



**Certificate of Approval of a Notification of Base Prospectus
pursuant to Sections 17 and 18 German Securities Prospectus Act
transposing Articles 17 and 18 of Directive 2003/71/EC**

To:

Autorité Des Marchés Financiers (AMF), France
Autoriteit Financiële Markten (AFM), Netherlands
Comissão do Mercado de Valores Mobiliários (CMVM), Portugal
Commission Bancaire, Financière et des Assurances (CBFA), Belgium

From:

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)
Federal Financial Supervisory Authority, Germany

We hereby certify that the Notification of Base Prospectus detailed below has been drawn up in accordance with the German Securities Prospectus Act transposing Directive 2003/71/EC and was approved by us on 15 July 2010.

Name of Issuer:

- Citigroup Global Markets Deutschland AG

Registered Office/Seat:

- Deutschland, Frankfurt am Main, Reuterweg 16 / Frankfurter Welle

Type of Securities:

- Base Prospectus No. 5 - Call and Put Warrants

References to the annexes of Regulation EC 809/2004 according to which the Prospectus was drawn up: XI, XII

Guarantor (if any): n.a.

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Website: www.bafin.de

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT
FEDERAL FINANCIAL SUPERVISORY AUTHORITY



Yours faithfully,


(Velte-Moghaddam)

Prospectus Group, Section PRO 1
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 2010-07-22
Reference: PRO 1-Wp 7107-10100120-2010/0009

Attachments:

- (1) Base Prospectus dated 13 July 2010
- (2) Translations of Summary in Dutch, French and Portuguese