

THIRD SUPPLEMENT DATED 7 APRIL 2011  
TO THE BASE PROSPECTUS DATED 3 JUNE 2010

**SOCIÉTÉ GÉNÉRALE SCF**  
**€ 15,000,000,000**  
**EURO MEDIUM TERM NOTE PROGRAMME**  
for the issue of *Obligations Foncières*



**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 Supplement to the Base Prospectus the *visa* No. 11-096 on 7 April 2011. This document 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.

This Supplement completes and modifies:

- the Base Prospectus approved by the AMF on 3 June 2010 under n° 10-159.
- the first Supplement to the Base Prospectus approved by the AMF on 4 October 2010 under the *visa* No. 10-349.
- the second Supplement to the Base Prospectus approved by the AMF on 14 January 2011 under the *visa* No. 11-014.

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## DOCUMENTS INCORPORATED BY REFERENCE

*The section "Documents incorporated by reference" is cancelled and replaced as follows :*

This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously or simultaneously published and filed with the AMF and which are incorporated in, and shall be deemed to form part of, this Base Prospectus:

- the "SG SCF – Rapport des commissaires aux comptes sur les comptes annuels - Exercice clos le 31 décembre 2010" (the "**2010 Auditors' Report**") and the "Etats Financiers au 31 décembre 2010" (the "**2010 Annual Accounts**") (both in the French language) (together, the "**2010 Financial Statements**"); and
- the "SG SCF – Rapport des commissaires aux comptes sur les comptes annuels - Exercice clos le 31 décembre 2009" (the "**2009 Auditors' Report**") and the "Etats Financiers au 31 décembre 2009" (the "**2009 Annual Accounts**") (both in the French language) (together, the "**2009 Financial Statements**").

Any document incorporated by reference in this Base Prospectus may be obtained, without charge upon request, at the principal office of the Issuer and the Paying Agent(s) set out at the end of this Base Prospectus during normal business hours so long as any of the Notes are outstanding. Such document will be published on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.investisseur.socgen.com](http://www.investisseur.socgen.com)).

The information incorporated by reference in this Base Prospectus 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.

The section "Cross-reference list" is cancelled and replaced as follows:

**Cross-reference list**

<b>INFORMATION INCORPORATED BY REFERENCE</b> (Annex IX of the European Regulation 809/2004/EC)	<b>REFERENCE</b>
<b>11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>	
<b><u>11.1 Historical financial information</u></b>	
	<b><i>2010 Financial Statements</i></b>
- <b>Balance sheet</b>	Pages 3 to 4 to the 2010 Annual Accounts
- <b>Profit and loss account</b>	Page 6 to the 2010 Annual Accounts
- <b>Off Balance sheet</b>	Page 8 to the 2010 Annual Accounts
- <b>Notes relating to the above</b>	Pages 15 to 26 to the 2010 Annual Accounts
- <b>Auditor's report relating to the above</b>	Pages 1 to 3 to the 2010 Auditors' Report
	<b><i>2009 Financial Statements</i></b>
- <b>Balance sheet</b>	Pages 3 to 4 to the 2009 Annual Accounts
- <b>Profit and loss account</b>	Page 6 to the 2009 Annual Accounts
- <b>Off Balance sheet</b>	Page 8 to the 2009 Annual Accounts
- <b>Notes relating to the above</b>	Pages 10 to 26 to the 2009 Annual Accounts
- <b>Auditor's report relating to the above</b>	Pages 1 to 3 to the 2009 Auditors' Report

**Person assuming responsibility for the Supplement to the Base Prospectus**

I declare, after taking all reasonable measures for this purpose and to the best of my knowledge, that the information contained in this Supplement to the Base Prospectus is in accordance with the facts and that it makes no omission likely to affect its import.

Paris, 7 April 2011,

*On behalf of Issuer*

**Société Générale SCF**

Vincent Robillard

Deputy Chief Executive Officer (*Directeur général délégué*)