Supplement dated 07 July 2009

according to

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

to the Base Prospectuses

of

Citigroup Global Markets Deutschland AG & Co. KGaA

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 certain supplements, 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”).

In Germany such right to withdraw does apply to any important new factor or any material incorrectness with regard to the information included in the prospectus which are capable of affecting the assessment of the securities and which arise after the approval of the prospectus and before the final closing of the public offer or the time when trading on a regulated market segment on a stock exchange commences (§ 16 paragraph 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 & Co. KGaA
Attn.: Legal Department
Wave Building
Reuterweg 16
D- 60323 Frankfurt/Main

BP No.	Name of Base Prospectus	Date of BP	Supplement No.	Item 1	Item 2	Item 3	Item 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	14 October 2008	1	Page B 18	Page B 28	Page B 31	Page F 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	3	Page B 20	Page B 30	Page B 33	Page F 1
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	04 August 2008	2	Page 9	Page 18	Page 22	Page 65
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	19 July 2007	3	Page 6	Page 15	Page 19	Page 58

This Supplement of Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main is about individual Supplements in accordance with § 6 of the German Securities Prospectus Act (*Wertpapierprospektgesetz)* 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 audited financial information for the fiscal year 2008 and incorporates the Issuer`s Registration Document dated 06 July 2009 into this Base Prospectuses.

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 under **Item 1** shall be amended as follows:

"The statutory auditor of the Issuer and its managing general partner 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 2007 through 31 December 2007 as contained in the Issuer`s Registration Document dated 06 July 2009 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 2007 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 fiscal years 2008 and 2007 are printed on the following pages.

Balance Sheet as of December 31, 2008
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

Assets	EUR	EUR	EUR	2007: TEUR
1. Cash reserve				
a) Petty cash		270,24		5
b) Credit balances held at central banks		72.114.697,06		24.487
of which: at the German Bundesbank (German Central Bank) EUR 72.114.697,06 (2007: TEUR 24.487)				
c) Credit balances held at post giro offices		-,--	72.114.967,30	-
2. Receivables from banks				
a) Due upon demand		3.188.529.156,82		4.221.137
b) Other receivables		12.562.541.394,66	15.751.070.551,48	5.938.532
3. Receivables from customers			1.578.953.487,21	1.781.977
of which: secured by mortgages or other real property security interests EUR -,-- (2007: TEUR -)				
Municipal loans EUR -,-- (2007: TEUR -)				
4. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions	-,--			-
ab) issued by others	-,--	-,--		-
b) Bonds and debt securities				
ba) issued by government institutions	20.773.853,03			123.521
of which: eligible as collateral with the German Bundesbank EUR 20.773.853,03 (2007: TEUR 123.521)				
bb) issued by others	-,--	20.773.853,03		-
of which: eligible as collateral with the German Bundesbank EUR -,-- (2007: TEUR -)				
c) Bank's own debt securities		-,--	20.773.853,03	-
Face value EUR -,-- (2007: TEUR -)				
5. Equities and variable-yield securities			1.222.501.756,09	1.712.951
6. Equity investments			367.944,56	368
of which: in banks EUR 217.842,30 (2007: TEUR 218)				
in financial services institutions EUR -,-- (2007: TEUR -)				
7. Trust assets			-,--	24.872
of which trust loans EUR -,-- (2007:. TEUR 24.872)				
8. Intangible assets			2.682.799,17	3.328
9. Tangible assets			7.461.070,07	9.618
10. Other assets			1.895.188.162,34	2.116.368
11. Prepaid and deferred items			71.656,97	29
Total Assets			20.551.186.248,22	15.957.193

Liabilities and Equity Capital

	EUR	EUR	EUR	2007: TEUR
1. Liabilities owed to banks				
a) Payable on demand		2.890.920.340,69		2.137.863
b) Having an agreed term or notice period		11.663.565.249,65	14.554.485.590,34	5.234.514
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	1.037.410.509,69			1.289.371
bb) having an agreed term or notice period	90.969.130,04	1.128.379.639,73	1.128.379.639,73	210.406
3. Securitized liabilities				
a) Debt securities issued		963.893.558,23		1.398.480
b) Other securitized liabilities		-,--		-
of which:				
money market paper EUR -,-- (2007: TEUR -)				
own acceptance and promissory notes outstanding EUR -,-- (2007: TEUR -)				
c) Miscellaneous securitized liabilities		1.153.765.916,97	2.117.659.475,20	2.358.639
4. Trust liabilities			0,00	24.872
of which: trust loans EUR -,-- (2007: TEUR 24.872)				
5. Other liabilities			1.963.909.423,98	2.429.492
6. Deferred items			79.752,45	84
7. Accrued liabilities				
a) Pensions and similar obligations		128.431.839,36		120.984
b) Tax accruals		1.251.676,59		33.810
c) Other accrued liabilities		88.449.184,01	218.132.699,96	80.680
8. Subordinated liabilities			-,--	51.129
10. Equity capital				
a) Subscribed capital				
aa) registered share capital	210.569.889,00			210.570
ab) silent partner capital	104.380.233,00	314.950.122,00		122.710
b) Capital reserve	192.745.810,70	192.745.810,70		192.746
c) Earnings reserves				
ca) legal reserve	32.927.197,15			32.927
cb) reserve for treasury shares	-,--			-
cc) reserves required by the articles of association	-,--			-
cd) other earnings reserves	27.916.536,71	60.843.733,86		27.916
d) Unappropriated earnings/loss		-,--	568.539.666,56	-
Total Liabilities and Equity Capital			20.551.186.248,22	15.957.193

	EUR	EUR	2007: TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but uncleared bills of exchange	-,--		-
b) Contingent liabilities from guarantees and warranty commitments	477.637.423,02		552.362
c) Contingent liabilities from security provided on behalf of third parties	-,--	477.637.423,02	-
2. Other obligations			
a) Commitment under fictitious repurchase (repo) agreements	-,--		-
b) Placement and underwriting commitments	-,--		-
c) Irrevocable lines of credit previously granted	661.260.460,89	661.260.460,89	968.572

Statement of Income
for the period January 1 through December 31, 2008
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

	EUR	EUR	EUR	2007: TEUR
1. Interest income from				
a) Loans and money market transactions	491.644.038,33			542.118
b) Fixed-income securities and debt register claims	2.291.885,16	493.935.923,49		19.977
2. Interest expenses		409.768.014,07	84.167.909,42	467.179
3. Current income from				
a) Shares and other variable-yield securities		28.962.548,29		28.360
b) Equity investments		31.448,70		404
c) Interests in affiliated enterprises		-, --	28.993.996,99	-
4. Commission income		122.650.053,57		189.244
5. Commission expenses		4.735.974,74	117.914.078,83	7.312
6. Net income from financial trading operations		./.	45.663.823,54	./. 11.820
7. Other operating income			13.908.152,62	13.887
8. General administrative expenses				
a) Personnel expenses				
aa) wages and salaries	114.124.162,70			111.338
ab) social security contributions, pension and welfare expenses	18.436.601,80	132.560.764,50		17.759
of which: for pensions EUR 10.843.874,07 (2007: TEUR 11,033)				
b) Other administrative expenses		96.190.475,21	228.751.239,71	102.143
9. Amortization, depreciation, and write-down of tangible and intangible assets			4.736.496,73	4.387
10. Other operating expenses			3.405.193,79	2.874
11. Write-downs of and provisions for receivables and certain securities and additions to loan reserves		1.856.554,83		1.211
12. Income from reversal of write-downs of receivables and certain securities and income from reversal of loans reserves		-, --	./. 1.856.554,83	-
13. Write-downs of and provisions for equity investments, interests in affiliated enterprises and long-term securities		124.434,18		863
14. Income from the reversal of write-ups of equity investments, interests in affiliated enterprises and long-term securities		1.181.430,91	1.056.996,73	-
15. Results from ordinary operations		./.	38.372.174,01	67.104

	EUR	EUR	EUR	2007: TEUR
16. Income taxes		10.927.820,45		33.666
17. Other taxes, to the extent not included under item 10		-,--	10.927.820,45	-
18. Income from loss transfers			49.299.994,46	-
19. Profits transferred pursuant to profit pooling, profit transfer or partial profits transfer agreement			-, --	33.438
20. Annual net income for 2008			-, --	-
21. Profit carried forward/ loss-carry forward from 2007			-, --	-
			-, --	-
22. Transfers from capital reserves			-, --	-
			-, --	-
23. Transfers from earnings 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		-, --	-, --	-
			-, --	-
24. Transfers from capital with participation rights			-, --	-
			-, --	-
25. 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		-, --	-, --	-
			-, --	-
26. Replenishment capital with participation rights			-, --	-
27. Unappropriated earnings (balance sheet profit)			-, --	-

Balance Sheet as of December 31, 2007
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

Assets	EUR	EUR	EUR	2006: TEUR
1. Cash reserve				
a) Petty cash		5.109,32		10
b) Credit balances held at central banks		24.486.519,35		25.369
of which: the German Bundesbank (German Central Bank) EUR 24.486.519,35 (2006: TEUR 25.369)				
c) Credit balances held at post giro offices		-,--	24.491.628,67	-
2. Receivables from banks				
a) due upon demand		4.221.136.868,85		2.933.509
b) other receivables		5.938.532.522,10	10.159.669.390,95	3.180.949
3. Receivables from customers			1.781.977.323,39	3.388.719
of which: secured by mortgages or other real property security interests EUR -,-- (2006: TEUR -)				
Municipal loans EUR -,-- (2006: TEUR -)				
4. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions	-,--			-
ab) issued by others	-,--	-,--		-
b) Bonds and debt securities				
ba) issued by government institutions	123.520.687,66			532.046
of which: eligible as collateral with the German Bundesbank EUR 123.520.687,66 (2006: TEUR 532.046)				
bb) issued by others	-,--	123.520.687,66		-
of which: eligible as collateral with the German Bundesbank EUR -,-- (2006: TEUR -)				
c) Bank's own debt securities		-,--	123.520.687,66	-
Face value EUR -,-- (2006: TEUR -)				
5. Equities and variable-yield securities			1.712.951.407,16	1.089.985
6. Equity investments			367.944,56	368
of which: in banks EUR 217.842,30 (2006: TEUR 218)				
in financial services institutions EUR -,-- (2006: TEUR -)				
7. Trust assets			24.872.136,87	24.412
of which loans made by trusts EUR 24.872.136,87 (2006: TEUR 24.412)				
8. Intangible assets			3.328.388,67	4.068
9. Tangible assets			9.618.159,88	12.282
10. Other assets			2.116.368.041,15	1.104.885
11. Prepaid and deferred items			27.666,91	809
Total Assets			15.957.192.775,87	12.297.411

Liabilities and equity capital				
	EUR	EUR	EUR	2006: TEUR
1. Liabilities owed to banks				
a) payable on demand		2.137.862.604,84		1.161.240
b) having an agreed term or notice period		5.234.514.438,06	7.372.377.042,90	2.709.209
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	1.289.371.413,06			1.057.025
bb) having an agreed term or notice period	210.405.736,38	1.499.777.149,44	1.499.777.149,44	280.487
3. Securitized liabilities				
a) debt securities issued		1.398.480.585,37		3.039.542
b) other securitized liabilities		-,--		-
of which:				
money market paper EUR -,-- (2006: TEUR -)				
own acceptance and promissory notes outstanding EUR -,-- (2006: TEUR -)				
c) miscellaneous securitized liabilities		2.358.638.196,97	3.757.118.782,34	1.875.179
4. Trust liabilities			24.872.136,87	24.412
of which: trust loans EUR 24.872.136,87 (2006: TEUR 24.412)				
5. Other liabilities			2.429.492.251,05	1.297.576
6. Deferred items			83.082,33	124
7. Accrued liabilities				
a) pensions and similar obligations		120.983.836,11		114.948
b) tax accruals		33.809.889,57		21.738
c) other accrued liabilities		80.679.932,06	235.473.657,74	77.933
8. Subordinated liabilities			51.129.188,12	51.129
10. Equity capital				
a) subscribed capital				
aa) registered share capital	210.569.889,00			210.570
ab) silent partner capital	122.710.051,49	333.279.940,49		122.710
b) capital reserve	192.745.810,73	192.745.810,73		192.746
c) earnings reserve				
ca) legal reserve	32.927.197,15			32.927
cb) reserve for treasury shares	-,--			-
cc) reserve required by the articles of association	-,--			-
cd) other earnings reserve	27.916.536,71	60.843.733,86		27.916
d) unappropriated earnings/loss		-,--	586.869.485,08	-
Total Liabilities and Equity Capital			15.957.192.775,87	12.297.411

	EUR	EUR	Vorjahr TEUR
1. Contingent liabilities			
a) contingent liabilities from credited but uncleared bills of exchange	-,--		-
b) contingent liabilities from guarantees and warranty commitments	552.362.048,50		644.885
c) contingent liabilities from security provided on behalf of third parties	-,--	552.362.048,50	-
2. Other obligations			
a) commitment of fictitious repurchase (repo) agreements	-,--		-
b) placement and underwriting commitments	-,--		-
c) irrevocable lines of credit previously granted	968.571.763,29	968.571.763,29	1.040.465

Statement of Income
for the period January 1 through December 31, 2007
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

	EUR	EUR	EUR	2006: TEUR
1. Interest income from				
a) Loans and money market transactions	542.117.351,70			502.613
b) Fixed-income securities and debt register claims	19.977.397,26	562.094.748,96		19.766
2. Interest expenses		467.179.425,15	94.915.323,81	468.541
3. Current income from				
a) Shares and other variable-yield securities		28.359.820,84		14.861
b) Equity investments		404.674,00		471
c) Interests in affiliated enterprises		-,--	28.764.494,84	-
5. Commission income		189.244.468,42		190.717
6. Commission expenses		7.311.586,85	181.932.881,57	5.076
7. Net income from financial trading operations		./.	11.819.566,40	66.489
8. Other operating income			13.886.525,03	14.131
10. General administrative expenses				
a) Personnel expenses				
aa) Wages and salaries	111.337.842,15			85.875
ab) Social security contributions, pension and welfare expenses	17.758.647,58	129.096.489,73		15.346
of which: for pensions EUR 11.031.986,46 (2006: TEUR 10.482)				
b) Other administrative expenses		102.143.913,55	231.240.403,28	109.550
11. Amortization, depreciation, and write-down of tangible and intangible assets			4.387.275,34	4.329
12. Other operating expenses			2.873.891,83	2.556
13. Write-downs of and provisions for receivables and certain securities and additions to loan reserves		1.210.706,70		6.935
14. Income from reversal of write-downs of receivables and certain securities and income from reversal of loans reserves			./. 1.210.706,70	-
15. Write-downs of and provisions for equity investments, interests in affiliated enterprises and long-term securities		862.696,28		319
16. Income from the reversal of write-ups of equity investments, interests in affiliated enterprises and long-term securities		-,--	./. 862.696,28	-
19. Results from ordinary operations			67.104.685,42	110.521

	EUR	EUR	EUR	2006: TEUR
23. Income taxes		33.666.836,82		47.705
24. Other taxes, to the extent not included under item 12		-,--	33.666.836,82	./. 135
26. Profits transferred pursuant to profit pooling, profit transfer or partial profits transfer agreement			33.437.848,60	62.951
27. Annual net income for 2007			-, --	-
28. Profit carried forward/ loss-carry forward from 2006			-, --	-
			-, --	-
29. Transfers from capital reserves			-, --	-
			-, --	-
30. Transfers from earnings reserves				
a) from legal reserve		-, --		-
b) from reserve for treasury shares		-, --		-
c) from reserves required by the bank's articles of association		-, --		-
d) from earnings reserves		-, --	-, --	-
			-, --	-
31. Transfers 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			-, --	-

"

2. The text under section "**Governing bodies of the Issuer"** on the page of each Base Prospectus mentioned in the table under **Item 2** shall be amended as follows:

"The Issuer is a partnership limited by shares (KGaA), which is organised under the laws of Germany. The sole managing general partner is Citigroup Global Markets Management AG, Frankfurt am Main. The sole limited shareholder is Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG, which is also the sole shareholder of Citigroup Global Markets Management AG.

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

Hans W. Reich, Frankfurt am Main, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main

Bradley J. Gans, London, Deputy Chairman, having his business address at Citigroup Global Markets Ltd., Canary Warf, Canada Square, London, United Kingdom

Reiner Henszelewski, Frankfurt/Main, employee representative, having his business address at Reuterweg 16, 60323 Frankfurt am Main

The supervisory board of the general partner consists of the following members:

Hans W. Reich, Frankfurt am Main, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main

Bradley J. Gans, London, Deputy Chairman, having his business address at Citigroup Global Markets Ltd., Canary Wharf, Canada Square, London, United Kingdom

Andres Recoder, Frankfurt am Main, having his business address at Reuterweg 16, 60323 Frankfurt am Main

The executive board of the general partner consists of the following members:

Maurice Thompson, Chairman, Strategy and Business planning

Fred B. Irwin, Business Services, Taxes, Public Relations, e-Banking, Fund Administration

Dr. Paul Lerbinger, Deputy Chairman, Customer Relations and Strategy (Banking)

Dr. Nikolaus Närger (Co-Head Banking), Corporate Bank Product und Asset Finance Product

Christian Spieler, Fixed Income Product, Share and Warrant Business

Heinz P. Srocke, Risk Control, Market Risk, Credit Risk, Operational Risk, Liquidity Risk (Active-Passive Management), Credit Administration and Accounting

Dieter Visser, Internal Business, Operations, Custodian Bank, IT, Human Resources, Asset Finance Operations, Legal Department and Management Office, will leave the company, effective June 30, 2009. From that point onward, his tasks will be executed by Maurice Thompson.

Stefan Wintels (Co-Head Banking), Investment Bank Product

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

The following persons listed above 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 (Chairman), Thyssen Krupp Stahl AG, HUK Coburg Versicherungs AG and HUK Coburg Holding
- Fred Irwin, Member of the supervisory board of IFB AG and Motorola GmbH”

3. The text under section "**Financial condition and outlook for the company**" on the page of each Base Prospectus mentioned in the table under **Item 3** shall be amended as follows:

"The Issuer hereby declares that there have been no material adverse changes in the prospects of the Issuer since the date of its last audited financial statements, i.e. 31 December 2008.

No significant events have occurred since the date of the last financial statements.

There are no governmental interventions, legal proceedings or arbitration proceedings pending or threatened against the Issuer, which have been instituted against it and which may have or have had within the last twelve months significant effects on its financial condition or profitability.

In the fiscal year 2008 the Issuer has conducted an early redemption of a negotiable bond in the amount of DM 100,000,000 (EUR 51,129,188.12) to Citicorp Deutschland GmbH. Such redemption has implied a reduction of the equity capital in a corresponding amount.

Since the last financial statements the bank has continued to take a very conservative view on any risk related transactions. Given the current volatile environment it would be unserious to forecast earnings for the fiscal year 2009. As a stand-alone legal vehicle the Issuer has a comfortable capital base. The Issuer is regulated by the German regulator and is committed to provide any kind of requested reporting. The earnings of the Consumer Bank sale have been repatriated within Citigroup as appropriate."

4. The text under section **"Issuer Description**", **"Information about the issuer"** or **"Documents Incorporated by Reference"** on the page of each Base Prospectus mentioned in the table under **Item 4** shall be amended as follows:

"Information to be disclosed in respect of Citigroup Global Markets Deutschland AG & Co. KGaA as the Issuer of the Warrants can be found in the Issuer´s Registration Document dated 06 July 2009, which was filed with the Federal Financial Supervisory Authority, and is 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 & Co. KGaA
Frankfurter Welle
Reuterweg 16
60323 Frankfurt am Main"

Frankfurt am Main, 07 July 2009

Citigroup Global Markets Deutschland AG & Co. KGaA

gez. Dr. Peter Waldecker, Director