



## ***Best Of Profile Securities***

**21 March 2011**

### **Final Terms (CFI, CZK)**

Issuer:	Citigroup Funding Inc. (Guaranteed by Citigroup Inc.)
Security:	Debt securities linked to a multi asset underlying basket.
Status:	Senior Unsecured
Form:	Bearer Notes, issued in the form of a Classic Global Note from the Issuer's EMTN programme The securities described herein have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act") or any state securities law, and may not be offered or sold within the United States or to, or for the account or benefit of, any US person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.
Ratings:	The Issuer's senior debt is currently rated A3 / Negative Outlook / P-1 (Moody's), A / Negative Outlook / A-1 (S&P), and A+ / Rating Watch Negative / F1+ (Fitch), based on the guarantee by Citigroup Inc. The Rating and Outlook are subject to change during the term of the notes
Dealer :	Citigroup Global Markets Limited ("CGML")
Underlying:	Multi asset basket of underlyings as defined below.
Subscription Period:	<b>4 April 2011-13 May 2011</b>
Passporting:	<b>Czech</b>
Nominal Amount:	<b>CZK 20,000,000</b>
Security Denomination	CZK 20,000
Minimum Initial Investment:	CZK 20,000
Trade Date:	01 April 2011
Strike Date:	17 May 2011
Issue Date / Value Date:	24 May 2011
Final Valuation Date:	17 May 2016
Maturity Date:	24 May 2016
Issue Price:	100% of notional amount
Net Proceeds:	<b>[96.5%] of Denomination</b>
Semi -Annual Averaging Date (t)	t= 1, 17 November 2011 t= 2, 17 May 2012 t= 3, 19 November 2012 t=4, 17 May 2013 t= 5, 18 November 2013 t=6, 19 May 2014 t=7, 17 November 2014 t=8, 18 May 2015 t=9, 17 November 2015 t=10, Final Valuation Date



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Final Redemption Amount per Security Denomination:

The Final Redemption Amount per Note will be determined on the Final Valuation Date as:

$$\text{Denomination} * (1 + \text{PR} * \text{Max}(0\% ; \text{Best Performance}))$$

“Best Performance” shall mean the Average Portfolio Performance of the Portfolio<sub>P</sub> whose performance is the highest.

“PR” shall mean the participation rate: **90%**

Average Portfolio Performance:

The percentage performance of Portfolio P determined in accordance with the formula set out below:

$$\left[ \sum_{t=1}^{10} \frac{\text{Portfolio}_{(P,t)}}{\text{Portfolio}_{(P,Initial)}} - 1 \right] / 10$$

$\text{Portfolio}_{(P,t)}$  is the Value of the Portfolio P on the Semi-Annual Averaging Date(t).

$\text{Portfolio}_{(P,Initial)}$  is the Value of the Portfolio P on the Strike Date.

Portfolio:

Each reference portfolio (identified using a specific number P) containing the Underlyings in various proportions, Weighting (N, P) as specified in the table set out below.

“Weighting (N, P)” shall mean the weighting of each Underlying N in each Portfolio P, as specified in the table set out below.

	P		
	1	2	3
	Portfolio 1 “Dynamic”	Portfolio 2 “Balanced”	Portfolio 3 “Conservative”
N 1	12.5%	6.25%	3.75%
2	12.5%	6.25%	3.75%
3	12.5%	6.25%	3.75%
4	12.5%	6.25%	3.75%
5	15%	25%	15%
6	15%	25%	45%
7	20%	25%	25%

Value of Portfolio:

“Portfolio(P, T)” shall mean the value of Portfolio P on a day T, which shall be an amount determined in accordance with the formula set out below:

$$\text{Portfolio}(P, T) = \sum_{N=1}^7 \text{Weighting}(N, P) \times \frac{\text{Underlying}(N, T)}{\text{Underlying}(N, \text{Initial})}$$

For the purposes of the formula set out above, N is each Underlying contained in Portfolio P.

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Underlying:	N	Underlying	Initial Level	Bloomberg Page
		<b>EQUITY</b>		
	1.	S&P 500 Index		SPX Index
	2.	CECE Composite Index EUR		CECEEUR Index
	3.	Euro Stoxx 50 Index		SX5E Index
	4.	Nikkei 225 Index		NKY Index
		<b>REAL ESTATE</b>		
	5.	FTSE EPRA Dev Europe Index		EPRA Index
		<b>BOND</b>		
	6.	EMU GBI		SBEGEU
		<b>COMMODITY</b>		
	7.	DJUBS Commodity Index		DJUBS Index
Value of Underlying:		“Underlying (N, T)” shall mean the value of Underlying N on a day T (which is expected to be published on the Electronic Page specified for N in the table set out above).		
Business Days:		Modified Following Business Day Convention London, Prague, New York, (Payments) Exchanges business days (Calculations)		
Calculation Business Days:		Any day on which (i) the sponsor of the Underlying Index publishes the level of the Underlying Index and (ii) such other exchange or quotation system where trading has a material effect (as determined by the Calculation Agent in its absolute discretion) on the overall market for futures contracts or options contracts relating to the Underlying Index is open for trading during its regular trading session.		
Clearing and Settlement of the Notes:		Euroclear Bank S.A./N.V. and/or Clearstream		
Listing:		Luxembourg Stock Exchange		
ISIN:		XS0614413952		
Payment and Delivery:		Payment to the Dealer via Euroclear/Clearstream upon delivery of the Securities to a common depository for Euroclear/Clearstream in accordance with instructions to be provided by the Dealer.  Payment in cash of the Redemption Amount will occur on the Maturity Date. All calculations and determinations will be made by the Calculation Agent in a commercially reasonable manner.		
Liquidity and Early Sale Risk:		Citigroup Global Markets Limited will endeavour to make a secondary market in these Notes, but does not guarantee that a secondary market will exist. The bid/offer spread for the Notes will be wider than that for plain vanilla instruments.  Investors seeking to liquidate/sell positions in these Notes prior to the stated Maturity Date may receive substantially less than their original purchase price. 100% of the principal amount is only protected at Maturity (subject to Credit Risk above)		
Governing Law:		English		
Calculation Agent:		Citigroup Global Markets Limited (“CGML”)		



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We are sending you this term sheet and are willing to negotiate a transaction with you because of our understanding that (1) you have sufficient knowledge, experience, and professional advice to make your own evaluation of the merits and risks of a transaction of this type and (2) you are not relying on us nor on any of our affiliates for information, advice or recommendations of any sort except for the accuracy of specific factual information about the terms of the transaction.

This transaction may be subject to the risk of loss of the entire principal/notional amount of the transaction, the risk that your counterparty will fail to perform obligations when due and/or given that the transaction may be linked to the credit of one or more entities the deterioration of the credit of any of these entities may result in the loss of your principal or notional amount. Further this transaction may leverage exposures to interest rates, indices or the prices of certain securities and, as a result, any changes in the value of the underlying securities, prices, indices or interest rates may cause proportionally greater (positive and negative) movements in the value of the transaction, pose convexity or gamma risk, volatility risk, time decay (theta) risk, basis risk, correlation risk, amortization risk and/or prepayment risk, any or all of which may affect the payments received or made by you and could result in loss to you.

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In the case of securities described in an offering document to be produced in connection with this term sheet, the information contained herein is qualified in its entirety by such offering document. Any decision to purchase the securities described herein should therefore be based upon the information set forth therein. In the case of an offering document with a section headed "Investment Considerations" or equivalent, please refer to that section for a discussion of certain factors to be considered in connection with an investment in the securities described herein.

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The securities or transactions described herein have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act") or any state securities law, and may not be offered or sold within the United States or to, or for the account or benefit of, any US person, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.