Final Terms dated 10 September 2008

RTE EDF Transport

Issue of €1,000,000,000 5.125 per cent. Notes due 12 September 2018

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

of RTE EDF Transport

SERIES NO: 3

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 21 April 2008 which has received visa no. 08-074 from the Autorité des marchés financiers ("AMF") on 18 April 2008 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:

2 (i) Series Number:

(ii) Tranche Number:

3 Specified Currency or Currencies:

4 Aggregate Nominal Amount of Notes admitted to trading:

5 Issue Price:

6 Specified Denomination(s):

7 (i) Issue Date:

(ii) Interest Commencement Date:

8 Maturity Date:
Interest Basis/Rate of Interest: 5.125 per cent. Fixed Rate (further particulars specified below)

Redemption/Payment Basis:
Redemption at par

Change of Interest or Redemption/Payment Basis:
Not Applicable

Put/Call Options:
Not Applicable

Status of the Notes:
Unsubordinated

Date of corporate authorisations for the issuance of Notes obtained:
Decision of the Supervisory Board (Conseil de surveillance) of the Issuer dated 7 December 2007.

Decision of the Executive Board (Directoire) of the Issuer dated 17 December 2007 authorising the issue of obligations and delegating to Philippe Dupuis, member of the Executive Board (Directoire) the authority to issue
14 Method of distribution:

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15 Fixed Rate Note Provisions

(i) Rate of Interest: 

(ii) Interest Payment Date(s):

12 September in each year commencing on 12 September 2009 and ending on the Maturity Date

(iii) Fixed Coupon Amount:

€2,582.50 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)):

12 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
23  Early Redemption Amount  Early Redemption Amount(s) payable on redemption for taxation reasons, for 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:
   (i) Form of Dematerialised Notes:

   (ii) Registration Agent:

   (iii) Temporary Global Certificate:

   (iv) Applicable TEFRA exemption:

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
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

Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:

Not Applicable

Redenomination, renominalisation and reconversioning provisions:

Not Applicable

Consolidation provisions:

Not Applicable

Masse (Condition 11):

Applicable

The initial Representative will be:
Jean-Charles BATTAGLIA
2 quarter, rue Barbes
92400 Courbevoie
France

The alternative Representative will be:
Bertrand DELAITEM
33 rue des Tulipiers
93110 Rosny sous Bois
France

The Representatives will not receive any remuneration.
Other final terms: Not Applicable

DISTRIBUTION

If syndicated, names of Managers:

(a)

CALYON
9, quai du Président Paul Doumer
92920 Paris La Défense Cedex France

HSBC
France 103, avenue des Champs Elysées
75008 Paris France

J.P. Morgan Securities Ltd.
125 London Wall London EC2Y 5AJ United Kingdom

Société Générale
29, boulevard Haussmann
75009 Paris France

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

Not Applicable

If non-syndicated, name of Dealer:

Not Applicable

Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:

TEFRA rules not applicable

Italy:

The offering of the Notes has not been

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registered with the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian securities legislation and, accordingly, each Manager has represented and agreed that it has not offered, sold or distributed, and will not offer, sell or distribute any Notes or any copy of the Base Prospectus or these Final Terms or any other offer document in the Republic of Italy ("Italy") in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Financial Services")
Act"), unless an exemption applies. Accordingly, the Notes shall only be offered, sold or delivered in Italy:

(a) to qualified investors (investitori qualificati), pursuant to Article 100 of the Consolidated Financial Services Act and the implementing CONSOB regulation, as amended and restated from time to time; or

(b) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, as provided under the Consolidated Financial Services Act or CONSOB Regulation No. 11971 of 14 May 1999, as
amended.

Moreover, and subject to the foregoing, any offer, sale or delivery of the Notes or distribution of copies of the Base Prospectus or these Final Terms or any other document relating to the Notes in Italy under (a) or (b) above must be:

(i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Consolidated Financial Services Act, Legislative Decree No. 385 of 1 Septembe r 1993 (the “Banking Act”), CONSOB Regulation No. 16190 of 29 October 2007, all as
amended;

(ii) in compliance with Article 129 of the Banking Act and the implementing guidelines, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and

(iii) in compliance with any other applicable laws and regulations, including any limitation or requirement which may be imposed from time to time, inter alia, by CONSOB or the Bank of Italy.

Any investor purchasing the Notes in this offering is solely responsible for ensuring that any offer or resale of the Notes it purchases in this
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.

RESPONSIBILITY

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

Signed on behalf of the Issuer

By: Philippe Dupuis

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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 12 September 2008

(iii) Estimate of total expenses related to admission to trading: €7,500 (listing fees)

3 RATINGS AND EURO EQUIVALENT

Ratings: Applicable

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

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: 5.22 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: FR0010860043

(ii) Common Code: 038628674

(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) Names and addresses of initial Paying Agent(s):

BNP Paribas Securities Services
Immeuble Tolbiac
25 quai Panhard LeVassor
75013 Paris Cedex
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