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COMUNICACIÓN DE HECHO RELEVANTE

PROGRAMA CÉDULAS TDA, 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:

I. Respecto al fondo de referencia, adjuntamos nota de prensa publicada por Fitch Ratings, con fecha 11 de mayo de 2012, donde se lleva a cabo la siguiente actuación:

- Bonos ISIN: ES0371622004, de **AA (sf) / perspectiva de revisión negativa** a **A- (sf) / perspectiva negativa.**
- Bonos ISIN: ES0371622038, de **AA (sf) / perspectiva de revisión negativa** a **A- (sf) / perspectiva negativa.**
- Bonos ISIN: ES0371622012, de **AA (sf) / perspectiva de revisión negativa** a **A- (sf) / perspectiva negativa.**
- Bonos ISIN: ES0371622046, de **AA (sf) / perspectiva de revisión negativa** a **A- (sf) / perspectiva negativa.**
- Bonos ISIN: ES0371622020, de **AA (sf) / perspectiva de revisión negativa** a **A- (sf) / perspectiva negativa.**

En Madrid a 14 de mayo de 2012

Ramón Pérez Hernández
Director General

FitchRatings

Fitch Downgrades Multi-Issuer Cedulas Hipotecarias to 'A-sf'

Ratings Endorsement Policy
11 May 2012 11:42 AM (EDT)

Link to Fitch Ratings' Report: Fitch Downgrades Multi-Issuer Cedulas Hipotecarias to A-

Fitch Ratings-Madrid/London-11 May 2012: Fitch Ratings has downgraded all 44 classes of multi-issuer cedulas hipotecarias (MICH; CDOs of Spanish covered bonds) to 'A-sf' from 'AAsf' and assigned a Negative Outlook to all ratings. The ratings have also been removed from Rating Watch Negative (RWN), where Fitch placed them on 22 December 2011. A complete list of rating actions is available at www.fitchratings.com or by clicking on the link above.

MICH transactions are structured to include liquidity support and maturity extensions, but lack any form of credit enhancement. Furthermore, there is significant overlap between transactions as the same cedulas hipotecarias (CH) issuers participate in many different deals. This is partly a consequence of the banking system consolidation that has reduced the number of participating CH issuers to 23 from 54 two years ago.

Fitch believes that the over-collateralisation (OC) available for five issuers of CH drives the ratings for the whole sector. The rating uplift from a bank's Issuer Default Rating (IDR) depends on the recovery rate for the CH, which in turn depends on the available level of OC.

For these five CH issuers a full recovery of a defaulted CH would not be possible under credit and market stresses higher than those commensurate with the 'A-sf' rating that has been assigned. Hence, these CH issuers are referred to as "weakest links". Their Short-term ratings are below 'F2' (or 'F2'/RWN) and the agency believes their OC ratios can be volatile as they would currently only have access to collateralised funding.

Fitch's analysis established that 'A-sf' is the highest stress that a CH issued by any of these banks can withstand. All transactions have exposure to one or more of these five. Hence, all classes have the same rating. Fitch assumes the default of the CHs and determines the maximum credit and market stress level for which a full recovery is possible.

Fitch notes that the downgrades are also a result of the lack of adequate OC statements by the issuers of CHs. OC statements set limits to the volatility potential of OC ratios of CH issuers with low Short-term ratings (i.e. 'F3' or below). The rating actions only consider the OC statement made by Banco de Valencia ('BB-'/Stable/'B') by which it commits to a minimum total OC of 99% as other CH issuers were unwilling to provide a strong commitment to maintain the OC at a level higher than the legal minimum. Fitch has consequently considered a haircut OC level for the recovery analysis, as per its criteria.

The five financial institutions driving the ratings are (by number of affected classes of the 44 rated classes): Unicaja Banco, S.A.U. ('A-'/'F2'/'RWN', 34 classes); NCG Banco, S.A. ('BB+'/Stable/'B', formerly Novacaixagalicia, 31 classes); Catalunya Banc S.A. (formerly CatalunyaCaixa, 18 classes); Banca March S.A. (four classes); and Banco de Sabadell ('BBB+'/RWN/'F2'/RWN, formerly Banco Guipuzcoano, one class).

Fitch believes that a defaulted CH issued by Unicaja would allow for a full recovery in a 'A-sf' stress after a haircut of 30% to total available OC (86% before the haircut). The haircut addresses the material risk of OC volatility, as reflected in the RWN on the bank's Short-term rating. The RWN on Unicaja reflects the potential integration risks and weakening that would likely arise from the bank's intended merger with the comparatively weaker Caja Espana-Duero.

The agency has analysed NCG's liquidity position and plans in order to assess the risk of OC volatility. This analysis showed that the current level of OC (103%) can be considered stable. NCG can only issue a further EUR150m of CHs before hitting the legal minimum eligible OC and does not plan on future securitisations that could further impact the current total OC ratio. Nevertheless, Fitch has considered a hypothetical minimum OC ratio of 97% assuming that NCG depletes its capacity to issue new CHs, and that the ineligible share of the cover pool is also reduced to some extent.

Fitch applied a 30% haircut to Catalunya Bank's total OC (139% before the haircut) to account for OC volatility risk resulting from its low Short-term rating. A full recovery would still be possible after this haircut under 'A-sf' stresses. The likely merger of this bank with a larger and stronger entity provides additional comfort for the OC ratio's stability.

The agency considered Banca March's OC ratio (140%) to be stable and sufficient to produce a full recovery under 'A-sf' stresses. Fitch took comfort in the current level of OC, the high solvency ratios of the bank, and its business model that deviates from the traditional retail bank as Banca March is very focused on private banking. Banca March ranked first among all European banks after the European Committee of Banking Supervisors' 2010 stress test and the European Banking Authority's 2011 stress tests.

Fitch highlights that it has analysed Banco Guipuzcoano's (BG), cover pool and OC ratios rather than those of Banco Sabadell (BS), because the bank has not yet produced consolidated data after the merger of the two banks. BS has confirmed that the OC ratios of the resulting entity will be similar to those of BG. Fitch has applied a 30% haircut to BG's total OC (101% before the haircut) to account for OC volatility risk as its Short-term rating is on RWN following the acquisition of Banco CAM.

The Negative Outlook reflects the macroeconomic environment in Spain and the different challenges that the banking system in general and the weakest links in particular have to face. Fitch has considered the current consolidation in the Spanish financial sector. The agency also considered the expected ratings of future consolidated entities when they do not yet have a public rating. Fitch notes that further banking system consolidation will trigger rating revisions in the MICH sector as and when it occurs.

The rating actions follow Fitch's MICH sector review incorporating cover pool data as of the end-2011 for most CH issuers and the current ratings of participant financial institutions.

Fitch reviewed the MICH sector based on its four-stage analysis of risk drivers, in line with its criteria. These are: OC ratios, liquidity support, excessive participant concentration, and counterparty criteria compliance. The agency does not consider that available liquidity support, excessive participant concentration, or counterparty criteria compliance is currently a limiting driver for any of the outstanding ratings.

Fitch believes that the haircut to total OC ratios captures the material risk of OC volatility that could compromise recoveries. Fitch notes that participating banks did not take any voluntary action to support the ratings (i.e. issue stronger OC statements or increase OC ratios) during the four months that the sector was on RWN.

The agency has applied refinancing spreads ranging from mid-300s bps for the base scenario to mid-600s bps in a 'AAAsf' scenario. The expected settlement market value of cover pools is now lower as refinancing spreads have widened in a context of sovereign debt crises. Fitch now considers higher supporting OC ratios for each issuer and rating scenario than those calculated during the last review, as the agency has updated both its RMBS and SME CLO criteria and has updated the refinancing spreads for each rating scenario.

More details will be available in a special report "Multi-Issuer Cedulas Hipotecarias OC Tracker", which will be published in June 2012 on www.fitchratings.com.

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Additional information is available at www.fitchratings.com. The ratings above were solicited by, or on behalf of, the issuer, and therefore, Fitch has been compensated for the provision of the ratings.

For its analysis Fitch has relied on quarterly mortgage-cover pool data and monthly OC ratios for every CH issuer. The data was provided by the management company of the respective transaction.

Applicable criteria "Rating Criteria for Multi-Issuer Cedulas Hipotecarias", 29 August 2011; "EMEA Criteria Addendum - Spain - Mortgage Loss and Cash Flow Assumptions", 11 August 2011; "Rating Criteria for European Granular Corporate Balance-Sheet Securitisations (SME CLOs)", dated 6 June 2011; and "Counterparty Criteria for Structured Finance Transactions", dated 12 March 2012 are available at www.fitchratings.com.

Applicable Criteria and Related Research:
Rating Criteria for Multi-Issuer Cédulas Hipotecarias of Covered Bonds
EMEA Criteria Addendum - Spain - Mortgage Loss and Cash Flow Assumptions
Criteria for Rating European Granular Corporate Balance-Sheet Securitisations (SME CLOs)
Counterparty Criteria for Structured Finance Transactions