

**Final Terms dated 1 February 2011**

**RTE EDF Transport S.A.**

**Issue of €500,000,000 4.125 per cent. Notes due 3 February 2021**

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

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

**SERIES NO: 5**

**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 and the supplement to the Base Prospectus dated 20 January 2011 which has received visa no.11-020 from the AMF on 20 January 2011 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 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 as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are 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 Agent.

<b>1</b>	<b>Issuer:</b>	RTE EDF Transport S.A.
<b>2</b>	(i) <b>Series Number:</b>	5
	(ii) <b>Tranche Number:</b>	1
<b>3</b>	<b>Specified Currency or Currencies:</b>	Euro (“€”)
<b>4</b>	<b>Aggregate Nominal Amount of Notes admitted to trading:</b>	€500,000,000
<b>5</b>	<b>Issue Price:</b>	99.775 per cent. of the Aggregate Nominal Amount
<b>6</b>	<b>Specified Denomination(s):</b>	€100,000
<b>7</b>	(i) <b>Issue Date:</b>	3 February 2011
	(ii) <b>Interest Commencement Date:</b>	Issue Date
<b>8</b>	<b>Maturity Date:</b>	3 February 2021
<b>9</b>	<b>Interest Basis/Rate of Interest:</b>	4.125 per cent. Fixed Rate (further particulars specified below)
<b>10</b>	<b>Redemption/Payment Basis:</b>	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 10 December 2010.  Decision of the Executive Board ( <i>Directoire</i> ) of the Issuer dated 13 December 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 25 January 2011.
<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:	4.125 per cent. <i>per annum</i> payable annually in arrear
	(ii) Interest Payment Date(s):	3 February in each year commencing on 3 February 2012 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	€4,125 per €100,000 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)):	3 February 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:  
Alice Bonardi  
3, rue Taitbout  
75009 Paris  
France
- The alternative Representative will be:  
Patrick Calinski  
3, rue d'Antin  
75002 Paris  
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: BNP Paribas  
Crédit Agricole Corporate and Investment Bank  
Merrill Lynch International  
The Royal Bank of Scotland plc
- (b) Stabilising Manager(s) (if any): Not Applicable
- 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

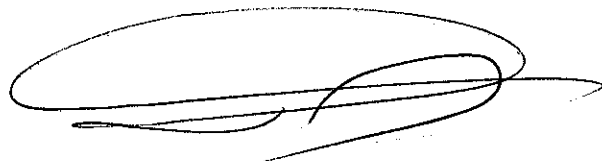
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the 6,000,000,000 Euro Medium Term Notes Programme of RTE EDF Transport S.A.

#### 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 3 February 2011
- (iii) Estimate of total expenses related to admission to trading: €11,450 (listing fees)

### 3 RATINGS AND EURO EQUIVALENT

Ratings: Applicable

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

The credit ratings referred to above have been issued by Standard & Poor's Ratings Services, which is established in the European Union and has applied to be registered under Regulation (EC) No 1 060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies

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: 4.153 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: FR0011001098
- (ii) Common Code: 058743577
- (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 initial Paying Agent: BNP Paribas Securities Services  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin  
France
- (vi) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (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