

Final Terms dated 16 November 2009

FCE Bank plc

Issue of EUR 500,000,000 9.375 per cent. Notes
due 2014

under the U.S.\$12,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

This document constitutes the final terms relating to the issue of notes described herein (the "**Notes**").

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 4 December 2008 (the "**Base Prospectus**"), as supplemented on 27 March 2009, 14 May 2009, 2 September 2009 and 9 November 2009, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplemental Base Prospectuses are available for viewing on the Luxembourg Stock Exchange's website (www.bourse.lu).

1. (i) Issuer: FCE Bank plc
2. (i) Series Number: MD
- (ii) Tranche Number: 1
3. Specified Currency: Euro ("**EUR**")
4. Aggregate Nominal Amount:
 - (i) Series: EUR 500,000,000
 - (ii) Tranche: EUR 500,000,000
5. Issue Price: 99.643 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 50,000
- (ii) Calculation Amount: EUR 50,000
7. (i) Issue Date: 17 November 2009
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 17 January 2014
9. Interest Basis: 9.375 per cent. Fixed Rate
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not applicable
12. Put/Call Options: Not applicable
13. Status of the Notes: Senior
14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15. Fixed Rate Note Provisions** Applicable
 - (i) Interest Rate: 9.375 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 17 January in each year, from and including 17 January 2010 to and including the Maturity Date.
 - (iii) Fixed Coupon Amount: EUR 4,687.50 per Calculation Amount
 - (iv) Broken Amount(s): EUR 783.39
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Dates: 17 January in each year

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not applicable
16. Floating Rate Note Provisions:	Not applicable
17. Zero Coupon Note Provisions:	Not applicable
18. Index-Linked Interest Note/other Variable-Linked Interest Note Provisions:	Not applicable
19. Dual Currency Note Provisions:	Not applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option:	Not applicable
21. Put Option:	Not applicable
22. Final Redemption Amount:	EUR 50,000 per Calculation Amount
23. Early Redemption Amount	

Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
25. New Global Note:	No
26. Financial Centre(s) or other special provisions relating to payment dates:	London

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|---|----------------|
| 27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not applicable |
| 28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable |
| 29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not applicable |
| 30. Redenomination, renominatisation and reconventioning provisions: | Not applicable |
| 31. Consolidation provisions: | Not applicable |
| 32. Other final terms: | Not applicable |

DISTRIBUTION

- | | |
|---|--|
| 33. (i) If syndicated, names and addresses of Managers: | <p><u>Joint Lead Managers</u>
 Barclays Bank PLC
 5 The North Colonnade,
 Canary Wharf,
 London E14 4BB</p> <p>BNP PARIBAS
 10 Harewood Avenue,
 London NW1 6AA</p> <p>HSBC Bank plc
 8 Canada Square,
 London E14 5HQ</p> <p>The Royal Bank of Scotland plc
 135 Bishopsgate,
 London EC2M 3UR</p> <p><u>Co-Managers</u>
 CALYON
 Broadwalk House,
 5 Appold Street,
 London EC2A 2DA</p> |
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Credit Suisse Securities (Europe) Limited
One Cabot Square,
London E14 4QJ

UBS Limited
1 Finsbury Avenue,
London EC2M 2PP

(ii) Date of Subscription Agreement: 16 November 2009

(iii) Stabilising Agent(s) (if any): The Royal Bank of Scotland plc

34. If non-syndicated, name of Dealer: Not applicable

35. U.S. Selling Restrictions: Regulation S Compliance Category 2, TEFRA D

36. Additional selling restrictions: Not applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Official List of the Luxembourg Stock Exchange (Bourse de Luxembourg) of the Notes described herein pursuant to the U.S.\$12,000,000,000 Euro Medium Term Note Programme of FCE Bank plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:
Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the Luxembourg Stock Exchange with effect from 17 November 2009.
- (ii) Estimate of total expenses related to listing and admission to trading: EUR 3810

2. RATINGS

Ratings: The long term senior unsecured credit ratings and the outlook assigned to FCE are:

Moody's:	B3	(Watch positive)
S&P:	B	(Outlook stable)
Fitch:	B	(Outlook stable)

3. NOTIFICATION

Notification: Not applicable

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as disclosed in the section headed "*Plan of Distribution*" of the Base Prospectus (as supplemented by the supplemental base prospectuses dated 27 March 2009, 14 May 2009, 2 September 2009 and 9 November 2009) and the section headed "*Distribution*" in these Final Terms, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the Notes will be used for general corporate purposes of the Issuer.
- (ii) Estimated net proceeds: EUR 492,590,000

6. YIELD

Indication of yield: Re-offer yield: 9.50 per cent. per annum

This yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not applicable

8. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not applicable

9. OPERATIONAL INFORMATION

ISIN Code: XS0466777223

Common Code: 046677722

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, London branch,
One Canada Square,
London E14 5AL

The Bank of New York (Luxembourg) S.A.,
Aerogolf Center,
1A Hoehenhof
L - 1736 Senningerberg

Names and addresses of additional Paying Agent(s) (if any): Not applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No