Hecho Relevante de BBVA RMBS 2 FONDO DE TITULIZACIÓN DE ACTIVOS

En virtud de lo establecido en el Folleto Informativo de **BBVA RMBS 2 FONDO DE TITULIZACIÓN DE ACTIVOS** (el "**Fondo**") se comunica a la COMISIÓN NACIONAL DEL MERCADO DE VALORES el presente hecho relevante:

- La Agencia de Calificación **Moody's Investors Service (Moody's)**, con fecha 12 de febrero de 2015, comunica que ha elevado la calificación asignada a la siguiente Series de Bonos emitidos por el Fondo:

  - **Serie A4**: **Ba2 (sf)** (anterior **Ba3 (sf)**)

  Asimismo, Moody's ha confirmado las calificaciones asignadas a las siguientes Series de Bonos:

  - **Serie A2**: **Baa1 (sf)** (anterior **Baa1 (sf)**, observación positiva)
  - **Serie A3**: **Ba1 (sf)** (anterior **Ba1 (sf)**, observación positiva)
  - **Serie B**: **Caa3 (sf)**

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

  - **Serie C**: **Ca (sf)**

  Se adjunta la comunicación emitida por Moody's.

Madrid, 16 de febrero de 2015.

Mario Masiá Vicente
Director General

MOODY'S
INVESTORS SERVICE

Rating Action: Moody's upgrades the rating of four notes and confirms the rating of two notes in two BBVA RMBS transactions

Global Credit Research - 12 Feb 2015

Madrid, February 12, 2015 -- Moody's Investors Service has today upgraded the ratings of four notes, confirmed the rating of two notes and affirmed the rating of one note in the two Spanish residential mortgage-backed securities (RMBS) transactions: BBVA RMBS 1, FTA and BBVA RMBS 2, FTA.

Today's rating action concludes the review of five notes initiated on 23 January 2015, following the upgrade of the Spanish country ceiling to Aa2 from A1 (http://www.moodys.com/viewresearchdoc.aspx?docid=PR_316959).

Please refer to the end of the Ratings Rationale section for a list of affected ratings.

RATINGS RATIONALE

Today's rating upgrades reflect (1) the increase in the Spanish local-currency country ceiling to Aa2, (2) sufficiency of credit enhancement in the affected transactions for the revised rating levels and (3) in the case of BBVA RMBS 2, FTA a decrease in the expected loss assumption due to a better collateral performance than expected.

Today's confirmations and affirmations reflect that the current credit enhancement is sufficient to maintain the current ratings.

-- Reduced Sovereign Risk

The country ceilings reflect a range of risks that issuers in any jurisdiction are exposed to, including economic, legal and political risks. On 20 January 2015, Moody's announced a six-notch uplift between a government bond rating and its country risk ceiling for Spain. As a result, the maximum achievable rating for structured finance transactions was increased to Aa2 from A1 for Spain.

-- Key collateral assumptions

Moody's has reassessed its lifetime loss expectation taking into account the collateral performance of the transactions to date. The assumption of 5.53% over Original Balance has not been updated in BBVA RMBS 1, FTA as the performance of the underlying asset portfolio remains in line with Moody's assumptions. However, in BBVA RMBS 2, FTA the Expected Loss assumption as a percentage over original balance has been decreased to 4.74% from 5.47% due to a better performance of the underlying assets than expected. The 60+ days delinquencies have decreased to 1.82% from 2.06% over current balance compared to the last review in September 2014. The 90+ days delinquencies have decreased to 0.72% from 0.91% in the same period.

The MILAN CE assumption has been kept at 17.1% for BBVA RMBS 1, FTA and at 15% for BBVA RMBS 2, FTA.

-- Pro-rata versus sequential amortization of class A notes

There is a performance trigger in the two transactions that could switch the amortization and loss allocation within the Class A notes from currently sequential to pro-rata. This trigger will be hit once the sum of the outstanding Class A notes is higher than the performing portfolio balance (including loans up to 90+days in arrears) plus the mortgage loan principal repayment income amount received during the Determination Period. For BBVA RMBS 1, FTA, the A2 and A3 notes will continue to amortize sequentially in our expected scenario. For BBVA RMBS 2, FTA Moody's expects the Class A notes to continue to amortize sequentially for some time even if it is expected that the trigger will be breached in future.

-- Exposure to Counterparties

Moody's rating analysis also took into consideration the exposure to key transaction counterparties including the roles of servicer, account bank and swap provider.

Today's rating action takes into account the servicer commingling exposure to Banco Bilbao Vizcaya Argentaria, S.A. (Baa2/P-2) for the two transactions. Moody's also assessed when revising ratings the exposure to Deutsche Bank AG, London Branch (A3/(P)P-2) acting as swap counterparty.

--Principal Methodology

The principal methodology used in these ratings was "Moody's Approach to Rating RMBS Using the MILAN Framework" published in January 2015. Please see the Credit Policy page on www.moodys.com for a copy of this methodology.

Factors that would lead to an upgrade or downgrade of the ratings:

Factors or circumstances that could lead to an upgrade of the ratings include (1) further reduction in sovereign risk, (2) performance of the underlying collateral that is better than Moody's expected, (3) deleveraging of the capital structure and (4) improvements in the credit quality of the transaction counterparties.

Factors or circumstances that could lead to a downgrade of the ratings include (1) an increase in sovereign risk, (2) performance of the underlying collateral that is worse than Moody's expects, (3) deterioration in the notes' available credit enhancement and (4) deterioration in the credit quality of the transaction counterparties.

LIST OF AFFECTED RATINGS

Issuer: BBVA RMBS 1, FTA

....EUR1400M A2 Notes, Upgraded to Aa2 (sf); previously on Jan 23, 2015 A1 (sf) Placed Under Review for Possible Upgrade

....EUR495M A3 Notes, Upgraded to Aa3 (sf); previously on Jan 23, 2015 A2 (sf) Placed Under Review for Possible Upgrade

....EUR120M B Notes, Upgraded to Ba2 (sf); previously on Jan 23, 2015 B1 (sf) Placed Under Review for Possible Upgrade

Issuer: BBVA RMBS 2, FTA

....EUR2400M A2 Notes, Confirmed at Baa1 (sf); previously on Jan 23, 2015 Baa1 (sf) Placed Under Review for Possible Upgrade

....EUR387.5M A3 Notes, Confirmed at Ba1 (sf); previously on Jan 23, 2015 Ba1 (sf) Placed Under Review for Possible Upgrade

....EUR1050M A4 Notes, Upgraded to Ba2 (sf); previously on Sep 24, 2014 Downgraded to Ba3 (sf)

....EUR112.5M B Notes, Affirmed Caa3 (sf); previously on Sep 24, 2014 Affirmed Caa3 (sf)

REGULATORY DISCLOSURES

For further specification of Moody's key rating assumptions and sensitivity analysis, see the sections Methodology Assumptions and Sensitivity to Assumptions of the disclosure form.

Moody's did not receive or take into account a third-party assessment on the due diligence performed regarding the underlying assets or financial instruments related to the monitoring of these transactions in the past six months.

The analysis relies on an assessment of collateral characteristics to determine the collateral loss distribution, that is, the function that correlates to an assumption about the likelihood of occurrence to each level of possible losses in the collateral. As a second step, Moody's evaluates each possible collateral loss scenario using a model that replicates the relevant structural features to derive payments and therefore the ultimate potential losses for each rated instrument. The loss a rated instrument incurs in each collateral loss scenario, weighted by assumptions about the likelihood of events in that scenario occurring, results in the expected loss of the rated instrument.

Moody's quantitative analysis entails an evaluation of scenarios that stress factors contributing to sensitivity of ratings and take into account the likelihood of severe collateral losses or impaired cash flows. Moody's weights the impact on the rated instruments based on its assumptions of the likelihood of the events in such scenarios occurring.

For ratings issued on a program, series or category/class of debt, this announcement provides certain regulatory disclosures in relation to each rating of a subsequently issued bond or note of the same series or category/class of debt or pursuant to a program for which the ratings are derived exclusively from existing ratings in accordance with Moody's rating practices. For ratings issued on a support provider, this announcement provides certain regulatory disclosures in relation to the rating action on the support provider and in relation to each particular rating action for securities that derive their credit ratings from the support provider's credit rating. For provisional ratings, this announcement provides certain regulatory disclosures in relation to the provisional rating assigned, and in relation to a definitive rating that may be assigned subsequent to the final issuance of the debt, in each case where the transaction structure and terms have not changed prior to the assignment of the definitive rating in a manner that would have affected the rating. For further information please see the ratings tab on the issuer/entity page for the respective issuer on www.moodys.com.

For any affected securities or rated entities receiving direct credit support from the primary entity(ies) of this rating action, and whose ratings may change as a result of this rating action, the associated regulatory disclosures will be those of the guarantor entity. Exceptions to this approach exist for the following disclosures, if applicable to jurisdiction: Ancillary Services, Disclosure to rated entity, Disclosure from rated entity.

Regulatory disclosures contained in this press release apply to the credit rating and, if applicable, the related rating outlook or rating review.

Please see www.moodys.com for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

Please see the ratings tab on the issuer/entity page on www.moodys.com for additional regulatory disclosures for each credit rating.

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