

Amended and Restated Final Terms dated 8 October 2012 replacing in their integrity the Final Terms dated 6 October 2011 and the Final Terms dated 26 October 2011



**BNP PARIBAS**  
**HOME LOAN SFH**

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Outstanding Aggregate Nominal Amount of €2,200,000,000 Floating Rate Covered Bonds due 10 October 2018

under the € 30,000,000,000  
Covered Bond Programme  
for the issue of *Obligations de Financement de l'Habitat*

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Issue Price: 100.00 per cent.

**Dealer:**  
BNP Paribas

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## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 15 June 2011 which received visa No. 11-221 from the *Autorité des marchés financiers* (the "**AMF**") on 15 June 2011, which constitutes a base prospectus for the purposes of article 5.4 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**").

This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of the Issuer ([www.http://invest.bnpparibas.com/](http://invest.bnpparibas.com/) - heading "bnpparibasdebt") and of the AMF ([www.amf-france.org](http://www.amf-france.org)), and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1.	<b>Issuer:</b>	BNP Paribas Home Loan SFH
2.	(i) <b>Series Number:</b>	38
	(ii) <b>Tranche Number:</b>	1
3.	<b>Specified Currency or Currencies:</b>	Euro ("€")
4.	<b>Aggregate Nominal Amount of Covered Bonds:</b>	
	(i) <b>Series:</b>	€ 2,200,000,000
	(ii) <b>Tranche:</b>	€ 2,200,000,000
5.	<b>Issue Price:</b>	100.00 per cent. of the Aggregate Nominal Amount
6.	<b>Specified Denominations:</b>	€ 100,000
7.	(i) <b>Issue Date:</b>	10 October 2011
	(ii) <b>Interest Commencement Date:</b>	Issue Date
8.	<b>Final Maturity Date:</b>	Interest Payment Date falling in or nearest to 10 October 2018
9.	<b>Interest Basis:</b>	1 month EURIBOR + 1.30 per cent. Floating Rate <i>per annum</i> (further particulars specified below)
10.	<b>Redemption/Payment Basis:</b>	Redemption at par
11.	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Applicable (further particulars specified below)
13.	(i) <b>Status of the Covered Bonds:</b>	Senior
	(ii) <b>Date of <i>décision d'emprunt</i> for issuance of Covered Bonds obtained:</b>	Authorisation of the Board of Directors ( <i>Conseil d'administration</i> ) dated 31 May 2011 and 27 September 2011
14.	<b>Method of distribution:</b>	Non Syndicated

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

15.	<b>Fixed Rate Covered Bond Provisions:</b>	Not Applicable
16.	<b>Floating Rate Covered Bond Provisions:</b>	Applicable
	(i) <b>Interest Period:</b>	The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date

and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

(ii) Specified Interest Payment Dates:	10 April and 10 October in each year up to and including 10 October 2012 and thereafter 10 November, 10 December, 10 January, 10 February, 10 March, 10 April, 10 May, 10 June, 10 July, 10 August, 10 September and 10 October in each year from and including 10 November 2012
(iii) First Interest Payment Date:	10 April 2012
(iv) Interest Period Date	Specified Interest Payment Date
(v) Business Day Convention:	Modified Following Business Day Convention
(vi) Business Centre (Condition 6(a)):	TARGET2
(vii) Manner in which the Rate of Interest is/are to be determined:	Screen Rate Determination
(viii) Party responsible for calculating the Rate(s) of Interest and / or Interest Amount(s) (if not the Calculation Agent):	BNP Paribas
(ix) Screen Rate Determination:	Applicable
Benchmark:	1 month EURIBOR
Relevant Time:	11:00 am, Brussels time
Interest Determination Date:	The second TARGET Business Day prior to the start of each Interest Accrual Period
Primary Source :	Reuters page EURIBOR01
Reference Banks (if Primary Source is "Reference Banks"):	Not Applicable
Relevant Financial Centre:	Brussels
Representative Amount:	Not Applicable
Effective Date:	Not Applicable
Specified Duration:	Not Applicable
(x) FBF Determination:	Not Applicable
(xi) Margin:	+ 1.30 per cent. <i>per annum</i>
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction:	Actual/360
(xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	As set out in the Conditions

17. **Zero Coupon Covered Bond Provisions** Not Applicable

18. **Index-Linked Interest Covered Bond/other**

	<b>variable-linked interest Covered Bond Provisions:</b>	Not Applicable
<b>19.</b>	<b>Dual Currency Covered Bond Provisions:</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>20.</b>	<b>Call Option:</b>	Applicable
	(i) Optional Redemption Date(s):	Any date upon which giving not less than 5 Business Day's notice in accordance with Condition I7
	(ii) Optional Redemption Amount(s) of each Covered Bond and method, if any, of calculation of such amount(s):	€ 100,000 per Specified Denomination plus interest accrued to the Optional Redemption Date calculated in accordance with Condition 7 (c)
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	€ 100,000
	(b) Maximum Redemption Amount:	€ 2,200,000,000
	(iv) Option Exercise Date(s)	Any date before the Final Maturity Date subject to the Notice Period
	(v) Notice period	Not less than 5 Business Days
<b>21.</b>	<b>Put Option:</b>	Not Applicable
<b>22.</b>	<b>Final Redemption Amount of each Covered Bond:</b>	Specified Denomination
<b>23.</b>	<b>Early Redemption Amount:</b>	
	Early Redemption Amount(s) of each Covered Bond payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same and/or any other terms (if required or if different from that set out in Condition 7):	As set out in Condition 7
<b>GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS</b>		
<b>24</b>	<b>Governing Law:</b>	French law
	Form of Covered Bonds:	Dematerialised Covered Bonds
	(i) Temporary or Permanent Global Note/Global Certificate:	Not Applicable
	(ii) Form of Dematerialised Covered Bonds:	Bearer form ( <i>au porteur</i> )
	(iii) Registration Agent:	Not Applicable
	(iv) Temporary Global Certificate:	Not Applicable
	(v) New Global Note:	Not Applicable
<b>25.</b>	<b>Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 8(g):</b>	TARGET2
<b>26.</b>	<b>Talons for future Coupons or Receipts to be attached to Definitive English Law Covered Bonds, Definitive Materialised Covered Bonds (and dates on which such Talons</b>	Not Applicable

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mature):

27. Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: Not Applicable
28. Details relating to Instalment Covered Bonds: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
32. Other final terms: Not Applicable

#### DISTRIBUTION

33. (i) If syndicated, names of Managers: Not Applicable
34. If non-syndicated, name of Dealer: Not Applicable
35. Additional selling restrictions: Not Applicable
36. U.S. selling restrictions: The Issuer is Category I for the purposes of Regulation S under the United States Securities Act of 1933, as amended.  
TEFRA not Applicable

#### GENERAL

The aggregate principal amount of Covered Bonds issued has been translated into Euro at the rate of [●] per cent. producing a sum of: Not Applicable

#### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required to list and have admitted to trading on Euronext Paris the issue of the Covered Bonds described herein pursuant to the Euro 30,000,000,000 Covered Bond Programme of BNP Paribas Home Loan SFH.


#### RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Alain Deforge, *Directeur Général Délégué*

Duly authorised



## PART B – OTHER INFORMATION

### 1. ADDITIONAL RISK FACTORS

Not Applicable

### 2. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on Euronext Paris with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: € 5,200
- (iv) Additional publication of Base Prospectus and Final Terms: Not Applicable

### 3. RATINGS

Ratings: The Covered Bonds to be issued have been rated:  
S & P: AAA  
Moody's: Aaa  
Fitch: AAA

Each such credit rating agency is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009 (the "**CRA Regulation**"), although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

### 4. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L. 515-19 of the French Monetary and Financial Code (*Code monétaire et financier*), after settlement of this issue.

### 5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Plan of Distribution" so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

### 6. REASONS FOR THE OFFER

Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus

### 7. OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility (*applicable to English law Covered Bonds*) Not Applicable

ISIN Code: FR0011129873

Common Code: 069044069

Depositories:

(i) Euroclear France to act as Central Depository Yes

(ii) Common Depository for Euroclear Bank and Clearstream Banking, *société anonyme* No

(iii) Depository for DTC No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent: **BNP Paribas Securities Services**  
3, rue d'Antin  
75002 Paris  
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable