

**Final Terms dated 24 June 2010**

**RTE EDF Transport S.A.**

**Issue of €750,000,000 3.875 per cent. Notes due 28 June 2022**

**under the €6,000,000,000 Euro Medium Term Note Programme**

**of RTE EDF Transport S.A.**

**SERIES NO: 4**

**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 4 May 2010 which has received visa no. 10-109 from the *Autorité des marchés financiers* (“**AMF**”) on 3 May 2010 which constitutes 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. 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.rte-france.com](http://www.rte-france.com)” and for inspection at the specified offices of the Paying Agents.

<b>1</b>	Issuer:	RTE EDF Transport S.A.
<b>2</b>	(i) Series Number:	4
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Euro (“€”)
<b>4</b>	Aggregate Nominal Amount of Notes admitted to trading:	€750,000,000
<b>5</b>	Issue Price:	99.172 per cent. of the Aggregate Nominal Amount
<b>6</b>	Specified Denomination(s):	€50,000
<b>7</b>	(i) Issue Date:	28 June 2010
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Maturity Date:	28 June 2022
<b>9</b>	Interest Basis/Rate of Interest:	3.875 per cent. Fixed Rate (further particulars specified below)
<b>10</b>	Redemption/Payment Basis:	Redemption at par

<b>11</b>	Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Not Applicable
<b>13</b>	(i) Status of the Notes:	Unsubordinated
	(ii) Date of corporate authorisations for the issuance of Notes obtained:	Decision of the Supervisory Board ( <i>Conseil de surveillance</i> ) of the Issuer dated 11 December 2009.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 11 January 2010 authorising the issue of <i>obligations</i> and delegating to Philippe Dupuis, member of the Executive Board ( <i>Directoire</i> ) the authority to issue <i>obligations</i> .  Decision of Philippe Dupuis to issue the Notes dated 14 June 2010.
<b>14</b>	Method of distribution:	Syndicated

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

<b>15</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	28 June in each year commencing on 28 June 2011 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	€1,937.50 per €50,000 in Nominal Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction (Condition 5(a)):	Actual/Actual (ICMA) (unadjusted)
	(vi) Determination Date(s) (Condition 5(a)):	28 June in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	Floating Rate Provisions	Not Applicable
<b>17</b>	Zero Coupon Note Provisions	Not Applicable
<b>18</b>	Index Linked Interest Note Provisions / other variable-linked interest Note Provisions	Not Applicable
<b>19</b>	Dual Currency Note Provisions	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Final Redemption Amount	Nominal Amount
23	Early Redemption Amount	

Early Redemption Amount(s) payable on redemption for taxation reasons, 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	Form 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 payments dates:	Not Applicable
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 initial Representative will be:  
Valérie Razou  
8 bis avenue du château  
92200 Neuilly sur Seine

France

The alternative Representative will be:  
Stanislas Dont  
8 rue de la belle feuille  
92100 Boulogne-Billancourt  
France

The Representatives will not receive any remuneration.

**32** Other final terms: Not Applicable

**33** Tax regime: As per Conditions

### DISTRIBUTION

**33** (a) If syndicated, names of Managers: Deutsche Bank AG, London Branch  
HSBC France  
Natixis  
Société Générale

(b) Stabilising Manager(s) (if any): Société Générale

**34** If non-syndicated, name of Dealer: Not Applicable

**35** Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA rules 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 6,000,000,000 Euro Medium Term Notes Programme of RTE EDF Transport S.A.

### RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Philippe Dupuis  
Duly authorised



## PART B – OTHER INFORMATION

### 1 RISK FACTORS

Not Applicable

### 2 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 28 June 2010
- (iii) Estimate of total expenses related to admission to trading: €16,400 (listing fees)

### 3 RATINGS AND EURO EQUIVALENT

Ratings: Applicable

The Notes to be issued have been rated:  
Standard & Poor's Ratings Services: A+

The aggregate principal amount of Notes issued has been converted into Euro at the rate of [•], producing a sum of: Not Applicable

### 4 NOTIFICATION

Not Applicable

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

Save for any fees payable to the Managers, 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 YIELD

Indication of yield: 3.963 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.

### 8 OPERATIONAL INFORMATION

- (i) ISIN Code: FR0010913178
- (ii) Common Code: 051886615
- (iii) Any clearing system(s) other than Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant Not Applicable

identification number(s):

- |   |  |
|---|--|
| (iv) Delivery:  | Delivery against payment   |
| (v) Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable   |
| (vi) Names and addresses of initial Paying Agent(s):  | BNP Paribas Securities Services<br>Les Grands Moulins de Pantin<br>9, rue du Débarcadère<br>93500 Pantin<br><br>France |
| (vii) 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   |