

Final Terms dated 12 January 2010

CAISSE DES DÉPÔTS ET CONSIGNATIONS

Issue of USD 60,000,000 Floating Rate Notes due January 2013

under the

€6,000,000,000

Euro Medium Term Note Programme

SERIES NO: 40

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 30 January 2009 which received visa no. 09-021 from the *Autorité des marchés financiers* (AMF) on 30 January 2009 and the Supplements to the Base Prospectus dated 21 April 2009, 21 July 2009, and 4 November 2009 which received from the AMF visa no. 09-106 on 21 April 2009, visa no. 09-227 on 21 July 2009 and visa no.09-320 on 4 November 2009 respectively which together constitute 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 so 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 to the Base Prospectus are available for viewing free of charge on the website of the AMF "www.amf-france.org", on the website of the Issuer "www.caissedesdepots.fr" and for inspection at the specified offices of the Paying Agents and copies may be obtained from the Issuer, 56 rue de Lille, 75007 Paris, France.

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| 1. | Issuer: | Caisse des dépôts et consignations |
| 2. | (i) Series Number: | 40 |
| | (ii) Tranche Number: | 1 |
| | (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible) | |
| 3. | Specified Currency or Currencies: | United States Dollars (“USD”) |
| 4. | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (i) Series: | USD 60,000,000 |
| | (ii) Tranche: | USD 60,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination(s): | USD 100,000 |
| 7. | (i) Issue Date: | 14 January 2010 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | Interest Payment Date falling in or nearest to 14 January 2013 |
| 9. | Interest Basis: | Floating Rate (further particulars specified below) |

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| 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 approval for the issuance of Notes obtained: | Decision of Mr Augustin de Romanet in his capacity as <i>Directeur général</i> of the Issuer dated 12 January 2010 |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Not applicable |
| 16. | Floating Rate Provisions | Applicable |
| | (i) Interest Period(s): | The period beginning on (and including) the Issue Date and ending on (but excluding) the first Specified Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date |
| | (ii) Specified Interest Payment Dates: | 14 April, 14 July, 14 October and 14 January in each year, commencing on (and including) 14 April 2010 up to (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified below |
| | (iii) Interest Period Date: | Not applicable |
| | (iv) Business Day Convention: | Modified Following Business Day Convention |
| | (v) Business Centre(s): | London, New York and TARGET |
| | (vi) Manner in which the Rate(s) of Interest is/are to be determined: | ISDA Determination |
| | (vii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent:) | Credit Suisse, International London |
| | (viii) Screen Rate Determination (Condition 5(c)(iii)(C)): | Not Applicable |

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| (ix) | FBF Determination (Condition 5(c)(iii)(A)) | Not Applicable |
| (x) | ISDA Determination 5(c)(iii)(B): | Applicable |
| | - Floating Rate Option: | USD-LIBOR-BBA |
| | - Designated Maturity: | 3 months |
| | - Reset Date: | the first day of each Interest Period |
| (xi) | Margin(s): | PLUS 0.12 per cent. per annum |
| (xii) | Minimum Rate of Interest: | Zero per cent. |
| (xiii) | Maximum Rate of Interest: | Not Applicable |
| (xiv) | Day Count Fraction (Condition 5(a)): | Actual/360 (Adjusted) |
| (xv) | Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | As set out in the Conditions |
| 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 (Issuer Call) | Not Applicable |
| 21. | Put Option (Investor Put) | Not Applicable |
| 22. | Final Redemption Amount of each Note: | USD 100,000 per Note of USD 100,000 Specified Denomination |
| 23. | Early Redemption Amount | As set out in the Conditions |
| | Early Redemption Amount(s) payable on redemption 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 set out in the Conditions |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Forms of Notes: | Dematerialised Notes |
| | (i) Form of Dematerialised Notes: | Bearer dematerialised 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 payment dates: | London, New York and TARGET Payment dates shall be adjusted in accordance with the Modified Following Business Day Convention |
| 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 name of the Representative of the Masse is:
 - Citigroup Global Markets Limited
 - Citigroup Center, Canada Square, Canary Wharf
 - London, E14 5LB

 - (The Representative will not receive any remuneration)

- 32. Other final terms: Not Applicable

DISTRIBUTION

33. (a) If syndicated, names of Managers: Not Applicable
(b) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name of Dealers: Citigroup Global Markets Limited
35. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA rules not applicable
36. Additional selling restrictions: Not Applicable
37. Tax regime in respect of Notes not constituting obligations under French law or *titres de créances négociables* within the meaning of the ruling (FP) 2007/59 of the *Direction générale des impôts* dated 8 January 2008 or other debt securities considered by the French tax authorities as falling into similar categories: 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 the Issuer.

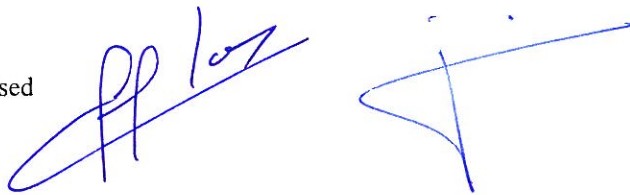
RESPONSIBILITY

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

Signed on behalf of the Issuer

By:

Duly authorised

Two handwritten signatures in blue ink. The first signature is on the left and the second is on the right.

PART B – OTHER INFORMATION

1. RISK FACTORS

Not Applicable

2. LISTING

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| (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 14 January 2010 |
| (iii) | Additional publication of the Base Prospectus and Final Terms | Not Applicable |
| (iv) | Estimate of total expenses related to admission to trading: | EUR 1,750 |
| (v) | 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 | None |

3. RATINGS AND EURO EQUIVALENT

Ratings: The Programme is currently rate AAA/A-1+ by Standard & Poor's Ratings Services, a division of the McGraw Hill Companies, Inc., AAA/F1+ by Fitch Ratings and Aaa/Prime-1 by Moody's.

The Notes will not be rated:

Euro equivalent: EUR 41,574,279

The aggregate principal amount of Notes issued has been converted into Euro at the rate of USD 1.443200013 for EUR 1, producing a sum of: EUR 41,574,279

4. NOTIFICATION

Not Applicable

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

Save for any fees payable to the Dealer, 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

Not Applicable

8. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | FR0010843771 |
| (ii) | Common Code: | 047763908 |
| (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 free of payment |
| (v) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) | 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 |