funding Inc., 13.5% JC Penney Company, Inc ELKS due July 9, 2009 (Ticker Symbol EAZ);
- Citigroup Funding Inc., 10% Merck & Co. ELKS due April 29, 2009 (Ticker Symbol EBY);
- Citigroup Funding Inc., 10.5% EMC Corp. ELKS due February 5, 2009 (Ticker Symbol EKC);
- Citigroup Funding Inc., 10.5% AT&T Inc. ELKS due February 5, 2009 (Ticker Symbol EDA);
- Citigroup Funding Inc., 13.5% Amazon.com, Inc. ELKS due July 9, 2009 (Ticker Symbol EGI);
- Citigroup Funding Inc., 8.5% Microsoft Corporation ELKS due September 4, 2009 (Ticker Symbol EHD);
- Citigroup Funding Inc., 9% Cisco Systems, Inc. ELKS due August 6, 2009 (Ticker Symbol EKV);
- Citigroup Funding Inc., 13.5% Apple Inc. ELKS due March 6, 2009 (Ticker Symbol EYJ);
- Citigroup Funding Inc., 10.5% Oracle Corporation ELKS due January 8, 2009 (Ticker Symbol EJS);
- Citigroup Funding Inc., 11% Celgene Corp. ELKS due April 6, 2009 (Ticker Symbol EHC);
- Citigroup Funding Inc., 8% Exxon Mobil Corp. ELKS due September 4, 2009 (Ticker Symbol EKG);
- Citigroup Funding Inc., 11.75% Deere & Co. ELKS due April 6, 2009 (Ticker Symbol ECB);
- Citigroup Funding Inc., 8.5% Exxon Mobil Corporation ELKS due March 25, 2009 (Ticker Symbol ESM);
- Citigroup Funding Inc., eBay Inc. PACERS due June 2, 2009 (Ticker Symbol PPK);
- Citigroup Funding Inc., eBay Inc. PACERS due November 26, 2008 (Ticker Symbol PAB);
- Citigroup Funding Inc., 10% Companhia Vale do Rio Doce ADRs PACERS due August 11, 2009 (Ticker Symbol PBA); and
- Citigroup Funding Inc., iShares MSCI Emerging Markets Index Fund Buffer Notes due May 7, 2010 (Ticker Symbol BYL).

If you have any questions, please do not hesitate to call me at (212) 656-2062.

Sincerely,

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

END