



# HSBC USA Inc. Performance Securities with Contingent Protection Linked to an International Fund Basket due March 31, 2015

## Strategic Alternatives to Indexing

### HSBC USA Inc. Securities linked to an International Fund Basket due March 31, 2015

#### Investment Description

These HSBC USA Inc. Performance Securities with Contingent Protection linked to an International Fund Basket are senior unsecured notes issued by HSBC USA Inc. ("HSBC"), which we refer to as the "Securities". The Securities are designed to provide enhanced exposure to potential positive performance of a weighted basket of exchange traded funds (weighted as described herein), which we refer to as the "Basket". The Basket consists of the iShares® MSCI EAFE Index Fund ("EFA") and the iShares® MSCI Emerging Markets Index Fund ("EEM"), each of which we refer to as an "Index Fund", and together, the "Index Funds". The amount you receive at maturity is based on the performance of the Index Funds in the aggregate and on whether the Basket Ending Level is below the specified Trigger Level on the Final Valuation Date. If the Basket Return is greater than zero, at maturity, for each Security, you will receive an amount in cash per Security that is equal to the sum of (a) the Principal Amount plus (b) the product of (i) the Principal Amount multiplied by (ii) the Basket Return multiplied by the Participation Rate of 100% to 110% (to be determined on the Trade Date). If the Basket Return is equal to zero, at maturity, for each Security, you will receive the Principal Amount. If the Basket Return is less than zero and the Basket Ending Level is greater than or equal to the Trigger Level, which is equal to 50% of the Basket Starting Level, at maturity, for each Security, you will receive the Principal Amount. If the Basket Return is less than zero and the Basket Ending Level is below the Trigger Level on the Final Valuation Date, your Securities will be fully exposed to any negative Basket Return, and you will lose some or all of your investment in the Securities. Investors will not receive interest or dividend payments during the term of the Securities. **Investing in the Securities involves significant risks. You will lose some or all of your Principal Amount if the Basket Ending Level is below the Trigger Level. The contingent principal protection feature applies only if you hold the Securities to maturity. Any payment on the Securities, including any contingent principal protection feature, is subject to the creditworthiness of HSBC.**

#### Features

- ❑ **Core Investment Opportunity:** If you are seeking market exposure to the underlying Index Funds, the Securities may provide an alternative to traditional investments. At maturity, the Securities allow you to participate in any positive Basket Return while providing an initial cushion from a negative Basket Return.
- ❑ **Contingent Protection Feature:** If you hold the Securities to maturity and the Basket Ending Level is equal to or greater than the Trigger Level on the Final Valuation Date, you will receive at least 100% of your principal, subject to the creditworthiness of the Issuer. If the Basket Ending Level is below the Trigger Level on the Final Valuation Date, your investment will be fully exposed to any negative Basket Return and you may lose some or all of your initial investment.

#### Key Dates<sup>1</sup>

Trade Date	March 26, 2010
Settlement Date	March 31, 2010
Final Valuation Date <sup>2</sup>	March 25, 2015
Maturity Date <sup>2</sup>	March 31, 2015

<sup>1</sup> Expected. In the event any change is made to the expected Trade Date and Settlement Date, the Final Valuation Date and Maturity Date will be changed so that the stated term of the Securities remains the same.

<sup>2</sup> Subject to postponement in the event of a market disruption event or certain other circumstances as described in the accompanying underlying supplement no. 2, dated January 11, 2010.

#### Security Offerings

HSBC USA Inc. is offering Performance Securities with Contingent Protection Linked to an International Fund Basket. The return on the Securities is not subject to a predetermined maximum gain. The Trigger Level will be 50% of the Basket Starting Level. The Participation Rate will be between 100% to 110% (to be determined on the Trade Date). The Securities are offered at a minimum investment of \$1,000 in denominations of \$10 and integral multiples thereof.

**See "Additional Information about HSBC USA Inc. and the Securities" on page 2 of this free writing prospectus. The Securities offered will have the terms specified in the accompanying base prospectus dated April 2, 2009, the accompanying prospectus supplement dated April 9, 2009, the accompanying underlying supplement no. 2 and the terms set forth herein. See "Key Risks" on page 7 of this free writing prospectus and the more detailed "Risk Factors" beginning on page US2-1 of the accompanying underlying supplement no. 2 and beginning on page S-3 of the accompanying prospectus supplement for risks related to the Securities and the Index Funds.**

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Securities or passed upon the accuracy or the adequacy of this document, the accompanying underlying supplement no. 2, base prospectus or prospectus supplement. Any representation to the contrary is a criminal offense. The Securities are not deposit liabilities or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency of the United States or any other jurisdiction and involve investment risks including possible loss of the principal amount invested due to the credit risk of HSBC.*

The Securities will not be listed on any U.S. securities exchange or quotation system. HSBC Securities (USA) Inc., an affiliate of ours, will purchase the Securities from HSBC for distribution to UBS Financial Services Inc, acting as agent. See "Supplemental Plan of Distribution (Conflicts of Interest)" on the last page of this free writing prospectus for a description of the distribution arrangement.

	Price to Public	Underwriting Discount	Proceeds to Issuer
Per Security	\$10.00	\$0.35	\$9.65
Total			

## Additional Information about HSBC USA Inc. and the Securities

This free writing prospectus relates to the offering of securities linked to the Basket identified on the cover page. The Basket described in this free writing prospectus is a reference asset as defined in the underlying supplement no. 2 and the prospectus supplement, and these Securities being offered hereby are “notes” for purposes of the underlying supplement no. 2 and the prospectus supplement. As a purchaser of a Security, you will acquire senior unsecured debt instrument linked to the Basket. Although the Security offering relates to the Basket identified on the cover page, you should not construe that fact as a recommendation of the merits of acquiring an investment linked to the Basket, any Index Fund or index underlying any Index Fund (each an “Underlying Index” and together the “Underlying Indices”), or any stocks comprising an Underlying Index, or as to the suitability of an investment in the Securities. Your investment is linked to a Basket that consists of the Index Funds and is not linked to any Underlying Index.

You should read this document together with the base prospectus dated April 2, 2009, the prospectus supplement dated April 9, 2009 and the underlying supplement no. 2 dated January 11, 2010. If the terms of the Securities offered hereby are inconsistent with those described in the accompanying underlying supplement no. 2, the prospectus supplement or base prospectus, the terms described in this free writing prospectus shall control. You should carefully consider, among other things, the matters set forth in “Key Risks” on page 7 of this free writing prospectus and in “Risk Factors” beginning on page US2-1 of the underlying supplement no. 2 and beginning on page S-3 of the prospectus supplement, as the Securities involve risks not associated with conventional debt securities. You are urged to consult your investment, legal, tax, accounting and other advisers before you invest in the Securities.

HSBC USA Inc. has filed a registration statement (including the underlying supplement no. 2, a prospectus and prospectus supplement) with the U.S. Securities and Exchange Commission (or the SEC) for the offering to which this free writing prospectus relates. Before you invest, you should read the underlying supplement no. 2, the base prospectus and prospectus supplement in that registration statement and other documents HSBC USA Inc. has filed with the SEC for more complete information about HSBC USA Inc. and this offering. You may get these documents for free by visiting EDGAR on the SEC’s web site at [www.sec.gov](http://www.sec.gov). Alternatively, HSBC Securities (USA) Inc. or any dealer participating in this offering will arrange to send you the underlying supplement no. 2, the base prospectus and prospectus supplement if you request them by calling toll-free 1 866 811 8049.

**You may access these documents on the SEC web site at [www.sec.gov](http://www.sec.gov) as follows:**

- ◆ Underlying supplement no. 2 dated January 11, 2010:  
[http://www.sec.gov/Archives/edgar/data/83246/000114420410001371/v171070\\_424b2.htm](http://www.sec.gov/Archives/edgar/data/83246/000114420410001371/v171070_424b2.htm)
- ◆ Prospectus supplement dated April 9, 2009:  
[http://sec.gov/Archives/edgar/data/83246/000114420409019785/v145824\\_424b2.htm](http://sec.gov/Archives/edgar/data/83246/000114420409019785/v145824_424b2.htm)
- ◆ Prospectus dated April 2, 2009:  
<http://sec.gov/Archives/edgar/data/83246/000104746909003736/a2192100zs-3asr.htm>

*As used herein, references to the “Issuer,” “HSBC,” “we,” “us” and “our” are to HSBC USA Inc. References to the “prospectus supplement” mean the prospectus supplement dated April 9, 2009, references to “accompanying base prospectus” mean the HSBC USA Inc. base prospectus, dated April 2, 2009 and references to the “underlying supplement no. 2” mean the underlying supplement no. 2 dated January 11, 2010.*

## Investor Suitability

### The Securities may be suitable for you if:

- ◆ You believe the Basket will appreciate over the term of the Securities.
- ◆ You seek an investment with a potentially enhanced return linked to the positive performance of the Basket.
- ◆ You are willing to hold the Securities to maturity, a Term of 5 years.
- ◆ You are willing to expose your Principal Amount to the full downside performance of the Basket if the Basket Ending Level is below the Trigger Level, which is equal to 50% of the Basket Starting Level, on the Final Valuation Date and, therefore, are willing to lose some or all of your initial investment.
- ◆ You are willing to forgo dividends or other distributions paid on the shares of the Index Funds in exchange for (i) potentially enhanced returns if the Basket appreciates and (ii) contingent protection if the Basket depreciates but the Basket Ending Level is not below the Trigger Level.
- ◆ You do not seek current income from this investment.
- ◆ You do not seek an investment for which there is an active secondary market.
- ◆ You are willing to invest in the Securities based on the range indicated for the Participation Rate of 100% to 110% (the actual Participation Rate will be determined on the Trade Date).
- ◆ You are comfortable with the creditworthiness of HSBC, as Issuer of the Securities.

### The Securities may not be suitable for you if:

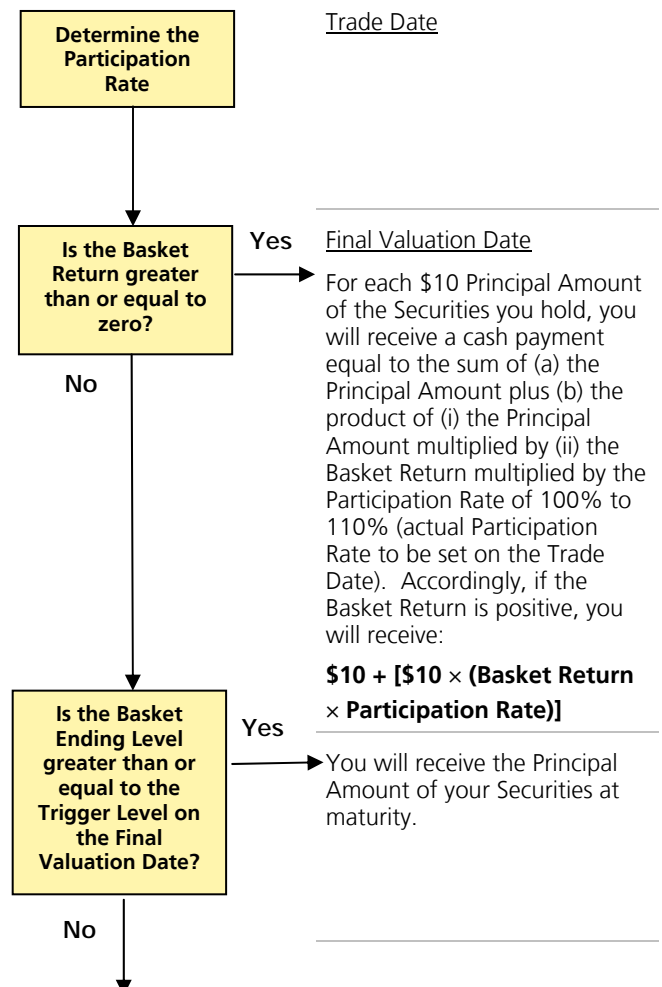
- ◆ You do not believe the Basket will appreciate over the term of the Securities.
- ◆ You do not seek an investment with exposure to the Basket.
- ◆ You are not willing to make an investment that is conditionally exposed to the full downside performance of the Basket.
- ◆ You are unable or unwilling to hold the Securities to maturity.
- ◆ You seek an investment that is 100% principal protected.
- ◆ You prefer the lower risk, and therefore accept the potentially lower returns, of conventional debt securities with comparable maturities issued by HSBC or another issuer with a similar credit rating.
- ◆ You prefer to receive dividends or other distributions paid on shares of the Index Funds.
- ◆ You seek current income from this investment.
- ◆ You seek an investment for which there will be an active secondary market.
- ◆ You are not willing or are unable to assume the credit risk associated with HSBC, as Issuer of the Securities.

**The suitability considerations identified above are not exhaustive. Whether or not the Securities are a suitable investment for you will depend on your individual circumstances, and you should reach an investment decision only after you and your investment, legal, tax, accounting and other advisers have carefully considered the suitability of an investment in the Securities in light of your particular circumstances. You should also review “Key Risks” on page 7 and “Risk Factors” on page US2-1 on the underlying supplement no. 2 and on page S-3 of the prospectus supplement.**

## Indicative Terms

Issuer	HSBC USA Inc. (A1/AA-/AA) <sup>1</sup>
Principal Amount	\$10 per Security
Term	5 years
Basket	The Securities are linked to a weighted Basket consisting of the iShares® MSCI EAFE Index Fund ("EFA") and the iShares® MSCI Emerging Markets Index Fund ("EEM"), each of which we refer to as an "Index Fund", and together, as the "Index Funds".
Underlying Index	Each Index Fund seeks to replicate the performance of its respective Underlying Index. Your investment is linked to a Basket that consists of the Index Funds and is <b>not</b> linked to any Underlying Index.
Basket Weightings	With respect to the EFA, 70.00%; and with respect to the EEM, 30.00%;
Participation Rate	100% to 110%. The actual Participation Rate will be determined on the Trade Date.
Payment At Maturity (per \$10 Security) <sup>2</sup>	<p>You will receive a cash payment at maturity linked to the performance of the Basket during the term of the Securities.</p> <p><b>If the Basket return is greater than zero</b>, you will receive the sum of (a) your Principal Amount plus (b) the product of (i) your Principal Amount multiplied by (ii) the Basket Return multiplied by the Participation Rate:</p> $\$10 + [\$10 \times (\text{Basket Return} \times \text{Participation Rate})]$ <p><b>If the Basket Return is zero</b>, you will receive your Principal Amount of:</p> $\$10$ <p><b>If the Basket Return is less than zero and the Basket Ending Level is greater than or equal to the Trigger Level on the Final Valuation Date</b>, you will receive your Principal Amount of:</p> $\$10$ <p><b>If the Basket Return is less than zero and the Basket Ending Level is below the Trigger Level on the Final Valuation Date</b>, you will receive the sum of (a) your Principal Amount plus (b) the product of (i) your Principal Amount multiplied by (ii) the Basket Return:</p> $\$10 + [\$10 \times (\text{Basket Return})]$ <p><b><i>In this case the contingent protection is lost and you will lose some or all of your Principal Amount.</i></b></p>
Trigger Level	50.00, which is 50% of the Basket Starting Level.
Basket Return	Basket Ending Level – Basket Starting Level
Basket Starting Level	Set equal to 100 on the Trade Date.
Basket Ending Level	<p>On the Final Valuation Date, the Basket Ending Level will be calculated as follows:</p> $100 \times [1 + (\text{EFA return} \times 70.00\%) + (\text{EEM return} \times 30.00\%)]$ <p>Each of the returns set forth in the formula above refers to the final return for the relevant Index Fund, which reflects the performance of the relevant Index Fund, expressed as a percentage, from the Initial Value of that Index Fund on the Trade Date to the Final Value of that Index Fund on the Final Valuation Date.</p>

## Determining Payment at Maturity



Trade Date

Final Valuation Date

For each \$10 Principal Amount of the Securities you hold, you will receive a cash payment equal to the sum of (a) the Principal Amount plus (b) the product of (i) the Principal Amount multiplied by (ii) the Basket Return multiplied by the Participation Rate of 100% to 110% (actual Participation Rate to be set on the Trade Date). Accordingly, if the Basket Return is positive, you will receive:

**$\$10 + [\$10 \times (\text{Basket Return} \times \text{Participation Rate})]$**

You will receive the Principal Amount of your Securities at maturity.

For each \$10 Principal Amount of the Securities you hold, you will receive an amount equal to the sum of (a) the Principal Amount plus (b) the product of (i) the Principal Amount multiplied by (ii) the Basket Return. Accordingly, for each \$10 Principal Amount of the Securities you hold, your Payment at Maturity will be calculated as follows:

**$\$10 + [\$10 \times (\text{Basket Return})]$**

***The principal protection on your Securities is contingent. If the Basket Return is less than zero and the Basket Ending Level is below the Trigger Level on the Final Valuation Date, the contingent protection is lost and your Principal Amount will be fully exposed to any negative Basket Return. As a result, you will lose some or all of your Principal Amount at maturity.***

<sup>1</sup> HSBC USA Inc. is rated A1 by Moody's, AA- by Standard & Poor's and AA by Fitch Ratings. A credit rating reflects the creditworthiness of HSBC USA Inc. and is not a recommendation to buy, sell or hold securities, and it may be subject to revision or withdrawal at any time by the assigning rating organization. The Securities themselves have not been independently rated. Each rating should be evaluated independently of any other rating.

<sup>2</sup> Payment at Maturity and any principal protection is provided by HSBC USA Inc., and therefore, is dependent on the ability of HSBC USA Inc. to satisfy its obligations when come due.

Initial Value	With respect to each Index Fund, the Official Closing Price (as defined below) of the respective Index Fund on the Trade Date.
Final Value	With respect to each Index Fund, the Official Closing Price (as defined below) of the respective Index Fund on the Final Valuation Date, adjusted by the Calculation Agent as described under "Antidilution and Reorganization Adjustments" in the accompanying underlying supplement no. 2.
Official Closing Price	With respect to each Index Fund, the Official Closing Price on any scheduled trading day will be the closing price of one share of such Index Fund as determined by the Calculation Agent based upon the value displayed on Bloomberg Professional <sup>®</sup> service page "EFA UP <EQUITY>" with respect to EFA and page "EEM UP <EQUITY>" with respect to EEM, or, with respect to each Index Fund, as displayed on any successor page on Bloomberg Professional <sup>®</sup> service or any successor service, as applicable.
Calculation Agent	HSBC USA, Inc.
CUSIP / ISIN	40428H326 / US40428H3268
Trustee	Notwithstanding anything contained in the accompanying prospectus supplement to the contrary, the Securities will be issued under the senior indenture dated March 31, 2009, between HSBC USA Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee. Such indenture will have substantially the same terms as the indenture described in the accompanying prospectus supplement.
Paying Agent	HSBC Bank USA, N.A. will act as Paying Agent with respect to the Securities pursuant to a Paying Agent and Securities Registrar Agreement dated June 1, 2009, between HSBC USA Inc. and HSBC Bank USA, N.A.

## What are the tax consequences of the Securities?

You should carefully consider, among other things, the matters set forth in the section “Certain U.S. Federal Income Tax Considerations” in the prospectus supplement. The following discussion summarizes certain of the material U.S. federal income tax consequences of the purchase, beneficial ownership, and disposition of each of the Securities. This summary supplements the section “Certain U.S. Federal Income Tax Considerations” in the prospectus supplement and supersedes it to the extent inconsistent therewith. This summary does not address the tax consequences that may be relevant to persons that own in the aggregate, directly or indirectly (including by reason of investing in the Securities), more than 5% of any Index Fund or any entity owned by the Index Funds. Notwithstanding any disclosure in the accompanying prospectus supplement to the contrary, HSBC’s special U.S. tax counsel in this transaction is Sidley Austin LLP.

There are no statutory provisions, regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of Securities with terms that are substantially the same as those of the Securities. Under one reasonable approach, the Securities should be treated as pre-paid forward or other executory contracts with respect to the Basket. HSBC intends to treat the Securities consistent with this approach, and pursuant to the terms of the Securities, you agree to treat the Securities under this approach for all U.S. federal income tax purposes. Subject to certain limitations described in the prospectus supplement, and based on certain factual representations received from HSBC, in the opinion of HSBC’s special U.S. tax counsel, Sidley Austin LLP, it is reasonable to treat the Securities in accordance with this approach. Pursuant to this approach, and subject to the discussion below regarding “constructive ownership transactions”, HSBC does not intend to report any income or gain with respect to the Securities prior to their maturity or an earlier sale or exchange and HSBC intends to treat any gain or loss upon maturity or an earlier sale or exchange as long-term capital gain or loss, provided that you have held the Security for more than one year at such time for U.S. federal income tax purposes. See “Certain U.S. Federal Income Tax Considerations — Certain Equity-Linked Notes — Certain Notes Treated as Forward Contracts or Executory Contracts” in the prospectus supplement for certain U.S. federal income tax considerations applicable to Securities that are treated as pre-paid cash-settled forward or other executory contracts.

Despite the foregoing, U.S. holders (as defined under “Certain U.S. Federal Income Tax Considerations” in the accompanying prospectus supplement) should be aware that the Internal Revenue Code of 1986, as amended (the “Code”) contains a provision, Section 1260 of the Code, which sets forth rules which are applicable to what it refers to as “constructive ownership transactions.” Due to the manner in which it is drafted, the precise applicability of Section 1260 of the Code to any particular transaction is often uncertain. In general, a “constructive ownership transaction” includes a contract under which an investor will receive payment equal to or credit for the future value of any equity interest in a regulated investment company (such as shares of the Index Funds). Under the “constructive ownership” rules, if an investment in the Securities is treated as a “constructive ownership transaction,” any long-term capital gain recognized by a U.S. holder (as defined in the prospectus supplement) in respect of a security will be recharacterized as ordinary income to the extent such gain exceeds the amount of “net underlying long-term capital gain” (as defined in Section 1260 of Code) of the U.S. holder (the “Excess Gain”). In addition, an interest charge will also apply to any deemed underpayment of tax in respect of any Excess Gain to the extent such gain would have resulted in gross income inclusion for the U.S. holder in taxable years prior to the taxable year of the sale, exchange or maturity of the security (assuming such income accrued at a constant rate equal to the applicable federal rate as of the date of sale, exchange or maturity of the security).

Although the matter is not clear, there exists a risk that an investment in the Securities will be treated as a “constructive ownership transaction.” If such treatment applies, it is not entirely clear to what extent any long-term capital gain recognized by a U.S. holder in respect of a security will be recharacterized as ordinary income. Accordingly, U.S. holders should consult their tax advisors regarding the potential application of the “constructive ownership” rules.

HSBC will not attempt to ascertain whether the issuer of any stock owned by one or more of the Index Funds would be treated as a “passive foreign investment company,” within the meaning of Section 1297 of the Code. In the event that the issuer of any stock owned by one or more of the Index Funds were treated as a passive foreign investment company, certain adverse U.S. federal income tax consequences might apply. You should refer to information filed with the SEC and other authorities by the issuers of stock owned by the Index Funds and consult your tax advisor regarding the possible consequences to you in the event that one or more issuers of stock owned by one or more of the Index Funds is or becomes a passive foreign investment company.

Because there are no statutory provisions, regulations, published rulings or judicial decisions addressing the characterization for U.S. federal income tax purposes of Securities with terms that are substantially the same as those of the Securities, other characterizations and treatments are possible and the timing and character of income in respect of the Securities might differ from the treatment described above. For example, the Securities could be treated as debt instruments that are “contingent payment debt instruments” for U.S. federal income tax purposes, subject to the treatment described under the heading “Certain U.S. Federal Income Tax Considerations — U.S. Federal Income Tax Treatment of Notes as Indebtedness for U.S. Federal Income Tax Purposes — Contingent Payment Debt Instruments” in the prospectus supplement.

In Notice 2008-2, the Internal Revenue Service (“IRS”) and the Treasury Department requested comments as to whether the purchaser of an exchange traded note or prepaid forward contract (which may include the Securities) should be required to accrue income during its term under a mark-to-market, accrual or other methodology, whether income and gain on such a note or contract should be ordinary or capital, and whether foreign holders should be subject to withholding tax on any deemed income accrual. Accordingly, it is possible that regulations or other guidance could provide that a U.S. holder of a security is required to accrue income in respect of the Securities prior to the receipt of payments with respect to the Securities or their earlier sale. Moreover, it is possible that any such regulations or other guidance could treat all income and gain of a U.S. holder in respect of the Securities as ordinary income (including gain on a sale). Finally, it is possible that a non-U.S. holder (as defined in the prospectus supplement) of the Securities could be subject to U.S. withholding tax in respect of the Securities. It is unclear whether any regulations or other guidance would apply to the Securities (possibly on a retroactive basis). Prospective investors are urged to consult with their tax advisors regarding Notice 2008-2 and the possible effect to them of the issuance of regulations or other guidance that affects the U.S. federal income tax treatment of the Securities.

PROSPECTIVE PURCHASERS OF SECURITIES SHOULD CONSULT THEIR TAX ADVISORS AS TO THE U.S. FEDERAL, STATE, LOCAL, AND OTHER TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF SECURITIES.

## Scenario Analysis and Examples at Maturity

The below scenario analysis and examples are provided for illustrative purposes only and are hypothetical. They do not purport to be representative of every possible scenario concerning increases or decreases in the level of the Basket relative to the Basket Starting Level. We cannot predict the Basket Ending Level on the Final Valuation Date. You should not take the scenario analysis and these examples as an indication or assurance of the expected performance of the Basket. The numbers appearing in the examples below have been rounded for ease of analysis. The following scenario analysis and examples illustrate the Payment at Maturity for a \$10.00 Security on a hypothetical offering of the Securities, with the following assumptions\*:

Investment term:	5 years
Basket starting level:	100.00
Trigger level:	500.00 (50% of the hypothetical Basket Starting Level)
Hypothetical Participation Rate:	105.00% (the midpoint of the range of 100% to 110%)

\* The actual Basket Starting Level, Trigger Level, and Participation Rate for the Securities will be set on the Trade Date.

**Example 1— The level of the Basket *increases* from a Basket Starting Level of 100.00 to a Basket Ending Level of 110.00.** The Basket Return is positive and expressed as a formula:

$$\text{Basket Return} = (110.00 - 100.00) / 100.00 = 10.00\%$$

$$\text{Payment at Maturity} = \$10 + (\$10 \times (10.00\% \times 105.00\%)) = \$11.05$$

Because the Basket Return is equal to 10%, the Payment at Maturity is equal to \$11.05 per \$10.00 Principal Amount of Securities, and the return on the Securities is 11.05%.

**Example 2— The Basket Ending Level is equal to the Basket Starting Level of 100.00.** The Basket Return is zero and the Payment at Maturity per Security is equal to the original \$10.00 Principal Amount per Security (a zero return):

$$\text{Basket Return} = 0.00\%$$

$$\text{Payment at Maturity} = \$10.00$$

**Example 3— The level of the Basket *decreases* from a Basket Starting Level of 100.00 to a Basket Ending Level of 70.00.** The Basket Return is negative and expressed as a formula:

$$\text{Basket Return} = (70.00 - 100.00) / 100.00 = -30.00\%$$

$$\text{Payment at Maturity} = \$10.00$$

Because the Basket Ending Level is greater than or equal to the Trigger Level on the Final Valuation Date, you will receive the benefit of the contingent principal protection. Therefore, the Payment at Maturity is equal to \$10.00 per \$10.00 Principal Amount of Securities (a zero return).

**Example 4— The level of the Basket *decreases* from a Basket Starting Level of 100.00 to a Basket Ending Level of 40.00.** The Basket Return is negative and expressed as a formula:

$$\text{Basket Return} = (40.00 - 100.00) / 100.00 = -60.00\%$$

$$\text{Payment at Maturity} = \$10 + (\$10 \times -60.00\%) = \$4.00$$

Because the Basket Ending Level is below the Trigger Level on the Final Valuation Date, you will lose the benefit of the contingent principal protection and the Securities will be fully exposed to any negative Basket Return on the Final Valuation Date. Therefore, the return on the Securities is -60.00%. In this case, you would incur a loss of 60% on your Securities.

***If the Basket Ending Level is below the Trigger Level on the Final Valuation Date, the Securities will be fully exposed to any negative Basket Return, and you will lose some or all of your Principal Amount at maturity.***



**Scenario Analysis – hypothetical Payment at Maturity for each \$10.00 Principal Amount of Securities.**

Performance of the Basket		Performance of the Securities		
Basket Ending Level	Basket return *	Participation Rate	Return on Securities at Maturity	Payment at Maturity
200.00	100.00%	105.00%	105.00%	\$20.50
190.00	90.00%	105.00%	94.50%	\$19.45
180.00	80.00%	105.00%	84.00%	\$18.40
170.00	70.00%	105.00%	73.50%	\$17.35
160.00	60.00%	105.00%	63.00%	\$16.30
150.00	50.00%	105.00%	52.50%	\$15.25
140.00	40.00%	105.00%	42.00%	\$14.20
130.00	30.00%	105.00%	31.50%	\$13.15
120.00	20.00%	105.00%	21.00%	\$12.10
110.00	10.00%	105.00%	10.50%	\$11.05
100.00	0.00%	N/A	0.00%	\$10.00
90.00	-10.00%	N/A	0.00%	\$10.00
80.00	-20.00%	N/A	0.00%	\$10.00
70.00	-30.00%	N/A	0.00%	\$10.00
60.00	-40.00%	N/A	0.00%	\$10.00
50.00	-50.00%	N/A	0.00%	\$10.00
40.00	-60.00%	N/A	-60.00%	\$4.00
30.00	-70.00%	N/A	-70.00%	\$3.00
20.00	-80.00%	N/A	-80.00%	\$2.00
10.00	-90.00%	N/A	-90.00%	\$1.00
0.00	-100.00%	N/A	-100.00%	\$0.00

## Key Risks

An investment in the Securities involves significant risks. Some of the risks that apply to the Securities are summarized here, but you are urged to read the more detailed explanation of risks relating to the Securities generally in the “Risk Factors” section of the accompanying underlying supplement no. 2 and the accompanying prospectus supplement. You are also urged you to consult your investment, legal, tax, accounting and other advisers before you invest in the Securities.

- ◆ **Contingent Protection Applies Only in Limited Circumstances and You May Lose Up to 100% of Your Initial Investment** – Your Principal Amount will be protected only if the Basket Ending Level is greater than or equal to the Trigger Level on the Final Valuation Date. The Securities differ from ordinary debt Securities in that HSBC will not pay you 100% of the principal amount of your Securities if the Basket Ending Level is below the Trigger Level on the Final Valuation Date. In that event, the contingent protection will be eliminated and, at maturity, you will be fully exposed to any negative Basket Return. Accordingly, you may lose up to 100% of your principal amount.
- ◆ **Certain Built-in Costs are Likely to Adversely Affect the Value of the Securities Prior to Maturity** – You should be willing to hold your Securities to maturity. The Securities are not designed to be short-term trading instruments. The price at which you will be able to sell your Securities to HSBC, its affiliates or any party in the secondary market prior to maturity, if at all, may be at a substantial discount from the principal amount of the Securities, even in cases where the Basket has appreciated since the Trade Date.
- ◆ **Contingent Principal Protection Only Applies if You Hold the Securities to Maturity** – You should be willing to hold your Securities to maturity. The Securities are not designed to be short-term trading instruments. The price at which you will be able to sell your Securities to us, our affiliates or any party in the secondary market prior to maturity, if at all, may be at a substantial discount from the principal amount of the Securities, even in cases where the Basket has appreciated since the Trade Date.
- ◆ **The Securities are Subject to the Credit Risk of the Issuer** – The Securities are senior unsecured debt obligations of the Issuer, HSBC, and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the Securities, including any principal protection at maturity, depends on the ability of HSBC to satisfy its obligations as they come due. As a result, the actual and perceived creditworthiness of HSBC may affect the market value of the Securities and, in the event HSBC were to default on its obligations, you may not receive the amounts owed to you under the terms of the Securities.
- ◆ **No Periodic Interest or Dividend Payments or Voting Rights** – The return on your Securities, if any, may not reflect the return you would realize if you actually owned the shares of an Index Fund. As a holder of the Securities, you will not receive periodic interest payments, and you will not have voting rights or rights to receive dividends or other distributions or other rights that holders of shares of the Index Funds or stocks held by the Index Funds would have.
- ◆ **The Securities are Not Insured by any Governmental Agency of The United States or any Other Jurisdiction** – The Securities are not deposit liabilities or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or program of the United States or any other jurisdiction. An investment in the Securities is subject to the credit risk of HSBC, and in the event that HSBC is unable to pay its obligations as they become due, you may not receive the full Payment at Maturity of the Securities.
- ◆ **The Securities Lack Liquidity** – The Securities will not be listed on any securities exchange or quotation system. An affiliate of HSBC intends to offer to repurchase the Securities in the secondary market but is not required to do so and may cease any such market-making activities at any time without notice. Because other dealers are not likely to make a secondary market for the Securities, the price at which you may be able to trade your Securities is likely to depend on the price, if any, at which an affiliate of HSBC is willing to buy the Securities, which will exclude any fees or commissions you paid when you purchased the Securities and therefore will generally be lower than the price you paid when you purchased the Securities.
- ◆ **Impact of Fees on Secondary Market Prices** – Generally, the price of the Securities in the secondary market is likely to be lower than the initial offering price since the issue price includes, and the secondary market prices are likely to exclude, commissions, hedging costs or other compensation paid with respect to the Securities.
- ◆ **An Index Fund and its Underlying Index are Different** – The performance of an Index Fund may not exactly replicate the performance of the respective Underlying Index, because such Index Fund will reflect transaction costs and fees that are not included in the calculation of the respective Underlying Index. It is also possible that an Index Fund may not fully replicate or may in certain circumstances diverge significantly from the performance of the respective Underlying Index due to the temporary unavailability of certain securities in the secondary market, the performance of any derivative instruments contained in such fund or due to other circumstances. An Index Fund may use futures contracts, options, swap agreements, currency forwards and repurchase agreements in seeking performance that corresponds to the respective Underlying Index and in managing cash flows. Your investment is linked to the Basket which consists of the Index Funds. Any information relating to the relevant Underlying Index is only relevant to understanding the index that the relevant Index Fund seeks to replicate.
- ◆ **Management Risk** – The Index Funds are not managed according to traditional methods of “active” investment management, which involve the buying and selling of securities based on economic, financial and market analysis and investment judgment. Instead, the Index Funds, utilizing a “passive” or indexing investment approach, attempt to approximate the investment performance of their respective Underlying Index by investing in a portfolio of securities that generally replicate the respective Underlying Index. Therefore, unless a specific Security is removed from the respective Underlying Index, an Index Fund generally would not sell a Security because the Security’s issuer was in financial trouble. In addition, an Index Fund is subject to the risk that the investment strategy of the fund’s investment adviser may not produce the intended results. Your investment is linked to the Basket which consists of the Index Funds. Any information relating to the relevant Underlying Index is only relevant to understanding the index that the relevant Index Fund seeks to replicate.
- ◆ **There is Limited Anti-dilution Protection** – The Calculation Agent will adjust the Final Value of an Index Fund, which will affect the Basket Return and, consequently, the Payment at Maturity, for certain events affecting the shares of such Index Fund, such as stock splits and corporate actions. The Calculation Agent is not required to make an adjustment for every corporate action which affects the shares of the Index Funds. If an event occurs that does not require the Calculation Agent to adjust the prices of the shares of the Index Funds, the market price of the Securities may be materially and adversely affected. See “Antidilution and Reorganization Adjustments” in the accompanying underlying supplement no. 2 for additional information.
- ◆ **Changes in the Value of One or More Index Funds May Offset Each Other** – Price movements in the Index Funds may not correlate with each other. Even if the value of one or more of the Index Funds increases, the value of one or more of the other Index



Funds may not increase as much or may even decrease. Therefore, in calculating the Basket Ending Level, increases in the value of one or more of the Index Funds may be moderated, or wholly offset, by lesser increases or declines in the value of one or more of the other Index Funds.

- ◆ **HSBC Cannot Control Actions by the Companies Whose Stocks or Other Equity Securities are Held By the Index Funds** – HSBC is not affiliated with any of the companies whose stock is held by the Index Funds. As a result, HSBC will have no ability to control the actions of such companies, including actions that could affect the value of the stocks held by the Index Funds or your Securities. None of the money you pay HSBC will go to any of the companies represented in the Index Funds' holdings, and none of those companies will be involved in the offering of the Securities in any way. Those companies will have no obligation to consider your interests as a holder of the Securities in taking any corporate actions that might affect the value of your Securities.
- ◆ **The Securities are Subject to Risks Associated with Foreign Securities Markets** – Because foreign companies or foreign equity securities held by EFA and EEM may be publicly traded in the applicable foreign countries and are denominated in currencies other than U.S. dollars, investments in the Securities involve particular risks. For example, the foreign securities markets may be more volatile than the U.S. securities markets, and market developments may affect these markets differently from the United States or other securities markets. Direct or indirect government intervention to stabilize the securities markets outside the United States, as well as cross-shareholdings in certain companies, may affect trading prices and trading volumes in those markets. Also, the public availability of information concerning the foreign issuers may vary depending on their home jurisdiction and the reporting requirements imposed by their respective regulators. In addition, the foreign issuers may be subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to United States reporting companies.

Securities prices generally are subject to political, economic, financial and social factors that apply to the markets in which they trade and, to a lesser extent, foreign markets. Securities prices outside the United States are subject to political, economic, financial and social factors that apply in foreign countries. These factors, which could negatively affect foreign securities markets, include the possibility of changes in a foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, foreign economies may differ favorably or unfavorably from the United States economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.
- ◆ **The Securities are Subject to Emerging Markets Risk** — Investments in securities linked directly or indirectly to emerging market equity securities, such as the EEM, involve many risks, including, but not limited to: economic, social, political, financial and military conditions in the emerging market; regulation by national, provincial, and local governments; less liquidity and smaller market capitalizations than exist in the case of many large U.S. companies; different accounting and disclosure standards; and political uncertainties. Stock prices of emerging market companies may be more volatile and may be affected by market developments differently than U.S. companies. Government interventions to stabilize securities markets and cross-shareholdings may affect prices and volume of trading of the securities of emerging market companies. Economic, social, political, financial and military factors could, in turn, negatively affect such companies' value. These factors could include changes in the emerging market government's economic and fiscal policies, possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to the emerging market companies or investments in their securities, and the possibility of fluctuations in the rate of exchange between currencies. Moreover, emerging market economies may differ favorably or unfavorably from the U.S. economy in a variety of ways, including growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency. You should carefully consider the risks related to emerging markets, to which the securities are highly susceptible, before making a decision to invest in the Securities.
- ◆ **Exchange Rate Risk** – Because EFA and EEM will invest in stocks denominated in the foreign currencies, changes in currency exchange rates may negatively impact such Index Funds' returns. The values of the foreign currencies may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or international political or economic developments. Therefore, exposure to exchange rate risk may result in reduced returns to EFA and EEM.
- ◆ **Uncertain Tax Treatment** – There is no direct legal authority as to the proper tax treatment of the Securities, and therefore significant aspects of the tax treatment of the Securities are uncertain as to both the timing and character of any inclusion in income in respect of the Securities. Under one reasonable approach, the Securities should be treated as pre-paid forward or other executory contracts with respect to the Basket. HSBC intends to treat the Securities consistent with this approach and pursuant to the terms of the Securities, you agree to treat the Securities under this approach for all U.S. federal income tax purposes. See "Certain U.S. Federal Income Tax Considerations — Certain Equity-Linked Notes — Certain Notes Treated as Forward Contracts or Executory Contracts" in the prospectus supplement for certain U.S. federal income tax considerations applicable to Securities that are treated as pre-paid cash-settled forward or other executory contracts.

Despite the foregoing, U.S. holders (as defined under "Certain U.S. Federal Income Tax Considerations" in the accompanying prospectus supplement) should be aware that the Internal Revenue Code of 1986, as amended (the "Code") contains a provision, Section 1260 of the Code, which sets forth rules which are applicable to what it refers to as "constructive ownership transactions." Due to the manner in which it is drafted, the precise applicability of Section 1260 of the Code to any particular transaction is often uncertain. In general, a "constructive ownership transaction" includes a contract under which an investor will receive payment equal to or credit for the future value of any equity interest in a regulated investment company (such as shares of the Index Funds). Under the "constructive ownership" rules, if an investment in the Securities is treated as a "constructive ownership transaction," any long-term capital gain recognized by a U.S. holder (as defined under "Certain U.S. Federal Income Tax Considerations" in the prospectus supplement) in respect of a security will be recharacterized as ordinary income to the extent such gain exceeds the amount of "net underlying long-term capital gain" (as defined in Section 1260 of the Code) of the U.S. holder (the "Excess Gain"). In addition, an interest charge will also apply to any deemed underpayment of tax in respect of any Excess Gain to the extent such gain would have resulted in gross income inclusion for the U.S. holder in taxable years prior to the taxable year of the sale, exchange or maturity of the security (assuming such income accrued at a constant rate equal to the applicable federal rate as of the date of sale, exchange or maturity of the security).

Although the matter is not clear, there exists a risk that an investment in the Securities will be treated as a "constructive ownership transaction." If such treatment applies, it is not entirely clear to what extent any long-term capital gain recognized by a U.S. holder in respect of a security will be recharacterized as ordinary income. Accordingly, U.S. holders should consult their tax advisors regarding the potential application of the "constructive ownership" rules.

In Notice 2008-2, the Internal Revenue Service ("IRS") and the Treasury Department requested comments as to whether the purchaser of an exchange traded note or prepaid forward contract (which may include the Securities) should be required to accrue income

during its term under a mark-to-market, accrual or other methodology, whether income and gain on such a note or contract should be ordinary or capital, and whether foreign holders should be subject to withholding tax on any deemed income accrual. Accordingly, it is possible that regulations or other guidance could provide that a U.S. holder of a security is required to accrue income in respect of the Securities prior to the receipt of payments with respect to the Securities or their earlier sale. Moreover, it is possible that any such regulations or other guidance could treat all income and gain of a U.S. holder in respect of the Securities as ordinary income (including gain on a sale). Finally, it is possible that a non-U.S. holder (as defined in the prospectus supplement) of the Securities could be subject to U.S. withholding tax in respect of the Securities. It is unclear whether any regulations or other guidance would apply to the Securities (possibly on a retroactive basis). Prospective investors are urged to consult with their tax advisors regarding Notice 2008-2 and the possible effect to them of the issuance of regulations or other guidance that affects the U.S. federal income tax treatment of the Securities.

For a more complete discussion of the U.S. federal income tax consequences of your investment in a security, please see the discussion under “Certain U.S. Federal Income Tax Considerations” in the prospectus supplement.

- ◆ **Owning the Securities is Not the Same as Owning the Stocks Comprising the Index** – The return on your Securities may not reflect the return you would realize if you actually owned the stocks included in the index. As a holder of the Securities, you will not receive interest payments, and you will not have voting rights or rights to receive dividends or other distributions or other rights that holders of stocks included in the index would have.
- ◆ **Market Price Prior to Maturity** – The market price of the Securities will be influenced by many unpredictable and interrelated factors, including the level of the index; the volatility of the index; dividends; the time remaining to the maturity of the Securities; interest rates in the markets in general; geopolitical conditions and economic, financial, political, regulatory, judicial or other events; and the credit worthiness of HSBC.
- ◆ **Potential Conflict of Interest** – HSBC or its affiliates may engage in business with the issuers of the stocks comprising an Underlying Index, which may present a conflict between the obligations of HSBC and you, as a holder of the Securities. Additionally, conflicts of interest may exist between the Calculation Agent, which may be HSBC or any of its affiliates, and you with respect to certain determinations and judgments that the Calculation Agent must make, which include determining the Payment at Maturity based on the observed Basket Ending Level. The Calculation Agent can postpone the determination of the Basket Ending Level and the Maturity Date if a market disruption event occurs and is continuing on the Final Valuation Date.
- ◆ **Potential HSBC Impact on Price** – Trading or transactions by HSBC USA Inc. or any of its affiliates in the shares held by the Index Funds or in shares of the Index Funds, or in futures, options, exchange-traded funds or other derivative products on the stocks held by the Index Funds or shares of the Index Funds, may adversely affect the market value of the stocks held by the Index Funds or shares of the Index Funds, and, therefore, the market value of the Securities.
- ◆ **Potentially Inconsistent Research, Opinions or Recommendations by HSBC** – HSBC, UBS Financial Services Inc., or their respective affiliates may publish research, express opinions or provide recommendations that are inconsistent with investing in or holding the Securities and which may be revised at any time. Any such research, opinions or recommendations could affect the price of the Index Funds, the level of the Underlying Indices or the price of the stocks included in the Underlying Indices, and therefore, the market value of the Securities.

## The iShares® MSCI EAFE Index Fund (the “EFA”)

### Description of the EFA

The EFA seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of publicly traded securities in the European, Australasian, and Far Eastern markets, as measured by the MSCI EAFE® Index, which is the Underlying Index of the EFA. As of February 23, 2010, the MSCI EAFE® Index consisted of the following 21 component country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom.

For more information about the EFA, see “The iShares® MSCI EAFE Index Fund” on page US2-20 of the accompanying underlying supplement no. 2.

### Historical Performance of the EFA

The following graph sets forth the historical performance of the EFA based on the daily historical closing prices from 1/3/2005 to 2/23/10 as reported on Bloomberg Professional® service. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Professional® service. The historical prices of the EFA should not be taken as an indication of future performance.



Source: Bloomberg Professional® Service

<u>Quarter Begin</u>	<u>Quarter End</u>	<u>Quarterly High</u>	<u>Quarterly Low</u>	<u>Quarterly Close</u>
1/3/2005	3/31/05	\$55.36	\$51.14	\$52.92
4/1/2005	6/30/05	\$53.92	\$51.12	\$52.35
7/1/2005	9/30/05	\$58.57	\$51.24	\$58.09
10/3/2005	12/30/05	\$60.95	\$54.58	\$59.42
1/3/2006	3/31/06	\$65.52	\$60.25	\$64.99
4/3/2006	6/30/06	\$70.65	\$59.40	\$65.35
7/3/2006	9/29/06	\$68.52	\$60.94	\$67.78
10/2/2006	12/29/06	\$74.66	\$67.61	\$73.26
1/3/2007	3/30/07	\$77.18	\$70.95	\$76.27
4/2/2007	6/29/07	\$81.79	\$76.05	\$80.63
7/2/2007	9/28/07	\$85.50	\$67.99	\$82.56
10/1/2007	12/31/07	\$86.49	\$78.00	\$78.50
1/2/2008	3/31/08	\$79.22	\$65.63	\$71.90
4/1/2008	6/30/08	\$78.76	\$68.06	\$68.70
7/1/2008	9/30/08	\$68.39	\$52.36	\$56.30
10/1/2008	12/31/08	\$56.42	\$35.53	\$44.87
1/2/2009	3/31/09	\$45.61	\$31.56	\$37.59
4/1/2009	6/30/09	\$49.18	\$37.28	\$45.81
7/1/2009	9/30/2009	\$56.31	\$43.49	\$54.70
10/1/2009	12/31/2009	\$57.66	\$52.42	\$55.30
1/4/2010*	2/23/2010*	\$58.00	\$49.94	\$52.27

\* As of the date of this pricing supplement available information for the first calendar quarter of 2010 includes data for the period from January 4, 2010 through February 23, 2010. Accordingly, the “Quarterly High,” “Quarterly Low” and “Quarterly Close” data indicated are for this shortened period only and do not reflect complete data for the first calendar quarter of 2010.

The closing price of EFA on February 23, 2010 was \$52.27.

## The iShares® MSCI Emerging Markets Index Fund ("EEM")

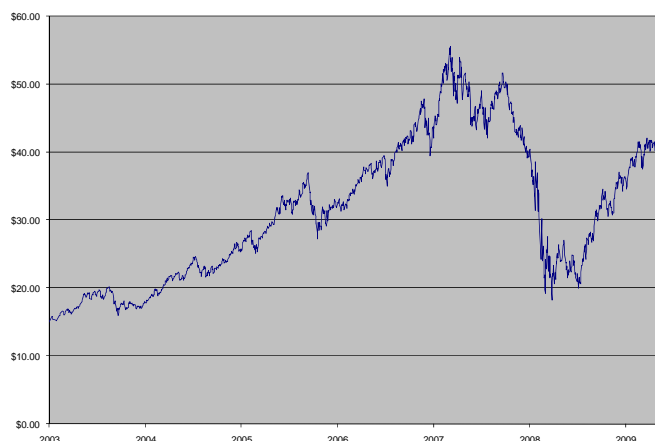
### Description of the EEM

The EEM seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Emerging Markets Index. The Emerging Markets Index is intended to measure the performance of equity markets in the global emerging markets. As of February 23, 2010, the MSCI Emerging Markets Index consisted of the following 22 component country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Hungary, India, Indonesia, Israel, Korea, Malaysia, Mexico, Morocco, Peru, Philippines, Poland, Russia, South Africa, Taiwan, Thailand and Turkey.

For more information about the EEM, see "The iShares® MSCI Emerging Markets Index Fund" on page US2-17 of the accompanying underlying supplement no. 2.

### Historical Performance of the EEM

The following graph sets forth the historical performance of the EEM based on the daily historical closing prices from 1/3/2005 to 2/23/10 as reported on Bloomberg Professional® service. We make no representation or warranty as to the accuracy or completeness of the information obtained from Bloomberg Professional® service. The historical prices of the EEM should not be taken as an indication of future performance.



Source: Bloomberg Professional® Service

<u>Quarter Begin</u>	<u>Quarter End</u>	<u>Quarterly High</u>	<u>Quarterly Low</u>	<u>Quarterly Close</u>
1/3/2005	3/31/2005	\$24.72	\$21.18	\$22.54
4/1/2005	6/30/2005	\$24.39	\$21.53	\$23.83
7/1/2005	9/30/2005	\$28.38	\$23.67	\$28.32
10/3/2005	12/30/2005	\$30.00	\$24.95	\$29.40
1/3/2006	3/31/2006	\$33.79	\$30.00	\$33.02
4/3/2006	6/30/2006	\$37.08	\$27.12	\$31.23
7/3/2006	9/29/2006	\$33.33	\$29.03	\$32.29
10/2/2006	12/29/2006	\$38.26	\$31.63	\$38.10
1/3/2007	3/30/2007	\$39.85	\$34.52	\$38.75
4/2/2007	6/29/2007	\$44.62	\$38.74	\$43.82
7/2/2007	9/28/2007	\$50.49	\$37.15	\$49.78
10/1/2007	12/31/2007	\$55.83	\$47.22	\$50.10
1/2/2008	3/31/2008	\$50.75	\$40.68	\$44.79
4/1/2008	6/30/2008	\$52.48	\$44.43	\$45.19
7/1/2008	9/30/2008	\$44.76	\$30.88	\$34.53
10/1/2008	12/31/2008	\$34.29	\$18.22	\$24.97
1/2/2009	3/31/2009	\$27.28	\$19.87	\$24.81
4/1/2009	6/30/2009	\$34.88	\$24.72	\$32.23
7/1/2009	9/30/2009	\$39.51	\$30.25	\$38.91
10/1/2009	12/31/2009	\$42.51	\$37.29	\$41.50
1/4/2010*	2/23/2010*	\$43.47	\$36.19	\$38.51

\* As of the date of this pricing supplement available information for the first calendar quarter of 2010 includes data for the period from January 4, 2010 through February 23, 2010. Accordingly, the "Quarterly High," "Quarterly Low" and "Quarterly Close" data indicated are for this shortened period only and do not reflect complete data for the first calendar quarter of 2010.

The closing price of EEM on February 23, 2010 was \$38.51.

## Events of Default and Acceleration

If the Securities have become immediately due and payable following an event of default (as defined in the accompanying base prospectus) with respect to the Securities, the Calculation Agent will determine the accelerated payment due and payable at maturity in the same general manner as described in “Indicative Terms” in this free writing prospectus. In that case, the scheduled trading day preceding the date of acceleration will be used as the Final Valuation Date for purposes of determining the Basket Return. If a market disruption event exists with respect to the index on that scheduled trading day, then the accelerated Final Valuation Date for the Basket will be postponed for up to five scheduled trading days (in the same manner used for postponing the originally scheduled Final Valuation Date). The accelerated Maturity Date will then be the fourth business day following the postponed accelerated Final Valuation Date.

If the Securities have become immediately due and payable following an event of default, you will not be entitled to any additional payments with respect to the Securities. For more information, see “Description of Debt Securities — Events of Default” and “—Events of Default; Defaults” in the accompanying base prospectus.

## Supplemental Plan of Distribution (Conflicts of Interest)

Pursuant to the terms of a distribution agreement, HSBC Securities (USA) Inc., an affiliate of HSBC, will purchase the Securities from HSBC for distribution to UBS Financial Services Inc. (the “Agent”), HSBC will agree to sell to the Agent, and the Agent will agree to purchase, all of the Securities at the price indicated on the cover of the pricing supplement, which is the document that will be filed pursuant to Rule 424(b)(2) containing the final pricing terms of the Securities. HSBC has agreed to indemnify the Agent against liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Agent may be required to make relating to these liabilities as described in the prospectus supplement and the base prospectus. The Agent may allow a concession not in excess of the underwriting discount set forth on the cover of this free writing prospectus to its affiliates.

Subject to regulatory constraints, HSBC USA Inc. (or an affiliate thereof) intends to offer to purchase the Securities in the secondary market, but is not required to do so and may cease making such offers at any time. HSBC or its affiliate will enter into swap agreements or related hedge transactions with one of its other affiliates or unaffiliated counterparties, which may include the Agent, in connection with the sale of the Securities and the Agent and/or an affiliate may earn additional income as a result of payments pursuant to the swap or related hedge transactions.

In addition, HSBC Securities (USA) Inc. or another of its affiliates or agents may use the pricing supplement related to this free writing prospectus in market-making transactions after the initial sale of the Securities, but is under no obligation to do so and may discontinue any market-making activities at any time without notice.

See Supplemental Plan of Distribution on page S-52 in the accompanying prospectus supplement.