

**SECOND SUPPLEMENT DATED 24 JUNE 2009  
TO THE BASE PROSPECTUS DATED 12 DECEMBER 2008**

**€ 2,000,000,000**

**Structured Euro Medium Term Note Programme**

This second Supplement (the **Supplement**) to the Base Prospectus (the Base Prospectus) dated 12 December 2008 which comprises a base prospectus constitutes a prospectus supplement for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act**) and is prepared in connection with the Structured Euro Medium Term Note Programme (the **Programme**) established by Crédit Industriel et Commercial (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

By virtue of this Supplement, the 2008 *Document de Référence* of the Issuer (English version) registered with the French *Autorité des marchés financiers* under number D.09-0316 on 27 April 2009 including the audited statutory annual and consolidated financial statements of the Issuer for the period ended 31 December 2008 is incorporated in, and form part of, the Base Prospectus. Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Issuer and the Paying Agent in Luxembourg as described on page 223-224 of the Base Prospectus. The Base Prospectus, the Supplement and all documents incorporated by reference in the Base Prospectus are also available on the Luxembourg Stock Exchange's website at [www.bourse.lu](http://www.bourse.lu).

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

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have agreed to purchase or subscribe for the Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

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**N/A**