

Final Terms dated 13 March 2012

CAISSE DES DÉPÔTS ET CONSIGNATIONS

Issue of USD 130,000,000 Callable Zero Coupon Notes due March 2042
under the
€18,500,000,000
Euro Medium Term Note Programme

SERIES NO: 88
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, the Supplement to the Base Prospectus dated 25 May 2011 which received visa no. 11-181 from the AMF on 25 May 2011, the Supplement to the Base Prospectus dated 27 September 2011 which received visa no. 11-432 from the AMF on 27 September 2011, the Supplement to the Base Prospectus dated 16 November 2011 which received visa no. 11-533 from the AMF on 16 November 2011 and the Supplement to the Base Prospectus dated 26 January 2012 which received visa no. 12-038 from the AMF on 26 January 2012 and the Supplement to the Base Prospectus dated 22 February 2012 which received visa no.12-086 from the AMF on 22 February 2012 which together constitute 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 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. 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.

1.	Issuer:	Caisse des dépôts et consignations
2.	(i) Series Number:	88
	(i) Tranche Number:	1
3.	Specified Currency or Currencies:	U.S. Dollars (“USD”)
4.	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	USD 130,000,000
	(ii) Tranche:	USD 130,000,000
5.	Issue Price:	24.151658 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination(s):	USD 1,000,000
7.	(i) Issue Date:	15 March 2012
	(i) Interest Commencement Date:	Not Applicable
8.	Maturity Date:	15 March 2042
9.	Interest Basis:	Zero Coupon (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:	Issuer Call (further particulars specified below)
13.	(i) Status of the Notes:	Unsubordinated
	(i) Date of approval for the issuance of Notes obtained:	Decision of Antoine Gosset-Grainville in his capacity as <i>directeur général adjoint, directeur chargé de l'intérim des fonctions de directeur général</i> of the Issuer dated 9 March 2012.
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Not applicable
16.	Floating Rate Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Applicable
	(i) Amortisation Yield (Condition 6(e)(i)):	4.85 per cent. per annum
	(ii) Any other formula/basis of determining amount payable:	Not applicable
	(iii) Day Count Fraction:	30/360, unadjusted
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)	Applicable
	(i) Optional Redemption Date(s):	15 March 2013, 15 March 2014, 15 March 2015, 15 March 2016, 15 March 2017, 15 March 2018, 15 March 2019, 15 March 2020, 15 March 2021, 15 March 2022, 15 March 2023, 15 March 2024, 15 March 2025, 15 March 2026, 15 March 2027, 15 March 2028, 15 March 2029, 15 March 2030, 15 March 2031, 15 March 2032, 15 March 2033, 15 March 2034, 15 March 2035, 15 March 2036, 15 March 2037, 15 March 2038, 15 March 2039, 15 March 2040 and 15 March 2041; all Optional Redemption Dates being subject to adjustment in accordance with the Following Business Day Convention

- (ii) Optional Redemption Amount of each Note and method, if any, of calculation of such amount(s): In respect of each Optional Redemption Date the Optional Redemption Amount per Specified Denomination shall be as follows (all Optional Redemption Amounts being unadjusted):

Optional Redemption Date	Optional Redemption Amount (in USD) per Specified Denomination
15 March 2013	253,230.14
15 March 2014	265,511.80
15 March 2015	278,389.12
15 March 2016	291,890.99
15 March 2017	306,047.71
15 March 2018	320,891.02
15 March 2019	336,454.24
15 March 2020	352,772.27
15 March 2021	369,881.72
15 March 2022	387,820.98
15 March 2023	406,630.30
15 March 2024	426,351.87
15 March 2025	447,029.94
15 March 2026	468,710.89
15 March 2027	491,443.37
15 March 2028	515,278.37
15 March 2029	540,269.37
15 March 2030	566,472.44
15 March 2031	593,946.35
15 March 2032	622,752.75
15 March 2033	652,956.26
15 March 2034	684,624.63
15 March 2035	717,828.93
15 March 2036	752,643.63
15 March 2037	789,146.85
15 March 2038	827,420.47

		15 March 2039	867,550.36
		15 March 2040	909,626.56
		15 March 2041	953,743.44
(iii)	If redeemable in part:	Not Applicable	
	(a) Minimum nominal amount to be redeemed:	Not Applicable	
	(b) Maximum nominal amount to be redeemed:	Not Applicable	
(iv)	Notice period:	The Issuer shall have the right to redeem the Notes in whole (but not in part) by giving no less than 5 TARGET2 and New York Business Days notice prior to the Optional Redemption Date	
21.	Put Option (Investor Put)	Not Applicable	
22.	Final Redemption Amount of each Note:	USD 1,000,000 per Note of USD 1,000,000 Specified Denomination	
23.	Early Redemption Amount		
	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 per 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 and New York	
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, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. *Masse* (Condition 11): Applicable
- Initial Representative:
Olivier Mette
Morgan Stanley
61 rue de Monceau
75008 Paris
- Alternative Representative:
Olivier Gardella
Morgan Stanley
61 rue de Monceau
75008 Paris
- (The Representative will not receive any remuneration.)
32. Other final terms: Not Applicable

DISTRIBUTION

33. (a) If syndicated, names of Managers: Not Applicable
- (a) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name of Dealers: Morgan Stanley & Co. International plc
35. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA 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 €18,500,000,000 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:

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- | | | |
|-------|---|--|
| (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 the Issue Date. |
| (iii) | Additional publication of the Base Prospectus and Final Terms | Not Applicable |
| (iv) | Estimate of total expenses related to admission to trading: | EUR 9,400 |
| (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 |

2. RATINGS AND EURO EQUIVALENT

- | | |
|------------------|---|
| Ratings: | The Programme is currently rated:
Standard & Poor's: A-1+/AA+ (negative outlook)
Fitch Ratings: F1+/AAA (negative outlook)
Moody's Investors Service: P-1/Aaa (negative outlook).

The Notes are expected to be rated by Standard & Poors and Moody's Investors Service.

Each of Standard & Poor's, Fitch Ratings and Moody's Investors Service is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such, each of Standard & Poor's, Fitch Ratings and Moody's Investors Service is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www;esma.europa.eu) in accordance with such Regulation. |
| Euro equivalent: | Euro 98 559 514.78
The aggregate principal amount of Notes issued has been converted into Euro at the rate of 1.319 producing a sum of: 98 559 514.78 |

3. 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.

4. OPERATIONAL INFORMATION

- | | | |
|-------|---|--------------------------|
| (i) | ISIN Code: | FR0011220839 |
| (ii) | Common Code: | 075780931 |
| (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 |