Supplement dated 28 May 2010

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 the Base Prospectus (BP)	Date of the BP	Supplement No.	Item 1	Item 2	Item 3	Item 4	Item 5	Item 6	Item 7	Item 8	Item 9
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**	**5**	Page B 17	Page B 19	Page C 1	Page C 3	Page B 20	Page B 32	Page B 30	Page B 30	Page B 32
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**	**3**	Page B 15	Page B 17	Page C 1	Page C 3	Page B 18	Page B 30	Page B 28	Page B 28	Page B 31
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**	**2**	Page B 8	Page B 10	Page C 1	Page C 3	Page B 12	Page B 24	Page B 22	Page B 21	Page B 25
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**	**5**	Page 20	Page 22	Page 31	Page 34	Page 6	Page 18	Page 15	Page 15	Page 19

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	Item 8	Item 9
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**	**4**	Page 23	Page 25	Page 36	Page 38	Page 9	Page 21	Page 18	Page 18	Page 22
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	**22 July 2009**	**2**	Page 23	Page 26	Page 36	Page 39	Page 9	Page 21	Page 19	Page 18	Page 22

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 (*Wertpapier-prospektgesetz)* 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 information in the Base Prospectuses with the audited annual financial statements for the shortened fiscal year 2009.

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

1. The last paragraph under subsection "**Legal risks arising from the issued securities**" of the section "**Risk factors specific to the Issuer**" or "**Risks relating to the Issuer**" respectively in the Summary on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 1** shall be amended as follows:

"The Issuer has granted a loan to a financial service company in Kazakhstan. The total value of this loan equals approximately EUR 66.6 million. The Issuer has essentially hedged the risk that this loan will not be serviced in accordance with the contractual obligations by issuing bonds, which provide that the Issuer is obligated to make payment only to the extent that it receives payment from the borrowers. If the contractual obligations under the bonds unexpectedly require that the Issuer makes payments to the bond holders, even though no corresponding payments were received from the borrowers, then the Issuer could face liquidity problems. The explanations regarding prospectus liability and the right to withdraw as described in the first two paragraphs above also apply *mutatis mutandis* to the bonds."

2. The last paragraph under subsection "**Risks in the credit business**" of the section "**Risk factors specific to the Issuer**" or "**Risks relating to the Issuer**" respectively in the Summary on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 2** shall be amended as follows:

"Approximately EUR 66.6 million in loan to a Kazakh financial service company has been refinanced through bonds issued on the capital markets. The Issuer has hedged the risk that this loan will not be serviced in accordance with the contractual obligations (specifically the payment of interest and principal) by issuing bonds, which provide that the Issuer is obligated to make payment only to the extent that it receives payment from the borrowers. The Issuer's default risks have thereby been transferred to investors. See also "Legal risks arising from the issued securities" regarding the legal risks of the issued bonds."

3. The last paragraph under subsection "**Legal risks arising from the issued securities**" of the section "**Risk factors specific to the Issuer**" or "**Risk factors relating to the Issuer**" respectively on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 3** shall be amended as follows:

"The Issuer has granted a loan to a financial service company in Kazakhstan. The total value of this loan equals approximately EUR 66.6 million. The Issuer has essentially hedged the risk that this loan will not be serviced in accordance with the contractual obligations by issuing bonds, which provide that the Issuer is obligated to make payment only to the extent that it receives payment from the borrowers. If the contractual obligations under the bonds unexpectedly require that the Issuer makes payments to the bond holders, even though no corresponding payments were received from the borrowers, then the Issuer could face liquidity problems. The explanations regarding prospectus liability and the right to withdraw as described in the first two paragraphs above also apply *mutatis mutandis* to the bonds."

4. The last paragraph under subsection "**Risks in the credit business**" of the section "**Risk factors specific to the Issuer**" or "**Risk factors relating to the Issuer**" respectively on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 4** shall be amended as follows:

"Approximately EUR 66.6 million in loan to a Kazakh financial service company has been refinanced through bonds issued on the capital markets. The Issuer has hedged the risk that this loan will not be serviced in accordance with the contractual obligations (specifically the payment of interest and principal) by issuing bonds, which provide that the Issuer is obligated to make payment only to the extent that it receives payment from the borrowers. The Issuer's default risks have thereby been transferred to investors. See also "Legal risks arising from the issued securities" regarding the legal risks of the issued bonds."

5. The text under section "**Selected Financial Information about the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 5** 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 and the annual financial statement and management report for the shortened fiscal year 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 2009 and 2008 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.

Annual 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)			-, --	-

Annual Balance Sheet as of November 30, 2009
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

Assets	EUR	EUR	EUR	Dec 31, 2008
1. Cash reserve				
a) Petty cash		7 976,65		1
b) Credit balances held at central banks		10 769 288,46		72 114
of which: at the German Bundesbank (German central bank) EUR 10 769 288,46 (12/31/2008 TEUR 72 114)				
c) Credit balances held at Postgiro offices		-,--	10 777 265,11	-
2. Receivables from banks				
a) Due upon demand		2 644 538 173,37		3 188 529
b) Other receivables		6 145 067 516.11	8 789 605 689,48	12 562 542
3. Receivables from customers			476 438 363,97	1 578 953
of which: secured by mortgages or other real property				
Security interests EUR -,-- (12/31/2008 TEUR -)				
Municipal loans EUR -,-- (12/31/2008 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				20 774
of which: eligible as collateral with the German Bundesbank: EUR (12/31/2008 TEUR 20 774)				
bb) issued by others	-,--	-,--		-
of which: eligible as collateral with the German Bundesbank EUR -,-- (12/31/2008 TEUR -)				
c) Bank's own debt securities		-,--	-,--	-
Face value EUR -,-- (12/31/2008 TEUR -)				
5. Equities and variable-yield securities			690 801 341,72	1 222 502
6. Equity investments			679 013,92	368
of which: in banks EUR 217 842,30 (12/31/2008 TEUR 218)				
in financial services institutions EUR -,-- (12/31/2008 TEUR -)				
7. Intangible assets			1 965 537,52	2 683
8. Tangible assets			5 166 177,09	7 461
9. Other assets			2 775 778 784,14	1 895 188
10. Prepaid and deferred items			428 851,45	71
Total Assets			12 751 641 024,40	20 551 186

Liabilities and Equity Capital

	EUR	EUR	EUR	Dec 31, 2008 TEUR
1. Liabilities owed to banks				
a) Payable on demand		1 695 005 430.24		2 890 921
b) Having an agreed term or notice period		5 087 484 074.69	6 782 489 504,93	11 663 565
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	1 165 862 391,46			1 037 411
bb) having an agreed term or notice period	473 057 195,18	1 638 919 586.64	1 638 919 586,64	90 969
3. Securitized liabilities				
a) Debt securities issued		67 314 608,35		963 893
b) Other securitized liabilities				-
of which:				
money market paper EUR -,-- (12/31/2008 TEUR -)				
own acceptance and promissory notes outstanding EUR -,-- (12/31/2008 TEUR -)				
c) Miscellaneous securitized liabilities		556 543 570,79	623 858 179,14	1 153 766
4. Other liabilities			2 915 479 585,30	1 963 909
5. Deferred items			266 969,24	79
6. Accrued liabilities				
a) Pensions and similar obligations		130 991 158,11		128 432
b) Tax accruals		-,--		1 252
c) Other accrued liabilities		79 582 289,24	210 573 447,35	88 449
7. Equity capital				
a) Subscribed capital				
aa) registered share capital	210 569 889,00			210 570
ab) silent partner capital	115 894 318,21	326 464 207,21		104 381
b) Capital reserve	192 745 810,73	192 745 810,73		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		-,--	580 053 751,80	-
Total Liabilities and Equity Capital			12 751 641 024,40	20 551 186

	EUR	EUR	12/31/2008 TEUR
1. Contingent liabilities			
a) Contingent liabilities from credited but uncleared bills of exchange	-,--		-
b) Contingent liabilities from guarantees and warranty commitments	486 885 016,87		477 637
c) Contingent liabilities from security provided on behalf of third parties	-,--	486 885 016,87	-
2. Other obligations			
a) Commitment under fictitious repurchase (repo) agreements	-,--		-
b) Placement and underwriting commitments	-,--		-
c) Irrevocable lines of credit previously granted	773 777 446,10	773 777 446,10	661 260

Statement of Income
for the period January 1 through November 30, 2009
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

	EUR	EUR	EUR	2008: TEUR
1. Interest income from				
a) Loans and money market transactions	148.921.039,95			491.644
b) Fixed-income securities and debt register claims	-,--	148.921.039,95		2.292
2. Interest expenses		138.157.031,77	10.764.008,18	409.768
3. Current income from				
a) Shares and other variable-yield securities		40.323.215,74		28.963
b) Equity investments		32.783,79		31
c) Interests in affiliated enterprises		-,--	40.355.999,53	-
4. Commission income		106.359.250,77		122.650
5. Commission expenses		4.069.717,19	102.289.533,58	4.736
6. Net income from financial trading operations (1/1-12/31/2008 net expense)			28.029.072,57	./. 45.664
7. Other operating income			13.766.307,84	13.908
8. General administrative expenses				
a) Personnel expenses				
aa) wages and salaries	61.522.147,07			114.124
ab) social security contributions, pension and welfare expenses	15.345.037,74	76.867.184,81		18.437
of which: for pensions EUR 10.770.590,10 (1/1-12/31/2008 TEUR 10.844)				
b) Other administrative expenses		73.022.207,95	149.889.392,76	96.190
9. Amortization, depreciation, and write-down of tangible and intangible assets			4.125.189,06	4.736
10. Other operating expenses			676.661,11	3.405
11. Write-downs of and provisions for receivables and certain securities and additions to loan reserves		-,--		./. 1.857
12. Income from reversal of write-downs of receivables and certain securities and income from reversal of loans reserves		812.485,01	812.485,01	-
13. Write-downs of and provisions for equity investments, interests in affiliated enterprises and long-term securities		64.700,49		124
14. Income from the reversal of write-downs of equity investments, interests in affiliated enterprises and long-term securities		124.434,18	59.733,69	1.181
15. Results from ordinary operations			41.385.897,47	./. 38.372

	EUR	EUR	EUR	2008 TEUR
16. Revenues from income taxes (1/1-12/31/2008 tax expense)		104.315,66		10.928
17. Other taxes, to the extent not included under item 10		-,--	104.315,66	-
18. Income from loss transfers			-,--	49.300
19. Profits transferred pursuant to profit pooling, profit transfer or partial profit transfer agreement			41.490.213,13	-
20. Annual net income			-,--	-
21. Profit carried forward/ loss-carry forward from 2008			-,--	-
			-,--	-
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)			-,--	-

"

6. After the last paragraph under section "**History of the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 6** the following text shall be inserted:

"Recent developments

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 and to achieve the associated savings in costs, the annual general meeting of the Issuer further resolved on April 21, 2010 that Citigroup Global Markets Deutschland AG & Co. KGaA shall be turned into a public limited company (AG) under German law and henceforth operate under the name Citigroup Global Markets Deutschland AG. The change in legal form is expected to take effect from the first half of June 2010 latest.

Moreover and following the change in legal form of Citigroup Global Markets Deutschland AG & Co. KGaA, Citigroup Global Markets Management AG will be merged into the Issuer. Upon the merger, which will prospectively take effect from the end of June 2010 latest, Citigroup Global Markets Management AG as the Issuer's former general partner will cease to exist. All rights and duties will pass automatically to the Issuer as the 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 will be entitled to demand payment of a security, if, in each case within six months following the date of the publication of the registration of the change in legal form or the merger respectively in the commercial register, 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.

Significant events that may have a material impact on the assessment of the Issuer's solvency have recently not occurred."

7. The text under section "**Membership in the German Subgroup of Citigroup**" on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 7** shall be amended as follows:

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

Citigroup Global Markets Finance Corporation & Co. beschränkt haftende KG is also a silent partner of the Issuer, having an equity interest totaling 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

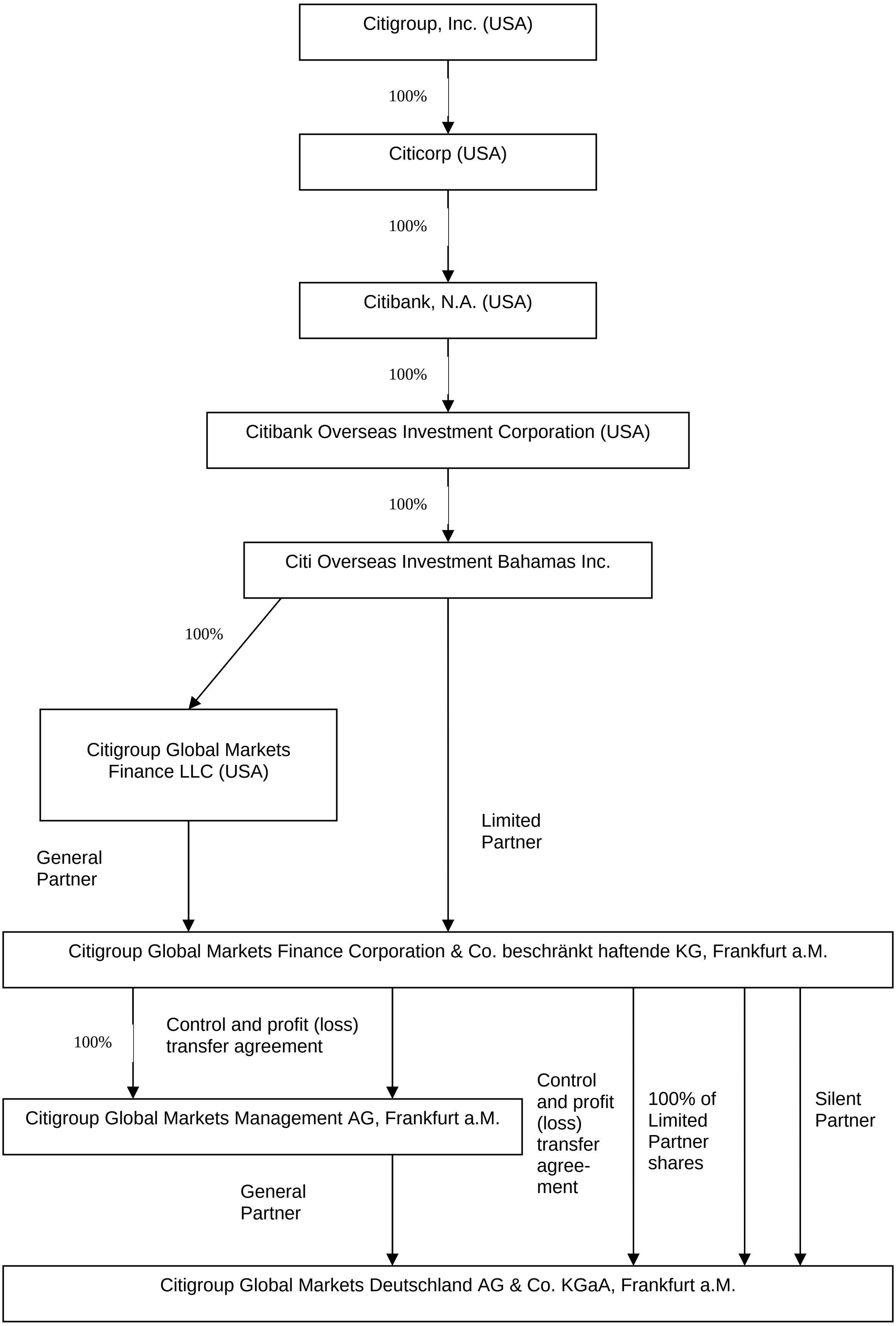
a) the Issuer;

b) the Issuer's general partner.

According to the aforementioned agreement, both the Issuer and its general partner have surrendered the managerial control of their respective enterprises to the direct parent company. Accordingly, the direct parent company is authorized to issue directives and instructions to the Issuer and its general partner.

Moreover, the Issuer and its general partner are obligated under the relevant agreement to transfer their 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 to indemnify any annual net loss which the Issuer and the general partner incur during the term of the agreement.

Schedule: Affiliation of the Issuer with the German subgroup of Citigroup (as of May 2010)



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8. The text under section "**Governing bodies of the Issuer**" on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 8** shall be amended as follows:

"The Issuer is a partnership limited by shares (KGaA), which is organized 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, Kronberg, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main;
- Bradley Gans, London, 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 supervisory board of the general partner consists of the following members:

- Hans W. Reich, Kronberg, Chairman, having his business address at Reuterweg 16, 60323 Frankfurt am Main;
- Bradley 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, London, Chairman, Strategy and Business planning, Risk Control, Market Risk, Credit Risk, Operational Risk and Liquidity Risk (Active-Passive Management), Human Resources, Legal Department and Management Office;
- Dr. Paul Lerbinger, Frankfurt am Main, Deputy Chairman, Customer Relations and Strategy (Banking);
- Fred B. Irwin, Frankfurt am Main, Business Services, Taxes, Public Relations, e-Banking and Fund Administration;
- Dr. Nikolaus Närger, Stuttgart (Co-Head Banking), Corporate Bank Product, Asset Finance Products and Global Transaction Services;
- Stefan Wintels, Frankfurt am Main (Co-Head Banking), Investment Bank Product;
- Christian Spieler, Frankfurt am Main, Fixed Income Product, Share and Warrant Business, Alternative Investments, Asset Finance Products and Bond Issues;
- Heinz Peter Srocke, Hanau, Credit Administration and Accounting;
- Sam Riley, Frankfurt am Main, Internal Business, Clearing and Settlement, Asset Finance Operations, IT and CRMS (Credit Risk Management Services);

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."

9. The text under section "**Financial condition and outlook for the company**" on the page of each Base Prospectus mentioned in the table (page 2 et seq.) under **Item 9** shall be amended as follows:

"After an economic rollercoaster ride in 2009, the Issuer is expecting the global economy to experience a sustained recovery in 2010 and 2011, whereby the recovery will in the opinion of the Issuer vary between developing countries and industrial countries. As far as warrants and certificates are concerned, the Issuer generally expects that the environment for this segment will remain difficult. Nevertheless, due to new products – primarily in the New Asset Classes segment – and in light of an anticipated stabilization of the markets, the Issuer does expect a positive development in 2010. Based on the forecasts made by the individual business segments and the cost savings resulting from the restructuring and cost optimization programs launched in the past few years, the Issuer expects all in all to make a profit again for fiscal year 2010.

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

There has been no material change in the Issuer's financial condition or trading position since the financial statements as of 30 November 2009 for which audited financial information was published.

There are no government 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."

Frankfurt am Main, 28 May 2010

Citigroup Global Markets Deutschland AG & Co. KGaA

signed by Steffen Thomas	signed by Pascal Nörrenberg