

Final Terms dated 12 October 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: 550

TRANCHE NO: 1

USD 20,000,000 Callable Zero Coupon *Obligations Foncières* due October 2041 (the “Notes”)

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

Issue Price: 100.00 per cent.

Morgan Stanley & Co. International 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 30 June 2011 which has received visa n°11-278 from the *Autorité des marchés financiers* (the “**AMF**”) on 30 June 2011 and the supplement to the Base Prospectus dated 1 September 2011 which has received visa n°11-380 from the AMF on 1 September 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 supplement 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:	550
	(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 20,000,000
	(ii) Tranche:	USD 20,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	USD 1,000,000
7	(i) Issue Date:	14 October 2011
	(ii) Interest Commencement Date:	Not Applicable
8	Maturity Date:	14 October 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:	Decisions of the <i>Conseil d'administration</i> of Compagnie de Financement Foncier dated 17 December 2010 and 29 August 2011 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 29 June 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 third 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)):	5.83 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 the Notes in whole but not in part on 14 October in each year commencing on and including 14 October 2014 up to and including 14 October 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) 14 October 2014 (the " First Optional Redemption Date ") at the amount of USD 23,705,896.51 per Aggregate Nominal Amount of Notes (the " First Optional Redemption Amount "), corresponding to an indicative percentage of about 118.529482528700 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the First Optional Redemption Date) on (b) 14 October 2015 (the " Second Optional Redemption Date ") at the amount of USD 25,087,950.27 per Aggregate Nominal Amount of Notes (the " Second Optional Redemption Amount "), corresponding to an indicative percentage of about 125.439751360123 % of the Aggregate Nominal Amount of Notes, or (if not redeemed

on the Second Optional Redemption Date) on

(c) 14 October 2016 (the "**Third Optional Redemption Date**") at the amount of USD 26,550,577.77, per Aggregate Nominal Amount of Notes (the "**Third Optional Redemption Amount**"), corresponding to an indicative percentage of about 132.752888864418 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Third Optional Redemption Date) on

(d) 14 October 2017 (the "**Fourth Optional Redemption Date**") at the amount of USD 28,098,476.46 per Aggregate Nominal Amount of Notes (the "**Fourth Optional Redemption Amount**"), corresponding to an indicative percentage of about 140.492382285214 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fourth Optional Redemption Date) on

(e) 14 October 2018 (the "**Fifth Optional Redemption Date**") at the amount of USD 29,736,617.63 per Aggregate Nominal Amount of Notes (the "**Fifth Optional Redemption Amount**"), corresponding to an indicative percentage of about 148.683088172442 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fifth Optional Redemption Date) on

(f) 14 October 2019 (the "**Sixth Optional Redemption Date**") at the amount of USD 31,470,262.44 per Aggregate Nominal Amount of Notes (the "**Sixth Optional Redemption Amount**"), corresponding to an indicative percentage of about 157.351312212895 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Sixth Optional Redemption Date) on

(g) 14 October 2020 (the "**Seventh Optional Redemption Date**") at the amount of USD 33,304,978.74 per Aggregate Nominal Amount of Notes (the "**Seventh Optional Redemption Amount**"), corresponding to an indicative percentage of about 166.524893714907 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Seventh Optional Redemption Date) on

(h) 14 October 2021 (the "**Eighth Optional Redemption Date**") at the amount of USD 35,246,659.00 per Aggregate Nominal Amount of Notes (the "**Eighth Optional Redemption Amount**"), corresponding to an indicative percentage of about 176.233295018486 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eighth Optional Redemption Date) on

(i) 14 October 2022 (the "**Ninth Optional Redemption Date**") at the amount of

USD 37,301,539.22 per Aggregate Nominal Amount of Notes (the "**Ninth Optional Redemption Amount**"), corresponding to an indicative percentage of about 186.507696118064 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Ninth Optional Redemption Date) on

(j) 14 October 2023 (the "**Tenth Optional Redemption Date**") at the amount of USD 39,476,218.96 per Aggregate Nominal Amount of Notes (the "**Tenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 197.381094801747 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Tenth Optional Redemption Date) on

(k) 14 October 2024 (the "**Eleventh Optional Redemption Date**") at the amount of USD 41,777,682.53 per Aggregate Nominal Amount of Notes (the "**Eleventh Optional Redemption Amount**"), corresponding to an indicative percentage of about 208.888412628689 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eleventh Optional Redemption Date) on

(l) 14 October 2025 (the "**Twelfth Optional Redemption Date**") at the amount of USD 44,213,321.42 per Aggregate Nominal Amount of Notes (the "**Twelfth Optional Redemption Amount**"), corresponding to an indicative percentage of about 221.066607084941 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twelfth Optional Redemption Date) on

(m) 14 October 2026 (the "**Thirteenth Optional Redemption Date**") at the amount of USD 46,790,958.06 per Aggregate Nominal Amount of Notes (the "**Thirteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 233.954790277993 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Thirteenth Optional Redemption Date) on

(n) 14 October 2027 (the "**Fourteenth Optional Redemption Date**") at the amount of USD 49,518,870.91 per Aggregate Nominal Amount of Notes (the "**Fourteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 247.594354551200 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fourteenth Optional Redemption Date) on

(o) 14 October 2028 (the "**Fifteenth Optional Redemption Date**") at the amount of USD 52,405,821.08 per Aggregate Nominal

Amount of Notes (the "**Fifteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 262.029105421535 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Fifteenth Optional Redemption Date) on

(p) 14 October 2029 (the "**Sixteenth Optional Redemption Date**") at the amount of USD 55,461,080.45 per Aggregate Nominal Amount of Notes (the "**Sixteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 277.305402267611 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Sixteenth Optional Redemption Date) on

(q) 14 October 2030 (the "**Seventeenth Optional Redemption Date**") at the amount of USD 58,694,461.44 per Aggregate Nominal Amount of Notes (the "**Seventeenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 293.472307219813 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Seventeenth Optional Redemption Date) on

(r) 14 October 2031 (the "**Eighteenth Optional Redemption Date**") at the amount of USD 62,116,348.55 per Aggregate Nominal Amount of Notes (the "**Eighteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 310.581742730728 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Eighteenth Optional Redemption Date) on

(s) 14 October 2032 (the "**Nineteenth Optional Redemption Date**") at the amount of USD 65,737,731.67 per Aggregate Nominal Amount of Notes (the "**Nineteenth Optional Redemption Amount**"), corresponding to an indicative percentage of about 328.688658331929 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Nineteenth Optional Redemption Date) on

(t) 14 October 2033 (the "**Twentieth Optional Redemption Date**") at the amount of USD 69,570,241.42 per Aggregate Nominal Amount of Notes (the "**Twentieth Optional Redemption Amount**"), corresponding to an indicative percentage of about 347.851207112681 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twentieth Optional Redemption Date) on

(u) 14 October 2034 (the "**Twenty First**

Optional Redemption Date") at the amount of USD 73,626,186.50 per Aggregate Nominal Amount of Notes (the "**Twenty First Optional Redemption Amount**"), corresponding to an indicative percentage of about 368.130932487350 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty First Optional Redemption Date) on

(v) 14 October 2035 (the "**Twenty Second Optional Redemption Date**") at the amount of USD 77,918,593.17 per Aggregate Nominal Amount of Notes (the "**Twenty Second Optional Redemption Amount**"), corresponding to an indicative percentage of about 389.592965851362 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty Second Optional Redemption Date) on

(w) 14 October 2036 (the "**Twenty Third Optional Redemption Date**") at the amount of USD 82,461,247.15 per Aggregate Nominal Amount of Notes (the "**Twenty Third Optional Redemption Amount**"), corresponding to an indicative percentage of about 412.306235760497 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty Third Optional Redemption Date) on

(x) 14 October 2037 (the "**Twenty Fourth Optional Redemption Date**") at the amount of USD 87,268,737.86 per Aggregate Nominal Amount of Notes (the "**Twenty Fourth Optional Redemption Amount**"), corresponding to an indicative percentage of about 436.343689305334 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty Fourth Optional Redemption Date) on

(y) 14 October 2038 (the "**Twenty Fifth Optional Redemption Date**") at the amount of USD 92,356,505.28 per Aggregate Nominal Amount of Notes (the "**Twenty Fifth Optional Redemption Amount**"), corresponding to an indicative percentage of about 461.782526391835 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty Fifth Optional Redemption Date) on

(z) 14 October 2039 (the "**Twenty Sixth Optional Redemption Date**") at the amount of USD 97,740,889.54 per Aggregate Nominal Amount of Notes (the "**Twenty Sixth Optional Redemption Amount**"), corresponding to an indicative percentage of about 488.704447680479 % of the Aggregate Nominal Amount of Notes, or (if not redeemed on the Twenty Sixth Optional Redemption

Date) on

(aa) 14 October 2040 (the "**Twenty Seventh Optional Redemption Date**") at the amount of USD 103,439,183.40 per Aggregate Nominal Amount of Notes (the "**Twenty Seventh Optional Redemption Amount**"), corresponding to an indicative percentage of about 517.195916980251 % of the Aggregate Nominal Amount of Notes, and together with the other twenty six 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 12 (twelve) 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 (5) 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

USD 109,469,687.80 per Aggregate Nominal Amount of Notes corresponding to an indicative percentage of about 547.348438940199 % 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 12 (twelve) 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 (*au porteur*)

(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:

London, New York and TARGET

Adjusted Payment Date (Condition 7(h)):

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* (Condition 10): Applicable
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

DISTRIBUTION

- 33 (i) If syndicated, names of Managers: Not Applicable
(ii) Stabilising Manager(s) (if any): Not Applicable
- 34 If non-syndicated, name of Dealer: Morgan Stanley & Co. International plc
- 35 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 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 ("**Moody's**") and AAA by Standard & Poor's Ratings Services ("**S&P**").

For Moody's, 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 S&P¹ and by Fitch Ratings ("**Fitch**")².

Each of S&P, Moody's and Fitch is established in the European Union and has applied to be registered under Regulation (EC) No 1060/2009, although the result of such applications has not been determined.

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 30 June 2011 and the supplement dated 1 September 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.

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).

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 20,000,000 |
| (iii) Estimated total expenses: | See Part B item 2 (iii) above |

7. OPERATIONAL INFORMATION

ISIN Code: FR0011129006

Common Code: 068865778

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

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 1.3533 per Euro 1.00, producing a sum of:

EUR 14,778,689.13