

To NASDAQ OMX Copenhagen A/S

6 May 2009

**Amendment to "Final terms for the prospectus for the offering of SDOs in Nykredit Realkredit A/S, Capital Centre E, series 12E (fixed-rate non-callable bonds, amortisation independent of payments on underlying loans)"**

In connection with the opening of new ISINs by Nykredit Realkredit A/S, "Final terms for the prospectus for the offering of SDOs in Nykredit Realkredit A/S, Capital Centre E, series 12E (fixed-rate non-callable bonds, amortisation independent of payments on underlying loans)" have been amended.

Amendments to the final terms for series 12E appear from Appendix 1.

The prospectus for the offering of SDOs in Nykredit Realkredit A/S, Capital Centre E, including the final bond terms, is available at [nykredit.com/ir](http://nykredit.com/ir).

Questions may be addressed to Group Treasury, Morten Bækmand Nielsen, First Vice President, tel +45 44 55 15 21, or Kim Laustsen, Senior Economist, tel +45 44 55 12 87.

Yours sincerely  
Nykredit Realkredit A/S

**APPENDIX 1**

Series 12E (fixed-rate non-callable bonds amortisation independent of payments on underlying loans)

**The following ISINs have been added to the tables**

<b>Table 1</b>						
ISIN	Series	Opening date	Closing date	Maturity date	Currency denomination	Denomination
LU041853999-4	12E	07-05-2009	28-02-2010	01-04-2010	EUR	EUR 0.01

<b>Table 2</b>				
ISIN	Annual no of payment dates	Payment periods/ day count convention	Day count convention	Settlement days
LU041853999-4	1	1/4 – 31/3	Actual/actual (fixed fraction)	TARGET banking days

<b>Table 3</b>					
ISIN	Amortisation profile			Coupon rate	Capital gains tax
	Bullet	Annuity	Serial loan		
LU041853999-4	Yes	No	No	3%	-

<b>Table 4</b>		
ISIN	Place of registration	Place of listing
LU041853999-4	VP LUX S.à.r.l.	NASDAQ OMX Copenhagen A/S



**Final terms for the prospectus for the offering of SDOs in Nykredit Realkredit A/S, Capital Centre E, series 12E (fixed-rate non-callable bonds, amortisation independent of payments on underlying loans)**

# Bond terms

## Issuer and liability

### 1

The bonds are issued by Nykredit Realkredit A/S ("Nykredit").

The bonds are issued out of Capital Centre E in jointly liable series with joint series reserve funds.

Nykredit and the series of Capital Centre E are liable for obligations under the bonds in compliance with the rules set out in the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

## Series

### 2

Bonds issued subject to these terms are divided into series.

These terms apply to fixed-rate non-callable bonds the amortisation of which is independent of payments on the underlying loans in series 12E.

## ISINs

### 3

Bonds issued in a series are divided into one or more ISINs.

Within the same ISIN, the bonds have the same

- ISIN,
- series code,
- opening date,
- closing date,
- maturity date,
- currency denomination,
- coupon rate,
- amortisation profile,
- annual number of payment dates,
- payment period(s)
- denomination,
- settlement dates.

Furthermore, it appears from the terms whether the bonds of the same ISIN

- are registered with
  - VP SECURITIES A/S with a view to becoming eligible as collateral for monetary-policy loans with Danmarks Nationalbank, or
  - VP LUX S.à.r.l. with a view to becoming eligible as collateral for monetary-policy loans with the European Central Bank or Danmarks Nationalbank,
- have been admitted for trading (listed) in one or more regulated markets for securities trading.

## Purpose of the bonds

### 4

The bonds are issued to fund lending

- granted or acquired by Nykredit or a mortgage bank subsidiary of Nykredit against mortgages on real property,
- not secured by mortgages on real property granted to public authorities or against guarantees whereby the guarantor assumes primary liability issued by a public authority,
- to credit institutions or guaranteed by credit institutions within the framework of current legislation, or
- a combination thereof.

## Issuance, maturity and opening period of the bonds

### 5

The bonds are issued in connection with the granting of loans, but may also be issued as a block issue or in connection with the conclusion of fixed-price agreements with borrowers.

The issuance of bonds has commenced with a view to funding loans disbursed from 15 November 2007 at the earliest.

The bonds may be issued with maturities of up to 35 years.

The maturity date of the bonds and the date of the latest closing for issuance (closing date) of an ISIN will be fixed upon commencement of the issuance of bonds of the same ISIN.

The period from commencement of issuance of bonds (opening date) until the closing for issuance (closing date) of the same ISIN constitutes the maximum opening period of the ISIN concerned.

However, during the opening period of an ISIN, Nykredit may decide to close the ISIN for issuance of bonds and/or bring forward the closing date.

### Currency

#### 6

Bonds of the same ISIN may be denominated in one of the following currencies:

- Danish kroner (DKK)
- Euro (EUR)
- Swedish kroner (SEK).

All payments on the bonds including interest, principal payments and prepayment amounts in full discharge must be made exclusively in the currency denomination. The bonds and thus also the currency of the bonds as well as all payments hereunder shall at any time be governed by the rules provided by the EU as well as Danish legislation. Such regulation may affect the bonds and their relationship with other currencies.

### Coupon

#### 7

The bonds are issued carrying a fixed coupon rate.

### Amortisation

#### 8

The bonds are

- bullet bonds,
- amortised according to the annuity principle,
- amortised according to the serial principle, or
- a combination thereof.

There is no direct link between the amortisation of the bonds (drawing or cancellation) and ordinary repayments or prepayment of the loans funded by the bonds.

The bonds are non-callable.

The bonds are amortised in accordance with the fixed amortisation profile by redemption at par by drawing and/or on the maturity date of the bonds.

Amounts drawn will be disbursed on the coupon payment dates.

### Payment dates

#### 9

Bonds of the same ISIN may have 12, 4, 2, 1 or another number of annual payment dates.

The coupon is paid on a proportionate basis on each payment date according to a specified convention (day count convention).

Bonds of the same ISIN pay coupon on each payment date according to one of the following day count conventions:

- *Actual/actual (fixed fraction);*  
The coupon is paid on a proportionate basis on each payment date according to the number of annual payment dates, ie the coupon payment on each payment date corresponds to the coupon interest divided by the annual number of payment dates.
- *Actual/360;*  
The coupon is paid on each payment date according to the actual number of days in the payment period relative to 360 days, ie the coupon payment on each payment

date corresponds to the coupon interest multiplied by the actual number of days in the payment period divided by 360.

Coupon payments fall due on the first calendar day of a given month following the end of a payment period. At the opening of new ISINs, Nykredit may fix due dates other than the first calendar day of a given month.

Addition and accrual of interest may be adjusted as a result of changes in market conventions.

### Payments

#### 10

Nykredit will pay coupon interest and redemption amounts to bondholders by transferring the amounts on the due date to the accounts with banks, paying agents, securities dealers, etc, as indicated by the account controller to a securities depository and/or clearing bank.

If the due date is not a banking day, payment will be deferred to the next succeeding banking day.

Banking days are defined under item 17.

Bondholders are not entitled to interest or other amounts as a result of such deferred payment or in pursuance of the validation rules of the account controller concerned.

### Callability

#### 11

The bonds are non-callable by bondholders.

### Negotiability, registration, denomination and listing

#### 12

The bonds are negotiable instruments of debt issued in bulk. The bonds cannot be registered in the name of the holder.

The bonds will be registered with a securities depository in accordance with the Danish Securities Trading Act or EU legislation.

The bonds will be issued in denominations specified by Nykredit at the time of issuance. Nykredit may subsequently change the denominations.

Nykredit may have the bonds admitted for trading (listing) on one or more domestic or foreign regulated markets for securities trading.

### Tax

#### 13

The tax treatment of the bonds may depend on their currency denomination.

- *Bonds denominated in Danish kroner;* In connection with the opening of an ISIN, it will be determined whether the nominal coupon of the bonds shall meet the terms for tax exemption of capital gains, cf the Danish act on the treatment of gains and losses on claims, debt and financial contracts for tax purposes ("blue-stamped" or "black-stamped" bonds pursuant to the minimum coupon rules of the Danish Gains on Securities and Foreign Currency Act).

Interest due and possession, redemption and transfer of bonds will be reported to the Danish tax authorities in compliance with current legislation.

Tax at source will not be withheld in Denmark pursuant to current legislation.

Nykredit shall not be liable for any changes in the tax treatment of the bonds or in the tax position of the bondholders – including any withholding of tax of any kind or collection of tax at source imposed by public authorities.

All bondholders, including those not domiciled in Denmark, are recommended to seek separate and individual advice on their tax positions.

**Limitation****14**

Claims for payment under the bonds become statute-barred pursuant to the general rules of Danish legislation. Interest due and amounts drawn do not carry interest from the due date and accrue to Nykredit if they have not been claimed prior to expiry of the period of limitation.

**Force majeure****15**

Nykredit shall be liable for damages resulting from any delay or default in performing its obligations if such delay or default is due to errors or negligence. Even in areas where a stricter statutory liability applies, Nykredit shall not be liable for losses due to:

- the breakdown of/lack of access to IT systems or damage to the data of these systems which can be attributed to the events below regardless of whether Nykredit itself or an external supplier is responsible for the operation of the systems;
- failures in Nykredit's power supply or telecommunications, statutory intervention or administrative acts, natural disasters, war, insurrections, civil riots, sabotage, terror or vandalism (including computer viruses and hacking);
- strike, lockout, boycott or blockade regardless of whether the conflict is directed at or initiated by Nykredit itself or its organisation and regardless of the reason for the conflict. This shall also apply where the conflict only affects part of Nykredit;
- other circumstances beyond Nykredit's control.

Nykredit's exemption from liability shall not apply if

- Nykredit should have anticipated the factor causing the loss when the agreement or contract was concluded or should have avoided or overcome the reason for the loss;
- Nykredit is liable for the factor which caused the loss pursuant to current legislation.

**Governing law and venue****16**

The bonds and any legal matters arising out of the bonds shall be governed by Danish law. The venue of the bonds and any legal matters arising out of the bonds shall be the judicial district in which Nykredit's headquarters are located for the time being.

**Definitions****17**

Banking days as stated in the above terms may be defined as follows:

- *Danish banking days;*  
A "Danish banking day" means a day on which both Danish payment systems and Danish banks located in Denmark are open for business.
- *TARGET banking days;*  
A "TARGET banking day" means a day on which the TARGET (the Trans-European Automated Real Time Gross Settlement Express Transfer) payment system is open for payments in euro.
- *Swedish banking days;*  
A "Swedish banking day" means a day on which banks in Stockholm are open for business.

No further definitions apply to these terms.

Approved by the Executive Board of Nykredit Realkredit A/S on 15 November 2007 as amended on 7 October 2008 and 10 March 2009.

**Table 1**

ISIN	Series	Opening date	Closing date	Maturity date	Currency denomination	Denomination
DK000977195-8	12E	03-06-2008	31-08-2009	01-10-2009	DKK	DKK 0.01
DK000976709-7	12E	16-11-2007	30-11-2009	01-01-2010	DKK	DKK 0.01
DK000977284-0	12E	08-10-2008	28-02-2010	01-04-2010	DKK	DKK 0.01
DK000977438-2	12E	01-04-2009	31-08-2010	01-10-2010	DKK	DKK 0.01
DK000976717-0	12E	16-11-2007	30-11-2010	01-01-2011	DKK	DKK 0.01
DK000977446-5	12E	01-04-2009	28-02-2011	01-04-2011	DKK	DKK 0.01
DK000977454-9	12E	01-04-2009	31-08-2011	01-10-2011	DKK	DKK 0.01
DK000976725-3	12E	16-11-2007	30-11-2011	01-01-2012	DKK	DKK 0.01
DK000977462-2	12E	01-04-2009	29-02-2012	01-04-2012	DKK	DKK 0.01
DK000976733-7	12E	16-11-2007	30-11-2012	01-01-2013	DKK	DKK 0.01
DK000976741-0	12E	16-11-2007	30-11-2013	01-01-2014	DKK	DKK 0.01
DK000976768-3	12E	16-11-2007	30-11-2014	01-01-2015	DKK	DKK 0.01
DK000976776-6	12E	16-11-2007	30-11-2015	01-01-2016	DKK	DKK 0.01
DK000976784-0	12E	16-11-2007	30-11-2016	01-01-2017	DKK	DKK 0.01
DK000976792-3	12E	16-11-2007	30-11-2017	01-01-2018	DKK	DKK 0.01
DK000976806-1	12E	16-11-2007	30-11-2018	01-01-2019	DKK	DKK 0.01
DK000977322-8	12E	22-01-2009	30-11-2019	01-01-2020	DKK	DKK 0.01
DK000976946-5	12E	23-11-2007	30-11-2008	01-01-2009	EUR	EUR 0.01
DK000976822-8	12E	16-11-2007	30-11-2009	01-01-2010	EUR	EUR 0.01
DK000976830-1	12E	16-11-2007	30-11-2010	01-01-2011	EUR	EUR 0.01
DK000976849-1	12E	16-11-2007	30-11-2011	01-01-2012	EUR	EUR 0.01
DK000976857-4	12E	16-11-2007	30-11-2012	01-01-2013	EUR	EUR 0.01
DK000976865-7	12E	16-11-2007	30-11-2013	01-01-2014	EUR	EUR 0.01
DK000976873-1	12E	16-11-2007	30-11-2014	01-01-2015	EUR	EUR 0.01
DK000976881-4	12E	16-11-2007	30-11-2015	01-01-2016	EUR	EUR 0.01
DK000976903-6	12E	16-11-2007	30-11-2016	01-01-2017	EUR	EUR 0.01



**Table 1 – cont.**

ISIN	Series	Opening date	Closing date	Maturity date	Currency denomination	Denomination
DK000976911-9	12E	16-11-2007	30-11-2017	01-01-2018	EUR	EUR 0.01
DK000976938-2	12E	16-11-2007	30-11-2018	01-01-2019	EUR	EUR 0.01
LU039200295-1	12E	08-10-2008	30-11-2009	01-01-2010	EUR	EUR 0.01
LU041853999-4	12E	07-05-2009	28-02-2010	01-04-2010	EUR	EUR 0.01
LU039200201-9	12E	08-10-2008	30-11-2010	01-01-2011	EUR	EUR 0.01
LU039200112-8	12E	08-10-2008	30-11-2011	01-01-2012	EUR	EUR 0.01

**Table 2**

ISIN	Annual no of payment dates	Payment periods/ day count convention	Day count convention	Settlement days
DK000977195-8	1	1/10 - 30/9	Actual/actual (fixed fraction)	Danish banking days
DK000976709-7	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000977284-0	1	1/4 - 31/3	Actual/actual (fixed fraction)	Danish banking days
DK000977438-2	1	1/10 - 30/9	Actual/actual (fixed fraction)	Danish banking days
DK000976717-0	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000977446-5	1	1/4 - 31/3	Actual/actual (fixed fraction)	Danish banking days
DK000977454-9	1	1/10 - 30/9	Actual/actual (fixed fraction)	Danish banking days
DK000976725-3	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000977462-2	1	1/4 - 31/3	Actual/actual (fixed fraction)	Danish banking days
DK000976733-7	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976741-0	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976768-3	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976776-6	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976784-0	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976792-3	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976806-1	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000977322-8	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976946-5	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976822-8	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976830-1	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976849-1	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976857-4	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976865-7	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976873-1	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976881-4	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976903-6	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days

*This document is an English translation of (extracts of) the original Danish text. In the event of discrepancies between the original Danish text and the English translation, the Danish text shall prevail.*

**Table 2 – cont.**

ISIN	Annual no of payment dates	Payment periods/day count convention	Day count convention	Settlement days
DK000976911-9	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
DK000976938-2	1	1/1 - 31/12	Actual/actual (fixed fraction)	Danish banking days
LU039200295-1	1	1/1 - 31/12	Actual/actual (fixed fraction)	TARGET banking days
LU041853999-4	1	1/4 - 31/3	Actual/actual (fixed fraction)	TARGET banking days
LU039200201-9	1	1/1 - 31/12	Actual/actual (fixed fraction)	TARGET banking days
LU039200112-8	1	1/1 - 31/12	Actual/actual (fixed fraction)	TARGET banking days

ISIN	Amortisation profile			Coupon rate	Capital gains tax
	Bullet	Annuity	Serial loan		
DK000977195-8	Yes	No	No	4%	Blue-stamped
DK000976709-7	Yes	No	No	4%	Blue-stamped
DK000977284-0	Yes	No	No	4%	Blue-stamped
DK000977438-2	Yes	No	No	4%	Blue-stamped
DK000976717-0	Yes	No	No	4%	Blue-stamped
DK000977446-5	Yes	No	No	4%	Blue-stamped
DK000977454-9	Yes	No	No	4%	Blue-stamped
DK000976725-3	Yes	No	No	4%	Blue-stamped
DK000977462-2	Yes	No	No	4%	Blue-stamped
DK000976733-7	Yes	No	No	4%	Blue-stamped
DK000976741-0	Yes	No	No	4%	Blue-stamped
DK000976768-3	Yes	No	No	4%	Blue-stamped
DK000976776-6	Yes	No	No	4%	Blue-stamped
DK000976784-0	Yes	No	No	4%	Blue-stamped
DK000976792-3	Yes	No	No	4%	Blue-stamped
DK000976806-1	Yes	No	No	4%	Blue-stamped
DK000977322-8	Yes	No	No	4%	Blue-stamped
DK000976946-5	Yes	No	No	4%	-
DK000976822-8	Yes	No	No	4%	-
DK000976830-1	Yes	No	No	4%	-
DK000976849-1	Yes	No	No	4%	-
DK000976857-4	Yes	No	No	4%	-
DK000976865-7	Yes	No	No	4%	-
DK000976873-1	Yes	No	No	4%	-
DK000976881-4	Yes	No	No	4%	-
DK000976903-6	Yes	No	No	4%	-

**Table 3 – cont.**

ISIN	Amortisation profile			Coupon rate	Capital gains tax
	Bullet	Annuity	Serial loan		
DK000976911-9	Yes	No	No	4%	-
DK000976938-2	Yes	No	No	4%	-
LU039200295-1	Yes	No	No	5%	-
LU041853999-4	Yes	No	No	3%	-
LU039200201-9	Yes	No	No	5%	-
LU039200112-8	Yes	No	No	5%	-

ISIN	Place of registration	Place of listing
DK000977195-8	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976709-7	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977284-0	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977438-2	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976717-0	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977446-5	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977454-9	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976725-3	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977462-2	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976733-7	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976741-0	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976768-3	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976776-6	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976784-0	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976792-3	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976806-1	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000977322-8	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976946-5	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976822-8	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976830-1	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976849-1	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976857-4	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976865-7	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976873-1	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976881-4	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976903-6	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S

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<b>Table 4 – cont.</b>		
ISIN	Place of registration	Place of listing
DK000976911-9	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
DK000976938-2	VP SECURITIES A/S	NASDAQ OMX Copenhagen A/S
LU039200295-1	VP LUX S.à.r.l.	NASDAQ OMX Copenhagen A/S
LU041853999-4	VP LUX S.à.r.l.	NASDAQ OMX Copenhagen A/S
LU039200201-9	VP LUX S.à.r.l.	NASDAQ OMX Copenhagen A/S
LU039200112-8	VP LUX S.à.r.l.	NASDAQ OMX Copenhagen A/S