



FINAL TERMS DATED 25 SEPTEMBER 2006

RTE EDF Transport S.A.

**Issue of Euro 1,000,000,000 4.125 per cent. Notes due 27 September 2016
under the
Euro 6,000,000,000 Euro Medium Term Note Programme
for the issue of Notes
of RTE EDF Transport S.A. (the "Issuer")**

**SERIES No:1
TRANCHE No:1**

Joint Lead Managers

**Barclays Capital
BNP PARIBAS
Lehman Brothers
Société Générale Corporate & Investment Banking**

Co-Lead Managers

**CALYON Corporate and Investment Bank
Citigroup
Deutsche Bank
HSBC
ING Financial Markets
IXIS Corporate & Investment Bank**

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 1 September 2006 which has received visa no. 06-299 from the *Autorité des marchés financiers* (“**AMF**”) on 31 August 2006 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”, on the website of the Issuer “www.rte-france.com” and for inspection at the specified offices of the Paying Agents.

1	Issuer:	RTE EDF Transport S.A.
2	(i) Series Number:	1
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5	Issue Price:	99.23 per cent. of the Aggregate Nominal Amount
6	Specified Denomination(s):	EUR 50,000
7	(i) Issue Date:	27 September 2006
	(ii) Interest Commencement Date:	the Issue Date
8	Maturity Date:	27 September 2016
9	Interest Basis/Rate of Interest:	4.125 per cent. per annum. Fixed Rate
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 the issuance of Notes obtained:	Decision of the Supervisory Board (<i>Conseil de surveillance</i>) of the Issuer dated 12 April 2006. Decision of the Executive Board (<i>Directoire</i>) of the Issuer dated 3 July 2006 authorising the issue of the <i>obligations</i> and delegating to Alain Cavret, member of the Executive Board (<i>Directoire</i>) the authority to issue the <i>obligations</i> .

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 in each year commencing on 27 September 2007
 - (ii) Interest Payment Date(s): 27 September in each year
 - (iii) Fixed Coupon Amount: EUR 2,062.50 per EUR 50,000 in Nominal Amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction (Condition 5(a)): Actual/Actual (ICMA)
 - (vi) Determination Date(s) (Condition 5(a)): 27 September in each year
 - (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
- 16** Floating Rate Provisions 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 Not Applicable
- 21** Put Option Not Applicable
- 22** Final Redemption Amount Nominal amount
In cases where the Final Redemption Amount is Index-Linked or other variable-linked:
- 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): Yes

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, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable
31	<i>Masse</i> (Condition 11):	Applicable
		The initial Representative will be: Alice Bonardi 39, rue de Pommard 75012 Paris France
		The alternative Representative will be: Wided Sediki 31, rue Curial 75019 Paris France
		The Representatives will not receive any remuneration.

32 Other final terms: Not Applicable

DISTRIBUTION

33 (a) If syndicated, names of Managers:

Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

BNP PARIBAS
10 Harewood Avenue
London NW1 6AA
United Kingdom

Lehman Brothers International (Europe)
25 Bank Street
London E14 5LE
United Kingdom

Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris-La Défense Cedex
France

CALYON
9, Quai du President Paul Doumer
92920 Paris La Défense Cedex
France

Citigroup Global Markets Limited
Citigroup Centre
Canada Square
London E14 5LB
United Kingdom

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

HSBC France
109, avenue des Champs Elysées
75008 Paris
France

ING Belgium S.A./NV
24 avenue Marnix
1000 Brussels
Belgium

IXIS Corporate & Investment Bank

47, quai d'Austerlitz
75648 Paris Cedex 13
France

- (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: **ITALY:**

The offering of the Notes has not been registered with the *Commissione Nazionale per la Società e la Borsa* ("CONSOB") (the Italian securities and exchange commission) pursuant to the Italian securities legislation and, accordingly the Notes cannot be offered, sold or distributed nor any copies of the Base Prospectus or any other document relating to the Notes can be distributed in the Republic of Italy ("**Italy**") in a solicitation to the public at large (*sollecitazione all'investimento*) within the meaning of Article 1, paragraph 1, letter (t) of Legislative Decree no. 58 of 24 February 1998, unless an exemption applies. Accordingly, the Notes in Italy:

- (i) shall only be offered or sold to professional investors (*operatori qualificati*), as defined in Article 31, second paragraph of CONSOB Regulation No 11522 of 1 July 1998 (the "**Regulation No 11522**"), as amended, and effected in compliance with the terms and procedures provided therein; or
- (ii) shall only be offered or sold in circumstances which are exempted from the rules of solicitation of investments pursuant to Article 100 of Legislative Decree No 58 of 24 February 1998 (the "**Financial Services Act**") and Article 33, first paragraph, of CONSOB Regulation No 11971 of 14 May 1999,
- (iii) but, in any case, cannot be offered, sold and/or delivered, either in the primary or in the secondary market, to individuals in Italy, and in any event, the offer or sale of the Notes in Italy shall be effected in accordance with all relevant Italian securities, tax and exchange control and other applicable laws

and regulations.

Moreover and subject to the foregoing, the Notes may not be offered, sold or delivered and neither the Base Prospectus nor any other material relating to the Notes may be distributed or made available in Italy unless such offer, sale or delivery of Notes or distribution or availability of copies of the Base Prospectus or any other material relating to the Notes in the Italy is:

- a) made by investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, Legislative Decree No 385 of 1 September, 1993 (the "**Italian Banking Act**"), the Regulation No 11522 and any other applicable laws and regulations; and
- b) in compliance with Article 129 of the Italian Banking Act and the implementing instructions of the Bank of Italy, pursuant to which the issue, trading or placement of securities (e.g., Notes) in Italy is subject to prior and subsequent notification to the Bank of Italy, unless an exemption, depending inter alia on the amount of the issue and the characteristics of the securities, applies, and
- c) in compliance with any other applicable requirement or limitation which may be imposed from time to time by CONSOB or the Bank of Italy.

Insofar as the requirements above are based on laws which are superseded at any time pursuant to the implementation of the Prospectus Directive, such requirements shall be replaced by the applicable requirements under the Prospectus Directive.

FRANCE:

The Issuer and each Manager has represented and agreed that it has not offered or sold, and will not offer or sell directly or indirectly, any Notes to the public in the Republic of France, and has not distributed or caused to be distributed and will not distribute or cause to be distributed in the Republic of France the Base Prospectus, the Final Terms or any other offering material relating to the Notes, and that such offers, sales and distribution have been

and will be made in France only to qualified investors (*investisseurs qualifiés*) as defined in, and in accordance with, Articles L.411-1, L.411-2, D.411-1 to D.411-3 of the French *Code monétaire et financier*.

37 Tax regime in respect of Notes not constituting *obligations*: 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:
Duly authorised

PART B – OTHER INFORMATION

1 RISK FACTORS

Not Applicable

2 LISTING

- (i) Listing: Paris Stock Exchange (Eurolist by Euronext of Euronext Paris S.A.)
- (ii) Admission to trading Application has been made for the Notes to be admitted to trading on Eurolist by Euronext of Euronext Paris S.A. with effect from 27 September 2006
- (iii) Estimate of total expenses related to admission to trading: EUR 10,000 (listing fees)

3 RATINGS AND EURO EQUIVALENT

Ratings: Applicable
The Notes to be issued have been rated:
Standard & Poor's Ratings Services: AA -

Euro equivalent: 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 FIXED RATE NOTES ONLY -YIELD

Indication of yield: 4.221 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: FR0010369587
- (ii) Common Code: 026857490
- (iii) Any clearing system(s) other than Euroclear France, Not Applicable

Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s):

- | | |
|--|--------------------------|
| (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 |