

**SECOND SUPPLEMENT DATED 9 APRIL 2013
TO THE BASE PROSPECTUS DATED 26 JUNE 2012**



**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**

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 26 June 2012 (the “**Base Prospectus**”) which has been prepared by Compagnie de Financement Foncier (the “**Issuer**”) with respect to its €125,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) and the first supplement dated 3 September 2012 (the “**First Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC of 4 November 2003 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**”) has granted visa no. 12-295 on 26 June 2012 on the Base Prospectus and visa no. 12-417 on 3 September 2012 on the First Supplement.

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

Application has been made to the AMF in France for approval of this Second Supplement to the Base Prospectus, in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* 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 Notes issued under the Programme to be listed and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, both of 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.

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

Copies of this Second Supplement (a) may be obtained, free of charge, at the principal place of business of the Issuer, 4, Quai de Bercy, 94224 Charenton, France, during normal business hours,

and (b) will be available on the Issuer's website (www.foncier.fr) and on the website of the AMF (www.amf-france.org).

This Second Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purposes of incorporating by reference the financial report as of 31 December 2012 of the Issuer and its financial statements (the "**2012 Annual Financial Statements**") which are included in the *Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 5 April 2013 in accordance with Article 212-13 of its general regulation and registered under number D. 13-0299).

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1. 2012 ANNUAL FINANCIAL STATEMENTS

This Second Prospectus Supplement incorporates by reference the financial report as of 31 December 2012 of the Issuer and its financial statements (the “**2012 Annual Financial Statements**”) which are included in the *Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 5 April 2013 in accordance with Article 212-13 of its general regulation and registered under number D.13-0299). The information incorporated by reference in this Second Supplement shall be read in connection with the following cross-reference list:

Information incorporated by reference	<i>Document de Référence</i> Page number
Management Report	Volume 2 Pages 5 to 31
Balance Sheet	Volume 2 Page 32
Off Balance Sheet	Volume 2 Page 33
Income Statement	Volume 2 Page 34
Cash Flow Statement	Volume 2 Pages 81 to 82
Notes	Volume 2 Pages 32 to 83
Statutory Auditors' Report	Volume 2 Pages 84 to 85

2. PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND SUPPLEMENT

In the name of the Issuer

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 Second Supplement (when read together with the Base Prospectus as supplemented by the First Supplement) is in accordance with the facts and that it contains no omission likely to affect its import.

Compagnie de Financement Foncier

19, rue des Capucines

75001 Paris

France

Duly represented by:

Sandrine Guérin

Directeur Général Délégué / Deputy Chief Executive Officer

Duly authorised

Date : 9 April 2013



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 (*Réglement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Supplement the visa no. 13-146 on 9 April 2013. 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 Issuer 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.