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SECURITIES AND EXCHANGE COMMISSION
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UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 19b-4(e)

SECURITIES AND EXCHANGE COMMISSION
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 DIVISION OF MARKET REGULATION

Information Required of a Self-Regulatory Organization Listing and Trading a New Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
Pacific Exchange, Inc.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Citigroup Global Markets

3. Class of New Derivative Securities Product:



Index Linked Notes

4. Name of Underlying Instrument:
Principal Protected Notes linked to the S&P 500 Exp. 01/28/10

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
Not applicable.

6. Ticker Symbol(s) of New Derivative Securities Product:
PSC

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
AMEX

8. Settlement Methodology of New Derivative Securities Product:
Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):
Not applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:
Alden Adkins

Title:
S.V.P. Regulation

Telephone Number:
(415) 393-4037

Manual Signature of Official Responsible for Form:
Alden Adkins

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)

Date:
11/01/04

SEC 2449 (1/99) Public Availability: **November 2, 2004**



SECURITIES AND EXCHANGE COMMISSION
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VIA FEDERAL EXPRESS

DIVISION OF MARKET REGULATION

November 1, 2004

Ms. Gayle Fortson
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N. W.
Washington, D. C. 20549

Re: **Form 19b-4(e)**

Dear Ms. Fortson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find one original and nine copies of Form 19b-4(e) with respect to index-linked exchangeable notes.

If you have any questions or concerns, please do not hesitate to call me at (415) 393-4107.

Sincerely,

A handwritten signature in cursive script, appearing to read "Tania J.C. Blanford".

Tania J.C. Blanford
Staff Attorney
Regulatory Policy

Enclosures

cc: Janet Angstadt (ARCA)
Office of the Corporate Secretary (PCX, PCXE)