

Supplement dated 15 October 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
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	1	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	14 October 2008	2	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	02 October 2007	4	Page B 20	Page B 21
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	1	Page 9	Page 10
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	3	Page 9	Page 10
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	4	Page 6	Page 7

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 unaudited interim financial information for the period of 1 January to 30 June of the fiscal year 2009.

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 Issuer is disclosing unaudited interim financial information on the first six months of the calendar year 2009. The Balance Sheet as of 30 June 2009 and the Income Statement for the first six months of 2009 were prepared under the responsibility of the Issuer according to German Accounting Standards.

The balance sheet and the income statement for fiscal years 2008 and 2007 and the interim financial statements on the first six months of the calendar year 2009 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 under **Item 2** shall be amended by inserting the unaudited interim financial information on the first six months of the calendar year 2009 as follows:

“Interim Balance Sheet as of 30 June 2009
Citigroup Global Markets Deutschland AG & Co. KGaA, Frankfurt am Main

Assets	EUR	EUR	EUR	2008 TEUF
1. Cash reserve				
a) Petty cash		---		-
b) Credit balances held at central banks		<u>13.082.458,07</u>		15.049
of which: held at German Bundesbank (German Central Bank)				
EUR <u>13.082.458,07</u> (6/30/08: TEUR <u>15.049</u>)				
c) Credit balances held at post giro offices		<u>---</u>	<u>13.082.458,07</u>	-
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 <u>---</u> (6/30/08: TEUR <u>-</u>)	<u>---</u>		-
b) Bills of exchange of which: eligible for refinancing with the German Bundesbank	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)	<u>---</u>	<u>---</u>	-
3. Receivables from banks				
a) Payable upon demand		<u>7.399.955.117,87</u>		3.654.540
b) Other receivables		<u>4.214.051.194,77</u>	<u>11.614.006.312,64</u>	3.786.712
4. Receivables from customers			<u>1.251.115.066,33</u>	1.390.608
of which: secured by mortgages or other real property security interests	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
Municipal loans	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
5. Debt securities and other fixed-income securities				
a) Money market paper				
aa) issued by government institutions		<u>---</u>		-
ab) issued by others		<u>---</u>	<u>---</u>	-
b) Bonds and debt instruments				
ba) issued by government institutions of which: eligible as collateral with the German Bundesbank	EUR <u>---</u> (6/30/08: TEUR <u>72.350</u>)	<u>---</u>		72.350
bb) issued by others of which: Eligible as collateral with the German Bundesbank	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)	<u>---</u>	<u>---</u>	-
c) Bank's own debt securities				
Face value	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)	<u>---</u>	<u>---</u>	-
6. Equities and variable-yield securities			<u>1.513.927.601,07</u>	1.468.032
7. Equity investments			<u>679.013,92</u>	368
of which: in banks	EUR <u>217.842,30</u> (6/30/08: TEUR <u>218</u>)			
in financial services institutions	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
8. Interests in affiliated enterprises			<u>---</u>	-
of which: in banks	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
in financial services institutions	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
9. Trust assets			<u>---</u>	-
of which: loans made by trusts	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
10. Off-setting claims against the government including debt securities arising from their exchange			<u>---</u>	-
11. Intangible assets			<u>2.290.320,10</u>	3.189
12. Tangible assets			<u>6.001.270,37</u>	9.074
13. Unpaid contributions to subscribed capital			<u>---</u>	-
of which: called in	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
14. Treasury shares			<u>---</u>	-
Nominal value	EUR <u>---</u> (6/30/08: TEUR <u>-</u>)			
15. Other assets			<u>2.456.916.709,28</u>	2.052.453
16. Prepaid and deferred items			<u>1.599.816,42</u>	1.574
17. Losses not covered by equity capital			<u>---</u>	-
		Total Assets	16.859.618.568,20	12.453.949

				Liabilities and Equity			
				EUR	EUR	EUR	2008 TEUR
1. Liabilities owed to banks							
a)	Payable on demand			2.356.202.279,42			1.961.407
b)	Having an agreed term or notice period			3.333.504.655,17	5.689.706.934,59		3.220.896
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			5.756.643.103,87			1.138.809
bb)	having an agreed term or notice period			468.198.719,65	6.224.841.823,52	6.224.841.823,52	76.775
3. Securitised liabilities							
a)	Debt securities issued			646.105.280,59			850.642
b)	Other securitized liabilities			-,-			-
	of which:						
	money market paper	EUR	-,- (6/30/08: TEI	-)			
	own accepted bills and promissory notes (<i>Solawechsel</i>)						
	outstanding	EUR	-,- (6/30/08: TEI	-)			
c)	Miscellaneous securitised liabilities			1.070.224.978,80	1.716.330.259,39		2.136.075
4. Trust liabilities							
	of which: loans made by trusts	EUR	-,- (6/30/08: TEI	-)	-,-		-
5. Other liabilities							
					2.457.014.450,66		2.244.090
6. Deferred items							
					85.300,82		85
7. Accrued liabilities							
a)	Pensions and similar obligations			128.206.108,18			124.839
b)	Tax accruals			2.700,75			206
c)	Other accrued liabilities			66.150.142,04	194.358.950,97		80.758
8. Untaxed reserves							
					-,-		-
9. Subordinated liabilities							
					-,-		51.129
10. Capital participation rights							
	of which: maturing within two years	EUR	-,- (6/30/08: TEI	-)	-,-		-
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			113.121.414,69	323.691.303,69		104.079
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		27.916
d)	Unappropriated earnings/loss			-,-	577.280.848,25		-
				Total Liabilities and Equity	16.859.618.568,20		12.453.949
				EUR	EUR		2008 TEUR
1. Contingent liabilities							
a)	Contingent liabilities from credited but uncleared bills of exchange			-,-			-
b)	Contingent liabilities from guarantees and warranty commitments			479.997.970,90			466.893
c)	Contingent liabilities from security provided on behalf of third parties			-,-	479.997.970,90		-
2. Other obligations							
a)	Commitment under fictitious repurchase (repo) agreements			-,-			-
b)	Placement and underwriting commitments			-,-			-
c)	Irrevocable lines of credit previously granted			559.961.628,00	559.961.628,00		948.127

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

	EUR	EUR	EUR	6/30/08: TEUR
1. Interest income from				
a) Loans and money market transactions	103.220.261,97			243.777
b) Fixed-income securities and debt registered claims	<u>8.333,33</u>	<u>103.228.595,30</u>		1.898
2. Interest expenses		<u>83.076.224,25</u>	<u>20.152.371,05</u>	203.732
3. Current income from				
a) Shares in other variable-yield securities		<u>38.450.049,57</u>		26.751
b) Equity investments		<u>33.828,70</u>		20
c) Interests in affiliated enterprises		<u>-,-</u>	<u>38.483.878,27</u>	-
4. Income from profit pools, profit transfer or partial profit transfer agreements			<u>-,-</u>	-
5. Commission income		<u>51.313.882,01</u>		46.316
6. Commission expenses		<u>1.476.646,98</u>	<u>49.837.235,03</u>	1.757
7. Net income from financial trading operations			<u>./.</u> <u>5.238.185,57</u>	<u>./.</u> 41.129
8. Other operating income			<u>2.538.461,11</u>	2.420
9. Income from the release of untaxed reserves			<u>-,-</u>	-
10. General administrative expenses				
a) Personnel expenses				
aa) Wages and salaries	<u>26.160.201,99</u>			69.744
ab) Social security contributions, pension and welfare expenses	<u>4.162.059,96</u>	<u>30.322.261,95</u>		4.079
of which: for pensions	EUR <u>1.289.190,45</u>			(06/30/08: TEUR 1,266)
b) Other administrative expenses		<u>43.544.608,98</u>	<u>73.866.870,93</u>	43.841
11. Amortisation, depreciation, and write-downs of tangible and intangible assets			<u>2.026.751,50</u>	2.397
12. Other operating expenses			<u>159.382,50</u>	1.284
13. Write-downs of and provisions for receivables and certain securities and additions to the loan reserves		<u>28.805,64</u>		-
14. Income from reversal of write-downs of receivables and certain securities and income from reversal of loan reserves		<u>-,-</u>	<u>./.</u> <u>28.805,64</u>	1.882
15. Write-downs of and provisions for equity investments, interests in affiliated enterprises and long-term securities		<u>-,-</u>		-
16. Income from the reversal of write-ups of equity investments, interests in affiliated enterprises and long-term securities		<u>5.146,46</u>	<u>5.146,46</u>	2
17. Expenses from losses assumed			<u>-,-</u>	-
18. Transfer to untaxed reserves			<u>-,-</u>	-
19. Result from ordinary operations			<u>./.</u> <u>29.697.095,78</u>	<u>./.</u> 44.897

	EUR	EUR	EUR	6/30/08: TEUR
20. Extraordinary income		- , --		-
21. Extraordinary expenses		- , --		-
22. Extraordinary result		- , --	- , --	-
23. Income taxes		1.097.978,42		2.693
24. Other taxes, to the extent not included in item 12		0,00	1.097.978,42	-
25. Income from losses assumed			- , --	47.590
26. Profits transferred pursuant to profit pooling, profit transfer and partial profit transfer agreement			28.599.117,36	-
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			- , --	-

Frankfurt am Main, 15 October 2009

Citigroup Global Markets Deutschland AG & Co. KGaA

signed by Dr. Peter Waldecker
(Director)