



**CAISSE D'AMORTISSEMENT DE LA DETTE SOCIALE**

**Établissement public national administratif (French national public entity)**

*(Established in Paris, France)*

**EURO 60,000,000,000**

**DEBT ISSUANCE PROGRAMME**

The *Caisse d'Amortissement de la Dette Sociale* ("CADES" or the "Issuer") has prepared this prospectus supplement no.10-029 dated 22 February 2010 (the "**Prospectus Supplement**") to the Issuer's Base Prospectus no.09-162 dated 27 May 2009, (the "**Base Prospectus**") pursuant to the Directive 2003/71/EC (the "**Prospectus Directive**") for the purpose of, *inter alia*, making certain modifications to the summary, the French translation of the summary (*résumé*), the general description of the Programme and the terms and conditions of Notes issued under the Programme after the date hereof and the description of the taxation regime applicable thereto to take account of Article 22 of the French *loi de finances rectificative pour 2009 no.3* (n°2009-1674 dated 30 December 2009) and the ruling (*rescrit*) n°2010/11 (FP et FE) of the *Direction générale des impôts* published on 22 February 2010.

This Prospectus Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus shall have the same meaning when used in this Prospectus Supplement. To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Investors who have already accepted to purchase or subscribe for any Notes before this Prospectus Supplement is published, shall have the right, exercisable within a time limit which shall not be shorter than two business days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Copies of this Supplement will be available without charge (i) on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and (ii) on the website of the Issuer ([www.cades.fr](http://www.cades.fr)).

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

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the AMF's General Regulations, in particular Articles 212-31 to 212-33, the AMF has granted to this Prospectus Supplement the visa No.10-029 on 22 February 2010. The Base Prospectus, as supplemented by this Prospectus Supplement, 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.

## SUMMARY

The section entitled “Withholding Tax” in the “Summary (English Version)” included on pages 10 of the Base Prospectus is deleted in its entirety and replaced with the following.

### **Withholding tax**

1. All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

2. Notes issued on or after 1 March 2010 (except Notes that are issued on or after 1 March 2010 and which are to be assimilated (*assimilées*) with Notes issued before 1 March 2010 having the benefit of Article 131 *quater* of the French General Tax Code (the “**French General Tax Code**”)) fall under the new French withholding tax regime pursuant to the French *loi de finances rectificative pour 2009 no. 3* (n°2009-1674 dated 30 December 2009), applicable as from 1 March 2010 (the “**Law**”). Payments of interest and other revenues made by the Issuer on such Notes will not be subject to the withholding tax set out under Article 125 A III of the French General Tax Code unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French General Tax Code (a “**Non-Cooperative State**”). If such payments under the Notes are made in a Non-Cooperative State, a 50% withholding tax will be applicable (subject to certain exceptions described below and the more favourable provisions of any applicable double tax treaty) by virtue of Article 125 A III of the French General Tax Code.

Furthermore, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons established in a Non-Cooperative State or paid in such a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Article 109 of the French General Tax Code, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* of the French General Tax Code, at a rate of 25% or 50%.

Notwithstanding the foregoing, the Law provides that neither the 50% withholding tax nor the non-deductibility will apply in respect of a particular issue of Notes if the Issuer can prove that the principal purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the “**Exception**”). Pursuant to the ruling (*rescrit*) no2010/11 (FP et FE) of the *Direction générale des impôts* published on 22 February 2010, an issue of Notes will benefit from the Exception without the Issuer having to provide any proof of the purpose and effect of such issue of Notes, if such Notes are:

(i) offered by means of a public offer within the meaning of Article L.411-1 of the French Monetary and Financial Code or pursuant to an equivalent offer in a State other than a Non-Cooperative State. For this purpose, an “equivalent offer” means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or

(ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or

(iii) admitted, at the time of their issue, to the operations of a central depository or of a securities clearing and delivery and payments systems operator within the meaning of Article L.561-2 of the French Monetary and Financial Code, or of one or more similar foreign depositories or operators provided that such depository or operator is not located in a Non-Cooperative State.

3. Interest and other revenues on Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French General Tax Code, prior to 1 March 2010 (or Notes that are issued after 1 March 2010 and which are to be assimilated (*assimilées*) and form a single series with such Notes) will continue to be exempt from the withholding tax set out under Article 125 A III of the French General Tax Code.

In addition, interest and other revenues paid by the Issuer on Notes issued before 1 March 2010 (or Notes issued after 1 March 2010 and which are to be consolidated (*assimilables* for the purpose of French law) and form a single series with such Notes) will not be subject to the withholding tax set out in Article 119 *bis* of the French General Tax Code solely on account of their being paid in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

## RÉSUMÉ

La section intitulée "Prélèvements à la Source" dans la Traduction en Français du Résumé incluse aux pages 15 et 16 du Prospectus de Base est supprimée dans son intégralité et remplacée par ce qui suit:

**Prélèvement à la source** 1. Tous les paiements d'intérêts ou remboursements du principal effectués par l'Emetteur, ou au nom de celui-ci, doivent être effectués libres et nets de tout prélèvement ou retenue à la source au titre d'un quelconque impôt, droit, charge ou taxe de quelque nature que ce soit qui serait imposé, prélevé, collecté ou retenu en France, ou par la France, ou bien encore par toute autre autorité disposant de prérogatives en matière fiscale, sauf si ledit prélèvement ou ladite retenue à la source est requise par la loi.

2. Les Titres émis au 1<sup>er</sup> mars 2010 ou ultérieurement (à l'exception des Titres émis au 1<sup>er</sup> mars 2010 ou ultérieurement et qui sont assimilés ainsi que les Titres émis antérieurement au 1<sup>er</sup> mars 2010 bénéficiant de l'article 131 *quater* du Code Général des Impôts (le "**Code Général des Impôts**") entrent dans le champ d'application du nouveau régime français de retenue à la source en vertu de la loi de finances rectificative pour 2009 n°3 (n°2009-1674, en date du 30 décembre 2009), entrant en application à compter du 1<sup>er</sup> mars 2010 (la "**Loi**"). Les paiements d'intérêts et d'autres revenus effectués par l'Emetteur au titre desdits Titres ne seront pas soumis à la retenue à la source prévue par l'article 125A III du Code Général des Impôts, sauf si lesdits paiements sont effectués hors de France dans un Etat ou territoire non-coopératif au sens de l'article 238-0 A du Code Général des Impôts (un "**Etat Non-Coopératif**"). Si lesdits paiements au titre des Titres sont effectués dans un Etat Non-Coopératif, une retenue à la source de 50% sera applicable (sous réserve de certaines exceptions décrites ci-dessous et des dispositions plus favorables de tout traité de non double imposition) en application de l'article 125 A III du Code Général des Impôts.

En outre, les intérêts et autres revenus versés au titre desdits Titres ne seront désormais plus déductibles des revenus imposables de l'Emetteur à compter des exercices fiscaux débutant au 1<sup>er</sup> janvier 2011 ou ultérieurement, dès lors qu'ils sont versés ou à verser à des personnes établies dans un Etat Non-Coopératif ou payés dans un Etat Non-Coopératif. Lorsque certaines conditions sont réunies, toute somme non-déductible versée à titre d'intérêts ou de revenus pourrait être requalifiée en revenus réputés distribués en application de l'article 109 du Code Général des Impôts. Dans un tel cas, les sommes non-déductibles versées à titre d'intérêts ou de revenus pourraient être soumises à la retenue à la source prévue par l'article 119 *bis* du Code Général des Impôts, laquelle s'élève à un taux de 25% ou de 50%.

Nonobstant ce qui précède, la Loi énonce que tant la retenue à la source de 50% que la non-déductibilité ne s'appliqueront pas à une émission de Titres donnée dès lors que l'Emetteur démontre que l'émission en question a principalement un objet et un effet autres que de permettre que soient effectués des paiements d'intérêts ou d'autres revenus dans un Etat Non-Coopératif (l'"**Exception**"). Conformément au rescrit n°2010/11 (FP et FE) émis par la Direction Générale des Impôts le 22 février 2010, il est admis que les trois catégories de titres suivantes bénéficient de l'Exception sans que le l'Emetteur ait à apporter la preuve tenant à l'objet et à l'effet de l'émission de Titres en question, si lesdits Titres sont :

(i) distribués par voie d'offre au public au sens de l'article L.411-1 du Code Monétaire et Financier ou par voie d'une offre équivalente dans un Etat autre qu'un Etat Non-Coopératif. A cette fin, une "offre équivalente" signifie ici toute offre nécessitant l'enregistrement ou le dépôt d'un document d'offre auprès d'une autorité de marchés financiers étrangère ; ou

(ii) admis à la négociation sur un marché réglementé ou sur un système multilatéral de négociation français ou étranger, sous réserve que ledit marché ou système ne soit pas situé dans un Etat Non-Coopératif, et que la négociation sur ledit marché soit effectuée par un opérateur de marché ou un prestataire de services d'investissement, ou par toute autre entité étrangère similaire. sous réserve que ledit opérateur de marché, prestataire de services

d'investissement ou entité ne soit pas situé dans une Etat Non-Coopératif ; ou

(iii) admis, à la date de leur émission, aux opérations d'un dépositaire central ou d'un gestionnaire de systèmes de règlement et de livraison d'instruments financiers au sens de l'article L.561-2 du Code Monétaire et Financier français, ou bien encore d'un ou plusieurs dépositaires ou gestionnaires étrangers, sous réserve que ledit opérateur ou gestionnaire ne soit pas situé dans un Etat Non-Coopératif.

3. En application de l'article 131 *quater* du Code Général des Impôts, les intérêts et revenus issus des Titres émis (ou présumés émis) hors de France (ou les Titres émis après le 1<sup>er</sup> mars 2010 et qui sont assimilés et qui forment une Série unique avec lesdits Titres) continueront à être exonérés de la retenue à la source prévue par l'article 125 A III du Code Général des Impôts.

De plus, les intérêts et autre revenus payés par l'Emetteur au titre des Titres émis antérieurement au 1<sup>er</sup> mars 2010 (ou les Titres émis après le 1<sup>er</sup> mars 2010 et qui sont assimilés et qui forment une Série unique avec lesdits Titres) ne seront pas soumis à la retenue à la source prévue par l'article 119 *bis* du code Générale des Impôts du seul fait qu'ils sont payés dans un Etat Non-Coopératif ou bien payés ou à payer à une personne établie ou domiciliée dans un Etat Non-Coopératif.

## GENERAL DESCRIPTION OF THE PROGRAMME

The section entitled “Withholding Tax” in the “ General description of the Programme” included on page 26 of the Base Prospectus is deleted in its entirety and replaced with the following.

### Withholding tax

1. All payments of principal and interest by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.

2. Notes issued on or after 1 March 2010 (except Notes that are issued on or after 1 March 2010 and which are to be assimilated (*assimilées*) with Notes issued before 1 March 2010 having the benefit of Article 131 *quater* of the French General Tax Code (the “**French General Tax Code**”)) fall under the new French withholding tax regime pursuant to the French *loi de finances rectificative pour 2009 no.3* (n°2009-1674 dated 30 December 2009), applicable as from 1 March 2010 (the “**Law**”). Payments of interest and other revenues made by the Issuer on such Notes will not be subject to the withholding tax set out under Article 125 A III of the French General Tax Code unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French General Tax Code (a “**Non-Cooperative State**”). If such payments under the Notes are made in a Non-Cooperative State, a 50% withholding tax will be applicable (subject to certain exceptions described below and the more favourable provisions of any applicable double tax treaty) by virtue of Article 125 A III of the French General Tax Code.

Furthermore, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons established in a Non-Cooperative State or paid in such a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Article 109 of the French General Tax Code, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* of the French General Tax Code, at a rate of 25% or 50%.

Notwithstanding the foregoing, the Law provides that neither the 50% withholding tax nor the non-deductibility will apply in respect of a particular issue of Notes if the Issuer can prove that the principal purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the “**Exception**”). Pursuant to the ruling (*rescrit*) no2010/11 (FP and FE) of the *Direction générale des impôts* published on 22 February 2010, an issue of Notes will benefit from the Exception without the Issuer having to provide any proof of the purpose and effect of such issue of Notes, if such Notes are:

(i) offered by means of a public offer within the meaning of Article L.411-1 of the French Monetary and Financial Code or pursuant to an equivalent offer in a State other than a Non-Co-operative State (as mentioned in the relevant Ruling). For this purpose, an “equivalent offer” means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or

(ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or

(iii) admitted, at the time of their issue, to the operations of a central depository or of a securities clearing and delivery and payments systems operator within the meaning of Article L.561-2 of the French Monetary and Financial Code, or of one or more similar foreign depositories or operators provided that such depository or operator is not located in a Non-Cooperative State.

3. Interest and other revenues on Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French General Tax Code, prior to 1 March 2010 (or Notes that are issued after 1 March 2010 and which are to be assimilated (*assimilées*) and form a single series with such Notes) will continue to be exempt from the withholding tax set out under Article 125 A III of the French General Tax Code.

In addition, interest and other revenues paid by the Issuer on Notes issued before 1 March 2010 (or Notes issued after 1 March 2010 and which are to be assimilated (*assimilées*) and form a single series with such Notes) will not be subject to the withholding tax set out in Article 119 *bis* of the French General Tax Code solely on account of their being paid in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

## TERMS AND CONDITIONS OF THE NOTES

In respect of Notes issued on or after 1 March 2010 or related Coupons or Receipts and which are not to be assimilated (*assimilées*) and form a single series with Notes issued before 1 March 2010, Condition 7 (a) of the Terms and Conditions of the Notes as set forth on page 40 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

“All payments of principal, interest and other revenues by or on behalf of the Issuer in respect of the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within France or any authority therein or thereof having power to tax, unless such withholding or deduction is required by law.”

For the avoidance of doubt, Condition 7(a) of the Terms and Conditions of the Notes as set forth on page 40 of the Base Prospectus will continue to apply in respect of Notes issued on or after 1 March 2010 and which are assimilated (*assimilées*) and form a single series with Notes issued before 1 March 2010.



**RESPONSIBILITY FOR PROSPECTUS SUPPLEMENT**  
**Individual assuming responsibility for the Prospectus Supplement**

In the name of the Issuer

I declare, having taken all reasonable measures for this purpose, that the information contained in this Prospectus Supplement is true to my knowledge and there has been no omission of material facts.

**Caisse d'Amortissement de la Dette Sociale**

*President*

Patrice RACT MADOUX

On 22 February 2010

*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* n°10-029 on 22 February 2010. This document 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 any approval of the opportunity of the operation or authentication of the accounting and financial data set out in it. In accordance with article 212-32 of the AMF's General Regulations, any issue or admission of the securities under the terms of this prospectus will lead to a publication of the final terms.

## **RESPONSABILITÉ DU SUPPLEMENT AU PROSPECTUS**

### **Personne qui assume la responsabilité du présent Supplément au Prospectus**

#### **Au nom de l'émetteur**

J'atteste, après avoir pris toutes mesures raisonnables à cet effet, que les informations contenues dans le présent Supplément au Prospectus, sont, à ma connaissance, conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

#### **Caisse d'Amortissement de la Dette Sociale**

*Président*

Patrice RACT MADOUX

Le 22 février 2010

#### ***Autorité des marchés financiers***

En application des articles L.412-1 et L.621-8 du Code monétaire et financier et de son règlement général, notamment des articles 212-31 à 212-33, l'Autorité des marchés financiers a visé le présent supplément au prospectus de base le 22 février 2010 sous le numéro 10-029. Ce document a été établi par l'émetteur et engage la responsabilité de ses signataires. Le visa, conformément aux dispositions de l'article L.621-8-1-I du code monétaire et financier, a été attribué après que l'AMF a vérifié "*si le document est complet et compréhensible, et si les informations qu'il contient sont cohérentes*". Il n'implique ni approbation de l'opportunité de l'opération, ni authentification des éléments comptables et financiers présentés. Conformément à l'article 212-32 du règlement général de l'AMF, toute émission ou admission de titres réalisée sur la base de ce prospectus donnera lieu à la publication de conditions définitives.