

## FINAL TERMS DATED 5 JANUARY 2011

**BNP Paribas Arbitrage Issuance B.V.**  
*(incorporated in The Netherlands)*  
*(as Issuer)*

**BNP Paribas**  
*(incorporated in France)*  
*(as Guarantor)*

### Warrant and Certificate Programme

**BNP Paribas Arbitrage Issuance B.V.**

### EUR "European Style Warrants" relating to S&P 500 Index

**BNP Paribas Arbitrage S.N.C.**  
*(as Manager)*

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Securities in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer of the Securities may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in those jurisdictions mentioned in Paragraph 39 of Part A below, provided such person is one of the persons mentioned in Paragraph 39 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Manager has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

## PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 3 June 2010, the First Supplement to the Base Prospectus dated 18 August 2010, the Second Supplement to the Base Prospectus dated 10 September 2010 and the Third Supplement to the Base Prospectus dated 19 November 2010 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus, any Supplement thereto and these Final Terms are available for viewing on the following website: [www.produitsdebourse.bnpparibas.fr](http://www.produitsdebourse.bnpparibas.fr) and copies may be obtained free of charge at the specified offices of the Security Agents.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "**Securities**" shall be deemed to be references to the relevant Securities that are the subject of these Final Terms and references to "**Security**" shall be construed accordingly.

- 1. Issuer: BNP PARIBAS ARBITRAGE ISSUANCE B.V.
- 2. Guarantor: BNP PARIBAS.

**SPECIFIC PROVISIONS FOR EACH SERIES**

<b>Series Number / ISIN Code</b>	<b>No. of Securities Issued</b>	<b>No. of Securities</b>	<b>No. of Warrants per Unit</b>	<b>Common Code</b>	<b>Mnemonic Code</b>	<b>Issue Price Per Security</b>	<b>Call/Put</b>	<b>Exercise Price</b>	<b>Exercise Date</b>	<b>Parity</b>
NL0009583152	500,000	500,000	1	57520736	L023B	EUR 0.14	Call	USD 1,300	18 March 2011	100
NL0009583160	500,000	500,000	1	57520744	L024B	EUR 0.18	Call	USD 1,350	17 June 2011	100
NL0009583178	500,000	500,000	1	57520752	L025B	EUR 0.29	Put	USD 1,250	18 March 2011	100
NL0009583186	500,000	500,000	1	57520779	L026B	EUR 0.27	Put	USD 1,200	17 June 2011	100

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

3. Trade Date: 29 December 2010.
4. Issue Date: 5 January 2011.
5. Consolidation: Not applicable.
6. Type of Securities:
  - (a) Warrants.
  - (b) The Securities are Index Securities.
  - (c) The Warrants are European Style Warrants.

The Warrants are Call Warrants ("**Call Warrants**") or Put Warrants ("**Put Warrants**") as set out in "Specific Provisions for each Series" above.

Automatic Exercise applies.

The provisions of Annex 1 (*Additional Terms and Conditions for Index Securities*) shall apply.
7. Form of Securities: Dematerialised bearer form (*au porteur*).
8. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 1 is TARGET.
9. Settlement: Settlement will be by way of cash payment (**Cash Settled Securities**).
10. Variation of Settlement:
  - (a) Issuer's option to vary settlement The Issuer does not have the option to vary settlement in respect of the Securities.
  - (b) Variation of Settlement of Physical Delivery Securities: Not applicable.
11. Relevant Asset(s): Not applicable.
12. Entitlement: Not applicable.
13. Exchange Rate: As set out in §34 (m).
14. Settlement Currency: Euro (**EUR**).
15. Syndication: The Securities will be distributed on a non-syndicated basis.
16. Minimum Trading Size: Not applicable.
17. Principal Security Agent: BNP PARIBAS SECURITIES SERVICES S.A.
18. Registrar: Not applicable.
19. Calculation Agent: BNP PARIBAS ARBITRAGE S.N.C.  
8 rue de Sofia 75018 Paris (France).
20. Governing law: French law.
21. Special conditions or other modifications to the Terms and Conditions:

**Amendments to the Terms and Conditions**

The definition of "**Cash Settlement Amount**" in Condition 19 shall be amended as follows:

"The Cash Settlement Amount per Warrant shall not be subject to rounding. Warrants held by the same Holder will be aggregated for the purpose of determining the aggregate Cash Settlement Amount in respect of such Warrants provided that the aggregate Cash Settlement Amount in respect of the same Holder will be rounded down to the nearest whole sub-unit of the relevant Settlement Currency in such manner as the Calculation Agent shall determine."

## PRODUCT SPECIFIC PROVISIONS

22. Index Securities: Applicable.
- (a) Index/Basket of Indices/Index Sponsor(s): The Warrants relate to **the S&P 500 Index** (Reuters Code: .SPX / ISIN Code: USEXTIDX0003) (the **"Underlying"**).
- The Index Sponsor is Standard and Poor's, a division of the McGraw-Hill Companies, Inc. or any successor acceptable to the Calculation Agent.
- For the purposes of the Conditions, the Underlying shall be deemed an Index.
- (b) Index Currency: USD.
- (c) Exchange(s): New York Stock Exchange ("**NYSE**").
- (d) Related Exchange(s): All Exchanges.
- (e) Exchange Business Day: Single Index Basis.
- (f) Scheduled Trading Day: Single Index basis.
- (g) Weighting: Not applicable.
- (h) Settlement Price: As set out in sub-paragraph (b) of the definition of "Settlement Price" provided in Condition 1 of Annex 1 (Additional Terms and Conditions for Index Securities) provided that, if the Valuation Date is the same date as the maturity date of the futures or options contracts on the Index maturing on the Related Exchange, then the Settlement Price will be equal to the official liquidation price for the relevant futures or options contracts on the Index maturing on the Valuation Date.
- (i) Disrupted Day: If the Valuation Date is a Disrupted Day, the Settlement Price will be calculated in accordance with the provisions set out in the definition of Valuation Date in Condition 19.
- (j) Specified Maximum Days of Disruption: 20 (twenty) Scheduled Trading Days.
- (k) Valuation Time: The Scheduled Closing Time as defined in Condition 1 provided that, if the Valuation Date is the same date as the maturity date of the futures or options contracts on the Index maturing on the Related Exchange, then the relevant time on the Valuation Date will be the time when the official liquidation price for the relevant futures or options contracts on the Index is calculated and published by the Related Exchange.
- (l) Knock-in Event: Not applicable.
- (m) Knock-out Event: Not applicable.
- (n) Automatic Early Redemption Event: Not applicable.
- (o) Index Correction Period: As per Conditions.
- (p) Other terms or special conditions: Not applicable.
- (q) Additional provisions applicable to Custom Indices: Not applicable.
23. Share Securities: Not applicable.
24. ETI Securities: Not applicable.
25. Debt Securities: Not applicable.

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| 26. | Commodity Securities:                  | Not applicable.  |
| 27. | Inflation Index Securities:            | Not applicable.  |
| 28. | Currency Securities:                   | Not applicable.  |
| 29. | Fund Securities:                       | Not applicable.  |
| 30. | Market Access Securities:              | Not applicable.  |
| 31. | Futures Securities:                    | Not applicable.  |
| 32. | Credit Securities:                     | Not applicable.  |
| 33. | Optional Additional Disruption Events: | The following Optional Additional Disruption Events apply to the Securities:<br>Not applicable.  |
| 34. | Provisions relating to Warrants:       | Applicable.  |
|     | (a) Units:                             | Warrants must be exercised in Units. Each Unit consists of the number of Warrants set out in "Specific Provisions for each Series" above.  |
|     | (b) Minimum Exercise Number:           | The minimum number of Warrants that may be exercised (including automatic exercise) on any day by any Holder is one (1) Warrant, and Warrants may only be exercised (including automatic exercise) in integral multiples of one (1) Warrant in excess thereof. |
|     | (c) Maximum Exercise Number:           | Not applicable.  |
|     | (d) Exercise Price(s):                 | The exercise price per Warrant (which may be subject to adjustment in accordance with Annex 1) is set out in "Specific Provisions for each Series" above.  |
|     | (e) Exercise Date:                     | The exercise date of the Warrants is set out in "Specific Provisions for each Series" above, provided that, if such date is not an Exercise Business Day, the Exercise Date shall be the immediately succeeding Exercise Business Day.                         |
|     | (f) Exercise Period:                   | Not applicable.  |
|     | (g) Renunciation Notice Cut-off Time   | Not applicable.  |
|     | (h) Valuation Date:                    | The Valuation Date shall be the Actual Exercise Date of the relevant Warrant, subject to the adjustments in accordance with Condition 19.  |
|     | (i) Strike Date:                       | Not applicable.  |
|     | (j) Averaging:                         | Averaging does not apply to the Warrants.  |
|     | (k) Observation Dates:                 | Not applicable.  |
|     | (l) Observation Period:                | Not applicable.  |
|     | (m) Cash Settlement Amount:            | A Holder, upon due exercise, will receive from the Issuer on the Settlement Date, in respect of each Warrant, a Cash Settlement Amount calculated by the Calculation Agent (which shall not be less than zero) equal to:                                       |

**In respect of Call Warrants:**

$\text{Max}[0; \text{Settlement Price} - \text{Exercise Price}] / \text{Parity} * 1 / \text{Exchange Rate}$

**In respect of Put Warrants:**

$\text{Max}[0; \text{Exercise Price} - \text{Settlement Price}] / \text{Parity} * 1 / \text{Exchange Rate}$

Where:

**Parity** means in relation to a series of Warrants, the number of Warrants linked to an underlying element to which such Warrants relate, as set out in "Specific Provisions for each Series" above, which may be subject to adjustment; and

**Exchange Rate** means the applicable rate of exchange for determining the Cash Settlement Amount which is the rate published by the European Central Bank on the Pricing Date for conversion of any amount from the currency in which the Exercise Price is expressed as detailed in "Specific Provisions for each Series" above - if it is different from the Settlement Currency -, into the Settlement Currency (see Part C "Other Applicable Terms").

The Exchange Rates published by the European Central Bank are quoted against Euro and published on the following media (or any successor to such pages or such other source as may publish the Exchange Rates). If however for any reason any such rate does not appear the Calculation Agent will determine the applicable Exchange Rate.

Reuters: ECB37  
Web Site: <http://www.ecb.int>

(n) Settlement Date: As per Condition 19.

35. Provisions relating to Certificates: Not applicable.

#### DISTRIBUTION AND US SALES ELIGIBILITY

36. Selling Restrictions: As set out in the Base Prospectus.
- (a) Eligibility for sale of Securities in the United States to AIs: The Securities are not eligible for sale in the United States to AIs.
- (b) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A: The Securities are not eligible for sale in the United States under Rule 144A to QIBs.
- (c) Eligibility for sale of Securities in the United States to QIBs within the meaning of Rule 144A who are also QPs within the meaning of the Investment Company Act: The Securities are not eligible for sale in the United States to persons who are QIBs and QPs.
37. Additional U.S. Federal income tax consequences: Not applicable.
38. Registered broker/dealer: Not applicable.
39. Non exempt Offer: An offer of the Securities may be made by the Managers and BNP Paribas (together with the Managers, the "**Financial Intermediaries**") other than pursuant to Article 3(2) of the Prospectus Directive in France ("**Public Offer Jurisdiction**"). See further Paragraph 8 of Part B below.

## Purpose of Final Terms

These Final Terms comprise the final terms required for issue and public offering in the Public Offer Jurisdiction and admission to trading on Euronext Paris of the Securities described herein pursuant to the BNP Paribas, BNP Paribas Arbitrage Issuance B.V. Warrant and Certificate Programme.

## Responsibility

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information. The information included in "Part C-Other Applicable Terms" consists of extracts from or summaries of information that is publicly available in respect of the Index. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by the Index Sponsor, no facts have been omitted which would render the reproduced inaccurate or misleading.

Signed on behalf of BNP Paribas Arbitrage Issuance B.V.

As Issuer:

A handwritten signature in black ink, appearing to read 'Céline DOFFÉMONT', written over a horizontal line.

By: Céline DOFFÉMONT

Duly authorised

## PART B - OTHER INFORMATION

### 1. Listing and Admission to Trading / De-listing

Application has been made to list the Securities on Euronext Paris and to admit the Securities described herein for trading on Euronext Paris.

The de-listing of the Securities on the exchange specified above shall occur at the opening time on the fifth (5th) Exchange Business Day preceding the Valuation Date (excluded), subject to any change to such date by such exchange or any competent authorities, for which the Issuer and the Guarantor shall under no circumstances be liable.

### 2. Ratings

The Securities to be issued have not been rated.

### 3. Risk Factors

As stated in the Base Prospectus.

### 4. Interests of Natural and Legal Persons Involved in the Issue/Offer

"Save as discussed in "*Risk Factors*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Warrants has an interest material to the offer."

### 5. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(a) Reasons for the offer: The net proceeds from the issue of Securities will become part of the general funds of BNPP B.V. Such proceeds may be used to maintain positions in options or futures contracts or other hedging instruments.

(b) Estimated net proceeds: The estimated net proceeds are not available.

(c) Estimated total expenses: The estimated total expenses are not available.

### 6. Performance of Underlying/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

The Securities are **European Style Call/Put Warrants** denominated in EUR.

Upon automatic exercise, the Holder will receive per Warrant a Cash Settlement Amount equal to the excess (if any) - adjusted by Parity and Exchange Rate - of the Settlement Price over the Exercise Price (in the case of a Call Warrant), and the excess (if any) - adjusted by Parity and Exchange Rate - of the Exercise Price over the Settlement Price (in the case of a Put Warrant) as set out in the definition of Cash Settlement Amount in **Part A §34 (m)**. Such amount will be paid in EUR.

If the Settlement Price is less than or equal to the Exercise Price (in the case of Call Warrants) or is greater than or equal to the Exercise Price (in the case of Put Warrants), no payment will be made and the Warrant will mature worthless.

During the secondary market period, the price of the Securities will depend upon market conditions and may be subject to significant fluctuations.

Therefore, an investment in the Securities is highly speculative, could involve significant risk that should only be considered by persons who can afford a loss of their entire investment.



7. **Operational Information**

Relevant Clearing System(s): Euroclear France

Mnemonic Codes: See "**Specific Provisions for each Series**" in Part A.

8. **Terms and Conditions of the Public Offer**

Offer Price: The price of the Warrants will vary in accordance with a number of factors including, but not limited to, the price of the Underlying.

Conditions to which the offer is subject: Not applicable.

Description of the application process: Not applicable.

Details of the minimum and/or maximum amount of application: Minimum purchase amount per investor: One (1) Warrant.  
Maximum purchase amount per investor: The number of Warrants issued in respect of each series of Warrants.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable.

Details of the method and time limits for paying up and delivering the Securities: The Warrants are cleared through the clearing systems and are due to be delivered on or about the third Business Day after their purchase by the investor against payment of the purchase amount.

Manner in and date on which results of the offer are to be made public: Not applicable.

Procedure for exercise of any right of pre-emption, negociability of subscription rights and treatment of subscription rights not exercised: Not applicable.

Categories of potential investors to which the Securities are offered: Retail, private and institutional investors.

Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not applicable.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not applicable.

9. **Placing and Underwriting**

Not applicable.

## PART C - OTHER APPLICABLE TERMS

Place where information relating to the Index can be obtained: Information on the Underlying shall be available on the following website: [www.nyse.com](http://www.nyse.com)

Past and future performances of the Underlying are available on the above website and its volatility may be obtained at the office of the Calculation Agent at the phone number: **0 800 235 000.**

Post-issuance information:

The Issuer does not intend to provide post-issuance information.

## INDEX DISCLAIMER

None of the Issuer, the Calculation Agent or the Principal Warrant Agent accepts responsibility for the calculation, maintenance or publication of the Index or any successor index.

### S&P 500 Index

The Warrants are not sponsored, endorsed, sold or promoted by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. ("S&P"). S&P makes no representation or warranty, express or implied, to the owners of the Product(s) or any member of the public regarding the advisability of investing in securities generally or in the Product(s) particularly or the ability of the S&P Indices to track general stock market performance. S&P's only relationship to the Licensee is the licensing of certain trademarks and trade names of S&P and of the S&P Indices which is determined, composed and calculated by S&P without regard to the Licensee or the Product(s). S&P has no obligation to take the needs of the Licensee or the owners of the Product(s) into consideration in determining, composing or calculating the S&P Indices. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Product(s) to be issued or in the determination or calculation of the equation by which the Product(s) is to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Product(s).

S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P INDICES OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE PRODUCT(S), OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P INDICES OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P INDICES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

<b>Series Number / ISIN Code</b>	<b>Underlying</b>	<b>ISIN Code of the Underlying</b>	<b>Code Reuters of the Underlying</b>	<b>Index Sponsor</b>	<b>Index Sponsor website</b>	<b>Exchange</b>	<b>Exchange website</b>	<b>Exchange Rate</b>
NL0009583152	S&P 500	USEXTIDX0003	.SPX	Mc Graw Hill Companies	www.standardandpoors.com	NYSE	www.nyse.com	EUR/USD
NL0009583160	S&P 500	USEXTIDX0003	.SPX	Mc Graw Hill Companies	www.standardandpoors.com	NYSE	www.nyse.com	EUR/USD
NL0009583178	S&P 500	USEXTIDX0003	.SPX	Mc Graw Hill Companies	www.standardandpoors.com	NYSE	www.nyse.com	EUR/USD
NL0009583186	S&P 500	USEXTIDX0003	.SPX	Mc Graw Hill Companies	www.standardandpoors.com	NYSE	www.nyse.com	EUR/USD