

**Final Terms dated 26 April 2011**

**CAISSE DES DÉPÔTS ET CONSIGNATIONS**

Issue of €25,000,000 Floating Rate Notes due 28 April 2017

under the

**€12,000,000,000**

Euro Medium Term Note Programme

**SERIES NO: 64**

**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 16 March 2011 which received visa no. 11-076 from the *Autorité des marchés financiers* (AMF) on 16 March 2011 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) as amended (by Directive 2010/73/EU (the **2010 PD Amending Prospectus Directive**) to the extent that such amendment have been implemented in a Member State of the European Economic Area). 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.caissedesdepots.fr](http://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.

1.	Issuer:	Caisse des dépôts et consignations
2.	(i) Series Number:	64
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro ("EUR")
4.	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 25,000,000
	(ii) Tranche:	EUR 25,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination(s):	EUR 100,000
7.	(i) Issue Date:	28 April 2011
	(ii) Interest Commencement Date:	Issue Date

8.	Maturity Date:	Interest Payment Date falling in or nearest to April 2017
9.	Interest Basis:	3 month EURIBOR + 0.27 per cent. per annum Floating 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 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 7 April 2011
14.	Method of distribution:	Non-syndicated

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

15.	Fixed Rate Note Provisions	Not Applicable
16.	Floating Rate Provisions	Applicable
	(i) Interest Period(s):	The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date  For the avoidance of doubt, the Interest Periods shall be adjusted in accordance with the Business Day Convention
	(ii) Specified Interest Payment Dates:	Quarterly, on each 28 January, 28 April, 28 July and 28 October, commencing on 28 July 2011 and ending on (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention
	(iii) Interest Period Date:	Not Applicable
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Business Centre(s):	TARGET2 Business Day
	(vi) Manner in which the Rate(s) of Interest	FBF Determination

is/are to be determined:

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|--------|--|--|
| (vii)  | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent:)   | Not Applicable   |
| (viii) | Screen Rate Determination (Condition 5(c)(iii)(C)):  | Not Applicable   |
| (ix)   | FBF Determination (Condition 5(c)(iii)(A))   | Applicable   |
| —      | Floating Rate:   | 3 month EURIBOR  |
| —      | Floating Rate Determination Date ( <i>Date de Détermination du Taux Variable</i> ):  | 2 TARGET2 Business Days prior to the first day in each Interest Period |
| (x)    | ISDA Determination 5(c)(iii)(B):   | Not Applicable   |
| (xi)   | Margin(s):   | + 0.27 per cent. per annum   |
| (xii)  | Minimum Rate of Interest:  | Not Applicable   |
| (xiii) | Maximum Rate of Interest:  | Not Applicable   |
| (xiv)  | Day Count Fraction (Condition 5(a)):   | Act/360  |
| (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: | 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 (Issuer Call)	Not Applicable
21.	Put Option (Investor Put)	Not Applicable
22.	Final Redemption Amount of each Note:	EUR 100,000 per Note of EUR 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):	

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

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:	TARGET2 Business Day
26.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

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|-----|---|--|
| 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. | <i>Masse</i> (Condition 11):  | <p>Applicable</p> <p>The initial Representative will be:</p> <p>Raoul Cassen</p> <p>Goldman Sachs International</p> <p>Peterborough Court</p> <p>133 Fleet Street</p> <p>London EC4A 2BB</p> <p>The alternative Representative will be:</p> <p>Hendrik Reitsma</p> <p>Goldman Sachs International</p> <p>Peterborough Court</p> <p>133 Fleet Street</p> <p>London EC4A 2BB</p> <p>The Representatives will not receive any remuneration.</p> |
| 32. | Other final terms:  | Not Applicable   |

**DISTRIBUTION**

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|-----|---------------------------------------|-----------------------------|
| 33. | (a) If syndicated, names of Managers: | Not Applicable              |
|     | (a) Stabilising Manager(s) (if any):  | Not Applicable              |
| 34. | If non-syndicated, name of Dealers:   | Goldman Sachs International |

35. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: Not Applicable

36. Additional selling restrictions: 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 €12,000,000,000 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:

Duly authorised

A handwritten signature in blue ink, appearing to be 'A. M. S.', is written over a horizontal line. The signature is stylized and cursive.

## 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 Paris Stock Exchange (Euronext Paris) with effect from 28 April 2011 |
| (iii) | Additional publication of the Base Prospectus and Final Terms   | Not Applicable  |
| (iv)  | Estimate of total expenses related to admission to trading:   | EUR 3550  |
| (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 | Not Applicable  |

### 3. RATINGS AND EURO EQUIVALENT

Ratings:	The Programme is currently rated 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
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Each of Standard & Poor's, Fitch Ratings and Moody's Investors Service is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009, although the result of such applications has not been determined

Euro equivalent:	Not Applicable
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### 4. NOTIFICATION

Not Applicable



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

Save for any fees payable to the Dealers, 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: Not Applicable

**8. OPERATIONAL INFORMATION**

- (i) ISIN Code: FR0011034792
- (ii) Common Code: 061645284
- (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 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