

PENATES FUNDING N.V. - S.A.

Compartment Penates-2 - Quarterly Investor Report

Dates

Start Date of the Quarterly Interest Period (including the date stated)	22/07/2009
End Date of the Quarterly Interest Period (including the date stated)	20/10/2009
Quarterly Payment Date	21/10/2009

Notes Issued on the Closing Date of 15 December 2008

EUR 3,384,000,000 Class A Mortgage-Backed Floating Rate Notes due 2041

EUR 72,000,000 Class B Mortgage-Backed Floating Rate Notes due 2041

EUR 72,000,000 Class C Mortgage-Backed Floating Rate Notes due 2041

EUR 72,000,000 Class D Mortgage-Backed Floating Rate Notes due 2041

EUR 36,000,000 Subordinated Class E Floating Rate Notes due 2041

All Principal, Interest, Balance and Expense amounts in this report are denominated in euro

Bond cash flow simulations and resulting average life figures under various CPR scenarios can be found on Bloomberg. The Bloomberg ticker for Penates Funding N.V. - S.A. is PENAT.

Notes of Penates Funding N.V. - S.A., institutionele vennootschap voor belegging in schuldvorderingen naar Belgisch recht / société d'investissement en créances institutionnelle de droit belge, acting through its Compartment Penates-2 (Penates Funding), can only be acquired, held by and transferred to institutional investors or professional investors as described in article 5§3 of the Law of 20 July 2004 on certain types of collective management of investment portfolios, as amended or replaced (an Institutional Investor) acting for their own account. Penates Funding will suspend the payment of dividends or interests in relation to its securities of which it becomes aware that these are held by a person who is not an Institutional Investor acting for its own account.

Issuer:

Penates Funding N.V. - S.A., *institutionele VBS naar Belgisch recht / SIC institutionnelle de droit belge* acting through its Compartment PENATES-2, Louizalaan 486, c/o Micomet International S.A., 1050 Brussels, Belgium, RPM Brussels VAT BE 0899.763.684

Administrator:

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Loan Portfolio

Collection Period Dates

Collection Period Start Date (including the date stated)	6/07/2009
Collection Period End Date (including the date stated)	5/10/2009
Calculation Date	16/10/2009

Number of Loans

Number of loans at the beginning of the Collection Period (excluding defaulted loans)	59,067
Matured loans	344
Fully Prepaid loans	641
Loans Repurchased	279
Defaulted loans during the period	26
Number of loans at the end of the Collection Period (excluding defaulted loans)	57,777

Amounts

Outstanding balance at the beginning of the Collection Period (excluding defaulted loans)	3,418,792,357.48
Scheduled Principal Received	50,052,708.76
Prepayments	35,789,153.62
Principal Balance of Loans Repurchased during the Collection Period	24,316,551.54
Principal Balance of Loans Defaulted during the Collection Period	1,987,648.67
Outstanding balance at the end of the Collection Period (excluding defaulted loans)	3,306,646,294.89

Repurchase Details

	Number of Loans	Principal Balance
Repurchased Loans	279	24,316,551.54
of which Optional Repurchased Loans	0	0.00

Total balance of Optional Loan Repurchases over the last 12 months	0.00
% of total balance of Optional Loan Repurchases over the last 12 months	0.00%
Optional Loan Repurchase Trigger (Pass/Fail - Fail if >1%)	Pass

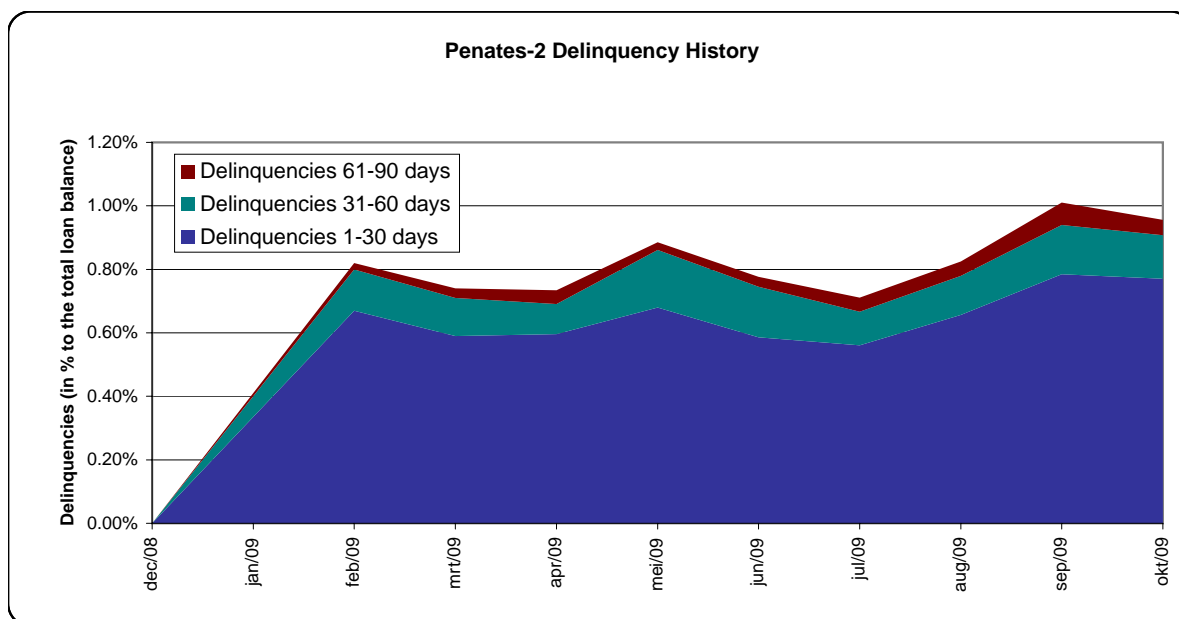
Principal Balance of Loans repurchased during the Collection Period	24,316,551.54
Amount Received for Loans repurchased during the Collection Period	24,316,551.54
Principal Shortfall on Repurchased Loans during the Collection Period	0.00

Delinquency Status (excluding defaulted loans)

Delinquency Status *	Number of Loans	% of Number of Loans Outstanding	Principal Balance (in EUR)	% of Principal Balance Loans Outstanding
1 - 30 days	280	0.48%	25,506,680.30	0.77%
31 - 60 days	60	0.10%	4,548,413.97	0.14%
61 - 90 days	14	0.02%	1,620,510.10	0.05%
Total	354	0.61%	31,675,604.37	0.96%

* Delinquency statistics take into account the contractual grace period of 15 days

Historical Delinquency Data



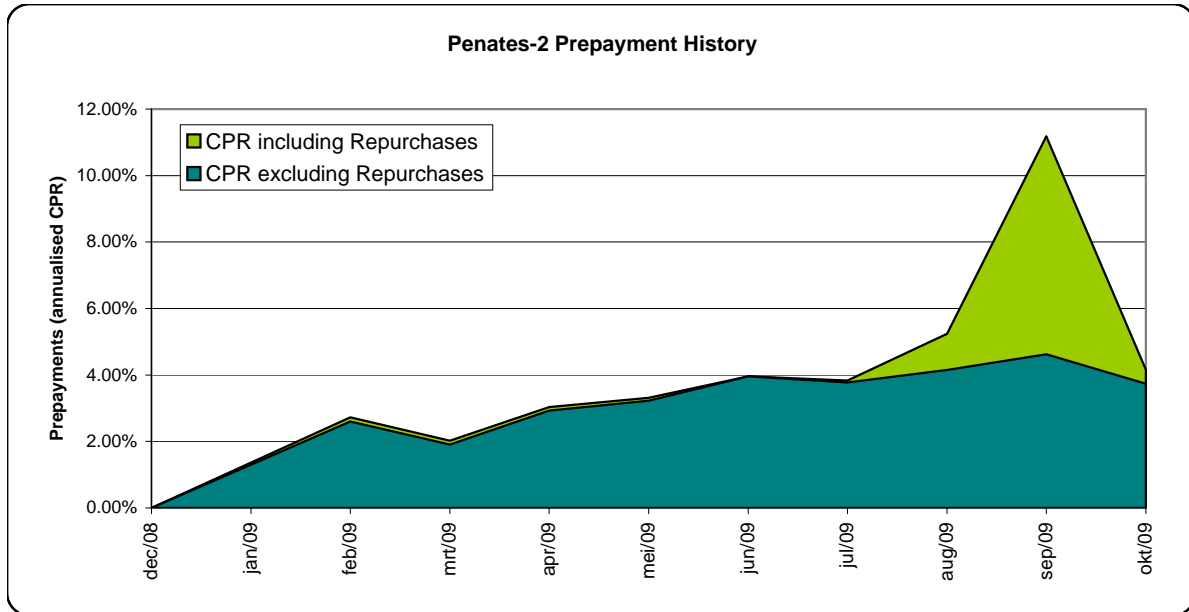
Default and Recovery Status

Number of Loans Defaulted during the Collection Period	26
% of Number of Loans Outstanding	0.04%
Principal Balance of Defaulted loans during the Collection Period	1,987,648.67
% of Principal Balance Loans Outstanding	0.06%
Recoveries during the Collection Period	249,093.27
Cumulative Balance of Defaulted Loans since Closing	4,739,985.29
% of Cumulative Balance of Defaulted Loans since Closing compared to the Initial Amount of Rated Notes Issued	0.13%
Cumulative Balance of Principal Recoveries since Closing compared to the Cumulative Balance of Defaulted Loans since Closing	551,583.06
Cumulative Balance of Defaulted Loans since Closing minus Cumulative Recoveries	4,188,402.23

Prepayment Data (excluding Repurchases)

Prepayments Received during the Monthly Collection Period 6/07/2009 - 5/08/2009	12,000,978.49
Prepayments Received during the Monthly Collection Period 6/08/2009 - 5/09/2009	13,264,064.19
Prepayments Received during the Monthly Collection Period 6/09/2009 - 5/10/2009	10,524,110.94
Annualised CPR during the Monthly Collection Period 6/07/2009 - 5/08/2009	4.15%
Annualised CPR during the Monthly Collection Period 6/08/2009 - 5/09/2009	4.62%
Annualised CPR during the Monthly Collection Period 6/09/2009 - 5/10/2009	3.74%
Average Annualised CPR since Closing	3.43%

Historical Prepayment Data (including and excluding Repurchases)



LTV Distribution

The LTV is calculated as Current Loan Balance (including Pari Passu Loans) divided by the Original Property Value.

	LTV at Closing		LTV at the end of the Collection Period	
	in EUR	in %	in EUR	in %
0%-10%	19,578,408.16	0.54%	22,327,285.46	0.68%
10%-20%	94,451,865.99	2.62%	102,120,292.31	3.09%
20%-30%	175,638,534.56	4.88%	182,608,327.06	5.52%
30%-40%	259,778,433.11	7.22%	262,274,338.27	7.93%
40%-50%	357,142,025.73	9.92%	351,417,958.78	10.63%
50%-60%	443,385,996.23	12.32%	426,289,139.39	12.89%
60%-70%	474,512,666.62	13.18%	452,895,977.99	13.70%
70%-80%	480,978,158.12	13.36%	429,942,385.96	13.00%
80%-90%	452,528,328.04	12.57%	401,413,076.89	12.14%
90%-100%	445,458,219.07	12.37%	432,286,675.96	13.07%
100%-110%	253,566,668.39	7.04%	170,935,408.38	5.17%
110%-120%	125,904,905.82	3.50%	66,574,533.37	2.01%
120%-130%	15,628,883.27	0.43%	4,504,913.20	0.14%
> 130%	1,446,852.87	0.04%	1,055,981.87	0.03%
Total	3,599,999,945.98	100.00%	3,306,646,294.89	100.00%
W.A. LTV (in %) *	68.59%		66.02%	

* Weighted Average LTV based on the outstanding loan balances.

DTI Distribution

The DTI is calculated as the debt of the client divided by the income of the client.

Note that the debt and income data are not updated.

	DTI at Closing		DTI at the end of the Collection Period	
	in EUR	in %	in EUR	in %
0%-10%	21,185,742.39	0.59%	19,291,348.51	0.58%
10%-20%	108,436,664.67	3.01%	97,006,342.06	2.93%
20%-30%	424,469,567.03	11.79%	389,516,475.32	11.78%
30%-40%	832,701,193.76	23.13%	775,557,479.71	23.45%
40%-50%	764,130,868.59	21.23%	712,656,175.30	21.55%
50%-60%	480,883,193.25	13.36%	443,004,218.66	13.40%
60%-70%	297,709,923.13	8.27%	272,937,504.44	8.25%
> 70%	368,507,010.16	10.24%	336,659,180.38	10.18%
Not Determined	301,975,783.00	8.39%	260,017,570.51	7.86%
Total	3,599,999,945.98	100.00%	3,306,646,294.89	100.00%
W.A. DTI (in %) *	47.40%		47.37%	

* Weighted Average DTI based on the outstanding loan balances.

Quarterly Cash Flows

1. Aggregated Cash Flows under the Monthly Interest Waterfalls

The Monthly Interest Available amounts and the Monthly Interest Priority of Payments are aggregated

Aggregated Monthly Interest Priority of Payments

Interest Received by the Issuer on the Loans	35,798,552.29
Prepayment Penalties under the Loans	394,759.62
Late Charges under the Loans	3,323.37
Interest Amounts received in respect of Repurchases or other Amounts received under the MLSA	37,117.69
Drawings on the Reserve Fund	0.00
Total Aggregated Available Amount	36,233,752.97

Aggregated Monthly Interest Priority of Payments

i) The Security Agent	0.00
ii) The Administrator	131,146.98
iii) a. The Servicer	463,386.01
b.1 The Accounting Services Provider	7,500.00
b.2 The Corporate Services Provider	625.00
iv) a. The NBB	0.00
b. The CBFA	0.00
c. The Euronext Brussels Stock Exchange	0.00
d. The CFI	0.00
e. The Auditor	0.00
f. The Fonds ter bestrijding van Overmatige Schuldenlast	0.00
g. The Rating Agencies	0.00
h. The Account Bank	0.00
i. The Domiciliary Agent	2,500.00
j. The Directors	0.00
k. The third parties of any payment of the Issuer's liability, if any, for taxes	0.00
l. The Dividend Reserve	0.00
v) Other costs payable not contained in iv)	542.93
vi) The Guaranteed Excess Margin	2,932,637.69
vii) The Payments to the Swap Counterparty	32,695,414.34
Total Aggregated Amount Paid	36,233,752.95

2. Cash Flows under the Notes Interest Waterfall

Notes Interest Available Amount

The amounts received from the Swap Counterparty under the Swap Agreement	17,439,450.40
Interest Accrued on sums standing to the credit of the Issuer Accounts	89,025.89
Drawings on the Reserve Fund	0.00
Any amounts received in respect of Defaulted Loans (Recoveries)	249,093.27
Any Remaining Amount standing to the credit of the Transaction Account	0.00
Excess over the Reserve Fund Required Amount	0.00
Guaranteed Excess Margin	2,932,637.69
Principal Available Amount for Class A Interest Shortfall	0.00
Total Aggregated Amount Available	20,710,207.25

Notes Interest Priority of Payments

i) Accrued Interest Paid on the Class A Notes and Swap Termination Amounts	15,819,481.75
ii) Amounts written down on the Class A PDL	0.00
iii) Accrued Interest Paid on the Class B Notes	446,628.00
iv) Amounts Credited on the Class B IDL	0.00
v) Amounts written down on the Class B PDL	0.00
vi) Accrued Interest Paid on the Class C Notes	537,628.00
vii) Amounts Credited on the Class C IDL	0.00
viii) Amounts written down on the Class C PDL	0.00
ix) Accrued Interest Paid on the Class D Notes	628,628.00
x) Amounts Credited on the Class D IDL	0.00
xi) Amounts written down on the Class D PDL	1,987,648.67
xii) Amounts required to replenish the Reserve Fund	0.00
xiii) Accrued Interest Paid on the Class E Notes	337,064.00
xiv) Amounts Credited on the Class E IDL	0.00
xv) Amounts of principal due and unpaid in respect of the Class E Notes	0.00
xvi) All Subordinated Swap Amounts due or overdue to the Swap Counterparty	0.00
xvii) Deferred Purchase Price Paid to the Seller	953,128.83
Total Aggregated Amount Paid	20,710,207.25

3. Cash Flows under the Quarterly Principal Waterfall**Quarterly Principal Available Amount**

Principal received under the Mortgage Loans	85,841,862.38
Principal Amounts received in respect of repurchases or other amounts received under the MLSA	24,316,551.54
Amounts Credited to the Principal Deficiency Ledgers	1,987,648.67
Principal Amount brought forward from the Previous Period	127.64
Total Available Funds	112,146,190.23

Quarterly Principal Priority of Payments

a) Principal diverted to cover Interest Shortfalls on the Class A notes or any shortfalls to pay Swap Termination Amounts	0.00
b) Principal Redemption Class A Notes	112,146,166.08
c) Principal Redemption Class B Notes	0.00
d) Principal Redemption Class C Notes	0.00
e) Principal Redemption Class D Notes	0.00
Total Aggregated Amount Paid	112,146,166.08
Rounding Difference Transferred to the Next Quarterly Period	24.15
Total Amount Allocated	112,146,190.23

Principal Deficiency Ledger Balances

	Balance at the beginning of the Quarter	Amounts debited to the PDL during the Quarter	Amounts credited to the PDL during the Quarter	Balance at the end of the Quarter
Class A PDL	0.00	0.00	0.00	0.00
Class B PDL	0.00	0.00	0.00	0.00
Class C PDL	0.00	0.00	0.00	0.00
Class D PDL	0.00	1,987,648.67	1,987,648.67	0.00

Interest Deficiency Ledger Balances

	Balance at the beginning of the Quarter	Amounts debited to the IDL	Amounts credited to the IDL	Balance at the end of the Quarter
Class B IDL	0.00	0.00	0.00	0.00
Class C IDL	0.00	0.00	0.00	0.00
Class D IDL	0.00	0.00	0.00	0.00
Class E IDL	0.00	0.00	0.00	0.00

Reserve Fund

Reserve Fund Required Amount for this Period	36,000,000.00
Opening Balance of the Reserve Fund	36,000,000.00
Amounts Drawn from the Reserve Fund	0.00
Excess over Cap Reserve Fund	0.00
Amounts Added to the Reserve Fund	0.00
Closing Balance of the Reserve Fund	36,000,000.00
Reserve Fund Required Amount for the Next Period	36,000,000.00
Delinquency Trigger Reserve Fund (Pass/Fail - Fail if > 2.5% during one period)	Pass
Cumulative Default Trigger Reserve Fund (Pass/Fail - Fail if > 2%)	Pass

Note Balances and Periodic Payments under the Notes

Class A Notes

ISIN code	BE0002379510
Balance at Closing Date (in EUR)	3,384,000,000.00
Total Outstanding Balance Before Principal Redemption (in EUR)	3,202,792,485.12
Principal Redemption (in EUR)	112,146,166.08
Total Outstanding Balance After Principal Redemption (in EUR)	3,090,646,319.04
Bond Factor After Principal Redemption	0.913311560000
Annual Interest Rate for the Period (3M Euribor + 100 bp)	1.954%
Interest Paid (in EUR)	15,819,481.75
Number of Bonds Outstanding	13,536
Outstanding Balance Per Bond before Principal Redemption (in EUR)	236,612.92
Principal Redemption Per Bond (in EUR)	8,285.03
Interest Payment Per Bond (in EUR) *	1,168.69
Outstanding Balance Per Bond after Principal Redemption (in EUR)	228,327.89
Fitch Rating	AAA
* Interest per bond assuming the holder holds one bond. The interest per bond might be higher due to rounding differences in the clearing system in case a bondholder holds more than one bond	

Class B Notes

ISIN code	BE0002380526
Balance at Closing Date (in EUR)	72,000,000.00
Total Outstanding Balance Before Principal Redemption (in EUR)	72,000,000.00
Principal Redemption (in EUR)	0.00
Total Outstanding Balance After Principal Redemption (in EUR)	72,000,000.00
Bond Factor After Principal Redemption	1.000000000000
Annual Interest Rate for the Period (3M Euribor + 150 bp)	2.454%
Interest Paid (in EUR)	446,628.00
Interest Debited to the Class B IDL (in EUR)	0.00
Number of Bonds Outstanding	288
Outstanding Balance Per Bond before Principal Redemption (in EUR)	250,000.00
Principal Redemption Per Bond (in EUR)	0.00
Interest Payment Per Bond (in EUR)	1,550.79
Outstanding Balance Per Bond after Principal Redemption (in EUR)	250,000.00
Fitch Rating	AA
* Interest per bond assuming the holder holds one bond. The interest per bond might be higher due to rounding differences in the clearing system in case a bondholder holds more than one bond	

Class C Notes

ISIN code	BE0002381532
Balance at Closing Date (in EUR)	72,000,000.00
Total Outstanding Balance Before Principal Redemption (in EUR)	72,000,000.00
Principal Redemption (in EUR)	0.00
Total Outstanding Balance After Principal Redemption (in EUR)	72,000,000.00
Bond Factor After Principal Redemption	1.000000000000
Annual Interest Rate for the Period (3M Euribor + 200 bp)	2.954%
Interest Paid (in EUR)	537,628.00
Interest Debited to the Class C IDL (in EUR)	0.00
Number of Bonds Outstanding	288
Outstanding Balance Per Bond before Principal Redemption (in EUR)	250,000.00
Principal Redemption Per Bond (in EUR)	0.00
Interest Payment Per Bond (in EUR)	1,866.76
Outstanding Balance Per Bond after Principal Redemption (in EUR)	250,000.00
Fitch Rating	A
* Interest per bond assuming the holder holds one bond. The interest per bond might be higher due to rounding differences in the clearing system in case a bondholder holds more than one bond	

Class D Notes

ISIN code	BE0002382548
Balance at Closing Date (in EUR)	72,000,000.00
Total Outstanding Balance Before Principal Redemption (in EUR)	72,000,000.00
Principal Redemption (in EUR)	0.00
Total Outstanding Balance After Principal Redemption (in EUR)	72,000,000.00
Bond Factor After Principal Redemption	1.000000000000
Annual Interest Rate for the Period (3M Euribor + 250 bp)	3.454%
Interest Paid (in EUR)	628,628.00
Interest Debited to the Class D IDL (in EUR)	0.00
Number of Bonds Outstanding	288
Outstanding Balance Per Bond before Principal Redemption (in EUR)	250,000.00
Principal Redemption Per Bond (in EUR)	0.00
Interest Payment Per Bond (in EUR)	2,182.73
Outstanding Balance Per Bond after Principal Redemption (in EUR)	250,000.00
Fitch Rating	BBB
* Interest per bond assuming the holder holds one bond. The interest per bond might be higher due to rounding differences in the clearing system in case a bondholder holds more than one bond	

Class E Notes

ISIN code	BE0934889032
Balance at Closing Date (in EUR)	36,000,000.00
Total Outstanding Balance Before Principal Redemption (in EUR)	36,000,000.00
Principal Redemption (in EUR)	0.00
Total Outstanding Balance After Principal Redemption (in EUR)	36,000,000.00
Bond Factor After Principal Redemption	1.000000000000
Annual Interest Rate for the Period (3M Euribor + 275 bp)	3.704%
Interest Paid (in EUR)	337,064.00
Interest Debited to the Class E IDL (in EUR)	0.00
Number of Bonds Outstanding	144
Outstanding Balance Per Bond before Principal Redemption (in EUR)	250,000.00
Principal Redemption Per Bond (in EUR)	0.00
Interest Payment Per Bond (in EUR)	2,340.72
Outstanding Balance Per Bond after Principal Redemption (in EUR)	250,000.00
* Interest per bond assuming the holder holds one bond. The interest per bond might be higher due to rounding differences in the clearing system in case a bondholder holds more than one bond	

Counterparty Ratings

	Fitch
Swap counterparty Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1+
Swap counterparty Long Term Rating (Dexia Bank Belgium N.V./S.A.)	A+
Account Bank Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1+
Seller Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1+

Comments