

FINAL TERMS DATED 27 MAY 2011

AMENDED AND RESTARTED FINAL TERMS DATED 15 JUNE 2012 FOR LISTING PURPOSES

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 "OET Certificates" relating to Eurostoxx 50[®]

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 OET Certificates 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 OET Certificates. Accordingly any person making or intending to make an offer of the OET Certificates 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 29 of Part A below, provided such person is one of the persons mentioned in Paragraph 29 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 OET Certificates 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 section entitled "Terms and Conditions of the Open End Turbo Certificates" 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, the Third Supplement to the Base Prospectus dated 19 November 2010, the Fourth Supplement to the Base Prospectus dated 24 February 2011, the Fifth Supplement to the Base Prospectus dated 24 March 2011, the Sixth Supplement to the Base Prospectus dated 14 April 2011 and the Seventh Supplement to the Base Prospectus dated 12 May 2011 which are incorporated by reference in the Base Prospectus dated 1 June 2012. This document constitutes the Final Terms of the Open End Turbo Certificates (the "**OET Certificates**") 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 and the Base Prospectus dated 1 June 2012, which together constitute a base prospectus for the purposes of the Prospectus Directive. Full information on BNP Paribas Arbitrage Issuance B.V. (the "**Issuer**") and the offer of the OET Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus dated 3 June 2010 as so supplemented and the Base Prospectus dated 1 June 2012. The Base Prospectus and these Final Terms are available for viewing, respectively, on the following websites: www.produitsdebourse.bnpparibas.fr for public offering in France and www.listedproducts.cib.bnpparibas.be for public offering in the Kingdom of Belgium and copies may be obtained free of charge at the specified office of the Certificate Agents.

References herein to numbered Conditions are to the terms and conditions of the relevant series of OET Certificates 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 OET Certificates, save as where otherwise expressly provided.

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

1. Issuer: BNP Paribas Arbitrage Issuance B.V.
2. Guarantor: BNP Paribas.

SPECIFIC PROVISIONS FOR EACH SERIES

Series Number / ISIN Code	No. of OET Certificates issued	No. of OET Certificates	Common Code	Mnemonic Code	Issue Price per OET Certificate	Redemption Date	Parity
NL0009774694	500,000	500,000	63218596	N354B	EUR 4.99	Open End	100
NL0009774702	500,000	500,000	63218600	N355B	EUR 1.49	Open End	100
NL0009774710	500,000	500,000	63218618	N356B	EUR 4.11	Open End	100
NL0009774728	500,000	500,000	63218626	N357B	EUR 4.96	Open End	100

GENERAL PROVISIONS

The following terms apply to each series of OET Certificates:

3. Trade Date: 23 May 2011.
4. Issue Date: 27 May 2011.
5. Consolidation: Not applicable.
6. Type of OET Certificates:
 - (i) The Certificates are Index OET Certificates.
 - (ii) The Certificates are OET Calls ("**OET Call Certificates**") or OET Puts ("**OET Put Certificates**"). Further particulars set out in "Specific Provisions for each Series" above and as set out in Part C "Other Applicable Terms".
7. Form of OET Certificates: 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 4 is TARGET2.
9. Settlement: Settlement will be by way of a cash payment in an amount equal to the applicable Cash Settlement Amount.
10. Conversion Rate: Not Applicable.
11. Settlement Currency: Euro ("**EUR**").
12. Notional Amount of each OET Certificate: Not applicable.
13. Syndication: The OET Certificates will be distributed on a non-syndicated basis.
14. Minimum Trading Size: Not applicable.
15. Certificate Agent: BNP Paribas Securities Services S.A.

16. Calculation Agent: BNP Paribas Arbitrage S.N.C.
8 rue de Sofia 75018 Paris (France).
17. Governing law: French law.
18. Special conditions or other modifications to the Terms and Conditions: Not applicable.

PRODUCT SPECIFIC PROVISIONS

19. Index OET Certificates: Applicable.
- (a) Index: The OET Certificates relate to the **Eurostoxx 50[®]** Index (Reuters Code: .STOXX50E; ISIN Code: XEEXTIDX0002) (the “**Underlying**” or “**SX5E**”), as specified in the table set out in Part C “Other Applicable Terms”.
- The **Eurostoxx 50[®] Index** is a Composite Index.
- For the purposes of the Conditions, the Underlying shall be deemed an Index.
- (b) Index Sponsor: The Index Sponsor is **STOXX Limited** or any successor acceptable to the Calculation Agent.
- (c) Exchange(s): XETRA (www.deutsche-borse.com)
- (d) Related Exchange(s): All Exchanges.
- (e) Final Price: 1) If an Automatic Early Redemption Event has occurred, as per the provisions of the sub-paragraph beginning with “provided that” of the definition of “Final Price” as set out in Condition 4 in respect of the Underlying;
- 2) If no Automatic Early Redemption Event has occurred, as per the provisions of sub-paragraph (a) of the definition of “Final Price”, as set out in Condition 4 in respect of the Underlying.
- (f) Market Disruption: (a) As per Condition 7;
- (b) Specified Maximum Days of Disruption: 20 (twenty) Trading Business Days.
- (g) Valuation Time: Provided no Automatic Early Redemption Event has occurred, the Valuation Time on the Valuation Date will be the time when the Final Price is published by the Index Sponsor, provided that:
- If the Valuation Date is the same date as the maturity date of the futures or options contracts on the relevant 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 relevant Index is calculated and published by the Related Exchange.
- (h) Exercise Price: The exercise price per OET Certificate is set out in Part C “Other Applicable Terms” (the “**Capitalised Exercise Price_{Initial}**”), together with the applicable rounding rule (the “**Capitalised Exercise Price Rounding Rule**”).
- (i) Capitalised Exercise Price: As per Condition 4.
- (j) Dividend Percentage: 100 per cent.
- (k) Automatic Early **In respect of OET Call Certificates**

Redemption:

An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) **is less than or equal to the Security Threshold.**

In respect of OET Put Certificates

An Automatic Early Redemption Event shall be deemed to occur if the Observation Price of the Underlying during the Observation Time(s) **is greater than or equal to the Security Threshold.**

- (i) Observation Price: Traded price of the Underlying.
- (ii) Observation Time(s): At any time during the opening hours of the Exchange.
- (iii) Financing Rate: The 1 month EURIBOR rate (the “interbank rate”) which appears on Reuters screen page “EURIBOR1M=” at or around of 2.15 p.m. (Paris time) as ascertained by the Calculation Agent plus a percentage set at 2.5% in the case of OET Calls and minus a percentage set at 2.5% in the case of OET Puts.

If such rate does not appear on Reuters screen page “EURIBOR1M=” then the last rate available shall apply.

The percentage above may vary according to the following provisions:

The percentage may be revised, at the sole discretion of the Calculation Agent, each day (other than a Saturday or Sunday) on which commercial banks are open for general business in Paris between 0% and a Maximum percentage, as specified in Part C “Other Applicable Terms”.

The Financing Rate is available, subject to technical problems, during normal business hours on any day (other than a Saturday or Sunday) on which commercial banks are open for general business in Paris during the term of the relevant OET Certificate, on the following websites of the Issuer "www.produitsdebourse.bnpparibas.fr" and "www.listedproducts.cib.bnpparibas.be" or such other website(s) of the Issuer as may be notified to the Holders.
- (iv) Security Threshold: As specified in the table set out in Part C “Other Applicable Terms” (the “**Security Threshold**_{Initial}”), subject to the Minimum Security Percentage and the Maximum Security Percentage below.
- (v) Security Threshold Rounding Rule: As specified in the table set out in Part C “Other Applicable Terms”.
- (vi) Security Percentage: As specified in the table set out in Part C “Other Applicable Terms”.
- (vii) Minimum Security Percentage: 0%
- (viii) Maximum Security Percentage: 20%
- (ix) Reset Date: As per Condition 4.

- 20. Share OET Certificates: Not applicable.
- 21. Commodity OET Certificates: Not applicable.

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| 22. | Currency OET Certificates: | Not applicable. |
| 23. | Fund OET Certificates: | Not applicable. |
| 24. | Futures OET Certificates: | Not applicable. |
| 25. | Other provisions: | Not applicable. |

PROVISIONS RELATING TO VALUATION ON REDEMPTION

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| 26. | Cash Settlement Amount: | In case of the occurrence of an Automatic Early Redemption Event or upon redemption at the discretion of the Issuer in accordance with the provisions of the definition of Valuation Date, the Holder shall receive on the Redemption Date, in respect of each OET Certificate, a Cash Settlement Amount calculated as follows: |
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In respect of OET Call Certificates

Max [0; Final Price – Capitalised Exercise Price] / Parity

In respect of OET Put Certificates

Max [0; Capitalised Exercise Price – Final Price] / Parity

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|-----|------------------|---------------------|
| 27. | Valuation Date: | As per Condition 4. |
| 28. | Redemption Date: | As per Condition 4. |

OFFERING AND SALE

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| 29. | Non exempt Offer: | An offer of the OET Certificates may be made by the Manager and BNP Paribas (together with the Manager, the "Financial Intermediaries") other than pursuant to Article 3(2) of the Prospectus Directive in France and in the Kingdom of Belgium ("Public Offer Jurisdictions"). See further Paragraph 8 of Part B below. |
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Purpose of Final Terms

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on NYSE Euronext Paris ("**Euronext Paris**") and as from 15 June 2012 on NYSE Euronext Brussels ("**Euronext Brussels**") of the OET Certificates 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.

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

As Issuer:



By: Marie-Laurence Dosière

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to trading / De-listing

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

Application has been made to list the OET Certificates on Euronext Brussels and to admit the OET Certificates described herein for trading on Euronext Brussels, as from 15 June 2012.

Series Number / ISIN Code	Common Code	Mnemonic Code
NL0009774710	63218618	N356B
NL0009774728	63218626	N357B

The de-listing of the OET Certificates on the exchange specified above shall occur at the opening time on the Valuation Date, 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 OET Certificates 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 OET Certificates has an interest material to the offer.

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

Not applicable.

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

The Certificates are Turbo Open End Certificates (the “**OET Call Certificates**” or “**OET Put Certificates**”) denominated in EUR (together the “**OET Certificates**”).

The OET Certificates are undated Certificates and may be redeemed at a date designated as such by the Issuer, in its sole discretion and notified to the Holders in accordance with Condition 17 and subject to the provisions of the definition of “Valuation Date”.

The percentage comprising the Financing Rate may be revised in the sole discretion of the Calculation Agent in accordance with the provisions of **Part A §19(k)(iii)**. Investors should be aware that these modifications may have a significant effect, adverse or positive, on the price of the OET Certificates and consequently on the cash amount to be received by the investors.

The OET Certificates can also be automatically early redeemed upon the occurrence of an Automatic Early Redemption Event. An Automatic Early Redemption Event shall be deemed to occur if, in respect of OET Call Certificates, the Observation Price of the Underlying during the Observation Time(s) is less than or equal to the Security Threshold, and, in respect of OET Put Certificates, the Observation Price of the Underlying during the Observation Time(s) is greater than or equal to the Security Threshold (see **Part A §19(k)**).

Upon redemption at the discretion of the Issuer or upon the occurrence of an Automatic Early Redemption Event, the Holder will receive on the Redemption Date a Cash Settlement Amount equals to the excess (if any) - adjusted by Parity - of the Final Price over the Capitalised Exercise Price in respect of a OET Call Certificates, and the excess (if any) - adjusted by Parity - of the Capitalised Exercise Price over the Final Price in respect of a OET Put Certificates, as set out in definition of Cash Settlement Amount in **Part A §26**. Such amount will be paid in EUR.

The OET Certificates include a leverage factor which increases the exposure to the Underlying compared to a conventional investment in the Underlying.

The OET Certificates are not capital-protected. Accordingly, investors should be aware that they may sustain a partial or total loss (a residual part of the purchase price per OET Certificate may be payable) of the purchase price of their OET Certificates.

In respect of secondary market transactions, the price of the OET Certificate will depend upon market conditions and may be subject to significant fluctuations.

Investment in the OET Certificates is highly speculative, and could involve significant risk and 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

An offer of OET Certificates may be made by the Manager and BNP Paribas (together with the Manager, the "**Financial Intermediaries**") other than pursuant to Article 3(2) of the Prospectus Directive in the Public Offer Jurisdictions.

Offer Price: The price of the OET Certificates 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.

Total amount of the issue/offer; if the amount is not fixed, description of the arrangements and time for announcing to the public the definitive amount of the offer: The number of OET Certificates issued in respect of each series of OET Certificates.

The time period, including any possible amendments, during which the offer will be open and description of the application process: Not applicable.

A description of the possibility to reduce subscriptions and the manner for refunding: Not applicable.

excess amount paid by applicants:

Details of the minimum and/or maximum amount of application:

Minimum purchase amount per investor:
One (1) OET Certificate.

Maximum purchase amount per investor:
The number of OET Certificates issued in respect of each series of OET Certificates.

Method and time limits for paying up the OET Certificates and for delivery of the OET Certificates:

The OET Certificates 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 and date in which results of the offer are to be made public:

Not applicable.

Categories of potential investors to which the OET Certificates 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 charges 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 Index Sponsor website: www.deutsche-borse.com Past and further performances of the Underlying are available on the Index Sponsor website (see above) and the volatility of the Underlying 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

Neither the Issuer nor the Guarantor shall have any liability for any act or failure to act by an Index Sponsor in connection with the calculation, adjustment or maintenance of an Index. Except as disclosed prior to the Issue Date, neither the Issuer, the Guarantor nor their affiliates has any affiliation with or control over an Index or Index Sponsor or any control over the computation, composition or dissemination of an Index. Although the Calculation Agent will obtain information concerning an Index from publicly available sources it believes reliable, it will not independently verify this information. Accordingly, no representation, warranty or undertaking (express or implied) is made and no responsibility is accepted by the Issuer, the Guarantor, their affiliates or the Calculation Agent as to the accuracy, completeness and timeliness of information concerning an Index.

Eurostoxx 50[®]

STOXX and its licensors (the "Licensors") have no relationship to BNP Paribas, other than the licensing of the Eurostoxx 50[®] and the related trademarks for use in connection with the Warrants.

STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the Warrants.
- Recommend that any person invest in the Warrants or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of Warrants.
- Have any responsibility or liability for the administration, management or marketing of the Warrants.
- Consider the needs of the Warrants or the owners of the Warrants in determining, composing or calculating the Eurostoxx 50[®] or have any obligation to do so.

STOXX and its Licensors will not have any liability in connection with the Warrants. Specifically,

- **STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:**
 - **The results to be obtained by the Warrants, the owner of the Warrants or any other person in connection with the use of the Eurostoxx 50[®] and the data included in the Eurostoxx 50[®];**
 - **The accuracy or completeness of the Eurostoxx 50[®] and its data;**
 - **The merchantability and the fitness for a particular purpose or use of the Eurostoxx 50[®] and its data;**
- **STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the Eurostoxx 50[®] or its data;**
- **Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur.**

The licensing agreement between BNP PARIBAS and STOXX is solely for their benefit and not for the benefit of the owners of the Warrants or any other third parties.

(as at 23 May 2011)

Series Number / ISIN Code	Underlying	Type of OET Certificate	Capitalised Exercise Price _{initial}	Capitalised Exercise Rounding Rule	Security Threshold _{initial}	Security Threshold Rounding Rule	Security Percentage	Maximum percentage*
NL0009774694	EUROSTOXX50® ("SX5E")	OET CALL	EUR 2,300	4 digits	EUR 2,346	2 digits	2%	Up to 10%
NL0009774702	EUROSTOXX50® ("SX5E")	OET CALL	EUR 2,650	4 digits	EUR 2,703	2 digits	2%	Up to 10%
NL0009774710	EUROSTOXX50® ("SX5E")	OET PUT	EUR 3,210	4 digits	EUR 3,145.80	2 digits	2%	Up to 10%
NL0009774728	EUROSTOXX50® ("SX5E")	OET PUT	EUR 3,295	4 digits	EUR 3,229.10	2 digits	2%	Up to 10%

* see Part A §19 (k) (iii) "Financing Rate"

Series Number / ISIN Code	Underlying	ISIN Code of the underlying	Reuters Code of the underlying	Index Sponsor	Index Sponsor website*	Exchange	Exchange website
NL0009774694	EUROSTOXX50® ("SX5E")	XEEXTIDX0002	.STOXX50E	STOXX Limited	www.stoxx.com	XETRA	www.deutsche-borse.com
NL0009774702	EUROSTOXX50® ("SX5E")	XEEXTIDX0002	.STOXX50E	STOXX Limited	www.stoxx.com	XETRA	www.deutsche-borse.com
NL0009774710	EUROSTOXX50® ("SX5E")	XEEXTIDX0002	.STOXX50E	STOXX Limited	www.stoxx.com	XETRA	www.deutsche-borse.com
NL0009774728	EUROSTOXX50® ("SX5E")	XEEXTIDX0002	.STOXX50E	STOXX Limited	www.stoxx.com	XETRA	www.deutsche-borse.com

* or any successor to such pages or such other source