

## 3Y Phoenix on JCP in USD

Final Terms and Conditions

**Issuer:** Commerzbank AG  
**Rating:** A2(Moody's)/A(S&P)  
**Lead Manager:** Commerzbank AG  
**Type:** Issued under the Structured Notes Programme of Commerzbank AG  
**Distribution:** Private Placement  
**Country of Distribution:** Switzerland

**Underlying:** J.C. PENNEY COMPANY INC, (Bloomberg: JCP UN Equity, ISIN: US7081601061)

**Trade Date:** 28 October 2011  
**Payment Date:** 10 November 2011  
**Final Observation Date:** 23 February 2015  
**Final Redemption Date:** 02 March 2015, subject to Early Redemption in accordance with the provisions of Early Redemption below.

**Issue Price:** 100%  
**Currency:** USD  
**Nominal Amount:** USD 750,000  
**Denominations:** USD 1,000  
**Initial Spot Price:** 86.3500 USD  
**KI Barrier:** 70% of Initial Spot Price

Observation Dates:	Redemption Dates:	Coupon Barrier:	Coupon:	Call Trigger:
21 February 2013	28 February 2013	80% of Initial Spot Price	Denomination * 20%	80% of Initial Spot Price
21 February 2014	28 February 2014	80% of Initial Spot Price	Denomination * 20%	80% of Initial Spot Price
23 February 2015	02 March 2015	80% of Initial Spot Price	Denomination * 20%	80% of Initial Spot Price

**Coupon Payment:** If on any Observation Date, the official closing level of the Underlying is greater than or equal to the respective Coupon Barrier level, the bond holder will receive the amount specified for that Observation Date on the immediately following Redemption Date (as defined in the table above).

**Early Redemption:** If the official closing level of the Underlying on any Observation Date, except the Final Observation Date, is greater than or equal to the relevant Call Trigger (as defined in the table above), the bond will be early redeemed and the bond holder will receive Denomination \* 100% on the immediately following Early Redemption Date.

### Redemption at Maturity:

Unless redeemed earlier, the bond holder will receive on the Final Redemption Date:

If the Underlying closes at or above 80% of its Initial Spot Price on the Final Observation Date:  
Denomination \* 100%

If the Underlying closes at or above 70% and below 80% of its Initial Spot Price on the Final Observation Date:  
Denomination \* (100%)

Otherwise a number of shares equal to

If the least performing underlying is :	The share amount is :
JCP UN Equity	11.581

**Calculation Agent:** Commerzbank AG  
**Business Day Convention:** Following (Unadjusted)  
**Business Days for Payment:** New York and London  
**Settlement:** Euroclear/Clearstream  
**ISIN:** XS0702066258  
**WKN:** CZ40YF / N241  
**Telekurs Code:** CH14231172  
**TEFRA Rule:** TEFRA D  
**End of TEFRA D Period:** 20 December 2011  
**Product Category:2** Soft Protected: Capital or coupon or both are protected until protection disappears due to the occurrence of a pre-defined market event

**Internal reference :** PRS000026964

**Product Category:**

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The product category indicates the payoff risk associated with this structured product. This rating is for information only, and is intended to provide clients with a consistent means to understand and compare payoff risk associated with our products.

Category	Explanation
1 Fully Capital Protected	Potential loss to investor is limited to potential gains, but initial capital is not at risk.
2 Soft Protected	Capital or coupon or both are protected until protection disappears due to the occurrence of a pre-defined market event
3 Partially Protected	A pre-agreed proportion of capital or coupon or both are either protected from the start or protection becomes effective on the occurrence of a pre-defined market event
4 Not Capital Protected	Investor may lose potential gains and initial capital

The requirements for a public offer in a Member State of the European Economic Area and in Switzerland are not fulfilled. Consequently, the securities may not be offered to the public in any of the Member states of the European Economic Area and in Switzerland. Please note that the final terms and conditions may differ from this termsheet. It is therefore important that you read the final terms when they become available on or around the Payment Date of this product on <http://pbterms.commerzbank.com>. The password will be sent to you on or shortly following the trade date. This term sheet has been prepared by Commerzbank Corporates & Markets, which is the trading and investment banking division of Commerzbank Aktiengesellschaft ("Commerzbank"). This term sheet is for discussion purposes only, and all matters arising from it will be governed by English law unless expressly agreed otherwise. 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The risk that the investor may receive substantially less than 100% of the Principal Amount if they wish to liquidate the investment prior to maturity or, unless the product is capital guaranteed, at maturity.

The terms "guaranteed" and "protected" are subject to the credit worthiness and solvency of Commerzbank and although financially strong there is the possibility that returns may not be met in the unlikely event of a Commerzbank failure.