

Final Terms dated November 20, 2006

**DEXIA MUNICIPAL AGENCY
(the “Issuer”)**

Euro 75,000,000,000

Euro Medium Term *Note* Programme
for the issue of *Obligations Foncières*

Due from one month from the date of the original issue

SERIES NO: 281

TRANCHE NO: 2

Euro 31,000,000 Index Linked Rate *Obligations Foncières* due August 22, 2022 to be assimilated (*assimilables*), upon listing, and form a single series with the existing Euro 200,000,000 Index Linked Rate *Obligations Foncières* due August 22, 2022 issued on August 22, 2006 as Tranche 1 of Series 281

Issue Price: 98.7396129 per cent. of the Aggregate Nominal Amount of this Tranche 2

IXIS CORPORATE & INVESTMENT BANK

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated July 21, 2006 and the supplement to the Base Prospectus dated October 4, 2006 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”).

This document constitutes the Final Terms of the *Obligations Foncières* described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the *Obligations Foncières* is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the website of the Issuer (www.dexia-ma.com) or on the website of the Luxembourg Stock Exchange, and copies may be obtained from Dexia Municipal Agency, Tour Cristal, 7-11 Quai André Citroën, 75015 Paris, France.

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| 1 | Issuer: | Dexia Municipal Agency |
| 2 | (i) Series Number: | 281 |
| | (ii) Tranche Number: | 2 |
| | | The <i>Obligations Foncières</i> will upon listing be assimilated (<i>assimilables</i>) and interchangeable for trading purposes with the existing Euro 200,000,000 Index Linked Rate <i>Obligations Foncières</i> due August 22, 2022 issued on August 22, 2006 as Series 281 Tranche 1. |
| 3 | Specified Currency or Currencies: | Euro (“EUR”) |
| 4 | Aggregate Nominal Amount of <i>Obligations Foncières</i> admitted to trading: | |
| | (i) Series: | EUR 231,000,000 |
| | (ii) Tranche: | EUR 31,000,000 |
| 5 | Issue Price: | 98.7396129 per cent. of the Aggregate Nominal Amount of this Tranche 2 |
| 6 | Specified Denominations: | EUR 50,000 |
| 7 | (i) Issue Date: | November 22, 2006 |
| | (ii) Interest Commencement Date: | November 22, 2006 |
| 8 | Maturity Date: | August 22, 2022 |

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| 9 | Interest Basis: | Index Linked Interest (further particulars specified below) |
| 10 | Redemption/Payment Basis: | Redemption at par |
| 11 | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12 | Call Options: | Not Applicable |
| 13 | (i) Status of the <i>Obligations Foncières</i> : | <i>Obligations Foncières</i> |
| | (ii) Dates of the corporate authorisations for issuance of the <i>Obligations Foncières</i> : | Decision of the <i>Directoire</i> of Dexia Municipal Agency dated 13 October 2006 deciding the issue of the <i>Obligations Foncières</i> and authorizing Mr François LAUGIER, President or any of its <i>Directeurs Généraux</i> to sign and execute all documents in relation to the issue of the <i>Obligations Foncières</i> |
| 14 | Method of distribution: | Non-syndicated |
| PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE | | |
| 15 | Fixed Rate <i>Obligation Foncière</i> Provisions | Not Applicable |
| 16 | Floating Rate Provisions | Not Applicable |
| 17 | Zero Coupon <i>Obligation Foncière</i> Provisions | Not Applicable |
| 18 | Index Linked Interest <i>Obligation Foncière</i> Provisions / other variable-linked interest <i>Obligations Foncières</i> | Applicable |
| | (i) Index/Formula/other variable: | For each Interest Period from and including the Interest Commencement Date to but excluding the Maturity Date, the <i>Obligations Foncières</i> will bear interest payable in amounts determined by the Calculation Agent in accordance with the provisions set out below and in accordance with the following formula: |

Specified Denomination x CMS Rate

Where :

CMS Rate will be equal to:

$$[(1 + \text{EUR CMS 10 years } -0.43\%)^{1/4} - 1]$$

The CMS Rate will be subject to the Minimum Rate of Interest as defined in item 18 (x)

“EUR CMS10 years” means the annual swap rates (expressed as a percentage) for euro swap transactions with a maturity of 10 years (annual, 30/360) versus EURIBOR 6 month, expressed as a percentage that appears under the heading “EURIBOR BASIS ” and above the caption “ 11 :00 AM FRANKFURT TIME ” as of 11 :00 a.m. Frankfurt time on the Reuters Screen ISDAFIX2 page (or any successor) on the Fixing Date.

“Fixing Date” means the second Target Business Day prior to the first day of each Interest Period.

“TARGET Business Day” means a day on which the TARGET system is operating

For the avoidance of doubt no Day Count Fraction will be applicable in order to determine the Interest Amount.

PROVIDED THAT the Day Count Fraction Actual/Actual ICMA (unadjusted) shall apply only for the calculation of an accrued interest due to a broken period.

- (ii) Calculation Agent responsible for calculating the interest due: Société Générale
- (iii) Provisions for determining Coupon where calculated by reference to Index and/or Formula and/or other variable: See item 18(i)
- (iv) Interest Period(s): **Interest Period** means the period from and including the Interest Commencement Date to but excluding the first Specified Interest Payment Date and each subsequent period from a Specified Interest Payment Date (included) to the next following Specified Interest Payment Date (excluded).

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| (v) | Provisions for determining Coupon where calculation by reference to Index and/or Formula an/or other variable is impossible or impracticable or otherwise disrupted: | If, in respect of any Fixing Date in the Interest Period, the EUR CMS 10 years does not appear on the Reuters Screen "ISDAFIX2" (or any successor) or for any other reason is unavailable or cannot be reasonably calculated, such rate will be determined by the Calculation Agent as if the " EUR-annual-Swap Rate Reference Banks " (as defined in the 2000 ISDA Definitions) had been specified as the applicable rate for which: "Reset Date" shall be replaced by "the first day of the Interest Period", "on the day that is two TARGET Settlement Days preceding that Reset Date" by "on the Fixing Date", "Designated Maturity" means ten years, and "Representative Amount" means the "Aggregate Nominal Amount". |
| (vi) | Calculation Period(s): | Not Applicable |
| (vii) | Specified Interest Payment Dates: | February 22, May 22, August 22 and November 22 in each year from and including February 22, 2007 to and including August 22, 2022 |
| (viii) | Business Day Convention: | Not Applicable |
| (ix) | Business Centre(s) (Condition 5(a)): | Not Applicable |
| (x) | Minimum Rate of Interest: | 0 per cent. per annum |
| (xi) | Maximum Rate of Interest: | Not Applicable |
| (xii) | Day Count Fraction (Condition 5(a)): | Not Applicable Except for the purpose of calculating accrued interest due to a broken period, an Actual/ Actual ICMA (unadjusted) Day Count Fraction will apply. |
| 19 | Dual Currency <i>Obligation Foncière</i> Provisions | Not Applicable |
| PROVISIONS RELATING TO REDEMPTION | | |
| 20 | Call Option | Not Applicable |
| 21 | Other Option | Not Applicable |
| 22 | Final Redemption Amount of each <i>Obligation Foncière</i>: | EUR 50,000 per <i>Obligation Foncière</i> of EUR 50,000 Specified Denomination |
| 23 | Early Redemption Amount | |

Early Redemption Amount(s) of each *Obligation Foncière* payable on redemption for taxation reasons or on any early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions). Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE OBLIGATIONS FONCIÈRES

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| 24 | Form of <i>Obligations Foncières</i> : | Dematerialised <i>Obligations Foncières</i> |
| | (i) Form of Dematerialised <i>Obligations Foncières</i> : | Bearer dematerialised form (<i>au porteur</i>) |
| | (ii) Registration Agent | Not Applicable |
| | (iii) Temporary Global Certificate: | Not Applicable |
| | (iv) Applicable TEFRA exemption: | Not Applicable |
| 25 | Financial Centre(s) (Condition 7(h)) or other special provisions relating to Payment Dates: | TARGET |
| | (i) Adjusted Payment Date (Condition 7(h)): | For the purposes of these <i>Obligations Foncières</i> only the adjustment of Payment Dates shall be in accordance with the Modified Following Business Day Convention, where if any Payment Date would otherwise fall on a day that is not a business day, then such date shall be postponed to the next day that is a business day unless it would thereby fall in the next calendar month, in which such event such date for payment shall be brought forward to the immediately preceding business day |
| 26 | Talons for future Coupons or Receipts to be attached to definitive Materialised <i>Obligations Foncières</i> (and dates on which such Talons mature): | Not Applicable |
| 27 | Details relating to Partly Paid <i>Obligations Foncières</i> : amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay] | Not Applicable |
| 28 | Details relating to Instalment <i>Obligations Foncières</i> : amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 29 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 30 | Consolidation provisions: | Not Applicable |

- 31 Representation of holders of *Obligations Foncières Masse* (Condition 10) Applicable
The initial Representative will be:
Antoine de Chauveron
23, avenue Foch
75016 Paris
The alternative Representative will be:
Laurent Valery Radot
23, avenue Foch
75016 Paris
The Representative will not be remunerated.
- 32 Other final terms: Not Applicable

DISTRIBUTION

- 33 (i) If syndicated, names of Managers: Not Applicable
- (ii) Stabilising Manager(s) (if any): Not Applicable
- 34 If non-syndicated, name of Dealer: IXIS Corporate and Investment Bank
- 35 Additional selling restrictions:

FRANCE:

Each of the Dealer and the Issuer has represented and agreed that:

(i) it has not offered or sold and will not offer or sell, directly or indirectly, any *Obligations Foncières* to the public in France and (ii) it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Base Prospectus, the relevant Final Terms or any other offering material relating to the *Obligations Foncières* and (iii) such offers, sales and distributions have been and will be made in France only to qualified investors (*investisseurs qualifiés*), as defined in, and in accordance with, Articles L. 411-1, L. 411-2, D. 411-1 to D. 411-3 of the French Monetary and Financial Code, but excluding individuals referred to in Article D.411-1 II 2° of the French Monetary and Financial Code.

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of *Obligations Foncières* described herein pursuant to the Euro 75,000,000,000 Euro Medium Term Note Programme of Dexia Municipal Agency.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Duly represented by:

A handwritten signature in black ink, appearing to read "Stadi", followed by a period.

PART B – OTHER INFORMATION

1. RISK FACTORS

Not applicable

2. LISTING

- (i) Listing: Bourse de Luxembourg (regulated market of the Luxembourg Stock Exchange)
- (ii) Admission to trading: Application has been made for the *Obligations Foncières* to be admitted to trading on Bourse de Luxembourg (regulated market of the Luxembourg Stock Exchange) with effect from November 22, 2006
- The existing Euro 200,000,000 Index Linked Rate *Obligations Foncières* due August 22, 2022 issued on 22 August 2006 as Series 281 Tranche 1 is already admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.
- (iii) Estimate of total expenses related to admission to trading: Not Applicable

3. RATINGS

Ratings: Applicable

Obligations Foncières to be issued under the Programme are expected to be rated AAA by Standard & Poor's Rating Services and Fitch Ratings and Aaa by Moody's Investors Services, Inc.

4. NOTIFICATION

Not Applicable

5. SPECIFIC CONTROLLER

The specific controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the privilege defined in article L. 515-19 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous attestations.

6. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]

So far as the Issuer is aware, no person involved in the offer of the *Obligations Foncières* has an interest material to the offer.

7. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" wording in Prospectus

(ii) Estimated net proceeds: EUR 30,609,280

(iii) Estimated total expenses: Not Applicable

8. YIELD

Not Applicable

9. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

For information purposes only, information and historical data for EUR-CMS may be found on Reuters page EURSFIXA10Y=

10. PERFORMANCE OF RATE[S] OF EXCHANGE

Not Applicable

11. EXPLANATION OF EFFECT ON VALUE OF INVESTMENT, RETURN ON DERIVATIVES SECURITIES AND INFORMATION CONCERNING THE UNDERLYING*

Not Applicable

12. OPERATIONAL INFORMATION

ISIN Code: FR0010363325

Common Code: 026417716

Depositories:

(i) Euroclear France to act as Central Depository Yes

(ii) Common Depository for Euroclear Bank S.A./N.V. and Clearstream, Luxembourg No

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): **Fiscal Agent, Principal Paying Agent and Luxembourg Listing Agent:**

Dexia Banque Internationale à Luxembourg, société anonyme
69, route d'Esch
L-1470 Luxembourg

Paying Agents:

Dexia Bank Belgium SA (formerly known as Dexia Banque S.A. / Dexia Bank N.V.)

44, boulevard Pachéco
B-1000 Brussels

RBC Dexia Investor Services Bank France S.A.
105, rue Réaumur
75002 PARIS
France

Calculation Agent :

Société Générale
Tour Société Générale
17, cours Valmy

92987 Paris-La-Défense

The calculation and determination made by the Calculation Agent will, in the absence of manifest error, be final and binding upon the Issuer, the Agents and the holders of *Obligations Foncières*.

The aggregate principal amount of *Obligations Foncières* issued has been translated into Euro at the rate of [currency] per Euro 1.00, producing a sum of:

Not Applicable