

Final Terms dated 21 March 2007



COMPAGNIE DE FINANCEMENT FONCIER

Euro 75,000,000,000

Euro Medium Term Note Programme

for the issue of *Obligations Foncières*

due from one month from the date of original issue

SERIES NO: 356

TRANCHE NO: 3

COMPAGNIE DE FINANCEMENT FONCIER (the "Issuer")

EUR 400,000,000 3.625 per cent. *Obligations Foncières* due January 2012 (the "Notes")

to be assimilated (*assimilées*) upon listing and form a single series with the existing EUR 1,000,000,000 3.625 per cent. *Obligations Foncières* due January 2012 issued on 9 October 2006 as Tranche 1 of Series 356 and the existing EUR 150,000,000 3.625 per cent. *Obligations Foncières* due January 2012 issued on 8 February 2007 as Tranche 2 of Series 356 (the "Existing Notes")

Issue Price: 98.401 per cent. of the Aggregate Nominal Amount of the Tranche plus accrued interest at a rate of 0.6554795 per cent. of the Aggregate Nominal Amount of the Tranche for the period from, and including 16 January 2007 to, but excluding, 23 March 2007

Joint Lead Managers

IXIS CORPORATE & INVESTMENT BANK

SOCIETE GENERALE CORPORATE & INVESTMENT BANKING

Co-Lead Managers

DANSKE BANK

MERRILL LYNCH INTERNATIONAL

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 1 August 2006 which received visa n°06-279 from the *Autorité des marchés financiers* (the “AMF”) on 1 August 2006 and the supplement to the Base Prospectus dated 4 October 2006 which received visa n°06-339 from the AMF on 4 October 2006 which together constitute a 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 as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing on the website of the *Autorité des marchés financiers*, and copies may be obtained from Compagnie de Financement Foncier, 4, Quai de Bercy, 94224 Charenton Cedex, France.

The Notes newly issued will be assimilated (*assimilées*) and form a single series with the existing EUR 1,000,000,000 3.625 per cent. *Obligations Foncières* due January 2012 issued on 9 October 2006 as Tranche 1 of Series 356 and with the existing EUR 150,000,000 3.625 per cent. *Obligations Foncières* due January 2012 issued on 8 February 2007 as Tranche 2 of Series 356 (the “**Existing Notes**”) upon the listing of the Notes, bringing the total principal amount of the Notes of Series 356 to EUR 1,550,000,000

1	Issuer:	Compagnie de Financement Foncier
2	(i) Series Number:	356
	(ii) Tranche Number:	3
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,550,000,000
	(ii) Tranche:	EUR 400,000,000
		To be assimilated (<i>assimilées</i>) upon listing and form a single series with the Existing Notes
5	Issue Price:	98.401 per cent. of the Aggregate Nominal Amount plus accrued interest at a rate of 0.6554795 per cent. of the Aggregate Nominal Amount of the Tranche for the period from, and including, 16 January 2007 to, but excluding, 23 March 2007
6	Specified Denominations:	EUR 1,000
7	(i) Issue Date:	23 March 2007
	(ii) Interest Commencement Date:	16 January 2007
8	Maturity Date:	16 January 2012
9	Interest Basis:	3.625 per cent. Fixed Rate
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable

12	Call Options:	Not Applicable
13	(i) Status of the Notes:	<i>Obligations Foncières</i>
	(ii) Dates of the corporate authorisations for issuance of the Notes:	Decision of the <i>Conseil d'administration</i> of Compagnie de Financement Foncier dated 21 December 2006 authorising the issue of the Notes and authorising, <i>inter alios</i> , its <i>directeur général</i> and its <i>directeur general délégué</i> the power to sign and execute all documents in relation to the issue of Notes, and decision of the <i>Conseil d'administration</i> of the Issuer dated 21 December 2006 authorising the quarterly programme of borrowings which benefit from the <i>privilège</i> referred to in Article L.515-19 of the Code of up to and including Euro 10 billion for the first quarter of 2007.
14	Method of distribution:	Syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.625 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	16 January in each year commencing on 16 January 2008
	(iii) Fixed Coupon Amount(s):	EUR 36.25 per EUR 1,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual ICMA
	(vi) Determination Date(s) (Condition 5(a)):	16 January in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
20	Call Option	Not Applicable
21	Other Option	Not Applicable
22	Final Redemption Amount of each Note	EUR 1,000 per Note of EUR 1,000 Specified Denomination
23	Early Redemption Amount	

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on any early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
25	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:	Not Applicable
	Adjusted Payment Date (Condition 7(h)):	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	Not Applicable
27	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 consequences (if any) of failure to pay:	Not Applicable
28	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	Representation of holders of Notes <i>Masse</i> (Condition 10):	Applicable The initial Representative will be: MURACEF 5, rue Masseran 75007 Paris France The alternate Representative will be: M. Hervé Bernard VALLEE 1, Hameau de Suscy 77390 Crisenoy France The Representative will not receive any remuneration
32	Other final terms:	Not Applicable

DISTRIBUTION

- 33 (i) If syndicated, names and addresses of Managers and underwriting commitments:
- Joint Lead Managers:**
- IXIS Corporate & Investment Bank**
47, quai d'Austerlitz
75648 Paris Cedex 13
France
Underwriting commitment of EUR 190,000,000
- Société Générale**
17 cours Valmy
92987 Paris la Défense Cedex
France
Underwriting commitment of EUR 190,000,000
- Co-Lead Managers:**
- Danske Bank A/S**
2-12 Holmens Kanal
DK-1092 Copenhagen K
Denmark
Underwriting commitment of EUR 10,000
- Merrill Lynch International**
Merrill Lynch Financial Centre
2 King Edward Street
London EC1A 1HQ
United Kingdom
Underwriting commitment of EUR 10,000
- (ii) Date of Subscription Agreement: 21 March 2007
- (iii) Stabilising Manager(s) if any: Not Applicable
- 34 If non-syndicated, name and address of Dealer: Not Applicable
- 35 Total [underwriting] commission and concession: 0.05 per cent. of the Aggregate Nominal Amount of the Tranche
- 36 Additional selling restrictions:
- FRANCE:**
- Each of the Managers and the Issuer represent and agree that, in connection with their initial distribution, it has not offered or sold and will not offer or sell, directly or indirectly, any Notes to the public in France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus, its supplement, the relevant Final Terms or any other offering material relating to the Notes and such offers, sales and distributions have been and will be made in France only to qualified investors (*investisseurs qualifiés*) as defined in, and in accordance with,

Articles L.411-1, L.411-2, D.411-1 to D.411-3 of the French *Code monétaire et financier*.

In addition, each of the Managers and the Issuer has represented and agreed that in connection with their initial distribution it has not distributed or caused to be distributed and will not distribute or cause to be distributed in the Republic of France, the Base Prospectus, its supplement, these Final Terms or any other offering material relating to the Notes other than to those investors to whom offers and sales of the Notes in the Republic of France may be made as described above.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have listed and admitted to trading the issue of Notes described herein pursuant to the Euro 75,000,000,000 Euro Medium Term Note Programme of Compagnie de Financement Foncier.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

Duly represented by:

PART B – OTHER INFORMATION

1. RISK FACTORS

Not Applicable

2. LISTING

(i) Listing: *Eurolist by Euronext* of Euronext Paris S.A. (regulated market of the Paris Stock Exchange) and *Bourse de Luxembourg* (regulated market of the Luxembourg Stock Exchange).

(ii) Admission to trading: Application has been made for the Notes to be listed and admitted to trading on the *Bourse de Luxembourg* and on *Eurolist by Euronext* with effect from 23 March 2007.

(iii) Additional publication of Base Prospectus and Final Terms: Yes

The Base Prospectus and the Final Terms will be published on the website of the *Bourse de Luxembourg* (www.bourse.lu).

The Existing Notes are already admitted to trading on the *Bourse de Luxembourg* and on *Eurolist by Euronext*.

(iv) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: Not Applicable

3. PUBLIC OFFER(S)

Not Applicable

4. RATINGS

Ratings: The Programme has been rated Aaa by Moody's Investors Service and AAA by Standard & Poors Ratings Services.

For Moody's Investors Service, Notes issued under the Programme are deemed to have the same rating as the Programme, investors are invited to check on a regular basis the rating assigned to the Programme which is publicly disclosed via Moody's rating desk or moodys.com.

The Notes issued under the Programme will be rated AAA by Standard & Poors Ratings Services¹ and by Fitch Ratings².

¹ An obligation rated "AAA" has the highest rating assigned by Standard & Poors. The obligor capacity to meet its financial commitment on the obligation is extremely strong (source: Standard & Poors Ratings Services).

² A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency without notice.

5. NOTIFICATION

The *Autorité des marchés financiers* in France has provided the *Commission de Surveillance du Secteur Financier* in Luxembourg with certificates of approval attesting that the Base Prospectus and the supplement to the Base Prospectus have been drawn up in accordance with the Prospectus Directive.

6. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in “Subscription and Sale” so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

7. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES*

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the Issuer’s general corporate purposes.
- (ii) Estimated net proceeds: EUR 396,025,918
- (iii) Estimated total expenses: Estimated total listing fees (Paris and Luxembourg): EUR 9,150

8. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable

9. YIELD

Indication of yield: 3.9940 per cent.

Calculated at the Issue Date in accordance with the ICMA method, which determines the effective interest rate of the Notes taking into account accrued interest on a daily basis on the Issue Date.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

10. HISTORIC INTEREST RATES

Not Applicable

11. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

12. EXPLANATION OF EFFECT ON VALUE OF INVESTMENT, RETURN ON DERIVATIVES SECURITIES AND INFORMATION CONCERNING THE UNDERLYING

Not Applicable

13. OPERATIONAL INFORMATION

ISIN Code: FR0010379248

Common Code: 027009760

Depositaries:

- (i) Euroclear France to act as
Central Depositary Yes
- (ii) Common Depositary for
Euroclear Bank S.A./N.V.
and Clearstream
Luxembourg No

Any clearing system(s) other than
Euroclear and Clearstream,
Luxembourg and the relevant
identification number(s): Not Applicable

Delivery: Delivery against payment

The Agents appointed in respect of
the Notes are:

Fiscal and Principal Paying Agent:

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
EC2N 2DB London
United Kingdom

Paris Paying Agent:

Crédit Foncier de France
4 Quai de Bercy
94224 Charenton Cedex

Luxembourg Listing and Paying Agent:

Deutsche Bank Luxembourg S.A
2 Boulevard Konrad Adenauer
L-1115 Luxembourg
Grand Duchy of Luxembourg

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

The aggregate principal amount of
Notes issued has been translated
into Euro at the rate of [currency]
[•] per Euro 1. 00, producing a sum
of: Not Applicable