

Final Terms dated 8 March 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: 512**

**TRANCHE NO: 2**

**CHF 150,000,000 2.25 per cent. *Obligations Foncières* 13 October 2010 – 13 October 2021  
(the "Notes")**

**to be assimilated (*assimilées*) and form a single series with the existing CHF 150,000,000  
2.25 per cent. *Obligations Foncières* 13 October 2010 – 13 October 2021 issued on  
13 October 2010 as Tranche 1 of Series 512 (the "Existing Notes")**

**Issued by: COMPAGNIE DE FINANCEMENT FONCIER (the "Issuer")**

Issue Price:

95.846 per cent. (before commission) plus an amount corresponding to accrued interest at a rate of 2.25 per cent. per annum of the Aggregate Nominal Amount of the Tranche for the period from, and including, 13 October 2010 to, but excluding, 10 March 2011 (corresponding to 147 days)

**Credit Suisse AG and The Royal Bank of Scotland plc, Edinburgh, Zurich Branch**

## 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 which constitutes 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 and the supplement to the Base Prospectus dated 2 September 2010 which received visa n° 10-301 on 2 September 2010 from the AMF, which together constitute a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus, the supplement to the Base Prospectus and the prospectus dated 8 March 2011 prepared for the listing of the Notes on the SIX Swiss Exchange (the “**Prospectus**”). 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. The Prospectus is available for viewing, and copies may be obtained from, Credit Suisse AG, Uetlibergstrasse 231, 8070 Zurich, Switzerland.

For the avoidance of doubt the placement of these *Obligations Foncières* does not require the publication of a prospectus pursuant to the Article 3.2 of the Prospectus Directive.

This issue of Notes constitutes the first reopening of the CHF 150,000,000 2.25 per cent. *Obligations Foncières* 13 October 2010 – 13 October 2021 issued on 13 October 2010 as Tranche 1 of Series 512 (the “**Existing Notes**”).

1	Issuer:	Compagnie de Financement Foncier
2	(i) Series Number:	512
	(ii) Tranche Number:	2
	<i>(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible.)</i>	The Notes newly issued will be assimilated ( <i>assimilées</i> ) and form a single series with the Existing Notes, a day after the Issue Date, bringing the principal amount of the Notes of Series 512 to CHF 300,000,000.
3	Specified Currency or Currencies:	Swiss Francs (“ <b>CHF</b> ”)
4	Aggregate Nominal Amount of Notes listed and admitted to trading:	
	(i) Series:	CHF 300,000,000
	(ii) Tranche:	CHF 150,000,000

<b>5</b>	Issue Price:	95.846 per cent. (before commissions) plus an amount corresponding to accrued interest at a rate of 2.25 per cent. per annum of the Aggregate Nominal Amount of the Tranche for the period from, and including, 13 October 2010 to, but excluding, 10 March 2011 (corresponding to 147 days)
<b>6</b>	Specified Denominations:	CHF 5,000, CHF 100,000 and CHF 1,000,000
<b>7</b>	(i) Issue Date:	10 March 2011
	(ii) Interest Commencement Date:	13 October 2010
<b>8</b>	Maturity Date:	13 October 2021
<b>9</b>	Interest Basis:	2.25 per cent. Fixed Rate <i>(further particulars specified below)</i>
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Not Applicable
<b>13</b>	(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 and (ii) <i>inter alios</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 (iii) 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 9 billion for the first quarter of 2011.
<b>14</b>	Method of distribution:	Syndicated

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

<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.25 per cent. per annum payable annually in arrear

(ii)	Interest Payment Date(s):	13 October in each year commencing on 13 October 2011 up to and including the Maturity Date
(iii)	Fixed Coupon Amount(s):	CHF 112.50 per CHF 5,000 in nominal amount, CHF 2,250 per CHF 100,000 in nominal amount and CHF 22,500 per CHF 1,000,000 in nominal amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction (Condition 5(a)):	30/360/Unadjusted
(vi)	Determination Date(s) (Condition 5(a)):	Not Applicable
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	<b>Floating Rate Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>18</b>	<b>Index Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
<b>19</b>	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>20</b>	<b>Call Option</b>	Not Applicable
<b>21</b>	<b>Put Option</b>	Not Applicable
<b>22</b>	<b>Final Redemption Amount of each Note</b>	CHF 5,000, CHF 100,000 and CHF 1,000,000 per CHF 5,000, CHF 100,000 and CHF 1,000,000 Specified Denomination, respectively
<b>23</b>	<b>Early Redemption Amount</b>	
	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
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
<b>24</b>	Form of Notes:	Materialised Notes (Materialised Notes are only in bearer form)
(i)	Form of Dematerialised Notes:	Not Applicable
(ii)	Registration Agent:	Not Applicable

	(iii) Temporary Global Certificate:	Temporary Global Certificate exchangeable for Definitive Materialised Notes on or after 19 April 2011 (the “ <b>Exchange Date</b> ”), being 40 days after the Issue Date subject to postponement as specified in the Temporary Global Certificate
	(iv) Applicable TEFRA exemption:	D Rules
<b>25</b>	Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates:	Zurich and TARGET
	Adjusted Payment Date (Condition 7(h)):	The next following business day
<b>26</b>	Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):	Not Applicable
<b>27</b>	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
<b>28</b>	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
<b>29</b>	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
<b>30</b>	Consolidation provisions:	Not Applicable
<b>31</b>	Representation of holders of Notes - <i>Masse</i> (Condition 10)	Applicable The initial Representative will be MURACEF 5, rue Masseran 75007 Paris France and the alternate Representative will be: Monsieur Hervé-Bernard VALLÉE 1, Hameau de Suscy 77390 Crisenoy France The Representative will not receive any remuneration.
<b>32</b>	Other final terms:	<b>The following paragraphs shall be added to Condition 7:</b> The receipt by the Substitute Fiscal and Principal Swiss Agent of the due and punctual payment of funds in

Swiss Francs in Zurich, in the manner provided by the Conditions and these Final Terms, shall release the Issuer from its obligations under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Dates and Maturity Date to the extent of such payment.

Payment of principal and/or interest under the Notes and Coupons shall be payable only at the specified offices located in Switzerland of the Substitute Fiscal and Principal Swiss Paying Agent upon their surrender in freely transferable Swiss Francs without collection costs in Switzerland without any restrictions and whatever the circumstances may be, irrespective of nationality, domicile or residence of the holders of Notes or Coupons and without requiring any certification, affidavit or the fulfilment of any other formality.”

**The following shall be added to Condition 14:**

“All notices concerning the Notes will be validly given through the Substitute Fiscal and Principal Swiss Paying Agent by means of electronic publication on the internet website of the SIX Swiss Exchange / News / Official Notices ([www.six-swiss-exchange.com/news/official\\_notices/search\\_en.html](http://www.six-swiss-exchange.com/news/official_notices/search_en.html)). In addition, the Substitute Fiscal and Principal Swiss Paying Agent may also publish such notices by other means.”

**DISTRIBUTION**

- |           |                                       |   |
|-----------|---------------------------------------|---|
| <b>33</b> | (i) If syndicated, names of Managers: | Credit Suisse AG<br>The Royal Bank of Scotland plc,<br>Edinburgh, Zurich Branch                                   |
|           | (ii) Stabilising Manager(s) (if any): | Not Applicable  |
| <b>34</b> | If non-syndicated, name of Dealer:    | Not Applicable  |
| <b>35</b> | Additional selling restrictions:      | <b>Public Offer Selling Restriction under the Prospectus Directive</b><br><br>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.

## **GENERAL**

The aggregate principal amount of Notes issued has been translated into Euro at the rate of CHF 1.312 per Euro 1.00, producing a sum of:

Euro 114.329.268.30

## **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. 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<sup>1</sup> by Standard & Poor's Ratings Services<sup>1</sup> and by Fitch Ratings<sup>1</sup>.

*(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)*

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.

### 2. OPERATIONAL INFORMATION

ISIN Code:

CH0117615374 (after Issue Date)

CH0124865152 (until Issue Date)

Common Code:

054344418 (after Issue Date)

059387219 (until Issue Date)

Depositories:

- |   |    |
|---|----|
| (i) Euroclear France to act as Central Depository               | No |
| (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):

SIX SIS AG ("**SIS**"), the Swiss Securities Services Corporation in Olten, Switzerland

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

Swiss Securities Number:  
11761537 (after Issue Date)  
12486515 (until Issue Date)

Delivery:

Delivery against payment

The Agents appointed in respect of the Notes are:

Credit Suisse AG, Paradeplatz 8, CH-8001 Zurich, Switzerland, shall act as substitute fiscal agent and principal Swiss paying agent (the "**Substitute Fiscal and Principal Swiss Paying Agent**"). All references in the Conditions to the Fiscal Agent and/or the Principal Paying Agent and/or the Paying Agents shall, where the context permits, for the purposes of the Notes only, be construed as references to the Substitute Fiscal and Principal Swiss Paying Agent. The Issuer will, so long as the Notes are listed on the SIX Swiss Exchange, maintain a principal paying agent for the Notes having a specified office in Switzerland.

**Swiss Paying Agent:** The Royal Bank of Scotland N.V. Amsterdam, Zurich Branch (together with the Substitute Fiscal and Principal Swiss Paying Agent, the "**Swiss Paying Agents**"). All references in the Conditions to the Paying Agents shall, where applicable, for the purpose of the Notes only, be construed as references to the Swiss Paying Agents and will at no time include a Paying Agent having a specified office outside Switzerland, unless permitted by applicable law.

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

Not Applicable