



**SECOND SUPPLEMENT DATED 10 SEPTEMBER 2009
TO THE BASE PROSPECTUS DATED 23 MARCH 2009**

SUEZ ENVIRONNEMENT COMPANY

(incorporated with limited liability in the Republic of France) as Issuer

€5,000,000,000 Euro Medium Term Note Programme

This second supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 23 March 2009 (the “**Base Prospectus**”) prepared in relation to the €5,000,000,000 Euro Medium Term Note Programme of Suez Environnement Company (the “**Programme**”) and the first supplement dated 5 May 2009 (the “**First Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the “**Prospectus Directive**”) and was approved in Luxembourg by the *Commission de surveillance du Secteur Financier* (the “**CSSF**”) on 23 March 2009.

The Second Supplement constitutes a supplement to the Base Prospectus for the purpose of article 16 of the Prospectus Directive and of article 13 of the Luxembourg law on prospectuses for securities dated 10 July 2005 (the “**Luxembourg Law**”) which implements the Prospectus Directive into the law of the Grand-Duchy of Luxembourg.

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

The Issuer declares that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in the Second Supplement is in accordance with the facts and contains no omission likely to affect its import and the Issuer accepts responsibility accordingly.

To the extent applicable, and provided that the conditions of article 13.1 of the Prospectus Law are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Second Supplement is published, have the right according to article 13.2 of the Prospectus Law, to withdraw their acceptances within a time limit of two working days after the publication of this Second Supplement.

The Second Supplement has been prepared for the following purposes:

- incorporating by reference in the Base Prospectus the interim financial report of the Issuer for the six-month period ended 30 June 2009 (the “**2009 Interim Financial Report**”) which contains the consolidated financial statements of the Issuer for the six-month period ended 30 June 2009;

- amending the definition of the “**Share Listing Prospectus**” included in the section “Documents Incorporated by Reference” on page 38 of the Base Prospectus as follows:

“the English translation of the prospectus prepared for the admission to trading of the shares of Suez Environnement Company on Euronext Paris further to the attribution of shares of Suez Environnement SA to the shareholders of Suez, which has been granted visa n° 08-127 by the French *Autorité des marchés financiers* on 13 June 2008 and which includes the audited combined accounts of Suez Environnement Company for the financial year ended 31 December 2007, but excluding the second sentence of the first paragraph in the section entitled “Declarations of the persons responsible for the prospectus” on page 7 (the “**Share Listing Prospectus**”);

- amending the definition of the “**Reference Document 2008**” included on the cover page of the First Supplement as follows:

“the Reference Document for the year 2008 of the Issuer which contains the audited consolidated annual financial statements of the Issuer for the financial year dated 31 December 2008, but excluding the third paragraph of the section entitled “Declaration of the person responsible for the Reference Document” on page 5 (the “**Reference Document 2008**”); and

- including the press release published by the Issuer on 4 September 2009 as recent development.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus that could significantly and negatively affect the assessment of the Notes. To the extent that there is any inconsistency between (a) any statements in this Second Supplement and (b) any other statement in, or incorporated in, the Base Prospectus, the statements in (a) above will prevail.

Copies of this Second Supplement and of the 2009 Interim Financial Report are available on the website of the Luxembourg Stock Exchange (www.bourse.lu), the website of the Issuer (www.suez-environnement.com) and may be obtained, free of charge, at the registered office of the Issuer and at the specified offices of the Fiscal Agent and each Paying Agent set out at the end of the Base Prospectus during normal business hours so long as any of the Notes are outstanding.

The cross-reference tables below set out the relevant page references for the information incorporated herein by reference:

Information incorporated by reference	2009 Interim Financial Report
Key Figures for the First Semester of 2009	page 4
Highlights - Contracts 2009	pages 5 to 8
Interim Management Report	pages 9 to 14

Information incorporated by reference	2009 Interim Financial Report
<p>Consolidated Financial Statements</p> <ul style="list-style-type: none"> – Consolidated balance sheets: – Consolidated income statements: – Consolidated cash flow statements: – Change in consolidated shareholders' equity: – Statement of recognised income and expenses: – Notes to the Consolidated Financial Statements: 	<p>page 15</p> <p>page 16</p> <p>page 17</p> <p>pages 18-19</p> <p>page 20</p> <p>pages 21 to 42</p>
<p>Statutory Auditors' Review Report on the first half-yearly financial information</p>	<p>pages 44-45</p>

Any information not listed in the cross-reference table above but included in the document incorporated by reference is given for information purposes only.

RECENT DEVELOPMENTS

Press release published by the Issuer on 4 September 2009

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PRESS RELEASE

Friday, 4 September 2009

SUEZ ENVIRONNEMENT JOINS THE DOW JONES SUSTAINABILITY INDEXES (DJSI)

On 3 September 2009, SUEZ ENVIRONNEMENT joined the Dow Jones Sustainability World and Dow Jones Sustainability STOXX indexes.

Launched in 1999, the Dow Jones Sustainability indexes have become a global benchmark for socially responsible investors. Each year, the DJSI World evaluates the sustainable development performance of the top 2,500 international companies based on a questionnaire for each sector of activity. Only the 250 highest-performing companies become members of the index.

Slightly less than one year after it joined the CAC40, SUEZ ENVIRONNEMENT's membership of this leading extra-financial index underscores the Group's commitment in terms of governance and sustainable development.

Sustainable development is one of the pillars of the long-term strategy of SUEZ ENVIRONNEMENT, which has expressed its objectives for progress between now and 2012 in the form of 4 priorities and 12 commitments. The Group bases its sustainable development policy on fundamental principles which are at the heart of its business lines and public services missions: environmental protection, social policy and dialogue with all stakeholders.

SUEZ ENVIRONNEMENT

Natural resources are not infinite. Each day, SUEZ ENVIRONNEMENT (Paris: SEV, Brussels: SEVB) and its subsidiaries deal with the challenge to protect resources by providing innovative solutions to industry and to millions of people. SUEZ ENVIRONNEMENT supplies drinking water to 76 million people, provides wastewater treatment services for 44 million people, and collects the waste produced by 51 million people. With 65,400 employees, SUEZ ENVIRONNEMENT is the world's leading pure player in environmental services, present on five continents. In 2008, SUEZ ENVIRONNEMENT reported revenues of 12.4 billion euros. SUEZ ENVIRONNEMENT is a 35%-owned subsidiary of GDF SUEZ.

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To learn more about SUEZ ENVIRONNEMENT,
Visit our website at: www.suez-environnement.com