

Series No: 135  
Tranche No: 5

**PRICING SUPPLEMENT DATED 14 April 2008**

**EUROFIMA**

**European Company for the Financing of Railroad Rolling Stock ("EUROFIMA")**

**Programme for the Issuance of Debt Instruments**

Issue of

**A\$100,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 (to be consolidated and form a single Series with the A\$200,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 18 March 2005, the A\$100,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 29 June 2005, the A\$100,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 10 October 2007 and the A\$200,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 15 April 2008) (the "Instruments")**

This Pricing Supplement (as referred to in the Information Memorandum dated 9 November 2006 in relation to the above Programme (the "**Information Memorandum**")) contains the final terms relating to the Tranche of Instruments referred to above and must be read in conjunction with such Information Memorandum, save in respect of the Terms and Conditions (as defined below) which are set out in the Information Memorandum dated 19 March 2004 and attached as Appendix A hereto. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions.

The Instruments will be consolidated and form a single Series with EUROFIMA's A\$200,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 18 March 2005, the A\$100,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 29 June 2005 and the A\$100,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 10 October 2007 and the A\$200,000,000 6.00 per cent. Medium Term Notes due 15 August 2010 issued on 15 April 2008 (the "**Original Instruments**").

The particulars to be specified in relation to this Tranche are as follows:

Issuer:	EUROFIMA
Lead Manager:	Commonwealth Bank of Australia ABN 48 123 123 124
Status:	Unsecured and unsubordinated
Currency:	Australian Dollars (" <b>AUD</b> " or " <b>A\$</b> ")
Aggregate Principal Amount of Tranche:	A\$100,000,000

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Aggregate Principal Amount of the Series: A\$700,000,000

Issue Date: 15 April 2008

Issue Price: 97.357 per cent. of the Aggregate Principal Amount of the Tranche (plus 0.989 per cent. of the Aggregate Principal Amount of the Tranche as accrued interest)

Net Proceeds (after payment of commission): AUD 98,284,000 including AUD 989,000 of accrued interest

Form of Instruments: Registered (but uncertificated).

The Instruments will be debt obligations of the Issuer owing under the deed poll executed by the Issuer (the “**Deed Poll**”) dated 26 April 2001, a conformed copy of which is attached as Appendix B to this Pricing Supplement.

Details of the Instruments shall be recorded in, and be evidenced by inscription in, the Register.

The Deed Poll and the rights of holders of the Instruments are governed by the laws of New South Wales.

Registrar: Computershare Investor Services Pty Limited  
ABN 48 078 279 277  
Level 3  
60 Carrington Street  
SYDNEY NSW 1115

The Registrar will also act as agent in respect of the Instruments in accordance with the Registry Services Agreement (as defined in Appendix B to this Pricing Supplement).

The Issuer has appointed the Registrar to act as Registrar in London as necessary, for the purposes of the Instruments, to comply with the Listing Rules of the UK Listing Authority. The address of the Registrar is as follows:

c/o Computershare Limited

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7th Floor  
Jupiter House  
Triton Court  
14 Finsbury Square  
London EC2A 1BR

**Paying Agent:** The Issuer has appointed Citibank N.A. (the Fiscal Agent and Principal Registrar for the Programme) as UK Paying and Transfer Agent to act as paying agent in London, in each case as necessary, for the purposes of the Instruments, to comply with the Listing Rules of the UK Listing Authority.

**Denomination(s):** A\$10,000 and integral multiples of A\$10,000.

**Interest:** Fixed Rate.

**Interest Payment Dates:** Each 15 February and 15 August commencing on 15 August 2008 up to and including the Maturity Date, (each an "Interest Payment Date").  
The first interest payment amount will be A\$300 per A\$10,000 Instrument.

**Business Day Convention:** Following Business Day Convention, which means that the date is postponed to the first following day that is a Business Day.

**Day Count Fraction:** RBA Bond Basis (Fixed).  
For the purposes of the Terms and Conditions, "**RBA Bond Basis (Fixed)**" means one divided by the number of scheduled Interest Payment Dates in the year in which the Interest Payment Dates fall (a year being each twelve month period on and from the Issue Date).

**Rate of interest:** 6.00 per cent. per annum paid semi-annually on each Interest Payment Date.

**Maturity Date:** 15 August 2010.

**Maturity Redemption Amount:** Not applicable.

**Early Tax Redemption Amount:** Not applicable.

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Optional Early Redemption (Call):	Not applicable.
Optional Early Redemption (Put):	Not applicable.
Business Day:	Sydney and TARGET.
Replacement of Instruments:	Not applicable.
Notices:	As set out in Condition 14 of the Terms and Conditions.
Listing:	This Pricing Supplement comprises the details required for the Instruments described herein to be admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's Gilt Edged and Fixed Interest Market. The listing is expected to be effective on 15 April 2008.
Listing Agent:	Not Applicable
ISIN:	AU300EF20078
Common Code:	021566896
Any Clearing System other than Euroclear and Clearstream, Luxembourg:	Austraclear Limited (ABN 94 002 060 773) 20 Bridge Street Sydney NSW 2000.
Settlement Procedures:	Customary Austraclear medium term note settlement and payment procedures apply
Governing Law and Jurisdiction:	This Pricing Supplement, the Deed Poll and the Registry Services Agreement as well as the rights attaching to the Instruments are governed by the laws of New South Wales.
Selling Restrictions:	The selling restrictions set out in the section entitled "Plan of Distribution" in the Information Memorandum apply.
Stabilisation:	In connection with the issue of the Instruments, no stabilisation will be undertaken.

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Other Relevant Terms and Conditions: The terms and conditions entitled "Terms and Conditions of the Instruments (Australian Law Instruments)", on pages 25 to 37 of the Information Memorandum dated 19 March 2004, as set out in Appendix A hereto, (the **Terms and Conditions**) will be applicable to the Instruments. For the avoidance of doubt terms and conditions entitled "Terms and Conditions of the Instruments (English Law Instruments)" on pages 7 to 24 of the Information Memorandum dated 19 March 2004 will not be applicable to the Instruments.

See Appendix B attached to this Pricing Supplement.

The Fiscal Agency Agreement does not apply to the Instruments. For the avoidance of doubt, the Fiscal Agent does not act as an agent of the Issuer in respect of the Instruments. Any notice otherwise required to be given under the Terms and Conditions to the Fiscal Agent is not required to be given (except to the extent otherwise applicable to or specified as being required to be given to the Registrar).

However, see "Paying Agent" above. The Issuer has appointed Citibank, N.A. (the Fiscal Agent and Principal Registrar for the Programme) as UK Paying and Transfer Agent to act as paying agent in London in order to comply with the Listing Rules of the UK Listing Authority and admit the Instruments for trading on the London Stock Exchange plc.

Rule 144A Eligible: No.

## **AUSTRALIAN TAXATION DISCLOSURE**

Under Australian laws as presently in effect:

Stamp Duty: Any Australian stamp duty or similar taxes incurred at the time of issue of the Instruments will be for the account of the Issuer. Any Australian stamp duty or similar taxes incurred on a transfer of Instruments will be for the account of the relevant investors. As

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at the date of this Pricing Supplement and provided the Register is at all times maintained in New South Wales, no Australian stamp duty or similar taxes should be payable on the issue of the Instruments or any transfer of Instruments for full market value.

Interest Withholding Taxes:

Subject to Condition 8, so long as the Issuer continues to be a non-resident of Australia and payments of principal and interest on the Instruments by the Issuer is not an outgoing in whole or in part incurred by the Issuer in carrying on a business at or through a permanent establishment in Australia (as defined in section 6(1) of the Income Tax Assessment Act 1936 of Australia), payments of principal and interest made under the Instruments will not be subject to Australian interest withholding tax.

Taxes:

Investors should obtain their own taxation advice regarding the Australian taxation implications of investing in the Instruments.

Quotation of tax file numbers:

The requirements contained in Part VA of the Income Tax Assessment Act 1936 of Australia (which have been partly re-written in subdivision 12-E of Part 2-5 of Schedule 1 to the Taxation Administration Act 1953 of Australia) relating to the quotation of tax file numbers should not apply to debentures (which would include the Instruments) issued by a non-resident body corporate which is not issuing the debentures in the course of carrying on business in Australia at or through a permanent establishment in Australia.

Quotation of Australian Business Numbers:

On the assumption that the Issuer does nothing more than issue the Instruments in Australia in order to raise money in Australia for use in the Issuer's business outside Australia, the requirements contained in section 12-190 of Schedule 1 to the Taxation Administration Act 1953 of Australia relating to the quotation of Australian Business Numbers should not apply to the Instruments.

In the unlikely event that payment of principal and interest to holders of Instruments in respect of the Instruments are treated by the Australian Taxation

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Office as being made in the course or furtherance of an enterprise carried on in Australia by the Issuer, the Issuer intends to treat Austraclear Limited, being the registered holder of the Instruments, as the enterprise making any relevant supply. In such event, provided that Austraclear Limited provides its Australian Business Number, no withholding will be required to be made by the Issuer from payments of principal and interest in respect of the Instruments.

**Death Duties:**

No Instruments will be subject to death, estate or succession duties imposed by Australia, or by any political sub-division or authority therein having power to tax, if held at the time of death.

**Goods and Services Tax ("GST"):**

Neither the issue nor receipt of the Instruments will give rise to a liability for GST in Australia on the basis that the supply of the Instruments will comprise an input taxed financial supply. Furthermore, neither the payment of principal or interest by the Issuer, nor the disposal of the Instruments would give rise to any GST liability in Australia.

**LISTING APPLICATION**

This Pricing Supplement comprises the final terms required for the Instruments described herein to be admitted to the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange plc pursuant to the Programme for the Issuance of Debt Instruments of EUROFIMA.

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**RESPONSIBILITY**

EUROFIMA accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of EUROFIMA:

By: .....

*Authorised Signatory*

By: .....

*Authorised Signatory*

Date: .....