

**SECOND SUPPLEMENT DATED 3 SEPTEMBER 2013  
TO THE BASE PROSPECTUS DATED 26 JUNE 2013**



**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 2013 (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 22 July 2013 (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, as amended (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted visa no. 13-307 on 26 June 2013 on the Base Prospectus and visa no. 13-385 on 22 July 2013 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 (“**General Regulation**”). 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](http://www.foncier.fr)) and on the website of the AMF ([www.amf-france.org](http://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 30 June 2013 of the Issuer and its financial statements (the "**Interim Financial Statements**") which are included in the *Actualisation du Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 29 August 2013 in accordance with Article 212-13 of its General Regulation and registered under number D. 13-0299-A01) and for the purposes of updating Element B.12 of Sections SUMMARY and *RESUME EN FRANÇAIS* (FRENCH SUMMARY) of the Base Prospectus.

To the extent applicable, and provided that the conditions of Article 212-25 I of the AMF's General Regulation are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Second Supplement is published, have the right, according to Article 212-25 II of the AMF's General Regulation, to withdraw their acceptances by no later than 5 September 2013.

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## 1. DOCUMENTS INCORPORATED BY REFERENCE

This Second Supplement incorporates by reference the financial report as of 30 June 2013 of the Issuer and its financial statements (the “**Interim Financial Statements**”) which are included in the *Actualisation du Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 29 August 2013 in accordance with Article 212-13 of its General Regulation and registered under number D. 13-0299-A01). The information incorporated by reference in this Second Supplement shall be read in connection with the following cross-reference list:

<b>Information incorporated by reference</b>	<b><i>Actualisation du Document de Référence</i></b>
	<b>Page number</b>
Management Report	Pages 6 to 19
Balance Sheet	Page 22
Off Balance Sheet	Page 23
Income Statement	Page 23
Cash Flow Statement	Pages 53 to 54
Notes	Pages 24 to 54
Statutory Auditors' Report	Page 55

## 2. UPDATE OF ELEMENT B.12 OF SECTIONS “SUMMARY” AND “RESUME EN FRANÇAIS (FRENCH SUMMARY)” OF THE BASE PROSPECTUS

### 1) SUMMARY

On pages 9 and 10, the last table (“Financial information as at 31 March 2013 and as at 31 March 2012”) in Element B.12 (“Selected historical key financial information”) in the Section titled “SUMMARY” is deleted and replaced with the following table:

<b>The following tables show the key figures related to the balance sheet of the Compagnie de Financement Foncier as at 30 June 2013 and 30 June 2012:</b>					
<b><u>Simplified economic balance sheet at 30 June 2013 (total balance sheet: euro 92.0 billion)</u></b>					
	€ Billion	% Balance sheet		€ Billion	% Balance sheet
<b>Mortgage loans</b>	<b>41.9</b>	<b>45.5%</b>	<b>Privileged resources</b>	<b>77.2</b>	<b>83.8%</b>
Mortgage loans and related items	37.5	40.7%	<i>Obligations foncières</i> at reporting date	77.2	83.8%
European senior residential mortgage-backed securities	4.4	4.8%	Translation difference on obligations foncières	-0.8	-0.9%
<b>Public sector exposure</b>	<b>34.5</b>	<b>37.5%</b>	Other privileged resources	<b>0.7</b>	<b>0.8%</b>
Loans to the Public sector in France	16.0	17.4%	<b>Currency translation difference associated with hedging balance sheet items</b>	<b>0.8</b>	<b>1.0%</b>
Securities from the Public sector abroad	13.3	14.4%	<b>Non-privileged resources</b>	<b>14.0</b>	<b>15.2%</b>
Senior residential securitisation units with public guarantees	5.2	5.6%	Unsecured debt	8.4	9.1%
<b>Replacement values and other assets</b>	<b>15.7</b>	<b>17.0%</b>	Subordinated debt and related items	3.8	4.1%
Replacement values	12.3	13.3%	- of which redeemable subordinated notes / bonds	2.1	2.3%
Other assets	3.4	3.7%	- of which deeply subordinated notes	1.4	1.5%
			Equity, provisions and reserve for general banking risks	1.8	2.0%
			<i>(Capital)</i>	(4.4)	(4.8%)
<b>TOTAL ASSETS</b>	<b>92.0</b>	<b>100.0%</b>	<b>TOTAL LIABILITIES</b>	<b>92.0</b>	<b>100.0%</b>

<b>Simplified economic balance sheet at 30 June 2012 (total balance sheet: euro 107.10 billion)</b>					
	<b>€ Billion</b>	<b>% Balance sheet</b>		<b>€ Billion</b>	<b>% Balance sheet</b>
<b>Mortgage loans</b>	<b>36.29</b>	<b>33.9%</b>	<b>Privileged resources</b>	<b>90.26</b>	<b>84.3%</b>
Mortgage loans and related items	27.20	25.4%	<i>Obligations foncières</i>	89.03	83.1%
European senior residential mortgage-backed securities	9.09	8.5%	Other privileged resources	1.23	1.2%
<b>Public sector exposure</b>	<b>53.61</b>	<b>50.0%</b>	<b>Non-privileged resources</b>	<b>16.84</b>	<b>15.7%</b>
Mortgage loans guaranteed by the French state or a European public institution	10.61	9.9%	Unsecured debt	11.03	10.3%
French Public sector loans	19.94	18.6%	Subordinated debt and related items	4.01	3.7%
International Public sector securities	23.06	21.5%	<i>- of which redeemable subordinated notes/bonds</i>	<i>2.10</i>	<i>2.0%</i>
<b>Replacement values and other assets</b>	<b>17.20</b>	<b>16.1%</b>	<i>- of which deeply subordinated notes</i>	<i>1.37</i>	<i>1.3%</i>
Replacement values	14.14	13.2%	Equity, provisions and reserve for general banking risks	1.80	1.7%
Other assets	3.06	2.9%			
<b>TOTAL ASSETS</b>	<b>107.10</b>	<b>100.0%</b>	<b>TOTAL LIABILITIES</b>	<b>107.10</b>	<b>100.0%</b>
			<i>(Capital)</i>	<i>4.42</i>	<i>4.1%</i>

## 2) RESUME EN FRANÇAIS (FRENCH SUMMARY)

On pages 35 and 36, the last table (*Informations financières au 31 mars 2013 et au 31 mars 2012*) in Element B.12 (*Informations financières sélectionnées*) in the Section titled *RESUME EN FRANÇAIS (FRENCH SUMMARY)* is deleted and replaced with the following table:

**Les tableaux ci-dessous font état des chiffres clés concernant le bilan de la  
Compagnie de Financement Foncier au 30 juin 2013 et au 30 juin 2012:**

**Chiffres clés du bilan au 30 juin 2013 (total bilan : 92,0 Md€)**

	en Md€	% bilan		en Md€	% bilan
<b>Prêts hypothécaires</b>	<b>41,9</b>	<b>45,5%</b>	<b>Ressources privilégiées</b>	<b>77,2</b>	<b>83,8%</b>
Prêts hypothécaires et assimilés	37,5	40,7%	Obligations foncières	77,2	83,8%
Parts senior de titrisation de créances hypothécaires résidentielles européennes	4,4	4,8%	Écart de change sur obligations foncières	-0,8	-0,9%
<b>Expositions secteur public</b>	<b>34,5</b>	<b>37,5%</b>	Autres ressources privilégiées	<b>0,7</b>	<b>0,8%</b>
Prêts au Secteur public en France	16,0	17,4%	<b>Écart de change lié à la couverture des éléments de bilan</b>	<b>0,8</b>	<b>1,0%</b>
Titres du Secteur public à l'étranger	13,3	14,4%	<b>Ressources non privilégiées</b>	<b>14,0</b>	<b>15,2%</b>
Parts senior de titrisation de créances bénéficiant de garanties publiques	5,2	5,6%	Dettes chirographaires	8,4	9,1%
<b>Valeurs de remplacement et autres actifs</b>	<b>15,7</b>	<b>17,0%</b>	Dettes subordonnées et assimilées	3,8	4,1%
Valeurs de remplacement	12,3	13,3%	- dont titres subordonnés remboursables	2,1	2,3%
Autres actifs	3,4	3,7%	- dont titres super subordonnés	1,4	1,5%
			Capitaux propres provisions et FRBG <sup>1</sup>	1,8	2,0%
			(Fonds propres)	(4,4)	(4,8%)
<b>TOTAL ACTIF</b>	<b>92,0</b>	<b>100,0%</b>	<b>TOTAL PASSIF</b>	<b>92,0</b>	<b>100,0%</b>

<sup>1</sup> Fonds pour risques bancaires généraux.

<b>Chiffres clés du bilan au 30 juin 2012 (total bilan : 107,10 Md€)</b>					
	<b>en Md€</b>	<b>% bilan</b>		<b>en Md€</b>	<b>% bilan</b>
<b>Prêts hypothécaires</b>	<b>36,29</b>	<b>33,9%</b>	<b>Ressources privilégiées</b>	<b>90,26</b>	<b>84,3%</b>
Prêts hypothécaires et assimilés	27,20	25,4%	Obligations foncières	89,03	83,1%
Parts senior de titrisation de créances hypothécaires résidentielles européennes	9,09	8,5%	Autres ressources privilégiées	1,23	1,2%
<b>Expositions secteur public</b>	<b>53,61</b>	<b>50,0%</b>	<b>Ressources non privilégiées</b>	<b>16,84</b>	<b>15,7%</b>
Prêts hypothécaires garantis par l'Etat français ou un établissement public européen	10,61	9,9%	Dettes chirographaires	11,03	10,3%
Prêts au secteur public en France	19,94	18,6%	Dettes subordonnées et assimilées	4,01	3,7%
Titres du Secteur public à l'étranger	23,06	21,5%	- dont titres subordonnés remboursables	2,10	2,0%
<b>Valeurs de remplacement et autres actifs</b>	<b>17,20</b>	<b>16,1%</b>	- dont titres super subordonnés	1,37	1,3%
Valeurs de remplacement	14,14	13,2%	Capitaux propres provisions et FRBG <sup>2</sup>	1,80	1,7%
Autres actifs	3,06	2,9%			
<b>TOTAL ACTIF</b>	<b>107,10</b>	<b>100,0%</b>	<b>TOTAL PASSIF</b>	<b>107,10</b>	<b>100,0%</b>
			(Fonds propres)	4,42	4,1%

<sup>2</sup> Fonds pour risques bancaires généraux.

### 3. PERSON 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:

Thierry Dufour

*Président Directeur Général / Chairman and C.E.O.*

Duly authorised

on 3 September 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 the visa no. 13-471 on 3 September 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.