

**SIXTH SUPPLEMENT DATED 14 APRIL 2011
TO THE WARRANT AND CERTIFICATE PROGRAMME BASE PROSPECTUS
DATED 3 JUNE 2010**



BNP PARIBAS

BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

WARRANT AND CERTIFICATE PROGRAMME

This sixth supplement (the **Supplement**) constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC.

This Supplement is supplemental to, and should be read in conjunction with the base prospectus of the Warrant and Certificate Programme of the Issuer dated 3 June 2010 (the **Base Prospectus**), the first supplement dated 18 August 2010 (the **First Supplement**), the second supplement dated 10 September 2010 (the **Second Supplement**), the third supplement dated 19 November 2010 (the **Third Supplement**), the fourth supplement dated 24 February 2011 (the **Fourth Supplement**) and the fifth supplement dated 24 March 2011 in relation to the programme for the issuance of Warrants and Certificates of BNP Paribas Arbitrage Issuance B.V. (**BNPP B.V.**) and BNP Paribas (**BNPP**) (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of BNPP B.V. (in respect of itself) and BNPP (in respect of itself and BNPP B.V.) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of BNPP B.V. and BNPP (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.

This Supplement has been produced for the purposes of:

- 1) incorporating by reference the audited Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2010, and
- 2) incorporating by reference the Statutory Auditors' report on the audited Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2010,

and inserting the following table in the section "Documents incorporated by reference" beginning on page 51 of the Base Prospectus:

| Information incorporated by Reference | Reference |
|---|-----------------|
| BNP PARIBAS | |
| Consolidated Financial Statements of BNP Paribas for the year ended 31 December 2010 | |
| Profit and Loss account for the year ended 31 December 2010 | Page 4 |
| Statement of net income and charges in assets and liabilities recognised directly in equity | Page 5 |
| Balance sheet at 31 December 2010 | Page 6 |
| Cash Flows statement for the year ended 31 December 2010 | Page 7 |
| Statement of changes in shareholder's equity between 1 January 2009 and 31 December 2010 | Pages 8 to 9 |
| Notes to the financial statements prepared in accordance with International Financial Reporting standards as adopted by the European Union | Pages 10 to 182 |
| | |
| Statutory Auditors' report on the Consolidated Financial Statements of BNP PARIBAS for the year ended 31 December 2010 | Pages 1 to 5 |

Further modifications to the Base Prospectus dated 3 June 2010:

5. Material Adverse Change

The following sentence appearing in paragraph **5. Material Adverse Change** in section entitled "**GENERAL INFORMATION**" on page 565 of the Base Prospectus:

"There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2009."

shall be deleted in its entirety and replaced by the following sentence:

"There has been no material adverse change in the prospects of BNPP or the Group since 31 December 2010."

6. Significant Change

The following sentence appearing in paragraph **6. Significant Change** in section entitled "**GENERAL INFORMATION**" on page 565 of the Base Prospectus:

"There has been no significant change in the financial position of the Group since the end of the last financial period for which audited financial statements have been published (i.e. 31 December 2009)."

shall be deleted in its entirety and replaced by the following sentence:

"There has been no significant change in the financial position of the Group since the end of the last financial period for which audited financial statements have been published (i.e. 31 December 2010)."

Investors who have already agreed to purchase or subscribe Warrants or Certificates pursuant to the Programme before this Supplement is published have the right, exercisable within at least two working days after the publication of this Supplement, to withdraw their acceptances.

Summary – Section “Description of the Issuer”

The last paragraph of the section “**Description of the Issuer**” of the **Summary** page 8 of the Base Prospectus:

“At 31 December 2009, the Group had consolidated assets of €2,057.7 billion (compared to €2,075.6 billion at 31 December 2008), consolidated loans and receivables due from customers of €678.8 billion (compared to €494.4 billion at 31 December 2008), consolidated items due to customers of €604.9 billion (compared to €414.0 billion at 31 December 2008) and shareholders' equity (Group share) of €69.5 billion (compared to €53.2 billion at 31 December 2008). Pre-tax net income at 31 December 2009 was €9.0 billion (compared to €3.9 billion at 31 December 2008). Net income, Group share, at 31 December 2009 was €5.8 billion (compared to €3.0 billion at 31 December 2008).”

shall be deleted in its entirety and replaced by the following sentence:

“At 31 December 2010, the Group had consolidated assets of €1,998.2billion (compared to €2,057.7 billion at 31 December 2009), consolidated loans and receivables due from customers of €684.7billion (compared to €678.8 billion at 31 December 2009), consolidated items due to customers of €580.9billion (compared to €604.9 billion at 31 December 2009) and shareholders' equity (Group share) of €74.6billion (compared to €69.5 billion at 31 December 2009). Pre-tax net income at 31 December 2010 was €13.0billion (compared to €9.0 billion at 31 December 2009). Net income, Group share, at 31 December 2010 was €7.8billion (compared to €5.8 billion at 31 December 2009).”

Copies of of this Supplement, the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement, the Base Prospectus and the documents incorporated by reference are available at the office of BNP Paribas Securities Services, Luxembourg Branch, 33 rue de Gasperich, Howald-Hesperange, L-2085 Luxembourg and BNP Paribas Arbitrage S.N.C., 8 rue de Sofia, 75018 Paris, France.