

Final Terms dated 14 May 2014

CAISSE FRANÇAISE DE FINANCEMENT LOCAL
(the “Issuer”)

Euro 75,000,000,000
Euro Medium Term Note Programme
for the issue of *Obligations Foncières*
Due from one month from the date of the original issue

SERIES NO: 2014-4
TRANCHE NO: 1

Euro 114,000,000 Step Up Fixed Rate *Obligations Foncières* due 16 May 2034

Issue Price: 99.50 per cent.

Manager

MORGAN STANLEY

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 26 June 2013 which received visa n°13-306 from the *Autorité des marchés financiers* (the “AMF”) on 26 June 2013 and the supplements to the Base Prospectus dated 24 July 2013, 4 September 2013, 12 December 2013, 2 January 2014, 2 April 2014 and 30 April 2014 which respectively received visas n°13-415, n°13-475, n°13-673, n°14-001, n°14-122 and n° 14-172 from the AMF on 24 July 2013, 4 September 2013, 12 December 2013, 2 January 2014, 2 April 2014 and 30 April 2014 (the “Supplements”) which together constitutes a base prospectus for the purposes of the Directive 2003/71/EC, as amended by Directive 2010/73/EU (the “Prospectus Directive”).

This document constitutes the Final Terms of the *Obligations Foncières* described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the *Obligations Foncières* is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplement(s) are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.caissefrancaisedefinancementlocal.fr) and copies may be obtained from Caisse Française de Financement Local, 1, passerelle des Reflets, TSA 42206 - 92919 La Défense Cedex, France.

1	Issuer:	Caisse Française de Financement Local
2	(i) Series Number:	2014-4
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“€”)
4	Aggregate Nominal Amount:	
	(i) Series:	€114,000,000
	(ii) Tranche:	€114,000,000
5	Issue Price:	99.50 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	€100,000
7	(i) Issue Date:	16 May 2014
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	16 May 2034
9	Interest Basis:	Fixed Rate with Step Up <i>(further particulars specified below at item 14)</i>
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the <i>Obligations Foncières</i> will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not Applicable
12	Call Options:	Issuer Call <i>(further particulars specified below at item 22)</i>

- 13 (i) Status of the *Obligations Foncières*: *Obligations Foncières*
- (ii) Dates of the corporate authorisations for issuance of *Obligations Foncières* obtained: Decision of the *Directoire* of Caisse Française de Financement Local dated 7 May 2014 deciding the issue of the *Obligations Foncières* and authorizing Mr Gilles Gallerne, President or Mrs Caroline GRUSON, its *Directeur Général* to sign and execute all documents in relation to the issue of the *Obligations Foncières*

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14 **Fixed Rate *Obligation Foncière* Provisions** Applicable
- (i) Rate(s) of Interest: 2.68 per cent per annum payable annually in arrear for the period from and including the Issue Date to but excluding 16 May 2028 (“the First Fixed Rate Period”)
- 3.40 per cent per annum payable annually in arrear for the period from and including 16 May 2028 to but excluding the Maturity Date (“the Second Fixed Rate Period”)
- (ii) Interest Payment Date(s): 16 May in each year, not adjusted
- (iii) Fixed Coupon Amount (s): €2,680 per €100,000 in nominal amount in respect of the First Fixed Rate Period
- €3,400 per €100,000 in nominal amount in respect of the Second Fixed Rate Period
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction (Condition 5(a)): 30/360
- (vi) Determination Date(s) (Condition 5(a)): Not Applicable
- (vii) Business Day Convention: Not Applicable
- (viii) Business Centre(s): TARGET
- 15 **Floating Rate Provisions** Not Applicable
- 16 **Zero Coupon *Obligation Foncière* Provisions** Not Applicable
- 17 **Inflation Linked Interest *Obligation Foncière* Provisions** Not Applicable
- 18 **Index Formula** Not Applicable
- 19 **TEC10 Formula** Not Applicable
- 20 **CPI Formula** Not Applicable
- 21 **HICP Formula** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 22 **Call Option** Applicable

- (i) Optional Redemption Date(s): The Issuer has the right to call the *Obligations Foncières*, in whole but not in part, at par on 16 May 2028, subject to the Notice Period
- (ii) Optional Redemption Amount(s) of each €100,000 per *Obligation Foncière* of €100,000 *Obligation Foncière* and method, if any, of calculation of such amount(s):
- (iii) If redeemable in part: Not Applicable
- (iv) Option Exercise Date(s): Not Applicable
- (v) Notice period: The Issuer shall give notice of its intention to redeem the *Obligations Foncières* not less than 5 TARGET Business Days prior to the Optional Redemption Date

23 Final Redemption Amount of each *Obligation Foncière* €100,000 per *Obligation Foncière* of €100,000 *Foncière*

Inflation Linked *Obligations Foncières* – Provisions Not Applicable relating to the Final Redemption Amount:

24 Early Redemption Amount

Early redemption for taxation reasons: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE *OBLIGATIONS FONCIÈRES*

25 Form of *Obligations Foncières*: Dematerialised *Obligations Foncières*

- (i) Form of Dematerialised *Obligations Foncières*: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable

26 Financial Centre(s) (Condition 7(g)) or other TARGET special provisions relating to Payment Dates:

- (i) Adjusted Payment Date (Condition 7(g)): The next following business day

27 Talons for future Coupons to be attached to definitive Materialised *Obligations Foncières* (and dates on which such Talons mature): Not Applicable

28 Redenomination, renominatisation and reconventioning provisions: Not Applicable

29 Consolidation provisions: Not Applicable

30 Representation of holders of *Obligations Foncières Masse* (Condition 10) Contractual *Masse* shall apply

Name and address of the Representative:

MASSQUOTE S.A.S.U.

RCS 529 065 880 Nanterre
7 bis rue de Neuilly
F-92110 Clichy
Mailing address:
33, rue Anna Jacquin
92100 Boulogne Billancourt
France
Represented by its Chairman

Name and address of the alternate Representative:

Gilbert Labachotte
8 Boulevard Jourdan
75014 Paris

The Representative will receive a remuneration of €450
(VAT excluded) per year.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the *Obligations Foncières* described herein pursuant to the Euro 75,000,000,000 Euro Medium Term Note Programme of Caisse Française de Financement Local.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Duly represented by:


Caroline GRUSON

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the *Obligations Foncières* to be listed and admitted to trading on the Official List of the Luxembourg Stock Exchange with effect from 16 May 2014.
- (ii) Estimate of total expenses related to admission to trading: €10,600

2. RATINGS

Ratings: Applicable

The *Obligations Foncières* to be issued are expected to be rated:

S & P: AA+

Moody's: Aaa

Fitch: AA+

Each of S&P, Moody's and Fitch is established in the European Union and is registered under Regulation (EU) N° 1060/2009 (as amended) (the "**CRA Regulation**"). Each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Security and Markets Authority on its website (www.esma.europa.eu/page/List-registered-and-certified-CRAs).

3. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *privilège* defined in Article L.513-11 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous attestations and that the coverage ratio of the Issuer is compliant with the minimum overcollateral ratio specified in Article R.515-7-2 of the French Monetary and Financial Code.

4. NOTIFICATION

The *Autorité des marchés financiers* in France has provided the *Commission de surveillance du secteur financier* with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers in connection with the Issue of *Obligations Foncières*, so far as the Issuer is aware, no person involved in the offer of the *Obligations Foncières* has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the *Obligations Foncières* will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: €113,202,000

(iii) Estimated total expenses: €10,600

7. Fixed Rate Obligations Foncières only – YIELD

Indication of yield: 2.886 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price and assumes that the Issuer does not exercise the Call Option. It is not an indication of future yield.

8. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated: Not Applicable

(iii) If non-syndicated, name of Manager: Morgan Stanley & Co. International plc

(iv) US Selling Restrictions (Categories of Reg. S Compliance Category 1 applies to the *Obligations Foncières*; potential investors to which the TEFRA not applicable *Obligations Foncières* are offered):

11. OPERATIONAL INFORMATION

ISIN Code: FR0011907963

Common Code: 106714088

Depositories:

(i) Euroclear France to act as Central Yes
Depository:

(ii) Common Depository for Euroclear Bank No
S.A./N.V. and Clearstream, Luxembourg:

Any clearing system(s) other than Euroclear Not Applicable
and Clearstream, Luxembourg and the relevant
identification number(s):

Delivery: Delivery against payment

Name and address of the Calculation Agent: Not Applicable

Names and addresses of additional Paying Not Applicable
Agent(s) (if any):