

**Final Terms dated 14 September 2010**



**COMPAGNIE DE FINANCEMENT FONCIER**

**Issue of USD 1,000,000,000 2.500% *Obligations Foncières* due September 2015 (the “Securities”)**

**SERIES No: 3  
TRANCHE No: 1**

under the USD 10,000,000,000  
US Medium Term Securities Program

Issue Price: 99.669%

**Joint Lead Managers**  
BofA Merrill Lynch  
Barclays Capital  
Citi  
RBS

## 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 30 June 2010 which has received visa n°10-213 from the *Autorité des marchés financiers* (the “**AMF**”) on 30 June 2010 and the supplement to the Base Prospectus dated 7 September 2010 which has received visa n°10-304 from the AMF on 7 September 2010 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 Securities 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 Company and the offer of the Securities 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 at the office of the Fiscal Agent or each of the Paying Agents during normal business hours and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and copies may be obtained from Compagnie de Financement Foncier, 4 Quai de Bercy, 94224 Charenton Cedex, France.

	<b>Company:</b>	<b>Compagnie de Financement Foncier</b>
<b>1</b>	(i) Series Number:	3
<b>2</b>	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	United States Dollars (“ <b>USD</b> ”)
<b>4</b>	Aggregate Nominal Amount:	
	(i) Series:	USD 1,000,000,000
	(ii) Tranche:	USD 1,000,000,000
<b>5</b>	Issue Price:	99.669% of the Aggregate Nominal Amount
<b>6</b>	(i) Specified Denomination:	USD 100,000
	(ii) Calculation Amount:	USD 100,000
<b>7</b>	(i) Issue Date:	16 September 2010
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Maturity Date:	16 September 2015
<b>9</b>	Interest Basis:	2.500% Fixed Rate (further particulars specified below)
<b>10</b>	Redemption/Payment Basis:	Redemption at par

11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Securities:	<i>Obligations Foncières</i>
	(ii) Dates of the corporate authorizations for issuance of Securities obtained:	Decisions of the Board of Directors ( <i>Conseil d'administration</i> ) of the Company dated 15 December 2009, 30 June 2010 and 27 August 2010 (i) authorizing the issue of the Securities, (ii) authorizing, <i>inter alios</i> , the <i>Président Directeur Général</i> and the <i>Directeur Général Délégué</i> of the Company to sign and execute all documents in relation to the issue of Securities, and (iii) approving the quarterly issuance programme of the Company in respect of debt securities benefiting from the <i>privilège</i> referred to in Article L.515-19 of the French <i>Code monétaire et financier</i> up to EUR 8,000,000,000 for the third quarter of 2010.
14	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15	<b>Fixed Rate Securities Provisions</b>	Applicable
	(i) Rate of Interest:	2.500% per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	16 March and 16 September in each year commencing on 16 March 2011.
	(iii) Fixed Coupon Amount:	USD 1,250 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(j)):	30/360
	(vi) Determination Dates (Condition 5(j)):	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Securities:	Not Applicable
16	<b>Floating Rate Securities Provisions</b>	Not Applicable
17	<b>Zero Coupon Securities Provisions</b>	Not Applicable
18	<b>Index-Linked Interest Securities/other variable-linked interest Securities Provisions</b>	Not Applicable
19	<b>Dual Currency Securities</b>	Not Applicable

## Provisions

### PROVISIONS RELATING TO REDEMPTION

20	<b>Call Option</b>	Not Applicable
21	<b>Put Option</b>	Not Applicable
22	<b>Final Redemption Amount of each Securities</b>	USD 100,000 per Calculation Amount
23	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable 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 SECURITIES

24	<b>Form of Securities:</b>	Registered Securities:  Regulation S Global Securities registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg  Rule 144A Global Securities registered in the name of a nominee for DTC
25	Financial Center(s) (Condition 7(d)) or other special provisions relating to Payment Dates:  Adjusted Payment Date (Condition 7(d)):	New York , Paris and TARGET  The next following business day
26	Details relating to Partly Paid Securities: 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, including any right of the Company to forfeit the Securities and interest due on late payment:	Not Applicable
27	Details relating to Installment Securities: amount of each installment, date on which each	Not Applicable

payment is to be made:

- |           |  |                |
|-----------|--|----------------|
| <b>28</b> | Redenomination, renominalization and reconventioning provisions: | Not Applicable |
| <b>29</b> | Consolidation provisions:  | Not Applicable |
| <b>30</b> | Other final terms:   | Not Applicable |

#### **DISTRIBUTION**

- |           |   |   |
|-----------|---|---|
| <b>31</b> | (i) If syndicated, names and addresses of Managers: | Banc of America Securities LLC<br>One Bryant Park<br>NY1-100-18-03<br>New York<br>NY 10036<br><br>Barclays Capital Inc.<br>745 Seventh Avenue<br>New York<br>NY 10019<br><br>Citigroup Global Markets Inc.<br>388 Greenwich Street 35 <sup>th</sup> Floor<br>New York<br>NY10013<br><br>RBS Securities Inc.<br>600 Washington Blvd<br>Stamford<br>CT 06901  |
|           | (ii) Stabilizing Manager(s) (if any):               | Not Applicable  |
| <b>32</b> | If non-syndicated, name and address of Dealer:      | Not Applicable  |
| <b>33</b> | U.S. Selling Restrictions:                          | Reg. S Compliance Category 1<br><br>There are restrictions on the sale and transfer of Securities and the distribution of offering materials in the United States. The Securities have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any State or other jurisdiction of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Securities will be offered and sold outside the United States in reliance on Regulation S and within the United States to “qualified institutional buyers” only (as defined in Rule 144A under the Securities Act) in reliance on Rule 144A. Prospective purchasers are hereby notified that sellers of the Securities may be relying on the |

exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. See “*Plan of Distribution*” and “*Transfer Restrictions*” in the Base Prospectus.

34 Additional selling restrictions: Not Applicable

---

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the *Bourse de Luxembourg* (regulated market of the Luxembourg Stock Exchange) and Euronext Paris (regulated market of the Paris Stock Exchange) of the Securities described herein pursuant to the USD10,000,000,000 US Medium Term Securities Program of the Company.

**RESPONSIBILITY**

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

Signed on behalf of COMPAGNIE DE FINANCEMENT FONCIER:

By: .....

Duly authorized

## PART B – OTHER INFORMATION

### 1 RISK FACTORS

Not Applicable

### 2 LISTING

- (i) Admission to trading: Application has been made by the Company (or on its behalf) for the Securities to be admitted to trading on Euronext Paris and on the *Bourse de Luxembourg* with effect from 16 September 2010.
- (ii) Additional publication of the Base Prospectus and Final Terms: The Base Prospectus and the Final Terms will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu))
- (iii) Estimate of total expenses related to admission to trading: EUR 9,500
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the Company, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: Not Applicable

### 3 RATINGS

The Program has been rated Aaa by Moody's Investors Service, Inc. ("**Moody's**") and AAA by Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc ("**Standard & Poor's**"). With respect to Moody's, Securities issued under the Program are deemed to have the same rating as the Program and investors are invited to check on a regular basis the rating assigned to the Program which is published via the Moody's rating desk or the Moody's website ([www.moodys.com](http://www.moodys.com)). The Securities issued under the Program will be rated AAA by Standard & Poor's<sup>\*</sup> and by Fitch Ratings.<sup>\*\*</sup>

---

<sup>\*</sup> An obligation rated "AAA" has the highest rating assigned by Standard & Poor's. The capacity of the obligor to meet its financial commitment on the obligation is extremely strong (Source: Standard & Pooors Ratings Services). 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.

<sup>\*\*</sup> "AAA" ratings denote the lowest expectation of credit risk. They are assigned only in cases of exceptionally strong capacity for timely payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events (Source: Fitch Ratings).

#### 4 NOTIFICATION

The *Autorité des marchés financiers* in France has provided the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) in Luxembourg with a certificate of approval attesting that the Base Prospectus and its supplement dated 7 September 2010 have been drawn up in accordance with the Prospectus Directive.

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

Save as discussed in “*Plan of Distribution*”, so far as the Company is aware, no person involved in the offer of the Securities has an interest material to the offer.

#### 6 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: The net proceeds of the issue of Securities will be used for the general corporate purposes of the Company.

(ii) Estimated net proceeds: USD 996,690,000

#### 7 *Fixed Rate Securities only* – YIELD

Indication of yield: 2.571% per annum

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

#### 8 OPERATIONAL INFORMATION

Unrestricted Securities:

ISIN: XS0542722862

Common Code: 054272286

Restricted Securities:

ISIN: US20428AAC36

CUSIP: 20428A AC3

Depositories:

(i) Euroclear France to act as Central Depository No

(ii) Common Depository for Euroclear Bank S.A./N.V. and Clearstream Luxembourg / Common Safekeeper for Euroclear Bank S.A./N.V. and Clearstream Luxembourg Yes

(iii) Custodian for DTC Yes

Any clearing system(s) other than Euroclear Bank S.A./N.V., Not Applicable



Clearstream Banking, *société anonyme* and DTC and the relevant identification number(s):

Delivery: Delivery against payment for the Regulation S Global Security and delivery free of payment for the Rule 144A Global Security

Names and addresses of initial Paying Agent(s) and other Agent(s) appointed in respect of the Securities: Fiscal Agent, Principal Paying Agent and Calculation Agent:  
Deutsche Bank AG, London Branch  
Winchester House  
1 Great Winchester Street  
EC2N 2DB London  
United Kingdom

Registrar, Transfer Agent and Luxembourg Listing Agent:  
Deutsche Bank Luxembourg S.A.  
2 Boulevard Konrad Adenauer  
L-1115 Luxembourg  
Grand-Duchy of Luxembourg

US Registrar, Transfer Agent and Paying Agent :  
Deutsche Bank Trust Company Americas  
60 Wall Street  
New York  
NY 10005  
USA

Paris Paying Agent:  
Crédit Foncier de France  
4 Quai de Bercy  
94224 Charenton Cedex  
France

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

Intended to be held in a manner which would allow Eurosystem eligibility: No

---

The aggregate principal amount of the Securities issued has been translated into Euro at the rate of USD 1.2728 per EUR 1 producing a sum of: EUR 785,669,390.32

TRANSLATED FROM FRENCH

**CERTIFICATE OF THE SPECIFIC CONTROLLER RELATING TO THE  
DEBENTURE ISSUE AMOUNTING TO USD 1,000,000,000 PURSUANT TO ARTICLES  
R.515-13 AND L.515-30 OF THE FRENCH MONETARY AND FINANCIAL CODE**

To the Directors of Compagnie de Financement Foncier,

In our capacity as Specific Controller of your company and pursuant to the provisions set forth in Articles R.515-13 and L.515-30 of the French Monetary and Financial Code, we hereby set out our certification regarding compliance with the rule provided for in Article L.515-20 of the French Monetary and Financial Code within the framework of any issue of mortgage debentures with a unit value of at least EUR 500 million.

In a decision dated June 30, 2010, the Board of Directors of Compagnie de Financement Foncier set the maximum ceiling for the programme for issuing funding that qualify for the privileged right laid down by Article L.515-19 of the French Monetary and Financial Code at EUR 8 billion, for the period from July 1<sup>st</sup> to September 30, 2010.

Within the scope of this quarterly issue programme, in a decision dated September 9, 2010, the deputy managing director of Compagnie de Financement Foncier approved a new issue of funds qualifying for the preferential rights set forth in Article L.515-19 of the French Monetary and Financial Code, for an amount of USD 1 billion.

Article L.515-20 of the French Monetary and Financial Code states that the total amount of assets held by *sociétés de crédit foncier* (special-purpose real estate credit institutions) must be greater than the amount of liabilities which qualify for the privileged right mentioned in Article L.515-19 of said code. Our responsibility is to certify the compliance of the current transaction with this rule.

Compliance with this rule, after taking into account the aforementioned debenture issue, was verified on the basis of estimated and forecasted financial data, drawn up under the responsibility of your Board of Directors. The forecasted financial data were drawn up on the basis of assumptions which reflect the position that you deemed to be most probable as of the date of the present issue. This information is presented in an appendix to this report.

We performed our review in accordance with the procedures issued from the professional rules and practises of the *Compagnie Nationale des Commissaires aux Comptes* (National Association of Statutory Auditors) that are applicable to this type of assignment. These procedures, based on such financial information, were carried out in order to verify compliance with the rule laid down by Article L.515-20 of the French Monetary and Financial Code and with the methods of calculating the hedge ratio provided for in Regulation n° 99-10 of the French Banking and Financial Regulations Committee.

Our work has also required that we plan and prepare our review leading to an assessment of the fair presentation of the estimated and the forecasted financial data, drawn up as of the closest date of the present issue, with regard to its consistency, plausibility and relevance, with a view to checking compliance with the rule provided for in Article L.515-20 of the French Monetary and Financial Code. Regarding the forecasted financial data, we have assessed the assumptions used and their statement in figures, considering that, as the forecasts are, by their nature, uncertain, the actual results could differ significantly from the forecasted data presented.

Based on our work, we have no comments to make as regards compliance by Compagnie de Financement Foncier with Article L.515-20 of the French Monetary and Financial Code, which states that the amount of assets must be greater than the amount of preferential liabilities, after taking into account the aforementioned issue.

Paris, September 13, 2010

The Specific Controller

---

CAILLIAU DEDOUIT ET ASSOCIES

**Laurent BRUN**

## APPENDIX

Figures after taking into account the debentures issues for the period from July 1<sup>st</sup> to September 9, 2010 including the present issue of USD 1 billion (value date September 16, 2010).

In million of EUR	Estimated figures	Forecasted Figures
	<b>As of June 30, 2010</b>	<b>As of September 30, 2010</b>
Total application of funds	98 464	100 726
Total of weighted assets	91 030	96 081
Total sources of funds that qualify for the privileged right mentioned in Article L. 515-19 of the French Monetary and Financial Code	82 347	85 943

The original certificate in French reads :

Messieurs les Administrateurs de la Compagnie de Financement Foncier,

En notre qualité de contrôleur spécifique de votre société et en exécution des dispositions prévues par les articles R.515-13 et L.515-30 du Code monétaire et financier, nous devons établir une attestation portant sur le respect de la règle prévue à l'article L.515-20 de ce Code, dans le cadre de toute émission d'obligations foncières d'une valeur unitaire au moins égale à EUR 500 millions.

Par décision en date du 30 juin 2010, le conseil d'administration de la Compagnie de Financement Foncier a fixé le plafond maximum du programme d'émissions de ressources bénéficiant du privilège institué par l'article L.515-19 du Code monétaire et financier, à EUR 8 milliards, pour la période allant du 1<sup>er</sup> juillet au 30 septembre 2010.

Dans le cadre de ce programme trimestriel d'émissions, par décision en date du 9 septembre 2010, le Directeur Général Délégué de la Compagnie de Financement Foncier a autorisé le lancement d'une nouvelle émission de ressources bénéficiant du privilège institué par l'article L.515-19 du Code monétaire et financier, pour un montant de 1 milliard de dollars américains.

L'article L.515-20 du Code monétaire et financier dispose que le montant total des éléments d'actif des sociétés de crédit foncier doit être supérieur au montant des éléments de passif bénéficiant du privilège mentionné à l'article L.515-19 de ce même Code. Il nous appartient d'attester du respect de cette règle au titre de la présente opération.

Le respect de cette règle, après prise en compte de l'émission visée ci-dessus, a été vérifié sur la base d'informations financières estimées et prévisionnelles établies sous la responsabilité de votre conseil d'administration. Les informations financières prévisionnelles ont été établies à partir des hypothèses traduisant la situation future que vous avez estimée la plus probable à la date de la présente émission. Ces informations sont présentées en annexe à la présente attestation.

Nous avons effectué nos travaux sur la base des diligences que nous avons estimé nécessaires au regard de la doctrine professionnelle de la Compagnie Nationale des Commissaires aux Comptes relative à cette intervention. Ces diligences sont destinées à vérifier, sur la base des informations financières établies, le respect de la règle prévue par l'article L.515-20 du Code monétaire et financier et les modalités de calcul du ratio de couverture prévues par les dispositions du règlement n°99-10 du Comité de la Réglementation Bancaire et Financière.

Nos diligences ont notamment consisté à examiner le processus d'élaboration des informations financières estimées et prévisionnelles, établies à la date la plus proche de celle de la présente émission, afin d'en vérifier la cohérence dans la perspective de contrôler le respect de la règle prévue à l'article L.515-20 du Code monétaire et financier. En ce qui concerne les informations prévisionnelles, nous avons pris connaissance des hypothèses retenues et vérifié leur traduction chiffrée, étant rappelé que, s'agissant de prévisions présentant par nature un caractère incertain, les réalisations différeront parfois de manière significative des informations prévisionnelles établies.

Sur la base de nos travaux, nous n'avons pas d'observation à formuler sur le respect, par la Compagnie de Financement Foncier, de l'article L.515-20 du Code monétaire et financier stipulant que le montant des éléments d'actif doit être supérieur au montant des éléments de passif privilégiés, après prise en compte de la présente émission visée ci-dessus.

Paris, le 13 septembre 2010

Le Contrôleur Spécifique

---

CAILLIAU DEDOUIT ET ASSOCIES

**Laurent BRUN**



**COMPAGNIE DE  
FINANCEMENT  
FONCIER**

FILIALE DU CRÉDIT FONCIER

## ANNEXE

**Montants après prise en compte des émissions obligataires réalisées du 1<sup>er</sup> juillet au 9 septembre 2010, y compris la présente émission de 1 milliard de dollars américains (date de règlement 16 septembre 2010).**

En millions d'euros	Estimé	Prévisionnel
	<b>Au 30 juin 2010</b>	<b>Au 30 septembre 2010</b>
Total des emplois	98 464	100 726
Total des emplois pondérés	91 030	96 081
Total des ressources bénéficiant du privilège mentionné à l'article L.515-19 du code monétaire et financier	82 347	85 943