

**18m Phoenix Autocall**  
(Vale do Rio, Gerdau, Siderurgica)  
Terms and Conditions

<b>Issuer:</b>	<b>Commerzbank AG</b>
<b>Rating:</b>	<b>Aa3 (Moody's) / A (S&amp;P)</b>
<b>Lead Manager:</b>	Commerzbank AG
<b>Type of Security:</b>	Certificate

<b>Underlyings:</b>	<b>Cia Vale do Rio Doce</b> [Bloomberg: RIO UN Equity, ISIN: US2044122099] <b>Gerdau S.A.</b> [Bloomberg: GGB UN Equity, ISIN: US3737371050] <b>Cia Siderúrgica Nacional</b> [Bloomberg: SID UN Equity, ISIN: US20440W1053]
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<b>Trade Date:</b>	19 August 2008
<b>Strike Date:</b>	18 September 2008
<b>Payment Date:</b>	<b>18 September 2008</b>
<b>Final Observation Date:</b>	18 March 2010
<b>Final Redemption Date:</b>	<b>25 March 2010</b> , subject to Early Redemption in accordance with the provisions of Early Redemption below

<b>Currency:</b>	<b>USD</b>
<b>Issue Size:</b>	<b>USD 10,000 Certificates</b>
<b>Minimum Trading Amount:</b>	<b>1 Certificate</b>
<b>Issue Price:</b>	USD 1,000

<b>Observation Dates:</b>	Monthly after Strike Date (18 Observations): 20-Oct-08 18-Nov-08 18-Dec-08 20-Jan-09 18-Feb-09 18-Mar-09 20-Apr-09 18-May-09 18-Jun-09 20-Jul-09 18-Aug-09 18-Sep-09 19-Oct-09 18-Nov-09 18-Dec-09 19-Jan-10 18-Feb-10 18-Mar-10
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<b>Payment Dates:</b>	Monthly after Payment Date (18 Observations): 27-Oct-08 25-Nov-08 26-Dec-08 26-Jan-09 25-Feb-09 25-Mar-09 27-Apr-09 26-May-09 25-Jun-09 27-Jul-09 25-Aug-09 25-Sep-09 26-Oct-09 25-Nov-09 28-Dec-09 25-Jan-10 25-Feb-10 25-Mar-10
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<b>Strike:</b>	Closing value of the Underlyings on Strike Date: <b>RIO: USD 20.56</b> <b>GGB: USD 12.72</b> <b>SID: USD 24.20</b>				
<b>Fixed Interest Amount (FI):</b>	<b>USD 22.50</b>				
<b>Coupon Barrier:</b>	80% of Strike:				
<b>European Knock-In Barrier:</b>	80% of Strike:				
<b>Call Trigger:</b>	100% of Strike				
<b>Underlyings</b>	<b>Exchange</b>	<b>Initial Spot Price</b>	<b>Trigger Level</b>	<b>Knock-in Barrier</b>	<b>Coupon Barrier</b>
RIO	NYSE	20.56	20.56	16.45	16.45
GGB	NYSE	12.72	12.72	10.18	10.18
SID	NYSE	24.20	24.20	19.36	19.36
<b>Early Redemption:</b>	If all Underlyings at Observation Date $i$ ( $i=4, 5, 6... 17$ ) close at or above respective Strike, the note is redeemed early and the Certificate holder will receive on the immediately following Payment Date:  $\text{USD } 1,000 \times 100\%$ <p><b>For the avoidance of doubt, the Certificates can only be early redeemed from the 4<sup>th</sup> Observation Date onwards</b></p>				
<b>Coupon Payment:</b>	If at any Observation Date $i$ ( $i=1, 2, 3... 18$ ), all Underlyings close at or above their respective Coupon Barrier, the Certificate holder will receive on the immediately following Payment Date:  $\text{USD } 1,000 \times \text{FI}$				
<b>Redemption at Maturity:</b>	Unless redeemed early:  If one or more Underlyings trades below the European Knock-in Barrier on Final Observation Date, the Certificate holder will receive a number of shares equal to (fractions will be cash settled):  $\text{USD } 1,000 \times \frac{1}{100\% \times WP_K}$ Else,  $\text{USD } 1,000 \text{ per Certificate}$ Where, $WP_K$ equals the Strike Level of the Worst Performing Underlying				
<b>Business Days:</b>	New York				
<b>Business Day Convention:</b>	Following Unadjusted				
<b>Listing:</b>	None				
<b>Secondary Market / Liquidity:</b>	Commerzbank hereby agrees to provide firm quotes, under normal market conditions, for trading purposes upon request, subject to a Bid-Offer spread of 1%				
<b>ISIN/ CC:</b>	XS0385168843/ 038516884				
<b>WKN:</b>	<b>CB9YNW</b>				
<b>Valoren:</b>	<b>4520436</b>				
<b>TEFRA Rule:</b>	TEFRA D				
<b>Bloomberg/Reuters:</b>	COSP000				

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