

Final Terms dated 16 December 2008

BNP PARIBAS (as Issuer)

Issue of minimum EUR 10,000,000 Fixed Rate Notes due 16 January 2012

Series 12715

under the ~~€~~90,000,000,000

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

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 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 of the Notes may only do so:

(i) 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; or

(ii) in those Public Offer Jurisdictions mentioned in Paragraph 57 of Part A below, provided such person is one of the persons mentioned in Paragraph 57 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of 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 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 which together constitute a base prospectus for the purposes of the 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 Base 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 Base Prospectus as so supplemented. The Base Prospectus, these Final Terms and the supplements to the Base Prospectus (in each case, together with any documents incorporated therein by reference) 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:	12715

	(ii) Tranche Number:	1
3	Specified Currency (or Currencies in the case of Dual Currency Notes):	Euro ("EUR")
4	Aggregate Nominal Amount:	
	(i) Series:	Minimum EUR 10,000,000
	(ii) Tranche:	Minimum EUR 10,000,000
5	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	EUR 1,000
	(ii) Calculation Amount:	EUR 1,000
7	(i) Issue Date:	16 January 2009
	(ii) Interest Commencement Date:	16 January 2009
8	Maturity Date:	16 January 2012 or if that is not a Business Day the immediately succeeding Business Day
9	Form of Notes:	Bearer
10	Interest Basis:	3.90 per cent. 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 under paragraph 1 of Part B below
17	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18	Fixed Rate Provisions	Applicable
	(i) Fixed Rate of Interest:	3.90 per cent. per annum payable annually in arrear
	(ii) Interest Period End Date(s):	16 January in each year from and including 16 January 2010 to and including 16 January 2012

	- Business Day Convention for Interest Period End Date(s):	None
(iii)	Interest Payment Date(s):	16 January in each year from and including 16 January 2010 to and including the Maturity Date
	- Business Day Convention for Interest Payment Date(s):	Following Business Day Convention
(iv)	Fixed Coupon Amount:	EUR 39per 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 2
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	Not Applicable

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:

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| 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, renominatisation and reconventioning provisions: | Not Applicable |
| 52 | Other terms or special conditions: | Not Applicable |

DISTRIBUTION

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| 53 | (i) If syndicated, names of Managers (specifying Lead Manager): | Joint Lead Managers:
BNP Paribas UK Limited,
10 Harewood Avenue,
London NW1 6AA,
United Kingdom,
for an initial underwriting commitment of EUR 4,000,000

Fortis Bank NV/SA,
Montagne du Parc, 3,
1000 Brussels,
Belgium,
for an initial underwriting commitment of EUR 4,000,000

Co-Lead Managers:
Banque Fédérative du Crédit Mutuel,
6 Avenue de Provence,
75 009 Paris,
France,
for an initial underwriting commitment of EUR 1,000,000

Danske Bank A/S,
Holmens Kanal 2-12, |
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DK-1092,
Copenhagen K,
for an initial underwriting commitment of EUR
1,000,000

Distributor in Luxembourg:

Fortis Banque Luxembourg S.A.,
Avenue J.F. Kennedy, 50
2951 Luxembourg
Luxembourg

Any additional amount of Notes will be placed by
each Manager on a best effort basis.

- (ii) Date of Subscription Agreement: 16 December 2008, to be supplemented on or
about 14 January 2009
- (iii) Stabilising Manager (if any): Not Applicable
- 54 If non-syndicated, name of Dealer: Not Applicable
- 55 Total commission and concession: The Issuer will pay to the Managers a combined
management, underwriting and selling
commission of up to 1.375 per cent. of the
Aggregate Nominal Amount of the Notes issued
on the Issue Date.
- 56 U.S. Selling Restrictions: Reg. S Category 2, TEFRA D Rule
- 57 Non exempt offer: An offer of the Notes may be made by the
Managers and the Distributor listed under item
53 (i) above other than pursuant to Article 3(2)
of the Prospectus Directive in Belgium and in the
Grand Duchy of Luxembourg (**Public Offer
Jurisdictions**) during the Offer Period (as
defined in clause 10 of part B below).
- 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 on the Issue Date
- (iii) Estimate of total expenses related to admission to trading: Minimum EUR 1,345

2. Ratings

Ratings: The following ratings reflect the ratings allocated to the Notes of the type being issued under the Programme generally:

S&P: AA+

Moody's: Aa1

Fitch: AA

As defined by Standard & Poor's, an AA+ rating means that the Issuer's capacity to meet its financial commitment under the Notes is very strong.

Obligations rated Aa by Moody's are judged to be of high quality and are subject to very low credit risk. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

As defined by Fitch an AA rating denotes a very low expectation of credit risk. It indicates a very strong capacity for timely payment of financial commitments. Such capacity is not significantly vulnerable to foreseeable events.

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:	Minimum EUR 10,000,000 less the commission-specified under paragraph 55 of Part A above
Estimated total expenses:	EUR 100,000 (Estimated Listing fees, advertising in Belgium and Luxembourg)

6. Fixed Rate Notes – Yield

Indication of yield:	3.90 per cent. of aggregate nominal amount
	As set out above, the yield is calculated on 15 December 2008 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) ISIN Code:	XS0405665117
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(ii) Common Code:	040566511
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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
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(iv) Delivery:	Delivery against payment
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(v) Additional Paying Agent(s) (if any):	Not Applicable
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(vi) Intended to be held in a manner which would allow Eurosystem eligibility:	Yes
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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

Offer Period:	From, and including, a date likely to be not earlier than 17 December 2008 to, and including, 13 January 2009 (or any such other date as the Issuer determines as notified on or around such date on the Luxembourg website (www.bourse.lu)) (the “Offer End Date”).
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Offer Price:	The Issuer has offered the Notes to the Managers at the initial Issue Price of 100 per cent. less the commission- specified under paragraph 55 of Part A above
Conditions to which the offer is subject:	<p>Offers of the Notes are conditional on their issue and on any additional conditions set out in the standard terms of business of the relevant Distributor, or relevant financial intermediaries, notified to investors by such relevant Distributor or financial intermediary.</p> <p>The Issuer has authorised the Distributor (as defined in clause 53(i) of Part A above) to use these Final Terms, the Base Prospectus and its Supplements in connection with the offer of the Notes to the Public Offer Jurisdictions during the Offer Period (as defined in this clause 10)</p> <p>The Issuer reserves the right, in its absolute discretion, to cancel the offer and the issue of the Notes at any time prior to the Issue Date.</p>
Description of the application process:	Application for the Notes can be made in Belgium and/or in the Grand Duchy of Luxembourg through the Distributor. The distribution will be carried out in accordance with the Distributor's usual procedure.
Details of the minimum and/or maximum amount of application	<p>Total amount of the offer: Minimum EUR 10,000,000.</p> <p>The Issuer and the Joint Lead Managers can decide to increase the amount issued, taking into account the demand of the investors and the needs of the issuer at the end of the Offer Period.</p> <p>Minimum subscription amount per investor: EUR 1,000</p> <p>Nevertheless, the Issuer reserves the right to modify the total nominal amount of the Notes to which investors can subscribe, to close earlier the subscription period and to cancel the planned issues. Such an event will be published on the website of the Luxembourg stock exchange (www.bourse.lu) and on the website of Fortis Bank NV/SA (www.fortisbanking.be).</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Applicable to institutional investors only in case of early termination of the Offer Period due to oversubscription or to changes in market conditions as determined by mutual agreement between the Joint Lead Managers (on behalf of the Managers) or the Issuer in their sole discretion.
Details of the method and time limits	Payment of the Notes must be received at the latest on

for paying up and delivering the Notes. or before the Issue date by debit of a cash account.

The delivery of the Notes will take place as described in the Base Prospectus and this Final Terms, On or about the Issue Date, the relevant securities account of each Noteholder will be credited of the relevant amount of Notes purchased.

Manner and date in which results of the offers are to be made public:

The result of the offer of the Notes will be published as soon as possible after the end of the Offer Period on the website of the Luxembourg Stock Exchange (www.bourse.lu) and also on the website of Fortis Bank NV/SA (www.fortisbank.be) on or before 16 January 2009.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Categories of potential investors to which the Notes are offered:

The offer will consist of an offer to the public in Belgium and in the Grand Duchy of Luxembourg

Process for notification to applicants of the amount allotted:

The Noteholders will be directly notified by the relevant Manager or Distributor or the relevant intermediary of the number of Notes which has been allotted to them as soon as possible after the end of the Offer Period (see also above the manner and date in which result of the offer are to be made public)

No dealings in the Notes on a regulated market for the purposes of the Markets in Financial Instruments Directive 2004/39/EC may take place prior to the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

Expenses charged to the subscribers or purchasers of the Notes: Not Applicable

For details of withholding taxes applicable to subscribers in Belgium and Luxembourg, see the Base Prospectus respectively page 244 (Luxembourg) and page 248 (Belgium).

11. Placing and Underwriting

Name and address of the coordinator(s) of the global offer and of single parts of the offer:

Not Applicable

Name and address of any paying agents and depository agents in each country (in addition to the Principal Paying Agent):

Not Applicable

Entities agreeing to underwrite the

Not Applicable

issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements:

When the underwriting agreement has been or will be reached:

Not Applicable