

HSBC Bank USA, N.A.

Annual Income Opportunity Certificates of Deposit - Series 4 "Global Industry Titans"

INDICATIVE TERMS

Issuer	HSBC Bank USA, N.A.
Issue	6 Year Annual Income Opportunity CD Series 4 "Global Industry Titans"
Issuer Rating	AA (S&P), Aa3 (Moody's)
Denomination	US Dollars (USD)
Trade Date	November 24, 2009
Pricing Date	November 24, 2009
Settlement Date	November 30, 2009
Maturity Date	November 30, 2015
Issue Price	100.00%
Redemption Proceeds At Maturity	Principal Amount plus any Coupon due on the Maturity Date
Coupon	The Principal Amount multiplied by the Coupon Rate
Coupon Rate	The Coupon Rate on each Coupon Payment Date will be variable and will equal the greater of (A) the arithmetic average of the Reference Security Returns related to that Coupon Payment Date, and (B) zero
Reference Security Return	For each Reference Security and with respect to each Coupon Valuation Date, the greater of A) the lesser of (1) quotient of (a) the Valuation Share Price minus the Initial Share Price, divided by (b) the Initial Share Price, and (2) the Cap, and B) the Floor
Floor	-30.00% (per Reference Security)
Cap	[9.00%-13.00%] (per Reference Security, to be determined on the Trade Date)
Coupon Payment Date	Annually, as described herein
Early Redemption	As described more fully herein, when early redemption is available, depositors redeeming prior to maturity will receive the current market value of their CDs minus any early redemption fees.
Minimum Denomination	\$1,000 and increments of \$1,000 thereafter subject to a minimum issuance amount of \$1 million
CUSIP	40431AS29

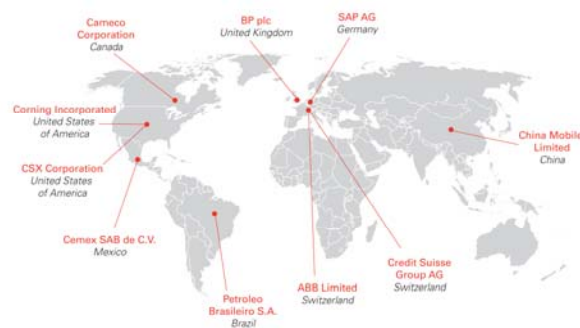
CD Description

The Annual Income Opportunity CDs ("Global Industry Titans") provide exposure to the potential price appreciation in a **geographically diverse** basket of ten publicly traded securities and if held to maturity 100% principal protection. The CDs offer an opportunity to receive an annual coupon based upon the Reference Securities Returns.

ABB Limited	Corning Inc.
BP plc	Credit Suisse Group
Cameco Corp	CSX Corp
Cemex SAB de CV	Petroleo Brasileiro
China Mobile Ltd	SAP AG

Highlights

- **Annual Income Potential:** Depositors may receive a coupon annually based upon the Reference Securities' average performance, **always vs. their initial levels**, subject to the cap and floor level on each individual stock within the basket
- **FDIC Insurance:** This deposit qualifies for FDIC coverage generally up to \$250,000 in aggregate for individual depositors through December 31, 2013 and thereafter \$100,000, and up to \$250,000 in aggregate for certain retirement plans and accounts, including IRAs
- **Diversification by Geography/Industry:** The Reference Securities represent several different industry groups and geographies. Please see the table on the following page for more information
- **IRA Eligible**



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THE REFERENCE SECURITIES

Reference Issuer	Ticker Symbol	Domicile - Country	Industry	Company Description
ABB Limited	ABB	Switzerland	Engineering / R&D Services	A global provider of power and automation technologies that enable its customers to improve their performance while lowering environmental impact. It operates in more than 100 countries.
BP plc	BP	United Kingdom	Integrated Oil	BP is one of the world's largest energy companies with 18.1 billion barrels of proven reserves across 29 countries.
Cameco Corporation	CCJ	Canada	Non-Ferrous Metals	Cameco is a major producer of uranium. It accounts for 15% of world production from its mines in the Canada and the U.S.
Cemex SAB de C.V.	CX	Mexico	Building Products - Cement	A global producer, distributor, and marketer of cement, ready-mix concrete, aggregates, and related building materials in more than 50 countries.
China Mobile Limited	CHL	China	Cellular Telecom	China Mobile is the largest mobile services provider in China and boasts the worlds largest cellular network and subscriber base.
Corning Incorporated	GLW	United States	Telecom Equipment / Fiber Optics	Corning is a world leader in specialty glass and ceramics products. Among its many business lines, it supplies telecommunications industry with fiber optic cables and provides glass for liquid crystal displays.
Credit Suisse Group AG	CS	Switzerland	Diversified Banking	Credit Suisse is a financial services company whose businesses include Investment Banking, Private Banking, and Investment Management. The company was founded in 1856 and is active in over 50 countries.
CSX Corporation	CSX	United States	Railroads	CSX is a rail-based transportation company with a 21,000 mile rail network and 70 ocean river and lake ports.
Petroleo Brasileiro S.A.	PBR	Brazil	Integrated Oil	Petrobras is an integrated oil company that engages in oil exploration, production, refining, and marketing in Brazil and abroad.
SAP AG	SAP	Germany	Enterprise Software	SAP bills itself is one of the world's largest providers of business software with clients in over 120 countries

POTENTIAL PURCHASERS

Potential purchasers may include:

- Those who desire principal protection (at maturity), but also seek equity market return potential
- Depositors seeking international equity exposure
- Those demanding FDIC-insured instruments
- Those seeking broad based global geographical equity diversification
- Long-term investors who desire to participate in the potential growth of various industry groups
- Those seeking the potential to earn an annual contingent and variable coupon
- Those willing to accept that the CDs may pay no coupon in some or all periods, in exchange for the potential for above market coupons

CERTAIN RISKS AND CONSIDERATIONS

Purchasing the CDs involves a number of risks. It is suggested that prospective depositors reach a purchase decision only after careful consideration with their financial, legal, accounting, tax and other advisors regarding the suitability of the CDs in light of their particular circumstances. See "Risk Factors" on page 11 herein for a discussion of risks, which include:

- The principal amount is not guaranteed if the CDs are not held to maturity.
- Payment of the principal amount, and any annual coupons is the obligation of the issuer and subject to the issuers ability to pay from its assets and earnings
- There may not be an active secondary trading market in the CDs and CDs should be viewed as long term investments.
- Return on the CDs does not necessarily reflect the full performance of the Reference Securities and movements in the level of the Reference Securities may affect whether or not depositors receive a return.
- Depositors' yield may be less than that of a standard debt security of comparable maturity.
- The underlying basket may include American Depository Receipts ("ADRs"), which may subject depositors to additional risk factors including, but not limited to, i) fluctuating exchange rate risk, and ii) foreign investment risk.
- Market conditions and events affecting the Reference Securities may negatively impact the coupons received by depositors. Upon the occurrence of a delisting or similar event, a depositor will likely receive no Coupon in the year of the event and for the remainder of the CD term.

In the event one or more of the Reference Securities is subject to an adjustment event (as described herein), the Calculation Agent may adjust the terms of the CDs to reflect the economic impact of such event, as more fully described on page 13 herein.

Important information regarding the CDs is also contained in the Base Disclosure Statement for Certificates of Deposit which forms a part of, and is incorporated by reference into, these Terms and Conditions. Therefore, these Terms and Conditions should be read in conjunction with the Base Disclosure Statement. A copy of the Base Disclosure Statement is available at www.us.hsbc.com/structuredcd or can be obtained from the Agent offering the CDs.



HSBC Bank USA, N.A.

6 Year Annual Income Opportunity Certificates of Deposit – Series 4 “Global Industry Titans”

Indicative Terms and Conditions Deposit Highlights November 30, 2015

General

- Certificates of deposit (the “CDs”) issued by HSBC Bank USA, National Association (the “Issuer”)
- Full principal protection payable by the Issuer if the CDs are held to maturity
- CDs are obligations of the Issuer and not its affiliates or agents, and amounts due under the CDs are subject to the Issuer's creditworthiness.
- CDs are FDIC insured within the limits and to the extent described herein and in the Base Disclosure Statement under the section entitled “FDIC Insurance”
- As described more fully herein, early withdrawals are permitted at par in the event of death of the beneficial owner of the CDs

Key Terms

- Basket: An equally weighted basket comprised of the common stock and/or ADRs (each a “Reference Security” and together, the “Reference Securities”) of the following 10 public companies (each, a “Reference Issuer” and together, the “Reference Issuers”):

Reference Issuer	Ticker Symbol	Relevant Exchange	Initial Share Price
ABB Limited	ABB	NYSE	TBD
BP plc	BP	NYSE	TBD
Cameco Corporation	CCJ	NYSE	TBD
Cemex SAB de C.V.	CX	NYSE	TBD
China Mobile Limited	CHL	NYSE	TBD

Reference Issuer	Ticker Symbol	Relevant Exchange	Initial Share Price
Corning Inc.	GLW	NYSE	TBD
Credit Suisse Group AG	CS	NYSE	TBD
CSX Corp.	CSX	NYSE	TBD
Petroleo Brasileiro S.A.	PBR	NYSE	TBD
SAP AG	SAP	NYSE	TBD

- Principal Amount: \$1,000 for each CD. Minimum deposit amount of \$1,000 per depositor (except that each Agent may, in its discretion, impose a higher minimum deposit amount with respect to the CD sales to its customers) and then in additional increments of \$1,000. CDs will be issued in denominations of \$1,000.
- Pricing Date: November 24, 2009
- Trade Date: November 24, 2009
- Settlement Date: November 30, 2009
- Maturity Date: November 30, 2015, subject to adjustment as described herein
- Coupon: The Principal Amount multiplied by the Coupon Rate.
- Coupon Rate: The Coupon Rate on each Coupon Payment Date will be variable and will equal the greater of (A) the arithmetic average of the Reference Security Returns of the Reference Securities, and (B) zero.
- Reference Security Return: For each Reference Security and with respect to each Coupon Payment Date, the greater of (A) the lesser of (1) the Reference Security Performance, and (2) the Cap, and (B) the Floor.
- Reference Security Performance: For each Reference Security on each Coupon Valuation Date, the quotient of (A) the Valuation Share Price minus the Initial Share Price, divided by (B) the Initial Share Price.
- Valuation Share Price: With respect to a Reference Security and as of each Coupon Valuation Date, the Closing Price of that Reference Security on the related Coupon Valuation Date.
- Initial Share Price: With respect to a Reference Security, as listed in the table above.
- Cap: [9.00-13.00]%
- Floor: -30.00%
- Payment at Maturity: For each CD, the Maturity Redemption Amount
- Maturity Redemption Amount: the Principal Amount plus any Coupon due on the Maturity Date
- Closing Price: For any date of determination and with respect to any Reference Security, the official closing price of the Reference Security on the Relevant Exchange as of the close of the regular trading session on the Relevant Exchange and as reported in the official price determination mechanism for the Relevant Exchange.
- Coupon Valuation Dates: As described herein on page 5.
- Coupon Payment Dates: As described herein on page 5.
- Early Redemption Dates: November 29, 2010, November 29, 2011, November 29, 2012, November 29, 2013, and November 28, 2014 subject to adjustment as described herein
- Early Redemption Charge: A depositor electing to redeem his or her CDs prior to maturity will be subject to an Early Redemption Charge as described herein
- Form of CD: Book-entry
- Listing: The CDs will not be listed on any U.S. securities exchange or quotation system
- CUSIP: 40431AS29
- Comparable Yield (for tax purposes): [3.30]%

Purchasing the CDs involves a number of risks. See “Risk Factors” beginning on page 11.

The CDs offered hereby are time deposit obligations of HSBC Bank USA, National Association, a national banking association organized under the laws of the United States, the deposits of which are insured by the Federal Deposit Insurance Corporation (the “FDIC”) within the limits and to the extent described in the section entitled “FDIC Insurance” herein and in the Base Disclosure Statement. Since December 20, 2008, the Issuer’s designated main office is located in McLean, VA.

Our affiliate, HSBC Securities (USA) Inc. and other unaffiliated distributors of the CDs may use these terms and conditions and the accompanying Base Disclosure Statement in connection with offers and sales of the CDs after the date hereof. HSBC Securities (USA) Inc. may act as principal or agent in those transactions.

HSBC BANK USA, NATIONAL ASSOCIATION

Member FDIC

These Terms and Conditions were not intended or written to be used, and cannot be used, for the purpose of avoiding U.S. federal, state, or local tax penalties. These Terms and Conditions were written and provided by the Issuer in connection with the promotion or marketing by the Issuer and/or distributors of the CDs. Each depositor should seek advice based on its particular circumstances from an independent tax advisor.

Important information regarding the CDs is also contained in the Base Disclosure Statement for Certificates of Deposit, which forms a part of, and is incorporated by reference into, these Terms and Conditions. Therefore, these Terms and Conditions should be read in conjunction with the Base Disclosure Statement. A copy of the Base Disclosure Statement is available at www.us.hsbc.com/structuredcd or can be obtained from the Agent offering the CDs.

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SUMMARY OF TERMS

Set forth in these Terms and Conditions is a summary of certain of the terms and conditions of the 6 Year Annual Income Opportunity Certificates of Deposit Series 4 “Global Industry Titans” maturing November 30, 2015. The following summary of certain terms of the CDs is subject to the more detailed terms of the CDs included elsewhere in these Terms and Conditions and should be read in conjunction with the Base Disclosure Statement.

- Issuer:** HSBC BANK USA, NATIONAL ASSOCIATION, acting through its New York Branch
- Issuer Rating:** Senior unsecured deposit obligations of the Issuer are rated Aa3 by Moody's Investors Service, Inc. and AA by Standard & Poor's Financial Services LLC, a subsidiary of the McGraw-Hill Companies, Inc. The credit ratings pertain only to the creditworthiness of the Issuer and are not indicative of the market risk associated with the CDs.
- CDs:** 6 Year Annual Income Opportunity Certificates of Deposit Series 4 “Global Industry Titans” maturing November 30, 2015.
- Book-Entry Form:** The CDs will be represented by one or more master CDs held by and registered in the name of Depository Trust Company (“DTC”). Beneficial interests in the CDs will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants.
- Aggregate Principal Amount:** [_____]
- Minimum Deposit Amount:** \$1,000 Principal Amount (except that each Agent may, in its discretion, impose a higher minimum deposit amount with respect to the CD sales to its customers) and multiples of \$1,000 Principal Amount thereafter.
- Trade Date:** November 24, 2009
- Pricing Date:** November 24, 2009
- Settlement Date:** November 30, 2009
- Maturity Date:** November 30, 2015, subject to adjustment as described herein
- Issue Price:** 100% of Principal Amount.
- Basket:** An equally weighted basket comprised of the common stock and/or ADRs (each a “Reference Security” and together, the “Reference Securities”) of the following 10 public companies (each, a “Reference Issuer” and together, the “Reference Issuers”):

Reference Issuer	Bloomberg Ticker	Relevant Exchange
ABB Limited	ABB	NYSE
BP plc	BP	NYSE
Cameco Corporation	CCJ	NYSE
Cemex SAB de C.V.	CX	NYSE
China Mobile Limited	CHL	NYSE
Corning Inc.	GLW	NYSE
Credit Suisse Group AG	CS	NYSE
CSX Corp.	CSX	NYSE
Petroleo Brasileiro S.A.	PBR	NYSE
SAP AG	SAP	NYSE

For summary descriptions of the Reference Securities, please refer to Annex A hereto.

Initial Share Price:	For each Reference Security, the Closing Price of such Reference Security on the Pricing Date, as set forth in the table above.
Maturity Redemption Amount:	The Maturity Redemption Amount is the total amount due and payable on each CD on the Maturity Date. On the Maturity Date, the depositor of each CD will receive an amount equal to the Principal Amount plus any additional Coupon due on the Maturity Date.
Coupon:	The Principal Amount multiplied by the Coupon Rate.
Coupon Rate:	The Coupon Rate on each Coupon Payment Date will be variable and will equal the greater of (A) the arithmetic average of the Reference Security Returns of the Reference Securities, and (B) zero.
Reference Security Return:	For each Reference Security and with respect to each Coupon Payment Date, the greater of (A) the lesser of (1) the Reference Security Performance, and (2) the Cap, and (B) the Floor.
Reference Security Performance:	For each Reference Security on each Coupon Valuation Date, the quotient of (A) the Valuation Share Price minus the Initial Share Price, divided by (B) the Initial Share Price.
Valuation Share Price:	With respect to a Reference Security and as of each Coupon Valuation Date, the Closing Price of that Reference Security on the related Coupon Valuation Date.
Initial Share Price:	With respect to a Reference Security, as set forth on the cover.
Cap:	[9.00-13.00]%
Floor:	-30.00%
Coupon Payment Dates and Coupon Valuation Dates:	

Coupon Valuation Date (subject to adjustment as described herein)	Coupon Payment Date (subject to adjustment as described herein)
November 24, 2010	November 30, 2010
November 25, 2011	November 30, 2011
November 27, 2012	November 30, 2012
November 26, 2013	December 2, 2013
November 25, 2014	December 1, 2014
November 24, 2015	November 30, 2015

On each Coupon Payment Date, the Issuer will pay a Coupon equal to the Principal Amount multiplied by the applicable Coupon Rate determined on the Coupon Valuation Date related to that Coupon Payment Date.

Coupon Valuation Dates and Coupon Payment Dates are subject to adjustment as described in “Description of the Certificates of Deposit—Adjustments to Coupon Valuation Dates” herein.

Closing Price:	For any date of determination and with respect to any Reference Security, the official closing price of the Reference Security on the Relevant Exchange as of the close of the regular trading session on the Relevant Exchange and as reported in the official price determination mechanism for the Relevant Exchange.
Scheduled Trading Day:	With respect to any Reference Security, any day on which all of the Relevant Exchanges and Related Exchanges are scheduled to be open for trading for such Reference Security.
Relevant Exchange:	The primary exchange for each Reference Security, as set forth in the table above.

Related Exchange: The exchanges or quotation systems, if any, on which options or futures contracts on the Reference Securities are traded or quoted, and as may be selected from time to time by the Calculation Agent.

Exchange Business Day: Any day that is (or, but for the occurrence of a Market Disruption Event (as defined in the Base Disclosure Statement), would have been) a trading day for each of the Relevant Exchanges and Related Exchanges for the Reference Securities, other than a day on which trading on any such exchange is scheduled to close prior to its regular weekday closing time.

Early Redemption at Current Market Value: Each depositor will be entitled to redeem his or her CDs in whole, but not in part, on any Early Redemption Date (as defined on the front cover), subject to an Early Redemption Charge. No fewer than ten Business Days prior to an Early Redemption Date, a depositor, through the Agent from whom he or she bought the CDs, may obtain from the Calculation Agent an estimate of the Early Redemption Amount (as defined below) applicable to that Early Redemption Date. This estimate is provided for informational purposes only, and neither the Bank nor the Calculation Agent will be bound by the estimate. If a depositor redeems his or her CDs on any Early Redemption Date, he or she will be entitled solely to the actual Early Redemption Amount calculated by the Calculation Agent and will not be entitled to an amount in respect of any further Coupon or any other return on his or her CDs. Further, the Early Redemption Amount will be subject to an Early Redemption Charge and may be less (and may be substantially less) than the Principal Amount paid for the CDs. A depositor may request early redemption of the CDs in whole, but not in part, on an Early Redemption Date by notifying the Agent from whom he or she bought the CDs (who must then notify the Bank) no later than 3:00 p.m. EST/EDT on the fifth Business Day before the Early Redemption Date. All early redemption requests (whether written or oral) are irrevocable. The Calculation Agent will determine the Early Redemption Amount on the third Business Day prior to the related Early Redemption Date (the "Early Redemption Valuation Date"), and the depositor will receive the Early Redemption Amount for each CD so redeemed on the related Early Redemption Date.

Early Redemption Amount: For any Early Redemption Date, the Current Market Value, where "Current Market Value" means the bid price for the CDs as of the related Early Redemption Valuation Date as determined by the Calculation Agent based on its financial models and objective market factors less an Early Redemption Charge. If the Early Redemption Valuation Date is not a Scheduled Trading Day for any Reference Security, then the Early Redemption Valuation Date will be the next Exchange Business Day that is a Scheduled Trading Day for each of the Reference Securities. If a Market Disruption Event exists on the Early Redemption Valuation Date, then the Early Redemption Valuation Date will be postponed for up to five Scheduled Trading Days. If the Early Redemption Valuation Date is so postponed, then the related Early Redemption Date will also be postponed until the third Business Day following the date to which the Early Redemption Valuation Date is postponed and no interest will be payable in respect of any such postponement. **A depositor will not be entitled to any return on his or her CD if that depositor elects to redeem his or her CD on any Early Redemption Date. Further, the Early Redemption Amount may be less (and may be substantially less) than the Principal Amount of the CD.**

Early Redemption Charge: For each CD redeemed on an Early Redemption Date, an amount equal to the Principal Amount multiplied by the applicable Early Redemption Charge as set forth in the table below:

YEAR	1	2	3	4	5	6
Early Redemption Charge	3.50%	2.50%	1.50%	0.50%	0.00%	0.00%

For purposes of the Early Redemption Charges:

- Year 1 is defined as: from and including the Trade Date to (but excluding) the first anniversary of the Trade Date;

- Year 2 is defined as: from and including the first anniversary of the Trade Date to (but excluding) the second anniversary of the Trade Date;
- Year 3 is defined as: from and including the second anniversary of the Trade Date to (but excluding) the third anniversary of the Trade Date;
- Year 4 is defined as: from and including the third anniversary of the Trade Date to (but excluding) the fourth anniversary of the Trade Date;
- Year 5 is defined as the date from and including the fourth anniversary of the Trade Date to (but excluding) the fifth anniversary of the Trade Date; and
- Year 6 is defined as the date from and including the fifth anniversary of the Trade Date to (but excluding) the sixth anniversary of the Trade Date.

Early Redemption upon the Death of a Depositor:

In the event of the death of any depositor of CDs, the full withdrawal of the Principal Amount of the CDs of that depositor will be permitted. In that event, the successor of that depositor shall give prior written notice of the proposed withdrawal to the Issuer, together with appropriate documentation to support the request, within 180 days of the death of such depositor. In that event, only a full withdrawal of the Principal Amount of the CDs will be permitted. CDs so redeemed will not be entitled to any return on the Principal Amount in respect of interest or the Coupon.

Market Disruption Event:

As described in the Base Disclosure Statement.

Calculation Agent:

HSBC Bank USA, National Association

All determinations and calculations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on the depositors of the CDs.

Listing:

None. See “Risk Factors” herein.

FDIC Insurance:

See “FDIC Insurance” herein and in the Base Disclosure Statement for details.

ERISA Plans:

See “Certain ERISA Considerations” in the Base Disclosure Statement for details.

Risk Factors:

The purchase of the CDs involves certain risks. See “Risk Factors” herein for a discussion of some of the factors which should be considered by prospective purchasers of the CDs.

Tax:

See “Certain U.S. Federal Income Tax Considerations” herein for a description of the tax treatment applicable to this instrument.

Governing Law:

New York

QUESTIONS AND ANSWERS

What Are the CDs?

The CDs are certificates of deposit issued by the Issuer. The CDs mature on the Maturity Date. Depositors of the CDs also have the right to cause the Issuer to redeem their CDs in whole, but not in part, as described below. Redemptions may also occur optionally upon the death of a depositor. See “Redemption upon the Death of a Depositor” in the Base Disclosure Statement.

Each CD represents an initial deposit by a depositor to the Issuer of \$1,000 Principal Amount (except that each Agent may, in its discretion, impose a higher minimum deposit amount with respect to the CD sales to its customers), and the CDs will be issued in integral multiples of \$1,000 Principal Amount in excess thereof. Depositors will not have the right to receive physical certificates evidencing their ownership of the CDs except under limited circumstances; instead the Issuer will issue the CDs in book-entry form. Persons acquiring beneficial ownership interests in the CDs will hold the CDs through DTC in the United States, if they are participants of DTC, or indirectly through organizations which are participants in DTC.

What Amount Will Depositors Receive at Maturity in Respect of the CDs?

At the scheduled maturity (and not upon an Early Redemption by the depositor), the amount depositors will receive for each CD will be equal to the Maturity Redemption Amount, which will equal A) the Principal Amount of the CD plus B) any Coupon due on the Maturity Date, as described in the Summary of Terms above and the “Payment at Maturity” section in the Base Disclosure Statement. The annual percentage yield on the CD is only determinable at maturity.

The Maturity Redemption Amount and the Coupon, if any, will not include dividends paid on the Reference Securities. Apart from the Coupons, if any, no interest will be paid, either for periods prior to the Settlement Date, during the term of the CDs or at or after maturity.

For more information, see “Summary of Terms” above, together with the Base Disclosure Statement.

What coupon will be paid on the CDs?

On each Coupon Payment Date, the Coupon will equal the Principal Amount multiplied by the Coupon Rate. The Coupon Rate on each such Coupon Payment Date will be variable and will equal the greater of (A) the arithmetic average of the Reference Security Returns of the Reference Securities and (B) zero. With respect to any Reference Security, the Reference Security Return with respect to any Coupon Payment Date will be equal to the greater of (A) the lesser of (1) the Reference Security Performance, and (B) the Cap, and (B) the Floor. The Reference Security Performance with respect to any Reference Security on any Coupon Valuation Date will be equal to the quotient of (A) the Valuation Share Price minus the Initial Share Price, divided by (B) the Initial Share Price.

What Amount Will Depositors Receive if They Exercise Their Early Redemption Right?

The redemption proceeds paid by the Issuer upon an Early Redemption will be the Early Redemption Amount, which will equal the Current Market Value of the CD as determined by the Calculation Agent in good faith based on its financial models and objective market factors less an Early Redemption Charge. There is no guarantee that a depositor who redeems a CD on any Early Redemption Date will receive his or her full Principal Amount or any return on his or her CD. See “Early Redemptions” above in the Summary of Terms.

Are the CDs FDIC Insured?

The payment of principal at maturity of this CD is insured by the FDIC up to the standard maximum deposit insurance amount in effect (generally up to \$250,000 in aggregate for individual depositors through December 31, 2013 and thereafter \$100,000, and up to \$250,000 in aggregate for certain retirement plans and accounts, including IRAs). Please see “FDIC Insurance” in the Base Disclosure Statement for more details.

What Are the U.S. Federal Income Tax Consequences of Purchasing the CDs?

The Issuer intends to treat the CDs as “contingent payment debt instruments” for U.S. federal income tax purposes. U.S. Holders (as defined under “Certain U.S. Federal Income Tax Considerations”) will be required to include in their taxable income for each year an amount of ordinary income equal to the “original issue discount” (“OID”) on the CDs for that year. The OID is included in income and taxable at ordinary income rates. As a result, U.S. Holders may be required to include OID with respect to their CDs in income in each year in excess of actual payments received on their CDs.

The amount of the OID that must be taken into income in each year will be calculated on the basis of the “comparable yield” of the CDs, which is the yield at which the Issuer would issue a non-contingent fixed-rate debt instrument having terms and conditions similar to those of the CDs. The comparable yield is determined by the Issuer as of the issuance date solely for U.S. federal income tax purposes and is neither a prediction nor a guarantee of what the actual yield will be on the CDs.

The Issuer will prepare a “projected payment schedule” that produces the comparable yield. If the actual Coupon on any Coupon Payment Date or the Maturity Redemption Amount exceeds the corresponding amount on the projected payment schedule, the excess will be taxes as additional OID income to the U.S. Holder. Any gain recognized by a U.S. Holder on the sale, exchange or other disposition of a CD will constitute ordinary interest income.

Prospective depositors should see “Certain U.S. Federal Income Tax Considerations” below and consult their tax advisors regarding the tax consequences to them of a purchase of the CDs.

What about Liquidity?

There is currently no established secondary trading market for the CDs. There is no assurance that a secondary market for the CDs will develop, or if it develops, that it will continue. In the event that a depositor could find a buyer of his or her CD, it is likely that the price a buyer would be willing to pay would be net of the commissions paid or discount allowed to the Agents on the initial placement of the CDs. Prospective depositors should carefully consider all of the information set forth in these Terms and Conditions and the Base Disclosure Statement and, in particular, should evaluate the specific risk factors set forth under “Risk Factors”.

What about Fees?

The CDs will initially be distributed through an affiliate of the Issuer, HSBC Securities (USA) Inc. and certain other unaffiliated third party distributors (the “Agents”). Agents may receive a commission or be allowed a discount as compensation for their services. See “The Distribution” in the Base Disclosure Statement and below. The actual compensation paid may vary depending upon various factors including market conditions and the duration of the CD.

What about ERISA Eligibility?

The CDs are not eligible for purchase by, on behalf of or with the assets of, Plans (as defined in the Base Disclosure Statement) unless the purchase and holding of the CDs does not and will not constitute a non-exempt prohibited transaction under Section 406 of ERISA, Section 4975 of the Code or Similar Law. In view of the fact that the CDs represent deposits with the Issuer, fiduciaries should take into account the prohibited transaction exemption described in ERISA Section 408(b)(4), relating to the investment of plan assets in deposits bearing a reasonable rate of interest in a financial institution supervised by the United States or a state, and/or Part IV of PTCE 81-8, relating to transactions involving short-term investments, specifically certificates of deposit. (See “Certain ERISA Considerations” in the Base Disclosure Statement.) Each initial purchaser of a CD and each transferee thereof shall be deemed to represent and covenant that, throughout the period that it holds CDs, either (a) it is not, and is not acquiring CDs with the assets of, a Plan, or (b) that its purchase, holding and disposition of the CDs will not constitute a non-exempt prohibited transaction under Section 406 of ERISA, section 4975 of the Code, or Similar Law.

RISK FACTORS

Purchasing the CDs is not equivalent to investing directly in the Reference Securities. It is suggested that prospective depositors considering purchasing CDs reach a decision to purchase only after carefully considering, with their financial, legal, tax, accounting and other advisors, the suitability of the CDs in light of their particular circumstances and the risk factors set forth below and other information set forth in these Terms and Conditions and the accompanying Base Disclosure Statement.

As you review the “Risk Factors” in the accompanying Base Disclosure Statement, you should pay particular attention to the following sections:

- “— Risks Relating to All CD Issuances”;
- “— Additional Risks Relating to CDs with an Equity Security or Equity Index as the Reference Asset”; and
- “— Additional Risks Relating to CDs with More than One Instrument Comprising the Reference Asset.”

You will be subject to certain risks not associated with conventional fixed-rate or floating-rate CDs or debt securities.

The CDs are not suitable for purchase by all people. No person should purchase the CDs unless he or she understands and is able to bear the associated market, liquidity and yield risks.

Because of the numerous factors that may affect the value of the Reference Securities, no assurance can be given that depositors of the CDs will receive any Coupon during the term of the CDs. Depositors must understand that they have no interest in the Reference Securities or other asset and neither they, nor the Issuer on their behalf nor any Agent on their behalf, will have any recourse against any Reference Issuer (as defined herein) or rights in the Reference Securities either contractually or statutorily. Depositors in the CDs will not receive any payments in respect of dividends or other distributions that may be payable on the Reference Securities, nor will depositors be entitled to any voting rights or other control rights that holders of the Reference Securities may have with respect to the Reference Issuers. None of the Reference Issuers are affiliates of the Issuer, and none are involved in the CDs in any way. The obligations represented by the CDs are obligations of the Issuer and are not obligations of the Reference Issuers.

Depositors Are Not Guaranteed the Receipt of the Principal Amount of their CDs, and will be subject to an Early Redemption Charge, if they Redeem the CDs Early.

The CDs are designed so that if, and only if, they are held to maturity, the depositor will receive no less than the Principal Amount of his or her CDs. If a depositor redeems the CDs early at his or her option, the depositor will not be entitled to, and may not receive, any return on his or her CD. [In addition, the proceeds received by such a depositor will be net of an Early Redemption Charge. As a result, the proceeds payable upon an Early Redemption may be less (and may be substantially less) than the Principal Amount of the CDs. See “Summary of Terms—Early Redemption” sections in these Terms and Conditions.

Depositors will have no protection against events affecting the Reference Issuers.

A depositor of the CDs will be subjected to the same events affecting the Reference Issuers and the price of the Reference Securities to which shareholders of the Reference Issuers are subjected, but will not have direct rights against either the Reference Issuers or us. Prospective purchasers of the CDs should review the various risk factors contained in the reports and other information which have been filed with the U.S. Securities and Exchange Commission, which we refer to as the “Commission,” posted on websites or otherwise made publicly available by the Reference Issuers with respect themselves and the Reference Securities.

Return on the CDs does not necessarily reflect the full performance of the Reference Securities.

Since each Coupon is based on the arithmetic average of the performance of the ten Reference Securities, any increase in the Valuation Share Price of one or more of the Reference Securities as of any Coupon Valuation Date relative to their respective Initial Share Prices may be offset by declines in the Valuation Share Price of other Reference Securities in an amount up to the Floor. Furthermore, because the performance of each Reference Security as of any Coupon Valuation Date is limited by the Cap, even if the return of one or more Reference Securities as of a Coupon Valuation Date is greater than the Cap, the Reference Security Return of such Reference Securities that will contribute to the calculation of the Coupon payable with respect to that Coupon Payment Date will be equal to the Cap. Additionally, because the performance of each Reference Security is measured only on each applicable Coupon Valuation Date relative to the Pricing Date, any increase in the Closing Price of a Reference Security occurring on any Exchange Business Day other

than a Coupon Valuation Date will not be reflected in calculation of the Coupon with respect to any Coupon Payment Date. Your return on the CDs therefore may not reflect the full performance of the Reference Securities during the term of the CDs.

Original Issue Discount Consequences of the CDs; U.S. Federal Income Tax Consequences.

The Issuer intends to treat the CDs as “contingent payment debt instruments” for U.S. federal income tax purposes. U.S. Holders (as defined under “Certain U.S. Federal Income Tax Considerations”) will be required to include in their taxable income for each year an amount of ordinary income equal to the “original issue discount” (“OID”) on the CDs for that year. The OID is included in income and taxable at ordinary income rates. As a result, U.S. Holders may be required to include OID with respect to their CDs in income in each year in excess of actual payments received on their CDs.

The amount of the OID that must be taken into income in each year will be calculated on the basis of the “comparable yield” of the CDs, which is the yield at which the Issuer would issue a non-contingent fixed-rate debt instrument having terms and conditions similar to those of the CDs. The comparable yield is determined by the Issuer as of the issuance date solely for U.S. federal income tax purposes and is neither a prediction nor a guarantee of what the actual yield will be on the CDs.

The Issuer will prepare a “projected payment schedule” that produces the comparable yield. If the actual Coupon on any Coupon Payment Date or the Maturity Redemption Amount exceeds the corresponding amount on the projected payment schedule, the excess will be taxes as additional OID income to the U.S. Holder. Any gain recognized by a U.S. Holder on the sale, exchange or other disposition of a CD will constitute ordinary interest income.

Prospective depositors should see “Certain U.S. Federal Income Tax Considerations” below and consult their tax advisors regarding the tax consequences to them of a purchase of the CDs.

No Secondary Market for the CDs Exists. Depositors May Require the Issuer to Redeem the CDs Prior to Maturity Pursuant to the Early Redemption Provisions, but Depositors May Suffer Losses.

There is currently no secondary market for the CDs. The Issuer does not intend to apply for listing of the CDs on any securities exchange, quotation of the CDs through the Nasdaq National Market System or designation for trading in the PORTAL market. There is no assurance that a secondary market for these CDs will develop, or if it develops, that it will continue. Even if a secondary market develops, there can be no assurance that it will provide significant liquidity. The Issuer intends to quote bid prices periodically upon depositor request, but is under no obligation to do so. In the event that the Issuer no longer provides such quotes, it may be difficult to obtain reliable information about the value of the CDs. The CDs are most suitable for purchasing and holding to maturity.

Adverse Economic Interests to Depositors.

HSBC Bank USA, National Association is the Calculation Agent and will be solely responsible for the determination and calculation of the CD’s Maturity Redemption Amount (including the components thereof in connection with the Coupon) and any other determinations and calculations in connection with the CDs. Because the Issuer is the Calculation Agent, it may have economic interests adverse to those of the depositors, including with respect to certain determinations and judgments that the Calculation Agent must make in determining, for example, the Coupon, if any, on any Coupon Payment Date or if a Market Disruption Event has occurred. However, the Calculation Agent is obligated to carry out its duties and functions as calculation agent in good faith and using its reasonable judgment.

Market conditions and events affecting the Reference Securities may negatively impact the Coupons received by depositors.

Depositors should be aware that a considerable decrease in the price of any particular Reference Security in any year (whether due to general economic conditions or an extraordinary event affecting such Reference Security) may materially limit the likelihood of a depositor receiving any coupon payment in that year and potentially subsequent years for the remainder of the CD term. For example, upon an event such as a delisting of a Reference Security, a depositor will likely receive no Coupon in the year of the event and for the remainder of the CD term, notwithstanding the positive performance of other Reference Securities. Such an event would also negatively impact the value of the CD in the secondary market, if any.

There are additional risks relating to CDs with an American depositary receipt (“ADR”) as a Reference Security.

Depositors should be aware that investments in certificates of deposits linked to the value of foreign equity securities might involve particular risks. Direct or indirect government intervention to stabilize the foreign securities markets may affect trading prices and

volumes in those markets where any foreign equity securities underlying the CDs trade. In addition, other special risks associated with investment in emerging markets may include, but are not necessarily limited to: difficulties in enforcing contracts; less liquidity and smaller market capitalizations; lesser regulation of securities markets; different accounting and disclosure standards; governmental interference; higher inflation and social, economic and political uncertainties. These risks affect the trading value of any Reference Security linked to a foreign equity security and as such the Coupon Rate on the CDs.

Depositor should also be aware that they are subject to the risk of fluctuating foreign exchange rates. Reference Securities are quoted and traded in U.S. Dollars and, to the extent that any such Reference Securities are ADRs, may trade at a different prices from the relevant underlying foreign equity securities, which are quoted and traded in their local currency. Fluctuations in the exchange rate between the local currency of the foreign equity securities underlying the applicable Reference Security and the U.S. Dollar may affect the U.S. Dollar equivalent of the local currency price of the relevant underlying foreign equity securities on the respective foreign stock exchange(s) on which they trade. These fluctuations may affect the market price of the Reference Security and, consequently, affect the value of the CDs.

DESCRIPTION OF THE CERTIFICATES OF DEPOSIT

The following information is a summary of the CD itself and the Reference Securities to which the CD is linked. Prospective depositors should also carefully review the “Description of the CDs” section in the Base Disclosure Statement. All disclosures contained in these Terms and Conditions regarding the Reference Securities, including their composition, method of calculation, historical levels and changes in their components, are derived from publicly available information prepared by the Reference Issuer.

Information with Respect to the Reference Securities

Each potential depositor of a CD should review the reports and other information which have been filed with the Commission, posted on websites or otherwise made publicly available by the Reference Issuers with respect to the Reference Securities. Depositors of the CDs are hereby informed that the reports and other information on file with the Commission or that is otherwise publicly available to which depositors are referred are not and will not be “incorporated by reference” herein. Neither the Issuer of the CDs nor any of its affiliates will undertake to review the financial condition or affairs of the Reference Issuers during the life of the CDs or to advise any depositor or potential depositor in the CDs of any information coming to the attention of the Issuer of the CDs or any affiliate thereof. Additional information with respect to the Reference Securities is set forth in Annex A.

Adjustments to Coupon Valuation Dates

If a Coupon Valuation Date with respect to any Reference Security is not a Scheduled Trading Day, then the Coupon Valuation Date for such Reference Security will be the next day that is a Scheduled Trading Day for such Reference Security. If a Market Disruption Event exists with respect to any Reference Security on a Coupon Valuation Date, then that Coupon Valuation Date for such Reference Security will be the next Scheduled Trading Day for such Reference Security on which a Market Disruption Event does not exist with respect to such Reference Security. If no Market Disruption Event exists with respect to a Reference Security on a Coupon Valuation Date, the determination of the Reference Security’s Valuation Share Price will be made on the related Coupon Valuation Date, irrespective of the existence of a Market Disruption Event with respect to one or more other Reference Securities. If a Market Disruption Event with respect to a Reference Security exists on five consecutive Scheduled Trading Days, then that fifth Scheduled Trading Day will be the Coupon Valuation Date with respect to such Reference Security, and the Calculation Agent will determine the Valuation Share Price as of that date in accordance with the formula for and method of calculating that Reference Security last in effect prior to the occurrence of that Market Disruption Event. If a Coupon Valuation Date with respect to any Reference Security is postponed, then the related Coupon Payment Date and, if the Coupon Payment Date coincides with the Maturity Date, the Maturity Date will also be postponed until the third Business Day following the postponed Coupon Valuation Date and no interest will be payable in respect of such postponement.

Maturity Redemption Amount

At the scheduled maturity (and not upon an Early Redemption by the depositor), the amount depositors will receive for each CD will be equal to the Maturity Redemption Amount, which will equal (A) the Principal Amount of the CD plus (B) any additional Coupon due on the Maturity Date, as described in the Summary of Terms above and the “Payment at Maturity” section in the Base Disclosure Statement. On each Coupon Payment Date, the Coupon Rate will be variable and will equal the greater of (A) the arithmetic average of the Reference Security Returns of the Reference Securities, and (B) zero. For each Reference Security and with respect to any Coupon Payment Date, the Reference Security Return will be equal to the greater of (A) the lesser of (1) the Reference Security Performance, and (B) the Cap, and (B) the Floor. The Reference Security Performance with respect to any Reference Security on any Coupon Valuation Date will be equal to the quotient of (A) the Valuation Share Price minus the Initial Share Price, divided by (B) the Initial Share Price. The payment of the Coupon, if any, will be made on scheduled Coupon Payment Dates, as set forth in the “Summary of Terms – Coupon Valuation Dates and Coupon Payment Dates” above.

The Maturity Redemption Amount and any amounts paid in respect of the Coupons will not include dividends paid on the Reference Securities. Apart from any amounts paid in respect of the Coupons, no interest will be paid, either for periods prior to the Settlement Date, during the term of the CDs or at or after maturity.

For more information, see “Summary of Terms” above, together with the Base Disclosure Statement.

Market Disruption Events

If a Market Disruption Event occurs on a Coupon Valuation Date with respect to a Reference Security, then that Coupon Valuation Date with respect to such Reference Security shall be postponed as described in “Adjustments to Coupon Valuation Dates” above and the “Market Disruption Events” section of the Base Disclosure Statement.

Merger Event, Tender Offer, Delisting, Nationalization, Insolvency or Potential Adjustment Event

If a Merger Event, Tender Offer, Delisting, Nationalization, Insolvency, or declaration of a Potential Adjustment Event (each as described in the Base Disclosure Statement) occurs with respect to a Reference Security or Reference Issuer, the CDs shall not be accelerated as described in the “Merger Event and Tender Offer,” “Share Delisting, Nationalization, Insolvency” or “Adjustments” section of the Base Disclosure Statement, but instead shall be modified and adjusted by the Calculation Agent. The Calculation Agent may in its reasonable discretion, adjust the terms of the CDs to reflect the economic impact of such event on the value of the CDs, though is not required to follow any specific course of action to effect this result.

In the event of a Delisting, Nationalization, Insolvency or similar Potential Adjustment Event such adjustments to the terms of the CDs, a depositor will likely receive no Coupon in the year of the event and for the remainder of the CD term.

Early Redemptions

The Issuer will permit early Redemption of the CDs on the Early Redemption Dates as described in the “Summary of Terms—Early Redemption at Current Market Value” section above and the “Early Redemptions” section of the Base Disclosure Statement.

Redemption upon the Death of a Depositor

Please refer to the section herein entitled “Summary of Terms – Early Redemption Upon the Death of a Depositor” and the section entitled “Redemption upon the Death of a Depositor” in the Base Disclosure Statement.

Ratings

The CDs will not be rated by any rating agency.

The Calculation Agent

The Issuer is the Calculation Agent with regard to the CDs and is solely responsible for the determination and calculation of the Maturity Redemption Amount (including the components thereof), the Valuation Share Price, the Coupon Rate, the Reference Security Return, the Reference Security Performance and any other determinations and calculations with respect to any distributions of cash in connection with the CDs, as well as for determining whether a Market Disruption Event has occurred and for making certain other determinations with regard to a Reference Security. All determinations and calculations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will be conclusive for all purposes and binding on the Issuer and depositors of the CDs, absent manifest error and provided that the Calculation Agent shall be required to act in good faith in making any determination or calculation. If the Calculation Agent uses discretion to make a determination or calculation, the Calculation Agent will notify the Issuer, who will provide notice to the depositors in respect of the CDs. The Calculation Agent may have economic interests adverse to those of the depositors of the CDs, including with respect to certain determinations and judgments that the Calculation Agent must make in determining the Valuation Share Prices, the Initial Share Prices, the Maturity Redemption Amount, the Coupon Rate, the Reference Security Return and the Reference Security Performance, in determining whether a Market Disruption Event has occurred, and in making certain other determinations with regard to any Reference Security. The Calculation Agent is obligated to carry out its duties and functions in good faith and using its reasonable judgment. The Calculation Agent will not be liable for any loss, liability, cost, claim, action, demand or expense (including, without limitation, all costs, charges and expenses paid or incurred in disputing or defending any of the foregoing) arising out of or in relation to or in connection with its appointment or the exercise of its functions, except such as may result from its own willful default or gross negligence or that of its officers or agents. Nothing shall prevent the Calculation Agent or its affiliates from dealing in the CDs or from entering into any related transactions, including any swap or hedging transactions, with any depositor of CDs. The Calculation Agent may resign at any time; however, resignation will not take effect until a successor Calculation Agent has been appointed.

Illustrative Examples

The following examples are provided for illustration purposes only and are hypothetical; they do not purport to be representative of every possible scenario concerning increases or decreases in the return of the CDs. We cannot predict the Closing Prices of the Reference Securities on the Coupon Valuation Dates. The assumptions we have made in connection with the illustrations set forth below may not reflect actual events, and the hypothetical Initial Share Prices of the Reference Securities used in the illustrations below are not the actual Initial Share Prices of the Reference Securities. You should not take these examples as an indication or assurance of the expected performance of the Reference Securities or the CDs.

The following examples indicate how changes in the performance of the Reference Securities over the term of the CDs will affect the Coupon payable on the CDs for any Coupon Payment Date. The examples assume a cap of 10% on the individual stock performances and a floor of -30% on the individual stock performances.

Example 1: The securities rise over the term of the CDs

Security	Initial Share Price	Closing Levels					
		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1	100.00	127.00	123.00	120.00	118.00	116.00	114.00
SHARE 2	100.00	102.00	105.00	100.00	112.00	115.00	125.00
SHARE 3	100.00	101.00	106.00	110.00	118.00	130.00	137.00
SHARE 4	100.00	101.00	102.00	103.00	106.00	113.00	119.00
SHARE 5	100.00	105.00	113.00	109.00	110.00	132.00	139.00
SHARE 6	100.00	108.00	108.00	108.00	108.00	112.00	125.00
SHARE 7	100.00	104.00	121.00	143.00	173.00	197.00	208.00
SHARE 8	100.00	115.00	105.00	115.00	109.00	112.00	118.00
SHARE 9	100.00	110.00	97.00	106.00	103.00	117.00	124.00
SHARE 10	100.00	103.00	107.00	116.00	122.00	132.00	139.00
Performances from Initial Level, capped at 10% and floored at -30%							
Security		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1		10%	10%	10%	10%	10%	10%
SHARE 2		2%	5%	0%	10%	10%	10%
SHARE 3		1%	6%	10%	10%	10%	10%
SHARE 4		1%	2%	3%	6%	10%	10%
SHARE 5		5%	10%	9%	10%	10%	10%
SHARE 6		8%	8%	8%	8%	10%	10%
SHARE 7		4%	10%	10%	10%	10%	10%
SHARE 8		10%	5%	10%	9%	10%	10%
SHARE 9		10%	-3%	6%	3%	10%	10%
SHARE 10		3%	7%	10%	10%	10%	10%
Average of the Reference Security Returns:		5.40%	6.00%	7.60%	8.60%	10.00%	10.00%
Minimum Return:		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Coupon Rate:		5.40%	6.00%	7.60%	8.60%	10.00%	10.00%

In this example, as of each Coupon Payment Date, the Final Share Price of each of the Reference Securities has increased from the Initial Share Price for that Reference Security. On each Coupon Payment Date, therefore, the CDs will pay a Coupon equal to the Principal Amount multiplied by the arithmetic average of the Reference Security Performances as of that Coupon Payment Date. Furthermore, for certain of the Reference Securities and with respect to certain Coupon Payment Dates, the Reference Security Performance as of such Coupon Payment Dates is greater than the Cap. The Reference Security Performance for those Reference Securities that will contribute to the calculation of the Coupon Rate with respect to those Coupon Payment Dates is therefore limited by the Cap.

Example 2: The securities performance are mixed over the term of the CDs

Security	Initial Share Price	Closing Levels					
		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1	100.00	101.00	90.00	106.00	121.00	133.00	140.00
SHARE 2	100.00	95.00	90.00	103.00	105.00	120.00	127.00
SHARE 3	100.00	108.00	109.00	125.00	143.00	150.00	159.00
SHARE 4	100.00	90.00	67.00	69.00	77.00	88.00	110.00
SHARE 5	100.00	108.00	103.00	118.00	126.00	144.00	152.00
SHARE 6	100.00	105.00	103.00	117.00	131.00	150.00	159.00
SHARE 7	100.00	91.00	89.00	97.00	117.00	154.00	163.00
SHARE 8	100.00	95.00	96.00	116.00	127.00	144.00	152.00
SHARE 9	100.00	99.00	98.00	115.00	129.00	141.00	149.00
SHARE 10	100.00	88.00	95.00	105.00	111.00	120.00	127.00
Performances from Initial Level, capped at 10% and floored at -30%							
Security		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1		1%	-10%	6%	10%	10%	10%
SHARE 2		-5%	-10%	3%	5%	10%	10%
SHARE 3		8%	9%	10%	10%	10%	10%
SHARE 4		-10%	-30%	-30%	-23%	-12%	10%
SHARE 5		8%	3%	10%	10%	10%	10%
SHARE 6		5%	3%	10%	10%	10%	10%
SHARE 7		-9%	-11%	-3%	10%	10%	10%
SHARE 8		-5%	-4%	10%	10%	10%	10%
SHARE 9		-1%	-2%	10%	10%	10%	10%
SHARE 10		-12%	-5%	5%	10%	10%	10%
Average of the Reference Security Returns:		-2.00%	-5.70%	3.10%	6.20%	7.80%	10.00%
Minimum Return:		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Coupon Rate:		0.00%	0.00%	3.10%	6.20%	7.80%	10.00%

In this example, on any Coupon Payment Date, the Final Share Price of some of the Reference Securities has declined with respect to the Initial Share Price for that Reference Security, while the Final Share Price of other Reference Securities has increased. On the Coupon Payment Date in years one and two, the arithmetic average of the Reference Security Performances is less than zero, while in years three, four, five and six the arithmetic average of the Reference Security Performances is positive. In years one and two, therefore, the CDs will pay a Coupon equal to zero, whereas in years three, four, five and six, the CDs will pay a Coupon equal to the Principal Amount multiplied by the arithmetic average of the Reference Security Performances as of each Coupon Payment Date. Furthermore, for certain of the Reference Securities and with respect to certain Coupon Payment Dates, the Reference Security Performance as of such Coupon Payment Dates is greater than the Cap or lesser than the Floor. The Reference Security Performance for those Reference Securities that will contribute to the calculation of the Coupon Rate with respect to those Coupon Payment Dates is therefore limited by the Cap or mitigated by the Floor.

Example 3: The securities performance decline over the term of the CDs

Security	Initial Share	Closing Levels					
	Price	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1	100.00	101.00	90.00	97.00	101.00	111.00	109.00
SHARE 2	100.00	95.00	90.00	93.00	94.00	95.00	94.00
SHARE 3	100.00	102.00	103.00	105.00	108.00	112.00	110.00
SHARE 4	100.00	90.00	85.00	87.00	87.00	87.00	86.00
SHARE 5	100.00	88.00	84.00	85.00	88.00	89.00	88.00
SHARE 6	100.00	105.00	68.00	69.00	73.00	72.00	71.00
SHARE 7	100.00	88.00	84.00	84.00	75.00	76.00	75.00
SHARE 8	100.00	95.00	96.00	96.00	97.00	101.00	99.00
SHARE 9	100.00	99.00	98.00	99.00	100.00	100.00	99.00
SHARE 10	100.00	96.00	97.00	99.00	100.00	101.00	99.00
Performances from Initial Level, capped at 10% and floored at -30%							
Security	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 6
SHARE 1	1%	-10%	-3%	1%	10%	9%	
SHARE 2	-5%	-10%	-7%	-6%	-5%	-6%	
SHARE 3	2%	3%	5%	8%	10%	10%	
SHARE 4	-10%	-15%	-13%	-13%	-13%	-14%	
SHARE 5	-12%	-16%	-15%	-12%	-11%	-12%	
SHARE 6	5%	-30%	-30%	-27%	-28%	-29%	
SHARE 7	-12%	-16%	-16%	-25%	-24%	-25%	
SHARE 8	-5%	-4%	-4%	-3%	1%	-1%	
SHARE 9	-1%	-2%	-1%	0%	0%	-1%	
SHARE 10	-4%	-3%	-1%	0%	1%	-1%	
Average of the Reference Security Returns:	-4.10%	-10.30%	-8.50%	-7.70%	-5.90%	-7.00%	
Minimum Return:	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Coupon Rate:	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	

In this example, on any Coupon Payment Date, the arithmetic average of the Reference Security Performances on each Coupon Payment Date is less than zero. Therefore, the Coupon Rate for those Coupon Payment Dates will be equal to zero, and on the Maturity Date, the depositor will receive only the Principal Amount. Furthermore, for certain of the Reference Securities and with respect to certain Coupon Payment Dates, the Reference Security Performance as of such Coupon Payment Dates is greater than the Cap or lesser than the Floor. The Reference Security Performance for those Reference Securities that will contribute to the calculation of the Coupon Rate with respect to those Coupon Payment Dates is therefore limited by the Cap or mitigated by the Floor.

Example 4: One of the securities is delisted in Year 2

Security	Initial Share Price	Closing Levels					
		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
SHARE 1	100.00	80.00	0.00	0.00	0.00	0.00	0.00
SHARE 2	100.00	105.00	93.00	94.00	94.00	103.00	115.00
SHARE 3	100.00	108.00	113.00	115.00	116.00	116.00	121.00
SHARE 4	100.00	110.00	104.00	107.00	108.00	110.00	110.00
SHARE 5	100.00	108.00	100.00	102.00	106.00	118.00	132.00
SHARE 6	100.00	105.00	100.00	100.00	103.00	110.00	123.00
SHARE 7	100.00	109.00	92.00	92.00	94.00	99.00	110.00
SHARE 8	100.00	107.00	90.00	90.00	99.00	103.00	115.00
SHARE 9	100.00	110.00	117.00	118.00	120.00	117.00	117.00
SHARE 10	100.00	107.00	115.00	111.00	105.00	110.00	110.00
Performances from Initial Level, capped at 10% and floored at -30%							
Security	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 6
SHARE 1	-20%	-30%	-30%	-30%	-30%	-30%	-30%
SHARE 2	5%	-7%	-6%	-6%	3%	10%	10%
SHARE 3	8%	10%	10%	10%	10%	10%	10%
SHARE 4	10%	4%	7%	8%	10%	10%	10%
SHARE 5	8%	0%	2%	6%	10%	10%	10%
SHARE 6	5%	0%	0%	3%	10%	10%	10%
SHARE 7	9%	-8%	-8%	-6%	-1%	10%	10%
SHARE 8	7%	-10%	-10%	-1%	3%	10%	10%
SHARE 9	10%	10%	10%	10%	10%	10%	10%
SHARE 10	7%	10%	10%	5%	10%	10%	10%
Average of the Reference Security Returns:	4.90%	-2.10%	-1.50%	-0.10%	3.50%	6.00%	6.00%
Minimum Return:	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Coupon Rate:	4.90%	0.00%	0.00%	0.00%	3.50%	6.00%	6.00%

In this example, one of the Reference Securities is delisted in Year 2. In this case, the Calculation Agent may incorporate a zero value for such Reference Security during Year 2 and for the remainder of the CD terms, in which case the Reference Security Performance of such Reference Security would be -30% for each of these years as the decline in each Reference Security is mitigated by the Floor. This may result in a depositor receiving no Coupon for some years, despite the generally positive performance of the remaining Reference Securities. For certain of the Reference Securities and with respect to certain Coupon Payment Dates, the Reference Security Performance as of such Coupon Payment Dates is greater than the Cap or lesser than the Floor. The Reference Security Performance for those Reference Securities that will contribute to the calculation of the Coupon Rate with respect to those Coupon Payment Dates is therefore limited by the Cap or mitigated by the Floor.

However, such treatment of the Reference Security in the event of a Delisting represents only one such potential treatment of a Delisting by the Calculation Agent. The Calculation Agent, in its reasonable discretion, may also use other methodologies to adjust the terms of the CDs to reflect the economic impact of such Delisting on the value of the CDs and is not required to follow any specific course of action to effect this result.

THE DISTRIBUTION

Please refer to the section entitled "The Distribution" in the Base Disclosure Statement.

FDIC INSURANCE

The payment of principal at maturity of this CD is insured by the FDIC up to the standard maximum deposit insurance amount in effect (generally up to \$250,000 in aggregate for individual depositors through December 31, 2013 and thereafter \$100,000, and up to \$250,000 in aggregate for certain retirement plans and accounts, including IRAs). Please see "FDIC Insurance" in the Base Disclosure Statement for more details.

CERTAIN ERISA CONSIDERATIONS

Please refer to the section entitled "Certain ERISA Consideration" in the Base Disclosure Statement.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a summary of certain U.S. federal income tax considerations relevant to the purchase, beneficial ownership, and disposition of a CD.

For purposes of this summary, a "U.S. Holder" is a beneficial owner of a CD that is:

- an individual who is a citizen or a resident of the United States for U.S. federal income tax purposes;
- a corporation (or other entity that is treated as a corporation for U.S. federal tax purposes) that is created or organized in or under the laws of the United States or any State thereof (including the District of Columbia);
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if a court within the United States is able to exercise primary supervision over its administration, and one or more United States persons, as defined for U.S. federal income tax purposes, have the authority to control all of its substantial decisions.

For purposes of this summary, a "Non-U.S. Holder" is a beneficial owner of a CD that is:

- a nonresident alien individual for U.S. federal income tax purposes;
- a foreign corporation for U.S. federal income tax purposes;
- an estate, the income of which is not subject to U.S. federal income tax on a net income basis; or
- a trust if no court within the United States is able to exercise primary jurisdiction over its administration or if no United States persons, as defined for U.S. federal income tax purposes, have the authority to control all of its substantial decisions.

An individual may, subject to certain exceptions, be deemed to be a resident of the United States by reason of being present in the United States for at least 31 days in the calendar year and for an aggregate of at least 183 days during a three-year period ending in the current calendar year (counting for such purposes all of the days present in the current year, one-third of the days present in the immediately preceding year, and one-sixth of the days present in the second preceding year).

This summary is based on interpretations of the Internal Revenue Code of 1986, as amended (the "Code"), regulations issued there under, and rulings and decisions currently in effect (or in some cases proposed), all of which are subject to change. Any such change may be applied retroactively and may adversely affect the U.S. federal income tax consequences described herein. This summary addresses only holders that purchase CDs at initial issuance and beneficially own such CDs as capital assets and not as part of a "straddle," "hedge," "synthetic security" or a "conversion transaction" for U.S. federal income tax purposes, or as part of some other integrated investment. This summary does not discuss all of the tax consequences that may be relevant to particular depositors or to depositors subject to special treatment under the U.S. federal income tax laws (such as banks, thrifts, or other financial institutions; insurance companies; securities dealers or brokers, or traders in securities electing mark-to-market treatment; mutual funds or real estate investment trusts; small business investment companies; S corporations; depositors that hold their CDs through a partnership or other entity treated as a partnership for U.S. federal tax purposes; depositors whose functional currency is not the U.S. dollar; certain

former citizens or residents of the United States; persons subject to the alternative minimum tax; retirement plans or other tax-exempt entities, or persons holding the CDs in tax-deferred or tax-advantaged accounts; or “controlled foreign corporations” or a “passive foreign investment companies” for U.S. federal income tax purposes). This summary also does not address the tax consequences to shareholders, or other equity holders in, or beneficiaries of, a holder of CDs, or any state, local or foreign tax consequences of the purchase, ownership or disposition of the CDs.

The following summary was not intended or written to be used, and cannot be used, for the purpose of avoiding U.S. federal, state, or local tax penalties. The following summary was written in connection with the promotion or marketing by the Issuer, HSBC Securities (USA) Inc. and/or other distributors of the CDs. Each holder should seek advice based on its particular circumstances from an independent tax advisor.

PROSPECTIVE PURCHASERS OF CDS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE FEDERAL, STATE, LOCAL, AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF CDS.

In General

For U.S. federal income tax purposes, the Issuer intends to treat the CDs as contingent payment debt instruments (“CPDIs”) subject to taxation under the “noncontingent bond method” provided in the Treasury regulations. The remainder of this discussion assumes that the CDs will be subject to the noncontingent bond method, and the holders of the CDs will agree to treat the CDs in accordance with this treatment. Depositors should be aware, however, that the IRS is not bound by the Issuer’s characterization of the CDs, and the Internal Revenue Service (the “IRS”) could possibly take a different position as to the proper characterization of the CDs for U.S. federal income tax purposes. If the CDs are not in fact treated as CPDIs for U.S. federal income tax purposes, then the U.S. federal income tax treatment of owning and disposing of the CDs could differ from the treatment discussed below with the result that the timing and character of income, gain or loss recognized in respect of a CD could differ from the timing and character of income, gain or loss recognized in respect of the CD had the CD in fact been treated as CPDIs for U.S. federal income tax purposes.

Tax Treatment of U.S. Holders

Accruals of Original Issue Discount

Under the noncontingent bond method, U.S. Holders of the CDs will accrue original issue discount (“OID”) over the term of the CDs based on the CDs’ comparable yield. As a result, U.S. Holders may be required to include OID with respect to their CDs in income in each year in excess of any Coupon received on any Coupon Payment Date or any actual payments received on their CDs in such year.

In general, the comparable yield of the CDs is equal to the yield at which the Issuer would issue a fixed rate debt instrument with terms and conditions similar to those of the CDs, including level of subordination, term, timing of payments, and general market conditions. Based on these factors, the Issuer estimates that the comparable yield on the CDs, solely for U.S. federal income tax purposes, is [3.30%] per annum (compounded annually). The comparable yield is determined by the Issuer as of the issuance date solely for U.S. federal income tax purposes and is neither a prediction nor a guarantee of what the actual yield will be on the CDs.

Accordingly, U.S. Holders will generally accrue OID in respect of the CDs at a rate equal to the comparable yield. The amount of OID allocable to each annual accrual period will be the product of the “adjusted issue price” of the CDs at the beginning of each such accrual period and the comparable yield. If the CD provides for a noncontingent payment for any period in excess of the comparable yield, the Issuer intends to treat the excess amount as a nontaxable return of principal. The “adjusted issue price” of the CDs at the beginning of an accrual period will equal the issue price of the CDs plus the amount of OID previously includible in the gross income of the U.S. Holder determined without regard to any positive or negative adjustments (described below), less the projected amount of interest previously made on the CDs, without regard to actual interest paid, and less any amount previously received that was treated as a return on principal. The issue price of the CDs will be the first price at which a substantial amount of the CDs are sold. The balance of this summary assumes that the issue price of each CD is equal to the principal amount. The amount of OID includible in the income of each U.S. Holder for each taxable year will generally equal the sum of the “daily portions” of the total OID on the CDs allocable to each day during the taxable year on which a U.S. Holder held the CDs. Generally, the daily portion of the OID is determined by allocating to each day in any accrual period a ratable portion of the OID allocable to such accrual period. Such OID is included in income and taxed as ordinary income. Information returns indicating the amount of OID accrued on CDs held by persons of record other than corporations and certain other “exempt recipients” will be filed with the IRS and sent to such record holder.

Under the noncontingent bond method, the comparable yield of the CD is used to construct a projected payment schedule for the CDs (the “projected payment schedule”) based on estimates of the Coupon Rate and on the expected principal payment at maturity, that produces the comparable yield. Under the noncontingent bond method, the projected payment schedule is not revised to account for changes in circumstances that occur while the CDs are outstanding.

Based upon the estimates of the comparable yield and the projected payment schedule for the CDs, a U.S. Holder that pays taxes on a calendar year basis, buys a CD for \$1,000, and holds the CD until maturity, will be required to pay taxes on the following amounts of ordinary income in respect of the CDs in each year:

PROJECTED PAYMENT DATES	PROJECTED PAYMENTS	OID INCOME
11/30/2010	\$ [33.00]	\$ [33.00]
11/30/2011	\$ [33.00]	\$ [33.00]
11/30/2012	\$ [33.09]	\$ [33.09]
12/2/2013	\$ [33.00]	\$ [33.00]
12/1/2014	\$ [33.00]	\$ [33.00]
11/30/2015	\$ [1,033.00]	\$ [33.00]

However, as described below in “—Adjustments for Differences between the Projected Coupon Payments and the Actual Coupon Payments,” for any year, the amount of ordinary income that a U.S. Holder will be required to pay taxes on from owning a CD may be greater or less than the amount specified in the projected payment schedule, depending upon the amount of the actual coupon paid and, if the coupon is less than the amount in the projected payment schedule for any year, a U.S. Holder could recognize a loss for that year.

A U.S. Holder is generally bound by the comparable yield and the projected payment schedule established by the Issuer for the CDs. However, if a U.S. Holder believes that the projected payment schedule is unreasonable, a U.S. Holder must set its own projected payment schedule and explicitly disclose the use of such schedule and the reason therefore on its timely filed U.S. federal income tax return for the taxable year in which it acquires the CDs.

The comparable yield and projected payment schedule are provided solely to comply with the applicable U.S. federal income tax regulations in order to determine the amount of OID to be accrued by U.S. Holders of the CDs solely for U.S. federal income tax purposes and do not constitute our assurances, representations, or expectations as to the actual yield or the Coupon Rate.

Adjustments for Differences between the Projected Coupon and the Actual Coupon Payments.

If the actual amount of coupon paid in any taxable year (including upon maturity) differs from the corresponding amount in the projected payment schedule, adjustments to the U.S. Holder’s OID inclusions in respect of the CDs will be made for the difference. If the coupon paid in any taxable year exceeds the corresponding amount in the projected payment schedule, the excess will be a “positive adjustment,” which is treated as additional OID income. If the actual amount of coupon paid in any taxable year is less than the corresponding amount in the projected payment schedule, the deficiency will be a “negative adjustment” and will be applied first to reduce the OID accrued on the CD for the taxable year in which the coupon is paid, and any excess will be treated as an ordinary loss to the extent of the prior net OID inclusions of the U.S. Holder on the CD. Any such loss will not be subject to the limitations on the deductibility of miscellaneous deductions. Any remaining losses will be carried forward to future taxable years. Any negative adjustment carryforward on a CD for the taxable year in which the CD is sold, exchanged or retired will reduce the U.S. Holder’s amount realized on the sale, exchange or retirement.

Sale, Exchange, Retirement, Redemption, or Other Disposition of the CDs.

A U.S. Holder of a CD will recognize gain or loss on the sale, exchange, retirement, redemption or other disposition of the CD, to the extent that the amount realized is more or less than its purchase price, increased by the OID previously accrued by the owner on the CD determined without regard to any positive or negative adjustments, less the projected amount of any coupon previously made on the CDs as reflected in the projected payment schedule, without regard to the actual coupon amount paid. In general, any gain realized by a U.S. Holder on the sale, exchange, retirement, redemption or other disposition of a CD will be treated as ordinary interest income. Any loss recognized on the sale, exchange, retirement, redemption or other disposition of a CD will generally first offset any OID inclusion for the year of the disposition and thereafter treated as an ordinary loss to the extent of the OID previously accrued by such U.S. Holder on the CD (taking into account the adjustments described above) that would not be subject to the limitations on the deductibility of

miscellaneous deductions. Any loss in excess of such accrued OID would be treated as a capital loss. The deductibility of capital losses by U.S. Holders is subject to limitations.

Tax Treatment of Non-U.S. Holders

Taxation of Interest and Disposition of the CDs

In general, Non-U.S. Holders will not be subject to any U.S. federal income or withholding tax on any interest income from a CD so long as the income or gain is not effectively connected with the conduct by such Non-U.S. Holder of a trade or business within the United States. Additionally, Non-U.S. Holders will not be subject to any U.S. federal income or withholding tax on any gain on the sale, early withdrawal, maturity or other dispositions of a CD so long as the income or gain is not effectively connected with the conduct by such Non-U.S. Holder of a trade or business within the United States and the Non-U.S. Holder is not an individual present in the United States for 183 days or more in the taxable year in which the gain is recognized.

U.S. Federal Estate Tax Treatment of Non-U.S. Holders

CDs held (or treated as held) by an individual who is a Non-U.S. Holder at the time of his or her death will not be subject to U.S. federal estate tax, provided that the individual would not be subject to any U.S. federal income or withholding tax with respect to income or gain on the CDs.

Information Reporting and Backup Withholding

Under certain circumstances, the Code requires “information reporting” annually to the IRS and to each holder of the CDs, and “backup withholding” with respect to certain payments made on or with respect to the CDs. Information reporting and backup withholding generally will not apply to U.S. Holders that are corporations or certain other “exempt recipients” if the U.S. Holder provides the Issuer with a properly completed IRS Form W-9, and will not apply to a Non-U.S. Holder if the Non-U.S. Holder provides the Issuer with a properly completed Form W-8BEN. Interest paid to a Non-U.S. Holder who is an individual who resides in Canada will be reported on IRS Form 1042S that is filed with the IRS and sent to the Non-U.S. Holder.

Backup withholding is not an additional tax and may be refunded (or credited against a depositor’s U.S. federal income tax liability, if any), if certain required information is furnished.

The preceding discussion is only a summary of certain of the tax implications of purchasing the CDs. Prospective depositors are urged to consult with their own tax advisors prior to purchasing to determine the tax implications of a purchase in light of that depositor’s particular circumstances.

ANNEX A: DESCRIPTION OF THE REFERENCE SECURITIES

General

These Terms and Conditions are not an offer to sell and it is not an offer to buy interests in the Reference Securities. All disclosures contained in these Terms and Conditions regarding the Reference Securities, including their make-up, method of calculation and changes in their components, are derived from publicly available information. We take no responsibility for the accuracy or completeness of any information relating to the Reference Securities contained in these Terms and Conditions.

Below is a brief description of the Reference Securities and the performance of each Reference Security for each quarter from September 2003. The Reference Security information contained herein is from [Bloomberg Financial Markets], and we believe such information to be accurate. In addition, information regarding the Reference Issuers may have been obtained from other sources, including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. The information contained herein is furnished as a matter of information only. Fluctuations in or share prices of the Reference Securities that have occurred in the past are not necessarily indicative of fluctuations in or closing share prices of the Reference Securities that may occur over the term of the CDs. Neither the Issuer nor any of its affiliates makes any representation as to the performance of the Reference Securities.

We urge you to read the section “Information with Respect to the Indices and Shares” on page 4 of the related Base Disclosure Statement.

ABB Limited

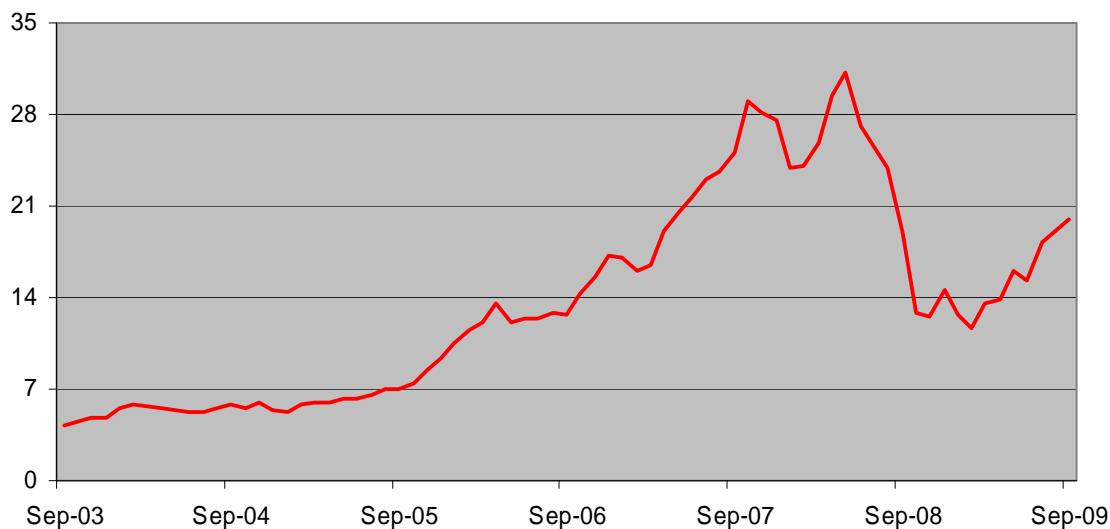
ABB Limited provides power and automation technologies. The Company operates under segments that include power products, power systems, automation products, process automation and robotics.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of ABB Limited for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of ABB Limited should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	4.74	2.30	4.28
December 31, 2003	5.08	3.78	4.87
March 31, 2004	6.27	4.85	5.73
June 30, 2004	6.13	4.84	5.32
September 30, 2004	5.96	4.66	5.87
December 31, 2004	6.45	5.11	5.43
March 31, 2005	6.28	5.20	5.94
June 30, 2005	6.81	5.77	6.20
September 30, 2005	7.40	5.92	7.06
December 30, 2005	9.44	6.63	9.32
March 31, 2006	12.16	9.63	12.03
June 30, 2006	14.24	9.69	12.42
September 29, 2006	13.14	10.82	12.64
December 29, 2006	17.28	12.50	17.24
March 30, 2007	18.45	15.28	16.47
June 29, 2007	21.85	16.45	21.67
September 28, 2007	25.38	19.58	25.15
December 31, 2007	30.76	24.77	27.61
March 31, 2008	27.89	20.79	25.81
June 30, 2008	32.01	25.16	27.15
September 30, 2008	27.99	17.14	18.90
December 31, 2008	18.68	8.87	14.62
March 31, 2009	15.02	10.60	13.58
June 30, 2009	16.99	13.30	15.37
September 30, 2009	21.02	14.31	20.04
September 30, 2003 through September 30, 2009	32.01	2.30	20.04

The following graph sets forth the historical levels of ABB Limited using monthly data obtained from Bloomberg, LP. **Historical levels of ABB Limited should not be taken as an indication of future performance.**



BP plc

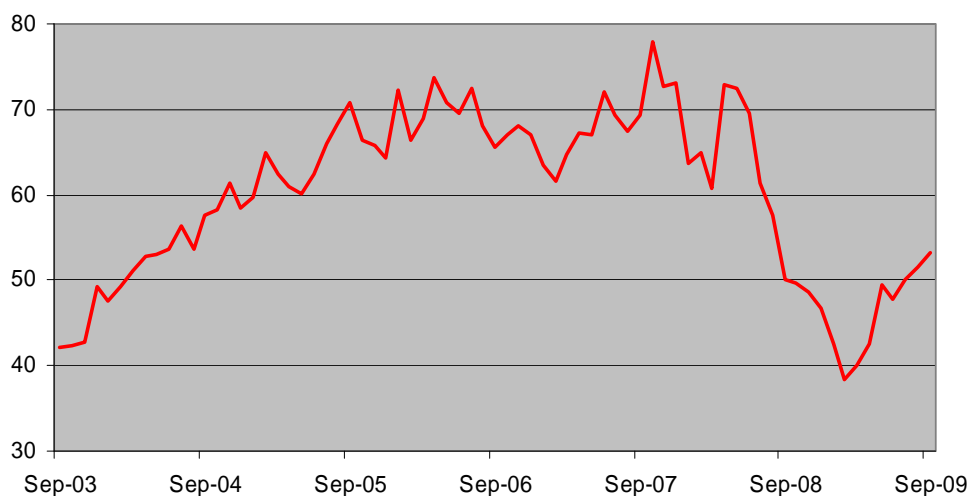
BP plc is an oil and petrochemicals company. The Company explores for and produces oil and natural gas, refines, markets, and supplies petroleum products, generates solar energy, and manufactures and markets chemicals. BP's chemicals include terephthalic acid, acetic acid, acrylonitrile, ethylene and polyethylene.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of BP plc for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of BP plc should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	43.42	39.25	42.10
December 31, 2003	49.59	41.65	49.35
March 31, 2004	51.48	46.74	51.20
June 30, 2004	54.97	50.75	53.57
September 30, 2004	58.99	51.95	57.53
December 31, 2004	62.04	57.31	58.40
March 31, 2005	66.65	56.60	62.40
June 30, 2005	64.94	57.95	62.38
September 30, 2005	72.66	62.84	70.85
December 30, 2005	71.25	63.27	64.22
March 31, 2006	72.88	65.35	68.94
June 30, 2006	76.80	64.19	69.61
September 29, 2006	73.28	63.82	65.58
December 29, 2006	69.45	63.52	67.10
March 30, 2007	67.26	58.62	64.75
June 29, 2007	72.49	64.42	72.14
September 28, 2007	75.25	61.12	69.35
December 31, 2007	79.75	67.25	73.17
March 31, 2008	75.87	57.87	60.65
June 30, 2008	77.69	60.25	69.57
September 30, 2008	69.10	48.35	50.17
December 31, 2008	51.49	37.57	46.74
March 31, 2009	49.83	33.71	40.10
June 30, 2009	53.24	38.50	47.68
September 30, 2009	55.39	45.22	53.23
September 30, 2003 through September 30, 2009	79.75	33.71	53.23

The following graph sets forth the historical levels of BP plc using monthly data obtained from Bloomberg, LP. **Historical levels of BP plc should not be taken as an indication of future performance.**



Cameco Corporation

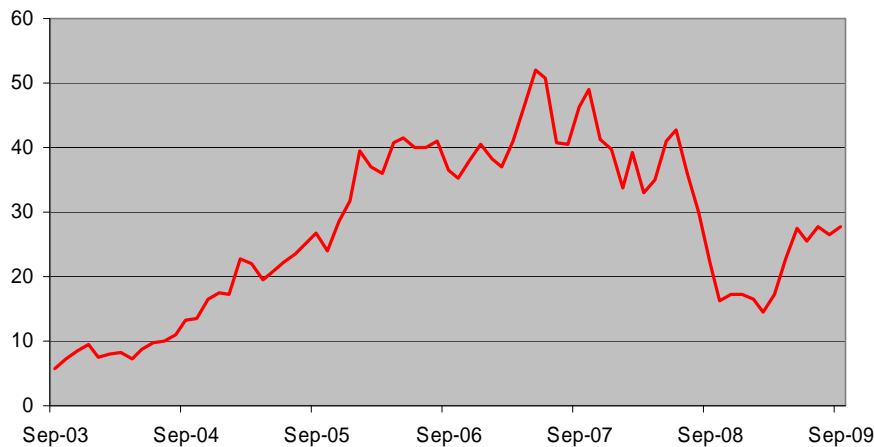
Cameco Corporation explores for, develops, mines, refines, converts, and fabricates uranium for sale as fuel for generating electricity in nuclear power reactors in Canada and other countries. The Company also operates the Bruce B nuclear reactors in Ontario, as well as through a subsidiary, explores for, develops, mines, and sells gold.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of Cameco Corporation for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of Cameco Corporation should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	6.08	5.00	5.82
December 31, 2003	9.83	5.85	9.60
March 31, 2004	10.17	7.15	8.29
June 30, 2004	9.77	7.21	9.77
September 30, 2004	13.41	9.28	13.21
December 31, 2004	17.60	12.85	17.48
March 31, 2005	24.70	15.43	22.12
June 30, 2005	22.89	17.92	22.38
September 30, 2005	27.80	21.68	26.75
December 30, 2005	32.20	23.06	31.70
March 31, 2006	40.13	31.50	36.00
June 30, 2006	45.34	34.01	39.97
September 29, 2006	42.56	34.76	36.57
December 29, 2006	40.99	30.90	40.45
March 30, 2007	41.35	35.22	40.94
June 29, 2007	56.00	40.19	50.74
September 28, 2007	52.56	34.22	46.24
December 31, 2007	52.33	34.99	39.81
March 31, 2008	42.12	30.78	32.94
June 30, 2008	44.00	32.57	42.87
September 30, 2008	43.50	20.44	22.31
December 31, 2008	22.62	11.78	17.25
March 31, 2009	20.97	12.85	17.17
June 30, 2009	29.60	16.42	25.60
September 30, 2009	30.42	23.27	27.80
September 30, 2003 through September 30, 2009	56.00	5.00	27.80

The following graph sets forth the historical levels of Cameco Corporation using monthly data obtained from Bloomberg, LP. **Historical levels of Cameco Corporation should not be taken as an indication of future performance.**



Cemex SAB de C.V.

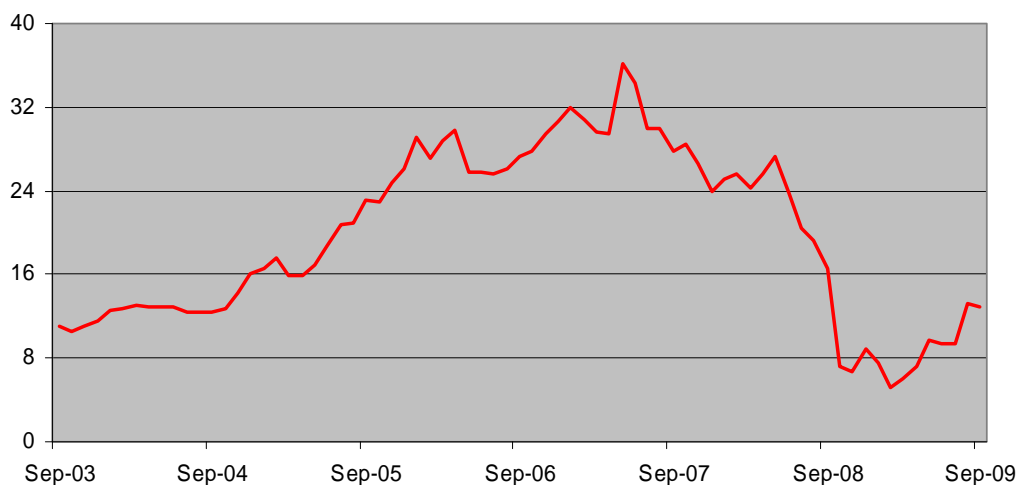
Cemex SAB de C.V. produces, distributes, and markets cement, ready-mix concrete, aggregates, and clinker.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of Cemex SAB de C.V. for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of Cemex SAB de C.V. should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	11.54	9.71	10.99
December 31, 2003	11.73	10.14	11.54
March 31, 2004	13.19	11.54	13.13
June 30, 2004	13.81	11.44	12.81
September 30, 2004	13.79	11.87	12.39
December 31, 2004	16.10	11.95	16.04
March 31, 2005	18.72	15.21	15.96
June 30, 2005	19.25	15.03	18.68
September 30, 2005	23.69	18.44	23.03
December 30, 2005	27.29	20.60	26.13
March 31, 2006	29.54	24.66	28.75
June 30, 2006	32.64	21.54	25.80
September 29, 2006	27.89	24.23	27.24
December 29, 2006	30.78	26.78	30.68
March 30, 2007	34.42	28.26	29.66
June 29, 2007	38.36	28.95	34.24
September 28, 2007	35.24	26.06	27.76
December 31, 2007	30.99	23.02	23.99
March 31, 2008	27.32	19.41	24.24
June 30, 2008	31.36	22.46	23.75
September 30, 2008	24.27	15.29	16.56
December 31, 2008	16.43	3.86	8.79
March 31, 2009	10.33	3.79	6.01
June 30, 2009	11.39	5.93	9.34
September 30, 2009	14.20	7.79	12.92
September 30, 2003 through September 30, 2009	38.36	3.79	12.92

The following graph sets forth the historical levels of Cemex SAB de C.V. using monthly data obtained from Bloomberg, LP. **Historical levels of Cemex SAB de C.V. should not be taken as an indication of future performance.**



China Mobile Limited

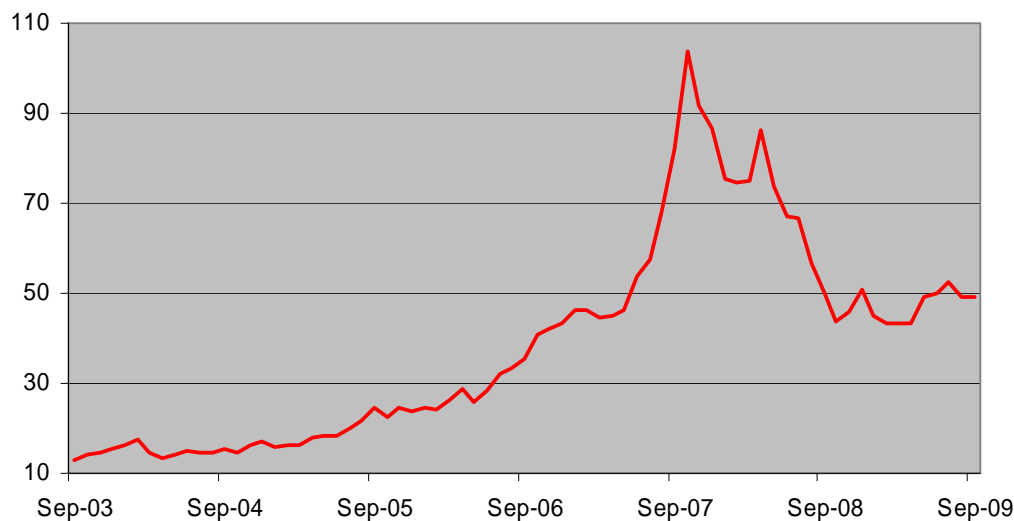
China Mobile Limited, through its subsidiaries, provides cellular telecommunications and related services in the People's Republic of China and Hong Kong SAR.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of China Mobile Limited for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of China Mobile Limited should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	13.80	11.63	12.98
December 31, 2003	15.62	13.00	15.47
March 31, 2004	18.18	13.95	14.64
June 30, 2004	15.17	12.12	15.10
September 30, 2004	15.86	13.45	15.24
December 31, 2004	17.40	14.16	17.10
March 31, 2005	17.29	14.84	16.35
June 30, 2005	19.16	16.09	18.52
September 30, 2005	24.78	17.49	24.55
December 30, 2005	25.70	21.32	23.95
March 31, 2006	26.98	22.62	26.44
June 30, 2006	30.89	24.35	28.50
September 29, 2006	36.18	27.70	35.28
December 29, 2006	45.18	35.41	43.14
March 30, 2007	51.68	40.78	44.76
June 29, 2007	54.65	44.58	53.85
September 28, 2007	84.40	48.62	82.03
December 31, 2007	103.99	78.30	86.86
March 31, 2008	89.99	65.18	75.00
June 30, 2008	90.01	65.52	66.95
September 30, 2008	71.70	43.78	50.08
December 31, 2008	55.39	34.39	50.85
March 31, 2009	55.25	40.20	43.52
June 30, 2009	54.83	42.31	50.08
September 30, 2009	58.56	47.10	49.11
September 30, 2003 through September 30, 2009	103.99	11.63	49.11

The following graph sets forth the historical levels of China Mobile Limited using monthly data obtained from Bloomberg, LP. **Historical levels of China Mobile Limited should not be taken as an indication of future performance.**



Corning Incorporated

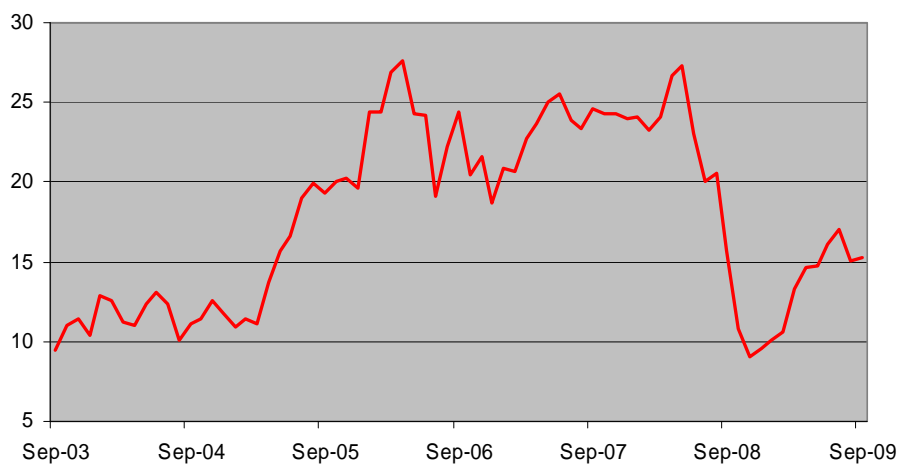
Corning Incorporated is a global, technology-based company. The Company produces optical fiber, cable, and photonic components for the telecommunications industry, as well as manufactures glass panels, funnels, liquid crystal display glass and projection video lens assemblies for the information display industry.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of Corning Incorporated for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of Corning Incorporated should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	10.06	7.15	9.42
December 31, 2003	12.31	9.23	10.43
March 31, 2004	13.89	10.15	11.18
June 30, 2004	13.17	10.08	13.06
September 30, 2004	13.03	9.30	11.08
December 31, 2004	12.96	10.17	11.77
March 31, 2005	12.40	10.61	11.13
June 30, 2005	17.08	10.98	16.62
September 30, 2005	21.95	16.04	19.33
December 30, 2005	21.60	16.70	19.66
March 31, 2006	28.27	19.35	26.91
June 30, 2006	29.60	20.39	24.19
September 29, 2006	24.90	17.54	24.41
December 29, 2006	25.57	18.63	18.71
March 30, 2007	23.33	18.16	22.74
June 29, 2007	26.67	22.45	25.55
September 28, 2007	27.25	21.47	24.65
December 31, 2007	26.80	20.85	23.99
March 31, 2008	25.23	20.04	24.04
June 30, 2008	28.06	23.02	23.05
September 30, 2008	23.05	14.47	15.64
December 31, 2008	15.64	7.36	9.53
March 31, 2009	14.44	8.97	13.27
June 30, 2009	16.54	13.20	16.06
September 30, 2009	17.00	14.22	15.31
September 30, 2003 through September 30, 2009	29.60	7.15	15.31

The following graph sets forth the historical levels of Corning Incorporated using monthly data obtained from Bloomberg, LP. **Historical levels of Corning Incorporated should not be taken as an indication of future performance.**



Credit Suisse Group AG

Credit Suisse Group AG is an international financial services group. The Group provides investment banking, private banking, and asset management services to customers located around the world.

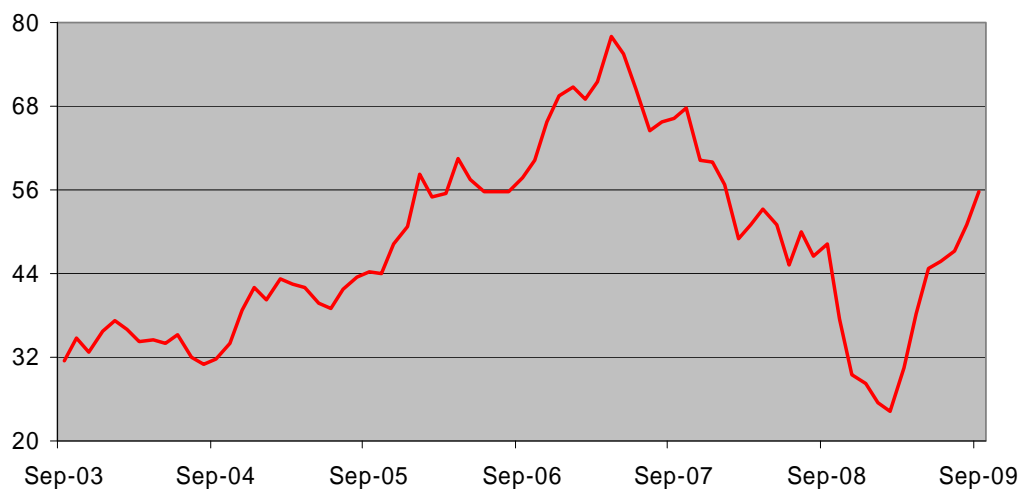
The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of Credit Suisse Group AG for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of Credit Suisse Group AG should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	34.99	25.39	31.46
December 31, 2003	36.31	31.50	35.75
March 31, 2004	39.90	32.69	34.25
June 30, 2004	36.30	32.24	35.24
September 30, 2004	35.36	29.60	31.78
December 31, 2004	42.50	32.11	41.98
March 31, 2005	45.92	39.12	42.59
June 30, 2005	44.21	38.39	38.95
September 30, 2005	46.35	38.07	44.26
December 30, 2005	52.75	41.68	50.70
March 31, 2006	60.16	51.96	55.59
June 30, 2006	64.03	49.82	55.72
September 29, 2006	59.28	49.42	57.67
December 29, 2006	69.95	57.11	69.51
March 30, 2007	75.65	66.36	71.48
June 29, 2007	78.89	69.10	70.61
September 28, 2007	74.73	61.88	66.33
December 31, 2007	69.85	55.89	60.10
March 31, 2008	60.60	44.19	50.88
June 30, 2008	57.69	44.48	45.31
September 30, 2008	52.99	38.48	48.28
December 31, 2008	51.21	18.90	28.26
March 31, 2009	34.01	18.61	30.49
June 30, 2009	47.74	29.79	45.73
September 30, 2009	56.86	42.98	55.65
September 30, 2003 through September 30, 2009	74.73	25.39	55.65

The following graph sets forth the historical levels of Credit Suisse Group AG using quarterly data obtained from Bloomberg, LP.

Historical levels of Credit Suisse Group AG should not be taken as an indication of future performance.



CSX Corporation

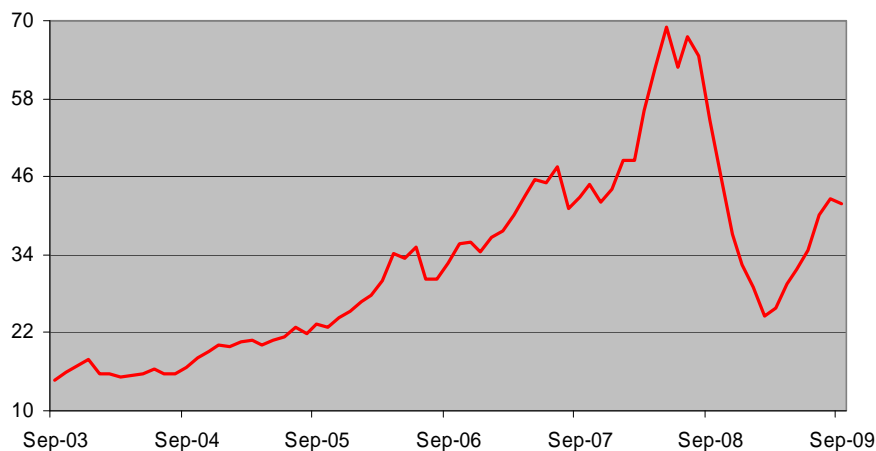
CSX Corporation is an international freight transportation company. The Company provides rail, intermodal, domestic container-shipping, barging, and contract logistics services around the world. CSX's rail transportation services are provided principally throughout the eastern United States.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, CSX Corporation for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of CSX Corporation should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	16.50	14.46	14.63
December 31, 2003	18.15	14.54	17.97
March 31, 2004	18.13	14.40	15.15
June 30, 2004	16.61	14.64	16.39
September 30, 2004	17.14	14.98	16.60
December 31, 2004	20.23	16.55	20.04
March 31, 2005	21.76	18.45	20.83
June 30, 2005	22.05	19.01	21.33
September 30, 2005	23.45	21.24	23.24
December 30, 2005	25.80	21.35	25.39
March 31, 2006	30.20	24.29	29.90
June 30, 2006	37.33	30.06	35.22
September 29, 2006	35.58	28.60	32.83
December 29, 2006	38.28	32.51	34.43
March 30, 2007	42.53	33.50	40.05
June 29, 2007	47.38	39.36	45.08
September 28, 2007	51.88	38.09	42.73
December 31, 2007	46.49	40.17	43.98
March 31, 2008	58.10	39.87	56.07
June 30, 2008	70.69	55.04	62.81
September 30, 2008	69.48	50.51	54.57
December 31, 2008	54.57	30.01	32.47
March 31, 2009	36.82	20.71	25.85
June 30, 2009	36.57	25.09	34.63
September 30, 2009	48.17	31.25	41.86
September 30, 2003 through September 30, 2009	70.69	14.40	41.86

The following graph sets forth the historical levels of CSX Corporation using monthly data obtained from Bloomberg, LP. **Historical levels of CSX Corporation should not be taken as an indication of future performance.**



Petroleo Brasileiro S.A.

Petroleo Brasileiro S.A. - Petrobras explores for and produces oil and natural gas. The Company refines, markets, and supplies oil products. Petrobras operates oil tankers, distribution pipelines, marine, river and lake terminals, thermal power plants, fertilizer plants, and petrochemical units. The Company operates in South America and elsewhere around the world.

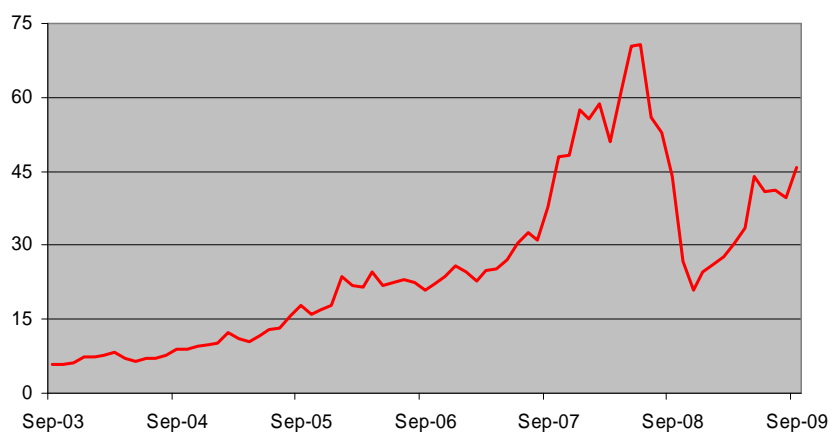
The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of Petroleo Brasileiro S.A. for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of Petroleo Brasileiro S.A. should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	6.18	4.60	5.72
December 31, 2003	7.33	5.74	7.30
March 31, 2004	8.69	7.08	8.37
June 30, 2004	8.90	6.03	7.01
September 30, 2004	9.02	6.65	8.81
December 31, 2004	10.14	8.45	9.94
March 31, 2005	12.54	9.30	11.04
June 30, 2005	13.31	10.04	13.03
September 30, 2005	18.54	12.33	17.86
December 30, 2005	18.47	14.50	17.81
March 31, 2006	23.73	18.16	21.66
June 30, 2006	26.86	17.25	22.33
September 29, 2006	24.09	18.45	20.96
December 29, 2006	25.75	19.31	25.75
March 30, 2007	25.95	20.81	24.88
June 29, 2007	31.18	24.63	30.32
September 28, 2007	38.52	24.38	37.75
December 31, 2007	59.58	36.44	57.62
March 31, 2008	62.74	44.36	51.06
June 30, 2008	77.61	50.47	70.83
September 30, 2008	71.76	36.50	43.95
December 31, 2008	43.90	14.73	24.49
March 31, 2009	35.30	22.22	30.47
June 30, 2009	46.10	30.16	40.98
September 30, 2009	46.16	35.44	45.90
September 30, 2003 through September 30, 2009	71.76	4.60	45.90

The following graph sets forth the historical levels of Petroleo Brasileiro S.A. using monthly data obtained from Bloomberg, LP.

Historical levels of Petroleo Brasileiro S.A. should not be taken as an indication of future performance.



SAP AG

SAP AG is a multinational software company. The Company develops business software, including e-business and enterprise management software, consults on organizational usage of its applications software, and provides training services. SAP markets its products and services worldwide.

The following table sets forth the quarterly high and low intraday levels, as well as end-of-quarter closing levels, of SAP AG for each of the quarters indicated below. We obtained the data in the following table from Bloomberg, LP, without independent verification by us.

Historical levels of SAP AG should not be taken as an indication of future performance.

QUARTER ENDING	QUARTERLY HIGH	QUARTERLY LOW	QUARTERLY CLOSE
September 30, 2003	34.80	27.26	30.41
December 31, 2003	41.91	30.54	41.56
March 31, 2004	45.83	36.71	39.31
June 30, 2004	42.14	36.15	41.81
September 30, 2004	42.15	35.02	38.95
December 31, 2004	45.83	38.82	44.21
March 31, 2005	44.67	38.29	40.08
June 30, 2005	43.73	36.64	43.30
September 30, 2005	44.92	41.30	43.33
December 30, 2005	46.55	41.86	45.07
March 31, 2006	54.43	43.95	54.32
June 30, 2006	57.68	48.18	52.52
September 29, 2006	53.49	43.30	49.50
December 29, 2006	53.38	48.73	53.10
March 30, 2007	55.96	44.17	44.65
June 29, 2007	51.57	44.72	51.07
September 28, 2007	59.05	49.77	58.67
December 31, 2007	59.86	49.89	51.05
March 31, 2008	52.08	43.05	49.57
June 30, 2008	55.51	48.44	52.11
September 30, 2008	59.40	50.63	53.43
December 31, 2008	52.83	29.31	36.22
March 31, 2009	39.03	31.20	35.29
June 30, 2009	45.02	34.72	40.19
September 30, 2009	51.70	37.87	48.87
September 30, 2003 through September 30, 2009	59.40	27.26	48.87

The following graph sets forth the historical levels of SAP AG using monthly data obtained from Bloomberg, LP. **Historical levels of SAP AG should not be taken as an indication of future performance.**

