

Final Terms dated 23 April 2008

BNP PARIBAS

€80,000,000,000

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

Issue of EUR 500,000,000

**5.431% Fixed Rate Dated Ordinary Subordinated Notes due 7 September 2017
(to be consolidated and form a single issue with EUR 1,100,000,000 issued on 7 September 2007)**

Series 11385 Tranche 2 under the Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the sections entitled "Terms and Conditions of the Notes" in the Base Prospectus dated 30 May 2007 and the Supplements to the Base Prospectus dated 19 September 2007 and 21 February 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, the Supplements and these Final Terms (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 (i) Series Number: 11385
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This issue of Notes is fungible with Series 11385 Tranche 1 on or after 4 June 2008. Upon exchange of the Temporary Global Note representing the Notes of Series 11385 Tranche 2 for a Permanent Global Note, the Notes shall be consolidated and will form a single Series with the Notes of Series 11385 Tranche 1, and as a result, the original Common Code 032030394, ISIN number XS0320303943 will be used for all tranches and for the purposes of French law the Notes of Series 11385 Tranche 2 shall be assimilated ("assimilables") to the Notes of Series 11385 Tranche 1 with regard to their financial services.
- (ii) Tranche Number:
- 2 Specified Currency (or Currencies in the case of Dual Currency Notes): Euros ("**EUR**")

3	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,600,000,000
	(ii) Tranche:	EUR 500,000,000
4	Issue Price of Tranche:	101.134 per cent. of EUR 400,000,000 Aggregate Nominal Amount launched on 18 April 2008
		101.069 per cent. of EUR 100,000,000 Aggregate Nominal Amount launched on 22 April 2008
		(plus 3.4278 per cent. of accrual interest from and including the Interest Commencement Date to but excluding the Issue Date)
5	(i) Specified Denominations	EUR 50,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 99,000. No Notes in definitive form will be issued with a denomination above EUR 99,000.
	(ii) Calculation Amount:	EUR 1,000
6	(i) Issue Date	25 April 2008
	(ii) Interest Commencement Date:	7 September 2007
7	Maturity Date:	7 September 2017 or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day
8	Form of Notes:	Bearer
9	Type of Notes:	Fixed Rate
10	Interest Basis:	5.431% 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:	Dated Ordinary Subordinated Notes
15	Listing:	The Regulated Market of the Luxembourg Stock Exchange (the " Bourse de Luxembourg ")
16	Method of distribution:	Syndicated
17	Fixed Rate Provisions	Applicable
	(i) Fixed Rate of Interest:	5.431 per cent. per annum payable annually in arrear
	(ii) Interest Period End Dates:	7 September in each year from and including 7 September 2008 to and including the Maturity Date

- Business Day Convention for Interest Period End Dates:	None
(iii) Interest Payment Dates:	7 September in each year from and including 7 September 2008 to and including the Maturity Date
- Business Day Convention for Interest Payment Dates:	Modified Following Business Day Convention
(iv) Fixed Coupon Amount:	EUR 54.31 per Calculation Amount
(v) Broken Amount:	Not Applicable
(vi) Day Count Fraction:	Actual/Actual (ICMA)
(vii) Determination Date(s):	Not Applicable
(viii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
18 Floating Rate Provisions	Not Applicable
19 Zero Coupon Provisions	Not Applicable
20 Dual Currency Interest Provisions	Not Applicable
21 Index Linked Interest Provisions	Not Applicable
22 Share Linked Interest Provisions	Not Applicable
23 Commodity Linked Interest Provisions	Not Applicable
24 Inflation Linked Interest Provisions	Not Applicable
25 Foreign Exchange (FX) Rate Linked Interest Provisions	Not Applicable
26 Formula Linked Interest Provisions	Not Applicable
27 Fund Linked Interest Provisions	Not Applicable
28 Credit Linked Interest Provisions	Not Applicable
29 Additional Business Centres (Condition 3(b)):	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
30 Issuer Call Option	Not Applicable
31 Noteholder Put Option	Not Applicable
32 Final Redemption Amount	EUR 1,000 per Calculation Amount
33 Index Linked Redemption Amount	Not Applicable
34 Share Linked Redemption Amount:	Not Applicable
35 Commodity Linked Redemption Amount	Not Applicable
36 Inflation Indexed Redemption Amount	Not Applicable
37 Foreign Exchange (FX) Rate Linked Redemption Amount	Not Applicable
38 Formula Linked Redemption Amount	Not Applicable

39	Early Redemption Amount Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 5(e)):	As per the Conditions
40	Provisions applicable to Physical Delivery:	Not Applicable
41	Variation of Settlement:	
	(i) Issuer's option to vary settlement	The Issuer does not have the option to vary settlement in respect of the Notes
	(ii) Variation of Settlement of Physical Delivery Notes:	Not Applicable
42	Fund Linked Redemption Provisions	Not Applicable
43	Credit Linked Redemption Provisions	Not Applicable
44	Form of Notes: New Global Note:	Bearer Notes: Yes Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event
45	Additional Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):	Not Applicable
46	Talons for future Coupons or Receipts to be attached to definitive Notes:	No
47	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
48	Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made:	Not Applicable
49	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
50	Other terms or special conditions:	None
DISTRIBUTION		
51	(i) If syndicated, names of Managers	Lead Manager:

(specifying Lead Manager):

BNP Paribas UK Limited

Co-Lead Managers:

Danske Bank A/S

ING Belgium SA/NV

(ii) Date of Subscription Agreement: 23 April 2008

(iii) Stabilising Manager (if any): Not Applicable

52 If non-syndicated, name of Dealer: Not Applicable

53 Total commission and concession: 0.40 per cent. of the Aggregate Nominal Amount

54 Additional selling restrictions: 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 €80,000,000,000 Programme for the Issuance of Debt Instruments of BNP Paribas.

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 Regulated Market (the "*Bourse de Luxembourg*")
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the *Bourse de Luxembourg* with effect from the Issue Date
- (iii) Estimate of total expenses related to admission to trading: See 6(iii)below

2. Ratings

The Notes to be issued have been rated:

- Standard & Poor's: AA
- Moody's Investors Service: Aa2
- Fitch Ratings: AA-

A rating is not a recommendation to purchase or hold a security and may be withdrawn at any time by the relevant rating agency.

3. Risk factors

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

4. Notification

The *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purpose of the Prospectus Directive and the relevant implementing measures in the Grand Duchy of Luxembourg.

5. Interests of Natural and Legal Persons involved in the Issue

Save as discussed in "Potential Conflicts of Interest" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

6. Reasons for the issue, estimated net proceeds and total expenses

- (i) Reasons for the issue: As specified in the section of the Base Prospectus entitled "*Use of Proceeds*"
- (ii) Estimated net proceeds: EUR 520,743,811.48
- (iii) Estimated total expenses: EUR 400 (listing expenses estimate)

7. Fixed Rate Notes – Yield

Indication of Yield:	5.270 per cent. per annum of EUR 400,000,000 Aggregate Nominal Amount launched on 18 April 2008
	5.279 per cent. per annum of EUR 100,000,000 Aggregate Nominal Amount launched on 22 April 2008

The yield is calculated at the Issue Date on the basis on the Issue Price. It is not an indication of future yield.

8. Operational Information

(i) Temporary ISIN Code:	XS0360417066
(ii) Temporary Common Code:	036041706
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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:	No
