

**PRICING SUPPLEMENT**

Series No. 163

Dated: 22 December 2009

**EUROFIMA**

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

**EUR 25,000,000,000 Programme for the Issuance of Debt Instruments**

Issue of

**EUR 200,000,000 4.00 per cent. Instruments due 27 October 2021 (the "Instruments")  
(to be consolidated and form a single Series with the EUR 500,000,000 4.00 per cent.  
Instruments due 27 October 2021 issued on 27 October 2009 (the "Original  
Instruments"))**

This Pricing Supplement contains the final terms relating to the Tranche of Instruments referred to above.

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

Issuer: EUROFIMA.

Manager: J.P. Morgan Securities Ltd.

Tranche number: 2

The Instruments are to be consolidated and become fungible and form a single Series with the Original Instruments on or after the Exchange Date.

Status: Unsecured and unsubordinated.

Currency: Euro ("EUR").

Aggregate Principal Amount of Series: EUR 700,000,000.

Aggregate Principal Amount of Tranche: EUR 200,000,000.

Issue Date: 23 December 2009.

Issue Price:	100.961 per cent. of Aggregate Principal Amount of the Tranche plus 57 days of accrued interest from and including 27 October 2009 to but excluding the Issue Date.
Net Proceeds:	EUR 202,772,000.00 (which includes EUR 1,250,000.00 in respect of accrued interest).
Form of Instruments:	Bearer.  Condition 1.2 shall apply. The Temporary Global Instrument will be exchangeable for a Permanent Global Instrument. The Permanent Global Instrument may be exchanged (in whole but not in part) for Definitive Instruments, only in those circumstances set out in the Permanent Global Note.
Denominations:	Minimum denomination of EUR 50,000 with integral multiples of EUR 1,000 in excess thereof up to and including EUR 99,000, provided that no Instruments in definitive form will be issued with a denomination above EUR 99,000.
Calculation Amount:	EUR 1,000.
Interest:	Interest-bearing. Condition 5A ( <i>Interest – Fixed Rate</i> ) applies.
Interest Commencement Date:	27 October 2009.
Interest Payment Date:	27 October of each year commencing on 27 October 2010 up to (and including) the Maturity Date (each an " <b>Interest Payment Date</b> ").
Business Day Convention:	Following Business Day Convention.
Day Count Fraction:	Actual/Actual (ICMA).
Rate of Interest:	4.00 per cent. per annum payable annually in arrear on each Interest Payment Date.
Default Interest:	Not Applicable.
Maturity:	27 October 2021.
Maturity Redemption Amount:	Par.
Early Tax Redemption Amount:	Par.

Optional Early Redemption (Call):	Not Applicable.
Optional Early Redemption (Put):	Not Applicable.
Events of Default:	Condition 7 ( <i>Events of Default</i> ) applies without modification.
Business Day:	Condition 9C.3 ( <i>Payments – General Provisions</i> ) applies without modification.
Relevant Financial Centre:	Condition 9C.3 ( <i>Payments – General Provisions</i> ) applies without modification.
Relevant Financial Centre Day:	Condition 9C.3 ( <i>Payments – General Provisions</i> ) applies without modification.
Local Banking Day:	Condition 9C.3 ( <i>Payments – General Provisions</i> ) applies without modification.
Replacement of Instruments:	Condition 12 ( <i>Replacement of Instruments and Coupons</i> ) applies.
Notices:	Condition 14 ( <i>Notices</i> ) applies.
Listing:	<p>The Official List of the FSA and trading on the Regulated Market of the London Stock Exchange. Listing of the Instruments is expected to be effective on or around the Issue Date.</p> <p>The Original Instruments are admitted to listing on the Official List of the FSA and admitted to trading on the Regulated Market of the London Stock Exchange.</p>
ISIN:	Until the Instruments are consolidated and form a single Series, the Instruments will have the temporary ISIN XS0475520952. Thereafter the ISIN will be XS0460357550.
Common Code:	Until the Instruments are consolidated and form a single Series, the Instruments will have the temporary Common Code 047552095. Thereafter the Common Code will be 046035755.
New Global Note Form:	Applicable.
New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	<p>Yes.</p> <p>Note that the designation "Yes" simply means that the Instruments are intended upon issue to be deposited with Euroclear or Clearstream,</p>

Luxembourg as common safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

Common Safekeeper: Euroclear or Clearstream, Luxembourg.

Any Clearing System other than Euroclear and Clearstream, Luxembourg: Not Applicable.

Settlement Procedures: Customary medium term note settlement and payment procedures apply.

Governing Law and Jurisdiction: English law. Condition 18 (*Governing Law and Jurisdiction*) applies.

Other Relevant Terms and Conditions: Not Applicable.

Selling Restrictions: As set out under "Plan of Distribution" in the Information Memorandum.

## **LISTING APPLICATION**

This Pricing Supplement comprises the final terms required for the Instruments described herein to be admitted to the Official List of the Financial Services Authority and admitted to trading on the Regulated Market of the London Stock Exchange pursuant to the EUR 25,000,000,000 Programme for the Issuance of Debt Instruments of EUROFIMA.

## **RESPONSIBILITY**

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

Signed on behalf of **EUROFIMA**:

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
*Authorised Signatory*

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
*Authorised Signatory*

Date: 22 December 2009