

**THIRD SUPPLEMENT DATED 6 APRIL 2010  
TO THE BASE PROSPECTUS DATED 3 JULY 2009**



**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 third supplement (the “**Third Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 3 July 2009 (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**”), the first supplement dated 2 September 2009 (the “**First Supplement**”) and the second supplement dated 25 February 2009 (the “**Second Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted visa no. 09-214 on 3 July 2009 on the Base Prospectus, visa no 09-247 on 2 September 2009 on the First Supplement and visa no 10-033 on 25 February 2009 on the Second Supplement.

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

Application has been made to the AMF in France for approval of this Third 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 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.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus, the First Supplement and the Second 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 and the Second Supplement. To the extent that there is any inconsistency between (a) any statements in this Third Supplement and (b) any other statement in, or incorporated in, the Base Prospectus as supplemented by the First Supplement and the Second Supplement, the statements in (a) above will prevail.

Copies of this Third 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 website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

This Third 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 the *Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 1<sup>st</sup> April 2010 in accordance with Article 212-13 of its general regulation and registered under number D.10-0207 which contains the financial report as of 31 December 2009 of the Issuer and its financial statements (the "**2009 Annual Financial Statements**").

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## 1. 2009 ANNUAL FINANCIAL STATEMENTS

This Third Prospectus Supplement incorporates by reference the *Document de Référence* of the Compagnie de Financement Foncier (filed with the AMF on 1<sup>st</sup> April 2010 in accordance with Article 212-13 of its general regulation and registered under number D.10-0207 ) which contains the financial report as of 31 December 2009 of the Issuer and its financial statements (the “**2009 Annual Financial Statements**”) contained in as follows:

| Information incorporated by reference | <i>Document de Référence</i> Page number |
|---------------------------------------|--|
| Management Report                     | Volume 2 Pages 3 to 29                   |
| Balance Sheet                         | Volume 2 Page 31                         |
| Off Balance Sheet                     | Volume 2 Page 32                         |
| Income Statement                      | Volume 2 Page 33                         |
| Cash Flow Statement                   | Volume 2 Pages 72 to 73                  |
| Notes                                 | Volume 2 Pages 31 to 74                  |
| Statutory Auditors' Report            | Volume 2 Pages 75 to 76                  |

Any information not listed in the cross-reference list above but included in the document incorporated by reference is given for information purposes only.

## PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD 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 Third Supplement (when read together with the Base Prospectus as supplemented by the First Supplement and the Second 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

Date : 6 April 2010



### ***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 Third Supplement the visa no. 10-082 on 6 April 2010. 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.