

UNITED STATES OF AMERICA  
BEFORE THE  
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
WASHINGTON, D.C.

In the Matter of

BNP PARIBAS S.A.  
Paris, France

Docket Nos. 14-022-B-FB  
14-022-CMP-FB

Order to Cease and Desist and Order  
of Assessment of a Civil Money  
Penalty Issued Upon Consent  
Pursuant to the Federal Deposit  
Insurance Act, as Amended

WHEREAS, BNP Paribas S.A., Paris, France (“BNP Paribas” or the “Bank”) is a foreign bank, as defined in section 1(b)(7) of the International Banking Act (12 U.S.C. § 3101(7)), that is a large complex financial organization that has a number of separate business lines, offices, and subsidiaries in many countries around the world;

WHEREAS, BNP Paribas conducts operations in the United States through various offices and subsidiaries (the “U.S. Offices”), including, but not limited to, a branch of the Bank in New York, New York (the “Branch”) for which the Board of Governors of the Federal Reserve System (the “Board of Governors”) is the appropriate federal supervisor;

WHEREAS, the Office of the United States Attorney for the Southern District of New York and the Asset Forfeiture and Money Laundering Section of the Criminal Division of the United States Department of Justice (“DOJ”), the District Attorney for the County of New York, New York (“DANY”), the Office of Foreign Assets Control of the U.S. Department of the Treasury (“OFAC”), the New York State Department of Financial Services (“NYSDFS”) and the Federal Reserve have been conducting investigations into the practices of the Bank concerning the transmission of funds through the United States on behalf of or related to entities and

individuals subject to sanctions regimes imposed under the International Emergency Economic Powers Act (“IEEPA”), 50 U.S.C. §§ 1701-06, and the Trading with the Enemy Act, 50 U.S.C. §§ 5, 16, and their implementing regulations administered by OFAC (31 C.F.R. Chapter V) (the “OFAC Regulations”);

WHEREAS, in order to resolve the investigations, BNP Paribas has agreed to enter into settlement agreements with DOJ, DANY, OFAC, and NYSDFS;

WHEREAS, this Order to Cease and Desist and Order of Assessment of Civil Money Penalty Issued Upon Consent (the “C&D and CMP Order”) is issued with respect to the following:

A. BNP Paribas historically lacked adequate transparency, risk management, and legal and compliance review policies and procedures to ensure that activities conducted at offices outside of the United States complied with applicable OFAC Regulations; and

B. From at least 2002 through at least January 2010, BNP Paribas developed and implemented policies and procedures for processing certain U.S. dollar (“USD”) denominated funds transfers through the Branch and through other unaffiliated U.S. financial institutions involving parties subject to OFAC Regulations that omitted or concealed relevant information from payment messages that was necessary for the Branch and other U.S. financial institutions to determine whether these transactions were carried out in a manner consistent with U.S. law. Although BNP Paribas made certain efforts in 2007 and 2008 in an attempt to comply with OFAC Regulations, BNP Paribas continued to process certain USD denominated funds transfers through the Branch involving a party subject to OFAC Regulations through 2012.

WHEREAS, the unsafe or unsound practices and violations of law described above warrant the assessment of a civil money penalty by the Board of Governors against BNP Paribas

under section 8(i)(2)(B) of the Federal Deposit Insurance Act, as amended (12 U.S.C. § 1818(i)(2)(B)) (the “FDI Act”); and

WHEREAS, the Board of Governors is issuing this C&D and CMP Order against BNP Paribas;

WHEREAS, the Board of Governors is continuing to investigate whether separate enforcement actions should be taken against individuals who are or were institution-affiliated parties of BNP Paribas and who were involved in the illegal conduct underlying this C&D and CMP Order;

WHEREAS, in assessing this civil money penalty, the Board of Governors took into account BNP Paribas’s cooperation and assistance in investigating these matters; and

WHEREAS, pursuant to a resolution of the BNP Paribas’s board of directors dated June 29, 2014, Georges Dirani, General Counsel, BNP Paribas, has been authorized and directed to execute this Consent Order of Assessment on behalf of BNP Paribas, to consent to compliance with each and every provision of this Consent Order of Assessment by BNP Paribas, and to waive any and all rights that BNP Paribas may have pursuant to section 8 of the FDI Act (12 U.S.C. § 1818), 12 C.F.R. Part 263, or otherwise to: (i) the issuance of a notice of charges; (ii) a hearing for the purpose of taking evidence in any matters set forth in this C&D and CMP Order; (iii) judicial review of this C&D and CMP Order; and (iv) challenge or contest, in any manner, the basis, issuance, validity, terms, effectiveness or enforceability of this C&D and CMP Order or any provision hereof.

NOW, THEREFORE, before the filing of any notices, or taking of any testimony or adjudication of or finding on any issues of fact or law herein, and solely for the purpose of settling this matter without a formal proceeding being filed and without the necessity for

protracted or extended hearings or testimony, it is hereby ordered that pursuant to section 8(i)(2) of the FDI Act (12 U.S.C. § 1818(i)(2)):

1. (a) The Board of Governors hereby assesses BNP Paribas a civil money penalty in the amount of \$508 million, which shall be remitted at the time of the execution of this C&D and CMP Order by Fedwire transfer of immediately available funds to the Federal Reserve Bank of Richmond, ABA No. 1000033, beneficiary, Board of Governors of the Federal Reserve System. The Reserve Bank, on behalf of the Board of Governors, shall distribute this sum to the U.S. Department of the Treasury, pursuant to section 8(i) of the FDI Act (12 U.S.C. § 1818(i)).

**Accountability for Employees Involved in Misconduct**

2. BNP Paribas shall not in the future, directly or indirectly, retain as either an officer, employee, agent, consultant, contractor of BNP Paribas or any affiliate of BNP Paribas, or in any other capacity the following individuals who, based on the investigative record compiled by U.S. authorities, participated in the conduct underlying this C&D and CMP Order, who have been subject to formal disciplinary action as a result of BNP Paribas's internal disciplinary review or performance review in connection with the conduct described above, and were either separated from BNP Paribas or had their employment terminated: Banker A, a former Chief Operating Officer of BNP Paribas; Banker B, a former Head of Group Compliance; Banker C, a former attorney in BNP Paribas's Corporate and Investment Banking Legal Department; Banker D, a former Group Head of Structured Finance (and former Head of BNP Paribas's Global Energy, Commodities, Export and Project Finance ("ECEP")); Banker E, a former front office employee in Paris and Geneva with responsibility over an Iranian client; Banker F, a former relationship manager in Geneva with responsibility for a client engaged in Sudanese business; Banker G, a former front office supervisor in Geneva with responsibility for

a client engaged in Sudanese business; Banker H, a former manager in Geneva with responsibility for a client engaged in Sudanese business; Banker I, a former senior employee in Geneva with responsibility for clients engaged in Iranian business; Banker J, a former employee of the ECEP with responsibility for clients engaged in Sudanese business; and Banker K, a former account officer in Geneva with responsibility for a client engaged in Sudanese business. This restriction also applies to any current or former employee who is either separated from BNP Paribas or whose employment is terminated by BNP Paribas as a result of any future formal disciplinary action against current employees as a result of BNP Paribas's internal disciplinary review in connection with the conduct described above.

### **Continued Assistance**

3. BNP Paribas shall continue to provide substantial assistance to the Justice Department and the Board of Governors in connection with the investigation of BNP Paribas's USD clearing business, including investigation of employees.

### **Notices**

4. All communications regarding this C&D and CMP Order shall be sent to:
- (a) S. Michael Koh  
Assistant Vice President  
Financial Institution Supervision Group  
Federal Reserve Bank of New York  
33 Liberty Street  
New York, New York 10045
  - (b) Richard M. Ashton  
Deputy General Counsel  
Board of Governors of the Federal Reserve System  
Washington, D.C. 20551
  - (c) Georges Dirani  
Group General Counsel  
BNP Paribas S.A.  
12 Rue Chauchat

**Miscellaneous**

5. The provisions of this C&D and CMP Order shall be binding on BNP Paribas, any subsidiary thereof, and each of their institution-affiliated parties, as defined in sections 3(u) and 8(b)(4) of the FDI Act (12 U.S.C. §§ 1813(u) and 1818(b)(4)), in their capacities as such, and their successors and assigns.

6. Each provision of this C&D and CMP Order shall remain effective and enforceable until stayed, modified, terminated, or suspended in writing by the Federal Reserve Bank of New York.

7. Except as provided for in this C&D and CMP Order, the Board of Governors hereby releases and discharges BNP Paribas, and its affiliates, successors, and assigns from all potential liability that has been or might have been asserted by the Board of Governors based on the conduct that is the subject of this C&D and CMP Order to the extent known by the Board of Governors as of the effective date of this C&D and CMP Order. This release and discharge shall not preclude or affect (i) any right of the Board of Governors to determine and ensure compliance with this C&D and CMP Order or the Cease and Desist Order and Supervisory Cooperation Decision jointly issued against BNP Paribas by the Board of Governors and the Autorité de Contrôle Prudentiel et de Résolution (the “C&D Order”) as of the effective date of the C&D Order , (ii) any proceedings brought by the Board of Governors to enforce the terms of this C&D and CMP Order or the C&D Order, or (iii) any proceedings brought by the Board of Governors against individuals who are or were institution-affiliated parties of BNP Paribas.

