#### IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY U.S. PERSON OR TO ANY PERSON OR ADDRESS IN THE UNITED STATES EXCEPT TO QUALIFIED INSTITUTIONAL BUYERS (AS DEFINED BELOW)

IMPORTANT: You must read the following before continuing. The following applies to the final terms attached to this electronic transmission, and you are therefore advised to read this carefully before reading, accessing or making any other use of the final terms. In accessing the final terms, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE FOLLOWING FINAL TERMS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THESE FINAL TERMS IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are reminded that the base prospectus and the final terms delivered with this electronic transmission has been delivered to you on the basis that you are a person into whose possession the final terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the final terms to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the managers or any affiliate of the dealers and/or the managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the dealers and/or the managers or such affiliate on behalf of the issuing entity in such jurisdiction.

By accessing the final terms, you shall be deemed to have confirmed and represented to us that (a) you have understood and agree to the terms set out herein, (b) you consent to delivery of the final terms by electronic transmission, (c) you are either (i) not a U.S. person (within the meaning of Regulation S under the Securities Act) nor are you acting for the account or benefit of a U.S. person and the electronic mail address that you have given to us and to which this e-mail has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) or the District of Columbia or (ii) a qualified institutional buyer (as defined in Rule 144A under the Securities Act) and (d) if you are a person in the United Kingdom, then you are a person who (i) is an investment professional falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"); (ii) is a high net worth entity falling within Article 49(2)(a) to (d) of the Financial Promotion Order; or (iii) is a person to whom an invitation or inducement to engage in investment activity within the meaning of section 21 of the Financial Services and Markets Act 2000 in connection with the offering may otherwise lawfully be communicated or caused to be communicated.

The final terms have been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Managers (or any person who controls it nor any director, officer, employee nor agent of it or affiliate of any such person) accepts any liability or responsibility whatsoever in respect of any difference between the base prospectus and the final terms distributed to you in electronic format and the hard copy version available to you on request from any of the Managers.

# **FINAL TERMS**

Final Terms dated August 5, 2010

Series No.: 3268

Tranche No.: 1

# HSBC Bank plc

# **Debt Issuance Programme**

Issue of

USD1,500,000,000

4.125 per cent. Senior Notes due 2020

# PART A - CONTRACTUAL TERMS

This document constitutes the Final Terms relating to the issue of the Tranche of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 28 May 2010, as supplemented by the supplemental prospectuses dated 8 June 2010 and 4 August 2010, in relation to the above Programme (incorporating the Registration Document dated 28 May 2010) (as supplemented, the "Base Prospectus") for the purposes of the prospectus directive (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.

The Base Prospectus is available for viewing during normal business hours at HSBC Bank plc, 8 Canada Square, London E14 5HQ and copies may be obtained from HSBC Bank plc, 8 Canada Square, London E14 5HQ.

# **Important Notices**

THE NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE STATE SECURITIES LAW OF ANY STATE OF THE UNITED STATES OR THE LAWS OF ANY OTHER JURISDICTION. THE NOTES MAY NOT BE OFFERED OR SOLD DIRECTLY OR INDIRECTLY WITHIN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATION S OF THE SECURITIES ACT) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE STATE SECURITIES LAWS. SEE "NOTICE TO PURCHASERS OF 144A NOTES AND TRANSFER RESTRICTIONS".

THE NOTES ARE BEING OFFERED (A) IN RELIANCE ON RULE 144A ("RULE 144A") UNDER THE SECURITIES ACT TO "QUALIFIED INSTITUTIONAL BUYERS" (AS DEFINED IN RULE 144A; EACH A "QIB"), AND (B) IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT ("REGULATION S") TO NON-U.S. PERSONS IN OFFSHORE TRANSACTIONS. PROSPECTIVE PURCHASERS ARE HEREBY NOTIFIED THAT THE SELLERS OF THE NOTES PURSUANT TO CLAUSE (A) ABOVE WILL BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A.

THIS DOCUMENT IS ONLY BEING DISTRIBUTED TO AND IS ONLY DIRECTED AT (I) PERSONS WHO ARE OUTSIDE THE UNITED KINGDOM OR (II) INVESTMENT PROFESSIONALS FALLING WITHIN

ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED, THE "FINANCIAL PROMOTION ORDER") OR (III) HIGH NET WORTH ENTITIES, AND OTHER PERSONS TO WHOM IT MAY LAWFULLY BE COMMUNICATED, FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE FINANCIAL PROMOTION ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). ANY NOTES WILL ONLY BE AVAILABLE TO, AND ANY INVITATION, OFFER OR AGREEMENT TO SUBSCRIBE, PURCHASE OR OTHERWISE ACQUIRE SUCH NOTES WILL BE ENGAGED IN ONLY WITH, RELEVANT PERSONS. ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS DOCUMENT OR ANY OF ITS CONTENTS.

#### NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B ("RSA 421-B") OF THE NEW HAMPSHIRE REVISED STATUTES WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

#### **AVAILABLE INFORMATION**

To permit compliance with Rule 144A under the Securities Act in connection with resales of the Notes, the Issuer will promptly furnish, upon request of a holder of a Note, to such holder and a prospective purchaser designated by such holder the information required to be delivered under Rule 144A(d)(4) if, at the time of such request, the Issuer is neither a reporting company under Section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended, nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

1.	(i)	Issuer	HSBC Bank plc	
	(ii)	Arranger(s):	HSBC Securities (USA) Inc	
2.	(i)	Series number:	3268	
	(ii)	Tranche number:	1	
3.	Specified currency or currencies:			
	(i)	of denomination:	USD	
	(ii)	of payment:	USD	
4.	Aggregate Principal Amount of Notes admitted to trading			
	(i)	Series:	USD1,500,000,000	

	(ii)	Tranche:	USD1,500,000,000			
5.	(i)	Issue Price:	99.401 per cent. of the Aggregate Principal Amount			
	(ii)	Commission payable:	0.40 per cent.			
	(iii)	Selling concession:	None			
6.	(i)	Specified Denomination(s) (Condition 1(f)):	USD100,000 and integral multiples of USD1,000 in excess thereof.			
	(ii)	Calculation Amount:	USD1,000			
7.	(i)	Issue Date:	August 12, 2010			
	(ii)	Interest Commencement Date:	Issue Date			
8.	Maturity Date: (Condition 6(a))		August 12, 2020			
	Conun	(u)				
9.	Interest basis: (Conditions 3 to 5)		4.125 per cent. Fixed Rate			
10.	Redemption basis: (Condition 6)		Redemption at par			
11.	Change of interest or redemption basis:		Not applicable			
12.	Put/Call options:		Not applicable			
13.	(i)	Status of the Notes: (Condition 2)	Unsubordinated Notes			
	(ii)	Subordinated Notes:	Not applicable			
	(iii)	Date Board approval for issuance of Notes obtained:	Not applicable			
14.	Method	of distribution:	Syndicated			
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE						
15.	Fixed R (Condit	ate Note Provisions: ion 3)	Applicable			
	(i)	Rate of Interest:	4.125 per cent. per annum payable semi-annually in arrear			
	(ii)	Fixed Interest Payment Date(s):	August 12 and February 12 of each year commencing on February 12, 2011 and ending on the Maturity Date			

(iii) Day Count Fraction:

30/360. For the purposes of calculating the amount of interest payable on an Interest Payment Date, the relevant Calculation Period shall run from and including a scheduled Interest Payment Date, to but excluding the following scheduled Interest Payment Date, subject to No Adjustment, except that (a) the initial Calculation Period shall commence on and include the Issue Date and (b) the final Calculation Period shall end on but exclude the Maturity Date

16. Floating Rate Note provisions:

(Condition 4)

Not applicable

17. Variable Coupon Amount Note provisions:

(Condition 5)

Not applicable

18. Zero Coupon Note provisions:

(Condition 5)

Not applicable

19. Index-Linked Interest Note/other variable-linked

interest Note Provisions:

Not applicable

20. Dual Currency Note provisions:

Not applicable

### PROVISIONS RELATING TO REDEMPTION

21. Issuer's optional redemption (Call): (Condition 6(c))

No

No

22. Noteholder's op

r's optional redemption

emption (Put):

(Condition 6(d))

23. Final redemption amount of each Note:

(Condition 6(a))

USD1,000 per Calculation Amount

24. Final redemption amount of each Note in cases where the final redemption amount is Index-

Linked or other variable-linked:

Not applicable

25. Instalment Notes:

(Condition 6(a))

Not applicable

26. Early redemption amount:

Yes

(i) Early redemption amount (upon redemption for taxation reasons):

(Condition 6(b))

USD1,000 per Calculation Amount

(ii) Early redemption amount upon enforcement:

(Condition 10)

USD1,000 per Calculation Amount

(iii) Other redemption provisions:

Not applicable

# (Condition 6(h))

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:

(Condition 1(a))

(i) Form of Notes: Registered

(ii) Bearer Notes

exchangeable for

Not applicable

Registered Notes:

28. New Global Note: No

29. If issued in bearer form: Not applicable

# GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. If issued in registered form:

> (i) Rule 144A Global Registered Note Not applicable exchangeable for U.S. Definitive

> > Registered Notes:

Restricted Global Registered Note (ii) exchangeable for U.S. Definitive Registered Notes:

Yes. Restricted Global Registered Notes are exchangeable for U.S. Definitive Registered Notes in the limited circumstances specified in the

Restricted Global Registered Note

31. Exchange Date for exchange of Temporary Not applicable

Global Note:

32. Payments:

(Condition 8)

(i) Method of payment: Condition 8 shall apply

(ii) Relevant Financial Centre Day:

London and New York

33. Partly Paid Notes:

(Condition I)

No

If yes, specify number, amounts and dates for, and method of, payment of instalments of subscription monies and any further additional provisions (including forfeiture dates in respect of late payments of partly paid instalments)

Not applicable

34. Redenomination:

(Condition 9)

(i) Redenomination: Not applicable

(ii) Exchange: Not applicable

35. Other final terms: Not applicable

# **DISTRIBUTION**

36. (i) If syndicated, names of Relevant Lead HSBC Securities (USA) Inc.

Manager:

(ii) If syndicated, names of the other Managers (if any):

National Australia Bank Limited CIBC World Markets Corp. Bank of Montreal, London Branch

Scotia Capital (USA) Inc.

Credit Agricole Securities (USA) Inc.

Lloyds TSB Bank plc.

Santander Investment Securities Inc.

J.P. Morgan Securities Inc. U.S. Bancorp Investments, Inc.

(iii) Date of Subscription Agreement:

August 5, 2010

(iv) Stabilising Manager (if any):

HSBC Securities (USA) Inc.

37. If non-syndicated, name of Relevant Dealer:

Not applicable

38. Total commission and concession:

0.40 per cent. of the Aggregate Principal Amount

39. Selling restrictions:

U. S. Selling Restrictions:

Rule 144A eligible; Reg. S. Compliance Category 2; TEFRA not applicable

40. Other:

Not applicable

41. Stabilisation:

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the relevant Final Terms may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of a Stabilising Manager(s)) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

# 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 Debt Issuance Programme of HSBC Bank plc.

# RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

CONFL		
HSBC I	BANK PL¢	
	$M/$ · $\Lambda$	
By:		
Authoris	ed Signatory	
Date: _		

# **PART B - OTHER INFORMATION**

# 1. LISTING

(i) Listing London. Application will be made for the Notes to be listed

on the Official List of the Financial Services Authority on or around the Issue Date pursuant to Listing Rule 17. No assurance can be given as to whether or not, or when, such

application will be granted.

(ii) Admission to trading Application has been made for the Notes to be admitted to

trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date pursuant to Listing Rule 17. No assurance can be given as to whether or not, or

when, such application will be granted.

2. RATINGS

Ratings: The Notes are expected to have the following ratings:

S&P: AA

Moody's: Aa2

Fitch: AA

# 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

HSBC Securities (USA) Inc., an affiliate of the Issuer, is serving as arranger and lead manager in connection with the offer or sale of the Notes.

# 4. REASONS FOR THE OFFER ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer To be used in the conduct of the business of the Issuer.

(ii) Estimated net proceeds: USD1,485,015,000

(iii) Estimated total expenses: USD80,000

5. YIELD

(i) Indication of yield: Calculated as 4.199 per cent. per annum assuming

redemption of the Notes on August 12, 2020.

The yield is calculated at the Issue Date on the basis of the

Issue Price. It is not an indication of future yield.

6. HISTORIC INTEREST RATES

Not applicable

7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

# 8. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS

Not applicable

# 9. TERMS AND CONDITIONS OF THE OFFER

		C OII LK
(i)	Offer Price:	Issue Price
(ii)	Conditions to which the offer is subject:	Not applicable
(iii)	Description of the application process:	Not applicable
(iv)	Description of the possibility to reduce subscriptions and the manner for refunding excess amount paid by applicants:	Not applicable
(v)	Details of the minimum and/or maximum amount of application:	Not applicable
(vi)	Details of the method and time limits for paying up and delivering the notes:	Not applicable
(vii)	Manner and date in which results of the offer are to be made public:	Not applicable
(viii)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
(ix)	Categories of potential investors to which Notes are offered and whether tranche(s) reserved for certain countries:	Not applicable
(x)	Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Not applicable

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

Not applicable

Name(s) and address(es), to (xii) the extent known to the Issuer, of the placers in the various countries where the offer takes place:

Not applicable

# **OPERATIONAL INFORMATION**

ISIN Code: 10.

144A: US44328MAC82 Reg S: USG4639DVV48

11. Common Code:

144A: 053251609 Reg S: 053251617

12. New Global Note or Classic Global

Note:

Not applicable

13. New Global Note intended to be held in a manner which would allow

Eurosystem eligibility:

No

14. Any clearing system(s) other than Euroclear and Clearstream. Luxembourg and the relevant identification number(s):

DTC

(CUSIP Number: 144A: 44328MAC8; Reg S: G4639DVV4)

15. Delivery: Delivery against payment

16. Settlement procedures: DTC Same-Day Funds Settlement

17. Name and address of Initial Paying

Agents:

HSBC Bank USA, National Association

452 Fifth Avenue

New York, NY 10018-2706

18. Name and address of Additional

Paying Agent(s) (if any):

None

19. Common Depositary: HSBC Bank USA, National Association

20. Common Safekeeper: Euroclear

21. Common Service Provider: HSBC Bank USA, National Association

22. Agent Bank/Calculation Agent: Not applicable

Not applicable

- is Agent Bank to make calculations?

— if not, identify calculation agent:

Not applicable

23. Transfer Agent: HSBC Bank USA, National Association 24. Notices: Condition 14 applies (Condition 14) 25. City in which specified office of New York Registrar to be maintained: (Condition 12) 26. Tradeable Amount: Not applicable 27. Other relevant Terms and Conditions: Not applicable 28. Other Final Terms: Not applicable 29. Post issuance information: The Issuer does not intend to publish post-issuance information