BBVA Senior Finance, S.A. (Sole – Shareholder Company)

Financial Statements for the year ended December 31, 2010, together with the Management Report and Auditor´s Report

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Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain. In the event of a discrepancy, the Spanish-language version prevails.

AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Sole Shareholder of
BBVA Senior Finance, S.A. (Sole-Shareholder Company):

1. We have audited the financial statements of BBVA Senior Finance, S.A. (Sole-Shareholder Company) -"the Company"-, which comprise the balance sheet at 31 December 2010 and the related income statement, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended. The directors are responsible for the preparation of the Company's financial statements in accordance with the regulatory financial reporting framework applicable to the Company (identified in Note 2 to the accompanying financial statements) and, in particular, with the accounting principles and rules contained therein. Our responsibility is to express an opinion on the financial statements taken as a whole based on our audit work performed in accordance with the audit regulations in force in Spain, which require examination, by means of selective tests, of the evidence supporting the financial statements and evaluation of whether their presentation, the accounting principles and policies applied and the estimates made comply with the applicable regulatory financial reporting framework.

2. In our opinion, the accompanying financial statements for 2010 present fairly, in all material respects, the equity and financial position of BBVA Senior Finance, S.A. (Sole-Shareholder Company) at 31 December 2010, and the results of its operations and its cash flows for the year then ended, in conformity with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein.

3. Without qualifying our opinion, as indicated in Note 1 to the accompanying financial statements, the Company carries on its business activity as an issuer of preferred issues and other financial instruments as part of the Banco Bilbao Vizcaya Argentaria Group, from which it receives the guarantees required for its operations on an ongoing basis, and it is managed by Group personnel. Accordingly, the accompanying financial statements must be interpreted in the context of the Group in which the Company carries on its operations and not as an independent unit (see Notes 9 and 15).

4. The accompanying directors' report for 2010 contains the explanations which the directors consider appropriate about the Company's situation, the evolution of its business and other matters, but is not an integral part of the financial statements. We have checked that the accounting information in the directors' report is consistent with that contained in the financial statements for 2010. Our work as auditors was confined to checking the directors' report with the aforementioned scope, and did not include a review of any information other than that drawn from the Company's accounting records.

DELOITTE, S.L.
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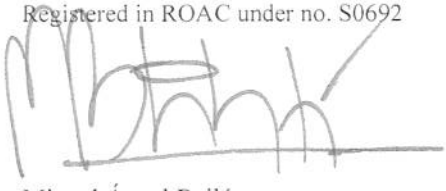

Miguel Ángel Bailón
April 7th, 2011

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Member of Deloitte Touche Tohmatsu

BBVA Senior Finance, S.A. (Sole – Shareholder Company)

Financial Statements for the year ended December 31, 2010, together with the Management Report

Translation of financial statements originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

BALANCE SHEETS AS OF DECEMBER 31, 2010 AND 2009 (Notes 1 to 4)

(Thousand Euros)

ASSETS	12/31/2010	12/31/2009 (*)
NON-CURRENT ASSETS		
Non-current investments in Group companies and associates	**11,852,663**	**8,930,418**
Loans to companies (Note 6)	11,840,248	8,914,417
Derivatives (Note 7)	12,415	16,001
Long-term financial Investments	**14,672**	**6,011**
Derivatives (Note 7)	14,672	6,011
Total non-current assets	**11,867,335**	**8,936,429**
CURRENT ASSETS		
Trade and other receivables	-	**1**
Trade receivables for sales and services	-	1
Current investments in Group companies and associates	**3,274,077**	**4,700,676**
Loans to companies (Note 6)	3,273,743	4,700,676
Derivatives (Note 7)	334	-
Cash and cash equivalents	**2,641**	**1,525**
Cash (Note 8)	2,641	1,525
Total current assets	**3,276,718**	**4,702,202**
TOTAL ASSETS	**15,144,053**	**13,638,631**

EQUITY AND LIABILITIES	12/31/2010	12/31/2009 (*)
EQUITY		
SHAREHOLDER'S EQUITY (Note 9)	**728**	**346**
Capital Stock	**60**	**60**
Reserves	**286**	**223**
Legal and bylaw reserves	12	12
Other reserves	274	211
Profit/(Loss) of the year	**382**	**63**
Total equity	**728**	**346**
NON-CURRENT LIABILITIES		
Long-term payables	**11,852,216**	**8,929,870**
Debentures and other marketable securities (Note 10)	11,839,801	8,913,869
Derivatives (Note 7)	12,415	16,001
Long-term payables to Group and associated companies (Note 7)	**14,672**	**6,011**
Derivatives (Note 7)	14,672	6,011
Total non-current liabilities	**11,866,888**	**8,935,881**
CURRENT LIABILITIES		
Short-term payables	**3,273,551**	**4,700,202**
Debentures and other marketable securities (Note 10)	3,273,217	4,700,202
Derivatives (Note 7)	334	-
Short-term payables to Group and associated companies (Note 11)	**2,772**	**2,187**
Trade and other payables	**114**	**15**
Payable to suppliers	18	6
Other payables	4	3
Other accounts payable to public authorities	43	6
Current tax liabilities (Note 12)	49	-
Total current liabilities	**3,276,437**	**4,702,404**
TOTAL LIABILITIES AND EQUITY	**15,144,053**	**13,638,631**

(*) Presented for comparison purposes only

The accompanying Notes 1 to 17 and Appendices I to V are an integral part of the balance sheet as of December 31, 2010.

Translation of financial statements originally issued in Spanish and prepared based on our work performed in accordance with the audit regulation in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

INCOME STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009 (Notes 1 to 4)

(Thousand Euros)

	Year 2010	Year 2009 (*)
CONTINUING OPERATIONS		
Other operating expenses (Note 13)	**(24)**	**(22)**
Exterior services	(21)	(20)
Taxes	(3)	(2)
PROFIT/LOSS FROM OPERATIONS	(24)	(22)
Finance income	**320,946**	**321,615**
From marketable securities and other financial instruments	320,946	321,615
- Group companies and associates (Notes 6 and 8)	320,939	321,606
- Third parties (Note 10)	7	9
Financial expenses	**(320,382)**	**(321,517)**
On debts to Group and associated companies (Note 11)	(23)	(47)
On debts to third parties (Note 10)	(320,359)	(321,470)
Change in fair value of financial instruments	-	-
Held-for-trading financial assets/liabilities and other (Note 7)	-	-
Exchange differences	**(9)**	**(13)**
FINANCIAL PROFIT/LOSS	555	85
INCOME BEFORE TAXES	531	63
Income tax (Note 12)	(149)	-
INCOME FROM CONTINUED OPERATIONS	382	63
DISCONTINUED OPERATIONS		
Income from discontinued operations (net)	-	-
INCOME FOR THE YEAR	382	63

(*) Presented for comparison purposes only

The accompanying Notes 1 to 17 and Appendices I to V are an integral part of the income statement for the year ended December 31, 2010.

Translation of financial statements originally issued in Spanish based on our work performed in accordance with the audit regulation in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

STATEMENT OF CHANGES IN TOTAL EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009 (Notes 1 to 4)

A) STATEMENT OF RECOGNISED INCOME AND EXPENSE
(Thousand Euros)

	Year 2010	Year 2009 (*)
INCOME FOR THE YEAR (I)	382	63
Income and expenses recognised directly in equity		
- Arising from revaluation of financial instruments	-	-
- Arising from cash flow hedges	-	-
- Grants, donations or gifts and legacies received	-	-
- Arising from actuarial gains and losses and other adjustments	-	-
- Tax effect	-	-
TOTAL INCOME AND EXPENSES RECOGNISED DIRECTLY IN EQUITY (II)	-	-
Transfers to profit or loss		
- Arising from revaluation of financial instruments	-	-
- Arising from cash flow hedges	-	-
- Grants, donations or gifts and legacies received	-	-
- Tax effect	-	-
TOTAL TRANSFERS TO PROFIT OR LOSS (III)	-	-
TOTAL INCOME AND EXPENSES FOR THE YEAR (I+II+III)	382	63

(*) Presented for comparison purposes only

The accompanying Notes 1 to 17 and Appendices I to V are an integral part of the statement of recognised income and expense for the year ended December 31, 2010.

Translation of financial statements originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 DECEMBER 2010 AND 2009 (Notes 1 to 4)

B) STATEMENTS OF CHANGES IN TOTAL EQUITY

(Thousand Euros)

	Capital Stock (Note 9)	Share Premium	Reserves	Treasury share	Prior Years' Profits/ (Losses)	Profit for the year	Interim dividend	Valuation adjustments	TOTAL
2008 ENDING BALANCE (*)	60	-	318	-	-	(95)	-	-	283
Effects of changes in accounting policies 2008	-	-	-	-	-	-	-	-	-
Effect of correction of errors 2008	-	-	-	-	-	-	-	-	-
ADJUSTED BALANCE AT BEGINNING OF 2009 (*)	60	-	318	-	-	(95)	-	-	283
Total Income/expense recognized	-	-	-	-	-	63	-	-	63
Other changes in equity	-	-	-	-	-	-	-	-	-
- Increased of capital	-	-	-	-	-	-	-	-	-
- Capital reduction	-	-	-	-	-	-	-	-	-
- Dividend distribution	-	-	-	-	-	-	-	-	-
- Transactions including treasury shares (net)	-	-	-	-	-	-	-	-	-
- Other transactions	-	-	-	-	-	-	-	-	-
Rest of increase/reduction in total equity	-	-	(95)	-	-	95	-	-	-
2009 ENDING BALANCE (*)	60	-	223	-	-	63	-	-	346
Effects of changes in accounting policies 2009	-	-	-	-	-	-	-	-	-
Effect of correction of errors 2009	-	-	-	-	-	-	-	-	-
ADJUSTED BALANCE AT BEGINNING OF 2010	60	-	223	-	-	63	-	-	346
Total Income/expense recognized	-	-	-	-	-	382	-	-	382
Other changes in equity	-	-	-	-	-	-	-	-	-
- Increased of capital	-	-	-	-	-	-	-	-	-
- Capital reduction	-	-	-	-	-	-	-	-	-
- Dividend distribution	-	-	-	-	-	-	-	-	-
- Transactions including treasury shares (net)	-	-	-	-	-	-	-	-	-
- Other transactions	-	-	-	-	-	-	-	-	-
Rest of increase/reduction in total equity	-	-	63	-	-	(63)	-	-	-
2010 ENDING BALANCE	60	-	286	-	-	382	-	-	728

(*) Presented for comparison purposes only

The accompanying Notes 1 to 17 and Appendices I to V are an integral part of the statement of changes in total equity for the year ended December 31, 2010.

Translation of financial statements originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

CASH FLOW STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009 (Notes 1 to 4)

(Thousand Euros)

	Year 2010	Year 2009 (*)
CASH FLOW FROM OPERATING ACTIVITIES (I)	1,116	98
Profit/Loss for the year before tax	531	63
Adjustments for:	(315)	121
- Depreciation and amortisation charge	-	-
- Impairment losses	-	-
- Changes in provisions	-	-
- Recognition of grants in profit or loss	-	-
- Gains/Losses on derecognition and disposal of non-current assets	-	-
- Gains/Losses on derecognition and disposal of financial instruments	-	-
Finance income	(320,939)	(321,606)
Finance costs	320,359	321,470
Exchange differences	-	-
Changes in fair value of financial instruments	-	-
Other income and expenses	265	257
Changes in working capital	633	376
Inventories	-	-
- Trade and other receivables	-	-
- Other current assets	-	-
- Trade and other payables	633	376
- Other current liabilities	-	-
- Other non-current assets and liabilities	-	-
Other cash flows from operating activities	267	(462)
Interest paid	(275,584)	(299,538)
- Dividends received	-	-
- Interest received	276,160	299,284
- Income tax recovered (paid)	(100)	26
Other amounts received (paid)	(209)	(234)
CASH FLOW FROM INVESTING ACTIVITIES(II)	(1,332,952)	(1,992,190)
Investments	(5,897,550)	(4,746,535)
Group companies and associates	-	-
Intangible assets	-	-
Tangible assets	-	-
- Investment property	-	-
- Other financial assets	(5,897,550)	(4,746,535)
- Non current assets held for sale	-	-
- Other assets	-	-
Disinvestments	4,564,598	2,754,345
- Group companies and associates	-	-
- Intangible assets	-	-
- Tangible assets	-	-
- Investment property	-	-
- Other financial assets	4,564,598	2,754,345
- Non current assets held for sale	-	-
- Other assets	-	-
CASH FLOW FORM FINANCING ACTIVITIES (III)	1,332,952	1,992,190
Proceeds and payments relating to equity instruments	-	-
- Proceeds from issue of equity instruments	-	-
- Amortisation of own equity instruments	-	-
- Acquisition of own equity instruments	-	-
- Redemption of equity instruments	-	-
- Grants, donations or gifts and legacies received	-	-
Proceeds and payments relating to financial liability instruments	1,332,952	1,992,190
- Proceeds from isue of debt instruments and other marketable secuirities	5,897,550	4,746,535
- Proceeds from issue of bank borrowings	-	-
- Proceeds from issue of borrowings from Group companies and associates	-	-
- Proceeds from issue of other borrowings	-	-
- Redemption of of debt instruments and other marketable secuirities	(4,564,598)	(2,754,345)
- Repayment of bank borrowings	-	-
- Repayment of borrowings from Group companies and associates	-	-
- Repayment of other borrowings	-	-
Dividends and returns on other equity instruments paid	-	-
- Dividends	-	-
- Returns on other equity instruments	-	-
EFFECT OF EXCHANGE RATE CHANGES (IV)	-	-
NET INCREASE/DECREASE IN CASH OR CASH EQUIVALENTS (I+II+III+IV)	1,116	98
Cash or cash equivalents at beginning of year	1,525	1,427
Cash or cash equivalents at end of year	2,641	1,525

(*) Presented for comparison purposes only

The accompanying Notes 1 to 17 and Appendices I to V are an integral part of the cash flow statement for the year ended December 31, 2010.

Translation of financial statements originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain (see Notes 2 and 17). In the event of a discrepancy, the Spanish-language version prevails.

BBVA Senior Finance, S.A. (Sole-Shareholder Company)

Notes to the financial statements as of December 31, 2010

1. Company description

BBVA Senior Finance, S.A. (Sole-Shareholder Company) ("the Company") was incorporated on November 3, 2004, and has its registered office in Bilbao, Gran Vía, 1.

The Company's exclusive corporate purpose is to issue preferred securities and/or other financial instruments, including debt instruments of any kind, for their placement in the Spanish and international markets in accordance with Additional Provision 2 of Law 13/1985 as stipulated in Additional Provision 3 of Law 19/2003 of July 4, 2003 on Capital Movements and Foreign Economic Transactions and on Certain Anti-Money Laundering Measures. The cash obtained from the issues of financial instruments is deposited by the Company at Banco Bilbao Vizcaya Argentaria, S.A.

For a proper interpretation of these financial statements it must be taken into account that the Company carries on its business activity as a company of the Banco Bilbao Vizcaya Argentaria Group (the Group or Group BBVA, see Note 9), whose parent company is Banco Bilbao Vizcaya Argentaria, S.A. (which has its registered office in Plaza San Nicolás 4, Bilbao), obtaining permanently from the same one the guarantees necessary for its activity and being managed by personnel from Group. Consequently, the financial statements must be interpreted in the context of the Group as part of which the Company performs its operations, not as an independent company. The BBVA Group's consolidated financial statements for 2010 were prepared by Banco Bilbao Vizcaya Argentaria S.A.'s Directors at the Board Meeting on February 1, 2011, and were subsequently filed at the Mercantile Registry in Bilbao.

Given the business activity to which the Company devotes herself, it does not have any responsibilities, expenses, assets, provisions or contingencies of environmental nature that could be significant in relation with the shareholder's equity, the financial position and the income of the Company. Therefore, no specific disclosures relating to environmental issues are included in these notes to financial statements.

Regulation of Sole-Shareholder companies

As discussed in Note 9, as of December 31, 2010, all the Company's capital stock was owned by Banco Bilbao Vizcaya Argentaria, S.A. and, accordingly, the Company was a Sole-Shareholder company as of that date. Pursuant to current legislation on Sole-Shareholder companies (article 13. Of the Royal Decree 1/2010 of July 2, 2010 that approves the Capital Companies Law) it is hereby stated that at the date of preparation of these financial statements, the Company had formalized the appropriate register book of contracts with its Sole-Shareholder.

2. Basis of presentation of the financial statements

a) Regulatory financial reporting framework applicable to the Company

The financial statements have been prepared by the Company's Directors according to the regulatory financial reporting framework that applies to the Company, which is the one established in:

- The Spanish Trade Code and the other commercial regulation,
- The Spanish National Chart of Accounts approved by the Royal Decree 1514/2007 and its adjustments for the different economic sectors,

- The mandatory laws approved by the Institute of Accounting and Auditing of Accounts in accordance to the Spanish National Chart of Accounts and its complementary regulation, and

- The other Spanish accounting regulation that applies to the Company.

b) True and fair view

The accompanying financial statements, which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein, and they give a true and fair view of the Company's net worth and financial position as of December 31, 2010 and the results of operations as well as the cash flows generated during 2010. These financial statements, which were formally prepared by the Company's Directors, will be submitted for approval to the Annual General Shareholder's Meeting, and it is considered that they will be approved without any changes. The financial statements for 2009 were approved by the Company's Sole-Shareholder at the Annual General Meeting held on April 28, 2010.

c) Accounting policies

The Directors have prepared these financial statements taking into account all the compulsory accounting principles and/or valuation standards with a material effect on the financial statements. There is not any mandatory accounting principle or valuation standard that has not been applied.

Pursuant to Article 525 of Royal Decree 1/2010 of July 2, that approves the Capital Companies Law, no material effects on shareholder's equity or on the income statement would have arisen if "International Financial Reporting Standards" approved by the European Commission were applied.

d) Key issues in relation to the measurement and estimation of uncertainty

In preparing the accompanying financial statements estimates were made by the Company's Directors in order to measure certain of the assets, liabilities, income, expenses and obligations reported herein. These estimates relate basically to the following:

- The assessment of possible impairment losses on certain assets (see Note 3-a)

- The fair value of certain financial instruments (see Notes 6 and 7)

Although these estimates were made on the basis of the best information available at 2010 year-end, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively.

e) Grouping of items

Certain items in the balance sheets, income statement accounts, statements of changes in total equity and cash flow statements are grouped together in order to enhance their understanding. However, whenever the amounts involved are material, the information is broken down in the related notes to these financial statements.

f) Comparative information and matters arising from the transition to the new accounting rules

The Royal Decree 1159/2010 of September 17, 2010 has introduced some modifications to the Spanish National Chart of Accounts approved by the Royal Decree 1514/2007.

According to the established transition regulation, the modifications have been applied prospectively beginning on January 1, 2010, and have not impacted significantly the financial statements. Therefore, the comparative amounts presented for the year 2009 have not been adapted to the above mentioned regulation.

According to the regulation, Company's Directors present for each of the balance sheet accounts, income statement accounts, changes in total equity accounts, cash flow statements and the notes to the financial statements, the figures for years 2010 and 2009. Consequently, the figures for year 2009 contained in this report are presented solely for comparison purposes.

g) **Changes in accounting policies**

In 2010 there were no significant changes in accounting policies with respect to those applied in 2009.

h) **Error correction**

During the preparation of these financial statements there has not been detected any significant error that would suppose the re-expression of the amounts included in the financial statements of 2009.

3. Accounting policies and valuation standards

The main accounting principles and valuation methods applied by the Company in preparing its financial statements, in accordance with the Spanish National Chart of Accounts, were as follows:

a) **Financial instruments**

Financial assets

Classification -

The financial assets held by the Company are classified in the following categories:

- Loans and receivables: financial assets arising from the sale of goods or the rendering of services in the ordinary course of the Company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives, have fixed or determinable payments and are not traded in an active market. It mainly includes deposits with Banco Bilbao Vizcaya Argentaria, S.A., constituted with the funds of the issues made (see Notes 6, 7 and 10).

- Financial assets held for trading: financial derivatives arising from certain deposits constituted with the funds of certain issues of structured notes (see Notes 6, 7 and 10). These types of structures are called hybrid financial instruments.

Hybrid financial instruments simultaneously include a non-derivative host contract and a financial derivative, known as an embedded derivative, that cannot be transferred separately and some of the cash flows of the hybrid contract vary in a way similar to a stand-alone derivative (e.g. bonds tied to the price of certain shares or changes in a stock market index).

The Company recognises measures and presents separately the host contract (either the deposit or the issue) and the embedded derivative, when the following circumstances concur:

a) The economic characteristics and risks inherent to the embedded derivative are not closely related to those of the host contract.

b) A separate instrument with the same terms as the embedded derivative would meet the definition of a derivative.

c) The hybrid contract is not measured at fair value with changes in fair value recognised in profit or loss.

In these situations, the embedded derivative is treated for accounting purposes as a derivative financial instrument and the host contract is recognised according to its nature (either the deposit or the issue). This valuation is only made at the initial recognition unless there is a change in the terms of the contract that significantly alters the future cash flows, in which case the derivative must be valued again.

Initial recognition -

Financial assets are initially recognised at the fair value of the consideration given, plus any directly attributable transaction costs.

When the deposits were first made at Banco Bilbao Vizcaya Argentaria, S.A. in connection with ordinary bond and structured note issues (see Note 10), the balance of "Non-current investments in Group companies and associates - Loans to companies" reflected the face value of the deposits that have an expiration date superior to 12 months, net of:

- The amount of the premiums collected ("Up-front" premiums, see Note 6) at the time the deposits were made at Banco Bilbao Vizcaya Argentaria, S.A., which is equal to the placement expenses of each issue.

- The amount of the premiums corresponding to the initial valuation of the embedded options ("Option Premiums", see Note 6) in certain deposits made at Banco Bilbao Vizcaya Argentaria, S.A.

At the contract date the balance of "Derivatives" includes the value of the embedded option at the initial moment when the deposits were made.

Subsequent measurement -

Loans and receivables are measured at amortised cost.

The balance of "Non-current investments in Group companies and associates – Loans to companies" in the accompanying balance sheets reflects the face value of the deposits held by the Company at Banco Bilbao Vizcaya Argentaria, S.A. in connection with the issues (see Note 10), which mature at more than one year, net of:

- The amount of the unearned "Up-front" premiums which are taken to the caption "Finance income- From marketable securities and other financial instruments- Group companies and associates" by the straight-line method over the term of the long-term deposits.

- The amount of the unearned "Option premiums" of the embedded options on the long-term deposits, which are taken to income by the straight-line method over the life of the option.

"Current investments in Group companies and associates - Loans to companies" in the accompanying balance sheets includes the accrued uncollected interest which mature at less than 12 months generated by the aforementioned long and/or short-term deposits at the date thereof, and the face value of the subordinated deposits relating to the issues that mature at less than one year (net of the "Up-front" premiums and "Option premiums", if any).

This line item also includes the placement expenses of the deposits (maturing at less than 12 months), net of the expenses taken to income by the straight-line method over the deposits term to maturity.

Embedded derivatives, which are initially recognised by the value of the "Option premiums" from the deposits, are recognized at fair value (see Note 7) and the gains or losses arising from changes in fair value are taken to the accompanying income statements under the caption "Change in fair value of financial instruments – Held-for-trading financial assets and other".

Mainly, the methodology applied to the valuation of those embedded derivatives is based on valuation techniques that use variables obtained from observable market data.

At least at each reporting date the Company makes an impairment test to its financial assets. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When this occurs, the impairment loss is recognised in the income statement. However, the counterparty of these financial assets is Banco Bilbao Vizcaya Argentaria, S.A., and, accordingly, no impairment losses were disclosed in the year.

The Company derecognises a financial asset when it expires or when the rights to the cash flows, the risks and rewards of ownership related to the financial asset have been substantially transferred.

Financial liabilities

Financial liabilities include accounts payable by the Company that have arisen from the purchase of goods or services in the normal course of the Company's business and those which, not having commercial substance cannot be classified as derivative financial instruments.

The financial liabilities held by the Company are classified into the following categories:

- Accounts payable: financial liabilities arising from the purchase of operating goods or services or those which have no commercial purpose and cannot be classified as derivative instruments. Basically, it contains the notes issued by the Company.

- Held-for-trading financial liabilities: financial derivatives tied to issues of certain structured notes (see Notes 7 and 10). This type of structure is called hybrid financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

As of December 31, 2010 and 2009, the Company has recognised the amount of the outstanding ordinary bond and structural note issues which mature at more than one year under "Long-term payables – Debentures and other marketable securities" on the liability side of the accompanying balance sheets, net of:

- The expenses incurred on the issues of ordinary bonds and structured notes, minus the expenses taken to income by the straight-line method over the term to maturity of the issues.

- The amount of the placement expenses of the ordinary bond and structured note issues and, for those issued below par, the difference between the issue price and the nominal value or repayment value, net of the expenses charged to income by the straight-line method over the term to maturity of the above-mentioned issues.

- The amount of the "Option premiums" on the embedded options in certain long-term issues launched by the Company that are pending on accrual, which are taken to income by the straight-line method over the life of the option.

The accrual of the above mentioned concepts is recorded under the caption "Financial expenses – On debts to third parties" of the accompanying income statements.

The caption "Short-term payables – Debentures and other marketable securities" in the accompanying balance sheets includes the accrued unpaid interest generated by the Company's long and short-term deposits, as well as the issues maturing at less than one year (the unearned premiums on the embedded options tied to certain issues maturing at less than 12 months are also recognised under this line item).

The embedded derivatives, whose fair value at the initial moment is identical to the one that has been recorded as "Premium options" of the issues, will be recorded at their fair value (see Note 7). The changes in the mentioned fair value will be recorded under "Changes in fair value of financial instruments - Held for trading financial assets/liabilities and other" in the accompanying income statements.

Mainly, the methodology applied to the valuation of those embedded derivatives is based on valuation techniques that use variables obtained from observable market data.

The Company derecognises financial liabilities when the obligations giving rise to them cease to exist.

b) Foreign currency transactions

The Company's functional currency is the euro. Therefore, transactions in currencies other than the euro are deemed to be "foreign currency transactions" and are recognised by applying the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to Euros at the rates then prevailing. Any resulting income or loss is recognised directly in the income statement of the year in which they arise.

At December 31, 2010, the Company had 23 outstanding ordinary bond and structured note issues in foreign currency: six in sterling pounds, eight in US dollars, five in Hong Kong dollars, three in Japanese yen and one in Australian dollars (see Appendix III, IV and V), constituting, at the same time, 23 deposits with the full amounts of the funds obtained and in the same currency (see Appendix I and II). The interest rates related to the deposits are identical to those related to the issues. That is why the exchange differences in this connection are irrelevant.

c) Corporate income tax

The Company files consolidated corporate income tax returns as part of the consolidated tax group headed by Banco Bilbao Vizcaya Argentaria, S.A. (see Notes 9 and 12).

The expense for corporate income tax is calculated on the basis of book income before taxes, increased or decreased, as appropriate, by the permanent differences from taxable income.

The income or expense from deferred taxes arises from the recognition and cancellation of the deferred tax assets or liabilities. They include the temporary differences between the book income and the taxable income, the negative basis of book income that has not been compensated and the tax deduction credits that have not been applied. Those amounts are registered by applying the temporary difference or correspondent credit the tax rate at which the Company expects their recovery or settlement.

The tax benefit relating to double taxation tax credits is treated as a reduction of the amount of corporate income tax for the year in which the tax credits are used. Entitlement to these tax credits is conditional upon compliance with the legally stipulated requirements.

d) Recognition of other income and expenses

The criteria used by the Company to recognise its most significant income and expenses are described in section a) of this Note. Other income and expenses are recognised on an accrual basis.

e) Related party transactions

The Company performs all its transactions with related parties on arm's length basis (see Note 15). Also, the transfer prices are adequately supported and, therefore, the Company's Directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

4. Distribution of income

The Board of Directors will submit for approval by the General Shareholders' Meeting the full distribution of the profit for the year ended 2010, amounting EUR 382 thousand, to "Other Reserves".

5. Risk exposure

The Company carries on its business activity as a debt issuer as part of the BBVA Group, obtains from it the financing facilities required for its operations on an ongoing basis and is managed by employees of the Group.

The main financial risks affecting the Company are as follows:

- Interest rate risk. Changes in interest rates affect the interest received from deposits and the interest paid on issues. Therefore, the changes in interest rates offset each other.
- Liquidity risk. The Company obtains the liquidity required to meet interest payments, redemptions of issues and the needs of its business activities from subordinated deposits on the issues arranged with Banco Bilbao Vizcaya Argentaria, S.A.
- Credit risk. Since the counterparty of the deposits is Banco Bilbao Vizcaya Argentaria, S.A., the Company considers that its exposure to credit risk is not relevant.
- Other market risks: Since the funds obtained by the Company from the issues launched in foreign currencies are invested in deposits in the same currency, the exposure to exchange rate risk is irrelevant.

The fair value of the issues launched does not differ significantly from the amount of the deposits made because their features (amount, term and interest rate) are the same. In the case of issues that include embedded financial derivatives, the Company has made a "mirror" deposit with Banco Bilbao Vizcaya Argentaria S.A. and, accordingly, the Company is not exposed to changes in the fair value of these financial instruments.

6. Investments in Group companies and associates

The detail of "Non-current investments in Group companies and associates - Loans to companies" in the balance sheet as of December 31, 2010 is as follows:

	Thousand Euros						
	2009	Additions	Transfers	Financial Income	Financial Expenses	Exchange Differences	2010
Long-term Face Value	9,026,131	5,897,550	(3,035,498)	-	-	55,124	11,943,307
"Up-front" Premiums	(10,122)	(13,428)	250	5,688	-	-	(17,612)
Option Premiums	(101,592)	(6,352)	548	21,949	-	-	(85,447)
Total	**8,914,417**	**5,877,770**	**(3,034,700)**	**27,637**	**-**	**55,124**	**11,840,248**

The detail of "Current investments in Group companies and associates - Loans to companies" in the balance sheet as of December 31, 2010 is as follows:

	Thousand Euros						
	2009	Additions	Transfers	Financial Income	Financial Expenses	Expired	2010
Short-term Face Value	4,564,598	58,089	3,035,498	-	-	(4,564,598)	3,093,587
"Up-front" Premiums	(54)	-	(250)	54	-	-	(250)
Option Premiums	(42)	-	(548)	-	-	42	(548)
Accrued Interests	136,174	-	-	293,235	-	(248,455)	180,954
Total	**4,700,676**	**58,089**	**3,034,700**	**293,289**	**-**	**(4,813,011)**	**3,273,743**

Appendix I contain a detail of the main characteristics of the deposits held by the Company at that date at Banco Bilbao Vizcaya Argentaria, S.A. in relation to the ordinary bond and structured note issues (see Note 10) maturing at more than one year.

In years 2010 and 2009 the income from the "Up-front" premiums collected at the time the deposits were made amounted to EUR 13,428 thousand and EUR 8,251 thousand respectively. The amount charged to income in 2010 and 2009 amounted to EUR 5,742 thousand and EUR 3,705 thousand respectively, and was recognised by the Company under "Finance income - From marketable securities and other financial instruments - Group companies and associates". As of December 31, 2010 and 2009 the amount that has not been taken yet to income in this connection amounted to EUR 17,612 thousand and EUR 10,122 thousand, respectively.

"Current investments in Group companies and associates - Loans to companies" in the accompanying balance sheets for years 2010 and 2009 also include the amount of the premiums, that have not been taken to income

yet and have been collected at the time the deposits maturing at less than one year were made, amount to EUR 250 thousand and EUR 54 thousand, respectively.

The amount of the premiums on the options embedded in long-term deposits shown in the previous table as of December 31, 2010 and 2009 amounted to EUR 85,447 thousand and EUR 101,592 thousand respectively, of which EUR 21,949 thousand and EUR 25,385 thousand respectively were taken to 2010 and 2009 income under "Finance income - From marketable securities and other financial instruments - Group companies and associates". The amount of the option premiums embedded to short-term deposits amounted to EUR 548 thousand and EUR 42 thousand as of December 31, 2010 and 2009 respectively. The Company has recorded these premiums under "Current investments in Group companies and associates-Loans to companies" in the accompanying balance sheets.

The column "Exchange differences" shown in the first table (Non-current investments in Group companies – Loans to companies), reflects the exchange differences arising from those outstanding foreign currency deposits as of December 31, 2010 and 2009.

The balance of "Current investments in Group companies and associates - Loans to companies" in the balance sheets as of December 31, 2010 and 2009, basically includes the short-term deposits held by the Company at that date with Banco Bilbao Vizcaya Argentaria, S.A. in relation to ordinary bond and structured note issues (see Note 10) plus the accrued uncollected interest on all the deposits held by the Company as of December 31, 2010. The detail of the short-term deposits held by the Company as of that date is presented in Appendix II.

The placement expenses of the deposits (maturing at less than 12 months) are also included under the above mentioned caption, net of the expenses charged to income by the straight-line method over the term to maturity of the deposits. In years 2010 and 2009 no expenditure was recognised in this connection and the charge to income for 2010 and 2009, which amounted to EUR 0 thousand and EUR 6 thousand respectively, was registered by the Company under "Financial expenses - On debts to Group companies" in the income statements for 2010 and 2009.

The amount of the accrued uncollected interest from the aforementioned deposits amounted to EUR 180,954 thousand and EUR 136,174 thousand as of December 31, 2010 and 2009 respectively, and this amount was recognised under "Current investments in Group companies and associates - Loans to companies" in the accompanying balance sheets.

The interest arising on the deposits held by the Company in 2010 and 2009 amounted to EUR 293,235 thousand and EUR 292,499 thousand respectively. These amounts were recognised under "Finance income - From marketable securities and other financial instruments - Group companies and associates" in the 2010 and 2009 income statements.

The detail, by maturity, of the items under this heading, disregarding accrued uncollected interest and unearned premiums collected as of December 31, 2010 and 2009, is as follows:

Outstanding deposits as of:	Thousand Euros					
	One Year	Two Years	Three Years	Four Years	More than four years	Total
December 31, 2010	3,093,587	6,004,279	1,807,210	1,057,700	3,074,118	**15,036,894**
December 31, 2009	4,564,598	3,006,531	3,417,523	746,500	1,855,577	**13,590,729**

7. Derivatives

Certain issues launched by the Company include embedded derivatives, usually options, which are segregated and recognised separately from the issue to which they are linked initially (see Note 2.a). The Company uses the funds obtained from these issues to make a deposit with Banco Bilbao Vizcaya Argentaria S.A. linked to a financial derivative with the same terms, but the opposite sign to the related issue.

As of December 31, 2010 and 2009 the fair value of the embedded options, either the ones linked to deposits held at Banco Bilbao Vizcaya Argentaria S.A. or the issues launched, amounted to EUR 1,923 thousand

(creditor sign in the deposit options) and EUR 9,990 thousand (debtor sign in the deposit options) respectively, which were recognised under the following captions of the accompanying balance sheets:

	Thousand Euros	
	2010	2009
Embedded Option Valuation-Deposits		
Non-current investments in Group companies and associates-Derivatives	12,415	16,001
Current investments in Group companies and associates-Derivatives	334	-
Long term payables with Group companies and associates-Derivatives	(14,672)	(6,011)
Total	**(1,923)**	**9,990**
Embedded Option Valuation-Issues		
Long-term payables-Derivatives	(12,415)	(16,001)
Short-term payables-Derivatives	(334)	-
Long-term financial investments-Derivatives	14,672	6,011
Total	**1,923**	**(9,990)**

The variation of the valuation on the embedded options on deposits has led to a loss of EUR 71,885 thousand and EUR 146,099 thousand in 2010 and 2009, respectively, and has been recorder under the caption "Change in fair value of financial instruments - Held-for-trading financial assets/liabilities and other". Similarly, the variation of the valuation on the embedded options on issues has led to a gain of EUR 71,885 thousand and EUR 146,099 thousand in 2010 and 2009, respectively. These changes in valuation have been recorded under the caption "Change in fair value of financial instruments - Held-for-trading financial assets/liabilities and other" of the accompanying income statements. Therefore, the final balance is zero.

In the following table, a detail of the main features of the options held at December 31, 2010 and 2009 by the Company arising from ordinary bond and structured note issues (see Note 10), and the related subordinated deposits (see Note 6) is presented:

Year 2010

	Thousand Euros			
	Notional	Assets Fair Value	Liabilities Fair Value	Net Fair Value
Embedded options on deposits	757,855	12,749	(14,672)	(1,923)
Embedded options on issues	(757,855)	(12,749)	14,672	1,923

Year 2009

	Thousand Euros			
	Notional	Assets Fair Value	Liabilities Fair Value	Net Fair Value
Embedded options on deposits	624,210	16,001	(6,011)	9,990
Embedded options on issues	(624,210)	6,011	(16,001)	(9,990)

The detail, by maturity, of the items composing these headings is as follows:

Year 2010

	Thousand Euros					
	2011	2012	2013	2014	2015 and subsequent years	Total
Embedded options on deposits	334	(1,522)	(6,741)	2,099	3,907	(1,923)
Embedded options on issues	(334)	1,522	6,741	(2,099)	(3,907)	1,923

Year 2009

	Thousand Euros					
	2010	2011	2012	2013	2014 and subsequent years	Total
Embedded options on deposits	-	326	2,854	(199)	7,009	9,990
Embedded options on issues	-	(326)	(2,854)	199	(7,009)	(9,990)

8. Cash

The balance of this caption of the balance sheets as of December 31, 2010 and 2009 includes the amount of a demand deposit held by the Company at Banco Bilbao Vizcaya Argentaria, S.A. The interest rate accrued by the demand deposit is calculated as 1-year Euribor minus 0.10%.

During 2010 and 2009 the interest earned on this demand deposit amounted to EUR 13 thousand and EUR 17 thousand respectively, and it is recorded under "Finance income - From marketable securities and other financial instruments - Group companies and associates" of the income statements for the aforementioned periods.

9. Shareholder's equity

Capital stock

As of December 31, 2010 and 2009, the capital stock amounted to EUR 60 thousand, and it is represented by 10,017 shares of EUR 6 par value each, fully subscribed and paid by Banco Bilbao Vizcaya Argentaria, S.A.

Legal reserves

Under the revised Capital Companies Law, the companies who obtain profits in the economic exercise will have to allocate 10% of the same ones as legal reserve until this one reaches, at least, 20% of the share capital. The legal reserve could be used for increasing the share capital in the part of the balance that exceeds 10% of the already increased capital. Apart from this purpose, and while it does not overcome the 20% of the share capital, this reserve will only be able to be used to compensate for losses, providing that there do not exist other available sufficient reserves for this purpose. As of December 31, 2010 and 2009 the legal reserve was equal to 20% of the company's share capital.

10. Long-term and short-term payables - Debentures and other marketable securities

The movement of the balance of the caption "Long-term payables – Debentures and other marketable securities" in the balance sheets during year 2010 is as follows:

	Thousand Euros						
	2009	Additions	Transfers	Financial Income	Financial Expenses	Exchange Differences	2010
Issues	9,026,131	5,897,550	(3,035,498)	-	-	55,124	11,943,307
"Up-front" Premiums	(10,047)	(13,350)	250	-	5,627	-	(17,520)
Option Premiums	(101,592)	(6,352)	548	-	21,949	-	(85,447)
Anticipated Income	-	41	-	(7)	-	-	34
Deferred Charges	(623)	(328)	378	-	-	-	(573)
Total	**8,913,869**	**5,877,561**	**(3,034,322)**	**(7)**	**27,576**	**55,124**	**11,839,801**

On the following table the movement of the balance of "Short-term payables – Debentures and other marketable securities" during year 2010 is presented:

	Thousand Euros						
	2009	Additions	Transfers	Financial Income	Financial Expenses	Expired	2010
Issues	4,564,598	58,089	3,035,498	-	-	(4,564,598)	3,093,587
"Up-front" Premiums	(54)	-	(250)	-	54	-	(250)
Option Premiums	(42)	-	(548)	-	-	42	(548)
Anticipated Income	135,720	-	-	-	292,281	(247,508)	180,493
Deferred Charges	(20)	-	(378)	-	333	-	(65)
Total	**4,700,202**	**58,089**	**3,034,322**	**-**	**292,668**	**(4,812,064)**	**3,273,217**

As of December 31, 2010 and 2009, the Company has in force the Program of Issue Security of Fixed Revenue "Global Medium Term Note" ("GMTN Program"), that was approved by the Board of Directors at a meeting held on December 21, 2004, wherein it was resolved that the Company would issue debt represented by fixed-income securities by a maximum amount of EUR 40,000,000 thousand or the equivalent amount in another currency.

Additionally, on January 25, 2008 the Board of Directors of the Company approved a new Structured Note Program for the issuance of bonds, debentures or other securities to recognize or create standard, registered or bearer, freely transferable debt up to a maximum amount of EUR 2,000,000 thousand or the equivalent in any other currency within the statutory maximum term of 5 years. Later, on May 26, 2009 and on June 21, 2010 the Board of Directors of the Company renewed the mentioned program for five more years.

The issues launched prior to 2010 and still outstanding as of December 31, 2010 are presented in Appendix III. The detail of the issues launched in 2010 is presented in Appendix IV.

During years 2010 and 2009 the expenses incurred on ordinary bond and structured note issues amounted to EUR 328 thousand and EUR 276 thousand respectively and the expenses charged to income in 2010 and 2009 amounted to EUR 333 thousand and EUR 343 thousand respectively, which the Company recognised under "Financial expenses - On debts to third parties" in the income statements for 2010 and 2009. As of December 31, 2010 and 2009, deferred charges from long-term issues amounted EUR 573 thousand and EUR 623 thousand, respectively, and deferred charges from short-term issues that had not been taken to income yet raised up to EUR 65 thousand and EUR 20 thousand respectively.

The placement expenses ("Up-front" premiums) recognised in 2010 and 2009 amounted to EUR 13,350 thousand and EUR 8,250 thousand respectively. During years 2010 and 2009 the Company charged to income EUR 5,681 thousand and EUR 3,617 thousand respectively that were registered under "Financial expenses - On debts to third parties" in the income statements for 2010 and 2009. At December 31, 2010 and 2009, EUR 17,520 thousand and EUR 10,047 thousand of placement expenses of long-term issues had not been taken to income yet.

This line item also includes the difference between the issue price and the face value or redemption value of issues launched at par (with a maturity superior to 12 months). During 2010 it has been recognised in this connection EUR 41 thousand (EUR 0 thousand during 2009), and the amount charged to income for years 2010 and 2009 totalled EUR 7 thousand and EUR 6 thousand, respectively. They were recognised by the Company under "Finance income - From marketable securities and other financial instruments - Third parties" of the income statements for years 2010 and 2009. At December 31, 2009 the amount that was pending to take to income in this connection was EUR 0 thousand.

Also, the caption "Short-term payables - Debentures and other marketable securities" in the accompanying balance sheets as of December 31, 2010 and 2009 reflects the amount of the unearned placement expenses from the short-term issues not taken to income yet, which totalled EUR 250 thousand and EUR 54 thousand, respectively.

The amount of the premiums of the embedded options in long-term issues as of December 31, 2010 and 2009 amounted to EUR 85,447 thousand and EUR 101,592 thousand, respectively, having been charged to income EUR 21,949 thousand in 2010 and EUR 25,385 thousand in 2009 under the caption "Financial expenses - On debts to third parties". The amount of the option premiums embedded in short-term issues as of December 31, 2010 and 2009 amounted to EUR 548 thousand and EUR 42 thousand, respectively, and have been recorded under the caption "Short-term payables – Debentures and other marketable securities" in the accompanying balance sheets.

The column "Exchange differences" reflects the exchange differences arising from the currency issues outstanding as of December 31, 2009 and that still outstand as of December 31, 2010.

The balance of "Short-term payables - Debentures and other marketable securities" in the accompanying balance sheets mainly reflects the short-term issues, plus the accrued uncollected interest on all the outstanding issues as of December 31, 2010. The detail of the short-term issues is presented in Appendix V.

The interests accrued from all the issues in years 2010 and 2009 amounted to EUR 292,281 thousand and EUR 291,910 thousand, respectively, and have been recorded under the caption "Financial expenses – On debts to third parties" of the 2010 and 2009 income statements.

Similarly, the accrued unpaid interest on these issues as of December 31, 2010 and 2009 were recorded under "Short-term payables - Debentures and other marketable securities" in the balance sheet and amounted to EUR 180,493 thousand and EUR 135,720 thousand respectively.

The expenses of the programs incurred during 2010 and 2009 amount to EUR 115 thousand and EUR 215 thousand, respectively, and they are recorded under the caption "Financial expenses - On debt to third parties" of the accompanying income statements.

The detail, by maturity, of the items under this heading, disregarding accrued uncollected interest and accrued earned premiums collected as of December 31, 2010 and 2009, is as follows:

Outstanding issues as of:	Thousand Euros					
	One Year	Two Years	Three Years	Four Years	More than Four Years	Total
December 31, 2010	3,093,587	6,004,279	1,807,210	1,057,700	3,074,118	**15,036,894**
December 31, 2009	4,564,598	3,006,531	3,417,523	746,500	1,855,577	**13,590,729**

All the ordinary bond issues outstanding as of December 31, 2010 and 2009 were listed on the London Stock Exchange and all the structured note issues were listed on the Spanish AIAF fixed-income securities market.

All the issues are jointly and irrevocably guaranteed by Banco Bilbao Vizcaya Argentaria, S.A. The funds obtained from these issues were deposited, once the issue and management expenses were discounted, at Bank Bilbao Vizcaya Argentaria, SA (see Note 6).

11. Short-term payable to Group and associated companies

The balance of this caption of the balance sheets as of December 31, 2010 and 2009, relates to a credit facility that the Company maintained with Banco Bilbao Vizcaya Argentaria, S.A. It was renewed on March 22, 2010 with its maturity date at March 23, 2010, date at which it was renewed again. This credit facility bears interest at a rate equal to 3-month Euribor plus a 0.15% spread.

The interest accrued during 2010 and 2009, amounted to EUR 23 thousand and EUR 38 thousand, and this amount was recorded under the caption "Financial expenses – On debts to group companies" from 2010 and 2009 income statements.

In addition, the accrued unpaid interest on this facility as of December 31, 2010 and 2009 amounted to EUR 8 thousand and EUR 5 thousand, which were recognised under this line item on the liability side of the accompanying balance sheets.

12. Tax matters

Pursuant to the provisions of Legislative Royal Decree 4/2004 of March 5, 2004, implementing the Revised Corporate Income Tax Law, the Company is subject to corporate income tax. The Company also files consolidated tax returns as part of the 2/82 Group, whose parent company is Banco Bilbao Vizcaya Argentaria, S.A.

Accounting profit before taxes for 2010 was the same as taxable profit. The detail of the corporate income tax expense for year 2010 is as follows:

	Thousand Euros
Previous Taxable Income	**531**
Compensation of negative taxable incomes	(33)
Taxable Income	498
Corporate income tax rate (30%)	149
Corporate Income Tax Expense	**149**

The negative taxable incomes that have been compensated refer exclusively to those taxable incomes generated in 2008. As of December 31, 2010, there is not any amount of negative taxable income still pending for compensation in future periods.

The balance of "Trade and other payables – Current tax liabilities" of the balance sheet as of December 31, 2010 includes the amount of EUR 100 thousand of corporate income tax outstanding, diminished by withholdings and prepayments made by the Company during 2010.

The Company had, at the time of the preparation of these financial statements, 2004 and subsequent years open for review by the tax authorities for the main taxes that apply to the Company.

Regarding the diversity of interpretations that can be made of the applicable tax legislation, the outcome of the tax audits of the open years that could be conducted by the tax authorities in the future might originate contingent tax liabilities which cannot be objectively quantified at the present time. However, the Company's Board of Directors and its tax advisers consider that the possibility of these contingent liabilities becoming actual liabilities is remote and, in any case, the tax charge which might arise therefore would not materially affect the Company's financial statements.

13. Other operating expenses

The balance of "Other operating expenses – Exterior services" for 2010 includes the fees paid to the external auditors for the audit of the Company's financial statements. During the year 2010, the fees paid for auditing the

Company's financial statements and other services given by the external auditors, Deloitte, S.L., or any other company related to the auditor by control are the following:

	Thousand Euros
Auditing Services	14
Other Advising or Consulting Services	3
Total fees from Auditing and related services	**17**
Tax Advising Services	-
Other services	1
Total fees from Professional services	**18**

The services provided by our accountants meet the independence requirements established in Law 44/2002, of November 22, on Measures Reforming the Financial System and in the Sarbanes-Oxley Act of 2002 adopted by the Securities and Exchange Commission (SEC), and accordingly they did not include the performance of any work that is incompatible with the auditing function.

As of December 31, 2010, the Company did not have any amount of outstanding debt with their providers that accumulated a superior time to the legal term deferred payment.

14. Directors' remuneration and other benefits

The Company does not pay any salaries or attendance fees to the members of its Board of Directors nor has it granted any loans to them. All of the members of the Board of Directors perform their professional activity at Banco Bilbao Vizcaya Argentaria, S.A., the Company's Sole-Shareholder.

Pursuant to Article 229.2 of the Royal Decree 1/2010 of July 2, that approves the Capital Companies Law, it is hereby stated that neither the members of the Board of Directors of the Company nor their related people (according to the definition stated in the article 231 of the above mentioned law) own any holdings in the capital stock of any company engaging in an activity that is identical, similar or complementary to the activity that constitutes the corporate purpose of the Company and do not discharge any functions thereat.

Also, pursuant to the aforementioned law, set forth below are the activities performed by the members of the Board of Directors and their related people, as independent professionals or as employees that are identical, similar or complementary to the activity that constitutes the corporate purpose of the Company:

Surname(s) and First Name(s)	Activity Performed	Company through which the Activity is Performed	Posts held or functions discharged at the Company
Mr. Urresti Laca, Pedro María	Chairman	BBVA Capital Finance, S.A.U. BBVA Capital Funding, LTD. BBVA International Limited BBVA International Preferred, S.A.U. BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U. BCL International Finance Limited	Chairman Chairman Chairman Chairman Chairman Chairman Chairman
Ms. Fernández Manrique, Ana	Director	BBVA Capital Finance, S.A.U. BBVA Capital Funding, LTD. BBVA International Limited BBVA International Preferred, S.A.U. BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U.	Director Director Director Director Director Director
Mr. García Pérez, Juan Carlos	Director	BBVA Capital Finance, S.A.U. BBVA International Preferred, S.A.U. BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U.	Director Director Director Director
Mr. Sánchez Zabala, Tomás Manuel	Director	BBVA Capital Finance, S.A.U. BBVA International Preferred, S.A.U. BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U.	Director Director Director Director
Mr. Garteiz Gogeascoa, Juan Isusi	Director	BBVA Capital Finance, S.A.U. BBVA Global Finance, LTD. BBVA International Limited BBVA International Preferred, S.A.U. BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U. BCL International Finance Limited	Director Director Director Director Director Director Director
Mr. Moreno Carnero, Raúl	Director	BBVA Subordinated Capital, S.A.U. BBVA U.S. Senior, S.A.U.	Director Director

15. Transactions with related companies

The main balances held by the Company with Banco Bilbao Vizcaya Argentaria Group companies as of December 31, 2010 and 2009, were as follows:

	Thousand Euros	
	2010	2009
BALANCE SHEET		
Assets -		
Non-current loans to companies (Note 6)	11,840,248	8,914,417
Long-term derivatives (Note 7)	12,415	16,001
Current loans to companies (Note 6)	3,273,743	4,700,676
Short-term derivatives (Note 7)	334	-
Cash (Note 8)	2,641	1,525
Liabilities -		
Long-term derivatives (Note 7)	14,672	6,011
Short-term payables to Group and associated companies (Note 11)	2,772	2,187
INCOME STATEMENT		
Income/(Expenses) -		
Finance income (Notes 6 and 8)	320,939	321,606
Financial expenses (Note 11)	(23)	(47)
Change in fair value of financial instruments (Note 7) (*)	(71,885)	(146,099)

(*) This account also includes the negative or positive changes in fair value of financial instruments held to third parties for the same amount.

16. Subsequent events

The following significant events took place from 1 January 2011 to the date of preparation of these financial statements:

- On February 3, 2011, the Company launched the "GMTN 78 - Increase" issue, for a total amount of EUR 130,000 thousand, maturing on January 23, 2014. The issue earns a fixed interest rate of 4.875%. The issue was launched over par at 100.784%.

- On March 18, 2011, the Company launched the "Structured Note 74" issue, for a total amount of EUR 1,650 thousand, maturing on March 18, 2014. The issue bears a variable interest depending on the evolution of the underlying security. The payment of the interests will be done at the maturity of the security. The issue was launched at par.

- On March 21, 2011, the Company launched the "GMTN 109" issue, for a total amount of EUR 100,000 thousand, maturing on March 21, 2012. The issue earns a variable interest at a rate of 3-months Euribor plus 0.9%. The issue was launched at par.

- On March 22, 2011, the Company launched the "GMTN 110" issue, for a total amount of EUR 1,750,000 thousand, maturing on March 22, 2013. The issue earns a fixed interest rate of 4%. The issue was launched below par at 99.819%.

- On March 23, 2011, the Company launched the "GMTN 111" issue, for a total amount of EUR 25,000 thousand, maturing on March 23, 2012. The issue earns a variable interest at a rate of Eonia Ois Compound Euribor plus 1.15%. The issue was launched at par.

All the issues are jointly and severally irrevocably guaranteed by Banco Bilbao Vizcaya Argentaria, S.A. The Company placed the funds obtained from these issues in deposits at Banco Bilbao Vizcaya Argentaria, S.A., which had the same features as the related issues.

17. Explanation added for translation to English

These financial statements are presented on the basis of accounting principles generally accepted in Spain. Certain accounting practices applied by the Company that conform with generally accepted accounting principles in Spain may not conform with generally accepted accounting principles in other countries.

APPENDIX I

DETAIL OF THE DEPOSITS HELD BY THE COMPANY AT DECEMBER 31, 2010 WITH MATURITY EXCEEDING 12 MONTHS:

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2005-09 Deposit (Euros)	06/29/2005	06/29/2012	Quarterly settlements. 3 months Euribor + 0.13%.	1,000,000	1,000,000
2006-25 Deposit (Euros)	04/21/2006	04/22/2013	Annual settlements. Fixed rate 4.005%.	600,000	600,000
2006-27 Deposit (Euros)	08/02/2006	08/02/2021	Quarterly settlements. Interest Index rate	100,000	100,000
2006-29 Deposit (Pounds Sterling)	10/03/2006	10/03/2036	Annual settlements. Up 10/03/2009 (included) 12-months GBP Libor + 1%. From 09/03/2009: 1.29xLibor GBP 12-months; 3x Real State.	165,000	191,693
2007-37 Deposit (Japanese Yens)	01/04/2007	01/04/2017	Annual settlements. Fixed rate 1.835%.	5,000,000	46,020
2007-39 Deposit (Japanese Yens)	02/03/2007	02/02/2013	Annual settlements. Fixed rate 0.8%	15,000,000	138,060
2007-40 Deposit (Euros)	02/20/2007	02/20/2017	Quarterly settlements. 3-months Euribor + 0.090%.	30,000	30,000
2007-45 Deposit (Euros)	03/26/2007	03/26/2014	Annual settlements. EURCMS to 10 years.	10,000	10,000
2007-50 Deposit (Euros)(*)	04/27/2007	04/30/2012	Annual settlements. Fixed interest Index rate.	50,000	50,000
2007-51 Deposit (US Dollars) (*)	05/29/2007	05/31/2012	Settlements to maturity. Fixed interest Index rate.	16,100	12,049
2007-53 Deposit (US Dollars)(*)	08/06/2007	07/31/2017	Annual settlements. Up to 07/31/2009 fixed rate to 8.5%. From to 07/31/2009: rate referenced to a basket of funds.	110,000	82,323

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2007-54 Deposit (US Dollars)(*)	09/20/2007	10/31/2017	Annual settlements. Up to 09/30/2008 fixed rate to 10%. From to 09/30/2008: rate referenced to a basket of funds.	100,000	74,839
2007-55 Deposit (US Dollars)(*)	09/20/2007	10/31/2017	Annual settlements. Up to 09/30/2008 fixed rate to 10%. From to 09/30/2008: rate referenced to a basket of funds.	100,000	74,839
2008-58 Deposit (Euros)(*)	03/31/2008	04/30/2015	Payment to maturity. Rate referenced to a basket of funds.	70,000	70,000
2008-59 Deposit (US Dollars)(*)	03/31/2008	04/30/2015	Payment to maturity. Rate referenced to a basket of funds.	50,000	37,420
2008-61 Deposit (Euros)(*)	04/25/2008	04/25/2013	Annual settlements. Fixed rate to 9% if certain conditions are met, if not 0%.	1,650	1,650
Deposit 2008-63 (Euros)(*)	05/21/2008	05/21/2013	Payment to maturity. Fixed rated to 25%.	1,150	1,150
2008-64 Deposit (Euros)(*)	05/29/2008	05/31/2023	Payment to maturity. Fixed rated to 0.005%.	20,000	20,000
2008-65 Deposit (Euros)(*)	05/30/2008	05/30/2013	Payment to maturity. Fixed rated to 0.005%.	20,000	20,000
2008 - Struct. Note 1 Deposit (Euros)(*)	05/30/2008	05/30/2013	Annual settlements. Fixed rate to 4.65 Euros per note if certain conditions are met, if not 0%.	8,650	8,650
2008 – Struct. Note 2 Deposit (Euros)(*)	05/30/2008	05/30/2013	Annual settlements. Fixed rate to 7,000 Euros per note if certain conditions are met, if not 0%.	2,400	2,400
2008-66 Deposit (US Dollars) (*)	06/02/2008	06/30/2015	Payment to maturity. Fixed rated to 0.005%.	10,000	7,484
2008-67 Deposit (Euros)(*)	06/24/2008	05/29/2015	Payment to maturity. Fixed rated to 0.020%.	3,000	3,000
2008-73 Deposit (Euros)(*)	07/24/2008	07/31/2018	Payment to maturity. Fixed rated to 0.02% per note.	27,000	27,000

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2009-78 Deposit (Euros)	01/23/2009	01/23/2014	Annual settlements. Fixed rate to 4.9%.	1,000,000	1,000,000
2009-Struct. Note 18 Deposit (Euros)(*)	03/31/2009	03/31/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,200	1,200
2009-Struct. Note 19 Deposit (Euros)(*)	04/08/2009	04/10/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,500	1,500
2009-Struct. Note 20 Deposit (Euros)(*)	04/22/2009	04/22/2015	Annual settlements. Fixed coupon (I) of 3.75% plus a fixed coupon (II) of 8% if the preconditions set by the Agent Bank in the contract are met.	1,300	1,300
2009 -80 Deposit (Euros)	05/14/2009	05/14/2012	Annual settlements. Fixed rate to 3.640%.	2,000,000	2,000,000
2009 - Struct. Note 21 Deposit (Euros)(*)	06/15/2009	06/15/2012	Annual settlements. Fixed rate to 11.5%.	3,550	3,550
2009 –Struct. Note 23 Deposit (Euros)(*)	06/22/2009	06/22/2012	Payment to maturity, depending on the behavior of the underlying securities.	1,000	1,000
2009 –Struct. Note 24 Deposit (Euros)(*)	06/22/2009	06/22/2012	Annual settlements. Fixed coupon (I) of 3.95% plus a variable rate coupon if the conditions set by the Agent Bank in the contract are met.	1,000	1,000
2009-Struct. Note 22 Deposit (Euros)(*)	06/22/2009	06/23/2014	Payment to maturity, depending on the behavior of the underlying securities.	2,350	2,350
2009 -81 Deposit (HK Dollars)(*)	06/24/2009	06/25/2012	Quarterly settlements. Variable rate linked to Hibor according to the conditions set by the Agent Bank.	226,000	21,761

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2009 -82 Deposit (HK Dollars)(*)	06/29/2009	06/29/2012	Quarterly settlements. Variable rate linked to Hibor according to the conditions set by the Agent Bank.	80,000	7,703
2009-83 Deposit (Euros)	07/03/2009	07/03/2012	Quarterly settlements. 3 months Euribor + 0.950%.	200,000	200,000
2009 – Struct. Note 25 Deposit (Euros)(*)	07/06/2009	07/06/2017	Annual settlements. Fixed coupon (I) plus a fixed coupon (II) if the preconditions set by the Agent Bank in the contract are met.	1,200	1,200
2009-Struct. Note 26 Deposit (Euros)(*)	07/14/2009	07/14/2014	Payment to maturity, depending on the behavior of the underlying securities (100% of the capital guaranteed).	1,500	1,500
2009-Struct. Note 27 Deposit (Euros)(*)	07/14/2009	07/14/2014	Payment to maturity, depending on the behavior of the underlying securities (90% of the capital guaranteed).	1,100	1,100
2009-Struct. Note 28 Deposit (Euros)(*)	07/22/2009	07/22/2014	Payment to maturity, depending on the behavior of the underlying securities (100% of the capital guaranteed).	1,000	1,000
2009-Struct. Note 29 Deposit (Euros)(*)	07/28/2009	07/30/2012	Annual settlements. Fixed rate to 10.5%.	1,000	1,000
2009-84 Deposit (HK Dollars)(*)	07/30/2009	07/30/2012	Quarterly settlements. 10 year CMS + 0.850%.	94,400	9,089
2009-85 Deposit (HK Dollars)(*)	07/30/2009	07/30/2012	Quarterly settlements. 10 year CMS + 0.8%.	34,000	3,274
2009-Struct. Note 30 Deposit (Euros)(*)	07/31/2009	07/31/2012	Single settlement. Fixed coupon of 5% over the 80% of the face value of the Deposit.	230	230
2009-Struct. Note 32 Deposit (Euros)(*)	08/20/2009	08/20/2014	Annual settlements. Fixed rate to 2.90%.	7,000	7,000

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
GMTN86 Issue (HK Dollars)(*)	09/16/2009	03/16/2012	Quarterly settlements. 10 year CMS.	290,000	27,923
2009-88 Deposit (Euros)(*)	10/30/2009	10/30/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	2,000	2,000
2009-Struct. Note 33 Deposit (Euros)(*)	11/11/2009	11/11/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,150	1,150
2009-Struct. Note 34 Deposit (Euros)(*)	11/12/2009	11/12/2012	Half-yearly settlements. Fixed rate coupon when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,200	1,200
2009-90 Deposit (Euros)	11/13/2009	11/13/2012	Quarterly settlements. 3 months Euribor + 0.440%.	30,000	30,000
2009-91 Deposit (Euros)	11/17/2009	04/30/2012	Annual settlements. Fixed rate to 1.98%.	15,000	15,000
2009-Struct. Note 35 Deposit (Euros)(*)	11/27/2009	11/27/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	6,950	6,950
2009-Struct. Note 36 Deposit (Euros)(*)	12/01/2009	12/03/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	7,600	7,600
2009-Struct. Note 39 Deposit (Euros)(*)	12/01/2009	12/01/2014	Annual settlements. Fixed rate to 5%.	1,000	1,000
2009-Struct. Note 40 Deposit (Euros)(*)	12/01/2009	12/03/2012	Payment to maturity, depending on the behavior of the underlying securities.	4,700	4,700

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2009-Struct. Note 38 Deposit (Euros)(*)	12/03/2009	12/03/2012	Payment to maturity, depending on the behavior of the underlying securities.	2,250	2,250
2009-Struct. Note 45 Deposit (Euros)	12/07/2009	12/07/2015	Half-yearly settlements. 6-months Euribor + 0.245%.	48,700	48,700
2009-Struct. Note 37 Deposit (Euros)(*)	12/07/2009	12/07/2012	Payment to maturity, depending on the behavior of the underlying securities.	1,800	1,800
2009-Struct. Note 41 Deposit (Euros)(*)	12/07/2009	12/07/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	2,000	2,000
2009-Struct. Note 42 Deposit (Euros)(*)	12/10/2009	12/10/2014	Annual settlements. Fixed rate to 8.80% when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	3,500	3,500
2009-Struct. Note 43 Deposit (Euros)(*)	12/10/2009	12/10/2012	Payment to maturity, depending on the behavior of the underlying securities.	1,900	1,900
2009-Struct. Note 46 Deposit (Euros)(*)	12/14/2009	12/14/2012	Payment to maturity. Coupon calculated according to the formula established by the Agent Bank in the contract if the conditions fulfilled. Otherwise, the coupon will be 0%.	1,150	1,150
2009-Struct. Note 47 Deposit (Euros)(*)	12/17/2009	12/17/2012	Payment to maturity, depending on the behavior of the underlying securities.	2,000	2,000
2009-Struct. Note 48 Deposit (Euros)(*)	12/18/2009	12/18/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	3,150	3,150
2009-Struct. Note 44 Deposit (Euros)(*)	12/22/2009	12/24/2012	Payment to maturity, depending on the behavior of the underlying securities.	1,200	1,200

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2009-Struct. Note 50 Deposit (Euros)(*)	12/22/2009	12/17/2012	Payment to maturity, depending on the behavior of the underlying securities.	1,450	1,450
2009-Struct. Note 51 Deposit (Euros)(*)	12/23/2009	12/24/2012	Payment to maturity, depending on the behavior of the underlying securities.	2,500	2,500
2009-Struct. Note 52 Deposit (Euros)(*)	12/23/2009	12/24/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,300	1,300
2010-100 Deposit (Euros)	03/01/2010	03/01/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.1410%.	100,000	100,000
2010- 101 Deposit (Euros)	03/01/2010	03/01/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.1410%.	100,000	100,000
2010-102 Deposit (Euros)	04/12/2010	04/12/2012	Annual settlements. Variable rate 3-months Euribor + 0.320%.	50,000	50,000
2010-104 Deposit (Euros)	07/16/2010	07/16/2012	Annual settlements. Variable rate coupon: 3-months Euribor plus +15, +30, +50, +75, +95, +120, +140 and +155 base points depending on the settlement date. Anticipated amortization: there is a dealer option that can be used before the 15 business days previous to the payment date.	885,000	885,000
2010- Struct. Note 53 Deposit (Euros)	01/15/2010	01/15/2013	Annual settlements. Yearly variable rate coupons of either 9% or 0% depending on the evolution of the underlying securities.	1,050	1,050
2010 - 98 Deposit (Euros)	01/20/2010	01/20/2012	Quarterly settlements. Variable rate 6-months Euribor + 0.01%.	100,000	100,000
2010 - 99 Deposit (Euros)	01/15/2010	01/15/2013	Quarterly settlements. Variable rate 3-months Euribor + 0.420%.	1,000,000	1,000,000
2010- Struct. Note 54 Deposit (Euros)	01/25/2010	01/25/2013	Half-yearly settlements. Variable rate of either 2% or 0% depending on the evolution of the underlying securities.	1,000	1,000

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2010 - 106 Deposit (Euros)	08/03/2010	08/03/2012	Quarterly settlements. Variable rate 3-months Euribor plus +15, +30, +50, +75, +95, +120, +140 and +155 base points depending on the settlement date.	100,000	100,000
2010- Struct. Note 58 Deposit (Euros)	02/25/2010	02/25/2013	Sole coupon payment at 02/25/2011= 8%*0,5*Note amount.	3,500	3,500
2010 – Struct. Note 59 Deposit (Euros)	03/01/2010	03/01/2014	Annual settlements. Fixed rate coupon of 12% as of 03/01/2011. Afterwards, 12% or multiplier of 12 if the contract conditions are met. Otherwise, 0%.	3,950	3,950
2010 – Struct. Note 60 Deposit (Euros)	03/03/2010	03/04/2013	Annual settlements. Variable rate annual coupon of 12.5% or multiplier of 12.5% if the contract conditions are met. Otherwise, 0%.	1,000	1,000
2010 – Struct. Note 62 Deposit (Euros)	03/30/2010	04/01/2013	Annual settlements. Only one variable rate coupon at 03/30/2011= 4.50%*4*calculation amount (50,000 Euros) per Note. A part of the structure is amortized at 03/30/2011.	8,500	8,500
2010 – Struct. Note 63 Deposit (Euros)	03/31/2010	04/02/2013	Annual settlements. Sole variable rate coupon at 03/31/2011= 4.75%*calculation amount (50,000 Euros) per Note. A part of the structure is amortized at 03/31/2011.	2,100	2,100
2010 – Struct. Note 64 Deposit (Euros)	04/12/2010	04/12/2013	Annual settlements. Variable coupon rate of 16.5%, 11% or 5.50% depending on the evolution of the underlying securities.	1,150	1,150
2010 – Struct. Note 65 Deposit (Euros)	04/14/2010	04/14/2015	Annual settlements. Variable coupon rate of either 8% or 0% depending on the evolution of the underlying securities.	1,900	1,900
2010 – 103 Deposit (Euros)	04/23/2010	04/23/2015	Annual settlements. Fixed rate of 3.255%.	1,000,000	1,000,000

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2010 – Struct. Note 70 Deposit (Euros)	05/05/2010	05/06/2013	Sole variable rate coupon at 05/05/2011 equal to 9,500 Euros per note. Payment to maturity, depending on the evolution of the underlying securities, and anticipated amortization options at 05/05/2011 and 05/07/2012. However, 200,000 Euros per note is amortizating at 05/05/2011 (5,600,000 Euros).	9,000	9,000
2010 – Struct. Note 72 Deposit (Euros)	05/18/2010	05/18/2015	Annual settlements. Yearly variable rate coupons of either 8% or 0% depending on the evolution of the underlying securities. Payment to maturity, depending on the evolution of the underlying securities, and annual anticipated amortization options.	3,300	3,300
2010 – Struct. Note 73 Deposit (Euros)	05/28/2010	05/28/2015	Annual settlements. Yearly variable rate coupons of either 8.75% or 0% depending on the evolution of the underlying securities. Payment to maturity, depending on the evolution of the underlying securities, and annual anticipated amortization options.	1,000	1,000
2010 – Struct. Note 68 Deposit (Euros)	06/01/2010	06/23/2015	Annual settlements. Yearly variable rate coupons of 37%, 18% or 0% depending on the evolution of the underlying securities (coupon dates: 06/23/2011, 06/25/2012, 06/24/2013 and 06/23/2014). Payment to maturity, depending on the evolution of the underlying securities.	15,000	15,000
2010 - 107 Deposit (Euros)	08/06/2010	08/06/2015	Annual settlements. Fixed rate of 3.880%.	1,250,000	1,250,000
2010 - 108 Deposit (Euros)	09/10/2010	09/10/2012	Annual settlements. Fixed rate of 2.750%.	1,000,000	1,000,000

	Date of Placement	Date of Maturity	Interest Rate	Amount (Thousand in Foreign currency)	Amount (Thousand Euros)
2010 - 108 Deposit Increase (Euros)	09/14/2010	09/10/2012	Annual settlements. Fixed rate of 2.750%.	250,000	250,000
2010 – Struct. Note 49 Deposit (Euros)	01/15/2010	01/15/2013	Variable rate. Payment to maturity according to appendix, depending on the behavior of the underlying securities.	1,000	1,000
2010 – Struct. Note 57 Deposit (Euros)	02/23/2010	02/23/2013	Payment to maturity. Variable rate, embedded coupon to the note.	1,600	1,600
2010 – Struct. Note 61 Deposit (Euros)	03/10/2010	03/10/2015	Annual settlements. Variable rate of 5% or 5% multiplier if the contract conditions are met. Otherwise, 0% (first coupon date at 03/11/2013).	1,000	1,000
2010 – Struct. Note 71 Deposit (Euros)	05/10/2010	05/10/2013	Embedded coupon to the note. Payment to maturity, depending on the evolution of the underlying security and with anticipated amortization options at 05/10/2011 and 05/10/2012.	3,400	3,400
2010 – Struct. Note 66 Deposit (Euros)	04/16/2010	12/23/2013	There is no coupon payment. Payment to maturity, depending on the evolution of the underlying securities.	2,000	2,000
2010 – Struct. Note 67 Deposit (Euros)	04/26/2010	04/27/2015	There is no coupon payment. Payment to maturity, depending on the evolution of the underlying securities.	1,100	1,100
			Total		**11,943,307**

(*) These deposits have default options. (See Note 7)

APPENDIX II

DETAIL OF THE DEPOSITS HELD BY THE COMPANY AT DECEMBER 31, 2010 WITH MATURITY NOT EXCEEDING 12 MONTHS:

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)
2006-19 Deposit (Euros)	02/24/2006	02/24/2011	Quarterly settlements. 3-months Euribor + 0.105%.	1,250,000	1,250,000
2006-33 Deposit (Pounds Sterling)	11/08/2006	11/08/2011	Quarterly settlements. 3 months GBP Libor + 0.075%.	250,000	290,444
2008 – 68 Deposit (Japanese yens)	06/27/2008	06/27/2011	Quarterly settlements. 3-months JPY Libor + 0.40%.	8,000,000	73,632
2008 – 69 Deposit (Euros)	07/04/2008	01/04/2011	Annual settlement. Fixed rate of 5.5855%.	100,000	100,000
2008-71 Deposit (Pounds Sterling) (*)	07/22/2008	07/29/2011	Payment to maturity. Fixed rate of 0.02% per note.	10,000	11,618
2008-72 Deposit (US Dollars)(*)	07/22/2008	07/29/2011	Payment to maturity. Fixed rate of 0.02% per note.	8,000	5,987
2008 – Struct. Note 3 Deposit (Euros)(*)	09/24/2008	09/26/2011	Annual settlements. Fixed rate of 7.50% if the contract conditions are met. Otherwise, 0%.	3,000	3,000
2008 – Struct. Note 5 Deposit (Euros)(*)	10/24/2008	10/24/2011	Payment to maturity. Variable rate set by the Agent Bank.	950	950
2008 – Struct. Note 12 Deposit (Euros)(*)	12/19/2008	12/19/2011	Payment to maturity. Variable rate set by the Agent Bank.	1,000	1,000
2009 – 87 Deposit (US Dollars)	10/19/2009	10/19/2011	Quarterly payments. Variable rate 3-months USD Libor + 0.4%.	25,000	18,710
2009 – 92 Deposit (Euros)	11/24/2009	11/24/2011	Quarterly payments. Variable rate 3-months Euribor + 0.19%.	250,000	250,000
2009 – 94 Deposit (Australian Dollars)	12/01/2009	12/01/2011	Quarterly payments. Variable rate linked to the 3-months BBSW + 0.620%.	30,000	22,838
2009-95 Deposit (Pounds Sterling) (*)	12/04/2009	12/12/2011	Sole payment at 06/04/2010. Fixed rate of 4.5%.	2,000	2,323
2009-96 Deposit (Pounds Sterling) (*)	12/21/2009	12/27/2011	Sole payment at 06/021/2010. Fixed rate of 4.5%.	4,300	4,996
2009-97 Deposit (Euros)	12/23/2009	12/12/2011	Quarterly payments. Variable rate 3-months Euribor + 0.30%.	1,000,000	1,000,000

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)
2010-105 Deposit (Pounds Sterling)	07/27/2010	07/27/2011	Annual settlements. Variable rate coupon: 1-month Libor + 10, +15, +30, +40, +45, +50, +55, +60, +85, +110, +120, +130 base points depending on the settlement date. Anticipated Amortization: there is a dealer option that can be used before the five business days previous to the payment date.	50,000	58,089
			Total		**3,093,587**

APPENDIX III

DETAIL OF THE ISSUES WITH A MATURITY OF MORE THAN 12 MONTHS, MAKE BY COMPANY BEFORE YEAR 2010 AND REMAINED ON DECEMBER 31, 2010:

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
GMTN09 Issue (Euros)	06/29/2005	06/29/2012	Quarterly settlements. 3-months Euribor + 0.125%.	1,000,000	1,000,000	The Company did not incurred in placement expenses and the issue was launched 99.836% below par.
GMTN25 Issue (Euros)	04/21/2006	22/04/2013	Annual settlements. From 04/22/2007. Annual fixed rate to 4.00%.	600,000	600,000	The issue was launched 99.97% below par.
GMTN27 Issue (Euros)	08/02/2006	08/02/2021	Quarterly settlements. Fixed rate referred to interest rate indexes.	100,000	100,000	The issue was launched at par.
GMTN29 Issue (Pounds Sterling)	10/03/2006	10/03/2036	Annual settlements. Up to 10/03/2009 (included) 12-months GBP Libor + 1%. From to 09/03/2009: 1.29x12-months GBP Libor; 3xReal State.	165,000	191,693	The Company did not incur in placement expenses and the issue was launched at par.
GMTN37 Issue (Japanese yens)	01/04/2007	01/04/2017	Annual settlements. Fixed rate to 1.835%.	5,000,000	46,020	The Company did not incur in placement expenses and the issue was launched at par.
GMTN39 Issue (Japanese yens)	02/03/2007	02/02/2013	Annual settlements. Fixed rate to 0.80%.	15,000,000	138,060	The issue was launched 96.05% below par.
GMTN40 Issue (Euros)	02/20/2007	02/20/2017	Quarterly settlements. 3 months Euribor + 0.090%.	30,000	30,000	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
GMTN45 Issue (Euros)	03/26/2007	03/26/2014	Annual settlements. EUR CMS to 10 years.	10,000	10,000	The issue was launched at par.
GMTN50 Issue (Euros)(*)	04/27/2007	04/30/2012	Annual settlements. Fixed rate referred to interest rate indexes.	50,000	50,000	The placement expenses amounted to 0.044%. The issue was launched at par.
GMTN51 Issue (US Dollars)(*)	05/29/2007	05/31/2012	Payments to maturity. Fixed rate referred to interest rate indexes.	16,100	12,049	The issue was launched at par.
GMTN53 Issue (US Dollars)(*)	08/06/2007	07/31/2017	Annual settlements. Fixed rate to 8.5% until 07/31/2009. From 07/31/2009, rate referred to a basket of securities.	110,000	82,323	The issue was launched at par.
GMTN54 Issue (US Dollars)(*)	09/20/2007	10/31/2017	Annual settlements. Fixed rate to 10% until to 09/30/2008. From to 09/30/2008, rate referred to a basket of funds.	100,000	74,839	The issue was launched at par.
GMTN55 Issue (US Dollars)(*)	09/20/2007	10/31/2017	Annual settlements. Fixed rate to 10% until to 09/30/2008. From to 09/30/2008, rate referred to a basket of funds.	100,000	74,839	The issue was launched at par.
GMTN58 Issue (Euros)(*)	03/31/2008	04/30/2015	Payment to maturity. Rate referred to a basket of funds.	70,000	70,000	The issue was launched at par.
GMTN59 Issue (US Dollars)(*)	03/31/2008	04/30/2015	Payment to maturity. Rate referenced to a basket of funds.	50,000	37,420	The issue was launched at par.
GMTN61 Issue (Euros)(*)	04/25/2008	04/25/2013	Annual settlements. Fixed rate of 9% when the contract conditions are met. Otherwise, the coupon will be 0%.	1,650	1,650	The issue was launched at par.
GMTN63 Issue (Euros)(*)	05/21/2008	05/21/2013	Payment to maturity. Fixed rate to 25%.	1,150	1,150	The issue was launched at par.
GMTN64 Issue (Euros)(*)	05/29/2008	05/31/2023	Payment to maturity. Fixed rate to 0.005%.	20,000	20,000	The issue was launched at par.
GMTN65 Issue (Euros)(*)	05/30/2008	05/30/2013	Payment to maturity. Fixed rate to 0.005%.	20,000	20,000	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Note.1 Issue (Euros)(*)	05/30/2008	05/30/2013	Annual settlements. Fixed rate of 4.65 Euros per note when the conditions are met. Otherwise, 0%.	8,650	8,650	The issue was launched at par.
Struct. Note.2 Issue (Euros)(*)	05/30/2008	05/30/2013	Annual settlements. Fixed rate of 7,000 Euros per note when the conditions are met. Otherwise, 0%.	2,400	2,400	The issue was launched at par.
GMTN66 Issue (US Dollars)(*)	06/02/2008	06/30/2015	Payment to maturity. Fixed rate to 0.005%.	10,000	7,484	The issue was launched at par.
GMTN67 Issue (Euros)(*)	06/24/2008	05/29/2015	Payment to maturity. Fixed rate to 0.020%.	3,000	3,000	The issue was launched at par.
GMTN73 Issue (Euros)(*)	07/24/2008	07/31/2018	Payment to maturity. Fixed rate to 0.02% per note.	27,000	27,000	The issue was launched at par.
GMTN78 Issue (Euros)(*)	01/23/2009	01/23/2014	Annual settlements. Fixed rate at 4.875%.	1,000,000	1,000,000	The issue was launched 99.991% below par.
Struct. Note 18 Issue (Euros)(*)	03/31/2009	03/31/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,200	1,200	The issue was launched at par.
Struct. Note 19 Issue (Euros)(*)	04/08/2009	04/10/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,500	1,500	The issue was launched at par.
Struct. Note 20 Issue (Euros)(*)	04/22/2009	04/22/2015	Annual settlements. Fixed coupon (I) of 3.75% plus a fixed coupon (II) of 8% if the conditions set by the Agent Bank in the contract are met.	1,300	1,300	The issue was launched at par.
GMTN80 Issue (Euros)(*)	05/14/2009	05/14/2012	Annual settlements. Fixed rate at 3.625%.	2,000,000	2,000,000	The issue was launched 99.922% below par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Note 21 Issue (Euros)(*)	06/15/2009	06/15/2012	Annual settlements. Fixed rate at 11.5%.	3,550	3,550	The issue was launched at par.
Struct. Note 23 Issue (Euros)(*)	06/22/2009	06/22/2012	Payment to maturity, depending on the evolution of the underlying securities.	1,000	1,000	The issue was launched at par.
Struct. Note 24 Issue (Euros)(*)	06/22/2009	06/22/2012	Annual settlements. Fixed coupon (I) of 3.95% plus a variable coupon if the conditions set by the Agent Bank in the contract are met.	1,000	1,000	The issue was launched at par.
Struct. Note 22 Issue (Euros)(*)	06/22/2009	06/23/2014	Payment to maturity, depending on the evolution of the underlying securities.	2,350	2,350	The issue was launched at par.
GMTN81 Issue (HK Dollars)(*)	06/24/2009	06/25/2012	Quarterly settlements. Variable rate related to Hibor according to the conditions established by the Agent Bank.	226,000	21,761	The issue was launched at par.
GMTN82 Issue (HK Dollars)(*)	06/29/2009	06/29/2012	Quarterly settlements. Variable rate related to Hibor according to the conditions established by the Agent Bank.	80,000	7,703	The issue was launched at par.
GMTN83 Issue (Euros)(*)	07/03/2009	07/03/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.940%.	200,000	200,000	The issue was launched at par.
Struct. Note 25 Issue (Euros)(*)	07/06/2009	07/06/2017	Annual settlements. Fixed coupon (I) plus a fixed coupon (II) if the preconditions set by the Agent Bank in the contract are met.	1,200	1,200	The issue was launched at par.
Struct. Note 26 Issue (Euros)(*)	07/14/2009	07/14/2014	Payment to maturity, depending on the evolution of the underlying securities (100% of the capital is guaranteed).	1,500	1,500	The issue was launched at par.
Struct. Note 27 Issue (Euros)(*)	07/14/2009	07/14/2014	Payment to maturity, depending on the evolution of the underlying securities (90% of the capital is guaranteed).	1,000	1,000	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Note 28 Issue (Euros)(*)	07/22/2009	07/22/2014	Payment to maturity, depending on the evolution of the underlying securities (100% of the capital is guaranteed).	1,000	1,000	The issue was launched at par.
Struct. Note 29 Issue (Euros)(*)	07/28/2009	07/30/2012	Annual settlements. Fixed rate at 10.5%.	1,000	1,000	The issue was launched at par.
GMTN84 Issue (HK Dollars)(*)	07/30/2009	07/30/2012	Quarterly settlements, related to 10-years CMS + 0.850%.	94,400	9,089	The issue was launched at par.
GMTN85 Issue (HK Dollars)(*)	07/30/2009	07/30/2012	Quarterly settlements, related to 10-years CMS + 0.8%.	34,000	3,274	The issue was launched at par.
Struct. Note 30 Issue (Euros)(*)	07/31/2009	07/31/2012	Single payment. Fixed rate coupon at 5% from 80% of the deposit amount.	1,150	1,150	The issue was launched at par.
Struct. Note 32 Issue (Euros)(*)	08/20/2009	08/20/2014	Annual payment. Fixed rate at 2.90%.	7,000	7,000	The issue was launched at par.
GMTN86 Issue (HK Dollars)(*)	09/16/2009	03/16/2012	Quarterly settlements, related to 10-years CMS.	290,000	27,923	The issue was launched at par.
GMTN88 Issue (Euros)(*)	10/30/2009	10/30/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	2,000	2,000	The issue was launched at par.
Struct. Note 33 Issue (Euros)(*)	11/11/2009	11/11/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,150	1,150	The issue was launched at par.
Struct. Note 34 Issue (Euros)(*)	11/12/2009	11/12/2012	Half-yearly settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	1,200	1,200	The issue was launched at par.
GMTN90 Issue (Euros)	11/13/2009	11/13/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.440%.	30,000	30,000	The issue was launched 98.897% below par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
GMTN91 Issue (Euros)	11/17/2009	04/30/2012	Annual settlements. Fixed rate at 1.98%.	15,000	15,000	The issue was launched at par.
Struct. Note 35 Issue (Euros)(*)	11/27/2009	11/27/2014	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	6,950	6,950	The issue was launched at par.
Struct. Note 36 Issue (Euros)(*)	12/01/2009	12/03/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	7,600	7,600	The issue was launched at par.
Struct. Note 39 Issue (Euros)(*)	12/01/2009	12/01/2014	Annual settlements. Fixed rate at 5%.	1,000	1,000	The issue was launched at par.
Struct. Note 40 Issue (Euros)(*)	12/01/2009	12/03/2012	Payment to maturity, depending on the evolution of the underlying securities.	4,700	4,700	The issue was launched at par.
Struct. Note 38 Issue (Euros)(*)	12/03/2009	12/03/2012	Payment to maturity, depending on the evolution of the underlying securities.	2,250	2,250	The issue was launched at par.
Struct. Note 45 Issue (Euros)(*)	12/07/2009	12/07/2015	Half-yearly payments. Variable rate 6-months Euribor + 0.245%.	48,700	48,700	The issue was launched 99.69% below par.
Struct. Note 37 Issue (Euros)(*)	12/07/2009	12/07/2012	Payment to maturity, depending on the evolution of the underlying securities.	1,800	1,800	The issue was launched at par.
Struct. Note 41 Issue (Euros)(*)	12/07/2009	12/07/2012	Annual settlements. Fixed rate when the conditions set by the Agent Bank in the contract are met. Otherwise, the coupon will be 0%.	2,000	2,000	The issue was launched at par.
Struct. Note 42 Issue (Euros)(*)	12/10/2009	12/10/2014	Annual settlements. Fixed rate of 8.80% if the conditions established in the contract by the Agent Bank are met. Otherwise, 0%.	3,500	3,500	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Note 43 Issue (Euros)(*)	12/10/2009	12/10/2012	Payment to maturity, depending on the evolution of the underlying securities.	1,900	1,900	The issue was launched at par.
Struct. Note 46 Issue (Euros)(*)	12/14/2009	12/14/2012	Payment to maturity. The coupon will be calculated according to the formula established by the Agent Bank in the contract if the conditions are met. Otherwise, it will be 0%.	1,150	1,150	The issue was launched at par.
Struct. Note 47 Issue (Euros)(*)	12/17/2009	12/17/2012	Payment to maturity, depending on the evolution of the underlying securities.	2,000	2,000	The issue was launched at par.
Struct. Note 48 Issue (Euros)(*)	12/18/2009	12/18/2012	Annual settlements. Fixed rate if the conditions established in the contract by the Agent Bank are met. Otherwise, 0%.	3,150	3,150	The issue was launched at par.
Struct. Note 44 Issue (Euros)(*)	12/22/2009	12/24/2012	Payment to maturity, depending on the evolution of the underlying securities.	1,200	1,200	The issue was launched at par.
Struct. Note 50 Issue (Euros)(*)	12/22/2009	12/17/2012	Payment to maturity, depending on the evolution of the underlying securities.	1,450	1,450	The issue was launched at par.
Struct. Note 51 Issue (Euros)(*)	12/23/2009	12/24/2012	Payment to maturity, depending on the evolution of the underlying securities.	2,500	2,500	The issue was launched at par.
Struct. Note 52 Issue (Euros)(*)	12/23/2009	12/24/2012	Annual settlements. Fixed rate if the conditions established in the contract by the Agent Bank are met. Otherwise, 0%.	1,300	1,300	The issue was launched at par.
			Total		**6,045,758**	

APPENDIX IV

DETAILS OF ISSUES WITH MATURITY OVER 12 MONTHS, REALIZED BY THE COMPANY DURING THE YEAR 2010:

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
GMTN98 Issue (Euros)	01/20/2010	01/21/2012	Half-yearly payments. Variable rate 6-months Euribor + 0.100%.	100,000	100,000	The issue was launched at par.
GMTN99 Issue (Euros)	01/22/2010	01/22/2013	Annual settlements. Variable rate 3-months Euribor + 0.420%.	1,000,000	1,000,000	The issue was launched at par.
GMTN100 Issue (Euros)	03/01/2010	03/01/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.400%.	100,000	100,000	The issue was launched at par.
GMTN101 Issue (Euros)	03/01/2010	03/01/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.400%.	100,000	100,000	The issue was launched at par.
GMTN102 Issue (Euros)	04/12/2010	04/12/2012	Quarterly settlements. Variable rate 3-months Euribor + 0.300%.	50,000	50,000	The issue was launched at par.
GMTN103 Issue (Euros)	04/23/2010	04/23/2015	Annual settlements. Fixed rate at 3.250%.	1,000,000	1,000,000	The issue was launched 99.746% below par.
GMTN104 Issue (Euros)	07/16/2010	07/16/2012	Quarterly settlements. 3-months Euribor + spread (+15, +30, +50, +75, +95, +120, +140, +155 base points) that differ depending on the settlement date.	885,000	885,000	The issue was launched at par.
GMTN105 Issue (Pounds Sterling)(*)	07/27/2010	07/27/2011	Monthly settlements. 1-month Libor + spread (+10,+15,+30,+40, +45,+50,+55,+60,+85, +110, +120, +130 base points) depending on the settlement date.	50,000	58,090	The issue was launched at par.
GMTN106 Issue (Euros)	08/03/2010	08/03/2012	Quarterly settlements. 3-months Euribor + spread (+15, +30, +50, +75, +95, +120, +140, +155 base points) depending on the settlement date.	100,000	100,000	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
GMTN107 Issue (Euros)	08/06/2010	08/06/2015	Annual settlements. Fixed rate at 3.875%.	1,250,000	1,250,000	The issue was launched 99.915% below par.
GMTN108 Issue (Euros)	09/10/2010	09/10/2012	Annual settlements. Fixed rate at 2.750%.	1,000,000	1,000,000	The issue was launched 99.847% below par.
GMTN108 Issue Increase (Euros)	09/14/2010	09/14/2012	Annual settlements. Fixed rate at 2.750%.	250,000	250,000	The issue was launched 100.141% over par.
Struct. Notes 49 Issue (Euros)	01/15/2010	01/15/2013	Payment to maturity, depending on the evolution of the underlying securities.	1,000	1,000	The issue was launched at par.
Struct. Notes 53 Issue (Euros)	01/15/2010	01/15/2013	Annual settlements. Fixed rate of either 9% or 0% depending on the evolution of the underlying securities.	1,050	1,050	The issue was launched at par.
Struct. Notes 54 Issue (Euros)	01/25/2010	01/25/2012	Quarterly settlements. Fixed rate of either 2% or 0% depending on the evolution of the underlying securities.	1,000	1,000	The issue was launched at par.
Struct. Notes 57 Issue (Euros)	02/23/2010	02/23/2013	Payment at 02/25/2011, depending on the evolution of the underlying securities.	1,600	1,600	The issue was launched at par.
Struct. Notes 58 Issue (Euros)	02/25/2010	02/25/2013	Payment to maturity, depending on the evolution of the underlying security.	3,500	3,500	The issue was launched at par.
Struct. Notes 59 Issue (Euros)	03/01/2010	03/03/2014	Payment to maturity. Variable rate of 12% or 12% multiplier depending on the evolution of the underlying security.	3,950	3,950	The issue was launched at par.
Struct. Notes 60 Issue (Euros)	03/03/2010	03/04/2013	Payment to maturity. Variable rate of 12.5% or 12.5% multiplier depending on the evolution of the underlying security.	1,000	1,000	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Notes 61 Issue (Euros)	03/10/2010	03/10/2015	Payment to maturity. Variable rate of 5% or 5% multiplier depending on the evolution of the underlying securities.	1,000	1,000	The issue was launched 70% below par.
Struct. Notes 62 Issue (Euros)	03/30/2010	04/01/2013	Payment to maturity, depending on the evolution of the underlying securities.	8,500	8,500	The issue was launched at par.
Struct. Notes 63 Issue (Euros)	03/31/2010	04/02/2013	Payment to maturity, depending on the evolution of the underlying securities.	2,100	2,100	The issue was launched at par.
Struct. Notes 64 Issue (Euros)	04/12/2010	04/12/2013	Payment to maturity, fixed rate at 16.50%, 11% or 5.50% depending on the evolution of the underlying securities.	1,150	1,150	The issue was launched at par.
Struct. Notes 65 Issue (Euros)	04/14/2010	04/14/2015	Payment to maturity, fixed rate at 8% or 0% depending on the evolution of the underlying securities.	1,900	1,900	The issue was launched at par.
Struct. Notes 66 Issue (Euros)	04/16/2010	12/23/2013	Payment to maturity, depending on the evolution of the underlying securities.	2,000	2,000	The issue was launched at par.
Struct. Notes 67 Issue (Euros)	04/26/2010	04/27/2015	Payment to maturity, depending on the evolution of the underlying securities.	1,100	1,100	The issue was launched 65.335% below par.
Struct. Notes 68 Issue (Euros)	06/01/2010	06/23/2014	Annual settlements, fixed rate at 37%, 18% or 0% depending on the evolution of the underlying securities.	15,000	15,000	The issue was launched at par.
Struct. Notes 70 Issue (Euros)	05/05/2010	05/06/2013	Payment to maturity, depending on the evolution of the underlying securities.	9,000	9,000	The issue was launched at par.
Struct. Notes 71 Issue (Euros)	05/10/2010	05/10/2013	Payment to maturity, depending on the evolution of the underlying securities.	3,400	3,400	The issue was launched at par.
Struct. Notes 72 Issue (Euros)	05/18/2010	05/18/2015	Payment to maturity, fixed rate at 8% or 0% depending on the evolution of the underlying securities.	3,300	3,300	The issue was launched at par.

	Date of Placement	Date of Maturity	Interest Rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)	Placement Expenses
Struct. Notes 73 Issue (Euros)	05/28/2010	05/28/2015	Payment to maturity, fixed rate at 8.75% or 0% depending on the evolution of the underlying securities.	1,000	1,000	The issue was launched at par.
			Total		**5,955,640**	

APPENDIX V

DETAIL OF ISSUES WITH A MATURITY OF LESS THAN 12 MONTHS, REALIZED BY THE COMPANY DURING PREVIOUS PERIODS TO 2010 AND OUTSATNDING AS OF DECEMBER 31, 2010:

	Date of Placement	Date of Maturity	Interest rate	Face Value (Thousand in Foreign currency)	Face Value (Thousand Euros)
GMTN19 Issue (Euros)	02/24/2006	02/24/2011	Quarterly settlements. 3-months Euribor + 0.100%.	1,250,000	1,250,000
GMTN33 Issue (Pounds Sterling)	11/08/2006	11/08/2011	Quarterly settlements. 3 months GBP Libor + 0.075%.	250,000	290,445
GMTN68 Issue (Japanese yens)	06/27/2008	06/27/2011	Quarterly settlements. Fixed rate at JPY Libor + 0.40%.	8,000,000	73,629
GMTN69 Issue (Euros)	07/04/2008	01/04/2011	Annual settlements. Fixed rate at 5.5855%.	100,000	100,000
GMTN71 Issue (Pounds Sterling)(*)	07/22/2008	07/29/2011	Payment to maturity, fixed rate at 0.02% per note.	10,000	11,618
GMTN72 Issue (US Dollars)(*)	07/22/2008	07/29/2011	Payment to maturity, fixed rate at 0.02% per note.	8,000	5,987
GMTN87 Issue (US Dollars)(*)	10/19/2009	10/19/2011	Quarterly payments. Variable rate 3-months USD Libor + 0.4%.	25,000	18,710
GMTN92 Issue (Euros)	11/24/2009	11/24/2011	Quarterly payments. Variable rate 3-months Euribor + 0.190%.	250,000	250,000
GMTN94 Issue (Australian Dollars)	12/01/2009	12/01/2011	Quarterly payments. Variable rate 3-months BBSW + 0.620%.	30,000	22,838
GMTN95 Issue (Pounds Sterling)(*)	12/04/2009	12/12/2011	Sole payment at 06/04/2010. Fixed rate at 4.5%.	2,000	2,324
GMTN96 Issue (Pounds Sterling)(*)	12/21/2009	12/27/2011	Only payment at 21 June 2010. Fixed rate at 4.5%.	4,300	4,996
GMTN97 Issue (Euros)	12/23/2009	12/12/2011	Quarterly settlements. Variable rate 3-months Euribor + 0.30%.	1,000,000	1,000,000
Struct. Note 12 Issue (Euros)(*)	12/19/2008	12/19/2011	Payment to maturity. Variable rate set by the Agent Bank.	1,000	1,000
Struct. Note 3 Issue (Euros)(*)	09/24/2008	09/26/2011	Annual settlements. Fixed rate at 7.5% if the established conditions are met. Otherwise, 0%.	3,000	3,000
Struct. Note 5 Issue (Euros)(*)	10/24/2008	10/24/2011	Payment to maturity. Variable rate to be determined by the Agent Bank.	950	950
			Total		**3,035,497**

BBVA SENIOR FINANCE, S.A. (Sole-Shareholder Company)

Management Report
as of December 31, 2010

According to the exclusive corporate purpose of BBVA Senior Finance, S.A. (Sole-Shareholder Company), ("The Company"), during 2010, the Company has continued issuing Senior Securities, under the GMTN program for their placement in national and international markets. The issues launched by the Company have been as follows:

Issue	Currency	Face Value
GMTN98	EUR	100,000,000
GMTN99	EUR	1,000,000,000
GMTN100	EUR	100,000,000
GMTN101	EUR	100,000,000
GMTN102	EUR	50,000,000
GMTN103	EUR	1,000,000,000
GMTN104	EUR	885,000,000
GMTN105	GBP	50,000,000
GMTN106	EUR	100,000,000
GMTN107	EUR	1,250,000,000
GMTN108	EUR	1,000,000,000
GMTN108-INCREASED	EUR	250,000,000

On January 25, 2008, the Board of Directors of the Company approved a new Bond and Structured Notes Issues Program, registered in the CNMV on May 13, 2008. Under this program were realized the following issues during 2010:

Issue	Currency	Face value
STRUCTURED NOTES 49	EUR	1,000,000
STRUCTURED NOTES 53	EUR	1,050,000
STRUCTURED NOTES 54	EUR	1,000,000
STRUCTURED NOTES 55	EUR	1,800,000
STRUCTURED NOTES 57	EUR	1,600,000
STRUCTURED NOTES 56	EUR	1,000,000
STRUCTURED NOTES 58	EUR	3,500,000
STRUCTURED NOTES 59	EUR	3,950,000
STRUCTURED NOTES 60	EUR	1,000,000
STRUCTURED NOTES 61	EUR	1,000,000
STRUCTURED NOTES 62	EUR	8,500,000
STRUCTURED NOTES 63	EUR	2,100,000
STRUCTURED NOTES 64	EUR	1,150,000
STRUCTURED NOTES 65	EUR	1,900,000
STRUCTURED NOTES 66	EUR	2,000,000
STRUCTURED NOTES 67	EUR	1,100,000
STRUCTURED NOTES 68	EUR	15,000,000
STRUCTURED NOTES 69	EUR	1,800,000
STRUCTURED NOTES 70	EUR	9,000,000
STRUCTURED NOTES 71	EUR	3,400,000
STRUCTURED NOTES 72	EUR	3,300,000
STRUCTURED NOTES 73	EUR	1,000,000

All the issues are guaranteed by the Company's Sole-Shareholder, Banco Bilbao Vizcaya Argentaria, S.A.

Income Statement

In 2010 income from continued operations amounted up to EUR 382 thousand.

The financial income of Company, during 2010, amounted to EUR 320,946 thousand. The financial expenses reached EUR 320,382 thousand. The other operating expenses amounted to EUR 24 thousand.

During 2010 the Company has registered a negative exchange difference of EUR 9 thousand. Also, the income tax amounted to EUR 149 thousand.

Due to its activity, the Company does not have environmental expenses.

The Company does not have personnel expenses because it has no staff. The management of the Company has been done by personnel of Banco Bilbao Vizcaya Argentaria Group.

Distribution of Income

The Board of Directors will submit for approval by the General Shareholders' Meeting the full distribution of the profit for the year ended 2010, amounting EUR 382 thousand, to "Other Reserves".

Portfolio Shares

None purchases of Company's own shares or of its Sole-Shareholder have taken place.

Risk Exposure

The Company carries on its business activity as a debt issuer as part of the BBVA Group, obtains the financing facilities required for its operations from the Group on an ongoing basis and is managed by employees of the Group.

The main financial risks affecting the Company are as follows:

- Interest rate risk. Changes in interest rates affect the interest received from deposits and the interest paid on issues. Therefore, the changes in interest rates offset each other.
- Liquidity risk. The Company obtains the liquidity required to meet interest payments, redemptions of issues and the needs of its business activities from subordinated deposits on the issues arranged with Banco Bilbao Vizcaya Argentaria, S.A.
- Credit risk. Since the counterparty of the deposits is Banco Bilbao Vizcaya Argentaria, S.A., the Company considers that its exposure to credit risk is not relevant.
- Other market risks: Since the funds obtained by the Company from the issues launched in foreign currencies are invested in deposits in the same currency, the exposure to currency risk is irrelevant.

The fair value of the issues launched does not differ significantly from the amount of the deposits made because their features (amount, term and interest rate) are the same. In the case of issues that include embedded financial derivatives, the Company has made a "mirror" deposit with Banco Bilbao Vizcaya Argentaria S.A. and, accordingly, the Company is not exposed to changes in the fair value of these financial instruments.

Use of financial instruments

Hybrid financial instruments are those that combine a non-derivative principal contract and a financial derivative (embedded derivative) that cannot be transferred independently.

The embedded derivative is treated for accounting purposes as a financial derivative instrument and the main contract will be accounted according to its nature (deposits / issues).

- In the initial recognition, both financial assets and liabilities are accounted for the fair value of the delivered / received consideration, plus directly attributable transaction costs. Recognition is subsequently measured at amortised cost.
- Embedded derivatives are recognized at fair value, recorded in the income statement the result of the variations.

The characteristics of the options that the Company held as of December 31, 2010, arising out of the issues of simple bonds and structured notes and the correspondent subordinated deposits are:

	Thousand Euros			
	Notional	Assets Fair Value	Liabilities Fair Value	Net Fair Value
Embedded options in deposits	757,855	12,749	(14,672)	(1,923)
Embedded options in issues	(757,855)	(12,749)	14,672	1,923

Research and Development

Due to the Company's activity, it does not have any research and development expenses.

Subsequent events

The following significant events took place from 1 January 2011 to the date of preparation of these financial statements:

- On February 3, 2011 the Company launched the "GMTN 78 - Increase" issue, for a total amount of EUR 130,000 thousand, maturing on January 23, 2014. The issue earns a fixed interest rate of 4.875%. The issue was launched over par at 100.784%.

- On March 18, 2011 the Company launched the "Structured Note 74" issue, for a total amount of EUR 1,650 thousand, maturing on March 18, 2014. The issue bears a variable interest depending on the evolution of the underlying security. The payment of the interests will be done at the maturity of the security. The issue was launched at par.

- On March 21, 2011 the Company launched the "GMTN 109" issue, for a total amount of EUR 100,000 thousand, maturing on March 21, 2012. The issue earns a variable interest at a rate of 3-month Euribor plus 0.9%. The issue was launched at par.

- On March 22, 2011 the Company launched the "GMTN 110" issue, for a total amount of EUR 1,750,000 thousand, maturing on March 22, 2013. The issue earns a fixed interest rate of 4%. The issue was launched below par at 99.819%.

- On March 23, 2011 the Company launched the "GMTN 111" issue, for a total amount of EUR 25,000 thousand, maturing on March 23, 2012. The issue earns a variable interest at a rate of Eonia Ois Compound Euribor plus 1.15%. The issue was launched at par.

Future Outlook

The Company, under its corporate purpose and according to the strategy fixed by Banco Bilbao Vizcaya Argentaria Group, plans to continue issuing during 2011 under the open programs.

Report of corporate governance

According to the 6th Norm of the Circular 1/2004 of March 17 from the National Commission of the Stock Market, BBVA Senior Finance, S.A. (Sole-Shareholder Company), that is entirely owned by Banco Bilbao Vizcaya Argentaria, S.A., has not prepared an Annual Report of Corporate Governance as it was prepared and presented by Banco Bilbao Vizcaya Argentaria, S.A., the parent company of the Group, on the 4th of February of 2011 to the National Commission of the Stock Market.

WARNING:	*The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish original prevails.*

DECLARATION OF RESPONSIBILITY FOR THE ANNUAL FINANCIAL REPORT

The members of the BBVA SENIOR FINANCE, S.A. UNIPERSONAL Board of Directors hereby declare that, insofar as they know, the annual financial statements for 2010, filed at the meeting, 25th March 2011, drawn up under the applicable accounting standards, offer a faithful image of the net assets, financial situation and results of BBVA SENIOR FINANCE, S.A. UNIPERSONAL, and that the management reports include a faithful analysis of the business earnings and the positions of BBVA SENIOR FINANCE, S.A. UNIPERSONAL, along with the description of the main risks and uncertainties facing them.

Madrid, 25th March 2011

SIGNED BY ALL MEMBERS OF THE BOARD