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**FINAL TERMS FOR SHARE CERTIFICATES DATED 26 February 2010****I – GENERAL****Reference of Base Prospectus,  
Supplements and *Document de  
Référence***

- Base Prospectus approved by the *Autorité des marchés financiers* ("AMF") on 13 March 2009 (*visa* n° 09-057).
- Supplements approved by the AMF on 14 April 2009 under n° 09-088, 14 May 2009 under n° 09-143, 11 June 2009 under n° 09-186, 22 July 2009 under n° 09-228, 12 August 2009 under n° 09-236, 21 September 2009 under n° 09-266, 16 October 2009 under n° 09-298, 9 November 2009 under n° 09-325, 14 January 2010 under n° 10-008, 29 January 2010 under n° 10-019, 18 February 2010 under n° 10-026.
- *Document de Référence* filed with the AMF on 4 March 2009 under n° D.09-0095.
- Amendment ("*rectificatif*") to the *Document de Référence* filed with the AMF on 8 April 2009 under n° D.09-0095-R01.
- First update to the *Document de Référence* filed with the AMF on 12 May 2009 under n° D.09-0095-A01.
- Second update to the *Document de Référence* filed with the AMF on 6 August 2009 under n° D.09-0095-A02.
- Third update to the *Document de Référence* filed with the AMF on 5 November 2009 under n° D.09-0095-A03.

**Issuer**

Société Générale Effekten GmbH

**Guarantor**

Société Générale

The Certificates are guaranteed by Société Générale under the Guarantee dated 20 March 2009.

**Commercial Name**

Bonus cappé

**Issue Date**

2 March 2010

**Subscription**

Société Générale

**Paying Agent**

Société Générale, Tours Société Générale, 92987 Paris La Défense Cedex, France.

**Calculation Agent**

Société Générale, Tours Société Générale, 92987 Paris La Défense Cedex, France.

**Clearance Institution**

Euroclear Bank (Brussels), Clearstream Banking (Luxembourg) or Euroclear France (Paris), as the case may be.

**Place of listing of the  
Certificates**

Euronext Paris

**Minimum number of  
Certificates for trading**

The minimum number of Certificates for trading on Euronext Paris is 1 (one) Certificate.

**Delisting**

The Certificates will be delisted from Euronext Paris at opening on the sixth trading day in Paris before the Maturity Date (inclusive).

**Assimilation provisions**

Not applicable

**II – FINANCIAL CHARACTERISTICS****TABLE**

<b>Tranche</b>	<b>Number of Certificates</b>	<b>Underlying / Share</b>	<b>Reuters code</b>	<b>Quotation Market</b>	<b>Related Exchange</b>
A	497,000	AIR FRANCE - KLM	AIRF.PA	Euronext Paris	Euronext.liffe, Paris
B	497,000	AIR FRANCE - KLM	AIRF.PA	Euronext Paris	Euronext.liffe, Paris
C	497,000	AIR FRANCE - KLM	AIRF.PA	Euronext Paris	Euronext.liffe, Paris
D	497,000	AIR FRANCE - KLM	AIRF.PA	Euronext Paris	Euronext.liffe, Paris
E	104,000	ALSTOM	ALSO.PA	Euronext Paris	Euronext.liffe, Paris
F	104,000	ALSTOM	ALSO.PA	Euronext Paris	Euronext.liffe, Paris
G	104,000	ALSTOM	ALSO.PA	Euronext Paris	Euronext.liffe, Paris
H	104,000	ALSTOM	ALSO.PA	Euronext Paris	Euronext.liffe, Paris
I	2,262,000	ALCATEL-LUCENT	ALUA.PA	Euronext Paris	Euronext.liffe, Paris
J	2,262,000	ALCATEL-LUCENT	ALUA.PA	Euronext Paris	Euronext.liffe, Paris
K	2,262,000	ALCATEL-LUCENT	ALUA.PA	Euronext Paris	Euronext.liffe, Paris
L	329,000	AXA	AXAF.PA	Euronext Paris	Euronext.liffe, Paris
M	329,000	AXA	AXAF.PA	Euronext Paris	Euronext.liffe, Paris
N	329,000	AXA	AXAF.PA	Euronext Paris	Euronext.liffe, Paris
O	93,000	BNP PARIBAS	BNPP.PA	Euronext Paris	Euronext.liffe, Paris
P	93,000	BNP PARIBAS	BNPP.PA	Euronext Paris	Euronext.liffe, Paris
Q	93,000	BNP PARIBAS	BNPP.PA	Euronext Paris	Euronext.liffe, Paris
R	93,000	BNP PARIBAS	BNPP.PA	Euronext Paris	Euronext.liffe, Paris
S	142,000	BOUYGUES	BOUY.PA	Euronext Paris	Euronext.liffe, Paris
T	142,000	BOUYGUES	BOUY.PA	Euronext Paris	Euronext.liffe, Paris
U	142,000	BOUYGUES	BOUY.PA	Euronext Paris	Euronext.liffe, Paris
V	142,000	BOUYGUES	BOUY.PA	Euronext Paris	Euronext.liffe, Paris
W	336,000	EADS	EAD.PA	Euronext Paris	Euronext.liffe, Paris
X	336,000	EADS	EAD.PA	Euronext Paris	Euronext.liffe, Paris
Y	336,000	EADS	EAD.PA	Euronext Paris	Euronext.liffe, Paris
Z	336,000	EADS	EAD.PA	Euronext Paris	Euronext.liffe, Paris
AA	294,000	FRANCE TELECOM	FTE.PA	Euronext Paris	Euronext.liffe, Paris
AB	294,000	FRANCE TELECOM	FTE.PA	Euronext Paris	Euronext.liffe, Paris
AC	294,000	FRANCE TELECOM	FTE.PA	Euronext Paris	Euronext.liffe, Paris
AD	100,000	LAFARGE	LAFP.PA	Euronext Paris	Euronext.liffe, Paris
AE	100,000	LAFARGE	LAFP.PA	Euronext Paris	Euronext.liffe, Paris
AF	100,000	LAFARGE	LAFP.PA	Euronext Paris	Euronext.liffe, Paris
AG	100,000	LAFARGE	LAFP.PA	Euronext Paris	Euronext.liffe, Paris
AH	96,000	MICHELIN	MICP.PA	Euronext Paris	Euronext.liffe, Paris

AI	96,000	MICHELIN	MICP.PA	Euronext Paris	Euronext.liffe, Paris
AJ	96,000	MICHELIN	MICP.PA	Euronext Paris	Euronext.liffe, Paris
AK	96,000	MICHELIN	MICP.PA	Euronext Paris	Euronext.liffe, Paris
AL	248,000	PEUGEOT	PEUP.PA	Euronext Paris	Euronext.liffe, Paris
AM	248,000	PEUGEOT	PEUP.PA	Euronext Paris	Euronext.liffe, Paris
AN	248,000	PEUGEOT	PEUP.PA	Euronext Paris	Euronext.liffe, Paris
AO	248,000	PEUGEOT	PEUP.PA	Euronext Paris	Euronext.liffe, Paris
AP	156,000	RENAULT	RENA.PA	Euronext Paris	Euronext.liffe, Paris
AQ	156,000	RENAULT	RENA.PA	Euronext Paris	Euronext.liffe, Paris
AR	156,000	RENAULT	RENA.PA	Euronext Paris	Euronext.liffe, Paris
AS	156,000	RENAULT	RENA.PA	Euronext Paris	Euronext.liffe, Paris
AT	62,000	SCHNEIDER	SCHN.PA	Euronext Paris	Euronext.liffe, Paris
AU	62,000	SCHNEIDER	SCHN.PA	Euronext Paris	Euronext.liffe, Paris
AV	62,000	SCHNEIDER	SCHN.PA	Euronext Paris	Euronext.liffe, Paris
AW	62,000	SCHNEIDER	SCHN.PA	Euronext Paris	Euronext.liffe, Paris
AX	129,000	VINCI	SGEF.PA	Euronext Paris	Euronext.liffe, Paris
AY	129,000	VINCI	SGEF.PA	Euronext Paris	Euronext.liffe, Paris
AZ	129,000	VINCI	SGEF.PA	Euronext Paris	Euronext.liffe, Paris
BA	129,000	VINCI	SGEF.PA	Euronext Paris	Euronext.liffe, Paris
BB	149,000	SAINT GOBAIN	SGOB.PA	Euronext Paris	Euronext.liffe, Paris
BC	149,000	SAINT GOBAIN	SGOB.PA	Euronext Paris	Euronext.liffe, Paris
BD	149,000	SAINT GOBAIN	SGOB.PA	Euronext Paris	Euronext.liffe, Paris
BE	149,000	SAINT GOBAIN	SGOB.PA	Euronext Paris	Euronext.liffe, Paris
BF	123,000	SOCIETE GENERALE	SOGN.PA	Euronext Paris	Euronext.liffe, Paris
BG	123,000	SOCIETE GENERALE	SOGN.PA	Euronext Paris	Euronext.liffe, Paris
BH	123,000	SOCIETE GENERALE	SOGN.PA	Euronext Paris	Euronext.liffe, Paris
BI	117,000	TOTAL	TOTF.PA	Euronext Paris	Euronext.liffe, Paris
BJ	117,000	TOTAL	TOTF.PA	Euronext Paris	Euronext.liffe, Paris
BK	117,000	TOTAL	TOTF.PA	Euronext Paris	Euronext.liffe, Paris
BL	205,000	VEOLIA	VIE.PA	Euronext Paris	Euronext.liffe, Paris
BM	205,000	VEOLIA	VIE.PA	Euronext Paris	Euronext.liffe, Paris
BN	205,000	VEOLIA	VIE.PA	Euronext Paris	Euronext.liffe, Paris
BO	270,000	VIVENDI	VIV.PA	Euronext Paris	Euronext.liffe, Paris
BP	270,000	VIVENDI	VIV.PA	Euronext Paris	Euronext.liffe, Paris
BQ	270,000	VIVENDI	VIV.PA	Euronext Paris	Euronext.liffe, Paris
BR	270,000	VIVENDI	VIV.PA	Euronext Paris	Euronext.liffe, Paris

Tranche	Issue Price per Certificate	Issue amount	Final Valuation Date	Maturity Date
A	EUR 10.06	EUR 4,999,820	23 December 2010	6 January 2011
B	EUR 10.06	EUR 4,999,820	23 December 2010	6 January 2011

C	EUR 10.06	EUR 4,999,820	23 December 2010	6 January 2011
D	EUR 10.06	EUR 4,999,820	23 December 2010	6 January 2011
E	EUR 48.10	EUR 5,002,400	23 December 2010	6 January 2011
F	EUR 48.10	EUR 5,002,400	23 December 2010	6 January 2011
G	EUR 48.10	EUR 5,002,400	23 December 2010	6 January 2011
H	EUR 48.10	EUR 5,002,400	23 December 2010	6 January 2011
I	EUR 2.21	EUR 4,999,020	23 December 2010	6 January 2011
J	EUR 2.21	EUR 4,999,020	23 December 2010	6 January 2011
K	EUR 2.21	EUR 4,999,020	23 December 2010	6 January 2011
L	EUR 15.18	EUR 4,994,220	23 December 2010	6 January 2011
M	EUR 15.18	EUR 4,994,220	23 December 2010	6 January 2011
N	EUR 15.18	EUR 4,994,220	23 December 2010	6 January 2011
O	EUR 53.93	EUR 5,015,490	23 December 2010	6 January 2011
P	EUR 53.93	EUR 5,015,490	23 December 2010	6 January 2011
Q	EUR 53.93	EUR 5,015,490	23 December 2010	6 January 2011
R	EUR 53.93	EUR 5,015,490	23 December 2010	6 January 2011
S	EUR 35.33	EUR 5,016,860	23 December 2010	6 January 2011
T	EUR 35.33	EUR 5,016,860	23 December 2010	6 January 2011
U	EUR 35.33	EUR 5,016,860	23 December 2010	6 January 2011
V	EUR 35.33	EUR 5,016,860	23 December 2010	6 January 2011
W	EUR 14.86	EUR 4,992,960	23 December 2010	6 January 2011
X	EUR 14.86	EUR 4,992,960	23 December 2010	6 January 2011
Y	EUR 14.86	EUR 4,992,960	23 December 2010	6 January 2011
Z	EUR 14.86	EUR 4,992,960	23 December 2010	6 January 2011
AA	EUR 17.00	EUR 4,998,000	23 December 2010	6 January 2011
AB	EUR 17.00	EUR 4,998,000	23 December 2010	6 January 2011
AC	EUR 17.00	EUR 4,998,000	23 December 2010	6 January 2011
AD	EUR 50.13	EUR 5,013,000	23 December 2010	6 January 2011
AE	EUR 50.13	EUR 5,013,000	23 December 2010	6 January 2011
AF	EUR 50.13	EUR 5,013,000	23 December 2010	6 January 2011
AG	EUR 50.13	EUR 5,013,000	23 December 2010	6 January 2011
AH	EUR 52.27	EUR 5,017,920	23 December 2010	6 January 2011
AI	EUR 52.27	EUR 5,017,920	23 December 2010	6 January 2011
AJ	EUR 52.27	EUR 5,017,920	23 December 2010	6 January 2011
AK	EUR 52.27	EUR 5,017,920	23 December 2010	6 January 2011
AL	EUR 20.17	EUR 5,002,160	23 December 2010	6 January 2011
AM	EUR 20.17	EUR 5,002,160	23 December 2010	6 January 2011
AN	EUR 20.17	EUR 5,002,160	23 December 2010	6 January 2011
AO	EUR 20.17	EUR 5,002,160	23 December 2010	6 January 2011
AP	EUR 32.01	EUR 4,993,560	23 December 2010	6 January 2011

AQ	EUR 32.01	EUR 4,993,560	23 December 2010	6 January 2011
AR	EUR 32.01	EUR 4,993,560	23 December 2010	6 January 2011
AS	EUR 32.01	EUR 4,993,560	23 December 2010	6 January 2011
AT	EUR 81.02	EUR 5,023,240	23 December 2010	6 January 2011
AU	EUR 81.02	EUR 5,023,240	23 December 2010	6 January 2011
AV	EUR 81.02	EUR 5,023,240	23 December 2010	6 January 2011
AW	EUR 81.02	EUR 5,023,240	23 December 2010	6 January 2011
AX	EUR 38.79	EUR 5,003,910	17 January 2011	31 January 2011
AY	EUR 38.79	EUR 5,003,910	17 January 2011	31 January 2011
AZ	EUR 38.79	EUR 5,003,910	17 January 2011	31 January 2011
BA	EUR 38.79	EUR 5,003,910	17 January 2011	31 January 2011
BB	EUR 33.62	EUR 5,009,380	23 December 2010	6 January 2011
BC	EUR 33.62	EUR 5,009,380	23 December 2010	6 January 2011
BD	EUR 33.62	EUR 5,009,380	23 December 2010	6 January 2011
BE	EUR 33.62	EUR 5,009,380	23 December 2010	6 January 2011
BF	EUR 40.58	EUR 4,991,340	23 December 2010	6 January 2011
BG	EUR 40.58	EUR 4,991,340	23 December 2010	6 January 2011
BH	EUR 40.58	EUR 4,991,340	23 December 2010	6 January 2011
BI	EUR 42.69	EUR 4,994,730	23 December 2010	6 January 2011
BJ	EUR 42.69	EUR 4,994,730	23 December 2010	6 January 2011
BK	EUR 42.69	EUR 4,994,730	23 December 2010	6 January 2011
BL	EUR 24.35	EUR 4,991,750	23 December 2010	6 January 2011
BM	EUR 24.35	EUR 4,991,750	23 December 2010	6 January 2011
BN	EUR 24.35	EUR 4,991,750	23 December 2010	6 January 2011
BO	EUR 18.51	EUR 4,997,700	23 December 2010	6 January 2011
BP	EUR 18.51	EUR 4,997,700	23 December 2010	6 January 2011
BQ	EUR 18.51	EUR 4,997,700	23 December 2010	6 January 2011
BR	EUR 18.51	EUR 4,997,700	23 December 2010	6 January 2011

Tranche	Parity *	Limit *	Bonus Level *	ISIN code	Mnemonic code
A	1	EUR 8.55	EUR 12.12	FR0010863993	1318S
B	1	EUR 8.04	EUR 11.81	FR0010863985	1317S
C	1	EUR 7.54	EUR 11.52	FR0010863977	1316S
D	1	EUR 7.04	EUR 11.25	FR0010863969	1315S
E	1	EUR 40.89	EUR 57.53	FR0010864033	1322S
F	1	EUR 38.48	EUR 55.84	FR0010864025	1321S
G	1	EUR 36.08	EUR 54.39	FR0010864017	1320S
H	1	EUR 33.67	EUR 53.10	FR0010864009	1319S
I	1	EUR 1.76	EUR 2.79	FR0010864066	1325S
J	1	EUR 1.65	EUR 2.70	FR0010864058	1324S

K	1	EUR 1.54	EUR 2.62	FR0010864041	1323S
L	1	EUR 12.14	EUR 18.31	FR0010864090	1328S
M	1	EUR 11.39	EUR 17.82	FR0010864082	1327S
N	1	EUR 10.63	EUR 17.40	FR0010864074	1326S
O	1	EUR 45.84	EUR 65.81	FR0010864132	1332S
P	1	EUR 43.14	EUR 64.04	FR0010864124	1331S
Q	1	EUR 40.45	EUR 62.53	FR0010864116	1330S
R	1	EUR 37.75	EUR 61.20	FR0010864108	1329S
S	1	EUR 30.03	EUR 43.94	FR0010864173	1336S
T	1	EUR 28.26	EUR 42.48	FR0010864165	1335S
U	1	EUR 26.50	EUR 41.24	FR0010864157	1334S
V	1	EUR 24.73	EUR 40.16	FR0010864140	1333S
W	1	EUR 12.63	EUR 17.76	FR0010864215	1340S
X	1	EUR 11.88	EUR 17.29	FR0010864207	1339S
Y	1	EUR 11.14	EUR 16.87	FR0010864199	1338S
Z	1	EUR 10.40	EUR 16.50	FR0010864181	1337S
AA	1	EUR 14.45	EUR 19.52	FR0010864249	1343S
AB	1	EUR 13.60	EUR 18.80	FR0010864231	1342S
AC	1	EUR 12.75	EUR 18.28	FR0010864223	1341S
AD	1	EUR 42.61	EUR 62.19	FR0010864280	1347S
AE	1	EUR 40.10	EUR 59.92	FR0010864272	1346S
AF	1	EUR 37.60	EUR 58.00	FR0010864264	1345S
AG	1	EUR 35.09	EUR 56.36	FR0010864256	1344S
AH	1	EUR 44.43	EUR 63.95	FR0010864322	1351S
AI	1	EUR 41.82	EUR 61.95	FR0010864314	1350S
AJ	1	EUR 39.20	EUR 60.19	FR0010864306	1349S
AK	1	EUR 36.59	EUR 58.64	FR0010864298	1348S
AL	1	EUR 17.14	EUR 24.80	FR0010864363	1355S
AM	1	EUR 16.13	EUR 24.07	FR0010864355	1354S
AN	1	EUR 15.12	EUR 23.42	FR0010864348	1353S
AO	1	EUR 14.12	EUR 22.82	FR0010864330	1352S
AP	1	EUR 27.21	EUR 39.26	FR0010864405	1359S
AQ	1	EUR 25.61	EUR 38.34	FR0010864397	1358S
AR	1	EUR 24.01	EUR 37.49	FR0010864389	1357S
AS	1	EUR 22.41	EUR 36.71	FR0010864371	1356S
AT	1	EUR 68.87	EUR 95.77	FR0010864447	1363S
AU	1	EUR 64.82	EUR 93.11	FR0010864439	1362S
AV	1	EUR 60.77	EUR 90.77	FR0010864421	1361S
AW	1	EUR 56.71	EUR 88.77	FR0010864413	1360S
AX	1	EUR 32.97	EUR 46.24	FR0010864488	1367S

AY	1	EUR 31.03	EUR 44.79	FR0010864470	1366S
AZ	1	EUR 29.09	EUR 43.62	FR0010864462	1365S
BA	1	EUR 27.15	EUR 42.62	FR0010864454	1364S
BB	1	EUR 28.58	EUR 41.71	FR0010864520	1371S
BC	1	EUR 26.90	EUR 40.37	FR0010864512	1370S
BD	1	EUR 25.22	EUR 39.19	FR0010864504	1369S
BE	1	EUR 23.53	EUR 38.18	FR0010864496	1368S
BF	1	EUR 32.46	EUR 48.79	FR0010864553	1374S
BG	1	EUR 30.44	EUR 47.76	FR0010864546	1373S
BH	1	EUR 28.41	EUR 46.83	FR0010864538	1372S
BI	1	EUR 36.28	EUR 48.12	FR0010864587	1377S
BJ	1	EUR 34.15	EUR 46.75	FR0010864579	1376S
BK	1	EUR 32.01	EUR 45.70	FR0010864561	1375S
BL	1	EUR 20.70	EUR 27.72	FR0010864611	1380S
BM	1	EUR 19.48	EUR 26.84	FR0010864603	1379S
BN	1	EUR 18.26	EUR 26.14	FR0010864595	1378S
BO	1	EUR 15.73	EUR 21.97	FR0010864652	1384S
BP	1	EUR 14.81	EUR 21.10	FR0010864645	1383S
BQ	1	EUR 13.88	EUR 20.46	FR0010864637	1382S
BR	1	EUR 12.96	EUR 19.94	FR0010864629	1381S

\* subject to adjustments

**Aggregate issue amount** EUR 350,260,780

**Settlement Currency** EUR

**Underlying currency** EUR

**Settlement Amount** Each Certificate shall entitle the Certificateholder to receive one of the following Settlement Amounts, as the case may be, on the Settlement Date :

(i) if  $VALUE_t$  has always been strictly greater than the Limit :

Parity x Bonus Level

(ii) if  $VALUE_t$  has been less than or equal to the Limit at least once and if  $VALUE_r$  is equal to or above the Bonus Level :

Parity x Bonus Level

(iii) if  $VALUE_t$  has been less than or equal to the Limit at least once and if  $VALUE_r$  is strictly below the Bonus Level :

Parity x  $VALUE_r$

where

$VALUE_r$  means the closing price of the Share on the Final Valuation Date, subject to the provisions of the definition of the Final Valuation Date below.

$VALUE_t$  means the closing price of the Share on each date(t) between the Launch Date and the Final Valuation Date (both dates included).

<b>Launch Date</b>	25 February 2010
<b>Final Valuation Date</b>	The date specified in the table above. However, if such date is not a Trading Day, the Final Valuation Date shall be the first Trading Day of the Valuation Period, provided that if there is no Trading Day within the Valuation Period, the last day of the Valuation Period shall be deemed to be the Final Valuation Date and VALUE <sub>f</sub> shall be deemed to be the Fair Market Value.
<b>Fair Market Value</b>	The value of the Share determined by the Calculation Agent after consultation with an independent expert designated by Société Générale, on the basis of the market conditions on the last day of the Valuation Period.
<b>Settlement Date</b>	The Maturity Date.
<b>Valuation Period</b>	The period of 5 (five) calendar days which follows the Final Valuation Date.

**Remunerations of professional intermediaries:**

Société Générale may pay to certain investment services providers or investment financial advisers (each, an “**Interested Party**”) an upfront commission of up to 1% of the amount of Certificates held by such entities’ clients and/or an annual remuneration of up to 0.50% of the amount of Certificates held by such entities’ clients.

Further information in respect of the above remunerations may be provided by Société Générale to its own clients upon request. If, under the Markets in Financial Instruments Directive (MiFID) 2004/39/EC and/or any other laws and regulations, an Interested Party is required to disclose to prospective investors in the Certificates any remuneration that Société Générale pays to, or receives from, such Interested Party in respect of the Certificates, the Interested Party shall be responsible for compliance with such laws and regulations.

**The attention of the potential purchasers is drawn to the fact that:**

- they must read these Final Terms together with the Base Prospectus, the Supplements, the *Document de Référence*, the amendment (“*rectificatif*”) and the updates referred to above,
- at any time, the Certificate value may be less than the Issue Price and Certificateholders may lose some or all of their investment,
- Certificates are not suitable for all investors. Potential purchasers are advised to make their decision only after having carefully considered, with their advisers, whether the planned investment is appropriate to their requirements and resources.

THE CERTIFICATES AND THE GUARANTEE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND TRADING IN THE CERTIFICATES HAS NOT BEEN APPROVED BY THE UNITED STATES COMMODITY FUTURES TRADING COMMISSION UNDER THE UNITED STATES COMMODITY EXCHANGE ACT. CERTIFICATES, OR INTERESTS THEREIN, MAY NOT AT ANY TIME BE OFFERED, SOLD, RESOLD OR DELIVERED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, A U.S. PERSON. FOR A DESCRIPTION OF THE RESTRICTIONS ON OFFERS AND SALES OF THE CERTIFICATES, SEE THE SECTION "PURCHASE AND SALE" IN THE BASE PROSPECTUS.