

SECOND SUPPLEMENT DATED 2 APRIL 2009 TO THE BASE PROSPECTUS DATED 22 MAY 2008

SOCIÉTÉ GÉNÉRALE SCF
(duly licensed French credit institution)

€25,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME
FOR THE ISSUE OF *OBLIGATIONS FONCIÈRES*

This supplement (the "**Second Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 22 May 2008 and the First Supplement dated 14 November 2008, which together constitute, (the "Base Prospectus") prepared with respect to the €25,000,000,000 Euro Medium Term Note Programme (the "Programme") for the issue, from time to time, subject to compliance with all relevant laws, regulations and directives, of *obligations foncières* (the "Notes") by Société Générale SCF (the "**Issuer**"). Notes issued under the Programme are admitted to trading on the Regulated Market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange. Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Second Supplement.

On 22 May 2008, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus as a base prospectus for the purposes of article 5.4 of Directive 2003/71/EC of 4 November 2003 (the "**Prospectus Directive**") in its capacity as competent authority in Luxembourg under the *loi relative aux prospectus pour valeurs mobilières* dated 10 July 2005 which implements the Prospectus Directive in Luxembourg (the "**Luxembourg Law**"). Application has been made to the CSSF for approval of this Second Supplement as a supplement to the Base Prospectus for the purposes of article 16 of the Prospectus Directive and article 13 of Luxembourg Law.

This Second Supplement has been prepared for the purposes of incorporating by reference in the Base Prospectus the audited annual financial statements of the Issuer for the financial year ended 31 December 2008 (the "**Annual Financial Statements**") and the auditors' report thereon which have been previously filed with the CSSF.

The information incorporated by reference in the Base Prospectus by this Second Supplement shall be read in connection with the cross reference list below. Any information not listed in the cross reference list but included in the document incorporated by reference is given for information purposes only.

Cross-reference list

INFORMATION INCORPORATED BY REFERENCE (Annex IX of the European Regulation 809/2004/EC)	REFERENCE
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Annual Financial Statements for the period ended 31 December 2008	Annual Financial Statements
Balance Sheet relating to the above	Annual Financial Statements pages 3 and 4
Income Statement relating to the above	Annual Financial Statements page 6
Off-Balance Sheet relating to the above	Annual Financial Statements page 8
Accounting Principles relating to the above	Annual Financial Statements pages from 10 to 13
Notes relating to the above	Annual Financial Statements pages from 15 to 25
Auditor's report relating to the above	Provided separately

Copies of the Base Prospectus, this Second Supplement, the Annual Financial Statements and the auditors' report thereon incorporated by reference in the Base Prospectus by this Second Supplement may be obtained, without charge on request, at the principal office of Issuer and the Paying Agents set out at the end of the Base Prospectus during normal business hours so long as any of the Notes are outstanding. Such documents will also be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Second Supplement is in accordance with the facts and contains no omission likely to affect its import.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statement in (a) above shall prevail.

In accordance with article 16.2 of the Prospectus Directive and article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Notes before first publication of this Second Supplement have the right, exercisable within a time limit of two working days after the publication of this Second Supplement, to withdraw their acceptances.