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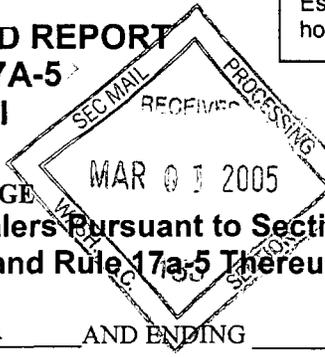
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OMB APPROVAL

OMB Number: 3235-0123  
Expires: October 31, 2004  
Estimated average burden  
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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**



**SEC FILE NUMBER**

8-49165

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/04 AND ENDING 12/31/04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Citigroup Global Markets (Puerto Rico) Inc,  
~~(Please do not include information)~~

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

270 Munoz Rivera Avenue

(No. and Street)

San Juan  
(City)

Puerto Rico  
(State)

00918  
(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

David Zarnowski

(212) 816-5788

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

KPMG LLP

(Name - If individual, state last, first, middle name)

757 Third Avenue  
(Address)

New York  
(City)

NY  
(State)

10017  
(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

**PROCESSED**

**MAR 31 2005**

**THOMSON  
FINANCIAL**

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

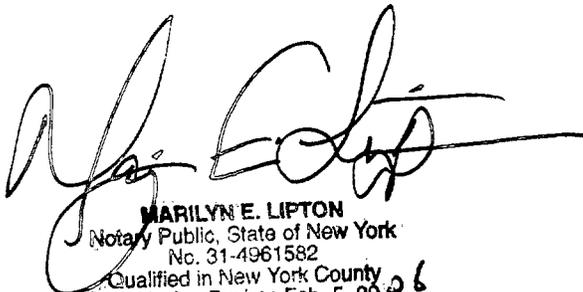
SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

February 25, 2005

State of New York     )  
                                  ) SS:  
County of New York    )

We do hereby affirm that to the best of our knowledge and belief, the attached financial statements as of December 31, 2004 and supplementary schedules pertaining to Citigroup Global Markets (Puerto Rico) Inc. are true and correct, and that neither the Company nor any principal officer or director has any proprietary interest in any account classified solely as that of a customer. We do hereby certify that the attached financial statements as of December 31, 2004 and supplementary schedules will promptly be made available to Citigroup Global Markets (Puerto Rico) Inc. members and allied members whose signatures do not appear below.

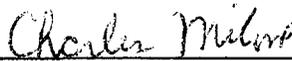


**MARILYN E. LIPTON**  
Notary Public, State of New York  
No. 31-4961582  
Qualified in New York County  
Commission Expires Feb. 5, 2006



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John Gavin  
Chief Executive Officer



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Charles Milone  
Chief Financial Officer

Subscribed and sworn to before me  
this 25 day of February 2005.



**KPMG LLP**  
345 Park Avenue  
New York, NY 10154

## **Independent Auditors' Report**

The Board of Directors and Stockholder of  
Citigroup Global Markets (Puerto Rico) Inc.:

We have audited the accompanying statement of financial condition of Citigroup Global Markets (Puerto Rico) Inc. (the "Company") (a wholly-owned subsidiary of Citigroup Global Markets Inc.) as of December 31, 2004, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. This statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on this statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Citigroup Global Markets (Puerto Rico) Inc. as of December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

**KPMG LLP**

February 25, 2005

**CITIGROUP GLOBAL MARKETS (PUERTO RICO) INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2004**  
(In thousands, except share information)

**ASSETS**

Cash	\$ 633
Cash segregated and on deposit for Federal regulations	2,000
Securities purchased under agreements to resell	78,829
Other assets	<u>76</u>
Total assets	<u>\$ 81,538</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Securities sold under agreements to repurchase	\$ 67,649
Payable to Parent	138
Payables and accrued liabilities	<u>15</u>
Total liabilities	<u>67,802</u>
Stockholder's equity:	
Common stock (\$10 par value, 250,000 shares authorized; 25,000 shares issued and outstanding)	250
Additional paid-in capital	13,750
Accumulated deficit	<u>(264)</u>
Total stockholder's equity	<u>13,736</u>
Total liabilities and stockholder's equity	<u>\$ 81,538</u>

The accompanying notes are an integral part  
of this statement of financial condition.

**CITIGROUP GLOBAL MARKETS (PUERTO RICO) INC.**  
**NOTES TO STATEMENT OF FINANCIAL CONDITION**  
**(In thousands)**

**1. Summary of Significant Accounting Policies**

*Basis of presentation*

The accompanying statement of financial condition includes the accounts of Citigroup Global Markets (Puerto Rico) Inc. (the "Company"), a wholly-owned subsidiary of Citigroup Global Markets Inc. (the "Parent"). The Company's ultimate parent is Citigroup Inc.

The Company is organized under the laws of the Commonwealth of Puerto Rico and is a broker-dealer under the Securities Exchange Act of 1934 and under the Uniform Securities Act of Puerto Rico, and a member of the National Association of Securities Dealers, Inc. The Company operates a securities business in U.S. Government and agency securities, mortgage and asset backed securities, money market instruments, and repurchase and reverse repurchase agreements.

The statement of financial condition is prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of management's best judgement and estimates. Estimates may vary from actual results.

*Collateralized financing agreements*

Securities purchased under agreements to resell ("reverse repurchase agreements") and securities sold under agreements to repurchase ("repurchase agreements") are collateralized principally by government and government agency securities and are carried at their contractual amounts, including accrued interest as specified in the respective agreements. It is the Company's policy to take possession of the underlying collateral, monitor its market value relative to the amounts due under the agreements, and, when necessary, require prompt transfer of additional collateral or reduction in the loan balance in order to maintain contractual margin protection. In the event of counterparty default, the financing agreement provides the Company with the right to liquidate the collateral held.

**2. Fair Value Information**

At December 31, 2004, substantially all of the Company's assets and liabilities were carried at either market or fair value or at amounts, which approximate such values. Assets and liabilities recorded at contractual amounts that approximate market or fair value include securities purchased under agreements to resell, securities sold under agreements to repurchase, payable to Parent, and payables and accrued liabilities. The market values of such items are not materially sensitive to shifts in market interest rates because of the limited term to maturity of many of these instruments and/or their variable interest rates.

**3. Concentrations of Credit Risk**

The Company has six counterparty concentrations with various financial institutions, all transacting business in the Commonwealth of Puerto Rico. This concentration arises in the normal course of the Company's business.

**CITIGROUP GLOBAL MARKETS (PUERTO RICO) INC.**  
**NOTES TO STATEMENT OF FINANCIAL CONDITION**  
**(In thousands)**

**4. Pledged Assets**

At December 31, 2004, the approximate market value of collateral received that can be sold or repledged by the Company was \$82,406. At December 31, 2004, the approximate market value of this portion of collateral that was sold or repledged by the Company was \$69,125.

**5. Income Taxes**

The Company is generally subject to taxation in the Commonwealth of Puerto Rico at the 39% statutory rate.

**6. Capital Requirements**

The Company, as a broker-dealer, is subject to the Uniform Net Capital Rule of the Securities and Exchange Commission (Rule 15c3-1). Under the alternative method permitted by this rule, the Company is required to maintain net capital, as defined, equal to the greater of \$250 or 2% of aggregate debit items arising from customer transactions, as defined. At December 31, 2004, net capital of \$10,690 exceeded the minimum requirement by \$10,440.

**7. Related Party Transactions**

The Company has a service agreement with its Parent in which the Parent provides office space, equipment, and other administrative support. At December 31, 2004, the Company has a payable to the Parent of \$138 relating to these activities.

**8. Obligations Under Guarantees**

Some contracts that the Company enters into in the normal course of business include indemnification provisions that obligate the Company to make payments to the counterparty or others in the event certain events occur. The contingencies generally relate to the changes in the value of underlying assets, liabilities, or equity securities or upon the occurrence of events, such as an adverse litigation judgment or an often standard contractual terms and were entered into in the normal course business based on an assessment that the risk of loss would be remote. In many cases, there are no stated or notional amounts included in the indemnification clauses and the contingencies triggering the obligation to indemnify have not occurred and are not expected to occur. There are no amounts reflected on the statement of financial condition as of December 31, 2004 related to these indemnifications.



**KPMG LLP**  
345 Park Avenue  
New York, NY 10154

**Independent Auditors' Report on Internal Control Structure  
Required by SEC Rule 17a-5**

To the Board of Directors and Stockholder of:  
Citigroup Global Markets (Puerto Rico) Inc.:

In planning and performing our audit of the statement of financial statements of Citigroup Global Markets (Puerto Rico) Inc. (the "Company") (a wholly-owned subsidiary of Citigroup Global Markets Inc.) for the year ended December 31, 2004, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company, including tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate debits and net capital under Rule 17a-3(a)(11) and the reserve required by Rule 15c3-3(e)
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System
4. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate. Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2004, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers Inc. and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

February 25, 2005