

Final Terms dated January 3, 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: 228

TRANCHE NO: 1

**EUR 100,000,000 Index Linked Rate *Obligations Foncières* due January 5, 2026
(maturity subject to automatic early redemption in accordance with the Conditions)**

Issue Price: 100 per cent.

CALYON

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 August 18, 2005 and the supplement to the Base Prospectus dated 18 November 2005 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. The Base Prospectus and the supplemental 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 Luxembourg Stock Exchange, and copies may be obtained from Dexia Municipal Agency, Tour Cristal, 7-11 Quai André Citroën, 75015 Paris, France.

1	Issuer:	Dexia Municipal Agency
2	(i) Series Number:	228
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro ("EUR")
4	Aggregate Nominal Amount of <i>Obligations Foncières</i> admitted to trading:	
	(i) Series:	EUR 100,000,000
	(ii) Tranche:	EUR 100,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 50,000
7	(i) Issue Date:	January 5, 2006
	(ii) Interest Commencement Date:	January 5, 2006
8	Maturity Date:	January 5, 2026 subject to automatic early redemption in accordance with the provisions of item 18.
9	Interest Basis:	<p><u>For each Interest Period from and including January 5, 2006 to but excluding January 5, 2015: 4.50% Fixed Rate</u></p> <p><u>For each Interest Period from and including January 5, 2015 to but excluding the Maturity Date or the Automatic Early Redemption Date (as defined below), as the case may be:</u></p> <p>Index Linked Rate (further particulars specified below)</p>
10	Redemption/Payment Basis:	Redemption at par (i.e.: EUR 50,000 per Specified Denomination)
11	Change of Interest or Redemption/Payment Basis:	See item 9 above
12	Call Options:	Not Applicable
13	(i) Status of the <i>Obligations Foncières</i> :	<i>Obligations Foncières</i>

- (ii) Dates the corporate authorisations for issuance of the *Obligations Foncières*:

Decision of the *Directoire* of Dexia Municipal Agency dated 16 December 2005 deciding the issue of the *Obligations Foncières* and authorizing Mr P. Ducos, President or any of its *Directeurs Généraux* officers the power to sign and execute all documents in relation to the issue of the *Obligations Foncières*

14 Method of distribution:

Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY)
PAYABLE**

15 Fixed Rate *Obligation Foncière* Provisions

Applicable from and including the Interest Commencement Date to but excluding January 5, 2015

- (i) Rate (s) of Interest:

4.50 per cent. per annum payable annually in arrear.

- (ii) Interest Payment Date(s):

Every January 5 in each year commencing on and including January 5, 2007 and ending on and including January 5, 2015

- (iii) Fixed Coupon Amount (s):

EUR 2,250 per EUR 50,000 in nominal amount

- (iv) Broken Amounts:

Not Applicable

- (v) Day Count Fraction (Condition 5(a)):

30/360, Unadjusted

- (vi) Determination Date (Condition 5(a)):

Not Applicable

- (vii) Other terms relating to the method of calculating interest for Fixed Rate *Obligation Foncière*:

Not Applicable

16 Floating Rate Provisions

Not Applicable

17 Zero Coupon *Obligation Foncière* Provisions

Not Applicable

18 Index Linked Interest *Obligation Foncière* Provisions / other variable-linked interest *Obligations Foncières*

Applicable

(i) Index/Formula/other variable:

For each Interest Period from and including January 5, 2015 to but excluding the Maturity Date, or the Automatic Early Redemption Date (as defined below) as the case maybe, the Notes will bear interest payable in amounts determined in accordance with the provisions set out below:

Specified Denomination x [3.81 x (EUR 10 years CMS - EUR 2 years CMS)] x Day Count Fraction

For the avoidance of doubt the last Interest Amount will be payable on the Maturity Date or on the Automatic Early Redemption Date in case of the occurrence of an Early Redemption Event.

An **Early Redemption Event** shall occur in respect of a Specified Interest Payment Date if the sum of (i) all Interest Amounts per Specified Denomination paid in respect of all preceding Specified Interest Payment Dates plus (ii) the Interest Amount to be paid on the relevant Specified Interest Payment Date reach or exceed the **Trigger Level**. In such a case, the Notes will be redeemed automatically at par on this specific Specified Interest Payment Date (the "**Automatic Early Redemption Date**").

If on the Maturity Date the sum of the Interest Amounts paid up to but excluding the last Specified Interest Payment Date is less than the Trigger Level, the last Interest Amount will not be adjusted in order to reach such Trigger Level. Therefore the sum of the Interest Amounts paid over the life of the Notes can be less than the Trigger Level.

Trigger Level means 42.50 per cent. per Specified Denomination (i.e.: EUR 21,250).

The Calculation Agent shall notify the Issuer of the occurrence of an Automatic Early Redemption Event at the latest five Target Business Days after the Fixing Date relating to the Interest Period.

Where :

“EUR 10 year CMS” means the annual swap rate for a euro swap transactions with a maturity of 10 years (annual, 30/360) versus EURIBOR 6 month, expressed as a percentage, which appears on the Reuters Screen ISDAFIX2 (or any successor page to that page) under the heading “EURIBOR BASIS” as of 11:00 a.m. Frankfurt time on the Fixing Date

“EUR 2 year CMS” means the annual swap rate for a euro swap transactions with a maturity of 2 years (annual, 30/360) versus EURIBOR 6 month, expressed as a percentage, which appears on the Reuters Screen ISDAFIX2 (or any successor page to that page) under the heading “EURIBOR BASIS” as of 11:00 a.m. Frankfurt time on the Fixing Date

“Fixing Date” means ten (10) Target Business Days prior to the last day of each Interest Period.

“TARGET Business Days” means a day on which the TARGET system is open

- (ii) Calculation Agent responsible for calculating the interest due:
- (iii) Provisions for determining Coupon where calculated by reference to Index and/or Formula and/or other variable:
- (iv) Interest Period(s):

CALYON, Paris

See item 18(i)

Interest Period means the period from and including January 5, 2015 to but excluding the immediately following Specified Interest Payment Date and each subsequent period from a Specified Interest Payment Date (included) to the next following Specified Interest Payment Date (excluded).

- (v) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/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 and/or the EUR CMS 2 years** do 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 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 last 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 (10) years and/or two (2) years as the case maybe, and

"Representative Amount" means the "Aggregate Nominal Amount".

- (vi) Interest or Calculation Period(s):

Not Applicable

- (vii) Specified Interest Payment Dates:

Every January 5 in each year starting on and including January 5, 2016 and ending on and including the Maturity Date or the Automatic Early Redemption Date, as the case may be.

- (viii) Business Day Convention:

Not Applicable

- (ix) Business Centre(s) (Condition 5(a)):

Not Applicable

- (x) Minimum Rate /Amount of Interest:

0.00 per cent per annum

- (xi) Maximum Rate /Amount of Interest:

Not Applicable

- (xii) Day Count Fraction (Condition 5(a)):

30/360, unadjusted

19 Dual Currency Obligation Foncière Provisions

Not Applicable

PROVISIONS RELATING TO REDEMPTION

20 Call Option

Not Applicable

21 Other Option

Not Applicable

22 Final Redemption Amount of each Obligation Foncière: EUR 50,000 per *Obligation Foncière* of EUR 50,000 Specified Denomination

In the case of an Automatic Early Redemption:
EUR 50,000 per *Obligation Foncière* 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

24 Form of *Obligations Foncières*: Dematerialised *Obligations Foncières*

(i) Form of Dematerialised *Obligations Foncières*:
Bearer dematerialised form (*au porteur*)

(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

For the purposes of these *Obligations Foncières* only the adjustment of Payment Dates shall be in accordance with the 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.

26 Talons for future Coupons or Receipts to be attached to definitive Materialised *Obligations Foncières* (and dates on which such Talons mature): Not Applicable.

27 Details relating to Partly Paid *Obligations Foncières*: 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 *Obligations Foncières*: 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 <i>Obligations Foncières Masse</i> (Condition 10) | <p>Applicable</p> <p>The initial Representative will be:
 Antoine de Chauveron
 23, avenue Foch
 75016 Paris</p> <p>The alternative Representative will be:
 Laurent Valery Radot
 23, avenue Foch
 75016 Paris</p> <p>The Representative will not be remunerated.</p> |
| 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: | CALYON |
| 35 | Additional selling restrictions: | <p>FRANCE:</p> <p>The selling restrictions specified in the section of the Base Prospectus "Subscription and Sale" in relation to France shall be supplemented as follows:</p> <p>The Dealer has represented and agreed that: it has not offered or sold and will not offer or sell, directly or indirectly, Obligations Foncières to the public in France, and 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 Final Terms or any other offering material relating to the Obligations Foncières, and that such offers, sales and distributions have been and shall only be made in France to (i) providers of investment services relating to portfolio management for the account of third parties, and/or (ii) qualified investors (investisseurs qualifiés), all as defined in, and in accordance with, articles L.411-1, L.411-2 and D.411-1 of the French Code monétaire et financier.</p> |

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. The Historical data for the spread CMS10Y-CMS2Y have been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced inaccurate or misleading.

Signed on behalf of the Issuer:

Duly represented by:

A handwritten signature in black ink, appearing to read 'Stade', with a small flourish at the end.

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 <i>Obligations Foncières</i> to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from January 5, 2006 |
| (iii) Estimate of total expenses related to admission to trading | Not Applicable |

3. RATINGS

- | | |
|----------|--|
| Ratings: | <i>Obligations Foncières</i> 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. Applicable |
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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 Financial and Monetary 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

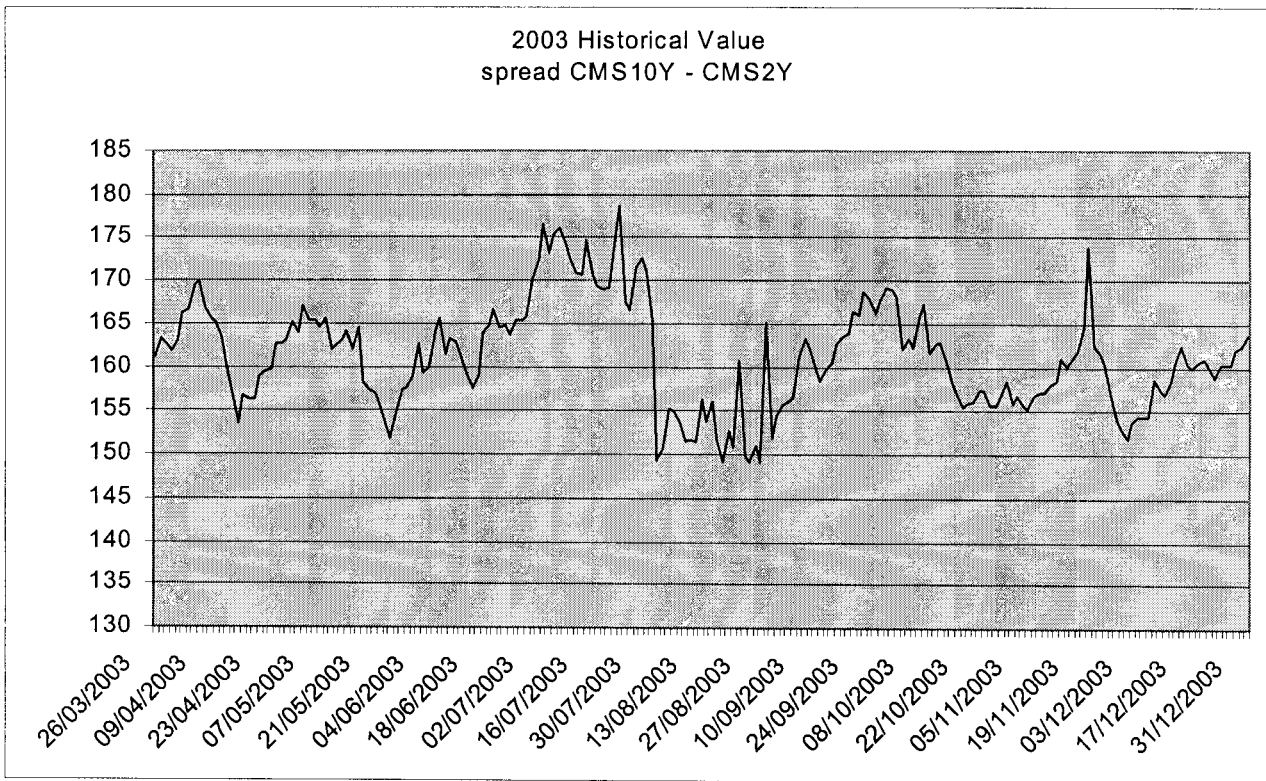
- | | |
|---------------------------------|-----------------|
| (i) Reasons for the offer: | Not Applicable |
| (ii) Estimated net proceeds: | EUR 100,000,000 |
| (iii) Estimated total expenses: | Not Applicable |

8. Fixed Rate Obligations Foncières only – YIELD

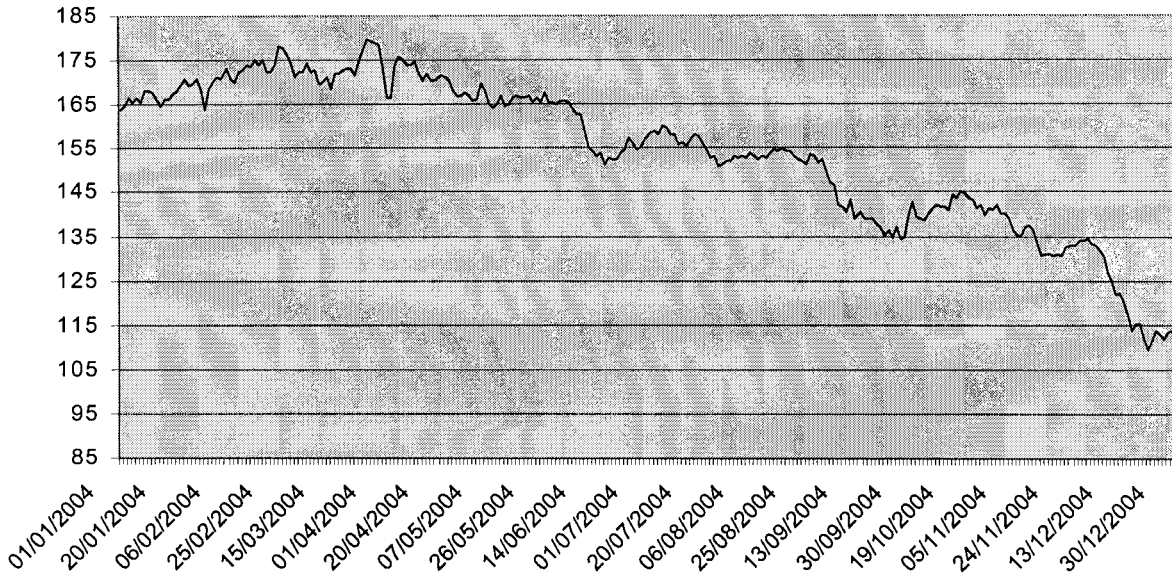
Indication of yield: Not Applicable

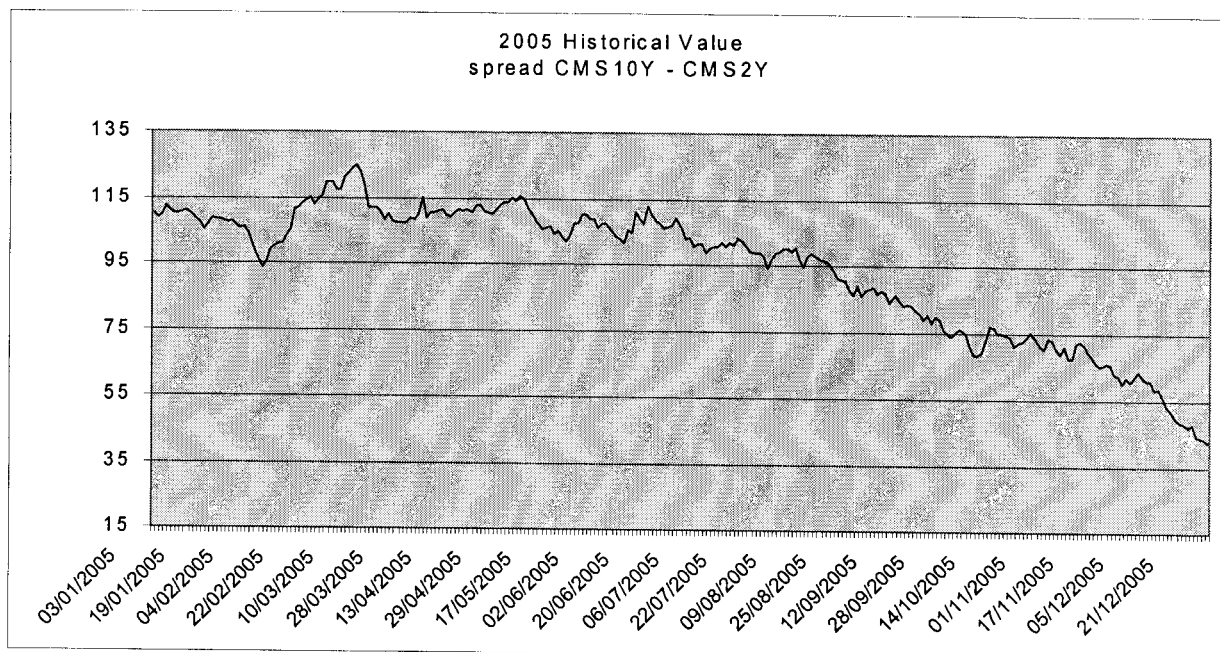
9. Index-Linked or other variable-linked Obligations Foncières only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Source: Bloomberg



2004 Historical Value
spread CMS10Y - CMS2Y





10. Dual Currency Obligations Foncières only – PERFORMANCE OF RATES 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: FR0010265488

Common Code: 024014681

Stabilising Manager (if syndicated) Not Applicable

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 Not Applicable

the relevant identification number(s):

Delivery:

Delivery against payment

The Agents appointed in respect of the *Obligations Foncières* are:

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
44, boulevard Pachéco
B-1000 Brussels

Dexia Investor Services Bank France
105, rue Réaumur
75002 PARIS
France

Name and address of the Calculation Agent:

CALYON
9, quai du Président Paul Doumer
92920 Paris la Defense

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*.

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

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