

Dated 27 January 2004

BANQUE FEDERATIVE DU CREDIT MUTUEL

Euro 10,000,000,000

Euro Medium Term Notes

Due from 7 days from the original date of issue

Series No: 46

Tranche No: 2

Euro 300,000,000 5.00 per cent. Subordinated Notes due 2015 (the “**Notes**”)

to be consolidated and form a single series with the existing

Euro 500,000,000 5.00 per cent. Subordinated Notes due 2015

issued on 30 September 2003

Issue Price: 101.87 per cent. of the principal amount of the Notes

plus 126 days' accrued interest

PRICING SUPPLEMENT

THE ROYAL BANK OF SCOTLAND

This Pricing Supplement, under which the Notes described herein are issued, is supplemental to, and should be read in conjunction with, the offering circular (the “**Offering Circular**”) dated 18 July 2003 issued in relation to the Euro 10,000,000,000 Euro Medium Term Note Programme of Banque Fédérative du Crédit Mutuel. Terms defined in the Offering Circular have the same meaning in this Pricing Supplement. The Notes will be issued on the terms of this Pricing Supplement read together with the Offering Circular. The Issuer accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Offering Circular, contains all information that is material in the context of the issue of the Notes.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer of or invitation by or on behalf of anyone to subscribe or purchase any of the Notes.

There has been no significant change in the financial or trading position of the Issuer or of the Group since 30 June 2003 and no material adverse change in the financial position or prospects of the Issuer or of the Group since 31 December 2002.

Signed:

Duly Authorised Signatory

In connection with this issue, The Royal Bank of Scotland plc (the “Stabilising Agent”) or any person acting for him may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period after the issue date. However, there may be no obligation on The Royal Bank of Scotland plc or any agent of it to do this. Such stabilising, if commenced, may be discontinued at any time and must be brought to an end after a limited period. Any such transaction will be carried out in accordance with applicable laws and regulations.

The terms of the Notes and additional provisions relating to their issue are as follows:

Provisions appearing on the face of the Notes

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| 1 | Series No: | 46 |
| 2 | Tranche No: | 2 |
| 3 | ISIN: | Temporary ISIN: FR0010039206
Permanent ISIN: FR0010015982 |
| 4 | Currency: | Euro |
| 5 | Principal Amount of Tranche: | Euro 300,000,000 |
- The Notes will be consolidated and form a single Series with the Issuer's EUR 500,000,000 5.00 per cent. Subordinated Notes due 2015 representing Series 46 issued on 30 September 2003 (the "**Tranche 1 Notes**") from and including the date on which the Temporary Global Note initially representing the Notes is exchanged for a Permanent Global Note. After consolidation with the Tranche 1 Notes, the principal amount of the Series will be EUR 800,000,000.
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| 6 | Issue Date: | 3 February 2004 |
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Provisions appearing on the back of the Notes

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| 7 | Form: | Bearer (<i>obligations au porteur</i>) |
| 8 | Denomination(s): | Euro 1,000 |
| 9 | Status | Subordinated as to principal but not interest. It is the intention of the Issuer that the Notes shall, for supervisory purposes, be treated as supplementary capital (<i>fonds propres complémentaires</i>) within the meaning of Article 4(d) of the <i>Comité de la Réglementation Bancaire et Financière</i> (" CRBF ") Regulation no.90-02 of 23 February 1990 as amended (" Lower Tier 2 Capital ") but that the obligations of the Issuer and the rights of the Noteholders under the Notes shall not be affected if the Notes no longer qualify as supplementary capital. |
| 10 | Interest Commencement Date: | 30 September 2003 |
| 11 | Interest Rate (including after Maturity Date): | 5.00 per cent. per annum |
| 12 | Interest Payment Date(s): | 30 September in each year, commencing on 30 September 2004 |

13	Relevant Time:	Not Applicable
14	Interest Determination Date:	Not Applicable
15	Primary Source for Floating Rate:	Not Applicable
16	Reference Banks:	Not Applicable
17	Relevant Financial Centre:	Not Applicable
18	Benchmark:	Not Applicable
19	Representative Amount:	Not Applicable
20	Relevant Currency:	Not Applicable
21	Effective Date:	Not Applicable
22	Specified Duration:	Not Applicable
23	Margin:	Not Applicable
24	Rate Multiplier:	Not Applicable
25	Maximum/Minimum Interest Rate:	Not Applicable
26	Maximum/Minimum Instalment Amount:	Not Applicable
27	Maximum/Minimum Redemption Amount:	Not Applicable
28	Interest Amount:	Euro 50 in respect of each Euro 1,000 denominated Note
29	Day Count Fraction:	Actual/Actual-ISMA
30	Determination Date(s) (Condition 4(h))	30 September in each year
31	Redemption Amount (including early redemption):	Principal Amount
32	Maturity Date:	30 September 2015
33	Redemption for Taxation Reasons permitted on days other than Interest Payment Dates:	Yes
34	Amortisation Yield:	Not Applicable
35	Terms of redemption at the option of the Issuer or description of any other Issuer's option:	Not Applicable
36	Issuer's Option Period:	Not Applicable
37	Terms of redemption at the option of the Noteholders or description of any other Noteholders' option:	Not Applicable
38	Noteholders' Option Period:	Not Applicable
39	Instalment Date(s):	Not Applicable

40	Instalment Amount(s):	Not Applicable
41	Unmatured Coupons to become void upon early redemption:	No
42	Talons to be attached to Notes and, if applicable, the number of Interest Payment Dates between the maturity of each Talon (if applicable):	No
43	Business Day Jurisdictions for Condition 6(g) (jurisdictions required to be open for payment):	Not Applicable
44	Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 10(a):	Not Applicable
45	Details of any other additions or variations to the Conditions:	For the purposes of the issue of the Notes, the second sentence of Condition 5(f) (<i>Purchases</i>) shall be deleted and replaced by the following: "In the case of Subordinated Notes, any such purchase will be subject to the prior approval of the <i>Secrétariat Général</i> of the <i>Commission Bancaire</i> (i) if it relates (individually or when aggregated with any previous purchase) to 10 per cent. or more of the principal amount of the Notes or (ii) in the case of an <i>Offre Publique d'Achat (OPA)</i> or an <i>Offre Publique d'Echange (OPE)</i> ".
46	Rating of the Notes:	A1 by Moody's Investors Services Inc. and A+ by Fitch Ratings
47	The Agents appointed in respect of the Notes are:	FISCAL AGENT, PRINCIPAL PAYING AGENT AND LUXEMBOURG LISTING AGENT BNP Paribas Securities Services, Luxembourg Branch 23, avenue de la Porte Neuve L-2085 Luxembourg
Provisions applicable to Global Notes		
48	Notes to be represented on issue by:	Temporary Global Note On exchange of the Temporary Global Note for the Permanent Global Note, the Notes will be consolidated and form a single series with the Tranche 1 Notes (as defined above).
49	Applicable TEFRA exemption:	D Rules
50	Temporary Global Note exchangeable for Definitive Notes:	No

- 51** Permanent Global Note exchangeable for Definitive Notes at the request of the holder: No

Provisions relating only to the sale and listing of the Notes

- 52** Details of any additions or variations to the selling restrictions: Not Applicable
- 53** Listing: Luxembourg Stock Exchange
- 54** Issue Price: 101.87 per cent. of the Principal Amount of the Notes plus accrued interest of EUR 5,163,934.43 for the period from (and including) the Interest Commencement Date to (but excluding) the Issue Date.

The net proceeds of this Tranche will be EUR 309,573,934.43
- 55** Dealer's Commission: Total commissions of 0.40 per cent. of the Principal Amount of the Notes
- 56** Method of issue of Notes: Individual Dealer
- 57** The following Dealers are subscribing or procuring subscribers for the Notes: The Royal Bank of Scotland plc
- 58** Common Code: Temporary Common Code: 018460688
Permanent Common Code: 017657925
- 59** Details of any additions or variations to the Dealer Agreement: Not Applicable
- 60** In the case of Notes listed on the Paris Stock Exchange: Not Applicable
- 61** The aggregate principal amount of Notes issued has been translated into euro at the rate of [•], producing a sum of (for Notes not denominated in euro): Not Applicable