Material Event concerning **BBVA RMBS 4 Fondo de Titulización de Activos**

Pursuant to section 4.1.4 of the Securities Note Building Block of the Prospectus for **BBVA RMBS 4 Fondo de Titulización de Activos** (the "**Fund**") notice is given to the COMISIÓN NACIONAL DEL MERCADO DE VALORES of the following material event:

- The Rating Agency **Moody's Investors Service** ("**Moody's**") announced on October 13, that it has downgraded the ratings assigned to the Bond Series issued by **BBVA RMBS 4 Fondo de Titulización de Activos**:
  - **Series A1**: **Aa3 (sf)** (previously **Aaa (sf)**, under review for possible downgrade)
  - **Series A2**: **Aa3 (sf)** (previously **Aaa (sf)**, under review for possible downgrade)
  - **Series A3**: **Aa3 (sf)** (previously **Aaa (sf)**, under review for possible downgrade)
  - **Series B**: **Baa3 (sf)** (previously **Aa3 (sf)**, under review for possible downgrade)
  - **Series C**: **Caa1 (sf)** (previously **Baa1 (sf)**, under review for possible downgrade)

Enclosed herewith is the press release issued by Moody's.

Madrid, October 14, 2010.

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MOODY'S
INVESTORS SERVICE

Rating Action: **Moody's downgrades Spanish RMBS notes issued by BBVA RMBS 2 and 4**

Global Credit Research - 13 Oct 2010

Approximately EUR 7.2 million of rated debt securities affected

Madrid, October 13, 2010 -- Moody's Investors Service announced today that it has downgraded the ratings of all notes issued by BBVA RMBS 2, FTA and BBVA RMBS 4, FTA.

Issuer: BBVA RMBS 2 Fondo de Titulizacion de Activos

....EUR2400M A2 Certificate, Downgraded to Aa1 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR387.5M A3 Certificate, Downgraded to Aa1 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR1050M A4 Certificate, Downgraded to Aa1 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR112.5M B Certificate, Downgraded to Baa2 (sf); previously on Nov 30, 2009 Aa3 (sf) Placed Under Review for Possible Downgrade

....EUR100M C Certificate, Downgraded to B2 (sf); previously on Nov 30, 2009 Baa3 (sf) Placed Under Review for Possible Downgrade

Issuer: BBVA RMBS 4 Fondo de Titulizacion de Activos

....EUR2740M A1 Certificate, Downgraded to Aa3 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR960M A2 Certificate, Downgraded to Aa3 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR1050.5M A3 Certificate, Downgraded to Aa3 (sf); previously on Nov 30, 2009 Aaa (sf) Placed Under Review for Possible Downgrade

....EUR41.7M B Certificate, Downgraded to Baa3 (sf); previously on Nov 30, 2009 Aa3 (sf) Placed Under Review for Possible Downgrade

....EUR107.8M C Certificate, Downgraded to Caa1 (sf); previously on Nov 30, 2009 Baa1 (sf) Placed Under Review for Possible Downgrade

RATINGS RATIONALE

Today's rating action concludes the review and takes into consideration the worse-than-expected performance of the collateral. It also reflects Moody's negative sector outlook for Spanish RMBS and the weakening of the macro-economic environment in Spain, including high unemployment rates.

The ratings of the notes take into account the credit quality of the underlying mortgage loan pool, from which Moody's determined the MILAN Aaa Credit Enhancement (MILAN Aaa CE) and the lifetime losses (expected loss), as well as the transactions structure and any legal considerations as assessed in Moody's cash- flow analysis. The expected loss and the Milan Aaa CE are the two key parameters used by Moody's to calibrate its loss distribution curve, used in the cash-flow model to rate European RMBS transactions.

Portfolio expected Loss: Moody's has reassessed its lifetime loss expectation for BBVA RMBS 2 and BBVA RMBS 4 ("BBVA 2" and "BBVA 4") taking into account the collateral performance to date as well as the current macroeconomic environment in Spain. BBVA 2 and 4 are performing worse than Moody's expectations as of closing. The share of non-defaulted loans more than 90 days in arrears has recently stabilised, in line with market trend and helped by the low interest rates. However, delinquent loans have rolled to defaults and cumulative defaults have risen rapidly, reaching 2.05% of original pool balance in BBVA 2 and 2.62% of original pool balance in BBVA 4 as at August 2010, up from 0.97% and 1.23% respectively a year earlier. Cumulative defaults figures include loans delinquent for more than 12 months as well as loans corresponding to repossessions taking place before being 12 month in arrears. The primary source of assumption uncertainty is the current macroeconomic environment in Spain, Moody's expects the portfolio credit performance in these two transactions to continue to be be under stress, as Spanish unemployment remains elevated and the housing market is still relatively weak. Furthermore, Moody's believes that the tightening of Spanish fiscal policies is likely to constrain further Spanish households finances. On the basis of the increase trend in defaults in the two transactions and Moody's negative sector outlook for Spanish RMBS, we have updated the portfolios expected loss assumptions to 2.28% of original pool balance in BBVA 2 and 2.71% of original pool balance in BBVA 4, up from 0.52% and 0.54% at closing.

MILAN Aaa CE: Moody's has assessed the loan-by-loan information for the outstanding portfolios to determine the MILAN Aaa CE. Moody's has increased its MILAN Aaa CE assumptions to 9.5% for BBVA 2 and 10.5% for BBVA 4, up from 4.15% and 4.30% respectively at closing. The increase in the MILAN Aaa CE reflects the exposure to loans originated via brokers (23.52% and 15%) and loans originated to new residents (7.76% and 6.95%). It also considers the exposure to special mortgage products features such as semi-bullet loans (having the possibility of a last instalment of 10/30% of the loan amount), representing 18.57 % of the current pool for BBVA 2 and 65.7% of the current pool for BBVA 4, as well as loans that could enjoy a payment holiday, representing 72.16 % of the current pool balance for BBVA 2 and 78.61% of the current pool balance for BBVA 4 (as of July 2010 only 0.38% of the current pool balance in BBVA 2 and 0.92% in BBVA 4 was in payment holiday).

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

BBVA 2 and 4 closed in March and November 2007 respectively. The transactions are backed by a portfolio of first-ranking mortgage loans originated by BBVA (Aa2/P-1) and secured on residential properties located in Spain. The loans were originated between 2003 and 2006 in the case of BBVA 2 and between 2000 and 2007 in BBVA 4, with current weighted average loan-to-value standing at 69.5% and 69%. As mentioned above, a significant share of the securitised mortgage loans was originated via brokers and loans to non-Spanish nationals are also included in the pool. BBVA acts as servicer, paying agent and swap counterparty to the transactions.

Hedging agreements: according to the swap agreement the swap counterparty receives the interest actually collected from the loans and pays the sum of the weighted average coupon on the notes plus 65 bps in the case of BBVA 2 and 50 bps in the case of BBVA 4, over a notional calculated as the daily average outstanding amount of the loans not more than 90 days in arrears. The servicing fee is also covered by the swap counterparty.

Reserve funds and Principal Deficiencies (PDL): the increasing levels of defaulted loans has ultimately caused the full depletion of the reserve funds and both transactions are currently experiencing an unpaid PDL. In BBVA 2 the current unpaid PDL is equal to EUR 3.14 million corresponding to 3.14% of the most junior note class. In BBVA 4 the current unpaid PDL is equal to EUR 31.49 million which corresponds to 29.2% of the most junior note class.

Both transactions include interest deferral triggers based on cumulative defaults, set for class B and C at 12% and 10% for BBVA 2 and 8.5% and 5% for BBVA 4. Moody's notes that repossessions corresponding to loans less than 12 months in arrears at the time they were repossessed are not considered for the interest deferral trigger calculation, As of August 2010 these trigger levels were equal to 1.71% and 2.19% for BBVA 2 and BBVA 4 respectively,.

Note amortization: The amortization of the mezzanine and junior notes is likely to remain sequential as a consequence of a pro-rata amortization trigger breach, namely the reserve fund not being at target level. In both transactions the amortization of the Class A notes can switch from sequential to pro rata if at the Determination Date the ratio of the Outstanding Balance of non-defaulted Mortgage Loans more than 90 days in arrears, increased by the Mortgage Loan Principal repayment income amount received during the Determination Period preceding the relevant payment date, to (2) the sum of the Outstanding Principal Balance of Class A notes (A2, A3 and A4 for BBVA 2 and A1, A2 and A3 for BBVA 4), is less than or equal to 1.The Aaa pro-rata amortisation trigger has remained close to its breach level during the last year in both transactions standing at 1.05 for BBVA 2 and 1.02 for BBVA 4 as of the last Determination Date. Moody' s notes that in loss scenarios at or above the expected case these triggers are breached and has therefore positioned the ratings of Class A notes at the same level in each of the two deals.

The principal methodologies used in rating the Notes were Moody's Updated Methodology for Rating Spanish RMBS published in July 2008, and Revising Default/Loss Assumptions Over the Life of an ABS/RMBS Transaction published in December 2008. Other methodologies and factors that may have been considered in the process of rating this issuer can also be found on Moody's web site.

Please also refer to the "Spanish RMBS July 2010 Indices", which is available on www.moodys.com in the Industry / Sector Research sub-directory under the Research & Ratings tab.

Moody's Investors Service did not receive or take into account a third party due diligence report on the underlying assets or financial instruments related to the monitoring of this transaction in the past 6 months.

REGULATORY DISCLOSURES

The ratings have been disclosed to the rated entity or its designated agents and issued with no amendment resulting from that disclosure.

Information sources used to prepare the credit ratings are the following: parties involved in the ratings, parties not involved in the ratings, public information, confidential and proprietary Moody's Investors Service information.

Moody's Investors Service considers the quality of information available on the issuer or obligation satisfactory for the purpose of maintaining a credit rating.

Moody's Investors Service may have provided Ancillary or Other Permissible Service(s) to the rated entity or its related third parties within the three years preceding the Credit Rating Action. Please see the ratings disclosure page www.moodys.com/disclosures on our website for further information.

Additional research, including the pre-sale report for this transaction and reports for prior transactions, are available at www.moodys.com. In addition Moody's publishes a weekly summary of structured finance credit, ratings and methodologies, available to all registered users of our website, at www.moodys.com/SFQuickCheck

MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the rating process.

Please see ratings tab on the issuer/entity page on Moodys.com for the last rating action and the rating history.

The date on which some Credit Ratings were first released goes back to a time before Moody's Investors Service's Credit Ratings were fully digitized and accurate data may not be available. Consequently, Moody's Investors Service provides a date that it believes is the most reliable and accurate based on the information that is available to it. Please see the ratings disclosure page on our website www.moodys.com for further information.

Please see the Credit Policy page on Moodys.com for the methodologies used in determining ratings, further information on the meaning of each rating category and the definition of default and recovery.

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