

THIRD SUPPLEMENT DATED 10 MARCH 2009 TO THE BASE PROSPECTUS DATED 7 MAY 2008



(incorporated as a *société anonyme* in France)

Euro 6,000,000,000

Euro Medium Term Note Programme

Due from one year from the date of original issue

This supplement (the **Supplement**) constitutes a third supplement to and must be read in conjunction with the Base Prospectus dated 7 May 2008 as supplemented by a first supplement thereto dated 17 September 2008 and a second supplement thereto dated 9 February 2009 (the **Base Prospectus**) prepared by Autoroutes du Sud de la France (the **Issuer** or **Autoroutes du Sud de la France** or **ASF**) with respect to the Euro 6,000,000,000 Euro Medium Term Note Programme (the **Programme**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier (CSSF)* in Luxembourg for approval of this Supplement in its capacity as competent authority under the "*loi relative aux prospectus pour valeurs mobilières*" dated 10 July 2005 (the **Luxembourg Law**) which implements Directive 2003/71/EC of 4 November 2003 (the **Prospectus Directive**) on the prospectus to be published when securities are offered to the public or admitted to trading.

To the best of the knowledge of the Issuer (having taken all reasonable 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. The Issuer accepts responsibility accordingly.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 13 of the Luxembourg Law in connection with the release by the Issuer of its audited financial results for the annual period ending 31 December 2008 and for the purposes of incorporating by reference the document set out below.

The following document has been filed with the CSSF and by virtue of this Supplement such document shall be deemed to be incorporated by reference into and form part of the Base Prospectus:

- The ASF Group Financial Report – 31 December 2008.

Copies of this Supplement and the document incorporated by reference will be available (i) without charge from the specified offices of the paying agent and (ii) on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Supplement will prevail.

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 material in the context of the Programme since the publication of the Base Prospectus.

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

ASF Group Financial Report – 31 December 2008

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Any other information not listed above but contained in such document is incorporated by reference for informational purposes only.