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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
AMENDED 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:

International Securities Exchange, LLC

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

Citigroup Funding, Inc

3. Class of New Derivative Securities Product:

Structured Product

4. Name of Underlying Instrument:



08036693

S&P 500 Index

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

The 1 index referred to in Item 4 above is Broad-Based

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

BGI

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

BGI: AMEX, ARCA, NASDAQ, NYSE

PROCESSED

FEB 05 2009

8. Settlement Methodology of New Derivative Securities Product:

T+3, Physical Settlement

THOMSON REUTERS

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:

Michael J. Simon

Title:

General Counsel and Secretary

Telephone Number:

262-897-0230

Manual Signature of Official Responsible for Form:

Date:

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 30 2008

29-Dec-08

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INTERNATIONAL SECURITIES EXCHANGE.

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December 29, 2008

By Facsimile and Overnight Courier

Gail S. Jackson
Paralegal Specialist
US Securities and Exchange Commission
Division of Trading and Markets
100 F Street, NE – Room 6628
Washington, DC 20549

Re: Form 19b-4(e)

Dear Ms. Jackson:

The International Securities Exchange, LLC hereby files Form 19b-4(e), with respect to the new derivative securities products set forth in the attached forms. These securities are listed for trading pursuant to ISE Rule 2101(a)(2).

Sincerely,

A handwritten signature in black ink, appearing to read "Michael J. Simon".

Michael J. Simon
General Counsel and Secretary

Attachments

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	DEC 30 2008

END