

Final Terms dated 8 July 2009

BNP PARIBAS and BNP PARIBAS ARBITRAGE ISSUANCE B.V.

€90,000,000,000

**PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS
(the Programme)**

BNP PARIBAS

Issue of EUR100,000,000 Fixed Rate Notes due 16 December 2013

Series 12709 Tranche 2

under 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 the 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 sections entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 30 May 2008 and the Supplements to the Base Prospectus dated 9 September 2008, 3 October 2008, 10 October 2008 and 10 November 2008.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"), and must be read in conjunction with the Base Prospectus dated 29 May 2009 which together constitute a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions of the Base Prospectus dated 30 May 2008 which are incorporated by reference. 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 Prospectuses respectively dated 30 May 2008 and 29 May 2009 and the Supplements to the Base Prospectus dated 9 September 2008, 3 October 2008, 10 October 2008, 10 November 2008, 22 December 2008, 6 February 2009, 7 March 2009, 17 March 2009 and 9 April 2009.

The Base Prospectuses, these Final Terms and the supplements to the relevant Base Prospectus are available for viewing at, and copies may be obtained from, BNP Paribas Securities Services, Luxembourg Branch (in its capacity as Principal Paying Agent), 33, rue de Gasperich, Howald - Hesperange, L-2085 Luxembourg and will be available on the Luxembourg Stock Exchange website "www.bourse.lu".

1 Issuer:

BNP Paribas

2	(i) Series Number:	12709
	(ii) Tranche Number:	2
		This issue of Notes is fungible with Series 12709 Tranche 1 on or after 20 August 2009. Upon exchange of the Temporary Global Note representing the Notes of Series 12709 Tranche 2 for a Permanent Global Note, the Notes will form a single series with the Notes of Series 12709 Tranche 1 and as a result the original Common Code 040512136 and ISIN XS0405121368 will be used for both tranches.
3	Specified Currency (or Currencies in the case of Dual Currency Notes):	Euro ("EUR")
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,600,000,000
	(ii) Tranche:	EUR 100,000,000
5	Issue Price of Tranche:	106.987 per cent. of the Aggregate Nominal Amount (PLUS accrual of EUR 2,821,917.81 from and including 16 December 2008 to but excluding 10 July 2009)
6	(i) Specified Denominations:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
7	(i) Issue Date:	10 July 2009
	(ii) Interest Commencement Date:	16 December 2008
8	Maturity Date:	16 December 2013 or if that is not a Business Day the immediately succeeding Business Day
9	Form of Notes:	Bearer
10	Interest Basis:	Fixed Rate (further particulars specified below)
11	Redemption/Payment Basis:	Redemption at par
12	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
13	Put/Call Options:	Not Applicable
14	Status of the Notes:	Senior
15	Tax Gross-Up:	Condition 6(a) applies
16	Listing:	See " <i>Listing and Admission to trading</i> " application on

page 6 below

17 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18	Fixed Rate Provisions	Applicable
	(i) Fixed Rate of Interest:	5.00 per cent. per annum payable annually in arrear
	(ii) Interest Period End Date(s):	16 December in each year from and including 16 December 2009 to and including the Maturity Date
	- Business Day Convention for Interest Period End Date(s):	None
	(iii) Interest Payment Date(s):	16 December in each year from and including 16 December 2009 to and including the Maturity Date
	- Business Day Convention for Interest Payment Date(s):	Following Business Day Convention
	(iv) Fixed Coupon Amount:	EUR 50 per Calculation Amount
	(v) Broken Amount:	Not Applicable
	(vi) Day Count Fraction:	ACT/ACT (ICMA)
	(vii) Determination Date(s):	Not Applicable
	(viii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
19	Floating Rate Provisions	Not Applicable
20	Zero Coupon Provisions	Not Applicable
21	Dual Currency Interest Provisions	Not Applicable
22	Index Linked Interest Provisions	Not Applicable
23	Share Linked Interest Provisions	Not Applicable
24	Commodity Linked Interest Provisions	Not Applicable
25	Inflation Linked Interest Provisions	Not Applicable
26	Foreign Exchange (FX) Rate Linked Interest Provisions	Not Applicable
27	Formula Linked Interest Provisions	Not Applicable
28	Fund Linked Interest Provisions	Not Applicable
29	GDR/ADR Linked Interest Provisions	Not Applicable
30	Additional Business Centre(s): (Condition 3(b))	Not Applicable

PROVISIONS RELATING TO REDEMPTION

31	Issuer Call Option	Not Applicable
32	Noteholder Put Option	Not Applicable
33	Final Redemption Amount:	EUR 1,000 per Calculation Amount
34	Index Linked Redemption Amount	Not Applicable
35	Share Linked Redemption Amount	Not Applicable
36	Commodity Linked Redemption Amount	Not Applicable
37	Inflation Indexed Redemption Amount	Not Applicable
38	Foreign Exchange (FX) Rate Linked Redemption Amount	Not Applicable
39	Formula Linked Redemption Amount	Not Applicable
40	Fund Linked Redemption Amount	Not Applicable
41	Credit Linked Notes	Not Applicable
42	GDR/ADR Linked Provisions	Not Applicable
43	Early Redemption Amount Early Redemption Amount(s) (if required or if different from that set out in Condition 5(e)):	As per the Conditions
44	Provisions applicable to Physical Delivery:	Not Applicable
45	Variation of Settlement:	
	(a) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Notes
	(b) Variation of Settlement of Physical Delivery Notes:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

46	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
47	Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	TARGET

48	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
49	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
50	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not Applicable
51	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
52	Other terms or special conditions:	Not Applicable
DISTRIBUTION		
53	(i) If syndicated, names of Managers (specifying Lead Manager):	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager (if any):	Not Applicable
54	If non-syndicated, name of Dealer:	BNP Paribas UK Limited 10 Harwood Avenue London NW1 6AA United Kingdom
55	Total commission and concession:	0.04 per cent. of aggregate nominal amount
56	U.S. Selling Restrictions:	Reg. S Category 2, TEFRA D Rule
57	Non exempt offer:	Not Applicable
58	Additional selling restrictions:	Not Applicable

PURPOSE OF FINAL TERMS

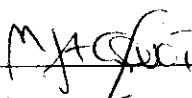
These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Bourse de Luxembourg and listing on the Official List of the Luxembourg Stock Exchange Notes described herein pursuant to the BNP Paribas and BNP Paribas Arbitrage Issuance B.V. €90,000,000,000 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: | Luxembourg Stock Exchange's Official List |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on Luxembourg Stock Exchange's Regulated Market |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 400 |

2. Ratings

Ratings:	The Notes to be issued have now been rated:
	S&P: AA
	Moody's: Aa1
	Fitch: AA

3. Risk Factors

The reference to Issue Price is not an expression of market value and does not imply that transactions in the market will not be executed at prices above or below such Issue Price to reflect prevailing market conditions.

The attention of potential purchasers of the Notes is drawn to the Risk Factors set out in the Base Prospectus.

4. Interest of Natural and Legal Persons involved in the Issue

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

Reasons for the offer	See "Use of Proceeds" wording in the Base Prospectus
Estimated net proceeds:	EUR 109,768,917.81
Estimated total expenses:	EUR 400 (Estimated Listing fees)

6. Fixed Rate Notes – Yield

Indication of yield:	3.277 per cent. of aggregate nominal amount
	As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. Floating Rate Notes – Historic Interest Rates

Not Applicable

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

Not Applicable

9. OPERATIONAL INFORMATION

(i) Temporary ISIN Code: XS0439375022

(ii) Temporary Common Code: 043937502

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(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: Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICDS as Common Safekeeper and does not necessarily means that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

10. Public Offer

Not Applicable

11. Placing and Underwriting

Not Applicable