

5 Years USD Worst of Autocall Certificate on Lukoil and Gazprom



Terms and Conditions

General Terms:					
Issuer:	Merrill Lynch International Co. C.V.				
Rating:	Moody's A2 / S&P A				
Arranger	Merrill Lynch International				
Dealer	Merrill Lynch International				
Calculation Agent	Merrill Lynch International, 2 King Edward Street, London				
Type of Security:	Certificate				
Security Codes:	ISIN: XS0397074468	Valor: 4779276			
Strike Levels:	Strike Levels are the official closing prices from 03 June 2008				
Trade Date:	28 October 2008				
Issue Date:	7 November 2008				
Final Valuation Date:	03 June 2013				
Maturity Date:	17 June 2013, subject to Early redemption as defined below				
Currency:	Quanto USD				
Issue size:	USD 2,000,000 (subject to increase)				
Denomination:	USD 1,000				
Issue Price:	100%				
Description:					
Underlying Indices:	Name	Bloomberg Code	Strike Level	80%Knock-In Barrier (OBSERVED ON CLOSE)	
	Lukoil	LKOD LI	USD 108.00	USD 86.40	
	Gazprom	OGZD LI	USD 59.60	USD 47.68	
Laggard	<p>The least performing share within the Underlying shares on each respective Observation Date. On each Observation Date j, for each share i, the Laggard will be defined as that share which generates the lowest result from the following computation:</p> $\left \text{PriceObservation}_{(i)} - \text{StrikeLevd}_{(i)} \right / \text{StrikeLevd}_{(i)}$ <p>PriceObservation(i): Level of Share i on Observation Date j</p> <p>If two or more shares in the underlying Basket have the same return on a particular Observation Date, the calculation Agent shall determine the Laggard</p>				
Early redemption (in % of Denomination)	<p>The Note will be redeemed early:</p> <p>At 119% on DATE1 if Laggard1 >= 100.00% * Laggard Initial At 138% on DATE2 if Laggard2 >= 100.00% * Laggard Initial At 157 on DATE3 if Laggard3 >= 100.00% * Laggard Initial At 176% on DATE4 if Laggard4 >= 100.00% * Laggard Initial</p> <p>Laggard1: Closing price of Laggard on 03 June 2009 Laggard2: Closing price of Laggard on 03 June 2010 Laggard3: Closing price of Laggard on 03 June 2011 Laggard4: Closing price of Laggard on 04 June 2012</p> <p>Where: DATE1: 17 June 2009 DATE2: 17 June 2010</p>				



	DATE3: 17 June 2011 DATE4: 18 June 2012
Final redemption	<p>If no early termination Event occurs, the Certificate will redeem:</p> <ul style="list-style-type: none"> ➤ If Laggard final >= 100.00% * Laggard initial REDEMPTION = Denomination * 195% ➤ If Laggard final < 100.00% * Laggard initial <p>If the Knock-In Barrier has not been breached i.e. none of the Underlying Shares has closed strictly below its 80.00% Knock-In Barrier level on the Final Valuation Date:</p> <p style="text-align: center;">REDEMPTION = Denomination * 100.00%</p> <p>If the Knock-In Barrier has been breached i.e. at least one of the Underlying Shares has closed strictly below its 80.00% Knock-In Barrier level on the Final Valuation Date:</p> $\text{REDEMPTION} = \text{Denomination} * \left[\frac{\text{LaggardFinal}}{\text{LaggardInitial}} \right]$ <p>Where: Denomination = USD 1,000</p> <p>Laggard Final: Official Closing level of the Laggard Share on the Final Valuation Date Laggard Initial: Respective Strike level of the Laggard Share</p>
Additional Provisions:	
Secondary Market	Under normal market conditions, Merrill Lynch International will make a daily secondary market in the certificates with a bid-ask spread no larger than 1%.
Dealer:	Merrill Lynch International
Calculation Agent:	Merrill Lynch International
Governing Law:	English Law
Business Days:	London and New York
Clearing:	Euroclear / Clearstream
Delivery:	Against payment
Listing:	None

Disclaimers

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