

Final Terms dated April 1, 2009



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: 474

TRANCHE NO: 1

EUR 23,000,000 2.80 per cent. of *Obligations Foncières* due 2014

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

Issue Price: 100 per cent.

Société Générale Corporate & Investment Banking

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 4 July 2008 which has received visa n°08-148 from the *Autorité des marchés financiers* (the “AMF”) on 4 July 2008 and the supplement to the Base Prospectus dated 5 September 2008 which has received visa n°08-180 from the AMF on 5 September 2008 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:	474
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (EUR)
4	Aggregate Nominal Amount of Notes listed and admitted to trading:	
	(i) Series:	EUR 23,000,000
	(ii) Tranche:	EUR 23,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	April 3, 2009
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	March 20, 2014
9	Interest Basis:	2.80 per cent. per annum 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 Notes obtained:

Decision of the *Conseil d'administration* of Compagnie de Financement Foncier dated 17 December 2008 authorising:

- (i) the issue of the Notes;
- (ii) inter alios, its *Président Directeur général* and its *directeur général délégué* the power to sign and execute all documents in relation to the issue of Notes; and
- (iii) the quarterly programme of borrowings which benefit from the *privilège* referred to in Article L.515-19 of the French *Code monétaire et financier* of up to and including Euro 7 billion for the first quarter of 2009.

14 Method of distribution:

Non-syndicated

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

15 **Fixed Rate Note Provisions**

Applicable

(i) Rate of Interest:

2.80 per cent. per annum payable annually in arrear

(ii) Interest Payment Date(s):

March 20 in each year commencing on March 20, 2010 up to and including March 20, 2014 adjusted in accordance with the Modified Following Business Day Convention and there shall be a resulting adjustment to the accrual.

There will be a short first coupon in respect of the period commencing on and including the Issue Date to but excluding March 20, 2010.

(iii) Fixed Coupon Amount:

EUR 2,800 per Specified Denomination

	(iv) Broken Amount(s):	EUR 2,692.60 per Specified Denomination in respect of the Interest Period commencing on the Issue Date to but excluding March 20, 2010.
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA) Adjusted
	(vi) Determination Date(s) (Condition 5(a)):	March 20 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 100,000 per Note of EUR 100,000 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:	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 - <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
		The Representative 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: Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris La Défense Cedex
- 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 on the Bourse de 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 official list of the Luxembourg Stock Exchange with effect from Issue Date.
- (ii) Additional publication of the 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)
- (iii) Estimate of total expenses related to admission to trading: EUR 1,975
- (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 Services and by Fitch Ratings.

4. 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 dated 4 July 2008 and its supplement dated 5 September 2008 have been drawn up in accordance with the Prospectus Directive.

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

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: | EUR 23,000,000 |
| (iii) Estimated total expenses: | Not Applicable |

7. Fixed Rate Notes only – YIELD

Indication of yield: Not Applicable

8. OPERATIONAL INFORMATION

ISIN Code: FR0010742874

Common Code: 041929375

Depositories:

- | | |
|---|-----|
| (i) Euroclear France to act as Central Depository | Yes |
| (ii) Common Depository for Euroclear and Clearstream Luxembourg | Yes |

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 and Principal Paying Agent:
Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
EC2N 2DB London United Kingdom

Calculation Agent:
Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris La Défense Cedex

Names and addresses of additional Paying Agent(s) (if any):

Paris Paying Agent:

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

Luxembourg Paying Agent:

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

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