

Annual Report 2010
BNP Paribas Arbitrage Issuance B.V.

Reguliersdwarsstraat 90
1017 BN Amsterdam, the Netherlands
Chamber of Commerce Amsterdam No. 33215278

CONTENTS

Managing Director's Report	3
Financial statements for the financial year ended December 31, 2010	
• Balance sheet	5
• Profit and loss account	6
• Cash flow statement	7
• Notes to the financial statements	8
Other information	
• Statutory arrangements concerning the appropriation of profits	14
• Appropriation of the results for the years 2009 and 2010	14
• Subsequent events	14
• Officers' statement	14
• Auditor's report	15

Managing Director's report

Description and principal activity of the Company

BNP Paribas Arbitrage Issuance B.V. (the Company) was incorporated on November 10, 1989 under the laws of the Netherlands.

The principal objectives of the Company are to issue and acquire financial instruments of any nature and to enter into related agreements for account of various entities of the BNP Paribas Group.

Audit committee

The Company qualifies as an organisation of public interest pursuant Dutch and EU law. By making use of the exemption for groups the Company did not install an audit committee. The Company belongs to the BNP Paribas group which has an audit committee that complies with international corporate governance rules.

Operating result

During the financial year under review there was a substantial increase of issues in number. The net profit for the financial year 2010 was EUR 28,537 (2009: profit EUR 36,953).

Liquidity and shareholder's equity

No significant changes to liquidity resources occurred and equity increased with the result for the period. Liquidity and capital resources are considered sufficient given the size and nature of the Company.

Risks and uncertainties

Due to its activities the Company is exposed to a variety of financial risks, including the effects of changes in debt and equity market prices, currency exchange rates and interest rates. However, all issued securities are hedged by OTC option and swap agreements with BNP Paribas group entities and therefore these risks are completely mitigated.

Market risk

The Company takes on exposure to market risks arising from positions in interest rate, currency, commodities and equity products, all of which are exposed to general and specific market movements. However, the risks are mitigated by the above mentioned OTC contracts.

Credit risk

The Company has significant concentration of credit risks as all OTC contracts are acquired from its parent company and other group companies. Taking into consideration the objective and activities of the Company and the fact that the BNP Paribas group is a high credit quality financial institution under supervision of the French central bank, management considers these risks as acceptable.

Liquidity risk

The Company has significant liquidity risk exposure. To mitigate this exposure, the Company entered into netting agreements with its parent company and other group companies.

Future outlook

It is expected that the activities of the Company will stabilize in 2011.

The Company will issue securities with pledged collateral and with or without a guarantee of BNP Paribas S.A. No OTC will be acquired for the securities without a guarantee of BNP Paribas S.A.

Amsterdam, March 14, 2011.

The Managing Director,

Signed by
BNP Paribas Trust B.V.

BALANCE SHEET AT DECEMBER 31, 2010

(before appropriation of the net result)

	Notes	<u>31.12.2010</u> EUR	<u>31.12.2009</u> EUR
ASSETS			
Financial fixed assets			
OTC contracts	1	<u>22,527,434,243</u>	<u>21,208,098,597</u>
Current assets			
OTC contracts	1	10,429,808,218	10,172,402,984
Taxes receivable		59,552	3,309
Accounts receivable group		1,101,547	1,169,055
Cash at banks		337,838	144,917
		<u>10,431,307,155</u>	<u>10,173,720,265</u>
TOTAL ASSETS		<u>32,958,741,398</u>	<u>31,381,818,862</u>
SHAREHOLDER'S EQUITY AND LIABILITIES			
Shareholder's equity			
Share capital issued and paid up	2	45,379	45,379
Retained earnings		271,734	234,781
Result for the period		28,537	36,953
		<u>345,650</u>	<u>317,113</u>
Long term liabilities			
Issued securities	3	<u>22,527,434,243</u>	<u>21,208,098,597</u>
Current liabilities			
Issued securities	3	10,429,808,218	10,172,402,984
Other liabilities – non group		603,951	496,559
– group		549,336	503,609
		<u>10,430,961,505</u>	<u>10,173,403,152</u>
TOTAL EQUITY AND LIABILITIES		<u>32,958,741,398</u>	<u>31,381,818,862</u>

PROFIT AND LOSS ACCOUNT FOR THE YEAR 2010

	Notes	<u>2010</u> EUR	<u>2009</u> EUR
Net result financial instruments	4	0	0
Other income	5	414,156	523,919
Operating income		414,156	523,919
Operating expenses			
General and administrative expenses		(376,506)	(476,290)
Operating result		37,650	47,629
Interest income		201	227
Interest expenses and similar charges		(1,927)	(1,665)
Profit before taxation		35,924	46,191
Corporate income tax	6	(7,387)	(9,238)
Profit after taxation		<u><u>28,537</u></u>	<u><u>36,953</u></u>

CASH FLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2010

	<u>2010</u>	<u>2009</u>
	EUR	EUR
Cash flow from operating activities		
Issuing of securities against OTC coverage	0	0
Received reimbursed issuing expenses	4,130,033	3,120,406
Received reimbursed general expenses	260,321	730,055
Paid issuing expenses	(3,755,774)	(3,776,435)
Paid general expenses	(435,035)	(462,991)
Paid taxes	(6,624)	(14,975)
Cash flow from operating activities	<u>192,921</u>	<u>(403,940)</u>
Cash flow from financing activities	0	250,000
Increase/ (decrease) cash at banks	<u>192,921</u>	<u>(153,940)</u>
Movements in cash at banks		
Cash at banks at January 1	144,917	298,857
Increase/ (decrease) cash at banks	<u>192,921</u>	<u>(153,940)</u>
Cash at banks	<u>337,838</u>	<u>144,917</u>

NOTES TO THE FINANCIAL STATEMENTS

GENERAL

BNP Paribas Arbitrage Issuance B.V. (the Company), having its registered address at Reguliersdwarstraat 90, Amsterdam, was incorporated under the law of the Netherlands on November 10, 1989 as a private limited liability company.

The principal objectives of the Company are to issue securities, such as warrants, certificates, private placements, notes, to enter into related OTC agreements and to issue and acquire financial instruments of any nature.

All outstanding shares of the Company are owned by BNP Paribas S.A., Paris, France, which company consolidates the figures of the Company. The annual reports of BNP Paribas S.A. can be found on the website www.bnpparibas.com.

SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The annual accounts of the Company are prepared in accordance with accounting principles generally accepted in the Netherlands and in conformity with Title 9, Book 2 of the Netherlands Civil Code. All amounts are stated in euros, the reporting currency, unless stated otherwise.

The accounting principles of the Company are summarised below. These accounting principles have all been applied consistently throughout the financial year and the preceding year unless indicated otherwise.

Accounting convention

The accounts are prepared under the historical cost convention modified by the translation of foreign currencies.

Financial instruments

Financial instruments include accounts receivable and accounts payable, cash at bank and cash equivalents, issued securities and acquired OTC contracts. Financial assets and liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Valuation of assets and liabilities

The issued securities such as warrants, certificates and notes and the related OTC contracts having the same characteristics are stated at fair value. Other assets and liabilities are stated at nominal value.

Method of determining fair value of issued securities and related OTC contracts

Fair value is determined on the basis of quoted prices in an active market; or using valuation techniques involving mathematical calculation methods based on accepted financial theories, and parameters derived in some cases from the prices of instruments traded in active markets, and in others from statistical estimates or other quantitative methods. The distinction between the two valuation methods is made according to whether or not the instrument is traded in an active market. Whether or not a market is active is determined on the basis of a variety of factors. Characteristics of an inactive market include a significant decline in the volume and level of trading activity in identical or similar instruments, the available prices vary significantly over time or among market participants or observed transaction prices are not current.

At determining fair values the three categories of financial instruments are distinguished based on the characteristics of the instrument and the measurement method used:

Category 1: financial instruments quoted on an active market;

Category 2: financial instruments measured using valuation models based on observable parameters;

Category 3: financial instruments measured using valuation models based wholly or partly on non-observable parameters. A non-observable parameter is defined as a parameter whose value results from assumptions or correlations which are not based on observable current market transactions in the same instrument at the valuation date, or on observable market data at that date.

The OTC contracts have the same values as their related securities.

Recognition of income and expenses

Other income and general and administrative expenses are taken in the year to which they relate. Profits are recognised in the year they are realised; losses are taken as soon as they are foreseeable.

If securities are exercised against the Company, the Company fulfils its obligation by exercising the related OTC contracts with entities of the BNP Paribas group as the case may be. Issued securities and related OTC contracts are released simultaneously. Issued securities not exercised at maturity and the related OTC contracts are released without any further future obligation for the Company.

Currencies

Balance sheet items not being securities or OTC's denominated in currencies other than the euro are translated at the rate of exchange prevailing on balance sheet date in principle as given by the European Central Bank. Transactions in foreign currencies during the reporting period have been incorporated at the rate of settlement.

The premiums of the issued securities and the cost of the related OTC contracts are denominated in different currencies. Moreover, the underlying contracts of the securities have their own currency denominations, which are often based on a basket of currencies. The net effect of the currency risk is nil though, as this risk is completely hedged. The currency risk is not specified, as this information is not readily available and can only be obtained at unreasonable high cost.

Corporate income tax

Tax on result is calculated by applying the rates for the financial year to the result in the profit and loss account.

FINANCIAL RISK MANAGEMENT

Due to its activities the Company is exposed to a variety of financial risks, including the effects of changes in debt and equity market prices, currency exchange rates and interest rates. However, all issued securities are hedged by OTC option and swap agreements with BNP Paribas group entities and therefore these risks are completely mitigated.

Market risk

The Company takes on exposure to market risks arising from positions in interest rate, currency, commodities and equity products, all of which are exposed to general and specific market movements. However, the risks are mitigated by the above mentioned OTC contracts.

Credit risk

The Company has a significant concentration of credit risks as all OTC contracts are acquired from its parent company and other group companies. Taking into consideration the objective and activities of the Company and the fact that BNP Paribas S.A. is a high credit quality financial institution under supervision of the French central bank, management considers these risks as acceptable.

Liquidity risk

The Company has significant liquidity risk exposure. To mitigate this exposure, the Company entered into netting agreements with its parent company and other group companies.

RELATED PARTY TRANSACTIONS

The Company has entered into various agreements with its parent company and other group companies relating to the issuing of financial instruments, the hedging of the related exposures and the reimbursement of costs. These agreements are at arms-length and have as objective to limit cash flow, credit and market risks.

PRINCIPLES FOR PREPARATION OF THE CASH FLOW STATEMENT

The cash flow statement is prepared according to the direct method and consists of cash only. Corporate income tax is presented under operating expenses and interest is taken into account under financing activities.

Netting agreements between the Company and entities of the BNP Paribas group have been drawn up for all flows resulting from securities and OTC contracts to avoid that payments have to be made for these flows. This procedure is reflected in the cash flow report under the heading “Issuing of securities against OTC coverage”.

NOTES TO THE BALANCE SHEET

1. OTC contracts

For all issued securities OTC contracts with BNP Paribas group companies are agreed having the same characteristics as the issued securities. This means that the underlying quantity, issue price, strike, parity, maturity and quoted price for exercise are identical. Refer to note 3 for the details of the issued securities and hence the OTC contracts.

2. Shareholder's equity

Share capital:

The Company's authorised share capital amounts to EUR 225,000 (225,000 common shares of EUR 1 each), of which 45,379 shares are issued and fully paid-up.

During the financial year under review, there have been no changes in the authorised, issued or paid up capital.

Retained earnings:

The movement is as follows:

	EUR	EUR
	2010	2009
Opening balance	234,781	175,963
Appropriation result previous year	36,953	58,818
Closing balance	<u>271,734</u>	<u>234,781</u>

3. Issued securities

The Company establishes securities programmes and issues securities such as warrants, notes and certificates exercisable pursuant to the terms and conditions of such securities programmes. Entities of the BNP Paribas group have agreed to purchase the securities at the same time. The entities of the BNP Paribas group distribute the securities to third parties. BNP Paribas S.A. acts as guarantor for the securities programmes towards the third parties.

Specification of the outstanding issued securities and related OTC contracts at balance sheet date:

	Market value	Nominal value
	EUR	EUR
- Up to 1 year	10,429,808,218	11,745,703,322
- From 1- 5 years	18,385,051,783	21,207,598,534
- Exceeding 5 years	4,142,382,460	4,510,390,068
Total as per December 31, 2010	<u>32,957,242,461</u>	<u>37,463,691,924</u>
Total as per December 31, 2009	31,380,501,581	35,598,132,699

Represented in the balance sheet as per December 31, 2010 as follows:

- under financial fixed assets and long term liabilities	<u>22,527,434,243</u>
- under current assets and current liabilities	<u>10,429,808,218</u>
	<u>32,957,242,461</u>

When issued, securities are publicly offered or privately placed. Sometimes privately placed securities are listed for the secondary market. Listed securities are listed on stock exchanges in and outside the European Union; the related OTC contracts are not listed.

No accrued interest is presented in the balance sheet because the accrued interest is part of the market value of the financial instruments as disclosed in the balance sheet. The net result on the financial instruments equals zero and is recorded on a net basis in the profit and loss account, see note 4.

NOTES TO THE PROFIT & LOSS ACCOUNT

4. Net result financial instruments

The net result financial instruments includes capital gains and losses, currency results, interest income and expense and changes in fair value on the issued securities and related OTC contracts. As the Company enters into an OTC option or swap agreement with a BNP Paribas group company at each issue of securities at exactly the same terms and conditions of the issued security, there is a complete hedge of the economic risk of the Company. Therefore, the net result on the financial instruments equals zero and is recorded on a net basis.

5. Other income

Other income concerns general and administrative expenses of the Company increased with an up-count of 10%, based on a cost plus agreement concluded for an indefinite period of time. These costs have been or will be invoiced to BNP Paribas group companies.

6. Corporate income tax

The corporate income tax is the estimated charge for the period amounting to EUR 7,185 and a provision difference regarding year 2009 amounting to EUR 202. The rates for the financial year 2010 are 20 and 25.5%. The effective rate for the period is 20%.

Issuing expenses and remunerations

Issuing expenses are all expenses related to the issuing of the securities for account of the Company and are reimbursed by BNP Paribas group companies, if charged to the Company.

The sole director of the Company has charged a management fee of EUR 40,376 over 2010 (2009: EUR 38,924).

With reference to Section 2:382a of the Dutch Civil Code, a fee amount of EUR 23,500 has been charged to the Company for the financial year under review (2009: EUR 23,500) as audit fee. Additional amount of EUR 13,500 has been charged by Deloitte Accountants B.V. to the Company for the financial year 2010 (2009: EUR 4,500) for audit-related fees. No other fees were paid to member firms and affiliates of Deloitte Accountants B.V. in 2010 and 2009.

Employees

The Company employs no personnel.

Amsterdam, March 14, 2011

The Managing Director,

Signed by

BNP Paribas Trust B.V.

OTHER INFORMATION

STATUTORY ARRANGEMENTS CONCERNING THE APPROPRIATION OF PROFITS

In accordance with article 20 of the articles of association of the Company profits are at the disposal of the general meeting of shareholders.

No dividends can be declared if the shareholder's equity is less than the total of the paid in capital and the legal reserves.

APPROPRIATION OF THE RESULTS FOR THE YEARS 2009 AND 2010

The profit of the year 2009 has been added to the retained earnings.

The Managing Director proposes to the general meeting of shareholders to add the profit made by the Company during the year 2010 to the retained earnings. The financial statements do not reflect this proposal.

SUBSEQUENT EVENTS

The Company will issue securities with pledged collateral and with or without a guarantee of BNP Paribas S.A. No OTC will be acquired for the securities without a guarantee of BNP Paribas S.A.

AUDIT

The auditor's report is included on the next page.

OFFICERS' STATEMENT

Amsterdam, March 14, 2011

To the best of our knowledge we declare that:

1. the annual accounts 2010 give a fair view of the assets, the financial position and the profit of the Company; and
2. the annual report 2010 gives a fair view of the Company's condition on the balance sheet date, the development of the Company during the financial year and all material risks to which the Company is exposed.

Signed by

H.E. Sijssling	C. Toelaram
Director	Administrator
BNP Paribas Trust B.V.	

Independent auditor's report

To the Shareholder of BNP Paribas Arbitrage Issuance B.V.

Report on the financial statements

We have audited the accompanying financial statements 2010 of BNP Paribas Arbitrage Issuance B.V., Amsterdam, which comprise the balance sheet as at December 31, 2010, the profit and loss account for the year then ended and the notes comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Netherlands Civil Code. Furthermore, management is responsible for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch Law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion with respect to the financial statements

In our opinion, the financial statements give a true and fair view of the financial position of BNP Paribas Arbitrage Issuance B.V. as at December 31, 2010, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the Managing Director's report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the Managing Director's report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Amsterdam, March 14, 2011

Deloitte Accountants B.V.

already signed: R.J.M. Maarschalk