

FIRST SUPPLEMENT DATED SEPTEMBER 20, 2012  
TO THE BASE PROSPECTUS DATED JUNE 26, 2012



**USD 10,000,000,000**  
**US Medium Term Securities Program for the issue of *Obligations Foncières***

This first supplement (the “**First Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated June 26, 2012 (the “**Base Prospectus**”) which was prepared by Compagnie de Financement Foncier (the “**Company**”) with respect to its USD 10,000,000,000 US Medium Term Securities Program (the “**Program**”). The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of the Directive 2003/71/EC of November 4, 2003 (as amended by Directive 2010/73/EU) on the prospectus to be published when securities are offered to the public or admitted to trading (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) granted visa n° 12-297 on June 26, 2012 to the Base Prospectus.

Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

Application has been made to the AMF in France for approval of this First Supplement to the Base Prospectus, in its capacity as competent authority pursuant to Article 212-2 of the *Règlement Général* of the AMF and at the same time for the notification of a certificate of approval released to the *Commission de Surveillance du Secteur Financier* in Luxembourg for Securities issued under the Program to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, both such approval and notification being made in its capacity as competent authority under Article 212-2 of the *Règlement Général* of the AMF which implements the Prospectus Directive in France.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Securities to be issued under the Program since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this First Supplement, and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail. To the extent that there is any inconsistency between (a) any statements in this First Supplement, and (b) any other statement incorporated by reference in this First Supplement, the statements in (a) immediately above shall prevail.

Copies of this First Supplement (a) may be obtained, free of charge, at the principal place of business of the Company, 4, Quai de Bercy, 94224 Charenton, France, during regular business hours, and (b) will also be made available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

This First Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the *Règlement Général* of the AMF for the purposes of updating and amending the sub-sections entitled “*Description of the Company – Asset Liability Management of the Company – Over-Collateralization Ratio*” and “*Recent Developments - Indebtedness*” on pages 74 and 84, respectively, of the Base Prospectus and for the purposes of incorporating by reference certain sections of the financial report of the Company as of June 30, 2012 (including its financial statements, the “**Interim Financial Statements**”) and certain sections of the Risk Management Report, both of which are included in the update to the Reference Document (*Actualisation du Document de Référence*) of the Company published in French (filed with the AMF on August 30, 2012 in accordance with Article 212-13 of its *Règlement Général* and registered under number D.12-0265-A01) and its corresponding English translation.

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## **1. UPDATE OF THE SUB-SECTION "*DESCRIPTION OF THE COMPANY - ASSET LIABILITY MANAGEMENT OF THE COMPANY – OVER-COLLATERALIZATION RATIO* "**

The last sentence of the first paragraph of the sub-section entitled "*Description of the Company - Asset-Liability Management of the Company – Over-Collateralization Ratio*" appearing on page 74 of the Base Prospectus is deemed to be amended and supplemented as follows:

"As of June 30, 2012 and December 31, 2011, the Company's over-collateralization ratio was 113.0% and 110.6% (subject to certification by the Specific Controller) respectively, in each case above the legally required collateralization rate of 102%."

## **2. UPDATE OF THE SUB-SECTION "*RECENT DEVELOPMENTS - INDEBTEDNESS*" OF THE BASE PROSPECTUS**

The content of the sub-section entitled "*Recent Developments - Indebtedness*" appearing on page 84 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

"Between January 1, 2012 and August 31, 2012, the Company issued *Obligations Foncières* for an amount of EUR6,538,198,502.15 or its equivalent in other currencies, measured in accordance with French GAAP."

## **3. INTERIM FINANCIAL STATEMENTS AND RISK MANAGEMENT REPORT**

This First Supplement incorporates by reference certain sections of the financial report dated as of June 30, 2012 of the Company (including its Interim Financial Statements) and certain sections of the Risk Management Report, both of which are included in the *Actualisation du Document de Référence* of the Company published in French (filed with the AMF on August 30, 2012 in accordance with Article 212-13 of its *Règlement Général* and registered under number D.12-0265-A01) and its corresponding English translation. Accordingly, the following additional paragraph will be deemed to become paragraph (i) on page 31 of the Base Prospectus and the existing paragraphs on that page shall be renumbered (ii), (iii) and (iv):

"(i) the sections referred to in the tables below included in the *Actualisation du Document de Référence* of the Company, published in French, which received visa n° D.12-0265-A01 from the AMF on August 30, 2012, and its English translation available on the website of the AMF ([www.amf-](http://www.amf-)

*france.org*) (the “**First 2012 Update to the Reference Document 2011**”); the First 2012 Update to the Reference Document 2011 includes the unaudited interim financial statements as of and for the half year ended June 30, 2012.”

The following shall be deemed to be added on page 32 of the Base Prospectus in a new paragraph 13.5.1:

**13.5.1 INTERIM AND OTHER FINANCIAL INFORMATION** **First 2012 Update to the Reference Document 2011**

|   |                |
|---|----------------|
| Management report                         | Pages 6 to 17  |
| Balance Sheet                             | Page 20        |
| Off Balance Sheet                         | Page 21        |
| Income Statement                          | Page 21        |
| Cash Flow Statement                       | Pages 49 to 50 |
| Accounting Policies and Explanatory Notes | Pages 22 to 50 |
| Statutory Auditors' Report                | Page 51        |
| Risk Management report                    | Pages 55 to 77 |

#### **4. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST SUPPLEMENT TO THE BASE PROSPECTUS**

##### **In the name of the Company**

We declare, having taken all reasonable care to ensure that such is the case and to the best of our knowledge, that the information contained in this First Supplement (when read together with the Base Prospectus) is in accordance with the facts and that it contains no omission likely to affect its import.

The financial statements of the Company as of and for the year ended December 31, 2010 were audited by the statutory auditors of the Company. This report is reproduced on page 79-80 of volume 2 of the Reference Document 2010 (which received visa n° D.11-0214 from the AMF on April 1, 2011) and contains two observations of the statutory auditors related to changes in accounting methods which do not constitute a qualification of their opinion.

Compagnie de Financement Foncier  
19, rue des Capucines  
75001 Paris  
France

Duly represented by: Thierry Dufour  
*Président Directeur Général* / Chairman and C.E.O.  
Duly authorised

Date : September 20, 2012



##### ***Autorité des marchés financiers***

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa No. 12-454 on September 20, 2012. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Company and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the Securities being issued.