

**CREDICO FUNDING 3 S.R.L.**

**Largo Chigi 5 - 00187 Rome**

**Tax Code and Rome Companies Register no.: 04037000967**

**Rome Financial Administration Index: 1127022**

**MINUTES OF THE GENERAL MEETING OF INVESTORS**

**28 April 2010**

In this year two thousand and ten on the 28th day of the month of April at 10:45 hours at Salita San Nicola da Tolentino, Rome, Italy, at the office of Mr. Bertani, the meeting of Investors of “CREDICO FUNDING 3 S.r.l.” was held to discuss and resolve upon the following

**Agenda**

- Examination and approval of the financial statements and notes to the financial statements as at 31 December 2009; Annual Report on Operations; Independent Auditors’ Report; related resolutions;
- Determination of CEO remuneration for 2010;
- Preliminary examination of new regulations introduced by Italian Legislative Decree no. 39/2010, the “Auditors Decree”;
- Appointment of the independent auditors and determination of related fees.

By unanimous decision of persons present, the CEO, Antonio Bertani, assumes the chair and confirms the following:

- the general meeting was duly called by notice issued via fax on 16 April 2010;
- the Sole Investor Stichting Bayswater, with a 10,000 euro investment equal to 100% of capital, is represented via standard proxy (confirmed and duly deposited in company records) by Massimo Armeni.

Attendance as indicated above is documented in Appendix A attached.

The Chairman then asks members present to declare any restrictions in their voting rights, pursuant to current legal regulations and, in particular:

- Article 110, Italian Legislative Decree no. 385 of 1 September 1993, as amended, providing the Consolidated Law on Banking, and the related Bank of Italy Instructions of 31 December 1993;

- Article 108, Italian Legislative Decree no. 385 of 1 September 1993, as amended, providing the Consolidated Law on Banking, and the related Italian Treasury Decree no. 517 of 30 December 1998;

thereafter confirming that no investor reports restrictions to their voting rights.

The Chairman further confirms that, to verify due constitution of this General Meeting of Investors and their legal right to vote, the company performed the following controls, and that no voting right restrictions were identified:

1. control of entries in the Investors' Register and in the Register of Companies;
2. verification, based on information held by the company, of persons with indirect investments in the company, and whether in reference to legally established limits said persons issued the disclosure required by law prior to the date of this meeting.

The Chairman then confirms that, based on available information, no impediment exists with regard to the exercise of voting rights. This general meeting is therefore declared to be duly and validly constituted.

With the permission of attendees, the Chairman asks Massimo Armeni, who accepts, to act as secretary to the Meeting.

The agenda is then examined.

**1. Examination and approval of the financial statements and notes to the financial statements as at 31 December 2009; Annual Report on Operations; Independent Auditors' Report; related resolutions**

The Chairman briefly illustrates the Financial Statements as at 31 December 2009, which closed with profit of 30 euro, and reads the report on corporate governance and ownership structure.

The Chairman informs the Meeting that article 123-*bis*, subsection 4 of the Consolidated Law on Finance has introduced compulsory preparation of the corporate governance and ownership structure report, which constitutes a section of the Annual Report on Operations.

The Chairman states that for the first time the statement on the financial statements required under art. 154-*bis*, subsection 5 of the Consolidated Law on Finance has also been prepared, using Annex 3C-*ter* to art. 81-*ter* of the Consob Regulation.

He then reads aloud the Independent Auditors' Report.

The Chairman reminds attendees that the documents illustrated will be attached to these minutes and will therefore be transcribed into the Register of Investors' Meetings.

The Chairman opens discussions and proposes allocation of the 30 euro profit for the year as follows:

- 2 euro to the legal reserve;
- 28 euro to the exceptional reserve.

No person requesting the floor, the Chairman invites the Investors' Meeting to resolve in relation to the first point on the agenda. Having acknowledged the CEO's Report, by unanimous vote of all persons present with voting rights (representing 100% of capital), the Investors' Meeting approves the financial statements as at 31 December 2009 as prepared, together with the Chairman's proposed allocation of profit.

## **2. Determination of CEO remuneration for 2010**

On invitation from the Chairman the Investors' Representative, Massimo Armeni, takes the floor and proposes to establish remuneration for the Chief Executive Officer for the year 2010 in the total sum of 4,500.00 euro, including the cost of the insurance policy for third party liability of directors and statutory auditors, payable in two instalments expiring 30.5.2010 and 30.11.2010.

By unanimous vote of all persons present with voting rights (representing 100% of capital), the Investors' Meeting approves the proposal to establish remuneration for 2010 in the total sum of 4,500.00 euro, including the cost of the insurance policy for third party liability of directors and statutory auditors, payable in two instalments expiring 30.5.2010 and 30.11.2010.

## **3. Preliminary examination of new regulations introduced by Italian Legislative Decree no. 39/2010, the "Auditors Decree"; related resolutions;**

### **4. Appointment of the independent auditors and determination of related fees**

Moving on to discuss the third and fourth points on the agenda, the Chairman informs the meeting that on approval of the financial statements as at 31 December 2009 the 3-year assignment to independent auditors Reconta Ernst & Young S.p.A. terminates, and it is therefore appropriate to resolve upon this issue.

In this respect, the Chairman informs the Investors' Meeting that on 23 March 2010, Italian Legislative Decree no. 39 of 27 January 2010 was published (in Ordinary Supplement no. 58,

Official Journal no. 68), concerning the implementation of Directive 2006/437/EEC on separate and consolidated financial statements, amending Directive 78/660/349/EEC and repealing Directive 84/253/EEC, the “Auditors Decree”, which entered into force on 7 April 2010 except for the transitional regime contained in art. 43 of the Decree.

This Decree provides a consolidated regulatory text containing all provisions on statutory audit, repealing certain legal texts and coordinating provisions currently contained in the Italian Civil Code, the Consolidated Law on Banking, the Consolidated Law on Finance and the Private Insurance Code.

The Chairman reports that article 16, paragraph a) of the "Auditors Decree" states that: “**Public interest companies** are Italian companies that are issuers of securities admitted to trading on Italian and EU regulated markets and issuers that have requested admission to trading” and consequently Credico Funding 3 Srl appears to fall under the definition of “**Public interest companies**”.

Subsection 2 of the Auditors Decree then specifies that “in public interest companies, subsidiaries, parent companies and companies subject to joint control with public interest companies, statutory audit cannot be conducted by the board of statutory auditors”.

Without prejudice to future Consob Regulations envisaged under the decree, which could offer exemption to a number of companies from some or all of the obligations envisaged in the Auditors Decree and include others, the Decree in question appears to introduce the obligation for Credico Funding 3 S.r.l. to appoint independent auditors with a 9-year assignment. The Chairman reports that the very recent publication of the “Auditors Decree” in the Official Journal is causing considerable interpretation and application difficulties, at least in part immediately applicable following its entry into force (7 April 2010), and as no transitional period is envisaged it is to be hoped that a better assimilation, understanding and application of the new regulations introduced by the decree will be issued.

The President emphasises that, given the new regulations illustrated, Credico Funding 3 S.r.l. will need to make certain amendments.

Specifically, given the wording of art. 16, paragraph a) and in particular the reference to securities trading on Italian and EU regulated markets, it is important to ascertain whether the regulation definitely applies without uncertainty to Credico Funding 3 S.r.l. which, as is well

known, is an issuer of securities admitted to trading on an EU regulated market (Ireland) but not on Italian regulated markets.

Secondly, art. 16, subsection 2 of Decree 39/2010 refers to the Board of Statutory Auditors, specifying that “in public interest companies statutory audit cannot be conducted by the Board of Statutory Auditors” and art. 13 states that “on justified recommendation from the supervisory body the General Meeting may appoint a statutory auditor and determine fees payable to the statutory auditor or independent statutory auditor for the entire duration of the assignment...”

Lastly, art. 19 of the Auditors Decree envisages an Internal Control and Audit Committee for public interest companies, and that such a Committee shall be the Board of Statutory Auditors (or the Supervisory Board of companies adopting the two-tier administration and control system or the Management Board of companies adopting the one-tier administration and control system).

Art. 19 of the Auditors Decree therefore refers to companies that have appointed a Board of Statutory Auditors and have administration and control systems typical of public limited companies (S.p.A.s)

The Chairman therefore states that, in many aspects, the regulations do not appear suited to the situation of Credico Funding 3 S.r.l. which, as is well known, has not appointed a Board of Statutory Auditors, at least until now, as it was not required to do so by law.

Having emphasised certain points of the Auditors Decree that must be clarified, the Chairman states that the newly-introduced regulations cannot be ignored and nor can their entry into force on 7 April 2010, but points out that it is also important in any event to further study the content, extent and implications for Credico Funding 3 S.r.l. and, last but not least, the possible need to appoint a Board of Statutory Auditors.

The Chairman therefore proposes that Investors await the hoped-for legal clarification and issue of the Consob Regulation which, jointly with the Bank of Italy, should amongst other things – in accordance with art. 16, subsection 5, paragraph a) of the Auditors Decree – govern exemption scenarios for public interest companies, and in the meantime with support from Fis Full Integrated Solutions S.p.A. further study the critical points reported at this Meeting.

The Chairman reports that, based on his powers to act, he has signed the proposal received from Reconta Ernst & Young S.p.A. on 22 March 2010 regarding voluntary audit of the financial statements for the next three years, 2010-2012, for a total of 14,000.00 euro per year, together with accessory costs in a lump sum of 5% plus VAT.

After a brief discussion, the Meeting acknowledges the contract for voluntary audit of the 2010, 2011 and 2012 financial statements signed by the CEO with Reconta Ernst & Young S.p.A. for the voluntary audit of the 2010-2012 financial statements and the annual fee of 14,000 euro per year together with lump sum accessory costs of 5% plus VAT.

Furthermore the Investors' Meeting resolves

- to confer powers upon the CEO and Fis Full Integrated Solutions S.p.A. to further study the new regulations contained in the recently issued Auditors Decree, and in particular the consequences and implications of that Decree for the company, reserving the right to meet and resolve upon potential appointment of the independent auditors in compliance with effectively applicable law as soon as the necessary legal clarification and Consob Regulations are available.

There being no other points for discussion and no person requesting the floor, the Chairman declares the General Meeting of Investors closed at 10:55 hours.

The Secretary  
Massimo Armeni

The Chairman  
Antonio Bertani

**ANNEX A**

**COMPANY CREDICO FUNDING 3 S.R.L.**

**GENERAL MEETING OF INVESTORS OF 28 APRIL 2010**

**COMPANY CAPITAL 10,000 EURO**

**List of Attendees**

<b>INVESTOR</b>	<b>Represented by:</b>	<b>% Investment</b>
Stichting Bayswater	Massimo Armeni	100%
Total capital (Euro)		10.000,00
<b>SECRETARY</b>	Massimo Armeni	
<b>CHAIRMAN</b>	Antonio Bertani	

Chief Executive Officer

Antonio Bertani

# Credico Funding 3 S.r.l.

## BALANCE SHEET

as at 31 December 2009

(amounts expressed in euro)

	2009	2008
<b><u>BALANCE SHEET</u></b>		
<b>ASSETS</b>		
<b>60</b> Receivables	10.097	10.156
<b>120</b> Tax assets	650	642
(a) current	650	642
(b) prepaid		
<b>140</b> Other assets	7.995	11.071
<b>TOTAL ASSETS</b>	<b>18.742</b>	<b>21.869</b>

	2009	2008
<b>LIABILITIES AND EQUITY</b>		
<b>90</b> Other liabilities	8.196	11.353
<b>120</b> Capital	10.000	10.000
<b>160</b> Reserves	516	179
<b>180</b> Profit (Loss) this financial year	30	337
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>18.742</b>	<b>21.869</b>



# Credico Funding 3 S.r.l.

## INCOME STATEMENT

as at 31 December 2009

(amounts expressed in euro)

	2009	2008
<b>10</b> Interest income and similar revenues	30	353
<b>Interest margin</b>	<b>30</b>	<b>353</b>
<b>Intermediation margin</b>	<b>30</b>	<b>353</b>
<b>110</b> Administrative costs:	(64.245)	(62.119)
a) staff costs	(5.616)	(5.616)
b) other administrative costs	(58.629)	(56.503)
<b>160</b> Other operating income and expenses	64.245	62.119
<b>Operating result</b>	<b>30</b>	<b>353</b>
<b>Profit (Loss) on Current Assets before tax</b>	<b>30</b>	<b>353</b>
<b>190</b> Income tax for the year on current operations		(16)
<b>Profit (Loss) on Current Assets after tax</b>	<b>30</b>	<b>337</b>
<b>200</b> Net profit (losses) from discontinued operations		
<b>Profit (Loss) for the year</b>	<b>30</b>	<b>337</b>

# **Credico Funding 3 S.r.l.**

## **NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2009**

### **COMPANY PURPOSE**

The purpose of the company, incorporated on 25 July 2003, is the securitisation of loans in accordance with Italian Law no. 130 of 30 April 1999.

### **FORMAT AND CONTENT OF THE NOTES TO THE FINANCIAL STATEMENTS**

These Notes to the Financial Statements are divided into parts as follows:

Part A – Accounting Standards

Part B – Balance Sheet data

Part C – Income Statement data

Part D – Other information

Each part of the Notes to the Financial Statements is divided into sections illustrating every aspect of company business. The sections contain both qualitative and quantitative information.

## **PART A – ACCOUNTING STANDARDS**

### **Section 1: Statement of compliance with international accounting standards**

The financial statements as at 31 December 2009 were prepared according to International Financial Reporting Standards and International Accounting Standards (“IFRS”, “IAS” or “international accounting standards”).

IAS/IFRS international accounting standards, issued by IASB (the International Accounting Standards Board), are a series of standard criteria for the preparation of company financial statements which aim to render the statements more easily comparable in a context characterised by increasing competition and globalisation.

In Europe, the application of IAS/IFRS standards was introduced for the consolidated financial statements of listed companies by EC Regulation 1606 of 19 July 2002.

The European Community finalised their approval for the application of IAS/IFRS standards in December 2004, on ratification of IAS 39 in relation to financial instruments.

In Italy, Legislative Decree no. 38 of 28 February 2005 extended the application of IAS/IFRS standards, within the framework of options permitted by the European Regulation, to the separate financial statements (optional for 2005 and compulsory from 2006) of listed companies, banks, regulated finance companies and unlisted insurance companies.

The Bank of Italy, in the context of its regulatory powers conferred by Italian Legislative Decree no. 38 of 28 February 2005 and to complete the regulatory framework, issued its first version of the "Instructions for the preparation of financial statements of Italian intermediaries entered on the Special List, electronic money institutes, asset management companies and investment companies" by Order dated 14 February 2006, later replaced and amended by Order dated 16 December 2009, upon which the financial statements are based.

Pursuant to Italian Legislative Decree 38/2005 the decision regarding application of IAS/IFRS standards is irrevocable.

Credico Funding 3 S.r.l., in compliance with the provisions of Italian Legislative Decree 38/2005, adopted IAS/IFRS standards for the preparation of its own financial statements as of 2006.

The financial statements are expressed in euro, the operating currency of the company. The statements and notes to the financial statements, unless otherwise indicated, are expressed directly in euro.

## **Section 2: General preparation principles**

The financial statements comprise the balance sheet, income statement, statement of comprehensive income, statement of changes in equity, cash flow statement and these notes to the financial statements, and are accompanied by the CEO's annual report on operations. The balance sheet and income statement tables contain items, sub-items and additional data (those indicated by "of which" in the items and sub-items).

The financial statements are prepared in accordance with general principles indicated in the Framework for the preparation and presentation of financial statements, with particular regard to the basic principles of substance over form, of going concern assumptions and the concept of relevance and materiality of data.

The financial statements are prepared on an accruals basis and with a view to the business as a going concern.

Items with blank values for both the reference and previous years are not shown.

The notes to the financial statements include information as required under Bank of Italy Instructions of 16 December 2009, "Instructions for the preparation of financial statements of Italian intermediaries entered on the Special List, electronic money institutes, asset management companies and investment companies" and other information required to meet international accounting standards.

## **Securitisations**

The presentation format for the securitisation accounts fully complies with the aforementioned "Instructions for the preparation of financial statements of Italian intermediaries entered on the Special List, electronic money institutes, asset management companies and investment companies" issued by the Bank of Italy on 16 December 2009.

The regulations indicated in the Instructions appear to be in line with the content of the previous Instructions of April 2000 and with Italian Law 130/99 (the "Law on Securitisation"), which states that "loans relating to each securitisation constitute equity separate to all effects and purposes from that of the company and from that relating to other transactions".

Information regarding the securitisation is provided in a separate section of the Notes to the Financial Statements and does not form part of the Financial Statements tables. Consequently, securitisation-related values are not affected by the application of IAS/IFRS.

With reference to this type of transaction, Bank of Italy instructions specifically state that:

- a) accounting information relating to each securitisation should be indicated separately in the Notes to the Financial Statements;

- b) the information must contain all necessary data of a qualitative and quantitative nature to provide a clear and complete representation of each transaction.

In particular, the Bank of Italy requires that the Notes to the Financial Statements include a minimum of information as specified below.

In part D, “Other information”, a section must be included to summarise the following: total loans acquired (nominal and disposal value); total securities issued, distinguished by category and related level of subordination. It remains implicit that the provision requiring that all information, even where not specifically requested, is included to provide a full picture of the situation, whilst information which, by nature or for its excessive content, reduces the clarity and immediate understanding of the information documented, should be omitted.

For each securitisation a special section (“F”) should be included, illustrating at least the following information:

Qualitative information:

- description and progress of the transaction;
- parties involved;
- description of the issues;
- contingent financial transactions;
- operational rights of the transferee company and, if different, of the issuer.

Quantitative information

- position of loans at the time of disposal; increases and decreases in value during the financial year in question; position of loans at the end of the financial year;
- development of past due loans;
- cash flows for the year;
- position of guarantees and liquidity resources;
- breakdown of securitised assets and liabilities by residual life;
- breakdown of securitised assets by geographic location;
- indications regarding the level of portfolio split.

For further information on the securitisation, reference should be made to subsection F, part D “Other Information” in these Notes to the Financial Statements.

### **Section 3: Events after the financial statements date**

In the period between closure of the financial year and the date of approval of the financial statements, there were no events of significant impact on operations or on the economic results.

The securitisation proceeded normally.

### **A.2: NOTES ON THE MAIN ITEMS OF THE BALANCE SHEET**

Described below are the accounting standards adopted in preparation of the financial statements as at 31 December 2009, with reference only to the balance sheet and income statement items with a recorded entry. Recognition, classification, valuation, derecognition and comprehensive income criteria are indicated for each item.

#### **RECEIVABLES**

### **Recognition criteria**

Receivables refer to amounts due from customers and from banks envisaging fixed or calculable payments, and which are not listed on an active market. The item represents total deposits and open current account balances.

### **Classification criteria**

Receivables are not initially classified as financial assets available for sale.

### **Valuation criteria**

Receivables are valued at their amortised cost. This criterion does not apply to receivables of less than short-term value, for which recognition is at original cost. At each reporting date receivables are subjected to impairment testing.

### **Derecognition criteria**

Receivables are derecognised when the asset concerned is transferred, with substantial transfer of all related risks and benefits, on expiry of contractual rights or when the receivable is considered completely irrecoverable.

### **Income item recognition criteria**

Income items are represented by revenues from interest income on current accounts.

## **DEFERRED AND CURRENT TAXES**

### **Recognition criteria**

The recognition of current tax assets and liabilities derives from obligations related to income tax regulations in force.

The recognition of deferred tax assets and liabilities is based on temporary differences taxable or deductible in future periods.

In accordance with IAS 12, current assets and liabilities can be offset.

### **Classification criteria**

This item includes current and deferred tax assets and liabilities.

### **Valuation criteria**

Tax provisions are determined on the estimated current and deferred tax payables, calculated according to applicable tax rates.

Deferred tax liabilities are always calculated. Deferred tax assets are calculated if it is reasonable to assume they are recoverable.

### **Derecognition criteria**

Current tax assets and liabilities are cancelled at the time of payment envisaged under current tax regulations.

Deferred taxes are cancelled when recorded temporary differences become taxable or deductible.

## **OTHER ASSETS**

### **Recognition, classification, valuation, derecognition and identification of income items**

Receivables resulting from the chargeback of costs sustained in relation to assigned equity are recognised at the moment in which provision of the service is completed or the costs are incurred, i.e. the moment in which the company may rightfully claim payment.

## **OTHER LIABILITIES**

## **Recognition, classification, valuation, derecognition and identification of income items**

These items are recognised at their nominal value and settlement is expected within the normal business cycle of the Company, therefore no deferral is planned. Initial recognition of payables is at fair value, normally corresponding to the amount paid, including any accessory income and/or charges.

### **COMPANY CAPITAL**

Company capital is recognised net of subscriptions called but not yet paid.

### **COSTS AND REVENUES**

#### **Recognition, classification, valuation and derecognition criteria**

Costs and revenues are recognised to the balance sheet according to their nature and on an accruals basis.

Costs are recognised to the income statement when a decrease in future economic benefits arises, leading to decreased assets or increased liabilities, the value of which can be reliably determined. Revenues are recognised to the income statement when an increase in future economic benefits arises, leading to increased assets or decreased liabilities the value of which can be reliably determined. Therefore the link between costs and revenues is based on the direct association between costs incurred and the achievement of specific revenue items.

Given the exclusive business operations of the company, any operating costs, interest income and tax payable are recognised separately to equity, limited to the amount necessary to guarantee the company's equity and financial stability, in accordance with contractual provisions. This amount is recognised to "other operating income".

### **A.3: FAIR VALUE DISCLOSURES**

This part contains no information as the company does not possess financial instruments measured at fair value.

## **PART B – BALANCE SHEET DATA**

Balance sheet data are expressed in euro.

### **ASSETS**

#### **Section 6 – Receivables (Item 60)**

##### 6.1 "Due from banks"

This item is composed of the positive balance on current account n° 821654 held with Deutsche Bank, including interest matured as at the reporting date.

	31/12/2009	31/12/2008
1. Deposits and current accounts	10,097	10,156
2. Loans		
2.1 Repo agreements		
2.2 Finance leases		
2.3 Factoring		
- with recourse		
- without recourse		
2.4 Other loans		
3. Debt securities		
- structured securities		
- other debt securities		
4. Other assets		
Total Book Value	<b>10,097</b>	<b>10,156</b>
Total Fair Value	<b>10,097</b>	<b>10,156</b>

#### **Section 12 – Tax Assets and Tax Liabilities (Assets Item 120 and Liabilities Item 70)**

This item includes current and prepaid tax assets and liabilities.

##### 12.1 Breakdown of Item 120 “Tax assets: current and prepaid”

	2009	2008
Tax assets		
1. Current	650	642
2. Prepaid		
<b>Total Book Value</b>	<b>650</b>	<b>642</b>

The balance comprises the IRES credit as at 31 December 2009 of 642 euro and withholding tax on interest income for 2009 of 8 euro.

##### 12.2 Breakdown of Item 70 “Tax liabilities: current and deferred”

There is no entry for this item.

#### **Section 14 – Other Assets (Item 140)**

##### 14.1 Breakdown of Item 140 “Other assets”

The breakdown of Other assets is as follows:

	2009	2008
- Due from separate equity	7,995	11,071
<b>Total other assets</b>	<b>7,995</b>	<b>11,071</b>

The structural costs link account essentially represents the amount receivable, according to contractual arrangements, for chargeback of costs and revenues from company equity to separate equity. At the end of the year it was deemed appropriate to offset receivables and payables against separate equity. Payables classed as sub-items, in fact, originating mainly from the payment of costs charged back at the end of the year.

## **LIABILITIES**

### **Section 9 – Other Liabilities (Item 90)**

#### 9.1 Breakdown of Item 90 “Other Liabilities”

Other liabilities can be broken down as follows:

	2009	2008
- Payables to providers	2,500	2,503
- Invoices to be received	5,246	8,400
- Withholding tax for freelance collaborators	450	450
<b>Total</b>	<b>8,196</b>	<b>11,353</b>

Payables to providers are detailed below:

- FIS S.p.A.	2,500
<b>Total</b>	<b>2,500</b>

Payables on invoices to be received are detailed below:

- Invoices to be received - Willmington	3,265
- Lainati (notary public)	1,981
<b>Total</b>	<b>5,246</b>

Invoices to be received refer to administration costs for management of the two Stichtings with holdings in the company, and fees to Notary Public Lainati for attendance and organisation of an extraordinary investors’ meeting.

### **Section 12 – Equity (Items 120, 130, 140 and 150)**

#### 12.1 Breakdown of Item 120 “Capital:

Type		31/12/2009	31/12/2008
1.	Capital	10,000	10,000
	1.1 Ordinary shares	0	0
	1.2 Other shares	0	0
<b>Total Book Value</b>		<b>10,000</b>	<b>10,000</b>



The fully subscribed and paid-up Capital can be broken down as follows, with related percentages:

Investors	Percentage Investment	Nominal Value Investment
Stichting Bayswater	100%	10,000

#### 12.5 Breakdown of Item 160 “Reserves”

Type / Values	Profit reserves		Other:		Total
	Legal	Retained earnings	Restatement reserves	Other reserves	
<b>A. Opening balances</b>	<b>106</b>	<b>2,974</b>	<b>(2,901)</b>	<b>0</b>	<b>179</b>
B. Increases					
B.1 Allocations	17		320		337
B.2 Other changes			2,581		2,581
C. Decreases					
C.1 Utilisation loss cover distribution transfer of capital					
C.2 Other changes		(2,581)			(2,581)
<b>D. Closing balances</b>	<b>123</b>	<b>393</b>	<b>0</b>		<b>516</b>

The General Meeting of Investors of 24 April 2009 resolved to top up the restatement reserve from 2008 profits, net of provisions allocated to the legal reserve, and the remained from part of the exceptional reserve.

With regard to detailed distribution of reserves, reference should be made to the following table.

Description	Amount	Utilisation options	Available share	Summary of utilisations in the last three years	
				as loss cover	other reasons
<b>Profit reserves:</b>					
Legal reserve	123	B	-		
Exceptional reserve	357	A,B,C	-		
<b>Other:</b>					
Restatement reserve					
Retained earnings		B			
<b>Non distributable share</b>			516		
<b>Distributable share</b>			-		

Key:

A for capital increases

B as loss cover

C for distribution to investors

## PART C – INCOME STATEMENT DATA

### Section 1 – Interest (Items 10 and 20)

#### 1.1 Breakdown of Item 10 “Interest income and similar revenues”

Interest income includes interest on amounts due from lenders.

Item / Type	Debt securities	Loans	Other transactions	Total 31.12.2009	Total 31.12.2008
1. Financial assets held for trading					
2. Financial assets at fair value					
3. Financial assets available for sale					
4. Financial assets held to maturity					
5. Receivables					
5.1 Due from banks			30	30	353
5.2 Due from financial institutions					
5.3 Loans to customers					
6. Other assets					
7. Hedging derivatives					
<b>Total</b>			<b>30</b>	<b>30</b>	<b>353</b>

Interest income includes interest income matured during the year on current account no. 821654 held with Deutsche Bank.

### Section 9 – Administrative Costs (Item 110)

#### 9.1 Breakdown of item 110.a “Staff costs”

Item/Segment	2009	2008
<b>1. Employees</b>		
a) wages and salaries		
b) social security costs		
c) employee termination indemnity		
d) welfare costs		
e) provisions for employee termination indemnity		
f) provisions for retirement benefits and similar commitments:		
- defined contribution plans		
- defined benefit plans		
g) payments to external supplementary pension funds:		
- defined contribution plans		
- defined benefit plans		
h) other costs		
<b>2. Other staff in service</b>		

<b>3. Directors and Auditors</b>	5,616	5,616
<b>4. Staff laid off</b>		
<b>5. Cost recoveries for staff seconded to other companies</b>		
<b>6. Reimbursements for staff seconded to the company</b>		
<b>Total</b>	<b>5,616</b>	<b>5,616</b>

This item refers exclusively to fees payable to the CEO for 2009. The company does not have a Board of Statutory Auditors.

#### 9.2 Breakdown of Item 110 “Other administrative costs”

	<b>2009</b>	<b>2008</b>
- Legal and notary public advisory fees	4,981	0
- Administrative costs	33,732	30,830
- Financial statements audit	17,003	16,380
- Stichting management	2,906	9,127
- Document registration fees	0	130
- Postal charges	0	15
- Bank charges	7	21
<b>Total</b>	<b>58,629</b>	<b>56,503</b>

#### Section 14 – Other operating income and charges (Item 160)

##### 14.1 Breakdown of Item 160 “Other operating income and charges”

Item	<b>2009</b>	<b>2008</b>
<b>1. Income</b>		
1.1 Revaluations		
1.2 Profit from disposals		
1.3 Reversals		
1.4 Other income	65,004	62,704
<b>2. Charges</b>		
2.1 Write-downs		
2.2 Losses from disposals		
2.3 Impairment write-downs		
2.4 Other charges	(759)	(585)
<b>Net result</b>	<b>64,245</b>	<b>62,119</b>

Other income refers to the structural costs link account with breakdown as follows:

	<b>2009</b>
- Chief Executive Officer fees	5,616
- Legal and notary public advisory fees	4,981
- Administrative costs	33,732
- Financial statements audit	17,003
- Stichting management	2,906
- Bank charges	7
- Government concession tax on company records	310

- Annual Chamber of Commerce subscription	200
- Document registration fees and Chamber of Commerce searches	174
- Duty stamps	75
<b>Total</b>	<b>65,004</b>

The breakdown of other charges is as follows:

	2009	2008
- Government concession tax on company records	310	310
- Annual Chamber of Commerce subscription	200	200
- Document registration fees and Chamber of Commerce searches	174	0
- Duty stamps	75	75
<b>Total</b>	<b>759</b>	<b>585</b>

### Section 17 – Income tax for the year on current operations (Item 190)

This item contains the tax charge as a balance between current and deferred tax, based on income for the year.

#### 17.1.a Breakdown of item 190 “Income tax for the year on current operations”

	31/12/2009	31/12/2008
1. Current tax – IRES/IRAP	0	16
2. Change in current tax for previous years	0	0
3. Reduction in current tax this year	0	0
4. Change in prepaid tax	0	0
5. Change in deferred tax	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The total taxes for 2009 were calculated according to current regulations.

#### 17.2 Reconciliation between theoretical and balance sheet tax charges

	Taxable amount	Tax rate	Tax
Theoretical IRES	30	27.50%	8
Increases			
Non-deductible costs	0	27.50%	0
<b>Actual IRES</b>	<b>30</b>	<b>27,50%</b>	<b>8</b>
Theoretical IRAP	30	4.82%	1
Increases			
10% of other administrative costs	6,442	4.82%	311
Decreases	215	4.82%	10
General deduction	(7,350)	4.82%	(354)
<b>Actual IRAP</b>	<b>(663)</b>	<b>4,82%</b>	<b>(32)</b>

### Section 19 – Income Statement – other information

#### 19.1 – Analytical breakdown of interest income and commission income

Item/Counterparty	Interest income			Commission income			2009	2008
	Banks	Financial institution	Customers	Banks	Financial institution	Customers		

		s			s			
<b>1. Finance leases</b>								
- real estate								
- securities								
- instrumental assets								
- intangible assets								
<b>2. Factoring</b>								
- on current receivables								
- on future receivables								
- on receivables acquired on a permanent basis								
- on receivables acquired below cost								
- for other loans								
<b>3. Consumer credit</b>								
- personal loans								
- term loans								
- salary-backed loans								
<b>4. Guarantees and commitments</b>								
- of a commercial nature								
- of a financial nature								
<b>5. Other</b>	30						30	353
<b>Total</b>	<b>30</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>30</b>	<b>353</b>

These amounts refer to interest matured on the current account on which company capital is held.

#### 19.2 – Additional information

There is no information other than that already provided in detail above.

## PART D – OTHER INFORMATION

### D – GUARANTEES GIVEN AND COMMITMENTS

#### D.1 – Value of guarantees given and commitments

The company has not given guarantees to third parties, and has no commitments other than those indicated in Section F.

#### D.3 – Additional information

The Company had recorded no off-balance sheet transactions as at 31 December 2009 other than those indicated in section F.

### F - SECURITISATIONS

#### Structure, Format and Valuation Criteria used in preparation of the Summary Statement of Securitisations and Securities Issued

The structure and format of the summary statement are in line with the requirements of Bank of Italy Instructions of 29 March 2000, "Financial Statements for Securitisation Companies", as updated by the "Instructions for the preparation of financial statements of Italian intermediaries entered on the Special List, electronic money institutes, asset management companies and investment companies" issued by the Bank of Italy, within the framework of its regulatory powers as conferred by Italian Legislative Decree 38

of 28 February 2005, in its Instructions of 16 December 2009.

As for the previous section of the Notes to the Financial Statements, amounts are expressed in euro unless otherwise indicated. Illustrated below are the valuation criteria adopted for the more significant items which, in accordance with provisions of the aforementioned Bank of Italy Instructions, continue to comply with the criteria contained in Italian Legislative Decree 87/92.

### **Securitised assets**

Securitized assets are recognised at their nominal value, representing the expected realisation value net of write-downs.

### **Utilisation of cash and amounts due from Banks**

Receivables, represented by positive balances on current accounts held with banks, are recognised at their nominal value, corresponding to their estimated realisable value.

### **Securities issued**

Securities issued are recognised at their corresponding nominal values. Series C securities are classed as asset-backed securities with limited recourse, and are reimbursed exclusively from sums collected on transferred loans.

### **Other liabilities, Accruals and Deferred Income/Expense**

Liabilities are recognised at nominal value.

Accruals and deferred income or expense are calculated on an accruals basis, applying the general year-on-year matching principle.

### **Interest, Commissions, Other income and charges**

Costs and revenues attributable to securitized assets and securities issued, interest, commissions, income and other costs and revenues are recognised on an accruals basis.

### **Derivatives**

The spread on the CAP, stipulated as an interest rate hedge, is recognised under costs in accordance with the accruals principle.

## F.1 SUMMARY STATEMENT OF SECURITISED ASSETS AND SECURITIES ISSUED

The values are presented according to the format envisaged in Bank of Italy Instructions of 29 March 2000.

	<b>Position as at 31 December 2009</b> (in euro)	<b>Position as at 31 December 2008</b> (in euro)
<b>A. Securitised assets</b>	<b>1,223,282,278</b>	<b>1,225,311,750</b>
A1 Loans	<b>1,222,500,000</b>	<b>1,222,500,000</b>
Nominal Value	1,222,500,000	1,222,500,000
A2 Securities		
A3 Other	<b>782,278</b>	<b>2,811,750</b>
A3 a) Accrued interest on Securities issued as at 31 December	782,278	2,811,750
<b>B. Utilisation of income from loan management</b>	<b>6,440,190</b>	<b>7,372,327</b>
B1 Debt securities		
B2 Equity securities		
B3 Other	<b>6,440,190</b>	<b>7,372,327</b>
B3 a) Cash in current account	4,835,115	5,415,512
B3 b) Security placement costs	1,392,575	1,657,827
B3 c) Other assets	212,500	298,988
<b>C. Securities issued (nominal value)</b>	<b>1,222,500,000</b>	<b>1,222,500,000</b>
C1 Class A1 securities	1,033,000,000	1,033,000,000
C2 Class A2 securities	33,000,000	33,000,000
C3 Class B securities	23,250,000	23,250,000
C4 Class C securities	48,900,000	48,900,000
C5 Class D securities	45,250,000	45,250,000
C6 Class E securities	4,900,000	4,900,000
C7 Junior securities	34,200,000	34,200,000
<b>D. Borrowings</b>	-	<b>2,730,248</b>
<b>E. Other liabilities</b>	<b>7,222,468</b>	<b>7,453,829</b>
E1 Providers	29,361	29,485
E2 Accrued interest on Securities	680,101	2,746,819
E3 Excess spread on Junior securities issued	6,505,011	4,464,710
E4 Other liabilities	7,995	212,815
<b>F. Interest expense from securities issued</b>	<b>24,701,938</b>	<b>62,931,213</b>
F1 Interest on Class A1, A2, B, C, D and E securities	22,661,637	59,792,465
F2 Excess spread on junior securities	2,040,301	3,138,748
<b>G. Securitisation-related commissions</b>	<b>274,075</b>	<b>222,118</b>
G1 for servicing	122,500	122,579
G2 for other services	151,575	99,539
<b>H. Other charges</b>	<b>439,721</b>	<b>534,228</b>
H1 CAP Interest Rate	60,000	60,000
H2 Other	379,721	474,228
<b>I. Interest generated from securitisations</b>	<b>25,399,271</b>	<b>63,552,152</b>
<b>L. Other revenues</b>	<b>16,463</b>	<b>135,407</b>
L1 Interest income from current accounts and investments	16,463	135,407



## QUALITATIVE INFORMATION

### F.2 DESCRIPTION AND PERFORMANCE OF THE SECURITISATION

On 29 May 2007

- ICCREA BANCA S.p.A, with registered office at Via Lucrezia 41/47, Rome, Italy

completed transfer without recourse to Credico Funding 3 S.r.l. of a securities portfolio for a total nominal value of 1,222,500,000.00 euro. For these loans Credico Funding 3 paid 1,222,500,000 euro as the initial payment for acquisition. In addition in 2007 the SPV paid the lending bank a further acquisition price of 12,360.83 euro as indicated in Article 3.2.

As at the date of stipulation, all underlying securities are owned by ICCREA Banca S.p.A. and have the following characteristics (considered cumulative):

- (i) are bonds issued in Euro by an Italian cooperative bank;
- (ii) are governed by Italian law;
- (iii) were issued on 4 May 2007;
- (iv) envisage bullet repayment of capital;
- (v) must be fully redeemed in March 2013;
- (vi) mature interest (i) for the first interest payment date at a floating rate equal to the cap between the 1-month and 2-month Euribor rates, plus spread and (ii) thereafter at the 3-month Euribor rate plus spread;

are bearer bonds dematerialised pursuant to Italian Legislative Decree no. 213 of 24 June 1998.

The nominal values of loans transferred by each BCC were as follows:

No.	ISIN	Bank code	Issuer	Issue	Maturity	Amount in €/mln	Individual purchase price in €/mln
1	IT0004226285	7074	BANCA DI MONASTIER E DEL SILE	4 May 2007	March 2013	65	65
2	IT0004226137	8735	BANCA DI CREDITO COOPERATIVO POMPIANO E FRANCIACORTA	4 May 2007	March 2013	50	50
3	IT0004226632	8676	BANCA DI CREDITO COOPERATIVO DEL GARDA	4 May 2007	March 2013	50	50
4	IT0004226988	8899	CASSA RURALE – BANCA DI CREDITO COOPERATIVO DI TREVIGLIO	4 May 2007	March 2013	50	50
5	IT0004226657	8427	CREDITO COOPERATIVO FIORENTINO - CAMPI BISENZIO	4 May 2007	March 2013	46	46
6	IT0004226178	8386	CASSA RURALE ED ARTIGIANA DI BINASCO	4 May 2007	March 2013	40	40
7	IT0004226103	8965	BANCA SAN BIAGIO DEL VENETO ORIENTALE	4 May 2007	March 2013	40	40
8	IT0004226764	8487	BANCA DI CREDITO COOPERATIVO DI CHERASCO	4 May 2007	March 2013	35	35
9	IT0004226061	8345	BANCA DI ANGHIARI E STIA CREDITO COOPERATIVO	4 May 2007	March 2013	33	33
10	IT0004226798	8340	CASSA PADANA BANCA DI CREDITO COOPERATIVO	4 May 2007	March 2013	30	30
11	IT0004229032	8995	BANCA DI CREDITO COOPERATIVO VALMARECCHIA	4 May 2007	March 2013	30	30
12	IT0004226996	8001	MANTOVABANCA 1896 CREDITO	4 May 2007	March 2013	30	30

			COOPERATIVO				
13	IT0004225899	7072	EMIL BANCA --CREDITO COOPERATIVO BOLOGNA	4 May 2007	March 2013	30	30
14	IT0004226418	8728	BANCA DI CREDITO COOPERATIVO DI PIOVE DI SACCO	4 May 2007	March 2013	30	30
15	IT0004226699	8970	BANCA DI RIMINI - CREDITO COOPERATIVO S.C.a.R.L	4 May 2007	March 2013	25	25
16	IT0004225790	7057	CREDITO COOPERATIVO INTERPROVINCIALE VENETO	4 May 2007	March 2013	25	25
17	IT0004226319	7084	BCC DELLA MARCA - CREDITO COOPERATIVO	4 May 2007	March 2013	25	25
18	IT0004226970	8952	BCC GIUSEPPE TONIOLO DI SAN CATALDO	4 May 2007	March 2013	25	25
19	IT0004226897	8917	CREDITO TREVIGIANO - BANCA DI CREDITO COOPERATIVO	4 May 2007	March 2013	25	25
20	IT0004226020	8549	BCC DI FILOTTRANO	4 May 2007	March 2013	20	20
21	IT0004227010	8556	BANCA DI FORLI'	4 May 2007	March 2013	20	20
22	IT0004225998	8954	BCC LA RISCOSSA DI REGALBUTO	4 May 2007	March 2013	19	19
23	IT0004226145	8332	BANCA PICENA TRUENTINA - CREDITO COOPERATIVO	4 May 2007	March 2013	19	19
24	IT0004226822	8439	BANCA DI CARAGLIO DEL CUNEESE E DELLA RIVIERA DEI FIORI	4 May 2007	March 2013	15	15
25	IT0004226863	8469	CASSA RURALE ARTIGIANA DI CASTELLANA GROTTI	4 May 2007	March 2013	15	15
26	IT0004226772	8811	BANCA DEL VALDARNO	4 May 2007	March 2013	15	15
27	IT0004225915	8474	BCC PICENA	4 May 2007	March 2013	15	15
28	IT0004226335	8446	CREDITO COOPERATIVO AREA PRATESE	4 May 2007	March 2013	15	15
29	IT0004226525	8574	BCC DI GATTEO	4 May 2007	March 2013	13	13
30	IT0004226806	8885	BANCA CRAS CREDITO COOPERATIVO	4 May 2007	March 2013	11	11
31	IT0004226079	8765	BCC DI RECANATI E COLMURANO	4 May 2007	March 2013	11	11
32	IT0004225980	8586	BCC DI GHISALBA	4 May 2007	March 2013	11	11
33	IT0004227077	8990	BANCA SANTO STEFANO -CREDITO COOPERATIVO MARTELLAGO - VENEZIA	4 May 2007	March 2013	11	11
34	IT0004226442	8592	BANCA DI CREDITO COOPERATIVO DI INZAGO - SOCIETA' COOPERATIVA	4 May 2007	March 2013	11	11
35	IT0004226004	8575	BCC DELL'AGRO BRESCIANO	4 May 2007	March 2013	10	10
36	IT0004226301	8904	BCC DELLE PREALPI	4 May 2007	March 2013	10	10
37	IT0004225824	8542	CREDITO COOPERATIVO RAVENNATE E IMOLESE	4 May 2007	March 2013	10	10
38	IT0004227085	8749	CENTROMARCA BANCA	4 May 2007	March 2013	10	10
39	IT0004226459	8416	BANCA DI VERONA CREDITO COOPERATIVO CADIDAVID	4 May 2007	March 2013	10	10
40	IT0004225857	7073	BANCA ROMAGNA CENTRO	4 May 2007	March 2013	10	10
41	IT0004226483	8551	BCC DI FIUMICELLO ED AIELLO DEL FRIULI	4 May 2007	March 2013	10	10
42	IT0004226889	8892	BANCA DEI DUE MARI DI CALABRIA	4 May 2007	March 2013	10	10
43	IT0004225956	8792	BCC SALA DI CESENATICO	4 May 2007	March 2013	9	9
44	IT0004226350	8428	BCC DI CAMPIGLIA DEI BERICI	4 May 2007	March 2013	8	8
45	IT0004226830	8320	BCC DI ALTAVILLA SILENTINA E CALABRITTO	4 May 2007	March 2013	8	8
46	IT0004225873	8700	BCC DEL METAURO SCRL	4 May 2007	March 2013	7.5	7.5
47	IT0004226756	8466	BCC DI CASTEL GOFFREDO	4 May 2007	March 2013	7	7
48	IT0004226236	8922	BCC DI VIGNOLE	4 May 2007	March 2013	7	7
49	IT0004226848	8826	BANCA DI PESARO CREDITO COOPERATIVO	4 May 2007	March 2013	7	7
50	IT0004226780	8385	BANCA DI BIENTINA	4 May 2007	March 2013	6	6
51	IT0004225816	7062	CREDITO COOPERATIVO MEDIOCRATI SCaRL	4 May 2007	March 2013	6	6
52	IT0004226194	8769	BCC DI RIPATRANSONE SCRL	4 May 2007	March 2013	6	6
53	IT0004225964	8492	BCC DI CITTANOVA	4 May 2007	March 2013	6	6
54	IT0004226608	8661	BCC IRPINA	4 May 2007	March 2013	6	6
55	IT0004226228	8807	BANCA SAN GIORGIO E VALLE AGNO CREDITO COOPERATIVO DI FARA VICENTINA	4 May 2007	March 2013	5	5
56	IT0004227069	8382	BCC DI BENE VAGIENNA (CUNEO)	4 May 2007	March 2013	5	5
57	IT0004226400	8623	BANCA DI CAVOLA E SASSUOLO	4 May 2007	March 2013	5	5
58	IT0004226277	8869	BCC DI SORISOLE E LEPRENO	4 May 2007	March 2013	5	5
59	IT0004226202	8489	BANCA VALDICHIANA CREDITO COOPERATIVO TOSCO UMBRO	4 May 2007	March 2013	5	5
60	IT0004226731	8626	BCC DI MACERONE	4 May 2007	March 2013	5	5
61	IT0004226533	8630	BANCA DI MANTIGNANA CREDITO COOPERATIVO UMBRO	4 May 2007	March 2013	5	5

62	IT0004226269	8003	CREDITO COOPERATIVO VALDINIEVOLE	4 May 2007	March 2013	5	5
63	IT0004226715	8636	BANCA DELLA MAREMMA - CREDITO COOPERATIVO DI GROSSETO	4 May 2007	March 2013	5	5
64	IT0004227101	8330	BCC DELLA BASSA FRIULANA	4 May 2007	March 2013	5	5
65	IT0004226475	8705	BCC DI OSTRA VETERE	4 May 2007	March 2013	5	5
66	IT0004227036	8770	CASSA RURALE ED ARTIGIANA DI RIVAROLO MANTOVANO (MANTOVA)	4 May 2007	March 2013	5	5
67	IT0004226707	8063	CASSA RURALE DI CONDINO	4 May 2007	March 2013	5	5
68	IT0004226368	7026	BANCA DI TERAMO DI CREDITO COOPERATIVO	4 May 2007	March 2013	5	5
69	IT0004226913	8458	BANCA DI CASCINA CREDITO COOPERATIVO	4 May 2007	March 2013	5	5
70	IT0004226111	8154	BANCA DEL CILENTO CREDITO COOPERATIVO CILENTO CENTRALE	4 May 2007	March 2013	4	4
71	IT0004226046	8839	BANCA SUASA CREDITO COOPERATIVO	4 May 2007	March 2013	4	4
72	IT0004226327	8351	BANCASCIANO CREDITO COOPERATIVO	4 May 2007	March 2013	4	4
73	IT0004225907	8787	BANCA DI CREDITO COOPERATIVO DI RIANO	4 May 2007	March 2013	4	4
74	IT0004226749	8771	BANCA DELL'ADDA - CREDITO COOPERATIVO	4 May 2007	March 2013	3	3
75	IT0004226665	8919	BCC DI VEROLAVECCHIA - SOCIETA' COOPERATIVA	4 May 2007	March 2013	3	3
76	IT0004227119	8704	BCC DI OSTRA E MORRO D'ALBA SCRL	4 May 2007	March 2013	3	3
77	IT0004226491	8375	BCC DI BASILIANO	4 May 2007	March 2013	3	3
78	IT0004227093	8431	BCC DI CAPACCIO	4 May 2007	March 2013	3	3
79	IT0004227028	8731	BCC DI PERGOLA	4 May 2007	March 2013	3	3
80	IT0004226673	8930	BANCA DEL CANAVESE CREDITO COOPERATIVO DI VISCHE E DEL VERBANO CUSIO OSSOLA	4 May 2007	March 2013	3	3
81	IT0004226640	8745	BCC VALLE SERIANA - SOCIETA' COOPERATIVA	4 May 2007	March 2013	3	3
82	IT0004226616	8973	CASSA RUR. ED ART. S. GIUSEPPE CRED.COOP. CAMERANO	4 May 2007	March 2013	3	3
83	IT0004226392	8362	BCC DI ARBOREA S.c.r.l.	4 May 2007	March 2013	3	3
84	IT0004226947	8342	BCC DI AQUARA	4 May 2007	March 2013	3	3
85	IT0004226087	8448	BCC DEL BASSO VERONESE	4 May 2007	March 2013	3	3
86	IT0004226939	8871	BANCA DI CREDITO COOPERATIVO DI SPELLO E BETTONA	4 May 2007	March 2013	3	3
87	IT0004226921	8812	BANCA DI FORMELLO E TREVIGNANO ROMANO DI CREDITO COOPERATIVO	4 May 2007	March 2013	3	3
88	IT0004226871	8517	BCC DI CRETA - CREDITO COOPERATIVO PIACENTINO SOCIETA' COOPERATIVA A RESPONSABILITA' LIMITATA	4 May 2007	March 2013	3	3
89	IT0004225832	8039	BCC DI SASSANO	4 May 2007	March 2013	3	3
90	IT0004226962	8951	BCC GIUSEPPE TONIOLO	4 May 2007	March 2013	3	3
91	IT0004225931	8672	BCC DI MONTERENZIO	4 May 2007	March 2013	2	2
92	IT0004226186	8715	BANCA DI UDINE	4 May 2007	March 2013	2	2
93	IT0004225949	8894	BANCA DI CARNIA E GEMONESE - CREDITO COOPERATIVO	4 May 2007	March 2013	2	2
94	IT0004226624	8662	BCC DI MONTECORVINO ROVELLA	4 May 2007	March 2013	2	2
95	IT0004226814	8618	BANCA DI CREDITO COOPERATIVO DI LEZZENO	4 May 2007	March 2013	2	2
96	IT0004225865	8843	BCC DI SANTELENA	4 May 2007	March 2013	1	1
97	IT0004227051	7071	BANCA DELLA VALSASSINA CREDITO COOPERATIVO	4 May 2007	March 2013	1	1
Total						1,222.5	1,222.5

### F.3 INDICATION OF THE PARTIES INVOLVED

**Lending Bank/Servicer/Custodian/Subordinated Loan Provider:** Iccrea Banca S.p.A.

As lending bank and servicer, Iccrea Banca is responsible for the progress and monitoring of the transferred loans. Specifically the management, administration and recovery on the loans and underlying securities, and collection monitoring.

As Custodian, Iccrea is responsible for safekeeping of the securities.

As Subordinated Loan Provider, Iccrea is responsible for providing funding to the SPV.

**Agent bank:** Deutsche Bank AG London/Deutsche Bank S.p.A. Milan branch/ Deutsche Bank Luxembourg S.A./Deutsche International Corporate Services (Ireland) Limited

The four banks act as transaction bank, principal and Italian/UK/Irish paying agent, cash manager and computation agent, responsible for calculating amounts due on each interest payment date and for liquidity management of the SPV in accordance with contractual arrangements.

**Hedging counterparties:** Société Générale

Société Générale is the counterparty with which Credico Funding 3 S.r.l. stipulated two financial hedges (two provider Interest Rate CAPs) to hedge against structural interest rate risk.

**Lead manager and Arranger:** Société Générale/ Bayerische Hypo- und Vereinsbank AG / Iccrea Banca S.p.A.

These parties acted as placing agents for placement of the securities on the market, in compliance with all related laws and contractual obligations.

**Investors' Representative:** Deutsche Trustee Company Limited

**Administrative services:** FIS Full Integrated Solutions S.p.A.

FIS S.p.A. provides administrative and accounting services.

#### **F.4 ISSUE CHARACTERISTICS**

The issue is composed of three series of asset-backed securities, issued at par value on 7 June 2007, for a total nominal value of 1,222,500,000 euro, as follows:

Class A1 issue	1,033,000,000
Class A2 issue	33,000,000
Class B issue	23,250,000
Class C issue	48,900,000
Class D issue	45,250,000
Class E issue	4,900,000
Junior class issue	34,200,000
<b>Total</b>	<b>1,222,500,000</b>

The amounts indicated in the table refer to securities tranching and cannot be repaid until 18 months after issue. Therefore as at the closing date of the financial statements no initial capital repayment had been made.

Interest matures on the securities at the 3-month Euribor rate with the following spreads:

Class A1:	+0.17%
Class A2:	+0.20%
Class B:	+0.23%
Class C:	+0.43%
Class D:	+0.95%
Class E:	+1.90%

The return on Junior securities is calculated annually on the basis of revenues from interest collected on the transferred loans, net of operating costs sustained by the SPV.

In 2009 there were four interest payment dates (10 March – 10 June – 10 September – 10 December) on which interest matured on class A1, A2, B, C, D and E securities was duly paid. The payments were made in accordance with the Order of Priority of Payments.

The securities are listed on the Irish Stock Exchange with Standard & Poor's, Moody's and **Fitch IBCA** ratings assigned as follows:

Securities	Standard & Poor's rating	Moody's Rating	Percentages	Amount in € mln
Class A1	AAA	AA2	84.5%	1,033
Class A2	AAA	Not rated	2.70%	33
Class B	AA	Not rated	1.90%	23.25
Class C	A	Not rated	4.00%	48.90
Class D	BBB-	Not rated	3.70%	45.25
Class E	BB+	Not rated	0.40%	4.90
Junior	Not rated	Not rated	2.80%	34.20

## F.5 CONTINGENT FINANCIAL TRANSACTIONS

Credico Funding 3 S.r.l. (the Company) stipulated a CAP interest rate hedge contract with Société Générale (the Swap Counterparty) based on which, against payment of a premium and on a quarterly basis, the Swap Counterparty must pay the Company the positive spread between the fixed Euribor rate on securities issued by the Company and the strike rate of 8%, on a notional benchmark amount equal to the total securities issued.

Iccrea Banca S.p.A. also stipulated a contract in which it is committed to granting an unlimited loan to the SPV under the terms and conditions of this Contract, with a view to providing the necessary funding to meet initial securitisation costs (e.g. security subscription commissions and other fees, charges and costs), to paying certain items of the Order of Priority of Pre-enforcement Interest Payments as at the First Interest Payment Date, to setting up the initial reserve for the Reserve Fund Account and to crediting the Expenses Reserve Account with a sum of not less than the Retention Amount. This amount, on reaching the defined target reserve amount threshold of 4,278,450 euro (0.35% of the total initial value of securities issued) would be duly reimbursed to Iccrea (first the capital, then the interest). As at the financial statements date this threshold had been reached and exceeded, and the reserve fund and related interest was duly reimbursed in 2009.

As a further guarantee Iccrea stipulated an additional "funding commitment" agreement in order to intervene and maintain business operations should the company be unable to meet certain contractual payments.

## F.6 OPERATING RIGHTS OF THE TRANSFEREE COMPANY

Credico Funding 3 S.r.l. (as transferee and issuer) has operating rights limited by the Articles of Association. In particular, art. 4 states: "1. The sole purpose of the Company is the implementation of one or more securitisation, as envisaged under the terms of Italian Law no. 130 of 30 April 1999 (hereinafter "Law 130/1999"), as amended and in compliance with implementing provisions, via the purchase of existing or future monetary loans, identifiable en bloc when in reference to multiple loans, and financed by means of the issue of securities (by the company or another company established pursuant to Law 130/99) under the terms of article 1, subsection 1, paragraph b) and article 5 of Italian Law 130/1999.

2. In compliance with this Law, loans relating to each securitisation to all effects and purposes constitute equity separate from that of the company and from that relating to other transactions. Creditors other than holders of securities issued to finance the loan acquisitions have no power to act on equity separated as above. To the extent permitted by the provisions of Law 130/1999, the company may implement financial transactions solely with a view to the success of its securitisations, or in any event instrumental to the company purpose, together with reinvestment in other financial assets of funds raised through management of loans acquired but which cannot immediately be utilised to satisfy rights related to the securitisation.

3. The company will not wind up, merge or sell assets (except to the extent envisaged in documentation for the securitisations concerned), or amend its own memorandum of incorporation until the rated securities have been settled, without prior disclosure to the rating agencies involved in the specific transaction.

4. Within the limits of the provisions of Law 130/99, the company may perform financial transactions

required for the success of the securitisation, or accessory, instrumental, linked, associated or necessary to pursue its company purpose, including arrangements for mortgages and loans, pledges and other forms of guarantee. The company may also appoint third parties as collection agents for the acquired loans and/or as cash and payment service providers, and may dispose of the acquired loans, reinvest in other financial assets (including loans with characteristics similar to those securitised) of funds deriving from management of the acquired loans but not immediately used to satisfy rights relating to the aforementioned securities. 5. Company business may be conducted both in Italy and other countries”.

All the main business activities related to securitisation management have been outsourced to third parties (see point F3).

## QUANTITATIVE INFORMATION

### F.7 LOAN-RELATED CASH FLOW DATA (amounts in euro)

	Balances as at 31 Dec. 2008	Decreases Inflows 2009	Other Decrease s	Increases	Balances as at 31 Dec. 2009
Iccrea Banca S.p.A.	1,222,500,000				1,222,500,000
	<b>1,222,500,000</b>				<b>1,222,500,000</b>

### F.8 DEVELOPMENT OF PAST DUE LOANS

Not applicable as a securities portfolio is involved and as at year end none of the securities had matured.

### F.9 CASH FLOWS

<b>Cash and cash equivalents – opening balance</b>		<b>5,415,512</b>
<b>Outflows</b>		
Pay't to providers and security issue costs	333,002	
Bank charges	456	
Class A1, A2, B, C, D and E interest	24,728,355	
Repayment of term loan	2,959,346	
		28,021,159
<b>Inflows</b>		
Interest on loans	12,018	
Collections on loans	27,428,744	
<b>Total inflows</b>		27,440,762
<b>Total cash and cash equivalents as at 31.12.2008</b>		<b>4,835,115</b>

The estimated cash flows for 2010 are in line with the plan for the loans transferred.

### F.10 POSITION OF GUARANTEES AND CREDIT FACILITIES

As at 31 December 2009 the term loan from Iccrea Banca S.p.A. had been repaid in full.

## F.11 BREAKDOWN BY RESIDUAL LIFE

### ASSETS

<b>Maturity</b>	<b>N° positions</b>	<b>%</b>	<b>Residual debt</b>	<b>%</b>
up to 3 months				
3 months – 1 year				
1 – 5 years	97	100%	1,222,500,000	100%
over 5 years				
Default				
<b>Total</b>	<b>97</b>	<b>100%</b>	<b>1,222,500,000</b>	<b>100%</b>

The loans transferred have a maximum maturity date of March 2013.

### LIABILITIES

Class A1, A2, B, C, D and E securities totalling 1,188,300,000 euro have a legal maturity of March 2015 with repayment linked to collections on the loans transferred.

Junior securities of 34,200,000 euro were subordinated to the full repayment of capital and interest on Class A1, A2, B, C, D and E securities.

## F.12 BREAKDOWN BY GEOGRAPHIC LOCATION

All loans are expressed in Italian lire or euro, and all debtors are resident in Italy.

The breakdown of the securities acquired is as follows:

	<b>No. securities</b>	<b>Nominal Value</b>
<b>North</b>		
Emilia Romagna	12	162,000,000
Friuli Venezia Giulia	5	22,000,000
Lombardia	17	311,000,000
Piemonte	4	58,000,000
Trentino Alto Adige	1	5,000,000
Veneto	14	268,000,000
<b>Total North</b>	<b>53</b>	<b>826,000,000</b>
<b>Centre</b>		
Abruzzo	1	5,000,000
Lazio	3	10,000,000
Marche	12	103,500,000
Tuscany	12	157,000,000
Umbria	2	8,000,000
<b>Total Centre</b>	<b>30</b>	<b>283,500,000</b>
<b>South and Islands</b>		
Calabria	3	22,000,000
Campania	7	29,000,000
Apulia	1	15,000,000
Sardinia	1	3,000,000
Sicily	2	44,000,000
<b>Total South and Islands</b>	<b>14</b>	<b>113,000,000</b>
<b>Overall total</b>	<b>97</b>	<b>1,222,500,000</b>

## F.13 RISK CONCENTRATION

The level of portfolio split is illustrated below, with breakdown by category.

Amount range	N° positions	%	Nominal Value	%
up to 25,000 euro				
25,000 – 75,000 euro				
75,000 – 250,000 euro				
over 250,000 euro	97	100%	1,222,500,000	100%
Default				
<b>Total</b>	<b>97</b>	<b>100%</b>	<b>1,222,500,000</b>	<b>100%</b>

19 positions are of amounts exceeding 2% of the total portfolio and amount to 684,000,000 euro.

### Section 3 – Information on risks and related hedging policy

#### 3.1 Credit risk

The Company has no credit risk.

#### 3.2 Market risk

None.

#### 3.3 Operating risk

None.

### Section 4 – EQUITY DATA

#### 4.1 Company equity

##### 4.1.1 Qualitative information

In compliance with the provisions of art. 3, Italian Law 130/1999 the company was incorporated as a limited partnership (S.r.l.) with company capital of 10,000 euro.

Given the exclusive purpose of the company, its aim is long-term preservation of its equity, covering operating costs from its separate equity.

##### 4.1.2 Quantitative information

###### 4.1.2.1 Company equity: breakdown

Item/Values	2009	2008
1. Capital	10,000	10,000
2. Share premium	0	0
3. Reserves		
- profit		
a) legal	123	106
b) statutory	0	0
c) own shares	0	0
d) other	0	0
- other	393	73



4. (Own shares)	0	0
5. Valuation reserves		
- Financial assets available for sale	0	0
- Property, plant and equipment	0	0
- Intangible assets	0	0
- Foreign investment hedges	0	0
- Cash flow hedges	0	0
- Exchange differences	0	0
- Non-current assets and discontinued operations	0	0
- Special revaluation laws	0	0
- Actuarial gains/losses on defined benefit plans	0	0
- Portion of reserves relating to investments carried at equity	0	0
6. Equity instruments		
7. Profit (Loss) for the year	0	0
	0	0
	30	337
<b>Total</b>	<b>10,546</b>	<b>10,516</b>

## 4.2 Regulatory capital and capital ratios

Given the company purpose and information provided in Section 4.1, completion of this section does not considered applicable.

## Section 5 – STATEMENT OF COMPREHENSIVE INCOME

Based on the Statement of Comprehensive Income, the company's profit/loss coincides with its comprehensive income.

## Section 6 – RELATED PARTY TRANSACTIONS

### 6.1 Information on fees to strategic executives

#### 6.1 Information on fees to directors and executives

##### Directors and Statutory Auditors Fees

On 24 April 2009 the ordinary General Meeting was held, during which resolution was passed in favour of an annual fee (net of VAT and professional emoluments) of 4,500.00 euro to the CEO for the current year.

The fees excluding VAT and professional contributions paid in 2008, referring to less than 12 months' business operations, totalled 5,616 euro.

#### 6.2 Loans and guarantees granted to directors and statutory auditors

No loans or guarantees were granted to the CEO.  
The Company does not have a Board of Statutory Auditors.

#### 6.3 Information on related party transactions

Pursuant to art. 2497(1) of the Italian Civil Code, company equity is distributed as follows:

Stichting Bayswater - 100%

This partner does not have a management and coordination role.

Consequently there are no related party transactions to report.

### **Section 7 – Additional information**

#### 7.1 Average number of employees per category

- a) executives
- b) managers
- c) other personnel

By law, the company has no employees and relies upon outsourced services for its business operations.

#### 7.2 Management and coordination

The company declares that its business operations are not subject to third party management and coordination.

Credico Funding 3 Srl  
Chief Executive Officer  
Antonio Bertani

**STATEMENT OF CHANGES IN EQUITY 2008**

	Opening balance as at 31.12.2007	Changes in opening balance	Opening balance as at 01.01.2008	Allocation of previous year's results		Changes during the year						Comprehensive income 2008	Equity as at 31.12.2008
				Reserves	Dividends and other utilisation	Changes in reserves	Equity transactions						
							Issue of new shares	Purchase of own shares	Extraordinary distribution of dividends	Changes in equity instruments	Other changes		
Capital	10.000		10.000										10.000
Share premium reserve	0		0										0
Reserves:	0		0										0
a) profit	2.058		2.058	1.022									3.080
b) other	(2.901)		(2.901)										(2.901)
Valuation reserve	0		0										0
Equity instruments	0		0										0
Own shares	0		0										0
Profit (Loss) this financial year	1.022		1.022	(1.022)								337	337
Equity	10.179	0	10.179	0	0	0	0	0	0	0	0	337	10.516



CREDICO FUNDING 3 S.R.L.

**STATEMENT OF COMPREHENSIVE INCOME**

ITEMS – (IN EURO)	2009	2008
<b>10. Profit (Loss) for the year</b>	<b>30</b>	<b>353</b>
<b>Total other income items after tax</b>		
20. Financial assets available for sale	0	0
30. Property, plant and equipment	0	0
40. Intangible assets	0	0
50. Foreign investment hedges	0	0
60. Cash flow hedges	0	0
70. Exchange differences	0	0
80. Non-current assets and discontinued operations	0	0
90. Actuarial gains (losses) on defined benefit plans	0	0
100. Portion of valuation reserves relating to investments carried at equity	0	0
<b>110. Total other income items after tax</b>	<b>0</b>	<b>0</b>
<b>120. Comprehensive income (Items 10 + 110)</b>	<b>30</b>	<b>353</b>

## CASH FLOW STATEMENT

A. OPERATIONS	2009	2008
<b>1. Management</b>	<b>5,276</b>	<b>337</b>
- interest income received (+)	30	353
- interest expense paid (-)		
- dividends and similar revenues (+)		
- net commissions (+/-)		
- staff costs (-)	(5,616)	(5,616)
- other costs (-)	(54,142)	(57,088)
- other revenues (+)	65,004	62,704
- taxes (-)		(16)
- costs/revenues for groups of discontinued assets, net of tax effects (+/-)		
<b>2. Cash flow generated/absorbed by financial assets</b>	<b>3,068</b>	<b>1,419</b>
- financial assets held for trading		
- financial assets measured at fair value		
- financial assets available for sale		
- due from banks		
- due from financial institutions		
- due from customers		
- other assets	3,068	1,419
<b>3. Cash flow generated/absorbed by financial liabilities</b>	<b>(8,403)</b>	<b>1,604</b>
- due to banks		
- due to financial institutions		
- due to customers		
- securities in issue		
- financial liabilities from trading		
- financial liabilities measured at fair value		
- other liabilities	(8,403)	1,604
<b>Net cash flow generated/absorbed by operations</b>	<b>(59)</b>	<b>152</b>
<b>B. INVESTMENTS</b>		
<b>1. Cash flow generated by</b>		
- disposal of equity investments		
- dividends collected on equity investments		
- disposal/redemption of financial assets held to maturity		
- disposal of property, plant and equipment		
- disposal of intangible assets		
- disposal of business segments		
<b>1. Cash flow absorbed by</b>		
- acquisition of equity investments		
- acquisition of financial assets held to maturity		
- purchase of property, plant and equipment		
- purchase of intangible assets		
- acquisition of business segments		
<b>Net cash flow generated/absorbed by investments</b>		

<b>C. FUNDING</b>		
- issue/purchase of own shares		
- issue/purchase of equity instruments		
- distribution of dividends and other		
<i><b>Net cash flow generated/absorbed by funding</b></i>		
<b>NET CASH GENERATED/ABSORBED FOR THE YEAR</b>	<b>(59)</b>	<b>152</b>

RECONCILIATION	2009	2008
Cash and cash equivalents – opening balance	10,156	10,004
Total net cash flow generated/absorbed for the year	(59)	152
Cash and cash equivalents – closing balance	10,097	10,156

# Credico Funding 3 S.r.l.

## Annual report

Financial statements as at 31 December 2009

Dear Shareholders,

I hereby submit for your approval the financial statements as at 31 December 2009, the year closing with a profit of 30 euro and equity of 10,546 euro, comprising the balance sheet, income statement, statement of changes in equity, cash flow statement, statement of comprehensive income and notes to the financial statements.

Credico Funding 3 S.r.l. is a finance company, a securitisation SPV incorporated pursuant to art. 3, Italian Law no. 30 of 30 April 1999 and initially entered on the Special Register of financial intermediaries pursuant to art. 107 of the Consolidated Law on Banking. It is now included in the General Register according to art. 106 of the Consolidated Law as a result of the new regulations on *“Loan securitisations – Cancellation of SPVs from the Special Register”* issued by the Bank of Italy on 25 September 2009.

In accordance with the new regulations, loan securitisation companies pursuant to art. 3, Law no. 130 of 30 April 1999 are no longer required to be entered in the Special Register referred to in art. 107 of the Consolidated Law on Banking and are therefore officially cancelled.

The date of cancellation from the Special Register pursuant to art. 107 of the Consolidated Law on Banking and that of publication of the related Communication in the Official Journal was 20 October 2009.

As securitisation companies remain on the General Register pursuant to art. 106 of the Consolidated Law on Banking, the application of Bank of Italy instructions of 14 May 2009 is envisaged for such companies in relation to the register entry and cancellation methods, confirmation of requisites met by company officers and investors, disclosure obligations to the Bank of Italy, except with regard to Form AR1 (replaced by the Or.So reporting method).

In reference to the aforementioned Supervisory Instructions, securitisation companies must continue to submit statistical reports to the Central Risks Unit and Or.So reports (changes in corporate bodies), whereas they are no longer required to send the annual financial statements and disclosures on securitisations (pre-startup description, offering circular and investors' report) to the Bank of Italy.

Furthermore, in relation to implementation in Italy of Directive 2004/109/EC standardising transparency obligations with regard to information on issuers whose securities are admitted to trading on a regulated market, the Directive essentially states a number of transparency and reporting obligations for such issuers, together with precise rules on issuer options for adoption of a “Home member country”.

If debt securities are issued for an amount equal to or higher than 1,000 euro, the Directive states that the issuer may choose either the country in which the company is registered or the country in which its securities are traded as its “Home member country”.

Given that the conditions are met, Credico Funding 3 S.r.l. has adopted Italy as its “Home member country”.

By adopting Italy as its home member country, the company will be subject to full application without exception of Directive 2004/109/EC.

In accordance with the Directive, the company has appointed a Chief Accounting Officer. The company is also required to file its annual and half-year financial statements with Borsa Italiana and Consob by the deadlines envisaged in art. 154-ter of the Consolidated Law on Finance.



As a listed issuer, with effect from 2009 the company is also required to prepare a corporate governance report in accordance with art. 123-*bis*, subsection 2, paragraph b) of the Consolidated Law on Finance, i.e. providing suitable information on the “Main characteristics of the risk management and internal control systems for the financial reporting process”. This obligation was introduced by Italian Legislative Decree 173/2008 containing the provisions for implementing Directive 2006/46 under Italian law. As article 10, Directive 2004/25/EC (the Takeovers Directive) does not apply to issuers with only bonds or other transferable securities without voting rights admitted to listing, as the Takeovers Directive offers the option for Member Countries and the option - adopted in Italy on introduction of art. 123-*bis*, subsection 5 of the Consolidated Law on Finance - of offering exemption from most of the disclosure obligations of art. 123-*bis* to issuers of securities other than shares traded on a regulated market, and given the particular organisational structure of securitisation SPVs, Credico Funding 3 has opted to prepare its Corporate Governance Report in summary format.

For the summary report in question, reference should be made to the specific paragraph of this Report.

### **Technical notes on reading of the financial statements**

The financial statements were prepared in compliance with valuation and measurement criteria established by the International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS), issued by the International Accounting Standards Board (IASB) and adopted by the European Commission according to the procedure contained in art. 6 of EC Regulation 1606/2002 of the European Parliament and European Council on 19 July 2002. The EC Regulation was fully implemented in Italy following issue of Italian Legislative Decree 38 on 28 February 2005, which became effective on 22 March 2005, also in line the Governor of the Bank of Italy Instructions issued on 16 December 2009.

Part A “Accounting Standards” of the notes to the financial statements indicates the reference international accounting standards adopted.

### **Company business**

The sole purpose of the Company is the implementation of one or more securitisation, under the terms of Italian Law no. 130 of 30 April 1999 and subsequent implementing provisions, via the purchase of existing or future monetary loans, identifiable en bloc when in reference to multiple loans, and financed by means of the issue of securities under the terms of article 1, subsection 1 of Law 130/1999, excluding any option for the assumption of any direct risk to company equity. In any event the company may not launch new securitisations if, pursuant to art. 2, subsection 4, Law 130/99, the operator has rated the loan securitisations previously implemented by the company and has issued a prior written to the effect that conclusion of the new securitisation by the company will have no negative effect on the evaluation of that operator expressed in relation to the credit rating of previous securitisations by the company.

Pursuant to the provisions of Law 130/99 and related implementing provisions, loans acquired by the company in relation to each securitisation to all effects and purposes constitute equity separate from that of the company and from that relating to other securitisations implemented by the company, on which creditors other than holders of securities issued to finance the loan acquisitions have no power to act. Within the limits of the provisions of Law 130/1999 and related implementing provisions, the company may perform financial transactions required for the success of the securitisation, or accessory, instrumental, linked, associated or necessary to pursue its company purpose, including arrangements for mortgages and loans, pledges and other forms of guarantee. The company may also appoint third parties as collection agents for the acquired loans and/or as cash

and payment service providers, and may dispose of the acquired loans, reinvest in other financial assets of funds deriving from management of the acquired loans but not immediately used to satisfy rights relating to the aforementioned securities.

On 29 May 2007 ICCREA BANCA S.p.A. completed transfer without recourse to Credico Funding 3 S.r.l. of a portfolio composed of non-recourse securities for a total nominal value of 1,222,500,000.00 euro. For these loans Credico Funding 3 paid 1,222,500,000 euro as the initial payment for acquisition.

### **Own shares**

The company does not possess own shares.

### **Partner relations**

The breakdown of company capital is as follows:  
100% Stichting Bayswater

### **Research and Development**

No specific research and development activities were performed.

### **Other information**

The company is not subject to third-party Management and Coordination as established by Italian Legislative Decree 6/2003 and governed by articles 2497-2497*septies* of the Italian Civil Code.

### **Events after closing of the financial year**

After 31 December 2009 business operations proceeded as normal with no significant events to report.

### **Business forecast**

Given the current intention not to perform new securitisations, operations will focus on normal advancement of the existing securitisation.

### **Report on corporate governance and ownership structure: The main characteristics of the risk management and internal control systems for the financial reporting process, pursuant to art. 123-bis, subsection 2, paragraph b), Consolidated Law on Finance.**

The sole purpose of the Company is the implementation of one or more securitisation pursuant to Italian Law no. 130 of 30 April 1999 (“Law 130/1999”), as amended, via the purchase of existing or future monetary loans, identifiable en bloc when in reference to multiple loans, and financed by means of securities issued under the terms of art. 1, subsection 1, paragraph b), Law 130/1999. In compliance with this Law, loans relating to each securitisation to all effects and purposes constitute equity separate from that of the company and from that relating to other transactions, on which creditors other than holders of securities issued to finance the loan acquisitions have no power to act. To the extent permitted by the provisions of Law 130/1999, the company may conclude contingent financial agreements, stipulated with a view to the success of its securitisations, or in any event instrumental to the company purpose, together with reinvestment in other financial assets of

funds raised through management of the acquired loans but which cannot immediately be utilised to satisfy rights deriving from the aforementioned securities.

In the context of its company purpose, in May 2007 the company launched a securitisation through the purchase of a securities portfolio en bloc from Iccrea Banca for a total par value of 1,222,500,000 euro. To purchase these securities the company issued asset-backed securities listed on the Irish stock market and junior securities. As protection against interest rate risk, solely in relation to the floating rate on coupons for securities issued as part of the securitisation, the company stipulated a specific CAP.

Consequently, pursuant to art. 123-*bis*, Italian Legislative Decree no. 58 of 24 February 1998, the report on operations of issuers with securities listed on regulated markets must contain a specific section, the “Report on corporate governance and ownership structure”, which in accordance with subsection 2, paragraph b) of that article must provide information on the “main characteristics of the risk management and internal control systems for separate or consolidated financial reporting processes, as appropriate”.

In this respect it should be emphasised that the company is under no obligation to recruit employees. To pursue the company purpose and therefore also in relation to risk management and internal control systems for the financial reporting process, the company makes use of appointed ad hoc agents. The contractual documentation of the securitisation governs the appointment of agents and the specific activities each agent is expected to perform for the company. This information is also provided in Part D, Section F.3 of the Notes to the Financial Statements.

The agents are appointed from among persons who perform duties assigned by the company in a professional manner. Agents must complete their assignments in compliance with governing regulations and in such a way as to allow the company to promptly comply with all securitisation-related and legal obligations.

The main roles covered by such agents are as follows:

- (i) the Servicer, responsible for the progress and monitoring of the transferred loans. In particular, they are responsible for loan management and upkeep of the guarantees, ensuring necessary documentation;
- (ii) the Corporate Servicer, responsible for the company’s administrative and accounting management;
- (iii) the Cash Manager, Computation Agent and Paying Agent, who perform duties related to such roles.

Specifically, the Servicer is the “party appointed to collect the transferred loans and to perform collection and payment services” pursuant to article 2, subsection 3, paragraph c), Law 130/1999. In accordance with art. 2, subsection 6 of Law 130/1999 the Servicer may be a bank or intermediary entered on the Special Register pursuant to art. 107, Legislative Decree no. 385 of 1 September 1993, responsible for verifying compliance of the transactions with law and the prospectus.

Also pursuant to the Bank of Italy Instructions of 23 August 2000, Servicers are responsible for both operational tasks and for guaranteeing the correct implementation of securitisations in the interest of investors and, in general, of the market.

Lastly, with regard to the financial statements, it should be mentioned that these are mainly prepared by the Corporate Servicer based on data provided by the Servicer.

The company's decision-making body performs regular monitoring of the aforementioned agents and approves the financial reports.

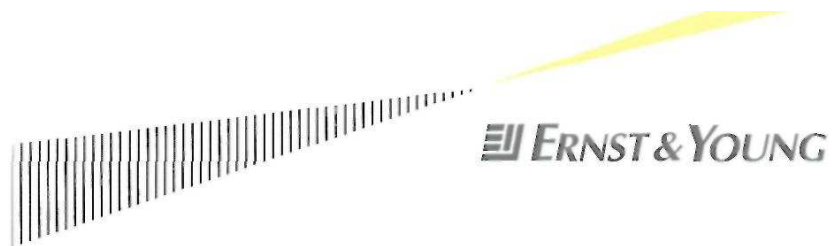
### **Allocation of results for the year**

Dear Partners,

I invite you to approve the annual financial statements, allocating the 30 euro profit for the year as follows:

- 2 euro to the legal reserve
- 28 euro to the exceptional reserve.

Chief Executive Officer  
Antonio Bertani



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**Credico Funding 3 S.r.l.**  
Financial statements as at 31 December 2009  
Independent Auditors' Report

## Independent Auditors' Report


To the investor of  
Credico Funding 3 S.r.l.

1. We have performed audit of the financial statements comprising the balance sheet, income statement, statement of comprehensive income, statement of changes in equity, cash flow statement and related notes to the financial statements of Credico Funding 3 s.r.l. as at 31 December 2009. The CEO is responsible for the preparation of Credico Funding 3 S.r.l. financial statements in compliance with the International Financial Reporting Standards adopted by the European Union and related enactment provisions of art. 9, Italian Legislative Decree 38/2005. Our responsibility is to express a professional opinion with regard to the financial statements based on the audit. This report is not issued in accordance with law as for the year ending 31 December 2009 Credico Funding 3 S.r.l. was not subject to audit pursuant to art. 2409-*bis* et seq. of the Italian Civil Code (now articles 14 and 16, Legislative Decree 39/2010).
2. Our audit was performed in accordance with audit principles issued by the Italian accounting profession and recommended by Consob. In compliance with the aforementioned principles, the audit was planned and performed in order to obtain all elements necessary to ascertain whether the financial statements contained significant discrepancies and whether the overall results are reliable. The auditing procedure involves test sampling examination of certified elements in support of balances and disclosures in the financial statements, together with an assessment of the suitability and accuracy of the accounting standards used and the fairness of estimates calculated by the CEO. We believe that the completed audit provides a reasonable basis for the expression of our professional opinion.  
  
For our opinion on financial statements for the previous year, data from which is included this year for comparison purposes, reference should be made to our report issued on 22 April 2009.
3. In our opinion the financial statements of Credico Funding 3 S.r.l. as at 31 December 2009 comply with the International Financial Reporting Standards adopted by the European Union, and with enactment provisions pursuant to art.9, Italian Legislative Decree 38/2005. The statements were therefore prepared with clarity and truthfully and accurately represent the equity and financial position, economic result and cash flows of Credico Funding 3 S.r.l. for the financial year closed as at said date.
4. The Company performs only securitisations in accordance with Italian Law 130/99 and, in compliance with Bank of Italy Instructions of 16 December 2009, has identified the financial assets acquired, securities issued and other transactions performed as part of the securitisation in the notes to the financial statements and not in the balance sheet. The identification of financial assets and liabilities in the notes to the financial statements, pursuant to administrative provisions issued by the Bank of Italy in enactment of art. 9, Legislative Decree 38/2005, is performed in

accordance with international accounting standards. These arrangements are also in line with the terms of Italian Law 130/99, according to which the loans relating to each securitisation constitute equity separate to all effects and purposes from that of the company and from that relating to other transactions. In order to provide complete information, it should be mentioned that, according to international accounting standards, the treatment of financial assets and/or groups of financial assets and financial liabilities arising from securitisations is still under consideration by the accounting standards interpretation committees.

Rome, 27 April 2010

Reconta Ernst & Young S.p.A.

  
Alberto M. Pisani  
(Partner)

***Statement on the financial statements as at 31 December 2009 pursuant to art. 81-ter, Consob Regulation no. 11971 of 14 May 1999, as amended***

The undersigned, Antonio Bertani, in his capacity as CEO and Chief Accounting Officer of Credico Funding 3 S.r.l., also taking into account the provisions of art. 154-bis, subsections 3 and 4, Italian Legislative Decree no. 58 of 24 February 1998

**hereby confirms**

the suitability in terms of business characteristics and actual application of the administrative and accounting procedures adopted in preparation of the financial statements as at 31 December 2009.

The sole purpose of the Company is the implementation of one or more securitisation, under the terms of Italian Law no. 130 of 30 April 1999, as amended, via the purchase of existing or future monetary loans, identifiable en bloc when in reference to multiple loans, and financed by means of the issue of securities under the terms of articles 1 and 5 of Italian Law 130/1999, excluding any option for the assumption of any direct risk to company equity.

It is also confirmed that the financial statements as at 31 December 2009:

- a) correspond to the accounting books and records;
- b) were prepared in compliance with International Financial Reporting Standards and International Accounting Standards (IAS/IFRS), with the provisions of Italian Legislative Decree 38/2005 and with the guidance in Bank of Italy Instructions of 14 February 2006 “*Instructions for the preparation of financial statements of Italian intermediaries entered on the Special List, electronic money institutes, asset management companies and investment companies*”.

Information regarding the securitisation is provided in a separate section of the Notes to the Financial Statements and does not form part of the Financial Statements tables. Consequently, values relating to the securitisation are not affected by the application of IAS/IFRS.



With reference to this type of transaction, Bank of Italy instructions specifically state that:

- accounting information relating to each securitisation should be indicated separately in the Notes to the Financial Statements;
  - the information must contain all necessary data of a qualitative and quantitative nature to provide a clear and complete representation of each transaction.
- c) the information appropriately represents a truthful and fair view of the equity, economic and financial position of the issuer and of the company as a whole.

Rome, 28 April 2010

Antonio Bertani – CEO  
CREDICO FUNDING 3 S.r.l.  
(signed)

Antonio Bertani – Chief Accounting Officer  
CREDICO FUNDING 3 S.r.l.  
(signed)