

SUPPLEMENT DATED 22 OCTOBER 2012 TO THE BASE PROSPECTUS DATED 17 APRIL 2012



CAISSE DES DEPOTS ET CONSIGNATIONS

(an *établissement spécial* in France)

€18,500,000,000

Euro Medium Term Notes Programme

This second supplement (the “**Supplement**”) which has obtained the visa no.12-509 on 22 October 2012 from the *Autorité des marchés financiers* (the “**AMF**”) is supplemental to and must be read in conjunction with the Base Prospectus dated 17 April 2012 which was granted the visa no. 12-168 on 17 April 2012 by the AMF (the “**Base Prospectus**”) prepared by Caisse des dépôts et consignations (“**Caisse des Dépôts**” or the “**Issuer**”) with respect to its €18,500,000,000 Euro Medium Term Notes Programme (the “**Programme**”) and the first supplement dated 26 July 2012 approved by the AMF on 26 July 2012 under visa n°12-387 (the First Supplement). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement modifies and completes the Base Prospectus and the First Supplement.

Copies of this Supplement (together with the documents incorporated by reference herein) can be obtained free of charge from the principal office of the Issuer and will also be published on the AMF’s website (www.amf-france.org) and on the Issuer’s website (www.caissedesdepots.fr).

Save as disclosed in this Supplement, there has been no other significant new factor, material omission or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

This Supplement has been prepared pursuant to article 16.1 of Directive 2003/71/EC (the “**Prospectus Directive**”) as amended by Directive 2010/73/EU (the “**PD Amending Prospectus Directive**”), and pursuant to article 212-25 of the General Regulations (*Règlement général*) of the AMF to incorporate by reference the press release on the interim financial results as at 30 June 2012 .

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DOCUMENTS INCORPORATED BY REFERENCE

The Supplement should be read and construed in conjunction with the following information which shall be incorporated in, and form part of, this Supplement:

- the *communiqué sur les résultats du groupe Caisse des Dépôts au 1^{er} semestre 2012* dated 15 October 2012.

This press release has been filed with the AMF and is published on the Issuer's website (www.caissedesdepots.fr).

RESPONSIBILITY FOR THE SUPPLEMENT
Individual assuming responsibility for the Supplement to the Base Prospectus

In the name of the Issuer

To the best knowledge of the Issuer (having taken all care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Caisse des Dépôts
56, rue de Lille
75007 Paris
France

Represented by Jean-Pierre Jouyet
Directeur Général
Executed in Paris on 22 October 2012



Autorité des marchés financiers

In accordance with articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular articles 212-31 to 212-33, the AMF has granted to this Supplement the visa no. 12-509 on 22 October 2012. This document may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.