

# 5Y AUTOCALL "PHOENIX" on COMPANHIA VALE DO RIO, BANCO BRADESCO and PETROLEO BRASILEIRO

## 5 Years Non Principal Guaranteed EMTN Callable Bi-Annually And Linked To The Performance Of A Basket Of Shares

This Term Sheet does not constitute a final and binding legal document. In case of discrepancies, please contact us at the telephone number above. A final and binding legal document will be made available to you at the time of issuance.

This Term Sheet should be read in conjunction with the Documentation referenced below which was provided to you (except the Final Terms) and terms used but not otherwise defined herein shall have the meaning ascribed to them in the Documentation. This Term Sheet is of a confidential and proprietary nature and its contents should not be reproduced or copied in whole or in part without the express authorisation of the Issuer or Dealer.

**THE UNDERLYING GIVES RISE TO LEVERAGE RISK WHICH AMPLIFIES THE INVESTOR'S POTENTIAL GAINS AS WELL AS ITS POTENTIAL LOSSES.**

**REPAYMENT OF PRINCIPAL IS NOT GUARANTEED ON THE MATURITY DATE. THE PRINCIPAL AMOUNT DUE AT MATURITY WILL BE DEPENDENT UPON THE PERFORMANCE OF THE UNDERLYING. INVESTORS MAY POTENTIALLY LOSE ALL OR PART OF THEIR INITIAL INVESTMENT.**

## 1. Main Terms Of The Securities

Type of Security	EMTN (the " <b>Securities</b> ")
Issuer	Calyon Financial Products (Guernsey) Limited
Issuer's Guarantor	CALYON (Moody's Aa1, Standard & Poors AA-, Fitch AA)
ISIN Code / other codes	XS0357402014
Documentation	Base Prospectus, as amended or supplemented from time to time and Final Terms in respect of the issuance.
Dealer	CALYON
Calculation Agent	CALYON
Trade Date	April 03, 2008
Issue Date	April 17, 2008
Maturity Date	April 17, 2013
Specified Currency	EUR
Aggregate Nominal Amount /Number of Certificates	EUR 1,300,000 / ie 1,300 Notes
Specified Denomination	EUR 1,000
Issue Price	100%

## Underlying

A basket of shares (each a "Share"<sup>i</sup> with i = 1,2,3) described in table hereinafter (the "Basket"):

Share <sup>i</sup>	Issuing Company	Bloomberg Code
1	Companhia Vale do RIO	RIO UN
2	Petroleo Brasileiro	PBR UN
3	Banco Bradesco	BBD UN

## Coupon<sub>t</sub>

18% p.a. or 9% flat paid every 6 months if the least Performing underlying is above Barrier Level (60% Share<sup>i</sup><sub>initial</sub>)

## Automatic Early Redemption and Coupon Payment Date

If, on Valuation Date<sub>t</sub> (t = 1 to 10), the closing price of each Share<sup>i</sup> is higher than, or equal to its respective Strike Price<sub>t</sub>, each Security shall be early redeemed on the Automatic Early Redemption Date<sub>t</sub> for an Early Redemption Amount<sub>t</sub> as indicated and defined in the table hereunder:

t	Observation Date <sub>t</sub> (*)	Strike Price <sub>t</sub> in respect of a Share <sup>i</sup>	Early Redemption Amount <sub>t</sub>	Automatic Early Redemption Date <sub>t</sub> (**)
1	Monday, October 13, 2008	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Friday, October 17, 2008
2	Monday, April 13, 2009	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Friday, April 17, 2009
3	Monday, October 12, 2009	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Monday, October 19, 2009
4	Monday, April 12, 2010	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Monday, April 19, 2010
5	Monday, October 11, 2010	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Monday, October 18, 2010
6	Monday, April 11, 2011	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Monday, April 18, 2011
7	Tuesday, October 11, 2011	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Monday, October 17, 2011
8	Wednesday, April 11, 2012	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Tuesday, April 17, 2012
9	Thursday, October 11, 2012	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Wednesday, October 17, 2012
10	Thursday, April 11, 2013	90% x Share <sup>i</sup> <sub>initial</sub>	100% x Specified Denomination	Wednesday, April 17, 2013

(\*) or if any such date is not an Exchange Business Day, the following day which is an Exchange Business Day

(\*\*) or if any such date is not a Business Day, the following day which is a Business Day

## Final Redemption Amount

If the Securities have not been automatically early redeemed according to the provisions above, the amount per Security payable on the Maturity Date (or, as the case may be, the number of Shares delivered) will be calculated by the Calculation Agent in accordance with the following:

- if, in respect of all Shares<sup>i</sup>, Share<sup>i</sup><sub>final</sub> is equal to, or higher than 60% of Share<sup>i</sup><sub>initial</sub>:

**Redemption in cash at 100% of Specified Denomination**

- if, in respect of one Share<sup>i</sup>, Share<sup>i</sup><sub>final</sub> is strictly lower than 60% of Share<sup>i</sup><sub>initial</sub>, the note will be redeemed at :

**EUR 1 000 x [ 100 % + ( 1/90 % x Least Performing Performance )**

Least performing Performance :

$$\frac{(\text{Worst Performing Share}^i_{\text{final}} - 90\% \times \text{Worst Performing Share}^i_{\text{initial}})}{(\text{Worst Performing Share}^i_{\text{initial}})}$$

where :

"**Worst Performing Share**" is the Share<sup>i</sup> which has the worst Share Performance<sup>i</sup>

"Share<sup>i</sup><sub>initial</sub>" is the closing price of the Share<sup>i</sup> on Valuation Date<sub>initial</sub>

"Share<sup>i</sup><sub>final</sub>" is the closing price of the Share<sup>i</sup> on Valuation Date<sub>final</sub>

Valuation Date<sub>initial/final</sub>

Means the following dates :

"Valuation Date<sub>initial</sub>" : April 11, 2008

"Valuation Date<sub>final</sub>" : April 11, 2013

or if any such date is not an Exchange Business Day, the following day which is an Exchange Business Day

Events

*Market Disruption Events:* If on a Valuation Date<sub>t</sub>, a Market Disruption Event occurs in respect of a Share<sup>i</sup>, such date shall be postponed to the immediately succeeding Exchange Business Day, for the affected Share<sup>i</sup> only.

*Adjustments / Extraordinary Events:* Upon the occurrence of an event which may have a concentrative or dilutive effect on the market value of a Share<sup>i</sup> or which may affect a Share<sup>i</sup> (such as merger, de-merger, delisting, nationalisation), the Calculation Agent may in its absolute discretion, make appropriate amendments, substitute a new share to an affected Share<sup>i</sup> or early redeem the Securities.

*Settlement Disruption Events:* Upon the occurrence of an event as a result of which the Issuer is unable to deliver the Shares<sup>i</sup> on the Maturity Date, such Maturity Date shall be postponed to the next Business Day.

Please refer to the Documentation for the full and binding terms and conditions regarding the events summarised above.

Business Day

Means any day on which the TARGET system is open

Exchange Business Day

Means any day on which (i) each stock exchange relating to each Share<sup>i</sup> and (ii) each related exchange where derivatives on each Share<sup>i</sup> are traded, are all open for trading.

Listing of the Securities

None

Settlement

Euroclear

Governing Law

English law

Selling restrictions

**PRIVATE PLACEMENT ONLY OR UNDER ANY OTHER SAFE HARBOUR EXEMPTION.**

**THE SECURITIES HAVE NOT BEEN AND WILL NOT BE SUBJECT TO ANY CLEARANCE PROCEDURE ALLOWING A PUBLIC OFFERING IN ANY JURISDICTION.**

**THE DISTRIBUTION OF THIS DOCUMENT MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS AND PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES, SHOULD INFORM THEMSELVES ABOUT, AND OBSERVE, SUCH RESTRICTIONS. PLEASE REFER TO THE "SUBSCRIPTION AND SALE" SECTION OF THE DOCUMENTATION.**

**ANNEX**

Share	Initial Price	Strike Level	Coupon Level	Barrier Level
		90%*Share Initial	60%*Share Initial	60%*Share Initial
Companhia Vale do RIO	USD 35.82	USD 32.24	USD 21.49	USD 21.49
Petroleo Brasileiro	USD 112.85	USD 101.57	USD 67.71	USD 67.71
Banco Bradesco	USD 30.02	USD 27.02	USD 18.01	USD 18.01

## 2. Secondary Market

Under normal market conditions for the Underlying, CALYON will endeavour, upon request of the Purchaser, to give an indicative bid/ask spread of 1% for the Securities on a daily basis on page Bloomberg provided however that CALYON does not assume any legal obligation to make a secondary market for these Securities. An insufficient secondary market may prevent the liquidation or limit the funds that can be generated from the sale of this Security.

The price quoted shall be based upon the market value of the Securities and may be below par value. The price quoted will be dependent upon, among other parameters, value and volatility of the underlying assets, remaining time until maturity and interest rates.

**Minimum dealing size:** EUR 1,000.

## 3. Disclaimer

This Term Sheet has been prepared at your request by CALYON.

You are informed that indicative bid and ask prices of the Securities may be subject to significant fluctuations. Consequently, at any time between the Issue Date and the Maturity Date, the bid or ask price of the Securities may be below par value.

We are providing you with this document and are negotiating (or, as the case may be, entering into) this transaction with you on the basis of our understanding that (i) you have ensured that you understand the transaction and have made an independent assessment of the appropriateness of the transaction in the light of your financial situation, your own objectives and circumstances, including the possible risks and benefits of entering into such a transaction and its tax implications (and this document does not purport to identify any such benefits, risks or implications); general product descriptions and some of their related associated risks, can be found at <http://mifid.calyon.com>; (ii) you shall, at all times, be solely responsible for making your own independent appraisal of the Issuer, investigation into the business, financial condition and creditworthiness thereof; and (iii) you have engaged your own financial, tax, accounting, legal and other advisors that you consider appropriate in connection with your investment decision.

CALYON or its affiliates, connected companies, employees or clients may at times have an interest in financial instrument of the type described in this Term Sheet that could be material and/or could give rise to a conflict of interest or potential conflict of interest. Such interest may include dealing, trading, holding or acting as market makers in the financial instrument and may include providing financial services to any company or issuer of securities or financial instruments referred to in this Term Sheet. In such event, you consent to CALYON acting in any manner that it considers appropriate to provide fair treatment of such conflicts for you. "Issuer" and "CALYON" include any affiliate or agent thereof.

Distributor(s) may acquire Securities at a price which is lower than the issue price and/or receive a placement fee.

