Rating Report

Report Date:
5 January, 2011

Foncaixa Empresas 2, F.T.A.

Analysts

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Ratings

Debt Rated	Amount	Coupon	Ratings
Series A1	€ 416,300,000	Euribor 3 month + 0.80%	AAA (sf)
Series A2	€ 1,063,700,000	Euribor 3 month + 1.00%	AAA (sf)
Series B	€ 185,000,000	Euribor 3 month + 1.25%	NR
Series C	€ 185,000,000	Euribor 3 month + 1.75%	NR

Transaction Parties and Relevant Dates

Issuer	Foncaixa Empresas 2, F.T.A.
Originator and Servicer	Caixa d'Estalvis i Pensions de Barcelona ("la Caixa")
Lead Managers	GestiCaixa, S.G.F.T., S.A. ("GestiCaixa")
Placement Entity	GestiCaixa, S.G.F.T., S.A.
Paying Agent	Caixa d'Estalvis i Pensions de Barcelona
Treasury Account Provider	Caixa d'Estalvis i Pensions de Barcelona
Registration Date	23 November 2010
Disbursement Date	26 November 2010
First Payment Date	15 April 2010
Payment Dates	Quarterly, the 15th day of January, April, July & October
Legal Final Maturity	1 August 2044

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Executive Summary

Foncaixa Empresas 2, F.T.A. is a bankruptcy remote vehicle incorporated in accordance with Spanish legislation as Fondo de Titulización de Activos (the "Fund") for the purpose of the issuance of asset-backed securities and the acquisition of the mortgage and non-mortgage loans granted to Spanish enterprises and to small and medium enterprises ("SME Loans"). The SPV has initially issued four series of asset-backed notes to finance the purchase of the SME loans (at par). Interest income received by the Fund will be distributed monthly on the Payment Date according to the Cash Flow Waterfall established for payments of the Fund.

DBRS ratings of the Foncaixa Empresas 2, F.T.A. are listed on Page 1. This transaction has been structured as a public transaction with Class A (Series A1 and Series A2), Series B and Series C. The Class A Series are senior and supported by 33.75% subordination provided by the Series B, Series C and the 13.75% from the Reserve Fund.

DBRS based the rating primarily on:
- an evaluation of the underlying portfolio of SME loans;
- the historical performance information and internal ratings information provided by the Originator;
- the credit enhancement provided through the Reserve Fund, the Series B, the Series C; and
- the legal and structural integrity of the transaction.

Collateral Summary*

Type	Primarily SME Loans
Principal	€ 1,849,999,641
Number of Loans	9,198
Originated	May 1992 - April 2010
Delinquent Percentage	None of the Outstanding Balance of the Credit Rights shall be in payment arrears by more than 30 days on the date of Closing.
Avg. Original Loan Size	€201,129
Selection Criteria	No SME Loan has a final maturity beyond 1 February 2041 Maximum industry concentration is 16.0%

* as of 23 November 2010.

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Rating Consideration

Strengths

- The Series B Notes, Series C Notes and the Reserve Fund provide 33.75% credit enhancement to the Class A Notes;
- The Reserve Fund is fully funded on the Closing Date and cannot be reduced during the first three years;
- Under the Interest Rate Swap agreement the Originator will pay the Issuer the weighted average coupon on the Liabilities plus 75bps per annum;
- The loan collateral is supported by mortgages, personal guarantees, business assets and other types of collateral and guarantees;
- The maximum exposure to an individual industry sector, as defined using the CNAE classifications, is 16%.

Challenges

- Approximately 23% of the portfolio is exposed to the construction and real estate sectors;
- The top 10 exposures represent approximately 21% in the portfolio's aggregate principal balance;
- Geographic concentration to obligors in Madrid and Catalonia with approximately 30.6% and 28.7% of the portfolio generated in the respective regions;
- The difficult economic conditions in Spain.

Reserve Fund

At closing there will be a Reserve Fund account of €254,375,000 or 13.75% of the notes outstanding balance, as a guarantee mechanism in the event of losses due to defaulted or unpaid credit rights.

- The Reserve Fund will be funded at closing through the Subordinated Loan provided by the Originator.
- The Reserve Fund will not be reduced (i) during the first three years, (ii) if the previous payment date did not achieve the Reserve Fund minimum level and (iii) when 90 days past due assets exceed 1% of the outstanding balance. The Reserve Fund will not amortize below €127,187,500 until the end of the transaction.

Priority of Payments

From the Prospectus:

The Available Funds shall be allocated on each Payment Date as follows:

1. Payment of taxes, ordinary and extraordinary expenses, and the management commission;
2. Payment to the swap counterparty in the event of agreement termination by Event of Default;
3. Payment of the interest accrued on the Class A (Series A1 and Series A2) (pro rata);
4. Payment of the interest accrued on the Series B. The payment interest accrued on the Series B will be put off to the 7th place, if on the payment date the outstanding balance of the assets in default was over 25% of initial issuance;
5. Payment of the interest accrued on the Series C. The payment interest accrued on the Series B will be put off to the 8th place, if on the payment date the outstanding balance of the assets in default was over 20% of initial issuance;
6. Retention of the Available Funds to pay the principal of the Series;
7. Retention of the Available Funds to maintain the minimum level of the Reserve Fund;
8. Payment of the interest of the Subordinated Loan to the Reserve Fund;
9. Payment if the Swap agreement is settled;
10. Payment of the interest and principal of the Subordinated Loan for set up expenses;
11. Payment of the servicer commission;
12. Payment of principal of the Subordinated Loan to the Reserve Fund;
13. Payment of the Financial Intermediation Margin to the Originator.

Liquidation Order of Priority of Payment:

(i) Reserve an amount to pay the final and liquidation expenses;
(ii) Payment of taxes and ordinary and extraordinary expenses;
(iii) Pay to swap counterparty in the event of agreement termination by Event of Default;
(iv) Payment of the interest accrued and principal on Series A1 and Series A2 (a pro rata);
(v) Payment of the interest accrued and principal on Series B;
(vi) Payment of the interest accrued and principal on Series C;
(vii) Payment of the interest of the Subordinated Loan to the Reserve Fund;
(viii) Payment if the Swap agreement is settled;
(ix) Payment of the interest and principal of the Subordinated Loan for set up expenses;
(x) Payment of the servicer commission;
(xi) Payment of principal of the Subordinated Loan to the Reserve Fund;
(xii) Payment of the Financial Intermediation Margin to the Originator.

Early Liquidation Events:

(i) When the outstanding balance of the assets is less than 10% of the initial balance;
(ii) Bankruptcy or other financial failure of the SPV;
(iii) If the Management company is bankrupt and it doesn't find a substitute;
(iv) When there is a non-payment indicating a serious and permanent imbalance, that affects the transaction;
(v) The next payment date 36 months after the last asset maturity date or six months before the Final Legal Maturity date of the SPV.

Detailed Collateral Analysis

Portfolio Distribution - Fixed Coupon versus Floating

	Number of Loans	Portfolio Notional (€)	Percentage of Portfolio Notional
Floating	8,459	1,818,008,367	98.27%
Fixed	739	31,991,274	1.73%
Totals	**9,198**	**1,849,999,641**	**100.00%**

Portfolio Distribution – Borrower Location

Name	Number of Loans	Portfolio Notional (€)	Percentage of Portfolio Notional
Madrid	2,500	565,400,002	30.56%
Catalonia	1,469	530,211,001	28.66%
Andalusia	947	136,883,161	7.40%
Canary Islands	456	111,571,465	6.03%
Basque Country	244	97,393,879	5.27%
Valencia	380	83,434,360	4.51%
Balearic Islands	921	75,708,425	4.09%
Galicia	517	68,624,721	3.71%
Castile and Leon	415	38,915,410	2.10%
Castilla-La Mancha	427	35,709,171	1.93%
All Other Regions	*922*	*106,148,046*	*5.74%*
Totals	**9,198**	**1,849,999,641**	**100.00%**

Portfolio Distribution – Borrower Industry Sector Classification

Sector of Borrower Based On CNAE Classifications	Number of Loans	Portfolio Notional (€)	Percentage of Portfolio Notional
Real Estate	1,264	290,352,569	15.70%
Manufacturing	873	269,757,423	14.58%
Hotels & Food Service	936	249,709,052	13.50%
Automotive Sales & Repair	1,884	237,551,458	12.84%
Communications & IT	710	149,344,636	8.07%
Goods Transportation	294	137,505,552	7.43%
Construction	1,091	135,111,377	7.30%
Agriculture	452	112,460,296	6.08%
Utilities	89	71,637,854	3.87%
Professional, Scientific & Technical Services	631	44,415,133	2.40%
All Other Industry Groups	*974*	*152,154,291*	*8.23%*
Totals	**9,198**	**1,849,999,641**	**100.00%**

Portfolio Borrowers – Fifteen Largest Borrowers with Location and Industry

Borrower Ranking	Loan Balance (€)	Location	CNAE Classifications
1	100,000,000	Madrid	Goods Transportation
2	50,000,000	Andalusia	Agriculture
3	45,339,325	Madrid	Construction
4	30,819,213	Catalonia	Hotels & Food Service
5	30,705,500	Catalonia	Utilities
6	29,250,000	Madrid	Real Estate
7	27,347,868	Madrid	Real Estate
8	25,000,000	Galicia	Manufacturing
9	23,950,016	Madrid	Communications & IT
10	22,590,784	Catalonia	Hotels & Food Service
11	21,460,927	Catalonia	Automotive Sales & Repair
12	19,233,301	Madrid	Hotels & Food Service
13	16,833,435	Madrid	Real Estate
14	16,234,000	Catalonia	Hotels & Food Service
15	15,000,000	Catalonia	Manufacturing
Total	**473,764,369**		

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Originator and Servicer

Caixa D'Estalvis i Pensions de Barcelona ("la Caixa" or the "Company") is the largest Caja de Ahorros and one of the most important financial institutions in Spain with market share on products and services around 10%. As of the 3rd quarter of 2010, the Company reported:

- total assets of €274,966 million;
- 10.5 million in retail customers; and
- over 28,000 employees.

la Caixa's year to date income, however, has declined over the similar period last year, mostly due to the 18% decline in net interest income. At the 3rd quarter of 2010 the non performing loans (NPLs) of la Caixa went up to 3.53%, compared to 3.42% as of the beginning of 2009; however NPLs are below the 5.62% sector average.

DBRS Analysis

Based on the analyzed portfolio and its characteristics, as well as the Originator's historic default performance, DBRS used its large pool default model to project a default rate at the AAA stress level. A break even default rate on the rated Series was determined by using the DBRS CDO Cash Flow Model. The minimum break even default rate is determined over 9 combinations of default timing and interest rate stresses.

Assumptions for Series A1 and Series A2 Notes		
Assumed 1 Year Default Rate	1.45%	
Weighted Average Life (years)	5.24	
Lifetime Default Rate	45.49%	
Recovery Rate Used	27.00%	
Recovery Delay (years)	1	
	Series A1	Series A2
Minimum Break Even Rate	**46.01%**	**45.69%**

Given the results of the break even default rate analysis, the Series A1 and Series A2 Notes can withstand a higher default level than the level required for AAA ratings. Therefore, we were able to assign AAA ratings.

Rating Sensitivities and Monitoring

The ratings of the Series A1 and Series A2 Notes depend on the portfolio performance and counterparties' ratings. The main triggers that DBRS will rely on for monitoring are:

- the maintenance of the Reserve Fund at the required level;
- the net cumulative default level; and
- any event of default by the Issuer.

DBRS will monitor the transaction on an ongoing basis to ensure that it continues to perform as expected. Any subsequent changes in the rating will be publicly announced.

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Note:
All figures are in Euros unless otherwise noted.