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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 27 de septiembre 2016, donde se llevan a cabo las siguientes actuaciones:

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

En Madrid, a 27 de septiembre de 2016

Ramón Pérez Hernández
Consejero Delegado



Fitch Downgrades 14 Tranches of 5 Spanish RMBS Deals

Fitch Ratings-London-27 September 2016: Fitch Ratings has downgraded 14 tranches and affirmed 16 tranches of 4 TDA transactions, non-conforming RMBS transactions originated and serviced by multiple banks, and FTA, Santander Hipotecario 3, a prime transaction originated and serviced by Santander. A full list of the rating actions is at the end of this commentary

KEY RATING DRIVERS

Deteriorated Asset Performance

The underlying pools of the TDA transactions are partially backed by loans originated by Credifimo, a specialised lender targeting mainly non-prime low income borrowers. Exposure to these loans constitutes the main driver for the weak performance of the transactions. As of the latest reporting dates, cumulative gross defaults range from 8.0% (Santander Hipotecario 3 as of July 2016) to 28.8% (TDA 28 as of June 2016), up from between 7.6% (Santander Hipotecario 3 as of July 2015) and 28.0% (TDA 28 as of June 2016). These numbers are above Fitch's Index of 5.6%. We expect cumulative defaults to continue to rise as further loans roll to default.

Fitch believes that the larger exposure to Credifimo loans in TDA 25 and 28, at 82% and 37% of the respective current pool balance, suggests that the performance will remain particularly weak as reflected by the downgrades.

Large Deficiency Ledgers

The outstanding principal deficiency ledgers (PDL) remain high, at between EUR23.2m (TDA 24 as of June 2016) and EUR180m (Santander Hipotecario 3 as of July 2016), compared with EUR23.4m (TDA 24 as of June 2015) and EUR186.9m (Santander Hipotecario 3 as of July 2015). As a result, available excess spread and enforcement proceeds are key elements for the repayment of the notes. This is reflected in the affirmation of the 16 tranches and the downgrade of the junior notes of TDA 24, TDA 27 and Santander Hipotecario 3 as well as the downward revision of the Recovery Estimate (RE) of TDA 27.

RATING SENSITIVITIES

Given the growing dependency to the recovery inflows, any change to the recovery income below that of Fitch's stresses would trigger negative rating action or revision of the Recovery Estimates.

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

No third party due diligence was provided or reviewed 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 pool and the transaction. There were no findings that were material to this 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

Investor and servicer reports provided by Titulizacion de Activos since close and until:

-June 2016 for TDA 24, 25 and 27

-July 2016 for TDA 28

Investor and servicer reports provided by Banco Santander since close and until:

-July 2016 for Santander Hipotecario 3

Loan-by-loan data provided by Banco Santander and sourced from the European Data Warehouse with a cut-off date of July 2016 for Santander Hipotecario 3

Loan-by-loan data provided by Titulizacion de Activos with a cut-off date of:

-May 2016 for TDA 24, 25 and 27

-March 2016 for TDA 28

MODELS

ResiEMEA. (<https://www.fitchratings.com/jsp/creditdesk/ToolsAndModels.faces?context=2&detail=135>)

EMEA RMBS Surveillance Model. (https://www.fitchratings.com/web_content/pages/rmbs/emea-rmbs-surveillance-model.htm)

EMEA

Cash Flow Model. (https://www.fitchratings.com/web_content/pages/sf/emea-cash-flow-model.htm)

The rating actions are as follows

TDA 24:

Class A1 (ISIN ES0377952009) affirmed at 'Bsf'; Outlook Stable

Class A2 (ISIN ES0377952017) affirmed at 'Bsf'; Outlook Stable

Class B (ISIN ES0377952025) affirmed at 'CCsf'; Recovery Estimate 0%

Class C (ISIN ES0377952033) affirmed at 'CCsf'; Recovery Estimate 0%

Class D (ISIN ES0377952041) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

TDA 25:

Class A (ISIN ES0377929007) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 45%

Class B (ISIN ES0377929015) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class C (ISIN ES0377929023) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class D (ISIN ES0377929031) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

TDA 27:

Class A2 (ISIN ES0377954013) affirmed at 'CCCsf'; Recovery Estimate 65%

Class A3 (ISIN ES0377954021) affirmed at 'CCCsf'; Recovery Estimate 65%

Class B (ISIN ES0377954039) affirmed at 'CCsf'; Recovery Estimate 0%

Class C (ISIN ES0377954047) affirmed at 'CCsf'; Recovery Estimate 0%

Class D (ISIN ES0377954054) affirmed at 'CCsf'; Recovery Estimate 0%

Class E (ISIN ES0377954062) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class F (ISIN ES0377954070) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

TDA 28:

Class A (ISIN ES0377930005) affirmed at 'CCsf'; Recovery Estimate 55%

Class B (ISIN ES0377930013) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class C (ISIN ES0377930021) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class D (ISIN ES0377930039) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class E (ISIN ES0377930047) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class F (ISIN ES0377930054) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

FTA, Santander Hipotecario 3

Class A1 (ISIN ES0338093000) affirmed at 'CCCsf'; Recovery Estimate 90%

Class A2 (ISIN ES0338093018) affirmed at 'CCCsf'; Recovery Estimate 90%

Class A3 (ISIN ES0338093026) affirmed at 'CCCsf'; Recovery Estimate 90%

Class B (ISIN ES0338093034) affirmed at 'CCsf'; Recovery Estimate 0%

Class C (ISIN ES0338093042) affirmed at 'CCsf'; Recovery Estimate 0%

Class D (ISIN ES0338093059) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class E (ISIN ES0338093067) downgraded to 'Csf' from 'CCsf'; Recovery Estimate 0%

Class F (ISIN ES0338093075) affirmed at 'Csf'; Recovery Estimate 0%

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Additional information is available at www.fitchratings.com.

Applicable Criteria

Counterparty Criteria for Structured Finance and Covered Bonds (pub. 01 Sep 2016)
(<https://www.fitchratings.com/site/re/886006>)
Counterparty Criteria for Structured Finance and Covered Bonds: Derivative Addendum (pub. 18 Jul 2016)
(<https://www.fitchratings.com/site/re/884964>)
Criteria Addendum: Spain - Residential Mortgage Assumptions (pub. 28 Jul 2016)
(<https://www.fitchratings.com/site/re/885440>)
Criteria for Country Risk in Global Structured Finance and Covered Bonds (pub. 26 Sep 2016)
(<https://www.fitchratings.com/site/re/881269>)
Criteria for Interest Rate Stresses in Structured Finance Transactions and Covered Bonds (pub. 17 May 2016)
(<https://www.fitchratings.com/site/re/879815>)
EMEA RMBS Rating Criteria (pub. 18 May 2016) (<https://www.fitchratings.com/site/re/881836>)
Global Structured Finance Rating Criteria (pub. 27 Jun 2016) (<https://www.fitchratings.com/site/re/883130>)

Additional Disclosures

Dodd-Frank Rating Information Disclosure Form
(https://www.fitchratings.com/creditdesk/press_releases/content/ridf_frame.cfm?pr_id=1012228)
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