BORSA ITALIANA

AVVISO n.9654	24 Maggio 2007	SeDeX − INV. CERTIFICATES

Mittente del comunicato	:	Borsa Italiana
Societa' oggetto dell'Avviso	:	SAL. OPPENHEIM JR. & CIE.
Oggetto	:	Inizio delle Negoziazioni Investment Certificates − classe B di "Sal. Oppenheim jr. & Cie. K.G.a.A."

Testo del comunicato

Si veda allegato.

Disposizioni della Borsa

Strumenti finanziari:	**A) “TWIN WIN Certificates based on Nikkei 225” (DE000SAL5B56)** **B) “TWIN WIN Certificates based on S&P 500” (DE000SAL5B72)**
Emittente:	Sal. Oppenheim jr. & Cie. KGaA

Rating Emittente:

Società di Rating	Long Term	Data Report
Fitch	A	07/02/2007

Oggetto:	**INIZIO NEGOZIAZIONI IN BORSA**
Data di inizio negoziazioni:	2**8 maggio 2007**
Mercato di quotazione:	Borsa - Comparto SEDEX *″segmento investment certificates – classe B″*
Orari e modalità di negoziazione:	Negoziazione continua e l’orario stabilito dall’art. IA.5.1.6 delle Istruzioni
Operatore incaricato ad assolvere l’impegno di quotazione:	Sal. Oppenheim jr. & Cie. KGaA Codice specialist: 1866
Modalità di liquidazione dei contratti:	liquidazione a contante garantita il terzo giorno di borsa aperta successivo a quello di conclusione dei contratti.

CARATTERISTICHE SALIENTI DEI TITOLI OGGETTO DI QUOTAZIONE

A) “TWIN WIN Certificates based on Nikkei 225” (DE000SAL5B56)
B) “TWIN WIN Certificates based on S&P 500” (DE000SAL5B72)

Quantitativo minimo di negoziazione di ciascuna serie:	vedasi scheda riepilogativa delle caratteristiche dei certificates (colonna “Lotto Neg.”)
Controvalore minimo dei blocchi:	150.000 Euro
Impegno giornaliero ad esporre prezzi denaro e lettera per ciascuna serie:	vedasi scheda riepilogativa delle caratteristiche dei certificates (colonna “N.Lotti M.M.”)
Tipo di liquidazione:	monetaria
Modalità di esercizio:	europeo

DISPOSIZIONI DELLA BORSA ITALIANA

Dal giorno 28 maggio 2007, i “TWIN WIN Certificates based on Nikkei 225” (DE000SAL5B56) e i “TWIN WIN Certificates based on S&P 500” (DE000SAL5B72) verranno inseriti nel Listino Ufficiale, sezione Securitised Derivatives.

Allegati:
- Schede riepilogative delle caratteristiche dei certificates;
- Estratti dei Final Terms dei certificates;
- Traduzione della Nota di Sintesi.

Serie	Isin	Sigla	SIA	Descrizione	Sottostante	Strike	Scadenza	Val. Nom.	Ammontare	Lotto Neg.	N. Lott. MM	Barriera	Part.Up	Part.Down
1	DE000SAL5B56	T00519	320922	SONKTW125%17217,9J10	Nikkei 225	17217,93	22/10/2010	100	150000	1	50	12052,55	125%	100%

Serie	*Isin*	*Sigla*	*SIA*	*Descrizione*	*Sottostante*	*Strike*	*Scadenza*	*Multiplo*	*Ammontare*	*Lotto Neg.*	*N. Lott. MM*	*Barriera*	*Part.Up e Down*	*Cap*
1	DE000SAL5B72	T00525	314391	SOSP5TWC100%1437,L10	S&P 500	1437,5	20/12/2010	0,069565	150000	1	50	1006,25	100%	135

Sal. Oppenheim

FINAL TERMS

Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms, the relevant Terms and Conditions of the Certificates, the Base Prospectus dated 26 July 2006 as amended by the Supplement No. 1 dated 23 February 2007 and the Supplement No. 2 dated 20 April 2007 and the Registration Form of the Issuer dated 3 July 2006. The Base Prospectus, the Registration Form and the relevant Final Terms and Terms and Conditions relating to an issue of Certificates may be obtained free of charge from: Sal. Oppenheim jr. & Cie. KGaA, Trading & Derivatives, Untermainanlage 1, D-60329 Frankfurt am Main.

TWIN WIN Certificates based on Nikkei 225®

Issued by Sal. Oppenheim jr. & Cie. KGaA

ISIN Code:	DE 000 SAL 5B5 6
WKN (German security ID):	SAL 5B5

Final Terms for the TWIN WIN Certificates based on Nikkei 225®
Base Prospectus for Certificates based on Shares / Indices / Baskets of Shares / Baskets on Indices / Baskets of more than one of the Shares and Indices dated 26 July 2006 as amended by the Supplement No. 1 dated 23 February 2007 and the Supplement No. 2 dated 20 April 2007

Introduction to the Final Terms

The Object of the Final Terms (dated 26 April 2007 and referring to the Base Prospectus dated 26 July, 2006 as amended by the Supplement No. 1 dated 23 February 2007 and the Supplement No. 2 dated 20 April 2007) are TWIN-WIN Certificates issued by Sal. Oppenheim jr. & Cie. KGaA in Cologne, Germany ("the Certificates"). The Certificates are divided into 150,000 Certificates (collectively, "the Issue"). The Certificates belong to the TWIN-WIN Certificate-product type. (See D.1 of the Base Prospectus and C.1 of the Final Terms.)

The Final Terms of the Base Prospectus are set forth as per Article 26 Para. 5, second alternative of (EC) regulation No. 809/2004, and are thus incorporated into the Base Prospectus. In other words, all sections which have been changed due to the Final Terms are repeated. Any remaining gaps are filled in the process. Any alternative or optional details or conditions (marked with square brackets in the Base Prospectus) which are not explicitly mentioned in the Final Terms are deemed stricken from the Base Prospectus. The template for Section A may be found on pages 128 to 131 of the Base Prospectus. The templates for Sections B., C., D. and E. of the Final Terms can be found in the corresponding parts of the Base Prospectus. The template for Section A may be found on page 2 of the Base Prospectus. Accordingly, the Final Terms are composed of the following:

It should be noted that comprehensive information about the Issuer and the offer can only be obtained from the Final Terms and the Base Prospectus taken together. Insofar as the Final Terms, and the Terms and Conditions which it contains, deviate from the Base Prospectus, the information in the Final Terms will take precedence over that in the Base Prospectus. The foregoing does not entitle the Issuer to deviate from the framework contained in the Base Prospectus when presenting the Final Terms.

These Certificates entail the risk of a total loss. More detailed information on this point can be found in the description of the "Risk Factors." (See Section B. of the Final Terms.)

A. MATERIAL FEATURES

The following Features marked with a □ are shown in the table below.

Issuer:	Sal. Oppenheim jr. & Cie. KGaA, a partnership limited by Shares, based in Cologne, Germany.
Issued volume:	150,000.
Certificate Rights:	See Section C.4.1.2. of the Final Terms.
Underlying instrument / Index:	Nikkei 225®(ISIN Code: XC 000 969 244 0).
Currency of the Underlying:	YEN.
Exchange Ratio:	0,00580789909123803 (subject to adjustment as per Section 3 of the Terms and Conditions).
Base Amount:	17,217.93.
Leverage Factor:	125 %.
Nominal Amount:	100.00.
PROTECT Level:	12,052.55.
Reference index level at issuance:	17,217.93.
Relevant Derivatives Exchange	Osaka Securities Exchange.
Determination Agent (for Underlying):	Nihon Keizei Shimbun Inc.
Stock Exchange Trading Day:	for each equity index considered as Underlying, any Bank Business Day on which the trading systems of the relevant stock exchanges are in operation and on which the values of the equity indices considered as Underlying are duly published by the sponsor. Should a market disruption event occur on one of such days, the day in question shall not be considered a Stock Exchange Trading Day.
Observation Period:	05 March 2007 until 22 October 2010 (in each case including).
Exercise Date:	22 October 2010 (subject to termination as per Section 3 or a postponement as per Section 4 of the Terms and Conditions).
Maturity Date:	22 October 2010 (subject to termination as per Section 3 or a postponement as per Section 4 of the Terms and Conditions).
“Trading Currency”:	EUR.
Initial Sales Price	100.00.
Subscription Period:	08 February 2007 until 01 March 2007 (5 p.m., early termination reserved).
Value Date:	07 March 2007.
Exchange Listing:	The Issuer will apply to list the Certificates at the SeDeX™ Market, organized and managed by Borsa Italiana S.p.A.

Public Disclosures:	All announcements regarding the Certificates will be published in at least one of the statutory notice journals for the Relevant Stock Exchange(s).
Smallest Tradable Unit:	1 same Certificate or a whole-number multiple thereof.
WKN (Germansecurity ID):	SAL 5B5
ISIN Code :	DE 000 SAL 5B5 6

Summary table of the most important Features:

WKN/ ISIN code :	Issued volume	Underlying (ISIN Code)	Exchange Ratio	Nominal Amount/ Base Amount/ Leverage Factor	PROTECT Level	Reference index level at issuance	Determination Agent	Exercise Date/Maturity Date	Observation Period	Last Exchange Trading Day	Initial Sales Price
SAL5B5/ DE000SAL5B56	150,000	Nikkei 225® (XC 000 969 244 0)	0,00580789909123803	EUR 100.00 / 17,217.93/ 125%	12,052.55	17,217.93	Nihon Keizei Shimbun Inc.	22.10.2010/ 22.10.2010	05.03.2007 – 22.10.2010	Will be disclosed upon Exchange Listing	EUR 100.00

Potential buyers of the Certificates described in this Base Prospectus and/or Final Terms should carefully consider the risk factors described below when making their investment decision, and should base such a decision on a thorough review of the entire Base Prospectus, including all documents incorporated by reference herein, and the relevant Final Terms.

1. Risk factors relating to the Issuer

1.1. General risk factors relating to the Issuer

The Issuer is exposed to risks in the course of its business activity. Should these risks be realized, the Issuer could, in a worst-case scenario, be delayed in, or prevented from, fulfilling its obligations in the context of an issue of securities.

The Issuer is exposed to market risks due to its buying and selling of financial products. These market risks, given the Oppenheim Group's focus on trading and its resulting classification as a customer-account business, play an important role with respect to the company's risk profile. They result from potential fluctuations in certain valuation parameters and from concomitant changes in portfolio values. The determining value parameters are interest rates, currency rates, Share prices and Share-index prices, as well as more complex factors, such as volatility and dividend expectations. These parameters also include credit spreads.

The Issuer also faces address risks (credit risks), due to possible losses of value with respect to lines of credit, securities, or derivatives. Such losses are triggered by the default or impaired creditworthiness of a borrower, a contractual counterparty, or an issuing company.

In addition, the Issuer is exposed to operating risks. As defined by the Basel Committee on Banking Supervision, these involve dangers of loss resulting from the inadequate performance or failure of internal procedures, people or systems in response to external events.

The Issuer's liquidity risk is the peril that it will be unable to meet its present and future payment obligations, and/or be unable to meet them in a timely manner.

Risks in the future development are identified by the Issuer specifically in the continuing margin pressure which is due to the increased competition and the development in the capital markets. With respect to credit risk costs, the Issuer expects only marginal changes as compared to the previous year.

1.2. Specific risk factors relating to the Issuer

The Certificates create direct and unsecured obligations of the Issuer which rank *pari passu* in relation to one another with all other unsecured and unsubordinated obligations of the Issuer, excepted for obligations which have priority due to mandatory statutory provisions. Thus, the investor bears the risk of insolvency on the part of the Issuer. The protection afforded by the Depositor's Guarantee Fund of the Federal Association of German Banks does not apply to these types of securities.

Nor will a special trust fund be set up for the assets which the Issuer acquires from issuing the Certificates. A Certificate Holder's only claim will be to have the value of his/her Certificate repaid five Bank Business Days after the Maturity Date.

It is to be expected that the value of the Certificates will be influenced in part by the general creditworthiness which investors impute to the Issuer. Deterioration in the creditworthiness of the Issuer may lead to a depreciation of the Certificates.

The only obligations represented by the Certificates are those of the Issuer. In case of a loss, Certificate Holders have no claim of recourse against the company issuing an Underlying instrument and/or against the company issuing an index or components thereof. Insofar as the Issuer of the Certificates and the issuing company of the Underlying and/or of the components of the Underlying are not the same entity, the Certificate Holder is exposed to the risk of issuer insolvency on both levels. Thus, it cannot be excluded that losses may occur due to the financial collapse of an issuer.

2. Risk factors relating to the Certificates

2.1. Risk factors for individual product types

For TWIN-WIN Certificates, the following product-specific risk factors apply:

Risk from an unknown repayment profile

The Certificates grant the investor the right to redeem the Certificates five bank business days after the Maturity Date in line with either Option A, Option B or Option C. The manner of redemption and/or the Redemption Amount cannot be fixed at the time the Certificates are purchased, since they will depend on price changes in the Underlying.

Option A: The Issuer will pay out an amount denominated in EUR (the "Trading Currency") corresponding to the Nominal Amount plus an Additional Amount, insofar as the closing index level officially determined by the Determination Agent on the

Exercise Date exceeds the Base Amount. The Additional Amount equals the positive percentage difference between the closing index level on the Exercise Date and the Base Amount, multiplied by the Leverage Factor and the Nominal Amount. The Additional Amount is calculated at follows:

$$Nominal\ Amount * \left(\frac{Clo\sin gIndexLevel}{Base\ \ Amount} - 1 \right) * Leverage\ Factor$$

Option B: If the closing index level on the Exercise Date reaches or falls below the Base Amount, and if the index level never reaches or falls below the PROTECT Level between the beginning and end of the Observation Period during the official determination of the index level by the Determination Agent, then the Issuer will redeem the Certificates by paying at least the Nominal Amount. In addition, the Issuer will pay an amount corresponding to the percentage difference between the Base Amount and the closing index level on the Exercise Date. This Additional Amount will be calculated as follows:

$$Nominal\ Amount * \left(1 - \frac{Clo\sin gIndexLevel}{Base\ \ Amount} \right)$$

Option C: However, if the index level reaches or falls below the PROTECT Level at least once during the Observation Period, and if the closing index level on the Exercise Date reaches or falls below the Base Amount, then the Issuer will be entitled to redeem the Certificates – assuming the proper Exchange Ratio – by paying an amount denominated in EUR corresponding to the (closing) index level on the Exercise Date.

Insofar as the price does not reach or fall below the PROTECT Level, this guarantees redemption five Bank Business Days after the Maturity Date according to Sec. 6 of the Terms and Conditions under either Option A or Option B through a minimum payment equal to the Nominal Amount.

Risk of total loss

There is no guarantee that Certificates will be redeemed under Option A or Option B. The term of a Certificate is limited. Therefore, if the level of the Index already reaches or trades below the PROTECT Level during the Certificate term, this will exclude redemption under Option B, and the investor should not assume that the price of the Underlying will climb back above the Base Amount before the end of the term. If the Certificates are redeemed at the end of the term by means of a payment corresponding to the closing index level on the Exercise Date, the Certificates will achieve a positive return only if the closing index level on the Exercise Date – adjusted by the proper Exchange Ratio – is higher than the Certificate purchase price paid by the investor. If the index level on the Exercise Date, after adjustment by the proper Exchange Ratio, is less than the purchase price, this means the investor has suffered a loss. This can potentially lead to a total loss of the invested capital, insofar as the index level approaches zero at the end of the term, since this would mean the index components are commercially worthless.

Leverage Factor

If the Certificates have a so-called "Leverage Factor," this multiplies the effect of price changes in the Underlying on the Certificate. Once the leverage feature is activated, the investor is subject to particularly high risk, since any price change in the Underlying may lead to a "leveraged," i.e. a disproportionately large, change in the value of the Certificate. This Leverage Factor works in both directions. In other words, this might be to the investor’s detriment, when the price changes are unfavorable.

2.2. Risk factors affecting all products

Unpredictable Certificate performance

The future performance and redemption value of a Certificate cannot be determined at the time of purchase. The investor’s personal profit or loss is always dependent on the purchase price paid for a Certificate. The risk of loss exists as soon as the Certificate term begins. During its term as well, a Certificate may depreciate in value below the purchase price paid by the investor. If the price of the Underlying begins to move in an unfavorable direction, the investor should not assume given the Certificate’s limited term that the Underlying (and with it, the value of the Certificate) will recover its value (in time before the Exercise Date).

When a Certificate is sold before maturity, the investor’s realized profit/loss will be strictly determined by the difference between the buying and selling price of the Certificate. When a Certificate is redeemed by the Issuer, the realized profit/loss will be strictly determined by the difference between the total value of all Redemption Amounts paid and the selling price of the Certificate – minus any charges or transaction fees. If the total value of all Redemption Amounts paid is less than the purchase price, this means the investor has suffered a loss.

No compensation for loss through other returns

A Certificate does not grant any rights to interest payments or other disbursements (e.g. dividend payouts), and thus does not provide a fixed return. Potential impairments in the value of the Certificate can therefore not be compensated through other returns.

Value-decreasing costs

The following may have a negative impact on the value of a Certificate: any transaction costs charged by the bank managing the Certificate accounts; a management fee charged by the Issuer for structuring the index or basket and for the related accounting; any performance-incentive compensation for the Issuer and/or manager of the Underlying.

Re-investment risk in case of Certificate termination by the Issuer

In case of an extraordinary termination of the Certificates by the Issuer in accordance with the Terms and Conditions, which is possible with these types of Certificates, the re-investment risk will be borne by the investor. This means that when a termination occurs, the investor may be forced to re-invest any amount repaid by the Issuer under market conditions less favorable than the ones prevailing at the time he/she purchased the Certificate.

Cancellation of the Issuer's counter-trades

In order to cover its obligations arising from the Certificates, the Issuer will initiate hedging transactions on an ongoing basis with respect to the Underlying. The exercise of the Certificates on the Exercise Date leads to a cancellation of all corresponding hedging transactions. Depending on the number of Certificates to be exercised, the prevailing market conditions, and the liquidity in the given Underlying instrument, it cannot be excluded that canceling the hedging transactions may impact the price level of the Underlying, and therefore also the Redemption Amount and/or manner of redemption.

Market disruptions and adjustments

The Issuer will determine, according to the Terms and Conditions, whether a Market Disruption exists or has occurred, as well as what adjustments should be made Market Disruptions can influence the value of Certificates and delay their redemption. In the context of adjustments involving the Underlying, it cannot be excluded that the assessment on which an adjustment is based may later prove to be incorrect, and that said adjustment could therefore turn out to be disadvantageous to the investor.

Transactions limiting or excluding risk

The investor should not assume that he/she will be able to conclude transactions which limit or exclude his/her risks any time he/she chooses during the Certificates' term. His/her ability to do so will depend on market conditions and the prevailing contractual terms. In some cases, the investor may only be able to initiate such transactions at unfavorable market prices, so that he/she will suffer a corresponding loss.

Trade in the Certificates

As a rule, Certificate Holders can sell their Certificates on a financial exchange or off-exchange at any time. The Issuer intends to set purchase and selling prices for the Certificates on a regular basis and under normal market conditions. Nevertheless, the Issuer assumes no legal obligation of any kind with respect to the level of said purchase and sales prices, or with respect to their determination. The investor should therefore not assume that he/she will be able to sell a Certificate at a specific time or for a specific price during its term. It is to be expected that Certificates, due to their special structure, will be subject to larger bid/ask spreads than Shares.

Drawing credit

When the purchase of Certificates is financed through credit, the investor's risk of loss increases. In this context, if the market develops contrary to the investor's expectations, the investor will not only have to absorb any realized loss, but will have to repay principal and interest on the loan. The investor should therefore never assume that he/she will be able to repay interest and principal on a loan with proceeds from the Certificates. Rather, the investor should carefully review his/her financial situation before taking out the loan, so as to make certain that he/she would indeed still be able to make interest payments – and possibly an early repayment of the principal – even if he/she were to suffer losses.

The information relating to risk is not part of the Terms and Conditions.

The order and extent of the foregoing risk descriptions are not intended as an indication of the scope of the financial consequences of any given risk, should it be realized, nor as an indication of the likelihood that any of the risks described will be realized. It should be noted that various risks can occur in combination and can reinforce one another. Potential investors should only buy Certificates if they can financially afford the risk of a total loss of their investment, including all transaction costs paid.

This general risk overview is not meant to replace the investor's individual consultation with his/her own bank or other financial advisor(s) prior to making an investment decision. If needed, your personal bank will be able to give you more information about transactions involving futures and options and the risks they entail.

Certificates are based on complex mathematical structures, which may not be readily intelligible to the investor. In addition, there is the possibility that the investor may underestimate the true risk associated with a purchase of Certificates. Potential investors should therefore ensure that they have gained a thorough understanding of the workings of the respective investment vehicles in question.

Before purchasing Certificates, potential investors should carefully review their financial situation to make certain that they can bear the risks of loss associated with Certificates, including the risk of a total loss of their investment.

C. SECURITIES DESCRIPTION

The Securities Description outlines Certificate features which are legally and bindingly regulated in the Terms and Conditions. The Terms and Conditions specifically include the applicable definitions for the language terms used in the Securities Description. In case of discrepancies between the Securities Description and the Terms and Conditions, the latter will have precedence and sole applicability.

1. Object

The Certificates comprise the following product categories:

TWIN-WIN Index Certificates.

These products (hereinafter referred to as "Certificates") are based on an index (hereinafter, "Underlying instruments" and/or "the Underlying"). These Certificates are derivative securities, whose price behavior will depend on that of the Underlying instrument.

2. Interests of participating individuals

2.1. Pricing by the Issuer

As a rule, the Issuer will set the buy and sell price for the Certificates (so-called "market making") by determining a spread between the ask and bid price based on demand and supply, as well as on profit considerations.

The issue price of the Certificates will include expenses incurred by the Issuer (cf. D. 5.3 of this Base Prospectus and/or C.5.3 of the Final Terms), and these expenses will also be factored in when setting prices in the secondary market. Moreover, certain miscellaneous charges, such as amounts paid or invoiced for the Underlying securities, will also be included in the price determination. The Market Maker may, at its discretion, opt to subtract these variable costs (in whole or in part) from the calculated fair value of the Certificate up front, rather than allocate them evenly over the term of the Certificate.

Consequently, the prices set by the Market Maker may deviate from the calculated fair value of the Certificates and/or from the market value one could reasonably expect to obtain in a liquid market at a given point in time.

In addition, the Market Maker may change the methodology used to set prices at any time, for example by widening or narrowing the bid/ask spread. Also, the Issuer may issue additional securities which have similar or identical features to these Certificates. The issuance of Certificates which compete with the original Certificates may affect the index components and therefore the value of the Certificates.

2.2. Other conflicts of interest

Conflicts of interest for the Issuer regarding the Underlying security

The Issuer may potentially transact business for its own account or for a third party. Such business may involve securities in the index. Such transactions may have either a positive or a negative effect on the price of the Underlying security, and thus on the value of the Certificate as well. Furthermore, the Issuer may own a significant interest in individual companies associated with the Underlying security, so that issuance of corresponding Certificates could result in a conflict of interest.

The Issuer may also act in the capacity of issuing agent, accountant, paying agent and administrator for the Underlying security . In this way, the Issuer may have direct or indirect influence over the price and (thus the value) of the Underlying security.

In connection with future offers of the securities included in the index, the Issuer may act as a consortium member, as a financial advisor, or as a merchant bank. These types of business activities may lead to conflicts of interests and could influence the value of the Certificates.

As a rule, the Issuer will initiate certain protective transactions (so-called "hedging transactions") in order to cover the risks of issuing Certificates. From the viewpoint of the Issuer, such transactions have no effect upon an Underlying security or upon the Certificates under normal circumstances. However, one cannot completely exclude the possibility that the value of the Certificates may be adversely affected (to the detriment of the investor) as a result of hedging transactions, or due to the Issuer’s sale of Underlying securities.

3. Reasons for the offer and use of proceeds

As a rule, the net proceeds earned from the sale of Certificates will be used, in whole or in part, to initiate hedging transactions which cover required payments or deliveries of Underlying securities associated with the Certificates. The proceeds will also be used to cover the internal and external underwriting and marketing costs of the Issuer with respect to the Certificates.

4. Data about the securities to be offered

4.1. Data about the securities to be offered

4.1.1. General description of the securities

The German Security ID Codes (WKN) and ISIN Code are described in Section A of the Final Terms ("Material Features").

The Certificates are structured in accordance with the legal stipulations of the Federal Republic of Germany and, once approved, are issued through the authorized channels of the Issuer.

The Certificates under discussion are bearer bonds. For the entire duration of their term, these bonds will be documented in a global bearer Certificate which will be kept at Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan, Italy. The Certificates are transferable as co-ownership Shares in the global bearer Certificate, in accordance with the terms and conditions of Monte Titoli S.p.A..

The price of the Underlying will be expressed in Euro "the Trading Currency". The "Trading Currency" of the issue will be Euro. The price of the Underlying will be expressed in Euro (the "Trading Currency"). The "Trading Currency" of the issue will be Euro. The Certificate in question is a "Quanto Certificate," i.e. one hedged against currency losses. This excludes any currency risk due to converting an Underlying denominated in a currency other than Euro – both during its term (when setting the ask/bid price) as well as at the time of its redemption. The level of the index will be denominated and repaid in Euro. A conversion at the prevailing exchange rate will no longer be necessary. Assuming the appropriate Exchange Ratio, 1 Euro ("*Trading Currency*"*)* will correspond to one index point in all of the redemption Options.

The Certificates establish the direct and indirect obligations of the Issuer, which have an equal ranking both in relation to one another and also in relation to any other present and future unsecured and unsubordinated obligations of the Issuer. Excepted will be obligations which have priority due to binding legal stipulations. Also see Section 8 of the Terms and Conditions (Part E. of the Base Prospectus and/or Part D. of the Final Terms).

4.1.2. Description of rights

The Issuer guarantees each Certificate Holder the right ("Certificate Rights") to redeem the Certificates in accordance with the Terms and Conditions (and/or to receive a termination fee upon early termination by the Issuer and – in line with the Terms and Conditions – to payouts of Additional Amounts on the appropriate Exercise Date.

The Certificates do not confirm any right to interest payments or dividend payments and/or any regular payouts from the Certificates.

The Issuer has the option, in accordance with the Terms and Conditions, to terminate the Certificates extraordinarily/prematurely by giving notice in certain cases. These are more fully described in the Terms and Conditions.

A detailed description of the rights connected with the Certificates, including any limitations thereto, can be found in the Terms and Conditions (in Part E of the Base Prospectus and Part D of the Final Terms).

4.1.3. Settlement procedure

The settlement procedure for the Certificates is described in Section 6 of the Terms and Conditions.

The exact procedure whereby the Issuer is to perform the services which the Certificate Holder requires to redeem the Certificates five Bank Business days after the Maturity Date (and/or the termination date) is described in Section 6 of the Terms and Conditions.

Details about redemption and the conversion of Redemption Amounts denominated in currencies other than Euro into Euro may be found in the Terms and Conditions (cf. D.4.1.1 of the Base Prospectus and C.4.1.1 of the Final Terms).

4.1.4. Product description

Repayment profile

Upon acquiring the Certificates, the investor obtains the right to redeem the Certificates in accordance with the Terms and Conditions.

The Certificates grant the investor the right to redeem the Certificates according to Section 6 of the Terms and Conditions in line with either Option A, Option B or Option C. The manner of redemption and/or the Redemption Amount is not fixed at the time the Certificates are purchased, since it depends on the performance of the Underlying.

<u>Option A</u>: The Issuer will pay out an amount denominated in EUR (the "Trading Currency") corresponding to the Nominal Amount plus an Additional Amount, insofar as the closing index level officially determined by the Determination Agent on the Exercise Date exceeds the Base Amount. The Additional Amount equals the positive percentage difference between the closing index level on the Exercise Date and the Base Amount, multiplied by

the Leverage Factor and the Nominal Amount. The Additional Amount is calculated at follows:

$$Nominal\ Amount * \left(\frac{Closing\ Index\ Level}{Base\ Amount} - 1 \right) *Leverage\ Factor$$

Option B: If the closing index level on the Exercise Date reaches or falls below the Base Amount, and if the index level has never reached or fallen below the PROTECT Level between the beginning and end of the Observation Period during the official determination of the index level by the Determination Agent,, then the Issuer will redeem the Certificates by paying an amount equal to at least the Nominal Amount. In addition, the Issuer will pay an amount corresponding to the percentage difference between the Base Amount and the closing index level on the Exercise Date. This Additional Amount will be calculated as follows:

$$Nominal\ Amount * \left(1 - \frac{Closing\ Index\ Level}{Base\ Amount} \right)$$

Option C: However, if the index level reaches or falls below the PROTECT Level at least once during the Observation Period, and if the closing index level on the Exercise Date reaches or falls below the Base Amount, then the Issuer will be entitled to redeem the Certificates –assuming the proper Exchange Ratio- by paying an amount denominated in EUR corresponding to the index level on the Exercise Date.

Insofar as the price does not reach or fall below the PROTECT Level, this guarantees redemption according to Section 6 of the terms and Conditions under either Option A or Option B through a minimum payment equal to the Nominal Amount. In case of a redemption under Option A, moreover, the investor will participate disproportionally in any appreciation of the index above the Base Amount. This is due to the Leverage Factor. If the Certificates are redeemed under Option B, then the investor will participate in any decline of the index level in relation to the Base Amount up until the Exercise Date, provided the price never reaches or falls below the PROTECT Level. In this case, any drop in the price in relation to the Base Amount will have a positive outcome for the investor.

Factors determining value

Regardless of the given Exchange Ratio, the Certificate Holder is in a comparable financial position as someone who acquires components of an index and simultaneously purchases various forms of options on this Index.

The Certificate value is particularly dependent on the price changes of the Index and of the individual index components, as well as on the applicable factors influencing option value.

Apart from the Leverage Factor, the Certificate value is essentially determined by the sum of all the prices of the individual component securities making up the index, multiplied by their respective weighting in the index. Thus, it is possible that positive price changes in certain index components may be offset by negative price changes in other index components. Conversely, the negative performance of certain components may be offset by the positive performance of other components.

Besides prices reaching the PROTECT Level, other factors which also influence options include: the remaining term until the Maturity Date; the intensity of expected price fluctuations (volatility) of the index; the money-market interest rate; and, for a price index, the expected dividend payouts from the Shares in the Index. Even if an index rises over the term of a Certificate, the overall price of a Certificate may still decline due to these other value-influencing factors.

Further information about the product structure

For all redemption options one index point corresponds to EUR 1.00. The certificate in question has a currency hedging feature. The underlying is expressed and redeemed on the Trading Currency and is converted from the Currency of the Underlying into the Trading Currency.

4.2. Information about the Underlying instrument

4.2.1. Description of the Underlying instrument

The Underlying is the Nikkei 225®. Further information about this index can be found in the internet on the following website: http://www.nni.nikkei.co.jp. Data about the historical and future performance as well as historical volatilities of the index may be obtained there.

The index level relevant for redemption is the closing index level on the Exercise Date, as officially determined by the Determination Agent.

4.2.2. Market disruptions and adjustments

The definition of a market disturbance affecting the Underlying (i.e. the consequences of a market disturbance, such as possible postponement of the Exercise Date, the failure to determine the key price of the Underlying), as well as a description of corrective actions, can be found in Section 4 of the Terms and Conditions.

Adjustments to the Underlying are provided for in Section 3 of the Terms and Conditions.

5. Terms of the offer

5.1. Issued volume

The number of Certificates per issue is stated in the Section A. ("Material Features") of the Final Terms.

5.2. Certificate offer

The initial offering will have a subscription deadline of 1 March 2007. The Issuer reserves the right to end the subscription period ahead of schedule. The Issuer has no obligation to accept a given subscription application. Partial allotments are possible (especially in case of oversubscription).

As a rule, Certificates may be acquired (off-exchange) until the Exercise Date. The Exercise Date is stated in the relevant Final Terms ("Material Features").

5.3. Initial Sales Price

The initial sales price of the Certificates (the so-called "Issue Price") will be fixed no later than the day of the first public offer of the Certificates, and will be stated in the relevant Final Terms ("Material Features"). The Issue Price of the Certificates may contain – in addition to the expressly stated expense surcharges (so-called "Agios") or other charges – a surcharge added to the fair book value of the Certificates which is not apparent to the investor. This surcharge, for the most part, serves to cover risk-hedging and selling expenses for the Certificates.

Once the initial selling prices have been set, they will be continually adjusted to market conditions.

5.4. Paying Agent, Depositary Agent, Determination Agent; Cooperation Partner

The Paying Agents are as follows: Sal. Oppenheim jr. & Cie. KGaA, Untersachsenhausen 4, D-50667 Cologne, Germany and BNP Paribas Securities Services, Via Ansperto 5, I-20123 Milan, Italy.

The Depository Agent is as follows: Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan, Italy.

The redemption's option and the amount to be paid will be determined by the Issuer itself.

There is no Cooperation Partner at this time.

6. Exchange-Trading of the Certificates

The Issuer will apply to have the Certificates listed in the regulated market of the Borsa Italiana S.p.A, Milan/Italy.

7. Additional Information

7.1. External Consultants

There are currently no external consultants. (See also D.2.3.)

7.2. Public Disclosures

Insofar as they involve one of the situations provided for in the Terms and Conditions, announcements regarding the Certificates will be published in at least one of the statutory notice journals of the Relevant Stock Exchange(s) in accordance with Section 7 of the Terms and Conditions. These announcements will be for informational purposes only, and will not have binding effect, insofar as not otherwise provided in the Terms and Conditions.

D. TERMS AND CONDITIONS

TWIN-WIN Index Certificates

Where the text is marked with the □ symbol (hereinafter referred to as "Placeholders") the term or text to be inserted can be found in Part A of the Final Terms ("Material Features"), i.e. this information is an integral part of these Terms and Conditions.

Section 1
Form and Number of Certificates, Collective Custody, Fungibility

(1) Sal. Oppenheim jr. & Cie. Kommanditgesellschaft auf Aktien (partnership limited by Shares), Cologne (hereinafter referred to as the "Issuer") hereby issues

□ TWIN-WIN Index Certificates on □ per issue (in words: □)
ISIN Code: □

(hereinafter also referred to as the "TWIN-WIN Certificates" or the "Certificates").

(2) The Certificates are represented, for their entire term, by a permanent global bearer certificate that is deposited with Monte Titoli S.p.A., Milan, Italy (hereinafter MT). Certificate Holders shall have no rights as regards the production and delivery of definitive securities. The Certificate Holders shall have a co-ownership interest in the Global Bearer Certificate which may be transferred, after initial acquisition, in accordance with Monte Titoli S.p.A.'s governing rules and regulations.

Certificates will be accepted for clearing through one or more clearing systems as specified in the relevant Final Terms. These systems include systems operated by Clearstream Banking AG, Neue Börsenstrasse 1, D-60487 Frankfurt / Main, as well as systems operated by Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan, Italy. Clearing systems operated by Monte Titoli S.p.A. will be operated in accordance with the regime of centralized custody and circulation of dematerialized securities, as provided by Legislative Decree no. 58 of 24 February 1998, Legislative Decree no. 213 of 24 June, 1998 and CONSOB Resolution no. 11768 of 23 December 1998. According to such regime, the Certificates are transferred through accounts opened with Monte Titoli S.p.A. by intermediaries qualified to participate in the Monte Titoli S.p.A. system.

(3) In securities transactions the Certificates are transferable as units of one Certificate or as integral multiples thereof.

Section 2
Certificate Rights, Term, Definitions

(1) The Issuer grants each Certificate Holder of a TWIN-WIN Certificate the right ("Certificate Right") to redemption of the Certificates in accordance with these Terms and Conditions.

(2) The term of the Certificates shall end, and the Certificates shall be redeemed according to Section 6, subject to an early redemption notice pursuant to Section 3 (6).

The Certificate Right will be deemed to be automatically exercised on the Maturity Date without the requirement of an exercise notice or the performance of other qualifications.

(3) The Issuer shall determine the type of redemption on the Exercise Date.

Option A: The Issuer shall pay the Nominal Amount expressed in EUR (the "Trading Currency") plus an Additional Amount, provided that the closing index level officially determined by the Determination Agent exceeds the Base Amount on the Exercise Date. The Additional Amount is equal to the positive percentage difference between the closing index level on the Exercise Date and the Base Amount, multiplied by the Leverage Factor and the Nominal Amount. The Additional Amount is calculated as follows:

$$Nominal\ Amount * \left(\frac{Clo\sin gIndexLevel}{Base\ Amount} - 1\right) * Leverage\ Factor$$

Option B: If the closing index level is equal to or less than the Base Amount on the Exercise Date and provided that the index level has never reached or fallen below the PROTECT Level on any given exchange trading day during the entire Observation Period, the Issuer shall redeem the Certificates by payment of at least the Nominal Amount. Furthermore, the Issuer shall pay an amount corresponding to the percentage difference between the Base Amount and the officially determined closing index level on the Exercise Date. This Additional Amount is calculated as follows:

$$Nominal\ Amount * \left(1 - \frac{Clo\sin gIndexLevel}{Base\ Amount}\right)$$

Option C: If the index level reaches or falls below the PROTECT Level on at least one occasion during the Observation Period and if the closing index level is equal to or less than the Base Amount on the Exercise Date, the Issuer is, however, entitled to redeem the Certificates –taking into consideration tha proper Exchange Ratio- by payment of an amount corresponding to the closing index level on the Exercise Date expressed in EUR.

Provided that the level of the Index does not reach or fall below the PROTECT Level during the term of the Certificate, redemption in accordance with Option A or Option B through a minimum payment equal to the Nominal Amount is guaranteed according to Section 6.

For all redemption options one index point corresponds to EUR 1.00. The certificate in question has a currency hedging feature. The underlying is expressed and redeemed on the Trading Currency and is not converted from the Currency of the Underlying into the Trading Currency.

(4) The Certificates do not grant the Certificate Holders any right to interest payments, dividend payments or other (regular) distributions.

(5) Subject to modifications in accordance with the subsequent Sections, the following definitions apply to these Terms and Conditions:

Underlying/Index:	□ (ISIN Code)
Currency of the Underlying:	□.
Exchange ratio:	□.
Nominal Amount:	□.
Base Amount:	□.
PROTECT Level:	□.
Observation Period:	□ (inclusive of both start and end date).
Leverage Factor:	□.
“Trading Currency”:	□.
Start of Sale:	□.
Value Date:	□.
Exercise Date:	□. means the Maturity Date notwithstanding the provisions set forth in Section 4. If this day is not a stock exchange trading day, the next stock exchange trading day on which the stock exchange is open for trading in Frankfurt am Main following the initial Exercise Date is considered the Exercise Date.
Maturity Date:	□. If the Exercise Date is postponed in accordance with Section 2 (5) or in accordance with Section 4 (1), the Maturity Date is postponed accordingly.
Determination Agent:	□.
Relevant Derivatives Exchange:	□.
Smallest Tradable Unit:	One identical Certificate or integral multiples thereof.
Bank Business Day:	Every day on which the banks in Frankfurt am Main and Milan are opened for general business.
Stock Exchange Trading Day:	□.

Section 3
Adjustments, Redemption of the Certificates by the Issuer, Successor Index

(1) The key factor in determining the value of the Certificate and the Redemption Amount and redemption type is the respective index concept as determined and published by the Determination Agent (even if changes are made in the future to the calculation of the index, to the composition or weighting of the prices and individual stocks on the basis of which the index is calculated, or to the publication method, or if any other changes or adjustments are made or other measures taken with a resulting impact on the calculation of the index), provided that the following provisions do not result in another index concept.

(2) As a general rule, no adjustments shall be made to the Base Amount, the PROTECT Level and the Exchange Ratio (hereinafter also referred to as the "Features"), unless the Issuer is of the opinion that the relevant concept and index calculation method on the Exercise Date is no longer comparable with the relevant concept and index calculation method that applied on the Issue Date as a result of changes, adjustments or other measures. In particular, the relevant concept and index calculation method are deemed to no longer be comparable if there is a material change in the index due to changes, adjustments or other measures, despite the fact that the prices and weightings of the individual stocks contained in the index have remained the same.

(3) If the index is closed or replaced by another index concept, or in the event that the licence agreement between the Determination Agent and the Issuer cannot be continued, the Issuer shall determine, adjusting the Features accordingly where appropriate, whether or not another (and if so, which type of) index concept shall be applied in the future, in order that the measure in question does not result in any fundamental economic disadvantage for the investor. This index concept (hereinafter also referred to as the "Successor Index") shall then be considered the index within the meaning of Section 2 (5).

(4) The Issuer shall, at its reasonable discretion and taking into account both the residual maturity and the most recently determined prices of the Certificates, establish new Features which are as similar as possible, in terms of their economic result, as the previous regulations. The Issuer shall determine the date on which the adjusted Features are to be applied for the first time, taking into account the point in time at which the change, adjustment or other measure took place.

(5) If the index is no longer calculated and published by the Determination Agent, but by another individual, company or institution deemed suitable by the Issuer (hereinafter referred to as the "Successor Determination Agent"), the Redemption Amount and type shall be determined and calculated on the basis of the index calculated and published by the Successor Determination Agent where appropriate. Any reference made to the Determination Agent in these Terms and Conditions shall be deemed a reference to the Successor Determination Agent insofar as the context permits.

(6) If, for whatever reason, the Issuer deems an adjustment of the Features or the determination of another relevant index concept to be impossible, the Issuer shall have the right to early redemption of the Certificates by way of an announcement pursuant to Section 7. In such cases, the term of the Certificates shall end, irrespective of the Maturity Date specified in Section 2 (5), on the day on which the last index value was published (the "Redemption Date"). In such cases, the Issuer shall determine an appropriate value for the Certificates - where appropriate consulting an expert – and pay the Redemption Amount to the Certificate Holders in accordance with Section 6.

(7) All adjustments and determinations made by the Issuer are binding for all parties (provided that no apparent mistakes have been made). The Issuer is only liable for adjustments and determinations it makes or does not make, or for other measures it takes or does not take in connection with these Certificates if, and to the extent that it has breached the duty of care of a prudent businessman.

(8) The Issuer shall publish the adjustments, as well as the date on which they shall be applied for the first time, in accordance with Section 7.

Section 4
Market Disruption

(1) If the Issuer deems that a Market Disruption pursuant to (5) has occurred on the Exercise Date and at the point in time at which the closing level of the index which is relevant to the mode of redemption or the Redemption Amount is determined or one hour prior to this, the Exercise Date shall be the next stock exchange trading day in Frankfurt am Main on which the stock exchange is open for trading and no Market Disruption occurs. In this case, the Maturity Date shall be postponed accordingly.

(2) If the Exercise Date has been postponed, as a result of the provisions set out in (1), by ten Bank Business Days and the Market Disruption continues on this day as well, a "Substitute Price" shall be set for the index and shall replace the closing level of index pursuant to Section 2 (3).

The "Substitute Price" shall be the closing index level as determined by the Issuer at its reasonable discretion in accordance with section 315 of the German Civil Code (BGB) and taking into account the market conditions that apply on the day in question – where appropriate after consulting an independent expert; calculation of the Substitute Price by the Issuer shall be based, if available, on the substitute Underlying price set by the Relevant Derivatives Exchange (insofar as options on the Underlying are traded on the Relevant Derivatives Exchange).

(3) If the Issuer deems that a Market Disruption, within the meaning of (5), has occurred during the Observation Period, it shall suspend the determination of whether or not the price of the Underlying is below, or at the PROTECT Level for the duration of the market disruption in question. The Issuer is entitled, but not obliged to use a substitute barrier determination price set at its reasonable discretion in order to determine whether or not the price of the Underlying is below, or at the PROTECT Level.

(4) If the end of the Observation Period falls on the same day as the Exercise Date, and the Exercise Date is postponed in accordance with (2), the end of the Observation Period shall be postponed accordingly.

(5) A "Market Disruption" means the temporary suspension or material limitation in either the acquisition of the index constituents or trading in

(i) an individual index constituent or
(ii) several index constituents or
(iii) a futures or option contract on the index or index constituents on the Relevant Derivatives Exchange.

provided that, in the reasonable discretion of the Issuer, this suspension or limitation is deemed material to the valuation of the Certificates. A limitation on the hours or number of days during which trading takes place shall not constitute a Market Disruption if it results from a previously announced change made by the Relevant Stock Exchange.

(6) In accordance with Section 7, the Issuer shall endeavour to immediately notify the parties that a Market Disruption has occurred. It is, however, under no obligation to issue a notification.

(7) In addition to the provisions set out above, the definitions and rules of the Determination Agent and the rules and regulations of the Relevant Derivatives Exchange shall also apply.

Section 5
Termination by Certificate Holders; Waiver of Exercise

A right to termination of the Certificates by the Certificate Holders is excluded.

The Certificate Holders are entitled to waive the automatic exercise of the Certificates as set out in Section 2 (2) above pursuant to Article 2.2.20 of the "Rules of The Markets Organised and Managed by Borsa Italiana S.p.A.". The Certificate Holders shall have the right to notify the Paying Agent by fax of their intention to waive the exercise, using the form attached as "Appendix A" to these Terms and Conditions. The Certificate Holder shall send such form (i) for Certificates on an Underlying consisting of Italian shares traded on regulated markets organised and managed by Borsa Italiana S.p.A. or of indexes managed by Borsa Italiana S.p.A.(the "Italian Underlying"), by 10.00 a.m. (Milan time) on the Maturity Date (ii) for Certificates on an underlying other than an Italian Underlying, by 3.00 p.m. (Milan time) on the Bank Business Day following the Maturity Date or, in case of Market Disruptions, on the Bank Business Day immediately following the Market Disruption.

The declaration of a waiver of exercise by a Certificate Holder will be irrevocable. In such case the Certificates will not be redeemed.

Section 6
Redemption

(1) The Issuer undertakes to provide for the necessary means for redemption five bank business days after the Maturity Date with MT, which will forward these to the respective depository banks, which shall, in turn, credit the appropriate amount to the Certificate Holders. The Redemption Amounts are calculated by the Issuer and are final nd binding for all parties (provided that no apparent mistakes have been made). The payments shall be made in the currency that is legal tender at the time of payment in Italy. Where appropriate, the amount per Certificate shall be rounded to two decimal places with the amount of 0.005 being rounded down.

(2) The Issuer is released from its payment or delivery obligations resulting from these Certificates upon providing the appropriate means to MT.

(3) The settlement of the Certificates is subject to all laws, regulations, administrative provisions and procedures in effect on the Valuation, (Redemption) or Maturity Date. Neither in the event that, as a result of these rules and procedures, the Issuer, despite reasonable efforts, is not in a position to meet its obligations as described in (1) and (2), nor for actions or omissions of settlement agents resulting from, or in connection with the fulfilment of the obligations arising from these Certificates shall the Issuer be held liable.

(4) Any taxes or other charges that accrue in connection with redemption shall be borne by the Certificate Holder. The Issuer may withhold any taxes or charges payable by the Certificate Holder.

Section 7
Announcements

All announcements relating to the Certificates shall be published, insofar as this is required by law or on the basis of stock exchange provisions, in a business or daily newspaper widely circulated in the member states of the European Economic Area in which the public offer or admission to trading is planned. In all other cases, the announcement can be made on the Issuer's website. All announcements relating to the Certificates shall be deemed effectively given by sending the relative announcement to *Borsa Italiana S.p.A.* (Italian Stock Exchange). Except as otherwise provided in these Terms and Conditions and/or in the Final Terms, these announcements are for informational purposes only and do not constitute a condition of validity.

Section 8
Status

The Certificates constitute direct and unsecured obligations of the Issuer, which rank *pari passu* with each other and with all other unsecured and unsubordinated obligations of the Issuer, with the exception of those obligations that have priority due to mandatory statutory provisions.

Section 9
Issuance of Further Certificates, Repurchase, Partial Reduction

(1) The Issuer reserves the right to issue further Certificates with the same Features from time to time without the consent of the Certificate Holders by consolidation all Certificates into a single issue, thus increasing total volume. In the case of such an increase, the terms "Certificate" and "TWIN-WIN Certificate" shall also refer to the additionally issued certificates.

(2) The Issuer may, but has no obligation to redeem the Certificates at any time during their term. The Issuer is under no obligation to inform the Certificate Holders of such a repurchase. The repurchased Certificates may be held as cancelled, resold or otherwise used by the Issuer.

(3) The Issuer may reduce the volume of the Certificates (partial reduction) at any time during their term, provided that the remaining balance covers the volume of Certificates sold at the point in time of the reduction.

Section 10
Selling restrictions

The distribution of the Base Prospectus and/or the Final Terms including the Terms and Conditions and the offer/purchase of the securities may be subject to statutory limitations in certain countries. Any offer or purchase of the Certificates in any other country is only permissible if the conditions of sale prevailing in that country have been fulfilled and the regulations that apply to the purchase of the Certificates in that country have been adhered to.

Selling restrictions of this nature currently apply, in particular, in the United States of America: The Certificates are not registered pursuant to the United States Securities Act of 1933 (the "Securities Act") and may at no point in time be offered or sold within the United States or to, for the account of, or for the benefit of US-Persons. The term "United States" means the United States of America, its territories, states, the district of Columbia and any other enclave of the government of the United States, its authorities or agents. The term "**US-Person**" means (1) any natural person resident in the United States; (2) a partnership, corporation or other legal entity having its principal place of business in the United States; (3) any estate or trust subject to United States federal income taxation; (4) any entity organised principally for passive investments, for example, a pool, an investment company or any other legal entity, in which US-Persons hold more than 10% of the beneficial interest or which was formed principally for the purpose of facilitating investments by US-Persons; (5) a pension plan for the employees, officers or principles of a legal entity organised in the United States or having its principal place of business there; or (6) a US-Person pursuant to the definition under Regulation S of the Securities Act.

Section 11
Replacement of the Issuer

(1) The Issuer may replace the debtor without the prior consent of the Certificate Holders with any other company as debtor (the "New Issuer") with respect to all obligations resulting from or in connection with the Certificates, provided that

(a) a prior written notice to the Relevant Stock Exchange has been made at least thirty days before such replacement takes place,

(b)the New Issuer, pursuant to an agreement with the Issuer, assumes all obligations of the Issuer resulting from or in connection with the Certificates,

(c) a trustee, which may be a bank or an accounting firm in Frankfurt am Main with international standing (the "Trustee"), which is appointed by the Issuer for this purpose, using its own reasonable discretion (section 315 BGB), deems that the assumption of debt pursuant to (a) above is not fundamentally detrimental to the Certificate Holders and authorises it on their behalf,

(d) the Issuer guarantees these obligations of the New Issuer vis-à-vis the Certificate Holders and

(e) the New Issuer has obtained all of the necessary approvals from the authorities of the country in which it has its registered office.

Upon fulfilment of the conditions described above, the New Issuer shall replace the Issuer in every regard and the Issuer shall be released from all obligations arising from or in connection with the Certificates vis-à-vis the Certificate Holders as a result of its function as Issuer.

(2) In the case of such a debtor replacement, any reference made to the Issuer in these Terms and Conditions shall, from that point on, be deemed a reference to the New Issuer.

The replacement of the Issuer shall be announced immediately pursuant to Section 7.

Section 12
Final provisions

(1) The form and content of the Certificates, as well as all of the rights and obligations of the Issuer and of the Certificate Holders shall be governed in all respects by the law of the Federal Republic of Germany.

(2) The place of performance is Frankfurt am Main.

(3) The place of jurisdiction for all legal disputes in connection with the Certificates for merchants (*Kaufleute*), legal entities under public law, separate estates under public law and individuals with no general place of jurisdiction in the Federal Republic of Germany is Frankfurt am Main. In such cases, Frankfurt am Main is the exclusive place of jurisdiction for all actions brought against the Issuer.

(4) The Issuer may, without the consent of the Certificate Holders, (i) correct obvious clerical or computational or other manifest errors in these Terms and Conditions as well as (ii) modify or supplement contradictions or gaps in provisions; in cases falling under (ii), the only amendments or supplements that may be made are those which, with due consideration given to the interests of the Issuer, do not place an unreasonable burden on the Certificate Holders, i.e. those which do not have a material negative impact on the financial situation of Certificate Holders. The Issuer shall inform the Certificate Holders of such corrections or supplements immediately in accordance with in Section 7.

(5) If any provision of these Terms and Conditions is, or becomes invalid or proves to be incomplete or impracticable, this shall not affect the validity of the remaining provisions. The invalid or impracticable provision shall be replaced, and any gaps closed by an appropriate provision which corresponds to the meaning and purpose of these Terms and Conditions and the commercial interests of the parties. The same shall apply to any omissions that cannot be resolved in accordance with (4).

APPENDIX A
To the Terms and Conditions of the [□] Certificates on □

WAIVER OF THE RIGHT TO EXERCISE

To be completed by the Certificate Holder

To: □

To the attention of □

Fax no.: □ Tel. no.: □

Object: [□] CERTIFICATES

The Certificate Holder
□
____

Name and surname or companies name of the Certificate Holder
□
____
Street and no.
□
____
Town, province
□
____
Telephone
□
____

Hereby irrevocably waives the right to the exercise of the Certificates of which it is the Certificate Holder in accordance with the rules set out in the Terms and Conditions of the [□] Certificates on [□].

Series of the Certificates:
□
____

ISIN Code:
□
____

Number of Certificates:
□
____
Place, Date
□
____________________________ on ______________________

Signature of the Certificate Holder

The following remarks concerning taxation serve to outline taxation regulations in the European Union, in the Federal Republic of Germany and Italy under current law. It cannot be excluded, however, that tax assessments may change over time due to amended laws, legal judgments or decrees issued by the tax authorities. The Issuer has no obligation to inform the investor of such changes.

These remarks deal with payouts for Certificates which are issued in accordance with the Base Prospectus, and which are the Object of the Final Terms. These remarks are not exhaustive. Specifically, they do not cover all the possible tax impacts for an investor in the Federal Republic of Germany andItaly.

According to the current laws or standard practices of the country in which the Certificates are acquired, transferred, exercised or terminated, transactions involving the Certificates may carry with them the duty to pay stamp taxes, securities sales tax, income taxes, corporate taxes, excise taxes, capital gains taxes, withholding taxes, social solidarity taxes or other deductions.

1. EU Directive for Tax on Interest Income

On June 3, 2003, the European Council agreed on the final language of its directive for the taxation of interest income (EU Interest-Income Tax directive). These set forth that each EU member nation must oblige the Paying Agents based in its respective territory to inform the proper authorities of that country with regard to the interest income paid out to natural persons residing in another EU member-state and being also the beneficial owners of said interest. The proper authorities in the EU member state in which a Paying Agent is based (as defined in the directive) are in turn obliged to pass this information on to the authorities of the EU member nation in which the beneficial owner(s) of the interest income reside(s).

Effective for a transitional period, Austria, Belgium and Luxembourg have opted out of this information-exchange in favor of imposing a withholding tax on interest income at its source, as provided for under the directive. Accordingly, a withholding tax of 15% will be deducted during the first three years following adoption of the directive. The tax will rise to 20%, effective for the next three years, and to 35% for the seventh year and thereafter. Analogous rules apply to Switzerland and Liechtenstein, among others. The EU Interest-Income Tax Directive have been if effect since July 1, 2005.

2. Taxation in the Federal Republic of Germany

Taxation of Private Assets in the Federal Republic of Germany

Income from capital investments are taxable in the Federal Republic of Germany insofar as such income belongs to one of the categories defined under the Income Tax Code (EStG). The following description deals only with stipulations relevant to the taxation of capital-investment income for private investors (Section 20. 1, No. 7 and/or 2, No. 4 of the EStG) and (Section 23, 1, No. 2 and No. 4 of the EStG).

Not all of the tax aspects are dealt with here. The various tax situations of different investors are also not covered. A tax advisor should always be consulted regarding specific cases. **At present, there are no definitive court judgments or pronouncements from the tax authorities with reference to innovative types of investment vehicles such as those presented here. Thus, it cannot be excluded that the tax authorities may decide to apply a different tax assessment in the future.**

Taxation of Capital Gains

According to Section 20, 1, No. 7 of the EStG, income from any type of capital-equity receivable belongs to the capital-gains income category whenever the repayment of the invested capital, and/or a fee for the investment of the capital, have been agreed or granted. The descriptive wording "or have been granted" is intended to cover those cases in which the repayment of invested capital and/or the payment of a fee are assured due to the structure of the investment itself, despite the absence of an express or implied agreement to this effect.

The Certificates under discussion do not grant the payment of a fee and/or a right to repayment as described above. Significant losses can result due to unfavorable investment scenarios. The stipulations regarding taxation of interest income should therefore not be applicable in this context, since the investment vehicle in question merely aims to realize profits from unforecastable price differentials.

In addition, according to the circular from the Federal Tax Agency of November 27, 2001 (IVC 3 – pages 2256 / 265/1), capital gains income from Certificates is not taxable when neither the repayment of the capital nor the payment of a fee have been agreed and/or granted.

Taxation of Income from Private Sales Transactions

The only tax exposure will be the one defined by Section 23, Para. 1, No. 2 and/or No. 4. These regulations state that profits from a sale or redemption of the Certificates within one year of their acquisition are taxable. Such profits remain tax-free, however, when the total gain from private sales transactions during a calendar year is less than 512 Euro.
Losses from private sales transactions may be offset up to the amount of gains from private sales transactions which the investor realized in the same calendar year. In addition, losses from previous years (thus far unapplied) may also be used to offset gains. If the investor suffers an overall loss in the year of a sale, this loss may be offset against gains from sales in the prior year or in future years (in analogy with Section 10d of the EStG).

The "split-earnings" method (*"Halbeinkünfteverfahren"*) will not be applicable to the Certificates.

Taxation of Business Assets in the Federal Republic of Germany

If a Certificate was purchased as a business asset, then the price appreciation (or depreciation) realized must always be factored into the income or corporate income tax. If one accepts the (disputed) interpretation that Certificates are futures contracts as defined by Section 15, 4, pages 3 to 5 of the Income Tax Code (EStG), then it follows that losses and gains from futures contracts can be offset against one another only to a limited extent.

Implementing the EU Interest-Income Directive in the Federal Republic of Germany

Germany incorporated the EU Interest-Income directive into national law by adopting the Interest Income Reporting Act (*"Zinsinformationsverordnung"*) (ZIV) on January 26, 2004 (Section I, page 128 of the *Bundesgesetzblatt* (BGBl.)).

According to Footnote 40 of the Federal Tax Agency's letter of January 6, 2005, introducing the ZIV (BStBl. Section I, p. 29), the definition of material interest for the ZIV corresponds to the definition of income from capital gains as defined by Section 20, Para.1 No. 4, 5 and 7, as well as Para. 2 of the EStG. (Income Tax Code). However, since the Certificates do not contain (or only partially contain) capital guarantees (which leaves open the possibility of a total loss), they generally do not fall under the scope of the EU Interest-Income directive.

3. Taxation in Italy

The information set out below is a summary, pursuant to Italian tax legislation and market practice, of the tax regime for the purchase, holding, sale and exercise of Certificates on the part of individual investors resident in Italy, not engaged in entrepreneurial activity.

The following is not intended to be a complete analysis of all tax consequences of the purchase, holding, sale and exercise of Certificates.

The following is based on the tax legislation in force as of the date of this Prospectus, it being understood that such legislation is subject to possible changes which could have retrospective effects, and represents only an introduction to the subject.
Investors are advised to obtain professional advice with regard to the tax regime for the purchase, holding, sale and exercise of the Certificates.

Under the joint provisions of article 67 of the Consolidated Act on Income Taxes (*Testo Unico delle Imposte sui Redditi*) passed by Decree of the President of the Republic of 22 December 1986, no. 917, as modified by Legislative Decree of 12 December 2003, no. 344, Legislative Decree of 18 November 2005, no. 247, and article 5 of Legislative Decree of 21 November 1997, n. 461, and further amendments thereof, proceeds and capital gains, not obtained within the exercise of entrepreneurial activities, realized by persons resident in Italy and individuals equivalent to residents as defined in the Decree no. 461/1997, as amended, arising out of both the exercise and the sale for money consideration of Certificates are subject to substitutive tax of 12.5 per cent. Charges and capital losses arising out of the exercise and sale of Certificates are deductible in accordance with the modalities indicated below; premiums paid on Certificates contribute to create the income of the financial year in which the Certificates are exercised or alienated. The tax-payer may opt among three different alternative taxation regimes: the taxation based on the annual tax return, which constitutes the so called "base regime" applicable unless the exercise of an option by the tax payer; the "*risparmio amministrato*" regime and the "*risparmio gestito*" regime:

a) Annual tax return regime: the application of such regime involves the separated indication by the taxpayer in his/her tax return of proceeds and capital gains, net of charges and capital losses (if any). The net capital gain taxable is determined in the declaration and it is subject to a 12.50 per cent. tax. The substitutive tax owed has to be paid within the terms which are provided for in relation to payments of income taxes. The annual tax return regime is compulsory in the case in which the taxpayer has not opted for one of the two regimes indicated in the following letters b) and c). Conversely, the obligation concerning the declaration does not subsist in relation to capital gains and other proceeds for which the taxpayer have exercised the options indicated letters b) and c). The taxpayer can carry forward the negative balances and offset them with income and other proceeds of the same nature realized in the tax period in which the loss has been suffered and in the following four tax periods.

b) "*Risparmio amministrato*" regime: in the case in which the individual opt for such regime, which implies the deposit of the assets with an intermediary resident in Italy, the 12.50 per cent. substitutive tax is determined and withdrawn by the Italian resident intermediary with whom the Certificates are deposited in custody and administration, on proceeds and capital gains effectively realised less the capital losses, if any, previously incurred. In case of negative differences intermediaries deduct up to the relevant amount of differences, from the positive differences realised with such negative subsequent transactions entered into within the same relationship, in the same tax period and in following four years.

c) "*Risparmio gestito*" regime: the pre-condition to opt for such regime is the appointment of an asset manager, resident in Italy and duly authorized. In such regime, the tax is applied at rate equal to 12.50 per cent. by the asset manager at the end of the tax period on the basis of the increase of value of the assets under management, even if the relevant proceeds have not been yet collected, without taking into account income subject to withholding, non-taxable incomes and incomes for which the taxation occurs within annual tax return.

Nevertheless, it is to be pointed out that according to a different interpretation of the law currently in force, the Certificates could be considered as atypical securities and therefore subjected to taxation at a rate equal to 27 per cent.

This general tax-related information is not a part of the Terms and Conditions, nor can it be used to derive the potential claims of a given Certificate Holder. The Issuer assumes no responsibility for withholding taxes. Moreover, a tax advisor should be consulted in order to ensure the minimal legal tax exposure in any specific case.

General information about the Certificates issued in accordance with the Base Prospectus dated July 26, 2006 can be found in Section H. of the Base Prospectus. The following are additional, important notice regarding the Certificates which are object of these Final Terms.

Representations by Third Parties

The Issuer gives no assurance that the information regarding the index is correct and complete, since the index is not created by the Issuer. The Issuer has obtained information from the authorized Determination Agent and incorporated it. Also see Section H.1.2. of the Base Prospectus with respect to third-party representations.

Obligations arising from the Certificates

The Issuer warrants that it alone bears the obligations arising from these Certificates. The company issuing the Underlying, the licensor of indices and/or the company issuing the Shares contained in an index will have no obligation whatever. It is to be specifically noted that the issuance of these Certificates in no way constitutes a (public) sales offer for the underlying securities. The companies issuing the securities on which these Certificates are based and/or the respective licensors and/or the respective pricing or Determination Agents for the index were not involved in the preparation of the Final Terms or Base Prospectus, nor do they have any influence on the structuring of the Certificates.

Specifically, the Certificate Holder does not acquire any right to, or arising from, the underlying securities, since the basket merely represents a hypothetical investment allocated among the basket components, each with its own weighting.

Responsibility for the Underlying

The Issuer assumes no responsibility for the Certificate Holder's information about the securities contained in the index, nor for the creditworthiness of the companies issuing the securities in the index, nor for the Features or pricing of said securities. In those cases in which the Issuer also acts as the Issuer of the components of a index, the Issuer will assume the responsibility associated therewith only within the scope of the Base Prospectus and/or the Final Terms for the index component in question. Information about special risks arising from securities in the index and/or arising from their overall structure can be found in the applicable securities and/or sale prospectus for a given index component.

Legal Features of Indices

Legal Information relating to the Nikkei 225®

All information herein regarding the Nikkei 225 Stock Average Index (the "**Nikkei 225**") is derived from publicly available sources. The Nikkei 225 is currently sponsored by Nihon Keizai Shimbun, Inc. (the "Index Sponsor"). The Certificates are not in any way sponsored, endorsed or promoted by the Sponsor. The Index Sponsor has no obligation to take the needs of investors in the Certificates into consideration in composing, determining or calculating the Nikkei 225 (or causing the Nikkei 225 to be calculated).

Selling Restrictions

Explicit reference is hereby made to the selling restrictions in Section H. of the Base Prospectus which apply to the Certificates. (See also the corresponding provision in the Terms and Conditions.)

Method of Publication

The Final Terms of the Certificates will be published in Germany no later than the day of the public offer, and in the manner and form provided for in Section 6, (3), and Section 14 of the Securities Prospectus Act. The Base Prospectus and the Final Terms can be accessed in electronic from on the Internet webpage of the Issuer ("www.oppenheim-derivate.de"). They can also be obtained, free of charge, from: Oppenheim jr. Cie. KGaA, Trading & Derivatives, Untermainanlage 1, D-60329 Frankfurt am Main, Germany.

Frankfurt am Main, April 2007

Sal. Oppenheim jr. & Cie.
Kommanditgesellschaft auf Aktien (partnership limited by Shares)

FINAL TERMS

Full information on the Issuer and the offer of the Certificates is only available on the basis of the combination of these Final Terms, the relevant Terms and Conditions of the Certificates, the Base Prospectus dated 26 July 2006 as amended by Supplement no. 1 dated 23 February 2007 and by Supplement no. 2 dated 20 April 2007 and the Registration Form of the Issuer dated 3 July 2006. The Base Prospectus, the Registration Form and the relevant Final Terms and Terms and Conditions relating to an issue of Certificates may be obtained free of charge from: Sal. Oppenheim jr. & Cie. KGaA, Trading & Derivatives, Untermainanlage 1, D-60329 Frankfurt am Main.

TWIN-WIN Cap Certificates based on S&P 500

Issued by Sal. Oppenheim jr. & Cie. KGaA.

ISIN Code:	DE 000 SAL 5B7 2
WKN (German security ID):	SAL 5B7

Final Terms for the TWIN-WIN-Cap Certificates based on S&P 500
Base Prospectus for Certificates based on Shares / Indices / Baskets of Shares / Baskets on Indices / Baskets of more than one of the Shares and Indices dated 26 July 2006
as amended by Supplement no. 1 dated 23 February 2007 and by Supplement no. 2 dated 20 April 2007

Introduction to the Final Terms

The Object of the Final Terms (dated 30 April 2007 and referring to the Base Prospectus dated 26 July 2006 as amended by Supplement no. 1 dated 23 February 2007 and by Supplement no. 2 dated 20 April 2007) are TWIN-WIN Certificates issued by Sal. Oppenheim jr. & Cie. KGaA in Cologne, Germany ("the Certificates"). The Certificates are divided into 150,000 Certificates (collectively, "the Issue"). The Certificates belong to the TWIN-WIN Certificate-product type. (See D.1 of the Base Prospectus and C.1 of the Final Terms.)

The Final Terms of the Base Prospectus are set forth as per Article 26 Para. 5, second alternative of (EC) regulation No. 809/2004, and are thus incorporated into the Base Prospectus. In other words, all sections which have been changed due to the Final Terms are repeated. Any remaining gaps are filled in the process. Any alternative or optional details or conditions (marked with square brackets in the Base Prospectus) which are not explicitly mentioned in the Final Terms are deemed stricken from the Base Prospectus. The template for Section A may be found on pages 129 to 132 of the Base Prospectus. The templates for Sections B., C., D. and E. of the Final Terms can be found in the corresponding parts of the Base Prospectus. The template for Section A may be found on page 2 of the Base Prospectus. Accordingly, the Final Terms are composed of the following:

It should be noted that comprehensive information about the Issuer and the offer can only be obtained from the Final Terms and the Base Prospectus taken together. Insofar as the Final Terms, and the Terms and Conditions which it contains, deviate from the Base Prospectus, the information in the Final Terms will take precedence over that in the Base Prospectus. The foregoing does not entitle the Issuer to deviate from the framework contained in the Base Prospectus when presenting the Final Terms.

These Certificates entail the risk of a total loss. More detailed information on this point can be found in the description of the "Risk Factors." (See Section B. of the Final Terms.)

A. MATERIAL FEATURES

Issuer:	Sal. Oppenheim jr. & Cie. KGaA, a partnership limited by Shares, based in Cologne, Germany.
Issued volume:	150,000 Number of Certificates per issue.
Certificate Rights:	See Section C.4.1.2. of the Final Terms.
Underlying instrument / Index:	S&P 500 (ISIN Code: XC 000 969 333 1).
Currency of the Underlying:	US Dollar.
Exchange Ratio:	Reference index level / EUR 100.00, i.e. Reference index level / EUR 100.00 Certificates are based on one index.
Base Amount:	100.00 per cent. of the Reference index level (subject to adjustment as per Section 3 of the Terms and Conditions).
Leverage Factor:	100%.
Maximum Amount	EUR 135.00 (subject to adjustment as per Section 3 of the Terms and Conditions).
Cap:	135 % of the Reference index level, corresponding to a Maximum Amount of EUR 135.00 (subject to adjustment as per Section 3 of the Terms and Conditions).
PROTECT Level:	1,006.25
Reference index level:	100% of the closing index level on 26 March 2007.
Relevant Derivatives Exchange:	Chicago Board Options Exchange.
Determination Agent (for Underlying):	S&P's Corporation.
Stock Exchange Trading Day:	for each equity index considered as Underlying, any Bank Business Day on which the trading systems of the relevant stock exchanges are in operation and on which the values of the equity indices considered as Underlying are duly published by the sponsor. Should a market disruption event occur on one of such days, the day in question shall not be considered a Stock Exchange Trading Day.
Observation Period:	27 March 2007 until 20 December 2010 (in each case including).
Exercise Date:	20 December 2010 (subject to termination as per Section 3 or a postponement as per Section 4 of the Terms and Conditions).
Maturity Date:	20 December 2010 (subject to termination as per Section 3 or a postponement as per Section 4 of the Terms and Conditions).
"Trading Currency":	EUR.
Initial Sales Price	EUR 100.00.
Start of Sale:	12 March 2007.
Subscription Period:	12 March 2007 until 26 March 2007 (5 p.m., early termination reserved).
Value Date:	30 March 2007.

Exchange Listing:	The Issuer will apply for the listing on the SeDeX™ market managed and organized by Borsa Italiana SpA.
Public Disclosures:	All announcements regarding the Certificates will be published in at least one of the statutory notice journals for the Relevant Stock Exchange(s).
Smallest Tradable Unit:	1 same Certificate or a whole-number multiple thereof.
WKN (German security ID):	SAL 5B7
ISIN Code:	DE 000 SAL 5B7 2

WKN/ ISIN code :	Issued volume	Underlying (ISIN Code)	Exchange Ratio	Base Amount/ Leverage Factor	PROTECT Level / Maximum Amount	Reference index level at issuance	Determination Agent	Observation Period / Exercise Date/ Redemption Date	Last Exchange Trading Day	Initial Sales Price
SAL5B7/ DE000SAL5B72	150,000	S&P 500® (XC 000 969 333 1)	14.375	1,437.5 / 100%	1,006.25 / EUR 135.00	1,437.5	S&P's Corportation.	27.03.2007- 20.12.2010 / 20.12.2010/ 27.12.2010	Will be disclosed upon Exchange Listing	EUR 100.00

Potential buyers of the Certificates described in this Base Prospectus and/or Final Terms should carefully consider the risk factors described below when making their investment decision, and should base such a decision on a thorough review of the entire Base Prospectus, including all documents incorporated by reference herein, and the relevant Final Terms.

1. Risk factors relating to the Issuer

1.1. General risk factors relating to the Issuer

The Issuer is exposed to risks in the course of its business activity. Should these risks be realized, the Issuer could, in a worst-case scenario, be delayed in, or prevented from, fulfilling its obligations in the context of an issue of securities.

The Issuer is exposed to market risks due to its buying and selling of financial products. These market risks, given the Oppenheim Group's focus on trading and its resulting classification as a customer-account business, play an important role with respect to the company's risk profile. They result from potential fluctuations in certain valuation parameters and from concomitant changes in portfolio values. The determining value parameters are interest rates, currency rates, Share prices and Share-index prices, as well as more complex factors, such as volatility and dividend expectations. These parameters also include credit spreads.

The Issuer also faces address risks (credit risks), due to possible losses of value with respect to lines of credit, securities, or derivatives. Such losses are triggered by the default or impaired creditworthiness of a borrower, a contractual counterparty, or an issuing company.

In addition, the Issuer is exposed to operating risks. As defined by the Basel Committee on Banking Supervision, these involve dangers of loss resulting from the inadequate performance or failure of internal procedures, people or systems in response to external events.

The Issuer's liquidity risk is the peril that it will be unable to meet its present and future payment obligations, and/or be unable to meet them in a timely manner.

Risks in the future development are identified by the Issuer specifically in the continuing margin pressure which is due to the increased competition and the development in the capital markets. With respect to credit risk costs, the Issuer expects only marginal changes as compared to the previous year.

1.2. Specific risk factors relating to the Issuer

The Certificates create direct and unsecured obligations of the Issuer which rank *pari passu* in relation to one another with all other unsecured and unsubordinated obligations of the Issuer, excepted for obligations which have priority due to mandatory statutory provisions. Thus, the investor bears the risk of insolvency on the part of the Issuer. The protection afforded by the Depositor's Guarantee Fund of the Federal Association of German Banks does not apply to these types of securities.

Nor will a special trust fund be set up for the assets which the Issuer acquires from issuing the Certificates. A Certificate Holder's only claim will be to have the value of his/her Certificate repaid five Bank Business Days after the Maturity Date.

It is to be expected that the value of the Certificates will be influenced in part by the general creditworthiness which investors impute to the Issuer. Deterioration in the creditworthiness of the Issuer may lead to a depreciation of the Certificates.

The only obligations represented by the Certificates are those of the Issuer. In case of a loss, Certificate Holders have no claim of recourse against the company issuing an Underlying instrument and/or against the company issuing an index or components thereof. Insofar as the Issuer of the Certificates and the issuing company of the Underlying and/or of the components of the Underlying are not the same entity, the Certificate Holder is exposed to the risk of issuer insolvency on both levels. Thus, it cannot be excluded that losses may occur due to the financial collapse of an issuer.

2. Risk factors relating to the Certificates

2.1. Risk factors for individual product types

For TWIN-WIN Cap Certificates, the following product-specific risk factors apply:

Risk from an unknown repayment profile

The Certificates grant the investor the right to redeem the Certificates five Bank Business Days after Maturity Date in line with either Option A, Option B or Option C. The manner of redemption and/or the Redemption Amount cannot be fixed at the time the Certificates are purchased, since they will depend on price changes in the Underlying.

<u>Option A</u>: Assuming the proper Exchange Ratio, the Issuer will pay out an amount denominated in Euro (the "Trading Currency") which corresponds to the Base Amount plus an Additional Amount equaling the positive difference between the closing index level

officially determined by the Determination Agent on the Exercise Date and the Base Amount multiplied by the Leverage Factor but not to exceeding the Maximum Amount insofar as the closing index level on the Exercise Date exceeds the Base Amount.Option B: If the closing index level on the Exercise Date reaches or falls below the Base Amount, and if the index level never reaches or falls below the PROTECT Level between the beginning and end of the Observation Period, then the Issuer will redeem the Certificates – assuming the proper Exchange Ratio – by paying an amount at least equal to the Base Amount. In addition, the Issuer will also pay an amount – assuming the proper Exchange Ratio – corresponding to the difference between the Base Amount and the officially determined closing index level on the Exercise Date.Option C: However, if the index level reaches or falls below the PROTECT Level at least once during the Observation Period, and if the closing index level trades at and/or below the Base Amount on the Exercise Date, then the Issuer will be entitled to redeem the Certificates – assuming the proper Exchange Ratio – by paying an amount corresponding to the index level on the Exercise Date.

Insofar as the price does not reach or fall below the PROTECT Level, this guarantees redemption five Bank Busines days after the Maturity Date under either Option A or Option B through a minimum payment equal to the Base Amount, while using the proper Exchange Ratio.

Risk of total loss

There is no guarantee that Certificates will be redeemed under Option A or Option B. The term of a Certificate is limited. Therefore, if the level of the Index already reaches or trades below the PROTECT Level during the Certificate term, this will exclude redemption under Option B, and the investor should not assume that the price of the Underlying will climb back above the Base Amount before the end of the term. If the Certificates are redeemed at the end of the term by means of a payment corresponding to the closing index level on the Exercise Date, the Certificates will achieve a positive return only if the closing index level on the Exercise Date – adjusted by the proper Exchange Ratio – is higher than the Certificate purchase price paid by the investor. If the index level on the Exercise Date, after adjustment by the proper Exchange Ratio, is less than the purchase price, this means the investor has suffered a loss. This can potentially lead to a total loss of the invested capital, insofar as the index level approaches zero at the end of the term, since this would mean the index components are commercially worthless.

Leverage Factor

If the Certificates have a so-called "Leverage Factor," this multiplies the effect of price changes in the Underlying on the Certificate. Once the leverage feature is activated, the investor is subject to particularly high risk, since any price change in the Underlying may lead to a "leveraged," i.e. a disproportionately large, change in the value of the Certificate. This Leverage Factor works in both directions. In other words, this might be to the investor’s detriment, when the price changes are unfavorable.

2.2. Risk factors affecting all products

Unpredictable Certificate performance

The future performance and redemption value of a Certificate cannot be determined at the time of purchase. The investor’s personal profit or loss is always dependent on the purchase price paid for a Certificate. The risk of loss exists as soon as the Certificate term begins. During its term as well, a Certificate may depreciate in value below the purchase price paid by the investor. If the price of the Underlying begins to move in an unfavorable direction, the investor should not assume given the Certificate’s limited term that the Underlying (and with it, the value of the Certificate) will recover its value (in time before the Exercise Date).

When a Certificate is sold before maturity, the investor’s realized profit/loss will be strictly determined by the difference between the buying and selling price of the Certificate. When a Certificate is redeemed by the Issuer, the realized profit/loss will be strictly determined by the difference between the total value of all Redemption Amounts paid and the selling price of the Certificate – minus any charges or transaction fees. If the total value of all Redemption Amounts paid is less than the purchase price, this means the investor has suffered a loss.

No compensation for loss through other returns

A Certificate does not grant any rights to interest payments or other disbursements (e.g. dividend payouts), and thus does not provide a fixed return. Potential impairments in the value of the Certificate can therefore not be compensated through other returns.

Value-decreasing costs

The following may have a negative impact on the value of a Certificate: any transaction costs charged by the bank managing the Certificate accounts; a management fee charged by the Issuer for structuring the index or basket and for the related accounting; any performance-incentive compensation for the Issuer and/or manager of the Underlying.

Re-investment risk in case of Certificate termination by the Issuer

In case of an extraordinary termination of the Certificates by the Issuer in accordance with the Terms and Conditions, which is possible with these types of

Certificates, the re-investment risk will be borne by the investor. This means that when a termination occurs, the investor may be forced to re-invest any amount repaid by the Issuer under market conditions less favorable than the ones prevailing at the time he/she purchased the Certificate.

Cancellation of the Issuer's counter-trades

In order to cover its obligations arising from the Certificates, the Issuer will initiate hedging transactions on an ongoing basis with respect to the Underlying. The exercise of the Certificates on the Exercise Date leads to a cancellation of all corresponding hedging transactions. Depending on the number of Certificates to be exercised, the prevailing market conditions, and the liquidity in the given Underlying instrument, it cannot be excluded that canceling the hedging transactions may impact the price level of the Underlying, and therefore also the Redemption Amount and/or manner of redemption.

Market disruptions and adjustments

The Issuer will determine, according to the Terms and Conditions, whether a Market Disruption exists or has occurred, as well as what adjustments should be made Market Disruptions can influence the value of Certificates and delay their redemption. In the context of adjustments involving the Underlying, it cannot be excluded that the assessment on which an adjustment is based may later prove to be incorrect, and that said adjustment could therefore turn out to be disadvantageous to the investor.

Transactions limiting or excluding risk

The investor should not assume that he/she will be able to conclude transactions which limit or exclude his/her risks any time he/she chooses during the Certificates' term. His/her ability to do so will depend on market conditions and the prevailing contractual terms. In some cases, the investor may only be able to initiate such transactions at unfavorable market prices, so that he/she will suffer a corresponding loss.

Trade in the Certificates

As a rule, Certificate Holders can sell their Certificates on a financial exchange or off-exchange at any time. The Issuer intends to set purchase and selling prices for the Certificates on a regular basis and under normal market conditions. Nevertheless, the Issuer assumes no legal obligation of any kind with respect to the level of said purchase and sales prices, or with respect to their determination. The investor should therefore not assume that he/she will be able to sell a Certificate at a specific time or for a specific price during its term. It is to be expected that Certificates, due to their special structure, will be subject to larger bid/ask spreads than Shares.

Drawing credit

When the purchase of Certificates is financed through credit, the investor's risk of loss increases. In this context, if the market develops contrary to the investor's expectations, the investor will not only have to absorb any realized loss, but will have to repay principal and interest on the loan. The investor should therefore never assume that he/she will be able to repay interest and principal on a loan with proceeds from the Certificates. Rather, the investor should carefully review his/her financial situation before taking out the loan, so as to make certain that he/she would indeed still be able to make interest payments – and possibly an early repayment of the principal – even if he/she were to suffer losses.

The information relating to risk is not part of the Terms and Conditions.

The order and extent of the foregoing risk descriptions are not intended as an indication of the scope of the financial consequences of any given risk, should it be realized, nor as an indication of the likelihood that any of the risks described will be realized. It should be noted that various risks can occur in combination and can reinforce one another. Potential investors should only buy Certificates if they can financially afford the risk of a total loss of their investment, including all transaction costs paid.

This general risk overview is not meant to replace the investor's individual consultation with his/her own bank or other financial advisor(s) prior to making an investment decision. If needed, your personal bank will be able to give you more information about transactions involving futures and options and the risks they entail.

Certificates are based on complex mathematical structures, which may not be readily intelligible to the investor. In addition, there is the possibility that the investor may underestimate the true risk associated with

a purchase of Certificates. Potential investors should therefore ensure that they have gained a thorough understanding of the workings of the respective investment vehicles in question.

Before purchasing Certificates, potential investors should carefully review their financial situation to make certain that they can bear the risks of loss associated with Certificates, including the risk of a total loss of their investment.

C. SECURITIES DESCRIPTION

The Securities Description outlines Certificate features which are legally and bindingly regulated in the Terms and Conditions. The Terms and Conditions specifically include the applicable definitions for the language terms used in the Securities Description. In case of discrepancies between the Securities Description and the Terms and Conditions, the latter will have precedence and sole applicability.

1. Object

The Certificates comprise the following product categories:

TWIN-WIN Cap Index Certificates.

These products (hereinafter referred to as "Certificates") are based on an index (hereinafter, "Underlying instruments" and/or "the Underlying"). These Certificates are derivative securities, whose price behavior will depend on that of the Underlying instrument.

2. Interests of participating individuals

2.1. Pricing by the Issuer

As a rule, the Issuer will set the buy and sell price for the Certificates (so-called "market making") by determining a spread between the ask and bid price based on demand and supply, as well as on profit considerations.

The issue price of the Certificates will include expenses incurred by the Issuer (cf. D. 5.3 of this Base Prospectus and/or C.5.3 of the Final Terms), and these expenses will also be factored in when setting prices in the secondary market. Moreover, certain miscellaneous charges, such as amounts paid or invoiced for the Underlying securities, will also be included in the price determination. The Market Maker may, at its discretion, opt to subtract these variable costs (in whole or in part) from the calculated fair value of the Certificate up front, rather than allocate them evenly over the term of the Certificate.

Consequently, the prices set by the Market Maker may deviate from the calculated fair value of the Certificates and/or from the market value one could reasonably expect to obtain in a liquid market at a given point in time.

In addition, the Market Maker may change the methodology used to set prices at any time, for example by widening or narrowing the bid/ask spread. Also, the Issuer may issue additional securities which have similar or identical features to these Certificates. The issuance of Certificates which compete with the original Certificates may affect the index components and therefore the value of the Certificates.

2.2. Other conflicts of interest

Conflicts of interest for the Issuer regarding the Underlying security

The Issuer may potentially transact business for its own account or for a third party. Such business may involve securities in the index. Such transactions may have either a positive or a negative effect on the price of the Underlying security, and thus on the value of the Certificate as well. Furthermore, the Issuer may own a significant interest in individual companies associated with the Underlying security, so that issuance of corresponding Certificates could result in a conflict of interest.

The Issuer may also act in the capacity of issuing agent, accountant, paying agent and administrator for the Underlying security. In this way, the Issuer may have direct or indirect influence over the price and (thus the value) of the Underlying security.

In connection with future offers of the securities included in the index, the Issuer may act as a consortium member, as a financial advisor, or as a merchant bank. These types of business activities may lead to conflicts of interests and could influence the value of the Certificates.

As a rule, the Issuer will initiate certain protective transactions (so-called "hedging transactions") in order to cover the risks of issuing Certificates. From the viewpoint of the Issuer, such transactions have no effect upon an Underlying security or upon the Certificates under normal circumstances. However, one cannot completely exclude the possibility that the value of the Certificates may be adversely affected (to the detriment of the investor) as a result of hedging transactions, or due to the Issuer’s sale of Underlying securities.

3. Reasons for the offer and use of proceeds

As a rule, the net proceeds earned from the sale of Certificates will be used, in whole or in part, to initiate hedging transactions which cover required payments or deliveries of Underlying securities associated with the Certificates. The proceeds will also be used to cover the internal and external underwriting and marketing costs of the Issuer with respect to the Certificates.

4. Data about the securities to be offered

4.1. Data about the securities to be offered

4.1.1. General description of the securities

The German Security ID Codes (WKN) and ISIN Code are described in Section A of the Final Terms ("Material Features").

The Certificates are structured in accordance with the legal stipulations of the Federal Republic of Germany and, once approved, are issued through the authorized channels of the Issuer.

The Certificates under discussion are bearer bonds. For the entire duration of their term, these bonds will be documented in a global bearer Certificate which will be kept at Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan. The Certificates are transferable as co-ownership Shares in the global bearer Certificate, in accordance with the terms and conditions of Monte Titoli S.p.A..

The price of the Underlying will be expressed in Euro (the "Trading Currency"). The "Trading Currency" of the issue will be Euro. The Certificate in question is a "Quanto Certificate," i.e. one hedged against currency losses. This excludes any currency risk due to converting an Underlying denominated in a currency other than Euro – both during its term (when setting the ask/bid price) as well as at the time of its redemption. The level of the index will be denominated and repaid in Euro. A conversion at the prevailing exchange rate will no longer be necessary. Assuming the appropriate Exchange Ratio, 1 Euro ("*Trading Currency*"*)* will correspond to one index point in all of the redemption Options.

The Certificates establish the direct and indirect obligations of the Issuer, which have an equal ranking both in relation to one another and also in relation to any other present and future unsecured and unsubordinated obligations of the Issuer. Excepted will be obligations which have priority due to binding legal stipulations. Also see Section 8 of the Terms and Conditions (Part E. of the Base Prospectus and/or Part D. of the Final Terms).

4.1.2. Description of rights

The Issuer guarantees each Certificate Holder the right ("Certificate Rights") to redeem the Certificates in accordance with the Terms and Conditions (and/or to receive a termination fee upon early termination by the Issuer and – in line with the Terms and Conditions – to payouts of Additional Amounts on the appropriate Valuation Date.

The Certificates do not confirm any right to interest payments or dividend payments and/or any regular payouts from the Certificates.

The Issuer has the option, in accordance with the Terms and Conditions, to terminate the Certificates extraordinarily/prematurely by giving notice in certain cases. These are more fully described in the Terms and Conditions.

A detailed description of the rights connected with the Certificates, including any limitations thereto, can be found in the Terms and Conditions (in Part E of the Base Prospectus and Part D of the Final Terms).

4.1.3. Settlement procedure

The settlement procedure for the Certificates is described in Section 6 of the Terms and Conditions.

The exact procedure whereby the Issuer is to perform the services which the Certificate Holder requires to redeem the Certificates on the Maturity Date (and/or the termination date) is described in Section 6 of the Terms and Conditions.

Details about redemption and the conversion of Redemption Amounts denominated in currencies other than Euro into Euro may be found in the Terms and Conditions (cf. D.4.1.1 of the Base Prospectus and C.4.1.1 of the Final Terms).

4.1.4. Product description

Repayment profile

Upon acquiring the Certificates, the investor obtains the right to redeem the Certificates in accordance with the Terms and Conditions.

The Certificates grant the investor the right to redeem the Certificates according to Section 6 of the Terms and Conditions in line with either Option A, Option B or Option C. The manner of redemption and/or the Redemption Amount is not fixed at the time the Certificates are purchased, since it depends on the performance of the Underlying.

Option A: Assuming the proper Exchange Ratio, the Issuer will pay out an amount denominated in Euro (the "Trading Currency") which corresponds to the Base Amount plus an Additional Amount equaling the positive difference between the closing index level officially determined by the Determination Agent on the Exercise Date and the Base Amount multiplied by the Leverage Factor but not to exceed the Maximum Amount insofar as the closing index level on the Exercise Date exceeds the Base Amount.

Option B: If the closing index level on the Exercise Date reaches or falls below the Base Amount, and if the index level has never reached or fallen below the PROTECT Level between the beginning and end of the Observation Period, then the Issuer will redeem the Certificates – assuming the proper Exchange Ratio – by paying an amount at least equal to the Base Amount. In addition, the Issuer will pay an amount – again assuming the proper Exchange Ratio – corresponding to the difference between the Base Amount and the index level officially determined by the Determination Agent on the Exercise Date.

Option C: However, if the index level reaches or falls below the PROTECT Level at least once during the Observation Period, and if the closing index level on the Exercise Date reaches or falls below the Base Amount, then the Issuer will be entitled to redeem the Certificates – assuming the proper Exchange Ratio – by paying an amount corresponding to the index level on the Exercise Date.

Insofar as the price (index level) does not reach or fall below the PROTECT Level, this guarantees redemption according to Section 6 of the Terms and Conditions under either Option A or Option B through a payment equal to the Base Amount while using the proper Exchange Ratio. If the Certificates are redeemed under Option B, then the investor will participate in any decline of the index level in relation to the Base Amount up until the Exercise Date, provided the price (index level) never reaches or falls below the PROTECT Level. In this case, any drop in the price (index level) in relation to the Base Amount will have a positive outcome for the investor.

Moreover, due to the Cap feature, this type of Certificate provides only limited participation in the appreciation of an index. This is despite the unlimited risk of losing all the capital invested as well as any other fees and charges. The Certificate's maximum return is – assuming the proper Excange Ratio – the difference between the purchase price paid for the Certificate and the Maximum Amount. If the index level officially determined by the Determination Agent on the Exercise Date exceeds the Cap, then the investor will receive – assuming the proper Exchange Ratio – the maximum payment for each Certificate according to the Maximum Amount. If the price of the Share (index level) rises above this amount, the investor will not participate further in the appreciation. Also in this case, the maximum payout –assuming the proper Exchange Ratio – is an amount multiplied by the Leverage Factor and limited by the Cap. The investor foregoes the profit from the price appreciation which he/she would have achieved from a direct investment in the Shares of the Index.

Factors determining value

Regardless of the given Exchange Ratio, the Certificate Holder is in a comparable financial position as someone who acquires components of an index and simultaneously purchases various forms of options on this Index.

The Certificate value is particularly dependent on the price changes of the Index and of the individual index components, as well as on the applicable factors influencing option value.

Apart from the Leverage Factor, the Certificate value is essentially determined by the sum of all the prices of the individual component securities making up the index, multiplied by their respective weighting in the index. Thus, it is possible that positive price changes in certain index components may be offset by negative price changes in other index components. Conversely, the negative performance of certain components may be offset by the positive performance of other components.

Besides prices reaching the PROTECT Level, other factors which also influence options include: the remaining term until the Maturity Date; the intensity of expected price fluctuations (volatility) of the index; the money-market interest rate; and, for a price index, the expected dividend payouts from the Shares in the Index. Even if an index rises over the term of a Certificate, the overall price of a Certificate may still decline due to these other value-influencing factors.

Further information about the product structure

For all redemption options one index point corresponds to EUR 1.00. The certificate in question has a currency hedging feature. The underlying is expressed and redeemed on the Trading Currency and is converted from the Currency of the Underlying into the Trading Currency.

4.2. Information about the Underlying instrument

4.2.1. Description of the Underlying instrument

The index level relevant for redemption is the closing index level on the Exercise Date, as officially determined by the Determination Agent.

The Underlying is the S&P 500. Further information about this index can be found in the internet on the following website: http://www.standardandpoors.com.

Data about the historical and future performance as well as historical volatilities of the index may be obtained there.

4.2.2. Market disruptions and adjustments

The definition of a market disturbance affecting the Underlying (i.e. the consequences of a market disturbance, such as possible postponement of the Exercise Date, the failure to determine the key price of the Underlying), as well as a description of corrective actions, can be found in Section 4 of the Terms and Conditions.

Adjustments to the Underlying are provided for in Section 3 of the Terms and Conditions.

5. Terms of the offer

5.1. Issued volume

The number of Certificates per issue is stated in the Section A. ("Material Features") of the Final Terms.

5.2. Certificate offer

The initial offering will have a subscription deadline of 26 March 2007. The Issuer reserves the right to end the subscription period ahead of schedule. The Issuer has no obligation to accept a given subscription application. Partial allotments are possible (especially in case of oversubscription).

As a rule, Certificates may be acquired (off-exchange) until the Exercise Date. The Exercise Date is stated in the relevant Final Terms ("Material Features").

5.3. Initial Sales Price

The initial sales price of the Certificates (the so-called "Issue Price") will be fixed no later than the day of the first public offer of the Certificates, and will be stated in the relevant Final Terms ("Material Features"). The Issue Price of the Certificates may contain – in addition to the expressly stated expense surcharges (so-called "Agios") or other charges – a surcharge added to the fair book value of the Certificates which is not apparent to the investor. This surcharge, for the most part, serves to cover risk-hedging and selling expenses for the Certificates.

Once the initial selling prices have been set, they will be continually adjusted to market conditions.

5.4. Paying Agent, Depositary Agent, Determination Agent; Cooperation Partner

The Paying Agents are as follows: Sal. Oppenheim jr. & Cie. KGaA, Untersachsenhausen 4, D-50667 Cologne, Germany and BNP Paribas Securities Services, Via Ansperto 5, I-20123 Milan, Italy.

The Depository Agent is as follows: Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan, Italy.

The redemption's option and the amount to be paid will be determined by the Issuer itself.

There is no Cooperation Partner at this time.

6. Exchange-Trading of the Certificates

The Issuer will apply to have the Certificates listed on the SeDeX™ market managed and organized by Borsa Italiana S.p.A, Milan/Italy.

7. Additional Information

7.1. External Consultants

There are currently no external consultants. (See also D.2.3.)

7.2. Public Disclosures

Insofar as they involve one of the situations provided for in the Terms and Conditions, announcements regarding the Certificates will be published in at least one of the statutory notice journals of the Relevant Stock Exchange(s) in accordance with Section 7 of the Terms and Conditions. These announcements will be for informational purposes only, and will not have binding effect, insofar as not otherwise provided in the Terms and Conditions.

Where the text is marked with the □ symbol (hereinafter referred to as "Placeholders") the term or text to be inserted can be found in Part A of the Final Terms ("Material Features"), i.e. this information is an integral part of these Terms and Conditions.

Section 1
Form and Number of Certificates, Collective Custody, Fungibility

(1) Sal. Oppenheim jr. & Cie. Kommanditgesellschaft auf Aktien (partnership limited by Shares), Cologne (hereinafter referred to as the "Issuer") hereby issues

150,000 TWIN-WIN Cap Index Certificates on the S&P 500 ® per issue (in words: onehoundredfiftythousand)
ISIN Code: DE000SAL5B72

(hereinafter also referred to as the "TWIN-WIN Certificates" or the "Certificates").

(2)The Certificates are represented, for their entire term, by a permanent global bearer certificate that is deposited with Monte Titoli S.p.A. (hereinafter MT). Certificate Holders shall have no rights as regards the production and delivery of definitive securities. The Certificate Holders shall have a co-ownership interest in the Global Bearer Certificate which may be transferred, after acquisition, in accordance with Monte Titoli S.p.A.'s governing rules and regulations

Certificates will be accepted for clearing through one or more clearing systems as specified in the relevant Final Terms. These systems include systems operated by Clearstream Banking AG, Neue Börsenstrasse 1, D-60487 Frankfurt / Main, as well as systems operated by Monte Titoli S.p.A., Via Mantegna 6, I-20154 Milan, Italy. Clearing systems operated by Monte Titoli S.p.A. will be operated in accordance with the regime of centralized custody and circulation of dematerialized securities, as provided by Legislative Decree no. 58 of 24 February 1998, Legislative Decree no. 213 of 24 June, 1998 and CONSOB Resolution no. 11768 of 23 December 1998. According to such regime, the Certificates are transferred through accounts opened with Monte Titoli S.p.A. by intermediaries qualified to participate in the Monte Titoli S.p.A. system.

(3) In securities transactions the Certificates are transferable as units of one Certificate or as integral multiples thereof.

Section 2
Certificate Rights, Term, Definitions

(1) The Issuer grants each Certificate Holder of a TWIN-WIN Certificate the right ("Certificate Right") to redemption of the Certificates in accordance with these Terms and Conditions.

(2) The term of the Certificates shall end, and the Certificates shall be redeemed according to Section 6, subject to an early redemption notice pursuant to Section 3 (6).

The Certificate Right will be deemed to be automatically exercised on the Maturity Date without the requirement of an exercise notice or the performance of other qualifications.

(3) The Issuer shall determine the type of redemption on the Exercise Date.

Option A: The Issuer shall pay the Base Amount – taking into consideration the Exchange Ratio – in Euro (the "“Trading Currency”") plus an Additional Amount equal to the positive difference between the closing index level officially determined by the Determination Agent on the Exercise Date and the Base Amount, multiplied by the Leverage Factor, but not exceeding the Maximum Amount, provided that the closing index level exceeds the Base Amount on the Exercise Date.

Option B: If the closing index level is equal to or less than the Base Amount on the Exercise Date and provided that the index level has never reached or fallen below the PROTECT Level on any given exchange trading day during the entire Observation Period, the Issuer shall redeem the Certificates – taking into consideration the Exchange Ratio – by payment of at least the Base Amount. Furthermore, the Issuer shall pay an amount equal to the difference between the Base Amount and the officially determined closing index level on the Exercise Date – also taking into account the Exchange Ratio.

Option C: If the index level reaches or falls below the PROTECT Level on at least one occasion during the Observation Period and if the closing index level is less than the Base Amount on the Exercise Date, the Issuer is, however, entitled to redeem the Certificates – taking into consideration the Exchange

Ratio – by payment of an amount corresponding to the closing index level on the Exercise Date.

Provided that the level of the Index does not reach or fall below the PROTECT Level during the term of the Certificate, redemption in accordance with Option A or Option B through payment of an amount equal, at least, to the Base Amount – taking into account the Exchange Ratio is guaranteed on a date in accordance with Section 6.

For all redemption options one index point corresponds to EUR 1.00. The certificate in question has a currency hedging feature. The underlying is expressed and redeemed on the Trading Currency and is not converted from the Currency of the Underlying into the Trading Currency.

(4) The Certificates do not grant the Certificate Holders any right to interest payments, dividend payments or other (regular) distributions.

(5) Subject to modifications in accordance with the subsequent Sections, the following definitions apply to these Terms and Conditions:

Underlying/Index:	□ (ISIN Code)
Currency of the Underlying:	□.
Exchange ratio:	□.
Base Amount:	□.
Cap:	□.
PROTECT Level:	□.
Observation Period:	□ (inclusive of both start and end date).
Leverage Factor:	□.
"Trading Currency":	□.
Start of Sale:	□.
Value Date:	□.
Exercise Date:	□. means the Maturity Date notwithstanding the provisions set forth in Section 4. If this day is not a stock exchange trading day, the next stock exchange trading day on which the stock exchange is open for trading in Frankfurt am Main following the initial Exercise Date is considered the Exercise Date.
Maturity Date:	□. If the Exercise Date is postponed in accordance with Section 2 (5) or in accordance with Section 4 (1), the Maturity Date is postponed accordingly.
Determination Agent:	□.
Relevant Derivatives Exchange:	□.
Smallest Tradable Unit:	One identical Certificate or integral multiples thereof.
Bank Business Day:	Every day on which the banks in Frankfurt am Main and Milan are opened for general business.
Stock Exchange Trading Day:	□.

Section 3
Adjustments, Redemption of the Certificates by the Issuer, Successor Index

(1) The key factor in determining the value of the Certificate and the Redemption Amount and redemption type is the respective index concept as determined and published by the Determination Agent (even if changes are made in the future to the calculation of the index, to the composition or weighting of the prices and individual stocks on the basis of which the index is calculated, or to the publication method, or if any other changes or adjustments are made or other measures taken with a resulting impact on the calculation of the index), provided that the following provisions do not result in another index concept.

(2) As a general rule, no adjustments shall be made to the Base Amount, the PROTECT Level and the Exchange Ratio (hereinafter also referred to as the "Features"), unless the Issuer is of the opinion that the relevant concept and index calculation method on the Exercise Date is no longer comparable with the relevant concept and index calculation method that applied on the Issue Date as a result of changes, adjustments or other measures. In particular, the relevant concept and index calculation method are

deemed to no longer be comparable if there is a material change in the index due to changes, adjustments or other measures, despite the fact that the prices and weightings of the individual stocks contained in the index have remained the same.

(3) If the index is closed or replaced by another index concept, or in the event that the licence agreement between the Determination Agent and the Issuer cannot be continued, the Issuer shall determine, adjusting the Features accordingly where appropriate, whether or not another (and if so, which type of) index concept shall be applied in the future, in order that the measure in question does not result in any fundamental economic disadvantage for the investor. This index concept (hereinafter also referred to as the "Successor Index") shall then be considered the index within the meaning of Section 2 (5).

(4) The Issuer shall, at its reasonable discretion and taking into account both the residual maturity and the most recently determined prices of the Certificates, establish new Features which are as similar as possible, in terms of their economic result, as the previous regulations. The Issuer shall determine the date on which the adjusted Features are to be applied for the first time, taking into account the point in time at which the change, adjustment or other measure took place.

If the Cap is adjusted, this normally results in an unchanged Maximum Amount, taking into account the Exchange Ratio and the Leverage Factor.

(5) If the index is no longer calculated and published by the Determination Agent, but by another individual, company or institution deemed suitable by the Issuer (hereinafter referred to as the "Successor Determination Agent"), the Redemption Amount and type shall be determined and calculated on the basis of the index calculated and published by the Successor Determination Agent where appropriate. Any reference made to the Determination Agent in these Terms and Conditions shall be deemed a reference to the Successor Determination Agent insofar as the context permits.

(6) If, for whatever reason, the Issuer deems an adjustment of the Features or the determination of another relevant index concept to be impossible, the Issuer shall have the right to early redemption of the Certificates by way of an announcement pursuant to Section 7. In such cases, the term of the Certificates shall end, irrespective of the Maturity Date specified in Section 2 (5), on the day on which the last index value was published (the "Redemption Date"). In such cases, the Issuer shall determine an appropriate value for the Certificates - where appropriate consulting an expert – and pay the Redemption Amount to the Certificate Holders in accordance with Section 6.

(7) All adjustments and determinations made by the Issuer are binding for all parties (provided that no apparent mistakes have been made). The Issuer is only liable for adjustments and determinations it makes or does not make, or for other measures it takes or does not take in connection with these Certificates if, and to the extent that it has breached the duty of care of a prudent businessman.

(8) The Issuer shall publish the adjustments, as well as the date on which they shall be applied for the first time, in accordance with Section 7.

Section 4
Market Disruption

(1) If the Issuer deems that a Market Disruption pursuant to (5) has occurred on the Exercise Date and at the point in time at which the closing level of the index which is relevant to the mode of redemption or the Redemption Amount is determined or one hour prior to this, the Exercise Date shall be the next stock exchange trading day in Frankfurt am Main on which the stock exchange is open for trading and no Market Disruption occurs. In this case, the Maturity Date shall be postponed accordingly.

(2) If the Exercise Date has been postponed, as a result of the provisions set out in (1), by ten Bank Business Days and the Market Disruption continues on this day as well, a "Substitute Price" shall be set for the index and shall replace the closing level of index pursuant to Section 2 (3).

The "Substitute Price" shall be the closing index level as determined by the Issuer at its reasonable discretion in accordance with section 315 of the German Civil Code (BGB) and taking into account the market conditions that apply on the day in question – where appropriate after consulting an independent expert; calculation of the Substitute Price by the Issuer shall be based, if available, on the substitute Underlying price set by the Relevant Derivatives Exchange (insofar as options on the Underlying are traded on the Relevant Derivatives Exchange).

(3) If the Issuer deems that a Market Disruption, within the meaning of (5), has occurred during the Observation Period, it shall suspend the determination of whether or not the price of the Underlying is below, or at the PROTECT Level for the duration of the market disruption in question.

The Issuer is entitled, but not obliged to use a substitute barrier determination price set at its reasonable discretion in order to determine whether or not the price of the Underlying is below, or at the PROTECT Level.

(4) If the end of the Observation Period falls on the same day as the Exercise Date, and the Exercise Date is postponed in accordance with (2), the end of the Observation Period shall be postponed accordingly.

(5) A "Market Disruption" means the temporary suspension or material limitation in either the acquisition of the index constituents or trading in

(i) an individual index constituent or
(ii) several index constituents or
(iii) a futures or option contract on the index or index constituents on the Relevant Derivatives Exchange.

provided that, in the reasonable discretion of the Issuer, this suspension or limitation is deemed material to the valuation of the Certificates. A limitation on the hours or number of days during which trading takes place shall not constitute a Market Disruption if it results from a previously announced change made by the Relevant Stock Exchange.

(6) In accordance with Section 7, the Issuer shall endeavour to immediately notify the parties that a Market Disruption has occurred. It is, however, under no obligation to issue a notification.

(7) In addition to the provisions set out above, the definitions and rules of the Determination Agent and the rules and regulations of the Relevant Derivatives Exchange shall also apply.

Section 5
Termination by Certificate Holders; Waiver of Exercise

A right to termination of the Certificates by the Certificate Holders is excluded.

The Certificate Holders are entitled to waive the automatic exercise of the Certificates as set out in Section 2 (2) above pursuant to Article 2.2.20 of the “Rules of The Markets Organised and Managed by Borsa Italiana S.p.A.”. The Certificate Holders shall have the right to notify the Paying Agent by fax of their intention to waive the exercise, using the form attached as "Appendix A" to these Terms and Conditions. The Certificate Holder shall send such form (i) for Certificates on an Underlying consisting of Italian shares traded on regulated markets organised and managed by Borsa Italiana S.p.A. or of indexes managed by Borsa Italiana S.p.A.(the “Italian Underlying”), by 10.00 a.m. (Milan time) on the Maturity Date (ii) for Certificates on an underlying other than an Italian Underlying, by 3.00 p.m. (Milan time) on the Bank Business Day following the Maturity Date or, in case of Market Disruptions, on the Bank Business Day immediately following the Market Disruption.

The declaration of a waiver of exercise by a Certificate Holder will be irrevocable. In such case the Certificates will not be redeemed.

Section 6
Redemption

(1) The Issuer undertakes to provide for the necessary means for redemption five Bank Business Days after the Maturity Date with MT, which will forward these to the respective depository banks, which shall, in turn, credit the appropriate amount to the Certificate Holders. The payments shall be made in the currency that is legal tender at the time of payment in Italy. Where appropriate, the amount per Certificate shall be rounded to two decimal places with the amount of 0.005 being rounded down.

(2) The Issuer is released from its payment or delivery obligations resulting from these Certificates upon providing the appropriate means to MT.

(3) The settlement of the Certificates is subject to all laws, regulations, administrative provisions and procedures in effect on the Valuation Date or the date of Redemption according to (1). Neither in the event that, as a result of these rules and procedures, the Issuer, despite reasonable efforts, is not in a position to meet its obligations as described in (1) and (2), nor for actions or omissions of settlement agents resulting from, or in connection with the fulfilment of the obligations arising from these Certificates shall the Issuer be held liable.

(4) Any taxes or other charges that accrue in connection with redemption shall be borne by the Certificate Holder. The Issuer may withhold any taxes or charges payable by the Certificate Holder.

Section 7
Announcements

All announcements relating to the Certificates shall be published, insofar as this is required by law or on the basis of stock exchange provisions, in a business or daily newspaper widely circulated in the member states of the European Economic Area in which the public offer or admission to trading is planned. In all other cases, the announcement can be made on the Issuer’s website. All announcements relating to the Certificates shall be deemed effectively given by sending the relative announcement to *Borsa Italiana S.p.A.* (Italian Stock Exchange). Except as otherwise provided in these Terms and Conditions and/or in the Final Terms, these announcements are for informational purposes only and do not constitute a condition of validity.

Section 8
Status

The Certificates constitute direct and unsecured obligations of the Issuer, which rank *pari passu* with each other and with all other unsecured and unsubordinated obligations of the Issuer, with the exception of those obligations that have priority due to mandatory statutory provisions.

Section 9
Issuance of Further Certificates, Repurchase, Partial Reduction

(1) The Issuer reserves the right to issue further Certificates with the same Features from time to time without the consent of the Certificate Holders by consolidation all Certificates into a single issue, thus increasing total volume. In the case of such an increase, the terms "Certificate" and "TWIN-WIN Certificate" shall also refer to the additionally issued certificates.

(2) The Issuer may, but has no obligation to redeem the Certificates at any time during their term. The Issuer is under no obligation to inform the Certificate Holders of such a repurchase. The repurchased Certificates may be held as cancelled, resold or otherwise used by the Issuer.

(3) The Issuer may reduce the volume of the Certificates (partial reduction) at any time during their term, provided that the remaining balance covers the volume of Certificates sold at the point in time of the reduction.

Section 10
Selling restrictions

The distribution of the Base Prospectus and/or the Final Terms including the Terms and Conditions and the offer/purchase of the securities may be subject to statutory limitations in certain countries. Any offer or purchase of the Certificates in any other country is only permissible if the conditions of sale prevailing in that country have been fulfilled and the regulations that apply to the purchase of the Certificates in that country have been adhered to.

Selling restrictions of this nature currently apply, in particular, in the United States of America: The Certificates are not registered pursuant to the United States Securities Act of 1933 (the "Securities Act") and may at no point in time be offered or sold within the United States or to, for the account of, or for the benefit of US-Persons. The term "United States" means the United States of America, its territories, states, the district of Columbia and any other enclave of the government of the United States, its authorities or agents. The term "**US-Person**" means (1) any natural person resident in the United States; (2) a partnership, corporation or other legal entity having its principal place of business in the United States; (3) any estate or trust subject to United States federal income taxation; (4) any entity organised principally for passive investments, for example, a pool, an investment company or any other legal entity, in which US-Persons hold more than 10% of the beneficial interest or which was formed principally for the purpose of facilitating investments by US-Persons; (5) a pension plan for the employees, officers or principles of a legal entity organised in the United States or having its principal place of business there; or (6) a US-Person pursuant to the definition under Regulation S of the Securities Act.

Section 11
Replacement of the Issuer

(1) The Issuer may replace the debtor without the prior consent of the Certificate Holders with any other company as debtor (the "New Issuer") with respect to all obligations resulting from or in connection with the Certificates, provided that

(a) a prior written notice to the Relevant Stock Exchange has been made at least thirty days before such replacement takes place,
(b) the New Issuer, pursuant to an agreement with the Issuer, assumes all obligations of the Issuer resulting from or in connection with the Certificates,
(c) a trustee, which may be a bank or an accounting firm in Frankfurt am Main with international standing (the "Trustee"), which is appointed by the Issuer for this purpose, using its own reasonable discretion (section 315 BGB), deems that the assumption of debt pursuant to (a) above is not fundamentally detrimental to the Certificate Holders and authorises it on their behalf,
(d) the Issuer guarantees these obligations of the New Issuer vis-à-vis the Certificate Holders and
(e) the New Issuer has obtained all of the necessary approvals from the authorities of the country in which it has its registered office.

Upon fulfilment of the conditions described above, the New Issuer shall replace the Issuer in every regard and the Issuer shall be released from all obligations arising from or in connection with the Certificates vis-à-vis the Certificate Holders as a result of its function as Issuer.

(2) In the case of such a debtor replacement, any reference made to the Issuer in these Terms and Conditions shall, from that point on, be deemed a reference to the New Issuer.

The replacement of the Issuer shall be announced immediately pursuant to Section 7.

Section 12
Final provisions

(1) The form and content of the Certificates, as well as all of the rights and obligations of the Issuer and of the Certificate Holders shall be governed in all respects by the law of the Federal Republic of Germany.

(2) The place of performance is Frankfurt am Main.

(3) The place of jurisdiction for all legal disputes in connection with the Certificates for merchants (*Kaufleute*), legal entities under public law, separate estates under public law and individuals with no general place of jurisdiction in the Federal Republic of Germany is Frankfurt am Main. In such cases, Frankfurt am Main is the exclusive place of jurisdiction for all actions brought against the Issuer.

(4) The Issuer may, without the consent of the Certificate Holders, (i) correct obvious clerical or computational or other manifest errors in these Terms and Conditions as well as (ii) modify or supplement contradictions or gaps in provisions; in cases falling under (ii), the only amendments or supplements that may be made are those which, with due consideration given to the interests of the Issuer, do not place an unreasonable burden on the Certificate Holders, i.e. those which do not have a material negative impact on the financial situation of Certificate Holders. The Issuer shall inform the Certificate Holders of such corrections or supplements immediately in accordance with in Section 7.

(5) If any provision of these Terms and Conditions is, or becomes invalid or proves to be incomplete or impracticable, this shall not affect the validity of the remaining provisions. The invalid or impracticable provision shall be replaced, and any gaps closed by an appropriate provision which corresponds to the meaning and purpose of these Terms and Conditions and the commercial interests of the parties. The same shall apply to any omissions that cannot be resolved in accordance with (4).

APPENDIX A
To the Terms and Conditions of the TWIN WIN Cap Certificates on S&P 500

WAIVER OF THE RIGHT TO EXERCISE

To be completed by the Certificate Holder

To: □

To the attention of □

Fax no.: □ **Tel. no.:** □

Object: TWIN WIN Cap CERTIFICATES

The Certificate Holder
□
____

Name and surname or companies name of the Certificate Holder
□
____
Street and no.
□
____
Town, province
□
____
Telephone
□
____

Hereby irrevocably waives the right to the exercise of the Certificates of which it is the Certificate Holder in accordance with the rules set out in the Terms and Conditions of the TWIN WIN Cap Certificates on S&P 500.

Series of the Certificates:
□
____

ISIN Code:
□
____

Number of Certificates:
□
____
Place, Date
□
____________________________ on ______________________

Signature of the Certificate Holder

E. TAXATION

The following remarks concerning taxation serve to outline taxation regulations in the European Union, in the Federal Republic of Germany and Italy under current law. It cannot be excluded, however, that tax assessments may change over time due to amended laws, legal judgments or decrees issued by the tax authorities. The Issuer has no obligation to inform the investor of such changes.

These remarks deal with payouts for Certificates which are issued in accordance with the Base Prospectus, and which are the Object of the Final Terms. These remarks are not exhaustive. Specifically, they do not cover all the possible tax impacts for an investor in the Federal Republic of Germany and Italy.

According to the current laws or standard practices of the country in which the Certificates are acquired, transferred, exercised or terminated, transactions involving the Certificates may carry with them the duty to pay stamp taxes, securities sales tax, income taxes, corporate taxes, excise taxes, capital gains taxes, withholding taxes, social solidarity taxes or other deductions.

1. EU Directive for Tax on Interest Income

On June 3, 2003, the European Council agreed on the final language of its directive for the taxation of interest income (EU Interest-Income Tax directive). These set forth that each EU member nation must oblige the Paying Agents based in its respective territory to inform the proper authorities of that country with regard to the interest income paid out to natural persons residing in another EU member-state and being also the beneficial owners of said interest. The proper authorities in the EU member state in which a Paying Agent is based (as defined in the directive) are in turn obliged to pass this information on to the authorities of the EU member nation in which the beneficial owner(s) of the interest income reside(s).

Effective for a transitional period, Austria, Belgium and Luxembourg have opted out of this information-exchange in favor of imposing a withholding tax on interest income at its source, as provided for under the directive. Accordingly, a withholding tax of 15% will be deducted during the first three years following adoption of the directive. The tax will rise to 20%, effective for the next three years, and to 35% for the seventh year and thereafter. Analogous rules apply to Switzerland and Liechtenstein, among others. The EU Interest-Income Tax Directive have been if effect since July 1, 2005.

2. Taxation in the Federal Republic of Germany

Taxation of Private Assets in the Federal Republic of Germany

Income from capital investments are taxable in the Federal Republic of Germany insofar as such income belongs to one of the categories defined under the Income Tax Code (EStG). The following description deals only with stipulations relevant to the taxation of capital-investment income for private investors (Section 20. 1, No. 7 and/or 2, No. 4 of the EStG) and (Section 23, 1, No. 2 and No. 4 of the EStG).

Not all of the tax aspects are dealt with here. The various tax situations of different investors are also not covered. A tax advisor should always be consulted regarding specific cases. **At present, there are no definitive court judgments or pronouncements from the tax authorities with reference to innovative types of investment vehicles such as those presented here. Thus, it cannot be excluded that the tax authorities may decide to apply a different tax assessment in the future.**

Taxation of Capital Gains

According to Section 20, 1, No. 7 of the EStG, income from any type of capital-equity receivable belongs to the capital-gains income category whenever the repayment of the invested capital, and/or a fee for the investment of the capital, have been agreed or granted. The descriptive wording "or have been granted" is intended to cover those cases in which the repayment of invested capital and/or the payment of a fee are assured due to the structure of the investment itself, despite the absence of an express or implied agreement to this effect.

The Certificates under discussion do not grant the payment of a fee and/or a right to repayment as described above. Significant losses can result due to unfavorable investment scenarios. The stipulations regarding taxation of interest income should therefore not be applicable in this context, since the investment vehicle in question merely aims to realize profits from unforecastable price differentials.

In addition, according to the circular from the Federal Tax Agency of November 27, 2001 (IVC 3 – pages 2256 / 265/1), capital gains income from Certificates is not taxable when neither the repayment of the capital nor the payment of a fee have been agreed and/or granted.

Taxation of Income from Private Sales Transactions

The only tax exposure will be the one defined by Section 23, Para. 1, No. 2 and/or No. 4. These regulations state that profits from a sale or redemption of the Certificates within one year of their acquisition are taxable. Such profits remain tax-free, however, when the total gain from private sales transactions during a calendar year is less than 512 Euro.
Losses from private sales transactions may be offset up to the amount of gains from private sales transactions which the investor realized in the same calendar year. In addition, losses from previous years (thus far unapplied) may also be used to offset gains. If the investor suffers an overall loss in the year of a sale, this loss may be offset against gains from sales in the prior year or in future years (in analogy with Section 10d of the EStG).

The "split-earnings" method (*"Halbeinkünfteverfahren"*) will not be applicable to the Certificates.

Taxation of Business Assets in the Federal Republic of Germany

If a Certificate was purchased as a business asset, then the price appreciation (or depreciation) realized must always be factored into the income or corporate income tax. If one accepts the (disputed) interpretation that Certificates are futures contracts as defined by Section 15, 4, pages 3 to 5 of the Income Tax Code (EStG), then it follows that losses and gains from futures contracts can be offset against one another only to a limited extent.

Implementing the EU Interest-Income Directive in the Federal Republic of Germany

Germany incorporated the EU Interest-Income directive into national law by adopting the Interest Income Reporting Act (*"Zinsinformationsverordnung"*) (ZIV) on January 26, 2004 (Section I, page 128 of the *Bundesgesetzblatt* (BGBl.)).

According to Footnote 40 of the Federal Tax Agency's letter of January 6, 2005, introducing the ZIV (BStBl. Section I, p. 29), the definition of material interest for the ZIV corresponds to the definition of income from capital gains as defined by Section 20, Para.1 No. 4, 5 and 7, as well as Para. 2 of the EStG (Income Tax Code). However, since the Certificates do not contain (or only partially contain) capital guarantees (which leaves open the possibility of a total loss), they generally do not fall under the scope of the EU Interest-Income directive.

3. Taxation in Italy

The information set out below is a summary, pursuant to Italian tax legislation and market practice, of the tax regime for the purchase, holding, sale and exercise of the Certificates on the part of individual investors resident in Italy, not engaged in entrepreneurial activity.

The following is not intended to be a complete analysis of all tax consequences of the purchase, holding, sale and exercise of the Certificates.

The following is based on the tax legislation in force as of the date of this Prospectus, it being understood that such legislation is subject to possible changes which could have retrospective effects, and represents only an introduction to the subject.
Investors are advised to obtain professional advice with regard to the tax regime for the purchase, holding, sale and exercise of the Certificates.

Under the joint provisions of article 67 of the Consolidated Act on Income Taxes (*Testo Unico delle Imposte sui Redditi*) passed by Decree of the President of the Republic of 22 December 1986, no. 917, as modified by Legislative Decree of 12 December 2003, no. 344, Legislative Decree of 18 November 2005, no. 247, and article 5 of Legislative Decree of 21 November 1997, n. 461, and further amendments thereof, proceeds and capital gains, not obtained within the exercise of entrepreneurial activities, realized by persons resident in Italy and individuals equivalent to residents as defined in the Decree no. 461/1997, as amended, arising out of both the exercise and the sale for money consideration of the Certificates are subject to substitutive tax of 12.5 per cent. Charges and capital losses arising out of the exercise and sale of the Certificates are deductible in accordance with the modalities indicated below; premiums paid on the Certificates contribute to create the income of the financial year in which the Certificates are exercised or alienated. The tax-payer may opt among three different alternative taxation regimes: the taxation based on the annual tax return, which constitutes the so called "base regime" applicable unless the exercise of an option by the tax payer; the "*risparmio amministrato*" regime and the "*risparmio gestito*" regime:

a) Annual tax return regime: the application of such regime involves the separated indication by the taxpayer in his/her tax return of proceeds and capital gains, net of charges and capital losses (if any). The net capital gain taxable is determined in the declaration and it is subject to a 12.50 per cent. tax. The substitutive tax owed has to be paid within the terms which are provided for in relation to payments of income taxes. The annual tax return regime is compulsory in the case in which the taxpayer has not opted for one of the two regimes indicated in the following letters b) and c). Conversely, the obligation concerning the declaration does not subsist in relation to capital gains and other proceeds for which the taxpayer have exercised the options indicated letters b) and c). The taxpayer can carry forward the negative balances and offset them with income and other proceeds of the same nature realized in the tax period in which the loss has been suffered and in the following four tax periods.

b) "*Risparmio amministrato*" regime: in the case in which the individual opt for such regime, which implies the deposit of the assets with an intermediary resident in Italy, the 12.50 per cent. substitutive tax is determined and withdrawn by the Italian resident intermediary with whom the Certificates are deposited in custody and administration, on proceeds and capital gains effectively realised less the capital losses, if any, previously incurred. In case of negative differences intermediaries deduct up to the relevant amount of differences, from the positive differences realised with such negative subsequent transactions entered into within the same relationship, in the same tax period and in following four years.

c) "*Risparmio gestito*" regime: the pre-condition to opt for such regime is the appointment of an asset manager, resident in Italy and duly authorized. In such regime, the tax is applied at rate equal to 12.50 per cent. by the asset manager at the end of the tax period on the basis of the increase of value of the assets under management, even if the relevant proceeds have not been yet collected, without taking into account income subject to withholding, non-taxable incomes and incomes for which the taxation occurs within annual tax return.

Nevertheless, it is to be pointed out that according to a different interpretation of the law currently in force, the Certificates could be considered as atypical securities and therefore subjected to taxation at a rate equal to 27 per cent.

This general tax-related information is not a part of the Terms and Conditions, nor can it be used to derive the potential claims of a given Certificate Holder. The Issuer assumes no responsibility for withholding taxes. Moreover, a tax advisor should be consulted in order to ensure the minimal legal tax exposure in any specific case.

F. IMPORTANT NOTICE

General information about the Certificates issued in accordance with the Base Prospectus dated July 26, 2006 as amended by Supplement no. 1 dated 23 February 2007 can be found in Section H. of the Base Prospectus. The following are additional, important notice regarding the Certificates which are object of these Final Terms.

Representations by Third Parties

The Issuer gives no assurance that the information regarding the index is correct and complete, since the index is not created by the Issuer. The Issuer has obtained information from the authorized Determination Agent and incorporated it. Also see Section H.1.2. of the Base Prospectus with respect to third-party representations.

Obligations arising from the Certificates

The Issuer warrants that it alone bears the obligations arising from these Certificates. The company issuing the Underlying, the licensor of indices and/or the company issuing the Shares contained in an index will have no obligation whatever. It is to be specifically noted that the issuance of these Certificates in no way constitutes a (public) sales offer for the underlying securities. The companies issuing the securities on which these Certificates are based and/or the respective licensors and/or the respective pricing or Determination Agents for the index were not involved in the preparation of the Final Terms or Base Prospectus, nor do they have any influence on the structuring of the Certificates.

Specifically, the Certificate Holder does not acquire any right to, or arising from, the underlying securities, since the basket merely represents a hypothetical investment allocated among the basket components, each with its own weighting.

Responsibility for the Underlying

The Issuer assumes no responsibility for the Certificate Holder's information about the securities contained in the index, nor for the creditworthiness of the companies issuing the securities in the index, nor for the Features or pricing of said securities. In those cases in which the Issuer also acts as the Issuer of the components of a index, the Issuer will assume the responsibility associated therewith only within the scope of the Base Prospectus and/or the Final Terms for the index component in question. Information about special risks arising from securities in the index and/or arising from their overall structure can be found in the applicable securities and/or sale prospectus for a given index component.

Legal Information relating to the S&P 500

All information herein regarding the S&P 500 is derived from publicly available sources. The S&P 500 is currently sponsored by S&P's Corporation (the "Index Sponsor"). The Certificates are not in any way sponsored, endorsed or promoted by the Sponsor. The Index Sponsor has no obligation to take the needs of investors in the Certificates into consideration in composing, determining or calculating the S&P 500 (or causing the S&P 500 to be calculated).

Selling Restrictions

Explicit reference is hereby made to the selling restrictions in Section H. of the Base Prospectus which apply to the Certificates. (See also the corresponding provision in the Terms and Conditions.)

Method of Publication

The Final Terms of the Certificates will be published in Germany no later than the day of the public offer, and in the manner and form provided for in Section 6, (3), and Section 14 of the Securities Prospectus Act. The Base Prospectus and the Final Terms can be accessed in electronic from on the Internet webpage of the Issuer ("www.oppenheim-derivate.de"). They can also be obtained, free of charge, from: Oppenheim jr. Cie. KGaA, Trading & Derivatives, Untermainanlage 1, D-60329 Frankfurt am Main, Germany.

Frankfurt am Main, April 2007

Sal. Oppenheim jr. & Cie.
Kommanditgesellschaft auf Aktien (partnership limited by Shares)

I. NOTA DI SINTESI (Traduzione italiana)

Il presente capo costituisce la sintesi delle principali caratteristiche e dei rischi di Sal. Oppenheim jr. & Cie. Kommanditgesellschaft auf Aktien, Köln, (l'"Emittente") e dei Certificati, da emettersi sulla base del Prospetto di Base. La Nota di Sintesi consiste in una sintesi del Prospetto di Base. L'investitore dovrà pertanto fondare ogni decisione di investimento nei relativi Certificati sulla base di tutte le ulteriori informazioni contenute nel Prospetto di Base, siano esse esposte o incluse per riferimento ovvero in supplementi e nelle Condizioni Definitive del Prospetto di Base. L'Emittente che è responsabile per la presente Nota di Sintesi nonché per la sua traduzione, può essere ritenuta responsabile qualora la Nota di Sintesi risulti fuorviante, erronea o incoerente se letta unitamente alle altre parti del Prospetto di Base. Qualora vengano fatti valere diritti dinanzi ad un tribunale sulla base del presente Prospetto di Base, incluse le informazioni per riferimento ovvero i supplementi e le Condizioni Definitive, l'investitore quale ricorrente ai sensi delle leggi applicabili degli Stati Membri dell'EU, potrebbe essere tenuto a sostenere i costi della traduzione del presente Prospetto di Base, incluse le informazioni per riferimento ovvero i supplementi e le Condizioni Definitive prima dell'inizio del procedimento.

La seguente Nota di Sintesi è parte integrante del Prospetto di Base e va letta unitamente al Prospetto di Base nonché alle relative Condizioni Definitive. Definizioni utilizzate nella Nota di Sintesi sono contenute nelle varie parti del Prospetto di Base, in particolare nella descrizione dei Certificati (*sub* D. del presente Prospetto di Base) e nel Regolamento (*sub* E. del presente Prospetto di Base e *sub* D. delle Condizioni Definitive).

L'acquisto dei Certificati può implicare notevoli rischi ed è adatto solo a quegli investitori che abbiano la conoscenza e l'esperienza di strumenti finanziari necessari a valutare i rischi e i benefici di un investimento nei Certificati. Prima di decidere se effettuare o meno l'investimento, gli eventuali acquirenti dei Certificati devono esaminare attentamente, con i propri avvocati, consulenti commerciali, finanziari, o altri eventuali consulenti, alla luce della loro situazione finanziaria e dei loro obiettivi di investimento, se un investimento nei Certificati sia per loro adatto.

1. Nota di Sintesi dei Fattori di Rischio

1.1. Sintesi dei Rischi relativi all'Emittente

Rischi Generali relativi all'Emittente

L'Emittente, in relazione alla propria attività, è esposto a rischi la cui realizzazione può eventualmente portare ad un'impossibilità totale o parziale, di adempiere puntualmente ai propri obblighi relativi all'emissione di titoli.

L'Emittente è esposto a rischi di mercato poiché commercializza prodotti finanziari. La concentrazione delle attività su operazioni finanziarie e la conseguente classificazione quale"*trading-book institution"* portano i rischi di mercato ad avere un'importanza particolare nel contesto del profilo di rischio complessivo del gruppo. Tali rischi sono il risultato di potenziali fluttuazioni dei relativi parametri di valutazione e di conseguenti variazioni nel valore del *portfolio*. I parametri chiave della valutazione sono i tassi d'interesse, i tassi di cambio, i prezzi delle azioni, i livelli degli indici azionari, così come altri fattori più complessi quali l'implicita instabilità e le aspettative sui dividendi. Anche il frazionamento del credito costituisce un importante parametro.

I rischi di controparte (rischi relativi al credito) sono il risultato di potenziali perdite di valore sofferte da mutui, titoli o strumenti finanziari derivativi. Tali rischi sono causati da un mutuatario, una controparte o un Emittente inadempiente o la cui valutazione del credito sia stata declassata.

L'Emittente è inoltre esposto a rischi operativi. Secondo il Comitato per la Supervisione Bancaria di Basilea (*Basel Committee on Banking Supervision*) i rischi operativi sono quei rischi di perdita conseguenti alla mancanza o inadeguatezza di processi, soggetti e sistemi interni, o conseguenti ad eventi esterni.

Per l'Emittente, il rischio di liquidità è il rischio di trovarsi nell'impossibilità di adempiere, in modo puntuale e completo, ad obbligazioni di pagamento, presenti o future.

L'Emittente ha individuato i rischi collegati allo sviluppo futuro nella continua pressione di margine dovuta ad una competizione sempre maggiore ad allo sviluppo nel mercato dei capitali. Relativamente ai costi dei rischi di credito, l'Emittente si attende variazioni marginali se comparati all'anno precedente.

Rischi Specifici relativi all'Emittente

I Certificati generano obblighi immediati, non garantiti e non subordinati da parte dell'Emittente di pari importanza tra di loro nonché di pari importanza rispetto a tutti gli altri obblighi non garantiti e non secondari presenti e futuri dell'Emittente, ad eccezione di quei debiti cui disposizioni di legge cogenti attribuiscono carattere prioritario. Di conseguenza, l'investitore si assume il rischio di una possibile insolvenza da parte dell'Emittente. Un'assicurazione tramite il fondo di garanzia dei depositi (*Einlagesicherungsfond*) della confederazione delle banche tedesche non esiste per questo tipo di titoli. Conseguentemente, per l'investitore nella decisione del suo investimento, la solvibilità dell'Emittente è importante.

I Certificati rappresentano esclusivamente obblighi dell'Emittente. In caso di perdita, i Portatori non hanno alcun diritto di regresso nei confronti dell'Emittente del sottostante ovvero dell'indice o del basket. Qualora l'Emittente dei Certificati e l'Emittente del sottostante ovvero dell'indice o del basket siano identici, il Portatore sarà esposto al rischio di perdita da parte dell'Emittente su due livelli. Non può pertanto essere escluso che si verifichino perdite relative allo stato d'insolvenza di un emittente.

1.2. Sintesi dei Fattori di Rischio relativi ai Titoli

Rischio di Perdita Totale

L'andamento del valore di un Certificato non è certo al momento del suo acquisto. Il rimborso dei Certificati alle condizioni di rimborso più favorevoli possibili per l'investitore e/o il rimborso di una determinata somma (o di una somma aggiuntiva) non è altresì garantito.

I Certificati implicano il rischio di una perdita di valore inaspettata e di ampia portata. Investendo in Certificati, l'investitore si espone a tale rischio di perdita che dipende sia dall'andamento dell'attività sottostante al Certificato in questione, sia dagli eventuali fattori decisivi per l'andamento delle opzioni garantite con il Certificato. La perdita potenziale dipende sempre dal prezzo pagato per l'acquisto del Certificato. Se alla scadenza l'importo totale del valore di rimborso pagato dall'Emittente è inferiore al prezzo d'acquisto, l'investitore subirà una perdita.

Se il sottostante ha poi una quotazione prossima allo zero, **l'investitore potrebbe addirittura subire la perdita totale del capitale investito, a prescindere dalle eventuali distribuzioni regolari garantite con il Certificato**.

Il rischio di perdita dell'investitore, inoltre, aumenta qualora egli finanzi l'acquisto dei Certificati ricorrendo ad un finanziamento.

In caso di cessione anticipata, la perdita subita dall'investitore è pari alla differenza tra il prezzo d'acquisto e il prezzo di vendita del Certificato.

Rischi relativi alla Struttura del Certificato

La struttura specifica dei Certificati può comportare un aumento dei rischi legati all'acquisto di Certificati.

Fondamentalmente, oltre all'eventuale raggiungimento di determinati valore soglie (le cosiddette "Barriers") da parte del sottostante, i fattori decisivi per l'andamento delle opzioni garantite con il Certificato comprendono, in particolare, (i) la volatilità, ovvero le oscillazioni del corso del sottostante previste, (ii) il periodo di validità restante delle opzioni garantite con i Certificati, (iii) i tassi di interesse sul mercato monetario, nonché, salvo eccezioni, (iv) i pagamenti dei dividendi previsti relativamente al sottostante.

Persino quando, nel corso della durata del Certificato, il corso del sottostante presenta un andamento favorevole, si può verificare una diminuzione del valore del Certificato a seguito di tali fattori aggiuntivi che incidono sul valore.

Certificati con Cap o con Rimborso Massimo

Qualora i Certificati siano provvisti di un cosiddetto "Cap" o di un altro tipo di limitazione alla partecipazione al rialzo del sottostante, il rendimento atteso dell'investitore è limitato alla differenza tra il prezzo di acquisto pagato per il Certificato e il relativo valore di rimborso massimo ottenuto (esclusi eventuali importi aggiuntivi e/o proventi di interesse). L'investitore in questo caso non beneficia del guadagno derivante da un rialzo del corso del sottostante al di sopra del limite fissato che avrebbe altrimenti ottenuto con un investimento diretto nel sottostante, a meno che egli non abbia ricevuto una somma pari al corso del sottostante in vigore l'ultimo giorno di esercizio a seguito di eventuali importi aggiuntivi o interessi pagati.

Certificati con Partecipazione Parziale

A seconda della struttura del Certificato, la partecipazione dell'investitore al rialzo del corso del sottostante potrebbe essere limitata. In tal caso, l'investitore partecipa solo parzialmente al rialzo del corso del sottostante a seconda dell'importo della partecipazione e non beneficia della partecipazione agli utili di cui avrebbe altrimenti beneficiato con un investimento diretto nel sottostante, a meno che egli non abbia ricevuto una somma pari al corso del sottostante a seguito di eventuali pagamenti di interessi nel complesso effettuati.

Certificati con PROTECT Bonus o Struttura Airbag

I Certificati che prevedono PROTECT bonus o strutture Airbag non proteggono l'investitore da possibili perdite o, quantomeno, lo proteggono solo parzialmente. Se nell'arco della vita del Certificato o, a seconda della struttura del Certificato, l'ultimo giorno di valutazione, viene superato il livello di protezione, viene meno anche la protezione dell'investitore da eventuali ribassi del corso del sottostante. La struttura *Airbag* non protegge l'investitore dalla possibile perdita totale del capitale investito.

Certificati con Effetto Leva
Se i Certificati prevedono il cosiddetto "Effetto Leva", l'andamento del valore del sottostante si ripercuote in maniera molteplice sul valore del Certificato, e, dal momento dell'entrata in funzione della leva, l'investitore risulta esposto a un particolare rischio di perdita in quanto una variazione del corso del sottostante dovuta alla leva può determinare una variazione più che proporzionale del valore del Certificato. Tale effetto leva agisce in entrambe le direzioni, pertanto anche a a sfavore dell'investitore, qualora l'andamento del sottostante sia sfavorevole.

Certificati con Strutture "Autocallable"
I Certificati provvisti delle cosiddette strutture "*autocallable*" come, ad esempio, i Certificati *Oppenheim Express*, sono Certificati con strutture ibride in cui il raggiungimento di una determinata soglia del corso in un determinato giorno di valutazione stabilito al momento dell'emissione determina la scadenza, anche anticipata, del Certificato.
In caso di rimborso anticipato, l'investitore non partecipa al possibile ulteriore rialzo del sottostante. Il rendimento massimo atteso in questo caso è pari alla differenza tra il prezzo pagato per l'acquisto del Certificato e il valore di rimborso. Se, in un dato giorno di valutazione, il corso del sottostante è superiore al valore di rimborso stabilito, l'investitore non partecipa a tale rialzo del corso e non beneficia quindi della partecipazione agli utili di cui avrebbe altrimenti beneficiato con un investimento diretto nel sottostante.

Certificati con Meccanismo LOCK-IN
Se la struttura del Certificato presenta una soglia al raggiungimento della quale viene garantito un determinato valore di rimborso (ad es. nel caso dei *Certificati LOCK-IN*), viene meno il rischio di perdita totale, a condizione che, in conformità alle condizioni previste dal Certificato, il sottostante raggiunga o superi questo cosiddetto "Livello di Guadagno". Considerato tuttavia la durata limitato del Certificato, l'investitore non ha alcuna certezza che il corso del sottostante raggiunga o superi questa soglia.

A ciò si aggiunge che, fintantoché non viene raggiunta la soglia di cui sopra, il valore del Certificato può avere un andamento più che proporzionale rispetto all'andamento del sottostante. Ciò significa che, nel corso della durata del Certificato, l'investitore può partecipare in modo più che proporzionale ad un ribasso del corso. Qualora sia stata raggiunta la soglia, il valore del Certificato può, d'altra parte, subire anche una variazione meno che proporzionale rispetto all'andamento del sottostante.

Inoltre, al raggiungimento del Livello di Guadagno, il valore del Certificato è fortemente subordinato, così come avviene per la quotazione di una classica obbligazione zero coupon, al tasso di interesse di mercato per le obbligazioni parziali emesse da emittenti comparabili a causa dell'entrata in vigore della garanzia di rimborso.

Rischi Particolari legati al Sottostante
Certificati su Basket o Indici
Al momento del rimborso di un Certificato, l'ammontare del valore di rimborso ottenuto dall'investitore dipende unicamente dal livello del basket o indice, il quale dipende a sua volta dalle singole posizioni comprese nel basket o nell'indice. Nel corso della durata del Certificato, il valore di mercato dei Certificati può anche divergere dall'andamento delle posizioni comprese nel basket o nell'indice in quanto, oltre ad altri fattori, il tasso di interesse ed eventualmente anche il reinvestimento di dividendi possono in particolar modo influenzare l'andamento dei prezzi dei Certificati. L'investitore non può quindi fare affidamento sulla stabilità di valore del Certificato.

Anche le singole posizioni comprese nel basket o nell'indice possono presentare rischi particolari dovuti alla loro struttura specifica (ad es. dovuti alla struttura delle opzioni o, nel caso di vendite allo scoperto, alle cosiddette posizioni corte). Nel caso di un basket comprendente titoli che prevedono un "Rendimento garantito" o un "Valore di Rimborso Minimo Garantito", il rendimento o il valore di rimborso garantito può risultare inferiore al prezzo di acquisto pagato dall'investitore per il Certificato con una conseguente perdita da parte dell'investitore.

Informazioni complete sui rischi particolari derivanti dai titoli compresi nel basket o nell'indice o dalla loro struttura specifica possono essere ottenute consultando i prospetti informativi dettagliati relativi alla vendita o ai titoli inclusi nel basket o nell'indice. **Ulteriori indicazioni sui principi di investimento del basket o dell'indice possono essere desunte dalla descrizione del basket o dell'indice contenuta nelle Condizioni Definitive**.

L'Emittente non assume alcuna responsabilità relativamente alle informazioni possedute dal Portatore sull'Emittente dei titoli compresi nel basket o nell'indice, né relativamente alla solvibilità dell'Emittente dei titoli compresi nel basket o alle condizioni specifiche e al calcolo del prezzo di tali titoli. Nel caso in cui l'Emittente sia anche l'Emittente dei titoli compresi nel basket, l'Emittente si assume solo ed esclusivamente la responsabilità per ciò che concerne i titoli compresi nella fattispecie nel basket o nell'indice secondo quanto specificato nei prospetti relativi alla vendita o ai titoli.

Non è possibile prevedere se e in che misura si svilupperà in un qualsiasi momento un mercato secondario per i componenti del basket o dell'indice, né a quali prezzi l'Emittente può comprare e vendere i componenti del basket o dell'indice su tale mercato secondario o se detto mercato secondario presenterà un certo grado di liquidità o meno. In ogni caso, la quotazione di un componente del basket e, quindi, il suo prezzo dipendono dal prezzo fissato dall'Emittente specifico di tale componente del basket nella sua veste di "market maker".

Rischio Legato a una Gestione Attiva nel Caso di Certificati su un Basket o un Indice Gestito Attivamente

Il successo dei Certificati legati a un sottostante la cui composizione viene gestita attivamente dall'Emittente o da un consulente esterno dipende dall'expertise e/o dalle capacità personali dei singoli manager e dei loro eventuali collaboratori principali. L'abbandono da parte di una determinata persona della sua funzione di manager può avere delle notevoli conseguenze negative sul valore del sottostante con il possibile verificarsi di perdite e ribassi del valore dell'attivo netto del sottostante.

Rischi di Correlazione nel Caso di Certificati su più Sottostanti o di Certificati su un Basket e/o su un Indice

Se l'andamento del Certificato nel corso della durata del prodotto e il tipo di rimborso alla scadenza dipendono dall'andamento delle quotazioni di due o più titoli e/o indici, la correlazione tra tali titoli e/o indici, ovvero il grado di dipendenza dell'andamento della quotazione dell'uno rispetto alla quotazione degli altri, risulta di notevole importanza per il valore del Certificato. Ad esempio, se si tratta di azioni dello stesso settore, è presumibile che vi sia una forte correlazione. A tale correlazione viene assegnato un valore che varia da "–1" a "+1", in cui una correlazione pari a "+1", ovvero un'alta correlazione, significa che gli andamenti delle quotazioni delle azioni sono identici. Nel caso di una correlazione pari a "–1", ovvero di una bassa correlazione, invece, le azioni si muovono in direzione esattamente opposta. Una correlazione pari a "0" indica, infine, che gli andamenti delle quotazioni delle azioni sono completamente indipendenti l'uno dall'altro. A seconda della forma specifica della struttura di rimborso, un'alta correlazione tra le singole azioni o tra i singoli componenti del basket o dell'indice comporta un aumento o una diminuzione del rischio per l'investitore in quanto non viene messa in pratica né perseguita alcuna diversificazione tra diverse strategie di investimento.

Rischio in Caso di Disdetta Anticipata nel Corso della Durata

In casi particolari, la durata o la durata residua dei Certificati può essere accorciata in maniera imprevista dall'Emittente mediante semplice disdetta, a volte anche straordinaria, ad opera dell'Emittente stesso. In tal caso, l'investitore corre il rischio che le sue aspettative relativamente ad una crescita di valore del Certificato non possano più essere soddisfatte a causa della disdetta anticipata della durata del prodotto. In questo caso, l'investitore non dovrebbe fare affidamento sulla stabilità di valore del Certificato al momento della disdetta. Nella fattispecie, se il valore del Certificato risulta inferiore al prezzo d'acquisto pagato dall'investitore, il valore del sottostante nel caso di disdetta anticipata della durata non è più in grado di assestarsi su valori corrispondenti alle aspettative dell'investitore.

Rischio di Reinvestimento in Caso di Disdetta del Certificato da parte dell'Emittente

In caso di disdetta anticipata, ordinaria o straordinaria, del Certificato da parte dell'Emittente in conformità al regolamento del Certificato, l'investitore è soggetto al rischio di reinvestimento. Ciò significa che egli probabilmente potrà reinvestire l'importo eventualmente ricevuto dall'Emittente in caso di disdetta probabilmente a condizioni di mercato più sfavorevoli rispetto a quelle in vigore al momento dell'acquisto del Certificato.

Nessuna Compensazione della Perdita mediante altri Rendimenti

In genere (salvo in caso di espressa garanzia di un diritto al pagamento di interessi o di distribuzioni regolari prevista dal regolamento del Certificato), un Certificato non garantisce alcun diritto al pagamento di interessi, dividendi o altre distribuzioni regolari, per cui, fondamentalmente, non frutta alcun rendimento costante garantito. I possibili ribassi del corso del Certificato non possono quindi essere compensati da alcun altro tipo di rendimento.

Canoni e Costi di Transazione quali Costi che Riducono il Valore

A ciò si aggiunge che gli eventuali costi di transazione imputati in conto dalla banca depositaria, nonché l'eventuale canone di gestione aggiuntivo riscosso dall'Emittente nel caso di Certificati su Indici e di Certificati su *Basket* e l'eventuale performance fee dell'Emittente possono ripercuotersi sull'entità del rimborso alla data di scadenza. Nel caso di Certificati su Indici e di Certificati su *Basket*, in particolare, bisogna considerare che, dal punto di vista dell'investitore, i costi di transazione si possono ripercuotere in maniera doppiamente negativa sul valore del Certificato, in quanto essi incidono sul rendimento derivante dai Certificati sia al momento della compravendita (in borsa) dei componenti del basket ad opera dell'Emittente sotto forma di canone di gestione da quest'ultima richiesto sia al momento della compravendita dei Certificati ad opera dell'investitore.

Negoziazione dei Certificati

Nel corso della durata del prodotto, i Portatori di Certificati possono, in linea di principio, cedere i loro Certificati in qualsiasi momento sia in borsa che fuori Borsa. L'Emittente si propone, in presenza di condizioni di mercato consuete, di fissare regolarmente i prezzi di compravendita dei Certificati. Al di là di ciò, l'Emittente non si assume tuttavia alcun tipo di obbligo giuridico relativamente all'entità o alla realizzazione dei prezzi di compravendita. L'investitore non dovrebbe quindi fare affidamento sul fatto di poter cedere il proprio Certificato ad un determinato prezzo o in determinato momento nel corso della durata del Certificato.

Ai sensi delle Condizioni Definitive specifiche, tuttavia, è possibile che la negoziazione di determinati Certificati non sia possibile oppure sia possibile ma solo in misura limitata. Ciò significa che, nel caso di ribassi del corso del sottostante, l'investitore potrebbe non poter vendere o esercitare i propri Certificati oppure lo potrebbe fare ma solo con un certo ritardo temporale.

Investimenti Finalizzati all'Eliminazione dei Rischi

L'investitore non dovrebbe inoltre fare affidamento sul fatto di poter concludere affari in qualsiasi momento nel corso della durata del Certificato che gli consentano di eliminare completamente o ridurre i rischi a suo carico in quanto ciò dipende sia dalle condizioni di mercato che dalle condizioni contrattuali specifiche sottostanti.

Risoluzione di Transazioni Contestuali dell'Emittente

Al fine di garantire il rispetto dei propri obblighi derivanti dai Certificati, l'Emittente conclude costantemente transazioni relative al sottostante aventi tale scopo. L'esercizio dei Certificati alla data di valutazione, al termine della loro durata o al momento della disdetta determina la risoluzione di tali transazioni. A seconda del numero di Certificati da esercitare, della situazione di mercato corrente e della liquidità nel sottostante in quel momento, non è possibile escludere che la posizione del sottostante e, di conseguenza, l'entità del valore di rimborso o il tipo di rimborso non risentano in qualche modo di tali fattori.

Sconvolgimenti di Mercato e Modifiche

L'Emittente determina l'insorgenza o l'esistenza di sconvolgimenti di mercato in conformità ai regolamenti dei Certificati e anche le eventuali modifiche vengono adottate in conformità a questi stessi regolamenti. Gli sconvolgimenti di mercato possono ridurre il valore dei Certificati e ritardarne il rimborso. Qualora vengano applicate delle modifiche relativamente al sottostante, non è possibile escludere che le valutazioni sottostanti ad una determinata modifica si rivelino in seguito errate e che la modifica adottata risulti pertanto svantaggiosa per l'investitore.

Limitazione alla Possibilità di Esercizio

Ai sensi die regolamenti dei Certificati, l'esercizio o la riscossione di determinati Certificati potrebbe non essere possibile o essere possibile ma soltanto in maniera irregolare o in determinati momenti specifici stabiliti al momento dell'emissione.

Rimborso ritardato a seguito di riscossione o disdetta

Contrariamente alle aspettative dell'investitore, in caso di riscossione o disdetta dei Certificati, la determinazione e il rimborso del valore di rimborso o dell'importo previsto per la disdetta può essere posticipato per un tempo indefinito. In tal caso, nell'intervallo di tempo che intercorre tra l'esercizio / la disdetta e la determinazione e il pagamento del valore di rimborso da parte dell'Emittente, il valore dei Certificati può evolvere in maniera sfavorevole per l'investitore.

Rimborso Mediante Consegna di Titoli

Qualora al momento del rimborso si verifichi la consegna di titoli da parte dell'Emittente, è necessario tenere presente che, non appena registrati nel conto titoli dell'investitore, i titoli consegnati possono essere venduti. Fino al momento della registrazione dei titoli nel conto titoli del creditore, non esiste alcun diritto derivante da tali titoli. Nell'intervallo di tempo che intercorre tra il giorno in cui viene decisa la tipologia di rimborso e il giorno di registrazione dei titoli consegnati nel deposito dell'investitore, il corso dei titoli consegnati può ancora avere un andamento sia positivo che negativo per l'investitore. Il guadagno o la perdita effettiva dell'investitore sarà quindi certa solo al momento in cui i titoli sono stati consegnati e possono essere venduti.

Prima di prendere una qualsiasi decisione di investimento, sarebbe opportuno informarsi sui rischi legati ai titoli consegnati o agli emittenti specifici di tali titoli consultando i relativi prospetti analitici riguardanti la vendita o i titoli messi a disposizione dall'Emittente dei titoli stessi.

Rischio Generale di Interessi

L'investimento in Certificati può comportare un rischio di interessi a causa delle oscillazioni dei tassi di interesse da pagarsi sui depositi nella valuta dei Certificati. I tassi di interesse dipendono dalla domanda e dall'offerta sui mercati monetari internazionali su cui incidono fattori politico-economici, speculazioni, interventi di banche centrali e organi governativi o altri fattori politici. Se il sottostante è un titolo a tasso fisso, c'è da aspettarsi che il valore del Certificato verrà fortemente influenzato dalle oscillazioni dei tassi di interesse.

Rischio di Cambio

Se l'investitore acquista Certificati che prevedono il pagamento, in tutto o in parte, degli importi dovuti dall'Emittente in una valuta diversa da quella di cambio, l'investitore sarà esposto ad un rischio di cambio, in quanto il giorno determinante per la valutazione dei Certificati e per il calcolo del rimborso, il corso dei cambi potrebbe differire dal corso dei cambi in vigore al momento dell'acquisto dei Certificati.

2. Sintesi relativa all'Emittente

Informazioni Generali sull'Emittente

L'Emittente è l'istituto bancario Sal. Oppenheim jr. & Cie KGaA, comunemente denominato anche, nel gergo commerciale, "Istituto Bancario Sal. Oppenheim", cositutito nel 1989 a seguito della trasformazione da "*Personenhandelsgesellschaft*" (corrispondente, in linea di principio, a una società in nome collettivo italiana) a "*Kommanditgesellschaft auf Aktien*" (corrispondente, in linea di principio, ad una società in accomandita per azioni italiana) dell'Istituto Bancario Sal. Oppenheim jr. & Cie. fondato in Germania nel 1789. L'Emittente è soggetta al diritto tedesco. La sua sede legale si trova a Colonia,con succursali, filiali o rappresentanze a Francoforte, Berlino, Düsseldorf, Amburgo, Monaco, Stoccarda, Baden-Baden, Lussemburgo, Vienna, Salisburgo e Praga. La sede principale dell'Emittente si trova tuttavia a Colonia.

Attività Commerciale

L'attività dell'Emittente consiste nello svolgimento di operazioni bancarie di tutti i tipi ad eccezione delle operazioni di investimento. Oltre a quello dei servizi, gli altri due settori di attività principali dell'Emittente sono la gestione patrimoniale, che comprende, come campi d'attività, l'asset management e il private banking, e l'investment banking, che comprende, come campi d'attività, fusioni e incorporazioni, transazioni immobiliari, finanziamenti, transazioni di capitale proprio, consulenza istituzionale in campo azionario, negoziazione titoli e derivati e gestione cambi.

Dati Riguardanti l'Attività

La tabella seguente fornisce alcuni dati finanziari (certificati) relativi all'attività del gruppo Sal. Oppenheim nel corso degli ultimi due esercizi finanziari conclusi, rispettivamente, al 31 dicembre 2004 e al 31 dicembre 2005,.

	2004 mln di EURO (certificato)	2005 mln di EURO (certificato)
Totale delle attività	11.898	32.029
Attività di rischio	6.957	13.658
Capitale proprio	1.300	1.764
Risultato attività ordinaria	157	283
Coefficiente patrimoniale (%)	25,2	13,4
Indice costi-ricavi (%)	80,3	77,5

Fattori di Rilievo che hanno interessato l'Attività Recente dell'Emittente

Dalla fine dell'esercizio 2005, i seguenti eventi sono stati di rilievo: (i) l'Emittente ha 'acquistato tramite una sua controllata lussemburghese un ulteriore 10% delle azioni della società francese operante nel settore dell'*asset management* Atlas S.A. dal *management* della società, (ii) l'Emittente ha acquistato tramite una sua controllata lussemburghese circa il 10% delle azioni della Prader Bank AG, con sede nel nord Italia (Bolzano) e (iii) al fine di sviluppare il settore *asset management* l'Emittente ha 'acquistato tramite una sua controllata lussemburghese Attica Alternative Investment Limited, Londra, e le altre società operative di tale gruppo..

Struttura Organizzativa dell'Emittente

Al 31 dicembre 2005 il gruppo Sal. Oppenheim comprendeva, oltre all'Emittente, 104 filiali tedesche e521 filiali estere (il "Gruppo Sal. Oppenheim"). Di queste, 40 filiali tedesche e 39 filiali estere sono state incluse ai fini del consolidamento.

Le partecipazioni fondamentali del gruppo sono riunite nell'ambito di una holding, la Sal. Oppenheim International S.A.

Sede Sociale

La sede sociale dell'Emittente è la seguente: Sal. Oppenheim, Unter Sachsenhausen 4, 50667 Köln. Numero di telefono: tel.: +49 (0)221 145 01.

Sito Internet

Il sito Internet dell'Emittente è il seguente: www.oppenheim.de.

3. Sintesi relativa ai Titoli

Oggetto del Prospetto di Base

I Certificati emessi dall'Emittente possono appartenere ad una delle seguenti tipologie di prodotto:

- PROTECT Bonus [Cap] Certificates su Azioni
- PROTECT Bonus [Cap] Certificates su Indici
- CLASSIC Outperformance [Cap] certificates su Azioni
- LOCK-IN Bonus [Cap] Certificates su Azioni
- CLASSIC Outperformance [Cap] Certificates su Indici
- LOCK-IN Bonus [Cap] Certificates su Indici

PROTECT Outperformance [Cap] Certificates su Azioni

PROTECT Upside Discount Certificates su Azioni

PROTECT Outperformance [Cap] Certificates su Indici

- PROTECT Upside Discount Certificates su Indici
- TWIN WIN [Cap] Certificates su Azioni
- TWIN WIN [Cap] Certificates su Indici
- Oppenheim Express [Bonus][Airbag] Certificates su Azioni

Oppenheim Express [Bonus][Airbag] Certificates su Indici

- PROTECT CASH COLLECT Certificates su Indici

Conflitto d'Interesse

L'Emittente potrebbe essere coinvolta in operazioni di copertura che riguardano le azioni del sottostante (nel caso di Certificati su un'azione), i titoli compresi nel basket o nell'indice (nel caso di Certificati su un indice o un basket) o il sottostante (nel caso degli altri tipi di Certificato) per conto proprio o di terzi al fine di proteggere, in particolar modo, le proprie posizioni. Tali operazioni possono ripercuotersi sia positivamente che negativamente sull'andamento del valore del sottostante e, quindi, anche sul valore dei Certificati. L'Emittente, inoltre, può detenere delle partecipazioni rilevanti in singole società comprese nel sottostante da cui possono derivare dei conflitti d'interesse relativamente all'emissione dei Certificati in questione.

L'Emittente può emettere ulteriori strumenti derivati aventi delle caratteristiche strutturali simili o identiche a quelle dei Certificati in questione. Il collocamento sul mercato di tali prodotti in diretta concorrenza con i Certificati può avere delle ripercussioni sul valore del sottostante e, quindi, anche sul valore dei Certificati.

In relazione a offerte future di azioni del sottostante e/o di titoli compresi nell'indice o nel basket, l'Emittente può fungere da membro di un consorzio, consulente finanziario o banca d'affari. Operazioni di questo tipo possono determinare dei conflitti d'interesse e andare quindi ad incidere sul valore dei Certificati.

Informazioni sui Titoli

Descrizione Generale dei Titoli

Il codice ISIN e il codice identificativo del titolo (in tedesco, WKN) sono specificati nelle Condizioni Definitive.

Descrizione dei Diritti inerenti al Certificato

Con l'acquisto dei Certificati, l'investitore acquisisce il diritto al rimborso dei Certificati in conformità al regolamento del Certificato.

A seconda della loro struttura specifica, la durata dei Certificati termina il giorno di scadenza, salvo disdetta straordinaria qualora questa sia prevista dal regolamento dei Certificati, oppure il Certificato può avere una durata illimitata ma non infinita, salvo disdetta da parte dell'Emittente qualora questa sia prevista dai regolamenti dei Certificato.

Procedura di Rimborso

L'Emittente si impegna a mettere a disposizione presso la Clearstream Banking AG di Francoforte le somme necessarie al rimborso ai fini della loro trasmissione alle banche depositarie competenti per il loro successivo accreditamento a favore dei portatori dei Certificati al termine della durata dei Certificati stessi coincidente, in genere, con il giorno di scadenza oppure al momento della riscossione dei Certificati da parte dei relativi Portatori o, ancora, in caso di disdetta.

Descrizione del Prodotto

Ad ogni singola tipologia di prodotto corrisponde una descrizione dettagliata contenuta nelle rispettive Condizioni Definitive.

Informazioni sul Sottostante

Descrizione del Sottostante

Il sottostante dei Certificati può essere rappresentato da azioni, indici o basket di azioni e/o di indici. La tipologia specifica del sottostante è indicata nelle Condizioni Definitive.

Nelle Condizioni Definitive vengono altresì fornite delle indicazioni su alcune fonti dove è possibile trovare informazioni tanto sull'andamento passato e futuro del valore del sottostante quanto sulle volatilità storiche.

Sconvolgimenti di Mercato e Modiche

Nei regolamenti dei Certificati viene fornita la definizione di sconvolgimento di mercato e vengono descritte le misure correttive prese in caso di sconvolgimento di mercato, nonché le regole per l'adozione di modifiche relative al sottostante.

Condizioni dell'Offerta

Il volume di emissione dei Certificati e la data di inizio della vendita sono specificati nelle Condizioni Definitive.

I Certificati possono prevedere un periodo di sottoscrizione fisso, dove l'Emittente si riserva però il diritto di chiudere anticipatamente tale periodo di sottoscrizione. In genere, i Certificati possono essere acquistati fino al Giorno di Esercizio o alla Data di Valutazione.

Il prezzo di vendita iniziale dei Certificati è specificato nelle Condizioni Definitive.

Nelle Condizioni Definitive vengono inoltre fornite indicazioni sull'Agente o sugli Agenti di pagamento e di deposito ed eventuali associati.

Contrattazione in borsa dei Certificati

Nelle Condizioni Definitive vengono specificati termini di un'eventuale quotazione in borsa.

Ulteriori Informazioni

Nelle Condizioni Definitive vengono altresì forniti i dettagli sulle funzioni di eventuali terzi partecipanti all'emissione, nonché sulla pubblicazione di comunicazioni relative ai Certificati.

In alcuni paesi, sia la divulgazione del Prospetto e/o delle Condizioni Definitive comprensive dei regolamenti dei Certificati che l'offerta o l'acquisto dei Certificati potrebbero essere soggetti ad alcune limitazioni di legge. Un'offerta o l'acquisto di Certificati in un qualsiasi paese sono consentiti solo ed esclusivamente nel rispetto delle restrizioni alla vendita in vigore in quel paese, nonché in conformità alle norme sull'acquisto di Certificati ivi in essere e solo qualora ciò non determini degli obblighi in capo all'Emittente che vanno oltre quelli previsti nel presente Prospetto. Chiunque entri in possesso del presente Prospetto o di parti dello stesso è tenuto ad informarsi personalmente sull'esistenza di eventuali restrizioni e a rispettarle. I potenziali acquirenti di Certificati dovrebbero accertarsi presso i propri consulenti legali se l'eventuale acquisto di Certificati è consentito nel loro caso specifico oppure se ciò è soggetto a restrizioni.