



SOURCE COMMODITY MARKETS PUBLIC LIMITED COMPANY

(a public company incorporated with limited liability in Ireland)

(the "**Issuer**")

T-Bill Secured ETC Programme

(the "**Programme**")

This supplementary base prospectus (the "**Supplement**") to:

- the series base prospectus in respect of Series 1 issued under the Programme;
- the series base prospectus in respect of Series 2 issued under the Programme;
- the series base prospectus in respect of Series 4 issued under the Programme;
- the series base prospectus in respect of Series 7 issued under the Programme;
- the series base prospectus in respect of Series 9 issued under the Programme;
- the series base prospectus in respect of Series 10 issued under the Programme;
- the series base prospectus in respect of Series 11 issued under the Programme;
- the series base prospectus in respect of Series 13 issued under the Programme;
- the series base prospectus in respect of Series 15 issued under the Programme;
- the series base prospectus in respect of Series 16 issued under the Programme;
- the series base prospectus in respect of Series 17 issued under the Programme;
- the series base prospectus in respect of Series 18 issued under the Programme;
- the series base prospectus in respect of Series 19 issued under the Programme;
- the series base prospectus in respect of Series 20 issued under the Programme;
- the series base prospectus in respect of Series 21 issued under the Programme;
- the series base prospectus in respect of Series 23 issued under the Programme;
- the series base prospectus in respect of Series 24 issued under the Programme;
- the series base prospectus in respect of Series 25 issued under the Programme; and
- the series base prospectus in respect of Series 28 issued under the Programme (the "**Series 28 Base Prospectus**"),

of the Issuer each dated 18 January 2013 and each as amended, restated, modified or supplemented from time to time (the "**Series Base Prospectuses**" and each a "**Series Base Prospectus**") constitutes a supplementary base prospectus to each Series Base Prospectus for the purposes of the Article 16 of Directive 2003/71/EC, as amended by Directive 2010/73/EU (the "**Prospectus Directive**").

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

This Supplement is supplemental to, and should be read in conjunction with, each of the Series Base Prospectuses and any other supplements thereto issued by the Issuer. Terms defined in the Series Base Prospectuses have the same meanings when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Series Base Prospectuses by this Supplement and (b) any other statement in or incorporated in the Series Base Prospectuses, the statements in (a) above will prevail.

Except as disclosed in this Supplement there has been no significant new factor, material mistake or inaccuracy relating to information included in the Series Base Prospectuses which is capable of affecting the assessment of Certificates issued under the Programme since the publication of the Series Base Prospectuses.

Investors who have already agreed to purchase or subscribe for securities offered under the Series Base Prospectuses before this Supplement is published have the right, exercisable within two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances.

Amendments to the Series Base Prospectuses

- 1 The section entitled "*Documents incorporated by reference*" in each Series Base Prospectus shall be deleted in its entirety and replaced with the following:

"This Series Base Prospectus must be read and construed in conjunction with the Base Prospectus of the Issuer dated 18 January 2013 relating to the Programme and the Supplement to such Base Prospectus dated 29 April 2013. Such Base Prospectus and Supplement have each been published and approved by the Central Bank. The whole of the Base Prospectus, including the sections entitled "Risk Factors" and "Terms and Conditions of the Certificates", to which particular attention should be paid, and the whole of Supplement shall be deemed to be incorporated in, and form part of, this Series Base Prospectus (see <http://www.ise.ie/app/DeptSecurityDocuments.aspx?progID=318&FIELDSORT=docId>), save that any statement contained in the Base Prospectus shall be deemed to be modified or superseded for the purpose of this Series Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Series Base Prospectus. Terms used but not defined in this Series Base Prospectus will have the meaning given to such terms in the Base Prospectus. Full information on the Issuer and the Certificates is only available on the basis of the combination of the provisions set out within this document, the Base Prospectus and the Supplement.

Upon the oral or written request therefor, the Issuer will make available a copy of this Series Base Prospectus (and any documents incorporated by reference in this Series Base Prospectus) free of charge, at the specified offices of the Issuer and the Portfolio Adviser. Written or oral requests for such documents should be directed to the specified office of the Portfolio Adviser."

- 2 Item 27 in the section entitled "*Terms and Conditions of the Certificates – Contractual Terms*" of each Series Base Prospectus (other than the Series 28 Base Prospectus) is deleted in its entirety and replaced with the following:

"27 The following Swap Counterparties may from time to time enter into Swap Transactions with the Issuer in respect of the Certificates: Goldman Sachs International, Morgan Stanley Capital Group Inc., Morgan Stanley & Co International plc, Merrill Lynch International, Nomura International plc, JPMorgan Chase Bank, N.A."

- 3 Item 27 in the section entitled "*Terms and Conditions of the Certificates – Contractual Terms*" of the Series 28 Base Prospectus is deleted in its entirety and replaced with the following:

"27 The following Swap Counterparties may from time to time enter into Swap Transactions with the Issuer in respect of the Certificates: Goldman Sachs International, Morgan Stanley Capital Group Inc., Morgan Stanley & Co International plc, JPMorgan Chase Bank, N.A."

- 4 Item 7 in the section entitled "*General Information*" of each Series Base Prospectus is amended by the addition of the following wording:

7.13A The supplement to the Base Prospectus dated 29 April 2013.

Amendments to Summaries

B.21	Principal activities and global overview of parties	<p><i>Swap Counterparties:</i> The Issuer will, in respect of each Series of Certificates, gain exposure to certain commodity indices by entering into one or more swap agreements with one or more swap counterparties (each a “Swap Counterparty”). The obligations of certain Swap Counterparties will be guaranteed by other entities (each a “Swap Guarantor”). A Series of Certificates may have different Swap Counterparties to the other Series, and the Swap Counterparties for a particular Series will be specified in the Final Terms for that Series. The Swap Counterparties that have signed up to swap agreements with the Issuer allowing them to be Swap Counterparties in respect of a particular Series (and, where applicable, their related Swap Guarantor) are as follows:</p> <table><tr><th><u>Swap Counterparty</u></th><th><u>Swap Guarantor</u></th></tr><tr><td>Goldman Sachs International</td><td>The Goldman Sachs Group, Inc</td></tr><tr><td>Morgan Stanley Capital Group Inc.</td><td>Morgan Stanley</td></tr><tr><td>Morgan Stanley & Co International plc¹</td><td>None</td></tr><tr><td>Merrill Lynch International</td><td>Merrill Lynch & Co., Inc.</td></tr><tr><td>Nomura International plc</td><td>Nomura Holdings inc.</td></tr></table>	<u>Swap Counterparty</u>	<u>Swap Guarantor</u>	Goldman Sachs International	The Goldman Sachs Group, Inc	Morgan Stanley Capital Group Inc.	Morgan Stanley	Morgan Stanley & Co International plc ¹	None	Merrill Lynch International	Merrill Lynch & Co., Inc.	Nomura International plc	Nomura Holdings inc.
<u>Swap Counterparty</u>	<u>Swap Guarantor</u>													
Goldman Sachs International	The Goldman Sachs Group, Inc													
Morgan Stanley Capital Group Inc.	Morgan Stanley													
Morgan Stanley & Co International plc ¹	None													
Merrill Lynch International	Merrill Lynch & Co., Inc.													
Nomura International plc	Nomura Holdings inc.													

¹ By virtue of the Supplement to each Series Base Prospectus dated 29 April 2013, Morgan Stanley & Co International plc are included as a Swap Counterparty under the Programme.

		JPMorgan Chase Bank, N.A.	None
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References to the Series Base Prospectus in each Series Base Prospectus shall hereafter mean the relevant Series Base Prospectus as supplemented by this Supplement.

The date of this Supplement is 29 April 2013.