

C. N. M. V.
Dirección General de Mercados e Inversores
C/ Edison 4
Madrid

COMUNICACIÓN DE HECHO RELEVANTE

TDA 28, FONDO DE TITULIZACIÓN DE ACTIVOS Actuaciones sobre las calificaciones de los bonos por parte de Fitch Ratings.

Titulización de Activos, Sociedad Gestora de Fondos de Titulización, S.A. comunica el siguiente Hecho Relevante:

Respecto al fondo de referencia, adjuntamos nota de prensa publicada por Fitch Ratings con fecha 19 de septiembre 2017, donde se llevan a cabo las siguientes actuaciones:

- Serie A, **afirmado como CC (sf); recuperación estimada 55%.**
- Serie B, **afirmado como C (sf); recuperación estimada del 0%.**
- Serie C **afirmado como C (sf); recuperación estimada del 0%.**
- Serie D, **afirmado como C (sf); recuperación estimada del 0%.**
- Serie E, **afirmado como C (sf); recuperación estimada del 0%.**
- Serie F, **afirmado como C (sf); recuperación estimada del 0%.**

En Madrid, a 19 de septiembre de 2017

Ramón Pérez Hernández
Consejero Delegado



Fitch Affirms TDA 25, TDA 27, TDA 28 and Santander Hipotecario 3

Fitch Ratings-London-19 September 2017: Fitch Ratings has affirmed TDA 25, FTA, TDA 27 FTA, TDA 28 FTA and FTA, Santander Hipotecario 3. A full list of rating actions is at the end of this commentary.

The three TDA deals are non-conforming RMBS transactions originated and serviced by multiple banks. Santander Hipotecario 3 is an RMBS transaction originated and serviced by Santander.

KEY RATING DRIVERS

Weak Asset Performance

The transactions were issued at or around the peak of the previous Spanish real estate cycle. The loan portfolios have therefore experienced falling market prices and low realised recovery rates on the substantial foreclosure activity that occurred after the financial and sovereign crisis. The TdA mortgage pools comprise a significant portion (76% of current balance for TdA 25, 18% for TdA 27, 44% for TdA 28) of loans originated by Credifimo, a specialised lender targeting mainly non-prime low income borrowers. Exposure to these loans constitutes another driver of the weak performance. Cumulative gross default levels are stabilising in all transactions under review, but incoming recoveries lead to decreasing net defaults, supported by an improving housing market in Spain. Lower delinquencies indicate fewer future defaults for the now seasoned portfolios.

Large Deficiency Ledgers and Depleted Reserve Funds

The outstanding principal deficiency ledgers (PDL) remain high and the reserve funds are fully depleted. As a result, available excess spread and enforcement proceeds are key elements for the repayment of the notes.

Expected Future Performance for TdA 25 and TdA28

The notes' ratings are distressed, while Fitch's sector-specific RMBS criteria do not explicitly include assumptions for rating scenarios below 'Bsf'. Therefore, in line with its Global Structured Finance Rating Criteria, Fitch has made projections of the portfolio's expected future performance based on the current circumstances, without applying additional stress.

Fitch estimated a foreclosure frequency rate for each portfolio, based on its annualised cumulative default rate multiplied by each weighted average life based on the portfolio amortisation, subject to a floor (10%) derived from the historical performance of Spanish RMBS transactions. We assumed a recovery rate of 45% on outstanding and future defaults. This estimate was based on historical observations, but also takes into account the positive momentum in the Spanish real estate market, as highlighted by Fitch in its annual outlook (<https://www.fitchratings.com/site/re/891819>).

Fitch multiplied the derived foreclosure frequency rates by 2 to infer default expectations for the outstanding late delinquencies (claims currently in arrears for more than three months). We only considered current excess spread if it was positive. Furthermore, the cash flow impact of structural features, such as liquidity facility payments and reserve funds were taken into account in case they have a repayment impact on the most senior note class. Fitch used the outcomes of these calculations as an indication of the ability to repay the respective class A notes.

RATING SENSITIVITIES

Continuing momentum in Spanish real estate prices on a broad basis leading to higher recoveries rates could improve the recovery prospects for all class A notes.

USE OF THIRD-PARTY DUE DILIGENCE PURSUANT TO RULE 17G-10

Form ABS Due Diligence-15E was not provided to, or reviewed by, Fitch in relation to this rating action.

DATA ADEQUACY

Fitch has checked the consistency and plausibility of the information it has received about the performance of the asset pools and the transactions. There were no findings that affected the rating analysis. Fitch has not reviewed the results of any third party assessment of the asset portfolio information or conducted a review of origination files as part of its ongoing monitoring.

Fitch did not undertake a review of the information provided about the underlying asset pools ahead of the transactions' initial closing. The subsequent performance of the transactions over the years is consistent with the agency's expectations given the operating environment and Fitch is therefore satisfied that the asset pool information relied upon for its initial rating analysis was adequately reliable.

Overall, Fitch's assessment of the information relied upon for the agency's rating analysis according to its applicable rating

methodologies indicates that it is adequately reliable.

SOURCES OF INFORMATION

The information below was used in the analysis.

- Issuer and servicer reports for Santander FTA Hipotecario 3 dated 18 April 2017 and provided by Banco Santander.
- EDW pool data for Santander Hipotecario 3 as per 10 July 2017 pool cut
- Issuer and servicer reports for TDA 25 dated 30 June 2017 and 31 July 2017 provided by TdA.
- Issuer and servicer reports for TDA 27 dated 30 June 2017 provided by TdA.
- Fund allocation reports for TDA 27 dated 30 June 2017 provided by TdA
- Pool data for TDA27 as per May 2017 pool cut
- Issuer and servicer reports for TDA 28 dated 30 June 2017 and 31 July 2017 provided by TdA.
- Servicer updates from CaixaBank (21 July 2017) and Santander (07 September 2017)

MODELS

For the transactions TdA 27 and Santander Hipotecario 3, the following models were used as outlined in Fitch's sector specific criteria. For the transactions TdA 25 and TdA 28 no models were used.

ResiEMEA. (<https://www.fitchratings.com/site/structuredfinance/rmbs/resiemea>)

Excel-based Residential Mortgage Asset Model. (<https://www.fitchratings.com/site/structuredfinance/rmbs/ermam>)

EMEA RMBS Surveillance Model. (<https://www.fitchratings.com/site/structuredfinance/rmbs/emearsm>)

EMEA Cash Flow Model. (<https://www.fitchratings.com/site/structuredfinance/emeacfm>)

The rating actions are as follows:

TDA 25:

- Class A (ISIN ES0377929007) affirmed at 'Csf'; Recovery Estimate 45%
- Class B (ISIN ES0377929015) affirmed at 'Csf'; Recovery Estimate 0%
- Class C (ISIN ES0377929023) affirmed at 'Csf'; Recovery Estimate 0%
- Class D (ISIN ES0377929031) affirmed at 'Csf'; Recovery Estimate 0%

TDA 27:

- Class A2 (ISIN ES0377954013) affirmed at 'CCCs'; Recovery Estimate raised to 95% from 65%
- Class A3 (ISIN ES0377954021) affirmed at 'CCCs'; Recovery Estimate 65%
- Class B (ISIN ES0377954039) affirmed at 'CCs'; Recovery Estimate 0%
- Class C (ISIN ES0377954047) affirmed at 'CCs'; Recovery Estimate 0%
- Class D (ISIN ES0377954054) affirmed at 'CCs'; Recovery Estimate 0%
- Class E (ISIN ES0377954062) affirmed at 'Csf'; Recovery Estimate 0%
- Class F (ISIN ES0377954070) affirmed at 'Csf'; Recovery Estimate 0%

TDA 28:

- Class A (ISIN ES0377930005) affirmed at 'CCs'; Recovery Estimate 55%
- Class B (ISIN ES0377930013) affirmed at 'Csf'; Recovery Estimate 0%
- Class C (ISIN ES0377930021) affirmed at 'Csf'; Recovery Estimate 0%
- Class D (ISIN ES0377930039) affirmed at 'Csf'; Recovery Estimate 0%
- Class E (ISIN ES0377930047) affirmed at 'Csf'; Recovery Estimate 0%
- Class F (ISIN ES0377930054) affirmed at 'Csf'; Recovery Estimate 0%

FTA, Santander Hipotecario 3

- Class A1 (ISIN ES0338093000) affirmed at 'CCCs'; Recovery Estimate 90%
- Class A2 (ISIN ES0338093018) affirmed at 'CCCs'; Recovery Estimate 90%
- Class A3 (ISIN ES0338093026) affirmed at 'CCCs'; Recovery Estimate 90%
- Class B (ISIN ES0338093034) affirmed at 'CCs'; Recovery Estimate 0%
- Class C (ISIN ES0338093042) affirmed at 'CCs'; Recovery Estimate 0%
- Class D (ISIN ES0338093059) affirmed at 'Csf'; Recovery Estimate 0%
- Class E (ISIN ES0338093067) affirmed at 'Csf'; Recovery Estimate 0%
- Class F (ISIN ES0338093075) affirmed at 'Csf'; Recovery Estimate 0%

Contacts:

Lead Surveillance Analyst
Ricardo Garcia
Associate Director
+44 20 3530 1749
Fitch Ratings Limited
30 North Colonnade
London E14 5GN

Committee Chairperson
Alessandro Pighi
Senior Director
+44 203 530 1794

Media Relations: Athos Larkou, London, Tel: +44 203 530 1549, Email: athos.larkou@fitchratings.com.

Additional information is available on www.fitchratings.com

Applicable Criteria

Criteria Addendum: Spain Residential Mortgage Assumptions (pub. 02 Dec 2016) (<https://www.fitchratings.com/site/re/891432>)
EMEA RMBS Rating Criteria (pub. 15 Sep 2017) (<https://www.fitchratings.com/site/re/903176>)
Fitch's Interest Rate Stress Assumptions for Structured Finance and Covered Bonds - Excel File (pub. 17 Feb 2017) (<https://www.fitchratings.com/site/re/894478>)
Global Structured Finance Rating Criteria (pub. 03 May 2017) (<https://www.fitchratings.com/site/re/897411>)
Structured Finance and Covered Bonds Counterparty Rating Criteria (pub. 23 May 2017) (<https://www.fitchratings.com/site/re/898537>)
Structured Finance and Covered Bonds Counterparty Rating Criteria: Derivative Addendum (pub. 23 May 2017) (<https://www.fitchratings.com/site/re/898538>)
Structured Finance and Covered Bonds Country Risk Rating Criteria (pub. 18 Sep 2017) (<https://www.fitchratings.com/site/re/903496>)
Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria (pub. 17 Feb 2017) (<https://www.fitchratings.com/site/re/893890>)

Additional Disclosures

Dodd-Frank Rating Information Disclosure Form (<https://www.fitchratings.com/site/dodd-frank-disclosure/1029378>)
Solicitation Status (<https://www.fitchratings.com/site/pr/1029378#solicitation>)
Endorsement Policy (<https://www.fitchratings.com/regulatory>)

ALL FITCH CREDIT RATINGS ARE SUBJECT TO CERTAIN LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONS AND DISCLAIMERS BY FOLLOWING THIS LINK:

[HTTPS://WWW.FITCHRATINGS.COM/UNDERSTANDINGCREDITRATINGS](https://www.fitchratings.com/understandingcreditratings)

(<https://www.fitchratings.com/understandingcreditratings>). IN ADDITION, RATING DEFINITIONS AND THE TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEB SITE AT WWW.FITCHRATINGS.COM (<https://www.fitchratings.com>). PUBLISHED RATINGS, CRITERIA, AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE, AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE CODE OF CONDUCT SECTION OF THIS SITE. DIRECTORS AND SHAREHOLDERS RELEVANT INTERESTS ARE AVAILABLE AT [HTTPS://WWW.FITCHRATINGS.COM/SITE/REGULATORY](https://www.fitchratings.com/site/regulatory) (<https://www.fitchratings.com/site/regulatory>). FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

Copyright © 2017 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved. In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit

reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$10,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001

Solicitation Status

Fitch Ratings was paid to determine each credit rating announced in this Rating Action Commentary (RAC) by the obligator being rated or the issuer, underwriter, depositor, or sponsor of the security or money market instrument being rated, except for the following:

Endorsement Policy - Fitch's approach to ratings endorsement so that ratings produced outside the EU may be used by regulated entities within the EU for regulatory purposes, pursuant to the terms of the EU Regulation with respect to credit rating agencies, can be found on the EU Regulatory Disclosures (<https://www.fitchratings.com/regulatory>) page. The endorsement status of all International ratings is provided within the entity summary page for each rated entity and in the transaction detail pages for all structured finance transactions on the Fitch website. These disclosures are updated on a daily basis.