

Madrid, 16 de Abril de 2012

D. Mario Masía Vicente
Director General
Europea de Titulización, S.G.F.T., SA
C/ Lagasca, 120 1ª planta
28006 Madrid

Re: BBVA RMBS 3, FONDO DE TITULIZACIÓN DE ACTIVOS

Estimado Sr. Masía:

Por la presente le comunico que Moody's Investors Service España S.A. ha asignado la siguiente calificación definitiva a los Bonos de Titulización de Activos que han sido emitidos por BBVA RMBS 3, FTA. La calificación de Moody's para esta operación mide la pérdida esperada antes de la Fecha de Vencimiento Legal del Fondo (definida en el Folleto como Fecha de Vencimiento Final 20 de Febrero de 2060).

A1 (sf) para los bonos de la Serie A3a (681.031.152,00 €)
Baa1 (sf) para los bonos de la Serie A3b (136.206.230,40 €)
Ba1 (sf) para los bonos de la Serie A3c (63.562.907,52 €)
Ba3 (sf) para los bonos de la Serie A3d (27.241.246,08 €)

En opinión de Moody's, la estructura permite el pago puntual de los intereses y el pago del principal durante la vida de la operación, y en cualquier caso antes de la Fecha de Vencimiento Legal de la operación (definida en el Folleto como Fecha de Vencimiento Final 20 de Febrero de 2060). Las calificaciones de Moody's sólo miden los riesgos de crédito inherentes a la operación. Las calificaciones de Moody's no miden otro tipo de riesgos, que pueden tener un efecto significativo en el rendimiento de los inversores.

Moody's diseminará esta calificación y cualquier revisión futura mediante un comunicado por escrito y electrónico, y en respuesta a cualquier demanda recibida por el Moody's rating desk, siempre acorde con las políticas de Moody's en vigencia.

Asimismo, Moody's realizará un seguimiento de la calificación. Los informes de seguimiento, así como el detalle de cualquier cambio significativo en la información facilitada respecto a los activos y a la estructura de la operación tendrán que ser enviados a: monitor.rmbs@moody's.com.

Al asignar esta calificación, Moody's ha tenido en cuenta la información facilitada respecto a los activos y la estructura de la operación, tal y como se describe en sus documentos, incluyendo las obligaciones de BBVA. Las calificaciones de Moody's pueden ser revisadas, suspendidas o retiradas en cualquier momento, y constituyen una opinión y no una recomendación para adquirir, vender o mantener valores.

Atentamente,



Alberto Barbachano Becerril
Moody's Investors Service España S.A.

All information contained in Moody's ratings is obtained by Moody's from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and Moody's, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Moody's ratings are subject to revision, suspension or withdrawal at any time at our absolute discretion. The ratings are, and must be construed solely as, expressions of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER. Under no circumstances shall Moody's have any liability to you or to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of Moody's or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if Moody's is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The Issuer shall not mischaracterize or make any misleading statements to third parties concerning the rating(s), nor shall the Issuer endorse or otherwise contribute to any mischaracterizations made by third parties, including but not limited to false or misleading advertising. Moody's has no duty to monitor or correct any mischaracterization or misleading statements concerning its ratings. Moody's Investors Service Pty Limited does not hold an Australian financial services licence under the Corporations Act. This credit rating opinion has been prepared without taking into account any of your objectives, financial situation or needs. You should, before acting on the opinion, consider the appropriateness of the opinion having regard to your own objectives, financial situation and needs. Moody's shall not mischaracterize or make any misleading statements to third parties concerning the rating(s), nor shall the Issuer endorse or otherwise contribute to any mischaracterizations made by third parties, including but not limited to false or misleading advertising. Moody's has no duty to monitor or correct any mischaracterization or misleading statements concerning its ratings. Moody's Investors Service Pty Limited does not hold an Australian financial services licence under the Corporations Act. This credit rating opinion has been prepared without taking into account any of your objectives, financial situation or needs. You should, before acting on the opinion, consider the appropriateness of the opinion having regard to your own objectives, financial situation and needs.