

**SUPPLEMENT DATED 18 JULY 2008 TO THE PROSPECTUS DATED 20 JUNE 2008.**

**dbInvestor Solutions plc**

**Series 9**

**Up to Euro 150,000,000 Secured Notes due 2013 relating to a Basket of Shares  
ISIN: XS0371002931**

This supplement (the "**Supplement**") is dated 18 July 2008 and should be read in conjunction with the Prospectus dated 20 June 2008 (the "**Prospectus**") in respect of the Series 9 up to Euro 150,000,000 Secured Notes due 2013 relating to a Basket of Shares (the "**Securities**") of dbInvestor Solutions plc (the "**Issuer**"). This Supplement constitutes a supplement to the Prospectus for the purposes of article 13 of the Luxembourg law of 10 July 2005 on prospectuses for securities (the "**Prospectus Act 2005**") and Article 16 of Directive 2003/71/EC. Terms defined in the Prospectus have the same meaning in this Supplement. Any information not updated or amended herein should be regarded as unchanged.

Subject as provided below, the Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Issuer takes responsibility only for the accuracy of the extraction of such information relating to the Citi Bonds (as defined below) as is reproduced herein and has made no independent investigation or verification thereof.

Further to its public offer and issue of the Securities, the Issuer gives notice that pursuant to Product Condition 4(b)(1) of the Prospectus, the initial Collateral comprising the Floating Rate Euro Medium Term Notes due 2013 issued by Citigroup Funding Inc. and guaranteed by Citigroup Inc. (ISIN: XS0371479667) (the "**Citi Bonds**") was issued on 3 July 2008 and is admitted to trading on the regulated market of the Luxembourg Stock Exchange.

Any and all provisions contained in the Prospectus and referring to the initial Collateral and/or the Collateral shall be deemed to be references to the Citi Bonds.

The Final Terms dated 1 July 2008 for the Citi Bonds (the "**Final Terms**") is set out in Annex 1 to this First Supplement. The Base Prospectus (including the Terms and Conditions, which as amended and supplemented by the Final Terms, form the Terms and Conditions for the Citi Bonds) dated 22 August 2007, as amended and supplemented from time to time and the Final Terms will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for inspection at the specified offices of the Paying Agents for the time being in London and Luxembourg.

In accordance with Article 13 paragraph 2 of the Prospectus Act 2005 investors who have agreed to purchase or subscribe for the Securities before this Supplement is published have the right, exercisable within a time period of a minimum of two working days after the publication of this Supplement, to withdraw their acceptances.

This Supplement will be available on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)) and the following website: ([www.it.investmentprodukte.db.com](http://www.it.investmentprodukte.db.com)).

## ANNEX 1

### Final Terms dated 1 July 2008

#### Citigroup Funding Inc.

Issue of EUR 100,000,000 Floating Rate Notes due 3 October 2013

Guaranteed by Citigroup Inc.

Under the \$20,000,000,000 Euro Medium Term Note Programme

Euro Medium Term Note Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "*Terms and Conditions of the Notes*" in the Base Prospectus dated 22 August 2007 supplemented by the Base Prospectus No. 1 dated 7 January 2008, the Base Prospectus No. 2 dated 14 January 2008, the Base Prospectus No. 3 dated 31 January 2008, the Base Prospectus No.4 dated 14 March 2008 and the Base Prospectus No.5 dated 30 April 2008 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the registered office of the Issuer and at the office of the paying agent in London.

1.	(i)	Issuer:	Citigroup Funding Inc.
	(ii)	Guarantor:	Citigroup Inc.
2.	(i)	Series Number:	EMTN0465
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro ("EUR")
4.		Aggregate Nominal Amount:	
	(i)	Series:	EUR 100,000,000
	(ii)	Tranche:	EUR 100,000,000
5.		Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 50,000
	(ii)	Calculation Amount:	EUR 50,000
7.	(i)	Issue Date:	3 July 2008
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	3 October 2013, subject to adjustment in accordance with the Modified Following Business Day Convention for which Business Centres are London, TARGET and New York
9.		Types of Notes:	(i) Floating Rate

		(ii) The Notes relate to 3month EUR-EURIBOR
10.	Interest Basis:	3month EUR-EURIBOR +1.13 per cent. Floating Rate (further particulars specified below)
11.	Redemption/Payment Basis	Redemption at par
12.	Change of Interest or Redemption/Payment Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee obtained:	Not Applicable
15.	Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16.	<b>Fixed Rate Note Provisions</b>	Not Applicable
17.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Interest Period(s):	From and including the Issue Date to but excluding the Specified Interest Payment Date falling in October 2008 and thereafter from and including each Specified Interest Payment Date to but excluding the immediately following Specified Interest Payment Date
	(ii) Specified Interest Payment Dates:	3 January, 3 April, 3 July and 3 October in each year from and including 3 October 2008 to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention below
	(iii) First Interest Payment Date:	3 October 2008
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Business Centre(s):	London, TARGET and New York
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	ISDA Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Agent]):	Not Applicable
	(viii) Screen Rate Determination:	Not Applicable
	(ix) ISDA Determination:	Applicable
	– Floating Rate Option:	EUR-EURIBOR

	– Designated Maturity:	3 months
	– Reset Date:	The first day of each Interest Period
(x)	Margin(s):	+ 1.13 per cent. per annum
(xi)	Minimum Rate of Interest:	Not Applicable
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360 adjusted
(xiv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	As defined in the 2006 ISDA Definitions
18.	<b>Zero Coupon Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Interest Provisions</b>	Not Applicable
20.	<b>Index Linked Interest Provisions</b>	Not Applicable
21.	<b>Commodity Linked Interest Provisions</b>	Not Applicable
22.	<b>Inflation Linked Interest Provisions</b>	Not Applicable
23.	<b>Foreign Exchange Rate Linked Interest Provisions</b>	Not Applicable
24.	<b>Formula Linked Interest Provisions</b>	Not Applicable
25.	<b>Business Day Convention</b>	
	(i) For Interest Payment Dates:	Modified Following Business Day Convention
	(ii) For Interest Periods:	Modified Following Business Day Convention
	(iii) For the Maturity Date:	Modified Following Business Day Convention
	(iv) Any other date:	Not Applicable
26.	<b>Additional Business Centre(s)</b> (Condition 3(b)):	London, TARGET, and New York
<b>PROVISIONS RELATING TO REDEMPTION</b>		
27.	<b>Call Option</b>	Not Applicable
28.	<b>Put Option</b>	Not Applicable
29.	<b>Final Redemption Amount of each Note</b>	EUR 50,000 per Calculation Amount
30.	<b>Index Linked Redemption Amount</b>	Not Applicable
31.	<b>Commodity Linked Redemption Amount</b>	Not Applicable
32.	<b>Inflation Indexed Redemption Amount</b>	Not Applicable

33.	<b>Foreign Exchange Rate Linked Redemption Amount</b>	Not Applicable
34.	<b>Formula Linked Redemption Amount</b>	Not Applicable
35.	<b>Early Redemption Amount</b>	Not Applicable
	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 5(e)):	An amount for each Calculation Amount in EUR determined by the Calculation Agent in its sole discretion and in good faith and a commercially reasonable manner which represents the fair market value of each Calculation Amount of the Note, which may be adjusted to account fully for any losses, expenses and costs to the Issuer (or any of its affiliates) of unwinding any related hedging arrangements.
36.	<b>Provisions applicable to Physical Delivery</b>	Not Applicable
37.	<b>Variation of Settlement</b>	Not Applicable
	(i) Issuer's option to vary settlement	The Issuer does not have the option to vary settlement in respect of the Notes.
	(ii) Variation of Settlement of Physical Delivery Notes:	Not Applicable
38.	<b>Early Redemption Amount</b>	As set out in the Conditions
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or an event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

39.	<b>Form of Notes:</b>	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
40.	New Global Note	Yes
41.	Financial Centre(s) or other special provisions relating to payment dates:	London, TARGET and New York
42.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

43.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]:	Not Applicable
44.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
45.	Redenomination, renominatisation and reconventioning provisions	Not Applicable
46.	Consolidation provisions:	Not Applicable
47.	Other final terms	Not Applicable

#### **DISTRIBUTION**

48. (i)	If syndicated, names and [addresses of Managers and underwriting commitments:	Not Applicable
(ii)	Date of [Subscription] Agreement:	Not Applicable
(iii)	Stabilising Manager(s) (if any):	Not Applicable
49.	If non-syndicated, name and address of Dealer:	Citigroup Global Markets Limited
50.	Total commission and concession:	Not Applicable
51.	U.S. Selling Restrictions:	TEFRA D
52.	Non-exempt Offer:	Not Applicable
53.	Additional selling restrictions:	Not Applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue of the Notes described herein pursuant to the \$20,000,000,000 Euro Medium Term Note Programme of Citigroup Funding Inc.

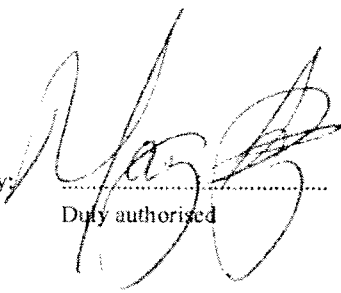
#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the \$20,000,000,000 Euro Medium Term Note Programme of Citigroup Funding Inc.

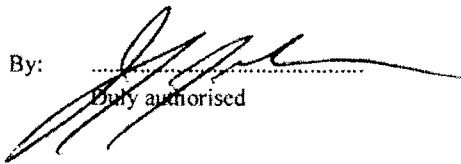
#### **RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:   
Duly authorized

Signed on behalf of the Guarantor:

By:   
Duly authorized

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (i) Listing Luxembourg
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 3 July 2008
- (iii) Estimate total expenses related to admission to trading: EUR 3,510

**2. RATINGS**

Ratings: The Issuer's senior debt is currently rated Aa3 / P-1, Negative Outlook (Moody's), AA- / A-1+, Negative Outlook (S&P) and AA- / F1+, Negative Outlook (Fitch), based on the guarantee by Citigroup Inc. The Rating and Outlook are subject to change during the term of the notes.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Not Applicable

**4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: General Corporate Purposes
- (ii) Estimated net proceeds: EUR 100,000,000
- (iii) Estimated total expenses: Not Applicable

**5. Fixed Rate Notes only – YIELD**

Indication of yield: Not Applicable

**6. Floating Rate Notes only - HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

**7. Performance of Index/Share/Commodity/Inflation/Foreign Exchange Rate/Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying**

Not Applicable

**8. Index Disclaimer**

Not Applicable

**9. Underlying Disclaimer**



Not Applicable

10. **OPERATIONAL INFORMATION**

ISIN Code: XS0371479667

Common Code: 037147966

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank N.A

Names and addresses of additional Paying Agent(s) (if any): None

Intended to be held in a manner which would allow Eurosystem eligibility: Yes  
Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

