

Final Terms dated 9 May 2011



COMPAGNIE DE FINANCEMENT FONCIER

Euro 125,000,000,000

Euro Medium Term Note Programme

for the issue of *Obligations Foncières*

Due from one month from the date of original issue

SERIES NO: 535

TRANCHE NO: 1

USD 50,000,000 Callable Zero Coupon *Obligations Foncières* due May 2041 (the “Notes”)

Issued by: COMPAGNIE DE FINANCEMENT FONCIER (the “Issuer”)

Issue Price: 100.00 per cent.

Barclays Bank PLC

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

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 July 2010 which has received visa n°10-214 from the *Autorité des marchés financiers* (the “**AMF**”) on 1 July 2010 and the supplements to the Base Prospectus dated 2 September 2010 and 4 April 2011 which received visa n°10-301 from the AMF on 2 September 2010 and n°11-092 on 4 April 2011 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 supplements to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the AMF, and copies may be obtained from Compagnie de Financement Foncier, 4, Quai de Bercy, 94224 Charenton Cedex, France.

1	Issuer:	Compagnie de Financement Foncier
2	(i) Series Number:	535
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	United States Dollar (“ USD ”)
4	Aggregate Nominal Amount of Notes listed and admitted to trading:	
	(i) Series:	USD 50,000,000
	(ii) Tranche:	USD 50,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	USD 100,000
7	(i) Issue Date:	11 May 2011
	(ii) Interest Commencement Date:	Not Applicable
8	Maturity Date:	11 May 2041
9	Interest Basis:	Zero Coupon <i>(further particulars specified below)</i>
10	Redemption/Payment Basis:	The Notes will be redeemed on the basis as set out in item 22, subject to the exercise of the Call Option in which case the Notes will be redeemed as set out in item 20.
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Issuer Call <i>(further particulars specified below)</i>
13	(i) Status of the Notes:	<i>Obligations Foncières</i>

(ii)	Dates of the corporate authorisations for issuance of Notes obtained:	Decision of the <i>Conseil d'administration</i> of Compagnie de Financement Foncier dated 17 December 2010 authorising (i) the issue of the Notes, (ii) <i>inter alia</i> , its <i>Président Directeur Général</i> and its <i>Directeur Général Délégué</i> 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 28 March 2011 authorising the quarterly programme of borrowings which benefit from the <i>privilège</i> referred to in Article L. 515-19 of the French <i>Code monétaire et financier</i> up to and including Euro 8 billion for the second quarter of 2011.
14	Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
15	Fixed Rate Note Provisions	Not Applicable
16	Floating Rate Provisions	Not Applicable
17	Zero Coupon Note Provisions	Applicable
	(i) Amortisation Yield (Condition 6(e)):	5.835 per cent. per annum
	(ii) Day Count Fraction (Condition 5(a)):	30/360 (unadjusted)
	(iii) Any other formula/basis of determining amount payable:	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	Applicable
	(i) Optional Redemption Date(s):	The Issuer has the option to redeem in whole but not in part the Notes on 11 May in each year from and including 11 May 2016 up to, and including, 11 May 2040.
	(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	The Issuer may redeem the Notes in whole but not in part on: (a) 11 May 2016 (the " First Optional Redemption Date ") at the amount of USD 66,392,125.88 per Aggregate Nominal Amount of Notes (the " First Optional Redemption Amount "), corresponding to an indicative percentage of about 132.7842517656 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the First Optional Redemption Date) on (b) 11 May 2017 (the " Second Optional Redemption Date ") at the amount of USD 70,266,106.43 per Aggregate Nominal Amount of Notes (the " Second Optional Redemption Amount "), corresponding to an indicative percentage of about 140.5322128562 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Second Optional

Redemption Date) on

(c) 11 May 2018 (the "**Third Optional Redemption Date**") at the amount of USD 74,366,133.74 per Aggregate Nominal Amount of Notes (the "**Third Optional Redemption Amount**"), corresponding to an indicative percentage of about 148.7322674763 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Third Optional Redemption Date) on

(d) 11 May 2019 (the "**Fourth Optional Redemption Date**") at the amount of USD 78,705,397.64 per Aggregate Nominal Amount of Notes (the "**Fourth Optional Redemption Amount**"), corresponding to an indicative percentage of about 157.4107952836 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fourth Optional Redemption Date) on

(e) 11 May 2020 (the "**Fifth Optional Redemption Date**") at the amount of USD 83,297,857.59 per Aggregate Nominal Amount of Notes (the "**Fifth Optional Redemption Amount**"), corresponding to an indicative percentage of about 166.5957151884 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fifth Optional Redemption Date) on

(f) 11 May 2021 (the "**Sixth Optional Redemption Date**") at the amount of USD 88,158,287.58 per Aggregate Nominal Amount of Notes (the "**Sixth Optional Redemption Amount**"), corresponding to an indicative percentage of about 176.3165751696 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Sixth Optional Redemption Date) on

(g) 11 May 2022 (the "**Seventh Optional Redemption Date**") at the amount of USD 93,302,323.67 per Aggregate Nominal Amount of Notes (the "**Seventh Optional Redemption Amount**"), corresponding to an indicative percentage of about 186.6046473307 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Seventh Optional Redemption Date) on

(h) 11 May 2023 (the "**Eighth Optional Redemption Date**") at the amount of USD 98,746,514.25 per Aggregate Nominal Amount of Notes (the "**Eighth Optional Redemption Amount**"), corresponding to an indicative percentage of about 197.4930285025 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eighth Optional Redemption Date) on

(i) 11 May 2024 (the "**Ninth Optional Redemption Date**") at the amount of

USD 104,508,373.36 per Aggregate Nominal Amount of Notes (the "**Ninth Optional Redemption Amount**"), corresponding to an indicative percentage of about 209.0167467156 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Ninth Optional Redemption Date) on

(j) 11 May 2025 (the "**Tenth Optional Redemption Date**") at the amount of USD 110,606,436.94 per Aggregate Nominal Amount of Notes (the "**Tenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 221.2128738865 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Tenth Optional Redemption Date) on

(k) 11 May 2026 (the "**Eleventh Optional Redemption Date**") at the amount of USD 117,060,322.54 per Aggregate Nominal Amount of Notes (the "**Eleventh Optional Redemption Amount**"), corresponding to an indicative percentage of about 234.1206450777 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eleventh Optional Redemption Date) on

(l) 11 May 2027 (the "**Twelfth Optional Redemption Date**") at the amount of USD 123,890,792.36 per Aggregate Nominal Amount of Notes (the "**Twelfth Optional Redemption Amount**"), corresponding to an indicative percentage of about 247.7815847180 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twelfth Optional Redemption Date) on

(m) 11 May 2028 (the "**Thirteenth Optional Redemption Date**") at the amount of USD 131,119,820.09 per Aggregate Nominal Amount of Notes (the "**Thirteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 262.2396401863 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Thirteenth Optional Redemption Date) on

(n) 11 May 2029 (the "**Fourteenth Optional Redemption Date**") at the amount of USD 138,770,661.60 per Aggregate Nominal Amount of Notes (the "**Fourteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 277.5413231912 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fourteenth Optional Redemption Date) on

(o) 11 May 2030 (the "**Fifteenth Optional Redemption Date**") at the amount of USD 146,867,929.70 per Aggregate Nominal Amount of Notes (the "**Fifteenth Optional Redemption Amount**"), corresponding to an

indicative percentage of about 293.7358593994 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fifteenth Optional Redemption Date) on

(p) 11 May 2031 (the "**Sixteenth Optional Redemption Date**") at the amount of USD 155,437,673.40 per Aggregate Nominal Amount of Notes (the "**Sixteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 310.8753467954 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Sixteenth Optional Redemption Date) on

(q) 11 May 2032 (the "**Seventeenth Optional Redemption Date**") at the amount of USD 164,507,461.64 per Aggregate Nominal Amount of Notes (the "**Seventeenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 329.0149232809 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Seventeenth Optional Redemption Date) on

(r) 11 May 2033 (the "**Eighteenth Optional Redemption Date**") at the amount of USD 174,106,472.03 per Aggregate Nominal Amount of Notes (the "**Eighteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 348.2129440543 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eighteenth Optional Redemption Date) on

(s) 11 May 2034 (the "**Nineteenth Optional Redemption Date**") at the amount of USD 184,265,584.67 per Aggregate Nominal Amount of Notes (the "**Nineteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 368.5311693399 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Nineteenth Optional Redemption Date) on

(t) 11 May 2035 (the "**Twentieth Optional Redemption Date**") at the amount of USD 195,017,481.54 per Aggregate Nominal Amount of Notes (the "**Twentieth Optional Redemption Amount**"), corresponding to an indicative percentage of about 390.0349630709 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twentieth Optional Redemption Date) on

(u) 11 May 2036 (the "**Twenty-first Optional Redemption Date**") at the amount of USD 206,396,751.58 per Aggregate Nominal Amount of Notes (the "**Twenty-first Optional Redemption Amount**"), corresponding to an indicative percentage of about 412.7935031660 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty-first

Optional Redemption Date) on

(v) 11 May 2037 (the "**Twenty-second Optional Redemption Date**") at the amount of USD 218,440,002.04 per Aggregate Nominal Amount of Notes (the "**Twenty-second Optional Redemption Amount**"), corresponding to an indicative percentage of about 436.8800040758 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty-second Optional Redemption Date) on

(w) 11 May 2038 (the "**Twenty-third Optional Redemption Date**") at the amount of USD 231,185,976.16 per Aggregate Nominal Amount of Notes (the "**Twenty-third Optional Redemption Amount**"), corresponding to an indicative percentage of about 462.3719523136 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty-third Optional Redemption Date) on

(x) 11 May 2039 (the "**Twenty-fourth Optional Redemption Date**") at the amount of USD 244,675,677.87 per Aggregate Nominal Amount of Notes (the "**Twenty-fourth Optional Redemption Amount**"), corresponding to an indicative percentage of about 489.3513557311 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty-fourth Optional Redemption Date) on

(y) 11 May 2040 (the "**Twenty-fifth Optional Redemption Date**") at the amount of USD 258,952,503.67 per Aggregate Nominal Amount of Notes (the "**Twenty-fifth Optional Redemption Amount**"), corresponding to an indicative percentage of about 517.9050073380 % of the Aggregate Nominal Amount of Notes, and together with the other twenty-four Optional Redemption Dates the "**Optional Redemption Dates**").

For the avoidance of doubt, on an Optional Redemption Date, the Optional Redemption Amount prevails since the percentage is only indicative and has been rounded to 10 (ten) decimal places.

(iii) If redeemable in part:

(a) Minimum Redemption Amount to be redeemed:

Not Applicable

(b) Maximum Redemption Amount to be redeemed:

Not Applicable

	(iv) Notice period:	Not less than five London, New York and TARGET Business Days prior to the relevant Optional Redemption Date with notification in the form specified in Condition 14.
21	Put Option	Not Applicable
22	Final Redemption Amount of each Note In cases where the Final Redemption Amount is Index-Linked or other variable-linked:	USD 274,062,382.26 per Aggregate Nominal Amount of Notes corresponding to an indicative percentage of about 548.1247645162 % of the Aggregate Nominal Amount of Notes. For the avoidance of doubt, the Final Redemption Amount prevails since the percentage is only indicative and has been rounded to 10 (ten) decimal places.
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: Adjusted Payment Date (Condition 7(h)):	London, New York and TARGET The next following business day unless it would thereby fall into the next calendar month, in which such event such date shall be brought forward to the immediately preceding business day.
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 - *Masse* Applicable
(Condition 10):
- The Initial Representative will be:
- MURACEF
5, rue Masseran
75007 Paris
France
- The Alternative Representative will be:
- M. Hervé Bernard VALLEE
1, Hameau de Suscy
77390 Crisenoy
France
- The Representatives will not receive any remuneration.
- 32 Other final terms: Not Applicable
- 33 (i) If syndicated, names of Managers: Not Applicable
(ii) Stabilising Manager(s) (if any): Not Applicable
- 34 If non-syndicated, name of Dealer: Barclays Bank PLC
- 35 Additional selling restrictions:

DISTRIBUTION

Public Offer Selling Restriction under the Prospectus Directive

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), each Manager represents, warrants and agrees that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “**Relevant Implementation Date**”) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Base Prospectus as completed by the Final Terms in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- b) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive),

subject to obtaining the prior consent of the relevant Manager or Managers nominated by the Issuer for any such offer; or

- c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (a) to (c) above shall require the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the *Bourse du Luxembourg* (regulated market of the Luxembourg Stock Exchange) of the Notes described herein pursuant to the Euro 125,000,000,000 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) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the *Bourse du Luxembourg* (regulated market of the Luxembourg Stock Exchange) with effect from the Issue Date.
- (ii) Additional publication of the Base Prospectus and Final Terms: The Base Prospectus as supplemented and the Final Terms will be published on the website of the *Bourse de Luxembourg* (www.bourse.lu).
- (iii) Estimate of total expenses related to admission to trading: EUR 6,700
- (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. RATINGS

Ratings:

The Programme has been rated Aaa by Moody's Investors Service and AAA by Standard & Poor's 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 Investors Service rating desk or moodys.com.

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

Each of Standard & Poor's Ratings Services, Fitch Ratings and Moody's Investors Service is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, although the result of such application has not yet been notified by the relevant competent authority.

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

² "AAA" ratings denote the lowest expectation of credit risk. They are assigned only in case 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 *Commission de Surveillance du Secteur Financier* in Luxembourg with certificates of approval attesting that the Base Prospectus dated 1 July 2010 and the supplements dated 2 September 2010 and 4 April 2011 have been drawn up in accordance with the Prospectus Directive.

5. 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.”

6. 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: | USD 50,000,000 |
| (iii) Estimated total expenses: | See Part B item 2 (iii) above |

7. OPERATIONAL INFORMATION

ISIN Code: FR0011042480

Common Code: 062448849

Depositories:

- | | |
|---|-----|
| (i) Euroclear France to act as Central Depository | Yes |
| (ii) Common Depository for Euroclear and Clearstream Luxembourg | No |

Any clearing system(s) other than Euroclear Bank S.A./N.V. 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 Agent and Principal Paying Agent:

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

Luxembourg Paying Agent and Listing Agent:

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

Paris Paying Agent:

Crédit Foncier de France
4, Quai de Bercy
94224 Charenton Cedex
France

Calculation Agent:

Barclays Bank PLC
5 The North Colonnade
London E14 4BB
United Kingdom

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 USD 1.4665 per Euro 1.00, producing a sum of: 34,094,783.50