

BBVA Finanzia Autos 1, Fondo de Titulización de Activos

ABS / Spain

*This pre-sale report addresses the structure and characteristics of the proposed transaction based on the information provided to Moody's as of [April 2007]. Investors should be aware that certain issues concerning this transaction have yet to be finalised. Upon conclusive review of all documents and legal information as well as any subsequent changes in information, Moody's will endeavour to assign definitive ratings to this transaction. The **definitive** ratings may differ from the **provisional** ratings set forth in this report. Moody's will disseminate the assignment of definitive ratings through its Client Service Desk. This report does not constitute an offer to sell or a solicitation of an offer to buy any securities, and it may not be used or circulated in connection with any such offer or solicitation.*

Estimated Closing Date

[4 May 2007]

Lead Analyst

Luis Mozos
Associate Analyst
+34 91 702 6615
Luis.Mozos@moodys.com

Backup Analyst

Alberto Postigo
Vice President – Senior Analyst
+34 91 702 6604
Alberto.Postigo@moodys.com

Investor Liaison

London
Edward Bowden
Investor Liaison Specialist
+44 20 7772-5454
Edward.Bowden@moodys.com
New York
Brett Hemmerling
Investor Liaison Specialist
+1 212 553-4796
Brett.Hemmerling@moodys.com

Client Service Desk

London: +44 20 7772-5454
clientservices.emea@moodys.com
Madrid: +34 91 414 3161

Monitoring

monitor.abs@moodys.com

Website

www.moodys.com

PROVISIONAL (P) RATINGS

Series	Rating	Amount (million)	% of Notes	Legal Final Maturity	Coupon
A	(P) Aaa	€744.0	93.00	Apr. 2021	3mE + [·]%
B	(P) A1	€26.8	3.35	Apr. 2021	3mE + [·]%
C	(P) Baa1	€29.2	3.65	Apr. 2021	3mE + [·]%
Total		€800.0	100.00		

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

OPINION

Strengths of the Transaction

- Interest rate swap provided by BBVA guaranteeing an excess spread of 2.20% and covering the potential negative carry due to the revolving mechanism if any amount is deposited in the principal account
- Excess spread-trapping mechanism through a 12-month “artificial write-off”
- Granular pool

Weaknesses and Mitigants

- BBVA Finanzia is not rated by Moody's. However, this is fully mitigated since Banco Bilbao Vizcaya Argentaria, S.A. (BBVA, **Aa1/P-1**) acts as backup servicer and guarantees any payment subject to commingling risk if BBVA Finanzia is declared bankrupt
- Up to 10% of the issuance (or 20% on a specific payment date) can be deposited in cash if, during the revolving period, BBVA Finanzia does not provide a sufficient amount of loans. Such amount would be covered by the swap, thereby avoiding the creation of a negative carry.
- A revolving period of up to eight payment dates could trigger a decline in the credit quality of the portfolio. This is mitigated by strict eligibility criteria to be complied with by any additional loan, and early amortisation triggers.
- The deferral of interest payments on each of Series B and C benefits the repayment of the series senior to each of them, but potentially forces junior rated noteholders to long periods of receiving no interest. Moody's has factored this in its quantitative analysis, and the reserve fund and the subordination have been sized accordingly to account for this deterioration on the expected loss and the probability of default.



STRUCTURE SUMMARY *(see page 3 for more details)*

Issuer:	BBVA Finanzia Autos 1, Fondo de Titulización de Activos
Structure Type:	Senior/Mezzanine/Subordinated floating-rate notes
Seller/Originator:	BBVA Finanzia (Not rated)
Servicer:	BBVA Finanzia
Backup Servicer	Banco Bilbao Vizcaya Argentaria, S.A. (BBVA, Aa1/P-1)
Interest Payments:	Quarterly in arrears on each payment date
Principal Payments:	Pass-through on each payment date
Payment Dates:	26 January, 26 April, 26 July, 26 October First payment date: 26 July 2007
Credit Enhancement/Reserves:	2.20% excess spread 1.69% reserve fund Subordination of the notes Guaranteed Investment Contract (GIC) account
Hedging:	Interest rate swap
Interest Rate Swap Counterparty:	BBVA
Paying Agent:	BBVA
Note Trustee (Management Company):	Europea de Titulización, S.G.F.T., S.A. (Europea de Titulización)
Arranger:	BBVA Europea de Titulización
Lead Managers:	BBVA RBS

COLLATERAL SUMMARY (AS OF 02 APRIL 2007) *(see page 6 for more details)*

Receivables:	Loans granted to individuals resident in Spain to finance the acquisition of a new or a used car
Total amount:	€981,158,692
Number of Contracts:	82,352
Number of Borrowers:	81,906
Geographic Diversity:	Catalonia (28%), Andalusia (21%), Valencia (13%)
WA Remaining Term:	5.64 years
WA Seasoning:	1.1 years
Interest Basis:	100% fixed
WA Interest Rate:	6.53%
Delinquency Status:	No loans more than 30 days in arrears at the time of securitisation
Historical Loss Experience:	Default, recovery and prepayments information provided

NOTES

Series	Subordination	Reserve Fund	Total
A	7.00%	1.69%	8.69%
B	3.65%	1.69%	5.34%
C	0.00%	1.69%	1.69%

**Cash securitisation of auto loans
granted to individuals resident
in Spain**

TRANSACTION SUMMARY

BBVA Finanzia Autos 1, FTA (the “Fondo”) is a securitisation fund created with the aim of purchasing a pool of loans granted by BBVA Finanzia to individuals resident in Spain for the purpose of acquiring a new or a used car.

The *Fondo* will issue three series of notes to finance the purchase of the loans (at par):

- A subordinated Series C, rated (P)**Baa1**
- A mezzanine Series B, rated (P)**A1**
- A senior Series A, rated (P)**Aaa**

Each series of notes is supported by the series subordinated to itself, a cash reserve and the excess spread guaranteed under the swap agreement. The swap agreement will also hedge the *Fondo* against (i) the risk derived from having a fixed interest rate on the assets side while having a floating rate on the liabilities side, and (ii) any renegotiation of the loans’ interest rate.

In addition, the *Fondo* will benefit from a €[·] million subordinated loan provided by BBVA Finanzia to fund the up-front expenses and the costs of issuing the notes.

The provisional pool consists of 82,352 loans and 81,906 borrowers. All the loans hold a personal guarantee. During the maximum two-year revolving period, eligibility criteria and early amortisation triggers have been put in place to ensure that (1) additional pools have similar features to the initial pool; and (2) the purchase of additional receivables ends as the performance of the transaction deteriorates.

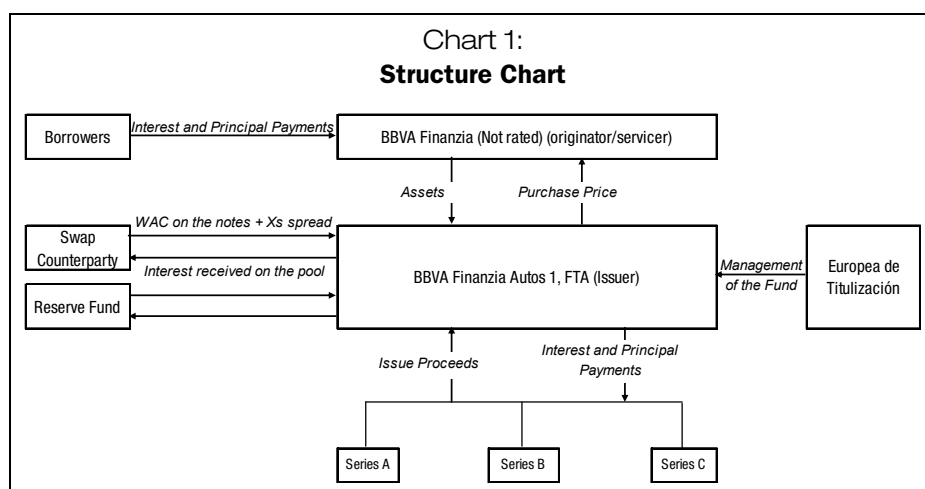
Moody’s based the provisional ratings primarily on: (i) an evaluation of the underlying portfolio of loans; (ii) strict eligibility criteria to be complied with by any receivable to be included in the securitised pool; (iii) the early amortisation triggers put in place to stop the purchase of additional loans; (iv) historical performance information; (v) the swap agreement hedging the interest rate risk; (vi) the credit enhancement provided through the Guaranteed Investment Contract (GIC) accounts, the excess spread, the cash reserve and the subordination of the notes; and (vii) the legal and structural integrity of the transaction.

Moody’s ratings address the expected loss posed to investors by the legal final maturity. In Moody’s opinion, the structure allows for timely payment of interest and ultimate payment of principal at par on or before the rated final legal maturity date in April 2021.

The ratings do not address full redemption of the notes on the expected maturity date.

STRUCTURAL AND LEGAL ASPECTS

Deal structure incorporating the following key features: an eight-quarters revolving period, swap agreement guaranteeing 2.2% of annual excess spread, deferral of interest based on the amount of written-off loans and sequential amortisation of the notes



Interest rate swap hedging the interest rate risk and guaranteeing 220 bppa of excess spread

To hedge the *Fondo* against the risk derived from having a fixed interest rate on the assets side while having a floating rate on the liabilities side, it will enter into a swap agreement with BBVA.

According to the swap agreement, on each payment date:

- The *Fondo* will pay the interest received from the loans since the previous payment date.
- BBVA will pay the sum of (1) the weighted average coupon on the notes plus 220 bppa, over a notional calculated as the daily average of the outstanding amount of loans not more than 90 days in arrears since the last payment date; and (2) potential negative carry due to the revolving mechanism if any amount is deposited in the principal account

This swap structure additionally hedges the *Fondo* against any potential renegotiation of the loans' interest rate, and covers the gap between the interest payments received from the pool and the amount of interest due to the notes on the first payment date.

In the event of BBVA's long-term rating being downgraded below A2, it will within 30 business days have to (1) collateralise its obligation under the swap in an amount sufficient to maintain the then current rating of the notes; and/or (2) find a suitably rated guarantor or substitute. Any failure by BBVA to comply with this condition will constitute an event of default under the swap agreement.

Funded up-front through a subordinated loan provided by BBVA, the reserve fund will be used to cover any potential shortfall on items (1) to (8) of the order of priority (detailed below) on an ongoing basis.

At any point in time during the life of the transaction, the amount requested under the reserve fund will be the lesser of the following amounts:

- 1.69% of the initial balance of the notes
- The higher of:
 - 3.38% of the outstanding balance of the notes
 - 0.85% of the initial balance of the notes

However, the amount requested under the reserve fund will not be reduced:

- During the first two years following the closing date
- On any payment date on which either of the following scenarios occur:
 - The arrears level (defined as the percentage of non-written-off loans that are more than 90 days in arrears) exceeds 1%.
 - The reserve fund was not funded at its required level on the previous payment date or it is not going to be replenished at the required level on the corresponding payment date.

The treasury account will be held at BBVA. The proceeds from the loans, amounts received under the swap agreement and the reserve fund will be deposited in the treasury account.

Moody's has set up some triggers in order to protect the treasury account from a possible downgrade of BBVA's short-term rating. Should this rating fall below **P-1**, it will within 30 days have to perform one of the following actions in the indicated order of priority:

- Find a suitably rated guarantor or substitute.
- Collateralise its payment obligations under the treasury account in an amount sufficient to maintain the then current rating of the notes.
- Invest the outstanding amount of the treasury account in securities issued by a **P-1**-rated entity.

BBVA guarantees an annual yield of the amounts deposited in the treasury account equal to the index reference rate of the notes less 0.10%.

During the revolving period, any amount retained as principal due, which is not used on a payment date for the acquisition of loans, will be transferred to a special account held at BBVA (namely, the principal account). This account is subject to the same triggers and the same yield as the treasury account, and will be automatically cancelled on the payment date following the end of the revolving period.

Reserve fund to help the Fondo meet its payment obligations

The GIC provides an annual interest rate equal to the index reference rate of the notes less 0.10%

Limitations on the renegotiation of the loan

The management company authorises BBVA Finanzia as servicer to renegotiate the interest rate or the maturity of any loan without requiring its approval (although this authorisation can be revoked at any point in time during the life of the transaction). However, BBVA Finanzia will not be able (1) to renegotiate the interest rate of any loan if the weighted average interest rate of the pool falls below 5%, (2) renegotiate any loan interest rate from fix to floating or (3) to extend the maturity of any loan beyond February 2019. Moreover, the renegotiation of the maturity of the loans is subject to various conditions, of which the following are the most significant:

- The total initial amount of loans on which the maturity has been extended cannot be greater than 10% of the initial amount of the sub-pool.
- The frequency of payments cannot be decreased.
- The amortisation system cannot be modified.

Payment structure allocation

At the closing date, the proceeds from the notes will be used to purchase the loans that will form part of the asset pool. The starting expenses and the notes issuance costs will be financed through a subordinated loan granted by BBVA Finanzia.

On each quarterly payment date, the *Fondo's* available funds (amounts received from the asset pool, the reserve fund, amounts received under the swap agreement and interest earned on the transaction accounts) will be applied in the following simplified order of priority:

- 1) Costs and fees
- 2) Any amount due under the swap agreement and swap termination payment if the *Fondo* is the defaulting or the affected party
- 3) Interest payment to Series A
- 4) Interest payment to Series B (if not deferred)
- 5) Interest payment to Series C (if not deferred)
- 6) Retention of an amount equal to the principal due under the notes
- 7) Interest payment to Series B (if deferred)
- 8) Interest payment to Series C (if deferred)
- 9) Replenishment of the reserve fund
- 10) Termination payment under the swap agreement (except in the cases contemplated in 2) above)
- 11) Junior payments

In the event of liquidation of the *Fondo*, the payment structure is modified with the sole aim of ensuring that any amount due to a series is repaid before any payment to a subordinated series is made.

Interest deferral mechanism based on the amount of written-off loans

The payment of interest on Series B and C will be brought to a more junior position if, on any payment date, and for each of these series, the following conditions are met:

- The accumulated amount of written-off loans since closing is higher than 12.25% and 8.50% of the initial amount of the pool for Series B and C, respectively.
- The senior series to it are not fully redeemed.

Principal due to the notes incorporates a 12-month “artificial write-off” mechanism

The transaction's structure benefits from an “artificial write-off” mechanism. This mechanism is implicit in the definition of the principal due under the notes, which is calculated as the difference between (1) the outstanding amount of the notes and (2) the outstanding amount of the non-written-off loans (the “written-off loans” being defined as those loans with any amount due but unpaid for more than 12 months (or earlier, if the management company considers that there are no reasonable expectations of recovery under each such loan)).

The “artificial write-off” speeds up the off-balance sheet of a non-performing loan; thus, the amount of notes collateralised by non-performing loans is minimised, and, consequently, the negative carry. However, the most important benefit for the transaction is that the amount of excess spread trapped in the structure is larger (the excess spread between the “artificial write-off” time and the “natural write-off” time would otherwise be lost). Therefore, the transaction makes better use of the excess spread, allowing for lower levels of other credit enhancement figures.

***Principal due allocation mechanism
and revolving period***

A principal deficiency will occur, on any payment date, if the issuer's available funds are not sufficient to reimburse the principal due under the notes, according to the cash flow rules stated above (the difference between these two amounts being the principal deficiency).

During the revolving period, the principal available funds will be used for the purchase of additional loans to BBVA Finanzia. This period will last until the payment date of April 2009, or, if earlier, upon the breach on a payment date of any of the early amortisation triggers, mainly:

- i. An insolvency, failure to pay or bankruptcy in respect of BBVA Finanzia
- ii. The arrears level exceeds 2.2%
- iii. The accumulated amount of written-off loans since closing exceeds 3.0%
- iv. The outstanding amount of the non-written-off loans is less than:
 - a. 90% of the outstanding amount of the notes after the purchase on the two previous payment dates
 - b. 80% of the outstanding amount of the notes after the purchase on the previous payment date
- v. BBVA Finanzia ceases to be the servicer of the loans
- vi. There is a termination under the swap agreement and no replacement, guarantor or alternative solution is found within 15 days
- vii. The cash reserve is not funded at the required level.

Loans to be acquired during the revolving period will be purchased at par and will have to comply with the eligibility criteria (see "Collateral" section). At any point in time, the outstanding amount of loans cannot be greater than €800 million

Following the termination of the revolving period, the principal available funds will be used for the amortisation of the notes on a fully sequential basis and by order of seniority.

COLLATERAL

***Portfolio of loans diversified across
Spain granted to individuals to
finance the acquisition of a new or a
used car***

The portfolio will consist of loans granted to individuals resident in Spain for the purpose of financing the acquisition of a new or a used car (excluding industrial or commercial vehicles), and will have been originated by BBVA Finanzia in its normal course of business. The loans (both the initial and the additional loans) will have to comply with the following criteria:

- The amount granted under the loan contract is not higher than the car's purchase price.
- Debtors are not BBVA Finanzia employees
- The loans have paid at least one instalment
- The loans will amortise through monthly instalments, paid by direct debit, and will bear a fixed interest rate
- No loan incorporates any type of balloon payments or deferred payments of interest or principal
- The outstanding amount of any loan is less than €70,000
- No loan will mature later than February 2019

The originator guarantees that, as of the transfer date, none of the loan agreements will have been breached. Additionally, on that date, there will be no amounts more than 30 days past due under any of the transferred loans.

Initial portfolio

As of April 2007, the provisional pool comprises 82,352 loans and 81,906 borrowers, for a total amount of €981 million. The loans were originated between 2005 and January 2007, with a weighted average seasoning of 1.1 years and a weighted average remaining life of 5.64 years. The loan of longest duration matures in February 2017. All the loans bear a fixed interest rate (with a weighted average interest rate of 6.53%) and hold a personal guarantee.

In terms of debtor concentration, the pool is very granular: the highest debtor represents less than 0.007% of the issuance amount.

Chart 2:
**Portfolio Breakdown
by Geographic Diversity**

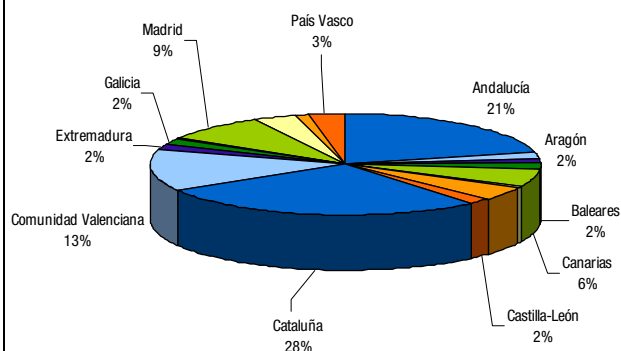
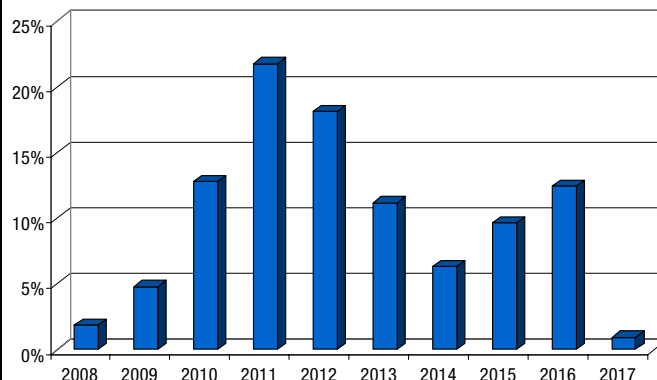


Chart 3:
**Portfolio Breakdown
by Year of Maturity**



Global eligibility criteria for the additional pools

In addition to the individual criteria mentioned above, the combination of the existing loans and the new loans will have to comply with the following criteria after each purchase date:

- The weighted average interest rate is at least equal to 5%.
- The weighted average remaining term is less than 7 years.
- The aggregate outstanding balance of the pool belonging to debtors within the same region is not over 30% of the outstanding balance.
- The aggregate outstanding balance of the pool belonging to debtors within the three most represented regions is not over 70% of the outstanding balance.
- The aggregate outstanding balance of the loans, the purpose of which is the acquisition of used cars, is not over 10% of the outstanding balance.

Just for the loans included in each additional pool, eligibility criteria have been set to guarantee (1) a minimum weighted average seasoning of three months; and (2) a maximum remaining weighted average life of 3.85 years.

ORIGINATOR, SERVICER, PAYING AGENT AND MANAGEMENT COMPANY

BBVA Finanzia is 100% owned by BBVA, the second-largest financial group in Spain

BBVA Finanzia is a Spanish financial institution which is not rated by Moody's. Currently, it is 100% owned by BBVA which is the second-largest financial group in Spain and one of the major financial institutions incorporated in Europe.

With total assets amounting €3.57 billion in December 2006, BBVA Finanzia is the third-largest financial institution in the Spanish car finance market with a 10.8% domestic market share. Moody's has recently performed an operational review and, in its opinion, BBVA Finanzia complies with the standards good practices in the Spanish market in terms of origination and risk management.

Duties as servicer and originator

BBVA Finanzia will act as servicer of the loans, and will transfer the proceeds from the loans to the treasury account on a weekly basis.

In the event of BBVA Finanzia being declared bankrupt, failing to perform its obligations as servicer or being affected by a deterioration in its financial situation, the management company will request BBVA to take over its position as servicer.

Likewise, the management company may require BBVA Finanzia, upon an insolvency process or because the management company considers it appropriate, to notify the transfer of the loans to the *Fondo* to the relevant debtors. Should the relevant originator fail to comply with this obligation within 5 business days, the notification would then be carried out by the management company.

Paying Agent

BBVA will act as paying agent of the *Fondo*. In the event of BBVA's short-term rating falling below **P-1**, it will within 30 days have to be replaced in its role of paying agent by a suitably rated institution.

Management Company

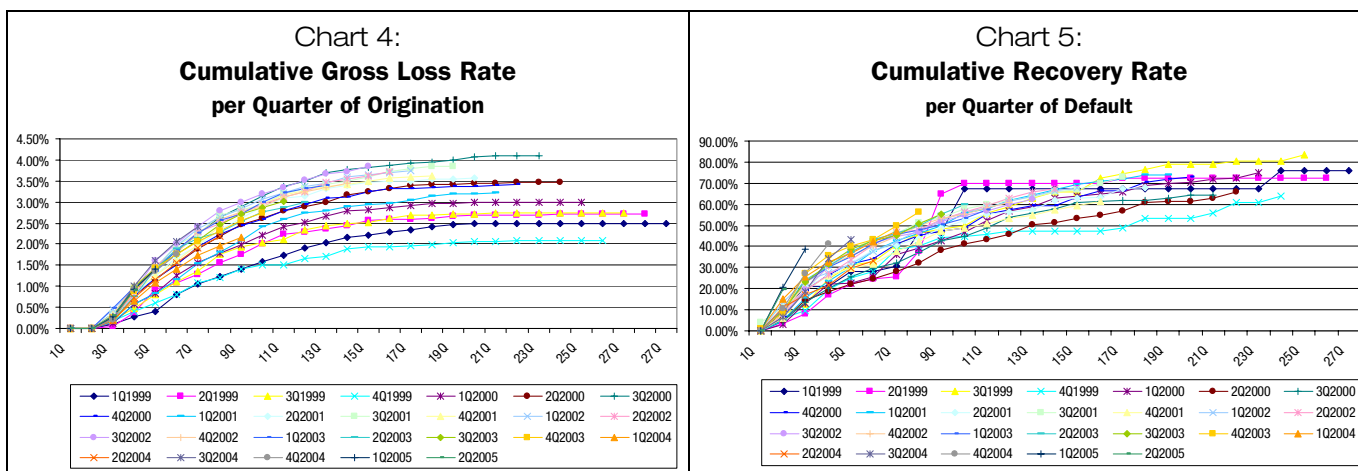
Europea de Titulización is a company with substantial experience in the Spanish securitisation market. Its obligations within the structure are guaranteed by its shareholders, with respect to their proportion of the holding. BBVA accounts for 83% of the capital of the gestora (trustee). The remainder is owned by 15 institutions, including JP Morgan (4%), Caja de Ahorros del Mediterráneo (1.54%), Bankinter (1.53%), Barclays Bank (1.53%) and Citibank España (1.53%). Currently, Europea de Titulización carries out the management of 67 securitisation funds.

MOODY'S ANALYSIS

Moody's used a lognormal approach based on mean default and recovery rates estimations

Given the large number of assets and the small size of the exposures, Moody's derived the gross loss distribution curve by using the lognormal density law.

Moody's based its analysis on the historical performance of sample pools similar to the pool being securitised. The lognormal parameters (mean default and standard deviation) were derived from these historical data, and later adjusted for (1) the seasoning of the portfolio (with different assumptions for the initial and additional pools), (2) expectations of a less favourable macro-economic environment and (3) other qualitative aspects. It is important to note that a loan has been considered as 'defaulted' after 180 days past due. The lognormal parameters assumed were a mean of 3.49% and a standard deviation of 0.64% for the initial pool, and a mean of 4.22% and a standard deviation of 0.91% for the additional pools. Assumptions for recoveries, delinquency, timing of defaults and prepayments were also derived from historical information.



To determine the rating associated to each series of notes, Moody's used an expected loss methodology that reflects the probability of default for each series of notes times the severity of the loss expected for each series of notes. With this purpose, and in order to allocate losses to the notes in accordance with their priority of payment and relative size, Moody's built a cash flow model that reproduces all deal-specific characteristics. The main input parameters were the gross loss distribution and the assumptions for recoveries, delinquency, timing of default and prepayments. The sensitivity to a variation in the initial assumptions was also tested (for instance, and as expected, back loading the timing of defaults has a considerable impact) and taken into consideration. Weighting each default scenario's severity result on the notes with its probability of occurrence, Moody's calculated the expected loss level for each series of notes which, combined with each series' expected average life, is consistent with the provisional ratings assigned.

Structural Analysis

Moody's considered how the cash flows generated by the collateral were allocated to the parties within the transaction, and the extent to which various structural features of the transaction might themselves provide additional protection to investors, or act as a source of risk. In addition, Moody's ensured that the transaction is not affected by the bankruptcy of the originator or the servicer of the portfolio.

Legal Analysis

Moody's verified that the legal documents correctly reflect the structure of the deal, as well as the assumptions made in its analysis.

The rating of the notes depends on the portfolio performance and counterparty ratings

Visit moodys.com for further details

RATING SENSITIVITIES AND MONITORING

Europea de Titulización will, in its capacity as management company, prepare quarterly monitoring reports on the portfolio and on payments to the notes. These reports will detail the amounts received by the issuer during each collection period and will provide portfolio data.

Moody's will monitor the transaction on an ongoing basis to ensure that its transaction continues to perform in the manner expected, including checking all supporting ratings and reviewing periodic servicing reports. Any subsequent changes in the rating will be publicly announced and disseminated through Moody's Client Service Desk.

RELATED RESEARCH

For a more detailed explanation of Moody's approach to this type of transaction as well as similar transactions, please refer to the following reports:

Special Report

- Structural Features in the Spanish RMBS Market – Artificial Write-Off Mechanisms: Trapping the Spread, January 2004 (SF29881)

Rating Methodology

- The Lognormal Method Applied to ABS Analysis, July 2000 (SF8827)

To access any of these reports, click on the entry above. Note that these references are current as of the date of publication of this report and that more recent reports may be available. All research may not be available to all clients.

SF97344isf

© Copyright 2007, Moody's Investors Service, Inc. and/or its licensors and affiliates including Moody's Assurance Company, Inc. (together, "MOODY'S"). All rights reserved. **ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY COPYRIGHT LAW AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.** All information contained herein is obtained by **MOODY'S** from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and **MOODY'S**, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Under no circumstances shall **MOODY'S** have any liability to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of **MOODY'S** or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if **MOODY'S** is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The credit ratings and financial reporting analysis observations, if any, constituting part of the information contained herein are, and must be construed solely as, statements of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. **NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.** Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling.

MOODY'S hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by **MOODY'S** have, prior to assignment of any rating, agreed to pay to **MOODY'S** for appraisal and rating services rendered by it fees ranging from \$1,500 to approximately \$2,400,000. Moody's Corporation (MCO) and its wholly-owned credit rating agency subsidiary, Moody's Investors Service (MIS), also maintain policies and procedures to address the independence of MIS's ratings and rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold ratings from MIS and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually on Moody's website at www.moody's.com under the heading "Shareholder Relations – Corporate Governance – Director and Shareholder Affiliation Policy."