Supplement dated 30 July 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, "Wertpapierprospektgesetz (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

No.	BP No.	Name of the Base Prospectus (BP)	Date of the BP	Supplement No.	Item 1	Item 2	Item 3	Item 4	Item 5	Item 6	Item 7
1.	**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	**02 October 2007**	**6**	Pages B 33 and E 1	Page B 20	Page B 32	Page B 30	Page B 30	-	-
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	**14 October 2008**	**4**	Pages B 31 and E 1	Page B 18	Page B 30	Page B 28	Page B 28	-	-
3.	**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**	**3**	Pages B 25 and E 1	Page B 12	Page B 24	Page B 22	Page B 21	-	-
4.	**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**	**1**	-	-	-	-	-	Page B 9	Page F 1

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 et seq.

This Supplement to the Base Prospectuses listed in the table on page 2 et seq. primarily updates the Base Prospectuses with all those information regarding the change in legal form of the Issuer which entail changes to the description of the Issuer and incorporates the Issuer's Registration Document dated 13 July 2010 into these Base Prospectuses.

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

1. In each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.), the name "Citigroup Global Markets Deutschland AG & Co. KGaA" shall in each case be replaced by "Citigroup Global Markets Deutschland AG".

2. On the pages of each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.) in the column **Item 1**, the registration number, thus the information "HRB 57295" shall be replaced by "HRB 88301".

3. The text under section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.) in the column **Item 2** 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 balance sheet and the income statement for the fiscal year 2008 and the shortened fiscal year 2009 are printed on the following pages."

4. Under section "**History of the Issuer**" on the page of each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.) in the column **Item 3**, the text shall be replaced as follows:

"Prior to the merger of Citigroup Global Markets Deutschland GmbH with Citibank AG & Co. KGaA on 12 September 2003, the Issuer conducted business under the name Citibank AG & Co. KGaA.

Citibank AG & Co. KGaA emerged from the organic restructuring of Citibank Aktiengesellschaft on 4 August 2003. Citibank Aktiengesellschaft had operated under this name since 7 October 1992 and, prior thereto, had conducted business as Citibank Invest Kapitalanlagegesellschaft mbH. In connection with the reorganisation of the Citicorp companies in Germany, Citibank Invest Kapitalanlagegesellschaft took over the banking operations from the former Citibank AG, which was then renamed Citibank Beteiligungen Aktiengesellschaft.

Citigroup Global Markets Deutschland GmbH emerged on 4 August 2003 from an organic restructuring of Citigroup Global Markets Deutschland AG, which until that date had traded under the name of Salomon Brothers AG. Upon the merger of Citigroup Global Markets Deutschland GmbH into Citibank AG & Co. KGaA, any and all rights and duties of Citigroup Global Markets Deutschland GmbH passed automatically to Citibank AG & Co. KGaA as the universal legal successor (*Gesamtrechtsnachfolger)*. Citigroup Global Markets Deutschland GmbH was dissolved.

Spin-off agreement 2008

Prior to the reorganisation of the German part of Citigroup in 2008, which is described in more detail below, the sole shareholder of both the Issuer, formerly Citigroup Global Markets Deutschland AG & Co. KGaA, and the former general partner of the Issuer, Citigroup Global Markets Management AG, was Citicorp Deutschland GmbH, which in turn was a wholly-owned subsidiary of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG. Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG committed to transfer, inter alia, all of its shares in Citicorp Deutschland GmbH to a third party. However, the Issuer, formerly Citigroup Global Markets Deutschland AG & Co. KGaA, and its former general partner, Citigroup Global Markets Management AG, were explicitly excluded from this transfer.

In order to retain the Issuer, formerly Citigroup Global Markets Deutschland AG & Co. KGaA, and its former general partner, Citigroup Global Markets Management AG, within the German Citigroup Group a spin-off was carried out. Citicorp Deutschland GmbH agreed to transfer to Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG with retroactive effect as of 2 January 2008 (i) all shares in the Issuer, (ii) all shares in the Issuer's former general partner, (iii) the control and profit (loss) transfer agreement between Citicorp Deutschland GmbH as controlling entity and the Issuer as controlled entity, (iv) the control profit (loss) transfer agreement between Citicorp Deutschland GmbH as controlling entity and the Issuer's former general partner as controlled entity, and (v) the silent partnership agreement between Citicorp Deutschland GmbH as silent partner and the Issuer. The spin-off agreement has become effective on 25 September 2008.

The sole managing general partner of the Issuer was Citigroup Global Markets Management AG, Frankfurt am Main. The sole limited shareholder was Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, which was also the sole shareholder of Citigroup Global Markets Management AG.

Change in legal form of the Issuer and merger of its former general partner 2010

On September 17, 2009, Citigroup Global Markets Deutschland AG & Co. KGaA has changed its fiscal year by resolution of the General Meeting. With effect from December 1, 2009, the fiscal year now begins on 1 December of each year and ends on 30 November of the following year. The reporting year 2009 therefore is a shortened fiscal year which began on January 1, 2009 and ended on November 30, 2009.

In order to simplify the current group structure in Germany and to achieve associated reductions in costs, the annual general meeting of the Issuer further resolved on April 21, 2010 to transform the Issuer into a public limited company (Aktiengesellschaft) under German law and henceforth operate under the name Citigroup Global Markets Deutschland AG. The change in legal form became effective on June 10, 2010 when it was filed in the commercial register.

In addition and following the change in legal form of Citigroup Global Markets Deutschland AG & Co. KGaA, Citigroup Global Markets Management AG was merged with the Issuer. Upon completion of the merger, which became effective on June 23, 2010 when it was filed in the commercial register, Citigroup Global Markets Management AG as the Issuer's former general partner ceased to exist. All rights and obligations passed automatically to the Issuer as its universal legal successor (Gesamtrechtsnachfolger).

Following the change in legal form and the merger, all creditors of Citigroup Global Market Deutschland AG & Co. KGaA and Citigroup Global Markets Management AG are, and will be entitled to demand payment of a security, provided they (i) lodge their claims against Citigroup Global Market Deutschland AG & Co. KGaA (in case of the change in legal form) or Citigroup Global Markets Management AG respectively the Issuer (in case of the merger) in writing and (ii) show credibly that the satisfaction of their claims is endangered by the change in legal form or the merger, in each case within six months following the date of the publication of the registration of the change in legal form or the merger in the commercial register."

5. The text under section "**Membership in the German Subgroup of Citigroup**" on the page of each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.) in the column **Item 4** shall be amended as follows:

"The Issuer is a member of the German subgroup of Citigroup. As a public limited company, it is managed by the executive board. The Issuer is wholly-owned by the German holding company, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, a limited partnership with registered offices in Frankfurt/Main.

Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having a silent equity interest ("Stille Einlage") totalling EUR 115,894,318.21 as of 30 November 2009.

The general partner of Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is Citigroup Global Markets Finance LLC (USA). The sole limited partner is Citi Overseas Investment Bahamas Inc.

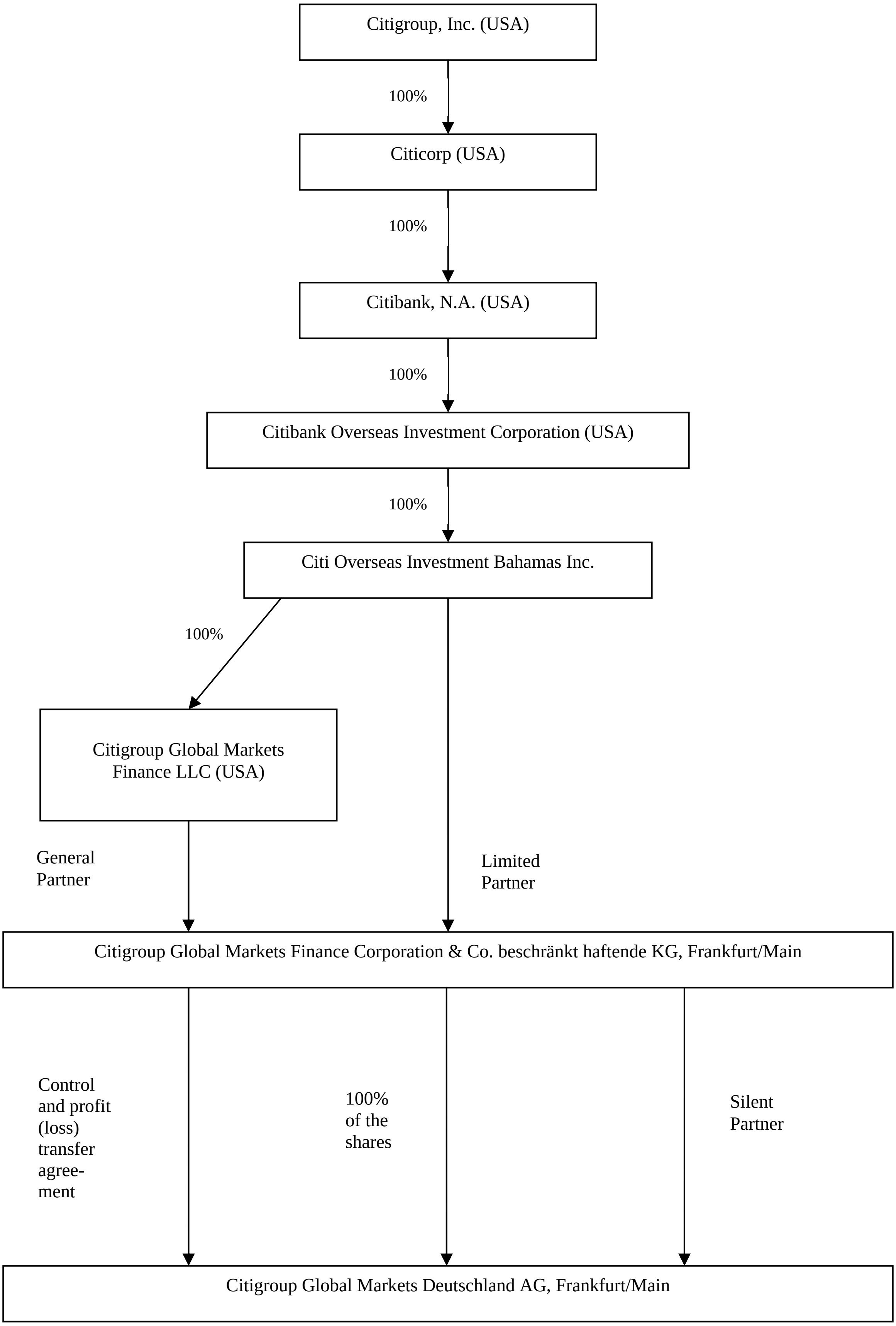
All shares of Citigroup Global Markets Finance LLC are held by Citi Overseas Investment Bahamas Inc., the sole shareholder of which is Citibank Overseas Investment Corporation (USA). This company is in turn wholly-owned by Citibank, N.A. (USA). Citibank, N.A. (USA) is a wholly-owned subsidiary of Citicorp (USA), which in turn is a wholly owned subsidiary of Citigroup, Inc. (USA).

In addition to the integration of the Issuer into the Citigroup Inc. Group, a control and profit (loss) transfer agreement has been executed by the direct parent company and the Issuer.

According to the aforementioned agreement, the Issuer has surrendered the managerial control of its respective enterprises to the direct parent company. Accordingly, the direct parent company is authorised to issue directives and instructions to the Issuer.

Moreover, the Issuer is obligated under the agreement to transfer its entire profit to Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG. As consideration for the transfer, Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is obligated pursuant to § 302 (1) and (3) of the German Stock Corporation Act ("*AktG*") to indemnify any annual net loss, which the Issuer incurs during the term of the agreement.

Schedule: Affiliation of the Issuer with the German subgroup of Citigroup



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6. The text under section "**Governing bodies of the Issuer**" on the page of each Base Prospectus mentioned under No. 1 to 3 in the table (page 2 et seq.) in the column **Item 5** shall be amended as follows:

"The Issuer is a public limited company (Aktiengesellschaft), which is organized under the laws of Germany. The sole shareholder is Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG.

The supervisory board of the Issuer consists of the following members:

- Hans W. Reich, Kronberg, Director, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main;
- Bradley Gans, London, Director, Deputy Chairman, having his business address at Citigroup Global Markets Ltd., Canary Warf, Canada Square, London, United Kingdom;
- Reiner Henszelewski, Frankfurt am Main, employee representative, having his business address at Reuterweg 16, 60323 Frankfurt am Main.

The executive board of the Issuer consists of the following members:

- Maurice Thompson, London, Chairman, Director, Strategy and Business planning, Risk Management/Credit Administration, Human Resources, Legal Department and Management Office;
- Dr. Paul Lerbinger, Frankfurt am Main, Director, Customer Relations and Strategy (Banking);
- Fred B. Irwin, Frankfurt am Main, Director, Taxes and Public Relations;
- Dr. Nikolaus Närger, Stuttgart, Director (Co-Head Banking), Corporate Banking, Asset Finance Products and Global Transaction Services;
- Stefan Wintels, Frankfurt am Main, Director (Co-Head Banking), Investment Banking;
- Christian Spieler, Frankfurt am Main, Director, Fixed Income Product, Share and Warrant Business, Alternative Investments, Asset Finance Products and Bond Issues;
- Heinz Peter Srocke, Hanau, Director, Treasury/Liquidity Management and Accounting;
- Sam Riley, Frankfurt am Main, Director, Internal Business/Banking Organization, Clearing and Settlement (Securites/Payments), Asset Finance Operations, IT and Operational Risk & Controlling;

all having their business address at Reuterweg 16, 60323 Frankfurt am Main.

The following persons hold the following jobs unrelated to the Issuer, which are significant with respect to the Issuer:

- Hans W. Reich: Member of the supervisory boards of Aareal Bank AG and HUK Coburg Holding AG;
- Fred B. Irwin: Member of the supervisory boards of IFB AG and Motorola GmbH;
- Dr. Paul Lerbinger: Member of the supervisory board of Main First AG."

7. Under section "**Brokering transactions for other Group companies and allocation of work among Citigroup companies**" on the page of the Base Prospectus mentioned under No. 4 in the table (page 2 et seq.) in the column **Item 6**, the first sentence of the first paragraph shall be replaced as follows:

"The majority of the Issuer's brokerage commission income is income from transfer pricing arrangements which the Issuer receives for brokering transactions between the Issuer's customers and the various Citigroup companies."

8. Under section "**Issuer Description of Citigroup Global Markets Deutschland AG, Frankfurt am Main**" on the page of the Base Prospectus mentioned under No. 4 in the table (page 2 et seq.) in the column **Item 7**, the text shall be replaced as follows:

"Information to be disclosed in respect of Citigroup Global Markets Deutschland AG as the Issuer of the Warrants can be found in the Issuer's Registration Document dated 13 July 2010, which is, with the exception of the supplementary information below, incorporated herein by reference in accordance with § 11 of the German Securities Prospectus Act (*Wertpapierprospektgesetz, WpPG*). Hard copies of the Registration Document will be available free of charge at the address set forth below:

Citigroup Global Markets Deutschland AG
Frankfurter Welle
Reuterweg 16
60323 Frankfurt am Main

The information in the first sentence in section "Brokering transactions for other Group companies and allocation of work among Citigroup companies" on page 6 of the Registration Document dated 13 July 2010 as incorporated by reference into this Base Prospectus shall be supplemented as follows: "The majority of the Issuer's brokerage commission income is income from transfer pricing arrangements, which the Issuer receives for brokering transactions between the Issuer's customers and the various Citigroup companies.""

Frankfurt am Main, 30 July 2010

Citigroup Global Markets Deutschland AG,
Frankfurt am Main

signed by Steffen Thomas	signed by Pascal Nörrenberg