Hecho Relevante de **BANCAJA 5 FONDO DE TITULIZACION DE ACTIVOS**

En virtud de lo establecido en el apartado III.5.2 del Capítulo III del Folleto Informativo de **BANCAJA 5 FONDO DE TITULIZACION DE ACTIVOS** (el "**Fondo**") se comunica a la COMISIÓN NACIONAL DEL MERCADO DE VALORES el presente hecho relevante:

- La Agencia de Calificación **Fitch Ratings ("Fitch")**, con fecha 1 de febrero de 2012, comunica que ha puesto en perspectiva negativa la calificación asignada a las siguientes Series de Bonos emitidos por el Fondo:
  - **Serie A**: **AAAsf**, perspectiva negativa (anterior **AAAsf**, perspectiva estable)
  - **Serie B**: **AAAsf**, perspectiva negativa (anterior **AAAsf**, perspectiva estable)

  La calificación asignada a la restante Serie de Bonos permanece sin cambios

  - **Serie C: A-sf**, perspectiva estable

  Se adjunta la comunicación emitida por Fitch.

Madrid, 3 de febrero de 2012.

Mario Masiá Vicente
Director General

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FitchRatings

Fitch: SF Impact of Spanish, Italian & Irish Sovereign Rating Actions 01 Feb 2012 12:41 PM (EST)

Link to Fitch Ratings' Report: Fitch: SF Impact of Sovereign Rating Actions

Fitch Ratings-London/Milan-01 February 2012: Fitch Ratings has revised the Outlook on 253 tranches of Spanish and Italian structured finance (SF) transactions to Negative. In addition, the 12 tranches of five Irish RMBS transactions have been affirmed, removed from Rating Watch Negative (RWN) and assigned a Negative Outlook. This means all 'AAAsf' rated tranches of Italian and Spanish SF and all 'AAsf' rated tranches of Irish SF have a Negative Outlook. Fitch has also downgraded 15 tranches of credit-linked and/or state guaranteed SF transactions in Spain and Italy. The full list of affected tranches can be found on www.fitchratings.com or by clicking the link above.

The rating actions follow the downgrade of the Long-term Issuer Default Ratings (IDR) of Spain to 'A' and Italy to 'A-', as well as the affirmation of, and removal of RWN from, Ireland's 'BBB' IDR (see 'Fitch Takes Rating Actions on Six Eurozone Sovereigns' dated 27 January 2012 at www.fitchratings.com). The Outlook for the sovereign ratings for all three countries is Negative.

A falling sovereign IDR is an indicator of a heightened likelihood of extreme stress scenarios and therefore signals increased uncertainty about future SF transaction performance. In situations of higher uncertainty, Fitch does not consider it appropriate to assign the highest SF ratings solely based on higher stress assumptions, but will instead cap SF ratings with reference to the sovereign's IDR. SF transactions may achieve a rating of up to six notches above a eurozone sovereign's IDR.

The latest downgrades of the Spanish and Italian sovereign ratings have left their IDRs at a level at which a cap on SF ratings could be considered. The Negative Outlook for the sovereign ratings is therefore being reflected in the ratings for all Spanish and Italian 'AAAsf' tranches. The Negative Outlook for Spanish 'AAAsf' tranches also reflects concerns that the near-term outlook for its economy is deteriorating, which is likely to have detrimental effects on the asset markets underlying SF transactions, as well as the sector's systemic reliance upon Spanish banks.

The ratings of Irish SF tranches remain capped at 'AAsf' and the Negative Outlook on the tranches rated at this level reflects the Negative Outlook on the sovereign.

The downgrades to the two ABS, four CMBS and nine Structured Credit credit-linked and/or state guaranteed tranches directly follow the downgrades of the Spanish and Italian sovereign IDRs. For Spanish SME tranches that are guaranteed by the sovereign, Fitch has assigned two Stable and two Positive Outlooks reflecting the Outlooks on the tranches to which they rank pro-rata in terms of interest and principal payments. This reflects the agency's view that these tranches are no longer credit-linked to the rating of the sovereign, but dependent on the credit enhancement level and the performance of the underlying assets in the respective transactions.

Fitch recognises the likelihood that the downgrades of the sovereign IDRs will put pressure on the ratings of financial institutions in Spain and Italy. This is of concern for SF transactions in these countries as various counterparty roles are fulfilled by their domestic banks. Fitch's Counterparty Criteria for Structured Finance Transactions states that a counterparty with ratings of at least 'A'/'F1' is generally eligible to support the ratings of tranches of 'AA-sf' or above. The agency assumes that appropriate remedial action would be taken for each transaction should the counterparty ratings fall below this level. In the

absence of suitable remedial action, the ratings of tranches currently rated above the relevant counterparty could be adversely affected.

In jurisdictions such as Spain and Italy, where a decreasing number of counterparties are defined as eligible, the risk of concentration of counterparty roles into a very limited number of eligible entities could pose an additional risk to the country's SF market as a whole. This situation may lead to lower ratings from a particular country if it became clear that parties to SF transactions from that country are generally unable or unwilling to take the appropriate remedial action to ensure ratings can be maintained.

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