



Final Terms dated 25 November 2009

**CADES
(CAISSE D'AMORTISSEMENT DE LA DETTE SOCIALE)
Issue of USD 1,000,000,000 1.625 per cent. Notes due 2012 (the "Notes")
under the Euro 60,000,000,000 Debt Issuance Programme
of CADES (the "Issuer")**

**SERIES NO: 278
TRANCHE NO: 1**

Issue Price: 99.878 per cent.

JOINT LEAD MANAGERS

**CREDIT SUISSE
GOLDMAN SACHS INTERNATIONAL
RBC CAPITAL MARKETS**

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°09-162 on 27 May 2009 (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 as 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 supplemented. The Base Prospectus and the supplements are 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: 278
(ii) Tranche Number: 1
3. Specified Currency or Currencies: United States dollars (“**USD**”)
4. Aggregate Nominal Amount:
(i) Series: USD 1,000,000,000
(ii) Tranche: USD 1,000,000,000
5. Issue Price: 99.878 per cent. of the Aggregate Nominal Amount
6. Specified Denomination: USD 1,000
7. (i) Issue Date: 27 November 2009
(ii) Interest Commencement Date: 27 November 2009
8. Maturity Date: 27 November 2012
9. Interest Basis: 1.625 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 5 August 2008 authorising the Issuer's borrowing programme and delegating all powers to issue notes to its *Président* and of the approval of the Issuer's borrowing programme by the Minister of the Economy, Finance and Industry dated 25 September 2008.

14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions Applicable

(i) Rate of Interest: 1.625 per cent. per annum payable annually in arrear

(ii) Interest Payment Date: 27 November in each year commencing on 27 November 2010.

(iii) Fixed Coupon Amount: USD 16.25 per USD 1,000 in nominal amount.

(iv) Broken Amount(s): Not Applicable

(v) Day Count Fraction: 30/360

(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 USD 1,000 per Specified Denomination

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, New York, Paris and London
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:
Anne Flori
Royal Bank of Canada Europe Limited
27 rue de marignan
75008 Paris
France
- The alternative representative of the *Masse* will be:

Geraud de Nadaillac
Royal Bank of Canada Europe Limited
27 rue de marignan
75008 Paris
France

The acting representative shall receive no remuneration.

32. Other final terms: Not Applicable

DISTRIBUTION

33. (i) If syndicated, names and addresses of Managers and underwriting commitments:

Joint Lead Managers:

Credit Suisse Securities (Europe) Limited

One Cabot Square

London E14 4QJ

United Kingdom

Underwriting commitment: USD 333,333,334

Goldman Sachs International

Peterborough Court

133 Fleet Street

London EC4A 2BB

United Kingdom

Underwriting commitment: USD 333,333,333

Royal Bank of Canada Europe Limited

71 Queen Victoria Street

London EC4V 4DE

United Kingdom

Underwriting commitment: USD 333,333,333

(ii) Date of Subscription Agreement:

25 November 2009

(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.

The Issuer is Category 1 for the purposes of Regulation S.

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 60,000,000,000 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

Handwritten signature in black ink, appearing to read 'P R M' with a stylized flourish.

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 27 November 2009.
- (iii) Estimate of total expenses related to admission to trading: Euro 2,460 (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. NOTIFICATION

The *Autorité des marchés financiers* has provided the *Commission de Surveillance du Secteur Financier* in Luxembourg with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

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

Save as disclosed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue 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: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated net proceeds: USD 997,780,000
- (iii) Estimated total expenses: Euro 2,460

6. YIELD

- Indication of yield: 1.667 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.

7. OPERATIONAL INFORMATION

ISIN Code: FR0010827246

Common Code: 046957563

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *Société Anonyme* and the relevant identification number(s):

Euroclear France S.A.

Delivery:

Delivery free of payment

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

KBL European Private Bankers S.A.
43, boulevard Royal
L-2955 Luxembourg
Grand-Duchy of Luxembourg

Names and addresses of relevant Dealer(s):

See § 33 of Part A.

Date of the Subscription Agreement:

25 November 2009

The aggregate principal amount of Notes issued has been translated into Euro at the rate of USD 1.4975 per Euro 1.00, producing a sum of:

Euro 667,779,632.721

The Luxembourg Listing Agent appointed in respect of the Notes is:

KBL European Private Bankers S.A.