Supplement dated 24 September 2010

according to

§ 16 (1) German Securities Prospectus Act
(“Wertpapierprospektgesetz”)

to the Base Prospectuses

of

Citigroup Global Markets Deutschland AG,

Frankfurt am Main

RIGHT OF WITHDRAWAL AFTER PUBLICATION OF A SUPPLEMENT

Investors who have executed a declaration of intent with regard to the purchase or subscription of the securities before the publication of the supplement, may withdraw such declaration of intent within a period of two working days after the publication of the supplement, provided the settlement of the purchase or subscription has not yet been performed (§ 16 paragraph 3, sentence 1 German Securities Prospectus Act, “Wertpapier-prospektgesetz (WpPG)”).

In Germany such right to withdraw does apply to any significant new factor or any material mistake relating to the information included in the prospectus which is capable of affecting the assessment of the securities and which arises or is noted after the approval of the prospectus and before the final closing of the offer to the public or the introduction or inclusion in trading (§ 16 paragraph 1, sentence 1 German Securities Prospectus Act, “Wertpapierprospektgesetz”).

According to Article 16 (1) of Directive 2003/71/EC of the European Parliament and the Council a respective right to withdraw does apply in the member countries of the European Union. With regard to offerings or exchange listings in EU-member countries other than Germany the details of the translation of the right to withdraw into national law will be referred to in the relevant Final Terms.

Any withdrawal from the purchase or subscription of the securities in the context of a supplement of the prospectus must be notified to:

Citigroup Global Markets Deutschland AG
Attn.: Legal Department
Wave Building
Reuterweg 16
D- 60323 Frankfurt/Main

BP No.	Name of the Base Prospectus (BP)	Date of the BP	Supplement No.	Item 1	Item 2
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**2 October 2007**	**7**	Page B 20	Page B 22
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**14 October 2008**	**5**	Page B 18	Page B 19
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2009**	**4**	Page B 12	Page B 13
5	for Call (Bull) and Put (Bear) Warrants referenced to Share Prices, Share Indexes, Exchange Rates, Commodities, Futures Contracts or a basket comprising of the aforementioned underlyings	**13 July 2010**	**2**	Page B 12	Page B 13
6	Bonus/ Capped Bonus/Multi Bonus/ Discount/ Discount Plus/ Discount Plus Pro/ Bonus Quanto/ Capped Bonus Quanto/ Multi Bonus Quanto/ Discount Quanto/ Discount Plus Quanto/ Discount Plus Pro Quanto/ Reverse Bonus/ Reverse Bonus Quanto/ TwinWin/ TwinWin Quanto/ Express/ Express Quanto/ Easy Express/ Easy Express Quanto/ Worst Of Express/ Worst Of Express Quanto/ Outperformance/ Outperformance Quanto/ Open End/Open End Quanto/ Income Plus/ Income Plus Quanto Certificates referenced to Indices /Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts or a basket consisting of Indices/ Shares/ Commodities/ Funds/ Exchange Rates/ Futures Contracts	**21 July 2010**	**1**	Page 9	Page 10

This Supplement of Citigroup Global Markets Deutschland AG, Frankfurt am Main, is about individual Supplements in accordance with § 6 of the German Securities Prospectus Act (*Wertpapierprospekt-gesetz)* to the Base Prospectuses listed in the table on page 2.

This Supplement to the Base Prospectuses listed in the table on page 2 primarily updates the information in the Base Prospectuses with the unaudited interim financial information on the first six months of the fiscal year 2010.

The information contained in the Base Prospectuses (in the version including the last Supplement) shall be updated as follows:

1. The text under section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 1** shall be amended as follows:

"The statutory auditor of the Issuer and Citigroup Global Markets Management AG, as the Issuer's managing general partner until the registration of the merger on 23 June 2010 was and respectively is

KPMG AG
Wirtschaftsprüfungsgesellschaft,
Marie-Curie-Str. 30
D-60439 Frankfurt am Main.

The annual financial statements and management reports for fiscal year 1 January 2008 through 31 December 2008 as well as for fiscal year 1 January 2009 through 30 November 2009 as contained in the Issuer's Registration Document dated 13 July 2010 were audited by the Issuer's statutory auditor and certified with an unqualified auditor's opinion. The Issuer's Registration Document is incorporated in this Base Prospectus by reference.

The annual financial statements for fiscal years 2008 and 2009 were prepared in accordance with the provisions of the German Banking Act (Kreditwesengesetz), the Stock Corporation Act (Aktiengesetz) and the Commercial Code (Handelsgesetzbuch), and with the provisions of the Regulation on Financial Institution Accounting.

The issuer is disclosing unaudited interim financial information on the first six months of the fiscal year 2010. The Balance Sheet as of May 31, 2010 and the Income Statement for the first six months of the fiscal year 2010 were prepared under the responsibility of the issuer according to German Accounting Standards.

The Balance Sheet and the Income Statement for the fiscal year 2008 and the shortened fiscal year 2009 and the interim financial statements on the first six months of the fiscal years 2010 are printed on the following pages."

2. The section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2) in the column **Item 2** shall be amended by inserting the unaudited interim financial information as of May 31, 2010 as follows:

"Interim Balance Sheet as of May 31, 2010 (unaudited)
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

Assets

	EUR	EUR	EUR	Prior Year TEUR
1. Cash reserve				
a) Petty cash		-,--		-
b) Credit balances held at central banks		23.034.217,06		13.083
of which: held at German Bundesbank (German Central Bank) EUR 23.034.217,06 (prior year: TEUR 13.082)				
c) Credit balances held at post giro offices		-,--	23.034.217,06	-
2. Debt instruments issued by government institutions and bills of exchange, which are eligible for refinancing with central banks				
a) German treasury bills and non-interest bearing treasury shares as well as similar debt instruments issued by government institutions		-,--		-
of which: eligible for refinancing with the German Bundesbank EUR -,-- (prior year: TEUR -)				
b) Bills of exchange		-,--	-,--	-
of which: eligible for refinancing with the German Bundesbank EUR -,-- (prior year: TEUR -)				
3. Receivables from banks				
a) Payable upon demand		1.348.388.368,55		7.399.955
b) Other receivables		17.709.478.409,22	19.057.866.777,77	4.214.051
4. Receivables from customers			411.610.202,20	1.251.115
of which: secured by mortgages or other real property security interests EUR -,-- (prior year: TEUR -)				
Municipal loans EUR -,-- (prior year: TEUR -)				
5. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions	-,--			-
ab) issued by others	-,--	-,--		-
b) Bonds and debt instruments				
ba) issued by government institutions	-,--			
of which: eligible as collateral with the German Bundesbank EUR -,-- (prior year: TEUR 72.350)				
bb) issued by others	-,--	-,--		
of which: Eligible as collateral with the German Bundesbank EUR -,-- (prior year: TEUR -)				
c) Bank's own debt securities		-,--	-,--	-
Face value EUR -,-- (prior year: TEUR -)				
6. Equities and variable-yield securities			898.759.920,03	1.513.928
7. Equity investments			679.013,92	679
of which: in banks EUR 217.842,30 (prior year: TEUR 218)				
in financial services institutions EUR -,-- (prior year: TEUR -)				
8. Interests in affiliated enterprises			-,--	-
of which: in banks EUR -,-- (prior year: TEUR -)				
in financial services institutions EUR -,-- (prior year: TEUR -)				
9. Trust assets			-,--	-
of which: loans made by trusts EUR -,-- (prior year: TEUR -)				
10. Off-setting claims against the government including debt securities arising from their exchange			-,--	-
11. Intangible assets			1.566.483,40	2.290
12. Tangible assets			3.507.973,23	6.001
13. Unpaid contributions to subscribed capital			-,--	-
of which: called in EUR -,-- (prior year: TEUR -)				
14. Treasury shares			-,--	-
Nominal value EUR -,-- (prior year: TEUR -)				
15. Other assets			3.003.412.055,87	2.456.917
16. Prepaid and deferred items			1.112.223,00	1.600
17. Losses not covered by equity capital			-,--	-
Total Assets			23.401.548.866,48	16.859.619

Liabilities and Equity

	EUR	EUR	EUR	Prior Year TEUR
1. Liabilities owed to banks				
a) Payable on demand		1.685.161.409,82		2.356.203
b) Having an agreed term or notice period		16.003.307.552,39	17.688.468.962,21	3.333.505
2. Liabilities owed to customers				
a) Savings deposits				
aa) having an agreed notice period of three months	-,--			-
ab) having an agreed notice period of more than three months	-,--	-,--		-
b) Other liabilities				
ba) payable on demand	829.070.098,91			5.756.643
bb) having an agreed term or notice period	239.944.378,08	1.069.014.476,99	1.069.014.476,99	468.199
3. Securitised liabilities				
a) Debt securities issued		82.334.579,24		646.105
b) Other securitized liabilities		-,--		-
of which:				
money market paper EUR -,-- (prior year: T -)				
own accepted bills and promissory notes (*Solawechsel*) outstanding EUR -,-- (prior year: T -)				
c) Miscellaneous securitised liabilities		688.612.955,45	770.947.534,69	1.070.225
4. Trust liabilities			-,--	-
of which: loans made by trusts EUR -,-- (prior year: T -)				
5. Other liabilities			3.091.430.977,33	2.457.014
6. Deferred items			258.860,85	85
7. Accrued liabilities				
a) Pensions and similar obligations		133.369.790,23		128.206
b) Tax accruals		-,--		3
c) Other accrued liabilities		64.641.874,42	198.011.664,65	66.150
8. Untaxed reserves			-,--	-
9. Subordinated liabilities			-,--	-
10. Capital participation rights			-,--	-
of which: maturing within two years EUR -,-- (prior year: T -)				
11. Funds for general banking risks			-,--	-
12. Equity capital				
a) Subscribed capital				
aa) registered share capital	210.569.889,00			210.570
ab) silent partner capital	119.256.956,20	329.826.845,20		113.121
b) Capital reserve	192.745.810,70	192.745.810,70		192.746
c) Earnings reserve				
ca) legal reserve	32.927.197,15			32.927
cb) reserve for treasury shares	-,--			-
cc) reserve required by articles of association	-,--			-
cd) other earnings reserves	27.916.536,71	60.843.733,86		27.917
d) Unappropriated earnings/loss		-,--	583.416.389,76	-
Total Liabilities and Equity			23.401.548.866,48	16.859.619

"

"**Income Statement**
for the period of December 1, 2009 through May 31, 2010
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

	EUR	EUR	EUR	Prior Year: TEUR
1. Interest income from				
a) Loans and money market transactions	24.838.494,24			103.220
b) Fixed-income securities and debt registered claims	-,--	24.838.494,24		8
2. Interest expenses		19.518.558,94	5.319.935,30	83.076
3. Current income from				
a) Shares in other variable-yield securities		7.217.062,34		38.450
b) Equity investments		11.451,20		34
c) Interests in affiliated enterprises		-,--	7.228.513,54	-
4. Income from profit pools, profit transfer or partial profit transfer agreements			-,--	-
5. Commission income		46.811.181,22		51.314
6. Commission expenses		531.052,71	46.280.128,51	1.477
7. Net income from financial trading operations			22.285.624,41	./. 5.238
8. Other operating income			1.674.470,36	2.538
9. Income from the release of untaxed reserves			-,--	-
10. General administrative expenses				
a) Personnel expenses				
aa) Wages and salaries	19.213.966,25			26.160
ab) Social security contributions, pension and welfare expenses	8.297.538,97	27.511.505,22		4.162
of which: for pensions EUR 6.130.725,54 (06/30/09: TEUR 1,289)				
b) Other administrative expenses		38.027.368,58	65.538.873,80	43.544
11. Amortisation, depreciation, and write-downs of tangible and intangible assets			2.106.516,36	2.027
12. Other operating expenses			561.037,01	159
13. Write-downs of and provisions for receivables and certain securities and additions to the loan reserves		2.057.776,59		-
14. Income from reversal of write-downs of receivables and certain securities and income from reversal of loan reserves		26.600,00	./. 2.031.176,59	./. 29
15. Write-downs of and provisions for equity investments, interests in affiliated enterprises and long-term securities		-,--		-

	EUR	EUR	EUR	Prior Year: TEUR
20. Extraordinary income		-,--		-
21. Extraordinary expenses		-,--		-
22. Extraordinary result		-,--	-,--	-
23. Income taxes		28.983,45		1.098
24. Other taxes, to the extent not included in item 12		0,00	28.983,45	-
25. Income from losses assumed			-,--	-
26. Profits transferred pursuant to profit pooling, profit transfer and partial profit transfer agreement			12.587.785,40	28.599
27. Annual net income			-,--	-
28. Profit carry forward/loss carry forward from 2008			-,--	-
			-,--	-
29. Transfers from capital reserves			-,--	-
			-,--	-
30. Transfers from earning reserves				
a) From legal reserve		-,--		
b) From reserve for treasury shares		-,--		
c) From reserves required by the bank's articles of association		-,--		
d) From other earnings reserves		-,--	-,--	-
			-,--	-
31. Transfer from capital with participation rights			-,--	-
			-,--	-
32. Transfers to earnings reserves				
a) To legal reserve		-,--		
b) To reserve for treasury shares		-,--		
c) To reserves required by the bank's articles of association		-,--		
d) To other earnings reserves		-,--	-,--	-
			-,--	-
33. Replenishment capital with participation rights			-,--	-
34. Unappropriated earnings			-,--	-

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Frankfurt am Main, 24 September 2010

Citigroup Global Markets Deutschland AG,
Frankfurt am Main

signed by
Pascal Nörrenberg

signed by
Steffen Thomas