



Final Terms dated 2 September 2008

**CADES
(CAISSE D'AMORTISSEMENT DE LA DETTE SOCIALE)
Issue of EUR 3,000,000,000 4.50 per cent. Notes due 2013 (the "Notes")
under the Euro 30,000,000,000 Debt Issuance Programme
of CADES (the "Issuer")**

**SERIES NO: 254
TRANCHE NO: 1**

Issue Price: 99.623 per cent.

JOINT LEAD MANAGERS

**BNP PARIBAS
DRESDNER KLEINWORT
J.P. MORGAN
NOMURA INTERNATIONAL**

CO-LEAD MANAGERS

**BARCLAYS CAPITAL
CALYON
CITI
HSBC
NATIXIS**

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 which received from the *Autorité des marchés financiers* (“AMF”) visa n°08-104 on 22 May 2008 (the “**Base Prospectus**”) 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 on the AMF website and copies may be obtained from the Issuer.

1. Issuer: Caisse d'amortissement de la dette sociale
2. (i) Series Number: 254
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount:
(i) Series: EUR 3,000,000,000
(ii) Tranche: EUR 3,000,000,000
5. Issue Price: 99.623 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: EUR 50,000
7. (i) Issue Date: 4 September 2008
(ii) Interest Commencement Date: 4 September 2008
8. Maturity Date: 4 September 2013
9. Interest Basis: 4.50 per cent. Fixed Rate
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: Senior

(ii) Date of Board approval for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d'administration*) of the Issuer dated 23 November 2005 authorising the Issuer's borrowing programme and delegating all powers to issue notes to its *Président* and approval of the Issuer's borrowing programme by the Minister of the Economy, Finance and Industry dated 20 March 2006.

14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions Applicable

(i) Rate of Interest: 4.50 per cent. per annum payable annually in arrear

(ii) Interest Payment Date: 4 September in each year commencing on 4 September 2009.

(iii) Fixed Coupon Amount: EUR 2,250 per EUR 50,000 in nominal amount

(iv) Broken Amount(s): Not Applicable

(v) Day Count Fraction: Actual/Actual ICMA

(vi) Determination Dates: Not Applicable

(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 of each Note Nominal amount

23. Early Redemption Amount Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer form (*au porteur*)
- (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 Payment Dates: TARGET, Paris
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
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, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. *Masse*: Applicable
- The initial representative of the Masse is:
Heike S. Hauser
Jürgen-Ponto-Platz 1
60301 Frankfurt am Main
Germany

The acting representative shall receive no

remuneration.

32. Other final terms: Not Applicable

DISTRIBUTION

33. (i) If syndicated, names of Managers:

Joint Lead Managers:

BNP Paribas
Dresdner Bank Aktiengesellschaft
J.P. Morgan Securities Ltd.
Nomura International plc

Co-Lead Managers

Barclays Bank PLC
Calyon
Citigroup Global Markets Limited
HSBC France
Natixis

(iii) Stabilising Manager(s) (if any):

Not Applicable

34. If non-syndicated, name and address of Dealer:

Not Applicable

35. Total commission and concession:

0.10 per cent. of the Aggregate Nominal Amount

36. Additional selling restrictions:

United States of America:
TEFRA rules are not applicable.

Republic of France:

Each of the Joint Lead Managers and the Issuer has represented and agreed that, in connection with their initial distribution, it has not offered or sold, and will not offer or sell any Notes to the public in the Republic of France and has not distributed and will not distribute or cause to be distributed in the Republic of France, the Base Prospectus, the Final Terms or any other offering material relating to the Notes except to qualified investors (*investisseurs qualifiés*) in accordance with Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French *Code monétaire et financier*.

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 Euro 30,000,000,000 Debt Issuance Programme of the Issuer.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Patrice RACT MADOUX



Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 4 September 2008.
- (iii) Estimate of total expenses related to admission to trading: Euro 10,000 (listing fees)
- (iv) Regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: Not Applicable

2. RATINGS

- Ratings: The Programme has been rated:
S & P: AAA
Moody's: Aaa
Fitch: AAA

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD

Indication of yield: 4.586 per cent. per annum of the Aggregate Nominal Amount

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

5. OPERATIONAL INFORMATION

- ISIN Code: FR0010660100
- Common Code: 038610236

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking *Société Anonyme* and the relevant identification number(s):

Euroclear France S.A.

Delivery:

Delivery against payment

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable