

**BPCE SFH
INVESTOR REPORT
JUNE 2014**

Asset Cover Test

Date of the Asset Cover Test		25/06/2014
$R = \frac{\text{Adjusted Aggregate Asset Amount (AAAA)}}{\text{Aggregate Covered Bond Outstanding Principal}}$ $(AAAA) = A + SA + PI - (HC + NC)$		
R	Asset Cover Ratio	1,22530
	Adjusted Aggregate Asset Amount (AAAA)	24 585 592 736
	Aggregate Notes Outstanding Principal Amount	20 065 000 000
ASSET COVER TEST RESULT (PASS/FAIL)		PASS
A	A = min((a);(b))	25 769 573 956
(a)	Aggregate Adjusted Home Loan Outstanding Principal Amount	28 258 899 470
(b)	(i) * (ii)	25 769 573 956
	(i) Aggregate Unadjusted Home Loan Outstanding Principal Amount	28 954 577 479
	(ii) Asset Percentage	89,0%
SA	Substitution Assets ¹	
PI	Permitted Investments ²	
HC	Payments due under Issuer Hedging Agreement ³	
NC	NC = WAM * ACBOPA * CC ⁴	1 183 981 220
	WAM (Years)	5,90
	Aggregate Covered Bond Outstanding Principal Amount (ACBOPA)	20 065 000 000
	Carrying Cost (CC)	1,0%

Syndicated Covered Bond Issues

Name of Series	Outstanding Principal Amount	Scheduled Maturity Date	Remaining Maturity (Years)
1	2 800 000 000	12/05/2016	1,88
2	2 800 000 000	13/09/2021	7,22
5	1 350 000 000	20/02/2019	4,65
6	1 850 000 000	23/03/2022	7,74
7	500 000 000	24/01/2024	9,58
10	1 485 000 000	16/02/2017	2,64
12	685 000 000	20/03/2018	3,74
21	1 430 000 000	28/02/2018	3,67
23	1 000 000 000	29/11/2019	5,43
43	1 345 000 000	17/09/2020	6,23
48	1 350 000 000	29/11/2023	9,43
57	1 900 000 000	30/01/2020	5,60
	18 495 000 000		

Private Placements of Covered Bonds

Outstanding Principal Amount	WA Remaining Maturity (Years)
1 570 000 000	7,98

Total Outstanding Covered Bond Issues	20 065 000 000
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¹ **Substitution Assets** means any *valeur de remplacement* of the Lender, within the meaning, and complying with the provisions, of Articles L.515-17 and R.515-7 of the FMFC, and which is not a Permitted Investment.

² **Permitted Investments** means any *valeur de remplacement* of the Lender, within the meaning, and complying with the provisions, of Articles L.515-17 and R.515-7 of the FMFC. Substitution Assets will be valued using the same methodology as the specific controller of the Lender, which is denominated in Euro and falls into one of the following categories:

- (a) deposits denominated in Euro made with a credit institution whose registered office is located in a member state either of the European Economic Area or of the Organisation for Economic Co-operation and Development ("OECD"), with the exception of investment firms, having a rating no lower than A+ (long term) (or A (long term), but in that case, together with A-1 (short term)) by S&P and P-1 (short term) by Moody's, and which may be repaid or withdrawn at any moment at the request of the Issuer in order to make sums available within twenty-four (24) hours at the latest, having a remaining maturity date of thirty (30) days or less and mature at least one (1) Business Day prior to the next Payment Date;
- (b) French treasury bonds (bons du Trésor) having a remaining maturity date of thirty (30) days or less and mature at least one (1) Business Day prior to the next Payment Date and having a rating no lower than A+ (long term) (or A (long term), but in that case, together with A-1 (short term)) by S&P and P-1 (short term) by Moody's;
- (c) debt instruments referred to in paragraph 2 of Article D. 214-94 of the Financial Code and denominated in Euro, provided that:
 - (i) they are traded on a regulated market located in a country that is party to the agreement on the European Economic Area, with the exception of securities giving access directly or indirectly to the share capital of a company;
 - (ii) they have a fixed principal amount at maturity;
 - (iii) they are not interest-only strips;
 - (iv) they are not purchased at a premium over par;
 - (v) they are not issued by mutual funds or any securitisation special purpose vehicle; and
 - (vi) they have a remaining maturity date of thirty (30) days or less and mature at least one (1) Business Day prior to the next Payment Date and having a rating no lower than A+ (long term) (or A (long term), but in that case, together with A-1 (short term)) by S&P and P-1 (short term) by Moody's;
- (d) negotiable debt instruments (titres de créances négociables) being denominated in Euro and provided they have the characteristics specified in sub-paragraphs (ii) to (v) of paragraph (c) above, having a remaining maturity date of thirty (30) days or less and mature at least one (1) Business Day prior to the next Payment Date and having a rating no lower than A+ (long term) (or A (long term), but in that case, together with A-1 (short term)) by S&P and P-1 (short term) by Moody's; or
- (e) units or shares of units in undertakings for collective investment in transferable securities (organismes de placement collectifs en valeurs mobilières) invested mainly in debt instruments referred to in paragraphs (b), (c) and (d) above, being denominated in Euro, having a remaining maturity date of thirty (30) days or less and mature at least one (1) Business Day prior to the next Payment Date and having a daily liquidity.

³ **HC, Hedging Costs**, is equal to : (i) zero before the issuer enters into any hedging agreement; and (ii) otherwise, an amount equal to the payments due under the issuer hedging agreements (plus interest) within the period between two interest payment dates, plus two months preceding the relevant ACT date.

⁴ **NC, Negative Carry**, is the weighted-average maturity of all covered bonds outstanding (subject to a floor of one year), multiplied by the euro equivalent covered bonds' aggregate principal amount outstanding multiplied by 1%.

Investor Report June 2014

Cut-off Date	31/05/2014
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ISSUER OVERVIEW

Covered Bond Issuer

UCITS compliant (Yes / No) ?	Yes
CRR 4 compliant (Yes / No) ?	Yes ⁽¹⁾

⁽¹⁾ As defined by the Article 129 in :

"REGULATION (EU) No 575/2013 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 26 June 2013"

Coverage of Liquidity Needs	Consequences
Cover 180 days of liquidity needs	BPCE assures at any time the BPCE SFH treasury needs over a 180 days period, taking into account the projected flows of principal and interest of its assets and the amounts pertaining to the term financial instruments included in the article L.515 – 18 (swap agreements).

Rating Triggers

Commitment	Trigger (rating below)		Consequences	Counterparty	Current ratings		Breached
	S&P	Moody's			S&P	Moody's	
Collection Loss Reserve	A (LT)	P-1 (ST)	Fund a reserve with a cash amount equal to the collections received by the Guarantors under the Home Loans granted as Collateral Security during the preceding 2.5 calendar months (within 10 Business Days following the occurrence of a Collection Loss Trigger Event).	Groupe BPCE	A (LT) A-1 (ST)	A2 (LT) P-1 (ST)	No
Hedging Agreements	A	A2	The Lender (BPCE SFH) shall find an Eligible Hedging Provider agreeing to enter into (a) any Issuer Hedging Transaction (as defined in the Hedging Letter) with in 30 Business Days and (b) any Borrower Hedging Transaction (as defined in the Hedging Letter) with BPCE with in 30 Business Days.	<p>Eligible Hedging Provider means a financial institution which:</p> <p>a - is permitted to enter into derivative contracts with French residents;</p> <p>b - (i) rated at least at the Hedging Required Rating or (ii) guaranteed by guarantor rated at least at the Hedging Required Rating or (iii) provide collateral for its obligations under the relevant Hedging Agreement and taken any remedial action required by Rating Agencies.</p>	A	A2	No
			Any cost and expenses to enter into such Hedging Agreements, including any balance in cash amount (soulte) shall be paid by the Groupe BPCE				
Account Bank	A	A2(LT) and P-1 (ST)	The Issuer will terminate the appointment of the Management and Recovery Agent as account bank with in 60 calendar days, provided that the following conditions are satisfied: (a) a substitute account bank has been effectively appointed by the Issuer; (b) the substitute account bank have at least the Account Banks Required Ratings; (c) the relevant bank accounts of the Issuer have been transferred in the books of a substitute account bank; and (d) such substitutions shall comply with all applicable laws and regulations.	Groupe BPCE	A	A2 (LT) P-1 (ST)	No
Servicer Replacement	BBB	Baa2	The Lender (BPCE SFH) shall appoint within 30 days a Substitute Servicer rated at least BBB or Baa1	Groupe BPCE	A	A2	No

COLLATERAL DESCRIPTION asset report date June 2014

A] Overview data

Total outstanding current balance	28 954 577 479 €
Number of loans	554 597
Number of borrowers	459 964
Average Loan balance	52 208 €
Weighted Average Seasoning in months	59
Weighted Average Remaining term in months	175
% of fixed rate home loans	93,53%
% of variable rate home loans with a cap	5,83%
% of variable rate home loans without a cap	0,64%
Weighted Average Current LTV	67,88%
Weighted Average Current Indexed LTV	65,30%

B] Portfolio breakdowns

1. Breakdown by Outstanding balance

Total Loan Balance in Min €			Unindexed LTV Range								
Outstanding Balance (EUR)	Total Loan Balance In Min €	Total Loan Balance in %	[0% ; 40%]	[40% ; 50%]	[50% ; 60%]	[60% ; 70%]	[70% ; 80%]	[80% ; 85%]	[85% ; 90%]	[90% ; 95%]	[95% ; 100%]
] 0 ; 25 000]	2 641,3	9,12%	1 281,3	223,2	192,2	191,3	237,2	145,3	158,6	149,5	62,8
] 25 000 ; 50 000]	3 806,4	13,15%	1 146,0	557,0	522,0	430,4	371,4	198,4	213,2	225,7	142,4
] 50 000 ; 75 000]	4 242,7	14,65%	686,0	490,3	612,0	655,8	627,8	313,0	333,0	318,4	206,4
] 75 000 ; 100 000]	4 249,9	14,68%	397,6	343,7	477,4	643,0	798,9	435,5	447,8	417,5	288,3
] 100 000 ; 125 000]	3 724,9	12,86%	227,1	230,3	335,5	484,7	734,7	465,0	498,6	467,8	281,1
] 125 000 ; 150 000]	2 988,6	10,32%	139,1	165,0	232,2	324,4	534,8	406,1	454,9	454,0	278,2
] 150 000 ; 175 000]	2 168,4	7,49%	86,8	114,9	167,5	233,7	378,3	278,8	351,1	332,6	224,6
] 175 000 ; 200 000]	1 505,7	5,20%	60,7	76,5	119,4	157,5	262,8	194,6	238,1	234,8	161,4
] 200 000 ; 250 000]	1 752,1	6,05%	71,4	85,0	138,7	198,5	286,9	226,8	288,0	285,1	171,8
] 250 000 ; 500 000]	1 858,5	6,42%	88,7	116,7	161,0	242,6	320,5	235,4	291,7	249,2	152,8
] 500 000 ; 1 000 000]	16,2	0,06%	0,0	0,0	0,0	0,0	0,0	1,0	3,7	7,3	4,3
> 1 000 000	0,0	0,00%	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

2. Breakdown by year of Origination

Total Loan Balance in Min €			Unindexed LTV Range								
Year of Origination	Total Loan Balance In Min €	Total Loan Balance in %	[0% ; 40%]	[40% ; 50%]	[50% ; 60%]	[60% ; 70%]	[70% ; 80%]	[80% ; 85%]	[85% ; 90%]	[90% ; 95%]	[95% ; 100%]
Prior to 2001	895,1	3,09%	679,7	135,0	48,5	21,0	8,1	1,2	1,0	0,4	0,3
2001 - 2003	2 260,2	7,81%	894,7	440,4	530,8	296,7	91,6	4,7	0,6	0,4	0,5
2004 - 2006	5 331,9	18,41%	967,7	677,1	852,9	1 121,3	1 157,3	381,8	141,7	23,0	9,1
2007 - 2009	7 587,8	26,21%	785,1	493,9	650,6	961,5	1 561,3	1 179,5	1 225,6	624,9	105,5
2010 - 2013	12 879,5	44,48%	857,5	656,3	874,9	1 161,3	1 735,1	1 332,7	1 909,8	2 493,2	1 858,8
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

3. Seasoning

Total Loan Balance in Mln €			Unindexed LTV Range								
Seasoning (in months)	Total Loan Balance in Mln €	Total Loan Balance in %	[0% ; 40%]	40% ; 50%]	50% ; 60%]	60% ; 70%]	70% ; 80%]	80% ; 85%]	85% ; 90%]	90% ; 95%]	95% ; 100%]
< 12	1 763,5	6,09%	72,1	68,5	105,7	136,2	182,7	128,1	188,9	323,3	558,0
>= 12 - < 24	4 436,4	15,32%	322,2	246,4	310,5	379,9	555,7	389,0	595,8	768,2	868,8
>= 24 - < 36	4 728,1	16,33%	357,5	254,1	342,2	466,1	709,3	552,8	773,5	960,1	312,6
>=36 - < 60	7 039,3	24,31%	574,9	389,0	524,9	789,1	1 307,8	1 077,5	1 264,6	945,8	165,7
>= 60	10 987,4	37,95%	2 858,0	1 444,6	1 674,4	1 790,5	1 798,0	752,5	455,9	144,5	69,1
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

4. Breakdown by Remaining Term

Total Loan Balance in Mln €			Unindexed LTV Range								
Remaning Term (years)	Total Loan Balance in Mln €	Total Loan Balance in %	[0% ; 40%]	40% ; 50%]	50% ; 60%]	60% ; 70%]	70% ; 80%]	80% ; 85%]	85% ; 90%]	90% ; 95%]	95% ; 100%]
<= 5 years	2 105,2	7,27%	1 597,7	187,7	86,2	61,4	70,0	40,0	34,9	23,9	3,5
] 5 ; 10]	5 701,2	19,69%	1 524,7	1 066,1	1 149,7	738,3	506,6	203,8	209,0	207,9	95,2
] 10 ; 15]	6 964,2	24,05%	714,3	622,3	853,3	1 364,9	1 425,3	663,3	552,8	457,6	310,4
] 15 ; 20]	7 060,3	24,38%	260,2	369,5	558,9	837,7	1 556,6	1 050,5	1 067,3	793,5	566,1
] 20 ; 30]	7 123,8	24,60%	87,6	157,0	309,7	559,4	994,9	942,3	1 414,6	1 659,1	999,0
] 30 ; ...]	0,0	0,00%	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

5. Loan Purpose

Total Loan Balance in Mln €			Unindexed LTV Range								
Loan Purpose	Total Loan Balance in Mln €	Total Loan Balance in %	[0% ; 40%]	40% ; 50%]	50% ; 60%]	60% ; 70%]	70% ; 80%]	80% ; 85%]	85% ; 90%]	90% ; 95%]	95% ; 100%]
Purchase	21 949,9	75,81%	3 190,9	1 859,3	2 269,4	2 712,6	3 497,6	2 257,7	2 546,5	2 300,6	1 315,3
Renovation	597,9	2,06%	78,7	50,6	67,3	79,0	99,0	59,9	66,0	65,2	32,3
Construction	5 009,0	17,30%	860,9	449,4	567,4	697,8	836,8	471,3	484,3	447,3	193,9
Refinancing	997,8	3,45%	46,3	36,5	45,6	62,4	95,6	88,1	136,8	217,2	269,4
Other / No Data	400,0	1,38%	7,7	6,9	8,1	10,1	24,4	23,1	45,0	111,6	163,2
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

6. Occupancy Type

Total Loan Balance in Min €			Unindexed LTV Range								
Occupancy Type	Total Loan Balance in Min €	Total Loan Balance in %	[0% ; 40%]	40% ; 50%]	50% ; 60%]	60% ; 70%]	70% ; 80%]	80% ; 85%]	85% ; 90%]	90% ; 95%]	95% ; 100%]
Owner Occupied	24 031,0	83,00%	3 676,5	2 046,7	2 500,7	2 935,9	3 686,4	2 321,0	2 653,7	2 545,8	1 664,4
Buy to let	4 277,7	14,77%	378,5	285,8	378,8	534,6	764,5	526,1	570,8	551,2	287,4
Vacation / second home	645,9	2,23%	129,6	70,1	78,2	91,2	102,5	52,9	54,2	44,9	22,4
Other / No Data	0,0	0,00%	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

7. Employment Type

Total Loan Balance in Min €			Unindexed LTV Range								
Employment Type	Total Loan Balance in Min €	Total Loan Balance in %	[0% ; 40%]	40% ; 50%]	50% ; 60%]	60% ; 70%]	70% ; 80%]	80% ; 85%]	85% ; 90%]	90% ; 95%]	95% ; 100%]
Employed	18 281,1	63,14%	2 479,2	1 458,1	1 825,1	2 236,9	2 909,1	1 851,4	2 103,4	2 089,8	1 328,1
Protected life-time employment	4 460,8	15,41%	602,2	353,0	442,1	540,3	675,4	444,1	532,9	519,9	351,1
Self employed	4 218,6	14,57%	605,6	382,7	479,3	556,2	698,8	448,6	468,4	381,8	197,1
Retired	742,9	2,57%	290,5	98,9	88,0	81,3	73,1	37,3	32,4	26,4	15,0
Unemployed	1 251,1	4,32%	207,0	109,9	123,4	147,1	197,0	118,5	141,5	124,0	82,8
Other / No Data	0,1	0,00%	0,0	0,0	0,0	0,0	0,1	0,0	0,0	0,0	0,0
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

8. Unindexed LTV Ranges Distribution

Unindexed LTV ranges	Total Loan Balance in Min €	Number of Loans
0 - <= 40%	4184,6	184 607
> 40% - <= 50%	2402,6	49 175
> 50% - <= 60%	2957,7	52 711
> 60% - <= 70%	3561,8	56 359
> 70% - <= 80%	4553,5	66 728
> 80% - <= 85%	2899,9	39 422
> 85% - <= 90%	3278,6	42 550
> 90% - <= 95%	3141,9	40 163
> 95% - <= 100%	1974,1	22 882
Total	28 954,6	554 597

9. Geographic Distribution

Total Loan Balance in Mln €		Unindexed LTV Range									
Region	Total Loan Balance in Mln €	Total Loan Balance in %	[0% ; 40%]	[40% ; 50%]	[50% ; 60%]	[60% ; 70%]	[70% ; 80%]	[80% ; 85%]	[85% ; 90%]	[90% ; 95%]	[95% ; 100%]
Alsace	854,5	2,95%	115,6	61,5	76,7	94,4	136,0	96,3	121,1	95,0	58,0
Aquitaine	1 586,5	5,48%	196,8	122,5	154,0	193,9	261,8	167,0	200,0	195,4	95,1
Auvergne	649,9	2,24%	86,8	53,9	71,7	88,4	107,9	57,5	68,9	66,6	48,3
Basse-Normandie	610,2	2,11%	58,8	39,2	52,9	71,3	96,8	60,6	71,8	86,6	72,3
Bourgogne	878,9	3,04%	104,8	65,9	91,5	106,2	148,6	90,0	100,9	95,0	76,1
Bretagne	1 018,1	3,52%	153,3	88,4	118,9	137,8	163,9	88,5	98,9	103,4	65,1
Centre	867,8	3,00%	153,4	78,5	87,8	98,0	124,2	83,3	93,1	102,9	46,6
Champagne-Ardenne	359,1	1,24%	52,6	32,1	40,9	45,5	52,5	37,7	41,2	36,4	20,3
Corse	195,4	0,67%	24,0	14,0	18,7	24,6	31,7	19,6	20,2	24,6	18,0
Département d'Outre-Mer	289,5	1,00%	20,3	18,4	23,4	31,6	51,7	41,6	47,0	37,3	18,3
Franche-Comté	550,9	1,90%	72,1	39,7	55,4	72,1	91,9	58,7	63,1	61,4	36,6
Haute-Normandie	862,9	2,98%	83,4	53,9	68,7	88,3	125,6	87,3	110,9	128,7	116,2
Ile-de-France	3 928,3	13,57%	737,2	413,4	476,0	534,3	605,2	378,0	378,7	274,1	131,5
Languedoc-Roussillon	1 315,1	4,54%	192,0	105,5	125,1	162,2	210,3	136,8	166,9	148,1	68,3
Limousin	287,3	0,99%	34,9	22,6	30,1	36,8	50,1	28,8	31,1	34,0	18,9
Lorraine	991,2	3,42%	137,3	81,9	102,9	122,8	152,8	94,9	121,1	116,9	60,6
Midi-Pyrénées	1 850,4	6,39%	272,7	153,4	187,5	241,8	305,9	189,2	205,3	189,2	105,5
Nord-Pas-de-Calais	1 542,5	5,33%	184,0	109,2	140,0	168,6	226,0	148,8	186,5	212,2	167,2
Pays de la Loire	1 632,3	5,64%	222,8	125,3	163,7	209,9	270,7	167,2	170,0	183,7	119,0
Picardie	736,4	2,54%	83,3	49,0	60,2	82,9	106,9	86,7	95,2	100,5	71,7
Poitou-Charentes	665,5	2,30%	80,0	47,1	61,0	78,2	108,1	70,2	81,2	90,4	49,4
Provence-Alpes-Côte-d'Azur	3 851,9	13,30%	553,5	321,4	390,6	456,7	579,3	381,2	457,5	418,1	293,7
Rhône-Alpes	3 223,1	11,13%	539,7	297,3	347,0	398,5	523,1	316,0	323,4	304,7	173,4
Territoires d'Outre Mer	15,6	0,05%	1,5	1,0	0,8	1,6	1,3	2,3	2,7	3,3	1,0
France - Région non identifiée	191,2	0,66%	23,8	7,9	12,2	15,4	21,4	11,8	22,0	33,6	43,1
Total	28 954,6	100,00%	4 184,6	2 402,6	2 957,7	3 561,8	4 553,5	2 899,9	3 278,6	3 141,9	1 974,1

10. Guaranty Type

Guaranty	Total Loan Balance in Mln €	Total Loan Balance in %	Number of Loans
Mortgage	16 609,6	57,36%	288 451
Mortgage guaranteed by FGAS	2 175,5	7,51%	72 157
Guaranteed by Crédit Logement	318,9	1,10%	6 075
Guaranteed by CEGC	9 850,7	34,02%	187 914
Total	28 954,6	100,00%	554 597

11. Current Arrears Ranges Distribution

Number of months in arrears	Total Loan Balance in Mln €	Number of Loans
0	28 954,6	554 597
> 0	0,0	0