

SECOND SUPPLEMENT DATED APRIL 25, 2013
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 second supplement (the “**Second 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**”) and the first supplement dated September 20, 2012 (the “**First Supplement**”). The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of the Directive 2003/71/EC of November 4, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) granted visa n° 12-297 on June 26, 2012 to the Base Prospectus and visa n°12-454 on September 20, 2012 to the First Supplement.

Terms defined in the Base Prospectus (as supplemented by the First Supplement) 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 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 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 and the 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 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. To the extent that there is any inconsistency between (a) any statements in this

Second Supplement and (b) any other statement incorporated by reference in this Second Supplement, the statements in (a) immediately above shall prevail.

Copies of this Second 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 Company'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 *Règlement Général* of the AMF for the purposes of updating and amending the Sections titled "*Risk Factors*", "*Description of the Company*", "*Recent Developments*" at pages 22, 65 and respectively 84 of the Base Prospectus and for the purposes of incorporating by reference certain sections of the financial report of the Company as of December 31, 2012 (including its financial statements (the "**2012 Annual Financial Statements**")) and certain sections of the Management Report and Risk Management Report, which are included in the *Document de Référence* of the Company published in French (filed with the AMF on April 5, 2013 in accordance with Article 212-13 of its *Règlement Général* and registered under number D.13-0299) and its corresponding English translation (the "**Reference Document 2012**").

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1. UPDATE OF THE SECTION "*RISK FACTORS*" OF THE BASE PROSPECTUS

The following risk factor shall replace the risk factor entitled "*Withholding pursuant to the U.S. Foreign Account Tax Compliance Act may affect payment on the Securities*" contained in the Section "*Risk Factors - Risk Factors relating to the Securities issued under the Program generally*" on page 27 of the Base Prospectus:

"Withholding pursuant to the U.S. Foreign Account Tax Compliance Act may affect payments on the Securities

The Company, and other non-U.S. financial institutions through which payments on the Securities are made, may be required to withhold tax at a rate of 30 per cent. on all, or a portion of, payments made after December 31, 2016 on any Securities issued or materially modified on or after January 1, 2014 (and any Securities which are treated as equity for U.S. federal income tax purposes, whenever issued) pursuant to sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 (commonly referred to as "**FATCA**"), or any law implementing an applicable intergovernmental agreement under FATCA (an "**IGA**"), or any agreement entered into by the relevant financial institution (including the Company) with the U.S. Internal Revenue Service (an "**FFI Agreement**"). Although final U.S. Treasury Regulations under FATCA have been issued, their application along with the statute has not been fully developed and therefore their application to the Company, the Securities and holders of the Securities is uncertain at this time. Furthermore, the Company is not currently subject to an IGA but may become subject to one in the future and the United States and the Government of France have announced their intention to enter into an IGA. Withholding under FATCA by the Company, and other non-U.S. financial institutions through which payments on the Securities are made, may be required, *inter alia*, where (i) the Company or such other non-U.S. financial institution is a "foreign financial institution" or "financial institution" as defined under FATCA or an applicable IGA, respectively (in either case, an "**FFI**"), that enters into and complies with an FFI Agreement or complies with a law implementing an applicable IGA to provide certain information on its account holders (making the Company or such other non-U.S. financial institution a "**Participating FFI**" or "**Reporting Financial Institution**," respectively), and (ii)(a) an investor does not provide information sufficient for the relevant Participating FFI or Reporting Financial Institution to establish the investor's status under FATCA, or (b) an investor (or any entity through which payment on such Securities is made) is an FFI that is not a Participating FFI, a Reporting Financial Institution or otherwise exempt from FATCA withholding. If France were to enter into an IGA, such IGA may substantially modify the rules applicable to the Company under FATCA, including providing that such withholding taxes will not apply to payments on the Securities irrespective of when the Securities were issued.

In addition, depending on how the Company and the Securities are classified under FATCA or an applicable IGA, the Securities may be treated as "financial accounts" of the Company and therefore holders of the Securities could be subject to information reporting to the U.S. Internal Revenue Service or to the government of France (which would be forwarded to the U.S. Internal Revenue Service) regardless of when the Securities are issued. Such reported information could include identifying

information of the holder, the value of the Securities held by the holder and payments made with respect to the Securities to the holder.

If an amount of, or in respect of, withholding tax were to be deducted or withheld from interest, principal or other payments on the Securities as a result of FATCA, neither the Company nor any other person would, pursuant to the Conditions of the Securities, be required to pay any additional amount as a result of the deduction or withholding of such tax. Investors should consult their own tax advisors to determine how these rules may apply to payments they will receive under the Securities. FATCA is particularly complex and its application is not clear in all respects. The application of FATCA to Securities issued or materially modified on or after January 1, 2014 (or whenever issued, in the case of Securities treated as equity for U.S. federal income tax purposes) may be addressed in a supplement to this Base Prospectus.”

2. UPDATE OF THE SECTION "*DESCRIPTION OF THE COMPANY*" OF THE BASE PROSPECTUS

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

“As of June 30, 2012 and December 31, 2012, the overcollateralization ratio of the Company was 113.0% and 113.7%, respectively, in each case above the legally required collateralization rate of 102%.”

3. UPDATE OF THE SECTION "*RECENT DEVELOPMENTS*" OF THE BASE PROSPECTUS

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

“The Company issued between January 1, 2013 and March 31, 2013 debt securities for an amount of EUR 2,067,000,000.00 or its equivalent in other currencies, measured in accordance with French GAAP.”

The following paragraph shall replace and modify the paragraph titled "*Recent Developments – Recent credit crisis in the Eurozone*" appearing on page 85 of the Base Prospectus at the end of the Section "*Recent Developments*”:

“Please refer to pages 113 and 114 of the Reference Document 2012 (Volume 2) for a description of the Company’s holdings of obligations issued by sovereign entities. Please also see the Section titled “*Risk Factors*” of the Base Prospectus (“*Risk Factors – The Company is exposed to the risk of default in the portfolio of assets used as cover for the issuance of Securities under the Program*”).”

The following paragraph titled “*Trends*” shall be added at the end of the Section “*Recent Developments*” on page 85 of the Base Prospectus, following the sub-section titled “*Recent Developments – Recent credit crisis in the Eurozone*”:

“Trends

Please refer to page 172 of the Reference Document 2012 (Volume 2) for a description of recent events and trends in relation to the outlook of the Company.”

4. 2012 ANNUAL FINANCIAL STATEMENTS, MANAGEMENT REPORT AND RISK MANAGEMENT REPORT

This Second Supplement incorporates by reference certain sections of the financial report dated as of December 31, 2012 of the Company (including its 2012 Annual Financial Statements) and certain sections of the Management Report and Risk Management Report, which are included in the Reference Document 2012 (filed with the AMF on April 5, 2013 in accordance with Article 212-13 of its *Règlement Général* and registered under number n° D. 13-0299) and its corresponding English translation. Accordingly, paragraph (iv) of the Section “*Documents Incorporated by Reference*” appearing on page 31 of the Base Prospectus, as amended and supplemented by the First Supplement, will be deemed to be deleted and the following additional paragraph will be deemed to replace paragraph (i):

“(i) the sections referred to in the tables below included in the 2012 *Document de Référence* of the Company, published in French, which received visa n° D. 13-0299 from the AMF on April 5, 2013, and its English translation available on the website of the AMF (www.amf-france.org) (the “**Reference Document 2012**”); the Reference Document 2012 includes the audited annual financial statements for the financial year ended 31 December 2012 and the related statutory auditors’ report;”

The paragraph 13.5.1 added by the First Supplement shall be deemed to be deleted in its entirety.

The following table shall be deemed to replace the existing table, as amended by the First Supplement, on pages 31 and 32 of the Base Prospectus:

Regulation – Annex IV	Reference Document 2010	Reference Document 2011	Reference Document 2012
5. INFORMATION ABOUT THE COMPANY			
5.1 The legal and commercial name of the Company	Volume 3, Pages 72-74	Volume 3, Pages 60-62	Volume 2, Pages 156-159
10. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES			
10.1 An indication of the principal activities performed by the members of the administrative, management and supervisory bodies outside the Company where these are significant with respect to the Company	Volume 2, Pages 21-28; Volume 3, Pages 68, 71	Volume 2, Pages 20-28; Volume 3, Pages 56, 59-60	Volume 2, Pages 21-29; Volume 2, Pages 152, 155
10.2 Statement that there are no conflicts of interest	Volume 3, Page 89	Volume 3, Page 74	Volume 2, Page 173
11. BOARD PRACTICES			
11.1 Details relating to the Company's audit committee	Volume 3, Pages 57-67	Volume 3, Pages 47-57	Volume 2, Pages 141-153
11.2 A statement as to whether or not the Company complies with the corporate governance of its country of incorporation	Volume 3, Pages 57-67, 89	Volume 3, Pages 47-55, 75	Volume 2, Pages 141-151 ; 173
13. FINANCIAL INFORMATION CONCERNING THE COMPANY'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES			
13.1 Historical Financial Information			
Audited historical financial information	Volume 2, Pages 33-78	Volume 2, Pages 33-82	Volume 2, Pages 32-89
Audit reports	Volume 2, Pages 79-80	Volume 2, Pages 77-78	Volume 2, Pages 84-85
Balance sheet	Volume 2, Page 33	Volume 2, Page 33	Volume 2, Page 32
Off-balance sheet	Volume 2, Page 34	Volume 2, Page 34	Volume 2, Page 33
Income statement	Volume 2, Page 35	Volume 2, Page 35	Volume 2, Page 34
Cash flow statement	Volume 2, Pages 76-77	Volume 2, Pages 74-75	Volume 2, Pages 81-82
Accounting policies and explanatory notes	Volume 2, Pages 36-78	Volume 2, Pages 36-76	Volume 2, Pages 35-83
13.2 Consolidated financial statements	Not Applicable	Not Applicable	Not Applicable

	Reference Document 2010	Reference Document 2011	Reference Document 2012
14. ADDITIONAL INFORMATION			
14.2 Memorandum and Articles of Association	Volume 3, Pages 81-88	Volume 3, Pages 67-73	Volume 2, Pages 164-171
14.2.1 The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.	Volume 3, Pages 72-75	Volume 3, Pages 60-63	Volume 2, Pages 156-160
Additional information	Reference Document 2010	Reference Document 2011	Reference Document 2012
Management Report (<i>Rapport de Gestion</i>)	Volume 2, Pages 2-31	Volume 2, Pages 2-30	Volume 2, Pages 5-31
Financial Statements (<i>Comptes Sociaux</i>)	Volume 2, Pages 33-78	Volume 2, Pages 32-76	Volume 2, Pages 32-89
Risk Management Report (<i>Rapport de Gestion des Risques</i>)	Volume 3, Pages 3-55	Volume 3, Pages 3-45	Volume 2, Pages 91-139

5. PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND 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 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.

The historical financial information presented in the Reference document 2010 filed with the AMF under the number D. 11-0214 was the subject of statutory auditors' reports, which contain observations related to changes in accounting methods listed in Volume 2 - page 79.

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 : April 25, 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 (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Supplement visa No. 13-181 on April 25, 2013. This document, the Base Prospectus and the First Supplement 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.