

NEW ISSUE REPORT

Fondo de Titulización de Activos, Santander Financiación 5

ABS / Unsecured Consumer Loans / Spain

C losing Date

June 2011

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Analyst Contacts

Paula Lichtensztein
Assistant Vice President – Analyst
39.02.914.81.144
Paula.Lichtensztein@moodys.com
Stephan Richtering
Intern
44.20.7772.1788
Stephan.Richtering@moodys.com

» contacts continued on the last page

ADDITIONAL CONTACTS:

Client Services Desks: London: 44.20.7772.5454 clientservices.emea@moodys.com Monitoring: Monitor.rmbs@moodys.com Website: www.moodys.com

Definitive Ratings

Series	Rating	Amount (million)	% of Notes	Legal Final Maturity	Coupon	Subordi- nation*	Reserve fund**	Total Credit Enhance- ment***
Α	Aaa (sf)	€774.0	72.0	Dec. 2040	3mE +0.30%	28.0%	19.0%	47.0%
В	Baa3 (sf)	€301.0	28.0	Dec. 2040	3mE +1.25%	0.0%	19.0%	19.0%
Total		€1,075.0	100.0					

The ratings address the expected loss posed to investors by the legal final maturity. In Moody's opinion, the structure allows for timely payment of interest and ultimate payment of principal at par on or before the rated final legal maturity date. Moody's ratings address only the credit risks associated with the transaction. Other non-credit risks have not been addressed, but may have a significant effect on yield to investors.

- * At close.
- ** As a % of total notes
- *** No benefit attributed to excess spread.

V Score for the sector (Spanish consumer loan ABS):	Medium
V Score for the subject transaction:	Medium

The subject transaction is a static cash securitisation of consumer loans extended to obligors located in Spain. The portfolio consists of unsecured consumer loans granted to obligors located in Spain.

Asset Summary (Cut off date as of 24/05/2011)

Seller(s)/Originator(s):	Banco Santander S.A. (Aa2/P-1;negative outlook)			
Servicer(s):	Banco Santander S.A.			
Receivables:	Loans granted to individuals resident in Spain to finance the purchase of consumer goods and services.			
Methodology Used:	 The Lognormal Method Applied to ABS Analysis, June 2000 (SF8827) V Scores and Parameter Sensitivities in the Global Consumer Loan ABS Sector, May 2009 (SF161508) Historical Default Data Analysis for ABS Transactions in EMEA, December 2005 (SF64042) 			
Total Amount:	€ 1,075 million (definitive portfolio amount at closing)			
Length of Revolving Period:	Static			
Number of Borrowers:	110,895			
Borrower Concentration:	Top 1 0.30%; top 5 1.43%; top 10 2.71%; top 20 4.72%			

Asset Summary (Continued)

WA Remaining Term:	5.0 years
WA Seasoning:	1.4 years
WAL of Portfolio in Years:	3.0 years
Interest Basis:	65.1% fixed rate, 34.9% floating rate loans
Delinquency Status:	None of the loans will be in arrears for more than 30 days at closing
Historical Portfolio Performance Data	
Default Rate Observed:	11.8% (90 days past due default definition)
Delinquencies Observed:	No data on dynamic arrears was provided
Coefficient of Variation Observed:	32.6%
Recovery Rate Observed:	65.1% after 2 years (90 days past due default definition)

Liabilities, Credit Enhancement and Liquidity

Excess Spread at Closing:	2.25% (annualised excess spread guaranteed by the swap minus stressed contractual costs)			
Credit Enhancement/Reserves:	Excess spread as modelled			
	19.0% amortising reserve fund			
	Subordination of the notes			
Form of Liquidity:	Excess spread, amortising reserve fund, principal to pay interest mechanism			
Number of Interest Payments Covered by Liquidity:				
Interest Payments:	Quarterly in arrears on each payment date			
Principal Payments:	Pass-through on each payment date			
Payment Dates:	18 March, 18 June, 18 September, 18 December			
	First payment date: 19 September 2011			
Hedging Arrangements:	Swap counterparty pays weighted average on the notes plus 2.75% on the swap notional; the issuer pays interest actually received.			

Counterparties

lssuer:	Fondo de Titulización de Activos, Santander Financiación 5
Sellers/Originators:	Banco Santander S.A. ("Santander"; Aa2/P-1;negative outlook)
Servicer(s):	Banco Santander S.A.
Back-up Servicer(s):	A back-up servicer will be appointed if Santander is downgraded below Baa3
Back-up Servicer Facilitator(s):	None
Cash Manager:	Santander de Titulizacion S.G.F.T. S.A. ("SdT") (Not Rated) owned by Banco Santander S.A (Aa2/P-1; negative outlook)
Back-up Cash Manager:	None
Calculation Agent/Computational agent:	SdT
Back-up	None
Calculation/Computational Agent:	
Swap Counterparty:	Banco Santander S.A.
Issuer Account Bank:	Banco Santander S.A.
Collection Account Bank:	Banco Santander S.A.
Paying Agent:	Banco Santander S.A.
Note Trustee (Management Company):	SdT
Issuer Administrator/Corporate Service Provider:	SdT
Arranger:	SdT
Lead Manager(s):	Banco Santander S.A.
Issuer:	Fondo de Titulización de Activos, Santander Financiación 5

Moody's View

Rating Spain	Aa2/(P)P-1
Outlook for the Sector:	Negative
Unique Feature:	Asset type and structure previously seen in market
Degree of Linkage to Originator:	Santander will act as Servicer (a back-up servicer will be appointed if Santander is downgraded below Baa3) Interest rate swap counterparty (replacement triggers are in line with Moody's swap guidelines) Issuer account bank (replacement eligible entity or a eligible guarantor will need to be found if Santander is downgraded below P-1) Paying agent (replacement eligible entity or a eligible guarantor will need to be found if Santander is downgraded below P-1).
Originator's Securitisation History:	
# of Precedent Transactions in Sector:	5 (4 rated by Moody's)
% of Book Securitised:	89.5%
Behaviour of Precedent Transactions:	Delinquencies and defaults reported on prior transactions of this issuer are worse than the average delinquency reported in the Spanish index. Santander Financiacion 1 and Santander Financiacion 3 have been subject to rating actions. Downgrades were prompted by the deteriorating collateral performance and the worse than expected weakening of macro-economic conditions in Spain during the past year, which led Moody's to revise its assumptions for the transaction. The magnitude of the downgrade reflects the current credit enhancement levels, which, combined with the revised assumptions, lead to a higher expected loss on the rated notes.
Key Differences Between Subject and Precedent Transactions:	Compared with Santander Financiacion 4: Assets: slightly more concentrated portfolio (top 1 is 0.3% vs. 0.1% in previous transaction); portfolio includes self-employed debtors. Structure: simpler structure, with only one rated class of notes
Portfolio Relative Performance:	
Default Rate Assumed/Ranking:	17.0%/ higher than peer group
Coefficient of Variation Assumed on Default Rate/Ranking:	35.0%/ in line with peer group
Recovery Rate Assumed/Ranking:	30.0% / in line with peer group
-	

Parameter Sensitivities for Tranche A

Table Interpretation:	At the time the rating was assigned, the model output indicated that class A would have achieved Aa2 ouput even if the cumulative mean default probability (DP) had been as high as 19.00%, and the recovery rate as low as 20.00% (all other factors being constant).
Factors Which Could Lead to a Downgrade:	Worse than anticipated portfolio performance in terms of defaults and recoveries.

TABLE 1*:

Tranche A

		Recovery Rate				
	30.00% 25.00% 20.00%					
Mean Default	17.00%	Aaa*	Aa1 (1)	Aa1 (1)		
ricuii Deruutt	18.00%	Aaa (0)	Aa1 (1)	Aa1 (1)		
	19.00%	Aa1 (1)	Aa1 (1)	Aa2 (2)		

- $\,-\,$ Results under base case assumptions indicated by asterisk ' * '.
- Change in model-indicated rating (# of notches) is noted in parentheses.
- Results are model-indicated ratings, which are one of the many inputs considered by rating committees, which take quantitative and qualitative factors into account in determining actual ratings. The analysis assumes that the deal has not aged. The model does not intend to measure how the rating of the security might migrate over time, but rather, how the initial rating of the security might have differed if key rating input parameters were varied.

Composite V Score

Brea	kdown of	f the V Scores Assigned to	Sector	Trans- action	Re	emarks
		core: Low (L), Low/Medium (L/M), Medium (M), Medium/High	(M/H), or H	ligh (H)		
1	Sacto	or Historical Data Adequacy and Performance Variability	M	M		
•	1.1	Quality of Historical Data for the Sector	M/H	M/H	»	Same as sector score
	1.2	Sector's Historical Performance Variability	M/H	M/H	,,	As above
	1.3	Sector's Historical Downgrade Rate	M/H	M/H	<i>»</i>	As above
2	Issue	or/Sponsor/Originator Historical Data Adequacy, preserved and Quality of Disclosure	M/H	Н		75 dbove
	2.1	Quality of Historical Data for the Issuer/Sponsor/ Originator	M/H	M/H	» »	Same as sector score The originator provided historical data on defaults and recoveries from Q1 2001 to Q3 2010; last observation points includes a severe stressed economic environment. Data on dynamic arrears or prepayments was not provided The historical information available does not cover a full economic cycle (uncertainty whether past performance adequately reflects future performance).
	2.2	Issuer/Sponsor/Originator's Historical Performance Variability	M/H	Н	» »	Higher than market index Santander Financiacion 1 and Santander Financiacion 3 were downgraded in 2009 due to worse than expected performance
	2.3	Disclosure of Securitization Collateral Pool Characteristics	L/M	L/M	» »	Line by line portfolio data was provided, together with stratification tables Information on internal estimation of PD was provided
	2.4	Disclosure of Securitization Performance	М	M/H	»	Poor performance disclosure for previous Santander transactions. In particular, the investor report does not provide information on cumulative gross 90+ days arrears/written off loans and cumulative recovery data on 90+ days arrears/written off loans.
3	Com	plexity and Market Value Sensitivity	L/M	L/M		,
	3.1	Transaction Complexity	L/M	L/M	»	In line with a typical transaction in the sector
	3.2	Analytic Complexity	L/M	L/M	»	In line with a typical transaction in the sector
	3.3	Market Value Sensitivity	L	L	»	In line with a typical transaction in the sector
4	Gove	ernance	L/M	L/M		
	4.1	Experience of, Arrangements Among and Oversight of Transaction Parties	L/M	L/M	»	Originator and servicer has around 10 years of securitisation experience
	4.2	Back-up Servicer Arrangement	L	L	*	Servicer is rated Aa2/P-1. Back-up servicer to be identified at loss of Baa3
	4.3	Alignment of Interests	L/M	L/M	»	In line with a typical transaction in the sector
	4.4	Legal, Regulatory, or Other Uncertainty	L/M	L/M	»	In line with a typical transaction in the sector

Strengths and Concerns

Strengths:

- Static structure: The structure does not include a revolving period during which additional portfolios may be sold to the issuer. This feature limits portfolio performance volatility caused by additional portfolio purchase.
- » Financial strength of Banco Santander: Banco Santander is rated Aa2/P-1 and is acting as originator and servicer in the transaction. The bank sound credit profile limits deal exposure to operational issues; specifically, likelihood of interruption in the portfolio servicing during the lifetime of the deal is limited. Furthermore, the bank has a long experience in the origination and servicing of consumer loan portfolios as well, and has a background in securitisation, this transaction being its fifth consumer loan transaction.
- » Back-up servicer: The representative of noteholders/issuer management company will identify a back-up servicer if Santander is downgraded below Baa3. At this stage, the back-up servicer will enter into a back-up servicer arrangement, and will only step in at the discretion of the management company.
- » The management company also able to calculate payment of interest if no servicer report is available: The management company acts as computation agent in the deal. If the servicer fails to produce the servicer report, the management company will, based on the information available, calculate and pay senior fees and interest on class A notes, out of the issuer available funds. This structural feature mitigates the risk of default of class A notes in certain scenarios due to lack of information on the asset side.
- » Hedging arrangements: An interest rate swap agreement will guarantee the weighted-average margin on the notes plus an excess spread of 2.75% on the performing portfolio, and the servicing fees if Banco Santander is substituted as servicer.

Concerns and Mitigants:

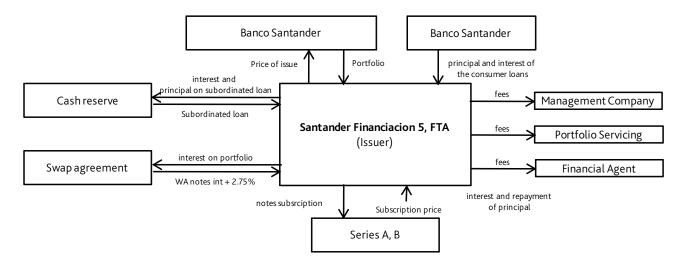
Moody's committees particularly focused on the following factors, listed in order of those most likely to affect the ratings:

- » Performance of past transactions: A weak and deteriorating performance is observed for the previous consumer loan transactions launched by Santander, in particular, Santander Financiación 1, FTA, and Santander Financiación 3, FTA transactions, which have been downgraded. Moody's has taken this into consideration when deriving its modelling assumptions as further explained under "Credit Analysis".
- » Commingling risk: Commingling risk on collections is mitigated - to a limited degree - by (i) the rating of the servicer at closing, (ii) by the sweep of collections after 2 business day, and (iii) the funding of a commingling reserve following a downgrade of Banco Santander below Baa3.
- Liquidity arrangements: The transaction does not have a liquidity facility to cover potential liquidity shortfalls. This is mitigated by a principal to pay interest mechanism, and the fully funded cash reserve fund of 19.0% of the portfolio.
- » High degree of linkage to Banco Santander: Banco Santander is acting as originator, servicer, swap counterparty, collection account bank, issuer account bank and GIC provider of the transaction. There are suitable replacement triggers as well as collateral posting requirements in place to mitigate this risk.

Structure, Legal Aspects and Associated Risks

CHART 1

Structure Chart



Liabilities:

Description of transaction structure:

Allocation of payments/pre accelerated waterfall: On each quarterly payment date, the issuer's available funds (i.e. interest and principal amounts received from the portfolio, the reserve fund, payments received under the swap agreement, and interest earned on the issuer's account) will be applied in the following simplified order of priority:

- 1. Senior expenses;
- 2. Payments to swap counterparty and swap termination payments if the issuer is the defaulting party;
- 3. Interest on Class A;
- 4. Interest on Class B (if not deferred)

- 5. Principal payments in sequential order based on the target principal amount (Class A; then Class B)
- 6. Interest on Class B (if deferred)
- 7. Replenishment of cash reserve
- 8. Junior payments

Allocation of payments/PDL-like mechanism: A PDL is defined as the negative difference between the principal available funds and a target principal amount. A target principal amount is the difference between the notes' outstanding principal and the outstanding portfolio net of written off receivables. A written off receivable is defined as one with any amount due but unpaid for more than 12 months or one written off according to servicer's discretion.

Performance Triggers:

Trigger	Conditions	Remedies/Cure
Reserve Fund Amortisation	 The arrears level (defined as the percentage of loans that are more than 90 days in arrears) exceeds 1% or The reserve fund is not funded at its required level on the previous payment date Less than two years have elapsed since closing 	» The target amount of the reserve fund will not be reduced on any payment date on which these occur
Interest deferral trigger	 The write off level exceeds 20% The class A notes are not fully redeemed 	» If the conditions are met, interest payment on class B notes will be postponed to the principal payment of the class A notes in the payment waterfall

Reserve fund:

- » At close: 19% of original pool balance
- » Amortising to: 38% of current pool balance
- » Floor: 9.5% of original pool balance

After the first two years from closing, the reserve fund may amortise over the life of the transaction subject to the reserve fund amortisation trigger.

Liquidity:

- » Principal to pay interest mechanism.
- » The reserve fund is a further source of liquidity

Subordination of interest: The payment of interest on class B will be brought to a more junior position if, on any payment date, and for each of these series, the following conditions are met:

- » The write off level exceeds 20%
- » The class A notes are not fully redeemed

Assets:

Asset transfer:

- » True Sale: According to the transaction legal opinion, the securitisation of assets will be carried out in compliance with the Spanish securitisation law.
- » Bankruptcy Remoteness: Under the Spanish Securitisation Law, a Spanish SPV (FTA/FTH) is not subject to the Spanish Insolvency Law. It is only the management company, acting in the best interest of the noteholders, who can decide to liquidate the issuer.

Excess spread: All assigned receivables will be purchased at a par. Under the swap agreement, the swap counterparty will pay the weighted average interest on the notes plus 2.75% on the swap notional (see interest rate mismatch for more details). Having deducted the structural costs (stressed senior fees stressed at 0.5% and interest on the notes), the transaction benefits from an expected annual excess spread of around 2.25% at closing, which represents the first layer of credit enhancement as well as a limited liquidity cushion to the transaction. Such excess spread will however vary depending on actual portfolio default level.

Interest rate mismatch: At closing, 34.1% of the pool balance comprises floating rate loans and 65.9% fixed rate loans, whereas the notes are floating liabilities. As a result, the issuer is subject to 1) base rate mismatch risk on the floating portion of the portfolio (i.e. the risk the reference rate used to compute the interest amount payable on the notes will differ from the reference rate used on the underlying consumer loans); 2) fixed-floating mismatch (i.e. the risk that the

interest rate on the notes will differ from the interest rate payable on this portion of the portfolio).

Mitigant: The issuer will enter into a swap agreement with Banco Santander to mitigate these risks and to obtain a minimum level of excess spread. Under the swap agreement:

- » The issuer will pay the interest received from the loans since the previous payment date.
- The swap counterparty will pay the sum of the weighted-average coupon on the series A and B notes plus 2.75% (swap rate) over the swap notional. The swap notional will be the maximum between the daily average outstanding amount of the loans that are not in arrears for more than 90 days during the quarter and the minimum between the outstanding portfolio of the loans that are not in arrears for more than 90 days as of the previous payment date and the ratio between the interest amounts actually received by the issuer and the quarterly swap rate.

The excess spread provided by the swap constitutes the first layer of protection for investors. The swap documentation is in line with Moody's swap criteria.

Cash commingling: All the payments received from the securitised loans are made through direct debit and deposited into an account in the name of the servicer. As a result, in the event of insolvency of Santander – and until notification is delivered to the relevant debtors to redirect their payments – payments by the underlying debtors will continue to be collected by the servicer and may be commingled with other funds belonging to Santander.

Mitigants:

- » Payments are transferred every 48 hours to the issuer account in the name of the issuer held at Santander (treasury account provider).
 - If the short-term rating of the treasury account provider falls below P-1, the management company will within 30 business days find a suitably rated guarantor or substitute.
- » If the long-term rating of Santander falls below Baa3, Santander undertakes to fund a commingling reserve. This reserve will be equal to the highest future scheduled monthly amount of principal and interest collections, at the time of the downgrade, assuming a 0% delinquency rate and 10% prepayment rate. This reserve will be part of the available funds if the servicer does not transfer received collections to the issuer (draw down amounts will be determined by the management company and will be equal to the amount of collections received and not transferred by Santander).

» In the event of insolvency, administration by the Bank of Spain, liquidation or substitution of the servicer, or because the management company deems it reasonable, the management company may demand that the servicer notifies obligors of the portfolio's transfer to the issuer and advises obligors that payments on their loans will only be effective as a discharge if made into the treasury account in the name of the issuer. The management company has also the ability to carry out the notification.

Set-off: 100% of obligors have accounts with the seller.

Mitigant:

Set off is very limited. According to the transaction legal opinion, only unpaid instalments prior to the declaration of insolvency might be offset against the deposits hold by the debtors (such instalments must be considered as fully due and payable prior to the insolvency).

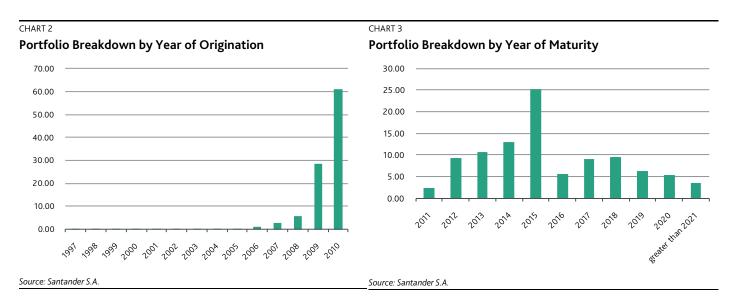
Originator Profile, Servicer Profile and Operating Risks

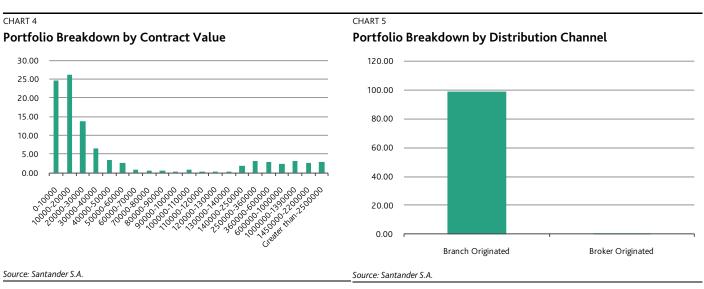
Date of Operations Review:	28 April 2011
Originator Background:	
Rating:	» Aa2/P-1; negative outlook
Financial Institution Group Outlook for Sector:	» Negative
Ownership Structure:	» 100% Santander Group
Asset Size:	» Not made available
% of Total Book Securitised:	» 89.5%
Transaction as % of Total Book:	» 16.0%
% of Transaction Retained:	» 100%
Originator Assessment	Main Strengths (+) and Challenges(-)
	(+) One of the top banks in Spain by asset size
	(+) Scoring systems validated by Bank of Spain
	 (+)/(-) Historically, higher risk appetite than market average; but recent tightening of underwriting criteria (-) Due to the bank's large size, it cannot achieve deep knowledge of each client as would a smaller entity
Servicer Background: Santande	r
Rating:	» Aa2/P-1; negative outlook
Regulated by:	» Not applicable
Total Number of Receivables Serviced:	» Not applicable
Number of Staff:	» Not applicable
Servicer Assessment:	Main Strengths and Challenges
	 (+) Experienced servicer (+) Scoring systems validated by Bank of Spain also used as a pro-active monitoring tool (+) Recently re-organised the servicing activities to tackle the increase in delinquencies in the Spanish market
	 (-) Poor monitoring information provided in the context of securitisation (-) Due to the bank's large size, it cannot achieve deep knowledge of each client as would a smaller entity
Back-up Servicer Background: S	antander
Receivables Administration	
Method of Payment of Borrowers in the Pool:	100% Direct debit
% of Obligors with Account at Originator:	100%
Distribution of Payment Dates:	Well spread over each month
Cash Manager Background: San	tander
Rating:	NR
Main Responsibilities:	Preparation of investor report
•	Obligation to make payments according to waterfall
	Obligation to make payments according to waterfall

Originator Related Triggers

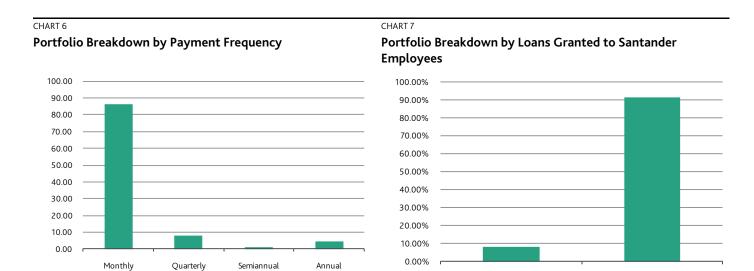
Key Servicer Termination Events:	 Breach of obligations under the servicing agreement Insolvency In any case, replacement will always be at discretion of the management company
Appointment of Back-up Servicer Upon:	Servicer's loss of Baa3 rating
Key Cash Manager Termination Events:	Insolvency
Notification of Obligors of True Sale:	Insolvency, administration by the Bank of Spain, Liquidation or substitution of the servicer, or because the management company deems it reasonable (always at discretion of the management company)
Conversion to Daily Sweep (if original sweep is not daily):	None (sweep is performed every 48 hours)
Notification of Redirection of Payments to SPV's Account:	Insolvency, administration by the Bank of Spain, Liquidation or substitution of the servicer, or because the management company deems it reasonable (always at discretion of the management company)
Accumulation of Set Off Reserve:	N/A
Accumulation of Liquidity Reserve :	N/A
Set up Liquidity Facility:	N/A
Set up commingling reserve:	Servicer's loss of Baa3 rating

Collateral Description



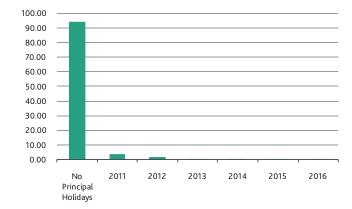


Non employee



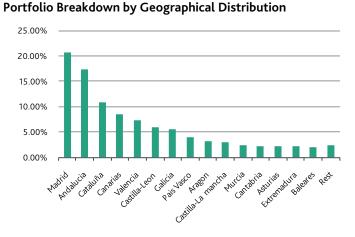
Source: Santander S.A.

Portfolio Breakdown by Principal Grace Date



HART 9

Employee



Source: Santander S.A.

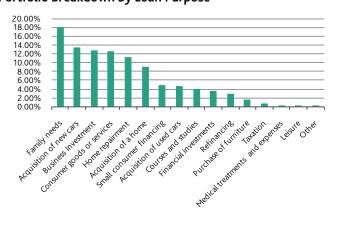
CHART 10

Source: Santander S.A

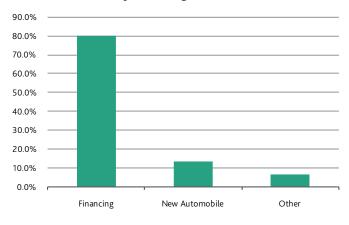
CHART 11

Source: Santander S.A.

Portfolio Breakdown by Loan Purpose



Portfolio Breakdown by Financing/New Automobile/Other



Source: Santander S.A.

Source: Santander S.A.

Product description: The securitised portfolio consists of approximately €1,075 million of unsecured consumer loans extended to individuals resident in Spain to finance the acquisition of consumer goods and services.

Data and information on the portfolio set out in this report is based on the Provisional Portfolio (as described in the prospectus). Similar data and information for the final portfolio has not been provided to Moody's but should be similar to the provisional portfolio.

The balance of the provisional portfolio (as of 24 May 2011) was approximately €1,153 million, for a total number of 114,576 loans. The remaining tenor of the loans varies (from 0.1 year to 28 years) depending on the purposes of the loan. Loans are either bullet (around 2.0% of the portfolio) or standard amortising loans.

Eligibility criteria:

The key eligibility criteria are as follows:

- » Loans granted to either an individual or a self employed professional.
- » Loans granted in Euro.
- » Fully drawn down loans.
- » Direct debit loans.
- » No loans with payment holiday optionality
- » Loans not more than 30 day past due.
- » First monthly payment due has been paid by the borrower.

Special situations:

Around 9.0% of the portfolio are loans extended to finance home purchase (with no mortgage guarantee) and 12.7% of the portfolio are loans granted for business investments. In addition, around 2.9% of the portfolio are refinancing loans, which are typically riskier than standard loans. Finally, 5.7% of the portfolio benefits from grace period options, with a weighted average remaining grace period of around 8 months.

Additional information on Borrowers:

Top Debtor Concentration	0.30%	
Top 5 Debtors	1.43%	
Top 10 Debtors	2.71%	
Top 20 Debtors	4.72%	

Additional information on Portfolio:

Number of Contracts	114,576
Number of Borrowers	110,895
Contract Amortisation Type	65.1% fixed; 34.9% floating
WA Interest Rate	10.76%
WA Internal PD Estimate	5.32%
Origination Channel	99.08% Branch Originated, 0.92% Broker Originated
Geographic Diversification	20.7% Madrid, 17.3% Andalucia, 10.9% Cataluña

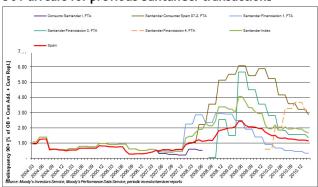
Credit Analysis

Precedent transactions' performance:

- » The performance of the originator's precedent transactions in this sector are below Moody's expectations.
- The reason for historical rating actions are a deteriorating collateral performance and the worse than expected weakening of macro-economic conditions in Spain, which led Moody's to revise its assumptions for the transaction. The magnitude of the downgrade reflects the current credit enhancement levels, which, combined with the revised assumptions, lead to a higher expected loss on the rated notes.

CHART 12

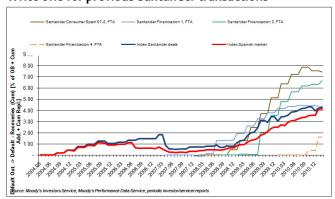
90+ arrears for previous Santander transactions



Source: Moody's Investors Service, Moody's Performance Data Service, periodic investor/servicer reports

CHART 13

Write offs for previous Santander transactions



Source: Moody's Investors Service, Moody's Performance Data Service, periodic investor/servicer reports

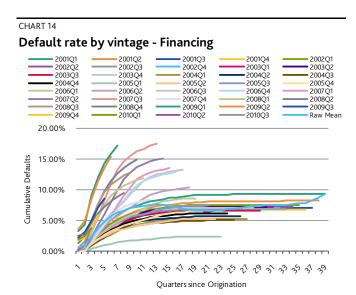
Data quantity and content Additional performance information provided by originator:

- » Moody's has received data from Q1 2001 through Q32010 reflecting 90+ days arrears and recoveries, split by three sub-pools (financing, new car, other – see table below).
- » In addition, Moody's has received information on internal estimations of default probabilities (PD) and loss given default (LGD) on a line by line basis.
- » In Moody's view, the quantity and quality of data received is average compared to transactions, which have achieved high investment grade ratings in this sector.
- » Moody's did not receive data on prepayments, dynamic arrears or delinquency roll rates.

Sub pool description

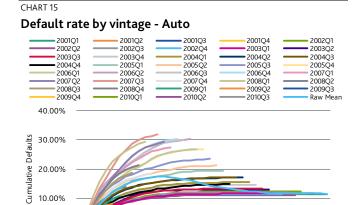
TABLE 2	
Sub Pool	Description

Sub-pool	Loan Purpose
Financing	Acquisition of a home
Financing	Acquisition of used cars
Financing	Business Investment
Financing	Consumer goods or services
Financing	Courses and studies
Financing	Family needs
Financing	Home improving
Financing	Leisure
Financing	Medical treatments and expenses
Financing	Purchase of furniture
Financing	Small consumer financing
Financing	Taxation
New Automobile	Acquisition of new cars
Other	Financial investments
Other	No Data
Other	Other
Other	Refinancing



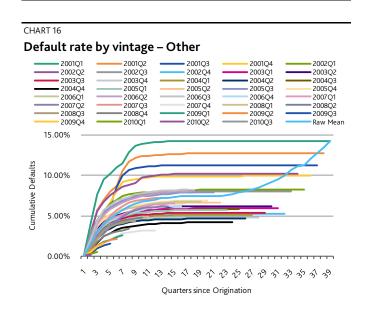
Source: Santander S.A.

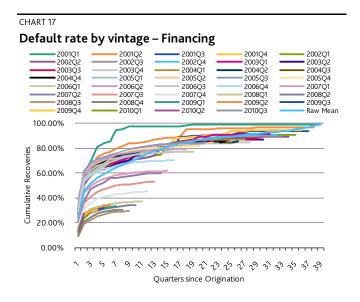
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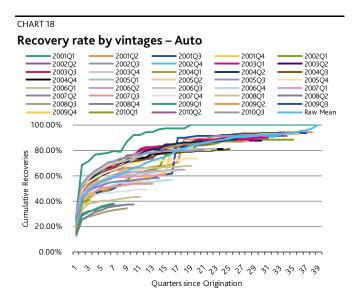


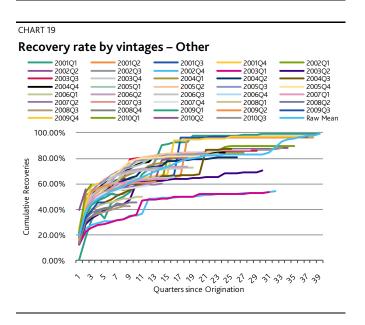
Quarters since Origination

1 9 2 2 4 4 4 5 5 5 5 6 8 8 8 8 8 8 8









Default definition: The definition of a defaulted asset in this transaction is one which is more than 90 days in arrears or – if earlier – has been written off by the servicer (whichever occurs earlier). However, PDL tracks written off loans (12 months past due).

Assumptions: Note that other values within a range of the notional amount listed below may result in achieving the same ratings.

Assumptions

Default Distribution	Lognormal
Cumulative Default	17%
Default Definition	90 days
Standard Deviation/Mean	35%
Timing of Default	Sinus 4-10-20 (first quarter of default/peak of defaults/last quarter of defaults)
Recovery	30%
Recovery Lag	50% after 1 year, 25% after 2 year and 25% after 3 years
Conditional Prepayment Rate (CPR)	10%
Amortisation Profile	Initial portfolio: Amortization vector with 0% CPR
Portfolio Yield	Weighted average interest on the notes, plus 2.75% (guaranteed by the swap)
Fees (as modeled)	0.5%
Euribor	3.0%
PDL Definition	12 months

Modelling approach:

Default distribution: The first step in the analysis is to define a default distribution of the pool of loans to be securitised. Due to the large number of loans, Moody's uses a continuous distribution to approximate the default distribution: the lognormal distribution.

In fact, in order to determine the shape of the curve, two parameters are needed: the mean default and the volatility around this value. These parameters are generally derived from the historical data; adjustments may be made based on further analytical elements such as originator internal scores.

Derivation of default rate assumption

Moody's has mainly based its analysis on the historical cohort performance data provided by the originator for a portfolio that is representative of the one being securitised. The historical analysis has been then complemented with the evaluation of 1) the general Spanish market trend, 2) the performance of the previous originator deals, 3)Banco Santander internal PD (default probability) estimations, and 3) other qualitative considerations. Specifically, vintages prior to 2007 reflect positive economic conditions, whereas new vintages show higher default rates due to the

deterioration in performance driven by the current stressed economic conditions. However, the more recent vintages are still too young to allow a meaningful extrapolation analysis. Therefore, Moody's has stressed the results obtained from the historical data analysis to account for 1) the fact that the historical data do not cover a full economic cycle, 2) the Spanish current economic environment and 3) the below average performance of previous originator deals.

The standard deviation of the default distribution has been defined following analysis of the historical data, as well as by benchmarking this portfolio with past and similar transactions.

Moody's has assumed a fixed asset correlation of 5.4%.

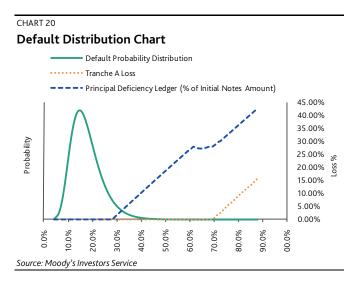
Timing of default: Moody's has tested different timings for the default curve to assess the robustness of the ratings. In the base case scenario, the timing of defaults curve assumed is sinus, with first default occurring with a 12-month lag (according to transaction definition), a peak at quarter 10 and last default at quarter 20.

Derivation of recovery rate assumption

Moody's has considered that part of the recovery data provided was compiled during good economic cycles; therefore observed data might overestimate recovery rates during a stressed economic environment. In addition, we note that if a loan returns to performing status, its recovery rate is recorded as 100%. Assumptions for recoveries have hence been made on the basis of (i) historical information received for this deal; (ii) statistical information on the Spanish consumer loan market; (iii) line-by-line portfolio information provided by the originator on its internal estimations of LGDs; and (iv) other qualitative and poolderived aspects.

Tranching of the notes: Moody's has used a lognormal distribution to describe the default distribution of the portfolio. This distribution has hence been applied to numerous default scenarios on the asset side to derive the level of losses on the Notes.

The chart below represents the default distribution (green line) Moody's has used in its modelling of the deal.



Moody's has considered how the cash flows generated by the collateral are allocated to the parties within the transaction, and the extent to which various structural features of the transaction might themselves provide additional protection to investors, or act as a source of risk. In addition, Moody's has analysed the strength of triggers to reduce the exposure of the portfolio to the originator/servicer bankruptcy.

To determine the rating assigned to the Notes, Moody's has used an expected loss methodology that reflects the probability of default for each series of Notes times the severity of the loss expected for the Notes. In order to allocate losses to the Notes in accordance with their priority of payment and relative size, Moody's has used a cash-flow model (ABSROM) that reproduces many deal-specific characteristics: the main input parameters of the model have been described above. Weighting each default scenario's severity result on the Notes with its probability of occurrence, Moody's has calculated the expected loss level for each series of Notes as well as the expected average life. The model then compares the quantitative values to the Moody's Idealised Expected Loss table for each series of Notes.

The orange line in Chart 20 represents each default scenario on the default distribution curve for the loss suffered by the Class A notes (in Moody's modelling). For default scenarios up to 71.5%, the line is flat at zero, hence the Class A notes are not suffering any loss. 71.5% is the first default scenario under which the Class A notes suffer a loss. The steepness of the curve then indicates the speed of the increase of losses suffered by the Class A.

The rating of the notes has therefore been based on an analysis of:

- » The characteristics of the securitised pool;
- » Macroeconomic environment;
- » Sector-wide and originator specific performance data;

- » Protection provided by credit enhancement and liquidity support against defaults and arrears in the securitised pool;
- » The roles of the swap and hedging providers; and
- » The legal and structural integrity of the issue.

Treatment of Concerns:

» Performance of past transactions: The securitised portfolios deteriorated credit quality, coupled with the relatively high levels of historical defaults reflect the negative economic environment. Moody's has taken this into consideration when deriving the modelling assumptions and thus the mean default probability assumed is higher than the average assumption for the Spanish market.

Benchmark Table

Deal Name	Santander Financiacion 5, FTA	BBVA Consumo 5	Madrid Consumo II, FTA	FTA SANTANDER CONSUMER SPAIN AUTO 2010-1	Fondo de Titulización de Activos, Santander Financiación 4
Country	Spain	Spain	Spain	Spain	Spain
Originator	Banco Santander S.A.	BBVA (8%) - BBVA Finanzia (92%)	CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID	Santander Consumer EFC	Banco Santander SA
Long-term Rating ¹	Aa2	Aa2 - NR	A1	NR	Aa2
Short-term Rating ¹	P-1	P-1 -NR	P-1	NR	P-1
Name of Servicer ¹	Banco Santander S.A.	BBVA (8%) - BBVA Finanzia (92%)	CAJA DE AHORROS Y MONTE DE PIEDAD DE MADRID	Santander Consumer EFC	Banco Santander SA
Long-term Rating ¹	Aa2	Aa2 - NR	A1	NR	Aa2
Short-term Rating ¹	P-1	P-1 -NR	P-1	NR	P-1
Name of separate Cash Administrator ¹	Santander de Titulizacion S.G.F.T. S.A.	Europea de Titulizacion S.G.F.T. S.A.	Titulización de Activos, S.G.F.T., S.A.	Santander de Titulizacion S.G.F.T. S.A.	Santander de Titulizacion S.G.F.T. S.A.
Long-term Rating ¹	NR	NR	NR	NR	NR
Short-term Rating ¹	NR	NR	NR	NR	NR
Portfolio Information (as of [])	24.05.2011		07.10.2010	as of closing	
Currency of securitised pool balance	Euro	Euro	Euro	Euro	Euro
Securitised Pool Balance ("Total Pool") ¹	1,075,000,000	900,000,000	625,000,000	600,000,000	1,500,000,000
Contract Information (as % Total Pool)					
Auto loan receivables %	0.0%	94.7%		100.00%	
Unsecured consumer loan receivables %	100.0%	5.3%	100.00%		
Portion of (fully) amortising contracts %	98.0%	100.0%	96.04%	100.00%	93.80%
Portion of bullet / balloon contracts %	2.0%	0.0%	3.96%	0.00%	2.90%
Monthly paying contracts %	86.1%	100.0%	95.87%	100.00%	82.60%
Floating rate contracts %	34.9%	0.0%	58.66%	0.00%	30.10%
Fixed rate contracts %	65.1%	100.0%	41.34%	100.00%	69.90%
WA initial yield (Total Pool)	10.8%	8.6%	7.20%	8.10%	9.11%
Minimum yield for additional portfolios p.a.	N/A	5%	2.5	na	
WAL of Total Pool initially (in years)	3.0	3.0	2.5	2.9	2.7
WA seasoning (in years)	1.4	1.4	1.4	0.7	1.2
WA remaining term (in years)	5.0	5.3	4.4	4.8	4.7
Obligor Information (as % Total Pool)	110 905	105 003	60.722	E2 0E2	160 010
No. of obligors Single obligor (group) concentration %	110,895 0.30%	105,993 0.01%	69,733 0.20%	52,053 0.09%	169,818 0.14%
Top 10 obligor (group) concentration %	2.71%	0.01%	1.64%	0.36%	1.30%
Geographical Stratification (as % Total Pool)	L.1 1 /0	0.05/0	1.04 /0	0.5070	1.30 /0
Name 1st largest region	Madrid	Andalucía	MADRID	Andalusia	Madrid
2nd largest region	Andalucia	Cataluña	CATALUÑA	Catalonia	Andalusia
3rd largest region	Cataluña	Madrid	CASTILLA LA MANCHA	Madrid	Cataluña
Size % 1st largest region	20.7%	22.2%	59.9%	27.0%	18.7%
2nd largest region	17.3%	20.4%	7.9%	11.0%	16.7%
3rd largest region	10.9%	14.1%	7.8%	11.0%	11.0%

Deal Name		Santander Financiacion 5, FTA	BBVA Consumo 5	Madrid Consumo	FTA SANTANDER CONSUMER SPAIN AUTO 2010-1	Fondo de Titulización de Activos, Santander Financiación 4
Asset Assumptions		FIA	BBVA Consumo 3	II, FIA	2010-1	Filldifcidcion 4
Mean gross default rate - ir	nitial pool	17.00%	12.50%	10.00%	12.00%	19.50%
Mean gross default rate - re		N/A	14.00%	10.00%	12.00%	19.50%
CoV	epternished poot	35%	35%	40.00%	35.00%	25.00%
Mean recovery rate		30%	30%	20.00%	30.00%	27.00%
Recovery lag (in months)		50% after 1 year. 25% after 2 year and 25% after 3 years	60%/20%/10%/ 10% each year after default	50% after 1 year; 50% after 2 years	10.50	22.50
Prepayment Rate(s)		10%	5%	10%	6% (15 months) / 6%	5% (15 months) / 5%
Capital structure (as % To	otal Pool)					
Size of Aaa	a rated class	72.00%	100.00%	76.00%	82.25%	74.25%
Aa1	rated class					
Aa2	? rated class				9.50%	5.00%
	3 rated class					
A1 r	rated class					
	rated class					5.00%
	rated class					
	1 rated class					
	2 rated class				8.25%	4.00%
	3 rated class	28.00%				
	rated class					
	rated class					
	rated class					
	rated class					
	rated class					44.750/
	rated class					11.75%
	11 and below rated class			24.000/		13.00%
	class			24.00%	4.4.750/	
Equ					14.75%	
Credit Enhancement (as %	•	10.000/	20.000/	15 500/	14.750/	12.000/
Reserve fund as % of notes	1 7	19.00%	39.00%	15.50% 1.57%	14.75% 0.54%	13.00%
Annualised net excess spre- Credit Enhancement for	Aaa rated class	47.00%	39.00%	39.50%	32.50%	0.07% 38.75%
Credit EffiditCeffiefft for	Aa1 rated class	47.00%	39.00 /6	39.30 /6	32.30 //	36.7370
	Aa2 rated class				23.00%	33.75%
	Aa3 rated class				23.0070	33.1370
	A1 rated class					
	A2 rated class					28.75%
	A3 rated class					
	Baa1 rated class					
	Baa2 rated class				14.75%	24.75%
	Baa3 rated class	19.00%				
	Ba1 rated class					
	Ba2 rated class					
	Ba3 rated class					
	B1 rated class					

¹ As of closing date

Parameter Sensitivities

Parameter Sensitivities provide a quantitative, model-indicated calculation of the number of notches that a Moody's-rated structured finance security may vary if certain input parameters used in the initial rating process differed. The analysis assumes that the deal has not aged. It is not intended to measure how the rating of the security might migrate over time, but rather, how the initial rating of the security might differ as certain key parameters vary. For more information on V Score and Parameter Sensitivity methodology for Consumer Loan ABS, please refer to 'V Scores and Parameter Sensitivities in the Global Consumer Loan ABS Sector', published in May 2009.

Parameter sensitivities for this transaction have been calculated in the following manner: Moody's tested 9 scenarios derived from the combination of mean default: 17% (base case), 18% (base case +1%), 19% (base case + 2%) and recovery rate: 30% (base case), 25% (base case - 5%), 20 (base case - 10%). The 17% / 30% scenario would represent the base case assumptions used in the initial rating process.

The charts below show the parameter sensitivities for this transaction with respect to all Moody's rated tranches.

TABLE 3*:

Tranche A

		30.0%	25.0%	20.0%
Mean	17.0%	Aaa*	Aa1 (1)	Aa1 (1)
default	18.0%	Aaa (0)	Aa1 (1)	Aa1 (1)
	19.0%	Aa1 (1)	Aa1 (1)	Aa2 (2)

^{*} Results under base case assumptions indicated by asterisk ' * '. Change in modelindicated rating (# of notches) is noted in parentheses.

TABLE 4*:

Tranche B

		30.0%	25.0%	20.0%
Mean	17.0%	Baa3*	Baa3 (1)	Aa1 (1)
default	18.0%	Baa3 (1)	Ba1 (2)	Ba1 (2)
	19.0%	Ba1 (2)	Ba1 (2)	Ba2 (3)

^{*} Results under base case assumptions indicated by asterisk ' * '. The base case model output incorporates qualitative adjustments, which took into account model results sensitivity to changes of mean default/recovery rate. Change in model-indicated rating (# of notches) is noted in parentheses.

Worse case scenarios: The model sensitivity output indicated that class A model output would vary from Aaa to Aa2 output in these scenarios (all other factors being constant). Under the same assumptions, the class B would have achieved Ba2.

Monitoring

Moody's will monitor the transaction on an ongoing basis to ensure that it continues to perform in the manner expected, including checking all supporting ratings and reviewing periodic servicing reports. Any subsequent changes in the rating will be publicly announced and disseminated through Moody's Client Service Desk.

Originator linkage: the originator will act as servicer (a back-up servicer will be appointed if Banco Santander is downgraded below Baa3). Banco Santander will also be the interest rate swap counterparty (replacement triggers are in line with Moody's swap guidelines), the issuer account bank (replacement eligible entity or a eligible guarantor will need to be found if Banco Santander is downgraded below P-1), and the paying agent (replacement eligible entity or an eligible guarantor will need to be found if Banco Santander is downgraded below P-1).

Significant influences: In addition to the counterparty issues noted, the following factors may have a significant impact on the subject transaction's ratings: increase in the unemployment rate as a result of a deterioration of the Spanish economy beyond the stressed scenarios considered by Moody's.

Counterparty Rating Triggers	Condition	Remedies
Interest Rate Swap Counterparty	In accordance with Moody's swap guidelines*	
Issuer Account Bank	Loss of P-1	Replace
Servicer	Loss of Baa3	Commingling reserve will be deposited / Back up servicer will be appointed.
Liquidity Facility Provider	Loss of P1	Replace

^{*} See Framework for De-Linking Hedge Counterparty Risks from Global Structured Finance Transactions Moody's Methodology, October 2010

Monitoring report: Moody's has reviewed the standard monitoring report (publicly available at the management company website for previous similar deals):

Data Quality:

- » Investor report format finalized.
- » Moody's would like to receive the following important data in addition to data provided: line-by-line information on loans that have been restructured, all the transaction's triggers details, the cumulative 90 days "defaults" (as obtained for the rating process of the deal), the amount of gross excess spread before write offs, the Principal Deficiency Ledger (PDL) size, pool evolution reports on a quarterly basis.

» Undertaking to provide Moody's with updated pool cut on a periodical basis

Data Availability:

- » Report provided by: Santander de Titulizacion S.G.F.T. S.A.
- » The timeline for Investor report is not provided in the transaction documentation. The priority of payment section is published.
- » The completed report is published 1 week after the IPD
- » The frequency of the publication of the investor report is quarterly and the frequency of the IPD is quarterly.
- » Investor reports publicly available on a website.

Related Research

For a more detailed explanation of Moody's approach to this type of transaction as well as similar transactions please refer to the following reports:

Methodologies Used:

- » The Lognormal Method Applied to ABS Analysis, June 2000 (SF8827)
- » Historical Default Data Analysis for ABS Transactions in EMEA, November 2005 (SF64042).
- » V Scores and Parameter Sensitivities in the Global Consumer Loan ABS Sectors, May 2009 (SF161508)

Analysis:

» Banco Santander S.A.(Spain) October 2010 (128349)

Credit Opinion:

» Banco Santander S.A.(Spain)

Performance Overviews of previous deals from the same originator:

- » Santander Consumer Spain 07-2, FTA March 2011 (SF238124)
- » Santander Financiacion 1, FTA May 2011 (SF244984)
- » Santander Financiacion 4, FTA May 2011 (SF246008)
- » Santander Financiacion 3, FTA February 2011 (SF237856)

Pre-Sale Reports:

- » Santander Financiacion 4, FTA September 2009 (SF178563)
- » Santander Financiacion 1, FTA, December 2006 (SF87030)

New Issue Reports:

- » Santander Financiacion 3, FTA September 2008 (SF138849)
- » Santander Consumer Spain 07-2, FTA, October 2007 (SF110303)

Special Reports:

- » EMEA Consumer Loan ABS Indices, January 2011 (SF240032)
- » EMEA Auto Loan ABS Indices, January 2011(SF240258)

To access any of these reports, click on the entry above. Note that these references are current as of the date of publication of this report and that more recent reports may be available. All research may not be available to all clients.

Appendix 1: Summary of Originator's Underwriting Policies and Procedures

Originator Ability	At Closing		
Sales and Marketing Practices			
Origination Channels:	99% branch, 1% brokers		
Underwriting Procedures			
% of Loans Automatically Underwritten:	80.9% in 2010; 87.1% in 2009		
% of Loans Manually Underwritten:	19.1% in 2010; 12.9% in 2009. All done by lender's centralised office		
Ratio of Loans Underwritten per FTE* per Day:	Not made available		
Average Experience in Underwriting or Tenure with Company:	Average experience: analysts 4 years; supervisors 15 years		
Approval Rate:	74.4% in 2010; 75.0% in 2009		
Percentage of Exceptions to Underwriting Policies:	5.5% in 2010; 10.4% in 2009		
Underwriting Policies			
Source of Credit History Checks:	Internal database, external database: Experian, ASFNEF/EQUIFAX, Informa, CIRBE		
Methods Used to Assess Borrowers' Repayment Capabilities:	 DTI: (loan instalment + expenses) / income Income multiples: not used 		
Income Taken into Account in Affordability Calculations:	Gross income including 100% base salary, plus Other income sources / total income		
Other Borrower's Exposures (i.e. other debts) Taker into Account in Affordability Calculations:	Only from internal information		
Method Used for Income Verification:			
Maximum Loan Size:	Consumer loans: $<$ \le $0,000$; Student loans: $<$ \le $100,000$; Medical treatment loans: $<$ \le $90,000$; home acquisition: $<$ \le $3,500,000$		
Closing Policies and Procedures			
Quality Check Before Releasing Funds:	Not made available		
Credit Risk Management			
Reporting Line of Chief Risk Officer:	Not made available		
Ability to Track Loan Performance for Specific Loan Characteristics:	Origination channel, nationality, score, decision type, credit model, commercial strategy		

^{*} FTE: Full Time Employee

Originator Stability	At Closing
Quality Controls and Audits	
Responsibility of Quality Assurance:	Front-office staff plus independent internal controlling team
Number of Files per Underwriter per Month Being Monitored:	2 files per underwriter (same as previous year)
Management Strength and Staff Quality	
Average Turnover of Underwriters:	Minimum rotation; only due to internal promotions
Training of New Hires and Existing Staff:	Formalised underwriting induction programme, plus ongoing training
Technology	
Frequency of Disaster Recovery Plan Test:	Daily file saving, plus monthly summary that is saved for 5 years

Appendix 2: Summary of Servicer's Collection Procedures

Servicer Ability	At Closing
Loan Administration	
Entities Involved in Loan Administration:	Branches – centralized at head office
Early Stage Arrears Practices: [early attempts conta process)]	ct, quality of contact and promise to pay] [1 to 60 or 90 days delinquents (i.e up to the start of the legal
Entities Involved in Early Stage Arrears:	Call center activity outsourced to 3 external companies (customer risk below € 50K) Internal account officers managing customers in arrears (risk above €50k, up to € 1 million) Staff at branches start typically after 30 days in arrears. Fully involved via Incentives, regardless the size of customer debt
Definition of Arrears:	
Arrears Strategy for 1-29 Days Delinquent	Activity starts before this stage. There are campaigns carried out by the call centers and branches contacting customers with higher probability to become in arrears Typical collection strategy: SMS (& e-mail if available): day 5 in arrears Phone collection start-up: day 5 in arrears (admits also inbound calls) Letters: specific letter: day 20 in arrears. Also implemented a reminder text, which is included in the account movements information sent periodically to customers.
Arrears Strategy for 30 to 59 Days Delinquent	 Typical collection strategy (call centers): Specific script for this stage (after 30 days past due). Phone collection (in and outbound) Stronger letter sent day 45 Frequency of attempt until reaching the borrower: More than once a week For customers with risk above € 50k, files are assigned to internal account officers, managing the account up to 150 days
Arrears Strategy for 60 to 89 Days Delinquent	 Typical collection strategy (call centers): Specific script for this stage (after 60 days past due). Phone collection (in and outbound) Stronger letter sent day 70 Frequency of attempt until reaching the borrower: more than once a week. Face to face visit: Only carried out by internal account officers (debts above € 50k) Negotiation: Outsourced activity: only promises to pay –call center activity Arrangements and loan modifications: by branch's request (Delegated authorities are centralised on both matters)
	7) Try to contact relatives as well as guarantors
Data Enhancement in Case Borrower is Not Contactable:	All methods valid under Spanish Data Protection Act (credit bureaus, phone books, internet)
Loss Mitigation and Asset Management Practices:	
Transfer of a Loan to the Late Stage Arrears Team:	Between 90 days, up to 150 days (typical litigation start point) Files below € 50k under management turnover among the external call centers ("change of loan manager") Files above € 50k under management are kept within the same account officer as commented phases 31 to 90 days Branches involved in all the recovery process (until the debt is written-off)
Entities Involved in Late Stage Arrears:	See above
Ratio of Loans per Collector (FTE):	~100 customers by internal account officer –same ratio as previous year ~1.000 customer by call centre's FTE, stable compared to previous year
Time from First Default to Litigation:	Litigation process starts after 150 days in arrears
Average Recovery Rate:	Excluded interest & costs: Recovery ratio for individuals (gross entries / gross recoveries): YE-2010 86%; YE-2009 81% Recovery ratio for consumer loans (gross entries / gross recoveries): YE-2010 71%; YE-2009 65%
Servicer Stability	At Closing
Management and Staff	
Average Experience in Servicing or Tenure with Company:	Recovery Area: 11% 0-5 years; 17% 5-10 years; 72% 10+ years
Training of New Hires Specific to the Servicing Function:	Training: mix of both (classroom, coaching), as well as remote. Length of the training depending of the function assigned
Quality Control and Audit	
Responsibility of Quality Assurance:	Not made available

» contacts continued from page 1

Analyst Contacts:

Alex Cataldo Senior Vice President 39.02.914.81.103 Alex.Cataldo@moodys.com

Henry Charpentier

Managing Director

34.91.702.6622

Henry.Charpentier@moodys.com

ADDITIONAL CONTACTS:

Frankfurt: 49.69.2222.7847 London: 44.20.7772.5454 Madrid: 34.91.414.3161 Milan: 39.023.6006.333 Paris: 33.1.7070.2229 Report Number: SF246820

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