

Final Terms dated 10 September 2008

RTE EDF Transport

Issue of €1,000,000,000 5.125 per cent. Notes due 12 September 2018

under the €6,000,000,000 Euro Medium Term Note Programme

of RTE EDF Transport

SERIES NO: 3

TRANCHE NO: 1

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 April 2008 which has received visa no. 08-074 from the *Autorité des marchés financiers* (“**AMF**”) on 18 April 2008 which constitutes 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. 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. The Base Prospectus is available for viewing free of charge on the website of the AMF “www.amf-france.org”, on the website of the Issuer “www.rte-france.com” and for inspection at the specified offices of the Paying Agents.

1	Issuer:	RTE EDF Transport
2	(i) Series Number:	3
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“€”)
4	Aggregate Nominal Amount of Notes admitted to trading:	€1,000,000, 000
5	Issue Price:	99.274 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	€50,000
7	(i) Issue Date:	12 Septemb er 2008
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	12 Septemb er 2018

9	Interest Basis/Rate of Interest:	5.125 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	(i) Status of the Notes:	Unsubordinated
	(ii) Date of corporate authorisations for the issuance of Notes obtained:	Decision of the Supervisory Board (<i>Conseil de surveillance</i>) of the Issuer dated 7 December 2007. Decision of the Executive Board (<i>Directoire</i>) of the Issuer dated 17 December 2007 authorising the issue of <i>obligations</i> and delegating to Philippe Dupuis, member of the Executive Board (<i>Directoire</i>) the authority to issue

obligations.

Decision of
Philippe
Dupuis to
issue the
Notes dated
8 September
2008.

14 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	5.125 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	12 September in each year commencing on 12 September 2009 and ending on the Maturity Date
(iii)	Fixed Coupon Amount:	€2,562.50 per €50,000 in Nominal Amount
(iv)	Broken Amount:	Not Applicable
(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA) (unadjusted)
(vi)	Determination Date(s) (Condition 5(a)):	12 September in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable

16	Floating Rate Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index Linked Interest Note Provisions / 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	Nominal Amount

23 Early Redemption Amount

Early Redemption Amount(s) payable on redemption for taxation reasons, for or an 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 per
Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24	Form of Notes:	Dematerialis ed Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialis ed form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable
25	Financial Centre(s) or other special provisions relating to payments dates:	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not

		Applicable
27	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
28	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
29	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	Masse (Condition 11):	Applicable
		The initial Representative will be: Jean-Charles BATTAGLIA 2 quarter, rue Barbes 92400 Courbevoie France
		The alternative Representative will be: Bertrand DELAITRE 33 rue des Tulipiers 93110 Rosny sous Bois France
		The Representatives will not receive any remuneration.

32 Other final terms: Not Applicable

DISTRIBUTION

33 (a) If syndicated, names of Managers: CALYON
9, quai du
Président
Paul
Doumer
92920 Paris
La Défense
Cedex
France

HSBC
France
103, avenue
des
Champs
Elysées
75008 Paris
France

J.P. Morgan
Securities
Ltd.
125 London
Wall
London
EC2Y 5AJ
United
Kingdom

Société
Générale
29,
boulevard
Haussmann
75009 Paris
France

(b) Stabilising Manager(s) (if any): Not Applicable

34 If non-syndicated, name of Dealer: Not Applicable

35 Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA rules not applicable

36 Additional selling restrictions: **Italy:**
The offering of the Notes has not been

registered with the Commission e Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian securities legislation and, accordingly, each Manager has represented and agreed that it has not offered, sold or distributed, and will not offer, sell or distribute any Notes or any copy of the Base Prospectus or these Final Terms or any other offer document in the Republic of Italy ("Italy") in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Financial Services



Act"),
unless an
exemption
applies.
Accordingly,
the Notes
shall only be
offered, sold
or delivered
in Italy:

(a) to
qualified
investors
(*investitori
qualificati*),
pursuant to
Article 100
of the
Consolidate
d Financial
Services Act
and the
implementin
g CONSOB
regulation,
as amended
and restated
from time to
time; or

(b) in any
other
circumstanc
es where an
express
exemption
from
compliance
with the
restrictions
on offers to
the public
applies, as
provided
under the
Consolidate
d Financial
Services Act
or CONSOB
Regulation
No. 11971
of
14 May 199
9, as



amended.

Moreover, and subject to the foregoing, any offer, sale or delivery of the Notes or distribution of copies of the Base Prospectus or these Final Terms or any other document relating to the Notes in Italy under (a) or (b) above must be:

(i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Consolidated Financial Services Act, Legislative Decree No. 385 of 1 September 1993 (the "**Banking Act**"), CONSOB Regulation No. 16190 of 29 October 2007, all as



amended;

(ii) in compliance with Article 129 of the Banking Act and the implementing guidelines, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and

(iii) in compliance with any other applicable laws and regulations, including any limitation or requirement which may be imposed from time to time, inter alia, by CONSOB or the Bank of Italy.

Any investor purchasing the Notes in this offering is solely responsible for ensuring that any offer or resale of the Notes it purchases in this



offering
occurs in
compliance
with
applicable
laws and
regulations.

The Base
Prospectus,
the Final
Terms and
the
information
contained in
those
documents
are intended
only for the
use of their
recipient
and are not
to be
distributed
to any third-
party
resident or
located in
Italy for any
reason. No
person
resident or
located in
Italy other
than the
original
recipients of
this
document
may rely on
them or
their
contents.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the 6,000,000,000 Euro Medium Term Notes Programme of RTE EDF Transport.

RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Philippe Dupuis

A0984853211



Duly authorised

A handwritten signature or mark, possibly initials, located in the bottom right corner of the page.

PART B – OTHER INFORMATION

1 RISK FACTORS

Not Applicable

2 LISTING

- (i) Listing: Paris Stock Exchange (Euronext Paris)
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 12 September 2008
- (iii) Estimate of total expenses related to admission to trading: €7,500 (listing fees)

3 RATINGS AND EURO EQUIVALENT

Ratings: Applicable

The Notes to be issued have been rated:
Standard & Poor's Ratings Services: AA -

The aggregate principal amount of Notes issued has been converted into Euro at the rate of [●], producing a sum of: Not Applicable

4 NOTIFICATION

Not Applicable

5 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

6 THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS

Not Applicable

7 YIELD

Indication of yield: 5.22 per cent. per annum

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

8 OPERATIONAL INFORMATION

- (i) ISIN Code: FR0010660043
- (ii) Common Code: 038628674
- (iii) Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant

- identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Names and addresses of initial Paying Agent(s): BNP Paribas Securities Services
Immeuble Tolbiac
25 quai Panhard Levassor
75013 Paris Cedex
France
- (vii) Name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment. Not Applicable

