



**FINAL TERMS DATED 30 APRIL 2008**

**RTE EDF Transport**

**Issue of Euro 1,250,000,000 4.875 per cent. Notes due 6 May 2015  
under the  
Euro 6,000,000,000 Euro Medium Term Note Programme  
for the issue of Notes  
of RTE EDF Transport (the "Issuer")**

**SERIES No:2  
TRANCHE No:1**

**Joint Lead Managers**

**ABN AMRO  
BNP PARIBAS  
CITI  
NATIXIS  
THE ROYAL BANK OF SCOTLAND**

## 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](http://www.amf-france.org)”, on the website of the Issuer “[www.rte-france.com](http://www.rte-france.com)” and for inspection at the specified offices of the Paying Agents.

<b>1</b>	Issuer:	RTE EDF Transport
<b>2</b>	(i) Series Number:	2
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
<b>4</b>	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 1,250,000,000
	(ii) Tranche:	EUR 1,250,000,000
<b>5</b>	Issue Price:	99.548 per cent. of the Aggregate Nominal Amount
<b>6</b>	Specified Denomination(s):	EUR 50,000
<b>7</b>	(i) Issue Date:	6 May 2008
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Maturity Date:	6 May 2015
<b>9</b>	Interest Basis/Rate of Interest:	4.875 per cent. per annum. Fixed Rate
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Not Applicable
<b>13</b>	(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 the <i>obligations</i> and delegating to Philippe Dupuis, member of the Executive Board ( <i>Directoire</i> ) the authority to issue the <i>obligations</i> . Decision of Philippe Dupuis to issue the Notes dated

28 April 2008.  
14 Method of distribution: Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15 Fixed Rate Note Provisions Applicable

(i) Rate of Interest: 4.875 per cent. per annum payable annually in arrear in each year commencing on 6 May 2009

(ii) Interest Payment Date(s): 6 May in each year

(iii) Fixed Coupon Amount: EUR 2,437.50 per EUR 50,000 in Nominal Amount

(iv) Broken Amount(s): Not Applicable

(v) Day Count Fraction (Condition 5(a)): Actual/Actual (ICMA)

(vi) Determination Date(s) (Condition 5(a)): 6 May 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: Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)

(ii)	Registration Agent:	Not Applicable
(iii)	Temporary Global Certificate:	Not Applicable
(iv)	Applicable TEFRA exemption:	Not Applicable
<b>25</b>	Financial Centre(s) or other special provisions relating to payments dates:	Not Applicable
<b>26</b>	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
<b>27</b>	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
<b>28</b>	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
<b>29</b>	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
<b>30</b>	Consolidation provisions:	Not Applicable
<b>31</b>	<i>Masse</i> (Condition 11):	Applicable
		The initial Representative will be: Alice Bonardi 3, rue Taitbout 75009 Paris France
		The alternative Representative will be: Eric Noyer 10 Harewood Avenue London NW1 6AA United Kingdom
		The Representatives will not receive any remuneration.
<b>32</b>	Other final terms:	Not Applicable

## DISTRIBUTION

<b>33</b>	(a) If syndicated, names of	ABN AMRO Bank N.V. BNP Paribas
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Managers:	Citigroup Global Markets Limited Natixis The Royal Bank of Scotland plc
(b) Stabilising Manager(s) (if any):	BNP Paribas
<b>34</b> If non-syndicated, name of Dealer:	Not Applicable
<b>35</b> Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA rules are not applicable
<b>36</b> Additional selling restrictions:	Not Applicable
<b>37</b> Tax regime in respect of Notes not constituting <i>obligations</i> :	Not Applicable

#### **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  
Duly authorised

## 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 6 May 2008
- (iii) Estimate of total expenses related to admission to trading: EUR 11,000 (listing fees)

### 3 RATINGS AND EURO EQUIVALENT

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

Euro equivalent: 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 FIXED RATE NOTES ONLY -YIELD

Indication of yield: 4.953 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: FR0010612622
- (ii) Common Code: 036079550
- (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 initial Paying Agent(s): **BNP Paribas Securities Services**  
Immeuble Tolbiac  
25 quai Panhard Levassor  
75013 Paris Cedex  
France
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (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