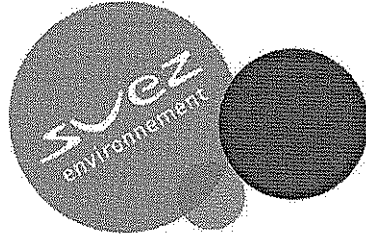


Final Terms dated 22 June 2010



SUEZ ENVIRONNEMENT COMPANY

(the "Issuer")

Issue of € 500,000,000 4.125 per cent. Notes due June 2022

Under the
€ 5,000,000,000 Euro Medium Term Note Programme for the issue of Notes

SERIES NO: 6

TRANCHE NO: 1

Joint Lead Managers

**CRÉDIT AGRICOLE CIB
ING COMMERCIAL BANKING
NATIXIS
THE ROYAL BANK OF SCOTLAND PLC**

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 15 February 2010 which received visa no. 10-021 from the *Autorité des marchés financiers* (the "AMF") on 15 February 2010, the supplements to the Base Prospectus dated 19 May 2010 and 11 June 2010 which received respectively from the AMF visa no. 10-136 on 19 May 2010 and visa no. 10-178 on 11 June 2010, which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (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, the Base Prospectus and the supplements thereto. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the AMF (www.amf-france.org), on the Issuer's website (www.suez-environnement.com) and copies may be obtained from the Issuer at 1, rue d'Astorg, 75008 Paris, France.

1.	Issuer:	Suez Environnement Company
2.	(i) Series Number:	6
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro ("€")
4.	Aggregate Nominal Amount:	
	(i) Series:	€ 500,000,000
	(ii) Tranche:	€ 500,000,000
5.	Issue Price:	99.249 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	€ 50,000
7.	(i) Issue Date:	24 June 2010
	(ii) Interest Commencement Date	Issue Date
8.	Maturity Date:	24 June 2022
9.	Interest Basis:	4.125 per cent. Fixed Rate (further particulars specified below)
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 corporate authorisations for issuance of Notes obtained:	Decision of the <i>Directeur général</i> of the Issuer of 16 June 2010 pursuant to the authorisation of the <i>Conseil d'administration</i> of the Issuer held on 17 December 2009.
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	24 June in each year, commencing on 24 June 2011
	(iii) Fixed Coupon Amount:	€ 2,062.50 per € 50,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable

(v)	Day Count Fraction (Condition 5(a)):	Actual/Actual-ICMA (unadjusted)
(vi)	Determination Dates (Condition 5(a)):	24 June in each year
(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.	Change of Control Put Option	Applicable
23.	Final Redemption Amount of each Note	€ 50,000 per Note of € 50,000 Specified Denomination
24.	Early Redemption Amount	
(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(f)), for illegality (Condition 6(j)) or on event of default (Condition 9) 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
(ii)	Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 6(f)):	Yes
(iii)	Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 7(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. 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
26. Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
28. 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
29. Details relating to Instalment Notes: Not Applicable
30. Redenomination, renominatisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: Not Applicable
32. Masse (Condition 11) Applicable
- The initial Representative will be:
 Franck Hergault
 10, Avenue Emile
 95160 Montmorency
 France
- The alternate Representative will be:
 Pierre Brette
 10, passage Beslay
 75011 Paris
 France
- The Representative and the alternate Representative will not be entitled to any remuneration.
33. Other final terms: Not Applicable

DISTRIBUTION

34. (i) If syndicated, names of Managers: Crédit Agricole Corporate and Investment Bank
ING Bank N.V.
Natixis
The Royal Bank of Scotland plc
- (ii) Stabilising Manager(s) (if any): Not Applicable
35. If non-syndicated, name and address of Dealer: Not Applicable
36. Additional selling restrictions: Not Applicable
37. United States of America: Category 2 restrictions apply to the Notes

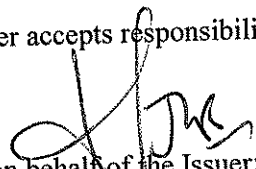
LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €5,000,000,000 Euro Medium Term Note Programme of the Issuer.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:  Jean-Narc Bourcier

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- | | | |
|-------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| (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 the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | € 10,750 |
| (iv) | Additional publication of Base Prospectus and Final Terms: | Not Applicable |

2. Ratings

- | | |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ratings: | The Notes to be issued have been rated:

Moody's: A3

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

3. 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.

4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | | |
|-------|---------------------------|--------------------------------------------------|
| (i) | Reasons for the offer | See "Use of Proceeds" wording in Base Prospectus |
| (ii) | Estimated net proceeds: | € 494,995,000 |
| (iii) | Estimated total expenses: | € 10,750 |

5. Yield

- | | |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Indication of yield: | 4.206 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. |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|

6. Operational Information

- | | |
|--------------|--------------|
| ISIN Code: | FR0010913780 |
| Common Code: | 051913809 |

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

Delivery:

Delivery against payment

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

Not Applicable