

FINAL TERMS**19 March 2010****RCI Banque****Issue of Euro 500,000,000 3.375 per cent. Notes due 23 January 2013****under the Euro 12,000,000,000****Euro Medium Term Note Programme**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

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 17 July 2009 (the **Base Prospectus**), the first supplement to the Base Prospectus dated 5 August 2009, the second supplement to the Base Prospectus dated 20 November 2009, the third supplement to the Base Prospectus dated 25 November 2009 and the fourth supplement to the Base Prospectus dated 3 March 2010 (the **Supplements**) 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 the 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 so supplemented. The Base Prospectus and the Supplements are available for viewing at www.bourse.lu and copies may be obtained from the registered office of the Issuer, the principal office of the Agent in London and the principal office of the Paying Agent in Luxembourg.

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| 1. | Issuer: | RCI Banque |
| 2. | (a) Series Number: | 246 |
| | (b) Tranche Number: | 1 |

3.		Euro
4.	Specified Currency or Currencies:	
5.	Aggregate Nominal Amount:	Euro 500,000,000
6.	Issue Price:	99.863 per cent. of the Aggregate Nominal Amount
7.	(a) Specified Denomination(s):	Euro 1,000
	(b) Calculation Amount	Euro 1,000
8.	(a) Issue Date:	23 March 2010
	(b) Interest Commencement Date:	23 March 2010
9.	Maturity Date:	23 January 2013
10.	Interest Basis:	3.375 per cent. per annum Fixed Rate
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(a) Status of the Notes:	Senior
	(b) Date approval for issuance of Notes obtained:	21 July 2009
15.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions	Applicable
	(a) Rate of Interest:	3.375 per cent. per annum, payable annually in arrear
	(b) Interest Payment Date(s):	23 January in each year
	(c) Fixed Coupon Amount(s):	Euro 33.75 per Calculation Amount
	(d) Broken Amount(s):	Euro 28.294 per Euro 1,000 Calculation Amount for the period from and including the Issue Date to and excluding 23 January 2011



(e)	Day Count Fraction:	Actual/Actual (ICMA) unadjusted
(f)	Determination Date(s):	23 January in each year
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
17.	Floating Rate Note Provisions	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable
19.	Index Linked Interest Note Provisions	Not Applicable
20.	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Issuer Call:	Not Applicable
22.	Put Option:	Not Applicable
23.	Final Redemption Amount of each Note:	Euro 1,000 per Calculation Amount
24.	Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(f):	As set out in Condition 7(f)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on an Exchange Event
26.	New Global Note:	Yes
27.	Financial Centre(s) or other special provisions relating to payment days:	Not Applicable



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| 28. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. | 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 (of any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable |
| 30. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 31. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 32. | Consolidation provisions: | Not Applicable |
| 33. | Other final terms: | Not Applicable |

DISTRIBUTION

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| 34. | (a) If syndicated, names and addresses of Managers: | <p>Banca IMI S.p.A.
 Piazzetta G. Dell'Amore 3
 20121 Milan
 Italy</p> <p>Crédit Agricole Corporate and Investment
 Bank
 9, quai du Président Paul Doumer
 92920 Paris
 La Défense Cedex
 France</p> <p>The Royal Bank of Scotland plc
 135 Bishopsgate
 London EC2M 3UR
 United Kingdom</p> |
| | (b) Date of Syndication Agreement: | 19 March 2010 |



	(c) Stabilising Manager(s) (if any):	Crédit Agricole Corporate and Investment Bank
34.	Total commission and concession:	0.22 per cent. of the Aggregate Nominal Amount
35.	If non-syndicated, name and addresses of Dealer:	Not Applicable
36.	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
37.	Non-exempt Offer:	Not Applicable
38.	Additional selling restrictions:	Not Applicable

PURPOSE OF FINAL TERMS

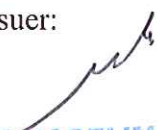
These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the Luxembourg Stock Exchange and Euronext Paris of the Notes described herein pursuant to the €12,000,000,000 Euro Medium Term Note Programme of RCI Banque.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:



Antoine ROUSSELIN
Chief financial Officer

Duly authorised

PART B - OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application has been made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the *Bourse de Luxembourg* and Euronext Paris with effect from 23 March 2010.

2. **RATINGS**

Ratings: The Notes have the benefit of the general rating granted to the Programme (see "Ratings" on page 9 of the Base Prospectus dated July 2009, as amended by the Supplements).

3. **NOTIFICATION**

The competent authority in Luxembourg has provided the *Autorité des Marchés Financiers* 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 discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

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| (i) Reasons for the offer: | See "Use of Proceeds" wording in Base Prospectus |
| (ii) Estimated total expenses: | Euro 5,605 |
| (iii) Estimated net proceeds: | Euro 498,215,000 |

6. **YIELD**

Indication of yield: 3.429 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.

7. OPERATIONAL INFORMATION

ISIN Code: XS0494501926

Common Code: 049450192

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Citibank, N.A.
Ground Floor
DUB-01-11
1 North Wall Quay
Dublin 1
Ireland

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safe-keeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.