

**Final Terms dated 23 May 2011**

**BNP PARIBAS**

**(incorporated in France)**

**(as Issuer)**

**Issue of GBP 750,000,000 Floating Rate Notes due May 2012**

**under the €90,000,000,000**

**Programme for the Issuance of Debt Instruments**

**(the Programme)**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes 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 Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer 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. Neither the Issuer nor any Dealer has authorised, or authorises, the making of any offer of Notes 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 (the "**Conditions**") set forth under the section entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 3 June 2010 and the Supplements to the Base Prospectus dated 11 August 2010, 3 September 2010, 19 November 2010, 28 February 2011, 24 March 2011, 14 April 2011 and 11 May 2011, which together constitute a base prospectus for the purposes of the Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes 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 the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Final Terms, the Base Prospectus and the Supplements to the Prospectus (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained –free of charge- from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg. These Final Terms and the French translation of the updated summary of the Base Prospectus dated 3 June 2010 will also be available on the website of the French *Autorité des marchés financiers* on [www.amf-france.org](http://www.amf-france.org).

1. Issuer: BNP Paribas
2. (i) Series Number: 14269  
(ii) Tranche Number: 1
3. Specified Currency: Pound Sterling (“**GBP**”)
4. Aggregate Nominal Amount:  
(i) Series: GBP 750,000,000  
(ii) Tranche: GBP 750,000,000
5. (i) Issue Price of Tranche: 99.980 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: GBP 749,700,000
6. Minimum Trading Size: GBP 1,000
7. (i) Specified Denominations: GBP 1,000  
(ii) Calculation Amount: GBP 1,000
8. Issue Date and Interest Commencement Date: 25 May 2011
9. Maturity Date: 25 May 2012, or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day.
10. Form of Notes: Bearer
11. Interest Basis: Floating Rate  
  
(further particulars specified below)
12. Redemption/Payment Basis: Redemption at par
13. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
14. Put/Call Options: Not Applicable
15. Status of the Notes: Senior

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|-----|---------------------------|--|
| 16. | Tax Gross-Up:             | Condition 6(a) applies   |
| 17. | For Notes issued by BNPP: | As per "Taxation" section  |
| 18. | Listing:                  | See " <i>Listing and Admission to Trading</i> " in paragraph 1 of Part B |
| 19. | Method of distribution:   | Non-syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|---|
| 20. | Fixed Rate Provisions:  | Not Applicable  |
| 21. | Floating Rate Provisions:   | Applicable  |
|     | (i) Interest Period(s):   | As per Conditions   |
|     | (ii) Interest Period End Date(s):   | 25 February, 25 May, 25 August and 25 November in each year commencing on 25 August 2011 to and including 25 May 2012 |
|     | - Business Day Convention for Interest Period End Date(s):  | Modified Following  |
|     | (iii) Interest Payment Date(s):   | 25 February, 25 May, 25 August and 25 November in each year commencing on 25 August 2011 to and including 25 May 2012 |
|     | - Business Day Convention for Interest Payment Date(s):   | Modified Following  |
|     | (iv) Manner in which the Rate of Interest and Interest Amount is to be determined:                                  | Screen Rate Determination   |
|     | (v) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): | Principal Paying Agent  |
|     | (vi) Screen Rate Determination:   | Applicable  |
|     | - Reference Rate:   | 3 month GBP LIBOR   |
|     | - Interest Determination Date(s):   | The first day of each relevant Interest Period  |
|     | - Specified Time:   | 11:00 am, London time   |
|     | - Relevant Screen Page:   | Reuters Page LIBOR01  |

(vii) ISDA Determination:	Not Applicable
(viii) Margin(s):	+ 0.23 per cent. per annum
(ix) Minimum Interest Rate:	Not Applicable
(x) Maximum Interest Rate:	Not Applicable
(xi) Day Count Fraction:	ACT/365F
(xii) Fall back provisions, day count fraction, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	As set out in the Conditions

<b>22.</b>	Zero Coupon Provisions:	Not Applicable
<b>23.</b>	Index Linked Interest Provisions:	Not Applicable
<b>24.</b>	Share Linked Interest Provisions	Not Applicable
<b>25.</b>	ETI Linked Interest Provisions:	Not Applicable
<b>26.</b>	Inflation Linked Interest Provisions:	Not Applicable
<b>27.</b>	Commodity Linked Interest Provisions:	Not Applicable
<b>28.</b>	Fund Linked Interest Provisions:	Not Applicable
<b>29.</b>	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not Applicable
<b>30.</b>	Formula Linked Interest Provisions:	Not Applicable
<b>31.</b>	Additional Business Centre(s) (Condition 3(b)):	TARGET2

#### PROVISIONS RELATING TO REDEMPTION

<b>32.</b>	Issuer Call Option:	Not Applicable
<b>33.</b>	Noteholder Put Option:	Not Applicable
<b>34.</b>	Final Redemption Amount:	GBP 1,000 per Calculation Amount

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|------------|---|---|
| <b>35.</b> | Index Linked Redemption Amount:   | Not Applicable  |
| <b>36.</b> | Share Linked Redemption Amount:   | Not Applicable  |
| <b>37.</b> | ETI Linked Redemption Amount:   | Not Applicable  |
| <b>38.</b> | Inflation Linked Redemption Amount:   | Not Applicable  |
| <b>39.</b> | Commodity Linked Redemption Amount:   | Not Applicable  |
| <b>40.</b> | Fund Linked Redemption Amount:  | Not Applicable  |
| <b>41.</b> | Credit Linked Notes:  | Not Applicable  |
| <b>42.</b> | Foreign Exchange (FX) Rate Linked Redemption Amount:  | Not Applicable  |
| <b>43.</b> | Formula Linked Redemption Amount:   | Not Applicable  |
| <b>44.</b> | Early Redemption Amount:  |   |
|            | Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)): | As per Condition 5 (e)  |
| <b>45.</b> | Provisions applicable to Physical Delivery:   | Not Applicable  |
| <b>46.</b> | Variation of Settlement:  |   |
|            | (i) Issuer's option to vary settlement:   | The Issuer does not have the option to vary settlement in respect of the Notes. |
|            | (ii) Variation of Settlement of Physical Delivery Notes:                                      | Not Applicable  |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|------------|------------------|---|
| <b>47.</b> | Form of Notes:   | Bearer Notes:   |
|            | New Global Note: | Yes   |
|            |                  | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event. |

48. Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): London and TARGET2
49. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
50. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
51. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable
52. Redenomination, renominatisation and reconventioning provisions: Not Applicable
53. Other terms or special conditions: Not Applicable

#### **DISTRIBUTION**

54. (i) If syndicated, names and addresses of Managers and underwriting commitments (specifying Lead Manager): Not Applicable
- (ii) Date of Subscription Agreement Not Applicable
- (iii) Stabilising Manager (if any): Not Applicable
55. If non-syndicated, name of Dealer: BNP Paribas UK Limited
56. Total commission and concession: 0.020 per cent. per aggregate nominal amount
57. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
58. Non exempt Offer: Not Applicable
59. Additional selling restrictions: Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes pursuant to the BNP Paribas and BNP Paribas Arbitrage Issuance B.V. €90,000,000,000 Programme for the Issuance of Debt Instruments.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,600

### 2. Ratings

The Notes to be issued have been rated as follows:

Aa2 by Moody's Investors Service Ltd  
AA by Standard & Poor's  
F1+ by Fitch

### 3. Risk Factors

Not Applicable

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

Save for any fees payable to the Manager, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (ii) Estimated net proceeds: GBP749,700,000
- (iii) Estimated total expenses: See estimated listing in item 1(iii) above

### 6. Fixed Rate Notes only – Yield

Not Applicable

### 7. Floating Rate Notes only – Historic Interest Rates

Not Applicable

### 8. Performance of Index/ Share/ Commodity/ Inflation/ Foreign Exchange Rate/ Fund/ Reference Entity/ Entities/ ETI Interest/ Formula, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

Not Applicable

### 9. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0628841420
- (ii) Common Code: 062884142



- (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No

