#### FINAL TERMS

Final Terms dated9 April 2009as amended and restated on 15 June 2009Series No.:NWP 6989Tranche No.:1

#### HSBC Bank plc

#### **Programme for the Issuance of Notes and Warrants**

#### Issue of

#### Up to EUR 200,000,000 Variable Coupon Amount to Floating Rate Equity -Linked Notes linked to a Basket of Securities due 15 June 2017

#### PART A - CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 July 2008 in relation to the above Programme and the supplemental Prospectus dated 5 August 2008, 17 September 2008, 30 September 2008, 14 October 2008, 15 October 2008, 28 November 2008, 5 January 2009, 6 February 2009, 6 March 2009 and 9 April 2009 which together constitute a base prospectus ("**Prospectus**") for the purposes of the Prospectus Directive (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 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 Prospectus. The Prospectus and the supplemental Prospectus are available for viewing at and copies may be obtained from 8 Canada Square, London E14 8HQ.

Investing in the Notes involves substantial risks. As a consequence, prospective investors should be aware that the Notes are only intended for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks of an investment in the Notes. In purchasing any Notes, an investor will be deemed to represent that it is such an investor and has such knowledge and experience. Prospective investors should consider the risk factors set forth under "Risk Factors" in the Prospectus and the risks described herein.

1.	(i)	Issuer	HSBC Bank plc
	(ii)	Arranger(s):	HSBC Bank plc
2.	(i)	Series number:	NWP 6989
	(ii)	Tranche number:	1
	()	Whether issue is of Notes or Certificates:	Notes
3.	Current	cy or currencies:	
	(i)	of denomination:	Euro ("EUR") (the "Specified Currency")
	(ii)	of payment:	EUR

4.	Aggregate Principal Amount of Notes admitted to trading:						
	(i)	Series:	Up to EUR 200,000,000				
	(ii)	Tranche:	Up to EUR 200,000,000				
5.	Issue	Price:	100 per cent. of the Aggregate Principal Amount				
6.	(i)	Denomination(s)	EUR 1,000				
	(Cond	<i>lition 1(b)</i> ):					
	(ii)	Calculation Amount:	Not applicable				
7.	(i)	Issue Date:	15 June 2009				
	(ii)	Interest Commencement Date:	15 June 2009				
8.		rity Date: <i>lition <math>6(a)</math>)</i>	15 June 2017, subject to early redemption				
9.		st basis: litions 3 to 5)	(i) In respect of the period from and including the Interest Commencement Date to but excluding 16 June 2014, Variable Coupon Amount (see paragraph 17 below); and				
			<ul> <li>(ii) In respect of the period from and including 16 June 2014 to but excluding the date on which the Notes are redeemed, 3 month EUR-EURIBOR-Reuters Floating Rate (see paragraph 16 below).</li> </ul>				
10.		nption basis: <i>lition 6</i> )	Par				
11.	Chang	ge of interest or redemption basis:	The Notes change from Variable Coupon Amount Notes to Floating Rate Notes on 16 June 2014.				
			The Notes are subject to early redemption as more fully described in the Prospectus and these Final Terms. This includes, without limitation, early redemption on an Optional Redemption Date. See in particular paragraphs 21, 22 and 26 below.				
12.	Put/C	all options:	Condition 6(c) and Condition 6(d) will apply as specified below				
13.		s of the Notes: <i>lition 2</i> )	Unsubordinated, unsecured				
14.	Metho	od of distribution:	Non-syndicated				

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note provisions:	Not applicable
	(Condition 3)	

16.	Floating Rate Note provisions: ( <i>Condition 4</i> )			In respect of the period from and including 16 June 2014 to but excluding the date on which the Notes are redeemed, applicable
	(i)	Interest F	Period(s):	Interest Periods will be each period of 3 months from and including an Interest Payment Date, to but excluding the next succeeding Interest Payment Date, provided that the first Interest Period shall commence on (and include) 16 June 2014 and shall end on (and exclude) the Interest Payment Date falling in September 2014 (a short Interest Period).
	(ii)	Specified Dates:	l Interest Payment	15 March, 15 June, 15 September and 15 December in each year from and including 15 September 2014 to and including 15 June 2017, subject to early redemption and subject to adjustment in accordance with the Modified Following Business Day Convention for purposes of accrual and payment
	(iii)	First Inte	rest Payment Date:	15 September 2014
	(iv)	Business	Day Convention	Modified Following Business Day Convention
	(v)	Business	Centre(s)	Not applicable
	(vi)	Screen R	ate Determination:	
		(1)	Benchmark:	3 month EUR-EURIBOR-Reuters
		(2)	Interest Determination Date:	2 TARGET Business Days prior to the first day of each Interest Period
		(3)	Relevant Screen Page:	Reuters Screen EURIBOR01 Page
		(4)	Relevant Financial Centre:	TARGET
	(vii)	ISDA De	etermination:	Not applicable
	(viii)	Margin:		Not applicable
	(ix)	Day Cou	nt Fraction:	Act/360
	(x)	Relevant	time:	11.00 a.m. Brussels time
	(xi)	Minimun	n Interest Rate:	Not applicable
	(xii)	Maximu	m Interest Rate:	Not applicable

- (xiii) Fall back provisions, rounding Not applicable provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:
- 17. Variable Coupon Amount Note provisions: (Condition 5)
  - (i) Interest Payment Dates:
  - (ii) Method of calculating interest:

In respect of the period from and including the Interest Commencement Date to but excluding 16 June 2014, applicable

16 June 2014 (the "Variable Coupon Payment Date")

Unless the Notes have been previously redeemed or purchased and cancelled, the Variable Coupon Amount in respect of each Note on the Variable Coupon Payment Date will be an amount in the Specified Currency equal to the product of (a) the Denomination and (b) the Enhanced Return Rate.

"Enhanced Return Rate" means the rate determined by the Calculation Agent in accordance with the following formula:

Enhanced Return Rate = 
$$\mathbf{Max}\left[0\%; \frac{1}{20}\sum_{i=1}^{20} SharePerformance(i)\right]$$

Where:

"i" means each Security in the Basket, 1 to 20.

"**SharePerformance**<sub>i</sub>" means, in respect of a Security, the value determined by the Calculation Agent in accordance with the following:

(A) if the Perf Ratio<sub>i</sub> is more than or equal to 0 per cent.,

Share  $Performance_i = Min (Perf Ratio_i; 50\%)$ 

(B) if the Perf Ratio<sub>i</sub> is more than or equal to minus 40 per cent. but less than 0 per cent.,

Share  $Performance_i = 0\%$ 

(C) if the Perf Ratio is less than minus 40 per cent.,

Share  $Performance_i = minus 40\%$ 

Where:

"**Perf Ratio**<sub>i</sub>" means, in respect of a Security<sub>i</sub>, the percentage determined by the Calculation Agent in accordance with the following formula:

$$Perf \ Ratio_{1} = \frac{S_{final}^{i} - S_{initial}^{i}}{S_{initial}^{i}}$$

" $S_{final}^{i}$ " means, in respect of a Security, the price of such Security on the relevant Exchange at the Valuation Time on the Valuation Date (as defined in paragraph 40 below), as determined by the Calculation Agent.

" $S_{initial}^{i}$ " means, in respect of a Security<sub>i</sub>, the Initial Price (as defined in paragraph 36(v) below) of such Security.

See further under paragraph 36 below.

18.	Zero Cou (Conditio	pon Note provisions: n 5)	Not applicable
19.	Index-Lin variable-l	iked Interest Note/other inked interest Note Provisions:	Not applicable
20.		rency Note provisions/Multi- Note provisions:	Not applicable
PROVISIO	ONS RELA	TING TO REDEMPTION	
21.	Issuer's oj ( <i>Conditio</i>	ptional redemption (Call): $n \ 6(c)$ )	Applicable
	(i) I	Redemption amount (Call):	Par
	(ii) S	Series redeemable in part:	No
		Call option date(s)/Call option period:	Each of 16 June 2014, 15 June 2015 and 15 June 2016 (each an " <b>Optional Redemption Date</b> ")
22.	Noteholde (Conditio	er's optional redemption (Put): $n \ 6(d)$ )	Applicable
	(i) H	Redemption amount (Put):	Par
		Put Option date(s)/Put Option Period:	Each Optional Redemption Date (as defined in paragraph 21(iii) above). Condition 6(d) shall be amended so that the notice period to be given by a Noteholder to exercise their Put Option shall change from being "not less than 15 but not more than 30 days' notice", to <b>5 Business Days'</b> notice prior to each Optional Redemption Date.
23.	Final rede (Conditio	Sumption amount of each Note: $n \ 6(a)$ )	Par
24.	cases whe	emption amount of each Note in ere the final redemption amount is iked or other variable-linked:	Not applicable

25.	Instalment Notes: ( <i>Condition</i> 6( <i>a</i> ))		Not applicable		
26.	Early r	edemption amount:	Yes		
	(i)	Early redemption amount (upon redemption for taxation reasons, force majeure or following an Event of Default): ( <i>Conditions</i> $6(b)$ , $6(h)$ or 10)	With respect to each Note, the amount in the Specified Currency determined by the Calculation Agent in its sole and absolute discretion to be the fair market value of the Note immediately prior to the early redemption date, less any reasonable expenses and costs to the Issuer and/or any affiliate of the Issuer of unwinding any underlying and/or related hedging and/or funding arrangements		
	(ii)	Other redemption provisions: ( <i>Condition 6</i> ( <i>i</i> ))	Not applicable		
GENERAL	PROVI	SIONS APPLICABLE TO THE NO	TES		
27.		f Notes: tion 1(a))			
	(i)	Form of Notes:	Bearer		
	(ii)	Bearer Notes exchangeable for Registered Notes:	No		
28.	New Global Note:		No		
29.	If issue	d in bearer form:			
	(i)	Initially represented by a Temporary Global Note or Permanent Global Note:	Temporary Global Note		
	(ii)	Temporary Global Note exchangeable for Permanent Global Note and/or Definitive Notes and/or Registered Notes: ( <i>Condition 1(a)</i> )	Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes only in limited circumstances specified in the Permanent Global Note		
	(iii)	Permanent Global Note exchangeable at the option of the bearer for Definitive Notes and/or Registered Notes:	No		
	(iv)	Coupons to be attached to Definitive Notes:	Yes		
	(v)	Talons for future Coupons to be attached to Definitive Notes:	No		
	(vi)	(a) Definitive Notes to be security printed:	Yes		
		(b) if the answer to (a) is yes, whether steel engraved plates will be used:	Yes		

	(vii)	Definitive Notes to be in ICMA or successor's format:	Yes
	(viii)	Issuer or Noteholder to pay costs of security printing:	Issuer
30.	Exchar Global	nge Date for exchange of Temporary Note:	Not earlier than 40 days following the Issue Date
31.	Payme ( <i>Condi</i>	nts: <i>ition 8</i> )	
	(i)	Method of payment:	Condition 8 applies
	(ii)	Relevant Financial Centre Day:	London and TARGET
32.	•	Paid Notes: ition 1)	No
	for, an of subs additic dates i	specify number, amounts and dates d method of, payment of instalments scription monies and any further onal provisions (including forfeiture n respect of late payments of partly stalments)	
33.		omination: <i>ition 9</i> )	
	(i)	Redenomination:	Not applicable
	(ii)	Exchange:	Not applicable
34.	Other	final terms:	Not applicable

# PROVISIONS APPLICABLE TO INDEX-LINKED NOTES, CASH EQUITY NOTES AND EQUITY-LINKED NOTES

35.	Security only):	Delivery (Equity-Linked Notes	Not appl	icable		
36.	Provisions for Cash Equity Notes and Equity-Linked Notes					
	(i)	Securities:	The ord Company	•		Underlying below

	Underlying Company	Bloomberg Ticker	Exchange	Related Exchange		
1	TOYOTA MOTOR	7203 JT	The Tokyo Stock Exchange	The Osaka Securities Stock Exchange		
2	HONDA MOTOR CO LTD	7267 JT	The Tokyo Stock Exchange	The Osaka Securities Stock Exchange		
3	MITSUBISHI TOKYO FINANCIAL GROUP INC	8306 JT	The Tokyo Stock Exchange	The Osaka Securities Stock Exchange		
4	NIPPON TELEGRAPH & TELEPHONE CORP	9432 JT	The Tokyo Stock Exchange	The Osaka Securities Stock Exchange		
5	TOKYO ELECTRIC POWER CO INC	9501 JT	The Tokyo Stock Exchange	The Osaka Securities Stock Exchange		
6	ENI SPA	ENI IM	Milan Stock Exchange	IDEM IsoALFA		
7	E.ON AG	EOAN GY	XETRA Trading Systems	EUREX		
8	TOTAL SA	FP FP	Euronext Paris, SA	Euronext.liffe, Paris		
9	FRANCE TELECOM	FTE FP	Euronext Paris, SA	Euronext.liffe, Paris		
10	SUEZGDF	GSZ FP	Euronext Paris, SA	Euronext.liffe, Paris		
11	JOHNSON & JOHNSON	JNJ UN	The New York Stock Exchange	Chicago Board Options Exchange		
12	MICROSOFT CORP	MSFT UQ	The Nasdaq Stock Market, Inc	The Nasdaq Stock Market, Inc		
13	Nokia OYJ	NOK1V FH	Helsinki Stock Exchange	EUREX		
14	PROCTER & GAMBLE	PG UN	The New York Stock Exchange	Chicago Board Options Exchange		
15	SANOFI-AVENTIS	SAN FP	Euronext Paris, SA	Euronext.liffe, Paris		
16	BANCO SANTANDER CENTRAL HISPANO SA	SAN SM	SIBE Madrid	Mercado Espanol de Futuros Financieros		
17	SIEMENS AG	SIE GY	XETRA Trading Systems	EUREX		
18	AT&T CORP	T UN	The New York Stock Exchange	Exchange Chicago Board Options Exchange		
19	TELEFONICA SA	TEF SM	SIBE Madrid	Mercado Futuros Financieros		
20	EXXON MOBIL CORP	XOM UN	The New York Stock Exchange	Chicago Board Options Exchange		

For the avoidance of doubt, each of the Securities above are equally weighted.

- (ii) Underlying Company(ies): As set out in (i) above.
  - (iii) Exchange(s):
  - (iv) Related Exchange(s): As set out in (i) above.

As set out in (i) above.

(v)	Initial Price:	As defined in Condition 21(a).
(vi)	Strike Date:	15 June 2009
(vii)	Cash Settlement Payment Date:	The Variable Coupon Payment Date
(viii)	Securities Transfer Amount: (for Equity-Linked Notes only)	Not applicable
(ix)	Settlement Date: (for Equity-Linked Notes only)	Not applicable
(x) -	Settlement Disruption Event: (for Equity-Linked Notes only) Disruption Period (if other than as specified in Condition 21(b)(iii)):	Condition 21(b)(iii) does not apply
(xi)	Delivery Disruption Event: (for Equity-Linked Notes only)	Condition 21(b)(iv) does not apply
(xii)	Potential Adjustment Event:	Condition 21(g)(i) applies
	- Extraordinary Dividend (if other than as specified in the definition in Condition 21(a))	Not applicable
	- additional Potential Adjustment Event (for purposes of paragraph (viii) of the definition thereof)	Not applicable
(xiii)	Extraordinary Event:	Condition 21(g)(ii) applies
(xiv)	Conversion:	Not applicable
	(for Notes relating to Government Bonds and debt securities only)	
(xv)	Correction of prices:	Condition 21(g)(iv) applies
(xvi)	Additional Disruption Event	The following Additional Disruption Events apply: Change in Law, Hedging Disruption, Increased Cost of Hedging
Addition Notes:	nal provisions for Equity-Linked	Not applicable
Provisio	ons for Index-Linked Notes:	Not applicable
For Equ	ity-Linked and Credit-Linked Notes:	US Federal Income Tax Considerations
Valuatio	on Date(s):	10 June 2014. If, pursuant to Condition 21(e), such date is not a Scheduled Trading Day or is a Disrupted Day in relation to any Security <sub>i</sub> , such date shall nevertheless be deemed to be the Valuation Date in relation to such Security <sub>i</sub> and $S^{i}_{final}$ shall be the price determined by the Calculation Agent in its sole discretion.

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41.	Valuation Time:		The definition in Condition 21(a) applies			
42.	Averag	ing Dates:	Not applicable			
43.	Index-L	erms or special conditions relating to Linked Notes, Cash Equity Notes or Linked Notes:	Not applicable			
DISTRIBU	ΓΙΟΝ					
44.	(i)	If syndicated, names, addresses and underwriting commitments of Relevant Dealer(s)/Lead Manager(s):	Not applicable			
	(ii)	If syndicated, names, addresses and underwriting commitments of other Dealers/Managers (if any):	Not applicable			
	(iii)	Date of Subscription Agreement:	Not applicable			
	(iv)	Stabilising Manager (if any):	Not applicable			
45.		syndicated, name and address of	HSBC Financial Products (France) SNC			
	Relevar	nt Dealer:	103, venue des Champs-Elysées 75419 Paris Cedex 08 (the " <b>Dealer</b> ")			
			HSBC France, 103 avenue des Champs-Elysées 75008 Paris (the " <b>Distributor</b> ")			
			(and together with the Dealer, the " <b>Selling Group</b> ").			
			The Dealer has agreed to pay the Distributor a fee of up to 1.20 per cent. of the aggregate principal amount of the Notes annually.			
			The amount of the fee will be determined at the end of the Offer Period and the Issuer will notify Noteholders of this amount.			
46.	Total co	ommission and concession:	Up to 1.20 per cent. of the Aggregate Principal Amount annually. The amount of the fee will be determined at the end of the Offer Period and the Issuer will notify Noteholders of this amount.			
47.	Selling	restrictions:	TEFRA D Rules			
	United	States of America:	Notes may not be offered or sold within the United States of America or to or for the account or the benefit of a US person (as defined in Regulation S)			
	Non-ex	empt Offer:	It is expected that all of the Notes will be purchased by HSBC Assurances Vie (France) for the purpose of backing certain			

insurance contracts to be offered to investors. An offer of the Notes may be made by the Selling Group other than pursuant to Article 3(2) of the Prospectus Directive in France ("**Public Offer Jurisdiction**") during the period from 15 April 2009 until 30 May 2009 ("**Offer Period**"). See further paragraphs 25 - 36 of Part B below.

48. Stabilisation:

Other:

Not applicable

Not applicable.

#### LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Programme for the Issuance of Notes and Warrants of HSBC Bank plc.

#### RESPONSIBILITY

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

#### CONFIRMED

HSBC BANK PLC

Paul Friend.

By:

Authorised Signatory

Date: \_\_\_\_\_

#### PART B - OTHER INFORMATION

#### 1. **LISTING**

(i)	Listing:	Application will be made to admit the Notes to listing on the Official List of the Financial Services Authority on or around the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.
(ii)	Admission to trading:	Application will be made for the Notes to be admitted to trading on the Regulated Market on or around the Issue Date. No assurance can be given as to whether or not, or when, such application will be granted.

## 2. RATINGS

Ratings:

The long term senior debt of HSBC Bank plc has been rated:

S&P:	AA
Moody's:	Aa2

The Notes will not be specifically rated.

#### 3. **NOTIFICATION**

The UK Listing Authority has provided the competent authority in France with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.

## 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as described above in Part A - Distribution, 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

No information provided.

6. **YIELD** Not applicable

## 7. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters

## 8. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Details about the Securities and of past and future performance and volatility of the Securities can be obtained from Bloomberg.

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

## 9. **PERFORMANCE OF EXCHANGE RATE(S)**

Not applicable

## **OPERATIONAL INFORMATION**

10.	ISIN Code:	XS0423392538
11.	Common Code:	042339253
12.	CUSIP:	Not applicable
13.	New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No
14.	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	None
15.	Delivery:	Delivery against payment
16.	Settlement procedures:	Medium Term Note
17.	Additional Paying Agent(s) (if any):	None
18.	Common Depositary:	HSBC Bank plc
19.	Agent Bank/Calculation Agent:	HSBC Bank plc
	— is Calculation Agent to make calculations?	Yes
	— if not, identify calculation agent:	Not applicable
20.	Notices: ( <i>Condition 13</i> )	Condition 13 applies
21.	City in which specified office of Registrar to be maintained: ( <i>Condition 14</i> )	Not applicable
22.	Other relevant Terms and Conditions:	Condition 21 (Provisions relating to Equity- Linked Notes, Cash Equity Notes and Index- Linked Notes)
23.	Other Final Terms:	Not applicable
24.	ERISA Considerations:	Not applicable

## TERMS AND CONDITIONS OF THE OFFER

25.	Offer Price:	Issue Price
26.	Conditions to which the offer is subject:	Not applicable
27.	Description of the application process:	Not applicable
28.	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
29.	Details of the minimum and/or maximum amount of application:	Not applicable
30.	Details of the method and time limits for paying up and delivering the Notes:	Not applicable
31.	Manner in and date on which results of the offer are to be made public:	The final size will be known at the end of the Offer Period.
		A copy of these Final Terms will be filed with the Financial Services Authority in the UK (the " <b>FSA</b> "). A notice pursuant to UK Prospectus Rule 2.3.2(2) of the final Aggregate Principal Amount of the Notes will be (i) sent to the document viewing facility to be filed with the FSA and (ii) published on or about the Issue Date in accordance with the method of publication set out in Prospectus Rule 3.2.4(2).
32.	Procedure for exercise of any right of pre- emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
33.	Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	It is expected that all of the Notes are to be offered to HSBC Assurances Vie (France) for the purpose of backing certain insurance policies to be offered by it to investors
34.	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not applicable
35.	Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not applicable

36. Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: HSBC Assurances Vie (France) 15 rue Vernet 75008 Paris

HSBC France 103, avenue des Champs-Elysées 75008 Paris