

FINAL TERMS

Amended and restated Final Terms dated 21 December 2015 amending and restating the Final Terms dated 5 November 2015 for the purpose of the listing of the Notes



CAISSE DES DÉPÔTS ET CONSIGNATIONS

Issue of USD 25,000,000 Floating Rate Notes due 15 September 2023
(to be consolidated and form a single Series with the Issuer's existing
USD 25,000,000 Floating Rate Notes due September 2023 issued on 15 September 2015)
under the
€18,500,000,000
Euro Medium Term Note Programme

SERIES NO: 204
TRANCHE NO: 2

PART 1

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 12 May 2015 which received visa no. 15-193 from the *Autorité des marchés financiers* ("AMF") on 12 May 2015 and the Supplements to the Base Prospectus respectively dated 23 July 2015, 28 September 2015 and 20 October 2015 which respectively received visa no. 15-403 on 23 July 2015, visa no. 15-505 on 28 September 2015 and visa no. 15-537 on 20 October 2015 from the AMF which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). The expression "**Prospectus Directive**" means Directive 2003/71/EC, as amended, and includes any relevant implementing measure in the relevant Member State.

This document constitutes the final terms (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 and these Final Terms 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.

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| 1. | Issuer: | Caisse des dépôts et consignations |
| 2. | (a) Series Number: | 204 |
| | (b) Tranche Number: | 2 |
| | (c) Date on which the Notes will be assimilated (<i>assimilables</i>) and form a single Series: | The Notes will be assimilated (<i>assimilables</i>) and form a single Series with the USD 25,000,000 Floating Rate Notes due September 2023 issued on 15 September 2015 (the " Existing Notes ") which is expected to occur on or about 40 days from the Issue Date. |
| 3. | Specified Currency or Currencies: | United States Dollars ("USD") |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | USD 50,000,000 |
| | (b) Tranche: | USD 25,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount of the Tranche plus accrued interest of USD 24,337.50 |
| 6. | Specified Denomination(s): | USD 1,000,000 |
| 7. | (a) Issue Date: | 9 November 2015 |
| | (b) Interest Commencement Date: | 15 September 2015 |
| 8. | Maturity Date: | 15 September 2023 |

9.	Extended Maturity Date:	Not Applicable
10.	Interest Basis:	3 months USD LIBOR + 0.30 per cent <i>per annum</i> Floating Rate (further particulars specified below)
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest Basis:	Not Applicable
13.	Put/Call Options:	Not Applicable
14.	(a) Status of the Notes:	Unsubordinated
	(b) Date of approval for the issuance of Notes obtained:	Decision of Franck Silvent in his capacity as <i>Directeur du pôle en charge des finances, de la stratégie et participations</i> of the Issuer dated 4 November 2015 as amended on 21 December 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Not Applicable
16.	Floating Rate Provisions	Applicable
	(a) Interest Period(s):	The period commencing on (and including) the Interest Commencement Date to (but excluding) the first Specified Interest Payment Date and thereafter the period from (and including) each Specified Interest Payment Date to (but excluding) the Maturity Date.
	(b) Specified Interest Payment Dates:	15 March, 15 June, 15 September and 15 December, in each year commencing on (and including) 15 December 2015 up to (and including) 15 September 2023, subject to adjustment with the Business Day Convention specified below.
	(c) Business Day Convention:	Modified Following Business Day Convention
	(d) Business Centre(s):	London, New York, TARGET
	(e) Manner in which the Rate(s) of Interest is/are to be determined:	ISDA Determination
	(f) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	N/A
	(g) Screen Rate Determination (Condition 5.3(c)(iii)):	Not Applicable

(h)	FBF Determination (Condition 5.3(c)(i)):	Not Applicable
(i)	ISDA Determination 5(c)(iii)(B):	Applicable
	– Floating Rate Option:	USD-LIBOR-BBA
	– Designated Maturity:	3 months
	– Reset Date:	15 March, 15 June, 15 September and 15 December, in each year commencing on (and including) 15 September 2015
(j)	Margin(s):	+0.30 per cent per annum
(k)	Minimum Rate of Interest:	Not Applicable
(l)	Maximum Rate of Interest:	Not Applicable
(m)	Day Count Fraction (Condition 5.1):	Actual/360
17.	Zero Coupon Note Provisions	Not Applicable
18.	Underlying Interest Rate Linked Interest Provisions:	Not Applicable
19.	Inflation Linked Interest Provisions:	Not Applicable
20.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Call Option (Issuer Call)	Not Applicable
22.	Put Option (Investor Put)	Not Applicable
23.	Final Redemption Amount of each Note:	USD 1,000,000 per Note of USD 1,000,000 Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Forms of Notes:	Dematerialised Notes
	(a) Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>)
	(b) Registration Agent:	Not Applicable
	(c) Temporary Global Certificate:	Not Applicable
	(d) Applicable TEFRA exemption:	Not Applicable
25.	Financial Centre(s) relating to payment dates:	London, New York and TARGET

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| 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 Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 28. | Redenomination provisions: | Not Applicable |
| 29. | Consolidation provisions: | Not Applicable |
| 30. | <i>Masse</i> (Condition 11): | Daiwa Capital Markets Europe Limited
5 King William Street,
London EC4N 7AX |

RESPONSIBILITY

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

Signed on behalf of the Issuer

By:

Duly authorised

A handwritten signature in blue ink, consisting of a stylized name followed by a large, sweeping flourish.

PART 2

OTHER INFORMATION

1. LISTING

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| (a) Listing: | Applicable |
| (b) Admission to trading: | Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 22 December 2015. |
| (c) Estimate of total expenses related to admission to trading: | EUR 9,450 |
| (d) 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 Notes to be issued are expected to be rated by Standard & Poor's Credit Market Rating Services France S.A.S.

Euro equivalent: Euro 22,686,000.00

The aggregate principal amount of Notes issued has been converted into Euro at the rate of 1 EUR = 1.1020012342 USD by the Issuer, between the launching of the issue and the signing date of the Final Terms, producing a sum of: EUR 22,686,000.00

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer in connection with the issue of the Notes, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER

Reasons for the offer: General financing purposes

5. FIXED RATE NOTES ONLY – YIELD

Not Applicable

6. FLOATING RATE NOTES ONLY-HISTORIC INTEREST RATES

Details of historic *USD LIBOR* rates can be obtained from Reuters.

7. PERFORMANCE OF INDEX AND OTHER INFORMATION – INFLATION LINKED NOTES AND FOREIGN EXCHANGE (FX) RATE LINKED INTEREST NOTES ONLY

Not Applicable

8. OPERATIONAL INFORMATION

- (a) ISIN Code: FR0012952281
Temporary ISIN Code FR0013048170 during about 40 days from the Issue Date. Then the original code FR0012952281
- (b) Common Code: 129145218
Temporary Common Code 131791496 during about 40 days from the Issue Date. Then the original code 129145218
- (c) 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
- (d) Delivery: Delivery free of payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

9. DISTRIBUTION

- (a) Method of distribution: Non-syndicated
- (b) If syndicated, names of Managers: Not Applicable
- (c) Stabilising Manager(s) (including addresses) (if any): Not Applicable
- (d) If non-syndicated, name of Dealer: Daiwa Capital Markets Europe Limited
- (e) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the United States Securities Act of 1933, as amended.

TEFRA Not Applicable