

## **PENATES FUNDING N.V. - S.A.**

### **Compartment Penates-3 - Quarterly Investor Report**

#### **Dates**

Start Date of the Quarterly Interest Period (including the date stated)	22/07/2011
End Date of the Quarterly Interest Period (including the date stated)	23/10/2011
Quarterly Payment Date	24/10/2011

Notes Issued on the Closing Date of 28 June 2010

EUR 2,250,000,000 Class A1 Mortgage-Backed Floating Rate Notes due 2044

EUR 3,195,000,000 Class A2 Mortgage-Backed Floating Rate Notes due 2044

EUR 555,000,000 Class B Mortgage-Backed Floating Rate Notes due 2044

EUR 60,000,000 Subordinated Class C Floating Rate Notes due 2044

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-3 (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-3, 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)	6/07/2011
Collection Period End Date (including the date stated)	5/10/2011
Calculation Date	19/10/2011

### Number of Loans

Number of loans at the beginning of the Collection Period (excluding defaulted loans)	89.724
Matured loans	417
Fully Prepaid loans	909
Loans Repurchased	69
Defaulted loans during the period	59
Number of loans at the end of the Collection Period (excluding defaulted loans)	88.270

### Amounts

Outstanding balance at the beginning of the Collection Period (excluding defaulted loans)	4.953.543.792,63
Scheduled Principal Received	77.608.396,48
Prepayments	56.962.408,25
Principal Balance of Loans Repurchased during the Collection Period	4.970.306,81
Principal Balance of Loans Defaulted during the Collection Period	4.570.885,33
Outstanding balance at the end of the Collection Period (excluding defaulted loans)	4.809.431.795,76

### Repurchase Details

	Number of Loans	Principal Balance
Repurchased Loans	69	4.970.306,81
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

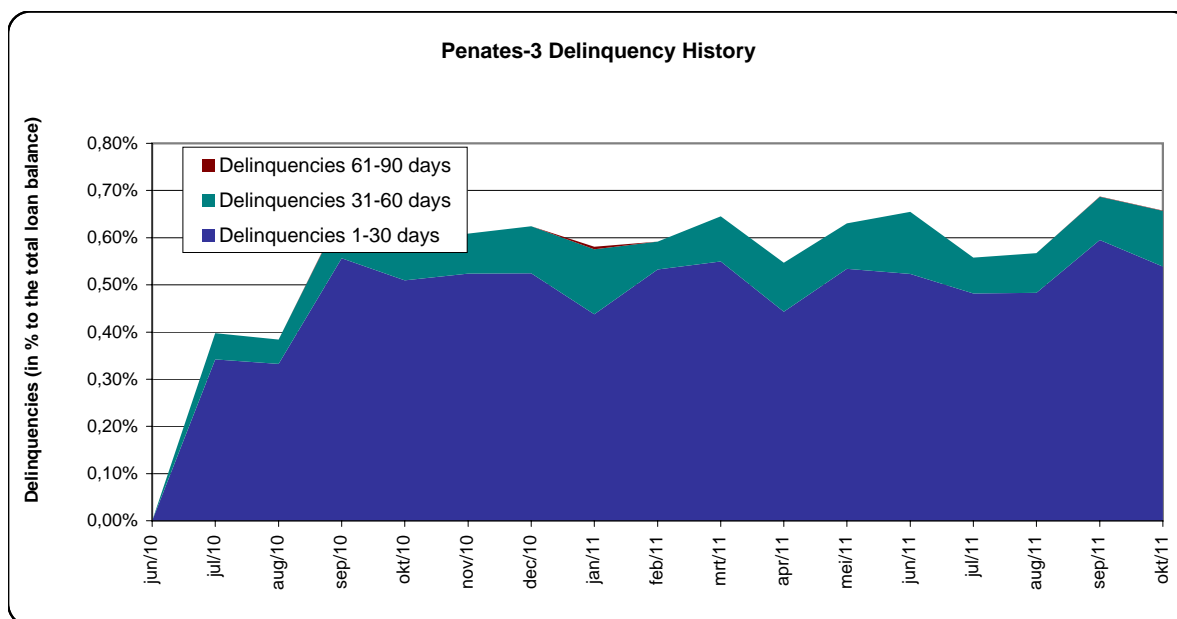
Principal Balance of Loans repurchased during the Collection Period	4.994.181,26
Amount Received for Loans repurchased during the Collection Period	4.970.306,81
Principal Shortfall on Repurchased Loans during the Collection Period	23.874,45

### 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	284	0,32%	26.008.797,81	0,54%
31 - 60 days	61	0,07%	5.699.772,73	0,12%
61 - 90 days	2	0,00%	21.885,90	0,00%
Total	347	0,39%	31.730.456,44	0,66%

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

### Historical Delinquency Data



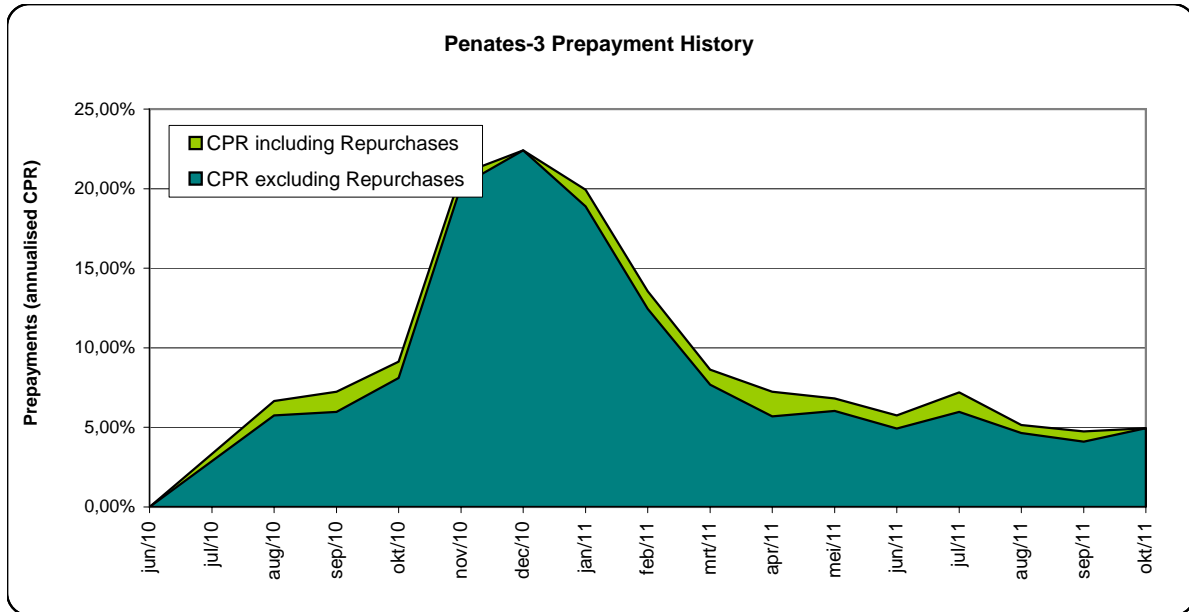
### Default and Recovery Status

Number of Loans Defaulted during the Collection Period	59
% of Number of Loans Outstanding	0,07%
Principal Balance of Defaulted loans during the Collection Period	4.570.885,33
% of Principal Balance Loans Outstanding	0,09%
Recoveries during the Collection Period	1.742.737,91
Cumulative Balance of Defaulted Loans since Closing	20.480.800,10
% of Cumulative Balance of Defaulted Loans since Closing compared to the Initial Amount of Rated Notes Issued	0,34%
Cumulative Balance of Principal Recoveries since Closing compared to the Cumulative Balance of Defaulted Loans since Closing	4.684.132,93
Cumulative Balance of Defaulted Loans since Closing minus Cumulative Recoveries	15.796.667,17

**Prepayment Data (excluding Repurchases)**

Prepayments Received during the Monthly Collection Period 6/07/2011 - 5/08/2011	19.508.073,81
Prepayments Received during the Monthly Collection Period 6/08/2011 - 5/09/2011	17.035.518,92
Prepayments Received during the Monthly Collection Period 6/09/2011 - 5/10/2011	20.418.815,52
Annualised CPR during the Monthly Collection Period 6/07/2011 - 5/08/2011	4,64%
Annualised CPR during the Monthly Collection Period 6/08/2011 - 5/09/2011	4,10%
Annualised CPR during the Monthly Collection Period 6/09/2011 - 5/10/2011	4,94%
Average Annualised CPR since Closing	9,18%

**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%	50.918.180,79	0,85%	71.396.227,87	1,48%
10%-20%	209.276.895,77	3,49%	224.448.802,30	4,67%
20%-30%	324.949.793,08	5,42%	323.612.472,34	6,73%
30%-40%	467.151.074,42	7,79%	444.312.541,56	9,24%
40%-50%	596.131.096,82	9,94%	539.830.850,47	11,22%
50%-60%	703.582.833,01	11,73%	593.420.539,92	12,34%
60%-70%	745.898.419,46	12,43%	599.305.476,47	12,46%
70%-80%	730.642.306,78	12,18%	572.400.869,57	11,90%
80%-90%	717.089.673,92	11,95%	543.558.534,93	11,30%
90%-100%	1.033.381.461,02	17,22%	664.019.290,64	13,81%
100%-110%	303.279.994,80	5,05%	189.558.887,18	3,94%
110%-120%	107.302.957,64	1,79%	38.589.863,12	0,80%
120%-130%	8.501.750,86	0,14%	2.898.972,23	0,06%
> 130%	1.893.312,05	0,03%	2.078.467,16	0,04%
Total	5.999.999.750,42	100,00%	4.809.431.795,76	100,00%
W.A. LTV (in %) *	67,10%		62,50%	

\* 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%	48.947.120,14	0,82%	41.251.009,15	0,86%
10%-20%	210.992.268,20	3,52%	172.053.350,74	3,58%
20%-30%	737.053.241,37	12,28%	608.032.250,10	12,64%
30%-40%	1.467.698.330,02	24,46%	1.210.120.242,98	25,16%
40%-50%	1.333.479.722,11	22,22%	1.074.113.942,67	22,33%
50%-60%	771.780.478,62	12,86%	612.365.568,56	12,73%
60%-70%	465.270.329,22	7,75%	369.984.560,50	7,69%
> 70%	613.918.921,33	10,23%	462.911.278,64	9,63%
Not Determined	350.859.339,41	5,85%	258.599.592,42	5,38%
Total	5.999.999.750,42	100,00%	4.809.431.795,76	100,00%
W.A. DTI (in %) *	47,04%		46,75%	

\* 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	51.245.636,25
Prepayment Penalties under the Loans	628.493,33
Late Charges under the Loans	3.445,54
Interest Amounts received in respect of Repurchases or other Amounts received under the MLSA	10.341,61
Drawings on the Reserve Fund	0,00
<b>Total Aggregated Available Amount</b>	<b>51.887.916,73</b>

#### Aggregated Monthly Interest Priority of Payments

i) The Security Agent	0,00
ii) The Administrator	190.377,97
iii) a. The Servicer	672.668,82
b.1 The Accounting Services Provider	3.750,00
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	3.066,30
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)	42.223,30
vi) The Guaranteed Excess Margin	4.875.220,01
vii) The Payments to the Swap Counterparty	46.097.485,32
<b>Total Aggregated Amount Paid</b>	<b>51.887.916,72</b>

### 2. Cash Flows under the Notes Interest Waterfall

#### Notes Interest Available Amount

The amounts received from the Swap Counterparty under the Swap Agreement	35.000.089,38
Interest Accrued on sums standing to the credit of the Issuer Accounts	263.589,87
Drawings on the Reserve Fund	0,00
Any amounts received in respect of Defaulted Loans (Recoveries)	1.742.737,91
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	4.875.220,01
Principal Available Amount for Class A Interest Shortfall	0,00
<b>Total Aggregated Amount Available</b>	<b>41.881.637,17</b>

**Notes Interest Priority of Payments**

i) Accrued Interest Paid on the Class A1 Notes, the Class A2 Notes and the Swap Termination Amounts	30.484.582,32
ii) Amounts written down on the Class A PDL	0,00
iii) Accrued Interest Paid on the Class B Notes	4.505.459,17
iv) Amounts Credited on the Class B IDL	0,00
v) Amounts written down on the Class B PDL	4.570.885,33
vi) Amounts required to replenish the Reserve Fund	0,00
vii) Accrued Interest Paid on the Class C Notes	565.410,00
viii) Amounts Credited on the Class C IDL	0,00
ix) Amounts of principal due and unpaid in respect of the Class C Notes	0,00
x) All Subordinated Swap Amounts due or overdue to the Swap Counterparty	0,00
xi) Deferred Purchase Price Paid to the Seller	1.755.300,35
<b>Total Aggregated Amount Paid</b>	<b>41.881.637,17</b>

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

Principal received under the Mortgage Loans	134.570.804,73
Principal Amounts received in respect of repurchases or other amounts received under the MLSA	4.970.306,81
Amounts Credited to the Principal Deficiency Ledgers	4.570.885,33
Principal Amount brought forward from the Previous Period	17,37
Amounts from the Risk Mitigation Deposit in accordance with the MLSA	0,00
The difference between the Principal Amount Outstanding of Collateralised Notes on the Closing Date and the Current Balance of all Loans on the Closing Date	0,00
<b>Total Available Funds</b>	<b>144.112.014,24</b>

**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 A1 Notes	144.111.960,00
c) Principal Redemption Class A2 Notes	0,00
d) Principal Redemption Class B Notes	0,00
<b>Total Aggregated Amount Paid</b>	<b>144.111.960,00</b>
Rounding Difference Transferred to the Next Quarterly Period	54,24
<b>Total Amount Allocated</b>	<b>144.112.014,24</b>

### 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	4.570.885,33	4.570.885,33	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

### Reserve Fund

Reserve Fund Required Amount for this Period	60.000.000,00
Opening Balance of the Reserve Fund	60.000.000,00
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	60.000.000,00
Reserve Fund Required Amount for the Next Period	60.000.000,00
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 A1 Notes

ISIN code	BE0002394667
Balance at Closing Date (in EUR)	2.250.000.000,00
Total Outstanding Balance Before Principal Redemption (in EUR)	1.203.543.810,00
Principal Redemption (in EUR)	144.111.960,00
Total Outstanding Balance After Principal Redemption (in EUR)	1.059.431.850,00
Bond Factor After Principal Redemption	0,470858600000
Annual Interest Rate for the Period (3M Euribor + 90 bp)	2,509%
Interest Paid (in EUR)	7.884.749,82
Number of Bonds Outstanding	9.000
Outstanding Balance Per Bond before Principal Redemption (in EUR)	133.727,09
Principal Redemption Per Bond (in EUR)	16.012,44
Interest Payment Per Bond (in EUR) *	876,08
Outstanding Balance Per Bond after Principal Redemption (in EUR)	117.714,65
Fitch Rating	AAA (sf)
S&P Rating	AAA (sf)
* 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 A2 Notes

ISIN code	BE0002395672
Balance at Closing Date (in EUR)	3.195.000.000,00
Total Outstanding Balance Before Principal Redemption (in EUR)	3.195.000.000,00
Principal Redemption (in EUR)	0,00
Total Outstanding Balance After Principal Redemption (in EUR)	3.195.000.000,00
Bond Factor After Principal Redemption	1,000000000000
Annual Interest Rate for the Period (3M Euribor + 110 bp)	2,709%
Interest Paid (in EUR)	22.599.832,50
Number of Bonds Outstanding	12.780
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) *	1.768,37
Outstanding Balance Per Bond after Principal Redemption (in EUR)	250.000,00
Fitch Rating	AAA (sf)
S&P Rating	AAA (sf)
* 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	BE6000893857
Balance at Closing Date (in EUR)	555.000.000,00
Total Outstanding Balance Before Principal Redemption (in EUR)	555.000.000,00
Principal Redemption (in EUR)	0,00
Total Outstanding Balance After Principal Redemption (in EUR)	555.000.000,00
Bond Factor After Principal Redemption	1,000000000000
Annual Interest Rate for the Period (3M Euribor + 150 bp)	3,109%
Interest Paid (in EUR)	4.505.459,17
Interest Debited to the Class B IDL (in EUR)	0,00
Number of Bonds Outstanding	2.220
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)	2.029,48
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	

**Class C Notes**

ISIN code	BE6000894863
Balance at Closing Date (in EUR)	60.000.000,00
Total Outstanding Balance Before Principal Redemption (in EUR)	60.000.000,00
Principal Redemption (in EUR)	0,00
Total Outstanding Balance After Principal Redemption (in EUR)	60.000.000,00
Bond Factor After Principal Redemption	1,000000000000
Annual Interest Rate for the Period (3M Euribor + 200 bp)	3,609%
Interest Paid (in EUR)	565.410,00
Interest Debited to the Class C IDL (in EUR)	0,00
Number of Bonds Outstanding	240
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)	2.355,87
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	S&P
Swap counterparty Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1	A-2
Swap counterparty Long Term Rating (Dexia Bank Belgium N.V./S.A.)	A	A-
Account Bank Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1	A-2
Seller Short Term Rating (Dexia Bank Belgium N.V./S.A.)	F1	A-2

**Comments**