

**SIXTH SUPPLEMENT DATED 16 APRIL 2009
TO THE BASE PROSPECTUS DATED 24 JUNE 2008**



CAISSE NATIONALE DES CAISSES D'ÉPARGNE ET DE PRÉVOYANCE

Euro 30,000,000,000
Euro Medium Term Note Programme
for the issue of Notes

Due from one month from the date of original issue

This Prospectus Supplement (the “**Sixth Supplement**”) is supplemental to, and must be read in conjunction with

- the Base Prospectus dated 24 June, 2008,
- the First Supplement dated 4 July 2008,
- the Second Supplement dated September 3, 2008,
- the Third Supplement dated October 10, 2008,
- the Fourth Supplement dated November 21, 2008, and
- the Fifth Supplement dated March 11, 2009

(together the “**Base Prospectus**”), prepared in relation to the €30,000,000,000 Euro Medium Term Note Programme of Caisse Nationale des Caisses d'Épargne et de Prévoyance (the “**Issuer**”).

On 24 June 2008, the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated 10 July 2005 (the “**Luxembourg Law**”).

Terms defined in the Base Prospectus have the same meaning when used in this Sixth Supplement.

The Issuer accepts responsibility for the information contained in this Sixth Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Sixth Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect its import.

In accordance with Article 13 paragraph 2 of the Luxembourg law, investors who have already agreed to purchase or subscribe for the securities before this supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this supplement, to withdraw their acceptances.

This Sixth Supplement has been prepared pursuant to Article 16 of Prospectus Directive and Article 13 of Luxembourg Law for the following purposes:

1 – The incorporation by reference in the Base Prospectus of the *Document de référence*, in French, which has been filed with the French *Autorité des Marchés Financiers* (“AMF”) on April 8, 2009 under the number D.09-0212, containing the consolidated annual financial statements of Groupe

Caisse d'Epargne as at December 31, 2008, the consolidated annual financial statements and the annual financial statements and of CNCE as at December 31, 2008 with the exception of the statement by the person responsible for the Document de reference and the annual financial report ("*Personne responsable du document de référence et du rapport financier annuel*") on page 510.

2 - Update the section of the Base Prospectus under the heading "Recent Developments" (page 74) by the insertion of a press release dated March 16, 2009.

1 – Incorporation by reference

The information incorporated by reference is available as follows:

| Information incorporated by reference | Page Number |
|---|--------------------|
| Rapport financier du Groupe Caisse d'Epargne Au 31 Décembre 2008 | |
| Rapport sur la gestion des risques | 136 – 195 |
| Rapport de gestion | 198 – 224 |
| Comptes consolidés IFRS du Groupe Caisse d'Epargne | |
| Bilan consolidé | 228 – 229 |
| Compte de résultat consolidé | 230 |
| Tableau de variation des capitaux propres | 231 - 232 |
| Tableau des flux de trésorerie | 233 |
| Annexes aux états financiers du Groupe Caisse d'Epargne | 236 – 326 |
| Rapport des commissaires aux comptes sur les comptes consolidés | 327 - 328 |
| Rapport financier du Groupe Caisse Nationale des Caisses d'Epargne Au 31 Décembre 2008 | |
| Comptes consolidés IFRS du Groupe Caisse Nationale des Caisses d'Epargne | |
| Bilan consolidé | 342 – 343 |
| Compte de résultat consolidé | 344 |
| Tableau de variation des capitaux propres | 345 - 346 |
| Tableau des flux de trésorerie | 347 |
| Annexes aux états financiers du Groupe Caisse Nationale des Caisses d'Epargne | 350 – 435 |
| Rapport des commissaires aux comptes sur les comptes consolidés | 436 – 437 |
| Comptes annuels individuels de la Caisse Nationale des Caisses d'Epargne | |
| Bilan aux 31 décembre 2008 et 31 décembre 2007 | 440 – 441 |
| Compte de résultat des exercices 2008 et 2007 | 442 |
| Annexe aux comptes annuels individuels – exercice 2008 | 444 – 478 |
| Commentaires sur l'activité et le résultat individuel de la CNCE | 479 – 484 |
| Rapport général des commissaires aux comptes sur les comptes annuels de la CNCE | 485 - 486 |

Any information not listed in the above cross-reference list but included in the December 31, 2008 Financial Statements is given for information purposes only.

2 –Recent Developments

Merger plan BFBP- CNCE

Joint press release of Groupe Banque Populaire and Groupe Caisse d'Epargne

Negotiation Agreement signed between Groupe Banque Populaire and Groupe Caisse d'Epargne

Paris, March 16, 2009 - Banque Fédérale des Banques Populaires's (BFBP) Board of Directors and Caisse Nationale des Caisses d'Epargne's (CNCE) Supervisory Board met today and approved the signature of the negotiation agreement setting out the discussion principles guiding their merger with a view to establishing the second largest French banking network. In this respect, the senior executives of the groups have been given the mandate to continue discussions and negotiate the terms of the final agreements.

Following the announcement of 26 February, 2009, the negotiation agreement confirms and states all the negotiation principles registered at this stage, relating notably, to the structure of the transaction, its scope, the valuation of the entities transferred to the new central body, corporate governance and the internal financing mechanisms of the future group.

The negotiation agreement, signed in the presence of the French State, also describes the conditions of the State's equity contribution to the future central body of the two groups of around €5 billion. This amount will be broken down as follows: €3 billion in preference shares convertible into ordinary shares under certain conditions starting from the 5th anniversary of their date of issue, resulting in the State holding a maximum of 20% of the new central body's ordinary shares, and €2 billion of undated super-subordinated notes.

As the discussion principles guiding the merger of the two groups have now been registered between the two parties, the employee representative bodies will be informed and consulted on this project. According to the legal and regulatory requirements in force, the conclusion of any final agreement will only take place following the consultation procedure of the employee representative bodies.

The parties concerned confirmed that their work continues and that they expect to obtain the required authorisations with the intention of signing the final agreements before the end of the first half of 2009.

Mr Philippe Dupont, Chairman of BFBP's Board of Directors and Mr Yves Hubert, Chairman of CNCE's Supervisory Board, were pleased "*with this new stage in the negotiations between the two groups*" and pointed out that "*the French State's support will enable the new entity to benefit from measures adapted to its development*".

François Pérol, Chairman of CNCE's Management Board and BFBP's Chief Executive Officer, stated that *the signing of the agreement marks an important step towards carrying out the merger which began in October 2008, leading to the creation of one of the most solid banking groups in France and benefiting all of its affiliates, particularly Natixis*".

These informations complete those given in the Base Prospectus and the Supplements.

Save as disclosed in this Sixth Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Sixth Supplement or any statement incorporated by reference into the Base Prospectus by this Sixth Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail.

Copies of the Base Prospectus and of this Sixth Supplement and of the documents incorporated by reference may be obtained without charge from the head office of the Issuer. They are available on the Issuer's website (www.groupe.caisse-epargne.com) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).