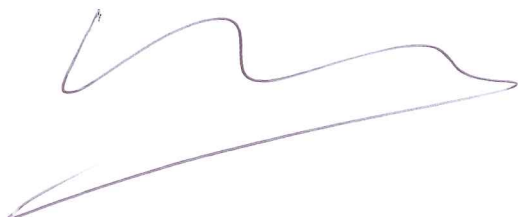


REPSOL INTERNATIONAL CAPITAL LIMITED

INTERIM FINANCIAL STATEMENTS

AS OF JUNE 30, 2009

UNAUDITED

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REPSOL INTERNATIONAL CAPITAL LIMITED

BALANCE SHEET

JUNE 30, 2009

Thousands of Euros		Current Period	Previous Period
		30/06/2009	31/12/2008
ASSETS			
A)	NON-CURRENT ASSETS	3.257.116	3.221.163
	Long term loans to affiliates	3.159.836	3.156.969
	Other non-current assets	97.280	64.194
B)	CURRENT ASSETS	606	500
	Other debtors	157	-
	Accrued interest receivable from affiliates	443	495
	Cash and cash equivalents	6	5
TOTAL ASSETS (A+B)		3.257.722	3.221.663

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

BALANCE SHEET

(Continued)

JUNE 30, 2009

Before appropriation of net result

Thousands of Euros		Current Period	Previous Period
LIABILITIES		30/06/2009	31/12/2008
A)	SHAREHOLDER'S DEFICIT (A.1 + A.2)	(302.321)	(302.300)
A.1)	EQUITY	(260.573)	(258.815)
	Capital	656	656
	Other reserves	(47.900)	(47.900)
	Accumulated deficits	(211.572)	(162.564)
	Net profit (loss)	(1.757)	(49.007)
A.2)	REVALUATION CHANGES	(41.748)	(43.485)
	Revaluation reserve	(41.748)	(43.485)
B)	NON-CURRENT LIABILITIES	3.559.921	3.523.840
	a) Non-cumulative Warranted Non-voting (Preference Shares):	3.462.641	3.459.646
	i) Series A – 29,000,000 shares authorized, issued and outstanding at June 30, 2009, 7.45%, US\$25 par value.	512.945	520.949
	ii) Series B – 1,000,000 shares authorized, issued and outstanding at June 30, 2009, 4%-7%, €1,000 par value.	988.022	984.772
	iii) Series C – 2,000,000 shares authorized, issued and outstanding at June 30, 2009, 4%-7%, €1,000 par value.	1.961.675	1.953.925
	b) Other non-current liabilities	97.280	64.194
C)	CURRENT LIABILITIES	122	123
	Payable	110	113
	a) Preference shares dividend accrued	103	113
	b) Payable to affiliates	7	-
	Creditors	12	10
	TOTAL LIABILITIES AND SHAREHOLDER'S DEFICIT (A+B+C)	3.257.722	3.221.663

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

INCOME STATEMENT

FOR THE HALF YEAR ENDED JUNE 30, 2009

Thousands of Euros		CURRENT PERIOD	PREVIOUS PERIOD
		30/6/2009	30/6/2008
	OPERATIONAL RESULT	(23)	(25)
(+)	Financial income	97.975	102.128
	Interest income from affiliates	80.939	89.825
	Other financial income	17.036	12.303
(-)	Financial expenses	(100.431)	(124.561)
	Preference shares dividend	(79.444)	(88.842)
	Amortization of issuance cost	(11.000)	(11.000)
	Amortization of revaluation reserve	(1.737)	(1.812)
	Other financial expenses	(8.250)	(22.907)
(+/-)	Unrealized fair value changes:	-	-
	Collar fair value increase	33.085	8.498
	Embedded collar fair value decrease	(33.085)	(8.498)
	Swap fair value decrease	-	-
(+/-)	Exchange gain (loss)	722	1.696
(+/-)	Gain or loss from disposal of financial instruments	-	(159)
=	FINANCIAL RESULT	(1.734)	(20.896)
=	PRE-TAX RESULT	(1.757)	(20.921)
(+/-)	Tax expense	-	-
=	NET RESULT	(1.757)	(20.921)

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE HALF YEAR ENDED JUNE 30, 2009

Thousands of Euros

		Current period	Previous period
		30/6/2009	30/06/2008
A)	NET RESULT	(1.757)	(20.921)
B)	Income and expenses charged directly to Equity	-	-
C)	Transfers to the Profit and Loss account	1.737	1.812
1	Due to valuation of financial instruments:	-	-
	a) Available for sale financial assets	-	-
	b) Other income / (expenses)	-	-
2	Cash flow Hedges	1.737	1.812
3	Other comprehensive income	-	-
TOTAL COMPREHENSIVE INCOME (A+B+C)		(20)	(19.109)

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

STATEMENT OF CHANGES IN SHAREHOLDER'S DEFICIT

FOR THE HALF YEAR ENDED JUNE 30, 2009

Thousands of Euros CURRENT PERIOD		Equity			Revaluation Changes	Total
		Common Stock	Reserves	Net Profit (Loss)		
December 31, 2008		656	(210.465)	(49.007)	(43.485)	(302.301)
I.	Comprehensive income (loss)	-	-	(20)	-	(20)
II.	Capital transactions with owners	-	-	-	-	-
III.	Other changes in Shareholder's Equity	-	(49.007)	47.270	1.737	-
	Appropriation of net result	-	(49.007)	49.007	-	-
	Other changes	-	-	(1.737)	1.737	-
June 30, 2009		656	(259.472)	(1.757)	(41.748)	(302.321)

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PREVIOUS PERIOD		Equity			Revaluation Changes	Total
		Common Stock	Reserves	Net Profit (Loss)		
December 31, 2007		656	(246.166)	35.701	(47.031)	(256.840)
I.	Comprehensive income (loss)	-	-	(19.109)	-	(19.109)
II.	Capital transactions with owners	-	-	-	-	-
III.	Other changes in Shareholder's Equity	-	35.701	(37.513)	1.812	-
	Appropriation of net result	-	35.701	(35.701)	-	-
	Other changes	-	-	(1.812)	1.812	-
June 30, 2008		656	(210.465)	(20.921)	(45.219)	(275.949)

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

STATEMENT OF CASH FLOWS

FOR THE HALF YEAR ENDED JUNE 30, 2009

Thousands of Euros		Current Period	Previous Period
		30/06/2009	30/06/2008
A)	Cash flow from operating activities (1+2+3+4)	2.868	(40.280)
1	Net profit (loss)	(1.757)	(20.921)
2	Adjustments to the result	3.238	(20.753)
	(+) Amortization of fixed assets	-	-
	(+/-) Other adjustments to the result	3.238	(20.753)
	Unrealized fair value changes	-	(170.079)
	Amortization of revaluation reserve	1.737	1.812
	Amortization of issuance costs	11.000	11.000
	Unrealized foreign exchange gains	(8.004)	(32.582)
	Interest income from affiliates companies	(80.939)	(89.825)
	Dividends on Preference Shares	79.444	88.842
3	Changes in working capital	-	-
4	Other cash flows from operating activities:	1.387	1.394
	(-) Interest payments	(79.448)	(88.842)
	(+) Interest collections	80.991	89.838
	(+/-) Other inflows / (outflows) from operating activities	(156)	398
B)	Cash flow from investing activities (1+2)	(2.867)	210.293
1	Payment of investments	-	-
2	Proceeds from investments	(2.867)	210.293
	(+) Loans to affiliates	(2.867)	77.583
	(+) Other financial assets	-	132.710
C)	Cash flow from financing activities	-	(170.079)
	Proceeds (payments) from financial instruments	-	(170.079)
D)	Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-
E)	Net increase / (decrease) in cash and cash equivalents (A+B+C+D)	1	(66)
F)	Cash and cash equivalents, beginning of year	5	81
G)	P (E+F)	6	15

The accompanying notes one to seven are an integral part of the financial statements.

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REPSOL INTERNATIONAL CAPITAL LIMITED

NOTES TO FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED JUNE 30, 2009

(Expressed in Euros)

Note 1: Company Description

Repsol International Capital Limited (the "Company"), formerly N.W.J.P.S.C. Limited, was incorporated on August 14, 1989, under the laws of the Cayman Islands. All the ordinary shares of the Company are owned directly by Repsol International Finance B.V., ("The Parent") a limited liability company organized under the laws of The Netherlands, all the ordinary shares of which are owned by Repsol YPF, S.A., a limited liability company organized under the laws of Spain. Repsol YPF, S.A. is an integrated oil and gas company engaged in all aspects of the petroleum business.

The sole business of the Company is to issue preference shares in various markets and advance the net proceeds to various non-Spanish members of the Repsol YPF Group (the "Group"). The Company engages in no activities other than those related to the borrowing and lending of such funds.

The Company's registered office is located at Cayside, 2nd floor, Harbour Drive, George Town, Grand Cayman, Cayman Islands (P.O. Box 30592).

As of June 30, 2009, the capital stock of the Company consisted of 900,000 ordinary shares of US\$1 par value each, fully subscribed by Repsol International Finance B.V.

These interim financial statements are unaudited.

Note 2: Basis of Presentation and Accounting Principles

a) Basis of presentation

This condensed interim financial information for the six months ended June 30 2009 has been prepared in accordance with IAS 34, 'Interim financial reporting'. The condensed interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2008, which have been prepared in accordance with IFRS.

The accompanying financial statements were prepared from the Company's accounting records as of June 30, 2009.



REPSOL INTERNATIONAL CAPITAL LIMITED

b) First time adoption of standards

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2009,

- IAS 1 (revised), 'Presentation of financial statements'. The revised standard prohibits the presentation of items of income and expenses (that is 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All 'non-owner changes in equity' are required to be shown in a performance statement.

Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income).

The Company has elected to present two statements: an income statement and a statement of comprehensive income.

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2009, but are not currently relevant for the Company:

- IFRS 8, 'Operating segments'.
- IAS 23 (amendment), 'Borrowing costs'.
- IFRS 2 (amendment), 'Share-based payment'.
- Amendments to IAS 32 and IAS 1 Puttable Financial Instruments and Obligations Arising on Liquidation
- IFRIC 13, 'Customer loyalty programmes'.
- IFRIC 15, 'Agreements for the construction of real estate'.
- IFRIC 16, 'Hedges of a net investment in a foreign operation'.
- Amendments to IFRIC 9 and IAS 39 'Embedded Derivatives'
- Amendments to IFRS 7 'Improving Disclosures about Financial Instruments'
- Amendments to IFRS 1 and IAS 27 Cost of an Investment in a Subsidiary, Jointly-Controlled Entity or Associate



REPSOL INTERNATIONAL CAPITAL LIMITED

c) Accounting principles

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2008, as described in those annual financial statements.

The company is not taxable in Cayman Island consequently there is no charge for income tax in these financial statements.

Note 3: Seasonality

The Company does not present any seasonality in the normal course of its business

Note 4: Payment of Dividends

Pursuant to the classification of the Preference Shares as a financial liability the dividends paid to the holders of these Preference Shares are recorded as a financial expense.

Till June 30, 2009 and 2008, the Company's Board of Directors declared the following dividends on each of Series A, B and C Preference Shares to holders:

Thousands of Euros

Series	Date of payment	Dividend per share %	30/06/2009		30/06/2008	
			Effective rate per share %	Total Amount	Effective rate per share %	Total Amount
A	Quarterly at March 31, June 30.	7.45% annual	7.45% annual	€ 20,284	7.45% annual	€ 17,652
B	Quarterly at March 31, June 30.	Floating rate	3.944% annual (floor)	€19,720	5.40% annual	€ 23,730
C	Quarterly at March 31, June 30.	Floating rate	3.944 % annual (floor)	€ 39,440	5.52 % annual	€ 47,460
				€79,444		€ 88,842

Note 4: Related party transactions

The balance sheet captions "Long term loans to affiliates" and "Accrued interest receivable from affiliates" and the caption of the profit and loss "interest income from affiliates" recognized the principal, interest accrued and interest charge produce by the loan granted by the Company to Repsol Netherlands Finance B.V. which bears arm length interest.

The caption "Payable to affiliates" refers to the balance of a current account with companies within the Repsol YPF group.

REPSOL INTERNATIONAL CAPITAL LIMITED

During the six months to 30 June 2009, the Company has recorded interest income from "La Caixa", a Repsol YPF Group related party, connected to the collar for an amount of € 4,227 thousand which is recorded under the caption "Other financial income".

Note 5: Events occurring after the reporting period

There has not been any significant event occurring after the balance sheet date.

Note 6: Going Concern

The Company has necessary financial support to enable it to operate as a going concern and to meet its financial obligations at least until a year after the date of these interim financial statements.

Note 7: Statutory and Supervisory Board

The Statutory Directors do not receive any remuneration. The company does not have supervisory directors.

The Hague, The Netherlands,

July 31st, 2009

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