

# HSBC USA INC.

## Reverse Convertible Notes

PRICING SUPPLEMENT  
 (To the Prospectus dated April 5, 2006,  
 Prospectus Supplement dated July 3, 2006 and the  
 Product Supplement dated July 31, 2006)

Terms used in this pricing supplement are described or defined in the product supplement, prospectus supplement and prospectus. The notes offered will have the terms described in the product supplement, prospectus supplement and the prospectus. **The notes are not principal protected, and you may lose some or all of your principal.**

This pricing supplement relates to five separate note offerings; each reference asset identified below represents a separate note offering. The purchaser of a note will acquire a security linked to a single reference asset (not a basket or index of reference assets). Although each offering relates to a reference asset, you should not construe that fact as a recommendation as to the merits of acquiring an investment linked to that reference asset or as to the suitability of an investment in the related notes. The following key terms relate to each separate notes offering:

- **Offering Period End Date:** May 17, 2007 at 2:00 pm, New York City time
- **Initial Public Offering Price:** 100 per cent
- **Initial Valuation Date:** May 17, 2007
- **Issue Date:** May 22, 2007
- **Maturity Date:** 3 business days after the final valuation date
- **Interest Payment Dates:** The 22<sup>nd</sup> calendar day following the issue date (or if that day is not a business day, the following business day), commencing on June 22, 2007 and ending on the maturity date.
- **Listing:** The notes will not be listed on any U.S. securities exchange or quotation system

Reference Asset/ Reference Issuer (TICKER)	Page Number	Interest Rate (per Annum)	Initial Price	Barrier Price	Principal Amount	Agent's Discount or Commission Per Note / Total <sup>(1)</sup>	Proceeds to Us Per Note / Total	CUSIP / ISIN	Final valuation date
InterOil Corporation (IOC)	PR-6	34.75%	\$29.92	\$23.94	\$1,113,000	2.00% / \$2,260.00	98.00% / \$1,090,740.00	40428H KT 8 / US40428HKT85	August 17, 2007
OVERSTOCK.COM, INC. (OSTK)	PR-7	19.75%	\$18.47	\$14.78	\$109,000	2.25% / \$2,452.50	97.75% / \$106,547.50	40428H KU 5 / US40428HKU58	August 17, 2007
Netflix, Inc. (NFLX)	PR-8	12.00%	\$21.82	\$17.46	\$100,000	2.50% / \$2,500.00	97.50% / \$97,500.00	40428H KV 3 / US40428HKV32	November 16, 2007
FRONTIER OIL CORPORATION (FTO)	PR-9	10.15%	\$36.54	\$29.23	\$100,000	2.50% / \$2,500.00	97.50% / \$97,500.00	40428H KW 1 / US40428HKW15	November 16, 2007
BLOCKBUSTER INC. (BBI)	PR-10	10.00%	\$4.34	\$2.82	\$100,000	2.375% / \$2,375.00	97.625% / \$97,625.00	40428H KY 7 / US40428HKY70	November 16, 2007

<sup>(1)</sup> Agent's discount may vary but will be no more than the amount listed in "Agent's Discount or Commission per Note / Total," above.

See "Risk Factors" in this pricing supplement beginning on page PR-3, in the product supplement beginning on page PS-3 and in the prospectus supplement beginning on page S-3 for a description of risks relating to an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The notes are not deposit liabilities of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency of the United States or any other jurisdiction.

### CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES OFFERED	MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE <sup>(1)</sup>
Reverse Convertible Notes linked to IOC due August 22, 2007	\$1,113,000	\$34.17
Reverse Convertible Notes linked to OSTK due August 22, 2007	\$109,000	\$3.35
Reverse Convertible Notes linked to NFLX due November 21, 2007	\$100,000	\$3.07
Reverse Convertible Notes linked to FTO due November 21, 2007	\$100,000	\$3.07
Reverse Convertible Notes linked to BBI due November 21, 2007	\$100,000	\$3.07

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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## GENERAL TERMS

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**This pricing supplement relates to five separate note offerings; each reference asset identified on the cover page represents a separate note offering. The purchaser of a note will acquire a security linked to a single reference asset (not to a basket or index of reference assets).** You may participate in any one of the notes offerings or, at your election, in more than one. We reserve the right to withdraw, cancel or modify any offering and to reject orders in whole or in part. Although each note offering relates only to a single reference asset identified on the cover page, you should not construe that fact as a recommendation of the merits of acquiring an investment linked to any of those reference assets or as to the suitability of an investment in the notes.

You should read this document together with the prospectus dated April 5, 2006, the prospectus supplement dated July 3, 2006 and the product supplement dated July 31, 2006. You should carefully consider, among other things, the matters set forth in "Risk Factors" beginning on page PR-3 of this document, PS-3 of the product supplement and page S-3 of the prospectus supplement, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

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## RISK FACTORS

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The following highlights some, but not all, of the risk considerations relevant to investing in a note. Investing in the notes is not equivalent to investing directly in the reference assets. We urge you to read the section "Risk Factors" beginning on page PS-3 of the product supplement and page S-3 of the prospectus supplement. As you review "Risk Factors" in the prospectus supplement, you should pay particular attention to the following sections:

- "— Risks Relating to All Note Issuances"
- "— Additional Risks Relating to Notes with an Equity Security or Equity Index as the Reference Asset"

### **1. The notes are not principal protected and you may lose some or all of your principal.**

The principal amount of your investment is not protected and you may receive less, and possibly significantly less, than the amount you invested. You will lose some or all of your principal if both of the following are true: (a) between the initial valuation date and the final valuation date, inclusive, the market price (as defined below) of the reference asset on any day is below the barrier price and (b) the final price of the reference asset is lower than the initial price of the reference asset. A USD1,000 investment in the notes will pay USD1,000 at maturity if, and only if, either of the following is true: (a) between the initial valuation date and the final valuation date, inclusive, the market price of the reference asset falls below the barrier price on any day, but the final price of the reference asset is equal to or greater than the initial price of the reference asset or (b) between the initial valuation date and the final valuation date, inclusive, the market price of the reference asset never falls below the barrier price on any day. If you receive the physical delivery amount at maturity, the market value of the shares of the reference asset you receive will be less than the principal amount of your notes and may be zero. Accordingly, you may lose the entire principal amount of your notes.

We cannot predict the final price of any reference asset on the final valuation date.

### **2. You will not participate in any appreciation in the value of the reference asset.**

You will not participate in any appreciation in the value of the reference asset. If the final price of the reference asset is greater than the initial price of the reference asset, the sum of any interest payments you receive during the term of the notes and the principal payment you receive at maturity will not reflect the performance of the reference asset. Under no circumstances, regardless of the extent to which the value of the reference asset appreciates, will your return exceed the applicable interest rate. Therefore, you may earn significantly less by investing in the notes than you would have earned by investing directly in the reference asset.

### **3. Because the tax treatment of the notes is uncertain, the material U.S. federal income tax consequences of an investment in the notes are uncertain.**

There is no direct legal authority as to the proper tax treatment of the notes, and therefore significant aspects of the tax treatment of the notes are uncertain, as to both the timing and character of any inclusion in income in respect of your note. Because of this uncertainty, we urge you to consult your tax advisor as to the tax consequences of your investment in a note. For a more complete discussion of the U.S. federal income tax consequences of your investment in a note, please see the discussion under "Certain U.S. Federal Income Tax Considerations" beginning on page PR-4 of this pricing supplement and "Certain U.S. Federal Income Tax Considerations – Certain Equity-Linked Notes – Certain Notes Treated as a Put Option and a Deposit" in the prospectus supplement.

Please note that the prospectus, prospectus supplement, product supplement and this pricing supplement do not describe all the risks of an investment in the notes. We urge you to consult your own financial and legal advisors as to the risks entailed by an investment in the notes.

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## SUMMARY

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### Principal Payment at Maturity

Your payment at maturity for each note you hold will depend on the performance of the reference asset between the initial valuation date and the final valuation date, inclusive. A USD1,000 investment in the notes will pay USD1,000 at maturity unless: (a) the final price of the reference asset is lower than the initial price of the reference asset and (b) between the initial valuation date and the final valuation date, inclusive, the market price of the reference asset on any day is below the barrier price. If the conditions described in (a) and (b) are both true, at maturity you will receive the physical delivery amount (with any fractional shares to be paid in cash in an amount equal to the fractional shares multiplied by the final price). Under some circumstances to be determined by and at the sole option of HSBC USA Inc., we may pay investors, in lieu of the physical delivery amount, the cash equivalent of such shares with a per share price equal to the final price. However, we currently expect to deliver the physical delivery amount and not cash in lieu of the physical delivery amount in the event the conditions described above occur.

As described in the product supplement, on any scheduled trading day on which the value of the reference asset must be calculated by the calculation agent, (i) if the relevant exchange is the NASDAQ Stock Market ("NASDAQ"), the market price of the reference asset will be the NASDAQ official closing price (NOCP) or (ii) if the NASDAQ is not the relevant exchange, the market price of the reference asset will be the official closing price of the relevant exchange, in each case as of the close of the regular trading session of such exchange and as reported in the official price determination mechanism for such exchange. If the reference asset is not listed or traded as described above for any reason other than a market disruption event, then the market price for the reference asset on any scheduled trading day will be the average, as determined by the calculation agent, of the bid prices for the reference asset obtained from as many dealers in the reference asset selected by the calculation agent as will make those bid prices available to the calculation agent. The number of dealers need not exceed three and may include the calculation agent or any of its or our affiliates.

To the extent a market disruption event exists on a day on which the final price is to be determined, the market price of the reference asset will be determined on the first following scheduled trading day on which a market disruption event does not exist with respect to the reference asset; provided that if a market disruption event exists on five consecutive scheduled trading days, that fifth scheduled trading day shall be the final valuation date, and the calculation agent shall determine the final price on such date.

In the event that the maturity date is postponed or extended as described under "Specific Terms of the Notes – Maturity Date" in the product supplement, the related payment of principal will be made on the postponed or extended maturity date.

***You may lose some or all of your principal if you invest in the notes.***

### Physical Delivery Amount

If the payment at maturity is in physical shares of the reference asset, you will receive a number of shares referred to as the "physical delivery amount" (with any fractional shares to be paid in cash). The physical delivery amount will be calculated by the calculation agent by dividing the principal amount of your notes by the initial price of the reference asset. The physical delivery amount, the initial price of the reference asset and other amounts may change due to corporate actions.

### Interest

The notes will pay interest at the interest rate specified on the front cover of this pricing supplement, and interest payments will be made on the interest payment dates specified on the front cover of this pricing supplement. However, if the first interest payment date is less than 15 days after the date of issuance, interest will not be paid on the first interest payment date, but will be paid on the second interest payment date. Interest will be computed on the basis of a 360-day year of twelve 30-day months. For more information, see "Description of the Notes – Fixed Rate Notes" in the prospectus supplement.

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## CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

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You should carefully consider, among other things, the matters set forth in "Certain U.S. Federal Income Tax Considerations" in the prospectus supplement. In the opinion of Cadwalader, Wickersham & Taft LLP, special U.S. tax counsel to us, the following discussion summarizes certain of the material U.S. federal income tax consequences of the purchase, beneficial ownership, and disposition of each of the notes.

There are no regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of securities with terms that are substantially the same as those of the notes. Under one approach, each note should be treated for federal income tax purposes as a put option written by you (the "Put Option") that permits us to (1) sell the reference asset to you at the maturity date for an amount equal to the Deposit (as defined below), or (2) "cash settle" the Put Option (i.e., require you to pay us at the maturity date the difference between the Deposit and the value of the reference asset at such time), and a deposit with us of cash in an amount equal to the principal amount you invested (the "Deposit") to secure your potential obligation under the Put Option. We intend to treat the notes consistent with this approach. Pursuant to the terms of the notes, you agree to treat the notes as cash deposits and put options with respect to the reference asset for all U.S. federal income tax purposes. We also intend to treat the Deposits as "short-term obligations" for U.S. federal income tax purposes. Please see the discussion under the heading "Certain U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Treatment of the Notes as Indebtedness for U.S. Federal Income Tax Purposes—Short-Term Debt Instruments" in the prospectus supplement for certain U.S. federal income tax considerations applicable to short-term obligations. However, because under certain circumstances Notes with an initial maturity of one year may be outstanding for more than one year, it is possible that the Deposits associated with these Notes may not be treated as short-term obligations. In that event, Notes with an initial maturity of one year would be described in "Certain U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Treatment of the Notes as Indebtedness for U.S. Federal Income Tax Purposes – Payments of Interest" in the prospectus supplement.

The description below of each reference asset includes a chart that indicates the yield on the Deposit and the Put Premium, as described in the prospectus supplement under the heading "Certain U.S. Federal Income Tax Considerations — Certain Equity-Linked Notes— Certain Notes Treated as a Put Option and a Deposit." If the Internal Revenue Service (the "IRS") were successful in asserting an alternative characterization for the notes, the timing and character of income on the notes might differ. We do not plan to request a ruling from the IRS regarding the tax treatment of the notes, and the IRS or a court may not agree with the tax treatment described in this pricing supplement.

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## REFERENCE ISSUER AND REFERENCE ASSET INFORMATION

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All information on the reference assets and the reference issuers is derived from publicly available information. Companies with securities registered under the Securities Exchange Act of 1934 (the "Exchange Act") are required to file periodically certain financial and other information specified by the SEC. Information provided to or filed with the SEC electronically can be accessed through a website maintained by the SEC. The address of the SEC's website is <http://www.sec.gov>. Information provided to or filed with the SEC pursuant to the Exchange Act by a company issuing a reference asset can be located by reference to the SEC file number specified in the description of the relevant reference asset below. We make no representation that these publicly available documents are accurate or complete. For more information, we urge you to read the section "Information Regarding the Reference Asset and the Reference Asset Issuer" in the product supplement.

### Historical Performance of the Reference Assets

The description below of each reference asset includes a table that sets forth (to the extent available) the quarterly high and low intraday prices, as well as end-of-quarter closing prices, of that reference asset for each quarter in the period from January 1, 2002 through March 30, 2007 and for the period from April 2, 2007 through May 17, 2007. We obtained the data in these tables from Bloomberg Financial Service, without independent verification by us. All historical prices are denominated in USD and rounded to the nearest penny. **Historical prices of the reference assets should not be taken as an indication of future performance of the reference assets.**

### HYPOTHETICAL EXAMPLES

The description below of each reference asset includes a table of hypothetical returns that is based on the assumptions outlined for each reference asset. Each table illustrates the hypothetical returns you would have earned from (i) a USD1,000 investment in the notes compared to (ii) a direct investment in the relevant reference asset (prior to the deduction of any applicable brokerage fees or charges). The following is a general description of how the hypothetical returns in each table were determined:

- If the final price of the reference asset is greater than or equal to the initial price of the reference asset, you would receive USD1,000 at maturity, regardless of whether the market price of the reference asset on any day was below the barrier price;
- If the final price of the reference asset is lower than the initial price of the reference asset but the market price of the reference asset was not below the barrier price on any day between the initial valuation date and the final valuation date, inclusive, you would receive USD1,000 at maturity; or
- If the final price of the reference asset is lower than the initial price of the reference asset and the market price of the reference asset was below the barrier price on any day between the initial valuation date and the final valuation date, inclusive, you would receive the physical delivery amount (with any fractional shares to be paid in cash).

Each table of hypothetical returns is provided for illustration purposes only and is hypothetical. None purports to be representative of every possible scenario concerning increases or decreases in the price of the reference asset and the payment at maturity of the notes. We cannot predict the final price of the reference assets on the final valuation date. The assumptions we have made in connection with the illustrations set forth below may not reflect actual events. In addition, the examples assume that the reference asset has no dividend yield. You should not take these examples as an indication or assurance of the expected performance of the reference asset.

## INTEROIL CORPORATION (IOC)

### Description of InterOil Corporation

According to publicly available information, InterOil Corporation ("InterOil") is developing a fully integrated oil and gas company in Papua New Guinea and the surrounding region. InterOil has four business segments: Exploration and Production, Refining, Marketing & Liquefaction, Wholesale and Retail Distribution, and Corporate. Exploration and Production is InterOil's upstream business segment that explores for oil and natural gas in Papua New Guinea. Refining and Marketing is InterOil's midstream business segment that markets the refined products it produces in Papua New Guinea both domestically and for export. Wholesale and Retail Distribution is InterOil's downstream business segment that distributes refined products in Papua New Guinea on a wholesale and retail basis.

InterOil's SEC file number is 001-32179.

### Historical Performance of InterOil

QUARTER ENDING	QUARTER HIGH	QUARTER LOW	QUARTER CLOSE
March 29, 2002	10.50	2.25	8.50
June 28, 2002	9.45	2.90	6.78
September 30, 2002	6.90	5.00	5.33
December 31, 2002	9.05	5.33	7.58
March 31, 2003	9.56	7.65	9.56
June 30, 2003	13.07	9.42	12.69
September 30, 2003	26.06	12.33	24.37
December 31, 2003	25.00	15.29	24.65
March 31, 2004	29.50	23.30	26.69
June 30, 2004	27.30	20.82	21.75
September 30, 2004	24.35	14.79	22.15
December 31, 2004	40.60	22.65	37.84
March 31, 2005	43.65	31.76	34.96
June 30, 2005	35.85	20.07	27.18
September 30, 2005	32.07	21.27	23.30
December 30, 2005	28.81	17.50	26.80
March 31, 2006	26.41	12.64	13.14
June 30, 2006	20.54	12.36	19.00
September 29, 2006	20.14	12.14	18.93
December 29, 2006	30.80	15.20	30.29
March 30, 2007	30.01	21.41	26.60
April 2, 2007- May 17, 2007	32.20	26.05	29.92

### Deposit and Put Premium

As described in the prospectus supplement under "Certain U.S. Federal Income Tax Considerations – Certain Notes Treated as a Put Option and a Deposit," for purposes of dividing the 34.75 per cent per annum interest rate on the notes among interest on the Deposit and Put Premium, 5.11 per cent constitutes interest on the Deposit and 29.64 per cent constitutes Put Premium.

### Hypothetical Examples

The table below demonstrates hypothetical returns at maturity based on the assumptions outlined below. See "– Hypothetical Examples" above for more information.

Reference Asset:	InterOil
Initial Price:	USD 29.92
Barrier Price:	USD 23.94
Interest Rate:	34.75 per cent per annum
Physical Delivery Amount:	33 shares (fractional shares paid in cash)
Term of Notes:	3 months
Reinvestment Rate for Note Interest:	0 per cent

### Table of Hypothetical Returns

FINAL PRICE (% CHANGE)	INVESTMENT IN THE NOTES		INVESTMENT IN THE REFERENCE ASSET	
	YES	NO		
+	100%	8.69%	100.00%	
+	90%	8.69%	90.00%	
+	80%	8.69%	80.00%	
+	70%	8.69%	70.00%	
+	60%	8.69%	60.00%	
+	50%	8.69%	50.00%	
+	40%	8.69%	40.00%	
+	30%	8.69%	30.00%	
+	20%	8.69%	20.00%	
+	10%	8.69%	10.00%	
	0%	8.69%	0.00%	
		Barrier Price Ever Breached?		
		YES	NO	
-	10%	-1.31%	8.69%	-10.00%
-	20%	-11.31%	8.69%	-20.00%
-	30%	-21.31%	N/A	-30.00%
-	40%	-31.31%	N/A	-40.00%
-	50%	-41.31%	N/A	-50.00%
-	60%	-51.31%	N/A	-60.00%
-	70%	-61.31%	N/A	-70.00%
-	80%	-71.31%	N/A	-80.00%
-	90%	-81.31%	N/A	-90.00%
-	100%	-91.31%	N/A	-100.00%

**Description of OVERSTOCK.COM, INC.**

According to publicly available information, OVERSTOCK.COM, INC. ("Overstock") is an online closeout retailer offering discount brand name merchandise, including bed-and-bath goods, home decor, kitchenware, watches, jewelry, electronics and computers, sporting goods, apparel, designer accessories and travel services, among other products. Overstock also sells books, magazines, compact discs, digital versatile discs, videocassettes and video games, and it operates as part of its Website an online auction site, which is a marketplace for the buying and selling of goods and services. Overstock's shopping business includes both a direct business and a fulfillment partner business. Products from its direct segment and fulfillment partner segment are available to both consumers and businesses through its wholesale bulk purchase program. The common stock of Overstock started trading on the NASDAQ on May 29, 2002; therefore, the historical prices of Overstock commenced on and from May 29, 2002.

Overstock's SEC file number is 000-49799.

**Historical Performance of Overstock**

QUARTER ENDING	QUARTER HIGH	QUARTER LOW	QUARTER CLOSE
March 29, 2002	N/A	N/A	N/A
June 28, 2002	15.10	12.25	14.05
September 30, 2002	14.61	5.25	5.95
December 31, 2002	16.67	4.40	13.00
March 31, 2003	18.66	9.60	9.75
June 30, 2003	15.00	7.60	14.51
September 30, 2003	18.55	10.31	14.89
December 31, 2003	22.95	11.65	19.87
March 31, 2004	36.45	16.02	30.88
June 30, 2004	42.20	29.81	39.11
September 30, 2004	39.68	27.65	36.73
December 31, 2004	77.18	36.61	69.00
March 31, 2005	70.35	41.50	42.99
June 30, 2005	46.25	33.62	35.60
September 30, 2005	48.65	35.60	38.35
December 30, 2005	43.40	28.02	28.15
March 31, 2006	35.02	21.60	29.82
June 30, 2006	30.63	19.00	21.26
September 29, 2006	22.93	16.03	17.53
December 29, 2006	19.09	13.40	15.80
March 30, 2007	19.72	14.05	16.60
April 2, 2007- May 17, 2007	19.98	15.80	18.47

**Deposit and Put Premium**

As described in the prospectus supplement under "Certain U.S. Federal Income Tax Considerations – Certain Notes Treated as a Put Option and a Deposit," for purposes of dividing the 19.75 per cent per annum interest rate on the notes among interest on the Deposit and Put Premium, 5.11 per cent constitutes interest on the Deposit and 14.64 per cent constitutes Put Premium.

**Hypothetical Examples**

The table below demonstrates hypothetical returns at maturity based on the assumptions outlined below. See "– Hypothetical Examples" above for more information.

Reference Asset:	Overstock
Initial Price:	USD 18.47
Barrier Price:	USD 14.78
Interest Rate:	19.75 per cent per annum
Physical Delivery Amount:	54 shares (fractional shares paid in cash)
Term of Notes:	3 months
Reinvestment Rate for Note Interest:	0 per cent

**Table of Hypothetical Returns**

	FINAL PRICE (% CHANGE)	INVESTMENT IN THE NOTES		INVESTMENT IN THE REFERENCE ASSET
		YES	NO	
+	100%	4.94%		100.00%
+	90%	4.94%		90.00%
+	80%	4.94%		80.00%
+	70%	4.94%		70.00%
+	60%	4.94%		60.00%
+	50%	4.94%		50.00%
+	40%	4.94%		40.00%
+	30%	4.94%		30.00%
+	20%	4.94%		20.00%
+	10%	4.94%		10.00%
	0%	4.94%		0.00%
		Barrier Price Ever Breached?		
		YES	NO	
-	10%	-5.06%	4.94%	-10.00%
-	20%	-15.06%	4.94%	-20.00%
-	30%	-25.06%	N/A	-30.00%
-	40%	-35.06%	N/A	-40.00%
-	50%	-45.06%	N/A	-50.00%
-	60%	-55.06%	N/A	-60.00%
-	70%	-65.06%	N/A	-70.00%
-	80%	-75.06%	N/A	-80.00%
-	90%	-85.06%	N/A	-90.00%
-	100%	-95.06%	N/A	-100.00%

## NETFLIX, INC. (NFLX)

### Description of Netflix, Inc.

According to publicly available information, Netflix, Inc. ("Netflix") is an online movie rental service, providing more than 6,300,000 subscribers access to a comprehensive library of more than 70,000 movie, television and other filmed entertainment titles on DVD. Netflix offers a variety of subscription plans, starting at \$9.99 a month. There are no due dates, no late fees and no shipping fees. Subscribers select titles at Netflix's Website aided by a recommendation service, receive the titles on DVD by the United States mail and return them to Netflix at their convenience using its prepaid mailers. Netflix also offers certain titles through its instant-viewing feature. The common stock of Netflix started trading on the NASDAQ on May 22, 2003; therefore, the historical prices of Netflix commenced on and from May 22, 2003.

Netflix's SEC file number is 000-49802.

### Historical Performance of Netflix

QUARTER ENDING	QUARTER HIGH	QUARTER LOW	QUARTER CLOSE
March 29, 2002	N/A	N/A	N/A
June 28, 2002	8.70	5.90	7.00
September 30, 2002	9.10	4.83	4.85
December 31, 2002	6.50	2.43	5.51
March 31, 2003	11.17	5.34	10.18
June 30, 2003	13.18	9.03	12.78
September 30, 2003	20.12	11.28	16.78
December 31, 2003	30.50	16.70	27.35
March 31, 2004	39.77	26.90	34.12
June 30, 2004	38.62	25.17	36.00
September 30, 2004	36.07	13.85	15.42
December 31, 2004	19.60	9.25	12.33
March 31, 2005	13.12	8.91	10.85
June 30, 2005	19.27	10.51	16.41
September 30, 2005	26.65	16.00	25.99
December 30, 2005	30.25	22.54	27.06
March 31, 2006	29.92	23.09	28.99
June 30, 2006	33.12	25.80	27.21
September 29, 2006	27.56	18.12	22.78
December 29, 2006	30.00	21.95	25.86
March 30, 2007	26.80	20.30	23.19
April 2, 2007- May 17, 2007	24.99	20.88	21.82

### Deposit and Put Premium

As described in the prospectus supplement under "Certain U.S. Federal Income Tax Considerations – Certain Notes Treated as a Put Option and a Deposit," for purposes of dividing the 12.00 per cent per annum interest rate on the notes among interest on the Deposit and Put Premium, 5.11 per cent constitutes interest on the Deposit and 6.89 per cent constitutes Put Premium.

### Hypothetical Examples

The table below demonstrates hypothetical returns at maturity based on the assumptions outlined below. See "– Hypothetical Examples" above for more information.

Reference Asset:	Netflix
Initial Price:	USD 21.82
Barrier Price:	USD 17.46
Interest Rate:	12.00 per cent per annum
Physical Delivery Amount:	45 shares (fractional shares paid in cash)
Term of Notes:	6 months
Reinvestment Rate for Note Interest:	0 per cent

### Table of Hypothetical Returns

FINAL PRICE (% CHANGE)	INVESTMENT IN THE NOTES		INVESTMENT IN THE REFERENCE ASSET	
	YES	NO		
+	100%	6.00%	100.00%	
+	90%	6.00%	90.00%	
+	80%	6.00%	80.00%	
+	70%	6.00%	70.00%	
+	60%	6.00%	60.00%	
+	50%	6.00%	50.00%	
+	40%	6.00%	40.00%	
+	30%	6.00%	30.00%	
+	20%	6.00%	20.00%	
+	10%	6.00%	10.00%	
	0%	6.00%	0.00%	
		Barrier Price Ever Breached?		
		YES	NO	
-	10%	-4.00%	6.00%	-10.00%
-	20%	-14.00%	6.00%	-20.00%
-	30%	-24.00%	N/A	-30.00%
-	40%	-34.00%	N/A	-40.00%
-	50%	-44.00%	N/A	-50.00%
-	60%	-54.00%	N/A	-60.00%
-	70%	-64.00%	N/A	-70.00%
-	80%	-74.00%	N/A	-80.00%
-	90%	-84.00%	N/A	-90.00%
-	100%	-94.00%	N/A	-100.00%

## FRONTIER OIL CORPORATION (FTO)

### Description of FRONTIER OIL CORPORATION

According to publicly available information, FRONTIER OIL CORPORATION ("Frontier Oil") and its subsidiaries engage in crude oil refining, and wholesale marketing of refined petroleum products. Frontier Oil purchases crude oil to be refined, and markets the refined petroleum products, including various grades of gasoline, diesel fuel, jet fuel, asphalt, chemicals, and petroleum coke. Frontier Oil operates refineries in Cheyenne, Wyoming and El Dorado, Kansas with an oil capacity of approximately 162,000 barrels per day. The Cheyenne refinery markets sells its refined products to independent retailers, jobbers, and oil companies primarily in eastern Colorado, eastern Wyoming, and western Nebraska. The El Dorado refinery offers its products, primarily in Denver, Kansas, Oklahoma, eastern Nebraska, Iowa, Missouri, and north and south Dakota. Frontier Oil ships its products, primarily via pipeline to terminals for distribution by truck or rail.

Frontier Oil's SEC file number is 1-7627.

### Historical Performance of Frontier Oil

QUARTER ENDING	QUARTER HIGH	QUARTER LOW	QUARTER CLOSE
March 29, 2002	5.48	3.99	5.37
June 28, 2002	5.69	3.67	4.40
September 30, 2002	4.38	2.87	3.10
December 31, 2002	4.40	2.67	4.31
March 31, 2003	4.56	3.50	4.28
June 30, 2003	4.54	3.77	3.80
September 30, 2003	4.04	3.48	3.68
December 31, 2003	4.45	3.68	4.31
March 31, 2004	4.96	4.02	4.85
June 30, 2004	5.30	4.25	5.30
September 30, 2004	5.93	4.56	5.90
December 31, 2004	6.73	5.56	6.67
March 31, 2005	9.23	5.98	9.07
June 30, 2005	14.91	9.23	14.68
September 30, 2005	23.09	13.28	22.18
December 30, 2005	22.94	15.77	18.77
March 31, 2006	30.98	18.99	29.68
June 30, 2006	33.10	23.75	32.40
September 29, 2006	37.80	24.33	26.58
December 29, 2006	33.00	24.00	28.74
March 30, 2007	33.75	25.47	32.64
April 2, 2007- May 17, 2007	37.00	31.95	36.54

### Deposit and Put Premium

As described in the prospectus supplement under "Certain U.S. Federal Income Tax Considerations – Certain Notes Treated as a Put Option and a Deposit," for purposes of dividing the 10.15 per cent per annum interest rate on the notes among interest on the Deposit and Put Premium, 5.11 per cent constitutes interest on the Deposit and 5.04 per cent constitutes Put Premium.

### Hypothetical Examples

The table below demonstrates hypothetical returns at maturity based on the assumptions outlined below. See "– Hypothetical Examples" above for more information.

Reference Asset:	Frontier Oil
Initial Price:	USD 36.54
Barrier Price:	USD 29.23
Interest Rate:	10.15 per cent per annum
Physical Delivery Amount:	27 shares (fractional shares paid in cash)
Term of Notes:	6 months
Reinvestment Rate for Note Interest:	0 per cent

### Table of Hypothetical Returns

FINAL PRICE (% CHANGE)		INVESTMENT IN THE NOTES		INVESTMENT IN THE REFERENCE ASSET
+	100%	5.08%		100.00%
+	90%	5.08%		90.00%
+	80%	5.08%		80.00%
+	70%	5.08%		70.00%
+	60%	5.08%		60.00%
+	50%	5.08%		50.00%
+	40%	5.08%		40.00%
+	30%	5.08%		30.00%
+	20%	5.08%		20.00%
+	10%	5.08%		10.00%
	0%	5.08%		0.00%
		Barrier Price Ever Breached?		
		YES	NO	
-	10%	-4.92%	5.08%	-10.00%
-	20%	-14.92%	5.08%	-20.00%
-	30%	-24.92%	N/A	-30.00%
-	40%	-34.92%	N/A	-40.00%
-	50%	-44.92%	N/A	-50.00%
-	60%	-54.92%	N/A	-60.00%
-	70%	-64.92%	N/A	-70.00%
-	80%	-74.92%	N/A	-80.00%
-	90%	-84.92%	N/A	-90.00%
-	100%	-94.92%	N/A	-100.00%

## BLOCKBUSTER INC. (BBI)

### Description of BLOCKBUSTER INC.

According to publicly available information, BLOCKBUSTER, INC. ("Blockbuster"), together with its subsidiaries, operates and franchises entertainment-related stores in the United States and internationally. Blockbuster offers prerecorded videos, as well as video games for in-store rental, sale and trade, and also sells other entertainment-related merchandise. Blockbuster operates in the home video and home video game industries, which include in-home movie, such as theatrical movie, television series, and direct-to-video product; and game entertainment offered by retail outlets, online retailers, cable and satellite providers, and via digital distribution over the Internet. Blockbuster also operates an online service offering rental of movies delivered by mail.

Blockbuster's SEC file number is 001-15153.

### Historical Performance of Blockbuster

QUARTER ENDING	QUARTER HIGH	QUARTER LOW	QUARTER CLOSE
March 29, 2002	25.20	17.39	23.47
June 28, 2002	30.25	21.90	26.90
September 30, 2002	26.81	17.25	24.80
December 31, 2002	26.80	11.80	12.25
March 31, 2003	17.95	12.21	17.10
June 30, 2003	18.60	14.50	16.85
September 30, 2003	23.07	15.70	21.00
December 31, 2003	22.92	16.74	17.95
March 31, 2004	19.37	15.60	17.50
June 30, 2004	17.58	14.61	15.18
September 30, 2004	15.12	7.24	7.59
December 31, 2004	10.49	6.50	9.54
March 31, 2005	10.04	8.35	8.83
June 30, 2005	10.65	8.76	9.12
September 30, 2005	9.21	4.17	4.75
December 30, 2005	5.74	3.19	3.75
March 31, 2006	4.29	3.20	3.97
June 30, 2006	5.13	3.66	4.98
September 29, 2006	5.11	3.51	3.84
December 29, 2006	5.59	3.66	5.29
March 30, 2007	7.30	5.41	6.44
April 2, 2007- May 17, 2007	6.67	4.25	4.34

### Deposit and Put Premium

As described in the prospectus supplement under "Certain U.S. Federal Income Tax Considerations – Certain Notes Treated as a Put Option and a Deposit," for purposes of dividing the 10.00 per cent per annum interest rate on the notes among interest on the Deposit and Put Premium, 5.11 per cent constitutes interest on the Deposit and 4.89 per cent constitutes Put Premium.

### Hypothetical Examples

The table below demonstrates hypothetical returns at maturity based on the assumptions outlined below. See "– Hypothetical Examples" above for more information.

Reference Asset:	Blockbuster
Initial Price:	USD 4.34
Barrier Price:	USD 2.82
Interest Rate:	10.00 per cent per annum
Physical Delivery Amount:	230 shares (fractional shares paid in cash)
Term of Notes:	6 months
Reinvestment Rate for Note Interest:	0 per cent

### Table of Hypothetical Returns

FINAL PRICE (% CHANGE)	INVESTMENT IN THE NOTES		INVESTMENT IN THE REFERENCE ASSET	
	YES	NO		
+	100%	5.00%	100.00%	
+	90%	5.00%	90.00%	
+	80%	5.00%	80.00%	
+	70%	5.00%	70.00%	
+	60%	5.00%	60.00%	
+	50%	5.00%	50.00%	
+	40%	5.00%	40.00%	
+	30%	5.00%	30.00%	
+	20%	5.00%	20.00%	
+	10%	5.00%	10.00%	
	0%	5.00%	0.00%	
		Barrier Price Ever Breached?		
		YES	NO	
-	10%	-5.00%	5.00%	-10.00%
-	20%	-15.00%	5.00%	-20.00%
-	30%	-25.00%	5.00%	-30.00%
-	40%	-35.00%	N/A	-40.00%
-	50%	-45.00%	N/A	-50.00%
-	60%	-55.00%	N/A	-60.00%
-	70%	-65.00%	N/A	-70.00%
-	80%	-75.00%	N/A	-80.00%
-	90%	-85.00%	N/A	-90.00%
-	100%	-95.00%	N/A	-100.00%