2010 Annual Report

Società per Azioni
Capital Stock Euro 246,229,850, fully paid-in
Registered office in Turin - Corso Matteotti 26 - Turin Company Register No. 00470400011

2010 ANNUAL REPORT

The 2010 Annual Report is available on the website at: http://www.exor.com

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This is an English translation of the Italian original document “Relazione Finanziaria 2010” approved by the EXOR S.p.A. board of directors on March 28, 2011 which has been prepared solely for the convenience of the reader. The version in Italian takes precedence and for complete information about EXOR S.p.A. and the Group, reference should be made to the full original report in Italian “Relazione Finanziaria 2010”.

LETTER TO SHAREHOLDERS

Dear Shareholders,

I am pleased to report that 2010 saw EXOR's NAV or Net Asset Value (our preferred measure of the company's performance as described in last year's letter) increase by 45.8 % compared to the previous year.

€ millions	12/31/2009	**12/31/2010**	**Change** absolute	%
Listed Investments	5,110	7,435	2.325	+45.5%
Private Investments	785	1,096	311	+39.6%
Investment Value	**5,895**	**8,531**	**2,636**	**+44.7%**
Financial Liabilities	(1,131)	(1,266)	(135)	+11.9%
Financial Assets	1,183	1,309	126	+10.7%
Net Financial Position	**52**	**43**	**(9)**	**(17.3%)**
Ordinary holding costs capitalized over 10 years	**(210)**	**(210)**	**-**	**-**
Net Asset Value	**5,737**	**8,364**	**2,627**	**+45.8%**

In relative terms EXOR's NAV outperformed the MSCI World Index by 28.6%.

	Annual percentuage change		
Year	**1 - EXOR NAV**	**2 - MSCI Word Index**	**Relative results (1-2)**
2009	93.3	37.8	55.6
2010	45.8	17.2	28.6
Compounded annual rate	**61.8**	**24.3**	**37.5**

The clear highlight of 2010, and the event that made the single largest contribution to our performance, was the FIAT Group shareholders' decision, wholeheartedly supported by EXOR at the Fiat EGM, to divide their Group into two distinct listed entities: Fiat and Fiat Industrial.

This important development took effect on January 1st 2011 when the two companies started trading separately on the Milan Stock Exchange.

These businesses are now free to concentrate all their efforts on the development of their core businesses: automobiles for Fiat; and capital goods (i.e. light and commercial vehicles, trucks, agriculture and construction equipment) for Fiat Industrial.

Our belief is that this separation will help the market to understand better the nature and potential of these companies. This should translate into a higher valuation for the two standalone entities than they were able to command as one.

I am grateful to Sergio Marchionne for his role in making this important step happen with the support of the extraordinary team he leads. The rationale, the timing and the execution were just perfect.

We can’t promise transactions like this every year, but when an opportunity of this scale arises we will do all we can to make it possible.

Investments

Before describing briefly how our investments performed I would like to give you a quick overview of the backdrop we worked against last year.

2010 was the year in which the financial crisis morphed into a sovereign-debt crisis, shifting the centre of attention from the private to the public sector.

Concerns over the repayment of the public debt of Greece, Portugal, Ireland and Spain led to a substantial increase in the interest rates paid on sovereign borrowing by a number of countries, including Italy, and raised some doubts on the future of Europe’s monetary union.

As a consequence of the crisis over sovereign debt, the Euro lost ground against many currencies. Meanwhile the US had to cope with a slowing pace of economic recovery and a high rate of unemployment. Quantitative Easing (QE), the Federal Reserve's monetary-policy response, weakened the dollar vis-à-vis the currencies of emerging markets and increased the price of gold. (We chose not to invest in gold because it’s impossible for us to determine its intrinsic value).

In the latter part of the year, the world’s largest economy began to show signs of a return to growth driven by improved consumer confidence, strong manufacturing output and rising exports. This is good news for us since we have the single largest exposure to the US economy.

Finally, in the developing world China’s rise as an economic superpower continued. In 2010 it overtook Japan to become the world’s second largest economy after the US. We don’t do much business in China yet but this is something we are working hard to change over time.

2010 was a year of large currency swings. As well as thinking hard about the effect of this on our business ourselves we sought the advice of some of the wisest people we know on how to manage our foreign-exchange exposures. Taking their counsel into account we concluded that it is hard, if not impossible, for us to predict currency movements and that we would make terrible forex traders. Hence we decided for now not to manage our currency exposure.

As to our investments, we will present them according to whether they are listed or privately held and arrange them by value. The bracketed figure indicates our percentage ownership. For the purposes of this report we will exclude any investment worth less than € 50 million.

Listed Investments

■ **Fiat (30.45%)**
An automotive group operating in cars, car parts, commercial vehicles, trucks, agricultural and construction equipment.

2010 closed with results ahead of its published targets. Revenues climbed more than 12% to € 56 billion and the Group reported a € 600 million profit. This was the year in which the alliance with Chrysler began to demonstrate its tangible value. The launch of the Fiat 500 in North America after a 27 year absence was a great example of the progress being made in the US.

During the year Fiat invested significant time and effort in trying to reform the rules of engagement that underpin labor contracts in Italy. Progress has been made and the organization remains committed to change in order to compete more effectively in the marketplace.

■ **SGS (15%)**
The world leader in the verification, testing, control and certification business.

Revenues were up 4.1% to CHF 4.8 billion and the operating income margin was at a record high of 17.8%. 2010 was an important year for SGS. It made ten acquisitions and 5,300 new employees joined the Group that now employs 64,000 people in 140 countries. The Company also launched its first non-convertible bond and was admitted to the Dow Jones sustainability index. SGS is an extraordinary business led by Chris Kirk and his team who have set very ambitious targets for themselves to be delivered by 2014. They want to increase revenues to CHF 8 billion of which around CHF 700 million would come via acquisitions, generate record margins of 20% and double operating income to CHF 1.6 billion. SGS has a driven and committed leadership team that has developed an impressive culture based on performance.

■ **Sequana (28.24%)**
A European paper production and distribution business.

2010 ended more positively than 2009 did with a continuous effort to improve operations in a difficult environment characterized by weak demand and increased import costs. Sequana divested a number of businesses in order to concentrate on its core activities and further reduce its debt.

■ **Juventus FC (60%)**
One of the world's most prestigious football franchises.

During last season the club produced neither the on-field nor the financial results we expected. Juventus objective is to achieve the difficult balance between sporting results (which are fundamental) and financial equilibrium. I'm more confident about the future, since I've asked my cousin Andrea Agnelli to join as Chairman knowing he will lead the Club with vision and passion. The other good news is that the new stadium – which will be inaugurated next season – is a world class facility.

Private Investments

- **Cushman & Wakefield (69.83%)**
  A global leader in commercial real-estate services.

  Revenues of $ 1.8 billion showed a double-digit increase in 2010. The Company restored profitability at the net income level and reduced debt by more than two-thirds. This is very encouraging for an organization with 13,000 people lead by Glenn Rufrano. We expect great things from them in order to capture profitably the growth we see in the commercial real-estate market around the world.

- **Alpitour (100%)**
  Italy's largest integrated tourism and leisure group.

  In 2010 Alpitour confirmed its market leadership in the Italian tourism market and, most importantly, it closed the year with its best figures ever. I would like to congratulate Daniel J. Winteler, Fabrizio Prete and all the employees of Alpitour for their impressive achievements.

- **Gruppo Banca Leonardo (17.41%)**
  A pan-European bank operating in advisory and wealth-management businesses.

  Banca Leonardo decided last year to cease its direct investment activities so as to focus on its advisory and wealth management business. These areas continued to grow in 2010 while showing improved levels of profitability.

New Investments

During 2010 we also made some small but significant investments that followed through on the interest in emerging markets I expressed in last year's letter. By taking advantage of interesting opportunities in Brazil and India, we planted seeds for the future.

We acquired a stake in BTG Pactual, the "Goldman Sachs of Brazil", which is run by André Esteves, an incredibly talented and energetic leader. We also made an investment in Café Coffee Day, the "Starbucks of India", which operates 900 outlets in more than 100 cities. These are small investments but we believe they will grow and give us the opportunity to learn about these increasingly important countries.

In developed markets we provided capital for Almacantar, a venture focusing on London commercial real-estate, and became shareholders in The Economist, the weekly magazine brilliantly edited by John Micklethwait of which I've been a board member for some years. I can't recommend a better publication for anyone wanting to gain a better understanding of our ever-changing world week after week. The business side is superbly run by Andrew Rashbass, the CEO, and his team. This is a highly profitable company in one of the world's toughest industries.

We are well aware of the need to avoid over-diversification as well as over-concentration. As John Maynard Keynes put it "To carry one's eggs in a great number of baskets without having time or opportunity to discover how many have holes in the bottom is the surest way of increasing risk and losses". We will be vigilant in finding the right balance between the two extremes.

Net Financial Position

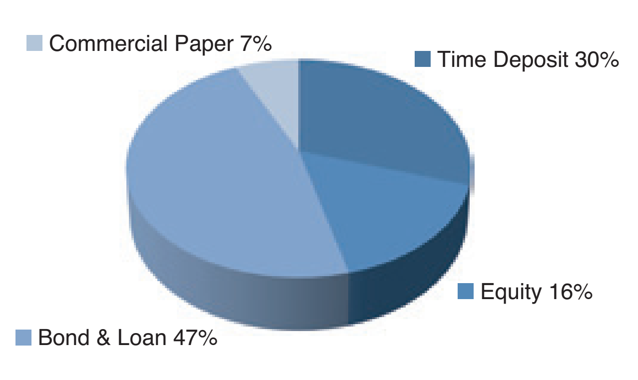
The company's net financial position as of 31 December 2010 was € 43 million. Gross debt was € 1,266 million, which consisted of two bonds (one of € 200 million due in June 2011 and the other of € 750 million due in June 2017) and utilized bank debt of € 316 million (EXOR also had € 725 million of undrawn committed credit lines). To set against these financial liabilities EXOR had financial assets of € 1,309 million.

We decided in 2010 to reduce our holdings of commercial papers and time deposits by more than doubling our equity exposure. We selected "large caps" primarily located in the US based on very simple value metrics: free cash flow, proven resilience during the crisis, growth prospects and, most importantly, price. Our largest position is in Mastercard and we have great faith in Ajay Banga and his team to lead this great business and manage its regulatory and market challenges.

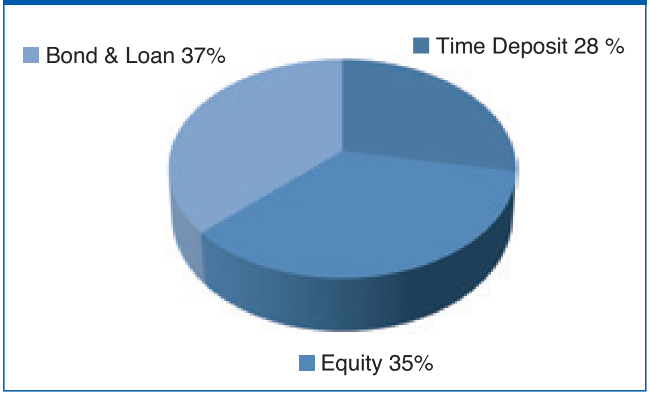
We made significant changes to our bond portfolio in order to avoid sovereign exposures and instead to just focus on corporate bonds, more than 65% of which are investment grade. At the same time we reduced our average duration to two years.

In 2010 we succeeded in generating returns on our financial assets (6.42%) that were higher than the costs of our financial liabilities (5.11%).

FINANCIAL ASSETS AS OF DECEMBER 31st, 2009



FINANCIAL ASSETS AS OF DECEMBER 31st, 2010



We continued to be very focused on our liquidity profile keeping in mind our view that our financial assets are waiting to be better deployed as and when the right long-term investment opportunity emerges. If the right investment were to present itself we would be ready to increase our net debt, but in doing so we would always limit it to less than 20% of our total assets. Since the value of these assets fluctuates (and unfortunately not always upwards), we will make sure we have an appropriate margin of safety.

2011

While I was preparing this letter I looked over many of the different views, predictions and ideas expressed when we entered 2011.

What we've actually experienced since the beginning of the year, and particularly the unfolding of events in North Africa and the tragedy in Japan, proves just how difficult it is to predict the future accurately. This goes to show how we must be prepared to manage the unexpected when it occurs and learn how to operate with unusual levels of uncertainty. We have great faith in our investee companies and their leaders to adapt and evolve in every environment.

I am a big believer of what Darwin discovered in the Galapagos, proving that the species most responsive to change will survive over apparently stronger or more intelligent competitors.

In seeking to embrace change we will continue to look for investments that meet the four criteria we described last year. We cannot promise results, especially like the ones achieved so far, but what I can promise is that:

1) We will invest only when we understand
2) We will choose based on talent
3) We will decide based on value
4) We will focus on the long-term

Thinking about the decade ahead I recalled a particularly inspiring quote, often attributed to Mark Twain.

"Twenty years from now you will be more disappointed by the things that you didn't do than by the ones you did do. So throw off the bowlines. Sail away from the safe harbor. Catch the trade winds in your sails. Explore. Dream. Discover."

I look forward to discussing the year's results and other matters regarding the company's business at our Shareholder Meeting, which will be held on April 28th, 2011 at the Unione Industriale di Torino, Via Vela, 17, starting at 10 00. As you may be aware, from this year and in line with the latest rules and regulations, shareholders also have the right in advance of the meeting to ask questions and receive answers by following the procedure set out on our web site www.exor.com. We have also decided to give non-shareholders the chance to raise questions by sending a short email to the following address: agm@exor.com; they will be grouped together, summarized by subject and answered during the meeting itself.

I hope to see as many of you as possible!

John Elkann

Board of Directors

Chairman and Chief Executive Officer	John Elkann
Honorary Chairman	Gianluigi Gabetti
Vice Chairman	Pio Teodorani-Fabbri
Vice Chairman	Tiberto Brandolini d'Adda
Non-independent Directors	Andrea Agnelli
	Carlo Barel di Sant'Albano
	Oddone Camerana
	Luca Ferrero Ventimiglia
	Franzo Grande Stevens
	Sergio Marchionne
	Alessandro Nasi
	Lupo Rattazzi
Independent Directors	Victor Bischoff
	Eugenio Colucci (Lead Independent Director)
	Christine Morin-Postel
	Giuseppe Recchi
	Antoine Schwartz
Secretary to the Board	Virgilio Marrone

Internal Control Committee

Eugenio Colucci (*Chairman*), Victor Bischoff and Giuseppe Recchi

Compensation and Nominating Committee

Franzo Grande Stevens (*Chairman*), Victor Bischoff and Giuseppe Recchi

Strategy Committee

John Elkann (*Chairman*), Victor Bischoff, Gianluigi Gabetti, Sergio Marchionne, Christine Morin-Postel and Antoine Schwartz

Board of Statutory Auditors

Chairman	Lionello Jona Celesia
Standing auditors	Giorgio Ferrino
	Paolo Piccatti
Alternate auditors	Lucio Pasquini
	Ruggero Tabone
Independent Auditors	Deloitte & Touche S.p.A.

Expiry of the terms of office
The terms of office of the board of directors, the board of statutory auditors and the independent auditors will expire concurrently with the shareholders' meeting that will be held to approve the financial statements for the year ending December 31, 2011.

EXOR GROUP PROFILE

EXOR is one of Europe’s leading investment companies and is controlled by Giovanni Agnelli e C. S.a.p.az., which holds 51.164% of share capital and, in particular, 59.1% of ordinary share capital, 39.24% of preferred share capital and 12.36% of savings share capital.
Listed on the Italian Stock Exchange, EXOR has a Net Asset Value of approximately €8.4 billion at December 31, 2010. It is headquartered in Turin, Italy, Corso Matteotti 26.
EXOR is the majority stockholder of the Fiat Group and the Fiat Industrial Group. Balancing risks and expected returns, it invests for the medium- to long-term in various sectors, mainly in Europe, in the United States and in the two main emerging markets of China and India.
EXOR’s objective is to increase its Net Asset Value and outperform the Morgan Stanley Capital World Index (MSCI).

The following are the main investments:

Fiat (30.45% of ordinary share capital, 30.09% of preferred share capital and 2.93% of savings share capital) is listed on the Electronic Share Market of the Italian Stock Exchange (Blue Chip segment). Founded in 1899, the Fiat Group today is a global industrial group focused in the automobile sector. It manufactures cars for the mass market under the Fiat, Lancia, Alfa Romeo, Fiat Professional brands and luxury cars under the Ferrari and Maserati brands. The Group also operates in the components segment through Magneti Marelli, Teksid and Fiat Powertrain Technologies and in the production systems sector through Comau. Thanks partly to the alliance with Chrysler, Fiat now has a productive and commercial base of sufficient size to be a world competitive manufacturer.

Fiat Industrial (30.45% of ordinary share capital, 30.09% of preferred share capital and 2.93% of savings share capital) is listed on the Electronic Share Market of the Italian Stock Exchange (Blue Chip segment). Created in January 2011 from the demerger from Fiat S.p.A., the Fiat Industrial Group operates through businesses that are all major international players in the sectors of trucks, commercial vehicles, buses, special vehicles (Iveco), tractors, agricultural and construction equipment (CNH – Case New Holland), in addition to engines and transmissions for those vehicles and engines for marine applications (FPT Industrial).

SGS (15.00% of share capital) is a Swiss company listed on the Virt-x market. Founded in 1878, the company is today the global leader in verification, inspection, control and certification activities with more than 64,000 employees and a network of more than 1,250 offices and laboratories throughout the world.

C&W Group (approximately 69.83% of share capital) is the largest privately held company for real estate services. C&W Group has its headquarters in New York, where it was founded in 1917, and has 230 offices and about 13,000 employees in 60 countries.

Alpitour (100% of share capital) is the largest integrated Italian tourism group. It operates with more than 3,000 employees and has 2.7 million customers across all areas of the tourism business: Tour Operating (Alpitour, Francorosso, Viaggidea, Villaggi Bravo, Volando, Karambola and Jeans), Hotels (Alpitour World Hotel & Resorts), Incoming (Jumbo Tours), Aviation (Neos), Distribution (Welcome Travel Group), Incentive & Eventi (A World of Events).

Juventus Football Club (60.00% of share capital) is listed on the Electronic Share Market of the Italian Stock Exchange (Star Segment). Founded in 1897, it is one of the most prominent professional soccer teams in the world.

Sequana (28.24% of share capital) is a diversified French paper group, listed on the NYSE Euronext market, with production and distribution activities operating through:

- **Arjowiggins** (100% holding), the world leader in the manufacture of high value-added paper products, on 4 continents with 6,100 employees and 27 production facilities;
- **Antalis** (100% holding), the leading European group in the distribution of paper and packaging products, with over 6,700 employees in 54 countries.

Gruppo Banca Leonardo (17.41% of share capital) is a privately held and independent international investment bank offering a complete range of services in investment banking, wealth management and other areas linked to financial markets.

Vision Investment Management, founded in 2000, is one of the most important hedge fund managers specialized in Asian markets.
Five-year bonds issued by Perfect Vision are subscribed to in April 2008. The bonds give mandatory conversion into shares at maturity which will deliver about a 42.5% stake in Vision Investment Management.

Banijay Holding (17.09% of share capital with voting rights) is headquartered in Paris. The company is a new player in TV production through a network of companies specialized in the production and distribution of multimedia content.

Perella Weinberg Partners is an independent company offering financial advisory and asset management services in the United States and Europe.

Almacantar (54.98% of share capital and voting rights) is a company operating in the real estate sector which aims to capitalize on commercial investment and development opportunities, mainly in the market for offices, in London and Paris.

The following chart is updated to mid-March 2010 and presents the major sectors of business in which the Group has investment holdings. Percentage holdings refer to ordinary share capital.

(a) EXOR also holds 30.09% of preferred share capital and 2.93% of savings share capital.
(b) Post-conversion of convertible bonds.
(c) Percentage interest held in the NoCo A LP limited partnership.

Key operating and financial data

EXOR Group – Consolidated Data – Shortened (a) € in millions	**2010**	2009	Change
Profit (Loss) attributable to Owners of the Parent	**136.7**	(388.9)	525.6
Share of earnings (losses) of holdings and dividends	**183.3**	(278.5)	461.8
Investments and other non-current financial assets	**6,260.8**	5,343.7	917.1
Capital stock issued and reserves attributable to Owners of the Parent	**6,074.9**	5,305.4	769.5
Consolidated net financial position of EXOR "Holdings System"	**42.6**	51.6	(9.0)

(a) The basis of preparation is presented in the following "Review of the Consolidated Results of the EXOR Group - Shortened".

Earnings per share (€) (a)	**2010**	2009	Change
Profit (Loss) attributable to Owners of the Parent – basic:			
- ordinary shares	**0.57**	(1.66)	2.23
- preferred shares	**0.62**	(1.61)	2.23
- savings shares	**0.64**	(1.35)	1.99
Profit (Loss) attributable to Owners of the Parent – diluted:			
- ordinary shares	**0.56**	(1.66)	2.22
- preferred shares	**0.61**	(1.61)	2.22
- savings shares	**0.64**	(1.35)	1.99
Capital stock issued and reserves attributable to Owners of the Parent	**26.25**	22.43	3.82

(a) Details of the calculation are provided in note 13 to the consolidated financial statements.

EXOR S.p.A. – Separate Financial Statement Data € in millions	**2010**	2009	Change
Profit	**151.8**	88.8	63.0
Equity	**3,552.5**	3,539.8	12.7
Net financial position	**(273.9)**	(412.1)	138.2

The board of directors' meeting held on March 28, 2011 put forward a motion to the ordinary session of the shareholders' meeting called to approve the separate financial statements for the year ended December 31, 2010 for the payment of the following dividends:

	Number of shares	**Dividends proposed**	
Class of stock	**outstanding** (a)	**Per share (€)**	**Total (€ ml)**
Ordinary	156,149,996	0.31	48.4
Preferred	66,561,676	0.3617	24.1
Savings	8,747,199	0.3881	3.4
			75.9

(a) At March 28, 2011.

Dividends paid by EXOR S.p.A. in 2010 from profit for the year ended December 31, 2009 are the following:

	Number of shares	**Dividends paid**	
Class of stock	**outstanding**	**Per share (€)**	**Total (€ ml)**
Ordinary	157,245,496	0.27	42.5
Preferred	69,307,160	0.3217	22.3
Savings	8,945,934	0.3481	3.1
			67.9

NET ASSET VALUE

EXOR's Net Asset Value (NAV) at December 31, 2010 amounts to €8,364 million, increasing €2,627 million (+45.8%) compared to €5,737 million at December 31, 2009 and €5,396 million compared to March 1, 2009, the effective date of the incorporation of IFIL S.p.A..

The composition and the change in NAV are the following.

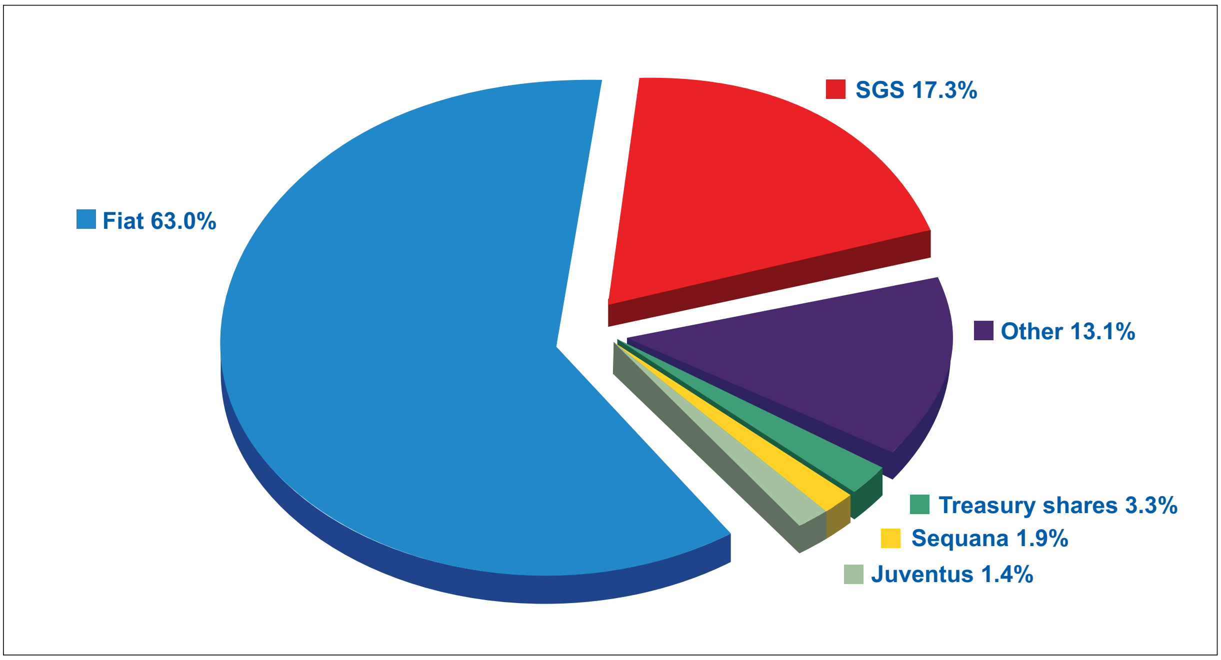
€ in millions	3/1/2009	12/31/2009	12/31/2010	Change vs 12/31/2009	
				Amount	%
Listed investments	2,464	5,110	7,435	2,325	45.5%
Private investments	750	785	1,096	311	39.6%
Investment value	**3,214**	**5,895**	**8,531**	**2,636**	**44.7%**
Financial Liabilities	(1,157)	(1,131)	(1,266)	(135)	11.9%
Financial Assets	1,121	1,183	1,309	126	10.7%
Net Financial Position	**(36)**	**52**	**43**	**(9)**	**-17.3%**
Ordinary holding costs capitalized over 10 years	**(210)**	**(210)**	**(210)**	**-**	**-**
Net Asset Value	**2,968**	**5,737**	**8,364**	**2,627**	**45.8%**

The investment value at December 31, 2010 has been calculated by valuing the listed investments in Fiat, Sequana, SGS, Juventus Football Club at stock trading prices, and the private other investment holdings and other investments at fair value determined annually by independent experts. EXOR ordinary, preferred and savings treasury stock is measured at stock trading prices, except ordinary shares to service the stock option plan, which are measured at the option exercise price (since it is lower than the stock trading price).

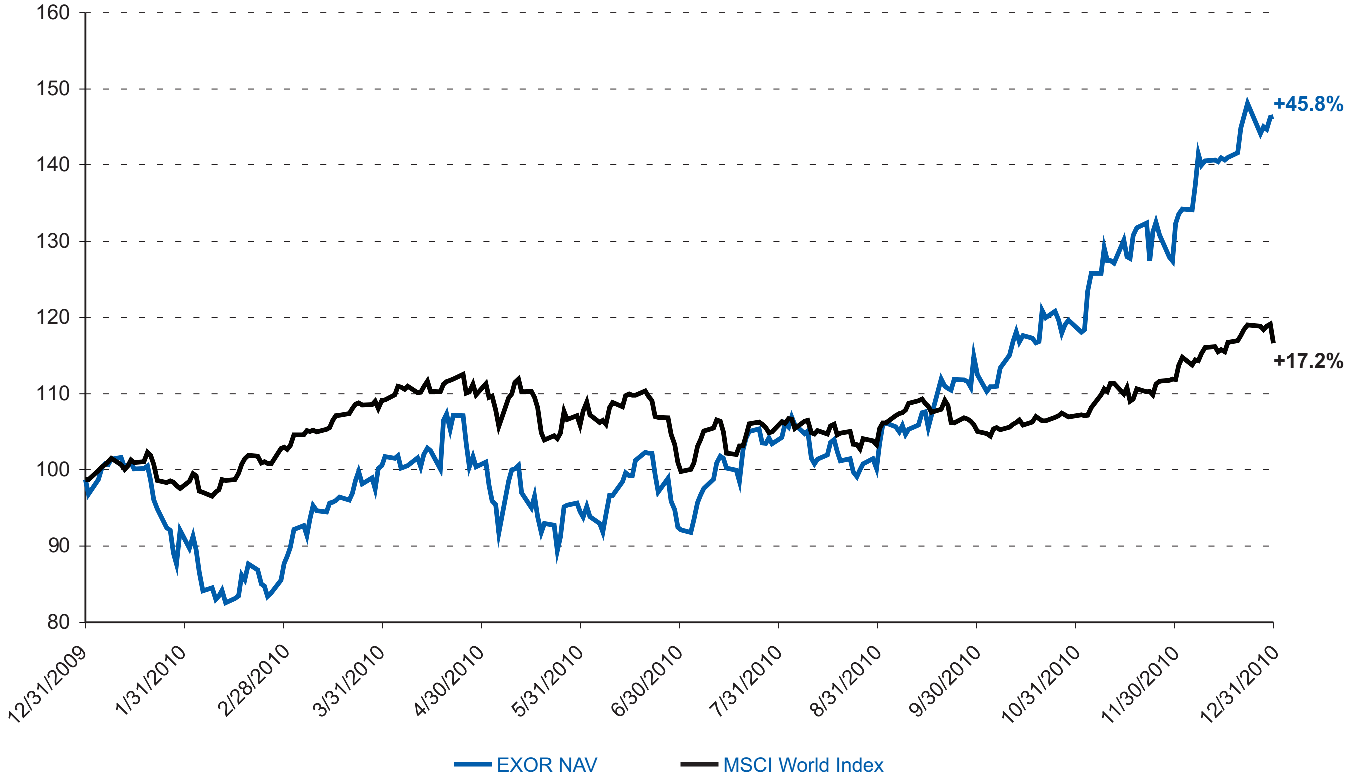
NAV is presented with the aim of aiding analysts and investors in forming their own assessments.

The following pie chart shows the composition of the investment value at December 31, 2010 (€8,531 million). "Other" includes the remaining investment in Intesa Sanpaolo, measured at the stock trading price, and the private investments in C&W Group, Gruppo Banca Leonardo, Alpitour, Banijay Holding, Vision, Almacantar, NoCo A and NoCo B and also sundry investments.

Investments denominated in Swiss francs, U.S. dollars and pound sterling are translated at the market trading rates of 1.2504, 1.3362 and 0.86075, respectively.



Change in NAV compared to MSCI Index (Morgan Stanley Capital World Index)



Stock Market Data	1/1/2011 2/28/2011	1/1/2010 12/31/2010
Ordinary share price (Euro):		
period-end	22.08	24.24
maximum	25.70	25.00
minimum	21.64	10.94
Preferred share price (Euro):		
period-end	17.41	18.42
maximum	19.93	18.68
minimum	16.69	6.12
Savings share price (Euro):		
period-end	16.40	18.17
maximum	18.92	18.60
minimum	15.93	8.22
Share volume traded during period: [a]		
ordinary (millions)	43.3	165.7
preferred (millions)	10.4	90.3
savings (millions)	1.3	4.9
Euro volume exchanges during period (in millions): [b]		
ordinary	1,017.6	2,688.4
preferred	191.0	956.7
savings	23.4	64.5

(a) Sum of daily quantities traded during period.
(b) Sum of Euro volume (daily trading price multiplied by daily volume) traded during period.

Financial Communications and Investor Relations

In order to ensure complete and updated information on its objectives and developments in corporate-related events, EXOR in 2010 continued its relationships with financial analysts, as well as the national and international financial Press.
The market diffusion of the first Message from the Chairman of EXOR was an occasion for sharing the Company's vision on its development plans with the general public and inaugurating a tradition which is destined to become a point of reference also in years to come.
Besides one-to-one contacts organized regularly with the Investor Relations and Media Offices, some information meetings were organized expressly dedicated to EXOR bondholders, aimed at providing an updated picture on the activities and the prospects of the Company.
Moreover, in April – on the occasion of the shareholders' meeting – a conference call was held which gathered together about one hundred people between analysts and investors. The appointment, which every year closes the day dedicated by EXOR to its stakeholders, allowed top management to give a detailed illustration of the performance of its investment holdings, especially unlisted holdings.
References for corporate services in charge of media and investor relations are:

External Relations and Media Relations
Tel. +39.011.5090320
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Institutional Investors and
Financial Analysts Relations
Tel. +39.011.5090345
Fax +39.011.547660
ir@exor.com

CORPORATE GOVERNANCE

In its meeting held on March 28, 2011, the board of directors approved the "Annual Report on Corporate Governance" prepared in accordance with art. 123 bis of Legislative Decree 58 dated February 24, 1998, with amendments and additions (TUF – Consolidated Law on Finance).
This document was published with this 2010 Annual Report and is posted on the corporate website at: www.exor.com.

MAIN RISKS AND UNCERTAINTIES TO WHICH EXOR S.p.A. AND ITS PRINCIPAL INVESTMENT HOLDINGS ARE EXPOSED

RISKS ASSOCIATED WITH GENERAL ECONOMIC CONDITIONS

The earnings and financial position of EXOR and its principal holdings are influenced by various macro-economic factors – including increases or decreases in gross national product, the level of consumer and business confidence, changes in interest rates on consumer credit, the cost of raw materials and the rate of unemployment – within the various countries in which it operates.

For example, the global economic recession in 2008 and the first half of 2009 had a negative impact on the principal holdings. Weak economic conditions resulted in a significant decline in demand for most of their products and services. In 2010, demand levels for the automobiles business in Europe also reflected the absence of significant measures previously put in place by major governments and monetary authorities. In general, the sectors in which the principal investment holdings operate have historically been subject to highly cyclical demand and tend to reflect the overall performance of the economy, in certain cases even amplifying the effects of economic trends. Given the difficulty in predicting the magnitude and duration of economic cycles, there can be no assurances as to future trends in the demand for or supply of products and services sold by them in any of the markets in which they operates.

Moreover, certain major economies are still in recession or have recently suffered periods of low growth or economic stagnation. These conditions or the return to economic recession in markets that have recently recovered could ultimately affect the industrial development of many businesses. There can be no certainty that measures taken by governments and monetary authorities will be successful in re-establishing the conditions necessary for sustainable economic growth. As such, uncertainty remains as to the global economic outlook and some national economies could experience extended periods of slow economic growth or recession.

Additionally, even in the absence of slow growth or recession, other economic circumstances – such as increases in energy prices, fluctuations in prices of raw materials or contractions in infrastructure spending – could have negative consequences for the industries in which the principal investment holdings operate and, together with the other factors referred to previously, could have a material adverse effect on their business prospects, earnings and/or financial position.

RISKS ASSOCIATED WITH THE ACTIVITIES OF EXOR

EXOR conducts investment activities which involve typical risks such as high exposure to certain sectors or investments, difficulties in identifying new investment opportunities that meet the characteristics of the Company's objectives pursued or difficulties in disposing of investments owing to changes in general economic conditions. The potential difficulties connected with making new investments such as unexpected costs or liabilities could have an adverse effect on the Company's earnings and financial position.
The ability to access capital markets or other forms of financing and the related costs are dependent, among other things, on the Company's credit rating.

Any downgrade by the rating agencies could limit the Company's ability to access capital markets and increase the cost of capital, with a consequent adverse effect on its earnings and financial position.

Standard & Poor's has confirmed EXOR's long-term and short-term debt ratings (respectively, BBB+ and A-2) with a negative outlook.

EXOR's policy and that of the companies in the Holdings System is to keep liquidity in demand or short-term deposits and readily negotiable money market instruments, bonds and equity securities, allocating such investments over an appropriate number of counterparts, with the principal purpose of having investments which can readily be converted into cash. The counterparts are chosen according to their creditworthiness and reliability.
However, in consideration of the current international financial market situation, market conditions which might negatively affect the normal operations of financial transactions cannot be excluded.

EXOR's earnings not only depend on the market value of its principal investment holdings but also on the dividends they pay and, in the end, reflect their earnings and financial performance and investment and dividend payment policies. A worsening of the financial market conditions and the earnings of the principal investment holdings could affect EXOR's earnings and cash flows.

EXOR mainly operates through its investments in subsidiaries and associates in the automobile market (Fiat Group), in Agricultural and Construction Equipment (Fiat Industrial Group from January 2011), in real estate services (C&W Group), in paper (Sequana Group), in tourism (Alpitour Group) and in professional soccer (Juventus Football Club). As a result, EXOR is exposed to the typical risks of the markets and industries in which such subsidiaries and associates operate.

At December 31, 2010, the investment in Fiat (equal to 30.45% of ordinary share capital, 30.09% of preferred share capital and 2.93% of savings share capital) represented more than 60% of the current value of EXOR's investment portfolio, calculated on the basis of the NAV (Net Asset Value) method described on page 5.
Therefore, the performance of the Fiat Group, and, prospectively, the Fiat Industrial Group, has a very significant impact on EXOR's earnings and financial position.

EXOR and its subsidiaries and associates are exposed to fluctuations in currency and interest rates and use financial hedging instruments, compatible with the risk management policies adopted by each of them. Despite these hedging transactions, sudden fluctuations in currency or interest rates could have an adverse effect on earnings and financial position.
The subsidiaries and associates are generally exposed to credit risk which is managed by specific operating procedures. Given its activities, EXOR is not significantly exposed to such risk.
EXOR and its subsidiaries and associates are exposed to risks connected with the outcome of pending litigation for which they set aside, if appropriate, specific risk provisions. However, negative effects on the earnings and financial position of EXOR and/or its subsidiaries and associates connected with such risks cannot be excluded.

The following paragraphs indicate the main specific risks and uncertainties of the companies in consolidation (Fiat Group, C&W Group, Alpitour and Juventus Football Club).

FIAT GROUP

Following is a brief description of risks and uncertainties that could potentially have a significant impact on the activities of Fiat Group post Demerger and those of Fiat Industrial Group. Here, the term "Group" refers indistinctly to each of the two groups. Factors distinctive to each of the two groups are then reported separately. Other risks and uncertainties, which are currently unforeseeable or considered to be unlikely, could also have a significant influence on the operating performance, financial position and future prospects of Fiat S.p.A. and Fiat Industrial S.p.A. and their respective groups.

Fiat Group - Risks associated with financing requirements

The Group's future performance will depend on, among other things, its ability to finance debt repayment obligations and planned investments from operating cash flow, available liquidity, the renewal or refinancing of existing bank loans and/or facilities and possible recourse to capital markets or other sources of financing. Although the Group has measures in place to ensure that adequate levels of working capital and liquidity are maintained, any declines in sales volumes could have a negative impact on the cash-generating capacity of its operating activities. The Group could, therefore, find itself in the position of having to seek additional financing and/or refinance existing debt, including in unfavorable market conditions with limited availability of funding and a general increase in funding costs. Any difficulty in obtaining financing could have a material adverse effect on the Group's business prospects, earnings and/or financial position.

Fiat Group - Risks associated with fluctuations in currency, interest and credit risk

The Group, which operates in numerous markets worldwide, is naturally exposed to market risks stemming from fluctuations in currency and interest rates. The exposure to currency risk is mainly linked to the difference in geographic distribution between the Group's manufacturing activities and its commercial activities, resulting in cash flows from exports denominated in currencies that differ from those associated with production activities.

The Group uses various forms of financing to cover funding requirements for its industrial activities and for financing customers and dealers. Moreover, liquidity for Industrial Activities was also principally invested in variable-rate or short-term financial instruments. The Financial Services companies operate a matching policy to offset the impact of differences in rates of interest on the financed portfolio and related liabilities. Nevertheless, changes in interest rates can result in increases or decreases in revenues, finance costs and margins.

Consistent with its risk management policies, the Group seeks to manage risks associated with fluctuations in currency and interest rates through the use of financial hedging instruments. Despite such hedges being in place, sudden fluctuations in currency or interest rates could have an adverse effect on the Group's business prospects, earnings and/or financial position.

The Group's Financial Services activities are also subject to the risk of insolvency of dealers and end customers, as well as unfavorable economic conditions in markets where these activities are carried out, which the Group seeks to mitigate through the credit approval policies applied to dealers and end customers.

Fiat Group - Risks associated with relationships with employees and suppliers

In many countries where the Group operates, Group employees are protected by various laws and/or collective labor agreements that guarantee them, through local and national representatives, the right of consultation on specific matters, including downsizing or closure of production units and reductions in personnel. The laws and/or collective labor agreements applicable to the Group could impair its flexibility in reshaping and/or strategically repositioning its business activities. The Group's ability to reduce personnel or implement other permanent or temporary redundancy measures is subject to government approvals and the agreement of the labor unions. Industrial action by employees could have an adverse impact on the Group's business activities.

Furthermore, the Group purchases raw materials and components from a large number of suppliers and relies on services and products provided by companies outside the Group. Some of these companies are highly unionized. Close collaboration between a manufacturer and its suppliers is common in the industries in which the Group operates (even if to a lesser extent for the Fiat Industrial Group) and although this offers economic benefits in terms of cost reduction, it also means that the Group is reliant on its suppliers and is exposed to the possibility that difficulties, including those of a financial nature, experienced by those suppliers (whether caused by internal or external factors) could have a material adverse effect on the Group's business prospects, earnings and/or financial position.

Fiat Group - Risks associated with management

The Group's success is largely dependent on the ability of its senior executives and other members of management to effectively manage the Group and individual areas of business. The loss of any senior executive, manager or other key employee without an adequate replacement or the inability to attract and retain new, qualified personnel could therefore have an adverse effect on the Group's business prospects, earnings and/or financial position.

Fiat Group - Risks associated with the high level of competition in the industries in which the Group operates

Substantially all of the Group's revenues are generated in the automobile industry, which is highly competitive and encompasses the production and distribution of passenger cars, agricultural and construction equipment, trucks and commercial vehicles and the related components and production systems. The Group faces competition from other international passenger car and light commercial vehicle manufacturers and distributors in Europe and Latin America and from other international groups and various local agricultural and construction equipment manufacturers and distributors and the related components suppliers in Europe, North America and Latin America. These markets are highly competitive in terms of product quality, innovation, pricing, fuel economy, reliability, safety, customer service and financial services offered.

Competition, particularly in pricing, has increased significantly in the Group's many industry sectors in recent years. In addition, partly as a result of the contraction in demand for automobiles, global production capacity for the car industry significantly exceeds current demand. This overcapacity, combined with high levels of competition and weakness of major economies, could intensify pricing pressures.

Should the Group be unable to adapt effectively to external market conditions, this could have an adverse effect on its business prospects, earnings and/or financial position.

Fiat Group - Risks associated with selling in international markets and exposure to changes in local conditions

A significant portion of the Group's existing activities are conducted and located outside of Italy and the Group expects that revenues from sales outside Italy – and, more generally, outside of the European Union – will account for an increasing portion of total revenues. The Group is subject to risks inherent to operating globally, including those related to:

- exposure to local economic and political conditions;
- import and/or export restrictions;
- multiple tax regimes, including regulations relating to transfer pricing and withholding and other taxes on remittances and other payments to or from subsidiaries;
- foreign investment and/or trade restrictions or requirements, foreign exchange controls and restrictions on repatriation of funds; and/or
- the introduction of more stringent laws and regulations.

Unfavorable developments in any one of these areas (which may vary from country to country in which the Group operates) could have a material adverse effect on the Group's business prospects, earnings and/or financial position.

Fiat Group - Risks associated with environmental and other government regulation

The Group's products and activities are subject to numerous environmental laws and regulations (local, national and international) which are becoming increasingly stringent in many countries in which it operates (particularly in the European Union). Such regulations govern, among other things, products – with requirements for emissions of polluting gases, reduced fuel consumption and safety becoming increasingly stricter – and industrial plants – with requirements for emissions, treatment of waste and water and prohibitions on soil contamination. To comply with such regulations, the Group employs considerable resources and expects it will continue to incur substantial costs in the future.

In addition, government initiatives to stimulate consumer demand for products sold by the Fiat Group post Demerger, such as changes in tax treatment or purchase incentives for new vehicles, can substantially influence the timing and level of revenues. The size and duration of such government measures is unpredictable and outside of the Group's control. Any adverse change in government policy relating to those measures could have a material adverse effect on the Group's business prospects, operating results and/or financial position.

Fiat Group - Risks associated with the ability to offer innovative products

The success of the Group's businesses depends on their ability to maintain or increase share in existing markets and/or to expand into new markets through the development of innovative, high-quality products that provide adequate profitability. In particular, the failure to develop and offer innovative products that compare favorably to those of the Group's principal competitors in terms of price, quality, functionality and features, or delays in bringing strategic new models to market, could result in reduced market share, having a material adverse effect on the Group's business prospects, earnings and/or financial position.

Fiat Group - Risks associated with operating in emerging markets

The Group operates in a number of emerging markets, both directly (e.g., Brazil and Argentina) and through joint ventures and other cooperation agreements (e.g., Turkey, India, China and Russia). The Group's exposure to these countries has increased in recent years, as has the number and importance of such joint ventures and cooperation agreements. Economic and political developments in these markets, including economic crises or political instability, have had and could in future have a material adverse effect on the Group's business prospects, earnings and/or financial position.

FIAT GROUP POST DEMERGER - RISKS FACTORS AND UNIQUE UNCERTAINTIES

Risks associated with the activities of Fiat Group post Demerger being concentrated in the Automobiles and automobile components sector

Pursuant to the Demerger, Fiat S.p.A. transferred its shareholdings in companies operating in the Agricultural and Construction Equipment, and the Trucks and Commercial Vehicles sectors to Fiat Industrial S.p.A., together with the "Industrial & Marine" business line of FPT Powertrain Technologies. Consequently, Fiat S.p.A.'s principal activities are the Automobiles and the automobile-related components & production systems businesses that include Fiat Group Automobiles, Ferrari, Maserati, Magneti Marelli, Teksid and Comau, in addition to the "Passenger & Commercial Vehicles" business line of FPT Powertrain Technologies. By contrast to the profile of Fiat Group prior to December 31, 2010, the future earnings of Fiat Group post Demerger will, therefore, be determined by the financial performance of those businesses only.

In the Automobiles business, sales to end customers are cyclical and subject to changes in the general condition of the economy, the readiness of end customers to buy and their ability to obtain financing and the possible introduction of measures by governments to stimulate demand. The sector is also subject to constant renewal of the product offering through frequent launches of new models. A negative trend in the Automobiles business could have a material adverse impact on the business prospects, earnings and/or financial position of the Fiat Group post Demerger.

Fiat Group post Demerger - Risks associated with the policy of targeted industrial alliances

The Group has engaged in the past, and may engage in the future, in significant corporate transactions such as mergers, acquisitions, joint ventures and restructurings, the success of which is difficult to predict. In particular, although Fiat Group holds a 25% interest in Chrysler Group LLC and has signed agreements for the establishment of a global strategic alliance, there can be no assurance that this alliance will function as intended or produce the expected benefits.

There can be no assurance that Fiat Group post Demerger will succeed in achieving the synergies, cost savings, expansions in its product offerings or other benefits expected from the strategic alliance with Chrysler Group LLC or any other transaction.

The failure of any significant strategic alliance, joint venture or other similar transaction could have an adverse effect on the business prospects, earnings and/or financial position of Fiat Group post Demerger.

Fiat Group post Demerger - Risks associated with credit ratings

The ability to access the capital markets or other forms of financing and the related costs are dependent, amongst other things, on the Group's credit ratings. The Fiat Group's official rating is representative of the rating assigned by each of the major rating agencies.
Specifically, Fitch assigned a BB+ rating with a negative outlook. Moody's assigned a Ba1 rating con a negative outlook. Standard & Poor's assigned a BB+ rating with a negative outlook.

Any further downgrades could increase the Group's cost of capital and potentially limit its access to sources of financing with a consequent material adverse effect on the Group's business prospects, earnings and/or financial position.

FIAT INDUSTRIAL GROUP - RISK FACTORS AND UNIQUE UNCERTAINTIES

Risks associated with the activities of the Fiat Industrial Group post Demerger being concentrated in the Agricultural and Construction Equipment, Trucks and Commercial Vehicles and the Industrial & Marine FPT Powertrain Technologies sectors

Pursuant to the Demerger, Fiat S.p.A. transferred its shareholdings in companies operating in the Agricultural and Construction Equipment and also the Trucks and Commercial Vehicles sectors to Fiat Industrial S.p.A., together with the "Industrial & Marine" business line of FPT Powertrain Technologies. Consequently, from the effective date of the merger, the principal activities of Fiat Industrial will be those relating to such businesses. Therefore, the future earnings of Fiat Industrial will reflect the performance of such activities.

Fiat Industrial Group - Risks associated with the capital goods market

More than other sectors, producers in the capital goods sector, such as CNH, Iveco and FPT Industrial are subject to:

- the condition of financial markets, in particular, the ability to access the securitization market and prevailing interest rates in that market. In North America, in particular, CNH makes considerable use of asset-backed securitization to fund financing offered to dealers and end customers. Negative conditions in the financial markets, and the asset-backed securitization market in particular, could have a significant impact on the Group's business prospects, earnings and/or financial position;
- cyclicality, which can cause sudden declines in demand, with negative effects on inventory levels and product pricing, both new and used. In general, demand in the capital goods sector is highly correlated to the economic cycle and can be subject to even greater levels of volatility.

Fiat Industrial Group - Risks associated with the agricultural and construction equipment markets

Performance of the agricultural equipment market is influenced, in particular, by factors such as

- the price of agricultural commodities and the relative level of inventories;
- the profitability of agricultural enterprises;
- the demand for food products;
- agricultural policies, including aid and subsidies to agricultural enterprises, provided by major governments and/or supranational organizations.

In addition, unfavorable climactic conditions, especially during the spring, a particularly important period for generating sales orders, could have a negative impact on the decision to buy agricultural equipment and, consequently, on Fiat Industrial Group's revenues.

Performance of the construction equipment market is influenced, in particular, by factors such as:
- public infrastructure spending;
- new residential/non-residential construction.

The above factors can significantly influence the demand for agricultural and construction equipment and, therefore, the financial results of the Fiat Industrial Group.

Fiat Industrial Group - Risks associated with the credit rating

The ability to access the capital markets or other forms of financing and the related costs are dependent, amongst other things, on the Group's credit ratings.

On January 5, 2011, Moody's Investors Service assigned Fiat Industrial S.p.A. a Corporate Family Rating of Ba1 with a stable outlook.

On February 24, 2011, Standard & Poor's Rating Services rated Fiat Industrial S.p.A.'s long-term debt BB+ with a negative outlook.

Any downgrades could increase the Group's cost of capital and potentially limit its access to sources of financing with a consequent material adverse effect on the Group's business prospects, earnings and/or financial position.

C&W GROUP

The operations of C&W Group are directly influenced by the general economic environment and the international and local real estate business and the political situations in the countries in which it operates.

The economic factors which influence operations are the general economic situation, employment levels, interest rates, access to credit to fund transactions and the effects of tax and regulatory policies.

Economic recession, increases in interest rates or declines in demand in the real estate sector could have an adverse effect on the earnings and financial position of C&W Group.

In addition, these adverse conditions would also affect commission expense, which varies in relation to the revenues of C&W Group. Brokers, in fact, are generally paid on the basis of commissions and compensation correlated to the Group's revenues. Consequently, a negative effect on the Group's operating margins due to the deterioration of market conditions is partly offset by such a correlation.

ALPITOUR GROUP

Alpitour Group - General risks

The trend in demand for tourist packages is always acutely influenced by outside factors such as political risks (conflicts, institutional changes, unilateral acts of government and terrorism), the international economic situation, natural disasters and health scares (e.g. pandemics).

The international political situation, especially in situations of war and terrorist threats, could generate a contraction in demand for the Alpitour Group's services. Areas located in developing countries or plagued by unstable political and social instability are clearly more exposed to this type of risk.

Another risk factor is caused by the ravages of weather such as tsunamis, hurricanes, earthquakes, volcanic eruptions as well as pandemics or epidemics which could cause a sharp decline in demand for tourism services to the affected destinations.

A negative international economic environment could significantly affect the propensity of clients to purchase tourist packages, leading them to place more emphasis on primary needs.

Alpitour Group - Risks typical of the tourism sector

The Alpitour Group (with the exception of incoming activities) operates mostly with Italian clientele in that the product offered features qualitative standards that mirror the expectations and needs of Italian demand. Therefore, the business is strongly influenced by domestic economic conditions, interest rates, taxes, uncertainty over future economic prospects and the shift towards other goods and services in spending choices. Moreover, the fall in consumption after the slowdown in economic growth could lead to a considerable decline the number of passengers.

The style and habits of the Italian clientele mean that the economic performance of the tourism sector is highly seasonal and for the most part revenues are concentrated in the summer season.

The typical activities of the Alpitour Group use services provided by third parties, mainly suppliers of air and hotel services and travel agencies, whether individual or part of networks. The risk that such services will not be rendered efficiently and without interruption could compromise the earnings of the Alpitour Group and damage its image.

The Alpitour Group, because of its vertical integration, the presence of all the links in the tourism chain, the diversification of key suppliers and specific sales policies aimed at sustaining demand in the low season, believes that it can manage and minimize such risks.

Alpitour Group - Risks relating to information technology processes

The tourism sector is firmly anchored to information technology processes which cover the entire business cycle starting from the booking system. The risk of the interruption, even temporarily, of information systems could cause difficulties in operations and in supplying services to clients
By continually updating and maintaining its systems and designing specific disaster recovery plans, as well as holding commercial contracts with leading suppliers of substitute technologies, the Alpitour Group has all the means necessary to monitor and meet such risks.

Alpitour Group - Financial risks

Alpitour Group is exposed to financial risks such as credit risk, liquidity risk, exchange rate risk, interest rate risk and fuel price fluctuations.

The exposure to credit risk is an innate risk of the Group's activities and is mainly represented by the amount of trade receivables. The concentration of credit risk, however, is mitigated by the fact that exposure is spread over a large number of counterparts and customers, as well as by bank guarantees obtained to safeguard against greater exposure. Trade receivables are recognized in the financial statements net of writedowns calculated on the risk of non-fulfillment by the counterparts, determined by considering information available on the clients' solvency and historical data.

The Alpitour Group is subject to liquidity risk which may arise as a result of difficulties in obtaining loans to support operating activities at the appropriate times. Cash flows, financing needs and the liquidity of the group companies are monitored and managed centrally by the group treasury function with the aim of ensuring an effective and efficient management of financial resources. In order to keep refinancing costs to a minimum and ensure that the necessary cash flows are obtained on a timely basis according to the group's operating needs, the central treasury function secures sufficient credit lines.
To this end, the only committed lines and loans outstanding for €168.1 million are considerably higher than the group's financial needs.

The Alpitour Group is exposed to market risk from exchange rate fluctuations, especially the U.S. dollar, since it operates on an international level. The Alpitour Group uses loans and financing transactions to support its operating requirements. The Alpitour Group, and, in particular, the tour operating division, based on the conditions in the contracts for the purchase of air transport services, is exposed to risks of fluctuation in fuel prices mainly in association with international political stability and other outside factors.
The Alpitour Group regularly assesses its exposure to the various types of risk and manages such risks through the use of traditional instruments and derivatives according to its management and control policy. This policy does not allow activities of a speculative nature and the use of derivatives is reserved for exposure to fluctuations in exchange rates, interest rates and fuel prices for hedging purposes.
Exposure to exchange rate risk on commercial transaction in foreign currency is hedged mainly by forward, forward knock-in and zero cost collar contracts. Exposure to interest rate risk on medium/long-term loans is mostly hedged by interest rate swaps and zero costs collars.

Finally, exposure to the risk of fluctuations in fuel prices is hedged by commodity swaps and zero cost collars.
The counterparts of such contracts are leading Italian and international financial institutions with high ratings.
As regards the exchange rate risk and the price fluctuation risk of oil, according to the sales contract conditions of tourist packages, the organizers of the trip have the right to adjust the sales prices for the increase in the costs of the services generated by these two variables.

JUVENTUS FOOTBALL CLUB

Juventus Football Club - Risks connected to general economic conditions (industry risk)

In the short term, Juventus' earnings and financial position are not influenced significantly by overall economic conditions given that most the Company's revenue items stem from long-term contracts. Nonetheless, if the weakness and uncertainty of the Italian and European economy should become long-term, the activities, strategies and prospects of the Company could be adversely affected in particular as concerns radio and TV rights, sponsorships and expected revenues from the new Stadium project, currently under construction, and also sales activities targeted at team supporters.

Juventus Football Club - Risks connected to activities (strategies and operational process risk)

Players' registration rights represent the Company's factor of production. Sports activities are subject to risks connected to physical health and condition. Injuries and accidents, therefore, could potentially have a significant impact at any time on the Company's earnings and financial position.

At the same time, given that the business also focuses on the commercial exploitation of the brand, trademark infringement by third parties is another risk the Company faces. The arrival on the market of a large number of imitation goods bearing the Company's trademark or the occurrence of events that may impair the market value of the trademark could have an adverse effect on its earnings and financial position.

Finally, there are risks connected with supporter behavior which may result in fines, sanctions or other punishments being levied on the company and indirect damages to the club's image which may lead to lower stadium turnout and lower merchandising sales.

Juventus Football Club - Risks connected to the Transfer Campaign (strategic process risk)
The Company's business and financial performance are affected significantly by the acquisitions and disposals made as part of Transfer Campaigns. Difficulty in correlating individual transactions to the mid-term plan and the annual sports management guidelines could potentially have an adverse impact on the Company's financial position and income statement. Moreover, having a squad of players that does not meet the technical and tactical requirements of the trainer and the strategic needs of the sporting director raises the risk of not being able to optimize the playing side, bringing unexpected costs (amortization charges, players' wages).

Juventus Football Club - Risks connected with failure to qualify for sports tournaments (strategic process risk)
The Company's financial performance is significantly affected, both directly and indirectly, by the results achieved by the team in the various tournaments it takes part in, especially the UEFA Champions League. Direct entry to the tournament is currently assured to the top three ranking teams in the Serie A Championship, while the fourth-placed team has the opportunity of qualifying through a preliminary qualifying round. Failure to qualify for the tournament, even where due to a reduction in the number of participating teams, would potentially have an adverse impact on the Company's financial position and income statement.

Juventus Football Club - Risks connected to the dependence on radio and television rights (strategic process risk)
The Company's revenues are closely tied to proceeds from the sale of radio and television rights, the terms and conditions of those rights, and how such rights are sold. New rules governing the ownership of broadcasting rights to sports events and the distribution of proceeds, applicable starting from the 2010/2011 financial year (introduced by Legislative Decree 9 of January 9, 2008), have reduced and may further reduce Juventus' revenues, bringing a significant impact on the financial position, income statement and cash flows of Juventus.

Juventus Football Club - Risks connected to the sponsorship market (industry risk)
The financial market crisis and resulting economic recession have had repercussions for sports sponsorships, as sponsors today prefer to shorten the time horizon of the promotional/advertising investments they undertake. The effect of this shift in the market in the short term has been to lower the proportion of long-term sponsorship revenues compared to the past. If the economic crisis should continue, growth in sponsorship revenues may fall below expectations, with the result that Juventus' financial position, income statement and cash flows may be impacted.

Juventus Football Club - Risks connected to the new Stadium investment (strategic and operational process risk)
The main risks connected to the construction of the new Stadium concern the completion of works to schedule, planned by and no later than June 2011, and, to a lesser extent, the sale of "sky boxes" and VIP stand seats as forecast by the Company. At present, the potential impact of the economic crisis on the Company's financial position and cash flows raised through the sale of the seats cannot be forecast.

Juventus Football Club - Risks connected to funding requirements (industry risk)
Numerous factors affect Juventus' financial position. These include the fulfillment of sports and business objectives, as well as trends in general economic conditions and in the markets in which the Company operates.

Juventus satisfies its funding needs for day-to-day operations and planned investments through cash flows raised through its operating activities, cash and cash equivalents, and bank credit facilities. Despite the current market situation, the Company expects to continue generating the funding it requires through its operating activities.

In accordance with the Company's risk management policy, Juventus has credit facilities in place with a number of premier banking institutions to prevent cash flow shortages from arising. In addition to this, the Company holds its cash and cash equivalents as demand deposits or short-term deposits with a suitable number of different banks, to ensure the prompt availability of the funds. Nevertheless, given the adverse situation of financial markets, the emergence of bank and money market situations that may interrupt normal financial transactions cannot be excluded, which would give rise to cash flow shortages in the event that credit facilities were also restricted.

Juventus Football Club - Risks connected to fluctuations in interest rates and exchange rates (financial process risk)

Juventus uses various forms of funding to assure the cash flows needed for its business. These include credit lines for cash advances and credit commitments, financial leases, and special purpose loans for mid/long-term investments. Changes in interest rates can raise or lower the cost of servicing these loans. The Company has decided to make use of financial instruments to hedge the risk of fluctuations in interest rates. Despite these hedges, sudden changes in interest rates could potentially have an adverse impact on the Company's financial position and income statement.

Juventus conducts almost all its purchase and sale transactions in Euro. As a result, the Company is not exposed in any significant way to the risk of exchange rate fluctuations.

Juventus Football Club - Risks connected to the outcome of pending litigation (compliance risk)

With the assistance of its legal advisors, the company constantly manages and monitors all pending litigation and, on the basis of the predicable outcome, when necessary, proceeds to make accruals in specific provisions.

On the basis of pending litigation, future negative effects, both significant and insignificant, on Juventus' financial position, income statement and cash flows cannot be excluded.

SIGNIFICANT EVENTS IN 2010

Sale of Intesa Sanpaolo shares

On January 15, 2010, EXOR S.p.A. sold 30 million Intesa Sanpaolo ordinary shares (0.25% of ordinary share capital) in the market for proceeds of €90 million and a consolidated gain of €0.6 million.
EXOR still holds 10 million Intesa Sanpaolo ordinary shares (approximately 0.08% of ordinary share capital).

Investment commitment in Almacantar

On April 16, 2010, EXOR S.A. signed a commitment agreement to invest €100 million in Almacantar, a new company operating in the real estate sector.
Founded by Mike Hussey and Neil Jones, two real estate professionals who between them have a strong and successful track record in the European real estate sector, Almacantar aims to capitalize on commercial real estate investment and commercial development opportunities, primarily in the market for offices, in London and Paris.
Following the agreements sealed with EXOR S.A. and with the other shareholders, Almacantar will have €150 million at its disposal to commence its investment strategy.
The agreement also provides that EXOR S.A. will invest another €50 million subject to raising additional capital from new shareholders.
On April 28, 2010, EXOR S.A. subscribed to 10 million Almacantar Class A preferred shares (63.75% of the capital and voting rights) for a total par value of €10 million, initially paying in 25%, the minimum established by law, for a sum of €2.5 million. The remaining €7.5 million was paid in March 2011.

On August 9, 2010, following a share capital increase by Almacantar for €2.5 million, directed to the entry of a new stockholder which fully subscribed to the capital increase, EXOR S.A.'s stake in the capital and voting rights of the company decreased from 63.75% to 54.98%.

Resolutions by the ordinary session of the shareholders' meeting

The ordinary session of the EXOR S.p.A. shareholders' meeting held on April 29, 2010 approved the separate financial statements for the year 2009 and resolved to distribute dividends of €0.27 for each ordinary share, €0.3217 for each preferred share and €0.3481 for each savings share for a maximum total of €67.9 million. The dividends became payable on May 27, 2010.

The shareholders' meeting also resolved to renew the authorization for the purchase and disposal of treasury stock for 18 months up to a maximum of 38 million ordinary and/or preferred and/or savings shares for a maximum disbursement of €450 million.

Treasury stock transactions

Under the treasury stock buyback Programs approved by the board of directors on March 25, 2009 and on May 11, 2010, during 2010, EXOR purchased 1,559,500 ordinary shares (0.97% of the class) at an average cost per share of €14.45 for a total of €22.5 million, 3,274,484 preferred shares (4.26% of the class) at an average cost per share of €10.02 for a total of €32.8 million, and also 213,295 savings shares (2.33% of the class) at an average cost per share of €11.70 for a total of €2.5 million. The total investment in treasury stock amounted to €57.8 million.
Currently EXOR S.p.A. holds the following treasury stock:

Class of stock	Number of shares	% of class stock	Carrying amount Per share (€)	Carrying amount Total (€ ml)
ordinary	4,109,500	2.56	12.68	52.1
preferred	10,239,784	13.33	11.13	114.0
savings	421,695	4.60	10.00	4.2
				170.3

Subscription to Banijay Holding share capital increase

On May 28, 2010, EXOR S.A. subscribed to 17,171 new Banijay Holding shares for an equivalent amount of €1.7 million.
Following this transaction, EXOR S.A. holds 351,590 Banijay Holding shares equal to 17.09% of share capital and 17.17% of voting rights.
This investment is part of the total commitment of €42.5 million (of which €35.3 million has already been paid) undertaken in May 2008 and directed towards financially supporting Banijay Holding's medium-term development plan.

Investment commitments with the Jardine Matheson Group and Rothschild

On June 9, 2010, EXOR S.A. signed an agreement in which it agreed to commit up to $100 million together with the Jardine Matheson Group and Rothschild in private equity investments in India and China.
As a result of this partnership with these two highly experienced and successful international groups, EXOR will be strongly placed to capture both medium- and long-term investment opportunities in regions with high growth potential across a wide range of sectors.
The partnership, which has $250 million of initial investment capital at its disposal, intends to invest alongside entrepreneurs, corporations and other private equity houses in the midcap segment.
According to the agreement, all the partners will work together to define the partnership's investment and development strategy and identify opportunities, making each investment decision on a unanimous basis. At September 30, 2010, EXOR S.A. made its first investment of €2.8 million.

Renewal of the Sequana shareholders' agreement between EXOR S.A. and DLMD and the DLMD loan restructuring agreement

On July 21, 2010, EXOR S.A. and DLMD, a family investment company controlled by Pascal Lebard (general manager of Sequana), renewed the shareholders' agreement signed in 2007 regarding their investment in Sequana. The pact is for a period of one year and is renewable for successive one-year periods unless terminated.

The pact aims to ensure the coordination of Sequana's shareholders along the lines of the governance model that had been adopted in 2007.
According to the pact, the Sequana board of directors will be composed of ten members. Of these, three will be put forward by EXOR S.A. – including the chairman of the board, Tiberto Brandolini d'Adda – and two will be proposed by DLMD, including the general manager, Pascal Lebard. The remaining five independent directors will be proposed by common agreement between the parties.
At the same time, the debt assumed by DLMD in July 2007, when DLMD acquired the stake in Sequana, was restructured on the basis of an agreement reached with the lenders (The Royal Bank of Scotland, BNP Paribas and EXOR S.A.).

As established in the DLMD debt restructuring agreement, on July 30, 2010, the debt payable to EXOR S.A. was full extinguished against the transfer to EXOR S.A. of 790,190 Sequana shares owned by DLMD (equal to 1.59% of capital). At December 31, 2010, EXOR S.A. and DLMD hold, respectively, 28.24% and 20.22% of Sequana's capital.

Investment in BTG Pactual

On December 6, 2010, an agreement was sealed between BTG Pactual (the premier company in the investment banking sector and one of the leaders in investment management in Brazil) and a consortium of top international investors for the subscription to new BTG Pactual shares representing 18.6% of its capital for an investment of approximately $1.8 billion. EXOR S.A. joined the consortium through the acquisition of investments in Copacabana Prince Partecipações and in BTG Investments with an investment of €19 million, with the aim of making an attractive investment and seizing new investment opportunities in Brazil.

Investment in The Economist

In December 2010, EXOR S.A. purchased 1,140,000 The Economist Newspaper Limited ordinary shares from RIT Capital Partners at a price per share of GBP 21.65 for a total of GBP 24,681,000 (€29.2 million).
At December 31, 2010, EXOR S.A. holds 1,190,000 ordinary shares of the company, equal to 4.722% of capital.

Other investments

As a result of commitments to invest in the NoCo B L.P. limited partnership, which groups a series of funds managed by Perella Weinberg Partners L.P., during 2010 EXOR S.A. invested $18.6 million (€13.7 million) in the NoCo B L.P. limited partnership and €5 million in the Perella Weinberg Real Estate I fund.
Moreover, EXOR S.A. obtained reimbursements from the NoCo B L.P. partnership for $1.4 million (€1.1 million).
At December 31, 2010, the investment commitments in NoCo B and in the Perella Weinberg Real Estate I fund amounted, respectively, to $38.4 million (€28.7 million) and €17 million.

In December 2010, EXOR S.A. signed a commitment agreement for an investment in BDT Capital Partners Fund I, LP for a total amount of $28.6 million; the first payment was for $6.6 million (€5 million).
At December 31, 2010, the remaining investment commitment in BDT Capital Partners Fund I, LP is therefore $22 million (€16.5 million).

Transactions regarding Gruppo Banca Leonardo

On May 31, 2010, EXOR S.A. collected its share of the partial extraordinary distribution of paid-in capital equal to €27.3 million (€1.08 for each of the 25,255,537 Gruppo Banca Leonardo S.p.A. shares held at that date). This amount was deducted from the carrying amount of the investment.

On November 18, 2010, EXOR S.A. purchased 12,627,769 Gruppo Banca Leonardo S.p.A. ordinary shares (4.86% of capital) from a stockholder for an investment of €30 million.

After such transaction, EXOR S.A. held 37,883,306 Gruppo Banca Leonardo S.p.A. ordinary shares equal to 14.57% of its capital.

Criminal cases relative to the contents of the press releases issued by IFIL and Giovanni Agnelli e C. on August 24, 2005

On December 21, 2010, the Turin Court, first criminal section composed of a collegiate body, ruled in absolute favor of the defendants, Gianluigi Gabetti, Franzo Grande Stevens and Virgilio Marrone, fully acquitting them because the fact did not exist and deeming also inexistent ex art. 66 Legislative Decree 231/2001 the administrative offense disputed against IFIL S.p.A. (merged by EXOR S.p.A.) and Giovanni Agnelli e C. S.a.p.az..

SIGNIFICANT EVENTS IN THE FIRST QUARTER OF 2011

Demerger of Fiat activities to Fiat Industrial

During 2010, the Fiat Group initiated and completed a strategic project to separate the Agricultural and Construction Equipment (CNH) and Trucks and Commercial Vehicles (Iveco) activities, as well as the "Industrial & Marine" business line of FPT Powertrain Technologies, from the Automobile and Automobile-related Components and Production Systems activities, which include the sectors Fiat Group Automobiles, Maserati, Ferrari, Magneti Marelli, Teksid, Comau and the "Passenger & Commercial Vehicles" business line of FPT Powertrain Technologies.

The separation of those businesses, in the form of their partial proportional demerger from Fiat S.p.A. and transfer to Fiat Industrial S.p.A., resulted in the creation of the Fiat Industrial Group on January 1, 2011 (consisting of CNH, Iveco and FPT Industrial). From the same date, Fiat Group post Demerger is comprised of Fiat Group Automobiles, Maserati, Ferrari, Fiat Powertrain, Magneti Marelli, Teksid and Comau. On January 3, 2011, Fiat Industrial S.p.A.'s shares began trading on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A..

For every Fiat S.p.A. ordinary, preferred and savings share held, EXOR S.p.A. received a Fiat Industrial S.p.A. share of the corresponding class of stock.

Dividends and distribution of reserves to be received

The following table shows the dividends and the distribution of reserves already approved by some of the investment holdings.

Holding	Class of stock	Number of shares	Dividends Per share	Dividends Total (€/ml)	
Fiat S.p.A.	ordinary	332,587,447	€ 0.09	29.9	
Fiat S.p.A.	preferred	31,082,500	€ 0.31	9.6	
Fiat S.p.A.	savings	2,338,629	€ 0.31	0.7	
Alpitour S.p.A. (distribution of reserves)	ordinary	35,450,000	€ 0.28	10.0	(a)
Total EXOR S.p.A.'s share to be received				**50.2**	
SGS S.A.	ordinary	1,173,400	CHF 65.00	59.8	(b)
Sequana	ordinary	13,993,329	€ 0.40	5.6	
Gruppo Banca Leonardo	ordinary	37,883,306	€ 0.12	5.5	
Total EXOR S.A.'s share to be received				**70.9**	

(a) The amount will be recognized as a deduction of the carrying amount of the investment since the distribution is by withdrawal from paid-in capital.
(b) CHF 76.3 million converted at the rate of 1.2748.

Transactions regarding Gruppo Banca Leonardo

In March 2011, EXOR S.A. purchased a total of 7,576,662 Gruppo Banca Leonardo S.p.A. ordinary shares (2.91% of capital) from three different shareholders at a price per share of €2.38 for a total of €18 million.

EXOR S.A. today holds 45,459,968 Gruppo Banca Leonardo S.p.A. ordinary shares equal to 17.41% of its capital.

Changes in corporate positions, relative compensation and organizational structure

In the meeting held on February 11, 2011, the EXOR board of directors named John Elkann chief executive officer in addition to his post as chairman of the board.

Carlo Barel di Sant'Albano has left the position of chief executive officer and has been appointed chairman of the subsidiary Cushman & Wakefield.

Tobias Brown has been appointed Chief Investment Officer with responsibility for all of EXOR's investment activities.

Alessandro Nasi has been named head of EXOR's U.S. activities.

On March 31, 2011, the chief administration officer and manager responsible for the preparation of the corporate financial reports, Aldo Mazzia, will leave EXOR to take up operational positions at the subsidiary Juventus F.C..

The chief financial officer, Enrico Vellano, has taken overall responsibility for EXOR's support functions and has been named the manager responsible for the preparation of the corporate financial reports as from April 1, 2011.

Based on the motion put forward by the Compensation and Nominating Committee, the board of directors voted to increase Mr Elkann's annual compensation from €1 million to €2 million by virtue of the new operational roles he has assumed within the Company.

On the same date, the board of directors took note that, as a result of Mr Sant'Albano's resignation from the post of chief executive officer, he relinquished the 3,000,000 option rights granted to him under the EXOR Stock Option Plan 2008-2019. Moreover, since this is a voluntary resignation, he will not be entitled to the indemnity of €2.5 million in the event of the expiry of his term of office.
The board of directors also voted to maintain Mr Sant'Albano's existing insurance coverage and the use of the Company's apartment in Turin until December 31, 2011.

Finally, the board of directors, on the basis of the motion submitted by the Compensation and Nominating Committee, voted to grant Mr Elkann, by virtue of the new operational roles assumed by him, 3,000,000 options, corresponding to 795,000 EXOR ordinary shares under the EXOR Stock Option Plan 2008-2019.

BUSINESS OUTLOOK

EXOR S.p.A. expects to report a profit for the year 2011.

At the consolidated level, the year 2011 should show a further improvement in earnings which, however, will largely depend upon the performance of the principal investment holdings. Their most recent forecasts are presented below.

Fiat Group

The Fiat Group recently confirmed the 2011-14 Plan and financial targets set out in the presentation to the financial community in April 2010. In particular, the 2011 targets for Fiat Group post Demerger are as follows:

- revenues of approximately €37 billion;
- trading profit between €0.9 and €1.2 billion;
- net profit at around €0.3 billion;
- net industrial debt between €1.5 and €1.8 billion;
- capex in the range of €4 to €4.5 billion.

Fiat Industrial Group

The Fiat Industrial Group 2011-2014 Plan includes targets for the year 2011 of revenues of approximately €22 billion, a trading profit of €1.3 billion and net industrial debt of €1.9 billion.

C&W Group

In late 2010, the C&W Group board of directors approved a new Strategic Plan that focuses on four areas: create a highly coordinated and aligned global organization, provide a consistent service mix across markets, client prioritization and a focus on operational efficiencies.
C&W Group believes that with strong revenue growth, a profitable finish to 2010, momentum in the market and the economic trending in the Group's favor, the Strategic Plan provides the strong foundation for the Group in 2011 and beyond to build a more powerful and cohesive organization than ever before.

Alpitour Group

As concerns economic forecasts, the start of the current year was characterized by various outside factors which could negatively affect expected results, particularly the "shark" alarm at Sharm El sheik, the attack at the Coptic Christian Church of Alexandria in Egypt on January 1, 2011 and the popular uprisings that exploded in North Africa. Such events could condition the choices of consumers as regards the products Egypt and Tunisia, primary destinations in terms of both volumes and margins.
At market level, the winter season is predicted to continue to be marked by some difficulties and a weak demand, while signs of a recovery and a return to a climate of confidence are likely to coincide with the summer season.

In this scenario, the Alpitour Group aims to increase sales and its market share, better the economic results reported in 2010, raise the return on invested capital and further improve the financial situation. The Alpitour Group also intends to reconfirm itself as the market leader not only in size but also from the standpoint of innovation.

Juventus Football Club
The 2010/2011 economic performance will be adversely affected by the Club's failure to qualify for the UEFA Champions League. This will produce lower revenues from European competitions and lower sales revenues in addition to the effects stemming from the coming into force of the new regulations on television rights.

Therefore, on the basis of information currently available and in the absence of any extraordinary events, Juventus Football Club is expected to close the 2010/2011 financial year with a significant loss.

Sequana Group
For the full-year 2011, taking into account the different current forecasts on the evolution of the prices of raw materials and the internal actions already begun, Sequana expects to report a higher operating profit compared to 2010.

REVIEW OF THE RESULTS OF THE SEPARATE FINANCIAL STATEMENTS

EXOR S.p.A. closes the year 2010 with a profit of €151.8 million, increasing €63 million compared to the profit of €88.8 million in 2009. The increase is due primarily to higher net income from investments (+€66.3 million for dividends received and net gains) and lower net financial expenses (+€4.3 million) which are partly offset by the increase in non-recurring expenses (-€5.8 million) and other net changes (-€1.8 million).

The income statement and statement of financial position, as well as comments on the most significant line items are presented below.

EXOR S.p.A. – Income Statement

€ in millions	Note	2010	2009	Change
Dividends from investments	1	**197.8**	120.0	77.8
Gains on disposals and writedowns of investments	2	**10.2**	21.7	(11.5)
Net financial expenses	3	**(15.1)**	(19.4)	4.3
Net general expenses	4	**(22.5)**	(21.6)	(0.9)
Non-recurring other income (expenses) and general expenses	5	**(17.3)**	(11.5)	(5.8)
Non-deductible VAT and other indirect taxes and duties		**(1.2)**	(3.5)	2.3
Profit before income taxes		**151.9**	85.7	66.2
Income taxes		**(0.1)**	3.1	(3.2)
Profit for the year		**151.8**	88.8	63.0

EXOR S.p.A. – Statement of Financial Position

		12/31/2010		12/31/2009		
€ in millions	Note	Amount	%	Amount	%	Change
Investments	6	**3,838.7**	**78.8**	3,950.6	83.8	(111.9)
Other non-current financial assets		**138.2**	**2.8**	71.7	1.5	66.5
Current financial assets		**815.8**	**16.8**	618.8	13.1	197.0
Financial receivables from subsidiaries		**30.6**	**0.6**	28.2	0.6	2.4
Tax receivables		**45.7**	**1.0**	44.9	1.0	0.8
Other current and non-current assets		**0.8**	**0.0**	0.7	0.0	0.1
Total Assets		**4,869.8**	**100.0**	4,714.9	100.0	154.9
Equity	7	**3,552.5**	**72.9**	3,539.8	75.1	12.7
Bonds		**945.6**	**19.4**	944.9	20.0	0.7
Current and non-current bank debt		**281.1**	**5.8**	150.1	3.2	131.0
Other current financial liabilities		**31.8**	**0.7**	35.7	0.8	(3.9)
Provisions and other current and non-current liabilities		**58.8**	**1.2**	44.4	0.9	14.4
Total Equity and Liabilities		**4,869.8**	**100.0**	4,714.9	100.0	154.9

1. **Dividends from investments**

In 2010, dividends from investments amount to €197.8 million and include dividends collected from Fiat for €66.9 million, Intesa Sanpaolo for €0.8 million, Emittenti Titoli for €0.1 million and, lastly, from EXOR S.A. for €130 million, of which €33 million in cash and €97 million corresponding to the fair value of financial instruments transferred to EXOR S.p.A.

In 2009,dividends of €120 million mainly came from EXOR S.A. alone.

2. **Gains on disposals and writedowns of investments**

In 2010, the gain of €14.8 million relates to the sale of 30 million Intesa Sanpaolo ordinary shares (0.25% of ordinary share capital), with proceeds of €90 million, as well as the writedown of €4.6 million to align the carrying amount (€2.506 per share) of the remaining 10 million Intesa Sanpaolo shares to the stock trading price at December 31, 2010 (€2.042).

In 2009, the net gain of €21.7 million was due to the sale of 78 million Intesa Sanpaolo shares (0.66% of its ordinary share capital), with proceeds of €217.2 million.

3. **Net financial expenses**

Net financial expenses amount to €15.1 million in 2010. This is a net reduction of €4.3 million compared to 2009 (€19.4 million).

4. **Net general expenses**

Net general expenses total €22.5 million and show an increase of €0.9 million compared to 2009 (€21.6 million).

5. **Non-recurring other income (expenses) and general expenses**

In 2010 and 2009, these are net expense balances, respectively, for €17.3 million and €11.5 million. They include:

€ in millions	2010	2009
Fair value adjustment to the Alpitour stock option plan	**(9.7)**	(4.2)
Expenses arising on employee reduction plan	**(2.9)**	(4.5)
Fees for defense in legal cases	**(4.3)**	(2.6)
Sundry other income (expenses)	**(0.4)**	(0.2)
	(17.3)	(11.5)

The fair value adjustment to the Alpitour stock option plan of €9.7 million in 2010 represents the current year cost to align the payable to beneficiaries to the fair value estimated by an independent expert at December 31, 2010. Further information is provided in note 26 to the separate financial statements.

In 2010, the expenses arising on the employee reduction plan of EXOR S.p.A. and the subsidiary Exor Services amount to €2.9 million. In 2009, besides this type of expense (equal to €1.2 million), the line item included the extraordinary indemnity relative to the termination of the employment relationship resolved in favor of the former chief executive officer and general management of IFI S.p.A., Virgilio Marrone, for €3.3 million.

Fees for defense in legal cases are equal to €4.3 million (€2.6 million in 2009) and refer to the fees incurred for legal assistance in the cases relating to the content of the press releases issued by IFIL and by Giovanni Agnelli e C. on August 24, 2005.

Sundry other income (expenses) shows a net expense balance of €0.4 million in 2010 mainly deriving from the estimated expenses (€0.3 million) in connection with the early liquidation of FIA, proposed by EXOR since it is anticipated that there will no longer be a plurality of beneficiaries and with the aim of reducing administrative costs.

6. Investments

Details are as follows:

€ in millions	12/31/2010	12/31/2009	Change
Accounted for at cost			
Fiat S.p.A. (ordinary shares)	**2,619.4**	2,619.4	0.0
Fiat S.p.A. (preferred shares)	**250.4**	250.4	0.0
Fiat S.p.A. (savings shares)	**13.0**	13.0	0.0
	2,882.8	2,882.8	0.0
EXOR S.A.	**747.1**	746.7	0.4
Alpitour S.p.A.	**92.5**	100.0	(7.5)
Juventus Football Club S.p.A.	**74.2**	74.2	0.0
Exor Services S.c.p.a.	**10.0**	10.0	0.0
Emittenti Titoli S.p.A.	**0.3**	0.3	0.0
	3,806.9	3,814.0	(7.1)
Available-for-sale investments			
Intesa Sanpaolo S.p.A. (ordinary shares)	**20.4**	126.6	(106.2)
Rho Immobiliare Fund	**11.4**	10.0	1.4
	31.8	136.6	(104.8)
Total investments	**3,838.7**	3,950.6	(111.9)

The comparison between carrying amounts and stock trading prices of shares held at the end of 2010 is as follows.

		Carrying amount		Stock trading price December 30, 2010	
	Number	Per share (€)	Total (€ millions)	Per share (€)	Total (€ millions)
Fiat S.p.A.					
- ordinary shares	332,587,447	7.876	2,619.4	15.082	**5,016.1**
- preferred shares	31,082,500	8.056	250.4	10.846	**337.1**
- savings shares	2,338,629	5.577	13.0	10.804	**25.3**
			2,882.8		**5,378.5**
Juventus Football Club S.p.A.	120,934,166	0.614	74.2	0.956	**115.6**
Intesa Sanpaolo S.p.A. (ordinary shares)	10,000,000	2.042	20.4	2.042	**20.4**
Total			**2,977.4**		**5,514.5**

7. Equity

Equity at December 31, 2010 is €3,552.5 million (€3,539.8 million at December 31, 2009). The positive change of €12.7 million is detailed in the following table.

Further details are provided in the statement of changes in equity of the separate financial statements of EXOR S.p.A. at December 31, 2010.

€ in millions	
Equity at December 31, 2009	**3,539.8**
Dividends paid	(67.9)
EXOR treasury stock buybacks	(57.8)
Reversal of the fair value reserve on Intesa Sanpaolo stock, net of deferred taxes	(25.0)
Other net changes	11.6
Profit for the year	151.8
Net change during the year	**12.7**
Equity at December 31, 2010	**3,552.5**

8. Net financial position

At December 31, 2010, the net financial position is a negative €273.9 million and an improvement of €138.2 million compared to a negative €412.1 million at the end of 2009. The balance is composed as follows:

	12/31/2010			12/31/2009		
€ in millions	Current	Non-current	Total	Current	Non-current	Total
Financial assets	**596.0**	**138.2** (a)	**734.2**	281.4	71.7 (a)	353.1
Financial receivables from subsidiary	**30.6**	**0.0**	**30.6**	28.2	0.0	28.2
Cash and cash equivalents	**219.8**	**0.0**	**219.8**	337.4	0.0	337.4
Total financial assets	**846.4**	**138.2**	**984.6**	647.0	71.7	718.7
EXOR bonds 2007-2017	**(22.4)**	**(745.7)**	**(768.1)**	(22.4)	(745.2)	(767.6)
EXOR bonds 2006-2011	**(200.1)**	**0.0**	**(200.1)**	(0.2)	(199.7)	(199.9)
Bank debt and other financial liabilities	**(240.3)**	**(50.0)**	**(290.3)**	(38.3)	(125.0)	(163.3)
Total financial liabilities	**(462.8)**	**(795.7)**	**(1,258.5)**	(60.9)	(1,069.9)	(1,130.8)
Net financial position of EXOR S.p.A.	**383.6**	**(657.5)**	**(273.9)**	586.1	(998.2)	(412.1)

(a) These are bonds issued by leading counterparts and listed on active and regulated markets which the Company intends, and is able to hold, until their natural reimbursement date as an investment for a part of its available cash, in order to ensure a constant flow of financial income that could be considered attractive. This designation was decided in accordance with IAS 39, paragraph 9.
Such financial instruments are free of whatsoever restriction and, therefore, can be monetized whenever the Company should so decide in that sense. Their classification as non-current in the financial position has been adopted only in view of the fact that their natural maturity date is 12 months beyond the closing date of the financial statements. There are no trading restrictions and their degree of liquidity or the degree to which they can be converted into cash is considered high.

The positive change of €138.2 million in 2010 is due to the following cash flows:

€ in millions		
Net financial position at December 31, 2009		**(412.1)**
Dividends and reimbursement of reserves received from the investment holdings		205.3
- Exor S.A.	130.0	
- Fiat S.p.A.	66.9	
- Intesa Sanpaolo S.p.A.	0.8	
- Emittenti Titoli	0.1	
- Alpitour S.p.A. (reimbursement of reserves)	7.5	
EXOR treasury stock purchases		(57.8)
- 1,559,500 ordinary shares (0.97% of the class)	(22.5)	
- 3,274,484 preferred shares (4.26% of the class)	(32.8)	
- 213,295 savings shares (2.33% of the class)	(2.5)	
Sale of 30 million Intesa Sanpaolo ordinary shares (0.25% of ordinary capital stock)		90.0
Dividends paid by EXOR S.p.A.		(67.9)
Other changes		(31.4)
- Net general expenses (excluding the figurative cost of EXOR stock option plan)	(20.9)	
- Non-recurring other income (expenses) and general expenses (excluding fair value adjustment of Alpitour stock option plan)	(7.6)	
- Indirect taxes and duties	(1.2)	
- Net financial expenses	(15.1)	
- Other net changes	13.4	
Net change during the year		**138.2**
Net financial position at December 31, 2010		**(273.9)**

9. Reconciliation between the separate financial statements of EXOR S.p.A. and the consolidated financial statements of the Group

The following reconciliation of the profit for the year and the equity in the separate financial statements of EXOR S.p.A. for the years ended December 31, 2010 and December 31, 2009 and the corresponding figures in the consolidated financial statements of the EXOR Group at the same dates are presented as required by Consob Communication 6064293 dated July 28, 2006.

	Profit (Loss)		Equity	
€ in millions	**2010**	2009	**12/31/2010**	12/31/2009
Separate financial statements of EXOR S.p.A.	**152**	89	**3,553**	3,540
Difference between the carrying amounts of investments and corresponding equity at the end of the prior year			**1,765**	1,726
Net balance between the changes during the year in the equity of consolidated companies and companies accounted for by the equity method (excluding the result)			**771**	512
Share of the profit (loss) of consolidated companies and companies accounted for by the equity method, net of consolidation adjustments	**206**	(317)	**206**	(317)
Elimination of dividends received from consolidated companies and companies accounted for by the equity method	**(202)**	(120)	**(202)**	(120)
Adjustments of gains/losses on disposals of investments and writedowns	**(19)**	(37)	**(19)**	(37)
Other consolidation adjustments		(4)	**1**	1
Consolidated financial statements of the EXOR Group (attributable to Owners of the Parent)	**137**	(389)	**6,075**	5,305

REVIEW OF THE CONSOLIDATED RESULTS OF THE EXOR GROUP – SHORTENED

Through the subsidiary EXOR S.A., EXOR S.p.A. holds some important investments and controls some companies which contribute to the Group's investment activities and financial resource management. These companies constitute, together with Exor Services (a services company), the so-called Holdings System (the complete list of these companies is presented below).

In order to facilitate the analysis of the financial position and the results of operations of the Group, EXOR presents shortened consolidated financial statements (statement of financial position and income statement) prepared by applying the "shortened" consolidation criteria. Such shortened consolidated financial statements are presented along with the annual consolidated financial statements and the half-year condensed consolidated financial statements of each year. The consolidated data is also presented in the shortened format in the quarterly reports at March 31 and September 30 of each year.

In the preparation of the shortened consolidated statement of financial position and income statement, the separate financial statements or accounting data drawn up in accordance with IFRS by EXOR S.p.A. and by the subsidiaries in the "Holdings System" are consolidated line-by-line; the investments in the operating subsidiaries and associates (Fiat, C&W Group, Alpitour, Juventus Football Club and Sequana) are accounted for by the equity method on the basis of their consolidated financial statements or separate financial statements (in the case of Juventus Football Club) or accounting data prepared in accordance with IFRS. The investment in Almacantar (acquired on April 28, 2010) is stated at cost since the company was not yet fully operational at December 31, 2010.

The following table shows the consolidation and valuation methods of the investment holdings.

	% of consolidation	
	12/31/2010	12/31/2009
Companies of the Holdings System consolidated line-by-line (a)		
- Exor S.A. (Luxembourg)	**100**	100
- Exor Capital Limited (Ireland)	**100**	100
- Exor Services S.c.p.a. (Italy)	**99.62**	99.75
- Exor Inc. (USA)	**100**	100
- Ancom USA Inc. (USA)	**100**	100
- Exor LLC (USA)	**99.80**	-
Investments in operating subsidiaries and associates, accounted for by the equity method		
- Fiat Group	**29.59**	29.59
- Sequana Group	**28.37**	26.84
- C&W Group	**78.56** (b)	78.88 (b)
- Alpitour Group	**100**	100
- Juventus Football Club S.p.A.	**60**	60

(a) The list does not include companies in a wind-up and/or wound-up during 2009 and 2010.
(b) The percentage is calculated on issued share capital, net of treasury stock held and net of the estimate of treasury stock purchases from non-controlling interests to be made by C&W Group.

The EXOR Group closes the year 2010 with a consolidated profit of €136.7 million; the year 2009 ended with a consolidated loss of €388.9 million. The positive change amounts to €525.6 million and is due to the improvement in the results of the investment holdings (+€452.3 million), the increase in net financial income (expenses) (+€61.5 million) and other net changes (+€11.8 million).

At December 31, 2010, the consolidated equity attributable to Owners of the Parent is €6,074.9 million, with a net increase of €769.5 million compared to €5,305.4 million at the end of 2009. Further details are provided in note 11.

The consolidated net financial position of the Holdings System at December 31, 2010 is a positive balance of €42.6 million, with a negative change of €9 million compared to the positive balance of €51.6 million at the end of 2009. Additional details are provided in note 12.

The shortened consolidated **income statement** and **statement of financial position** and notes on the most significant line items are presented below.

EXOR GROUP – Consolidated Income Statement - Shortened

€ in millions	Note	2010	2009	Change
Share of the profit (loss) of investments accounted for by the equity method	1	**133.2**	(319.1)	452.3
Dividends from investments	2	**50.1**	40.6	9.5
Gains (losses) on disposals of investments and writedowns, net	3	**(8.8)**	(15.4)	6.6
Financial income (expenses):				
- Interest and other financial income	4	**132.5**	71.7	60.8
- Interest and other financial expenses	4	**(107.7)**	(78.5)	(29.2)
- Fair value adjustments to current and non-current financial assets	4	**(6.5)**	(36.4)	29.9
Net financial income (expenses)		**18.3**	(43.2)	61.5
Net general expenses	5	**(26.6)**	(28.8)	2.2
Non-recurring other income (expenses) and general expenses	6	**(19.9)**	(12.9)	(7.0)
Indirect taxes and duties		**(2.0)**	(4.0)	2.0
Profit (Loss) before income taxes		**144.3**	(382.8)	527.1
Income taxes		**(7.6)**	(6.1)	(1.5)
Profit (Loss) attributable to Owners of the Parent		**136.7**	(388.9)	525.6

EXOR GROUP – Consolidated Statement of Financial Position - Shortened

€ in millions	Note	**12/31/2010**	12/31/2009	Change
Non-current assets				
Investments accounted for by the equity method	7	**4,227.1**	3,810.1	417.0
Other financial assets:				
- Investments measured at fair value	8	**1,686.7**	1,333.5	353.2
- Other investments	9	**346.8**	199.7	147.1
- Other financial assets		**0.2**	0.4	(0.2)
Other property, plant and equipment and intangible assets		**11.8**	11.6	0.2
Total Non-current assets		**6,272.6**	5,355.3	917.3
Current assets				
Financial assets and cash and cash equivalents	12	**1,116.9**	1,095.2	21.7
Tax receivables and other receivables		**48.4**	46.5	1.9
Total Current assets		**1,165.3**	1,141.7	23.6
Total Assets		**7,437.9**	6,497.0	940.9
Capital issued and reserves attributable to Owners of the Parent	11	**6,074.9**	5,305.4	769.5
Non-current liabilities				
Bonds and other debt	12	**847.1**	1,102.1	(255.0)
Provisions for employee benefits		**3.2**	4.0	(0.8)
Deferred tax liabilities and other liabilities		**5.0**	1.7	3.3
Total Non-current liabilities		**855.3**	1,107.8	(252.5)
Current liabilities				
Bonds, bank debt and other financial liabilities	12	**470.3**	60.9	409.4
Other liabilities		**37.4**	22.9	14.5
Total Current liabilities		**507.7**	83.8	423.9
Total Equity and Liabilities		**7,437.9**	6,497.0	940.9

1. Share of the profit (loss) of investments accounted for by the equity method

In 2010, the share of the profit (loss) of investments accounted for by the equity method is a profit of €133.2 million (a loss of €319.1 million in 2009). The positive change of €452.3 million reflects the improvement in the results of almost all the investment holdings, particularly the return to a profit position of the Fiat Group and the C&W Group; as regards Juventus F.C., the negative change is due to its failure to qualify for the Champions League 2010/2011, expenses to renew the first team and lower revenues due to the effects stemming from the new system for sharing the revenues on television rights.

	Profit (Loss) (in millions)				EXOR's share (€ in millions)		
		2010		2009	2010	2009	Change
Fiat Group	€	**520.0**	€	(837.8)	**153.9**	(247.9)	401.8
Consolidation adjustments					**(9.7)**	(1.2)	(8.5)
Share in the Fiat Group's result					**144.2**	(249.1)	393.3
C&W Group	$	**13.1**	$	(127.0) (a)	**7.8**	(71.9)	79.7
Consolidation adjustments					**0.0**	(9.5) (b)	9.5
Share in C&W Group's result					**7.8**	(81.4)	89.2
Alpitour Group	€	**10.9**	€	2.3	**10.9**	2.3	8.6
Juventus Football Club S.p.A.	€	**(64.7)**	€	6.2	**(38.8)**	3.7	(42.5)
Sequana Group	€	**32.1**	€	20.0	**9.1**	5.4	3.7
Total					**133.2**	(319.1)	452.3

(a) Includes non-cash impairment charges for intangible assets (-$76.7 million), restructuring charges in connection with structure cost reduction actions (-$29.9 million) and costs associated with the relocation of the company's New York headquarters (-$7.5 million) and related tax benefits (+$19.3 million).
(b) Impairment charge for goodwill represented by acquisition costs incurred by EXOR S.A..

Comments on the operating performance by the main operating subsidiaries and associates are presented in the following sections of the report.

2. Dividends from investments

In 2010, dividends from investments amount to €50.1 million and include dividends collected from SGS for €49.1 million (€38.4 million in 2009), Intesa Sanpaolo for €0.8 million, Emittenti Titoli for €0.1 million (unchanged compared to 2009) and The New Economist Newspaper for €0.1 million (unchanged compared to 2009). In 2009, dividends had also been received from Gruppo Banca Leonardo for €2 million.

The distribution of reserves by Alpitour (€7.5 million) and Gruppo Banca Leonardo (€27.3 million) are accounted for as a deduction from the carrying amounts of the investments.

3. Gains (Losses) on disposals of investments and writedowns, net

In 2010, the line item includes the net gain of €0.6 million realized on the disposal on the market of a 0.25% stake in Intesa Sanpaolo ordinary share capital, as well as the writedown of €9.4 million to align the carrying amount (€2.98 per share) of the remaining 10 million Intesa Sanpaolo shares to the stock trading price at December 30, 2010 (€2.042 per share).
In 2009, this line item had included the net loss of €15.4 million realized on the disposal on the market of a 0.66% stake in Intesa Sanpaolo ordinary share capital.

4. Financial income (expenses)

In 2010, net financial income is €18.3 million. In 2009, net financial expenses were €43.2 million. Details of the composition of the balance are as follows:

€ in millions	2010	2009	Change
Interest and other financial income			
Financial income on securities held for trading	**81.7**	37.2	44.5
Interest income on:			
- bonds	**30.3**	24.3	6.0
- receivables from banks	**1.7**	3.6	(1.9)
- receivables from the tax authorities	**0.7**	1.1	(0.4)
- C&W Group loan	**2.9**	1.7	1.2
Exchange gains	**14.3**	2.5	11.8
Interest from interest rate hedge	**0.4**	1.3	(0.9)
Other income	**0.5**	0	0.5
Interest and other financial income	**132.5**	71.7	60.8
Interest and other financial expenses			
EXOR bond interest expenses	**(48.6)**	(49.7)	1.1
Financial expenses on securities held for trading	**(42.3)**	(15.3)	(27.0)
Exchange losses	**(6.6)**	(3.7)	(2.9)
Interest from interest rate hedges	**(5.4)**	(5.4)	0.0
Bank interest and other financial expenses	**(4.8)**	(4.4)	(0.4)
Interest and other financial expenses	**(107.7)**	(78.5)	(29.2)
Fair value adjustments to current and non-current financial assets			
Positive adjustments	**26.5**	15.0	11.5
Negative adjustments	**(33.0)**	(51.4)	18.4
Fair value adjustments to current and non-current financial assets	**(6.5)**	(36.4)	29.9
Financial income (expenses)	**18.3**	(43.2)	61.5

In 2010, fair value adjustments are negative for €6.5 million (negative for €36.4 million in 2009) and include the impairment charge on the embedded derivative relating to the Vision convertible bonds for €16.7 million (-€35.9 million in 2009), the reversal of the impairment charge on the remaining receivables due from DLMD for €1.6 million, subsequently sold in July 2010 (in 2009, this asset had been written down by €9.2 million), as well as net revaluations to equity shares and bonds held for trading €8.6 million (€8.7 million in 2009).

Considering only the assets and liabilities included in the consolidated net financial position of the Holdings System (see note 12), there is a net financial income balance for €25.8 million (net financial expense balance for €1.7 million in 2009).
Details are as follows:

€ in millions	**2010**	2009	Change
Interest and other financial income	122.4	65.7	56.7
Interest and other financial expenses	(105.2)	(76.1)	(29.1)
Fair value adjustment of current and non-current assets	8.6	8.7	(0.1)
Financial income (expense) balance generated by the financial position	**25.8**	(1.7)	27.5

5. Net general expenses

In 2010, net general expenses amount to €26.6 million; the decrease of €2.2 million compared to the balance in the prior year (€28.8 million) is due to higher cost recoveries from subsidiaries (-€3.4 million) and higher costs for €1.2 million (of which €0.5 million for compensation to directors).
Net general expenses include the figurative cost of the EXOR stock option plan for about €2 million (€1.9 million in 2009).

6. Non-recurring other income (expenses) and general expenses

In 2010, this line item is a negative €19.9 million (a negative €12.9 million in 2009) and includes:

€ in millions	**2010**	2009	Change
Fair value adjustment to Alpitour stock option plan	(9.7)	(4.2)	(5.5)
Expenses arising on employee reduction plan	(2.9)	(5.1)	2.2
Fees for defense in legal cases	(4.8)	(2.8)	(2.0)
Costs connected with the measurement/execution of investment projects	(2.0)	0.0	(2.0)
Sundry other income (expenses)	(0.5)	(0.8)	0.3
Total	**(19.9)**	(12.9)	(7.0)

The fair value adjustment to the Alpitour stock option plan of €9.7 million in 2010 represents the current year cost to align the payable to beneficiaries to the fair value estimated by an independent expert at December 31, 2010. Further information is provided in note 26 to the separate financial statements.

In 2010, the expenses arising on the employee reduction plan of EXOR S.p.A. and the subsidiary Exor Services amount to €2.9 million. In 2009, besides this type of expense (equal to €1.8 million), the line item included the extraordinary indemnity relative to the termination of the employment relationship resolved in favor of the former chief executive officer and general management of IFI S.p.A., Virgilio Marrone, for €3.3 million.

In 2010, the fees for defense in legal cases are equal to €4.8 million (€2.8 million in 2009) and refer to the fees incurred in the cases relating to the content of the press releases issued by IFIL and by Giovanni Agnelli e C. on August 24, 2005 for €4.2 million (€2.8 million in 2009), and also other legal fees for €0.6 million.

Sundry other income (expenses) shows a net expense balance of €0.5 million in 2010 (€0.8 million in 2009). In 2010, the line item mainly includes the estimate of expenses in connection with the early liquidation of FIA (€0.3 million) proposed by EXOR since it is anticipated that there will no longer be a plurality of beneficiaries and with the aim of reducing administrative costs, as well as other expenses of €0.2 million.
In 2009, the line item had included the maintenance costs for the building owned by the subsidiary Exor Services of €0.6 million and other expenses of €0.2 million.

7. Investments accounted for by the equity method

Details are as follows:

€ in millions	Carrying amount 12/31/2010	12/31/2009	Change
Fiat Group	**3,421.9**	3,057.0	364.9
C&W Group	**448.4**	405.0	43.4
Sequana Group	**230.9**	198.0	32.9
Alpitour Group	**83.8**	80.6	3.2
Juventus Football Club S.p.A.	**30.7**	69.5	(38.8)
Almacantar S.A. (a)	**10.0**	0.0	10.0
Jardine Rothschild Asia Capital Ltd (b)	**1.4**	0.0	1.4
Total	**4,227.1**	3,810.1	417.0

(a) The investment in Almacantar, purchased on April 28, 2010, is maintained at the cost of €10 million, which corresponds to the increase in share capital subscribed to, of which the minimum was paid in by law (25%, equal to €2.5 million). The remaining stake to be paid (€7.5 million) is recognized in financial payables.
(b) This investment, purchased on September 30, 2010, is maintained at cost.

8. Other non-current financial assets – Investments measured at fair value

Details are as follows:

	12/31/2010		12/31/2009		
€ in millions	%	Carrying amount	%	Carrying amount	Change
SGS S.A.	15.00	**1,472.4**	15.00	1,068.5	403.9
Gruppo Banca Leonardo S.p.A.	14.57	**87.4**	9.74	84.7	2.7
Banijay Holding S.A.S.	17.09	**38.6**	17.08	33.6	5.0
Intesa Sanpaolo S.p.A.	0.08	**20.4**	0.34	126.6	(106.2)
The Economist Newspaper Ltd	4.72	**29.9**	0.20	1.1	28.8
NoCo A LP	2.00 (a)	**19.0**	1.96 (a)	19.0	0.0
Copacabana Prince Participações S.A. (b)	1.62	**15.2**	-	0.0	15.2
BTG Investments LP (b)	0.26	**3.8**	-	0.0	3.8
Total		**1,686.7**		1,333.5	353.2

(a) Percentage interest in the limited partnership, stated at cost.
(b) Stated at cost since it was purchased at the end of 2010.

The increase in the investment in **SGS** of €403.9 million is due to the adjustment to fair value at December 30, 2010.
The stock trading price per share of SGS stock at December 30, 2010 is CHF 1,569 corresponding to €1,254.8 at the exchange rate of 1.2504.
The original carrying amount of the investment in SGS is €469.7 million; at December 31, 2010, the net positive adjustment to fair value recognized in equity amounts to €1,002.7 million.

The net increase in the investment in **Gruppo Banca Leonardo** is determined by the purchases of a further 12,627,769 ordinary shares (4.86% of share capital), with an investment of €30 million, and by the recognition of the reimbursement of reserves as a deduction from the carrying amount of the investment for €27.3 million.

The increase in the investment in **Banijay Holding** for €5 million comes from the subscription of new shares by Exor S.A. for an equivalent amount of €1.7 million and the positive adjustment to fair value for €3.3 million with recognition in equity.

At December 31, 2010, the reduction in the investment in **Intesa Sanpaolo** of €106.2 million is mainly due to the sale of 30 million shares (0.25% of ordinary share capital) for net proceeds of €90 million and a net

gain of €0.6 million. The derecognition of the carrying amount (-€95 million) of the stake sold includes the original purchase cost of €89.4 million and the cumulative positive fair value change of €5.6 million; the latter was recognized as a deduction from a specific reserve in consolidated equity. The remaining stake has been aligned to the stock trading price at December 30, 2010 (€2,042 per share) generating a total impairment charge recognized in the income statement for €9.4 million.
In fact, it was deemed that the stock trading price, consistently below the original cost, represented objective evidence of an impairment loss.

On December 6, 2010, EXOR S.A. invested in **Copacabana Prince Participações** (€15.2 million) and **BTG Investments** (€3.8 million) as part of the agreement sealed between BTG Pactual and a consortium of leading international investors.

9. Other non-current financial assets – Other investments

Details are as follows:

€ in millions	12/31/2010	12/31/2009	Change
Investments at fair value			
- NoCo B LP	**48,3**	25,9	22,4
- DLMD bonds	**0,0**	6,3	(6,3)
- RHO real estate fund shares	**11,4**	10,0	1,4
- Other	**18,0**	3,1	14,9
	77,7	45,3	32,4
Investments at amortized cost			
- Perfect Vision Limited convertible bonds	**76,1**	67,5	8,6
- Other bonds held to maturity	**191,6**	86,9	104,7
	267,7	154,4	113,3
Other investments	**1,4**	0,0	1,4
Total	**346,8**	199,7	147,1

As established in the DLMD bond restructuring agreement, on July 30, 2010, DLMD sold 790,190 Sequana shares to EXOR S.A. These are equal to 1.59% of capital, representing EXOR S.A.'s share of the 10,806,343 Sequana shares pledged by contract to guarantee the entire DLMD bond issue. The stock was purchased at the July 29, 2010 stock trading price (€10.90 per share for a total of €8.6 million) and the purchase price, as established in the contract, was paid by EXOR with the partial write-off of the receivable from DLMD which at June 30, 2010 had been revalued up to the market value of the 790,190 Sequana shares purchased.
On the same date, EXOR S.A. sold the remaining receivable (Senior portion and Junior portion) to DLMD shareholders for €1.

10. Comparison between carrying amounts and stock trading prices of listed investments and other listed financial assets

	Number of shares	Carrying amount Per share (€)	Carrying amount Total (€ ml)	Stock trading price 12/30/2010 Per share (€)	Stock trading price 12/30/2010 Total (€ ml)
Fiat S.p.A.					
- ordinary shares	332,587,447	9.35	**3,109.4**	15.08	**5,016.1**
- preferred shares	31,082,500	9.35	**290.6**	10.85	**337.1**
- savings shares	2,338,629	9.35	**21.9**	10.80	**25.3**
	366,008,576		**3,421.9**		**5,378.5**
Sequana S.A.	13,993,329	16.50	**230.9**	11.66	**163.2**
Juventus Football Club S.p.A.	120,934,166	0.25	**30.7**	0.96	**115.6**
SGS S.A.	1,173,400	1,254.80	**1,472.4**	1,254.80	**1,472.4**
Intesa Sanpaolo S.p.A.	10,000,000	2.04	**20.4**	2.04	**20.4**
Total			**5,176.3**		**7,150.1**

11. Capital issued and reserves attributable to Owners of the Parent

Details are as follows:

€ in millions	12/31/2010	12/31/2009	Change
Capital stock	**246.2**	246.2	0.0
Reserves	**5,999.0**	5,171.7	827.3
Treasury stock	**(170.3)**	(112.5)	(57.8)
Total	**6,074.9**	5,305.4	769.5

Details of the changes during the year are as follows:

€ in millions	
Balance at December 31, 2009	**5,305.4**
Derecognition of the cumulative positive fair value on the stake sold and on the remaining stake in Intesa Sanpaolo (note 8)	(7.4)
Fair value adjustments to investment holdings and other financial assets (note 8):	
- SGS S.A.	403.9
- NoCo B	4.7
- Banijay Holding	3.4
- Other financial assets	1.6
Treasury stock buybacks	(57.8)
Attributable exchange differences on translating foreign operations (+€ 285.8 million) and other net changes recorded in equity, shown by the investments consolidated and accounted for by the equity method (+€ 66.5 million)	352.3
Dividends paid by EXOR S.p.A.	(67.9)
Consolidated profit attributable to Owners of the Parent	136.7
Net change during the year	**769.5**
Balance at December 31, 2010	**6,074.9**

Treasury stock

Under the treasury stock buyback Programs approved by the board of directors on March 25, 2009 and on May 11, 2010, in 2010, EXOR purchased 1,559,500 ordinary shares (0.97% of the class) at the average cost per share of €14.45 for a total of €22.5 million, 3,274,484 preferred shares (4.26% of the class) at the average cost per share of €10.02 for a total of €32.8 million, and also 213,295 savings shares (2.33% of the class) at the average cost per share of €11.70 for a total of €2.5 million. The total investment amounts to €57.8 million.

At December 31, 2010, EXOR S.p.A. holds the following treasury stock:

	Number of	% of	Carrying amount	
Class of stock	shares	class	Per share (€)	Total (€ ml)
ordinary	4,109,500	2.56	12.68	52.1
preferred	10,239,784	13.33	11.13	114.0
savings	421,695	4.60	10.00	4.2
				170.3

12. Consolidated net financial position of the Holdings System

The consolidated net financial position of the Holdings System at December 31, 2010 shows a positive balance of €42.6 million and a negative change of €9 million compared to the balance at the end of 2009 (+€51.6 million).

The balance is composed as follows:

	12/31/2010			12/31/2009		
€ in millions	**Current**	**Non-current**	**Total**	Current	Non-current	Total
Financial assets	**724.8**	**191.7**	**916.5**	604.5	87.2	691.7
Financial receivables from subsidiaries	**30.6**	**0.0**	**30.6**	28.2	0.0	28.2
Cash and cash equivalents	**361.5**	**0.0**	**361.5**	462.5	0.0	462.5
Total financial assets	**1,116.9**	**191.7**	**1,308.6**	1,095.2	87.2	1,182.4
EXOR bonds 2007-2017	**(22.4)**	**(745.7)**	**(768.1)**	(22.4)	(745.2)	(767.6)
EXOR bonds 2006-2011	**(200.1)**	**0.0**	**(200.1)**	(0.2)	(199.7)	(199.9)
Financial payables to subsidiaries	**(7.5)**	**0.0**	**(7.5)**	0.0	0.0	0.0
Bank debt and other financial liabilities	**(240.3)**	**(50.0)**	**(290.3)**	(38.3)	(125.0)	(163.3)
Total financial liabilities	**(470.3)**	**(795.7)** (a)	**(1,266.0)**	(60.9)	(1,069.9) (a)	(1,130.8)
Consolidated net financial position of the Holdings System	**646.6**	**(604.0)**	**42.6**	1,034.3	(982.7)	51.6

(a) Does not include the negative fair value of €51.4 million on the embedded derivative relating to Perfect Vision convertible bonds (€32.2 million at December 31, 2009).

Current financial assets include equity securities listed in major international markets, listed bonds issued by leading financial institutions and mutual funds. Such financial instruments, if held for trading, are measured at fair value on the basis of the market price at year-end, translated, if appropriate, at the year-end exchange rates, with recognition of the fair value in profit or loss; if held-to-maturity, they are measured at amortized cost. Derivative financial instruments are also used.

Non-current financial assets include bonds issued by leading counterparts and listed on active and regulated markets which the Group intends, and is able to hold, until their natural reimbursement date as an investment for a part of its available cash, in order to ensure a constant flow of financial income that could be considered attractive, considered interesting. This designation was decided in accordance with IAS 39, paragraph 9.

Such financial instruments are free of whatsoever restriction and, therefore, can be monetized whenever the Group should so decide in that sense. Their classification as non-current in the financial position has been adopted only in view of the fact that their natural maturity date is 12 months beyond the closing date of the financial statements. There are no trading restrictions and their degree of liquidity or the degree to which they can be converted into cash is considered high.

Financial receivables from subsidiaries include the amount drawn down by C&W Group on the credit line (for a maximum of $50 million) extended by EXOR S.p.A., for €30.6 million ($40 million) inclusive of interest accrued to the end of the year.

Cash and cash equivalents include demand deposits or short-term deposits, and readily negotiable money market instruments and bonds. Investments are spread over an appropriate number of counterparties since the primary objective is having investments which can readily be converted into cash. The counterparts are chosen according to their creditworthiness and reliability.

Financial payables to subsidiaries of €7.5 million refer to the amount due to Almacantar for the capital increase subscribed to but not yet paid at December 31, 2010.

The negative change of €9 million is due to the following flows:

€ in millions		
Consolidated net financial position of the Holdings System at December 31, 2009		**51.6**
Dividends received from investments		121.5
- Fiat S.p.A.	66.9	
- SGS S.A.	49.1	
- Sequana S.A.	4.6	
- Intesa Sanpaolo S.p.A.	0.8	
- Emittenti Titoli S.p.A.	0.1	
Reimbursements of reserves by investment holdings		36.0
- Gruppo Banca Leonardo	27.3	
- Alpitour S.p.A.	7.5	
- NoCo A LP	1.2	
Sale of 30,000,000 Intesa Sanpaolo ordinary shares (0.25% of ordinary capital stock)		90.0
EXOR treasury stock buybacks		(57.8)
- 3,274,484 preferred shares (4.26% of the class)	(32.8)	
- 1,559,500 ordinary shares (0.97 of the class)	(22.5)	
- 213,295 savings shares (2.33% of the class)	(2.5)	
Investments		(125.5)
- Gruppo Banca Leonardo (4.86% of capital stock)	(30.0)	
- The Economist Newspaper (4.72% of capital stock)	(29.2)	
- Almacantar (54.98% of capital stock and voting rights)	(10.0) (a)	
- NoCo B LP (net of the relative reimbursements) and Perella	(17.6)	
- Copacabana Prince Participaçoes S.A. (1.62% of capital stock)	(15.2)	
- BTG Investments	(3.8)	
- Sequana S.A. (1.59% of ordinary capital stock), net of sale of DLMD bonds	(0.2)	
- Banijay Holding (subscription to capital increase)	(1.7)	
- Other minor investments	(17.8)	
Dividends paid by EXOR S.p.A.		(67.9)
Other changes		
- Net general expenses (excluding the figurative cost of the EXOR stock option plan)		(24.6)
- Non-recurring other income (expenses) and general expenses (excluding the fair value adjustment to the Alpitour stock option plan)		(10.2)
- Indirect taxes and duties		(2.0)
- Net financial income (b)		25.8
- Income taxes paid		(7.5)
- Other net changes		13.2
Net change during the year		**(9.0)**
Consolidated net financial position of the Holdings System at December 31, 2010		**42.6**

(a) Of which €2.5 million is already paid in and €7.5 million is recorded in financial payables.

(b) Includes interest and other financial income (+€132.5 million), interest and other financial expenses (-€107.7 million), fair value adjustments to current and non-current financial assets (-€6.5 million) net of positive fair value adjustments to DLMD bonds (€2.4 million), negative fair value adjustments to Vision convertible bonds (€10.6 million) and interest income on the receivables from the tax authorities (€0.7 million), which are recorded, respectively, in non-current financial assets and other receivables and, consequently, are not included in the net financial position.

At December 30, 2010, EXOR S.p.A. has irrevocable credit lines for €850 million, of which €395 million is due after December 31, 2011, as well as revocable credit lines for approximately €708 million.

On December 17, 2010, Standard & Poor's confirmed its rating of EXOR’s long-term and short-term debt (respectively “BBB+” and “A-2”) with a negative outlook.

OTHER INFORMATION

Investments held by directors and statutory auditors

(Art. 79 of Consob Regulation under Resolution 11971 dated May 14, 1999 and subsequent amendments)

		Number of shares			
Name	Company	Held at 12/31/2009	Increase	Decrease	Held at 12/31/2010
Directors					
Gabetti Gianluigi	EXOR ordinary shares (a)	172,780			172,780
Sant'Albano Carlo	EXOR ordinary shares (a)	11,528			11,528
Agnelli Andrea	Juventus ordinary shares (a)	7,713			7,713
Teodorani-Fabbri Pio	EXOR preferred shares (b)	427,895			427,895
	EXOR ordinary shares (b)	124,285			124,285
	Fiat ordinary shares (b)	6,583			6,583
	Fiat savings shares (b)	5,720			5,720
Grande Stevens Franzo	EXOR preferred shares (a)	1			1
Ferrero Ventimiglia Luca	EXOR preferred shares (a)	1			1
Statutory Auditors					
Jona Celesia Lionello	EXOR ordinary shares (b)	208			208
Piccatti Paolo	Juventus ordinary shares (a)	540			540

(a) Direct holding.
(b) Indirect holding through spouse.

It should be noted that a family member of Carlo Sant'Albano holds 7,685 EXOR ordinary shares.

There are no key managers with strategic responsibilities in EXOR S.p.A..

Direction and coordination

EXOR S.p.A. is not subject to the direction and coordination of any other company or entity and is fully independent in the definition of its general strategic and operating guidelines.
Pursuant to art. 2497 of the Italian Civil Code, the subsidiary Exor Services S.c.p.a. has identified EXOR S.p.A. as the entity which exercises direction and coordination.

Programming document on security

The Company has prepared the programming document on security on March 31, 2010 for the year 2010 according to the provisions of Legislative Decree 196 dated June 30, 2003, attachment B – technical specifications regarding minimum security measures. The document has been drawn up by the person in charge of the treatment of the data.

Related party transactions

Information and balances related to transactions with related parties are disclosed in specific notes to the separate and consolidated financial statements.

Information pertaining to personnel

The information is reported in the notes to the separate and consolidated financial statements.

REVIEW OF PERFORMANCE BY THE MAIN OPERATING SUBSIDIARIES AND ASSOCIATES AND RELEVANT SUBSIDIARIES IN THE HOLDINGS SYSTEM

(30.45% of ordinary share capital, 30.09% of preferred share capital and 2.93% of savings share capital)

Introduction - Demerger of Fiat activities to Fiat Industrial

During 2010, the Fiat Group initiated and completed a strategic project to separate the Agricultural and Construction Equipment (CNH sector) and Trucks and Commercial Vehicles (Iveco sector) activities, as well as the "Industrial & Marine" business line of FPT Powertrain Technologies (FPT Industrial sector), from the Automobile and Automobile-related Components and Production Systems activities, which include the sectors Fiat Group Automobiles, Maserati, Ferrari, Magneti Marelli, Teksid, Comau and the "Passenger & Commercial Vehicles" business line of FPT Powertrain Technologies (Fiat Powertrain sector).

The separation of those businesses, in the form of their demerger from Fiat S.p.A. and transfer to Fiat Industrial S.p.A. (the "Demerger"), resulted in the creation of the Fiat Industrial Group (consisting of CNH, Iveco and FPT Industrial) on January 1, 2011. From the same date, Fiat Group post Demerger is comprised of Fiat Group Automobiles, Maserati, Ferrari, Fiat Powertrain, Magneti Marelli, Teksid and Comau. On January 3, 2011, Fiat Industrial S.p.A.'s shares began trading on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A..

As the transaction took effect on January 1, 2011, the consolidated financial statements for the year ended December 31, 2010 relate to Fiat Group pre Demerger (hereinafter the Fiat Group). Moreover, in accordance with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, as the Demerger became highly probable in December, all businesses to be transferred to the new Fiat Industrial Group are classified and presented as Discontinued Operations in the Fiat Group consolidated financial statements. That presentation has resulted in the following:

- for both 2010 and 2009 (the latter presented for comparative purposes), all revenues and costs relating to Discontinued Operations are reported in the Income Statement as Profit (Loss) from Discontinued Operations;

- all current and non-current assets relating to Discontinued Operations at December 2010 have been reclassified in the statement of Financial Position as Assets Held for Sale and Discontinued Operations;

- all liabilities (excluding equity) relating to Discontinued Operations at December 2010 have been reclassified in the Statement of Financial Position as Liabilities Held for Sale and Discontinued Operations;

- for both 2010 and 2009 (the latter presented for comparative purposes), all cash flows arising from Discontinued Operations have been presented in the Statement of Cash Flows as separate line items under cash flows from operating, investing and financing activities.

In other words, the Fiat Group consolidated financial statements are based on the full consolidation of subsidiaries that are to remain within the scope of operations of Fiat Group post Demerger (i.e., Continuing Operations) and those that will be transferred to Fiat Industrial Group (i.e., Discontinued Operations), with separate presentation for each group of activities.

The consolidated results of the Fiat Group can be summarized as follows:

€ in millions	**2010**	2009	Change
Net revenues	**56,258**	50,102	6,156
Trading profit (loss)	**2,204**	1,058	1,146
Operating profit (loss)	**2,009**	359	1,650
Profit (loss) for the year	**600**	(848)	1,448
Profit (loss) for the year attributable to Owners of the Parent	**520**	(838)	1,358

	Balance at		
€ in millions	**12/31/2010**	12/31/2009	Change
Total assets	**73,442**	67,235	6,207
Net debt	**14,932**	15,898	(966)
Equity attributable to Owners of the Parent	**11,544**	10,301	1,243

Net revenues

Net revenues of the Fiat Group for 2010 total €56,258 million, a 12.3% increase over 2009, when overall trading conditions were particularly weak.

Net revenues according to the Continuing Operations of the Fiat Group (Fiat post Demerger) and Discontinued Operations (Fiat Industrial) are as follows:

€ in millions	**2010**	2009	Change %
Automobiles (Fiat Group Automobiles, Maserati, Ferrari)	**30,130**	28,351	6.3
Components and Production Systems (FPT, Magneti Marelli, Teksid, Comau)	**10,865**	8,789	23.6
Other Businesses (Publishing, Holding Companies and Other)	**1,159**	1,047	10.7
Eliminations	**(6,274)**	(5,503)	
Total Continuing Operations	**35,880**	32,684	9.8
Agricultural and Construction Equipment (CNH/Case New Holland)	**11,906**	10,107	17.8
Trucks and Commercial Vehicles (Iveco)	**8,307**	7,183	15.6
FPT Industrial	**2,415**	1,580	52.8
Eliminations and Other	**(1,286)**	(902)	
Total Discontinued Operations	**21,342**	17,968	18.8
Eliminations between Continuing and Discontinued Operations	**(964)**	(550)	
Total Fiat Group	**56,258**	50,102	12.3

Continuing Operations post revenues of €35,880 million (+9.8%). In 2010, the Automobiles business record revenues of €30,130 million (+6.3%): increased sales of light commercial vehicles, and by Ferrari and Maserati, in addition to positive currency effects, more than offset the decline in passenger cars for Fiat Group Automobiles, following the phase-out of eco-incentives in major European markets. Components and Production Systems achieve a 23.6% increase in revenues to €10,865 million on the back of higher demand. Discontinued Operations record revenues of €21,342 million, up 18.8% over 2009, with significant volume recoveries for all businesses.

Trading profit (loss)

The Fiat Group posts 2010 trading profit of €2,204 million (€1,058 million for 2009). Trading profit for Continuing Operations is €1,112 million (trading margin: 3.1%), compared to €736 million for 2009 (trading margin: 2.3%). Discontinued Operations report a trading profit of €1,092 million (trading margin: 5.1%), up from €322 million for 2009 (trading margin: 1.8%). Overall, the improvements are driven by higher volumes, with the exception of passenger cars for FGA, better product mix and continued focus on costs and industrial efficiencies.

€ in millions	2010	2009	Change %
Automobiles (Fiat Group Automobiles, Maserati, Ferrari)	**934**	719	215
Components and Production Systems (FPT, Magneti Marelli, Teksid, Comau)	**249**	89	160
Other Businesses (Publishing, Holding Companies and Other)	**(71)**	(72)	1
Total Continuing Operations	**1,112**	736	376
Trading margin (%)	**3.1%**	2.3%	
Agricultural and Construction Equipment (CNH/Case New Holland)	**755**	337	418
Trucks and Commercial Vehicles (Iveco)	**270**	105	165
FPT Industrial	**65**	(131)	196
Eliminations and Other	**2**	11	(9)
Total Discontinued Operations	**1,092**	322	770
Trading margin (%)	**5.1%**	1.8%	
Total Fiat Group	**2,204**	1,058	1,146

Operating profit (loss)

For 2010, the Fiat Group records operating profit of €2,009 million (€359 million in 2009), which includes €195 million (€699 million in 2009) mainly due to restructuring costs (€176 million), inclusive of related asset write-offs.

Operating profit for Continuing Operations is €992 million (€378 million for 2009): the increase reflects the improvement in trading profit (+€376 million) and a reduction in net unusual expense (€120 million for 2010 compared with a €358 million charge for 2009). Operating profit for Discontinued Operations is €1,017 million: the increase over the €19 million loss for 2009 is due to improved trading performance (+€770 million) and a reduction in net unusual expense (€75 million for 2010 compared to a €341 million charge for 2009).

Net gains on the disposal of investments of the Fiat Group total €15 million, with €12 million attributable to Continuing Operations, including €10 million relating to the accounting impact of the acquisition of the remaining 50% in Fiat-GM Powertrain Polska. Discontinued Operations account for €3 million, primarily related to the gain on the disposal of the interest in the joint venture LBX Company LLC by the Agricultural and Construction Equipment sector.

Restructuring costs for the Fiat Group total €176 million (€312 million in 2009). For Continuing Operations, restructuring costs of €118 million primarily relate to Fiat Group Automobiles (€90 million) and Magneti Marelli (€26 million). For Discontinued Operations, restructuring costs total €58 million and primarily relate to FPT Industrial (€33 million) and Iveco (€19 million).

The Fiat Group reports other unusual expense of €34 million in 2010 (€391 million for 2009), €14 million of which is attributable to Continuing Operations. For Discontinued Operations, other unusual income (expense) is a negative €20 million.

Profit (loss) for the year

Net financial expense for 2010 totals €905 million for the Fiat Group (€753 million for 2009) with the increase primarily due to the cost of maintaining a higher level of liquidity. For Continuing Operations, net financial expense is €400 million (€352 million for 2009) and includes a €111 million gain in the mark-to-market value of two stock option-related equity swaps (a €117 million gain for 2009). For Discontinued Operations, net financial expense totals €505 million (€401 million for 2009).

Investment income of the Fiat Group totals €178 million, up from the €27 million figure for 2009 mainly due to an increase in earnings for joint venture companies. For Continuing Operations, investment income totals €114 million (€77 million in 2009). For Discontinued Operations, investment income is €64 million (loss of €50 million in 2009).

The Fiat Group records profit before taxes of €1,282 million (loss before taxes of €367 million for 2009), €706 million of which relates to Continuing Operations (profit before taxes of €103 million for 2009); Discontinued Operations close 2010 with a profit before taxes of €576 million, compared to a loss before taxes of €470 million for 2009.

Income taxes for 2010 for the Fiat Group total €682 million (€481 million for 2009), of which €90 million for IRAP (€99 million for 2009) and €8 million for taxes relating to prior periods (€24 million for 2009) with the remainder relating to the taxable income of companies operating outside Italy. For Continuing Operations, income taxes total €484 million (€448 million for 2009) and for Discontinued Operations, they come to €198 million (€33 million for 2009).

For 2010, the Fiat Group records a profit of €600 million (loss of €848 million for 2009), €222 million for Continuing Operations (loss of €345 million for 2009) and €378 million for Discontinued Operations (loss of €503 million for 2009).

Profit attributable to Owners of the Parent of the Fiat Group for 2010 is €520 million (loss of €838 million for 2009), €179 million for Continuing Operations (loss of €374 million for 2009) and €341 million for Discontinued Operations (loss of €464 million for 2009).

Equity attributable to Owners of the Parent

Equity attributable to Owners of the Parent of the Fiat Group at December 31, 2010 amounts to €11,544 million, with a net increase of €1,243 million compared to the balance at December 31, 2009.

Net debt

At December 31, 2010, consolidated net debt of the Fiat Group totals €14,932 million, down €966 million over the €15,898 million figure at December 31, 2009. Excluding currency translation differences, net debt falls €1,790 million for the year, with cash generated from operating activities more than offsetting investment needs (principally capital expenditure for the period and portfolio increases for the financial services companies) and dividend payments.

The split in net industrial debt between Continuing Operations and Discontinued Operations, which takes into account the effects deriving from the demerger on January 1, 2011, is €2,753 million and €12,179 million, respectively.

During 2010, net industrial debt for Fiat Group pre Demerger decreases €1,976 million to €2,442 million.

€ in millions	Balance at 12/31/2010	Balance at 12/31/2009	Change
Financial payables	**(31,008)**	(28,527)	(2,481)
- Asset-backed financing	**(8,854)**	(7,086)	(1,768)
- Other	**(22,154)**	(21,441)	(713)
Current financial receivables from jointly-controlled financial services entities [(a)]	**12**	14	(2)
Financial payables, net of intersegment balances and current financial receivables from jointly-controlled financial services entities	**(30,996)**	(28,513)	(2,483)
Other financial assets (liabilities) [(b)]	**202**	172	30
Liquidity	**15,862**	12,443	
- Current securities	**209**	217	(8)
- Cash and cash equivalents	**15,653**	12,226	3,427
Net debt	**(14,932)**	(15,898)	966
- Industrial Activities	**(2,442)**	(4,418)	1,976
- Financial Services	**(12,490)**	(11,480)	(1,010)

(a) Includes current financial receivables from the joint venture FGA Capital.
(b) Includes the positive and negative fair value of derivative financial instruments.

Subsequent events

On January 10, Fiat increased its stake in Chrysler Group LLC from 20% to 25% following achievement of the first of the three Performance Events (i.e., attainment of US regulatory approval and a commitment to produce an engine based on Fiat's FIRE family in the USA) stipulated in the alliance agreement.

On February 9, Moody's Investors Service completed the review of Fiat S.p.A.'s rating which was put under observation for a possible downgrade initiated on July 21, 2010. Fiat S.p.A.'s long-term debt rating was affirmed at Ba1 and its short-term rating at "Not Prime". The outlook is negative.

On February 11, Fiat Powertrain and Penske Corporation reached an agreement for the purchase, by Fiat Powertrain, of Penske Corporation's 50% stake in VM Motori S.p.A. The agreement is subject to the customary clearance by the relevant competition authorities. VM Motori, headquartered in Cento (Italy), is a long-established company specialized in the design and manufacture of diesel engines based on proprietary technology. Pursuant to the agreement, VM Motori will be subject to the joint control of Fiat Powertrain and GM (which acquired a 50% interest in the company in September 2007).

On February 15, during a meeting at the Unione Industriale di Torino, Fiat presented a plan for the relaunch of activities at the Officine Automobilistiche Grugliasco (formerly Carrozzeria Bertone), which has been inactive for several years. The plan centers around a €500 million investment (to begin in the second half of 2011) for production of a new E-segment Maserati for international distribution. Start of production is planned for December 2012.

(15% of share capital through EXOR S.A.)

The highlights of the consolidated results of the SGS Group in 2010 are as follows:

CHF in millions	12/31/2010	12/31/2009	Change Amount	Change %
Sales	**4,757**	4,712	45	1.0
Operating profit	**836**	794	42	5.3
Profit attributable to Owners of the Parent	**588**	566	22	3.9
Consolidated net financial position	**259**	476	(217)	(45.6)

During 2010, the SGS Group recorded sales of CHF 4.8 billion, with an increase of 4.1% year-over-year (at comparable exchange rates).
All the divisions and geographical areas in which the Group operates registered stable or better trends in terms of sales except for the Automotive division (-26.7%) which was negatively affected by the end of the concession for the mandatory auto test relating to the Irish market, which occurred in January 2010.

Operating profit before non-recurring items rose to CHF 848 million (+3.1%), while operating profit is CHF 836 million, increasing CHF 42 million (+5.3%) compared to the prior year (partly due to the absence of certain non-recurring expenses which had been recorded in 2009 for CHF 20 million).

Results according to the various business sectors are as follows

CHF in millions	Sales 2010	Sales 2009	*Growth rate*	Operating profit 2010	Operating profit 2009	Operating margin 2010	Operating margin 2009
Sectors							
Agricultural Services	**344**	356	*(3.4%)*	**54**	57	***15.7%***	*16.1%*
Minerals Services	**616**	536	*14.9%*	**118**	87	***19.2%***	*16.3%*
Oil, Gas & Chemicals Services	**957**	951	*0.6%*	**149**	149	***15.6%***	*15.7%*
Life Science Services	**194**	200	*(3.2%)*	**29**	29	***15.0%***	*14.5%*
Consumer Testing Services	**821**	790	*3.9%*	**212**	201	***25.8%***	*25.4%*
Systems & Services Certification	**386**	367	*5.1%*	**82**	78	***21.2%***	*21.1%*
Industrial Services	**738**	744	*(0.8%)*	**97**	104	***13.1%***	*14.0%*
Environmental Services	**278**	288	*(3.2%)*	**30**	34	***10.8%***	*11.7%*
Automotive Services	**195**	266	*(26.7%)*	**36**	44	***18.5%***	*16.3%*
Governments & Institutions Services	**229**	214	*6.8%*	**41**	39	***17.9%***	*18.4%*
Total	**4,757**	4,712	*1.0%*	**848**	822	***17.8%***	*17.4%*

The profit attributable to owners of the Parent is CHF 588 million, increasing 3.9% over 2009.

The net financial position at December 31, 2010 is positive for CHF 259 million. During the course of 2010, net investments were made for CHF 250 million, 10 acquisitions for CHF 339 million, treasury stock sales for CHF 85 million and dividends paid out for CHF 455 million.

The SGS Group expects to continue to grow in 2011 from the standpoint of both revenues and operating profit despite the significant investments forecast to support business development.

(69.83% of share capital through EXOR S.A.)

The data presented and commented on below is taken from C&W Group's consolidated accounting data as of and for the year ended December 31, 2010, prepared in accordance with IFRS, unless otherwise noted.

$ in millions	2010	2009	Change Amount	Change %
Net revenues (Commission and service fee) **(A)**	**1,399.6**	1,209.8	189.8	15.7
Reimbursed costs – managed properties and other costs **(B)**	**359.7**	341.7	18.0	5.3
Gross revenues (A+B)	**1,759.3**	1,551.5	207.8	13.4
Operating income (loss)	**51.6**	(114.5)	166.1	n.s.
EBITDA	**92.8**	18.9	73.9	n.s.
Income (loss) attributable to Owners of the Parent	**13.1**	(127.0)	140.1	n.s.
U.S. GAAP results (*)				
EBITDA	**107.3**	28.4	78.9	n.s.
Income (loss) attributable to Owners of the Parent	**25.7**	(115.8)	141.5	n.s.

$ in millions	12/31/2010	12/31/2009	Change
Equity attributable to owners of the Parent	**762.7**	739.7	23.0
Consolidated net financial position	**(52.2)**	(178.5)	126.3

* The difference between the IFRS and U.S. GAAP measures of EBITDA and Income (loss) attributable to Owners of the Parent is primarily due to the accounting for compensation-related taxes and charges and the non-controlling interests' put option rights, in addition to certain income tax adjustments for the Income (loss) difference.

C&W Group's 2010 performance resulted in year-over-year double-digit revenue growth driven by strong operating execution through its leadership position in major markets worldwide.
This revenue growth, combined with continued discipline on operating expenses, resulted in an improvement of $140.1 million in income attributable to Owners of the Parent to $13.1 million for the year ended December 31, 2010, as compared with a loss attributable to Owners of the Parent of $127.0 million for the prior year, as reported under International Financial Reporting Standards ("IFRS").
As reported under accounting principles generally accepted in the United States of America ("U.S. GAAP"), the Company's income attributable to Owners of the Parent increased $141.5 million to $25.7 million for the year ended December 31, 2010, as compared with a loss attributable to Owners of the Parent of $115.8 million for 2009.

Gross revenues increased $207.8 million, or 13.4%, to $1,759.3 million for the year ended December 31, 2010, as compared with $1,551.5 million for the year ended December 31, 2009. The impact from foreign exchange accounted for $6.7 million, or 0.4 percentage points, of the year-over-year increase.

Net revenues increased $189.8 million, or 15.7%, to $1,399.6 million for the year ended December 31, 2010, as compared with $1,209.8 million for the year ended December 31, 2009. The impact from foreign exchange accounted for $6.7 million, or 0.6 percentage points, of the year-over-year increase.

The following presents the breakdown of gross and net revenues by geographical area:

			Change	
$ in millions	**2010**	2009	Amount	%
Americas	**1,282.3**	1,120.7	161.6	14.4
EMEA	**360.8**	343.8	17.0	4.9
Asia	**116.2**	87.0	29.2	33.6
Gross revenues	**1,759.3**	1,551.5	207.8	13.4
Americas	**969.6**	816.0	153.6	18.8
EMEA	**335.2**	323.5	11.7	3.6
Asia	**94.8**	70.3	24.5	34.9
Net revenues	**1,399.6**	1,209.8	189.8	15.7

The Americas region, including the United States, Canada and Latin America, comprised 72.9% and 69.3% of gross and net revenues, respectively, for the year ended December 31, 2010, as compared with 72.2% and 67.4% of gross and net revenues, respectively, for the year ended December 31, 2009.

EMEA, which includes Europe, the Middle East and Africa, comprised 20.5% and 23.9% of gross and commission and net revenues, respectively, for the year ended December 31, 2010, as compared with 22.2% and 26.7% of gross and net revenues, respectively, for 2009.

For the same period, Asia comprised 6.6% and 6.8% of gross and net revenues, respectively, as compared with 5.6% and 5.8% of gross and net revenues, respectively, for the prior year.

For the full year 2010, C&W Group's global primary service lines, including Leasing, Corporate Occupier & Investor Services, Valuation & Advisory and Capital Markets, comprised 55.1%, 19.2%, 11.1% and 13.3% of net revenues, respectively, as compared with 53.1%, 22.1%, 12.7% and 11.2%, respectively, for the full year 2009.

From a service line perspective, the improved net revenue performance for the year ended December 31, 2010 was primarily driven by increases in Leasing and Capital Markets revenues of $129.1 million, or 20.1%, and $51.3 million, or 38.0%, respectively. The increase in Leasing revenues was driven by increased activity, particularly in major business districts worldwide. Capital Markets revenues benefited from the increased availability of credit and capital allotted to real estate investments.

Due to the increase in revenues, commission expense increased $92.2 million, or 24.4%, to $470.0 million for the year ended December 31, 2010, as compared with $377.8 million for the year ended December 31, 2009.

The increase in commission expense is primarily attributable to an increase in the U.S. of $73.5 million, or 22.3%, to $403.4 million in the year ended December 31, 2010, as compared with $329.9 million for 2009. The increase in commission expense in the U.S. is primarily driven by the increases in Leasing and Capital Markets revenues of 21% and 58%, respectively, for 2010, as compared with the prior year.
Commission expense as a percentage of net revenues in the U.S. increased to 50.5% for 2010, as compared with 49.1% for 2009.

Costs of services sold increased $8.6 million, or 15.5%, to $64.2 million for the full year 2010, as compared with $55.6 million for the full year 2009. The increase of $8.6 million is primarily attributable to increases in Latin America and Asia Pacific of $6.9 million and $2.3 million, respectively, partially offset by a decrease in Canada of $0.5 million.

Operating expenses decreased $77.1 million, or 8.7%, to $813.8 million for the year ended December 31, 2010, as compared with $890.9 million for 2009. Excluding the impact from foreign exchange, operating expenses decreased $83.6 million, or 9.4%.
The decrease is primarily driven by reductions in impairment charges on intangible assets and restructuring expenses, which declined $76.7 million and $26.9 million, respectively. There were no impairment charges in 2010 due to improved business conditions, and restructuring expenses decreased to $3.0 million due to the fact

that substantially all of the planned restructuring actions were taken in 2009. In addition, the decrease in operating expenses is also due to reductions in facilities, professional fees, depreciation and amortization, telephone and technology, and employment expenses of $12.5 million, $11.4 million, $6.8 million, $3.6 million and $3.1 million, respectively. These reductions in operating expenses were partially offset by an increase in incentive compensation expense of $62.0 million, as the Group returned to a more normal level of profitability in 2010.

The strong revenue performance, combined with continued discipline surrounding operating expenses and other factors mentioned above, drove a significant improvement in C&W Group's operating results.
For the full year, operating income improved by $166.1 million to income of $51.6 million for 2010, as compared with an operating loss of $114.5 million for the prior year. The prior year's operating loss included non-recurring/incremental charges including non-cash impairment charges for intangible assets of $76.7 million, restructuring charges in connection with cost reduction actions of $29.9 million, and costs associated with the relocation of the Group's world headquarters of $7.5 million.

C&W Group's results led to significantly improved earnings before interest, income taxes, depreciation and amortization ("EBITDA"), net financial position and leverage ratio.

For 2010, C&W Group's EBITDA increased $73.9 million to $92.8 million, as compared with EBITDA of $18.9 million for 2009.

C&W Group's net financial position improved by $126.3 million (+70.8%) to a negative $52.2 million as of December 31, 2010, as compared with a negative $178.5 million as of December 31, 2009.

(100% of share capital)

The sole company in Italy that covers the entire chain of the tourist sector, Alpitour World is the market leader in organized travel. Tour Operating, Hotel, Incoming, Aviation, Distribution and Incentive ed Eventi form Alpitour World, a group today synonymous with 360-degree tourism.

Alpitour World's premier role in Italian tourism can not only be found in the numbers of its clients and sales but also in its constant attention to quality, the continual search for product innovation, the evolution of its organization model and its choice of partners with international acclaim.
In order to confront an ever increasingly volatile market and one that presents new challenges surpassing those of the past, Alpitour World has stepped up the study and design of vacation formats to interpret the evolution of the tastes of its customers. Among the strategies undertaken is also that of protecting and developing market niches that can guarantee new business opportunities as opposed to traditional activities. Moreover, in 2009, a development plan was launched to conquer the top position in the Independent Travellers segment, through the Alpitourworld.com platform.

With over 2.7 million customers in fiscal year 2009/2010 and thanks to specially selected international partnerships, the Group has for years been consistently in the list of the top 10 tour operators in Europe.

The financial highlights for the fiscal years 2009/2010 and 2008/2009 are as follows (note that the fiscal year closes on October 31 of each year):

			Change	
€ in millions	**2009/2010**	2008/2009	Amount	%
Net sales	**1,227.1**	1,090.2	136.9	12.6
Contribution margin	**208.6**	197.9	10.7	5.4
EBITDA	**50.4**	41.7	8.7	20.9
Profit from ordinary operations	**27.5**	17.5	10.0	57.4
Profit attributable to Owners of the Parent	**10.9**	2.3	8.7	n.s.
Equity attributable to Owners of the Parent	**83.8**	80.6	3.1	
Consolidated net financial position	**89.6**	66.5	23.2	

The economic picture in fiscal 2009/2010 is marked by an overall contraction of the tourism market, which last year had already recorded highly negative results. Moreover, the Iceland volcano cloud caused severe repercussions on the sector and, for the Alpitour Group, this led to additional operating costs of €4 million.

Despite the difficulty spawned by this scenario, 2009/2010 closes with sales of €1,227.1 million compared to €1,090.2 million in the prior year, recording an increase of 12.6%.

EBITDA records a decisive growth over the prior year, reaching €50.4 million against €41.7 million in the prior year, signaling an increase of 20.9%. The EBITDA margin rose appreciable from 3.8% to 4.1%.
The profit attributable to Owners of the Parent is €10.9 million compared to €2.3 million in 2008/2009.

As for the financial position, indicators reconfirm the decisive progress which marked the last five years: the consolidated net financial position at October 31, 2010 reaches approximately €90 million (€66.5 million at October 31, 2009), thanks to cash flows during the year which generated more than €23 million in cash, notwithstanding the continuation of the investment plan and the payment of dividends for €7.5 million.

Consolidated sales by division of the Alpitour Group are as follows:

€ in millions	2009/2010	2008/2009	Change	
			Amount	%
Tour Operating	**917.0**	805.2	111.8	13.9
Hotel	**81.2**	89.7	(8.5)	-9.5
Aviation	**183.0**	163.8	19.2	11.7
Distribution	**30.6**	30.8	(0.2)	-0.6
Incoming	**226.2**	212.2	14.0	6.6
Incentive e Grandi Eventi	**28.2**	18.8	9.4	49.7
Total	**1,466.2**	1,320.5	145.6	11.0
Elimination of intragroup transactions	**(239.0)**	(230.3)	(8.7)	3.8
Total	**1,227.1**	1,090.2	136.9	12.6

The Tour Operating business, in fiscal 2009/2010, displays a considerable increase in volumes compared to the prior year: the number of passengers, in fact, grew to about 908 thousand against 803 thousand in 2008/2009 (+13.1%). Sales, which also include revenues from reinsurance, consequently followed the same trend and settled at €917 million (€805.2 million in 2008/2009), increasing 13.9%
Also contributing to the growth of volumes and sales is the newly-formed company Welltour which in March began the sale of tourist packages to the principal destinations of the Mediterranean (Italy, Greece, Croatia, and the Balearic Islands) and Africa (Egypt and Tunisia), recording sales of approximately €37.8 million and approximately 46 thousand passengers up to October 31, 2010.
Specific company policies aimed at cutting back and adding flexibility to direct overheads and structure costs, as well as sales polices geared to maintaining catalog sales prices and protecting margins, made it possible to limit and effectively counter the consequences generated by the continuing market crisis. EBITDA for the year to October 31, 2010 is €15.6 million with an EBITDA margin of 1.7%. Welltour's start-up costs and also higher reprotection costs following Iceland's volcanic eruption also took a toll on the EBITDA; if such effects are not considered, EBITDA would be approximately €21.4 million (€17.2 million for the year ended October 31, 2009) with an EBITDA margin of 2.4% (2.1% in 2008/2009).

In 2009/2010, the Hotel Sector recorded sales of €81.2 million compared to €89.7 million in the prior year, including €34.6 million from tour operating of the Group (€39.2 million for the year ended October 31, 2009). The decrease in sales (-9.5%) can largely be ascribed to the effects of the economic crisis in addition to the reduction in the number of hotel structures in Italy as a result of early withdrawal from some lease contracts (Hotel Abi d'Oru and Capo Boi).
Margins, in terms of both the percentage and the amount, have been strongly affected by the reduction in sales and a policy anchored to discounted prices aimed at sustaining sales and occupancy, as well as the impact of the eruption of the Iceland volcano which in April and May caused a notable fall in foreign tourists in the city of Rome. In this environment, where all the major Italian hotel chains recorded enormous difficulties and losses, the Group's hotel division immediately put in place actions and policies geared to cutting costs and revising the product portfolio in order to limit and partly compensate for the effects of the challenging market situation.

The Aviation Division, headed by the airline company Neos, reported sales of €183 million in fiscal 2009/2010 (€163.8 million in 2008/2009), of which €103.7 million with the Group (€100 million for the year ended October 31, 2009). The structural weakness in demand, which marked the tourism sector in 2009/2010, was more than compensated by the acquisition of traffic for *ad hoc* operations and by wet lease outs which enabled Neos to post 11.7% higher sales.
In 2009/2010, Neos operated with a fleet of five B737-800 aircraft employed on short-medium hauls in the Mediterranean, Egypt and Africa regions and with two B767–300 aircraft used on long hauls. The number of passengers was 958 thousand versus 847 thousand in 2008/2009.

Neos, again in 2009/2010, achieved important operating results thanks both to the ability to attain the highest levels of aircraft utilization and to focused sales policies and cost cuts: EBITDA for the year is €23.4 million (€12.9 million for the year ended October 31, 2009). This is a gain of 80.8% over 2008/2009; the EBITDA margin consequently rose to 12.8% from 7.9% in the previous year.

The Distribution Sector, which operates through the “Welcome Travel” travel agencies, controls a network of 984 agencies (of which 38 owned, 22 partnerships and 924 affiliates), 102 agencies more than at October 31, 2009.
The consolidation of the coordination activities of the owned points of sale begun in prior years, the strengthening of franchising relations with affiliated agencies, together with strategic plans aimed at accelerating the rationalization and reorganization of the agency network, have allowed the distribution division to effectively offset the negative effects of the general slowdown in demand linked to the persisting difficult economic scenario. In this particular context, the sector reported sales of €30.6 million (€30.8 million in 2008/2009) and an intermediate volume, referring to the entire network, of approximately €800 million. The above actions, together with an attentive policy rationalizing and cutting variable overheads and structure costs, allowed the operating margin to grow: EBITDA increased from €1.3 million to €3.1 million and as result of this improvement, the EBITDA margin rose to 10% in 2009/2010 from 4.1% in 2008/2009.

The Incoming Sector (Jumbo Tours Group) recorded sales of €226.2 million in 2009/2010 (of which €83.5 million with the Alpitour Group), showing an increase (+6.6%) compared to the prior year (€212.2 million). The number of passengers managed grew 13.9% over 2008/2009. Moreover, the “Jumbo on line” portal dedicated to B2B sales posted revenues of €93.3 million in 2009/2010 (€72 million in 2008/2009), with the number of customers managed at 619 thousand (460 thousand in the prior year).
By employing sales polices aimed at protecting margins, combined with actions geared to cutting costs, the incoming sector maintained satisfactory operating margins during the year: EBITDA improved to €2.9 million (€2.2 million in 2008/2009), with the EBITDA margin at 1.3% (1% in 2008/2009). However, the EBITDA margin would have been 1.7% for 2009/2010 (1.4% in 2008/2009) had the sales been excluded for all the services, carried out mainly for the tour operator of the group, for which the incoming division, operating as the correspondent at the destination, invoices without any margin, principally for hotel services, since it is paid in the form of a handling fee.

The M.I.C.E. Sector, headed by the company AW Events, registered sales for the year of €28.2 million (€18.8 million in the prior year). The sector was able to take advantage of and fully exploit the recovery in demand which in the prior year had been severely depressed by the economic crisis.
As early as the prior year, AW Events put in place an intensive strategic revision of its business (consolidating the Events division which records a higher margin) and the operating development policies aimed at reaching a leadership role in the medium term in the Italian market. The implementation of these actions made it possible to expand the reference market and to protect the percentage margin thanks partly to its contractual leverage over principal suppliers. Owing to these actions, EBITDA improved significantly compared to the prior year, in terms of the amount (a profit of €0.8 million in 2009/2010, a loss of €1 million in 2008/2009) and the EBITDA margin (2.8% in 2009/2010 versus -5.6% in the prior year).

At the beginning of February 2011, an agreement was sealed between Alpitour S.p.A. and Costa Crociere S.p.A. so that the latter could invest in Welcome Travel with a 50% stake. The agreement, subject to normal regulatory authorizations, proposes to continue the development and growth of the Welcome Travel network.

(60.00% of share capital)

The following data are taken from the half-year report of Juventus Football Club S.p.A. at December 31, 2010. Since Juventus Football Club's financial year ends on June 30 of every year and its activity is highly seasonal in nature, typical of the sector and particularly determined by the calendar of sport events, the interim data presented should not be construed as representing the basis for a full-year projection.

	I Half		
€ in millions	**2010/11**	2009/10	Change
Revenues	**88.8**	125.0	(36.2)
Operating income (loss)	**(37.7)**	25.0	(62.7)
Net income (loss)	**(39.5)**	14.2	(53.7)

€ in millions	**12/31/2010**	6/30/2010	Change
Shareholders' equity	**51.1**	90.3	(39.2)
Net financial position	**(56.8)**	6.4	(63.3)

Revenues for the first half of the financial year 2010/2011 total €88.8 million. This is a decrease of 29% compared to €125 million in the first half of the prior financial year due mainly to lower revenues from participation in UEFA competitions, lower game receipts and revenues from the sale of media rights for the Championship following the coming into force of the new regulations on the centralized sale of television rights, as well as the different time distribution of games.
Income from players' registration rights amount to €14.3 million compared to €13.6 million in the first half of 2009/2010.

Operating costs in the first half of 2010/2011 amount to €100.1 million, increasing 16.8% compared to €85.7 million in the corresponding period of 2009/2010. This is largely due to higher one-off incentive payments made to players leaving the company and higher costs for the temporary acquisition of players' registration rights. The latter are included in the costs for the management of players' rights which grew to €8 million from €2.2 million in the same period of the prior year).

The operating loss and net loss for the first half of 2010/2011 are €37.7 million and €39.5 million, respectively, compared to operating income and net income of €25 million and €14.2 million, respectively, in the corresponding period of the prior year.

Shareholders' equity at December 31, 2010 is €51.1 million, decreasing from €90.3 million at June 30, 2010, whereas the net financial position is a negative balance of €56.8 million compared to a positive balance of €6.4 million at June 30, 2010, decreasing principally because of payments made during the first half for the construction of the new Stadium.

Transfer campaign
The various operations completed in the first and second phases of the Transfer Campaign 2010/2011 entailed a total increase in the capital invested of €26.3 million. In the course of the Transfer Campaign, option rights were also underwritten for the definitive purchase of some soccer players (to be exercised by the end of the 2010/2011 soccer season) which could, if exercised, entail an overall investment of €58.3 million during the financial year 2011/2012.
The economic impact of the gains and losses from the disposal of players' registration rights is positive for €16.3 million. The temporary acquisitions and disposals of players' registration rights determines a net negative effect on an annual basis of €10.6 million The overall financial effect, including implicit finance expenses and income on deferred receipts and payments is a negative €21.3 million.

New Stadium

Construction work on the new Stadium continued in the first six months of the financial year and at December 31, 2010 amounted to €58 million, equal to 66% of the costs envisaged for the construction already contracted. With reference to the financing of the new Stadium, during the same period, the *Istituto per il Credito Sportivo* disbursed a second and third installment, respectively for €7.5 million and €10 million, on the first loan of €50 million. The total sum thus disbursed so far is €30 million.

SEQUANA

(28.24% of share capital through EXOR S.A.)

The highlights of the consolidated results of the Sequana Group in 2010 are as follows:

€ in millions	**2010**	2009	Change
Net sales	**4,333**	4,088	245
Gross operating profit	**224**	213	11
Trading profit	**148**	137	11
Current profit	**61**	73	(12)
Profit attributable to Owners of the Parent	**32**	20	12
Equity attributable to Owners of the Parent	**814**	738	76
Consolidated net debt	**674**	651	23

Net sales in 2010 amount to €4,333 million, increasing 6% compared to 2009 (+2.5% at comparable exchange rates), thanks particularly to the policy of increasing prices applied in both the distribution business and the manufacturing activities in all segments of the market and countries (except for the United States).

Gross operating profit is €224 million (+5.5% compared to 2009) and the gross operating margin is 5.2%, in line with the previous year.
Trading profit is €148 million versus €137 million in 2009 (+7.7%) and the trading profit margin is 3.4%.
The current profit is €61 million, decreasing €12 million compared to 2009 when deferred tax benefits were benefits. After non-recurring expenses (mainly restructuring expenses of Antalis) for €29 million, the profit attributable to Owners of the Parent is €32 million.

Consolidated net debt at December 31, 2010 is equal to €674 million compared to €651 million at December 31, 2009.

The Sequana board of directors will put forward a motion to the shareholders' meeting on May 19 to pay out dividends of €0.40 per share.

As regards the distribution business, in 2010, Antalis records an increase in trading profit of 17.8% to €88 million compared to €75 million in 2009, raising the trading margin to 3% (+0.3 percentage points). Arjowiggins instead displays a 3.3% increase in trading profit to €76 million, against €74 million in 2009, with a stable margin at 4.4%.

As part of its strategy, in 2010, Sequana has continued to focus on distribution activities, in which Antalis is the European leader and to participate in the process to consolidate the market also by aiming at the leadership position with Arjowiggins' production activities.

Arjowiggins is in the process of finalizing the sale of the production facilities of Arches (France) and Dettingen (Germany) to the Swedish Munksjö group, while Antalis has sold its activities of Antalis Office Supplies in Spain and of Firmo in Portugal at the beginning of 2011.
The amount of the sales realized by Sequana totals more than €120 million (in terms of the enterprise value of the companies sold) and reflects the value of its activities; these sales will contribute to a reduction in the group's debt with a positive impact in the first quarter of 2011 of approximately €100 million.

EXOR S.A.

(100% of share capital)

The highlights of the financial statements at December 31, 2010, prepared under the laws of Luxembourg, are as follows:

€ in millions	2010	2009	Change
Profit (loss) for the year	**79.2**	(76.8)	156.0
Equity	**2,208.0**	2,258.9	(50.9)
Non-current financial assets	**2,306.0**	2,287.1	18.9
Net financial position	**(43.2)**	(26.1)	(17.1)

The profit for the year 2010 comes from dividends on investments (€53.9 million) and financial income (€55.5 million), net of impairments of financial assets (€14.7 million).

The loss for the year 2009 is due to the impairment losses on financial assets for €128.8 million. Such impairment losses refer to the investment held in C&W Group Inc. (€90.1 million), DLMD bonds (€9.2 million) and Perfect Vision bonds (€27.9 million) as well as other financial assets (€1.6 million).

At December 31, 2010, non-current financial assets include the following investments and bonds:

	Number	12/31/2010			
	of shares	% of capital	Carrying amount	12/31/2009	Change
SGS S.A.	1,173,400	**15.00**	**1,016.3**	1,016.3	0.0
Exor Capital Ltd	4,000,000	**100.00**	**354.0**	464.0	(110.0)
C&W Group Inc.	511,015	**69.82**	**405.0**	405.0	0.0
Sequana S.A.	13,993,329	**28.24**	**191.7**	183.1	8.6
Gruppo Banca Leonardo S.p.A.	37,883,306	**14.57**	**85.1**	82.4	2.7
Banijay Holding S.A.S.	351,590	**17.08**	**35.3**	33.6	1.7
NoCo B Lp			**29.2**	16.4	12.8
The Economist Newspaper Ltd	1,190,000	**4.72**	**30.3**	1.1	29.2
Copacabana Prince Partecipações	33,465,401	**1.61**	**15.2**	-	-
Exor LLC		**99.80**	**11.7**	-	-
Almacantar	10,000,000	**54.98**	**10.0**	-	-
Ancom USA	10	**100.00**	**9.9**	9.9	0.0
BTG Investments L.P.	6,217,617	**0.26**	**3.8**	-	-
Exor Inc.	100	**100.00**	**1.2**	0.6	0.6
Other			**1.4**	0.2	1.2
Total investments			**2,200.1**	2,212.6	(12.5)
Other non-current financial assets			**105.9**	74.5	31.4
Total non-current financial assets			**2,306.0**	2,287.1	18.9

MOTION FOR THE APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS AND THE PAYMENT OF DIVIDENDS

Dear Shareholders,

We invite you to approve the separate financial statements for the year ended December 31, 2010 and, considering that the legal reserve is equal to one-fifth of share capital, we motion to appropriate the profit of €151,861,007.71 as follows:

- to the 156,149,996 ordinary shares currently outstanding, dividends equal to €0.31 per share, equal to a maximum	€	48,406,498.76
- to the 66,561,676 preferred shares currently outstanding, dividends equal to €0.3617 per share, equal to a maximum	€	24,075,358.21
- to the 8,747,199 savings shares currently outstanding, dividends equal to €0.3881 per share, equal to a maximum	€	3,394,787.93
- to the Reserve for net unrealized exchange gains (art. 2426, para. 8 bis, of the Italian Civil Code)	€	538,769.37
- to the Extraordinary Reserve, the remaining amount, equal to a minimum	€	75,445,593.44
Profit for the year 2010	**€**	**151,861,007.71**

The dividends proposed, equal to a maximum of €75,876,644.90, are payable to the shares outstanding, thus excluding those directly held by EXOR S.p.A. on May 23, 2011, the ex-dividend date. The payment of dividends will begin on May 26, 2011.

Turin, March 28, 2011

On behalf of the Board of Directors
The Chairman and CEO
John Elkann

Separate Financial Statements

at December 31, 2010

EXOR S.p.A. – INCOME STATEMENT

€	Note	2010	2009	Change
Investment income (expenses)				
Dividends from investments	1	**197,783,916**	120,029,226	77,754,690
Gains on disposals of investments	2	**14,810,751**	21,685,128	(6,874,377)
Impairment losses on investments	3	**(4,643,487)**	0	(4,643,487)
Net investment income		**207,951,180**	141,714,354	66,236,826
Financial income (expenses)				
Financial expenses from third parties	4	**(112,618,583)**	(78,592,412)	(34,026,171)
Financial income from third parties	5	**90,896,038**	56,838,661	34,057,377
Financial income from related parties	36	**2,872,693**	1,659,483	1,213,210
Gains (losses) on exchange	6	**3,799,599**	693,545	3,106,054
Net financial expenses		**(15,050,253)**	(19,400,723)	4,350,470
Net general expenses				
Personnel costs	7	**(8,812,938)**	(8,724,229)	(88,709)
Purchases of goods and services from third parties	8	**(4,440,141)**	(4,308,004)	(132,137)
Purchases of goods and services from related parties	36	**(9,278,993)**	(8,565,456)	(713,537)
Other operating expenses	9	**(462,309)**	(578,274)	115,965
Depreciation and amortization		**(9,055)**	(8,655)	(400)
		(23,003,436)	(22,184,618)	(818,818)
Revenues from third parties		**63,962**	231,027	(167,065)
Revenues from related parties	36	**482,351**	343,231	139,120
		546,313	574,258	(27,945)
Net general expenses		**(22,457,123)**	(21,610,360)	(846,763)
Non-recurring other income (expenses) and general expenses				
Personnel costs	10	**(2,944,599)**	(4,499,064)	1,554,465
Purchases of goods and services from third parties	11	**(3,067,524)**	(1,443,500)	(1,624,024)
Purchases of goods and services from related parties	36	**(1,182,094)**	(1,179,968)	(2,126)
Non-recurring other operating expenses from third parties	12	**(400,000)**	(237,534)	(162,466)
Non-recurring other income (expenses) from related parties	36	**(9,747,938)**	(4,157,685)	(5,590,253)
Non-recurring other income (expenses) and general expenses		**(17,342,155)**	(11,517,751)	(5,824,404)
Indirect taxes and duties				
Non-deductible VAT	13	**(1,204,291)**	(3,515,086)	2,310,795
Other indirect taxes		**(5,759)**	(7,680)	1,921
Indirect taxes and duties		**(1,210,050)**	(3,522,766)	2,312,716
Profit before income taxes		**151,891,599**	85,662,754	66,228,845
Income taxes	14	**(30,591)**	3,159,993	(3,190,584)
Profit for the year		**151,861,008**	88,822,747	63,038,261

EXOR S.p.A. – STATEMENT OF COMPREHENSIVE INCOME

€	2010	2009
Gains/(losses) on cash flow hedges	**9,135,120**	(1,189,573)
Gains/(losses) on fair value of available-for-sale financial assets	**(24,953,882)**	24,853,200
Income taxes relating to components of Other comprehensive income	**342,126**	(343,662)
Actuarial gains/(losses)	**20,861**	(105,514)
Total other comprehensive income, net of tax	**(15,455,775)**	23,214,451
Profit for the year	**151,861,008**	88,822,747
Total comprehensive income	**136,405,233**	112,037,198

EXOR S.p.A. – STATEMENT OF FINANCIAL POSITION

€	Note	12/31/2010	12/31/2009	Change
Non-current assets				
Investments accounted for at cost	15	**3,806,958,518**	3,814,033,999	(7,075,481)
Available-for-sale investments	15	**31,812,171**	136,600,000	(104,787,829)
Total Investments		**3,838,770,689**	3,950,633,999	(111,863,310)
Held-to-maturity financial instruments	16	**138,093,789**	71,388,798	66,704,991
Other financial assets		**104,641**	320,259	(215,618)
Intangible assets		**106,735**	113,467	(6,732)
Property, plant and equipment		**4,427**	6,299	(1,872)
Other receivables		**1,291**	1,291	0
Total Non-current assets		**3,977,081,572**	4,022,464,113	(45,382,541)
Current assets				
Held-to-maturity financial instruments	16	**0**	5,006,963	(5,006,963)
Financial assets held for trading	17	**589,217,779**	270,638,950	318,578,829
Cash and cash equivalents	18	**219,795,393**	337,355,303	(117,559,910)
Other financial assets	19	**6,780,879**	5,766,043	1,014,836
Tax receivables	20	**45,677,637**	44,899,508	778,129
Financial receivables from related parties	36	**30,592,975**	28,163,323	2,429,652
Financial receivables from others		**0**	21,580	(21,580)
Trade receivables from related parties	36	**215,425**	129,627	85,798
Other receivables		**454,958**	442,074	12,884
Total Current assets		**892,735,046**	692,423,371	200,311,675
Total Assets		**4,869,816,618**	4,714,887,484	154,929,134
Equity				
Share capital	21	**246,229,850**	246,229,850	0
Capital reserves	22	**1,746,289,493**	1,746,289,493	0
Retained earnings and other reserves	23	**1,578,461,200**	1,570,995,123	7,466,077
Treasury shares	25	**(170,327,086)**	(112,491,299)	(57,835,787)
Profit for the year		**151,861,008**	88,822,747	63,038,261
Total Equity		**3,552,514,465**	3,539,845,914	12,668,551
Non-current liabilities				
Non-convertible bonds	27	**745,699,834**	944,884,266	(199,184,432)
Bank debt	28	**50,000,000**	125,000,000	(75,000,000)
Deferred tax liabilities	29	**21,703,995**	22,046,120	(342,125)
Provisions for employee benefits	30	**2,634,915**	3,239,961	(605,046)
Other payables	32	**809,738**	192,886	616,852
Total Non-current liabilities		**820,848,482**	1,095,363,233	(274,514,751)
Current liabilities				
Non-convertible bonds	27	**199,918,170**	0	199,918,170
Bank debt	28	**231,094,658**	25,125,910	205,968,748
Other financial liabilities	31	**31,824,520**	35,724,895	(3,900,375)
Trade payables and other payables to related parties	36	**23,860,517**	12,725,622	11,134,895
Trade payables to third parties		**4,424,549**	2,610,973	1,813,576
Tax payables		**905,733**	665,785	239,948
Other payables	32	**4,425,524**	2,825,152	1,600,372
Total Current liabilities		**496,453,671**	79,678,337	416,775,334
Total Equity and Liabilities		**4,869,816,618**	4,714,887,484	154,929,134

EXOR S.p.A. – STATEMENT OF CHANGES IN EQUITY

€	Share capital	Capital reserves	Treasury shares	Earnings reserve	Fair value reserve	Cash flow hedge reserve	Total Equity
Equity at December 31, 2008	**163,251,460**	**386,346,907**	**(70,477,224)**	**1,415,288,869**	**0**	**(4,909,901)**	**1,889,500,111**
Changes due to the merger of IFIL							
- Recognition of EXOR shares held by Exor Services			(2,762,861)				(2,762,861)
- Reinstatement of IFIL S.p.A. reserves:							
. fair value reserve		(1,475,246)			1,475,246		0
. stock option reserve		(1,202,662)		1,202,662			0
. cash flow hedge reserve		5,119,196				(5,119,196)	0
- Recognition of merger surplus		499,198,763					499,198,763
- EXOR shares issued in share exchange							0
. 73,809,496 ordinary shares at € 5.36	73,809,496	321,809,403					395,618,899
. 9,168,894 savings shares at € 3.86	9,168,894	26,223,037					35,391,931
- Recognition of share exchange difference		746,997,492					746,997,492
- Allocation of expenses relating to IFIL merger		(17,093,570)					(17,093,570)
Replenishment of tax-deferred reserves							
- Revaluation reserve Law 408/90		(243,894,287)		243,894,287			0
- Revaluation reserve Law 413/91		(2,586,032)		2,586,032			0
- Revaluation reserve Law 576/75		(15,167,583)		15,167,583			0
Dividends paid to shareholders (€ 0.319 per ordinary share,							0
€ 0.3707 per preferred share, € 0.4580 per savings share)				(81,736,536)			(81,736,536)
Purchase of treasury shares		42,014,075	(42,014,075)	(42,014,075)			(42,014,075)
Dividends statute-barred				1,752			1,752
Sale of treasury shares held through subsidiary			2,762,861	(342)			2,762,519
Effect of wind-up of Ifil Investment Holding				20,028			20,028
Increase corresponding to figurative cost of EXOR stock option plan				1,924,263			1,924,263
Total comprehensive income				88,717,233	24,509,538	(1,189,573)	112,037,198
Net changes during the year	**82,978,390**	**1,359,942,586**	**(42,014,075)**	**229,762,887**	**25,984,784**	**(6,308,769)**	**1,650,345,803**
Equity at December 31, 2009	**246,229,850**	**1,746,289,493**	**(112,491,299)**	**1,645,051,756**	**25,984,784**	**(11,218,670)**	**3,539,845,914**
Dividends paid to shareholders (€ 0.27 per ordinary share,							
€ 0.3217 per preferred share, € 0.3481 per savings share)				(67,866,477)			(67,866,477)
Purchase of treasury shares			(57,835,787)				(57,835,787)
Dividends statute-barred				1,592			1,592
Increase corresponding to figurative cost of EXOR stock option plan				1,963,989			1,963,989
Total comprehensive income				151,881,870	(24,611,756)	9,135,120	136,405,234
Net changes during the year	**0**	**0**	**(57,835,787)**	**85,980,974**	**(24,611,756)**	**9,135,120**	**12,668,551**
Equity at December 31, 2010	**246,229,850**	**1,746,289,493**	**(170,327,086)**	**1,731,032,730**	**1,373,028**	**(2,083,550)**	**3,552,514,465**
Note	21	22	25	23	23	23	

EXOR S.p.A. – STATEMENT OF CASH FLOWS

€	Note	2010	2009
Cash and cash equivalents, at start of year		**337,355,303**	411,946,475
Cash flows from (used in) operating activities			
Profit for the year		**151,861,008**	88,822,747
Adjustments for:			
Gains on disposals of investments	2	**(14,810,751)**	(21,685,128)
Quota in kind of dividends collected by Exor S.A.	1	**(96,952,623)**	0
Effective portion of losses on cash flows hedges reclassified to income statement	4	**9,653,616**	5,609,442
Depreciation and amortization		**9,055**	8,656
Figurative cost of EXOR stock option plan	26	**1,526,941**	1,487,217
Expenses relating to IFIL merger		**0**	(17,093,570)
Release of deferred taxes		**0**	(3,232,804)
Impairment losses on investments	3	**4,643,487**	0
Non-recurring other (income) expenses, accrued and not yet collected/paid		**10,147,938**	4,157,685
Total adjustments		**(85,782,337)**	(30,748,502)
Change in working capital:			
Change in other financial assets, current and non-current	19	**(799,218)**	(4,270,799)
Change in tax receivables, excluding items adjusting profit for the year	20	**(778,129)**	17,683,586
Change in trade receivables from related parties		**(85,798)**	0
Change in other receivables, current and non-current		**(12,883)**	7,120,365
Change in other financial receivables		**21,580**	0
Change in other payables, current and non-current	32	**1,817,224**	0
Change in other financial liabilities, current and non-current	31	**575,432**	7,225,165
Change in trade payables and other payables to related parties, excluding items adjusting profit for the year		**1,386,957**	(762,648)
Change in trade payables to third parties		**1,813,576**	1,204,310
Change in taxes payable		**239,948**	0
Net change in provisions for employee benefits, excluding actuarial differences recognized in equity		**(584,185)**	(1,158,560)
Other net changes in working capital		**0**	(264,851)
Net change in working capital		**3,594,504**	26,776,568
Net cash flows from (used in) operating activities		**69,673,175**	84,850,813
Cash flows from (used in) investing activities			
Purchases of property, plant and equipment		**(450)**	(122,419)
Held-to-maturity financial instruments, current and non-current	16	**(61,698,028)**	(76,395,761)
Investments in current financial assets	17	**(221,626,206)**	(100,140,235)
Partial distribution of Alpitour reserves	15	**7,500,000**	0
Wind-up of investment		**0**	192,689
Disposal of investment	15	**90,013,740**	217,201,341
Investments in equity investments		**0**	(23,042,781)
Net cash flows from (used in) investing activities		**(185,810,944)**	17,692,834
Cash flows from (used in) financing activities			
Change in financial receivables from related parties	36	**(2,429,652)**	(28,163,323)
Other changes in bonds		**733,738**	705,361
Net change in bank debt	28	**130,968,748**	(16,389,784)
Changes in fair value of cash flow hedge derivatives	31	**4,994,303**	(12,300,733)
Dividends distributed		**(67,866,477)**	(81,736,536)
Purchases of treasury stock	25	**(57,835,787)**	(42,014,075)
Sale of EXOR ordinary shares held by subsidiary		**0**	2,762,519
Dividends statute-barred and other net changes		**1,592**	1,752
Cash flows from (used in) financing activities		**(1,422,141)**	(177,134,819)
Net increase (decrease) in cash		**(117,559,910)**	(74,591,172)
Cash and cash equivalents, at end of year		**219,795,393**	337,355,303

EXOR S.p.A. – NOTES TO THE SEPARATE FINANCIAL STATEMENTS

GENERAL INFORMATION ON THE ACTIVITIES OF THE COMPANY

EXOR S.p.A. is a corporation organized under the laws of the Republic of Italy; its head office is located in Turin, Italy, Corso Matteotti 26. EXOR is one of Europe's leading investment companies and is controlled by Giovanni Agnelli e C. S.a.p.az. which holds 51.164% of share capital, specifically 59.10% of ordinary share capital, 39.24% of preferred share capital and 12.36% of savings share capital.
EXOR's three classes of stock (ordinary, preferred and savings) are traded on the Electronic Share Market under the stock symbol EXOR since March 2, 2009.

Further information is provided in the Report on Operations under "EXOR Group Profile".

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

Beginning from the financial year 2006, the separate financial statements of EXOR S.p.A. have been prepared in conformity with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and recognized by the European Community in accordance with Regulation 1606/2002 of the European Parliament and Council dated July 19, 2002. The designation IFRS also includes all valid International Accounting Standards (IAS), as well as all interpretations of the International Financial Reporting Interpretations Committee (IFRIC), formerly the Standing Interpretations Committee (SIC).

The disclosure required by IFRS 1 – *First-time Adoption of IFRS*, relative to the effects of the transition to IFRS, was presented in a specific Appendix to the separate financial statements at December 31, 2006.

The separate financial statements have also been prepared in accordance with the provisions contained in Consob Resolutions 15519 and 15520 dated July 27, 2006 and in Consob Communication 6064293 dated July 28, 2006, pursuant to art. 9, paragraph 3, of Legislative Decree 38 dated February 28, 2005.

Formats of the separate financial statements and other information

The separate income statement is presented using a classification based on the nature of the revenues and expenses, with the presentation of investment income (expenses) and financial income (expenses) taking preference since these items are characteristic of EXOR S.p.A.'s activities.

Since the year 2009, in view of the significance of the amounts, Non-recurring other income (expenses) and general expenses are presented separately from net general expenses that are recurring. The line item includes any exceptional or non-recurring costs such as termination incentives, consulting fees for extraordinary investment acquisition and disposal transactions, special bonuses to directors and employees, defendant legal fees and adjustments to liabilities for the Alpitour stock option plan. Moreover, indirect taxes and duties are also presented separately.

In the separate statement of financial position, the current/non-current distinction has been adopted for the presentation of assets and liabilities.

The statement of comprehensive income presents the total income and expenses recognized in the income statement and increases or decreases in reserves.

The separate statement of cash flows is presented using the indirect method, which reconciles cash and cash equivalents at the beginning and the end of the year.

The year-end closing date is December 31 of each year and covers a period of 12 months.

The Euro is the Company's functional currency and presentation currency.

In the separate financial statements, the amounts are expressed in Euro.
In the notes, unless otherwise indicated, the data are expressed in thousands of Euro.
Significant events in 2010 and in the first quarter of 2011, the principal risks and uncertainties and the business outlook are presented in specific paragraphs of the Report on Operations.

Related party transactions, unusual and/or atypical transactions and significant non-recurring events and transactions

Related party transactions
The statement of financial position and income statement balances generated by transactions with related parties are shown separately in the financial statement formats and commented in Note 36.

Stock option plan linked to Alpitour shares
At December 31, 2010, the liabilities of the stock option plan linked to Alpitour shares amounts to €21.9 million compared to €12.2 million at December 31, 2009. The difference of €9.7 million was charged to the income statement under "Non-recurring other expenses from related parties". Further information is provided in Note 26.

Beside what has been indicated, there are no significant non-recurring events or transactions or significant unusual and/or atypical transactions to be reported as required by Consob Communication 6064293 dated July 28, 2006.

General principle
The financial statements of EXOR S.p.A. are expressed in Euro and are prepared under the historical cost convention, except where the use of fair value is required for the measurement of available-for-sale financial instruments and those held for trading, as well as on the going concern assumption.
Despite operating in a difficult economic and financial environment, the directors have in fact assessed that no material uncertainties (as defined in paragraph 25 of IAS 1) exist about its ability to continue as a going concern.

Investments accounted for at cost
Investments in subsidiaries and associates are stated at cost and tested for impairment if, and only if, there is objective evidence of an impairment due to one or more events which occurred after initial recognition which have an impact on the future cash flows of the subsidiaries and associates and on the dividends which they could distribute. This objective evidence is a significant and prolonged decline in the market prices to below cost of a directly and indirectly owned subsidiary or associate, together with its continuing negative operating performance. In these cases, the impairment is determined as the difference between the carrying amount of the investment and its recoverable amount, usually determined on the basis of the higher of the value in use and fair value less costs to sell.
At the end of each reporting period, EXOR S.p.A. assesses whether there is any objective evidence that an impairment loss of an investment recognized in prior years may no longer exist or may have decreased. A significant or prolonged rise in the market price of the subsidiary or associate, together with its continuing positive operating performance is considered as objective evidence. In these cases, the recoverable amount of the investment is re-measured and, if appropriate, the carrying amount is increased up to the cost of the investment.

Available-for-sale investments and non-current other financial assets
These are measured at fair value which coincides, for listed investments, with the market price on the last day of the period. Unrealized gains and losses are recognized directly in equity, net of the relevant deferred tax effect.
If there is objective evidence that the asset is impaired, the cumulative loss that was recognized directly in equity is reversed and recognized in the income statement. Impairment losses recognized in the income statement may not later be reversed through the income statement.
Upon disposal of the asset, the accumulated gains or losses recorded in equity are credited or debited to the income statement.

Financial assets held for trading

Financial assets held for trading include equity shares, credit instruments and other forms of investment of liquidity, as well as derivative instruments for trading.

Financial assets purchased originally for resale in the short-term are measured at year end at fair value using, for listed securities, the market price translated, if appropriate, at the year-end exchange rate; the fair value adjustment is recorded with a corresponding entry in the income statement.

Held-to-maturity securities

Held-to-maturity securities are non-derivative assets with fixed or determinable payments and fixed maturities that EXOR has the positive intention and ability to hold to maturity.
Financial assets cannot be classified as held-to-maturity if, during the course of the current year or during the two preceding years, other than an insignificant amount of held-to-maturity investments has been sold or reclassified before their maturity, except sales or reclassifications that:

a) are so close to maturity or to the call option date of the financial asset that changes in the market rate of interest would not have a significant effect on the fair value of the financial asset;
b) occur after the Company has received substantially all of the financial asset's original principal through ordinary scheduled payments or prepayments;
c) are attributable to an isolated event that is beyond the Company's control, is non-recurring and could not have been reasonably anticipated by the Company.

Securities held with the intent to keep them in portfolio until maturity are recorded and measured at amortized cost.

The amortized cost of a financial asset is the amount at which the financial asset was initially measured net of repayments of principal, decreased by the total amortization of any difference between the initial amount and the maturity amount using the effective interest method, less any writedown (made directly or through the use of an accrual) for impairment or uncollectibility.

The effective interest rate is a method used for calculating the amortized cost of a financial asset and allocating the interest over the period of reference. The effective interest rate is the rate that exactly discounts future cash flows for estimated collections (including transaction costs paid) over the expected life of the financial instrument or, if appropriate, over a shorter period.

Receivables and payables

Receivables are initially recognized at their nominal amount which substantially coincides with fair value.
If there is objective evidence of an impairment loss or a risk that the Company will not be able to collect the contractual amount (principal and interest) at the contractually agreed dates, a provision is set aside which corresponds to the difference between the asset's carrying amount and the present value of estimated recoverable future cash flows, discounted at the effective interest rate.
Payables are initially recognized at their nominal amount, reduced by expenses incurred to assume them and increased by interest expense due, if any. Payables are subsequently measured at amortized cost using the effective interest method.

Treasury shares

The cost of any treasury shares purchased and/or held, also through subsidiaries, as a result of specific shareholder resolutions, is recognized as a deduction from equity and, therefore, the reserve offsetting treasury shares in portfolio is not shown separately. The proceeds from any subsequent sale are recognized as movements in equity.

Employee benefits – Pension plans

Pension plans are currently either defined contribution or defined benefit plans.

Under defined contribution plans the Company pays contributions to outside, legally separate entities with administrative autonomy, which frees the employer from any subsequent obligation as the outside entity assumes the commitment to pay what is due to the employee. Following the changes in regulations for employee leaving entitlement pursuant to Law 296 dated December 27, 2006 (Budget Law 2007) and later decrees and regulations, defined contribution plans include the portions of employee leaving entitlement accruing from January 1, 2007. However, since EXOR S.p.A. has less than 50 employees, employee leaving entitlements are calculated using the customary actuarial method established in IAS 19 and adopted in prior years, except for the exclusion of the pro rata application of the service rendered for employees who transfer the entire amount accrued to the supplementary pension fund.
Consequently, for those who transfer the entire amount accrued to the supplementary pension fund, the Company records the contribution paid as an expense and no additional obligation is recognized.

Defined benefit plans include post-employment benefits, other than those under defined contribution plans. Under defined benefit plans, the Company has the obligation to set aside the costs relating to the benefits guaranteed to its employees in service. The actuarial risk and the investment risk are thus substantially borne by the Company.
Defined benefit plans, which include employee leaving entitlements, taking into account what was described above, are measured by actuarial techniques using the Projected Unit Credit Method.
All cumulative actuarial gains and losses that existed at January 1, 2005 have been recognized in equity.
For defined benefit plans, the expenses relating to the increase in the present value of the obligation, due to the fact that the payment date of the benefits is nearing, are recognized in financial expenses.
Payments relative to defined contribution plans are recognized as an expense in the income statement as incurred.
Defined benefit plans may be unfunded or they may be wholly or partly funded by contributions paid by the employer and the employee plan participants to an entity, or fund, that is legally separate from the employer and from which the employee benefits are paid.
The liability for defined benefit plans is calculated on an individual basis and takes into account life expectancy, personnel turnover, salary changes, revaluation of the yields, inflation and the present value of the amounts to be paid.

Employee benefits – Stock option plans

Stock option plans linked to EXOR shares
Share-based payments to employees are measured at the fair value of the equity instruments at the grant date.
In accordance with IFRS 2 – Share-based Payment, the full amount of the fair value of stock options at the grant date is recognized in the income statement in personnel costs on a straight-line basis over the period from the grant date to the vesting date with a corresponding entry directly in equity, based upon an estimate of the number of options that is expected to vest. Changes in fair value after the grant date have no effect on the initial measurement.
The compensation component deriving from stock option plans linked to EXOR shares but relating to employees in other companies of the Holdings System, is recorded as a capital contribution in favor of the subsidiaries in which the beneficiaries of the stock option plans are employees and consequently recorded as an increase in the relative value of the investments, with a corresponding entry recorded directly in equity.

Stock option plans linked to shares of the subsidiary Alpitour
This is a stock option plan that requires a monetary payment equal to the increase in the value of the company.
The fair value of the liability of the plan is re-measured at each reporting date until its extinction.
The cost is recognized in the income statement in “Non-recurring other expenses” with a corresponding entry to “Other payables to related parties”.
If the payable to related parties decreases, the resulting income is recognized in the income statement in “Non-recurring other income from related parties”.

Debt

Interest-bearing debt is recognized at cost which corresponds initially to the fair value of the amount received net of directly attributable costs. Debt is subsequently measured at amortized cost. The difference between amortized cost and the amount to be repaid is recognized in the income statement on the basis of the effective interest rate over the period of the loan.

Debt is classified in current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Derivative financial instruments and hedge relationships

Derivative financial instruments are recognized initially at fair value at the date the contracts are entered into and are subsequently measured at fair value at year-end. The resulting gains or losses are recognized in the income statement immediately, unless the derivative is designated and is effective as a hedging instrument, in which case the times for recognition in the income statement depend upon the nature of the hedge relationship. EXOR designates certain derivatives as fair value hedges of certain assets or liabilities recognized in the financial statements or as cash flow hedges of certain highly probable forecast transactions.
A derivative is classified as a non-current asset or liability if the maturity date of the instrument is beyond 12 months and it is not expected to be realized or settled within 12 months. Other derivatives are classified as current assets or liabilities.

Financial instruments qualify for hedge accounting only when there is formal designation and documentation, including the Company's risk management objective and strategy, and the hedge, verified periodically, is highly effective.
When financial instruments qualify for hedge accounting, the following accounting treatment applies:

- Fair value hedge: where a derivative financial instrument is designated as a hedge of the exposure to changes in fair value of a recognized asset or liability that is attributable to a particular risk and could affect the income statement, the gain or loss from re-measuring the hedging instrument at fair value is recognized in the income statement, together with the change in fair value of the hedged item. The gain or loss from the change in fair value of the hedging instrument is recognized on the same line of the income statement as the hedged item.
- Cash flow hedge: where a derivative financial instrument is designated as a hedge of the exposure to variability in cash flows of a recognized asset or liability or a highly probable forecast transaction and could affect profit or loss, the effective portion of any gain or loss of the derivative financial instrument is recognized directly in equity. The cumulative gain or loss is removed from equity and recognized in the income statement at the same time in which the hedged transaction affects the income statement. The gain or loss associated with a hedge or part of a hedge that has become ineffective is recognized in the income statement immediately. When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss realized to the point of termination remains in equity and is recognized in the income statement at the same time the related transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealized gain or loss held in equity is recognized in the income statement immediately.

If the conditions of IAS 39 are not met, the transactions, even if they have been set up for the purpose of managing risk exposure, are classified and measured as trading transactions. In that case, the difference from fair value is recognized in the income statement.

Financial income and expenses, other revenues and costs

Dividends are recognized in the income statement when the paying company approves distribution, that is, when the right to receive the dividends is established.

Financial income and expenses are recorded on a prorated basis according to the rate of the effective return.

Revenues from services are recognized by reference to the stage of completion of the service at the end of the reporting period.

The expenses incurred for the Merger were recognized in “Current assets – Other receivables” and, as a result, did not impact the profit for the year 2009. Such expenses were recorded directly as a deduction from additional paid-in capital which originated from recording the share capital increase carried out to service the exchange of the shares of the merged company canceled.

Transactions in foreign currencies

Transactions in foreign currencies are recorded at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated at the foreign exchange rate prevailing at that date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded during the period or in previous financial statements are recognized in the income statement.

Income taxes

Current income taxes are calculated according to the tax laws in force.
Taxes on income are recognized in the income statement except to the extent that they relate to items directly charged or credited to equity, in which case the related income tax effect is recognized directly in equity.
Temporary differences between the amounts of assets and liabilities in the financial statements and the corresponding amounts for tax purposes give rise to temporarily deferred tax liabilities on the taxable temporary differences recorded in a specific provision in liabilities. Deferred tax assets relating to the carryforward of unused tax losses, as well as those arising from deductible temporary differences, are recognized to the extent that it is probable that future profits will be available against which they can be utilized.
Deferred tax assets and liabilities are measured at the tax rates expected to apply to taxable income in the periods in which the temporary differences will reverse. Deferred income tax assets and liabilities are offset where there is a legally enforceable right of offset.
Deferred tax assets and liabilities are shown separately from other tax receivables and payables in a specific line under non-current assets or liabilities.

Principal sources of uncertainty in making financial statement estimates

The preparation of financial statements and related disclosures that conform to IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results could differ from those estimates. Estimates particularly refer to the measurement of investments.
Estimates and assumptions are reviewed periodically and the effects of any changes are recognized immediately in the income statement or in equity in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.
The situation caused by the present economic and financial crisis has required assumptions to be made regarding future performance which are characterized by significant uncertainty; as a consequence, therefore, it cannot be excluded that results may arise during the next year which differ from estimates, and which therefore might require adjustments, even significant, to be made to the carrying amount of the items in question, which at the present moment can clearly neither be estimated nor predicted. The main items affected by these situations of uncertainty are investments accounted for at cost and available-for-sale investments.

In particular:

- the carrying amounts of listed investments accounted for at cost or fair value were lower than or corresponding to the stock market prices at the end of 2010;
- for the other unlisted investments accounted for at cost or fair value, their measurement indicated no evidence of impairment.

No critical or significant issues have arisen, however, in relation to the estimates used for employee benefits, taxes or provisions, also taking into consideration their level of materiality.

Adoption of new accounting standards, amendments and interpretations issued by the IASB

Accounting standards, amendments and interpretations effective from January 1, 2010 but not applicable to the Company

The following amendments, improvements and interpretations, effective from January1, 2010, relate to issues that were not applicable to the Company at the date of these financial statements, but which may have an impact on the accounting treatment of future transactions or arrangements:

- IFRS 3 (2008) – *Business Combinations*.
- IAS 27 (2008) – *Consolidated and Separate Financial Statements*.
- Improvement to IFRS 5 (2008) – *Non-current Assets Held for Sale and Discontinued Operations*.
- Amendments to IAS 28 – *Investments in Associates* and IAS 31 – *Interests in Joint Ventures* consequent to the amendments to IAS 27.
- Improvements to IAS/IFRS (2009).
- Amendment to IFRS 2 – *Share based Payment:* Group Cash-settled Share-based Payment Transactions.
- IFRIC 17 – *Distributions of Non-cash Assets to Owners*.
- IFRIC 18 – *Transfers of Assets from Customers*.
- Amendment to IAS 39 – *Financial Instruments: Recognition and Measurement:* Eligible Hedged items.

Accounting standards, amendments and interpretations not yet applicable and not early adopted by the Company

On October 8, 2009, the IASB issued an amendment to IAS 32 – *Financial Instruments: Presentation* on "Classification of rights issues", which addresses accounting for rights issues (rights, options or warrants) denominated in a currency other than an issuer's functional currency. Previously such rights issues were accounted for as derivative liabilities. However, the amendment requires that, provided certain conditions are met, such rights are classified as equity regardless of the currency in which the exercise price is denominated. The amendment is applicable retrospectively from January 1, 2011. Adoption of this amendment is not expected to have any impact on the Company's financial statements.

On November 4, 2009, the IASB issued a revised version of IAS 24 – *Related Party Disclosures* that simplifies the disclosure requirements for transactions with government-related entities and clarifies the definition of a related party. The revised standard is effective for annual periods beginning on or after January 1, 2011. Adoption of this standard will have no effect on the measurement of items in the financial statements and with regard to the disclosure for related parties.

On November 12, 2009, the IASB issued IFRS 9 – *Financial Instruments*, which was amended on October 28, 2010. The new standard, effective from January 1, 2013, represents completion of the first phase of a project to replace IAS 39 and introduces new requirements for classifying and measuring financial assets and liabilities and derecognition of financial assets. For financial assets, the standard uses a single approach to determine whether a financial asset is measured at amortized cost or fair value – replacing the many different rules in IAS 39 – which is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial assets. For financial liabilities, on the other hand, the principal change relates to the recognition of changes in fair value of financial liabilities measured at fair value through profit or loss, when such changes are due to changes in the credit risk of the liability. According to the new standard, these changes must be recognized in other comprehensive income rather than through profit or loss. At the date of these financial statements, the new standard had not yet been endorsed by the European Union.

On November 26, 2009, the IASB issued a minor amendment to IFRIC 14 – *Prepayments of a Minimum Funding Requirement*. The amendment applies when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover those requirements. The amendment permits an entity to treat the benefit of such early payment as an asset. The amendment has an effective date of January 1, 2011. Adoption of this amendment is not expected to have any impact on the Company's financial statements.

On November 26, 2009, IFRIC issued the interpretation IFRIC 19 – *Extinguishing Financial Liabilities with Equity Instruments* that provides guidance on how to account for the extinguishment of a financial liability through the issue of equity instruments. The interpretation clarifies that when an entity renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity instruments to settle the financial liability fully or partially, then the entity's equity instruments issued to a creditor are part of the consideration paid to extinguish the financial liability and are measured at their fair value. The difference between the carrying amount of the financial liability extinguished and initial measurement of the equity instruments issued is recognized in profit or loss for the period.
The interpretation is applicable from January 1, 2011. Adoption of this interpretation is not expected to have any impact on the Company's financial statements.

On May 6, 2010, the IASB issued a set of amendments to IFRSs ("Improvements to IFRSs") that are applicable from January 1, 2011. Set out below are those that may lead to changes in the presentation, recognition or measurement of items in the financial statements, excluding those that only relate to changes in terminology or editorial changes having a limited accounting effect and those that affect standards or interpretations that are not applicable to the Company:

- IFRS 7 – *Financial Instruments: Disclosures*: this amendment emphasizes the interaction between the qualitative and quantitative disclosures required by the standard concerning the nature and extent of risks arising from financial instruments. This should help users of financial statements to link related disclosures and hence form an overall picture of the nature and extent of risks arising from financial instruments. In addition, the disclosure requirement relating to financial assets that are past due or impaired, but whose term has been renegotiated, and to the fair value of collateral has been removed.

- IAS 1 – *Presentation of Financial Statements*: the amendment requires the reconciliation in the changes of each component of equity to be presented in the notes or in the primary statements.

At the date of these financial statements, application of these amendments had not yet been endorsed by the European Union.

On October 7, 2010, the IASB issued amendments to IFRS 7 – *Financial Instruments: Disclosures*, applicable for reporting periods commencing on or after July 1, 2011. The amendments allow users of financial statements to improve their understanding of transfers of financial assets, including understanding the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of transfers are undertaken around the end of a reporting period. At the date of these financial statements, application of these amendments had not yet been endorsed by the European Union.

On December 20, 2010, the IASB issued a minor amendment to IAS 12 – *Income taxes*, requiring an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. As a result of this amendment, SIC 21 – *Income Taxes – Recovery of Revalued Non-Depreciable Assets* will no longer apply. The amendment is applicable from January 1, 2012. At the date of these financial statements, the amendment had not yet been endorsed by the European Union.

RISK MANAGEMENT

The maximum theoretical exposure to credit risk for EXOR S.p.A. at December 31, 2010 is represented by the carrying amount of financial assets presented in the financial statements. The Company seeks to mitigate such risks by investing a large part of its liquidity in securities issued by leading bank and corporate counterparts selected according to their creditworthiness.
In its meeting held on March 25, 2009, the EXOR board of directors voted to extend a 3-year subordinated credit line for $50 million to the subsidiary C&W Group. The loan was partly drawn down by C&W Group for an amount of $40 million at December 31, 2010.
In order to protect itself from fluctuations in the EUR/USD on the loan, EXOR put into place forward sales contracts with leading credit institutions for the same amount and expiration date of the U.S. dollars to be received from C&W Group.

A part of the assets held for trading, cash and financial liabilities are denominated in currencies other than Euro. Since these are securities held for trading, cash and derivative financial instruments they have been adjusted to the year-end exchange rate.

With regard to liquidity risk, financing needs and cash flows are managed with the aim of optimizing financial resources. In particular, outgoing cash flows from current operations are basically financed by incoming flows from ordinary business activities.
Liquidity risk could therefore arise only in the event of investment decisions in excess of cash availability that are not preceded by sufficient liquidation of assets or difficulties in raising sufficient funds that can be readily used. In this sense, EXOR operates so that it has financial resources available by issuing bonds and securing irrevocable credit lines with expiration dates and amounts consistent with its investment plans.

EXOR assesses and manages its exposure to fluctuations in interest rates in accordance with its financial management policies and uses derivative financial instruments to fix some of the financing obtained at a pre-set interest rate; in particular, the only derivative financial instruments used to manage fluctuations in interest rate risks were interest rate swaps on some of the loans received.

NOTES RELATING TO THE MOST SIGNIFICANT ITEMS OF THE INCOME STATEMENT AND STATEMENT OF FINANCIAL POSITION

1. Dividends from investments

Dividends amount to €197,784 thousand (€120,029 thousand in 2009) and were received from the following companies:

€ in thousands	2010	2009
EXOR S.A.	**130,000**	119,960
Fiat S.p.A. - Ordinary shares	**56,540**	0
Fiat S.p.A. - Preferred shares	**9,636**	0
Fiat S.p.A. - Savings shares	**760**	
Intesa Sanpaolo S.p.A. - Ordinary shares	**800**	0
Emittenti Titoli S.p.A.	**48**	69
Total dividends	**197,784**	120,029

The payment of dividends voted by the Exor S.A. shareholders' meeting on November 23, 2010 includes a quota in kind represented by mutual funds in U.S. dollars. The amount of such financial instruments was determined on the basis of the NAV measurement at October 31, 2010 performed by HSBC and Citibank (€96,953 thousand). The remaining amount of dividends was paid in cash (€33,047 thousand).

2. Gains on disposals of investments

Gains on disposals of investments amount to €14,811 thousand in 2010 and derive from the sale of 30 million Intesa Sanpaolo shares (0.25% of ordinary share capital), with net proceeds of €90,000 thousand.

In 2009, the gains amounted to €21,685 thousand and basically came from the sale of 78 million Intesa Sanpaolo shares, equal to 0.66% of ordinary share capital. Net proceeds totaled €217,172 thousand, with a net gain of €21,677 thousand.

3. Impairment losses on investments

Impairment losses on investments amount to €4,643 thousand and represent the alignment of the remaining 10 million Intesa Sanpaolo ordinary shares to the stock trading price at December 30, 2010.
In fact, it is deemed that the stock trading price, consistently below the original carrying amount, represented objective evidence of an impairment loss.

4. Financial expenses from third parties

These include:

€ in thousands	2010	2009	Change
Interest on bonds 2007/2017	**40,859**	40,830	29
Interest on bonds 2006/2011	**3,115**	7,308	(4,193)
Interest rate hedge expenses	**5,442**	5,345	97
Expenses on early closing of interest rate hedge transactions on 2006/2011 bonds	**4,659**	1,568	3,091
Interest expenses on bank debt	**2,201**	2,811	(610)
Bank commissions	**1,465**	1,452	13
Charges from discounting to present value	**10**	12	(2)
Financial expenses on securities held for trading:			
- Losses on shares and securities trading	**18,827**	9,190	9,637
- Fair value adjustments	**15,430**	3,960	11,470
- Losses on put/call sales	**6,466**	1,317	5,149
- Other expenses	**14,145**	4,799	9,346
Total financial expenses from third parties	**112,619**	78,592	34,027

5. Financial income from third parties

This includes:

€ in thousands	2010	2009	Change
Interest income on receivables from:			
- Banks	**1,531**	3,592	(2,061)
- Tax authorities	**740**	1,122	(382)
Interest income and other income on held-to-maturity securities	**9,335**	2,691	6,644
Interest rate hedge income	**448**	1,303	(855)
Income on securities held for trading:			
- Gains on share and bond trading	**27,153**	14,766	12,387
- Gains on put/call sales	**20,160**	15,549	4,611
- Fair value adjustments	**13,365**	6,085	7,280
- Dividends	**8,114**	2,041	6,073
- Interest on fixed-rate securities	**7,339**	6,322	1,017
- Other income	**2,674**	3,361	(687)
Income on discounting to present value	**37**	7	30
Total financial income from third parties	**90,896**	56,839	34,057

6. Gains (losses) on exchange

Details are as follows:

€ in thousands	2010	2009	Change
Losses on exchange			
- realized	**(2,887)**	(947)	(1,940)
- unrealized	**(89)**	(233)	144
	(2,976)	(1,180)	(1,796)
Gains on exchange			
- realized	**6,149**	1,715	4,434
- unrealized	**627**	159	468
	6,776	1,874	4,902
Total gains (losses) on exchange	**3,800**	694	3,106

7. Personnel costs

These amount to €8,813 thousand (€8,724 thousand in 2009) and show a total net increase of €89 thousand. Details are as follows:

€ in thousands	2010	2009	Change
Salaries	**5,192**	5,139	53
Social security contributions	**1,329**	1,370	(41)
Employee leaving entitlement, other long-term benefit plans and defined benefit plans and payments of plan contributions	**577**	616	(39)
Figurative costs of EXOR stock option plan (a)	**926**	886	40
Other personnel costs (b)	**789**	713	76
Total personnel costs	**8,813**	8,724	89

(a) Information on the EXOR stock option plan is provided in Note 26.
(b) These costs include €342 thousand (€308 thousand in 2009) of costs from related parties.

At the end of 2010, employees number 42 (42 at the end of 2009).
The average number of employees in 2010 was 42, summarized by category as follows:

	2010	2009
Managers	**11**	11
Middle management	**17**	17
Clerical staff	**11**	11
Messengers	**3**	3
Average number of employees	**42**	42

The employee reduction plan continued into 2010 for EXOR S.p.A. and the subsidiary Exor Services; this resulted in five employees leaving the Company in the early months of 2011. Further details are provided in Notes 10 and 32.

Compensation policies

The overall compensation is composed of a fixed and a variable portion, as well as additional benefits.
The fixed compensation is connected to the responsibilities of the person's role, the level of individual expertise and the experience acquired; since 2009, variable compensation is discretionary; previously, it was linked to an evaluation system according to fixed objectives both individually and as a team.
Further discretionary bonuses may be paid for exemplary performance in transactions which create value for the Company.
The additional benefits, mainly in reference to personnel with management responsibilities, include supplementary pension plans, health care plans, death and disability insurance coverage, loyalty bonuses and, where provided, the use of a company car.
Further information on employee benefits is presented in Note 30.

8. Purchases of goods and services from third parties

These amount to €4,440 thousand and increased by €132 thousand compared to 2009 (€4,308 thousand). The main costs are indicated below:

€ in thousands	2010	2009	Change
Sundry consulting and services	**2,131**	1,754	377
Travel, entertainment and transport expenses	**469**	478	(9)
Directors' liability insurance	**333**	318	28
Bank and financial commissions	**186**	171	15
Notary fees	**171**	190	(19)
Office management	**158**	161	(3)
Publication and translation of financial reports	**129**	171	(42)
Compensation to corporate boards	**119**	97	22
Securities' listing fees	**110**	215	(105)
Rent	**107**	151	(44)
Audit fees (a)	**102**	92	10
Stockholders' meetings' fees	**99**	100	(1)
Books, newspapers, magazines and other publications	**45**	59	(14)
Rentals	**39**	115	(76)
Stationery and consumable office supplies	**35**	64	(29)
Sundry expenses	**207**	172	35
Total purchases of goods and services from third parties	**4,440**	4,308	132

(a) Includes out-of pocket expenses.

9. Other operating expenses

These total €462 thousand (€578 thousand in 2009).
Details are as follows:

€ in thousands	2010	2009	Change
Donations	**329**	344	(15)
Association dues	**69**	60	9
Consob supervisory contribution	**48**	152	(104)
Indirect taxes and duties	**5**	8	(3)
Dividends statute-barred	**2**	2	0
Sundry expenses	**9**	12	(3)
Total other operating expenses	**462**	578	(116)

10. Non-recurring other income (expenses) and general expenses – Personnel costs

These amount to €2,945 thousand (€4,499 thousand in 2009).
Details are as follows:

€ in thousands	2010	2009	Change
Special indemnity relative to the termination of the employment relationship resolved in favor of the former chief executive officer and general manager of IFI S.p.A., Virgilio Marrone	**0**	3,265	(3,265)
Employee termination incentives	**1,098**	947	151
Redundancy Solidarity fund (DM 158/2000)	**1,847**	287	1,560
	2,945	4,499	(1,554)

In 2010, non-recurring expenses (€2,945 thousand) include expenses only related to the employee reduction plan for EXOR S.p.A. and the subsidiary Exor Services. The latter fully recharged EXOR for the expenses incurred on the basis of the agreed plan.
Further details on the Redundancy Solidarity Fund are provided in Note 32.

11. Non-recurring other income (expenses) and general expenses – Purchases of goods and services from third parties and from related parties

These amount to €4,250 thousand, of which €3,068 thousand refers to third parties and €1,182 thousand to related parties (Note 36). In 2009, these expenses amounted to €2,623 thousand, of which €1,443 thousand referred to third parties and €1,180 thousand to related parties. In both years, these expenses were mainly for fees incurred for legal assistance in the cases relating to the content of the press releases issued by IFIL and Giovanni Agnelli e C. on August 24, 2005.

12. Non-recurring other expenses from third parties

In 2010, these expenses amount to €400 thousand and mainly relate to the provision for expenses (€300 thousand) connected with the early liquidation of FIA, proposed by EXOR since it is anticipated that there will no longer be a plurality of beneficiaries and with the aim of reducing administrative costs.

13. Indirect taxes and duties – Non-deductible VAT

Both in 2010 and in 2009, the prorated non-deductible VAT was 100%. Non-deductible VAT was €1,204 thousand in 2010 and €3,515 thousand in 2009. The particular significance of these amounts was determined by the invoicing of services rendered in relation to the Merger (for 2009 only) and legal fees for the defense for cases in progress.

14. Income taxes

The taxable bases for IRES and IRAP taxes for 2010 could be recalculated if, by May 31, 2011, the change introduced by Legislative Decree 225, art. 2, paragraph 28, of December 29, 2010, converted into Law on February 26, 2011, is applied. According to the law, the difference between tax and statutory taxable income could be reduced pursuant to changes possibly introduced to Legislative Decree 38, art. 2, paragraph 26 of February 28, 2005 by the same Legislative Decree 225/2010.
Bearing this in mind, the income for tax purposes calculated by applying tax rules generates a taxable income of about €4.9 million, against which tax loss carryforwards were used relating to the year 2005. The income taxes recorded in the income statement (€31 thousand) refer to the separate income taxes of the CFC (Controlled Foreign Companies) paid in 2010.
In 2009, deferred taxes were released for €3,233 thousand set aside in the past by IFI on the reversal of the impairment loss on IFIL shares since this amount was in excess owing to the cancellation of IFIL shares following the Merger.
Given that, currently, the probability of recovery against future taxable income is not assured, no deferred tax assets have been booked on the tax losses for the years 2006 to 2010 (€246 million, in total).
Details are as follows:

	2010		2009			
€ in millions	**EXOR**	**Theoretical tax effect (27.5% rate)**	EXOR	IFIL	Total	Theoretical tax effect (27.5% rate)
Tax losses carryforwards (for a maximum of 5 years):						
- year 2005 (a)			33	117	150	
- year 2006	**164**		29	135	164	
- year 2007	**66**		10	56	66	
- year 2008	**10**		3	7	10	
- year 2009	**6**		6	-	6	
Total tax losses carried forward	**246**	**68**	81	315	396	109

(a) At December 31, 2010, the possibility of utilizing the remaining tax losses referring to the year 2005 has expired.

Considering that the Irap taxable base is negative, the following table shows the reconciliation between pre-tax profit and taxable income for Ires purposes.

€ in millions	2010	2009
Pre-tax profit	**152**	86
Increases:		
- temporary differences (a)	**41**	40
- permanent differences	**19**	6
Total increases	**60**	46
Decreases:		
- 95% of dividends received	**(188)**	(114)
- 95% of the gain on the sale of the stake in Intesa Sanpaolo	**(14)**	(20)
- deductions of permanent differences	**(5)**	(4)
Total decreases	**(207)**	(138)
Taxable income (loss)	**5**	(6)
Use of tax loss carryforwards	**(5)**	0

(a) Mainly includes non-deductible net interest expenses for the year.

For the years up to December 31, 2005, the ordinary deadline for tax utilization has expired.

15. Non-current assets – Investments

Details are as follows:

	12/31/2010		12/31/2009		
€ in thousands	% of class of shares	Amount	% of class of shares	Amount	Change
Investments accounted for at cost					
Fiat S.p.A. (ordinary shares)	30.45	**2,619,379**	30.45	2,619,379	0
Fiat S.p.A. (preferred shares)	30.09	**250,401**	30.09	250,401	0
Fiat S.p.A. (savings shares)	2.93	**13,042**	2.93	13,042	0
		2,882,822		2,882,822	0
EXOR S.A.	100.00	**747,138**	100.00	746,701	437
Alpitour S.p.A.	100.00	**92,527**	100.00	100,027	(7,500)
Juventus Football Club S.p.A.	60.00	**74,231**	60.00	74,231	0
Exor Services S.c.p.a.	99.62	**9,968**	99.75	9,981	(13)
Emittenti Titoli S.p.A.	6.43	**272**	6.43	272	0
Investments accounted for at cost		**3,806,958**		3,814,034	(7,076)
Available-for-sale investments					
Intesa Sanpaolo S.p.A. (ordinary shares)	0.08	**20,420**	0.34	126,600	(106,180)
RHO Immobiliare fund		**11,392**		10,000	1,392
Total available-for-sale investments		**31,812**		136,600	(104,788)
Total investments		**3,838,770**		3,950,634	(111,864)

The changes during the year are as follows:

€ in thousands	Balances at 12/31/2009	Change in 2010 Increases	Decreases	Impairments	**Balances at 12/31/2010**
Investments accounted for at cost					
Fiat S.p.A. (ordinary shares)	2,619,379				**2,619,379**
Fiat S.p.A. (preferred shares)	250,401				**250,401**
Fiat S.p.A. (savings shares)	13,042				**13,042**
	2,882,822	0	0		**2,882,822**
EXOR S.A.	746,701	437			**747,138**
Alpitour S.p.A.	100,027		(7,500)		**92,527**
Juventus Football Club S.p.A.	74,231				**74,231**
Exor Services S.c.p.a.	9,981		(13)		**9,968**
Emittenti Titoli S.p.A.	272				**272**
Investments accounted for at cost	3,814,034	437	(7,513)		**3,806,958**
Available-for-sale investments					
Intesa Sanpaolo S.p.A. (ordinary shares)	126,600		(101,537)	(4,643)	**20,420**
RHO Immobiliare fund	10,000	1,392			**11,392**
Total available-for-sale investments	136,600	1,392	(101,537)	(4,643)	**31,812**
Total investments	3,950,634	1,829	(109,050)	(4,643)	**3,838,770**

The changes during the year are described in the following paragraphs.

Exor S.A. The investment in Exor S.A. increased by €437 thousand after recording the portion of the EXOR S.p.A. stock option plan relating to employees of Exor S.A. and subsidiaries.

Intesa Sanpaolo S.p.A. In 2010, 30,000,000 ordinary shares were sold for net proceeds of €90,000 thousand and a gain of €14,810 thousand. The derecognition of the carrying amount of the stake sold (€94,950 thousand) includes the original purchase cost of €75,190 thousand and cumulative positive fair value of €19,760 thousand. The gain of €14,810 thousand comes from the comparison between the net proceeds of €90,000 and the original purchase cost of €75,190 thousand. The cumulative positive fair value on the stake sold, equal to €19,760 thousand, was deducted from a specific reserve in equity.

The remaining 10,000,000 Intesa Sanpaolo ordinary shares was aligned to the stock trading price on December 30, 2010 (€2.042 per share) generating a total writedown of €4,643 thousand. In fact, it is deemed that the stock trading price, consistently below the original carrying amount, represented objective evidence of an impairment loss.

At December 31, 2009, there were still call options sold on 40,000,000 Intesa Sanpaolo shares expiring in January and March 2010 at a strike price of €3 per share. At the established expiration date, 30,000,000 options were exercised with the consequent sale of the underlying shares, as described above. Therefore the premiums received, adjusted to fair value at December 31, 2009, were recognized as financial income from third parties (€5,042 thousand).

The remaining 10,000,000 options were not exercised and thus generated financial income of €2,721 thousand.

The increase in the RHO Immobiliare Fund of €1,392 thousand is due to the fair value increase in the quota certified by the Fund's own manager.

Comparison between the carrying amounts and trading prices of listed investments:

		Carrying amount		Trading price December 30, 2010	
	Number	Per share (€)	Total (€ thsd)	Per share (€)	Total (€ thsd)
Fiat S.p.A.					
- ordinary shares	332,587,447	7.88	2,619,379	15.08	5,016,084
- preferred shares	31,082,500	8.06	250,401	10.85	337,121
- savings shares	2,338,629	5.58	13,042	10.80	25,266
			2,882,822		5,378,471
Juventus Football Club S.p.A.	120,934,166	0.61	74,231	0.96	115,613
Intesa Sanpaolo S.p.A.	10,000,000	2.04	20,420	2.04	20,420
Total			**2,977,473**		**5,514,504**

Furthermore:

- there are no investments requiring the assumption of unlimited responsibility for their obligations (art. 2361, paragraph 2 of the Italian Civil Code);
- there are no investments held as collateral for financial liabilities and contingent liabilities.

The following list of investments held by EXOR S.p.A. presents the additional disclosures required by the Italian Civil Code (art. 2427, paragraph 5) and Consob (Communication 6064293 dated July 28, 2006).

	Capital stock			EXOR investment					Equity		Profit (loss)	
	Number of shares	Par value	Amount	Number of shares	% ownership of Sh. cap.	% ownership of Cl. of sh.	Carrying amount Per share €	Carrying amount €/000	€/000		€/000	
Fiat S.p.A. - (Turin)												
- ordinary shares	1,092,247,485	€ 5	5,461,237,425	332,587,487	26.08	30.45	7.88	2,619,379				
- preferred shares	103,292,310	€ 5	516,461,550	31,082,500	2.44	30.09	8.06	250,401				
- savings shares	79,912,800	€ 5	399,564,000	2,338,629	0.18	2.93	5.58	13,042				
	1,275,452,595		6,377,262,975					2,882,822	11,544,000	(a)	179,000	(a)
Exor S.A. (Luxembourg)	1,110,742	€ 150	166,611,300	1,110,742	100.00	100.00	672.65	747,138	2,208,247	(b)	79,374	(b)
Alpitour S.p.A. - (Cuneo)	35,450,000	0.5	17,725,000	35,450,000	100.00	100.00	2.61	92,527	88,696	(c)	10,947	(c)
Juventus Football Club S.p.A. - (Turin)	201,553,332	0.1	20,155,333	120,934,166	60.00	60.00	0.61	74,231	51,109	(d)	(39,495)	(d)
Exor Services S.c.p.a. - (Turin)	9,145,000	€ 1	9,145,000	9,110,650	99.62	99.62	1.09	9,968	10,729	(b)	9	(b)

(a) Data taken from the consolidated financial statements at December 31, 2010.
(b) Data taken from the separate financial statements at December 31, 2010.
(c) Data taken from the consolidated financial statements at October 31, 2010.
(d) Data taken from the half-year financial report at December 31, 2010.

The higher carrying amount of the investment held in Alpitour S.p.A. compared to its consolidated equity is not considered an impairment, also in the light of the valuation carried out through an independent appraisal.
The higher carrying amount of the investment held in Juventus F.C. compared to its equity is not considered an impairment, also in the light of its stock market value.

16. Current and non-current assets – Held-to-maturity financial instruments

Details are as follows:

€ in thousands	12/31/2010	12/31/2009
Non-current assets	**138,094**	71,389
Current assets	**0**	5,007
Total	**138,094**	76,396

These are represented by bonds issued by leading counterparts. The bonds classified in non-current assets will be repaid between January 15, 2012 and January 31, 2017.
The bonds are recorded and measured at amortized cost.

17. Current assets – Financial assets held for trading

Details are as follows:

€ in thousands	12/31/2010	12/31/2009	Change
Equity shares	**351,755**	42,783	308,972
Bonds	**136,114**	224,233	(88,119)
Mutual funds	**95,827**	0	95,827
Futures contracts	**5,023**	3,520	1,503
Put options	**417**	0	417
Call options	**82**	103	(21)
Total	**589,218**	270,639	318,579

Equity shares and bonds are listed in the main European and United States markets. Such shares are measured at fair value at year-end using the market price translated, if appropriate, at the year-end rate. Changes in fair value are recognized in the income statement under financial income (expenses) from third parties.

Mutual funds are measured at year-end at fair value using the value determined by the deposit banks of the funds themselves. The banks have measured the funds on the basis of the preliminary NAV at December 31, 2010, since it is the measurement closest to the preparation date of the financial statements. The fair value adjustment is recorded as an offsetting entry in the income statement under financial income (expenses) from third parties.

The futures contracts are measured at year-end on the basis of their fair value using the relative market listing. The fair value adjustment is recorded as an offsetting entry in the income statement under financial income (expenses) from third parties.

Options purchased are measured at fair value at year-end using the market price of the listed underlying assets and the relative level of implicit volatility calculated according to the financial models generally recognized by the market; the options denominated in currencies other than Euro are translated at the year-end exchange rate. The offsetting entry to the fair value adjustment is recognized in the income statement under financial income (expenses) from third parties.

18. Current assets – Cash and cash equivalents

Details are as follows:

€ in thousands	12/31/2010	12/31/2009	Change
Bank deposits	**59,795**	53,355	6,440
Time deposits	**160,000**	284,000	(124,000)
Total cash and cash equivalents	**219,795**	337,355	(117,560)

These represent current account bank balances in Euro and other currencies besides the Euro, repayable on demand, and liquid assets deposited at leading credit institutions due on March 24, 2011.

Cash and cash equivalents approximate fair value at year-end.

The associated credit risks should be considered limited since the counterparts are leading bank institutions.

19. Current assets – Other financial assets

These amount to €6,781 thousand (€5,766 thousand at December 31, 2009) and are essentially composed of the portion of interest earned at December 31, 2010 on bonds in portfolio at that date.

20. Current assets – Tax receivables

Tax receivables from the tax authorities refer to:

€ in thousands	12/31/2010	12/31/2009	Change
Receivables for prior years' taxes, refunds requested	**43,876**	43,135	741
Receivables for current and prior years' taxes, carried forward	**1,802**	1,764	38
Total tax receivables	**45,678**	44,899	779

The change in receivables from the tax authorities for the year 2010 is summarized as follows:

€ in thousands	Refunds requested	Carried forward	Total
Balances at December 31, 2009	43,135	1,764	44,899
Used for compensation of withholdings and VAT payable		(543)	(543)
Infragroup sale		(513)	(513)
Receivables arising during the year (withholdings paid)		1,094	1,094
Interest earned during the year	741		741
Balances at December 31, 2010	**43,876**	**1,802**	**45,678**

21. Equity

Share capital

At December 31, 2010, the share capital of EXOR, fully subscribed to and paid-in, amounts to €246,229,850 and consists of 160,259,496 ordinary shares (65.09% of share capital), 76,801,460 preferred shares (31.19% of share capital) and 9,168,894 savings shares (3.72% of share capital), all with a par value of €1.

At December 31, 2010, share capital includes €1,342 thousand from transfers of revaluation reserves set up in the past by the merged company IFIL which, in the event of distribution, would form part of the taxable income of the Company.

The directors have the right, for a period of five years from the date of the resolution passed on May 14, 2008, to increase, one or more times, also in divisible form, the share capital up to an amount of €561,750,000.

The ordinary and preferred shares are registered shares while the savings shares can either be registered or bearer shares, as elected by the shareholders, or as set out by law. The preferred shares have voting rights only for the resolutions set forth in art. 2365 of the Italian Civil Code and the second paragraph of art. 13 of the bylaws (regulations for conducting shareholders' meetings). The savings shares do not have voting rights in the shareholders' meetings. Pursuant to art. 146 of Legislative Decree 58/98, the savings shares have voting rights in the special shareholders' meetings of the holders of savings shares.

Pursuant to art. 27 of the bylaws, the profit of each year is appropriated as follows:

- 5% to the legal reserve until it reaches one-fifth of share capital;
- the remaining profit to the shares, as dividends, unless otherwise resolved by the shareholders' meeting, in accordance with the applicable provisions, taking into account that, in the order of priority (i) the savings shares shall be entitled to a preference dividend, cumulative according to the following second paragraph, equal to 31.21% of their par value and a dividend higher than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares shall be entitled to a preference dividend and higher than that of the ordinary shares by 5.17% of their par value, which is not cumulative from one year to the next.

When in any one year, the dividends attributed to the savings shares are lower than that indicated above, the difference shall be added to the preference dividend of the next two years.

In the event the ordinary and/or savings shares are delisted, the preference dividend and the dividend higher than that of the ordinary shares to which the savings shares are entitled shall automatically be increased to the extent that they are equal to, respectively, 32.15% and 8.75%.
In the event of the distribution of reserves, the savings shares shall have the same rights as the other shares.
The board of directors, during the course of the year, to the extent that it considers it appropriate and possible in relation to the results of operations, may resolve to pay interim dividends on the dividends of the same year.

In accordance with art. 28 of the bylaws, dividends that are not claimed within five years of the date they become payable will be statute-barred and become the property of the Company and appropriated to the extraordinary reserve.

In accordance with art. 30 of the bylaws, in the event of a wind-up, the assets of the Company shall be distributed in the following order of priority:

- savings shares shall have a pre-emptive right up to the amount of €3.78 per each savings share;
- the holders of preferred shares shall have a pre-emptive right up to the par value of the same shares;
- ordinary shares shall have up to the par value of the same shares;
- all three classes of stock shall have any balance remaining in a proportional amount according to law.

EXOR thus aims to maintain an adequate level of capitalization which allows it to generate a satisfactory economic return for shareholders and guarantee economic access to external sources of financing.
EXOR constantly monitors changes in the consolidated debt level of the Holdings System in relation to the current asset value of its investments and dividend flows from the operating holdings.
Although currently insignificant, a very prudent approach is adopted with regard to the use of financial leveraging.

22. Equity – Capital reserves

Details are as follows:

€ in thousands	12/31/2010	12/31/2009
Additional paid-in capital	**759,300**	759,300
Merger surplus	**396,829**	396,829
Share exchange difference	**590,160**	590,160
Total capital reserves	**1,746,289**	1,746,289

23. Equity – Retained earnings and other reserves

Details are as follows:

€ in thousands	12/31/2010	12/31/2009
Revaluation reserve Law 408/90	**243,894**	243,894
Revaluation reserve Law 413/91	**2,586**	2,586
Revaluation reserve Law 74/52	**157**	157
Revaluation reserve Law 576/75	**32,107**	32,107
Revaluation reserve Law 72/83	**64,265**	64,265
Legal reserve	**49,246**	49,246
Fair value reserve	**1,373**	25,985
Stock option reserve	**5,034**	3,127
Cash flow hedge reserve	**(2,083)**	(11,218)
Reserve for purchase of treasury stock	**400,041**	157,986
Extraordinary reserve	**781,518**	1,002,615
Retained earnings	**323**	245
Total retained earnings and other reserves	**1,578,461**	1,570,995

The composition of Other comprehensive income, as included in the statement of comprehensive income is as follows:

€	2010	2009
Effective portion of gains/(losses) on cash flow hedges arising during the year	**(518,496)**	(6,799,015)
Effective portion of gains/(losses) on cash flow hedges reclassified to profit or loss	**9,653,616**	5,609,442
Effective portion gains/(losses) on cash flow hedges	**9,135,120**	(1,189,573)
Gains/(losses) on fair value of available-for-sale financial assets arising during the year	**1,392,171**	25,840,000
Gains/(losses) on fair value of available-for-sale financial assets reclassified to profit or loss	**(26,346,053)**	(986,800)
Gains/(losses) on fair value of available-for-sale financial assets	**(24,953,882)**	24,853,200
Actuarial gains (losses) arising during the year	**20,861**	(105,514)
Actuarial gains (losses)	**20,861**	(105,514)
Income taxes relating to components of Other comprehensive income	**342,126**	(343,662)
Total other comprehensive income directly in equity, net of tax	**(15,455,775)**	23,214,451

The tax effect in 2010 is as follows:

€	Gross amount	Tax benefit (expense)	Net amount
Effective portion of gains (losses) on cash flow hedges	9,135,120		9,135,120
Gains (losses) on fair value of available-for-sale financial assets	(24,953,882)	342,126	(24,611,756)
Actuarial gains (losses)	20,861		20,861
Total other comprehensive income	**(15,797,901)**	**342,126**	**(15,455,775)**

24. Equity reserves available and distributable

Disclosures required by art. 2427, 7-bis of the Italian Civil Code on the equity reserves available and distributable are as follows:

€ in thousands	Balance at 12/31/2010	Possibility of use	Amount available
Capital reserves:			
Additional paid-in capital (a)	**647,982**	A,B,C	**647,982**
Extraordinary reserve	**458**	A,B,C	**458**
Merger surplus	**87,611**	A,B,C	**87,611**
Share exchange difference	**401,398**	A,B,C	**401,398**
Earnings reserves:			
Revaluation reserve Law 408/90 (b)	**243,894**	A,B,C	**243,894**
Revaluation reserve Law 413/91 (b)	**2,586**	A,B,C	**2,586**
Revaluation reserve Law 74/52 (b)	**157**	A,B,C	**157**
Revaluation reserve Law 576/75 (b)	**32,107**	A,B,C	**32,107**
Revaluation reserve Law 72/83 (b)	**64,265**	A,B,C	**64,265**
Legal reserve	**49,246**	B	**0**
Cash flow hedge reserve	**(2,083)**		**0**
Extraordinary reserve (c)	**781,060**	A,B,C	**610,733**
Paid-in-capital	**111,318**	A,B,C	**111,318**
Share exchange difference	**188,762**	A,B,C	**188,762**
Merger surplus	**309,218**	A,B,C	**309,218**
Retained earnings	**323**	A,B,C	**323**
Reserve for purchase of treasury stock	**400,041**	A,B,C	**400,041**
Stock option reserve	**5,034**		**0**
Fair value reserve	**1,373**		**0**
Total	**3,324,750**		**3,100,853**

A: For capital increases; B: For coverage of losses; C: For distribution to shareholders.

(a) Since the legal reserve is equal to one-fifth of share capital at December 31, 2010, the reserve is distributable (art. 2431 of the Italian Civil Code).
(b) The revaluation reserves can be used for bonus increases of share capital. If used to cover losses, they must be later replenished, if not, then no dividends can be paid. They may not be used to set up the reserve for the purchase of treasury shares. The monetary revaluation reserves can be reduced only by resolution of the shareholders' meeting and in observance of the prescriptions indicated in art. 2445, paragraphs 2 and 3 of the Italian Civil Code.
(c) The reserve is freely distributable except for the portion corresponding to the amount of treasury shares in portfolio.

In the years 2007, 2008 and 2009, reserves were not used to absorb losses.

At December 31, 2010, tax-deferred reserves are recorded for a total of €345,041 thousand, of which €343,009 thousand relates to monetary revaluation reserves and €2,032 thousand to the legal reserve; if distributed they form part of the taxable income of the Company. The tax-deferred revaluation reserves Law 408/90, Law 413/91 and Law 576/75, recorded for a total of €261,647 thousand in equity of the merged company IFIL S.p.A., were replenished at December 31, 2009 in the equity of EXOR S.p.A. by using part of the merger surplus reserve and the share exchange difference.

25. Equity – Treasury shares

Under the treasury shares buyback program approved by the board of directors on March 25, 2009 and May 11, 2010, during 2010, purchases were made by EXOR for 1,559,500 ordinary shares (0.97% of the class) at the average cost per share of €14.45 and a total of €22.5 million, 3,274,484 preferred shares (4.26% of the class) at the average cost per share of €10.02 and a total of €32.8 million, and also 213,295 savings shares (2.33% of the class) at the average cost per share of €11.70 and a total of €2.5 million. The overall investment amounts to €57,836 thousand.

At December 31, 2010, EXOR S.p.A. held the following treasury shares:

	Number of shares	Carrying amount Per share (€)	Carrying amount Total (€ thsd)	% of class
Ordinary shares	4,109,500	12.68	52,124	2.56
Preferred shares	10,239,784	11.13	113,985	13.33
Savings shares	421,695	10.00	4,218	4.60
Balance at December 31, 2010	**14,770,979**		**170,327**	

Changes during the year are as follows:

	Number	Amount Per share (€)	Amount Total (€ thsd)
Ordinary shares			
Balance at December 31, 2009	2,550,000	11.60	29,584
Purchases	1,559,500	14.45	22,540
Balance at December 31, 2010	**4,109,500**	**12.68**	**52,124**
Preferred shares			
Balance at December 31, 2009	6,965,300	11.66	81,185
Purchases	3,274,484	10.02	32,800
Balance at December 31, 2010	**10,239,784**	**11.13**	**113,985**
Savings shares			
Balance at December 31, 2009	208,400	8.26	1,722
Purchases	213,295	11.70	2,496
Balance at December 31, 2010	**421,695**	**10.00**	**4,218**

26. Stock option plans

Stock option plans linked to EXOR shares (S.O.E.)

The ordinary session of the IFIL shareholders' meeting held on May 13, 2008 had approved the stock option plan (Stock Option Plan IFIL 2008 - 2019) for the chief executive officer, Carlo Barel di Sant'Albano, for 3,000,000 stock options corresponding to the same number of IFIL ordinary shares and for the employees of the IFIL Group (IFIL S.p.A. and the companies in the Holdings System) who are or will be regarded as key people in the organization on the basis of the positions held or activities performed, for a maximum of 12,000,000 stock options.

Following the Merger, the stock option plan was taken over by EXOR S.p.A.. Therefore, the EXOR S.p.A. board of directors held on March 2, 2009 made the adjustments to the stock option Plan resulting from Merger, particularly adjusting the ratio between the number of options and the number of underlying shares and the exercise price on the basis of the Merger's exchange ratio. Such adjusted exercise price is €19.97 for each EXOR share.

The Stock Option Plan EXOR 2008-2019 thus covers a maximum number of 15,000,000 options corresponding to a maximum of 3,975,000 EXOR ordinary shares. The Plan grants the recipients free options on treasury shares purchased by the Company or by companies in the Holdings System in accordance with existing laws. The Plan does not provide for the issue of new shares so there are no dilutive effects on share capital. The May 11, 2010 board of directors' meeting approved a treasury shares buyback program for the three classes of stock also aimed at servicing the above stock option plan.

An analysis of the changes in the stock options granted is as follows:

Number	Options granted	Ordinary shares linked to plan	Beneficiaries
Original grant	9,525,000	2,524,125	18
Granted in 2010	200,000	53,000	1
Options forfeited	(175,000)	(46,375)	(4)
Situation at December 31, 2010	**9,550,000**	**2,530,750**	**15**

The fair value of the 9,550,000 options outstanding at December 31, 2010 was determined to be €15,670 thousand, divided as follows:

€ in thousands	Number of options granted	EXOR ordinary shares linked to the plan	Total cost	Cost referring to the year
Chief Executive Officer, EXOR S.p.A.	3,000,000	795,000	4,807	601
Key employees, EXOR S.p.A. (10)	4,450,000	1,179,250	7,498	926
Total EXOR S.p.A.	7,450,000	1,974,250	12,305	1,527
Key employees of Exor S.A. and other subsidiaries in the Holdings System (4)	2,100,000	556,500	3,365	
Total	**9,550,000**	**2,530,750**	**15,670**	**1,527**

The cost referring to the year amounts to €1,527 thousand, of which €601 thousand is classified as emoluments for the chief executive officer and €926 thousand as personnel costs. The cost relating to key employees of Exor S.A. and other companies in the Holdings System was recognized as an increase in the amount of the investment in Exor S.A. The corresponding entry for the total of €1,964 thousand is recorded in the stock option reserve.

Stock option plan linked to Alpitour shares

With reference to the stock option plan approved by IFIL S.p.A. for two managers of the Alpitour Group in December 2005, it should be noted that after the merger, EXOR S.p.A. took over the relative commitments.

The plan calls for purchase options on Alpitour shares to be granted to the chairman and chief executive officer, D.J. Winteler, and the general manager, F. Prete, respectively, equal to 6% (2,127,000 shares) and 5% (1,772,500 shares) of Alpitour’s share capital.
After reconfirmation of the positions of the two managers for another three years, the EXOR S.p.A. board of directors' meeting held on May 13, 2009 extended the period in which the options could be exercised to January 2013 (date of the approval of the Alpitour financial statements for the financial year 2011/2012 by the shareholders' meeting).
EXOR S.p.A. and the managers of Alpitour S.p.A., finally, exchanged reciprocal purchase and sale options, exercisable during the same above period, on Alpitour shares that will have been purchased by the same managers; the exercise price will be established on the basis of an appraisal which will be performed using the same valuation principles applied in the December 2005 valuation.

From an accounting standpoint, the plan is a cash-settled stock-based payment transaction subject to paragraph 30 and subsequent paragraphs of IFRS 2, which requires the liability of the plan to be measured at fair value and, therefore, the options of the plan, at every reporting date, until plan expiration.

At December 31, 2010, the fair value of the option rights of the plan was estimated at a total of €21,981 thousand (€12,233 thousand at December 31, 2009) recorded in “Current other payables to related parties”. The increase in the liability compared to the prior year (€9,748 thousand) was recognized in the income statement in “Non-recurring other expenses from related parties” as the portion relating to the current year.

The estimate was performed by an independent expert who applied a binomial model of valuation to the options based on the following parameters:

- the exercise price of the options has been assumed to be equal to the par value of one ordinary Alpitour share at the grant date, quantified on the basis of an estimate performed by an independent expert, equal to €2.24;
- the last expiration date to exercise options has been established as the date of the approval of the Alpitour S.p.A. financial statements for the year 2011/2012, fixed, conventionally, as January 31, 2013. At the date of reference of December 31, 2010, the options thus have a remaining life of 25 months (2 years and 1 month);
- the expected volatility has also been determined by referring to the historical volatility, measured over a period consistent with the remaining life of the shares in the plan, of a sample of listed companies operating in the same sector as Alpitour;
- the risk-free interest rate has been assumed to be equal to the return on government securities having a residual life consistent with the expiration of the options in the plan;
- an assumption has also been included in the "binomial" model for the early exercise of the option rights during the period between the end of the vesting period and contractual expiration date of the options.

Upon authorization by EXOR S.p.A., the board of directors of Alpitour S.p.A. may grant future purchase options on Alpitour shares equal to 4% of its capital (now 1,418,000 shares) to other managers in key operating positions.

27. Current and non-current liabilities – Non-convertible bonds

The bonds June 9, 2011 were reclassified to current liabilities since they will expire shortly. Details are as follows:

Issue date	Maturity date	Issue price	Coupon	Rate	Nominal amount (€/000)	Effect of amortized cost measurement (€/000)	**Balance (€/000)**
6/9/2006	6/9/20011	99.900	Quarterly	3-month Euribor + spread	200,000	(82)	**199,918**
6/12/2007	6/12/2017	99.554	Annually	Fixed 5.375%	750,000	(4,300)	**745,700**

The bonds contain covenants that are common in international practice for bond issues of this type. In particular, they contain negative pledge clauses (which require that bonds benefit from any existing or future pledges of assets of the issuer granted in connection with other bonds or debt securities having the same ranking) and providing for periodic disclosure. The 2006/2011 bonds also establish other commitments such as respecting a maximum debt limit in relation to the amount of the portfolio and maintaining a rating by one of the major agencies. Non-compliance with these covenants allows the bondholders to ask for the immediate redemption of the bonds. Finally, standard events of default are envisaged in the case of serious non-fulfillment such as, for example, failure to pay interest. These covenants were complied with at December 31, 2010.

Finally, a change in control, if any, of EXOR would give the bondholders the right to ask for early repayment of the 2006/2011 and 2007/2017 bonds for a total of €950 million.

Standard & Poor's rated the two bond issues "BBB+", in line with the current rating of EXOR S.p.A. long-term debt.

28. Current and non-current liabilities – Bank debt

Non-current bank debt amounts to €50 million (€125 million at December 31, 2009).

The bank debt at December 31, 2009 (€125 million) became due and the relative interest rate swaps terminated in 2010.

Bank debt is classified as non-current according to the remaining term of the credit lines extended.

Current bank debt amounts to €231.1 million (€25.1 million at December 31, 2009) and includes two loans for €75 million due in December 2011, credit lines drawn down for €155.6 million and bank overdrafts for a remaining €0.5 million.
In order to guarantee fixed interest rates, an interest rate swap was put in place on €25 million; at December 31, 2010, the fair value of these contracts is negative for €52 thousand.
With regard to the periods in which outgoing cash flows will reverse in relation to the interest rate swap contracts, reference should be made to Note 33.

At December 31, 2010, the Company has credit lines for €1,557.7 million, of which €707.7 million is revocable and €850 million is irrevocable. The expiration dates of the credit lines are as follows:

€ in millions	
Within 1 year	455
From 2 to 3 years	395
Total	**850**

The loan contracts relating to irrevocable credit lines provide for commitments to be observed that are typical of the practices in the sector for this type of debt. In particular, some of the main commitments on certain contracts refer to periodical disclosure obligations, prohibition of new real guarantees on the assets of the Company without the consent of the creditor, non-subordination of the credit and, in some cases, compliance with financial ratios. Finally, clauses provide for early repayment in the event of serious non-fulfillment such as, for example, failure to pay interest or events that are especially detrimental such as bankruptcy.
In the event of a change in control of EXOR, some lender banks would have the right to ask for the early repayment of the irrevocable credit lines for a total of €355 million.

29. Non-current liabilities – Deferred tax liabilities

Deferred income taxes originated from temporary differences between the carrying amount and the fiscally recognized amount of the investments held in RHO Immobiliare Fund and Fiat.
The changes during the year are as follows:

€ in thousands	To equity	To income statement	Total
Balance at December 31, 2009			**22,046**
Release as a result of the partial sale of the Intesa Sanpaolo investment	(271)		**(271)**
Reversal of the impairment loss on the Intesa Sanpaolo investment to historical cost	(90)		**(90)**
Accrual against the fair value increase in the Rho Immobiliare Fund	19		**19**
Changes during the year	**(342)**	**0**	**(342)**
Balance at December 31, 2010			**21,704**

30. Non-current liabilities – Provisions for employee benefits

The composition is as follows:

€ in thousands	12/31/2010	12/31/2009
Employee leaving entitlements	**2,572**	3,071
Other provisions for employees	**63**	169
Total provisions for employee benefits	**2,635**	3,240

Details of the changes during 2010 and 2009 are as follows.

	2010			2009		
€ in thousands	Employee leaving entitlements	Other provisions for employees	Total	Employee leaving entitlements	Other provisions for employees	Total
Balance at beginning of year	**3,071**	**169**	**3,240**	1,966	47	2,013
Increase due to merger with IFIL S.p.A.			**0**	2,158	122	2,280
Current service cost	**247**	**10**	**257**	315	10	325
Financial expenses	**123**	**7**	**130**	178	9	187
Transfers to other companies				(299)	(9)	(308)
Actuarial (gains) losses	**(67)**	**(35)**	**(102)**		1	1
Benefits paid	**(870)**	**(20)**	**(890)**	(1,247)	(11)	(1,258)
Balance at end of year	**2,504**	**131**	**2,635**	3,071	169	3,240

The analysis of employee benefits is as follows:

Employee leaving entitlements

Employee leaving entitlements represent the obligation due to employees by Italian law (amended by Law 296/06) that has accrued and which will be paid upon termination of employment. In certain circumstances, a portion of the indemnity may be paid as an advance during the employee's service life. This is an unfunded defined benefit plan, considering the benefits almost entirely accrued, with the sole exception of the revaluation.

After the change made to the regulations for employee leaving entitlements by Law 296 dated December 27, 2006 (Budget Law 2007), and subsequent decrees and regulations, for those employees who have asked, the portion of employee leaving entitlements accruing from January 1, 2007 has been transferred to a complementary pension plan chosen by the employees and these therefore fall under defined contribution plans.

For those employees who did not elect the transfer of the accrued portion of employee leaving entitlements beginning January 1, 2007, the calculation of employee leaving entitlements, including the portion accruing, will be made according to the usual actuarial method.

Besides employee leaving entitlements, established by art. 2120 of the Italian Civil Code, EXOR S.p.A. guarantees other forms of benefits (termination benefits, loyalty bonuses, health care plans, defined benefit and defined contribution pension plans) under Company or individual supplementary agreements, described below.

Termination benefits

This is a fixed amount in addition to employee leaving entitlements which will be paid at the time and in relation to the termination of the employment relationship, at the currently expected retirement age, on the basis of existing legislation, at the age of 65 for men and at the age of 60 for women. Any raising of the retirement age for whatsoever reasons will have no effect on the payment of these benefits. In the eventuality of the termination of employment for whatsoever reason prior to the legal retirement age indicated above, the benefits shall be paid for the amount accrued up to the date of termination of employment, compared with and in proportion to the years of service since January 1, 2000 up to the date of the termination of employment. No interest or revaluations of any sort accrues on the amount.

Health care plans

Health care plans, historically offered to management staff, have been extended to all employees since the end of 2007, and require the payment of defined contributions to external funds and entities which pay the health care benefits.

Pension plans

The Company's pension plans are for employees categorized as managers and are covered by Company agreements and regulations.

They can be "defined benefit" or "defined contribution" plans and provide for the payment of contributions to external, legally independent funds with assets management autonomy.

The plans provide for a contribution by the employer and a contribution by the employee plan participant, also by conferring a part of his/her employee leaving entitlement.

The liabilities for contributions payable are included in "Other payables". The contribution cost for the period accrues on the basis of the service rendered by the employee and is recognized in personnel costs.

Other benefits

Other benefits include loyalty bonuses payable to all employees.

Loyalty bonuses accrue and are paid after a certain number of years of service (25, 30, 35 and 40 years).

Other information

The actuarial calculations required to determine the liability of defined benefit plans are performed by an independent actuary at the end of each year. At December 31, 2010 and December 31, 2009, the liability has been calculated on the basis of the following actuarial assumptions:

	12/31/2010	12/31/2009
Discount rate	**4.30%**	4.10%
Expected remuneration increase	**1.9-3.4%**	1.9-3.4%
Cost-of-living increase	**1.90%**	1.90%

In addition to the above financial indexes, account has also been taken of all the demographic assumptions relating to the probability of events such as death, disability, dismissal and retirement of the employees.

31. Current liabilities – Other financial liabilities

These refer to:

€ in thousands	**12/31/2010**	12/31/2009	Change
Bonds and loans – current portion (interest and hedges)	**22,863**	22,965	(102)
Fair value of cash flow hedge derivatives	**52**	4,527	(4,475)
Derivative financial instruments held for trading	**8,417**	7,763	654
Commissions on unused credit lines	**222**	202	20
Payables to stockholders and other debt	**270**	268	2
Total current other financial liabilities	**31,824**	35,725	(3,901)

32. Current and non-current liabilities – Other payables

They include:

€ in thousands	12/31/2010 Non-current	12/31/2010 Current	12/31/2009 Non-current	12/31/2009 Current
Payable to INPS for Solidarity Fund under M.D. 158 of 4/28/2000	**810**	**532**	193	173
Payable to employees		**2,631**	0	1,810
Contributions payable		**623**	0	653
Sundry		**640**	0	189
Total other payables	**810**	**4,426**	193	2,825

Under M.D. 158 dated April 28, 2000, a "Solidarity Fund to support earnings, employment, reconversion and professional requalification of employees in the credit sector" has been set up at INPS which enjoys separate financial and asset management. The Fund, in exceptional situations, pays benefits to support earnings at the request of the employer until the right is accrued for a retirement or old age pension within a period of 60 months from the date of cessation of the employment relationship.

The above liabilities (in total €1,342 thousand, of which €532 thousand is current and €810 thousand non-current) represent the special contribution that EXOR will pay to cover the extraordinary benefits payable to former employees, including the related contribution.

33. Additional information on financial instruments and financial risk management policies

The carrying amounts and the relative income (expenses) originating from each category of asset and liability classified in accordance with IAS 39 are presented as follows.

€ in thousands	12/31/2010 Carrying amount	12/31/2010 Income	12/31/2010 Expenses
Financial assets			
At fair value through profit or loss	589,218	58,645	48,166
- held for trading			
- designated initially			
Derivative instruments designated as hedges			
Held-to-maturity investments	138,094	9,335	236
Loans and receivables	257,274	4,403	
Available-for-sale assets	31,812	15,610	4,643
Total	**1,016,398**	**87,993**	**53,045**
Financial liabilities			
At fair value through profit or loss			
- held for trading	8,417	20,160	6,466
- designated initially			
Derivative instruments designated as hedges	52	448	5,442
Amortized cost	945,618		48,632
Debt	304,451		3,667
Financial guarantees			
Total	**1,258,538**	**20,608**	**64,207**

	12/31/2009		
€ in thousands	Carrying amount	Income	Expenses
Financial assets			
At fair value through profit or loss			
- held for trading	270,639	32,574	17,913
- designated initially			
Derivative instruments designated as hedges			
Held-to-maturity investments	76,396	2,691	37
Loans and receivables	372,047	5,251	
Available-for-sale assets	136,600	21,677	
Total	**855,682**	**62,193**	**17,950**
Financial liabilities			
At fair value through profit or loss			
- held for trading	7,763	15,549	1,317
- designated initially			
Derivative instruments designated as hedges	4,527	1,303	5,344
Amortized cost	944,884		49,706
Debt	173,561		4,263
Financial guarantees			
Total	**1,130,735**	**16,852**	**60,630**

Fair value of financial assets and liabilities and fair value estimation criteria

IFRS 7 requires financial instruments recognized in the statement of financial position at fair value to be classified on the basis of a hierarchy that reflects the significance of the inputs used in determining fair value. The following levels are used in this hierarchy:

- Level 1 – listed prices in active markets for the assets or liabilities being measured;
- Level 2 – inputs other than listed prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) on the market;
- Level 3 – inputs that are not based on observable market data.

The following table provides an analysis under this hierarchy of financial assets and liabilities measured at fair value at December 31, 2010.

€ in thousands	Level 1	Level 2	Level 3	**Total**
Assets at fair value				
Non-current assets	0	0	0	0
Available-for-sale investments	20,420	0	11,392	31,812
Current assets	0	0	0	0
Financial assets held for trading	492,891	499	95,827	589,217
Total assets	**513,311**	**499**	**107,219**	**621,029**
Liabilities at fair value				
Current liabilities	0	0	0	0
Other financial liabilities	0	8,469	0	8,469
Total liabilities	**0**	**8,469**	**0**	**8,469**

In 2010, there were no transfers from Level 1 to Level 2 or vice versa. Available-for-sale investments classified in Level 3 refer to the fair value at June 30, 2010 (most recent available data) of the 400 shares of the closed-end Italian real estate mutual fund denominated “Rho Immobiliare – Fondo Comune di Investimento Immobiliare di tipo chiuso”.

The reconciliation of the opening and closing balances of available-for-sale investments classified in Level 3 for the determination of fair value is the following:

€ in thousands	
Balance at December 31, 2009	10,000
Total gains(losses) credited directly to equity during the year	1,392
Balance at December 31, 2010	**11,392**

The fair value of listed securities in an active market is equal to the market price at the balance sheet date.

For trade receivables and payables and other current assets and liabilities due within one year, the fair value is not significant in that their carrying amount approximates fair value.

Credit risk

The maximum theoretical exposure to credit risk for EXOR S.p.A. at December 31, 2010 is represented by the carrying amount of financial assets shown in the financial statements. Nevertheless, the Company seeks to mitigate such risk by investing a good part of its liquidity in securities issued by leading bank and corporate counterparts selected according to their creditworthiness.
At December 31, 2010 and December 31, 2009, there are no financial assets past due and not written down and provisions for receivables impairment.

Liquidity risk

The details of residual contract maturities for all financial liabilities which fall under the application of IAS 39 are indicated in the table below.
The table is prepared on the basis of the allocation of the remaining cash flows from existing contracts, including principal and interest; with regard to variable-rate loans, the most recent fixed coupon rate with the bank counterpart was used for the projection of future maturities, taking into account the effect of hedge transactions.

	2010					
€ in thousands	Within 6 months or until canceled	From 6 months to 1 year	From 1 to 3 years	From 3 to 5 years	Beyond 5 years	**Total**
Non-convertible bonds						
EXOR bonds 2011	201,709					**201,709**
EXOR bonds 2017	40,313	0	120,938	80,625	790,312	**1,032,188**
Non-current bank debt	278	278	50,186			**50,742**
Current bank debt	142,968	75,699				**218,667**
Trade payables and other payables to related parties	1,786					**1,786**
Trade payables and other payables to third parties	4,425					**4,425**
Trading and derivative financial instruments designated as hedges	8,469					**8,469**
Total	**399,948**	**75,977**	**171,124**	**80,625**	**790,312**	**1,517,986**

	2009					
€ in thousands	Within 6 months or until canceled	From 6 months to 1 year	From 1 to 3 years	From 3 to 5 years	Beyond 5 years	**Total**
Non-convertible bonds						
EXOR bonds 2011	1,397	1,397	201,397			**204,191**
EXOR bonds 2017	40,313		80,625	80,625	870,937	**1,072,500**
Non-current bank debt	3,013	27,993	100,268			**131,274**
Current bank debt	533	25,518				**26,051**
Trade payables and other payables to related parties	298					**298**
Trade payables and other payables to third parties	2,611					**2,611**
Trading or derivative financial instruments designated as hedges	4,527					**4,527**
Total	**52,692**	**54,908**	**382,290**	**80,625**	**870,937**	**1,441,452**

Outgoing flows from current operations are financed for the most part by incoming flows from ordinary activities and cash availability.

Liquidity risk could thus arise only in the event of investment decisions in excess of cash availability which are not preceded by sufficient liquidations of assets or the receipt of suitable sources of financing that can be readily used. In this sense, EXOR S.p.A. operates so as to have irrevocable credit lines available with expiration dates and amounts consistent with its investment plans.

At December 31, 2010, the Company has credit lines for €1,557.7 million, of which €850 million are irrevocable.

The expiration dates of the credit lines are as follows:

€ in millions	Lines extended	Of which, irrevocable
Within 1 year	1,162.7	455.0
From 2 and 5 years	395.0	395.0
Total	**1,557.7**	**850.0**

Market risk

EXOR S.p.A. is principally exposed to currency, interest rate and price risks.

Currency risk

A part of the assets held for trading and cash at December 31, 2010 for €280,408 thousand and €21,732 thousand, respectively, are denominated in currencies other than Euro. A part of financial liabilities (€227 thousand) are also denominated in currencies other than Euro. Since these are securities held for trading and cash, both are adjusted to year-end exchange rates.

EXOR S.p.A. has extended a U.S. dollar loan to C&W Group for an equivalent Euro amount, including interest, of €30,593 thousand at December 31, 2010. The U.S. dollar flows which are expected to be received have been forward sold to leading banking counterparts in order to neutralize the risks associated with the fluctuation of the U.S. dollar exchange rate against the Euro.

Interest rate risk

The analysis of debt by interest rate shows that the rates are between 1.1% and 5.75% in 2010 (between 4% and 5.75% in 2009).

EXOR S.p.A. has one interest rate swap contract in place at December 31, 2010, for a total notional amount of €25 million for the purpose of managing exposure to fluctuations in interest rates on bank debt, with a fair value for a negative €52 thousand.

A sensitivity analysis was performed on the financial instruments exposed to interest rate risk at the preparation date of the financial statements. The analysis assumes that the exposure for variable-rate liabilities at the end of the year has remained unchanged for the entire year. The assumptions used for the model are as follows:

- for debt: a symmetrical change of 50 basis points is applied;
- for interest rate swaps: the fair value is recalculated applying a parallel and symmetrical shift of 50 basis points to the current interest rate curve at the end of the reporting period.

The effects of a change with an increase or decrease of 50 basis points in interest rates would be the following:

	12/31/2010		12/31/2009	
€ in thousands	**income statement**	**equity**	income statement	equity
+50 bsp				
cash and cash equivalents/financing	**(1,031)**		827	
hedging instruments		**9**		193
-50 bsp				
cash and cash equivalents/financing	**1,031**		(827)	
hedging instruments		**(10)**		(186)

Price risk

EXOR S.p.A. is exposed to price risk originating from investments in the capital of other companies held for trading or for strategic purposes; such investments are classified in the following categories:

- investments accounted for at cost;
- available-for-sale investments;
- assets held for trading.

Sensitivity analysis for price risk

Considering price risk exposure at the reporting date, if the prices of securities, classified as available-for-sale investments and assets held for trading are 5% higher or lower, the available-for-sale securities reserve would be €70 thousand higher or lower and the amount recognized in the income statement relating to securities held for trading would be €29,461 thousand higher or lower.

34. Emoluments to members of the board of directors and board of statutory auditors

(art. 78 of Consob Regulation 11971 dated May 14, 1999, as amended)

All amounts in the following table are expressed in Euro.

Name	Post held	Term of office	Expiration of term of office	Emolument for post held (a)	Non-monetary benefits	Bonuses and other incentives	Other compensation
Directors in office							
John Elkann	Chairman	1/1 - 12/31	2011	1,000,000			588,747
Gianluigi Gabetti	Honorary Chairman	1/1 - 12/31	2011	1,000,000	3,560		
Pio Teodorani-Fabbri	Vice Chairman	1/1 - 12/31	2011	100,000			
Carlo Barel di Sant'Albano (b)	Chief Executive Officer	1/1 - 12/31	2/11/2011	1,250,000	38,236	500,000	930
Tiberto Brandolini d'Adda	Vice Chairman	1/1 - 12/31	2011				615,000
Andrea Agnelli	Director	1/1 - 12/31	2011				347,296
Oddone Camerana	Director	1/1 - 12/31	2011				
Lupo Rattazzi	Director	1/1 - 12/31	2011				40,000
Alessandro Nasi	Director	1/1 - 12/31	2011				283,595
Luca Ferrero Ventimiglia	Director	1/1 - 12/31	2011				
Franzo Grande Stevens	Director	1/1 - 12/31	2011				
Victor Bischoff	Director	1/1 - 12/31	2011	66,250			
Eugenio Colucci	Director	1/1 - 12/31	2011	25,000			
Sergio Marchionne	Director	5/12 - 12/31	2011	25,000			3,473,299
Christine Morin-Postel	Director	1/1 - 12/31	2011	50,000			
Giuseppe Recchi	Director	1/1 - 12/31	2011	30,000			
Antoine Schwartz	Director	1/1 - 12/31	2011	50,000			
Total Directors in office				**3,596,250**	**41,796**	**500,000**	**5,348,867**
Directors no longer in office							
Antonio Maria Marocco	Director	1/1 - 5/11		7,500			
Total Directors no longer in office				**7,500**	**0**	**0**	**0**
Statutory Auditors							
Lionello Jona Celesia	Chairman	1/1 - 12/31	2011	62,250			
Giorgio Ferrino	Statutory Auditor	1/1 - 12/31	2011	41,500			
Paolo Piccatti	Statutory Auditor	1/1 - 12/31	2011	41,500			164,572
Total Statutory Auditors				**145,250**	**0**	**0**	**164,572**

(a) The directors (Elkann, Gabetti, Teodorani-Fabbri, Sant'Albano, Brandolini d'Adda, Agnelli, Camerana, Ferrero Ventimiglia, Marchionne, Nasi, Rattazzi and Grande Stevens) have waived their right to the emolument resolved by the shareholders' meeting for the post of director (€131 thousand) and instructed the Company to donate such fees for charitable and cultural purposes.

(b) The director Sant'Albano waived the emoluments resolved by Fiat (€65,000) and Juventus Football Club (€17,500) in favor of EXOR.

There are no key managers with strategic responsibilities in EXOR S.p.A..

The Company signed a third-party liability insurance policy with a group of insurance companies for a maximum claim per incident and per year of €50 million for coverage in the event of requests for reparation of non-fraudulent acts.

The proposals for the emoluments of the executive directors are formulated and approved directly by the board of directors which, after a review by the compensation and nominating committee, in accordance with art. 2389, paragraph 2, of the Italian Civil Code, has the power to establish the fees of directors vested with special responsibilities in accordance with the deed of incorporation.

In its meeting held on May 13, 2009, the board of directors decided to equally divide among its members the compensation approved by the shareholders' meeting, amounting to €170,000 per year. Furthermore, pursuant to art. 2389 of the Italian Civil Code, the board approved the following annual compensation:

- €1,000,000 to the chairman John Elkann, in addition to health care coverage;
- €1,000,000, besides all out-of-pocket travel expenses outside the municipality of residence, for the mandate for strategical coordination, to the honorary chairman Gianluigi Gabetti; he is also entitled to death and permanent disability insurance coverage for professional or non-professional-related accidents and the use of a secretarial service and a car with driver also after the expiry of the term of office;
- €1,250,000 to the chief executive officer, Carlo Barel di Sant'Albano, who is also entitled to the following:
  - a variable fee up to a maximum of €1,250,000, 50% of which is partially linked to the increment in EXOR's NAV;
  - the use of an apartment in Turin made available by the Company;
  - the use of two company cars, in addition to one used for company business;
  - death and permanent disability insurance coverage for professional or non-professional related accidents;
  - health care coverage, the same as for company executives;
  - a sum equal to €2,500,000, corresponding to two years' annual fixed fee for the post of chief executive officer, to be paid at the end of the term of office, except in the case of the reconfirmation of the post, voluntary resignation or failure to accept the reconfirmation of the post, termination for just cause or reaching pensionable age;
- €100,000 to the vice chairman Pio Teodorani-Fabbri for the coordination and supervision activities of the Rome office;
- €35,000 to the internal control committee (of which €15,000 to the chairman and €10,000 to each of the other two members);
- €35,000 to the compensation and nominating committee (of which €15,000 to the chairman and €10,000 to each of the other two members);
- €40,000 to each member of the strategy committee;
- €100,000 to the secretary of the board of directors, Virgilio Marrone, in addition to death and permanent disability insurance coverage for professional or non-professional-related accidents and the use of a company car.

The directors will also be reimbursed for the expenses incurred in carrying out the activities connected with their posts.

It should also be noted that in its meeting of February 11, 2011, the EXOR board of directors appointed John Elkann as chief executive officer in addition to his position as chairman and that Carlo Barel di Sant'Albano relinquished his position as chief executive office and assumed the position of chairman of the subsidiary Cushman & Wakefield.

In its meeting of March 28, 2011, the board of directors approved certain changes to the compensation of the directors which became necessary as a result of the changes in the positions held within the Company. Further details are provided in the Report on Operations under "Significant events in the first quarter of 2011".

35. Stock options and stock grants awarded to directors

(art. 78 of Consob Regulation 11971 dated May 14, 1999, as amended)

Stock option

Name Post held	Shares linked to plan	Options held at beginning of year			Options awarded (expired) during year			Options held at end of year		
		Number of options	Average exercise price	Exercise period (month/year)	Number of options	Average exercise price	Exercise period (month/year)	Number of options	Average exercise price	Exercise period (month/year)
Barel di Sant'Albano Carlo (a) EXOR CEO	EXOR	3,000,000	19.97	16/5-19/12	0	0.00	0	3,000,000	19.97	16/5-19/12
Sergio Marchionne (b) (c) (d) EXOR director and Fiat CEO	FIAT	19,420,000	9.64	10/11-16/11	(2,500,000)			16,920,000	9.09	10/11-16/11
Alessandro Nasi EXOR director	FIAT	11,250	13.37	11/2-14/11	(7,500)	13.37		3,750	13.37	11/2-14/11
	CNH	509	$48.12	9/1-14/1		$48.12		509	$48.12	9/1-14/1
	CNH	8,659	$13.58	10/1-15/1		$13.58		8,659	$13.58	10/1-15/1
	CNH				15,842	$31.69	11/2-16/2	15,842	$31.69	11/2-16/2

(a) The average exercise price was modified as a result of the Merger from €5.291 to €19.97.

(b) The options awarded in 2004 were 1/3 exercisable only when pre-set performance targets were met. These targets were met in 2008, rendering the entire 2004 plan of 10,670,000 stock options completely vested in 2008. In March 2009, the shareholders' meeting approved the extension of the exercise period, having it start on January 1, 2011 and end on January 1, 2016.

(c) Half of the options awarded in 2006 (5,000,000) were exercisable only when pre-set performance were met; only the first tranche (that is, 25%) of these rights vested. The exercise period starts upon the approval of the 2010 financial statements and ends in November 2014.

(d) The options expired during the year include both options expired and non-vested option during the year.

The features of the stock option plans are described in the following paragraphs:

- Stock option plans linked to EXOR shares, Note 26 of the EXOR separate financial statements;
- Stock option plans linked to FIAT and CNH shares, Note 24 of the EXOR consolidated financial statements.

Stock Grants

Name	Company	Stock grants held at beginning of year		Stock grants awarded (expired) during year		Stock grants held at end of year	
		Number of options	Exercise period (month/year)	Number of options	Exercise period (month/year)	Number of options	Exercise period (month/year)
Sergio Marchionne	FIAT	2,000,000	2/11	2,000,000	2/12	4,000,000 (a)	1/12
Alessandro Nasi	CNH			75,000 (b)		75,000	2/13-2/15
	CNH			5,000 (c)		5,000	9/11-9/13

(a) After the resolution passed by the board of directors' meeting held on February 18, 2011, all the rights are subject only to the continuation of professional relationships with the Fiat Group until the end of 2011. Further information is provided in Note 24 of the EXOR consolidated financial statements.

(b) The rights are subject to reaching pre-set performance targets and vest in three equal amounts on a cumulative basis in the third, fourth and fifth year of the plan, within the dates of December 31, 2012, 2013 and 2014, respectively.

(c) These shares are restricted awards to key manager in the Company. These shares vest in three years up to September 30, 2013 in equal amounts.

36. Transactions with related parties

The board of directors' meeting held on November 12, 2010 adopted the "Procedures for Transactions with Related Parties" pursuant to Consob Regulation 17221 dated March 12, 2010, which went into effect on January 1, 2011. Such procedures are described in the Annual report on Corporate Governance, also available on the corporate website (http://www.exor.com).

With regard to the year 2010, the transactions between EXOR S.p.A. and the related parties identified in accordance with IAS 24 have been carried out as set forth in existing laws, on the basis of reciprocal economic gain.

With the exception of the comments made subsequently in respect of the loan extended to C&W Group, receivables and payables are not guaranteed and are settled in cash. Guarantees have neither been granted nor received.

Losses have not been recognized during the year for uncollectible or doubtful receivables in relation to amounts due from related parties.

A summary of the statement of financial position and income statement balances generated by transactions with related parties carried out during 2010 is presented below. All amounts are expressed in thousands of Euro.

Counterpart	Investments	Financial receivables	Trade receivables	Trade payables and other payables
Giovanni Agnelli e C. S.a.p.az.			11	
Fondazione Agnelli (a)	13			
C&W Group (b)		30,593		
Holdings System			159	1,653
Alpitour Group				1
Juventus Football Club S.p.A.			29	
Exor Services S.c.p.a.				
Fiat Group				131
Directors for emoluments not yet collected				8
Directors and statutory auditors for other receivables			16	
Statutory auditors for emoluments to be received				86
Beneficiaries of Alpitour stock option plan (g)				21,981
Total transactions with related parties	**13**	**30,593**	**215**	**23,860**
Total investments	3,838,771			
Total current assets		892,735	892,735	
Total current liabilities				496,454
% incidence of total transactions with related parties to total of statement of financial position line items	**0.00%**	**3.43%**	**0.02%**	**4.81%**

Information regarding dividends received (€197,784 thousand) is provided in Note 1.

Counterpart	Financial income	Purchases of goods and services	Revenues (d)	Other non-recurring expenses: Purchases of goods and services	Other non-recurring expenses: Other expenses
Exor Services S.c.p.a. (e)		3,762			
C&W Group (b)	2,873				
Holdings Systems			160		
Alpitour Group		4			
Juventus Football Club S.p.A.		19	29		
Fiat Group		308	65		
Giovanni Agnelli e C. S.a.p.az.			35		
Sequana			44		
Emoluments to corporate boards and committees					
- Chairman		1,000			
- Chief executive officer (c)		2,460			
- Board of directors		170	131		
- Special fees to directors		1,100			
- Internal control committee		35			
- Compensation and nominating committee		35			
- Strategy committee		145			
- Directors' expense reimbursements		96			
- Board of statutory auditors		145			
- Cost recoveries from statutory auditors			5		
- Directors for other revenues			13		
Consulting (f)				1,182	
Beneficiaries of Alpitour stock option plan (g)					9,748
Total transactions with related parties	**2,873**	**9,279**	**482**	**1,182**	**9,748**
Total transactions with third parties	90,896	4,440	64	3,068	400
Total of income statement line items	**93,769**	**13,719**	**546**	**4,250**	**10,148**
% incidence of total transactions with related parties to total of income statement line items	**3.06%**	**67.64%**	**88.28%**	**27.81%**	**96.06%**

The most important transactions are commented below with reference to the notes in the preceding tables.

a) Carrying amount of 11,450 Exor Services shares (0.125% of capital) sold at €14 thousand.
b) 3-year subordinated credit line extended to C&W Group for $50 million, drawn down for $40 million at December 31, 2010, after approval by the board of directors on March 25, 2009. The purpose of the loan is to provide the subsidiary with additional debt capacity and also to use such capacity to fund any investment opportunities. At expiration on May 30, 2012, in the event of non-payment, EXOR will have the right to convert the loan to shares of the subsidiary C&W Group Inc. at a price equal to the lowest of the valuations made quarterly by an independent third party over the period of the credit line, discounted by 30%. The counterparts have provided second-level guarantees to EXOR against the loan.
c) €601 thousand represents the figurative cost of EXOR stock options granted to the chief executive officer; €109 thousand refers to the rent of the chief executive officer's home; €1,250 thousand represents the emolument paid to the chief executive officer and €500 thousand is his variable compensation.
d) Compensation waived by the corporate boards (€131 thousand), performance of services (€213 thousand), emoluments for posts on corporate boards (€138 thousand).
e) Purchases of goods and services by the subsidiary Exor Services S.c.p.a. for €3,762 thousand relate to the lease of the offices of the headquarters in Corso Matteotti 26 and computer, telephone and logistics services. The amount does not include the expenses deriving from the employee reduction plan which has been fully recharged to EXOR S.p.A. and recorded in "Non-recurring other income (expenses) and general expenses – Personnel costs".
f) Consulting services rendered to the Company by the director Franzo Grande Stevens who, during 2010, also rendered professional services to Fiat S.p.A. for €1 million (also in respect of his position as secretary to the board of directors).
g) A liability of €21,981 thousand is reported in other payables in respect of the beneficiaries of the Alpitour stock option plans approved at the end of 2005. The EXOR board of directors' meeting held on May 13, 2009 extended the option exercise period to January 2013 following the reconfirmation of the two managers for another three years. The increase in the payable compared to the prior year (€9,748 thousand) is reported in non-recurring other expenses from related parties.

At December 31, 2010, Tiberto Brandolini d'Adda holds 304,153 options to subscribe or purchase the same number of Sequana shares between May 2009 and May 2013 at a price per share of €20.46; moreover, Sequana has allocated 12,340 bonus shares to Tiberto Brandolini d'Adda, which became available from March 30, 2010.
In 2010, Sequana paid Tiberto Brandolini d'Adda, chairman of the board of directors of the company, a fee of €303 thousand.

37. Guarantees, commitments and pending litigation

On December 21, 2010, the Turin Court, first criminal section composed of a collegiate body, ruled in absolute favor of the defendants, Gianluigi Gabetti, Franzo Grande Stevens and Virgilio Marrone, fully acquitting them because the fact did not exist and deeming also inexistent ex art. 66 of Legislative Decree 231/2001 the administrative offense disputed against IFIL S.p.A. (merged by EXOR S.p.A.) and Giovanni Agnelli e C. S.a.p.az..

38. Fees charged by the independent auditors (art. 149 – *duodecies* of art. 78 of Consob Regulation 11971 dated May 14, 1999, as amended)

The professional services provided to the EXOR Group by the independent auditors in 2010 are the following:

€ in thousands	Service Provider	Parent EXOR S.p.A.		Consolidated subsidiaries	Total
Type of services					
Audit	Deloitte & Touche S.p.A.	91		9,005	**9,096**
	Deloitte network			16,029	**16,029**
Total audit		91		25,034	**25,125**
Other services					
. attestation	Deloitte & Touche S.p.A.	5	(a)	1,355	**1,360**
	Deloitte network			100	**100**
. other services	Deloitte & Touche S.p.A.	68	(b)	739	**807**
	Deloitte network	29	(c)	1,212	**1,241**
Total other services		102		3,406	**3,508**
Total		**193**		**28,440**	**28,633**

(a) Confirmation of financial ratios.
(b) Agreed upon procedures carried out regarding specific aspects of the internal control system on financial reporting (ICFR).
(c) Support in designing the Compliance Integrated Governance Model.

39. Net financial position

In accordance with the provisions of Consob Communication 6064293 dated July 28, 2006, the composition of the net financial position of EXOR S.p.A. is provided below.

€ in thousands	12/312010	12/312009	Change
Non-current held-to-maturity financial instruments (a)	**138,094**	71,389	66,705
Cash and cash equivalents	**219,795**	337,355	(117,560)
Non-current other financial assets, with third parties	**105**	320	(215)
Other financial assets held for trading	**589,218**	270,639	318,579
Current held-to-maturity financial instruments	**0**	5,007	(5,007)
Financial receivables from related parties	**30,593**	28,163	2,430
Current other financial assets, with third parties	**6,781**	5,788	993
Non-current debt, with third parties	**(795,700)**	(1,069,884)	274,184
Current debt with third parties	**(462,838)**	(60,851)	(401,987)
Net financial position	**(273,952)**	(412,074)	138,122
- with related parties	**30,593**	28,163	2,430
- with third parties	**(304,545)**	(440,237)	135,692

(a) These are bonds issued by leading counterparts listed on active and open markets which the Company, intends, and is able to hold, until their natural reimbursement date as an investment of a part of its available cash so that it can receive a constant attractive flow of financial income. Such designation was made in accordance with IAS 39, paragraph 9.
Such financial instruments are free of whatsoever restriction and, therefore, can be monetized whenever the Company should so decide in that sense. Their classification as non-current in the financial position has been adopted only in view of the fact that their natural maturity date is 12 months beyond the closing date of the financial statements. There are no trading restrictions and their degree of liquidity or the degree to which they can be converted into cash is considered high.

40. Approval of the separate financial statements and authorization for publication

The separate financial statements at December 31, 2010 were approved by the board of directors on March 28, 2011 which authorized their publication, together with the independent auditors' report and the board of statutory auditors' report, within the timeframe set by law.

Turin, March 28, 2011

On behalf of the Board of Directors
The Chairman and CEO
John Elkann

Attestation of the Separate Financial Statements according to art. 154-bis, Paragraph 5, of Legislative Decree 58/98

We, the undersigned John Elkann, chairman and chief executive officer, and Aldo Mazzia, manager responsible for the preparation of the financial reports of EXOR S.p.A. attest, pursuant to the provisions of art. 154-bis, paragraphs 3 and 4, of Legislative Decree 58 dated February 24, 1998:

- the adequacy with respect to the Company's structure and
- the effective application

of the administrative and accounting procedures applied in the preparation of the separate financial statements at December 31, 2010.

We also attest that:

- the separate financial statements:

  - have been prepared in accordance with applicable International Financial Reporting Standards recognized by the European Community pursuant to EC Regulation 1606/2002 of the European Parliament and Council, dated July 19, 2002;
  - correspond to the amounts shown in the accounts, books and records;
  - provide a true and fair view of the financial conditions, results of operations and cash flows of the issuer;

- the Report on Operations includes a reliable operating and financial review of the issuer, as well as a description of the principal risks and uncertainties to which it is exposed.

Turin, March 28, 2011

The Chairman and CEO	Manager responsible for the preparation of the financial reports
John Elkann	Aldo Mazzia

Deloitte.

Deloitte & Touche S.p.A.
Galleria San Federico, 54
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REPORT OF THE INDEPENDENT AUDITORS ON THE FINANCIAL STATEMENTS PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010

To the Shareholders of
EXOR S.p.A.

1. We have audited the financial statements of EXOR S.p.A. as of and for the year ended December 31, 2010, which comprise the statement of financial position, the income statement, the statements of comprehensive income, changes in equity and cash flows and the related notes to the financial statements. These financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005 are the responsibility of the Directors of EXOR S.p.A. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

   For the opinion on the prior year's financial statements, whose data are presented for comparative purposes, reference should be made to our auditors' report issued on April 1, 2010.

3. In our opinion, the financial statements of EXOR S.p.A. as of December 31, 2010 comply with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005; accordingly, they give a true and fair view of the financial position of EXOR S.p.A. and the results of its operations and its cash flows for the year then ended.

4. The Directors of EXOR S.p.A. are responsible for the preparation of the report on operations and the annual report on Corporate Governance in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the annual report on Corporate Governance, with the financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the report on operations and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the annual report on Corporate Governance are consistent with the financial statements of EXOR S.p.A. as of 31 December, 2010.

DELOITTE & TOUCHE S.p.A.

Signed by
Franco Riccomagno
Partner

Turin, Italy
April 5, 2011

This report has been translated into the English language solely for the convenience of international readers.

Consolidated Financial Statements

at December 31, 2010

EXOR GROUP – CONSOLIDATED INCOME STATEMENT (*)

Published 2009 (a)	€ in millions	Note	2010	Restated (b) 2009	Change
2,434	Net revenues	1	**58,985**	52,520	6,465
(2,173)	Cost of sales	2	**(50,216)**	(45,434)	(4,782)
(257)	Selling, general and administrative costs	3	**(5,009)**	(4,537)	(472)
0	Research and development costs	4	**(1,431)**	(1,398)	(33)
(20)	Other income (expense)	5	**(156)**	(109)	(47)
(16)	**Trading profit/(loss)**		**2,173**	1,042	1,131
0	Gains (losses) on the disposal of investments	6	**15**	4	11
(22)	Restructuring costs	7	**(178)**	(334)	156
(71)	Other unusual income (expense)	8	**(57)**	(462)	405
(109)	**Operating profit/(loss)**		**1,953**	250	1,703
(80)	Financial income (expense)	9	**(912)**	(828)	(84)
	Result from investments:				
(244)	- Share of profit/(loss) of companies accounted for using the equity method	10	**200**	23	177
44	- Other income (expense) from investments	10	**36**	53	(17)
(200)	Result from investments		**236**	76	160
(389)	**Profit/(loss) before taxes**		**1,277**	(502)	1,779
(14)	Income taxes	11	**(706)**	(495)	(211)
(403)	**Profit/(loss) from continuing operations**		**571**	(997)	1,568
0	**Profit/(loss) from discontinued operations**		**0**	0	0
(403)	**Profit/(loss)**		**571**	(997)	1,568
	Profit/(loss) attributable to:				
(389)	**- Owners of the Parent**		**137**	(389)	526
(14)	- Non-controlling interests		**434**	(608)	1,042

	Earnings (loss) per share	13			
	Basic earnings/(loss) attributable to Owners of the Parent (€):				
(1.66)	- per ordinary share		0.57	(1.66)	2.23
(1.35)	- per savings share		0.64	(1.35)	1.99
(1.61)	- per preferred share		0.62	(1.61)	2.23
	Basic earnings/(loss) from continuing operations (€):				
(1.66)	- per ordinary share		0.57	(1.66)	2.23
(1.35)	- per savings share		0.64	(1.35)	1.99
(1.61)	- per preferred share		0.62	(1.61)	2.23
	Diluted earnings/(loss) attributable to Owners of the Parent (€):				
(1.66)	- per ordinary share		0.56	(1.66)	2.22
(1.35)	- per savings share		0.64	(1.35)	1.99
(1.61)	- per preferred share		0.61	(1.61)	2.22
	Diluted earnings/(loss) from continuing operations (€):				
(1.66)	- per ordinary share		0.56	(1.66)	2.22
(1.35)	- per savings share		0.64	(1.35)	1.99
(1.61)	- per preferred share		0.61	(1.61)	2.22

(*) Pursuant to Consob Resolution 15519 of July 27, 2006, the effects of related party transactions on the consolidated income statement are presented in the specific income statement format provided in the following pages and are further described in Note 35.

(a) Reclassified according to the new consolidated income statement format adopted in 2010 following the line-by-line consolidation of the Fiat Group.
(b) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

2009 Published	€ in millions	2010	2009 Restated (a)
(403)	**PROFIT/(LOSS) (A)**	**571**	**(997)**
(7)	Gains/(losses) on cash flow hedges	**179**	389
266	Gains/(losses) on fair value of available-for-sale financial assets	**402**	268
(2)	Gains/(losses) on exchange differences on translating foreign operations	**816**	508
229	Share of other comprehensive income of entities accounted for using the equity method	**114**	(49)
(1)	Income tax relating to components of Other comprehensive income	**3**	(47)
485	**TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAX (B)**	**1,514**	**1,069**
82	**TOTAL COMPREHENSIVE INCOME (A)+(B)**	**2,085**	**72**
	TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:		
95	Owners of the Parent	**891**	95
(13)	Non-controlling interests	**1,194**	(23)

(a) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – CONSOLIDATED STATEMENT OF FINANCIAL POSITION (*)

Published (a) 12/31/2009	€ in millions	Note	12/31/2010	Restated (b) 12/31/2009	Change
	Non-current assets				
824	Intangible assets	14	**8,795**	8,056	739
198	Property, plant and equipment	15	**13,721**	13,143	578
	Investments and other financial assets:				
3,255	- Investments accounted for using the equity method	16	**2,375**	2,082	293
1,540	- Other investments and financial assets	16	**2,303**	1,815	488
4,795	Total Investments and other financial assets		**4,678**	3,897	781
0	Leased assets	17	**492**	457	35
0	Defined benefit plan assets		**185**	144	41
9	Deferred tax assets	11	**2,902**	2,589	313
71	Other non-current assets		**69**	71	(2)
5,897	**Total Non-current assets**		**30,842**	28,357	2,485
	Current assets				
2	Inventories	18	**8,345**	8,750	(405)
310	Trade receivables	19	**4,370**	3,957	413
0	Receivables from financing activities	19	**13,774**	12,695	1,079
6	Other financial receivables	19	**7**	6	1
51	Current tax receivables	19	**958**	725	233
97	Other current assets	19	**2,576**	2,875	(299)
	Current financial assets:				
43	- Current investments	20	**376**	89	287
555	- Current securities	20	**582**	772	(190)
4	- Other financial assets	21	**610**	640	(30)
602	Total Current financial assets		**1,568**	1,501	67
630	Cash and cash equivalents	22	**16,188**	12,856	3,332
1,698	**Total Current assets**		**47,786**	43,365	4,421
0	**Total Assets held for sale**	23	**79**	82	(3)
7,595	**Total Assets**		**78,707**	71,804	6,903
	Equity	24			
5,305	Issued capital and reserves attributable to Owners of the Parent		**6,075**	5,305	770
85	Non-controlling interests		**9,121**	8,158	963
5,390	**Total Equity**		**15,196**	13,463	1,733
	Provisions				
57	Employee benefits	25	**3,839**	3,504	335
28	Other provisions	26	**5,506**	5,013	493
85	**Total Provisions**		**9,345**	8,517	828
	Debt	27			
0	Asset backed financing		**8,854**	7,086	1,768
1,308	Other debt		**23,572**	22,749	823
1,308	**Total Debt**		**32,426**	29,835	2,591
	Other liabilities				
51	Other financial liabilities	21	**469**	515	(46)
343	Trade payables	28	**13,666**	12,637	1,029
12	Current tax payables		**700**	389	311
64	Deferred tax liabilities	11	**255**	216	39
342	Other liabilities	29	**6,650**	6,224	426
812	**Total Other liabilities**		**21,740**	19,981	1,759
0	**Total Liabilities held for sale**	23	**0**	8	(8)
7,595	**Total Equity and Liabilities**		**78,707**	71,804	6,903

(*) Pursuant to Consob Resolution 15519 of July 27, 2006, the effects of related party transactions on the consolidated statement of financial position are presented in the specific statement of financial position format provided in the following pages and are further described in Note 35.
(a) Reclassified according to the new consolidated statement of financial position format adopted in 2010 following the line-by-line consolidation of the Fiat Group.
(b) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – CONSOLIDATED STATEMENT OF CASH FLOWS (*)

2009 Published (a)	€ in millions	Note	2010	2009 Restated (b)
973	A) CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR REPORTED IN THE FINANCIAL STATEM	22	**12,856**	973
	Cash and cash equivalents of the Fiat Group			3,684
973	B) CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		**12,856**	4,657
	C) CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES DURING THE YEAR:			
(403)	Profit/(loss)		**571**	(997)
94	Amortization and depreciation (net of vehicles sold under buy-back commitments and leased assets		**2,954**	2,767
	(Gains) losses on disposal of:			
(18)	Property plant and equipment and intangible assets (net of vehicles sold under buy-back commitments		**(13)**	(32)
15	Investments		**(16)**	6
	Other non-cash items:			
67	Writedowns of assets		**312**	549
59	Gains (losses) arising from the fair value measurements of financial assets and other non-cash item		**(72)**	(58)
44	Dividends received		**177**	95
	Change in provisions		**399**	93
	Change in deferred taxes		**(169)**	(184)
	Change in items due to buy-back commitments	36	**44**	(58)
	Change in operating lease items		**26**	(41)
268	Change in working capital		**2,046**	2,588
126	TOTAL		**6,259**	4,728
	D) CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:			
	Investments in:			
(122)	Amortization and depreciation (net of vehicles sold under buy-back commitments and leased assets)		**(3,865)**	(3,507)
	Investments in consolidated subsidiaries		**(176)**	(3)
	Other investments		**(126)**	(102)
(129)	Investments in financial assets made by EXOR and by subsidiaries in the Holdings System		**(230)**	(129)
	Proceeds from the sale of:			
37	Property plant and equipment and intangible assets (net of vehicles sold under buy-back commitments)		**98**	124
	Investments in consolidated subsidiaries		**(2)**	16
	Other investments		**33**	5
226	Proceeds from the disposal of financial assets by EXOR and by subsidiaries in the Holdings System		**102**	226
(8)	Net change in receivables from financing activities		**(263)**	873
(288)	Change in current securities		**19**	(315)
	Other changes		**182**	(31)
(284)	TOTAL		**(4,228)**	(2,843)
	E) CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:			
0	New issuance of bonds		**1,132**	4,917
0	Repayment of bonds		**(1,572)**	(526)
191	Issuance of other medium-term borrowings		**2,254**	3,370
(253)	Repayment of other medium-term borrowings		**(2,115)**	(1,610)
4	Net change in other financial payables and other financial assets/liabilities		**1,541**	87
0	Increases in share capital by subsidiaries		**1**	13
(39)	(Purchase) sale of treasury shares		**(58)**	(39)
(82)	Dividends paid by EXOR S.p.A.		**(68)**	(82)
(2)	Dividends paid by subsidiaries		**(174)**	(29)
(2)	Other changes		**(5)**	(5)
(183)	TOTAL		**936**	6,096
(2)	Translation exchange differences		**365**	218
(343)	F) TOTAL CHANGE IN CASH AND CASH EQUIVALENTS		**3,332**	8,199
630	G) CASH AND CASH EQUIVALENTS AT END OF THE YEAR	22	**16,188**	12,856

(*) Pursuant to Consob Resolution 15519 of July 27, 2006, the effects of related party transactions on the consolidated statement of cash flows are presented in the specific statement of cash flows format provided in the following pages.

(a) Reclassified according to the new consolidated statement of cash flows format adopted in 2010 following the line-by-line consolidation of the Fiat Group.

(b) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

€ in millions	Share capital	Treasury shares	Capital reserves	Earnings reserves	Cash flow hedge reserve	Cumulative translation adjustment reserve	Fair value reserve	Cumulative share of OCI of entities consolidated under the equity method	Total Owners of the Parent	Non-controlling interests	Total
Equity at January 1, 2009 (published financial statements)	**163**	**(70)**	**386**	**3,108**	**(8)**	**(24)**	**247**	**(186)**	**3,616**	**1,810**	**5,426**
Fair value of capital increase by EXOR S.p.A. to service the exchange of IFIL ordinary and savings shares held by former Non-controlling interests (a)	83		348						431	(431)	0
Allocation of the interests of former Non-controlling interests of IFIL to Owners of the Parent (b)		(3)		1,267					1,264	(1,264)	0
Effects of the merger transaction on other comprehensive income (b)					(1)	(10)	102	(80)	11	(11)	0
Allocation of expenses relative to the merger				(17)					(17)		(17)
Other changes connected with the merger				14					14		14
Equity at January 1, 2009 post merger	**246**	**(73)**	**734**	**4,372**	**(9)**	**(34)**	**349**	**(266)**	**5,319**	**104**	**5,423**
Effect of consolidation of the Fiat Group at January 1, 2009					(167)	(30)		197	0	8,057	8,057
Equity at January 1, 2009 restated	**246**	**(73)**	**734**	**4,372**	**(176)**	**(64)**	**349**	**(69)**	**5,319**	**8,161**	**13,480**
Changes in equity for 2009											
Capital increases									0	13	13
Purchase of treasury stock		(42)	42	(42)					(42)	(1)	(43)
Sale of treasury stock		3							3		3
Dividends paid				(82)					(82)	(21)	(103)
Total comprehensive income for the year				(389)	97	144	266	(23)	95	(23)	72
Share-based payments				6					6	1	7
Effect of the change in the percentage ownership of consolidated companies (c)				9					9	(36)	(27)
Effect of the change in the percentage ownership of companies accounted for using the equity method				(1)					(1)		(1)
Other changes				(2)					(2)	64	62
Total changes	0	(39)	42	(501)	97	144	266	(23)	(14)	(3)	(17)
Equity at December 31, 2009	**246**	**(112)**	**776**	**3,871**	**(79)**	**80**	**615**	**(92)**	**5,305**	**8,158**	**13,463**
Changes in equity for 2010											
Share-based payments				15					15	14	29
Purchase of treasury shares		(58)							(58)		(58)
Capital increases									0	1	1
Dividends paid				(68)					(68)	(169)	(237)
Total comprehensive income for the year				137	60	248	405	41	891	1,194	2,085
Effect of the change in the percentage ownership of consolidated companies (d)				(26)					(26)	(63)	(89)
Effect of the change in the percentage ownership of companies accounted for using the equity method				3					3		3
Other changes				13					13	(14)	(1)
Total changes	0	(58)	0	74	60	248	405	41	770	963	1,733
Equity at December 31, 2010	**246**	**(170)**	**776**	**3,945**	**(19)**	**328**	**1,020**	**(51)**	**6,075**	**9,121**	**15,196**
Note	24	24								24	

(a) The EXOR share capital increase to service the exchange of the shares of the merged company IFIL was recognized at the fair value of the 73,809,496 ordinary shares and 9,168,894 savings shares issued, equal to €5.36 and €3.86, respectively, corresponding to the opening stock trading prices on March 2, 2009, the first day of market trading of these shares. Of the total of €431 million, €83 million was allocated to share capital, corresponding to the par value, and €348 million to additional paid-in capital.

(b) Non-controlling interests at December 31, 2008 had amounted to €1,810 million, of which €1,706 million represented the non-controlling interests of the IFIL Group. The difference of €1,275 million between that amount and the fair value of the EXOR capital increase described above (€431 million) was allocated to Owners of the Parent and then entries were made to eliminate the share of the reserves regarding cash flow hedges (-€1 million), exchange differences on translating foreign operations (-€10 million), changes in fair value of available-for-sale financial assets (+€102 million) and the share of comprehensive income of the investments accounted for using the equity method (-€80 million) previously recorded in the consolidated financial statements of the IFIL Group.

(c) Of which €7 million relates to the Fiat Group and €2 million to C&W Group.

(d) Of which €24 million relates to the Fiat Group and €2 million to C&W Group.

EXOR GROUP – CONSOLIDATED INCOME STATEMENT
pursuant to Consob Resolution 15519 of July 27, 2006

€ in millions	Note	2010 Total	2010 Of which Related parties	Restated (a) 2009 Total	Restated (a) 2009 Of which Related parties
Net revenues	1	**58,985**	2,826	52,520	2,063
Cost of sales	2	**(50,216)**	(3,722)	(45,434)	(3,049)
Selling, general and administrative costs	3	**(5,009)**	(159)	(4,537)	(117)
Research and development costs	4	**(1,431)**	(8)	(1,398)	
Other income (expense)	5	**(156)**	37	(109)	29
Trading profit/(loss)		**2,173**		1,042	
Gains (losses) on disposal of investments	6	**15**		4	
Restructuring costs	7	**(178)**		(334)	
Other unusual income (expense)	8	**(57)**		(462)	
Operating profit/(loss)		**1,953**		250	
Financial income (expense)	9	**(912)**	(37)	(828)	(67)
Result from investments:					
- Share of profit/(loss) of companies accounted for using the equity method	10	**200**	200	23	23
- Other income (expense) from investments	10	**36**	41	53	48
Result from investments		**236**		76	
Profit/(loss) before taxes		**1,277**		(502)	
Income taxes	11	**(706)**		(495)	
Profit/(loss) from continuing operations		**571**		(997)	
Profit/(loss) from discontinued operations		**0**		0	
Profit/(loss)		**571**		(997)	
Profit/(loss) attributable to:					
- Owners of the Parent		**137**		(389)	
- Non-controlling interests		**434**		(608)	

(a) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – CONSOLIDATED STATEMENT OF FINANCIAL POSITION
pursuant to Consob Resolution 15519 of July 27, 2006

€ in millions	Note	12/31/2010 Total	12/31/2010 Of which Related parties (Note 35)	Restated (a) 12/31/2009 Total	Restated (a) 12/31/2009 Of which Related parties (Note 35)
Non-current assets					
Intangible assets	14	**8,795**		8,056	
Property, plant and equipment	15	**13,721**		13,143	
Investments and other financial assets:					
- Investments accounted for using the equity method	16	**2,375**	**2,386**	2,082	2,082
- Other investments and financial assets	16	**2,303**	**116**	1,815	95
Total Investments and other financial assets		**4,678**		3,897	
Leased assets	17	**492**		457	
Defined benefit plan assets		**185**		144	
Deferred tax assets	11	**2,902**		2,589	
Other non-current assets		**69**		71	
Total Non-current assets		**30,842**		28,357	
Current assets					
Inventories	18	**8,345**	**28**	8,750	10
Trade receivables	19	**4,370**	**623**	3,957	595
Receivables from financing activities	19	**13,774**	**129**	12,695	120
Other financial receivables	19	**7**		6	
Current tax receivables	19	**958**		725	
Other current assets	19	**2,576**	**77**	2,875	66
Current financial assets:					
- Current investments	20	**376**		89	
- Current securities	20	**582**		772	
- Other financial assets	21	**610**		640	52
Total Current financial assets		**1,568**		1,501	
Cash and cash equivalents	22	**16,188**		12,856	651
Total Current assets		**47,786**		43,365	
Total Assets held for sale	23	**79**	**65**	**82**	58
Total Assets		**78,707**		71,804	
Equity	24				
Issued capital and reserves attributable to Owners of the Parent		**6,075**		5,305	
Non-controlling interests		**9,121**		8,158	
Total Equity		**15,196**		13,463	
Provisions					
Employee benefits	25	**3,839**	**21**	3,504	30
Other provisions	26	**5,506**	**49**	5,013	50
Total Provisions		**9,345**		8,517	
Debt	27				
Asset backed financing		**8,854**	**320**	7,086	486
Other debt		**23,572**	**241**	22,749	658
Total Debt		**32,426**		29,835	
Other liabilities					
Other financial liabilities	21	**469**		515	49
Trade payables	28	**13,666**	**1,127**	12,637	883
Current tax payables		**700**	**1**	389	
Deferred tax liabilities	11	**255**		216	
Other liabilities	29	**6,650**	**157**	6,224	196
Total Other liabilities		**21,740**		19,981	
Total Liabilities held for sale	23	**0**		8	1
Total Equity and Liabilities		**78,707**		71,804	

(a) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – CONSOLIDATED STATEMENT OF CASH FLOWS
pursuant to Consob Resolution 15519 of July 27, 2006

€ in millions	Note	2010 Total	2010 Of which Related parties	2009 (Restated) (a) Total	2009 (Restated) (a) Of which Related parties
A) CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	22	12,856		4,657	
B) CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES DURING THE YEAR:					
Profit/(loss)		571		(997)	
Amortization and depreciation (net of vehicles sold under buy-back commitments and leased		2,954		2,767	
(Gains) losses on disposal of:					
Property plant and equipment and intangible assets (net of vehicles sold under		(13)		(32)	
buy-back commitments and leased assets)		(16)		6	
Other non-cash items:					
Writedowns of assets		312	17	549	6
Gains (losses) arising from the fair value measurements of financial assets and other non-cash items		(72)		(58)	
Dividends received		177	175	95	92
Change in provisions		399	(9)	93	8
Change in deferred taxes		(169)		(184)	
Change in items due to buy-back commitments	36	44	(9)	(58)	
Change in operating lease items		26		(41)	
Change in working capital		2,046	124	2,588	(126)
TOTAL		6,259	298	4,728	(20)
C) CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES:					
Investments in:					
Property plant and equipment and intangible assets (net of vehicles sold under					
buy-back commitments and leased assets)		(3,865)		(3,507)	
Investments in consolidated subsidiaries		(176)		(3)	
Other investments		(126)	(115)	(102)	(62)
Other non-current financial assets		0		0	
Investments in financial assets made by EXOR and by subsidiaries in the Holdings System		(230)		(129)	
Proceeds from the sale of:					
Property plant and equipment and intangible assets (net of vehicles sold under buy-back commitments		98		124	
Investments in consolidated subsidiaries		(2)		16	
Other investments		33		5	
Proceeds from the disposal of financial assets by EXOR and by subsidiaries in the Holdings System		102		226	
Net change in receivables from financing activities		(263)	(17)	873	(22)
Change in current securities		19		(315)	
Other changes		182		(31)	
TOTAL		(4,228)	(132)	(2,843)	(84)
D) CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:					
New issuance of bonds		1,132		4,917	
Repayment of bonds		(1,572)		(526)	
Issuance of other medium-term borrowings		2,254		3,370	
Repayment of other medium-term borrowings		(2,115)		(1,610)	
Net change in other financial payables and other financial assets/liabilities		1,541	(39)	87	319
Increases in capital stock by subsidiaries		1		13	
(Purchase) sale of treasury shares		(58)		(39)	
Dividends paid by EXOR S.p.A.		(68)	(36)	(82)	(42)
Dividends paid by subsidiaries		(174)		(29)	
Other changes		(5)		(5)	
TOTAL		936	(75)	6,096	277
Translation exchange differences		365		218	
E) TOTAL CHANGE IN CASH AND CASH EQUIVALENTS		3,332		8,199	
F) CASH AND CASH EQUIVALENTS AT END OF THE YEAR	22	16,188		12,856	

(a) Prepared by consolidating the Fiat Group line-by-line for purposes of comparison.

EXOR GROUP – NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

GENERAL INFORMATION ON THE ACTIVITIES OF THE GROUP

EXOR S.p.A. is one of Europe's leading investment companies and is controlled by Giovanni Agnelli e C. S.a.p.az., which holds 51.164% of share capital and, in particular, 59.1% of ordinary share capital, 39.24% of preferred share capital and 12.36% of savings share capital.
EXOR S.p.A. is a corporation organized under the laws of the Republic of Italy; its head office is located in Turin, Italy, Corso Matteotti 26.
Through its investment in subsidiaries, EXOR is principally present in the following sectors: Automobile and Auto-related Components (Fiat Group), Agricultural and Construction equipment and Trucks and Commercial Vehicles (Fiat Industrial Group, since the January 2011 demerger and transfer, which has been described in depth in the Report on Operations), real estate services (C&W Group), tourism (Alpitour Group) and professional soccer (Juventus Football Club).
Further information is provided in the Report on Operations under "EXOR Group Profile".

It should be noted that EXOR S.p.A. is the name that the former company IFI S.p.A. assumed on March 1, 2009, the effective date of the merger by incorporation of the subsidiary IFIL S.p.A. (hereinafter the "Merger").

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements of the EXOR Group at December 31, 2010 have been prepared in accordance with the International Financial Reporting Standards (the "IFRS") issued by the International Accounting Standards Board ("IASB") and adopted by the European Union, and with the provisions implementing article 9 of Legislative Decree 38/2005. The designation "IFRS" also includes all valid International Accounting Standards ("IAS"), as well as all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), formerly the Standing Interpretations Committee ("SIC").

The 2010 consolidated financial statements are prepared under the historical cost convention, modified as required for the valuation of certain financial instruments, as well as on the going concern assumption. In this respect, despite operating in a continuingly difficult economic and financial environment, the Group companies' assessment is that no material uncertainties (as defined in paragraph 25 of IAS 1) exist about their ability to continue as a going concern.

The consolidated financial statements of the EXOR Group are presented in millions of Euro, which is the function and presentation currency of the Group.

Consolidation of the Fiat Group

Upon first-time adoption of IFRS and the preparation of the financial statements for the years 2005 to 2009, EXOR excluded the Fiat Group from line-by-line consolidation and accounted for its investment (approximately 30% of ordinary share capital) using the equity method.
This method has been adopted and maintained consistently in the consolidated financial statements for the years indicated while waiting for the definitive clarification of the criteria to permit verification of de facto control and the related accounting treatment in accordance with IAS 27 – *Consolidated and Separate Financial Statements* then in effect.

The current interpretation of de facto control, based also on the latest version of the Staff Draft posted to the IASB website on September 29, 2010 of the forthcoming IFRS 10 - "*Consolidated Financial Statements*", requires line-by-line consolidation pursuant to IAS 27 to be extended to companies in which the investor holds the majority of voting rights and the size of such majority, combined with the dispersion of the votes of the other vote holders, gives the investor the power to direct the investee's operating and financial policies in such a manner for them to be considered subsidiaries to be consolidated line-by-line. On such bases, believing that the suppositions existed, also in light of EXOR's incidence in the capital present and voting in recent

shareholders' meetings of Fiat S.p.A., EXOR has consolidated the Fiat Group line-by-line in its consolidated financial statements starting from the year 2010 and restated the consolidated financial statements for the year 2009 presented for comparative purposes.
Therefore, in the consolidated financial statements, besides the data for the year 2010 and those published in 2009, the 2009 restated data in which the Fiat Group is consolidated line-by-line is presented for comparative purposes. It should be noted that the January 1, 2009 statement of financial position restated on a line-by-line consolidation basis is not presented because of the impracticality of obtaining such data in a timely manner.

The line-by-line consolidation of the Fiat Group did not cause any change in the previously published data relating to the consolidated result for the year 2009 and the consolidated equity at December 31, 2009 attributable to the Owners of the Parent EXOR in that the investment in the Fiat Group was accounted for using the equity method which synthetically produces the same effect on the results mentioned above as line-by-line consolidation.

The following are reconciliations between the 2009 published and restated consolidated income statements and statements of financial position

EXOR GROUP – RESTATED CONSOLIDATED FINANCIAL STATEMENT

€ in millions	Consolidated Exor Group (published) (a)	Consolidated Fiat Group	Aggregate	Elimination Fiat Group	Consolidated Exor Group (restated) (b)
Net revenues	2,434	50,102	52,536	(16)	52,520
Cost of sales	(2,173)	(43,261)	(45,434)		(45,434)
Selling, general and administrative costs	(257)	(4,296)	(4,553)	16	(4,537)
Research and development costs	0	(1,398)	(1,398)		(1,398)
Other income (expense)	(20)	(89)	(109)		(109)
Trading profit/(loss)	**(16)**	**1,058**	**1,042**		**1,042**
Gains (losses) on the disposal of investments	0	4	4		4
Restructuring costs	(22)	(312)	(334)		(334)
Other unusual income (expense)	(71)	(391)	(462)		(462)
Operating profit/(loss)	**(109)**	**359**	**250**		**250**
Financial income (expense)	(80)	(753)	(833)	5	(828)
Result from investments:					
- Share of profit/(loss) of companies accounted for using the equity method	(244)	18	(226)	249	23
- Other income (expense) from investments	44	9	53		53
Result from investments	(200)	27	(173)	249	76
Profit/(loss) before taxes	**(389)**	**(367)**	**(756)**	**254**	**(502)**
Income taxes	(14)	(481)	(495)		(495)
Profit/(loss) from continuing operations	**(403)**	**(848)**	**(1,251)**	**254**	**(997)**
Profit/(loss) from discontinued operations	0	0	0		0
Profit/(loss)	**(403)**	**(848)**	**(1,251)**	**254**	**(997)**
Profit/(loss) attributable to:					
- Owners of the Parent	**(389)**	**(838)**	**(1,227)**	**838**	**(389)**
- Non-controlling interests	(14)	(10)	(24)	(584)	(608)

(a) Reclassified according to the new consolidated income statement format adopted in 2010 following the consolidation of the Fiat Group.
(b) Prepared by consolidating the Fiat Group for purposes of comparison.

EXOR GROUP – RESTATED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

€ in millions	Consolidated Exor Group (published) (a)	Consolidated Fiat Group	Aggregate	Elimination Fiat Group	Consolidated Exor Group (restated) (b)
Non-current assets					
Intangible assets	824	7,199	8,023	33	8,056
Property, plant and equipment	198	12,945	13,143		13,143
Investments and other financial assets:					
- Investments accounted for using the equity method	3,255	1,884	5,139	(3,057)	2,082
- Other investments and financial assets	1,540	275	1,815		1,815
Total Investments and other financial assets	4,795	2,159	6,954	(3,057)	3,897
Leased assets	0	457	457		457
Defined benefit plan assets	0	144	144		144
Deferred tax assets	9	2,580	2,589		2,589
Other non-current assets	71	0	71		71
Total Non-current assets	**5,897**	**25,484**	**31,381**	**(3,024)**	**28,357**
Current assets					
Inventories	2	8,748	8,750		8,750
Trade receivables	310	3,649	3,959	(2)	3,957
Receivables from financing activities	0	12,695	12,695		12,695
Other financial receivables	6	0	6		6
Current tax receivables	51	674	725		725
Other current assets	97	2,778	2,875		2,875
Current financial assets:					
- Current investments	43	46	89		89
- Current securities	555	217	772		772
- Other financial assets	4	636	640		640
Total Current financial assets	602	899	1,501		1,501
Cash and cash equivalents	630	12,226	12,856		12,856
Total Current assets	**1,698**	**41,669**	**43,367**	**(2)**	**43,365**
Total Assets held for sale	0	82	82		82
Total Assets	**7,595**	**67,235**	**74,830**	**(3,026)**	**71,804**
Equity					
Issued capital and reserves attributable to Owners of the Parent	5,305	10,301	15,606	(10,301)	5,305
Non-controlling interests	85	814	899	7,259	8,158
Total Equity	**5,390**	**11,115**	**16,505**	**(3,042)**	**13,463**
Provisions					
Employee benefits	57	3,447	3,504		3,504
Other provisions	28	4,985	5,013		5,013
Total Provisions	**85**	**8,432**	**8,517**		**8,517**
Debt					
Asset backed financing	0	7,086	7,086		7,086
Other debt	1,308	21,441	22,749		22,749
Total Debt	**1,308**	**28,527**	**29,835**		**29,835**
Other liabilities					
Other financial liabilities	51	464	515		515
Trade payables	343	12,295	12,638	(1)	12,637
Current tax payables	12	377	389		389
Deferred tax liabilities	64	152	216		216
Other liabilities	342	5,865	6,207	17	6,224
Total Other liabilities	**812**	**19,153**	**19,965**	**16**	**19,981**
Total Liabilities held for sale	**0**	**8**	**8**		**8**
Total Equity and Liabilities	**7,595**	**67,235**	**74,830**	**(3,026)**	**71,804**

(a) Reclassified according to the new consolidated statement of financial position format adopted in 2010 following the consolidation of the Fiat Group.
(b) Prepared by consolidating the Fiat Group line-by-line for comparative purposes.

Format of the financial statements

As a result of consolidating the Fiat Group line-by-line, beginning in 2010, the EXOR Group presents an income statement using a classification based on the function of expenses (otherwise known as the "cost of sales" method), rather than based on their nature, as the Fiat Group, the main subsidiary, believes that this provides information that is more relevant. The format selected is that used for managing the business and for management reporting purposes by Fiat Group and is consistent with international practice in the automotive sector. In this income statement, in which the classification of expenses is based on their function, the Trading profit/(loss) is reported specifically as part of Operating profit/(loss) and separate from the income and expense resulting from the non-recurring operations of the business, such as Gains (losses) on the disposal of investments, Restructuring costs and any Other income (expense) defined as unusual and of a similar nature to these items. By doing this, it is believed that the Group's actual performance from normal trading operations may be measured in a better way, while disclosing specific details of unusual income and expenses.

Consequently, the definition of unusual transaction adopted by the EXOR Group differs from that provided in the Consob Communication of July 28, 2006, under which unusual and abnormal transactions are those which, because of their significance or importance, the nature of the parties involved, the object of the transaction or the methods of determining the transfer price or the timing of the event (close to the year-end), may give rise to doubts regarding the accuracy/completeness of the information in the financial statements, conflicts of interest, the safeguarding of an entity's assets or the protection of non-controlling interests.

For the statement of financial position, a mixed format has been selected to present current and non-current assets and liabilities, as permitted by IAS 1. In more detail, both companies carrying out industrial activities and those carrying out financial activities in the Fiat Group are consolidated in the EXOR Group's financial statements. The investment portfolios of financial services companies of the Fiat Group are included in current assets, as the investments will be realized in their normal operating cycle. The financial services companies of the Fiat Group, though, obtain funds only partially from the market: the remaining are obtained from Fiat S.p.A. through the Fiat Group's treasury companies (included in industrial companies), which lend funds both to industrial companies and to financial services companies as the need arises. This financial service structure within the Fiat Group means that any attempt to separate current and non-current debt in the consolidated statement of financial position cannot be meaningful, also at the EXOR level. Suitable disclosure of the due dates of liabilities is moreover provided in the notes.

The statement of cash flows is presented using the indirect method.

The other subsidiaries operating mainly in the services sector (Alpitour Group and C&W Group) as well as Juventus Football Club, EXOR and the other companies in the Holdings System have provided their data according to such formats for the consolidation reporting purposes of the EXOR Group.

In connection with the requirements of the Consob Resolution 15519 of July 27, 2006 as to the format of the financial statements, specific supplementary income statement, statement of financial position and statement of cash flows formats have been added for related party transactions so as not to compromise an overall reading of the statements.

Basis of consolidation

Subsidiaries

Subsidiaries are enterprises controlled by the Group, as defined in IAS 27 – *Consolidated and Separate Financial Statements*. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The financial statements of subsidiaries are combined in the consolidated financial statements from the date that control commences until the date that control ceases. Non-controlling interests in the net assets of consolidated subsidiaries and non-controlling interests in the profit or loss of consolidated subsidiaries are presented separately from the interests of the owners of the parent in the consolidated statement of financial position and income statement respectively. Losses applicable to non-controlling interests which exceed the minority's interests in the subsidiary's equity are allocated against the non-controlling interests.

Subsidiaries that are either dormant or generate a negligible volume of business, are not consolidated. Their impact on the Group's assets, liabilities, financial position and profit/(loss) attributable to the Owners of the Parent is immaterial.

The effects arising from the subscription of capital increases at different issue prices for different classes of stocks, as well as the increases/decreases in the interests held in subsidiaries, are recognized in equity.

Jointly controlled entities
Jointly controlled entities are enterprises over whose activities the Group has joint control, as defined in IAS 31 – *Interests in Joint Ventures*. The consolidated financial statements include the Group's share of the earnings of jointly controlled entities using the equity method from the date that joint control commences until the date that joint control ceases.

Associates
Associates are enterprises over which the Group has significant influence, but not control or joint control, over the financial and operating policies, as defined in IAS 28 – *Investments in Associates*. The consolidated financial statements include the Group's share of the earnings of associates using the equity method, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses of an associate, if any, exceeds the carrying amount of the associate in the Group's balance sheet, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred obligations in respect of the associate.

Investments in other companies
Investments in other companies that are available-for-sale financial assets are measured at fair value, when this can be reliably determined. Gains or losses arising from changes in fair value are recognized directly in other comprehensive income until the assets are sold or are impaired, when the cumulative gains and losses previously recognized in other comprehensive income are recognized in the income statement of the period.
Investments in other companies for which fair value is not available are stated at cost less any impairment losses.

Dividends received from these investments are included in other income (expense) from investments.

Transactions eliminated on consolidation
All significant intragroup balances and transactions and any unrealized gains and losses arising from intragroup transactions are eliminated in preparing the consolidated financial statements. Unrealized gains and losses arising from transactions with associates and jointly controlled entities are eliminated to the extent of the Group's interest in those entities.

Foreign currency transactions
Transactions in foreign currencies are recorded at the foreign exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the exchange rate prevailing at that date. Exchange differences arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period or in previous financial statements, are recognized in the income statement.

Consolidation of foreign entities
All assets and liabilities of foreign consolidated companies with a functional currency other than the Euro are translated using the exchange rates in effect at the balance sheet date. Income and expenses are translated at the average exchange rate for the period. Translation differences resulting from the application of this method are classified as equity until the disposal of the investment. Average rates of exchange are used to translate the cash flows of foreign subsidiaries in preparing the consolidated statement of cash flows.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are recorded in the relevant functional currency of the foreign entity and are translated using the period end exchange rate.

The principal exchange rates used in 2010 and 2009 to translate into Euro the financial statements prepared in currencies other than the Euro were as follows:

	Average 2010	At December 31, 2010	Average 2009	At December 31, 2009
U.S. dollar	**1.326**	**1.336**	1.395	1.441
Pound sterling	**0.858**	**0.861**	0.891	0.888
French franc	**1.380**	**1.250**	1.510	1.484
Polish zloty	**3.995**	**3.975**	4.328	4.105
Brazilian real	**2.331**	**2.218**	2.767	2.511
Argetine peso	**5.183**	**5.303**	5.201	5.473

In the context of IFRS First-time Adoption, the cumulative translation difference arising from the consolidation of foreign operations outside the Euro zone was set at nil, as permitted by IFRS 1; gains or losses on subsequent disposal of any foreign operation only include accumulated translation differences arising after January 1, 2004.

Business combinations

Business combinations are accounted for by applying the acquisition method. Under this method, the consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred and liabilities assumed by the Group and the equity interests issued in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value at that date, except for the following which are measured in accordance with the relevant standard:

- deferred tax assets and liabilities;
- assets and liabilities relating to employee benefit arrangements;
- liabilities or equity instruments relating to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree;
- assets (or disposal Groups) that are classified as held for sale.

Goodwill is measured as the excess of the aggregate of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interest is initially measured either at fair value or at the non-controlling interest’s proportionate share of the acquiree's identifiable net assets. The selection of the measurement method is made on a transaction-by-transaction basis.

Any contingent consideration arrangement in the business combination is measured at its acquisition-date fair value and included as part of the consideration transferred in the business combination in order to determine goodwill. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are recognized retrospectively, with corresponding adjustments to goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which may not exceed one year from the acquisition date) about facts and circumstances that existed as of the acquisition date.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Changes in the equity interest in the acquiree that have been recognized in Other comprehensive income in prior reporting periods are reclassified to profit or loss as if the interest had been disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete in the consolidated financial statements. Those provisional amounts are adjusted during the measurement period to reflect new information obtained about facts and circumstances that existed at the acquisition date which, if known, would have affected the amounts recognized at that date.

Business combinations that took place prior to January 1, 2010 were accounted for in accordance with the previous version of IFRS 3.

Date of reference

The investments are consolidated using the financial statements at December 31, the closing date of EXOR, which covers a 12-month period, or accounting data prepared as of the same date (when the closing date differs from that of EXOR), adjusted, where necessary, to conform with the accounting principles of the Group. The Alpitour Group, which fiscal year ends on October 31 of each year, is consolidated line-by-line on the basis of the consolidated financial statements ended on that date, since it is impossible to obtain the consolidated accounting data at December 31, on a timely basis without disproportionate expense. Between November 1 and December 31, 2009 and 2010, there were no significant transactions or events which would have required adjustments to the consolidated financial statements of the Alpitour Group. This treatment is allowed by IAS 27 – *Consolidated and Separate Financial Statements*.

Intangible assets

Goodwill

Goodwill arising on business combinations is initially measured at cost as established at the acquisition date, as defined in the paragraph “Business combinations”.
Goodwill, if any, relating to the non-controlling interests’ share of subsidiaries acquired under the previous version of IFRS 3 are eliminated.

Goodwill is not amortized, but is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

On disposal of part or whole of a business which was previously acquired and which gave rise to the recognition of goodwill, the remaining amount of the related goodwill is included in the determination of the gain or loss on disposal. In the event of the sale of non-controlling quotas, goodwill is not modified.

In the context of IFRS First-time Adoption, the Group elected not to apply IFRS 3 – *Business Combinations* retrospectively to the business combinations that occurred before January 1, 2004; as a consequence, goodwill arising on acquisitions before the date of transition to IFRS has been retained at the previous Italian GAAP amounts, subject to impairment testing at that date.

Development

Development costs for vehicle project production (cars, trucks, buses, agricultural and construction equipment, related components, engines, and production systems) are recognized as an asset if and only if both of the following conditions are met: that development costs can be measured reliably and that technical feasibility of the product, volumes and pricing support the view that the development expenditure will generate future economic benefits. Capitalized development costs include all direct and indirect costs that may be directly attributed to the development process.

Capitalized development costs are amortized on a systematic basis from the start of production of the related product over the product's estimated average life, as follows:

	No. of years
Cars	4-5
Trucks and Buses	8
Agricultural and Construction Equipment	5
Engines	8-10
Components and Production Systems	3-5

All other development costs are expensed as incurred.

Intangible assets with indefinite useful lives
Intangible assets with indefinite useful lives consist principally of acquired trademarks which have no legal, contractual, competitive, economic, or other factors that limit their useful lives. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually or more frequently whenever there is an indication that the asset may be impaired.

Players' registration rights
Players' registration rights are intangible assets with a finite useful life equal to the duration of the players' contracts signed with the players. The players' registration rights are recorded at cost discounted to present value, including any incidental expenses.
Players' registration rights are amortized on a straight-line basis over the term of the contracts between the company and each individual player. The original amortization plan can be extended following the early renewal of the contract, starting from the same season in which the contract is renewed. For youth players registered as "giovani di serie", amortization is taken over five years on a straight-line basis.
Players' registration rights are recognized on the date affixed by the National Professional League giving execution to the contracts for national transfers and the transfer date indicated by the Italian Soccer Federation for international transfers.
Players' registration rights also include "sharing receivables and payables ex. art 102-bis of the N.O.I.F. (Internal Organizational Rules issued by the Italian Soccer Federation – F.I.G.C.)".
Player sharing receivables represent the value of the simultaneous repurchase of 50% of the registration rights of the players sold. They are recognized at the adjusted cost and are not amortized as they are used by other companies. Player sharing receivables are written down when the estimated remaining useful life at the end of the sharing period is permanently below the amount recognized. Adjusted cost is the lower of the cost incurred originally under the legal form of agreement between the parties and the actual repurchase value.
Player sharing payables represent the value of the sale of 50% of the registration rights of the players sold. They are recognized at nominal value as a deduction from the value of the registration rights of the player sold to show the actual purchase value. As a result, the amortization of the players' registration rights sold relating to the player sharing agreement is calculated on that lower cost.
When there are indications of an impairment in the players' registration rights (for example, serious injury or significant losses from disposals made subsequent to the reporting date) an impairment loss is recorded for the remaining carrying amount.

Other intangible assets

Other purchased and internally-generated intangible assets are recognized as assets in accordance with IAS 38 – *Intangible Assets*, where it is probable that the use of the asset will generate future economic benefits and where the costs of the asset can be determined reliably.
Such assets are measured at purchase or manufacturing cost and amortized on a straight-line basis over their estimated useful lives, if these assets have finite useful lives.
Other intangible assets acquired as part of the acquisition of a business are capitalized separately from goodwill if their fair value can be measured reliably.

Property, plant and equipment

Cost

Property, plant and equipment are stated at acquisition or production cost and are not revalued.

Subsequent expenditures and the cost of replacing parts of an asset are capitalized only if they increase the future economic benefits embodied in that asset. All other expenditures are expensed as incurred. When such replacement costs are capitalized, the carrying amount of the parts that are replaced is recognized in the income statement.

Property, plant and equipment also include vehicles sold with a buy-back commitment, which are recognized according to the method described in the paragraph Revenue recognition if the buy-back commitment originates from the Trucks and Commercial Vehicles sector.

Assets held under finance leases, which provide the Group with substantially all the risks and rewards of ownership, are recognized as assets of the Group at their fair value or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the financial statement as a debt. The assets are depreciated by the method and at the rates indicated below.

Leases where the lessor retains substantially all the risks and rewards of ownership of the assets are classified as operating leases. Operating lease expenditures are expensed on a straight-line basis over the lease terms.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

	Fiat Group Depreciation rate		C&W Group Depreciation rate		Alpitour Group Depreciation rate		Juventus F.C. Depreciation rate		Holdings System Depreciation rate	
%	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum	Minimum	Maximum
Buildings	2.5%	10.0%			2.0%	10.0%	3.0%	10.0%		
Plant and machinery	5.0%	20.0%			10.0%	30.0%	10.0%	19.0%	3.0%	20.0%
Industrial and commercial equipment	15.0%	25.0%			7.5%	25.0%				
Other assets	10.0%	33.0%	14.0%	33.0%	5.0%	30.0%	12.0%	25.0%	12.0%	20.0%

Land is not depreciated.

Leased assets

Leased assets include vehicles leased to retail customers by the Group's leasing companies under operating lease arrangements. They are stated at cost and depreciated at annual rates of between 20% and 33%.
When such assets cease to be rented and become held for sale, the Group reclassifies their carrying amount to Inventories.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets (as defined under IAS 23 – *Borrowing Costs*), which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalized and amortized over the useful life of the class of assets to which they refer.
All other borrowing costs are expensed when incurred.

Impairment of assets

The Group reviews, at least annually, the recoverability of the carrying amount of intangible assets (including capitalized development costs) and property, plant and equipment, in order to determine whether there is any indication that those assets have suffered an impairment loss. If indications of impairment are present, the carrying amount of the asset is reduced to its recoverable amount. An intangible asset with an indefinite useful life is tested for impairment annually or more frequently, if there is an indication that the asset may be impaired.
Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount of an asset is the higher of fair value less disposal costs and its value in use. In assessing its value in use, the pre-tax estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized when the recoverable amount is lower than the carrying amount.

Where an impairment loss for assets other than goodwill subsequently no longer exists or has decreased, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but not in excess of the carrying amount that would have been recorded had no impairment loss been recognized. A reversal of an impairment loss is recognized in the income statement immediately.

Financial instruments

Presentation

Financial instruments held by the Group are presented in the financial statements as described in the following paragraphs.

Investments and other non-current financial assets comprise investments in unconsolidated companies and other non-current financial assets (held-to-maturity securities, non-current loans and receivables and other non-current available-for-sale financial assets).

Current financial assets, as defined in IAS 39, include trade receivables, receivables from financing activities (retail financing, dealer financing, lease financing and other current loans to third parties), current securities (stocks, credit instruments and other forms of liquid investments, derivative financial instruments for trading) and other current financial assets (which include derivative financial instruments stated at fair value as assets), as well as cash and cash equivalents.

In particular, cash and cash equivalents include cash at banks, units in liquidity funds and other money market securities that are readily convertible into cash and are subject to an insignificant risk of changes in value.

Current securities include short-term or marketable securities which represent temporary investments of available funds and do not satisfy the requirements for being classified as cash equivalents; current securities include both available-for-sale and held for trading securities.

Financial liabilities refer to debt, which includes asset-backed financing, and other financial liabilities (which include derivative financial instruments stated at fair value as liabilities), trade payables and other payables.

Measurement

Investments in unconsolidated companies classified as non-current financial assets are accounted for as described in the section Basis of consolidation.

Non-current financial assets other than investments, as well as current financial assets and financial liabilities, are accounted for in accordance with IAS 39 – *Financial Instruments: Recognition and Measurement*.
Bonds with mandatory conversion into stock are recognized by separating the bond component from the embedded derivative represented by the obligation to convert the bonds into the stock of the issuer at an established maturity date.
At initial recognition, the component represented by the bond is calculated by discounting the cash flows of the instrument to present value using the market rate of a non-convertible bond, recording the embedded derivative as the difference from the price paid.
Subsequently, the bond component is measured at amortized cost whereas the embedded derivative is measured at fair value with a corresponding entry to the income statement.
Current financial assets and held-to-maturity securities are recognized on the basis of the settlement date and, on initial recognition, are measured at acquisition cost, including transaction costs.

Subsequent to initial recognition, available-for-sale and held for trading financial assets are measured at fair value. When market prices are not available, the fair value of available-for-sale financial assets is measured using appropriate valuation techniques e.g. discounted cash flow analysis based on market information available at the balance sheet date.

Gains and losses on available-for-sale financial assets are recognized directly in other comprehensive income until the financial asset is disposed or is determined to be impaired; when the asset is disposed of, the cumulative gains or losses, including those previously recognized in other comprehensive income, are reclassified to the income statement for the period; when the asset is impaired, accumulated losses are recognized in the income statement. Gains and losses arising from changes in the fair value of held for trading financial instruments are included in the income statement for the period.

Loans and receivables which are not held by the Group for trading (loans and receivables originating in the course of business), held-to-maturity securities and all financial assets for which published price quotations in an active market are not available and whose fair value cannot be determined reliably, are measured, to the extent that they have a fixed term, at amortized cost, using the effective interest method. When the financial assets do not have a fixed term, they are measured at acquisition cost. Receivables with maturities of over one year which bear no interest or have an interest rate significantly lower than market rates are discounted using market rates.

Assessments are made regularly as to whether there is any objective evidence that a financial asset or Group of assets may be impaired. If any such evidence exists, an impairment loss is included in the income statement for the period.

Except for derivative instruments, financial liabilities are measured at amortized cost using the effective interest method.
Financial assets and liabilities hedged by derivative instruments are measured in accordance with hedge accounting principles applicable to fair value hedges.

Derivative financial instruments

Derivative financial instruments are used for hedging purposes, in order to reduce currency, interest rate and market price risks. In accordance with IAS 39, derivative financial instruments qualify for hedge accounting only when at the inception of the hedge there is formal designation and documentation of the hedging relationship, the hedge is expected to be highly effective, its effectiveness can be reliably measured and it is highly effective throughout the financial reporting periods for which it is designated.

All derivative financial instruments are measured in accordance with IAS 39 at fair value.
When derivative financial instruments qualify for hedge accounting, the following accounting treatment applies:

- *Fair value hedges* – Where a derivative financial instrument is designated as a hedge of the exposure to changes in fair value of a recognized asset or liability that is attributable to a particular risk and could affect the income statement, the gain or loss from remeasuring the hedging instrument at fair value is recognized in the income statement. The gain or loss on the hedged item attributable to the hedged risk adjusts the carrying amount of the hedged item and is recognized in the income statement.

- *Cash flow hedges* – Where a derivative financial instrument is designated as a hedge of the exposure to variability in future cash flows of a recognized asset or liability or a highly probable forecasted transaction and could affect the income statement, the effective portion of any gain or loss on the derivative financial instrument is recognized directly in other comprehensive income. The cumulative gain or loss is removed from other comprehensive income and recognized in the income statement at the same time as the economic effect arising from the hedged item affects income. The gain or loss associated with a hedge or part of a hedge that has become ineffective is recognized in the income statement immediately. When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss realized to the point of termination remains in other comprehensive income and is recognized in the income statement at the same time as the underlying transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealized gain or loss held in other comprehensive income is recognized in the income statement immediately.

- *Hedges of a net investment* – If a derivative financial instrument is designated as a hedging instrument for a net investment in a foreign operation, the effective portion of the gain or loss on the derivative financial instrument is recognized in other comprehensive income. The cumulative gain or loss is reclassified from other comprehensive income to profit or loss on the disposal of the foreign operation.

If hedge accounting cannot be applied, the gains or losses from the fair value measurement of derivative financial instruments are recognized immediately in the income statement.

Sales of receivables

The Group sells a significant part of its financial, trade and tax receivables through either securitization programs or factoring transactions.

A securitization transaction entails the sale of a portfolio of receivables to a securitization vehicle. This special purpose entity finances the purchase of the receivables by issuing asset-backed securities (i.e. securities whose repayment and interest flow depend upon the cash flow generated by the portfolio). Asset-backed securities are divided into classes according to their degree of seniority and rating: the most senior classes are placed with investors on the market; the junior class, whose repayment is subordinated to the senior classes, is normally subscribed for by the seller. The residual interest in the receivables retained by the seller is therefore limited to the junior securities it has subscribed for. In accordance with SIC 12 – Consolidation – Special Purpose Entities (SPE), all securitization vehicles are included in the scope of consolidation, because the subscription of the junior asset-backed securities by the seller entails its control in substance over the SPE.

Furthermore, factoring transactions may be with or without recourse to the seller; certain factoring agreements without recourse include deferred purchase price clauses (i.e. the payment of a minority portion of the purchase price is conditional upon the full collection of the receivables), require a first loss guarantee of the seller up to a limited amount or imply a continuing significant exposure to the receivables cash flow. These kinds of transactions do not meet IAS 39 requirements for asset derecognition, since the risks and rewards have not been substantially transferred.

Consequently, all receivables sold through both securitization and factoring transactions which do not meet IAS 39 derecognition requirements are recognized as such in the Group financial statements even though they have been legally sold; a corresponding financial liability is recorded in the consolidated statement of financial position as Asset-backed financing. Gains and losses relating to the sale of such assets are not recognized until the assets are removed from the Group statement of financial position.

Inventories
Inventories of raw materials, semifinished products and finished goods, (including assets leased out under operating leases and assets sold under a buy-back commitment that are held for sale) are stated at the lower of cost and net realizable value, cost being determined on a first in-first-out (FIFO) basis. The measurement of inventories includes the direct costs of materials, labor and indirect costs (variable and fixed). Provision is made for obsolete and slow-moving raw materials, finished goods, spare parts and other supplies based on their expected future use and realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs for sale and distribution.

The measurement of construction contracts is based on the stage of completion determined as the proportion that cost incurred to the balance sheet date bears to the estimated total contract cost. These items are presented net of progress billings received from customers. Any losses on such contracts are fully recorded in the income statement when they become known.

Assets and liabilities held for sale and Discontinued operations
Non-current assets and disposal Groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal Group) is available for immediate sale in its present condition.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal Groups classified as held for sale are measured at the lower of their carrying amounts and fair value less costs to sell.

Employee benefits

Pension plans
Employees of the Group participate in several defined benefit and/or defined contribution pension plans in accordance with local conditions and practices in the countries in which the Group operates.

The Group's obligation to fund defined benefit pension plans and the annual cost recognized in the income statement are determined on an actuarial basis using the projected unit credit method. Following the consolidation of the Fiat Group, the EXOR Group adopted the “corridor approach”, meaning that the portion of net cumulative actuarial gains and losses which exceeds the greater of 10% of the present value of the defined benefit obligation and 10% of the fair value of plan assets at the end of the previous year is amortized over the average remaining service lives of the employees. The effects of the adoption of the corridor approach on the EXOR Group are not significant. In the context of IFRS First-time Adoption, the Group elected to recognize all cumulative actuarial gains and losses that existed at January 1, 2004, even though it had decided to use the corridor approach for subsequent actuarial gains and losses.
The post-employment benefit obligation recognized in the statement of financial position represents the present value of the defined benefit obligation as adjusted for unrecognized actuarial gains and losses, arising from the application of the corridor method and unrecognized past service cost, reduced by the fair value of plan assets. Any net asset resulting from this calculation is recognized at the lower of its amount and the total of any cumulative unrecognized net actuarial losses and past service cost, and the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

If changes are made to a plan that alter the benefits due for past service or if a new plan is introduced regarding past service then past service costs are recognized in the income statement on a straight-line basis over the average period remaining until the benefits become vested. If a change is made to a plan that significantly reduces the number of employees who are members of the plan or that alters the conditions of the plan such that employees will no longer be entitled to the same benefits for a significant part of their future service, or if such benefits will be reduced, the profit or loss arising from such changes is immediately recognized in the income statement.

All other costs and income arising from the measurement of pension plan provisions are allocated to costs by function in the income statement, except for interest cost on unfunded defined benefit plans which is reported as part of financial expenses.
Costs arising from defined contribution plans are recognized as an expense in the income statement as incurred.

Post-employment plans other than pensions
The Group provides certain post-employment defined benefits, mainly health care plans. The method of accounting and the frequency of valuations are similar to those used for defined benefit pension plans.

The scheme underlying the employee leaving entitlements in Italy of the Italian Group companies (the TFR) was classified as a defined benefit plan until December 31, 2006. The legislation regarding this scheme and leading to this classification was amended by Law 296 of December 27, 2006 (the "2007 Finance Law") and subsequent decrees and regulations issued in the first part of 2007. In view of these changes, and with specific reference to those regarding companies with at least 50 employees, this scheme only continues to be classified as a defined benefit plan in the consolidated financial statements for those benefits accruing up to December 31, 2006 (and not yet settled by the balance sheet date), while after that date the scheme is classified as a defined contribution plan.

Equity compensation plans
Some companies of the Group provide additional benefits to certain members of senior management and employees through equity compensation plans (stock option plans and stock grants). In accordance with IFRS 2 – *Share-based Payment*, these plans represent a component of recipient remuneration. The compensation expense, corresponding to the fair value of the instruments at the grant date, is recognized in the income statement on a straight-line basis over the period from the grant date to the vesting date, with the offsetting credit recognized directly in equity. Any subsequent changes to fair value do not have any effect on the initial measurement.

In the event the plans require a monetary payment equal to the increase in the value of the shares or quotas of the related companies, the fair value of the liability of the plan is re-measured at each reporting date until its extinction and the change is recognized in the income statement.

Provisions

The Group records provisions when it has an obligation, legal or constructive, to a third party, when it is probable that an outflow of Group resources will be required to satisfy the obligation and when a reliable estimate of the amount can be made.

Changes in estimates are reflected in the income statement in the period in which the change occurs.

Treasury shares

The cost of any treasury stock purchased and/or held, also through subsidiaries, as a result of specific shareholder resolutions are recognized as a deduction from equity. Therefore, the reserve offsetting treasury stock in portfolio is not shown separately. The proceeds from any subsequent sale are recognized as movements in equity.

Revenue recognition

Fiat Group

Revenue is recognized if it is probable that the economic benefits associated with a transaction will flow to the Group and the revenue can be measured reliably. Revenues are stated net of discounts, allowances, settlement discounts and rebates, as well as costs for sales incentive programs, determined on the basis of historical costs, country by country, and charged against profit for the period in which the corresponding sales are recognized. The Group's sales incentive programs include the granting of retail financing at significant discount to market interest rates. The corresponding cost is recognized at the time of the initial sale.

Revenues from the sale of products are recognized when the risks and rewards of ownership of the goods are transferred to the customer, the sales price is agreed or determinable and receipt of payment can be assumed: this corresponds generally to the date when the vehicles are made available to non-group dealers, or the delivery date in the case of direct sales. New vehicle sales with a buy-back commitment are not recognized at the time of delivery but are accounted for as operating leases when it is probable that the vehicle will be bought back. More specifically, vehicles sold with a buy-back commitment are accounted for as assets in Inventories if the sale originates from the Fiat Group Automobiles business (agreements with normally a short-term buy-back commitment); and are accounted for in property, plant and equipment, if the sale originates from the Commercial Vehicles business (agreements with normally a long-term buy-back commitment). The difference between the carrying value (corresponding to the manufacturing cost) and the estimated resale value (net of refurbishing costs) at the end of the buy-back period is depreciated on a straight-line basis over the same period. The initial sale price received is recognized as an advance payment (liability). The difference between the initial sale price and the buy-back price is recognized as rental revenue on a straight-line basis over the term of the operating lease. Assets sold under a buy-back commitment that are initially recognized in property, plant and equipment are reclassified to Inventories at the end of the agreement term if they are held for sale. The proceeds from the sale of such assets are recognized as revenues.
Revenues from services and from construction contracts are recognized by reference to the stage of completion.

Revenues also include lease rentals and interest income from financial services companies.

C&W Group

C&W Group recognizes revenues rendered for the services lines including: Leasing, Capital Markets, Corporate Occupier and Investor Services, Valuation & Advisory and Corporate Real Estate Business Consulting Services.
Revenues under Leasing (real estate sales and leases) are recognized when executed and the amount can be measured reliably, unless significant material future contingencies exist, in which case they are recognized when the contingency is resolved.
Revenues of Capital Markets are recognized when the contract is closed.
Revenues of Corporate Occupier & Investor Solutions are recognized as the services are being rendered.
Revenues for Valuation & Advisory and Global Business Consulting activities are recognized when the service has been completed or as the services are being rendered.
The C&W Group recognizes certain reimbursements (primarily salaries and related charges) mainly related to the facilities and property management operations as revenue when the underlying reimbursable costs are incurred.

Alpitour Group

Sales of tourist packages, airplane transportation services and brokering revenues are recognized based on the clients' departure date.
Revenues for hotel services and services rendered in connection with the incoming sector are recognized in the income statement at the service performance date.
Premiums connected with reinsurance activities are recognized in the income statement on the client's departure date since the insurance coverage is strictly related to the travel package.

Juventus Football Club

Revenues from games, from radio and television rights and media revenues are recognized at the actual moment of the event (when the game is played). Revenues from season tickets are recognized when the tickets are paid even if payment is received at the end of the season preceding the season to which the tickets refer and are deferred on the accrual basis using the same principle (when the game is played).

Revenues from the performance of services (including sponsorships) are recognized on the basis of the stage of completion of the service or upon completion of the service.

Revenues are recorded net of returns, discounts and allowances.

Gains and losses from the sale of players' registration rights are recognized according to the date affixed by the National Professional League giving execution to the contracts for national transfers and the transfer date indicated by the Italian Soccer Federation for international transfers.

Gains from the sale of players' registration rights, in which 50% is simultaneously repurchased, are adjusted for 50% of their amount in order to recognize in the income statement the income accrued for the portion of the deferred rights actually transferred through the sale. The remaining amount of the gain, instead, will only be realized upon termination of the player-sharing agreement when the player leaves the company. If there is a loss on the sale of the players' right which precedes the signing of the player sharing contract, this loss, on the contrary, is not adjusted for IFRS purposes. This is due to the fact that the loss is comparable to the effect of an impairment test of the deferred right, under the assumption that the moment in time in which the right is disposed of represents the moment in which that loss arose.

Cost of sales

Fiat Group

Cost of sales comprises the manufacturing cost of products and the acquisition cost of purchased merchandise which have been sold. It includes all directly attributable material and production costs and all production overheads. These include the depreciation of property, plant and equipment and the amortization of intangible assets relating to production and writedowns of inventories. Cost of sales also includes freight and insurance costs relating to deliveries to dealers and agency fees in the case of direct sales.

Cost of sales also includes provisions made to cover the estimated cost of product warranties at the time of sale to dealer networks or to the end customer. Revenues from the sale of extended warranties and maintenance contracts are recognized over the period during which the service is provided.

Expenses which are directly attributable to the financial services businesses, including the interest expense related to the financing of financial services businesses as a whole and charges for risk provisions and writedowns, are reported in cost of sales.

C&W Group

Cost of sales includes expenses that are directly attributable to the generation of revenues. An example is employment costs for employees who perform the underlying services that ultimately generate revenues and reimbursed costs relating to managed properties.

Alpitour Group

The types of costs included in cost of sales by the Alpitour Group are divided by business sector:

- Tour Operating: ground service costs, flights and transportation and other costs connected with performing tourist services, commissions paid to travel agencies, personnel costs relating to the product, advertising and promotion strictly connected to promotional activities involving the product, printing and shipment of catalogs, provision relating to the technical reserve connected with reinsurance activities and travel vouchers and commercial exchange differences;
- Hotel: all the operating costs connected with hotel activities, personnel relating to management of the hotels and resorts, amortization of marketing rights, amortization and lease installments relating to hotel resorts, commercial exchange differences, local taxes and local taxes on structures;
- Aviation: airport services, landing and fly-over fees net of recoveries, fuel costs and catering services, maintenance costs and aircraft management, dry leases and wet leases, cost of personnel assigned to manage the aircraft, depreciation of aircraft, exchange differences and hedge effects on fuel and leases;

- Distribution: organized trip purchases, costs for the computer network, over-commissions, operating costs linked to the management of agencies, cost of agency personnel, travel agency lease payments and depreciation of owned travel agencies;
- Incoming: costs for hotel services, costs relating to excursions and tours, rent of means of transport and personnel costs.

Juventus Football Club
Cost of sales mainly includes the costs of registered personnel, amortization and writedowns of players' registration rights, operating and maintenance costs of sports facilities, as well as all the costs incurred for sports events.

Research and development costs
This item includes research costs, development costs not eligible for capitalization and the amortization of development costs recognized as assets in accordance with IAS 38.

Government grants
Government grants are recognized in the financial statements when there is reasonable assurance that the company concerned will comply with the conditions for receiving such grants and that the grants themselves will be received. Government grants are recognized as income over the periods necessary to match them with the related costs which they are intended to offset.
The benefit of a government loan at a below-market rate of interest is treated as a government grant. The benefit of the below-market rate of interest is measured as the difference between the initial carrying amount of the loan (fair value plus transaction costs) and the proceeds received, and is accounted for in accordance with the policies already used for the recognition of government grants.

Taxes
Income taxes include all taxes based upon the taxable profits of the Group. Taxes on income are recognized in the income statement except to the extent that they relate to items directly charged or credited to other comprehensive income, in which case the related income tax effect is recognized in other comprehensive income. Provisions for income taxes that could arise on the distribution of a subsidiary's undistributed profits are only made where there is a current intention to distribute such profits. Other taxes not based on income, such as property taxes and capital taxes, are included in operating expenses. Deferred taxes are provided using the full liability method. They are calculated on all temporary differences between the tax base of an asset or liability and the carrying amounts in the consolidated financial statements, except for those arising from non-tax-deductible goodwill and for those related to investments in subsidiaries where reversal will not take place in the foreseeable future. Deferred tax assets relating to the carry-forward of unused tax losses and tax credits, as well as those arising from temporary differences, are recognized to the extent that it is probable that future profits will be available against which they can be utilized. Current and deferred income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and where there is a legally enforceable right of offset. Deferred tax assets and liabilities are measured at the substantively enacted tax rates in the respective jurisdictions in which the Group operates that are expected to apply to taxable income in the periods in which temporary differences reverse or expire.

Dividends
Dividends payable by the Group are reported as a movement in equity in the period in which they are approved by shareholders in their annual general meeting.

Earnings per share
Basic earnings per share are calculated by dividing the profit/(loss) attributable to owners of the parent entity assignable to the various classes of shares by the weighted average number of shares outstanding during the year. For diluted earnings per share, the weighted average number of shares outstanding is adjusted assuming conversion of all dilutive potential shares.

Use of estimates

The preparation of financial statements and related disclosures that conform to IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically and the effects of any changes are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In this respect the situation caused by the profound economic and financial crisis which began in 2008 has led to the need to make assumptions regarding future performance which are characterized by significant uncertainty; as a consequence, therefore, it cannot be excluded that results may arise during the next year which differ from estimates, and which therefore might require adjustments, even significant, to be made to the carrying amount of the items in question, which at the present moment can clearly neither be estimated nor predicted. The main items affected by these situations of uncertainty are the allowances for doubtful accounts receivable and inventories, non-current assets (tangible and intangible assets), the residual values of vehicles leased out under operating lease arrangements or sold with buy-back clauses, pension funds and other post-employment benefits, and deferred tax assets.

The following are the critical judgments and the key assumptions concerning the future that the Group companies have made in the process of applying the Group accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Fiat Group - Allowance for doubtful accounts

The allowance for doubtful accounts reflects the estimate of losses inherent in the wholesale and retail credit portfolio. This allowance is based on the Group's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, dealer termination rates, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, this could lead to a further deterioration in the financial situation of the Group's debtors compared to that already taken into consideration in calculating the allowances recognized in the financial statements.

Fiat Group - Allowance for obsolete and slow-moving inventory

The allowance for obsolete and slow-moving inventory reflects the estimate of the loss in value expected by the Group, and has been determined on the basis of past experience and historical and expected future trends in the used vehicle market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used vehicle market compared to that already taken into consideration in calculating the allowances recognized in the financial statements.

Fiat Group - Recoverability of non-current assets (including goodwill)

Non-current assets include property, plant and equipment, intangible assets (including goodwill), investments and other financial assets. The Group reviews the carrying value of non-current assets held and used and that of assets to be disposed of when events and circumstances warrant such a review. This review is performed using estimates of future cash flows from the use or disposal of the asset and a suitable discount rate in order to calculate present value. If the carrying amount of a non-current asset is considered impaired, the Group records an impairment loss for the amount by which the carrying amount of the asset exceeds its estimated recoverable amount from use or disposal determined by reference to its most recent business forecasts.

In view of the present economic and financial situation, the Fiat Group has the following considerations in respect of its future prospects:

- In the current situation, when preparing figures for the consolidated financial statements for the year ended December 31, 2010 and more specifically when carrying out impairment testing of tangible and intangible assets, the various sectors of the Group have taken into account their performance for 2011 as forecast in the budgets of the post-demerger Fiat Group and the Fiat Industrial Group, with assumptions and results consistent with the statements made in the section Significant events subsequent to the year end and outlook. In addition, for subsequent years they have taken into account the forecasts and targets included in the Fiat Group's 2010-2014 Strategic Plan presented to the financial community on April 21, 2010. These forecasts did not indicate the need to recognize any significant impairment losses.
- In addition, should the assumptions underlying the forecast deteriorate further the following is noted:

  - The Group's tangible assets and intangible assets with a finite useful life (which essentially regard development costs) relate to models or products having a high technological content in line with the latest environmental laws and regulations, which consequently renders them competitive in the present economic situation, especially in the more mature economies in which particular attention is placed on the eco-sustainability of those types of products. As a result, therefore, despite the fact that the automotive sector is one of the markets most affected by the crisis in the immediate term, it is considered highly probable that the life cycle of these products can be lengthened to extend over the period of time involved in a slower economic recovery, in this way allowing the Group to achieve sufficient earnings flows to cover the investments, albeit over a longer timescale.
  - Around 61% of capitalized goodwill relates to the CNH business and around 27% to Ferrari. In the case of the goodwill relating to the CNH business (€1,794 million at December 31, 2010), detailed analyses using various methodologies were carried out to test its recoverability; the underlying considerations are described in Note 14. As concerns Ferrari, the exclusivity of the business, its historical profitability and its future earnings prospects indicate that the carrying amount will continue to be recoverable, even in the event of economic and market conditions which remain difficult.

Fiat Group - Residual values of assets leased out under operating lease arrangements or sold with a buy-back commitment

The Group reports assets rented to customers or leased to them under operating leases as tangible assets. Furthermore, new vehicle sales with a buy-back commitment are not recognized as sales at the time of delivery but are accounted for as operating leases if it is probable that the vehicle will be bought back. The Group recognizes income from such operating leases on a straight-line basis over the term of the lease. Depreciation expense for assets subject to operating leases is recognized on a straight-line basis over the lease term in amounts necessary to reduce the cost of an asset to its estimated residual value at the end of the lease term. The estimated residual value of leased assets is calculated at the lease inception date on the basis of published industry information and historical experience.

Realization of the residual values is dependent on the Group's future ability to market the assets under the then-prevailing market conditions. The Group continually evaluates whether events and circumstances have occurred which impact the estimated residual values of the assets on operating leases. More specifically the Group recognized further writedowns in 2009, in addition to those usually made on the basis of historical trends in residual values, to take account of the sudden deterioration in the used vehicle market over the final part of 2008 and throughout the whole of 2009. The used vehicle market was carefully monitored throughout 2010 to ensure that writedowns were properly determined. It cannot however be excluded that additional writedowns may be needed if market conditions should deteriorate even further.

Fiat Group - Sales allowances

At the later of the time of sale or the time an incentive is announced to dealers, the Group records the estimated impact of sales allowances in the form of dealer and customer incentives as a reduction of revenue. There may be numerous types of incentives available at any particular time. The determination of sales allowances requires estimates based on different factors.

Fiat Group - Product warranties
The Group makes provisions for estimated expenses related to product warranties at the time products are sold. These estimates are based on historical information on the nature, frequency and average cost of warranty claims. The Group seeks to improve vehicle quality and minimize warranty expenses arising from claims.

Fiat Group - Pension and other post-retirement benefits
Group companies sponsor pension and other post-retirement benefits in various countries. The Group's main defined benefit plans are to be found in the United Kingdom, Germany and Italy, as well as the United States, particularly in the CNH Group companies. Several statistical and judgmental factors are used that attempt to anticipate future events in calculating the expense, the liability and the assets related to these plans. These factors include assumptions about the discount rate, expected return on plan assets, rate of future compensation increases and health care cost trend rates. In addition, the Group's actuarial consultants also use subjective factors such as withdrawal and mortality rates in making relevant estimates. Regarding the discount rate, in 2010 yields of high quality corporate bonds were not subject to the same level of volatility as in 2008. It cannot be excluded, though, that future significant changes in the yields of corporate bonds may lead to effects on liabilities and unrecognized actuarial gains and losses, taking into account however any simultaneous changes in the returns of plan assets where these may exist.

Fiat Group - Realization of deferred tax assets
At December 31, 2010, the Group had deferred tax assets and theoretical tax benefits arising from tax loss carryforwards of €7,767 million, of which €2,855 million is not recognized in the financial statements. The corresponding totals at December 31, 2009 were €7,784 million and €3,307 million, respectively. These valuation allowances have been recorded to reduce deferred tax assets to the amount that it believes it is probable will be recovered. In making these adjustments, consideration has been given to figures from budgets and forecasts consistent with those used for impairment testing. Moreover, the adjustments that have been recognized are considered to be sufficient to protect against the risk of a further deterioration of the assumptions in these forecasts, taking account of the fact that the net deferred assets accordingly recognized relate to temporary differences and tax losses which, to a significant extent, may be recovered over a very long period, and are therefore consistent with a situation in which the time needed to exit from the crisis and for an economic recovery to occur extends beyond the term implicit in the above-mentioned estimates.

Fiat Group - Contingent liabilities
The Group is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, legal counsel and certain other experts are consulted on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

Holdings System and the other subsidiaries
The following are the critical judgments made in respect of the Holdings System and the other subsidiaries:
- the impairment test conducted by an independent expert on the investment in Banijay Holding and the embedded derivative relating to the Perfect Vision convertible bonds led to the recognition of a positive fair value reserve of €3 million and an impairment charge of €17 million, respectively;
- the other listed and unlisted investments accounted for at cost or at fair value that were assessed, also supported by an independent expert, gave no indications of impairment;
- the impairment test carried out on the goodwill of C&W Group did not indicate an impairment.

Accounting principles, amendments and interpretations adopted from January 1, 2010

The Group adopted the following standards, amendments and interpretations from January 1, 2010.

IFRS 3 (2008) – Business Combinations

In accordance with the transitional provision of the Standard the Group adopted IFRS 3 (revised in 2008) – *Business Combinations*, prospectively, to business combinations for which the acquisition date is on or after January 1, 2010. The main changes to IFRS 3 concern the accounting treatment of step acquisition, the possibility of measuring the non-controlling interests in a partial acquisition at fair value, the recognition of acquisition-related costs as period expenses and the recognition at the acquisition date of any contingent consideration included in the arrangements.

Step acquisitions of a subsidiary

In the case of step acquisitions IFRS 3 (2008) states that a business combination occurs only in respect of the transaction that gives one entity control of another. At that time, the identifiable net assets of the acquiree are measured at fair value and any non-controlling interest is measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets (a method already permitted under the previous version of IFRS 3).

An equity interest previously held in the acquiree and accounted for under IAS 39 – *Financial Instruments: Recognition and Measurement,* or under IAS 28 – *Investments in Associates*, or under IAS 31 – *Interests in Joint Ventures* is treated as if it were disposed of and acquired at fair value at the acquisition date. Accordingly, it is remeasured to its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. Moreover, any changes in the value of the equity interest that were previously recognized in Other comprehensive income are reclassified from equity to profit or loss as if they had been disposed of. Goodwill, or the gain from a bargain purchase, arising from the acquisition of control in a subsidiary is measured as the consideration transferred to obtain control, plus the amount of non-controlling interest (using either option), plus the fair value of previously held non-controlling equity interest, less the fair value of the identifiable net assets of the acquiree.

Under the previous version of the standard controlling interests achieved in stages were dealt with as a series of separate transactions with goodwill recognized as the sum of the goodwill arising on these transactions.

As described in the Scope of consolidation section below on June 30, 2010 the Fiat Group acquired the remaining 50% of the joint venture Fiat GM Powertrain Polska (an investment that had been accounted for in the Fiat Group's consolidated financial statements using proportionate consolidation), thereby obtaining 100% control. The Group accounted for this transaction as the step acquisition of a subsidiary.

Acquisition-related costs

Under IFRS 3 (2008) acquisition-related costs are recognized as an expense in the periods in which the costs are incurred. Under the previous version of the Standard, these costs were included in the acquisition cost of the net assets of the acquired entity. Applying this change to the acquisition of the remaining 50% interest in Fiat GM Powertrain Polska in 2010 led to the recognition of acquisition related costs whose amount is not significant.

Recognition of contingent consideration

Under IFRS 3 (2008) contingent consideration is recognized as part of the consideration transferred in exchange for the acquiree's net assets, measured at its acquisition date fair value. Similarly, where the purchase agreement includes a right to the return of previously-transferred consideration if specified conditions are met, that right to return is classified as an asset by the acquirer. Subsequent changes in this fair value are recognized as adjustments to the original accounting for the acquisition if they come from additional information obtained by the acquirer and occur within 12 months of the acquisition date. All other changes in the fair value of the contingent consideration are recognized in profit or loss.

Under the previous version of the Standard contingent consideration was recognized at the acquisition date only if payment was probable and it could be measured reliably. Any subsequent adjustments to contingent consideration were recognized against goodwill. No effects arose from this change in accounting standard as far as the acquisition of the remaining 50% of the joint venture Fiat GM Powertrain Polska in 2010 is concerned.

The above changes in accounting principles deriving from the adoption of IFRS 3 (2008) did not have significant accounting effects in the current year.

IAS 27 (2008) – Consolidated and Separate Financial Statements
The revisions to IAS 27 principally affect the accounting for transactions and events that result in a change in the Group's interest in its subsidiaries and the attribution of a subsidiary's losses to non-controlling interests. In accordance with the relevant transitional provisions, the Group adopted these changes to IAS 27 prospectively. The adoption of the revised standard has affected the accounting of certain increases and decreases in the Group's ownership interest in its subsidiaries.

IAS 27 (2008) specifies that once control has been obtained, further transactions whereby the parent entity acquires additional equity interests from non-controlling interests, or disposes of equity interests without losing control are transactions with owners and therefore shall be accounted for as equity transactions. It follows that the carrying amounts of the controlling and non-controlling interests must be adjusted to reflect the changes in their relative interests in the subsidiary and any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the parent. There is no consequential adjustment to the carrying amount of goodwill and no gain or loss is recognized in profit or loss. Costs associated with these transactions are recognized in equity in accordance with IAS 32 paragraph 35.

In prior years, in the absence of a specific principle or interpretation, if the Group purchased a non-controlling interest in a subsidiary that it already controlled and recognized any excess of the acquisition cost over the carrying amount of the assets and liabilities acquired as goodwill (the "Parent entity extension method"). If it disposed of a non-controlling interest without losing control, however, the Group recognized any difference between the carrying amount of assets and liabilities of the subsidiary and the consideration received in profit or loss.

In 2010, following the adoption of the above change, the Fiat Group recognized a reduction of €81 million directly in equity in relation to the exercising of the 5% call option on Ferrari S.p.A., as well as in respect of a series of minor acquisitions and sales of non-controlling interests in subsidiaries.

Standards, amendments and interpretations effective from January 1, 2010 but not applicable to the Group

The following amendments, improvements and interpretations have also been issued and are effective from January 1, 2010; these relate to matters that were not applicable to the Group at the date of these financial statements but which may affect the accounting for future transactions or arrangements:

- Improvement 2008 to IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations*.
- Amendments to IAS 28 – *Investments in Associates* and to IAS 31 – *Interests in Joint Ventures* consequential to the amendment to IAS 27.
- Improvements to IAS/IFRS (2009).
- Amendments to IFRS 2 – *Share based Payment*: Group Cash-settled Share-based Payment Transactions.

- IFRIC 17 – *Distributions of Non-cash Assets to Owners*.
- IFRIC 18 – *Transfers of Assets from Customers*.
- Amendment to IAS 39 – *Financial Instruments: Recognition and Measurement*: Eligible Hedged items.

Accounting principles, amendments and interpretations not yet applicable and not early adopted by the Group

On October 8, 2009, the IASB issued an amendment to IAS 32 – *Financial Instruments: Presentation*, Classification of Rights Issues in order to address the accounting for rights issues (rights, options or warrants) that are denominated in a currency other than the functional currency of the issuer. Previously such rights issues were accounted for as derivative liabilities. However, provided certain conditions are met, the amendment requires such rights issues to be classified as equity regardless of the currency in which the exercise price is denominated. The amendment is effective retrospectively from January 1, 2011; when applied this amendment is not expected to lead to significant effects on the Group's financial statements.

On November 4, 2009, the IASB issued a revised version of IAS 24 – *Related Party Disclosures* that simplifies the disclosure requirements for government-related entities and clarifies the definition of a related party. The revised standard is effective for annual periods beginning on or after January 1, 2011. Application of this amendment is not expected to have any significant effects on the measurement of items in the Group's financial statements.

On November 12, 2009, the IASB issued a new standard IFRS 9 – *Financial Instruments* that was amended on October 28, 2010. The new standard, having an effective date for mandatory adoption of January 1, 2013, represents the completion of the first part of a project to replace IAS 39 and introduces new requirements for the classification and measurement of financial assets and financial liabilities and for the derecognition of financial assets. The new standard uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the many different rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial assets. The most significant effect of the standard regarding the classification and measurement of financial liabilities relates to the accounting for changes in fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss. Under the new standard these changes are recognized in other comprehensive income and are not subsequently reclassified to the Income statement. The new standard had not yet been endorsed by the European Union at the date of these financial statements.

On November 26, 2009, the IASB issued a minor amendment to IFRIC 14 – *Prepayments of a Minimum Funding Requirement*. The amendment applies when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover those requirements. The amendment permits such an entity to treat the benefit of such an early payment as an asset. The amendment has an effective date for mandatory adoption of January 1, 2011. Application of this amendment is not expected to have any significant effects on the Group's financial statements.

On November 26, 2009, the IFRIC issued the interpretation IFRIC 19 – *Extinguishing Financial Liabilities with Equity Instruments* that provides guidance on how to account for the extinguishment of a financial liability by the issue of equity instruments. The interpretation clarifies that when an entity renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity instruments to settle the financial liability fully or partially, then the entity's equity instruments issued to a creditor are part of the consideration paid to extinguish the financial liability and are measured at their fair value. The difference between the carrying amount of the financial liability extinguished and the initial measurement amount of the equity instruments issued is included in profit or loss for the period. The interpretation has an effective date for mandatory adoption of January 1, 2011. Application of this interpretation is not expected to have any significant effects on the Group's financial statements.

On May 6, 2010, the IASB issued a set of amendments to IFRSs ("Improvements to IFRSs") that are applicable from January 1, 2011; set out below are those that will lead to changes in the presentation, recognition or measurement of financial statement items, excluding those that only regard changes in terminology or editorial changes having a limited accounting effect and those that affect standards or interpretations that are not applicable to the Group:

- IFRS 3 (2008) – *Business Combinations*: this amendment clarifies that the components of non-controlling interests that do not entitle their holders to a proportionate share of the entity's net assets must be measured at fair value or as required by the applicable accounting standards. For example, therefore, stock options granted to employees must be measured in accordance with the requirements of IFRS 2 in the case of a business combination, while the equity portion of a convertible debt instrument must be measured in accordance with IAS 32. In addition, the Board goes into further detail on the question of share-based payment plans that are replaced as part of a business combination by adding specific guidance to clarify the accounting treatment.

- IFRS 7 – *Financial Instruments: Disclosures*: this amendment emphasizes the interaction between the qualitative and quantitative disclosures required by the standard concerning the nature and extent of risks arising from financial instruments. This should assist users of financial statements to link related disclosures and hence form an overall picture of the nature and extent of risks arising from financial statements. In addition, the disclosure requirement concerning financial assets that are past due or impaired but whose terms have been renegotiated, and that relating to the fair value of collateral have been eliminated.

- IAS 1 – *Presentation of Financial Statements*: the amendment requires the reconciliation in the changes of each component of equity to be presented in the notes or in the primary statements.

- IAS 34 – *Interim Financial Reporting*: by using a series of examples certain clarifications are provided concerning the additional disclosures that must be presented in interim financial reports.

Application of these improvements is not expected to have any significant effects on the Group's financial statements.

On October 7, 2010, the IASB issued amendments to IFRS 7 – *Financial Instruments: Disclosures*. Entities are required to apply the amendments for annual periods beginning on or after July 1, 2011.The amendments will allow users of financial statements to improve their understanding of transfers of financial assets, including an understanding of the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of a transfer transaction is undertaken at the end of a reporting period. The amendments had not yet been endorsed by the European Union at the date of these financial statements.

On December 20, 2010, the IASB issued amendments to IFRS 1 – *First-time Adoption of International Financial Reporting Standards*. The first amendment replaces references to a fixed date of "January 1, 2004" with the date of transition to IFRSs. The second amendment provides guidance on how an entity should resume presenting financial statements in accordance with IFRSs after a period when the entity was unable to comply with IFRSs because its functional currency was subject to severe hyperinflation. These amendments are effective from July 1, 2011. The amendments had not yet been endorsed by the European Union at the date of these financial statements.

On December 20, 2010, the IASB issued amendments to IAS 12 – *Income Taxes* that require an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. As a result of the amendments, SIC-21 – *Income Taxes – Recovery of Revalued Non-Depreciable Assets* no longer applies. These amendments are effective from January 1, 2012. The amendments had not yet been endorsed by the European Union at the date of these financial statements.

CHANGES IN THE SCOPE OF CONSOLIDATION

As described in the preceding paragraph "Consolidation of the Fiat Group", to which reference should be made for additional information, starting from the year 2010, EXOR has consolidated the Fiat Group line-by-line. Additionally, it should be recalled that the previously-mentioned demerger of the Fiat Group, effective on January 1, 2011, is considered a "business combination involving entities under common control" and, as such, is outside the scope of application of IFRS 3 and IFRIC 17. Accordingly, in the 2011 consolidated financial statements for Fiat S.p.A. post-demerger and Fiat Industrial S.p.A., the opening positions for items in the statement of financial position will be equivalent to the carrying amounts reported in the consolidated financial statements of Fiat Group prior to demerger (as a whole), without generating any effect on the scope of consolidation at the level of the EXOR Group. Consequently, the amounts relating to the business to be transferred to Fiat Industrial published in the consolidated financial statements of Fiat S.p.A. as Discontinued operations as set out in IFRS 5 have been reclassified for purposes of presenting the Fiat Group as a whole in the 2010 EXOR consolidated financial statements (Fiat Group as a whole).

As for the **Alpitour Group, C&W Group** and the **Holdings System,** in 2010 there were no significant changes in the scope of consolidation.

With regard to the **Fiat Group,** in 2010 the following changes took place in the scope of consolidation:

- On February 1, 2010, the sale of Targa Rent S.r.l., a subsidiary of the Fiat Group Automobiles sector, was completed; this investment was already classified as assets held for sale at December 31, 2009.

- The equally held joint venture GAC Fiat Automobiles Co. Ltd. was formed in the first quarter of 2010 to manufacture engines and cars for the Chinese market.

- In the second quarter of 2010, the CNH sector acquired 50% of LLC CNH – KAMAZ Industry, an equally held joint venture set up to manufacture agricultural and construction machinery in the Russian Federation.

- In the second quarter of 2010, the Agricultural and Construction Equipment sector completed the sale of the investment in the joint venture LBX Company LLC.

- On June 30, 2010, the Fiat Group acquired the remaining 50% of the joint venture Fiat Powertrain Polska Sp. z.o.o. (ex Fiat GM Powertrain Polska), thereby obtaining 100% control. The 50% interest acquired was consolidated on a line-by-line basis effective January 1, 2010. The transaction resulted in the recognition of a gain on the aggregation of €10 million.

- Certain subsidiaries in the Components sector whose total assets and revenues are not material to the Group have been consolidated on a line-by-line basis during 2010.

- During the third quarter of 2010, the call option on the 5% of Ferrari S.p.A. share capital held by Mubadala Development Company PJSC was exercised.

- In the fourth quarter of 2010, the Fiat Group Automobiles sector acquired TCA Tecnologia en Componentes Automotivos SA, a company located in the Brazilian state of Pernambuco, measured at cost.

- During the fourth quarter of 2010, the Components sector incorporated the companies Magneti Marelli d.o.o. Kragujevac and Plastic Components and Modules Fuel Tanks S.p.A., both recognized at cost

1. Net revenues

Net revenues may be analyzed as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Sales of goods	51,755						51,755
Rendering of services:							
- Tourism			1,227			(4)	1,223
- Capital Market		141					141
- Corporate Occupier & Investor Services		202					202
- Valuation Advisory		117					117
- Global Consulting		14					14
- Commissions on leasing		582					582
- Other services	2,405				2	(2)	2,405
Interest income from customers and other financial income of financial services companies of the Fiat Group	950						950
Contract revenues	733						733
Rents on assets sold with a buy-back commitment	226						226
Rents on operating leases	150						150
Reimbursements of costs for property management services rendered by C&W Group on behalf of the clientele		271					271
Television and radio rights and media revenues				104			104
Sponsorships and advertising				44		(7)	37
Season tickets and ticket office sales				11			11
Other	39			24	3	(2)	64
Total Net revenues 2010	**56,258**	**1,327**	**1,227**	**183**	**5**	**(15)**	**58,985**
Sales of goods	45,958						45,958
Rendering of services:							
- Tourism			1,090			(4)	1,086
- Capital Market		97					97
- Corporate Occupier & Investor Services		190					190
- Valuation Advisory		111					111
- Global Consulting		8					8
- Commissions on leasing		461					461
- Other services	2,496				2		2,498
Interest income from customers and other financial income of financial services companies of the Fiat Group	918						918
Contract revenues	258						258
Rents on assets sold with a buy-back commitment	271						271
Rents on operating leases	167						167
Reimbursements of costs for property management services rendered by C&W Group on behalf of the clientele		245					245
Television and radio rights and media revenues				141			141
Sponsorships and advertising				46		(12)	34
Season tickets and ticket office sales				18			18
Other	34			25			59
Total Net revenues 2009	**50,102**	**1,112**	**1,090**	**230**	**2**	**(16)**	**52,520**
Change in amount	**6,156**	**215**	**137**	**(47)**	**3**	**1**	**6,465**
Change in percentage	**12.3%**	**19.3%**	**12.6%**	**-20.4%**	**n.s.**	**n.a.**	**12.3%**

2. Cost of sales

Cost of sales comprises the following:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Eliminations	Consolidated EXOR Group
Cost of sales	46,875	1,157	1,119	203	(1)	49,353
Interest cost and other financial expenses from financial services companies	863					863
Cost of sales 2010	**47,738**	**1,157**	**1,119**	**203**	**(1)**	**50,216**
Cost of sales	42,457	993	997	184	(1)	44,630
Interest cost and other financial expenses from financial services companies	804					804
Cost of sales 2009	**43,261**	**993**	**997**	**184**	**(1)**	**45,434**
Change in amount	**4,477**	**164**	**122**	**19**	**0**	**4,782**
Change in percentage	**10.3%**	**16.5%**	**12.2%**	**10.3%**	**n.a.**	**10.5%**

3. Selling, general and administrative costs

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations and adjustments	Consolidated EXOR Group
2010							
Selling, general and administrative costs	**4,742**	**126**	**79**	**31**	**45**	**(14)**	**5,009**
2009							
Selling, general and administrative costs	4,296	115	76	25	40	(15)	4,537
Change in amount	**446**	**11**	**3**	**6**	**5**	**1**	**472**
Change in percentage	**10.4%**	**9.6%**	**3.9%**	**24.0%**	**12.5%**	**n.a.**	**10.4%**

Fiat Group

Selling costs comprises mainly marketing, advertising, and sales personnel costs.
General and administrative costs comprise mainly expenses for administration which are not attributable to sales, production and research and development functions.

C&W Group

Selling costs comprises mainly advertising costs.
General and administrative costs comprise mainly expenses for administration which are not attributable to the sales functions.

Alpitour Group

Selling, general and administrative costs include principally personnel costs relating to staff functions, insurance, advertising and promotion, consulting and emoluments to boards.

Juventus FC
General and administrative expenses include mainly the expenses associated with non-registered personnel and general administrative expenses not attributable to the sales functions.

Holdings System
The general expenses of the Holdings System comprise mainly personnel, consulting and sundry services.

4. Research and development costs

In 2010, research and development costs are incurred entirely by the Fiat Group and equal to €1,431 million (€1,398 million in 2009). They comprise all the research and development costs not recognized as assets amounting to €654 million (€646 million in 2009), the writedown of costs previously capitalized of €42 million (€47 million in 2009) and the amortization of capitalized development costs of €735 million (€705 million in 2009). New expenditures for capitalized costs in 2010 incurred by the Fiat Group are €1,282 million (€1,046 million in 2009).

5. Other income (expense)

This item consists of income arising from trading operations which is not attributable to the sale of goods and services (such as royalties and other income from licenses and know-how), net of miscellaneous operating costs which cannot be allocated to specific functional areas, such as indirect taxes and duties, and charges for various provisions not attributable to other items of cost of sales or selling, general and administrative costs.

6. Gains (losses) on the disposal of investments

Gains (losses) on the disposal of investments refer to the Fiat Group and amount to €15 million in 2010 (€4 million in 2009). They mainly comprise the gain on the acquisition of the remaining 50% of the joint venture Fiat GM Powertrain Polska (€10 million) and the gains realized on the sale of the investment in the joint venture LBX Company LLC.

7. Restructuring costs

Restructuring costs amount to €178 million in 2010 and refer to the Fiat Group for €176 million and C&W Group for €2 million. In 2009, restructuring costs totaled €334 million and related to the Fiat Group for €312 million and C&W Group for €22 million.

8. Other unusual income (expense)

In 2010, net other unusual expense amount to €57 million (€462 million in 2009).
The breakdown by sector is as presented below.

Holdings System
In 2010, net other unusual expenses total €7 million and include principally legal expenses deriving from the cases relating to the press releases issued by IFIL and Giovanni Agnelli e C. on August 24, 2005 for €5 million (€3 million in 2009), as well as investment acquisition costs for €2 million.
In 2009, the net balance had also included the writedown of goodwill on the acquisition of C&W Group (€10 million) represented by the acquisition costs incurred by EXOR S.A..

C&W Group

In 2010, net other unusual expenses amount to €7 million ($9 million) and represent the minority shareholders' put option liability through profit and loss deriving from the "Minority Shareholders Agreement".

In 2009, net other unusual expenses were €55 million and included €44 million for the goodwill impairment charge on the acquisition of C&W Group and €11 million for other intangible asset impairments.

Alpitour Group

This item includes costs incurred by the Alpitour Group to implement the rationalization and reorganization plan aimed at reducing labor costs by €1 million (€2 million in 2009) as well as expenses for penalties paid by Alpitour as a result of its early withdrawal from rent contracts and for settlement of disputes for a total of €1 million (€1 million in 2009).

It also includes the charge to the provision for reinsurance claims set aside by the subsidiary Alpitour Reinsurance for the reinsurance of risks.

Juventus FC

Net other unusual expenses stand at €7 million as a result of the settlement agreement reached with the Regional Tax Revenue Office following access by the *Guardia di Finanza* which ended on July 23, 2009.

In 2009, the balance had included the writedown of €3 million on the video archives and €3 million of other income on the sale of the business segment relating to the commercial areas outside the new stadium to Ebano S.r.l., a company in the Nordiconad Group.

Fiat Group

Net other unusual expenses amount to €34 million in 2010. In 2009, the same item consisted of net expenses of €391 million which included the effects of writedowns of €104 million of certain investments in platforms and architectures made by the Automobiles business in relation to the strategic realignment with the Chrysler business, accessory costs of €41 million relating to the acquisition of the interest in Chrysler, other non-recurring charges and costs for the writedown of assets recognized by the Group as the result of the global economic crisis of which €173 million refers to the Iveco Sector.

9. Financial income (expense)

In addition to the items included in the specific lines of the income statement, Net financial income (expense) in 2010 and 2009 also includes the interest income from customers and other financial income of financial services companies included in net revenues for and interest cost and other financial expenses from financial services companies included in cost of sales.

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Interest income from banks	134				2		136
Interest income from securities	7	1			30		38
Commission income	1						1
Sundry interest income and other financial income	133	2		1	4	(3)	137
Total Interest income and other financial income	275	3		1	36	(3)	312
Interest income from customers and other financial income of financial services companies	950						950
Gains on disposals of securities	10				53		63
Gains on disposals of investments					1		1
Total Financial income	1,235	3		1	90	(3)	1,326
(Less) Interest income from customers and other financial income of financial services companies	(950)						(950)
Financial income 2010 excluding financial services companies	**285**	**3**		**1**	**90**	**(3)**	**376**
Interest expenses on bonds	814				49		863
Interest expenses from banks	305	13	1		2		321
Interest expenses on trade payables	7						7
Commission expenses	15						15
Interest cost and other financial expenses	566	3	1	2	8	(3)	577
Total Interest cost and other financial expenses	1,707	16	2	2	59	(3)	1,783
Writedowns of financial assets	310				17		327
Losses on disposal of securities	12				23		35
Financial expenses on employee benefits	125						125
Total Interest and other financial expenses	**2,154**	**16**	**2**	**2**	**99**	**(3)**	**2,270**
Net income (expenses) from derivative financial instruments and exchange differences	**101**			**(2)**	**20**		**119**
Total Financial expense	**2,053**	**16**	**2**	**4**	**79**	**(3)**	**2,151**
financial expenses of financial services companies	**(863)**						**(863)**
Financial expense 2010 excluding financial services companies	**1,190**	**16**	**2**	**4**	**79**	**(3)**	**1,288**
Net financial income (expense) 2010 excluding financial services companies	**(905)**	**(13)**	**(2)**	**(3)**	**11**	**0**	**(912)**

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated Exor Group
Interest income from banks	62			1	4		67
Interest income from securities	9		2		24		35
Commission income	1						1
Sundry interest income and other financial income	81	1		4	4	(2)	88
Total Interest income and other financial income	153	1	2	5	32	(2)	191
Interest income from customers and other financial income of financial services companies	918						918
Gains on disposals of securities	7				15		22
Total Financial income	1,078	1	2	5	47	(2)	1,131
(Less) Interest income from customers and other financial income of financial services companies	(918)						(918)
Financial income 2009 excluding financial services companies	**160**	**1**	**2**	**5**	**47**	**(2)**	**213**
Interest expenses on bonds	511				50		561
Interest expenses from banks	323	13	5		3		344
Interest expenses on trade payables	4						4
Commission expenses	19						19
Interest cost and other financial expenses	580	1		6	7	(6)	588
Total Interest cost and other financial expenses	1,437	14	5	6	60	(6)	1,516
Writedowns of financial assets	194				45		239
Losses on disposal of securities	12				9		21
Losses on disposals of investments					15		15
Financial expenses on employment benefits	160						160
Total Interest and other financial expenses	1,803	14	5	6	129	(6)	1,951
Net income (expenses) from derivative financial instruments and exchange differences	86				20		106
Total Financial expense	1,717	14	5	6	109	(6)	1,845
financial expenses of financial services companies	(804)						(804)
Financial expense 2009 excluding financial services companies	**913**	**14**	**5**	**6**	**109**	**(6)**	**1,041**
Net financial income (expense) 2009 excluding financial services companies	**(753)**	**(13)**	**(3)**	**(1)**	**(62)**	**4**	**(828)**

Financial income (expense) of the **Fiat Group** include net financial income of €111 million (€117 million in 2009) arising from the equity swaps on Fiat shares, relating to certain stock option plans.

Financial income (expense) of the **Holdings System** in 2010 include:

- the gain of €1 million realized on the sale of a 0.25% interest in Intesa Sanpaolo (in 2009 losses of €15 million on the sale of a 0.65% interest in Intesa Sanpaolo);
- the negative fair value change on the embedded derivative relating to the Perfect Vision bonds for €17 million (€36 million in 2009). In 2009, there was also a negative fair value change on bonds issued by DLMD for €9 million.

10. Result from investments

€ in millions	2010	2009	Change
Share of the profit/(loss) of companies accounted for using the equity method			
- Sequana Group	**9**	5	4
- Sundry Fiat Group companies	**190**	18	172
- Sundry C&W Group companies	**1**	0	1
Share of the profit/(loss) of companies accounted for using the equity method	**200**	23	177
Dividends from Companies in the Holdings System			
- SGS S.A.	**49**	38	11
- Intesa Sanpaolo	**1**	0	1
- Gruppo Banca Leonardo	**0**	2	(2)
Dividends from companies in the Holdings System	**50**	40	10
Dividends from investments	**8**	7	1
Other income from investments	**8**	3	5
Impairment reversals (losses)	**(24)**	3	(27)
Charges for risk provision on investments	**(6)**		(6)
Result from investments	**236**	76	160

The item impairment reversals (losses) includes the impairment charge of €9 million to align the carrying amount (€2.98 per share) of the remaining 10 million Intesa Sanpaolo shares to the stock trading price at December 30, 2010 (€2.042 per share). In fact, it was deemed that the share trading price, consistently below the original carrying amount, represented objective evidence of an impairment loss.

11. Income taxes

Income taxes recognized in the income statement consist of the following:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus	Holdings System	Consolidated EXOR Group
Current taxes:						
- IRAP	90		4	4		98
- Other taxes	739	13	4		7	763
Total Current taxes	**829**	**13**	**8**	**4**	**7**	**861**
Deferred taxes for the period:						
- IRAP	(21)					(21)
- Other taxes	(134)	(9)		1		(142)
Total Deferred taxes	**(155)**	**(9)**		**1**		**(163)**
Taxes relating to prior periods	**8**					8
Total Income taxes 2010	**682**	**4**	**8**	**5**	**7**	**706**
Current taxes:						
- IRAP	99		4	5		108
- Other taxes	545	10	2		6	563
Total Current taxes	**644**	**10**	**6**	**5**	**6**	**671**
Deferred taxes for the period:						
- IRAP	(33)					(33)
- Other taxes	(154)	(21)		8		(167)
Total Deferred taxes	**(187)**	**(21)**		**8**		**(200)**
Taxes relating to prior periods	**24**					**24**
Total Income taxes 2009	**481**	**(11)**	**6**	**13**	**6**	**495**

Overall, the increase in the charge for current and deferred taxes of the Fiat Group in 2010 with respect to 2009 is due mainly to an increase in the taxable profits of non-Italian companies, partially offset by the recognition of deferred tax assets of a non-recurring nature.

Taxes relating to prior periods include the cost arising from certain disputes with the tax authorities.

The reconciliation between the tax charges recorded in the consolidated financial statements and the theoretical tax charge, calculated on the basis of the theoretical tax rate in effect in Italy, is the following:

€ in millions	**2010**	2009
Theoretical income taxes	**351**	(138)
Tax effect of permanent differences	**2**	85
Taxes relating to prior years	**8**	24
Effect of difference between foreign tax rates and the theoretical Italian tax rate	**121**	40
Effect of deferred tax assets not recognized in prior years	**(64)**	0
Effect of deferred tax assets not recognized and write-off of deferred tax assets	**178**	434
Use of tax losses for which no deferred tax assets were recognized	**(21)**	(64)
Other differences	**54**	39
Current and deferred income tax recognized in the financial statements, excluding IRAP	**629**	420
IRAP (current and deferred)	**77**	75
Current and deferred income tax recognized in the financial statements	**706**	495

Since the IRAP tax has a taxable basis that is different from income before taxes, it generates distortions between one year and another. Accordingly, in order to render the reconciliation between income taxes recognized and theoretical income taxes more meaningful, IRAP tax is not taken into consideration; theoretical income taxes are determined by applying only the tax rate in effect in Italy (IRES equal to 27.5% in 2010 and 2009) to profit/(loss) before taxes.

Permanent differences in the above reconciliations include the tax effect of non-taxable income of €162 million in 2010 (€131 million in 2009) and of non-deductible costs of €164 million in 2010 (€216 million in 2009).

Reconciling items relating to deferred tax assets in 2010 gave rise to total tax expense of €93 million resulting from the decision not to recognize assets deriving from temporary differences and tax losses arising during the year of €178 million, partially offset by income deriving from the recognition of previously unrecognized deferred tax assets of €64 million and the effect of utilizing tax losses of €21 million for which deferred tax assets had not been recognized in previous years. In 2009, the effect was a negative €370 million.

Other differences in the above reconciliation include unrecoverable withholding tax of the Fiat Group of €89 million (€57 million in 2009).

Net deferred tax assets at December 31, 2010 consist of deferred tax assets, net of deferred tax liabilities, which have been offset where possible by the individual consolidated companies. The net balance of deferred tax assets and deferred tax liabilities may be analyzed as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Holdings System	Consolidated EXOR Group
Deferred tax assets	**2,889**	**4**	**9**		2,902
Deferred tax liabilities	**(187)**	**(67)**		**(1)**	(255)
Total 2010	**2,702**	**(63)**	**9**	**(1)**	**2,647**
Deferred tax assets	2,580		9		2,589
Deferred tax liabilities	(152)	(63)		(1)	(216)
Total 2009	**2,428**	**(63)**	**9**	**(1)**	**2,373**

The increase in net deferred tax assets, as analyzed in the following table, is mainly due to:

- the recognition of deferred tax assets of €164 million, arising from temporary differences and tax losses that arose during the year, net of the effect of recognizing or writing off deferred tax assets relating to prior years;
- the corresponding tax effect of items recorded directly in equity amounting to €7 million;
- positive exchange rate differences, change in the scope of consolidation and other changes amounting to €103 million.

Deferred tax assets, net of deferred tax liabilities may be analyzed by source as follows:

€ in millions	12/31/2009	Recognized in income statement	Charged to equity	Changes in the scope of consolidation	Translation differences and other changes	12/31/2010
Deferred tax assets arising from:						
- Taxed provisions	1,787	138		(1)	90	**2,014**
- Inventories	333	8			6	**347**
- Taxed allowances for doubtful accounts	207	23		1	16	**247**
- Provision for employee benefits	447	(38)	2		34	**445**
- Intangible assets	462	184				**646**
- writedowns of financial assets	159	9			2	**170**
- Measurement of derivative financial instruments	31		8		7	**46**
- Other	529	(56)	2	14	2	**491**
Total Deferred tax assets	3,955	268	12	14	157	**4,406**
Deferred tax liabilities arising from:						
- Accelerated depreciation	(527)	22		(6)	(28)	**(539)**
- Deferred tax on gains on disposal	(7)	(146)				**(153)**
- Capital investment grants	(6)	2				**(4)**
- Provision for employee benefits	(24)					**(24)**
- Capitalization of development costs	(910)	28		(3)	(20)	**(905)**
- Other	(710)	37	(5)	(13)	(30)	**(721)**
Total Deferred tax liabilities	(2,184)	(57)	(5)	(22)	(78)	**(2,346)**
Theoretical tax benefit arising from tax loss carryforwards	4,186	(514)		4	40	**3,716**
Adjustments for assets whose recoverability is not probable	(3,584)	467		15	(27)	**(3,129)**
Total Deferred tax assets, net of Deferred tax liabilities	2,373	164	7	11	92	**2,647**

The decision to recognize deferred tax assets is taken for each company by assessing critically whether the conditions exist for the future recoverability of such assets on the basis of updated strategic plans, accompanied by the related tax plans. For this reason, the total theoretical future tax benefits arising from deductible temporary differences (€4,406 million at December 31, 2010 and €3,955 million at December 31, 2009), and tax loss carryforwards (€3,716 million at December 31, 2010 and €4,186 million at December 31, 2009), have been reduced by €3,129 million at December 31, 2010 and by €3,584 million at December 31, 2009.

As concerns the Fiat Group, deferred tax assets net of deferred tax liabilities include tax benefits arising from unused tax losses of €1,315 million at December 31, 2010 (€1,259 million at December 31, 2009). At December 31, 2010, further tax benefits arising from unused tax losses of €2,124 million (€2,635 million at December 31, 2009) have not been recognized.

Deferred taxes have not been provided on the undistributed earnings of subsidiaries of the Fiat Group, since the Fiat Group and the Fiat Industrial Group are able to control the timing of the distribution of these reserves and it is probable that they will not be distributed in the foreseeable future.

The totals of deductible and taxable temporary differences and accumulated tax losses at December 31, 2010, together with the amounts for which deferred tax assets have not been recognized, analyzed by year of expiry, are as follows:

		Year of expiry					
€ in millions	**Total at 12/31/2010**	2011	2012	2013	2014	Beyond 2014	Unlimited / indeterminable
Temporary differences and tax losses relating to State taxation (IRES in the case of Italy)							
- Deductible temporary differences	**13,608**	4,004	1,551	1,575	1,436	5,041	1
- Taxable temporary differences	**(7,236)**	(1,687)	(1,131)	(1,063)	(841)	(2,435)	(79)
- Tax losses	**12,805**	1,417	484	240	399	2,316	7,949
- Temporary differences and tax losses for which deferred tax assets have not been recognized	**(10,632)**	(1,983)	(718)	(339)	(564)	(2,570)	(4,458)
Temporary differences and tax losses relating to State taxation	**8,545**	1,751	186	413	430	2,352	3,413
Temporary differences and tax losses relating to local taxation (IRAP in the case of Italy)							
- Deductible temporary differences	**6,748**	1,503	775	743	697	3,030	
- Taxable temporary differences	**(3,836)**	(829)	(635)	(627)	(381)	(1,364)	
- Tax losses	**1,042**	12	10	10	11	274	725
- Temporary differences and tax losses for which deferred tax assets have not been recognized	**(1,133)**	(88)	(21)	(9)	4	(408)	(611)
Temporary differences and tax losses relating to local taxation	**2,821**	598	129	117	331	1,532	114

12. Other information by nature

In 2010, the income statement includes personnel costs of €8,945 million (€7,969 million in 2009).

An analysis of the average number of employees by category is provided as follows:

	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Managers	2,243	1,983	51	11	14	4,302
White-collar	58,042	7,343	1,394	78	54	66,911
Blue-collar and hotel staff	136,438	2,285	1,372	5	1	140,101
Pilots and flight attendants			256			256
FIGC registered personnel (soccer players, coaches and other technical staff)				66		66
Average number of employees 2010	**196,723**	**11,611**	**3,073**	**160**	**69**	**211,636**
Managers	2,333	1,193	51	11	16	3,604
White-collar	57,805	10,003	1,363	71	56	69,298
Blue-collar and hotel staff	130,513	2,369	1,462	4	1	134,349
Pilots and flight attendants			289			289
FIGC registered personnel (soccer players, coaches and other technical staff)				61		61
Average number of employees 2009	190,651	13,565	3,165	147	73	207,601
Personnel costs included in income statement € in millions						
- 2010	**7,634**	**1,033**	**107**	**143**	**28**	**8,945**
- 2009	6,810	890	106	139	24	7,969

13. Earnings/(loss) per share

		2010	2009
Average number of ordinary shares outstanding	number	**157,016,246**	158,861,096
Average number of savings shares outstanding	number	**8,873,796**	9,058,702
Average number of preferred shares outstanding	number	**68,350,179**	70,641,243
Earnings/(loss) for the period attributable to Owners of the Parent	€ in millions	**137**	(389)
Earnings/(loss) attributable to ordinary shares	€ in millions	**89**	(263)
per ordinary share – basic	€	***0.57***	*(1.66)*
per ordinary share – diluted (a)	€	***0.56***	*(1.66)*
Earnings/(loss) attributable to savings shares	€ in millions	**6**	(12)
per savings share – basic	€	***0.64***	*(1.35)*
per savings share – diluted (a)	€	***0.64***	*(1.35)*
Earnings/(loss) attributable to preferred shares	€ in millions	**42**	(114)
per preferred share – basic	€	***0.62***	*(1.61)*
per preferred share – diluted (a)	€	***0.61***	*(1.61)*
Earnings/(loss) from continuing operations	€ in millions	**137**	(389)
Earnings/(loss) from continuing operations attributable to ordinary shares	€ in millions	**89**	(263)
per ordinary share – basic	€	***0.57***	*(1.66)*
per ordinary share – diluted (a)	€	***0.56***	*(1.66)*
Earnings/(loss) from continuing operations attributable to savings shares	€ in millions	**6**	(12)
per savings share – basic	€	***0.64***	*(1.35)*
per savings share – diluted (a)	€	***0.64***	*(1.35)*
Earnings/(loss) from continuing operations attributable to preferred shares	€ in millions	**42**	(114)
per preferred share – basic	€	***0.62***	*(1.61)*
per preferred share – diluted (a)	€	***0.61***	*(1.61)*

(a) In 2010, the earnings/(loss) attributable to Owners of the Parent was adjusted to take into account the dilutive effects of the theoretical exercise of the plan for stock options granted by subsidiaries and associates of the Group using their own equity instruments.

In 2009, this effect was not considered because it was anti-dilutive.

14. Intangible assets

An analysis of intangible assets, by sector, is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Adjustments	Consolidated EXOR Group
Goodwill	2,928	451	27		33	(84) (a)	3,355
Trademarks and other intangible assets with indefinite useful lives	177	191	4	16			388
Development costs externally acquired	1,400						1,400
Development costs internally generated	2,744						2,744
Patents, concessions and licenses externally	336	11	14				361
Other intangible assets externally acquired	320	87	11				418
Advances and intangible assets in progress externally acquired	12	17					29
Players' registration rights	0			100			100
Total net carrying amount of Intangible assets at 12/31/2010	**7,917**	**757**	**56**	**116**	**33**	**(84)**	**8,795**
Goodwill	2,776	415	27		33	(77) (a)	3,174
Trademarks and other intangible assets with indefinite useful lives	165	178	4	14			361
Development costs externally acquired	1,342						1,342
Development costs internally generated	2,251						2,251
Patents, concessions and licenses externally	359	15	16				390
Other intangible assets externally acquired	295	98	11				404
Advances and intangible assets in progress externally acquired	11	8					19
Players' registration rights	0			115			115
Total net carrying amount of Intangible assets at 12/31/2009	7,199	714	58	129	33	(77)	8,056

(a) Elimination of goodwill relating to the quota of C&W Group's Minority Shareholders.

Trademarks and other intangible assets with indefinite useful lives include the amount allocated on acquisition of C&W Group (March 2007) to the "Cushman & Wakefield" trademark, widely recognized by the market, for $255 million (€191 million at December 31, 2010). C&W Group intends to continuously renew the trademark since it is deemed to have an indefinite useful life because it is expected to contribute to cash flows indefinitely and, therefore, is not amortized but tested annually for impairment.

Other intangible assets include C&W Group's customer relationships (amortized over 14 years) and non-compete covenants (amortized over 12 years).

Patents, concessions and licenses externally acquired of the Alpitour Group include mainly the government concession rights for the use of the Maldivian islands (€11 million) amortizable over the duration of the government concessions, and also the commercial goodwill paid on the acquisition of 100% of the share capital of Lido Arenella in 2009.

Trademarks and other intangible assets with indefinite useful lives of Juventus Football Club comprise principally the economic utilization of the historical archives of the Juventus Football Club television images (Library). These are considered assets with indefinite useful lives since the historical library of television images is expected to support itself over time with the possibility of endless use.
The Juventus library is tested annually for impairment on the basis of estimated future cash flows from the commercial contracts for their exploitation.

In 2010 and 2009, the changes in the gross carrying amount of intangible assets were as follows:

€ in millions	12/31/2009	Additions	Disposals	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	12/31/2010
Goodwill	3,884					225	**4,109**
Trademarks and other intangible assets with indefinite useful lives	419	2				28	**449**
Development costs externally acquired	3,343	357	(19)			17	**3,698**
Development costs internally generated	4,504	926	(8)			111	**5,533**
Patents, concessions and licenses externally acquired	1,358	81	(4)	3		30	**1,468**
Other intangible assets externally acquired	1,080	88	(49)	3		58	**1,180**
Advances and intangible assets in progress externally acquired	39	20				(6)	**53**
Players' registration rights	252	51	(85)			0	**218**
Total gross carrying amount of Intangible assets	14,879	1,525	(165)	6		463	**16,708**

€ in millions	12/31/2008	Additions	Disposals	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	12/31/2009
Goodwill	3,997					(113)	3,884
Trademarks and other intangible assets with indefinite useful lives	430					(11)	419
Development costs externally acquired	2,990	307	(21)			67	3,343
Development costs internally generated	3,756	739	(40)			49	4,504
Patents, concessions and licenses externally acquired	1,263	84	(11)	(1)	(3)	26	1,358
Other intangible assets externally acquired	1,027	70	(16)	(2)		1	1,080
Advances and intangible assets in progress externally acquired	48	7				(16)	39
Players' registration rights	268	58	(74)			0	252
Total gross carrying amount of Intangible assets	13,779	1,265	(162)	(3)	(3)	3	14,879

In 2010 and in 2009, changes in accumulated amortization and impairment losses were as follows:

€ in millions	12/31/2009	Amortization	Impairment losses	Disposals	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	12/31/2010
Goodwill	710						44	**754**
Trademarks and other intangible assets with indefinite useful lives	58	1					2	**61**
Development costs externally acquired	2,001	301	10	(19)			5	**2,298**
Development costs internally generated	2,253	434	32	(5)			75	**2,789**
Patents, concessions and licenses externally acquired	968	129		(4)	1		13	**1,107**
Other intangible assets externally acquired	676	109	6	(49)			20	**762**
Advances and intangible assets in progress externally acquired	20		4					**24**
Players' registration rights	137	34		(53)				**118**
Total accumulated amortization and impairment of Intangible assets	6,823	1,008	52	(130)	1		159	**7,913**

€ in millions	12/31/2008	Amortization	Impairment losses	Disposals	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	12/31/2009
Goodwill	680		54				(24)	710
Trademarks and other intangible assets with indefinite useful lives	56		3				(1)	58
Development costs externally acquired	1,646	286	50				19	2,001
Development costs internally generated	1,771	419	64	(32)			31	2,253
Patents, concessions and licenses externally acquired	844	135		(6)	(1)	(3)		968
Other intangible assets externally acquired	587	96		(10)	(2)		5	676
Advances and intangible assets in progress externally acquired	10		10					20
Players' registration rights	175	31		(69)				137
Total accumulated amortization and impairment of Intangible assets	5,769	967	181	(117)	(3)	(3)	30	6,823

In 2010 and in 2009, changes in the net carrying amount of intangible assets were as follows:

€ in millions	12/31/2009	Additions	Disposals	Impairment losses	Amortization	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	**12/31/2010**
Goodwill	3,174							181	**3,355**
Trademarks and other intangible assets with indefinite useful lives	361	2			(1)			26	**388**
Development costs externally acquired	1,342	357		(10)	(301)			12	**1,400**
Development costs internally generated	2,251	926	(3)	(32)	(434)			36	**2,744**
Patents, concessions and licenses externally acquired	390	81			(129)	2		17	**361**
Other intangible assets externally acquired	404	88		(6)	(109)	3		38	**418**
Advances and intangible assets in progress externally acquired	19	20		(4)				(6)	**29**
Players' registration rights	115	51	(32)		(34)				**100**
Total net carrying amount of Intangible assets	8,056	1,525	(35)	(52)	(1,008)	5		304	**8,795**

(€ milioni)	12/31/2008	Additions	Disposals	Impairment losses	Amortization	Change in the scope of consolidation	Reclassified to/from Assets held for sale	Translation differences and other changes	12/31//2009
Goodwill	3,317			(54)				(89)	3,174
Trademarks and other intangible assets with indefinite useful lives	374			(3)				(10)	361
Development costs externally acquired	1,344	307	(21)	(50)	(286)			48	1,342
Development costs internally generated	1,985	739	(8)	(64)	(419)			18	2,251
Patents, concessions and licenses externally acquired	419	84	(5)		(135)			27	390
Other intangible assets externally acquired	440	70	(6)		(96)			(4)	404
Advances and intangible assets in progress externally acquired	38	7		(10)				(16)	19
Players' registration rights	93	58	(5)		(31)				115
Total net carrying amount of Intangible assets	8,010	1,265	(45)	(181)	(967)	0	0	(26)	8,056

Foreign exchange gains of €310 million in 2010 principally reflect the appreciation of the US dollar and the Brazilian real against the Euro. Foreign exchange gains of €9 million in 2009 principally reflect the appreciation of the Brazilian real against the Euro, partially offset by the depreciation of the US dollar against the Euro.

Goodwill, trademarks and intangible assets with indefinite useful lives

Goodwill is allocated to the EXOR Group's cash-generating units identified as each consolidated Group.
The following table presents the allocation of goodwill across the sectors. The following table shows this allocation:

€ in millions	**12/31/2010**	12/31/2009	Change
Agricultural and Construction Equipment	**1,794**	1,662	132
Ferrari	**786**	786	0
Production Systems (Comau)	**135**	125	10
Components	**121**	118	3
Trucks and Commercial Vehicles	**52**	56	(4)
Metallurgical Products	**18**	18	0
Fiat Group Automobiles	**18**	10	8
Fiat Powertrain	**2**	1	1
FPT Industrial	**2**		2
Fiat Group (as a whole)	**2,928**	2,776	152
C&W (goodwill on the acquisition of the C&W Group - Group's share)	**308**	285	23
Subsidiaries of C&W Group	**59**	53	6
C&W Group	**367**	338	29
Jumbo Turismo	**11**	11	0
Altamarea V&H Compagnia Alberghiera	**8**	8	0
Viaggidea	**6**	6	0
AW Events	**2**	2	0
Alpitour Group	**27**	27	0
Fiat shares purchased in 2006 from EXOR S.p.A.	**33**	33	0
Holdings System	**33**	33	0
Total Goodwill	**3,355**	3,174	181

Fiat Group
The recoverable amount of the cash-generating units to which goodwill and other intangible assets with an indefinite useful life have been allocated is determined on the basis of their value in use, defined as the discounted value of the expected future operating cash flows at a rate of return that incorporates the risks associated with the particular cash-generating units as of the valuation date. The discounted cash flows approach is dependent on several critical management assumptions, including estimates of future sales growth, gross margins, operating costs, terminal value growth rates, capital expenditures, changes in working capital requirements and the weighted average cost of capital (discount rate).

With reference to the Agricultural and Construction Equipment sector, the following should be noted. In particular, from 2006 to 2009, the Agricultural and Construction Equipment sector managed its business according to the trademark: Case IH and New Holland for agricultural equipment and Case and New Holland Construction for construction equipment, as well as Financial Services. In 2010, the sector began to manage its business according to Agricultural Equipment, Construction Equipment and Financial Services. CNH therefore identified three cash-generating units according to this new structure: Agricultural Equipment, Construction Equipment and Financial Services.

More in particular, for Ferrari, the cash-generating unit corresponds to the sector as a whole, while in Comau goodwill has been allocated to the System, Pico and Service businesses. In those sectors, the cash-generating unit recoverable amount is determined on the basis of their value in use defined as the discounted value of the expected future operating cash flows resulting from the estimates included in the 2010-2014 strategic plan of the sector, extrapolated for later years on the basis of medium- to long-term growth rates depending on the detailed nature of the operations and the extent to which they are differentiated and on the forecasts made by the individual sector to which the cash-generating units belong. These cash flows are then discounted using rates that take account of current market assessments of the time value of money and the specific risks inherent in individual cash-generating units.

The recoverable amount of the Ferrari and Comau cash-generating units and of the respective goodwill is the value in use and is determined on the basis of the following assumptions:

	2010		2009	
	Terminal value growth rate	**Discount rate before taxes**	Terminal value growth rate	Discount rate before taxes
Ferrari	**2%**	**8.3%**	2%	10.4%
Production Systems (Comau)	**2%**	**9.0%**	0%	9.0%

The recoverable amount of the cash-generating unit to which the Ferrari sector goodwill relates is significantly higher than its carrying amount; in addition, the exclusivity of the business, its historical profitability and its future earnings prospects indicate that this carrying amount will continue to be recoverable, even in the event of economic and market conditions which remain difficult.

In the Comau sector, the sensitivity analysis was carried out on the residual goodwill, which is mainly allocated to the Pico cash-generating unit, but no matters arose to indicate that this may be significantly impaired.

The results obtained for the other sectors of the Fiat Group as a whole and related sensitivity analyses also confirmed the absence of significant impairment losses.

The cash-generating units to which goodwill has been allocated consist of the following product lines:

€ in millions	**Amount allocated to goodwill at December 31, 2010**
Agricultural equipment	1,280
Construction equipment	419
Financial Services	95
Total	**1,794**

To determine the recoverable amount of these cash-generating units, the sector relied on discounted cash flows and, as a further method, on market multiples. In particular, the sector used the discounted cash flows approach as the primary approach for measuring the value in use of the Equipment Operations businesses while using the total asset market multiples approach as the primary approach for measuring the fair value of the Financial Services reporting unit.

Expected cash flows used under this method are developed in conjunction with the budgeting and forecasting process of the sector and represent the most likely amounts and timing of future cash flows based on the long range plan of CNH. The long range plan, which is updated annually and is reviewed by the senior management of CNH, includes, among other things, the expected benefits of planned manufacturing and product development actions as well as expectations regarding product pricing, market share and commodity costs, consistent with the assumptions reflected in the Fiat Group's 2010-2014 Strategic Plan. The sector uses eight years of expected cash flows as management believes that this period generally reflects the underlying market cycles for its businesses.
The discount rates used in the discounted cash flows approach are an estimate of the rate of return that a market participant would expect of each cash-generating unit. To select an appropriate rate for discounting the future earnings stream, a review was made of short-term interest rates and the yields of long-term corporate and government bonds, as well as the typical capital structure of companies in the industry. The discount rates used for each cash-generating unit were suitably increased to take account of the risk inherent in the cash flow projections, as well as the risk level that would be perceived by a market participant. Considering the above mentioned factors, the following discount rates before taxes as of December 31, 2010 were selected by CNH:

	2010	2009
Agricultural equipment	**17.0%**	20.8%-21.1%
Construction equipment	**17.4%**	19.2%

A terminal value is included at the end of the projection period used in the discounted cash flow analyses in order to reflect the remaining value that each cash-generating unit is expected to generate. The terminal value represents the present value in the last year of the projection period of all subsequent cash flows into perpetuity. The terminal value growth rate is a key assumption used in determining the terminal value as it represents the annual growth of all subsequent cash flows into perpetuity. The terminal value growth rate selected in 2010 and 2009 for the Agricultural equipment cash-generating unit was 1% and that selected for the Construction equipment cash-generating unit was 2%.

The total asset market multiples were utilized in determining the fair value of the Financial Services reporting unit under the market approach. CNH used the market approach as the primary approach to measure the fair value of the Financial Services reporting unit as it derives value based primarily on the assets under management. The market approach measures fair value based on prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Under this approach, CNH makes use of market price data of corporations whose stock is actively traded in a public, free and open market, either on an exchange or over-the counter basis. Although it is clear that no two companies are entirely alike, the corporations selected as guideline companies must be engaged in the same or similar line of business or be subject to similar financial and business risks, including the opportunity for growth.

Revenue and EBITDA market multiples were utilized in determining the fair value of the Equipment Operations cash-generating units as a secondary approach to further supporting the discounted cash flow approach. Because the market approach does not evaluate the CNH cash-generating units' projected cash flows, the sector believes the market approach enables verification of the implied multiples derived from the discounted cash flows approach using market benchmarks. CNH management identified comparable companies by reviewing all publicly traded companies operating in the CNH lines of business. The comparable companies used were determined based on an evaluation of all relevant factors, including whether the companies were subject to similar financial and business risks.

The fair values of each of the three cash-generating units calculated using the above methods in any case exceeded their carrying amounts and their values determined using the discounted cash flow method.

The results obtained for the Trucks and Commercial Vehicles sector and related sensitivity analyses also confirmed the absence of significant impairment losses.
Finally, the estimates and budget data to which the above mentioned parameters have been applied are those determined by Fiat Group management based on past performance and expectations of developments in the markets in which the Group operates. Estimating the recoverable amount of cash-generating units requires discretion and the use of estimates by management. The Group cannot guarantee that there will be no goodwill impairment in future periods. Circumstances and events, which could potentially cause further impairment losses, are constantly monitored by the Fiat Industrial Group.

C&W Group
Goodwill recognized on the acquisition of C&W Group is deemed representative of the aggregate of the expected future economic benefits from the investment and cannot be identified separately.
C&W Group tests goodwill and other intangible assets with indefinite useful lives annually for impairment on October 1 or whenever events or circumstances indicate that the asset may be impaired.

For the purpose of impairment testing, goodwill and trademarks with indefinite useful lives are allocated to the C&W Group's cash-generating units, which are identified as the geographic regions, since these represent the lowest level within C&W Group at which such assets are monitored for internal management purposes.

The aggregate carrying amounts of goodwill and trademarks at December 31, 2010 are as follows:

(in millions)	Goodwill (Group's share)		Trademarks		Total	
	$	€	$	€	$	€
United States	210.7	158	130.4	98	341.1	255
Canada	47.9	36	23.5	18	71.4	53
Latin America	21.2	16	10.0	7	31.2	23
EMEA	163.3	122	78.4	59	241.7	181
Asia	46.7	35	12.7	10	59.4	44
At December 31, 2010	**489.8**	**367**	**255.0**	**191**	**744.8**	**557**
United States	252.6	185	130.4	91	383.0	276
Canada	50.0	35	23.5	16	73.5	51
Latin America	21.3	15	10.0	7	31.3	22
EMEA	165.8	115	78.4	54	244.2	169
Asia	46.3	32	12.7	9	59.0	41
At December 31, 2009	**536.0**	**382**	**255.0**	**177**	**791.0**	**559**

The recoverable amount of a CGU to which goodwill and trademarks are allocated is the greater of its value in use and its fair value less costs to sell. The annual impairment assessment for all CGUs was based on the estimated fair value less costs to sell.
The estimated fair value less costs to sell for each of the cash-generating units was determined through independent appraisal using both the discounted cash flow and the market approach methods, which were weighted equally in determining the fair value less costs to sell for each of the CGUs.

The key assumptions used to determine the fair value less costs to sell represent C&W Group management's best assessment of future trends in the real estate industry and are based on both external sources and internal sources, including historical data.

Discounted Cash Flow Method

The fair value less costs to sell determined under the discounted cash flow method was weighted 50% in determining the final fair value less costs to sell for each of the CGUs. Under the discounted cash flow method, cash flows were projected for each of the CGUs based on their respective revenue and EBITDA assumptions, as outlined above, along with an estimate of a terminal year value, all of which was present-valued based on the discount rate assumption. In particular, 2010 revenue and EBITDA assumptions by C&W Group's management were based on the 2010 annual operating plan, while the 2011 – 2015 revenue and EBITDA assumptions were developed in connection with the Strategic Plan.

Market Approach Method

The fair value less costs to sell determined under the market approach was weighted 50% in determining the final fair value less costs to sell for each of the CGUs. Under the market approach, the multiple and EBITDA assumptions were used to calculate a fair value for each CGU for each of the years 2010, 2011 and 2012. The multiple assumptions in these calculations were derived from data publicly available relating to C&W Group's guideline companies, including information relating to their revenue and EBITDA historical performance as well as that expected in 2011 and in subsequent years.

The key assumptions to determine the estimated fair value less costs to sell for the 2010 annual impairment assessment, with both methods, are the following:

	USA	CANADA	SOUTH AMERICA	MEXICO	EUROPE	ASIA
Specific CGU assumptions						
Discount rate	15.0%	15.8%	17.0%	15.8%	13.3%	17.5%
CGU specific risk	3.5%	4.5%	2.5%	1.5%	3.0%	4.0%
Tax rate	40.0%	31.5%	31.7%	30.0%	21.3%	32.7%
Working capital %	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%
Long-term growth rate	3.0%	3.0%	4.0%	3.0%	3.0%	4.0%
Terminal value model (Fading growth model)	Fading	Fading	Fading	Fading	Fading	Fading
2011 EBITDA multiple	8.7x	11.9x	10.6x	7.2x	10.4x	10.0x
2012 EBITDA multiple	7.4x	8.6x	7.4x	7.2x	8.5x	8.0x
General assumptions						
Control premium	15.0%					
Consolidated tax rate	33.1%					
Equity risk premium	6.0%					
Cost to sell	1.0%					

The discount rates were established through the assessment of a number of inputs, including the expected return on equity, entity specific risk, country specific premiums, local cost of equity, the local statutory tax rate and debt to equity ratios. The CGU specific risk assumptions were determined after consideration of the execution risk of achieving the forecasted results for 2011 and beyond.

The tax rates represent the statutory tax rates in the respective tax jurisdictions. The working capital percentage reflects C&W Group's recent experience and is in line with market participant levels, while the long-term growth rates were based on the estimated long-term gross domestic product growth and inflation. The terminal value was estimated using a derivation of the fading growth model, which more appropriately measures value during the period over which earnings growth is estimated will reduce to the stable long-term growth rate.

The EBITDA multiples for 2011 and 2012 were determined through an assessment of comparable company multiples and taking into account local market differences. The control premium, equity risk premium and the cost to sell assumptions were all determined based on recent activity and trends in the market.

In addition to the key assumptions outlined above, C&W Group developed assumptions with respect to its expected future revenue and Adjusted EBITDA, Adjusted EBITDA margin and Adjusted EBITDA growth as follows:

CGU	2010	2011	2012	2013	2014	2015
United States						
Revenues	731.7	809.9	897.1	1,005.7	1,117.2	1,219.1
Adjusted EBITDA	62.6	67.0	82.1	111.0	139.6	162.9
Adjusted EBITDA margin	8.6%	8.3%	9.2%	11.0%	12.5%	13.4%
Adjusted EBITDA growth	n.a.	6.9%	22.6%	35.2%	25.7%	16.7%
Canada						
Revenues	69.9	74.8	80.2	86.1	93.2	101.1
Adjusted EBITDA	5.0	4.0	5.7	7.0	9.1	11.3
Adjusted EBITDA margin	7.1%	5.4%	7.1%	8.1%	9.7%	11.1%
Adjusted EBITDA growth	n.a.	-18.8%	42.4%	22.1%	29.6%	24.3%
South America						
Revenues	333.5	379.7	426.0	472.4	524.6	579.6
Adjusted EBITDA	50.6	48.5	58.9	71.8	85.2	96.9
Adjusted EBITDA margin	15.2%	12.8%	13.8%	15.2%	16.2%	16.7%
Adjusted EBITDA growth	n.a.	-4.2%	21.5%	21.8%	18.7%	13.8%
Mexico						
Revenues	78.4	89.5	101.7	112.9	122.0	131.4
Adjusted EBITDA	7.7	7.7	10.5	15.2	19.0	22.1
Adjusted EBITDA margin	9.8%	8.6%	10.3%	13.5%	15.5%	16.8%
Adjusted EBITDA growth	n.a.	-0.3%	37.4%	44.6%	24.6%	16.8%
Europe						
Revenues	11.3	13.8	14.7	15.7	16.9	18.0
Adjusted EBITDA	1.3	1.3	1.3	1.5	1.9	2.2
Adjusted EBITDA margin	11.6%	9.1%	8.5%	9.7%	11.0%	12.0%
Adjusted EBITDA growth	n.a.	-4.1%	0.1%	21.2%	21.8%	16.2%
Asia						
Revenues	85.6	102.9	125.8	149.6	172.8	199.9
Adjusted EBITDA	11.8	13.3	16.6	22.1	28.0	35.3
Adjusted EBITDA margin	13.8%	12.9%	13.2%	14.7%	16.2%	17.7%
Adjusted EBITDA growth	n.a.	12.3%	24.8%	32.9%	27.0%	26.1%

The resulting fair values and related carrying values of each of the CGUs as of the October 1, 2010 impairment assessment date were as follows:

$ in millions	USA	CANADA	SOUTH AMERICA	MEXICO	EUROPE	ASIA	TOTAL
At December 31, 2010							
Fair value less costs to sell	570.0	42.0	61.0	11.0	490.0	138.0	1,312.0
Book value of equity	361.8	30.1	44.2	7.4	305.0	87.3	835.8
Difference in $ millions	208.2	11.9	16.8	3.6	185.0	50.7	476.2
Difference in € millions	157.0	9.0	12.7	2.7	139.5	38.2	359.2
At December 31, 2009							
Fair value less costs to sell	350.0	33.0	44.0	13.0	425.0	97.0	962.0
Book value of equity	395.6	39.4	30.9	8.8	327.4	72.1	874.2
Difference in $ millions	(45.6)	(6.4)	13.1	4.2	97.6	24.9	87.8
Difference in € millions	(32.7)	(4.6)	9.4	3.0	70.0	17.8	62.9

At December 31, 2010, the fair value exceeds carrying value sufficiently; for this reason, C&W Group does not believe that it is reasonably possible that a change in a key assumption on which management has based its determination of the CGU's recoverable amount would cause impairment.

In 2009, the impairment test had indicated an impairment of the United States and Canadian CGUs for $45.6 million (€32.7 million) and $6.4 million (€4.6 million), respectively. Moreover, at June 30, 2009, the assessment made at that date had indicated an impairment for the United States CGU of $10 million (€7.5 million) and €10 million at the level of the EXOR Group, due to expenses incurred for the acquisition. Globally, the impairment charge recorded in 2009 by the EXOR Group amounted to €54 million.

Alpitour Group

The Alpitour Group tests property, plant and equipment, intangible assets, goodwill and marketing rights annually for impairment.

The aggregate carrying amount of the CGUs analyzed amounts to €121 million compared to €124 million in the prior year.

At October 31, 2010, the recoverable amount of each CGU exceeded the relative carrying amount so no impairment charges were recognized on any goodwill or other non-current assets.
The Alpitour Group developed a sensitivity analysis of the estimated recoverable amount using the discounted cash flow method. The Alpitour Group considers that the discount rate used for this method to discount the cash flows of the CGU is a key parameter in estimating fair value and has determined that assuming an increase of 150 basis points in such rate, also taking into account the estimated realizable value, the carrying amount of the CGUs would not be higher than their recoverable amount.

Development costs

The amortization and impairment losses of development costs are reported in the income statement as research and development costs and other unusual income (expense) in the income statement of the Fiat Group.

To test for impairment, the Group allocates the development costs to cash-generating units and assesses their recoverable amount together with the correlated tangible assets, determining the value in use with the discounted cash flow method.

15. Property, plant and equipment

Details are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Land	573		7	5 (a)	6	591
Owned industrial buildings	2,866		45	1	4	2,916
Industrial buildings leased under finance leases	56			17		73
Total Industrial buildings	2,922		45	18	4	2,989
Owned plant, machinery and equipment	7,082		9		1	7,092
Plant, machinery and equipment leased under finance leases	311			2		313
Total Plant, machinery and equipment	7,393		9	2	1	7,405
Assets sold with a buy-back commitment	871					871
Owned other tangible assets	558	37	50	1	1	647
Other tangible assets leased under finance leases	3					3
Total Other tangible assets	561	37	50	1	1	650
Advances and tangible assets in progress	1,137	1		77		1,215
Total net carrying amount of Property, plant and equipment at 12/31/2010	**13,457**	**38**	**111**	**103**	**12**	**13,721**
Land	603		7	5 (a)	6	621
Owned industrial buildings	2,746		47		4	2,797
Industrial buildings leased under finance leases	59			13		72
Total Industrial buildings	2,805		47	13	4	2,869
Owned plant, machinery and equipment	6,510		11		1	6,522
Plant, machinery and equipment leased under finance leases	236			2		238
Total Plant, machinery and equipment	6,746		11	2	1	6,760
Assets sold with a buy-back commitment	910					910
Owned other tangible assets	495	41	38	1	1	576
Other tangible assets leased under finance leases	9					9
Total Other tangible assets	504	41	38	1	1	585
Advances and tangible assets in progress	1,377	1	1	19		1,398
Total net carrying amount of Property, plant and equipment at 12/31/2009	**12,945**	**42**	**104**	**40**	**12**	**13,143**

(a) Under a finance lease.

In 2010 and 2009, changes in the gross carrying amount of Property, plant and equipment were as follows:

€ in millions	12/31/2009	Additions	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	12/31/2010
Land	630	2	(4)	0	14	0	(42)	**600**
Owned industrial buildings	5,373	98	(11)	14	161	0	188	**5,823**
Industrial buildings leased under finance leases	90	5	(1)	0	0	0	0	**94**
Total Industrial buildings	5,463	103	(12)	14	161	0	188	**5,917**
Owned plant, machinery and equipment	27,352	1,100	(552)	180	627	0	781	**29,488**
Plant, machinery and equipment leased under finance leases	359	107	0	0	1	0	17	**484**
Total Plant, machinery and equipment	27,711	1,207	(552)	180	628	0	798	**29,972**
Assets sold with a buy-back commitment	1,218	344	(139)	0	6	0	(262)	**1,167**
Owned other tangible assets	1,990	249	(201)	9	57	0	43	**2,147**
Other tangible assets leased under finance leases	14	1	(1)	0	0	0	(5)	**9**
Total Other tangible assets	2,004	250	(202)	9	57	0	38	**2,156**
Advances and tangible assets in progress	1,417	790	(14)	7	50	0	(1,017)	**1,233**
Total gross carrying amount of Property, plant and equipment	38,443	2,696	(923)	210	916	0	(297)	**41,045**

€ in millions	12/31/2008	Additions	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	12/31/2009
Land	613			5	9		3	630
Owned industrial buildings	4,962	146	(32)	19	146		132	5,373
Industrial buildings leased under finance leases	91		(1)	8			(8)	90
Total Industrial buildings	5,053	146	(33)	27	146		124	5,463
Owned plant, machinery and equipment	25,862	1,097	(678)	4	675		392	27,352
Plant, machinery and equipment leased under finance leases	334	38	(1)	(3)			(9)	359
Total Plant, machinery and equipment	26,196	1,135	(679)	1	675		383	27,711
Assets sold with a buy-back commitment	1,362	244	(153)		12		(247)	1,218
Owned other tangible assets	1,870	223	(185)		44		38	1,990
Other tangible assets leased under finance leases	8	6						14
Total Other tangible assets	1,878	229	(185)		44		38	2,004
Advances and tangible assets in progress	1,285	740	(9)		84		(683)	1,417
Total gross carrying amount of Property, plant and equipment	**36,387**	**2,494**	**(1,059)**	**33**	**970**		**(382)**	**38,443**

In 2010 and 2009, Changes in accumulated depreciation and impairment losses were as follows:

€ in millions	12/31/2009	Depreciation	Impairment losses	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	12/31/2010
Land	9		2	(2)		1		(1)	**9**
Owned industrial buildings	2,576	184	59	(9)	7	74		16	**2,907**
Industrial buildings leased under finance leases	18	3		(1)				1	**21**
Total Industrial buildings	2,594	187	59	(10)	7	74		17	**2,928**
Owned plant, machinery and equipment	20,830	1,551	73	(542)	92	400		(8)	**22,396**
Plant, machinery and equipment leased under finance leases	121	44				1		5	**171**
Total Plant, machinery and equipment	20,951	1,595	73	(542)	92	401		(3)	**22,567**
Assets sold with a buy-back commitment	308	131	26	(74)		2		(95)	**296**
Owned other tangible assets	1,414	156	4	(104)	(2)	34		(2)	**1,500**
Other tangible assets leased under finance leases	5	1							**6**
Total Other tangible assets	1,419	157	4	(104)	(2)	34		(2)	**1,506**
Advances and tangible assets in progress	19		4					(5)	**18**
Total accumulated depreciation and impairment of Property, plant and equipment	**25,300**	**2,070**	**168**	**(734)**	**97**	**512**	**0**	**(89)**	**27,324**

€ in millions	12/31/2008	Depreciation	Impairment losses	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	12/31/2009
Land	6			(1)		1		3	9
Owned industrial buildings	2,338	157	21	(22)	(4)	75		11	2,576
Industrial buildings leased under finance leases	19	3		(1)				(3)	18
Total Industrial buildings	2,357	160	21	(23)	(4)	75		8	2,594
Owned plant, machinery and equipment	19,581	1,446	126	(647)	(10)	462		(128)	20,830
Plant, machinery and equipment leased under finance leases	83	42		(1)	(3)				121
Total Plant, machinery and equipment	19,664	1,488	126	(648)	(13)	462		(128)	20,951
Assets sold with a buy-back commitment	300	135	31	(81)		4		(81)	308
Owned other tangible assets	1,327	150	8	(92)	(3)	29		(5)	1,414
Other tangible assets leased under finance leases	4	1							5
Total Other tangible assets	1,331	151	8	(92)	(3)	29		(5)	1,419
Advances and tangible assets in progress	17		16	(2)				(12)	19
Total accumulated depreciation and impairment of Property, plant and equipment	**23,675**	**1,934**	**202**	**(847)**	**(20)**	**571**	**0**	**(215)**	**25,300**

In 2010 and 2009, changes in the net carrying amount of Property, plant and equipment were as follows:

€ in millions	12/31/2009	Additions	Depreciation	Impairment losses	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	**12/31/2010**
Land	621	2		(2)	(2)		13		(41)	**591**
Owned industrial buildings	2,797	98	(184)	(59)	(2)	7	87		172	**2,916**
Industrial buildings leased under finance leases	72	5	(3)						(1)	**73**
Total Industrial buildings	2,869	103	(187)	(59)	(2)	7	87		171	**2,989**
Owned plant, machinery and equipment	6,522	1,100	(1,551)	(73)	(10)	88	227		789	**7,092**
Plant, machinery and equipment leased under finance leases	238	107	(44)						12	**313**
Total Plant, machinery and equipment	6,760	1,207	(1,595)	(73)	(10)	88	227		801	**7,405**
Assets sold with a buy-back commitment	910	344	(131)	(26)	(63)		4		(167)	**871**
Owned other tangible assets	576	249	(156)	(4)	(97)	11	23		45	**647**
Other tangible assets leased under finance leases	9	1	(1)		(1)				(5)	**3**
Total Other tangible assets	585	250	(157)	(4)	(98)	11	23		40	**650**
Advances and tangible assets in progress	1,398	790		(4)	(14)	7	50		(1,012)	**1,215**
Total net carrying amount of Property, plant and equipment	13,143	2,696	(2,070)	(168)	(189)	113	404	0	(208)	**13,721**

€ in millions	12/31/2008	Additions	Depreciation	Impairment losses	Disposals	Change in the scope of consolidation	Translation differences	Reclassified to/from Assets held for sale	Other changes	12/31/2009
Land	607				1	5	8			621
Owned industrial buildings	2,624	146	(157)	(21)	(10)	23	71		121	2,797
Industrial buildings leased under finance leases	72		(3)			8			(5)	72
Total Industrial buildings	2,696	146	(160)	(21)	(10)	31	71		116	2,869
Owned plant, machinery and equipment	6,281	1,097	(1,446)	(126)	(31)	14	213		520	6,522
Plant, machinery and equipment leased under finance leases	251	38	(42)						(9)	238
Total Plant, machinery and equipment	6,532	1,135	(1,488)	(126)	(31)	14	213		511	6,760
Assets sold with a buy-back commitment	1,062	244	(135)	(31)	(72)		8		(166)	910
Owned other tangible assets	543	223	(150)	(8)	(93)	3	15		43	576
Other tangible assets leased under finance leases	4	6	(1)							9
Total Other tangible assets	547	229	(151)	(8)	(93)	3	15		43	585
Advances and tangible assets in progress	1,268	740		(16)	(7)		84		(671)	1,398
Total net carrying amount of Property, plant and equipment	**12,712**	**2,494**	**(1,934)**	**(202)**	**(212)**	**53**	**399**	**0**	**(167)**	**13,143**

At December 31, 2010, the Group had contractual commitments for the purchase of property, plant and equipment amounting to €858 million (€666 million at December 31, 2009).

Additions of €2,696 million in 2010 relate for €2,604 million to the Fiat Group, for €20 million to the Alpitour Group, for €64 million to Juventus Football Club and for €8 million to the C&W Group.

During 2010, the Group reviewed the recoverable amount of certain buildings, plant, machinery and industrial equipment in order to take into consideration restructuring plans drawn up for certain businesses. This assessment led to the recognition of impairment losses for €168 million (€202 million in 2009). Such

impairment losses relate to the Fiat Group for €167 million, of which €101 million is recognized in trading profit/loss and €66 million in restructuring costs.
In 2010, the column other changes includes the reclassification of the prior year balances for advances and tangible assets in progress to the appropriate categories when the assets were effectively acquired and put into operation, as well as the reclassification to inventories of assets sold with a buy-back commitment and held-for-sale until the agreement expiry date amounting to €167 million in 2010 (€165 million in 2009).

In 2010, the column change in the scope of consolidation, showing an overall increase of €113 million, mainly reflects the line-by-line consolidation of the Fiat Powertrain Polska Sp. z.o.o. In 2009, the column change in the scope of consolidation, showing an overall increase of €53 million, mainly reflected the line-by-line consolidation of the entity Fiat Automobiles Serbia Doo Kragujevac.

In 2010, exchange gains of €404 million principally reflect the appreciation of the U.S. dollar, the Brazilian real and the Polish zloty against the Euro. In 2009, exchange gains of €399 million reflect the appreciation of the Brazilian real against the Euro, partially offset by the depreciation of the U.S. dollar and the Argentine peso against the Euro.

16. Investments and other financial assets

Details are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Investments accounted for using the equity method	2,144				231	2,375
Investments at fair value with changes directly in equity	17				1,698	1,715
Investments at cost	74				11	85
Total Investments	2,235				1,940	4,175
Non-current financial receivables	108	4	6	2	2	122
Other securities	47				334	381
Total Investments and other financial assets at 12/31/2010	**2,390**	**4**	**6**	**2**	**2,276**	**4,678**
Investments accounted for using the equity method	1,884				198	2,082
Investments at fair value with changes directly in equity	21				1,334	1,355
Investments at cost	76					76
Total Investments	1,981				1,532	3,513
Non-current financial receivables	138	3	2	1	1	145
Other securities	40				199	239
Total Investments and other financial assets at 12/31/2009	**2,159**	**3**	**2**	**1**	**1,732**	**3,897**

Investments

Changes in investments in 2010 are set out below:

€ in millions	12/31/2009	Revaluations (writedowns)	Fair value changes recognized in equity	Acquisitions and capitalizations	Change in the scope of consolidation	Translation differences	Disposals and other changes	**12/31/2010**
Investments in unconsolidated subsidiaries								
- FIAT Group	69	(6)		34	(5)	3	(11)	**84**
- Holdings System	0			10				**10**
	69	(6)		44	(5)	3	(11)	**94**
Investments in jointly-controlled entities								
- FIAT Group	1,431	176		98		51	(95)	**1,661**
	1,431	176		98		51	(95)	**1,661**
Investments in associates								
- FIAT Group	441	11				23	(12)	**463**
- Holdings System	198	9		10		13	2	**232**
	639	20		10		36	(10)	**695**
Investments in other companies								
- FIAT Group	40	(5)	(4)				(4)	**27**
- Holdings System	1,334	(9)	405	91		1	(124)	**1,698**
	1,374	(14)	401	91		1	(128)	**1,725**
Total Investments	3,513	176	401	243	(5)	91	(244)	**4,175**

Changes in investments in 2009 are set out below:

€ in millions	12/31/2008	Revaluations (writedowns)	Fair value changes recognized in equity	Acquisitions and capitalizations	Change in the scope of consolidation	Translation differences	Disposals and other changes	12/31/2009
Investments in unconsolidated subsidiaries								
- FIAT Group	57	1		11	2		(2)	69
	57	1		11	2		(2)	69
Investments in jointly-controlled entities								
- FIAT Group	1,377	67		51		(12)	(52)	1,431
	1,377	67		51		(12)	(52)	1,431
Investments in associates								
- FIAT Group	512	(46)		1		(9)	(17)	441
- C&W Group	0	(1)					1	0
- Alpitour Group	1				(1)			0
- Holdings System	190	5				17	(14)	198
	703	(42)		1	(1)	8	(30)	639
Investments in other companies								
- FIAT Group	38	(1)	3					40
- Holdings System	1,295	36	222	13		(1)	(231)	1,334
	1,333	35	225	13	0	(1)	(231)	1,374
Total Investments	**3,470**	**61**	**225**	**76**	**1**	**(5)**	**(315)**	**3,513**

Fiat Group

Revaluations and writedowns consist of the Group's share of the profit or loss for the year of investments accounted for using the equity method for €190 million (€18 million in 2009). In 2010 and in 2009, this item also includes impairment losses recognized during the period for investments accounted for using the cost method.

In 2010, the reduction of €5 million in the change in the scope of consolidation (€2 million in 2009) reflects the line-by-line consolidation of certain minor subsidiaries.

In 2010, acquisitions and capitalizations amount to €132 million (€63 million in 2009) of which €34 million (€48 million in 2009) relates to the capital increase made by the 50/50 jointly controlled entity Fiat India Automobiles Private Limited and €50 million relating to the capital increase made by the 50/50 jointly controlled entity GAC Fiat Automobiles C. Ltd.. The item also refers to the capitalizations of other, minor, companies.

The column Disposals and other changes, showing a reduction of €122 million, consists of a decrease of €94 million as the result of the distribution of dividends by companies accounted for using the equity method (of which €26 million received by FGA Capital), other minor decreases of €36 million, the positive changes of €5 million in the cash flow hedge reserve of Tofas Turk Otomobil Fabrikasi A.S. and of €3 million in the cash flow hedge reserve of FGA Capital.

In 2009, Disposals and other changes, showing a reduction of €71 million, consisted of a decrease of €53 million as the result of the distribution of dividends by companies accounted for using the equity method.

Holdings System
Revaluations and writedowns consist of the Group's share of the profit of Sequana, accounted for using the equity method, for €9 million (€5 million in 2009). This item also includes impairment losses of €9 million recognized to adjust the carrying amount on the remaining Intesa Sanpaolo shares to stock market prices at December 30, 2010.

Positive fair value adjustments recognized in equity total €405 million (€222 million in 2009) and include the fair value adjustment relating to the investments in SGS for €404 million and Banijay Holding for €3 million, as well the derecognition of the positive fair value relating to the investment in Intesa Sanpaolo for €2 million.

In 2010, acquisitions and capitalization amounting to €111 million (€13 million in 2009) include acquisitions of investments made by the subsidiary Exor S.A. Further details are provided in the details that follow.

In 2010, disposals and other changes, showing a reduction of €122 million (€245 million in 2009), consist mainly of the derecognition of the carrying amount of the interest in Intesa Sanpaolo sold for €96 million (€232 million in 2009) and the decrease deriving from the share of the reserves reimbursed by Gruppo Banca Leonardo to Exor S.A. for €27 million.

An analysis of investments is as follows:

Fiat Group

The item Investments in jointly controlled entities comprises the following:

€ in millions	12/31/ 2010 % of interest	12/31/ 2010 € in millions	12/31/2009 % of interest	12/31/2009 € in millions
FGA Capital S.p.A.	50.0	700	50.0	643
Tofas - Turk Otomobil Fabrikasi Tofas A.S.	37.9	304	37.9	241
Naveco (Nanjing Iveco Motor Co.) Ltd.	50.0	150	50.0	137
Société Européenne de Véhicules Légers du Nord-Sevelnord Société Anonyme	50.0	95	50.0	105
Società Europea Veicoli leggeri - Sevel S.p.A.	50.0	99	50.0	95
Turk Traktor Ve Ziraat Makineleri A.S.	37.5	79	37.5	49
GAC Fiat Automobiles Co. Ltd	50.0	50	-	-
SAIC Iveco Commercial Vehicle Investment Company Limited	50.0	45	50.0	43
Fiat India Automobiles Private Limited	50.0	42	50.0	21
New Holland HFT Japan Inc.	50.0	33	50.0	23
CNH de Mexico SA de CV	50.0	21	50.0	16
Transolver Finance Establecimiento Financiero de Credito S.A.	50.0	5	50.0	8
LBX Company LLC	-	-	50.0	16
Other		38		34
Total Investments in jointly-controlled entities		**1,661**		1,431

The item Investments in associates comprises the following:

€ in millions	Fiat Group (as a whole) % of interest	Fiat Group (as a whole) € in millions
Iveco Finance Holdings Limited	49.0	115
Rizzoli Corrlere della Sera MediaGroup S.p.A.	10.1	101
Kobelco Construction Machinery Co. Ltd.	20.0	124
CNH Capital Europe S.a.s.	49.9	66
Al-Ghazi Tractors Ltd.	43.2	22
Other		35
Total Investments in associates at 12/31/2010		**463**

€ in millions	Fiat Group (as a whole) % of interest	Fiat Group (as a whole) € in millions
Iveco Finance Holdings Limited	49.0	127
Rizzoli Corrlere della Sera MediaGroup S.p.A.	10.1	108
Kobelco Construction Machinery Co. Ltd.	20.0	88
CNH Capital Europe S.a.s.	49.9	63
Al-Ghazi Tractors Ltd.	43.2	17
Other		38
Total Investments in associates at 12/31/2009		**441**

Rizzoli Corriere della Sera MediaGroup S.p.A. is a listed company in which Fiat is one of the major shareholders, is represented on the board of directors and is a party to a shareholder agreement. As a result the company is classified as an associate. In order to account for this investment using the equity method in the consolidated financial statements of Fiat at December 31, 2010, reference was made to its most recent published financial statements being its Interim Management Statements at September 30, 2010, as those to be issued for 2010 will be published subsequent to the publication of the consolidated financial statements of the Fiat Group.

At December 31, 2010, the item investments, whose carrying amount is measured at fair value with changes recognized directly in Other comprehensive income, includes the investment in Assicurazioni Generali S.p.A. of €3 million (€3 million at December 31, 2009); the item includes also the investment of €14 million in Fin. Priv. S.r.l. (€18 million at December 31, 2009)

Investment in Chrysler

The original investment in Chrysler held by the Fiat Group continues to be carried at nil at December 31, 2010 as an investment in an associate accounted for using the equity method. Under paragraphs 29 and 30 of IAS 28, the Fiat Group is not required to recognize the share of any losses of the associate for as long as Chrysler remains an associate, that is, carried at nil in the financial statements as it has no obligation in respect of those losses. If Chrysler subsequently reports profits, the Fiat Group may only recognize these once its share of the profits equals the share of losses not recognized in prior periods.

For completeness, it is noted that having reached one of the predetermined so called Performance Events envisaged in the Chrysler-Fiat strategic alliance agreements, on January 10, 2011 Fiat received without consideration an additional interest of 5% in Chrysler, and therefore its total holding in Chrysler is currently equal to 25%. Further details about the Fiat Group's rights relating to the investment in Chrysler may be found in Note 30.

Holdings System

The investments of the Holdings System are as follows:

	12/31/2010		12/31/2009		
	% of interest	€ in millions	% of interest	€ in millions	Change
Investments accounted for using the equity method					
Sequana Group	**28.24**	**231**	26.65	198	33
Total Investments accounted for using the equity method		**231**		198	33
Investments measured at fair value with offsetting entry to equity					
- Intesa Sanpaolo S.p.A.	**0.08**	**20**	0.34	127	(107)
- SGS S.A.	**15.00**	**1,472**	15.00	1,068	404
- Gruppo Banca Leonardo S.p.A.	**14.57**	**87**	9.74	85	2
- Banijay Holding S.A.S.	**17.09**	**39**	17.08	34	5
- NoCo A LP	**2.00**	**19**	1.96	19	0
- Copacabana Prince Participaçoes S.A.	**1.62**	**15**	-	0	15
- BTG Investments LP	**-**	**4**	-	0	4
- The Economist Newspaper Ltd	**4.72**	**30**	0.20	1	29
- Other		**12**		0	12
Total Investments measured at fair value with offsetting entry to equity		**1,698**		1,334	364
Investments measured at cost					
Almacantar S.A.	**54.98**	**10**	-		10
Jardine Rothschild Asia Capital Ltd	**33.33**	**1**	-		1
Total Investments measured at cost		**11**			11
Non-current securities					
Securities measured at fair value with offsetting entry to equity					
- NoCo B LP		**48**		26	22
- Units of Immobiliare RHO Fund		**11**		10	1
- Other		**7**		3	4
Securities measured at fair value with offsetting entry to equity					
- DLMD bonds		**0**		6	(6)
Held-to-maturity securities at amortized cost					
- Perfect Vision Limited convertible bonds		**76**		67	9
- Other bonds		**192**		87	105
Total Securities		**334**		199	135
Non-current financial receivables		**2**		1	1
Investments and other financial assets of the Holdings System		**2,276**		**1,732**	**544**

Investments measured at fair value with offsetting entry to equity

At December 31, 2010, the changes were as follows:

The increase in the investment in **SGS** of €404 million is due to the fair value adjustment at December 30, 2010 based on the per share trading price of SGS stock at December 30, 2010 equal to CHF 1,569 (corresponding to €1,254.8 at the exchange rate of 1.2504).

The net increase in the investment in **Gruppo Banca Leonardo** is determined by the purchases of a further 12,627,769 ordinary shares (4.86% of share capital), with an investment of €30 million, and by the recognition of the reimbursement of reserves as a deduction from the carrying amount of the investment for €27 million.

The increase in the investment in **Banijay Holding** for €5 million comes from the subscription of new shares by Exor S.A. for an equivalent amount of €2 million and the positive fair value adjustment of €3 million.

At December 31, 2010, the reduction in the investment in **Intesa Sanpaolo** of €107 million is mainly due to the sale of 30 million shares (0.25% of ordinary capital stock) for net proceeds of €90 million and a net gain of €1 million. The derecognition of the carrying amount (-€95 million) of the interest sold includes the original purchase cost of €89 million and the cumulative positive fair value change of €6 million; the latter was recognized as a deduction from the statement of comprehensive income. The remaining stake has been aligned to the stock trading price at December 30, 2010 (€2.042 per share) generating a total impairment charge recognized in the income statement for €9 million.
In fact, it was deemed that the stock trading price, consistently below the original cost, represented objective evidence of an impairment loss.

At December 31, 2009, there were still call options sold on 40,000,000 Intesa Sanpaolo shares expiring in January and March 2010 at a strike price of €3 per share. At the established expiration date, 30,000,000 options were exercised with the consequent sale of the underlying shares, as described above. Therefore the premiums received, adjusted to fair value at December 31, 2009, were recognized as financial income (€5,042 thousand).
The remaining 10,000,000 options were not exercised and thus generated financial income of €2,721 thousand.

On December 6, 2010, Exor S.A. invested in **Copacabana Prince Participações** (€15 million) and **BTG Investments** (€4 million) as part of the agreement sealed between BTG Pactual and a consortium of leading international investors.

Investments measured at cost
The investment in **Almacantar** was acquired on April 28, 2010 by subscription to preferred shares and payment of the minimum allowed by law (25% of capital, equal to €2.5 million).

The **Jardine Rothschild** investment was acquired on September 30, 2010 as part of the agreement between Exor S.A., the Jardine Matheson Group and Rothschild.

Securities measured at fair value with offsetting entry to equity
The increase is due to the investments in **NoCo B** made in 2010, net of the relative reimbursements, for a total of €18 million and the positive fair value adjustment of €4 million.

The increase in the share of the **RHO Immobiliare Fund**, (€1 million) is due to the positive fair value adjustment certified by the Fund's own manager.

Held-to-maturity securities
Held-to-maturity securities include:
- **Perfect Vision Limited converting bonds**, subscribed in 2008 by Exor S.A., yielding a fixed 5% rate up to the established conversion date in 2013, which will deliver a quota of shares equal to 42.5% of the capital of Vision Investment Management Limited.
  At December 31, 2010, the share of capital, measured at amortized cost, is equal to €76 million, including interest capitalized from 2008 to 2010 of €9 million. The positive change of €9 million is determined by the capitalization of interest income for the year 2010 of €3 million and the gain on the exchange difference of about €6 million. The embedded derivative recorded in financial payables amounts to €51 million and the negative fair value adjustment of €17 million is recognized in the 2010 income statement;
- **bonds** issued by leading counterparts and quoted on active and open markets which the Holdings System intends, and is able to hold, until their natural reimbursement date as an investment of a part of its available cash so that it can receive a constant attractive flow of financial income.

Holdings System

The key consolidated data of the Sequana Group is as follows:

€ in millions	12/31/2010	12/31/2009
Total assets	**2,988**	2,875
Current and non-current liabilities	**2,174**	2,133
Revenues	**4,333**	4,088
Result	**32**	19
Of which EXOR's share	**9**	5
Net financial debt	**674**	651
Fair value of EXOR's share based on the trading price at the end of December	**163**	105

Goodwill included in the Sequana Group consolidated statements amounts to €643 million (€635 million at December 31, 2009). In 2010, no impairment charges were recognized (€4 million in 2009).

Listed investments

At December 31, 2010, the stock trading prices of investments in listed jointly controlled entities and listed associates of the Fiat Group are as follows:

€ in millions	Carrying amount 12/31/2010	Trading price 12/31/2010
Tofas - Turk Otomobil Fabrikasi Tofas A.S.	**304**	**728**
Rizzoli Corriere della Sera MediaGroup S.p.A.	**101**	**79**
Turk Traktor Ve Ziraat Makineleri A.S.	**79**	**227**
Al-Ghazi Tractors Ltd.	**22**	**37**
Total Listed investments	**506**	**1,071**

At December 31, 2010, the stock trading prices of listed investments of the Holdings System are as follows:

€ in millions	Carrying amount 12/31/2010	Trading price 12/31/2010
SGS S.A.	**1,472**	**1,472**
Sequana S.A.	**231**	**163**
Intesa Sanpaolo S.p.A.	**20**	**20**
Total Listed investments	**1,723**	**1,655**

17. Leased assets

The Fiat Group leases out assets, mainly their own products, as part of their financial services businesses of the sectors Trucks and Commercial Vehicles and the Agricultural and Construction Equipment.
This item changed as follows in 2010 and 2009:

€ in millions	12/31/2009	Additions	Depreciation	Translation differences	Disposals and other changes	12/31/2010
Gross carrying amount	632	291		55	(304)	**674**
Depreciation and impairment	(175)		(95)	(13)	101	**(182)**
Net carrying amount of Leased assets 2010	457	291	(95)	42	(203)	**492**

€ in millions	12/31/2008	Additions	Depreciation	Translation differences	Disposals and other changes	12/31/2009
Gross carrying amount	674	219		3	(264)	632
Depreciation and impairment	(169)		(91)		85	(175)
Net carrying amount of Leased assets 2009	**505**	**219**	**(91)**	**3**	**(179)**	**457**

At December 31, 2010, minimum lease payments from non-cancellable operating leases amount to €216 million (€178 million at December 31, 2009) and fall due as follows:

€ in millions	12/31/2010	12/31/2009
Within one year	**98**	83
Between one and five years	**116**	94
Beyond five years	**2**	1
Total Minimum lease payments	**216**	**178**

18. Inventories

€ in millions	12/31/2010	12/31/2009
Raw materials, supplies and finished goods	**8,198**	8,671
Gross amount due from customers for contract work	**147**	79
Total Inventories	**8,345**	**8,750**

There were no inventories pledged as security at December 31, 2010 and 2009.

At December 31, 2010, total Inventories amount to €8,345 million and mainly refer to the Fiat Group (€8,341 million).

Fiat Group

Assets sold with a buy-back commitment by Fiat Group Automobiles sector amount to €637 million at December 31, 2010 and assets which are no longer subject to operating lease arrangements or buy-back commitments and are held for sale by Trucks and Commercial Vehicles and Agricultural and Construction Equipment sectors amount to €159 million at December 31, 2010.

At December 31, 2010, Inventories include those measured at net realizable value (estimated selling price less the estimated costs of completion and the estimated costs necessary to make the sale) amounting to €2,698 million (€2,958 million at December 31, 2009), referring to the Fiat Group.

The amount of inventory writedowns recognized as an expense during 2010 is €489 million (€664 million in 2009). Amounts recognized as income from the reversal of writedowns on items sold during the year were not significant.

The majority of the amount due from customers for contract work relates to the Production Systems sector and can be analyzed as follows:

€ in millions	**12/31/2010**	12/31/2009
Aggregate amount of costs incurred and recognized profits (less recognized losses) to date	**1,245**	1,056
Less: Progress billings	**(1,203)**	(1,058)
Construction contracts, net of advances on contract work	**42**	**(2)**
Gross amount due from customers for contract work as an asset	**147**	79
Less: Gross amount due to customers for contract work as a liability included in Other current liabilities	**(105)**	(81)
Construction contracts, net of advances on contract work	**42**	**(2)**

At December 31, 2010 and 2009, the amount of retentions by customers on contract work in progress was not significant.

19. Current receivables and Other current assets

The composition of the caption is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Trade receivables	4,050	227	81	14		(2)	4,370
Receivables from financing activities	13,774						13,774
Other financial receivables	0				38	(31)	7
Current tax receivables	905	7	1		45		958
Other current assets:							
- Other current receivables	2,186	45	12	25	2	(1)	2,269
- Accrued income and prepaid expenses	276	22		8	1		307
	2,462	67	12	33	3	(1)	2,576
Total Current receivables and Other current assets at December 31, 2010	**21,191**	**301**	**94**	**47**	**86**	**(34)**	**21,685**
Trade receivables	3,649	199	79	32		(2)	3,957
Receivables from financing activities	12,695						12,695
Other financial receivables	0				34	(28)	6
Current tax receivables	674	4	2		45		725
Other current assets:							
- Other current receivables	2,529	40	12	21	1		2,603
- Accrued income and prepaid expenses	249	19		3	1		272
	2,778	59	12	24	2	0	2,875
Total Current receivables and Other current assets at December 31, 2009	**19,796**	**262**	**93**	**56**	**81**	**(30)**	**20,258**

The analysis by due date (excluding accrued income and prepaid expenses) at December 31, 2010 is the following:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Trade receivables							
- Due within one year	3,980	227	81	14		(2)	4,300
- Due between one and five years	70						70
- Due beyond five years	0						0
	4,050	227	81	14		(2)	4,370
Receivables from financing activities							
- Due within one year	8,744						8,744
- Due between one and five years	4,808						4,808
- Due beyond five years	222						222
	13,774						13,774
Other financial receivables							
- Due within one year	0				38	(31)	7
Current tax receivables							
- Due within one year	782	7	1				790
- Due between one and five years	38						38
- Due beyond five years	85				45		130
	905	7	1		45		958
Other current receivables							
- Due within one year	1,679	45	12	25	2	(1)	1,762
- Due between one and five years	476						476
- Due beyond five years	31						31
	2,186	45	12	25	2	(1)	2,269
Total current receivables							
- Due within one year	15,185	279	94	39	40	(34)	15,603
- Due between one and five years	5,392						5,392
- Due beyond five years	338				45		383
Total Current receivables at December 31, 2010	**20,915**	**279**	**94**	**39**	**85**	**(34)**	**21,378**

The analysis by due date (excluding accrued income and prepaid expenses) at December 31, 2009 was the following:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Trade receivables							
- Due within one year	3,573	199	79	32		(2)	3,881
- Due between one and five years	73						73
- Due beyond five years	3						3
	3,649	199	79	32		(2)	3,957
Receivables from financing activities							
- Due within one year	8,002						8,002
- Due between one and five years	4,428						4,428
- Due beyond five years	265						265
	12,695						12,695
Other financial receivables							
- Due within one year	0				34	(28)	6
Current tax receivables							
- Due within one year	540	4	2				546
- Due between one and five years	37						37
- Due beyond five years	97				45		142
	674	4	2		45		725
Other current receivables							
- Due within one year	1,480	40	12	21	1		1,554
- Due between one and five years	991						991
- Due beyond five years	58						58
	2,529	40	12	21	1		2,603
Total current receivables							
- Due within one year	13,595	243	93	53	35	(30)	13,989
- Due between one and five years	5,529						5,529
- Due beyond five years	423				45		468
Total Current receivables at December 31, 2009	**19,547**	**243**	**93**	**53**	**80**	**(30)**	**19,986**

At December 31, 2010, total current receivables include receivables sold and financed through both securitization and factoring transactions of €8,089 million (€6,588 million at December 31, 2009) by the Fiat Group which do not meet IAS 39 derecognition requirements. These receivables are recognized as such in the Group financial statements even though they have been legally sold; a corresponding financial liability is recorded in the consolidated statement of financial position as asset-backed financing (see Note 27).

Trade receivables

Trade receivables of the EXOR Group amount to €4,370 million at December 31, 2010. The total balance increased by €413 million compare to December 31, 2009.

Trade receivables are shown net of allowances for doubtful accounts of €499 million at December 31, 2010 (€561 million at December 31, 2009). Changes in these allowances, which are calculated on the basis of historical losses on receivables, are as follows in 2010:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Allowances for doubtful accounts at December 31, 2009	524	13	24			561
Provision	96	3	4	1		104
Use and other changes	(162)	(8)	(3)			(173)
Change in the scope of consolidation	7					7
Allowances for doubtful accounts at December 31, 2010	**465**	**8**	**25**	**1**		**499**

The carrying amount of trade receivables is considered to be in line with their fair value.

At December 31, 2010, trade receivables of €8 million of the Fiat Group were pledged as security for loans obtained (€14 million at December 31, 2009).

Receivables from financing activities of the Fiat Group

Receivables from financing activities include the following:

€ in millions	12/31/2010	12/31/2009
Retail financing	**6,950**	6,239
Finance leases	**1,055**	1,110
Dealer financing	**5,581**	5,108
Supplier financing	**48**	102
Current financial receivables from jointly controlled financial services entities	**12**	14
Financial receivables from companies under joint control, associates and unconsolidated subsidiaries	**49**	55
Other	**79**	67
Total Receivables from financing activities	**13,774**	**12,695**

Total receivables from financing activities of the Fiat Group increased by €1,079 million over the preceding year. Excluding translation exchange gains, arising mainly from the depreciation of the Euro against the U.S. dollar, the Australian dollar, the Canadian dollar and the Brazilian real, and writedowns, the item increased by €259 million due to the rise in volumes financed in Brazil, net of the gradual settlement of the loans disbursed in Brazil which fell under the scope of debt relief programs (see Note 33).

Receivables from jointly controlled financial services entities include financial receivables by the FGA Capital Group.

Receivables from financing activities of the Fiat Group are shown net of an allowance for doubtful accounts determined on the basis of specific insolvency risks. At December 31, 2010, the allowance amounts to €595 million (€450 million at December 31, 2009). Changes in the allowance accounts during the year are as follows:

€ in millions	12/31/2009	Provision	Use and other changes	12/31/2010
Retail financing	230	192	(91)	**331**
Finance leases	80	22	1	**103**
Dealer financing	90	52	(27)	**115**
Supplier financing	4		(2)	**2**
Other	46		(2)	**44**
Total allowance on Receivables from financing	**450**	**266**	**(121)**	**595**

Finance lease receivables mainly relate to vehicles of the Trucks and Commercial Vehicles and Agricultural and Construction Equipment sectors of the Fiat Group leased out under finance lease arrangements. The interest rate implicit in the lease is determined at the commencement of the lease for the whole lease term. The average interest rate implicit in total finance lease receivables varies depending on prevailing market interest rates.

The item may be analyzed as follows stated gross of an allowance of €103 million at December 31, 2010 (€80 million at December 31, 2009):

€ in millions	Due within one year	Due between one and five years	Due beyond five years	Total
Receivables for future minimum lease payments	540	674	100	1,314
Less: unrealized interest income	(54)	(82)	(20)	(156)
Present value of future minimum lease payments at December 31, 2010	**486**	**592**	**80**	**1,158**
Receivables for future minimum lease payments	560	731	76	1,367
Less: unrealized interest income	(61)	(104)	(12)	(177)
Present value of future minimum lease payments at December 31, 2009	**499**	**627**	**64**	**1,190**

No contingent rents were recognized as finance leases during 2010 or 2009 and unguaranteed residual values at December 31, 2010 and 2009 are not significant.

Receivables for dealer financing are typically generated by sales of vehicles and are generally managed under dealer network financing programs as a component of the portfolio of the financial services companies. These receivables are interest bearing, with the exception of an initial limited, non-interest bearing period. The contractual terms governing the relationships with the dealer networks vary from sector to sector and from country to country, although payment terms range from two to six months.

The fair value of receivables from financing activities at December 31, 2010 amounts to €13,959 million (€12,876 million at December 31, 2009). These fair values have been calculated using a discounted cash flow method based on the following discount rates, adjusted where necessary to take account of the specific insolvency risk of the underlying financial instrument.

in %	EUR	USD	GBP	CAD	AUD	BRL	PLN
Interest rate for six months	1.23	0.46	1.05	1.46	5.18	11.62	4.16
Interest rate for one year	1.51	0.78	1.51	1.78	5.20	12.04	4.43
Interest rate for five years	2.56	2.22	2.67	2.61	5.89	12.21	5.47

Other current assets

An analysis of other current assets is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Other tax receivables for VAT and other indirect taxes	1,239	1	5	3			1,248
Receivables from employees	66	10					76
Accrued income and prepaid expenses	276	22		8	1		307
Other	881	34	7	22	2	(1)	945
Total Other current assets 12/31/2010	**2,462**	**67**	**12**	**33**	**3**	**(1)**	**2,576**
Other tax receivables for VAT and other indirect taxes	1,595	3	4	1			1,603
Receivables from employees	67	9					76
Accrued income and prepaid expenses	249	19		3	1		272
Other	867	28	8	20	1		924
Total Other current assets 12/31/2009	**2,778**	**59**	**12**	**24**	**2**	**0**	**2,875**

At the balance sheet date, the carrying amount of other current assets is considered to be in line with fair value.

At December 31, 2010, other current assets of the Fiat Group also include an amount of €88 million (€593 million at December 31, 2009) due from the tax authorities relating to eco-incentives in Italy; the Group will be able to recover this balance by offsetting it against future payments due to the tax authorities.

At December 31, 2010, other current assets of the Alpitour Group include receivables from insurance companies of €3 million.

At December 31, 2010, other current assets of Juventus Football Club comprise receivables from soccer clubs from the sale of players.

20. Current investments and securities

The item consists mainly of short-term or marketable equity shares or bonds which represent temporary investments, but which do not satisfy all the requirements for being classified as cash equivalents. In particular:

€ in millions	Fiat Group (as a whole)	Alpitour Group	Holdings System	Consolidated EXOR Group
Equity shares held for trading	34		342	376
Bonds available for sale	62			62
Bonds and mutual funds held for trading	147	3	370	520
Total bonds and mutual funds	209	3	370	582
Investments and current securities at December 31, 2010	**243**	**3**	**712**	**958**
Equity shares held for trading	46		43	89
Held to maturity securities (amortized cost)	0		11	11
Bonds available for sale	53			53
Bonds and mutual funds held for trading	164	3	541	708
Total bonds and mutual funds	217	3	552	772
Investments and current securities at December 31, 2009	**263**	**3**	**595**	**861**

Current investments and securities include equity shares listed on major international markets, bonds issued by leading issuers and mutual funds. Such financial instruments, if held for trading, are measured at fair value, with recognition of the fair value in the income statement; if held to maturity, they are measured at amortized cost.

21. Other financial assets and Other financial liabilities

These items consist of derivative financial instruments measured at fair value at the balance sheet date. Specifically:

€ in millions	12/31/2010 Positive fair value	12/31/2010 Negative fair value	12/31/2009 Positive fair value	12/31/2009 Negative fair value
FIAT Group				
Fair value hedges				
Interest rate risk - Interest rate swaps	**235**	**(18)**	244	(51)
Interest rate and currency risk - Combined interest rate and currency swaps	**15**		59	
Total Fair value hedges	**250**	**(18)**	303	(51)
Cash flow hedges				
Currency risks - Forward contracts, Currency swaps and Currency options	**129**	**(191)**	140	(177)
Interest rate risk - Interest rate swaps	**60**	**(87)**	59	(101)
Interest rate and currency risk - Combined interest rate and currency swaps	**5**		31	
Other derivatives	**2**		6	
Total Cash flow hedges	**196**	**(278)**	236	(278)
Derivatives for trading	**158**	**(106)**	97	(135)
Total FIAT Group	**604**	**(402)**	636	(464)
C&W Group				
Fair value hedges				
Currency risks	**1**	**(2)**		(2)
Total C&W Group	**1**	**(2)**		(2)
Alpitour Group				
Cash flow hedges				
Currency risks - Forward contracts, Currency swaps and Currency options		**(1)**		(1)
Interest rate risk - Interest rate swaps		**(4)**		(3)
Alpitour Group		**(5)**		(4)
Holdings System				
Cash flow hedges				
Interest rate risk - Interest rate swaps				(5)
Derivatives for trading	**5**	**(60)**	4	(40)
Total Holdings System	**5**	**(60)**	4	(45)
Total Other financial assets (liabilities)	**610**	**(469)**	640	(515)

Fiat Group

The fair value of derivative financial instruments is determined by taking into consideration market parameters at the balance sheet date and using valuation techniques widely accepted in the financial business environment. In particular:

- the fair value of forward contracts and currency swaps is determined by taking the prevailing exchange rate and interest rates in the two currencies at the balance sheet date;

- the fair value of currency options is determined using valuation techniques based on the Black-Scholes model or binomial models and market parameters at the balance sheet date (in particular exchange rates, interest rates and volatility rates);

- the fair value of interest rate swaps and forward rate agreements is determined by using the discounted cash flow method;

- the fair value of derivative financial instruments acquired to hedge interest rate risk and currency risk is determined using the exchange rates prevailing at the balance sheet date and the discounted cash flow method;

- the fair value of equity swaps is determined using market prices at the balance sheet date;

- the fair value of derivatives hedging commodity price risk is determined by using the discounted cash flow method, taking the market parameters at the balance sheet date (and in particular the future price of the underlying and interest rates).

The overall increase in Other financial assets, from €636 million at December 31, 2009 to €604 million at December 31, 2010 and in Other financial liabilities from €464 million at December 31, 2009 to €402 million at December 31, 2010 is mostly due to changes in exchange rates and interest rates during the year, and to a positive fair value arising from the equity swaps on Fiat S.p.A. ordinary shares (€107 million).

As this item consists principally of hedging instruments, the change in their value is compensated by the change in the value of the hedged item.

Derivatives for trading consist principally of the following types:

- derivatives (mostly currency based derivatives) acquired to hedge receivables and payables subject to currency risk and/or interest rate risk which are not formally designated as hedges at Group level;

- derivatives relating to Fiat shares (equity swaps) which are described further below;

- an embedded derivative in a bond issue in which the yield is determined as a function of trends in the inflation rate and related hedging derivative, which converts the exposure to floating rate. The total value of the embedded derivative is offset by the value of the hedging derivative.

Holdings System
EXOR S.p.A. also assesses and manages its exposure to fluctuations in interest rates in accordance with its financial management policies and uses derivative financial instruments to fix some of the financing obtained at a pre-set interest rate. Specifically, only one type of derivative financial instrument, interest rate swap, has been used to manage fluctuations in interest rate risks on bank debt.

Alpitour Group
The Alpitour Group regularly assesses its exposure to various types of risks and manages these risks using traditional and derivative instruments in accordance with its management and control policy. This policy does not allow the use of derivatives for speculative reasons but they are used for the management of fluctuations in exchange rates, interest rates and fuel prices for hedging purposes.

The Alpitour Group, and particularly the aviation division, is subject to the risk of fluctuations in fuel prices largely in connection with international political stability and other external factors. Since fuel is a primary factor in air transport, price fluctuations could have a significant impact on the Group's margin and, consequently, the exposure to fuel price risk is hedged by commodity swaps and zero cost collars.
The exposure to exchange rate risks on commercial transactions in foreign currencies is mainly hedged by forward and knock-in forward contracts.
The exposure to interest rate risks on medium- and long-term loans is mainly hedged by interest rate swaps and zero cost collars.

At December 31, 2010 and 2009, the notional amount of outstanding derivative financial instruments is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Currency risk management	12,561	103	23	0	0	12,687
Interest rate risk management	12,540	0	55	114	25	12,734
Interest rate and currency risk management	1,005	0	0	0	0	1,005
Other derivative financial instruments	232	0	0	0	76	308
Total notional amount at December 31, 2010	**26,338**	**103**	**78**	**114**	**101**	**26,734**
Currency risk management	9,189	82	25	0	0	9,296
Interest rate risk management	13,368	0	67	15	150	13,600
Interest rate and currency risk management	933	0	0	0	0	933
Other derivative financial instruments	244	0	0	0	67	311
Total notional amount at December 31, 2009	**23,734**	**82**	**92**	**15**	**217**	**24,140**

Fiat Group

At December 31, 2010, the notional amount of other derivative instruments consists of:

- For €204 million (€204 million at December 31, 2009), the notional amount of the two equity swaps, renewed in 2010 and expiring in 2011, arranged to hedge the risk of an increase in the Fiat share price above the exercise price of the stock options granted to the chief executive officer in 2004 and 2006 (see Note 24). At December 31, 2010, the equity swaps have a total positive fair value of €115 million (a positive fair value of €8 million at December 31, 2009). Although these equity swaps were entered into for hedging purposes, they do not qualify for hedge accounting under IFRS and accordingly are defined as trading derivative financial instruments. Following the demerger these equity swaps make reference to the performance of the stock market value of the basket of shares made up of the Fiat S.p.A. share and the Fiat Industrial S.p.A. share.

- For €14 million (€14 million at December 31, 2009), the notional amount of the derivative embedded in a bond with a return linked to inflation rates, as well as the notional amount of the related hedging derivative, which converts the exposure to floating rate.

- For €14 million (€26 million at December 31, 2009), the notional amount of derivatives linked to commodity prices hedging specific exposures arising from supply agreements. Under these agreements, there is a regular updating of the prices on the basis of the performance in the quoted prices of the raw material.

C&W Group

The notional amount at December 31, 2010, $137 million (€103 million) refers to exchange forwards used by C&W Group to hedge currency risk on commercial transactions. At December 31, 2010, the fair value was a negative $1.4 million, equal to €1 million ($2.3 million, equal to €1.6 million at December 31, 2009).

Alpitour Group

The notional amount includes:
- forward knock contracts for a total notional amount of €23 million to manage the risk of changes in the currency rates to hedge exposure in foreign currency for the following year. The fair value of these hedges at October 31, 2010 is estimated at a negative €944 thousand (a negative €994 thousand at October 31, 2009);
- interest rate swap and zero cost collars for a total notional amount of €19 million to manage the risk of changes in the interest rates on loans. The fair value of these hedges at October 31, 2010 is estimated at a negative €214 thousand (a negative €451 thousand at October 31, 2009);

- interest rate swap contracts put in place by the subsidiary Neos for a total residual notional amount of €36 million to manage interest rate risk on aircraft lease transactions. The fair value of these hedges at October 31, 2010 is estimated at a negative €3,726 thousand (a negative €2,473 thousand at October 31, 2009).

Juventus FC
The notional amount at December 31, 2010 refers to:
- "CAP" option contracts to manage the risk of changes in the interest rates on two loan contracts for a total of €60 million put in place with Istituto per il Credito Sportivo for the construction of the new stadium. At December 31, 2010, the positive fair value change in the two options (€177 thousand) is recognized in the income statements since the fair value of the option can be ascribed entirely to the time value of the transaction;
- interest rate swap contracts put in place on April 13, 2010 to hedge the pre-amortization interest rate on the loan for a total of €54 million secured from Istituto per il Credito Sportivo for the construction of the new stadium and to hedge the interest rate on the finance lease with Unicredit Leasing S.p.A. relating to the Vinovo Training Center. The fair value is a negative €381 thousand.

Holdings System
The notional amount of the financial instruments to manage the interest rate risk includes the notional amount of an interest rate contract put in place by EXOR S.p.A. on the amount of the loan of €25 million in order to guarantee the fixed rate for the entire duration of the loan. At December 31, 2010, the fair value is a negative €52 thousand.
At December 31, 2009, EXOR S.p.A. had in place interest rate swap contracts on € 150 million of debt, of which € 125 million expired in 2010.

The notional amount of other derivative financial instruments relates to the embedded derivative relating to the Perfect Vision Limited convertible bonds. The fair value at December 31, 2010 is a negative €51 million.

The following table provides an analysis by due date of outstanding derivative financial instruments at December 31, 2010 based on their notional amounts:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Currency risk management						
- Due within one year	11,685	103	23			11,811
- Due between one and five years	876					876
	12,561	103	23			12,687
Interest rate risk management						
- Due within one year	5,427		8	101	25	5,561
- Due between one and five years	5,090		30	6		5,126
- Due beyond five years	2,023		17	7		2,047
	12,540		55	114	25	12,734
Interest rate and currency risk management						
- Due beyond five years	1,005					1,005
	1,005					1,005
Other derivative financial instruments						
- Due within one year	218					218
- Due between one and five years	0				76	76
- Due beyond five years	14					14
	232				76	308
Total notional amount at December 31, 2010	**26,338**	**103**	**78**	**114**	**101**	**26,734**

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Currency risk management						
- Due within one year	8,652	82	25			8,759
- Due between one and five years	537					537
	9,189	82	25			9,296
Interest rate risk management						
- Due within one year	2,776				125	2,901
- Due between one and five years	9,163		49	15	25	9,252
- Due beyond five years	1,429		18			1,447
	13,368		67	15	150	13,600
Interest rate and currency risk management						
- Due beyond five years	933					933
	933					933
Other derivative financial instruments						
- Due within one year	230					230
- Due between one and five years	0				67	67
- Due beyond five years	14					14
	244				67	311
Total notional amount at December 31, 2009	**23,734**	**82**	**92**	**15**	**217**	**24,140**

Cash flow hedges

€ in millions	Fiat Group (as a whole)	Holdings System	Consolidated EXOR Group
Currency risk			
Increase (Decrease) in net revenues	(91)		(91)
Decrease (Increase) in cost of sales	(112)		(112)
Financial income (expenses)	(48)		(48)
Result from investments	(5)		(5)
Interest rate risk			
Decrease (Increase) in cost of sales	(44)		(44)
Result from investments	(7)		(7)
Financial income (expenses)	(5)	(10)	(15)
Commodities price risk			
Decrease (Increase) in cost of sales	5		5
Taxes - income (expenses)	65		65
Ineffectiveness - overhedges	(19)		(19)
Net gains (losses) on cash flow hedges recognized in the income statement 2010	**(261)**	**(10)**	**(271)**
Currency risk			
Increase (Decrease) in net revenues	(15)		(15)
Decrease (Increase) in cost of sales	(350)		(350)
Financial income (expenses)	71		71
Interest rate risk			
Decrease (Increase) in cost of sales	(16)		(16)
Result from investments	3		3
Financial income (expenses)	(17)	(6)	(23)
Commodities price risk			
Decrease (Increase) in cost of sales	(5)		(5)
Taxes - income (expenses)	11		11
Ineffectiveness - overhedges	8		8
Net gains (losses) on cash flow hedges recognized in the income statement 2009	**(310)**	**(6)**	**(316)**

In reference to existing derivative financial instruments put in place, the EXOR Group reversed from other comprehensive income to the income statement previously recognized losses of €271 million in 2010 (losses of €316 million in 2009) net of the tax effect.

Fiat Group
The effects arising on the income statement mainly refer to the management of the currency risk and, to a lesser extent, to the hedges relating to the debt of the Group's financial companies and Group treasury.

The policy of the Group for managing currency risk normally requires that future cash flows from trading activities which will occur for accounting purposes within the following twelve months, and from orders acquired (or contracts in progress), whatever their due dates, be hedged. As a result, it is considered reasonable to suppose that the hedging effect arising from this and recorded in the cash flow hedge reserve will be recognized in income, mainly during the following year.
The interest rate and currency derivatives treated as cash flow hedges were entered into by the North American treasury for the purpose of hedging the bond issued in Euros and maturing in 2017; the amount recorded in the cash flow hedge reserve will be recognized in income according to the timing of the flows of the underlying bond.

Where a derivative financial instrument is designated as a hedge of the exposure to variability in cash flows of a recognized asset or liability or a highly probable forecast transaction and could affect the income statement, the effective portion of any gain or loss on the derivative financial instrument is recognized directly in other comprehensive income. The cumulative gain or loss is removed from other comprehensive income and recognized in the income statement at the same time as the economic effect arising from the hedged item affects income. The gain or loss associated with a hedge or part of a hedge that has become ineffective is recognized in the Income statement immediately. When a hedging instrument or hedge relationship is terminated but the hedged transaction is still expected to occur, the cumulative gain or loss realized to the point of termination remains in other comprehensive income and is recognized at the same time as the related transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealized gain or loss held in other comprehensive income is recognized in the Income statement immediately.

The ineffectiveness of cash flow hedges of the Fiat Group was not material in 2010 or 2009.
In 2010, there was an overall negative economic effect of €19 million (positive effect of €8 million in 2009) to the Fiat Group from hedges of assets and liabilities which subsequently turned out to be in excess of the future flows being hedged (overhedges); the impact was mainly due to the loss of certain exposures to interest rate risk.

Fair value hedges
The gains and losses arising from the valuation of interest rate and currency derivatives (mostly for managing currency risk) and interest rate derivatives (for managing the interest rate risk) recognized in accordance with fair value hedge accounting and the gains and losses arising from the respective hedged items are set out in the following table:

€ in millions	**Fiat Group (as a whole)**
Currency risk	
Net gains (losses) on qualifying hedges	(50)
Fair value changes in hedged items	50
Interest rate risk	
Net gains (losses) on qualifying hedges	26
Fair value changes in hedged items	(26)
Net gains (losses) on fair value hedges recognized in the income statement 2010	**0**
Currency risk	
Net gains (losses) on qualifying hedges	22
Fair value changes in hedged items	(22)
Interest rate risk	
Net gains (losses) on qualifying hedges	(15)
Fair value changes in hedged items	17
Net gains (losses) on fair value hedges recognized in the income statement 2009	**2**

For the Fiat Group, the ineffective portion of transactions treated as fair value hedges in 2010 was not significant (gains of €2 million in 2009).

22. Cash and cash equivalents

Cash and cash equivalents include:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Consolidated EXOR Group
Cash in hand and at banks and post offices	10,930	59	92	5	67	11,153
Cash with a pre-determined use	694					694
Money market securities	4,029	18			294	4,341
Total Cash and cash equivalents at 12/31/2010	**15,653**	**77**	**92**	**5**	**361**	**16,188**
Cash in hand and at banks and post offices	9,422	51	90	26	218	9,807
Cash with a pre-determined use	530					530
Money market securities	2,274	1			244	2,519
Total Cash and cash equivalents at 12/31/2009	**12,226**	**52**	**90**	**26**	**462**	**12,856**

Amounts shown are readily convertible into cash and are subject to an insignificant risk of changes in value. The carrying amount of cash and cash equivalents is considered to be in line with their fair value at the balance sheet date.

Cash with a pre-determined use of the Fiat Group mainly consists of amounts whose use is restricted to the repayment of the debt relating to securitizations classified as Asset-backed financing.

The credit risk associated with cash and cash equivalents is considered not significant, because it mainly relates to deposits spread across primary national and international financial institutions.

23. Assets and liabilities held for sale

At December 31, 2010, assets and liabilities held for sale include some properties and buildings of the Fiat Group Automobiles Sectors and the amount of an investment in a minor company in Brazil which was classified as held for sale at the acquisition date.

At December 31, 2009, such items, besides those mentioned previously, also comprised the amount of some properties and buildings of the Comau and Agricultural and Construction Equipment sectors and also TargaRent S.r.l. sold in the first quarter of 2010.

24. Equity

Share capital

At December 31, 2010, the share capital of EXOR, fully subscribed to and paid-in, amounts to €246,229,850 and consists of 160,259,496 ordinary shares (65.09% of share capital), 76,801,460 preferred shares (31.19% of share capital) and 9,168,894 savings shares (3.72% of share capital) all with a par value of €1 each.

At December 31, 2009, share capital included €1,342 thousand of transfers from the revaluation reserve appropriated in the past by the merged company IFIL which, in the event of distribution, will form part of the taxable income of the company.

The directors have the right, for a period of five years from the date of the resolution passed on May 14, 2008, to increase, one or more times, also in divisible form, the share capital up to an amount of €561,750,000.
The ordinary and preferred shares are registered shares while the savings shares can either be registered or bearer shares, as elected by the shareholders, or as set out by law. The preferred shares have voting rights only for the resolutions set forth in art. 2365 of the Italian Civil Code and the second paragraph of art. 13 of the bylaws (regulations for conducting shareholders' meetings). The savings shares do not have voting rights in the shareholders' meetings. Pursuant to art. 146 of Legislative Decree 58/98, the savings shares have voting rights in the special shareholders' meetings of the holders of savings shares.

Pursuant to art. 27 of the bylaws, the profit of each year is appropriated as follows:

- 5% to the legal reserve until it reaches one-fifth of share capital;
- the remaining profit to the shares, as dividends, unless otherwise resolved by the shareholders' meeting, in accordance with the applicable provisions, taking into account that, in the order of priority (i) the savings shares shall be entitled to a preference dividend, cumulative according to the following second paragraph, equal to 31.21% of their par value and a dividend higher than that of the ordinary shares equal to 7.81% of the same par value, and (ii) the preferred shares shall be entitled to a preference dividend and higher than that of the ordinary shares by 5.17% of their par value, which is not cumulative from one year to the next.

When in any one year, the dividends attributed to the savings shares are lower than that indicated above, the difference shall be added to the preference dividend of the next two years.
In the event the ordinary and/or savings shares are delisted, the preference dividend and the dividend higher than that of the ordinary shares to which the savings shares are entitled shall automatically be increased to the extent that they are equal to, respectively, 32.15% and 8.75%.
In the event of the distribution of reserves, the savings shares shall have the same rights as the other shares.
The board of directors, during the year and since believes it possible and opportune on the basis of the operating results, may resolve to pay an interim dividend for the year.

In accordance with art. 28 of the bylaws, dividends that are not claimed within five years of the date they become payable will be statute-barred and become the property of the Company and appropriated to the extraordinary reserve.

In accordance with art. 30 of the bylaws, in the event of a wind-up, the assets of the Company shall be distributed in the following order of priority:

- savings shares shall have a pre-emptive right up to the amount of €3.78 per each savings share;
- the holders of preferred shares shall have a pre-emptive right up to the par value of the same shares;
- ordinary shares shall have up to the par value of the same shares;
- all three classes of stock shall have any balance remaining in a proportional amount.

EXOR thus aims to maintain an adequate level of capitalization which allows it to generate a satisfactory economic return for shareholders and guarantee economic access to external sources of financing.
EXOR constantly monitors changes in the consolidated debt level of the Holdings System in relation to the current asset value of its investments and dividend flows from the operating holdings.

Dividends paid

Dividends paid by EXOR S.p.A. for the years 2009 and 2008 are analyzed as follows.

		Proposed dividends	
Class of shares	**Number of shares**	**Per share (€)**	**Total (€ ml)**
Ordinary shares	157,245,496	0.27	42.5
Preferred shares	69,307,160	0.3217	22.3
Savings shares	8,945,934	0.3481	3.1
Dividends paid in 2010 referring to the year 2009			67.9

		Dividends proposed	
Class of shares	**Number of shares**	**Per share (€)**	**Total (€ ml)**
Ordinary shares	160,147,496	0.319	51.1
Preferred shares	71,368,160	0.3707	26.4
Savings shares	9,155,694	0.458	4.2
Dividends paid in 2009 referring to the year 2008			81.7

Treasury shares

Under the treasury shares buyback program approved by the board of directors on March 25, 2009 and May 11, 2010, during 2010, EXOR purchased 1,559,500 ordinary shares (0.97% of the class) at the average cost per share of €14.45 and total of €23 million, 3,274,484 preferred shares (4.26% of the class) at the average cost per share of €10.02 and total of €33 million, and also 213,295 savings shares (2.33% of the class) at the average cost per share of €11.70 and total of €2 million. The overall investment amounts to €58 million.

At December 31, 2010 EXOR S.p.A. held the following treasury shares:

		% of	Carrying amount	
Class of shares	Number of shares	class	Per share (€)	Total (€ ml)
Ordinary shares	4,109,500	2.56	12.68	52
Preferred shares	10,239,784	13.33	11.13	114
Savings shares	421,695	4.60	10.00	4
				170

Other comprehensive income

Other comprehensive income may be analyzed as follows:

€ in millions	2010	2009
Effective portion of gains/(losses) on cash flow hedges arising during the year	**(145)**	61
Effective portion of gains/(losses) on cash flow hedges reclassified to profit or loss	**324**	328
Effective portion gains/(losses) on cash flow hedges	**179**	389
Gains/(losses) on fair value of available-for-sale financial assets arising during the year	**402**	268
Gains/(losses) on fair value of available-for-sale financial assets reclassified to profit or loss	**0**	0
Gains/(losses) on fair value of available-for-sale financial assets	**402**	268
Exchange gains/(losses) on exchange differences on translating foreign operations arising during the year	**816**	509
Exchange gains/(losses) on exchange differences on translating foreign operations reclassified to profit or loss		(1)
Exchange gains/(losses) on exchange differences on translating foreign operations	**816**	508
Share of Other comprehensive income of entities accounted for using the equity method arising during the year	**98**	(44)
Share of Other comprehensive income of entities accounted for using the equity method reclassified to profit or loss	**16**	3
Share of Other comprehensive income of entities accounted for using the equity method	**114**	(41)
Income taxes relating to components of Other comprehensive income	**3**	(47)
Total Other comprehensive income, net of tax	**1,514**	1,077

The tax effect relating to other comprehensive income may be analyzed as follows:

€ in millions	2010 Pre-tax balance	2010 Tax benefit (expense)	2010 Net balance	2009 Pre-tax balance	2009 Tax benefit (expense)	2009 Net balance
Effective portion of gains/(losses) on cash flow hedges	**179**	**3**	**182**	389	(46)	343
Gains/(losses) on fair value of available-for-sale financial	**402**		**402**	268		268
Gains/(losses) on exchange differences on translating foreign operations	**816**		**816**	508	(1)	507
Share of Other comprehensive income of entities accounted for using the equity method	**114**		**114**	(41)		(41)
Total Other comprehensive income	**1,511**	**3**	**1,514**	1,124	(47)	1,077

Non-controlling interests

An analysis of non-controlling interests is as follows:

€ in millions	12/31/2010 %	12/31/2010 Capital and reserves	12/31/2010 Profit / (loss)	12/31/2010 Total	12/31/2009 %	12/31/2009 Capital and reserves	12/31/2009 Profit / (loss)	12/31/2009 Total
Fiat Group	**70.4%**	**8,598**	**457**	**9,055**	70.4%	8,666	(593)	8,073
C&W Group	**21.4%**	**38**	**2**	**40**	21.1%	52	(18)	34
Alpitour Group	**-**	**4**	**1**	**5**	-	4	1	5
Juventus Football Club S.p.A.	**40%**	**47**	**(26)**	**21**	40%	44	2	46
Total		**8,687**	**434**	**9,121**		8,766	(608)	8,158

Non-controlling interests of C&W Group

At December 31, 2010, the capital issued by C&W Group is owned 69.83% (74.86% of capital outstanding) by EXOR and 30.17% (25.14% of capital outstanding) by its employees (the “Minority Shareholders”).
C&W Group has an agreement with the Minority Shareholders (the “Minority Shareholders Agreement” or “MSA”) which outlines all the rights and obligations of C&W Group and the Minority Shareholders with respect to the ownership of the minority shares.

According to IFRS 2 – *Share-based Payment* which is applicable in the circumstance, since the shares come from stock option plans, the non-controlling shares constitute a compound financial instrument comprising a liability component and an equity component.
To value the liability component, the C&W Group estimated, based on historical employment attrition rates and related actual and expected stock repurchases the extent to which the Non-controlling Shareholders would cease to be employees or independent contractors of C&W Group and, therefore, exercise their Put Rights before the occurrence of an IPO or sale of C&W by EXOR.

At December 31, 2010, the liability was estimated to be $40 million (€30 million); at December 31, 2009, the liability was estimated to be $47 million (€33 million). The estimates take into account the most recent appraised fair value of the C&W Group shares. The estimated cash disbursement for the purchase of the shares held by the Non-controlling shareholders in 2011 amounts to $33 million, equal to €25 million ($12 million, equal to €8 million at December 31, 2009).

Details of the change in liabilities are the following:

	$ in millions	€ in millions
Balance at December 31, 2009	**47**	**33**
Used to purchase shares	(16)	(12)
Adjustments to the income statement	9	7
Translation difference		2
Balance at December 31, 2010	**40**	**30**

Moreover, having recorded a part of the equity attributable to the Minority Shareholders of C&W Group as a liability, the number of C&W Group shares to be considered as equity outstanding is lower. For this reason, EXOR has consolidated C&W Group on the basis of an ownership percentage of 78.5581%. Such percentage is calculated as a percentage of the number of C&W Group shares held by EXOR (511,015) to the capital issued by C&W Group (731,850) net of treasury stock held (49,174) and net of the shares held by the Minority Shareholders which are estimated will be purchased by C&W Group according to the agreements outlined above (32,183).

Share-based compensation

Stock option plans linked to EXOR shares (S.O.E.)

The ordinary session of the IFIL shareholders' meeting held on May 13, 2008 had approved the stock option plan IFIL 2008-2019 for the chief executive officer, Carlo Barel di Sant'Albano, for 3,000,000 stock options corresponding to the same number of IFIL ordinary shares, and for the employees of the IFIL Group (IFIL S.p.A. and the companies in the Holdings System) who were or would be regarded as key people in the organization on the basis of the positions held or activities performed, for a maximum of 12,000,000 stock options.

Following the merger, the stock option plan was taken over by EXOR S.p.A.. Therefore, the EXOR S.p.A. board of directors held on March 2, 2009 made the adjustments to the stock option plan resulting from the merger, particularly adjusting the ratio between the number of options and the number of shares linked to the plan and the exercise price on the basis of the merger's exchange ratio. Such adjusted exercise price is €19.97 for each EXOR share.

The stock option plan EXOR 2008-2019 thus covers a maximum number of 15,000,000 options corresponding to a maximum of 3,975,000 EXOR ordinary shares. The Plan grants the recipients free options on treasury stock purchased by the Company or by companies in the Holdings System in accordance with existing laws. The plan does not provide for the issue of new shares so there are no dilutive effects on share capital. The May 11, 2010 board of directors' meeting approved a treasury shares buyback program for the three classes of stock also aimed at servicing the above stock option plan.

An analysis of the changes in the stock options granted is as follows:

Number	Options granted	Ordinary shares exercisable	Beneficiaries
Original grant	9,525,000	2,524,125	18
Granted in 2010	200,000	53,000	1
Options forfeited	(175,000)	(46,375)	(4)
Situation at December 31, 2010	**9,550,000**	**2,530,750**	**15**

The fair value of the 9,550,000 options outstanding at December 31, 2010 was determined to be €15,670 thousand, divided as follows:

€ in thousands	Number of options granted	Number of EXOR ordinary shares exercisable	Total cost	Cost referring to the year
Chief Executive Officer, EXOR S.p.A.	3,000,000	795,000	4,807	601
Key employees, EXOR S.p.A. (10)	4,450,000	1,179,250	7,498	926
Total EXOR S.p.A.	7,450,000	1,974,250	12,305	1,527
Key employees of EXOR S.A. and other subsidiaries in the Holdings System (4)	2,100,000	556,500	3,365	437
Total	**9,550,000**	**2,530,750**	**15,670**	**1,964**

The cost referring to the year amounts to €1,964 thousand, of which €601 thousand is classified as emoluments for the chief executive officer and €1,363 thousand as personnel costs. The offsetting entry of €1,964 thousand is recorded in the stock option reserve.

Stock option plan linked to Alpitour shares

With reference to the stock option plan approved by IFIL S.p.A. for two managers of the Alpitour Group in December 2005, it should be noted that after the merger, EXOR S.p.A. took over the relative commitments. The plan calls for purchase options on Alpitour shares to be granted to the chairman and chief executive officer, D.J. Winteler, and the general manager, F. Prete, respectively, equal to 6% (2,127,000 shares) and 5% (1,772,500 shares) of Alpitour's share capital.
After reconfirmation of the positions of the two managers for another three years, the EXOR S.p.A. board of directors' meeting held on May 13, 2009 extended the period in which the options could be exercised to January 2013 (date of the approval of the Alpitour financial statements for the financial year 2011/2012 by the shareholders' meeting).
EXOR S.p.A. and the managers of Alpitour S.p.A., finally, exchanged reciprocal purchase and sale options, exercisable during the same above period, on Alpitour shares that will have been purchased by the same managers; the exercise price will be established on the basis of an appraisal which will be performed using the same valuation principles applied in the December 2005 valuation.

From an accounting standpoint, the plan is a cash-settled stock-based payment transaction subject to paragraph 30 and subsequent paragraphs of IFRS 2, which requires the liability of the plan to be measured at fair value and therefore the options of the plan, at every reporting date, until plan expiration.
At December 31, 2010, the fair value of the option rights of the plan was estimated at a total of €21,981 thousand (€12,233 thousand at December 31, 2009) and is recorded in "Other liabilities". The increase in the liability compared to the prior year (€9,748 thousand) was recognized in the income statement under "Selling, general and administrative expenses" as the portion relating to the current year.

The estimate was performed by an independent expert who applied a binomial model of valuation to the options based on the following parameters:

- the exercise price of the options has been assumed to be equal to the par value of one ordinary Alpitour share at the grant date, quantified on the basis of an estimate performed by an independent expert, equal to €2.24;
- the last expiration date to exercise the options has been established as the date of the approval of the Alpitour S.p.A. financial statements for the year 2011/2012, fixed, conventionally, as January 31, 2013. At the date of reference of December 31, 2010, the options thus have a remaining life of 25 months (2 years and 1 month);
- the expected volatility has also been determined by referring to the historical volatility, measured over a period consistent with the remaining life of the shares in the plan, of a sample of listed companies operating in the same sector as Alpitour;
- the risk-free interest rate has been assumed to be equal to the return on government securities having a residual life consistent with the expiration of the options in the plan;

- an assumption has also been included in the "binomial" model for the early exercise of the option rights during the period between the end of the vesting period and contractual expiration date of the options.

Upon authorization by EXOR S.p.A., the board of directors of Alpitour S.p.A. may grant future purchase options on Alpitour shares equal to 4% of its capital (now 1,418,000 shares) to other managers in key operating positions.

C&W Group stock option plans
There are two separate stock option plans which are summarized in the following table: "Employee Stock Purchase Plan Options" and "Management Options":

	Grant date	Number of options granted	Vesting date	Exercise price at grant date	Term of options	Outstanding at December 31, 2010
Employee Stock Purchase Plan						
Tranche 1	12/14/2005	11,166	1/1/2008	$548	10 years	**3,975**
Tranche 2 (a)	6/29/2006	7,385	1/1/2009	$782	10 years	**0**
Total Employee Stock Purchase Plan		18,551				**3,975**
Management Options						
Non-performance based options						
Grant 1	3/22/2010	20,000	2010-2015	$1,175	10 years	**20,000**
Grant 2	11/1/2010	292	2010-2015	$1,465	10 years	**292**
Grant 3	12/1/2010	374	2010-2014	$1,465	10 years	**374**
		20,666				**20,666**
Performance based options (Ebitda/Ebitda Margin)						
Tranche 1	4/1/2007	13,450	2007-2011	$1,259	10 years	**6,032**
Tranche 2	1/1/2008	321	2009	$1,318	10 years	**0**
Tranche 3	6/1/2008	850	2009-2011	$1,252	10 years	**850**
Tranche 4	6/30/2008	500	2009-2011	$1,252	10 years	**500**
Tranche 5	9/30/2008	225	2010-2012	$1,190	10 years	**225**
Tranche 6	11/1/2008	225	2010-2012	$1,190	10 years	**225**
Total		15,571				**7,832**
Total Management Options		**36,237**				**28,498**
Total Options		**54,788**				**32,473**

(a) Tranche 2 options were forfeited during 2008 as the performance condition was not met.

The Employee Stock Purchase Plan options outstanding at December 31, 2010 and 2009 have an average exercise price of $548 and an average remaining contractual life of approximately 5 and 6 years, respectively.
The Management Options outstanding at December 31, 2010 and 2009 have an exercise price of $1,207 and $1,183, respectively, and an average remaining contractual life of approximately 8 years.

	12/31/2010			
	Employee Stock Purchase Plan		Management Options	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding at 1/1/2010	**4,307**	**$548.02**	**12,472**	**$1,183.14**
Granted during the period			**20,666**	**$1,184.34**
Exercised during the period	**(68.5)**	**$548.02**		
Forfeited during the period	**(263.5)**	**$548.02**		
Cancelled during the period			**(4,640)**	**$1,291.18**
Outstanding at 12/31/2010	**3,975**	**$548.02**	**28,498**	**$1,207.40**
Exercisable at 12/31/2010	**3,975**	**$548.02**	**984**	**$1,281.27**

	12/31/2009			
	Employee Stock Purchase Plan		Management Options	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding at 1/1/2009	4,644	$548.02	14,367	$1,279.41
Granted during the period				
Exercised during the period	(42)	$548.02		
Forfeited during the period	(295)	$548.02	(182)	$1,302.08
Cancelled during the period			(1,713)	$1,296.21
Outstanding at 12/31/2009	**4,307**	**$548.02**	**12,472**	**$1,183.14**
Exercisable at 12/31/2009	**4,307**	**$548.02**	**984**	**$1,281.27**

On March 22, 2010, the C&W Group granted 20,000 options to an executive. The first 4,000 stock options are scheduled to vest on March 21, 2011 and 4,000 stock options are scheduled to vest each year thereafter through March 21, 2015. The stock options have a 10-year term (March 22, 2020) and an exercise price based on the C&W Group's December 31, 2009 stock price of $1,175. The value of the stock options was calculated using the Black-Scholes pricing model.
On November 1, 2010, C&W Group granted 292 options to an executive. The first 73 stock options are scheduled to vest on January 1, 2012 and 73 stock options are scheduled to vest each year thereafter through January 1, 2015.
On December 1, 2010, C&W Group granted 374 options to an executive. The first 124 stock options are scheduled to vest on January 1, 2012 and the remaining 125 stock options are scheduled to vest each year through January 1, 2014.
Both stock option grants have a 10-year terms with the exercise prices based on C&W Group's September 30, 2010 stock price of $1,465. The value of the stock options for both grants was calculated using the Black-Scholes pricing model.
The expenses recorded in 2010 for all three new stock option grants is $4.2 million (€3 million).

In 2010, 4,640 stock options were cancelled (relating to a stock option plan issued in 2007 for an executive for an original 5,000 options) since the performance criteria were not met. Under the new agreement, the C&W Group granted 3,400 restricted shares to the executive, which vest as follows: 1,250 shares vested on January 1, 2010, 2,150 shares will vest in three equal installments in the three years starting from December 31, 2010. Of those shares, 1,250 depend on the achievement of certain performance objectives agreed to by the executive.
The grant date price per share was $1,110.
Following the changes in the agreement, the incremental fair value of the vested awards amounted to $0.1 million and was recorded as an expense in the income statement.
The unvested awards expense will be recorded over the remaining vesting period.

In accordance with the new award of stock options, C&W Group recorded expenses totaling $1.5 million (€1 million) for the year ended December 31, 2010.

In accordance with the provisions of IFRS 2, the appraisal of the stock option plans was based on the Black Scholes pricing model using the following assumptions:

	Employee Stock Purchase Plan	Management Options
	Tranche 1	Tranche 1 – Tranche 6
Stock price at grant date	$578.68	$1,175-$1,465
Exercise price at grant date	$548.02	$1,190-$1,465
Expected volatility (%)	35	35-47.5
Option life (years)	6.5	10
Expected dividends (%)	1.2	n.a.
Risk-free interest rate (%)	4.22	1.67%-4.74%

Volatility was based on the historical volatility of two public peer companies.
Because C&W Group does not have historical exercise data, it used the midpoint between the vesting date and the contractual term to determine the expected term of the stock options.

In 2010, total expenses were recorded for €9 million for all the stock option plans (€7 million in 2009).

Fiat Group stock option plans
At December 31, 2010 and at December 31, 2009, the following share-based compensation plans relating to managers of Group companies or certain members of the board of directors of Fiat S.p.A. were in place.

Stock option plans linked to Fiat S.p.A. ordinary shares
The stock option plans approved by the board of directors of Fiat S.p.A. prior to 2002 had all fully expired at December 31, 2010. The contractual terms of plans which expired during the year are as follows:

Plan	Beneficiary	Grant date	Expiry date	Strike price (€)	Number of options granted	Vesting date	Vesting portion
Stock Options May 2002 (expired)	Former Chairman of Fiat S.p.A.	May 14, 2002	January 1, 2010	12.699	1,000,000	January 1, 2005	100%
Stock Options September 2002 (expired)	Managers	September 12, 2002	September 12, 2010	10.397	6,100,000	September 12, 2003	25%
						September 12, 2004	25%
						September 12, 2005	25%
						September 12, 2006	25%

On July 26, 2004, the board of directors granted Sergio Marchionne, as a part of his variable compensation as chief executive officer, options to purchase 10,670,000 Fiat S.p.A. ordinary shares at a price of €6.583 per share, exercisable from June 1, 2008 to January 1, 2011. In each of the first three years following the grant date, the CEO acquired the right to purchase, beginning June 1, 2008, a maximum of 2,370,000 shares annually. As of June 1, 2008, he also acquired the right to exercise, effective from that date, the remaining options on 3,560,000 shares as predetermined performance objectives for the reference period had been met. On March 27, 2009, shareholders considered it to be a priority interest for the Group to adopt changes to the plan which would reinstate its retention capability and approved a new vesting period which depended solely on the requirement for the CEO to remain in office, deferring the exercise of these options until January 1, 2011 and extending the exercise period until January 1, 2016, with all the other conditions remaining unaltered.

At December 31, 2010 the features of the stock option plan are as follows:

Plan	Beneficiary	Date of amendment	Expiry date	Strike price (€)	Number of options granted	Vesting date	Vesting portion
Stock Options							
July 2004 (modified)	Chief Executive Officer	March 27, 2009	January 1, 2016	6.583	10,670,000	December 31, 2010	100%

On November 3, 2006, the board of directors of Fiat S.p.A. approved (subject to the subsequent approval of shareholders in general meeting, which was given on April 5, 2007) an eight year stock option plan, which granted certain managers of the Group and the chief executive officer of Fiat S.p.A. the right to purchase a specific number of Fiat S.p.A. ordinary shares at a fixed price of €13.37 each. More specifically, the 10,000,000 options granted to employees and the 5,000,000 options granted to the chief executive officer had a vesting period of four years, with an equal number vesting each year, were subject to achieving certain predetermined profitability targets (Non-Market Conditions or "NMC") in the reference period and may be exercised from the date on which the 2010 financial statements are approved. The remaining 5,000,000 options granted to the chief executive officer of Fiat S.p.A. also had a vesting period of four years with an equal number vesting each year and may be exercised from November 2010. The ability to exercise the options is additionally subject to specific restrictions regarding the duration of the employment relationship or the continuation of the position held.

The contractual terms of the 2006 plan are as follows:

Plan	Beneficiary	Expiry date	Strike price (€)	Number of options granted	Vesting date	Vesting portion
Stock Options	Chief	November 3, 2014	13.37	5,000,000	November, 2007	25%
November, 2006	Executive				November, 2008	25%
	Officer				November, 2009	25%
					November, 2010	25%
Stock Options	Chief	November 3, 2014	13.37	5,000,000	1st Quarter 2008 (*)	25%*NMC
November, 2006	Executive				1st Quarter 2009 (*)	25%*NMC
	Officer				1st Quarter 2010 (*)	25%*NMC
					1st Quarter 2011 (*)	25%*NMC
Stock Options	Managers	November 3, 2014	13.37	10,000,000	1st Quarter 2008 (*)	25%*NMC
November, 2006					1st Quarter 2009 (*)	25%*NMC
					1st Quarter 2010 (*)	25%*NMC
					1st Quarter 2011 (*)	25%*NMC

As explained in greater detail in the section "Amendments to the stock option plans and stock grant plans of Fiat S.p.A. arising from the demerger" which follows, vesting conditions for each plan, whether they consisted in the continuation of a professional relationship with the Fiat Group or in the achievement of specific performance objectives, expired on December 31, 2010. With specific reference to options granted under the 2006 Stock Option Plan, for which vesting was subject to the achievement of pre-established profitability targets, only the first tranche (i.e. 25%) of those rights have vested as the profitability targets established in 2006 for the 3-year period 2008-2010 were not met. As a result, the remaining 75% did not.

On February 26, 2008, the board of directors of Fiat S.p.A. passed an incentive plan which was subsequently approved by shareholders in their annual general meeting on March 31, 2008, by which an overall maximum of 4 million financial instruments could be assigned on a periodic basis until 2010 in the form of stock options and/or stock appreciation rights. The plan had the aim of attracting and retaining managers in key roles who had been hired or promoted following the granting of the stock option plan of November 3, 2006 or who had assumed greater responsibilities since the granting of the 2006 plan, and has the features of that plan in terms of performance, vesting and exercise rights. Implementing the first grant under this program on July 23, 2008, the board of directors assigned 1,418,500 stock options having an exercise price of €10.24 and a vesting period of three years that was subject to achieving certain predetermined profitability targets (Non-Market Conditions or "NMC") in the reference period and together with rights exercisable from the date on which the 2010 financial statements are approved. As these profitability targets had not been met at December 31, 2010, none of the rights granted to employees vested.

The contractual terms of the 2008 plan were as follows:

Plan	Beneficiary	Expiry date	Strike price (€)	Number of options granted	Vesting date	Vesting portion
Stock Options	Manager	November 3, 2014	10.24	1,418,500	1st Quarter 2009 (*)	18%*NMC
July 2008					1st Quarter 2010 (*)	41%*NMC
(forfeited)					1st Quarter 2011 (*)	41%*NMC

A summary of the terms of the stock option plans outstanding at December 31, 2010 is as follows:

	Managers' compensation			Compensation as board member		
Exercise price (€)	**Options outstanding at 12/31/2010**	Options outstanding at 12/31/2009	**Average remaining contractual life (years)**	**Options outstanding at 12/31/2010**	Options outstanding at 12/31/2009	**Average remaining contractual life (years)**
6.583	-	-	-	10,670,000	10,670,000	5
10.24		956,530		-	-	-
10.397		845,000		-	-	-
12.699	-	-	-		500,000	-
13.37	2,101,250	6,536,875	3.8	6,250,000	8,750,000	3.8
Total	**2,101,250**	8,338,405		**16,920,000**	19,920,000	

Changes during the year were as follows:

	Managers' compensation		Compensation as board member	
	Number of options	**Average exercise price (€)**	**Number of options**	**Average exercise price (€)**
Outstanding at the beginning of the year	**8,338,405**	**12.71**	**19,920,000**	**9.72**
Granted	-	-	-	-
Forfeited	(5,447,155)	12.79	(2,500,000)	13.37
Exercised	-	-	-	-
Expired	(790,000)	10.397	(500,000)	12.699
Outstanding at December 31, 2010	**2,101,250**	**13.37**	**16,920,000**	**9.09**
Exercisable at December 31, 2010	**-**	**-**	**5,000,000**	**13.37**
Exercisable at December 31, 2009	**845,000**	**10.397**	**500,000**	**12.699**

The options forfeited during the year consist of unvested options regarding employees who have left the Group and options not vesting during the year due to the fact that certain non-market conditions were not reached for the November 2006 and July 2008 plans.
The Group recognized a total nominal cost of €4.9 million in the 2010 income statement for plans outstanding at December 31, 2010 (net income of €7 million in 2009 following the revision of the probability that subsequent tranches will vest).

Granting of ordinary shares of Fiat S.p.A. without payment

On February 23, 2009, the board of directors of Fiat S.p.A. passed an incentive plan which was subsequently approved by shareholders in their annual general meeting on March 27, 2009, based on the granting of rights which, subject to the achievement of predetermined performance targets (*Non-Market Conditions or "NMC"*) for 2009 and 2010 and the continuation of the professional relationship with the Group, provided for 2 million Fiat S.p.A. ordinary shares to be granted to the CEO of Fiat S.p.A. without payment. Under this plan the rights vested in a single tranche on the approval of the Group's 2010 consolidated financial statements by the board of directors and the number of shares granted is determined as 25% of the rights granted in the event of reaching the 2009 targets and 100% of the rights granted in the event of reaching the 2010 targets. The Group's predetermined profitability targets relating to 2009 were reached.

On March 26, 2010, shareholders in general meeting introduced a pure retention component of 2 million additional rights into the Plan on the proposal of the board of directors; the vesting of these rights is subject to the sole condition that the CEO's professional relationship with the Group continues until the approval of the 2011 consolidated financial statements. Moreover, the term of the original plan was also extended until the approval of the 2011 consolidated financial statements and the targets for 2010 and 2011 were redefined.

At December 31, 2010, the contractual terms of the plan were therefore as follows:

Plan	Beneficiary	Number of shares	Vesting date	Vesting portion
Stock Grant 2009 (revised)	Chief Executive Officer	4,000,000	1st Quarter 2010 (*)	500,000 (**)
			1st Quarter 2011 (*)	375,000*NMC (**)
			1st Quarter 2012 (*)	1,125,000*NMC (**)
			1st Quarter 2013 (*)	2,000,000 (**)

On February 18, 2011, the board of directors, having consulted the Compensation Committee, verified the vesting of 375,000 rights based on the achievement of the predetermined operating targets and, in light of the extraordinary transactions occurring during the year, also voted to make vesting of the remaining rights, which was dependent on the achievement of 2011 operating targets, conditional only on the continuation of a professional relationship with the Group until the end of 2011.

As required by IFRS 2 the Fiat Group calculated the total incremental fair value arising from this change to the plan, which amounted to €19 million. This incremental fair value is being recognized in the income statement over the residual vesting period of the plan together with the fair value already calculated at the grant date and determined in 2009. The incremental fair value was calculated on the basis of the price of the Fiat S.p.A. ordinary share at the date of the change, which was €9.75 per share. A total nominal cost of €12.4 million was recognized in the income statement for this plan in 2010 (€6 million in 2009).

Amendments to the stock option plans and stock grant plans of Fiat S.p.A. arising from the demerger

With regard to the above incentive plans and in consideration of the proposed demerger, the board of directors, which met on July 21, 2010, confirmed the continuation of the share-based incentive plans the Group had in place, and voted to adopt, subject to the demerger becoming effective and on the basis of the powers delegated to it by the shareholders' meeting, the appropriate amendments necessary to ensure that these plans fulfill the objectives for which they were adopted, even subsequent to the demerger, while at the same time avoiding a revision of those plans that, even though fully legitimate, might appear to dilute the intended alignment of the interests of management with those of the Company and its shareholders.

More specifically, applying the rules of the respective plans, the Board approved to realign the plans with respect to the shares underlying the stock options and stock grants in strict relation to the allotment ratio applicable for the demerger and to allow employees leaving Fiat S.p.A. and joining Fiat Industrial S.p.A to retain their existing rights.

Those entitled to stock options or stock grants will, therefore, receive one ordinary Fiat S.p.A. share and one ordinary Fiat Industrial S.p.A. share for each right they hold, with the option exercise price (for stock option plans) and the free granting of shares (for the stock grant plan) remaining unchanged.

For the stock option plans, vesting conditions for each plan, whether these be the continuation of a professional relationship with the Group or the achievement of specific performance objectives, will expire on December 31, 2010, prior to the effective date of the demerger.

Similarly, under the stock grant plan the participant will be entitled to receive free of charge one Fiat ordinary share and one Fiat Industrial ordinary share for each right held, subject to the original conditions of the continuation of a professional relationship with the Group and/or achievement of specific performance objectives for 2010 and 2011, consistent with the 2010-2014 Business Plan. The 2011 performance objectives will consist of the portion relating to the post-demerger Fiat Group of the objectives originally established as part of the total objectives for the pre-demerger Fiat Group.

All stock option and stock grant plans, with the exception of the portion of the 2006 Plan relating to managers for which a capital increase was approved, will be serviced by the treasury shares held by Fiat S.p.A. and the ordinary shares of Fiat Industrial that will be allotted to Fiat S.p.A. without payment as a result of the demerger.

As the original conditions of the Plans allowed for amendments where there were extraordinary transactions impacting Fiat S.p.A.'s share capital, a determination of the incremental fair value potentially resulting from such amendments is not required.

Stock Option plans linked to CNH Global N.V. ordinary shares
In the Agricultural and Construction equipment sector, CNH Global N.V. (“CNH”) has granted share-based compensation to directors, officers and employees which are linked to shares and which have the following terms.

CNH Global N.V. outside Directors’ Compensation Plan (“CNH Directors’ Plan”)
This plan provides for the payment of the following to independent outside members of the CNH Global N.V. board of directors in the form of cash, and/or common shares of CNH, and/or options to purchase common shares of CNH:

- an annual retainer fee of $100,000;
- an Audit Committee membership fee of $20,000;
- a Corporate Governance and Compensation Committee membership fee of $15,000;
- an Audit Committee chair fee of $35,000;
- a Corporate Governance and Compensation Committee chair fee of $25,000.

Each quarter the independent outside directors elect the form of payment of ¼ of their Fees. If the elected form is common shares, the independent outside director will receive as many common shares as equal to the amount of Fees the director elects to forego, divided by the fair market value of a CNH Global N.V. common share. Common shares issued vest immediately upon grant, but cannot be sold for a period of six months. If the elected form is options, the outside director will receive as many options as the amount of Fees that the director elects to forego, multiplied by four and divided by the fair market value of a common share, such fair market value being equal to the average of the highest and lowest sale price of a CNH Global N.V. common share on the last trading day of the New York Stock Exchange preceding the start of each quarter. Stock options granted as a result of such an election vest immediately, but shares purchased under options cannot be sold for six months following the date of exercise. Stock options terminate upon the earlier of: (1) ten years after the grant date; or (2) six months after the date an individual ceases to be a director. The Corporate Governance and Compensation Committee has recommended and the board of directors of CNH has approved a proposed amendment to the CNH Directors' Plan. Pursuant to the proposed amendment, all directors will be eligible to receive compensation under the CNH Director's Plan provided that the director is not receiving salary or other employment compensation for current employment services provided to CNH Global N.V or Fiat Industrial Group. The proposed amendment is subject to shareholder approval at the next annual meeting (scheduled for March 29, 2011).

Prior to 2007, CNH also issued automatic option awards, which vest after the third anniversary of the grant date.

At December 31, 2010 and 2009, there were 693,914 and 700,058 common shares, respectively reserved for issuance under the CNH Directors' Plan. Outside directors do not receive benefits upon termination of their service as directors.

A summary of outstanding stock options under the CNH Directors' Plan at December 31, 2010 and 2009 is as follows:

	At December 31, 2010		At December 31, 2009	
Exercise price (in $)	**Number of options outstanding**	**Weighted average remaining contractual life (in years)**	Number of options outstanding	Weighted average remaining contractual life (in years)
10.22 – 16.00			26,063	9.2
16.01 – 26.00	29,076	6.7	30,612	7.2
26.01 – 40.00	44,188	6.4	40,295	6.6
40.01 – 56.00	11,162	7.1	11,162	8.1
56.01 – 66.54	6,414	6.9	9,287	5.5
Total	**90,840**		117,419	

Changes during the year under the CNH Directors' Plan are as follows:

	2010		2009	
	Number of options	**Average exercise price (in $)**	Number of options	Average exercise price (in $)
Outstanding at the beginning of the year	**117,419**	**27.54**	92,508	31.01
Granted	12,904	26.73	29,661	15.51
Forfeited	-	-	-	-
Exercised	(36,610)	15.61	(4,000)	9.23
Expired	(2,873)	59.17	(750)	77.05
Outstanding at the end of the year	**90,840**	**31.24**	117,419	27.54
Exercisable at the end of the year	**117,419**	**31.24**	117,419	27.54

The CNH Equity Incentive Plan (the "CNH EIP")

The plan provides for grants of various types of awards on specific performance targets for the sector linked to the IFRS results of CNH, to officers and employees of CNH Global N.V. and its subsidiaries. As of December 31, 2010, CNH has reserved 15,900,000 shares for the CNH EIP (15,900,000 shares at December 31, 2009). The plan envisages stock options and share incentives as described below.

Stock option plans

Prior to 2006, certain stock option grants were issued which vest rateably over four years from the grant date and expire after ten years. Additionally, certain performance-based options, which had an opportunity for accelerated vesting tied to the attainment of specified performance criteria were issued; however, the performance criteria were not achieved. In any event, vesting of these performance-based options occurred seven years from the grant date. All options granted prior to 2006 have a contract life of ten years.

Except as noted below, the exercise prices of all options granted under the CNH EIP are equal to or greater than the fair market value of CNH Global N.V. common shares on the respective grant dates. During 2009 and 2001, CNH granted stock options with an exercise price less than the quoted market price of CNH common shares at the date of grant. The exercise price of these grants was based upon the average closing price of CNH common shares on the New York Stock Exchange for the thirty-day period preceding the date of grant.

Beginning in 2006, CNH began to issue awards under plans providing performance-based stock options, performance-based shares, and cash. In April 2010, CNH granted approximately 1.5 million performance-based stock options (at target award levels) under the CNH EIP. One-third of the options vested in February 2011 following the approval of 2010 results by the board of directors which met in February 2011. The remaining options will vest equally on the first and second anniversary of the initial vesting date. As the CNH's 2010 results exceeded the target performance levels, it is expected that 2.9 million of these options will vest. Options granted under the CNH EIP in 2010 have a contractual life of five years from the initial vesting date.

The following table summarizes outstanding stock options under the CNH EIP:

	At December 31, 2010			At December 31, 2009	
Exercise Price (in $)	**Number of options outstanding**	**Weighted average remaining contractual life (in years)**	**Average exercise price (in $)**	Number of options outstanding	Average exercise price (in $)
13.58 – 19.99	1,536,464	4	13.66	2,243,243	13.7
20.00 – 29.99	53,333	1.2	21.20	186,760	21.2
30.00 – 39.99	3,734,654	4.4	33.00	1,256,178	37.21
40.00 – 68.85	464,520	2.9	49.33	646,654	52.80
Total	**5,788,971**			4,332,835	

Changes during the period in all CNH stock option plans are as follows:

	2010		2009	
	Number of shares	Average exercise price (in $)	Number of shares	Average exercise price (in $)
Outstanding at the beginning of the year	**4,332,835**	**26.67**	2,718,109	40.82
Granted	2,888,625	31.69	4,144,800	13.58
Forfeited	(324,494)	31.91	(2,404,528)	18.06
Exercised	(992,535)	20.69	(8,136)	18.65
Expired	(115,460)	68.85	(117,410)	68.85
Outstanding at the end of the year	**5,788,971**	**29.07**	4,332,835	26.67
Exercisable at the end of the year	**1,431,524**	**36.40**	1,488,840	37.81

Performance Share Grants
Under the CNH EIP, performance-based shares may also be granted to select key employees and executive officers. CNH establishes the period and conditions of performance for each award. Performance-based shares vest upon the attainment of specified performance objectives.

In September 2010, CNH granted approximately 2 million performance-based, non-vested share awards under the CNH EIP. These performance shares will vest in three equal installments if specified targets are achieved on a cumulative basis during the three-, four- and five-year periods ending December 31, 2012, 2013 and 2014. The fair value of this award is $34.74 per share.

CNH granted performance-based, non-vested share awards under the Top Performance Plan ("TPP") in 2006 through 2009. Vesting of the TPP performance shares was dependent on achievement of specified targets by 2010. In 2006 and 2007, CNH recognized expense for TPP awards based on an assumption that the specified performance targets would be achieved in 2009. In 2008, CNH determined achievement of these performance targets to be improbable and CNH reversed all previously recognized stock-based compensation expense for an amount of €7 million ($11 million). Achievement of the performance targets did not occur in either 2009 or 2010 and these awards were forfeited. CNH did not recognize any stock-based compensation expense related to TPP awards in 2009 or 2010.

The following table reflects performance-based share activity under the CNH EIP:

	2010		2009	
	Number of shares	Weighted average grant date fair value (in $)	Number of shares	Weighted average grant date fair value (in $)
Non-vested at the beginning of the year	**1,349,000**	**31.22**	1,870,500	31.28
Granted	2,027,000	34.74	25,000	11.83
Forfeited	(1,359,000)	31.25	(546,500)	30.52
Vested	-	-	-	-
Non-vested at the end of the year	**2,017,000**	**34.74**	1,349,000	31.22

Restricted Share Grants

In September 2010, CNH granted 302,000 restricted share awards to selected key employees under the CNH EIP. Restricted shares vest in three equal installments over a three-year period ending September 30, 2013. The fair value of this award is $34.74.

The following table reflects restricted share activity under the CNH EIP:

	12/31/2010	
	Number of shares	Weighted average grant date fair value (in $)
Non-vested at the beginning of the year	-	-
Granted	326,000	34.56
Forfeited	(2,000)	34.74
Vested	(8,000)	32.35
Non-vested at the end of the year	**316,000**	**34.62**

As of December 31, 2010, there were 4,992,271 CNH Global N.V. common shares (8,332,115 CNH Global N.V. common shares at December 31, 2009) available for issue under the CNH EIP.

The Black-Scholes pricing model was used to calculate the fair value of stock options by the CNH – Case New Holland sector. The weighted-average assumptions used under the Black-Scholes pricing model were as follows:

	2010		2009	
	Directors' Plan	Equity Incentive Plan	Directors' Plan	Equity Incentive Plan
Option life (years)	5.0	3.73	5.0	3.73
shares (%)	66.9	74.1	62.9	70.6
Expected dividend yield (%)	0.6	0.5	0.8	0.7
Risk-free interest rate (%)	2.0	1.9	2.2	1.6

Based on this model, the weighted-average fair values of stock options awarded by CNH for the years ended December 31, 2010 and 2009 were as follows:

(in $)	2010	2009
Directors' Plan	**14.6**	8.03
EIP	**16.1**	9.03

The total cost recognized in the 2010 income statement for all share-based compensation linked to CNH Global N.V. ordinary shares amounts to €26 million (€10 million in 2009).

Stock option plan linked to Ferrari S.p.A. ordinary shares

Under this scheme, certain employees of Ferrari S.p.A. on the one hand and the chairman and the chief executive officer of the company at the time on the other had the option to acquire respectively 207,200 and 184,000 Ferrari S.p.A. ordinary shares at a price of €175 per share. Under the scheme the options could be exercised until December 31, 2010, wholly or partially, and in part were subject to the listing of the company. As the conditions for the plans to vest were not met, the stock option rights granted did not vest.

Cash-settled share-based payments of the Fiat Group

Various entities belonging to the former joint venture with General Motors reached agreements with certain employees in 2001, 2002, 2003 and 2004 over four cash-settled share-based payment schemes entitled Stock Appreciation Rights (SAR) plans. Under these plans, certain of the Group's employees involved had the right to receive a payment corresponding to the increase in price between the grant date and the exercise date of Fiat S.p.A. ordinary shares. The 2001 and 2002 plans have already expired. In accordance with IFRS 2, the Group measures the liability arising from cash-settled share-based payment transactions at fair value at each reporting date and each settlement date; the changes in the fair value of these liabilities are recognized in the income statement for the period. With reference to the 70,644 rights outstanding at that date, the liability arising at December 31, 2010 was €0.7million (€0.5 million at December 31, 2009). Moreover, 30,192 rights that were still outstanding at December 31, 2010 were no longer so at the date of these financial statements following the expiry of the 2003 plan. Finally, as a consequence of the demerger, from January 1, 2011, the residual Stock Appreciation Rights were converted to the right to receive a payment corresponding to the increase in price between the grant date and the exercise date of the sum of the prices of the Fiat S.p.A. and Fiat Industrial S.p.A. ordinary shares.

25. Provisions for employee benefits

Group companies provide post-employment benefits for their active employees and for retirees, either directly or by contributing to independently administered funds. The way these benefits are provided varies according to the legal, fiscal and economic conditions of each country in which the Group operates, the benefits generally being based on the employees' remuneration and years of service and can take the form of either deferred contribution and/or deferred benefit plans.

In the case of defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual, or voluntary basis. Once the contributions have been paid, the Group has no further payment obligations. The entity recognize the contribution cost when the employee has rendered his service and includes this cost by function in cost of sales, selling, general and administrative costs and research and development costs.

Defined benefit plans may be unfunded, or they may be wholly or partly funded by contributions made by an entity, and sometimes by its employees, into an entity, or fund, that is legally separate from the employer and from which the employee benefits are paid. Benefits are generally payable under these plans after the completion of employment. The plans are classified by the Group on the basis of the type of benefit provided as follows: reserve for employee leaving entitlements in Italy (TFR), pension plans, health care plans and other.
Finally, the companies of the Group grant certain other long-term benefits to its employees; these benefits include those generally paid when an employee attains a certain level of seniority or when a specified event occurs. In this case, the measurement of the obligation reflects the probability that payment will be required and the length of time for which payment is expected to be made.

Reserve for Employee leaving entitlements in Italy ("TFR")

Employee severance indemnities relating to the companies of the Group operating in Italy represent the obligation due to employees by law (recently amended by Law 296/06) that has accrued and which will be paid upon termination of employment. In certain circumstances, a portion of the indemnity may be paid as an advance during the employee's service life. This is an unfunded defined benefit plan, considering the benefits almost entirely accrued, with the sole exception of the revaluation.

After the changes made to the regulations for employee leaving entitlement by Law 296 dated December 27, 2006 (Budget Law 2007) and subsequent decrees and regulations, the item reflects the Group's residual obligation entitlement accruing up to December 31, 2006 for companies with more than 50 employees, and accrued over the employee's working life for other companies to be paid upon termination of employment. In certain circumstances, a portion of the indemnity may be paid as an advance during the employee's service life. This is an unfunded defined benefit post-employment plan.

For those employees who did not elect the transfer of the accrued portion of employee leaving entitlement, beginning January 1, 2007, the calculation of employee leaving entitlement, including the portion accruing, will be made according to the usual actuarial method.

Holdings System

Health care plans

Health care, historical offered to management staff, since the end of 2007 has been extended to all employees and defined benefit contributions are paid to external funds which pay the health claims.

Pension plans

Pension plans are addressed to employees who hold the status of manager and are regulated by company agreements and rules.

Pension plans can be either “defined benefit” or “defined contribution” and require the payment of contributions to external, legally independent fund with asset management autonomy.

The plans provide for a contribution by the employer and a contribution by the employee, which can also come from the conferral of a part of the employee’s severance entitlement.

Contributions payable are included in “Other liabilities”; the cost for the year is accrued on the basis of the service rendered by the employee and is recorded in selling, general and administrative expenses.

Other benefits

Other benefits include, for example, loyalty bonuses which can apply to all employees.

Loyalty bonuses are accrued and paid when a specific number of years of service has been reached (25, 30, 35 and 40 years).

C&W Group

Pension plans

The C&W Group funds a certain number of defined contribution plans set up pursuant to the laws in force in the countries in which it operates.

The European partnership (C&W UK) also provides a form of hybrid pension plan (UK Plan) which has features of both defined contribution and defined benefit plans.

C&W UK ceased its contributions to the plan effective March 31, 2002 and, subject to certain transitional agreements, introduced a defined contribution plan for employees starting from that date.

The assumptions used for the calculation of pension funds are as follows:

- the discount rate is the yield at the reporting date on AA credit-rated bonds that have maturity dates approximating the terms of C&W Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid;
- the mortality rate is based on statistical tables.

The “UK Plan” assets include marketable equity securities in both United Kingdom and United States companies and fixed-rate debt securities.

The investment policies and strategies for the plan assets are established to achieve a reasonable balance between risk, likely return and administration expenses, as well as to maintain funds at a level to meet minimum funding requirements. In order to ensure that an appropriate investment strategy is in place, an analysis of the plan’s assets and liabilities is completed periodically.

The estimated expense for contributions to be paid to the defined benefit plan in 2011 amounts to $2.3 million (about €2 million).

The expected long-term rate of return on the assets is 6.05% (6.33% in 2009). The expected long-term rate of return is based on the sum of returns of individual asset categories. The historical returns have been considered for purposes of the estimate of long-term returns.

Fiat Group

Pension plans

The item pension plans consists principally of the obligations of Group companies operating in the United States (mainly to those in the CNH – Case New Holland sector) and in the United Kingdom towards certain employees and former employees of the Group. Under these plans, a contribution is generally made to a separate fund (trust) which independently administers the plan assets. The Group’s funding policy is to contribute amounts to the plan equal to the amounts required to satisfy the minimum funding requirements prescribed by the laws and regulations of each individual country. Prudently, the Group makes discretionary contributions in addition to the funding requirements. If these funds are overfunded, that is if they present a surplus compared to the requirements of law, the Group companies concerned could not be required to contribute to the plan in respect of a minimum performance requirement as long as the fund is in surplus.

The investment strategy for these assets depends on the features of the plan and on the maturity of the obligations. Typically long-term plan benefit obligations are funded by investing mainly in equity securities, as they are expected to achieve long-term growth while exceeding inflation; short and medium-term plan benefit obligations are funded by investing in fixed income securities, which are less volatile.

In the United Kingdom the Group participates among others in a plan financed by various entities belonging to the Group, called the "Fiat Group Pension Scheme". Under this plan, participating employers make contributions on behalf of their active employees (active), retirees, and employees who have left the Group but have not yet retired (deferred).

Health care plans

The item health care plans comprise obligations for health care and life insurance plans granted to employees of the Group working in the United States and Canada (mostly relating to the CNH – Case New Holland sector). These plans generally cover employees retiring on or after reaching the age of 55 who have had at least 10 years of service. CNH United States salaried and non-represented hourly and Canada employees hired after January 1, 2001 and January 1, 2002, respectively, are not eligible for health care and life insurance benefits under the CNH plans. Until December 31, 2006, these plans were fully unfunded; starting in 2007, the Group began making contributions on a voluntary basis to a separate and independently managed fund established to finance the North American health care plans.

Other

The item Other includes loyalty bonuses, which are due to employees who reach a specified seniority and are generally settled when an employee leaves the company; and for French entities, the *Indemnité de départ à la retraite*, a plan similar to the Italian TFR. These schemes are unfunded.

Provisions for employee benefits at December 31, 2010 and 2009 are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Holdings System	Consolidated EXOR Group
Post-employment benefits:					
Employee leaving entitlements in Italy	1,054	4	16	3	1,077
Pension Plans	603	14			617
Health care plans	861				861
Other	244				244
Total Post-employment benefits	2,762	18	16	3	2,799
Other provisions for employees	776	72			848
Other long-term employee benefits	183	9			192
Total Provision for employee benefits at 12/31/2010	**3,721**	**99**	**16**	**3**	**3,839**
Defined benefit plan assets	174				174
Total Defined benefits plan assets at 12/31/2010	**174**				**174**
Post-employment benefits:					
Employee leaving entitlements in Italy	1,086	4	16	4	1,110
Pension Plans	611	12			623
Health care plans	844				844
Other	242				242
Total Post-employment benefits	2,783	16	16	4	2,819
Other provisions for employees	504	18			522
Other long-term employee benefits	160	3			163
Total Provision for employee benefits at 12/31/2009	**3,447**	**37**	**16**	**4**	**3,504**
Defined benefit plan assets	132				132
Total Defined benefits plan assets at 12/31/2009	**132**				**132**

The item Other provisions for employees consists of the best estimate at the balance sheet date of short-term employee benefits payable by the Group within twelve months of the end of the period in which the employees render the related service.

In 2010 and in 2009, changes in other provisions for employees and in other long-term employee benefits are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Consolidated EXOR Group
Other provisions for employees at 12/31/2009	504	18	522
Provision	542	83	625
Utilization	(269)	(25)	(294)
Change in the scope of consolidation and other changes	(1)	(4)	(5)
Other provisions for employees at 12/31/2010	**776**	**72**	**848**
Other long-term employee benefits at 12/31/2009	160	3	163
Provision	32	5	37
Utilization	(15)	0	(15)
Change in the scope of consolidation and other changes	6	1	7
Other long-term employee benefits at 12/31/2010	**183**	**9**	**192**
Total at 12/31/2010	**959**	**81**	**1,040**
Other provisions for employees at 12/31/2008	329	40	369
Provision	363	42	405
Utilization	(152)	(35)	(187)
Change in the scope of consolidation and other changes	(36)	(29)	(65)
Other provisions for employees at 12/31/2009	**504**	**18**	**522**
Other long-term employee benefits at 12/31/2008	169	5	174
Provision	11	1	12
Utilization	(20)	0	(20)
Change in the scope of consolidation and other changes	0	(3)	(3)
Other long-term employee benefits at 12/31/2009	**160**	**3**	**163**
Total at 12/31/2009	**664**	**21**	**685**

Post-employment benefits and other long-term employee benefits are calculated on the basis of the following assumptions:

	At December 31, 2010				At December 31, 2009			
(in %)	**Italy**	**USA**	**UK**	**Other**	Italy	USA	UK	Other
Discount rate	**from 3.6 to 4.3**	**5.2**	**from 5.2 to 5.3**	**4.5**	from 3.9 to 5.02	5.5	from 5.75 to 6.08	5.5
Future salary increase	**3.26**	**n/a**	**3.5**	**2.2**	4.02	n/a	3.50	3.0
Inflation rate	**2.0**	**n/a**	**3.5**	**2.1**	2.0	n/a	3.50	2.0
Weighted average, initial health care cost trend rate	**n/a**	**8**	**n/a**	**n/a**	n/a	9.0	n/a	n/a
Weighted average, ultimate health care cost trend rate	**n/a**	**5**	**n/a**	**n/a**	n/a	5.0	n/a	n/a
Expected return on plan assets	**n/a**	**8**	**from 6.05 to 7**	**n/a**	n/a	8.0	from 6.33 to 7	n/a

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Assumed discount rates are used in measurements of pension and postretirement benefit obligations and interest cost components of net periodic cost. The Group selects its assumed discount rates based on the consideration of equivalent yields on high-quality fixed income investments at the measurement date.

The assumed health care trend rate represents the rate at which health care costs are assumed to increase. Rates are determined based on the Agricultural and Construction Equipment sector specific experience, consultation with actuaries and outside consultants, and various trend factors including general and health care sector-specific inflation projections from the United States Department of Health and Human Services Health Care Financing Administration. The initial trend is a short-term assumption based on recent experience and prevailing market conditions. The ultimate trend is a long-term assumption of health care cost inflation based on general inflation, incremental medical inflation, technology, new medicine, government cost-shifting, utilization changes, aging population, and a changing mix of medical services.

The expected long-term rate of return on plan assets reflects management's expectations on long-term average rates of return on funds invested to provide for benefits included in the projected benefit obligations. The expected return is based on the outlook for inflation, fixed income returns, and equity returns, while also considering asset allocation and investment strategy, premiums for active management to the extent asset classes are actively managed and plan expenses. Return patterns and correlations, consensus return forecasts and other relevant financial factors are analyzed to check for reasonability and appropriateness.

The amounts recognized in the statement of financial position for post-employment benefits for the EXOR Group at December 31, 2010 and 2009 are as follows:

	Employee leaving entitlements in Italy		Pension plans		Health care plans		Other	
€ in millions	**12/31/2010**	12/31/2009	**12/31/2010**	12/31/2009	**12/31/2010**	12/31/2009	**12/31/2010**	12/31/2009
Present value of funded obligations			**2,217**	1,916	**815**	754		
Fair Value of plan assets			**(2,093)**	(1,836)	**(56)**	(46)		
Difference			**124**	80	**759**	708		
Present value of unfunded obligations	**1,032**	1,025	**751**	705	**44**	40	**278**	258
Unrecognized actuarial gains (losses)	**45**	85	**(434)**	(299)	**50**	86	**(17)**	(5)
Unrecognized past service cost					**8**	10	**(17)**	(11)
Unrecognized assets			**2**	5				
Net liability	**1,077**	1,110	**443**	491	**861**	844	**244**	242
Amounts at year end:								
liabilities	**1,077**	1,110	**617**	623	**861**	844	**244**	242
assets			**(174)**	(132)				
Net liability	**1,077**	1,110	**443**	491	**861**	844	**244**	242

The amounts recognized in the income statement for defined benefit plans in 2010 are as follows:

€ in millions	Employee leaving entitlements in Italy	Pension plans	Health care plans	Other
Current service cost	1	28	7	15
Interest costs	32	148	44	11
Expected return on plan assets		(137)	(4)	
Net actuarial losses (gains) not recognized	(1)	30	(2)	
Past service costs		3	(41)	1
Paragraph 58 adjustment		1		
Losses (gains) on curtailments and settlements				(4)
Total costs (gains)	**32**	**73**	**4**	**23**
Actual return on plan assets	**n/a**	**172**	**6**	**n/a**

Changes in the present value of post-employment obligations are as follows:

€ in millions	Employee leaving entitlements in Italy		Pension plans		Health care plans		Other	
	12/31/2010	12/31/2009	**12/31/2010**	12/31/2009	**12/31/2010**	12/31/2009	**12/31/2010**	12/31/2009
Present value of obligation at the beginning of the year	**1,025**	**1,088**	**2,621**	**2,309**	**794**	**848**	**258**	**288**
Current service cost	**3**	2	**27**	23	**7**	6	**15**	13
Interest costs	**32**	55	**148**	145	**44**	52	**11**	14
Contribution by plan participants			**3**	4	**4**	3		
Actuarial losses (gains) generated	**45**	(18)	**185**	260	**43**	(36)	**13**	(2)
Exchange rate differences			**131**	39	**64**	(23)	**2**	
Benefits paid	**(117)**	(107)	**(173)**	(162)	**(59)**	(51)	**(32)**	(31)
Past service cost			**3**		**(38)**	(10)	**7**	(19)
Change in the scope of consolidation	**44**	(2)	**21**				**4**	(1)
Losses (gains) on curtailments				4		4	**4**	(2)
Losses (gains) on settlements				(2)			**(2)**	
Other changes		7	**2**	1		1	**(2)**	(2)
Present value of obligation at the end of the year	**1,032**	1,025	**2,968**	2,621	**859**	794	**278**	258

The changes to the health care plans stated in the obligation and in the composition of defined benefit plan expenses in 2010 mainly relate to the health care plans in North America for the Agricultural and Construction Equipment sector of the Fiat Group.

Changes in the fair value of plan assets servicing the pension plans and health care plans are as follows:

€ in millions	Pension plans		Health care plans	
	12/31/2010	12/31/2009	**12/31/2010**	12/31/2009
Fair value of plan assets at the beginning of the year	**1,836**	1,583	**46**	39
Expected return on plan assets	**137**	115	**4**	3
Actuarial gains (losses) generated	**40**	127	**2**	6
Exchange rate differences	**110**	42	**4**	(2)
Contribution by employer	**104**	115	**55**	48
Contribution by plan participants	**3**	4	**4**	3
Benefits paid	**(160)**	(149)	**(59)**	(51)
Change in the scope of consolidation	**20**			
Gains (losses) on settlements		(2)		
Other changes	**3**	1		
Fair value of plan assets at the end of the year	**2,093**	1,836	**56**	46

As discussed earlier, the Fiat Group, and in particular the companies of the CNH – Case New Holland sector, began making contributions on a voluntary basis in 2007 to a separate and independently managed fund established to finance the North American health care plans.

Plan assets for post-employment benefits and health-care benefits mainly consist of listed equity instruments and fixed income securities; plan assets do not include treasury shares of the companies or properties occupied by Group companies. Plan assets may be summarized as follows:

(in %)	**Fiat Group (as a whole)**	**C&W Group**
At December 31, 2010		
Third party equity instruments	40	43
Third party debt instruments	47	54
Properties occupied by third parties	1	0
Other assets	12	3
At December 31, 2009		
Third party equity instruments	37	42
Third party debt instruments	50	56
Properties occupied by third parties	1	0
Other assets	12	2

Assumed health care cost trend rates have a significant effect on the amount recognized in the 2010 income statement. A one percentage point change in assumed health care cost trend rates would have the following effects:

€ in millions	One percentage point increase	One percentage point decrease
Effect on the aggregate of the service costs and interest cost	5	4
Effect on defined benefit obligation	78	66

The present value of the defined benefit obligations, the fair value of plan assets and the surplus or deficit of the plans at the end of 2010 and 2009 are as follows:

€ in millions	At December 31, 2010	At December 31, 2009
Present value of obligation:		
Employee leaving entitlements in Italy	**1,032**	1,025
Pension plans	**2,968**	2,621
Health care plans	**859**	794
Others	**278**	258
Fair value of plan assets:		
Pension plans	**2,093**	1,836
Health care plans	**56**	46
Surplus (deficit) of the plan:		
Employee leaving entitlements in Italy	**1,032**	1,025
Pension plans	**875**	785
Health care plans	**803**	748
Others	**278**	258

The best estimate of expected contribution to pension and health care plans for 2011 is €91 million and €60 million, respectively.

26. Other provisions

Changes in other provisions are as follows:

€ in millions	12/31/2009	Charge	Utilization	Release to income	Other changes	12/31/2010
Group	1,479	1,316	(1,100)	(107)	84	**1,672**
Restructuring provision						
- FIAT Group	359	115	(171)	(12)	4	**295**
- C&W Group	9	2	(8)	0	1	**4**
	368	117	(179)	(12)	5	**299**
Investment provision						
- FIAT Group	50				(1)	**49**
- Holdings System	0				3	**3**
	50	0	0	0	2	**52**
Other risks						
- FIAT Group	3,097	3,718	(3,253)	(208)	108	**3,462**
- C&W Group	12	5	(5)		2	**14**
- Alpitour Group	4	3	(3)			**4**
- Juventus	3					**3**
	3,116	3,726	(3,261)	(208)	110	**3,483**
Total Other provisions	5,013	5,159	(4,540)	(327)	201	**5,506**

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The effect of discounting these provisions, €28 million in 2010, has been wholly included in other changes together with exchange gains of €186 million.

The warranty provision represents management's best estimate of commitments given by the Group for contractual, legal, or constructive obligations arising from product warranties given for a specified period of time which begins at the date of delivery to the customer. This estimate has been calculated considering past experience and specific contractual terms. This provision also includes management's best estimate of the costs that are expected to be incurred in connection with product defects that could result in a larger recall of vehicles. This provision for risks is developed through an assessment of reported damages or returns on a case-by-case basis.

At December 31, 2010, the restructuring provision comprises the estimated amount of benefits payable to employees on termination in connection with restructuring plans amounting to €205 million, other costs for exiting activities amounting to €28 million and other costs totaling €62 million. The total balance relates to the restructuring programs of the sectors Fiat Group Automobiles for €88 million, Components for €48 million, Fiat Powertrain for €17 million, Production Systems for €10 million, Metallurgical Products for €7 million, FPT Industrial for €53 million, Agricultural and Construction Equipment for €24 million, Trucks and Commercial Vehicles for €16 million and other sectors for €32 million.

The restructuring provision at December 31, 2009 comprised the estimated amount of benefits payable to employees on termination in connection with restructuring plans amounting to €294 million, other costs for exiting activities amounting to €32 million and other costs totaling €33 million. Taken overall, the balance had related to the restructuring programs of the sectors Fiat Group Automobiles for €101 million, Components for €73 million, Agricultural and Construction Equipment for €50 million, FPT Powertrain Technologies for €63 million, Trucks and Commercial Vehicles for €17 million, Production Systems for €15 million, Metallurgical Products for €9 million and other sectors for €31 million.

C&W Group
In 2008, C&W Group, in response to the continuing economic crisis, had begun a plan to cut structure costs and particularly to reduce the workforce.
During 2009, C&W Group approved another plan of cost cutting initiatives and set aside a further €21 million in the restructuring provision. In 2010, the amount provided is €2 million and the amount used totals €8 million.

The provision for other risks represents the amounts set aside principally in connection with contractual and commercial risks and disputes. The more significant balances of these provisions are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Consolidated EXOR Group
Sales incentives	1,015				1,015
Legal proceedings and other disputes	787	4			791
Commercial risks	708	10			718
Environmental risks	71				71
Indemnities	60				60
Other reserves for risk and charges	821		4	3	828
Total Other risks at 12/31/2010	**3,462**	**14**	**4**	**3**	**3,483**
Sales incentives	829				829
Legal proceedings and other disputes	743	5			748
Commercial risks	677	7			684
Environmental risks	71				71
Indemnities	53				53
Other reserves for risk and charges	724		4	3	731
Total Other risks at 12/31/2009	**3,097**	**12**	**4**	**3**	**3,116**

A description of these follows:

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- Sales incentives - this provision relates to sales incentives that are offered on a contractual basis to the Group's dealer networks, primarily on the basis that dealers will achieve a specific cumulative level of sales transactions during the calendar year. This provision is estimated based on the information available regarding the sales made by the dealers during the calendar year. The provision also includes sales incentives such as cash rebates announced by the Group and provided by dealers to customers, for which the dealers are reimbursed. The Group records this provision when it is probable that the incentive will be provided and the Group's inventory is sold to its dealers. The Group estimates this provision based on the expected use of these rebates with respect to the volume of vehicles that has been sold to the dealers.

- Legal proceedings and other disputes - this provision represents management's best estimate of the liability to be recognized with regard to:

    - Legal proceedings arising in the ordinary course of business with dealers, customers, suppliers or regulators (such as contractual or patent disputes).
    - Legal proceedings involving claims with active and former employees.
    - Legal proceedings involving different tax authorities.

None of these provisions is individually significant. Each Group company recognizes a provision for legal proceedings when it is deemed probable that the proceedings will result in an outflow of resources. In determining their best estimate of the probable liability, each Group company evaluates their legal proceedings on a case-by-case basis to estimate the probable losses that typically arise from events of the type giving rise to the liability. Their estimate takes into account, as applicable, the views of legal counsel and other experts, the experience of the Group and others in similar situations and the Group's intentions with regard to further action in each proceeding. The Group's consolidated provision combines these individual provisions established by each of the Group's companies.

- Commercial risks - this provision includes the amount of obligations arising in connection with the sale of products and services such as maintenance contracts. An accrual is recorded when the expected costs to complete the services under these contracts exceed the revenues expected to be realized.

- *Environmental risks* – This provision represents management's best estimate of the Group's probable environmental obligations. Amounts included in the estimate comprise direct costs to be incurred by the Fiat Group post-Demerger and the Fiat Industrial Group in connection with environmental obligations associated with current or formerly owned facilities and sites. This provision also includes costs related to claims on environmental matters.

- *Indemnities* - the provision for indemnities relates to contractual indemnities provided by the Group in connection with divestitures carried out in 2010 and prior years. These liabilities primarily arise from indemnities relating to contingent liabilities in existence at the time of the sale, as well as those covering any possible breach of the representations and warranties provided in the contract and, in certain instances, environmental or tax matters. These provisions were determined estimating the amount of the expected outflow of resources, taking into consideration the relevant level of probability of

27. Debt

Debt by due date:
A breakdown of debt and an analysis by due date at December 31, 2010 is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Asset-backed financing							
- Due within one year	5,275						5,275
- Due between one and five years	3,544						3,544
- Due beyond five years	35						35
Asset-backed financing	**8,854**						**8,854**
Bonds							
- Due within one year	2,728				200		2,928
- Due between one and five years	5,935						5,935
- Due beyond five years	2,409				746		3,155
Total	11,072				946		12,018
Borrowings from banks							
- Due within one year	4,821		1		231		5,053
- Due between one and five years	3,978	87	9		50		4,124
- Due beyond five years	226						226
Total	9,025	87	10		281		9,403
Payables represented by securities							
- Due within one year	217						217
- Due between one and five years	147						147
Total	364						364
Other							
- Due within one year	1,135	1		18	31	(1)	1,184
- Due between one and five years	258	30		15		(30)	273
- Due beyond five years	300			30			330
Total	1,693	31		63	31	(31)	1,787
Total Other debt							
- Due within one year	8,901	1	1	18	462	(1)	9,382
- Due between one and five years	10,318	117	9	15	50	(30)	10,479
- Due beyond five years	2,935			30	746		3,711
Total Other debt	**22,154**	**118**	**10**	**63**	**1,258**	**(31)**	**23,572**
Total Debt							
- Due within one year	14,176	1	1	18	462	(1)	14,657
- Due between one and five years	13,862	117	9	15	50	(30)	14,023
- Due beyond five years	2,970			30	746		3,746
Total Debt at 12/31/2010	**31,008**	**118**	**10**	**63**	**1,258**	**(31)**	**32,426**

A breakdown of debt and an analysis by due date at December 31, 2009 is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Asset-backed financing							
- Due within one year	4,536						4,536
- Due between one and five years	2,535						2,535
- Due beyond five years	15						15
Asset-backed financing	**7,086**						**7,086**
Bonds							
- Due within one year	1,451						1,451
- Due between one and five years	7,189				200		7,389
- Due beyond five years	2,757				745		3,502
Total	11,397				945		12,342
Borrowings from banks							
- Due within one year	3,531	6	16		25		3,578
- Due between one and five years	4,553	140	12		125		4,830
- Due beyond five years	310						310
Total	8,394	146	28		150		8,718
Payables represented by securities							
- Due within one year	229						229
- Due between one and five years	155						155
Total	384						384
Other							
- Due within one year	864			2	23		889
- Due between one and five years	137	28		6		(28)	143
- Due beyond five years	265			8			273
Total	1,266	28		16	23	(28)	1,305
Total Other debt							
- Due within one year	6,075	6	16	2	48		6,147
- Due between one and five years	12,034	168	12	6	325	(28)	12,517
- Due beyond five years	3,332			8	745		4,085
Total Other debt	**21,441**	**174**	**28**	**16**	**1,118**	**(28)**	**22,749**
Total Debt							
- Due within one year	10,611	6	16	2	48		10,683
- Due between one and five years	14,569	168	12	6	325	(28)	15,052
- Due beyond five years	3,347			8	745		4,100
Total Debt at 12/31/2009	**28,527**	**174**	**28**	**16**	**1,118**	**(28)**	**29,835**

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Asset-backed financing represents the amount of financing received through both securitization and factoring transactions which do not meet IAS 39 derecognition requirements and is recognized as an asset in the statement of financial position under receivables from financing activities (Note 19).

At December 31, 2010, total Debt had increased by €2,481 million. Excluding exchange differences, which led to an increase in debt of approximately €1.4 billion, and excluding changes in the scope of consolidation, this increase amounted to €994 million.

There was an increase of approximately €1,213 million in asset backed financing, excluding exchange differences. This increase reflects improved market accessibility conditions for securitizations.
The rise in other debt includes among other things the recognition of debt of €122 million arising from exercising the call option on 5% of Ferrari share capital.

The major bond issues outstanding at December 31, 2010 are as follows:

	Currency	Face of outstanding bonds (in millions)	Coupon	Maturity	(€ in millions)
Global Medium Term Notes:					
Fiat Finance and Trade Ltd S.A. (1)	€	1,300	6.750%	May 25, 2011	1,300
Fiat Finance and Trade Ltd S.A. (1)	€	123	(2)	(2)	123
Fiat Finance and Trade Ltd S.A. (3)	€	1,000	5.625%	November 15, 2011	1,000
Fiat Finance and Trade Ltd S.A. (3)	€	1,250	9.000%	July 30, 2012	1,250
Fiat Finance and Trade Ltd S.A. (3)	€	200	5.750%	December 18, 2012	200
Fiat Finance and Trade Ltd S.A. (3)	€	1,250	7.625%	September 15, 2014	1,250
Fiat Finance and Trade Ltd S.A. (3)	€	1,500	6.875%	February 13, 2015	1,500
Fiat Finance North America Inc. (3)	€	1,000	5.625%	June 12, 2017	1,000
Others (4)					33
Total Global Medium Term Notes					**7,656**
Other bonds:					
Fiat Finance and Trade Ltd S.A. (3)	€	1,000	6.625%	February 15, 2013	1,000
Case New Holland Inc.	$	1,000	7.750%	September 1, 2013	748
CNH America LLC	$	254	7.250%	January 15, 2016	190
Case New Holland Inc.	$	1,500	7.875%	December 1, 2017	1,123
Total Other bonds					**3,061**
Hedging and amortized cost measurement effect					**355**
Total Bonds					**11,072**

(1) Bonds listed on the Mercato Obbligazionario Telematico of the Italian Stock Exchange (EuroMot) and on the Luxembourg Stock Exchange.
(2) "Fiat Step-Up Amortizing 2001-2011" bonds repayable at face value in five equal annual installments each for 20% of the total issued (€617 million) due beginning from the sixth year (November 7, 2007) by reducing the face value of each bond outstanding by one-fifth. The last installment will be repaid on November 7, 2011. The bonds pay coupon interest equal to: 4.40% in the first year (November 7, 2002), 4.60% in the second year (November 7, 2003), 4.80% in the third year (November 7, 2004), 5.00% in the fourth year (November 7, 2005), 5.20% in the fifth year (November 7, 2006), 5.40% in the sixth year (November 7, 2007), 5.90% in the seventh year (November 7, 2008), 6.40% in the eighth year (November 7, 2009), 6.90% in the ninth year (November 7, 2010) and 7.40% in the tenth year (November 7, 2011).
(3) Bond listed on the Irish Stock Exchange.
(4) Bonds with amounts outstanding equal to or less than the equivalent of €50 million.

The decrease of €441 million in 2010 (excluding exchange rate differences) in bonds is mainly due to:

- the repayment on maturity of a bond having a face value of €1,000 million issued by Fiat Finance and Trade Ltd S.A. in 2000 as part of the Global Medium Term Notes programme;
- the repayment on maturity of the fourth fixed annual installment of approximately €123 million of the "Fiat Step-up amortizing" bond (issued under the Global Medium Term Notes Programme);
- the repayment of other bonds falling due in the amount of approximately €71 million;
- the issue by Case New Holland Inc. of a bond having a nominal value of $1,500 million, maturing in 2017 and paying a fixed coupon of 7.875%, at a price of 99.32% of its nominal value;
- the early repayment of a bond with nominal of $500 million (originally due in 2014) made by Case New Holland Inc..

The bonds issued by the Group are governed by different terms and conditions according to their type as follows:

- Global Medium Term Note (GMTN Programme): a maximum of €15 billion may be used under this Program, of which notes of approximately €7.7 billion have been issued to date; the Program is guaranteed by Fiat S.p.A. The issuers taking part in the program include, among others, Fiat Finance and Trade Ltd. S.A. for an amount outstanding of €6.7 billion and Fiat Finance North America Inc. with a bond having a nominal value of €1 billion;

- other bonds: these refer to a bond issued by Fiat Finance and Trade Ltd. S.A. having a face value of €1 billion, issued at par in 2006, bearing fixed interest at 6.625% and repayable on February 15, 2013;

- a bond issued by Case New Holland Inc., having a nominal value of $1 billion at a price of 97.062%, falling due in 2013 and bearing fixed interest at a rate of 7.75%, payable semi-annually;

- bond issued by CNH America LLC for a total amount outstanding of $254 million and repayable in 2016.

The unaudited prospectuses and offering circulars, or their abstracts, relating to the principal bond issues are available at www.fiatspa.com under "Investor Relations – Financial Reports" and at www.fiatindustrial.com under "Investor Relations – Financial Reports".
Most of the bonds issued by the Group impose covenants on the issuer and, in certain cases, on Fiat S.p.A. as guarantor, which is standard international practice for similar bonds issued by companies in the same industry sector as the Group. Such covenants include: (i) negative pledge clauses which require that bonds benefit from any existing or future pledges of assets of the issuer and/or Fiat S.p.A. granted in connection with other bonds or debt securities having the same ranking; (ii) *pari passu* clauses, under which no obligations ranking senior to the bonds in question may be assumed; (iii) periodic disclosure obligations; (iv) for certain bond issues, cross-default clauses which require immediate repayment of the bonds under certain events of default on other financial instruments issued by the Group; and, (v) other clauses that are generally applicable to securities of a similar type.

The Group intends to repay the issued bonds in cash at due date by utilizing available liquid resources. In addition, the companies in the Group may from time to time buy back bonds on the market that have been issued by the Group, also for purposes of their cancellation. Such buy backs, if made, depend upon market conditions, the financial situation of the Group and other factors which could affect such decisions.

Committed credit lines expiring after 12 months available to Fiat Group post-demerger amounting to approximately €1.9 billion had been fully used at December 31, 2010.

In order to provide the Fiat Industrial Group with adequate funds, new syndicated committed credit facilities for a total of €4.2 billion were finalized during the year. These facilities were made available to Fiat Industrial Group treasuries in January 2011 once the demerger had become effective.

More specifically these relate to:

- a three-year revolving credit facility of €2 billion;

- a one-year loan of €2.2 billion (extendable for a further year at the discretion of Fiat Industrial), which is intended to be repaid on the basis of new bond issues.

In addition, the Fiat Industrial Group treasuries benefit from the transfer of bilateral bank credit facilities (previously available to Fiat Group treasuries) of over €1 billion.

Holdings System

At December 31, 2010, the debt of the Holdings System totaling €1,258 million presents a net increase of €140 million, of which €131 million refers to the Parent EXOR, deriving for €75 million from the extinguishment of debt which reached maturity, for €50 million from a new bank-secured loan and for €156 million from credit lines drawn down.
The debt payable to Almacantar of €8 million is also included for the quota of the capital increase subscribed by Exor S.A. and not paid in at December 31, 2010.

An analysis of EXOR S.p.A. bonds outstanding at December 31, 2010 is as follows:

Issue date	Maturity date	Issue price	Coupon	Rate	Face value (€ ml)	Amortized cost measurement effect (€ ml)	**Balance** (€ ml)
6/9/2006	6/9/2011	99.900	Quarterly	3-month Euribor + spread	200	(0)	**200**
6/12/2007	6/12/2017	99.554	Annually	Fixed 5.375%	750	(4)	**746**

The bonds contain covenants that are common in international practice for bond issues of this type. In particular, they contain negative pledge clauses which require that bonds benefit from any existing or future pledges of assets of the issuer granted in connection with other bonds or debt securities having the same ranking and provide for periodic disclosure. The 2006/2011 bonds also establish other commitments such as observing a maximum debt limit in relation to the amount of the portfolio and maintaining a rating by one of the major agencies. Non-compliance with these covenants allows the bondholders to ask for the immediate redemption of the bonds. Finally, standard events of default are envisaged in the case of serious non-fulfillment such as, for example, failure to pay interest. These covenants were complied with at December 31, 2010.
Any change of control of EXOR would give bondholders the right to the early repayment of the Bonds 2006/2011 and 2007/2017 for a total of €950 million.

Standard & Poor's rated the two bond issues “BBB+”, in line with its current rating of EXOR S.p.A.’s long-term debt.

At December 31, 2010, EXOR S.p.A. had credit lines for €1,558 million. Of that amount €708 million is revocable and €850 million is irrevocable (of which €455 million is due by December 31, 2011 and €395 million by December 31, 2013).
The loan contracts relating to irrevocable credit lines provide for commitments to be observed that are typical of the practices in the sector for this type of debt. In particular, some of the main commitments on certain contracts refer to periodical disclosure obligations, prohibition of new real guarantees on the assets of the company without the consent of the creditor, non-subordination of the credit and, in some cases, compliance with financial ratios. Finally, clauses provide for early expiration in the event of serious non-fulfillment such as, for example, failure to pay interest or events that are especially detrimental such as bankruptcy.
In the event of a change in control of EXOR, some lender banks would have the right to ask for the early repayment of the irrevocable credit lines for a total of €355 million.

Alpitour Group

The debt of the Alpitour Group totaling €10 million (€28 million at December 31, 2009), comprises a three-year loan of €8 million secured in July 2010 from Mediobanca expiring with a one-time payment in July 2013, bearing interest at a variable rate based on the 6-month Euribor. The Alpitour Group also has a residual five-year loan of €2 million secured in June 2007 from the bank C.R.S. expiring in June 2012, bearing interest at a variable rate based on the Euribor.
The medium and long-term loan contracts state that the Alpitour Group must comply with covenants calculated on consolidated equity, economic and financial data (mainly net debt/equity and net debt/Ebitda). In view of the seasonal nature of the business, these ratios, as established by the relevant contracts, are calculated on an annual basis at the year-end closing date.

The main changes are as follows:

- early termination of the securitization operation put in place during the financial year 2005/2006 (€8 million);
- early reimbursement of the remaining balance of the syndicated loan (coordinated by BNL and Efibanca) (€16 million);
- new loan secured from Mediobanca (€8 million);
- reimbursement of periodical installments on the C.R.S. loan (€1 million).

At December 31, 2010, the Alpitour Group had credit lines for a total of €244 million (€268 million at December 31, 2009), of which committed credit lines total €168 million (€26 million due within one year next year and €142 million due beyond next year).

Juventus FC

The debt of Juventus FC amounting to €63 million comprises the debt due to Unicredit Leasing S.p.A. for the Vinovo Training Center lease transaction and other minor leases for €19 million, the debt due to Istituto per il Credito Sportivo for the new stadium loan for €30 million and the debt payable to banking institutions for bank accounts that were opened for €14 million.

At December 31, 2010, Juventus FC had credit lines for €210 million, of which €84 million was drawn down.

C&W Group

Debt of C&W Group refers for €87 million (€146 million at December 31, 2009) to the amount drawn down on the original $350 million Senior Revolving Credit Facility.

EXOR Group debt by interest rate

The annual interest rates and the nominal currencies of debt at December 31, 2010 are as follows:

€ in millions	Less than 5%	From 5% to 7.5%	From 7.5% to 10%	From 10% to 12.5%	Greater than 12.5%	Total
Euro	8,099	6,797	2,503			17,399
U.S. dollar	5,282	612	1,871	5		7,770
Brazilian real	883	919	426	1,843	151	4,222
Canadian dollar	1,459	7				1,466
Australian dollar	22	803				825
Polish zloty	140	58	12			210
Chinese renminbi	156	126				282
Argentine peso	0			22	46	68
British pound	65	5				70
Other	98		1	12	3	114
Total Debt at 12/31/2010	**16,204**	**9,327**	**4,813**	**1,882**	**200**	**32,426**

Debt with annual nominal interest rates in excess of 12.5% relates principally to the companies of the Fiat Group operating in Argentina and Brazil.

For further information on the management of interest rate and currency risk reference should be made to the previous section Risk Management and to Note 33.

The fair value of outstanding debt of the EXOR Group at December 31, 2010 amounts approximately to €48,708 million. The fair value of debt at December 31, 2009 amounted approximately to €44,612 million. These amounts have been determined using the quoted market price of financial instruments, if available, or discounting the related future cash flows and using the interest rates suitably adjusted to take account of the Group's current creditworthiness.

At December 31, 2010, the **Fiat Group** had outstanding finance lease agreements for certain property, plant and equipment whose overall net carrying amount, €370 million (€304 million at December 31, 2009), was included in property, plant and equipment (Note 15).

At December 31, 2010, **Juventus** had five finance lease agreements with Unicredit Leasing S.p.A. regarding the Vinovo Training Center, furniture, fixtures and sundry equipment for a total of €27 million.

Minimum future lease payments

€ in millions	Fiat Group (as a whole)	C&W Group	Juventus F.C.	Consolidated EXOR Group
Due within one year	54		2	56
Due between one and five years	128	1	8	137
Due beyond five years	149		8	157
Present value of minimum lease payments at 12/31/2010	**331**	**1**	**18**	**350**
Due within one year	46	1	1	48
Due between one and five years	103		5	108
Due beyond five years	119		8	127
Present value of minimum lease payments at 12/31/2009	**268**	**1**	**14**	**283**

Fiat Group

Finance lease payables also relate to suppliers' assets recognized in the consolidated financial statements in accordance with IFRIC 4.

Finally, debt secured by mortgages on assets amounts to €412 million at December 31, 2010, of which €331 million is due to creditors for the above mentioned assets acquired under finance leases. At December 31, 2009, debt secured by mortgages on assets amounted to €358 million, of which €268 million is due to creditors for assets acquired under finance leases. The total carrying amount of assets acting as security for loans amounts to €517 million at December 31, 2010 (€446 million at December 31, 2009). In addition, at December 31, 2010 the Group's assets include current receivables and cash with a pre-determined use to settle asset-backed financing of €8,854 million. At December 31, 2009, the total amount of such asset-backed financing was €7,086 million.

Net financial position

In compliance with the Consob Regulation issued on July 28, 2006 and in conformity with the CESR's "Recommendations for the consistent implementation of the European Commission's Regulation on Prospectuses" issued on February 10, 2005, the net financial position of the Group is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
At 12/31/2010							
Non-current securities (held to maturity)					192		192
Non-current financial receivables and other financial assets				2			2
Non-current assets				**2**	**192**		**194**
Cash and cash equivalents	15,653	77	92	5	361		16,188
Current securities (held for trading)	209		3		712		924
Liquidity	**15,862**	**77**	**95**	**5**	**1,073**		**17,112**
Receivables from financing activities	13,774						13,774
- of which: From jointly-controlled financial services entities	*12*						*12*
Other current financial receivables					38	(31)	7
Other financial assets	604	1			5		610
Debt	(31,008)	(118)	(10)	(63)	(1,258)	31	(32,426)
Other financial liabilities	(402)	(2)		(1)	(8)		(413)
Net financial position at 12/31/2010	**(1,170)**	**(42)**	**85**	**(57)**	**42**	**0**	**(1,142)**
At 12/31/2009							
Non-current securities (held to maturity)					87		87
Non-current financial receivables and other financial assets			2				2
Non-current assets			**2**		**87**		**89**
Cash and cash equivalents	12,226	52	90	26	462		12,856
Current securities (securities held for trading)	217		3		595		815
Liquidity	**12,443**	**52**	**93**	**26**	**1,057**		**13,671**
Receivables from financing activities	12,695						12,695
- of which: From jointly-controlled financial services entities	*14*						*14*
Other current financial receivables					34	(28)	6
Other financial assets	636				4		640
Debt	(28,527)	(174)	(28)	(16)	(1,118)	28	(29,835)
Other financial liabilities	(464)	(2)			(12)		(478)
Net financial position at 12/31/2009	**(3,217)**	**(124)**	**67**	**10**	**52**	**0**	**(3,212)**

The net financial position of C&W Group and the Alpitour Group is adjusted to exclude non-current financial assets (deposits and receivables) in order to comply with the Consob Regulation.

Non-current securities (held-to-maturity) of the Holdings System include bonds issued by leading counterparts and listed on active and open markets which it intends, and is able to hold, until their natural reimbursement date as an investment of a part of its available cash so that it can receive a constant attractive flow of financial income. Such designation was made in accordance with IAS 39, paragraph 9.

The item receivables from financing activities includes the entire portfolio of the financial services entities of the Fiat Group, classified as current assets as they will be realized during the normal operating cycle of these companies.

28. Trade payables

An analysis by due date of trade payables is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
Due within one year	13,239	157	214	33	5	(2)	13,646
Due between one and five years	10	8					18
Due beyond five years	2						2
Trade payables at 12/31/2010	**13,251**	**165**	**214**	**33**	**5**	**(2)**	**13,666**
Due within one year	12,281	124	192	19	4	(2)	12,618
Due between one and five years	13	5					18
Due beyond five years	1						1
Trade payables at 12/31/2009	**12,295**	**129**	**192**	**19**	**4**	**(2)**	**12,637**

The carrying amount of trade payables is considered in line with their fair value at the balance sheet date.

29. Other liabilities

An analysis of other liabilities is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations and adjustments	Consolidated EXOR Group
Advances on buy-back agreements	1,832						1,832
Indirect tax payables	1,372	17	2		1		1,392
Accrued expenses and deferred income	1,146	31		7	1		1,185
Payables to personnel	459	15	13		3		490
Social security payables	439		4	1	3		447
Amounts due to customers for contract work (Note	105						105
Liabilities with Minority Shareholders of C&W		30					30
Deferred compensation plans of C&W Group		4					4
Other	897	67	21	139	24	17	1,165
Total Other liabilities at 12/31/2010	**6,250**	**164**	**40**	**147**	**32**	**17**	**6,650**
Advances on buy-back agreements	1,885						1,885
Indirect tax payables	1,082	12	2		1		1,097
Accrued expenses and deferred income	1,078	30		15	1		1,124
Payables to personnel	468	14	11		2		495
Social security payables	423	1	4		1		429
Amounts due to customers for contract work (Note	81						81
Liabilities with Minority Shareholders of C&W Group		33					33
Deferred compensation plans of C&W Group		10					10
Other	848	59	20	112	14	17	1,070
Total Other liabilities at 12/31/2009	**5,865**	**159**	**37**	**127**	**19**	**17**	**6,224**

Fiat Group

The item advances on buy-back agreements refers to agreements entered into by the Group during the year or which still remain effective at the balance sheet date. The balance at December 31, 2010 refers for €822 million to assets included in inventories and for €1,010 million to assets included in property, plant and equipment. The item advances on buy-back agreements represents the following:

- at the date of the sale, the price received for the product is recognized as an advance in liabilities;

- subsequently, since the difference between the original sales price and the repurchase price is recognized in the income statement as operating lease installments on a straight-line basis over the lease term, the balance represents the remaining lease installments yet to be recognized in income plus the repurchase price.

The carrying amount of other current liabilities is considered in line with their fair value.

An analysis of other current liabilities (excluding accrued expenses and deferred income) by due date is as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations and adjustments	Consolidated EXOR Group
At December 31, 2010							
- Due within one year	3,905	82	39	118	30	17	4,191
- Due between one and five years	1,163	47	1	22	1		1,234
- Due beyond five years	36	4					40
	5,104	**133**	**40**	**140**	**31**	**17**	**5,465**
At December 31, 2009							
- Due within one year	3,859	63	37	62	18	17	4,056
- Due between one and five years	891	55		50			996
- Due beyond five years	37	11					48
	4,787	**129**	**37**	**112**	**18**	**17**	**5,100**

30. Guarantees granted, commitments and contingent liabilities

An analysis of guarantees granted, commitments and contingent liabilities is as follows:

€ in millions	12/31/2010	12/31/2009	Change
Commitments undertaken			
Guarantees, note guarantees and other guarantees	110	101	9
Commitments for the purchase of investments and financial assets	237	72	165
Commitments for the purchase of property, plant and equipment	858	670	188
Commitments to make loans	2	6	(4)
Other commitments undertaken	1	1	0
Total commitments undertaken	**1,208**	850	358
Commitments received			
Guarantees, deposits, note guarantees and other guarantees	64	127	(63)
Other commitments	74	72	2
Total commitments received	**138**	199	(61)

The item guarantees, note guarantees and other guarantees included under commitments undertaken (€110 million) comprises mainly guarantees on behalf of suppliers of tourist services, financial offices and public entities received by the Alpitour Group and other guarantees of the Alpitour Group for €41 million, in addition to bank guarantees received by Juventus Football Club for €69 million.

Commitments for the purchase of investments and other financial assets total €237 million (€72 million at December 31, 2009) and refer to commitments undertaken by the subsidiary Exor S.A. as follows:

- investment commitment for a residual maximum amount of $38 million (€29 million) in the NoCo B LP limited partnership which Groups a series of funds managed by Perella Weinberg Partners L.P.; at December 31, 2010, Exor S.A. invested $18 million (€14 million) and received reimbursements for $1.4 million (€1 million);
- investment commitment in the Perella Weinberg Real Estate for €17 million. At December 31, 2010, Exor S.A. invested € 5 million;
- investment commitment for another €7 million in Banijay Holding S.A.S.;
- investment commitment for a residual €90 million in Almacantar. In 2010, Exor S.A. invested €10 million for the subscription of 63.75% of the capital and voting rights, reduced to 54.98% of the capital and voting rights;
- investment commitment for $96 million (€72 million) in the joint venture with the Jardine Matheson Group and Rothschild;
- purchase commitment for 0.97% of the capital of Banca Leonardo da Silvano Toti Holding S.p.A. for a total of €6 million. In 2010, Exor S.A. purchased 4.86% of the capital for an equivalent amount of €30 million;
- investment commitment for another $22 million, (€16 million) in BDT Capital Partner. The first investment made in 2010 in BDT Capital Partners amounted to $6.6 million (€5 million).

The commitments to make loans refer to the commitment undertaken by C&W Group with its employees.

The commitments to make loans amount to €138 million and refer to guarantees, sureties, note guarantees and other guarantees for €64 million (of which €61 million refers to guarantees and other guarantees provided by third parties to Juventus Football Club and €3 million to guarantees provided by public entities and suppliers of tourist services to Alpitour Group) and sale commitments of the Alpitour Group for €53 million relating to travel bookings.

The main guarantees provided by third parties to Juventus Football Club (€61 million) are as follows:

- guarantee of €42 million received from Sportfive S.A. to guarantee part of the fee relating to the commercial contract entered into with Sportfive Italia S.r.l./Sportfive GmbH & Co. KG., for the naming and marketing rights of the new stadium;
- guarantee of €12 million received from leading credit institutions on behalf of the Temporary Association of Companies - Rosso, Gilardi, Consfer and Morganti to guarantee the contracts for the construction of the new stadium;
- other guarantees for €7 million.

Other guarantees received by Juventus Football Club, for €17 million refer to pledges guaranteeing receivables from Campi di Vinovo S.p.A. and Finanziaria Gilardi S.p.A. in relation to the sale of the investment and subsequent novation and integration agreements.

Guarantees granted of the Fiat Group
At December 31, 2010, the Group had provided guarantees on the debt or commitments of third parties or jointly controlled entities and associates totaling €706 million. At December 31, 2009, the Fiat Group had provided guarantees for an amount of €593 million.

Commitments of the Fiat Group deriving from contractual agreements
The Fiat Group has important commitments and rights deriving from outstanding agreements, summarized in the following.

Teksid
Fiat S.p.A. is subject to a put contract with Renault in reference to the original investment of 33.5% in Teksid, now 15.2%.

In particular, Renault would acquire the right to exercise a sale option to Fiat on its interest in Teksid, in the following cases:

- in the event of non-fulfillment in the application of the protocol of the agreement and admission to receivership or any other redressement procedure;

- in the event Renault's investment in Teksid falls below 15% or Teksid decides to invest in a structural manner outside the foundry sector;

- should Fiat be the object of the acquisition of control by another car manufacturer.

The exercise price of the option is established as follows:

- for the original 6.5% of the share capital of Teksid, the initial investment price as increased by a given interest rate;

- for the remaining amount of share capital of Teksid, the share of the accounting net equity at the exercise date.

Chrysler Group LLC
With specific reference to the Fiat call options under the Chrysler-Fiat strategic alliance Agreements, Fiat, holding 20% of Chrysler at the date of the closing of the Alliance agreements, had the right - conditioned upon the achievement of three separate Performance Events - to receive without consideration up to a further 15% interest in Chrysler. These rights are valued at zero in the consolidated statement of financial position at December 31, 2010, consistently with the accounting for the original 20% investment in Chrysler.

In particular, the first Performance Event occurs when Chrysler receives regulatory approval for an engine based on the Fiat FIRE family for manufacture in U.S. and Chrysler commits to production. Chrysler received the required governmental approvals and achieved this Performance Event on January 10, 2011 by delivering to the U.S. Treasury a letter in which it irrevocably committed to begin production of the FIRE engine in the U.S. Fiat currently holds 25% of Chrysler Group LLC.

The second Performance Event will occur when Chrysler records aggregate revenues of $1.5 billion or more outside NAFTA and enters into one or more franchise agreements regarding the distribution in the Latin America region of Chrysler products. Finally, Fiat will receive the third tranche of 5% interest in Chrysler when Chrysler receives regulatory approval for a vehicle based on Fiat platform or vehicle technology with at least 40 combined miles per gallon and commits to commercial assembly in the United States.

In addition to these rights, for any Performance Event that has not occurred by January 2013, Fiat may acquire the associated 5% equity tranches through a primary call option (the "Alternative Call Option"). Fiat also has a second primary call option (the "Incremental Equity Call Option") to acquire up to a further 16% of Chrysler's equity, subject to a limit on Fiat's ownership at 49.9% prior to full repayment of the U.S. Treasury and Canadian government loans. Fiat may exercise these two call options from January 2013 to June 2016. The Incremental Equity Call Option may not be exercised until the Chrysler aggregate principal of the two loans falls below approximately $4 billion. Fiat may exercise the Alternative Call Option or the Incremental Equity Call Option prior to January 1, 2013 if the loans granted by the U.S. Treasury and the Government of Canada have been repaid and any other related commitment terminated. Fiat also holds two secondary call options to purchase a portion of the membership interest held by the VEBA Trust, and the entirety of the membership interest held by the U.S. Treasury at exercise prices determined in a manner consistent with those described below.

The consideration to be paid for the exercise of these options is determined on the basis of a defined market-based EBITDA multiple (average multiple of reference automakers, not to exceed the then Fiat multiple), applied to Chrysler reported "Modified EBITDA" for the most recent four quarters, less Net Industrial Debt. In the event that at the time of exercise Chrysler is a listed company, such consideration will be based on a volume-weighted average price per share of Chrysler common stock. The Incremental Equity Call Option is recognized in the consolidated statement of financial position on a fair value basis at zero, as the exercise price is not fixed but rather will be based on market values of underlying assets at exercise.

Iveco Finance Holdings Limited

Since 2005, Financial Services activities for Iveco in Western Europe have been managed by Iveco Finance Holdings Limited (IFHL), the joint venture with Barclays Group in which Iveco holds a 49% stake and Barclays a 51% stake. This joint venture provides support for the sector's European sales activities through dealer and end customer financing in France, Germany, Italy and the United Kingdom, and Barclays provides funding up to a maximum of €3.5 billion. The agreements relating to this joint venture contain provisions that are standard for such contracts in relation to management of the company, covenants and default clauses. Under the agreements signed in 2010, the parties stipulated that the joint venture would terminate on May 31, 2012. As is usual for contracts of this type, on that date Iveco will acquire from Barclays Group, and Barclays Group will sell, the interest it holds in that joint venture for a consideration based on the book value of equity. In addition, Iveco is responsible for ensuring repayment of any funding provided to the joint venture by Barclays which is outstanding at that date (which could take place through replacement funding from one or more new lenders or other mechanism). Iveco is evaluating strategic options in relation to this joint venture, including the potential selection of new partners.

Sales of receivables of the Fiat Group

The Fiat Group has discounted receivables and bills without recourse having due dates after December 31, 2010 amounting to €4,624 million, which refer to trade receivables and other receivables for €3,643 million and receivables from financing for €981 million. These amounts include receivables, mainly from the sales network, sold to jointly-controlled financial services companies (FGA Capital) for €2,376 million and to associate financial service companies (Iveco Finance Holdings Limited, controlled by Barclays) for €390 million.

At December 31, 2009, the Fiat Group had discounted receivables and bills without recourse having due dates after that date for a total of €4,611 million. Of this, €3,679 million related to trade receivables and other receivables and €932 million related to receivables from financing. These amounts included receivables, mainly from the sales network, sold to jointly-controlled financial services companies (FGA Capital) for €2,530 million and receivables, mainly from the sales network, sold to associate financial service companies (Iveco Finance Holdings, controlled by Barclays) for €440 million.

Operating lease contracts

At December 31, 2010, the total future minimum lease payments under non-cancellable lease contracts are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Consolidated EXOR Group
Due within one year	75	53	37		165
Due between one and five years	162	143	120		425
Due beyond five years	145	171	46		362
Future minimum lease payments under operating lease agreements at 12/31/2010	**382**	**367**	**203**		**952**
Due within one year	77	48	37	1	163
Due between one and five years	171	142	126		439
Due beyond five years	154	177	44		375
Future minimum lease payments under operating lease agreements at 12/31/2009	**402**	**367**	**207**	**1**	**977**

During 2010, the Group has recorded costs for lease payments of €167 million (€180 million during 2009).

Operating lease contract relate to contracts entered into by:

- Fiat Group for the use of properties and machinery for an average term of about 10-20 and 3-5 years, respectively;
- C&W Group for the use of properties (term of 15 years) and office equipment;
- Alpitour Group for the use of the aircraft under dry lease and wet lease arrangements.

Pending litigation and contingent liabilities

Fiat Group

As a global company with a diverse business portfolio, the Group is exposed to numerous legal risks, particularly in the areas of product liability, competition and antitrust law, environmental risks and tax matters. The outcome of any current or future proceedings cannot be predicted with certainty. It is therefore possible that legal judgments could give rise to expenses that are not covered, or not fully covered, by insurers' compensation payments and could affect the Group's financial position and results. At December 31, 2010, contingent liabilities estimated by the Group amount to approximately €167 million (approximately €111 million at December 31, 2009), for which no provisions have been recognized since an outflow of resources is not considered to be probable. Furthermore, contingent assets and expected reimbursement in connection with these contingent liabilities for approximately €17 million (€20 million at December 31, 2009) have been estimated but not recognized.

Instead, when it is probable that an outflow of resources embodying economic benefits will be required to settle obligations and this amount can be reliably estimated, the Group recognizes specific provisions for this purpose.

Furthermore, in connection with significant asset divestitures carried out in prior years, the Group provided indemnities to purchasers with the maximum amount of potential liability under these contracts generally capped at a percentage of the purchase price. These liabilities refer principally to potential liabilities arising from possible breaches of representations and warranties provided in the contracts and, in certain instances, environmental or tax matters, generally for a limited period of time. At December 31, 2010, potential obligations with respect to these indemnities were approximately €859 million (approximately €879 million at December 31, 2009). Against these obligations, provisions of €60 million (€52 million December 31, 2009) have been made which are classified as other provisions. The Group has provided certain other indemnifications that do not limit potential payment; it is not possible to estimate a maximum amount of potential future payments that could result from claims made under these indemnities.

Furthermore, the question relating to the participation of certain Fiat Group companies, belonging to the CNH and Iveco sectors, in the Oil-for-Food program was concluded in 2008 through two settlement agreements signed with the SEC and US Department of Justice (DOJ). The Fiat Group closed the matter with these authorities by executing a settlement agreement in 2008. This settlement agreement with the DOJ requires the Fiat Group (and, after the demerger, the Fiat Industrial Group) to satisfy certain obligations such as continuing its cooperating with the DOJ and maintaining an adequate Foreign Corrupt Practices Act prevention program.

Since January 2011, Iveco is subject to an investigation being conducted by the European Commission into certain business practices of the leading manufacturers of commercial vehicles in the European Union in relation to possible anti-competitive behavior. The investigation covers several Member States of the European Union. The Group is cooperating fully with the European Commission and, since the investigation is at a very preliminary stage, it is not possible to assess the effects that the investigation may have on the Group, if any.

EXOR S.p.A. and companies in the Holdings System

On December 21, 2010, the Turin Court, first criminal section composed of a collegiate body, ruled in absolute favor of the defendants, Gianluigi Gabetti, Franzo Grande Stevens and Virgilio Marrone, fully acquitting them because the fact did not exist and also deeming inexistent the administrative offense disputed against IFIL S.p.A. (merged by EXOR S.p.A.) and Giovanni Agnelli e C. S.a.p.az. under ex art. 66 of Legislative Decree 231/2001.

Alpitour Group

In reference to the damages to the Bravo Club tourist resort in Zanzibar caused by the fire in January 2001, a case is pending before the competent authorities in Tanzania to establish the compensation for damages due from Royal Insurance. During 2005, Royal Insurance was sentenced, in the judgment of first instance, to pay the damages requested in addition to interest and legal fees. The insurance company appealed this decision and the case is now being judged in the second instance. Based on available information, it is believed that there is reasonable certainty that the judgment of the first instance will be upheld.

C&W Group

On January 3, 2010, a lawsuit seeking class action status was brought against Credit Suisse AG, Credit Suisse Securities LLC (USA), Credit Suisse First Boston, Credit Suisse Cayman Island Branch and Cushman & Wakefield Inc. in connection with lending activities associated with the development of four luxury resorts, each located in the United States.

In connection with the financing that Credit Suisse provided on the developments, the C&W Group was engaged by Credit Suisse and others to prepare valuations.

The complaint alleges that Credit Suisse devised a “loan to own” scheme whereby it used artificially inflated appraisals prepared by C&W Group to justify making excessive loans which the developers were unable to service.

Plaintiffs allege Credit Suisse and C&W Group violated various statutes under U.S. law. Plaintiffs claim $8 billion in economic damages and $16 billion in punitive damages.

C&W Group believes the plaintiff’s case is without merit and intends to vigorously defend this matter.

Juventus Football Club

Guardia di Finanza access

On December 7, 2010, the Regional Tax Revenues Department – Major Taxpayers Office notified the Company about an assessment with a proposal to compromise and an invitation to appear.
In view of the risks related to the potential tax litigation and while maintaining that Juventus has always conducted its business according to the law and in good faith as demonstrated on several occasions by the competent courts, whose decisions have become final, the Company has accepted the offer in compromise, signing a settlement agreement on December 14, 2010 that does not enter into the merits of the dispute and will require a payment of €7.4 million, which has been recorded in other unusual income (expense).

VAT receivables on UEFA Champions League revenues

With reference to the dispute in process regarding the refusal by the Tax Revenues Agency to refund the VAT receivable of €1.4 million (assigned without recourse to a factoring company in 2004 and therefore, no longer included with assets) in relation to the UEFA tournaments played in the 2000/2001 football season, the Tax Revenues Agency filed an appeal on November 12, 2010 with the Court of Cassation against the second instance ruling in favor of Juventus. The Company filed its defense brief on January 4, 2011.

Case before the Turin Court

On November 24, 2009, in the case before the Court of Turin for financial misrepresentation, the former directors standing trial and Juventus Football Club, held to be liable under Legislative Decree 231 of 2001, were found not guilty and acquitted of charges of financial misrepresentation by the Court of Turin,.
On April 2, 2010, the Attorney General's office lodged an appeal (notified on April 8, 2010) against the ruling to acquit former directors of Juventus Football Club, handed down by the trial judge on November 24, 2009. As no notification of appeal has been served on the Company, its acquittal under the ruling handed down on November 24, 2009 is final.
On September 23, 2010, under the mandate conferred to the board of directors on June 28, 2010, the company, before the competent bodies, asked for a discontinuance of an action presented on January 17, 2007 against person or persons unknown.

Case before the Naples Court

With the ruling issued on October 20, 2009, based on the Court of Cassation decision issued October 9, 2009, the Court of Naples allowed some plaintiffs to file claims in the suit against Juventus Football Club. The company will present its case as laid down by law, confident of its solid grounds.
On December 14, 2009, the Court of Naples convicted, on first instance, the company's former chief executive officer of sports fraud and aiding and abetting crime, in a trial heard as a shortened proceeding. At this time, no new claims have been notified to the company.

Como Calcio bankruptcy

On February 17/22, 2011 a settlement agreement was reached with the liquidators of Como Calcio (also signed by Enrico Preziosi) who in June 2006 had taken legal action against Juventus to collect payment of €1.58 million in fees that Como Calcio claimed were still owing on the definitive transfer of the registration rights of the footballers Piccolo and Perderzoli. The same claim was renewed by the liquidators in October 2010 appealing against the bankruptcy ruling of the Court of First Instance. The Company has provisions allocated for this risk covering the amount claimed.
Following the settlement agreement, which entailed a payout of €0.2 million, the dispute can definitively be considered closed. Accordingly, in the third quarter of 2010/2011, Juventus will release the remaining €1.38 million in provisions to income.

31. Segment reporting

EXOR S.p.A. and the companies in the Holdings System mainly invest in equity investments and financial market investments. Through its subsidiaries, EXOR Group is present over a wide range of sectors, particularly Automobiles (Fiat Group), Agricultural and Construction Equipment (which from January 2011 is headed by the Fiat Industrial Group), real estate services (C&W Group), tourism (Alpitour Group) and professional soccer (Juventus F.C.).

For this reason, the EXOR Group has chosen to present segment reporting according to IFRS 8 – *Operating Segments* (replacing IAS 14 – *Segment Reporting*), which coincides with the consolidated data of each subsidiary holding company, every one of which represents an investment in a major business segment: Fiat Group, C&W Group, Alpitour Group, Juventus Football Club and the Holdings System.
The segment reporting relating to continuing activities is therefore presented in the following consolidated income statement and statement of financial position which gives the data of each Group and subsidiary mentioned above.
Such statements serve to highlight the contribution of each of the Groups and Companies to the formation of the consolidated data of the EXOR Group.

Further analyses on the performance of the various segments is presented in the "Review of Performance by the Main Operating Subsidiaries and Associates and Relevant Subsidiaries in the Holdings System" in the Report on Operations.

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
12/31/2010							
Non-current assets							
Intangible assets	7,917	757	56	116	33	(84)	8,795
Property, plant and equipment	13,457	38	111	103	12		13,721
Investments and other financial assets	2,390	4	6	2	2,276		4,678
Leased assets, defined benefit plan assets, deferred tax assets and other non-current assets	3,566	28	17	37			3,648
	27,330	**827**	**190**	**258**	**2,321**	**(84)**	**30,842**
Current assets							
Receivables and other current assets	29,532	301	98	47	86	(34)	30,030
Current financial assets	847	1	3		717		1,568
Cash and cash equivalents	15,653	77	92	5	361		16,188
	46,032	**379**	**193**	**52**	**1,164**	**(34)**	**47,786**
Provisions	9,199	117	20	3	6		9,345
Debt	31,008	118	10	63	1,258	(31)	32,426
Other liabilities	20,774	398	263	193	98	14	21,740

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations	Consolidated EXOR Group
12/31/2009							
Non-current assets							
Intangible assets	7,199	713	58	129	33	(109)	8,056
Property, plant and equipment	12,945	42	104	40	12		13,143
Investments and other financial assets	2,159	3	2	1	1,732		3,897
Leased assets, defined benefit plan assets, deferred tax assets and other non-current assets	3,181	27	16	37			3,261
	25,484	**785**	**180**	**207**	**1,777**	**(109)**	**28,357**
Current assets							
Receivables and other current assets	28,544	262	95	56	81	(30)	29,008
Current financial assets	899		3		599		1,501
Cash and cash equivalents	12,226	52	90	26	462		12,856
	41,669	**314**	**188**	**82**	**1,142**	**(30)**	**43,365**
Provisions	8,432	58	20	3	4		8,517
Debt	28,527	174	28	16	1,118	(28)	29,835
Other liabilities	19,153	352	235	155	71	15	19,981

Details of the income statement by operating segment for 2010 and 2009 are as follows:

€ in millions	Fiat Group (as a whole)	C&W Group	Alpitour Group	Juventus F.C.	Holdings System	Eliminations and adjustments	Consolidated EXOR Group
2010							
Net revenues	56,258	1,327	1,227	183	5	(15)	58,985
Operating profit/(loss)	2,009	28	22	(58)	(49)	1	1,953
Interest income	246	2	1		36	(3)	282
Interest expense	1,056	16	2	1	56	(3)	1,128
Amortization, depreciation and impairment charges	3,296	44	21	42	26		3,429
Share of profit/(loss) of companies accounted for using the equity method	190	1			9		200
Income taxes	682	4	8	5	7		706
2009							
Net revenues	50,102	1,112	1,090	230	2	(16)	52,520
Operating profit/(loss)	359	(86)	11	21	(55)		250
Interest income	135	1	2		32	(3)	167
Interest expense	846	15	5	1	58	3	928
Amortization, depreciation and impairment charges	3,138	100	16	35	10		3,299
Share of profit/(loss) of companies accounted for using the equity method	18				5		23
Income taxes	481	(11)	6	13	6		495

32. Information by geographical area

The following table presents an analysis of the revenues of the Group in the various geographical markets, irrespective of the origin of the goods and services, and an analysis of the carrying amount of the segment assets and the investments in property, plant and equipment and intangible assets on the basis of the geographical location of the assets.

The Group has its registered office in Italy. Revenues earned from external customers may be analyzed as follows:

€ in millions	2010	2009	Change
FIAT Group (as a whole)			
Italy	**11,907**	12,744	(837)
United States	**5,413**	4,573	840
Brazil	**11,896**	8,825	3,071
Poland	**1,363**	1,567	(204)
France	**4,018**	4,030	(12)
Germany	**3,897**	4,138	(241)
Spain	**1,706**	1,342	364
UK	**1,857**	1,807	50
Turkey	**1,446**	999	447
China	**1,013**	714	299
Rest of the world	**11,742**	9,363	2,379
Total FIAT Group	**56,258**	**50,102**	**6,156**
C&W Group			
Italy	**18**	15	3
United States	**834**	694	140
Canada	**64**	48	16
South America	**55**	48	7
Mexico	**14**	14	0
EMEA (excluding Italy)	**254**	231	23
Asia-Pacific	**88**	62	26
Total C&W Group	**1,327**	**1,112**	**215**
Alpitour Group			
Italy	**1,055**	935	120
Spain	**129**	124	5
Rest of the world	**39**	28	11
Total Alpitour Group	**1,223**	**1,087**	**136**
Juventus F.C. S.p.A.			
Italy	**176**	217	(41)
Rest of the world			
Total Juventus F.C. S.p.A.	**176**	**217**	**(41)**
Holdings System			
Italy	**0**	1	(1)
Rest of the world	**1**	1	0
Total Holdings System	**1**	**2**	**(1)**
Total revenues	**58,985**	**52,520**	**6,465**

Total non-current assets (excluding financial assets, deferred tax assets, defined benefit assets and rights arising under insurance contracts) located in Italy and in the rest of the world totaled €25,356 million (€23,759 million at December 31, 2009) and may be analyzed as follows:

€ in millions	12/31/2010	12/31/2009	Change
Fiat Group (as a whole)			
Italy	**11,272**	11,419	(147)
United States	**3,292**	2,986	306
Brazil	**2,848**	2,307	541
Poland	**1,657**	1,288	369
France	**950**	918	32
Germany	**650**	669	(19)
Spain	**572**	581	(9)
China	**484**	383	101
Other	**2,376**	2,031	345
Total Fiat Group	**24,101**	22,582	1,519
C&W Group			
United States	**403**	386	17
EMEA	**252**	248	4
Canada	**67**	63	4
South America	**31**	31	0
Asia	**62**	61	1
Total C&W Group	**815**	789	26
Alpitour Group			
Italy	**128**	121	7
Spain	**15**	15	0
Rest of the world	**31**	34	(3)
Total Alpitour Group	**174**	170	4
Juventus F.C. S.p.A.			
Italy	**255**	207	48
Total Juventus F.C. S.p.A.	**255**	207	48
Holdings System			
Italy	**11**	11	0
Total Holdings System	**11**	11	0
Total Non-current assets	**25,356**	23,759	1,597

33. Information on financial risks

Information on the financial risks to which the individual operating sectors are exposed is presented below.

Holdings System

EXOR S.p.A. and the companies which form the Holdings System are exposed to credit risk in that they invest a portion of their cash in bonds issued by leading bank and corporate counterparts which, in any case, are selected according to their credit worthiness. Instead, the relevant investments denominated in currencies other than the Euro, U.S. dollars in particular, are exposed to currency risks; in view of the permanent characteristics of such investments, transactions to hedge the risk of exchange rate fluctuations on those currencies were not put into place.
As far as liquidity risk is concerned, financing needs and cash flows are managed with the aim of optimizing financial resources. In particular, outgoing cash flows from current operations are substantially financed by incoming flows from ordinary business activities.

EXOR S.p.A. also assesses and manages its exposure to fluctuations in interest rates in accordance with its financial management policies and uses derivative financial instruments to fix some of the financing obtained at a pre-set interest rate. The only derivative financial instruments used to manage fluctuations in interest rate risks were interest rate swaps on bank debt.

Credit risk

At December 31, 2010 and December 31, 2009, there are no financial assets past due and not written down and provisions for doubtful accounts.

Liquidity risk

EXOR S.p.A. and the companies that form the Holdings System finance outgoing cash flows from current operations with the incoming flows from ordinary business activities and cash resources.

Liquidity risk could therefore arise only in the event of investment decisions in excess of cash availability that are not preceded by sufficient liquidation of assets or difficulties in raising sufficient funds that can be readily used or to fund operating and investment activities. In this sense, EXOR and the companies in the Holdings System operate so that it has irrevocable credit lines available with expiration dates and amounts consistent with its investment plans.

Market risk

EXOR and the companies that form the Holdings System are principally exposed to exchange rate and interest rate risks and use financial hedging instruments consistently with the policies for the management of risks adopted by each, in addition to price risks on equity shares and other listed financial assets.

Currency risk

Some of the assets held for trading and cash by EXOR S.p.A. at December 31, 2010 (respectively, €280 million and €22 million) are denominated in currencies other than Euro. These are securities held for trading and cash, both of which have been adjusted to the year-end exchange rate. There is also a part of financial liabilities (€227 thousand) denominated in currencies other than Euro. Since these are securities held for trading and cash, both have been adjusted to the rate prevailing at year end.
The subsidiary Exor S.A. is exposed to exchange rate risk on bonds in U.S. dollars issued by Perfect Vision Ltd. (a total of $102 million) and on the embedded derivative (-$69 million). A 10% increase or decrease in the exchange rate of the United States currency against the Euro would have an effect on the result of -€2 million or +€3 million, respectively.

Sensitivity analysis – currency risk

A hypothetical favorable 10% change in the exchange rates of the main foreign currencies against the Euro would product a negative effect on the result of €38 million (of which -€43 million on financial assets and +€5 million on financial liabilities); whereas an unfavorable change of 10% would have a positive effect on the result of €47 million (of which +€53 million on financial assets -€6 million on financial liabilities.

Interest rate risk

EXOR S.p.A. is exposed to interest rate risk associated with bank debt and uses interest rate swaps to mitigate such risk.

Sensitivity analysis – interest rate risk

A hypothetical 10% change in the interest rates would have a net effect on the result of €1 million.

Price risks

The Holdings System is exposed to price risk originating from available-for-sale equity investments, securities held to maturity and from equity shares and bonds held for trading.

Sensitivity analysis – price risk

Considering the exposure to price risk at the balance sheet date, if the prices of securities, classified as equity investments available-for-sale and assets held for trading had been 5% higher or lower, the fair value reserve recorded in equity would have been €88 million higher or lower and the amount of fair value recognized in the income statement on securities held for trading would have been €36 million higher or lower.
Details are as follows:

€ in millions	2010			
	Change in price + 5%		Change in price - 5%	
	Effect on the result	Effect on equity	Effect on the result	Effect on equity
SGS S.A.		74		(74)
Gruppo Banca Leonardo S.p.A.		4		(4)
Other investments available for sale		7		(7)
Mutual funds		3		(3)
Equity securities held for trading	17		(17)	
Bonds held for trading	19		(19)	
	36	**88**	**(36)**	**(88)**

C&W Group

Credit risk

C&W Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Other risk factors, including the default risk of the industry and country in which customers operate, have less of an influence on credit risk. This depends on the type of services rendered and knowledge about the quality of the customers.

C&W Group's credit risk is represented by the carrying amount of the financial assets recorded in cash and cash equivalents for $102.7 million (€76.9 million) and commissions receivable $322.1 million (€241 million); at December 31, 2009, the carrying amount of financial assets recorded in cash and cash equivalents was $74.8 million (€52 million) and the carrying amount of commissions receivable was $300 million (€208 million).
Commissions receivable are presented net of the allowance for doubtful accounts which, at December 31, 2010, amount to $11 million, or €8 million ($19 million at December 31, 2009, or €13 million).

At December 31, 2010, C&W Group has receivables past due and not subject to individual writedown for $303 million (€227 million). Receivables past due less than one month amount to $245 million (€184 million); receivables past due more than one month total $58 million (€43 million).
At December 31, 2009, receivables past due and not subject to individual writedown were $287 million (€199 million). Receivables past due less than one month amounted to $255 million (€177 million); receivables past due more than one month totaled $32 million (€22 million).

Liquidity risk

In order to support the cash flows generated internally and the maximum peak of cash flow demands early in the second quarter of the year, on May 29, 2007, C&W Group secured a $350 million Senior Revolving Credit Facility. This loan aims to provide capital for seasonal needs and acquisition financing.

Currency risk

C&W Group's foreign currency risk from operating activities is low since the Group entities predominantly execute their operating activities in their respective functional currencies.
The exposure to credit risk can only derive from intercompany commercial transactions; in 2010, to mitigate such risks, the Group had 60 exchange forward financial derivative contracts on the major currencies to which it is exposed. At December 31, 2010, the notional amount of such instruments in U.S. dollars is equal to $137 million (€103 million) and the fair value was a negative $1.4 million, or about €1 million ($2.3 million, or €1.6 million at December 31, 2009).
The currency risk relating to financial payables is limited to the quota of the Senior Revolving Credit Facility: in Euro for $4 million ($12.9 million at December 31, 2009); in GBP for $6.2 million ($38.8 million at December 31, 2009) and in $ CAD for $10 million ($16.2 million at December 31, 2009).
C&W Group believes that the legal entities which own the debt will generate sufficient cash flows in the future to repay their own debts, therefore hedge instruments were not used.

Sensitivity analysis – currency risk

A 10% change in the main currencies against the U.S. dollar would produce a net effect on the result of $160 thousand (€121 thousand).

Interest rate risk

C&W Group is exposed to interest rate risk associated with the $350 million Revolving Credit Facility. At this time, management has not put in place any type of hedge.

Sensitivity analysis – Interest rate risk

For variable rate liabilities, the sensitivity analysis was prepared assuming that the exposure at year end was the same throughout the year.
A change of 100 basis points in interest rates, assuming that all other variables remain constant, would produce a higher or lower effect on the result for the year ended December 31, 2010 of $2.7 million (€2.1 million).

Alpitour Group

Alpitour Group regularly assesses its exposure to various types of risk and manages such risks using traditional and derivative instruments according to its management and control policy. Under such policy speculative type activities are not allowed and derivative financial instruments are used for the management of exposure to fluctuations in exchange rates, interest rates and fuel prices for hedging purposes.

The Alpitour Group does not have a specific concentration of credit risk since its credit exposure is spread over a large number of counterparts and customers.

Trade receivables are shown net of the allowance for receivables writedown which, at December 31, 2010, amounts to €24 million (an amount substantially unchanged compared to December 31, 2009). The allowance account is calculated on the basis of the risk of non-fulfillment by the counterparts, determined by considering both available information on the solvency of the customers and historical data.

At October 31, 2010, the Alpitour Group has receivables which are past due but not subject to individual writedown for an amount of €11 million, of which €2 million is past due less than one month. At December 31, 2009, such receivables amounted to €17 million, of which €2 million was past due less than one month.

The sensitivity analyses by the Alpitour Group were carried out on the basis of the financial statement data at October 31 2010.

Sensitivity analysis – currency risk and fuel price

The Alpitour Group is exposed to currency risk on commercial and financial assets for €17 million and on commercial payables and financial instruments for €49 million. A change in the currency rates of the main foreign currencies against the Euro of an increase or decrease of 10% would produce a net effect on the result with recognition of higher income or expenses of €1 million; a change in the currency rate of the U.S. dollar against the Euro would produce a negative/positive effect on equity of €2.2 million.

At October 31, 2010, there are no outstanding transactions hedging the risk of fuel price fluctuations.

Sensitivity analysis – interest rate

A hypothetical change of 10% in the interest rate would produce a net effect on equity of €0.2 million based on the fair value of the derivative financial instruments.

Juventus FC

Juventus Football Club does not have a significant concentration of credit risk and has appropriate procedures in place to minimize the exposure to such risk. Receivables from Italian soccer companies are guaranteed by the compensation mechanism of the National Professional League while receivables from foreign soccer companies are largely guaranteed by sureties or other guarantees.

Almost all of Juventus Football Club's transactions (sales and purchases) are in Euro; thus the company is not subject to fluctuations in exchange rates to any relevant degree.

The company manages liquidity risk by keeping the bank loans secured from leading credit institutions at levels that avert financial pressure situations and are sufficient to meet operating and investment needs.

At December 31, 2010, Juventus Football Club has receivables past due and subject to individual writedown for €1 million (€0.4 million at December 31, 2009) and receivables past due and not subject to individual writedown for €5 million, of which €4 million is past due less than one month. At December 31, 2009, such receivables amounted to €7 million, of which €5 million was past due less than one month.

Interest rate risk

Juventus Football Club has adopted a policy to hedge the risks of fluctuation in the interest rates on two loans received from leading banking institutions for the construction of the new stadium of the sports facilities using derivative financial instruments.

Fiat Group
The Group is exposed to the following financial risks connected with its operations:

- credit risk, regarding its normal business relations with customers and dealers, and its financing activities;

- liquidity risk, with particular reference to the availability of funds and access to the credit market and to financial instruments in general;

- market risk (principally relating to exchange rates and interest rates), since the Group operates at an international level in different currencies and uses financial instruments which generate interest. The Group is also exposed to the risk of changes in the price of certain listed shares.

The Group constantly monitors the financial risks to which it is exposed, in order to detect those risks in advance and take the necessary actions to mitigate them.

The following section provides qualitative and quantitative disclosures on the effect that these risks may have upon the Group.

The quantitative data reported in the following do not have any predictive value, in particular the sensitivity analysis on market risks does not reflect the complexity of the market or the reaction which may result from any changes that are assumed to take place.

Credit risk
The maximum credit risk to which the Group is theoretically exposed at December 31, 2010 is represented by the carrying amounts stated for financial assets in the statement of financial position and the nominal value of the guarantees provided on liabilities or commitments to third parties as discussed in Note 30.

Dealers and final customers are subject to specific assessments of their creditworthiness under a detailed scoring system; in addition to carrying out this screening process, the Group also obtains financial and non-financial guarantees for risks arising from credit granted for the sale of cars, commercial vehicles and agricultural and construction equipment. These guarantees are further strengthened where possible by reserve of title clauses on financed vehicle sales to the sales network and on vehicles assigned under finance leasing agreements.

Balances which are objectively uncollectible either in part or for the whole amount are written down on a specific basis if they are individually significant. The amount of the writedown takes into account an estimate of the recoverable cash flows and the date of receipt, the costs of recovery and the fair value of any guarantees received. Impairment losses are recognized for receivables which are not written down on a specific basis, determined on the basis of historical experience and statistical information.

Receivables for financing activities amounting to €13,774 million at December 31, 2010 contain balances totaling €68 million, which have been written down on an individual basis. Of the remainder, balances totaling €279 million are past due by up to one month, while balances totaling €826 million are past due by more than one month. In the case of installment payments, even if only one installment is overdue, the whole amount of the receivable is classified as such. At December 31, 2009, balances of €60 million had been written down on an individual basis out of Receivables for financing activities of the Fiat Group totaling €12,695 million. Of the remainder, balances totaling €426 million were past due by up to one month, while balances totaling €918 million were past due by more than one month.

Trade receivables and other receivables amounting to €6,236 million at December 31, 2010 contain balances totaling €90 million which have been written down on an individual basis. Of the remainder, balances totaling €311 million are past due by up to one month, while balances totaling €526 million are past due by more than one month. At December 31, 2009 balances totaling €67 million had been written down on an individual basis out of trade receivables and other receivables of the Fiat Group totaling €6,178 million. Of the remainder, balances totaling €280 million were past due by up to one month, while balances totaling €568 million were past due by more than one month.

The decrease in the past due component in receivables from financing activities is partially attributable to the gradual collection of loans granted by Banco CNH Capital S.A. as part of the development/subsidized loans program for agriculture of the Brazilian development agency managed through Banco Nacional de Desenvolvimento Economico e Social ("BNDES"). These receivables fell under the scope of the general debt relief programs that were implemented from time to time by the Brazilian government between 2005 and 2008 to support an agricultural industry going through a difficult period. With the rescheduling programs now at an end, the company has taken all the measures necessary to collect installments falling due, adjusting the level of its loan allowances in relation to the extent to which the overdue balances are being repaid. Total rescheduled outstanding loans issued by Banco CNH Capital amount to approximately 1.2 billion reais (approximately €0.5 billion) at December 31, 2010, representing a decrease of approximately 0.8 billion reais over December 31, 2009; Banco CNH Capital had a net overdue balance with its customers of approximately 0.9 billion reais (approximately €0.4 billion), representing a decrease of approximately 0.2 billion reais over December 31, 2009. Although the continual reschedulings of the recent past have contributed to an increase in the uncertainty as to the timing and means by which customers will make repayment, the amounts provided are considered sufficient to cover the residual credit risk. In the meantime, the BNDES has continued its financial support for the company and the subsidized loan programs.

Liquidity risk

Liquidity risk arises if the Group is unable to obtain the funds needed to carry out its operations under economic conditions.

The two main factors that determine the Group's liquidity situation are on the one hand the funds generated by or used in operating and investing activities and on the other the debt lending period and its renewal features or the liquidity of the funds employed and market terms and conditions.

The Group has adopted a series of policies and procedures whose purpose is to optimize the management of funds and to reduce the liquidity risk, as follows:

- centralizing the management of receipts and payments, where it may be economical in the context of the local civil, currency and fiscal regulations of the countries in which the Group is present;
- maintaining an adequate level of available liquidity;
- diversifying the means by which funds are obtained and maintaining a continuous and active presence on the capital markets;
- obtaining adequate credit lines;
- monitoring future liquidity on the basis of business planning.

Management of the Fiat Group believes that the funds currently available, in addition to those funds that will be generated from operating and financing activities, will enable the Fiat Group post-demerger and the Fiat Industrial Group to satisfy the requirements resulting from their investing activities and their working capital needs and to fulfill their obligations to repay their debts at their natural due date.

Currency risk

The Group is exposed to risk resulting from changes in exchange rates, which can affect its earnings and equity. In particular:

- Where a Group company incurs costs in a currency different from that of its revenues, any change in exchange rates can affect the operating profit/(loss) of that company. In 2010, the total trade flows exposed to currency risk amounted to the equivalent of about 27% of sales.

- The principal exchange rates to which the Group is exposed are the following:

  - EUR/USD, relating to sales in dollars made by Italian companies (in particular Ferrari and Maserati) to the North American market and to other markets in which the US dollar is the trading currency, the production/purchases of the CNH – Case New Holland sector in the Euro area and to sales in dollars made by Iveco;

  - EUR/GBP, EUR/CHF, in relation to sales on the UK and Swiss markets and purchases made by the CNH sector in the Euro area;

  - EUR/PLN, EUR/TRY, relating to manufacturing costs incurred in Poland and Turkey for products sold in the Euro area;

  - USD/BRL and EUR/BRL, relating to Brazilian manufacturing operations and the related import and export flows;

  - USD/AUD, mainly in relation to sales made by the CNH sector in Australia;

  - USD/GBP, in relation to the production/purchases of the CNH sector in the UK.

  Taken overall, trade flows exposed to changes in these exchange rates in 2010 made up approximately 84% of the exposure of the Fiat Group to currency risk from trade transactions.

  Taken overall trade flows exposed to changes in these exchange rates in 2010 made up approximately 69% of the Fiat Industrial Group of the exposure to currency risk from trade transactions.

- It is the Group's policy to use derivative financial instruments to hedge a certain percentage, on average between 55% and 85%, of the forecast trading transaction exchange risk exposure for the coming 12 months (including such risk beyond that date where it is believed to be appropriate in relation to the characteristics of the business) and to hedge completely the exposure resulting from firm commitments.

- Group companies may find themselves with trade receivables or payables denominated in a currency different from the money of account of the company itself. In addition, in a limited number of cases, it may be convenient from an economic point of view, or it may be required under local market conditions, for companies to obtain finance or use funds in a currency different from the money of account. Changes in exchange rates may result in exchange gains or losses arising from these situations. It is the Group's policy to hedge fully, whenever possible, the exposure resulting from receivables, payables and securities denominated in foreign currencies different from the company's money of account.

- Certain of the Group's subsidiaries are located in countries which are not members of the European monetary union, in particular the United States, Canada, the United Kingdom, Switzerland, the Czech Republic, Brazil, Poland, Turkey, India, China, Argentina and South Africa. As the Group's reference currency is the Euro, the income statements of those countries are converted into Euro using the average exchange rate for the period, and while revenues and margins are unchanged in local currency, changes in exchange rates may lead to effects on the converted balances of revenues, costs and the result in Euro.

- The assets and liabilities of consolidated companies whose money of account is different from the Euro may acquire converted values in Euro which differ as a function of the fluctuation in exchange rates. The effects of these changes are recognized directly in the item Cumulative Translation Adjustments reserve, included in Other Comprehensive income (see Note 24).

The Group monitors its principal exposure to conversion exchange risk, although there was no specific hedging in this respect at the balance sheet date.

There have been no substantial changes in 2010 in the nature or structure of exposure to currency risk or in the Group's hedging policies.

Sensitivity analysis – currency risk

The potential loss in fair value of derivative financial instruments held for currency risk management (currency swaps/forwards, currency options, interest rate and currency swaps) at December 31, 2010 resulting from a hypothetical, unfavorable and instantaneous change of 10% in the exchange rates of the leading foreign currencies with the Euro would have been approximately €614 million. The potential loss in fair value of derivative financial instruments held for currency risk management at December 31, 2009 resulting from a hypothetical, unfavorable and instantaneous change of 10% in the exchange rates of the leading foreign currencies with the Euro would have been approximately €544 million for the Fiat Group as a whole.

Receivables, payables and future trade flows whose hedging transactions have been analyzed were not considered in this analysis. It is reasonable to assume that changes in exchange rates will produce the opposite effect, of an equal or greater amount, on the underlying transactions that have been hedged.

Interest rate risk

The manufacturing companies and treasuries of the Group make use of external funds obtained in the form of financing and invest in monetary and financial market instruments. In addition, Group companies make sales of receivables resulting from their trading activities on a continuing basis. Changes in market interest rates can affect the cost of the various forms of financing, including the sale of receivables, or the return on investments, and the employment of funds, causing an impact on the level of net financial expenses incurred by the Group.

The financial services companies provide loans (mainly to customers and dealers), financing themselves using various forms of direct debt or asset-backed financing (e.g. securitization of receivables). Where the characteristics of the variability of the interest rate applied to loans granted differ from those of the variability of the cost of the financing obtained, changes in the current level of interest rates can affect the operating profit/(loss) of those companies and the Group as a whole.

In order to manage these risks, the Group uses interest rate derivative financial instruments, mainly interest rate swaps and forward rate agreements, with the object of mitigating, under economically acceptable conditions, the potential variability of interest rates on net profit/(loss).

Sensitivity analysis – interest rate risk

In assessing the potential impact of changes in interest rates, the Group separates out fixed rate financial instruments (for which the impact is assessed in terms of fair value) from floating rate financial instruments (for which the impact is assessed in terms of cash flows).

The fixed rate financial instruments used by the Group consist principally of part of the portfolio of the financial services companies (basically customer financing and finance leases) and part of debt (including subsidized loans and bonds).

With respect to Fiat Group post-demerger, the potential loss in fair value of fixed rate financial instruments (including the effect of interest rate derivative financial instruments) held at December 31, 2010, resulting from a hypothetical, unfavorable and instantaneous change of 10% in market interest rates, would have been approximately €49 million. With reference to the companies that will form part of the Fiat Industrial Group, the potential loss in fair value of fixed rate financial instruments (including the effect of interest rate derivative financial instruments) held at December 31, 2010, resulting from a hypothetical, unfavorable and instantaneous change of 10% in market interest rates, would have been approximately €22 million. For the Fiat Group, the potential loss in fair value of fixed rate financial instruments (including the effect of interest rate derivative financial instruments) held at December 31, 2009 resulting from a hypothetical, unfavorable and instantaneous change of 10% in market interest rates would have been approximately €70 million.

Floating rate financial instruments consist principally of cash and cash equivalents, loans provided by the financial services companies to the sales network and part of debt. The effect of the sale of receivables is also considered in the sensitivity analysis as well as the effect of hedging derivative instruments.

With respect to Fiat Group post-demerger, a hypothetical, unfavorable and instantaneous change of 10% in short-term interest rates at December 31, 2010, applied to floating rate financial assets and liabilities, operations for the sale of receivables and derivative financial instruments, would have caused increased net expenses before taxes, on an annual basis, of approximately €3 million. With reference to the companies that will form part of the Fiat Industrial Group, a hypothetical, unfavorable and instantaneous change of 10% in short-term interest rates at December 31, 2010, applied to floating rate financial assets and liabilities, operations for the sale of receivables and derivative financial instruments, would have caused increased net expenses before taxes, on an annual basis, of approximately €9 million.
With respect to the Fiat Group, a hypothetical, unfavorable and instantaneous change of 10% in short-term interest rates at December 31, 2009, applied to floating rate financial assets and liabilities, operations for the sale of receivables and derivative financial instruments, would have caused increased net expenses before taxes, on an annual basis, of approximately €11 million.

This analysis is based on the assumption that there is a general and instantaneous change of 10% in interest rates across homogeneous categories. A homogeneous category is defined on the basis of the currency in which the financial assets and liabilities are denominated.

Other risks on derivative financial instruments
The Group holds derivative financial instruments, whose value is linked to the price of listed shares (predominately equity swaps on Fiat shares and after the demerger, on a basket of Fiat S.p.A. and Fiat Industrial S.p.A .share).

Although these transactions were entered into for hedging purposes, they do not qualify for hedge accounting under IFRS. As a consequence, the variability of the underlying values could have an effect on the Group's net profit/(loss).

In addition, the Group has entered into derivative contracts linked to commodity prices to hedge specific exposures on supply contracts.

Sensitivity analysis – price risk
As for the companies of the Fiat Group post-demerger, in the event of a hypothetical, unfavorable, and instantaneous change of 10% in the underlying values, the potential loss in fair value of outstanding derivative financial instruments at December 31, 2010 linked to the Fiat share price would have been approximately €32 million (€21 million at December 31, 2009). The increase over the previous year is due to the different price of the share at the end of the year (which is used as a basis for the simulation).

As for the companies of the Fiat Group post-demerger, in the event of a hypothetical, unfavorable and instantaneous change of 10% in the underlying raw materials prices, the potential loss in fair value of outstanding derivative financial instruments at December 31, 2010 linked to commodity prices would have been approximately €1 million. With reference to the companies that will form part of the Fiat Industrial Group, in the event of a hypothetical, unfavorable, and instantaneous change of 10% in the underlying raw materials prices, the potential loss in fair value of outstanding derivative financial instruments at December 31, 2010 linked to commodity prices would not have been significant. For the Fiat Group, in the event of a hypothetical, unfavorable and instantaneous change of 10% in the underlying raw materials prices, the potential loss in fair value of outstanding derivative financial instruments at December 31, 2009 linked to commodity prices would have been approximately €3 million.

34. Fair value hierarchy

IFRS 7 requires financial instruments recognized in the statement of financial position at fair value to be classified on the basis of a hierarchy that reflects the significance of the inputs used in determining fair value. The following levels are used in this hierarchy:

- Level 1 – quoted prices in active markets for the assets or liabilities being measured;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) on the market;
- Level 3 – inputs that are not based on observable market data.

The following table provides an analysis under this hierarchy of the financial assets and liabilities at December 31, 2010 and measured at fair value.

€ in millions	Note	Level 1	Level 2	Level 3	Total
Available-for-sale financial assets at fair value:					
Investments at fair value with changes directly in equity	16	1,510	19	186	1,715
Non-current securities	16	28		78	106
Current securities	20	62			62
Financial assets at fair value held-for-trading:					
Current investments	20	376			376
Current securities	20	424		96	520
Other financial assets	21	5	605		610
Securities readily converted into cash (due within 3 months) measured at fair value	22	4			4
Total Assets at 12/31/ 2010		**2,409**	**624**	**360**	**3,393**
Other financial liabilities	21		(414)	(55)	(469)
Total Liabilities at 12/31/2010			**(414)**	**(55)**	**(469)**

In 2010, there were no transfers from Level 1 to Level 2 or vice versa.

The following table provides changes in Level 3 in 2010:

€ in millions	Balance at 12/31/2009	Gains (losses) recognized in income statement	Gains (losses) recognized in equity	Increase (decrease)	**Balance at 12/31/2010**
Available-for-sale financial assets at fair value:					
Investments at fair value with changes directly in equity	119		3	64	**186**
Non-current securities	66		6	6	**78**
Financial assets at fair value held for trading:					
Current investments	85	11			**96**
Total Assets	**270**	**11**	**9**	**70**	**360**
Other financial liabilities	(51)	(2)		(2)	**(55)**
Total Liabilities	**219**	**9**	**9**	**68**	**305**

In 2010, there were no transfers from Level 3 to other levels or vice versa.

35. Related party transactions

The EXOR Group is directly controlled by Giovanni Agnelli e C. S.a.p.az., a company registered in Italy.
The transactions between the company and its consolidated subsidiaries, which are related parties of the same company, have been eliminated in the EXOR consolidated financial statements and consequently are not presented in this note.
Related party transactions have been carried out in accordance with existing laws on the basis of reciprocal economic gain.
Costs have not been recognized during the period for non-existent or doubtful liabilities in relation to amounts due from related parties.

The effects on the consolidated income statement of the Group for the years 2010 and 2009 are as follows:

		of which: with related parties					
€ in millions	Total 2010	Unconsolidated subsidiaries	Jointly controlled entities	Associated companies	Other related parties	Total related parties	Effect on total (%)
Net revenues	58,985	21	2,322	482	1	2,826	**4.8%**
Cost of sales	50,216	71	3,182	385	84	3,722	**7.4%**
Selling, general and administrative costs	5,009	17	20	39	83	159	**3.2%**

		of which: with related parties					
€ in millions	Total 2009	Unconsolidated subsidiaries	Jointly controlled entities	Associated companies	Other related parties	Total related parties	Effect on total (%)
Net revenues	52,520	27	1,745	289	2	2,063	3.9%
Cost of sales	45,434	31	2,825	125	68	3,049	6.7%
Selling, general and administrative costs	4,537	19	24	15	59	117	2.6%

The main effects on the consolidated statement of financial position at December 31, 2010 and 2009 are as follows:

		of which: with related parties					
€ in millions	Total 2010	Unconsolidated subsidiaries	Jointly controlled entities	Associates	Other related parties	Total related parties	Effect on total (%)
Other investments and non-current financial assets	2,303	60	39	17		116	**5.0%**
Inventories	8,345		1	27		28	**0.3%**
Trade receivables	4,370	50	409	164		623	**14.3%**
Current receivables from financing activities	13,774	48	63	18		129	**0.9%**
Current tax receivables	958						**0.0%**
Other current assets	2,576	6	34	37		77	**3.0%**
Receivables and other current financial assets	1,575						**0.0%**
Cash and cash equivalents	16,188						**0.0%**
Asset-backed financing	8,854		92	228		320	**3.6%**
Other debt	23,572	45	147	49		241	**1.0%**
Other financial liabilities	469						**0.0%**
Trade payables	13,666	28	838	231	30	1,127	**8.2%**
Other current liabilities	6,650	6	101	19	31	157	**2.4%**

		of which: with related parties					
€ in millions	Total 2009	Unconsolidated subsidiaries	Jointly controlled entities	Associates	Other related parties	Total related parties	Effect on total (%)
Other investments and non-current financial assets	1,815	39	39	17		95	5.2%
Inventories	8,750			10		10	0.1%
Trade receivables	3,957	33	469	93		595	15.0%
Current receivables from financing activities	12,695	51	62	2	5	120	0.9%
Current tax receivables	725						
Other current assets	2,875	6	36	2	22	66	2.3%
Receivables and other current financial assets	1,507				52	52	3.5%
Cash and cash equivalents	12,856				651	651	5.1%
Asset-backed financing	7,086		96	216	174	486	6.9%
Other debt	22,749	40	209	38	371	658	2.9%
Other financial liabilities	515				49	49	9.5%
Trade payables	12,637	25	793	39	26	883	7.0%
Other current liabilities	6,224	4	166	5	21	196	3.1%

Transactions with jointly controlled entities

These transactions, which refer solely to the Fiat Group, affected revenues, cost of sales, trade receivables and payables, current receivables from financing activities, asset backed-financing and other financial payables. The effects arising on the financial statements are set out below.

Net revenues

These transactions consist principally of sales of motor vehicles, components, including engines and gearboxes, production systems and the provision of services, to the following companies:

€ in millions	2010	2009
Tofas-Turk Otomobil Fabrikasi Tofas A.S., for the sale of motor vehicles	1,152	835
Società Europea Veicoli Leggeri-Sevel S.p.A., for the sale of engines, other components and production systems	701	475
Fiat India Automobiles Limited, for the provision of services, recharges of research costs and the sale of materials	73	113
Iveco Oto Melara Società consortile, for the sale of vehicles and special transport	123	97
FGA Capital for the sale of motor vehicles	103	86
CNH de Mexico de CV, for the sale of agricultural and construction equipment	46	36
Société Européenne de Véhicules Légers du Nord - Sevelnord Société Anonyme, for the sale of engines and other components and production systems	32	30
Turk Traktor Ve Ziraat Makineleri A.S., for the sale of agricultural and construction equipment	26	19
SAIC IVECO Commercial Vehicle Investment Company Limited for technical services	23	2
New Holland HFT Japan Inc., for the sale of agricultural and construction equipment	14	23
Other	29	29
Total Net revenues from jointly-controlled entities	**2,322**	1,745

Cost of sales

These transactions have taken place principally with the following companies:

€ in millions	2010	2009
Società Europea Veicoli Leggeri-Sevel S.p.A., for the purchase of motor vehicles	1,318	1,106
Tofas - Turk Otomobil Fabrikasi Tofas A.S., for the purchase of motor vehicles	1,230	991
Société Européenne de Véhicules Légers du Nord - Sevelnord Société Anonyme, for the purchase of motor vehicles	329	427
Turk Traktor Ve Ziraat Makineleri A.S., for the purchase of agricultural equipment	169	137
FGA Capital, for charges on the sale of receivables and the purchase of motor vehicles	72	106
Fiat India Automobiles Limited, for the purchase of engines	34	22
Other	30	36
Total Cost of sales for purchases from jointly-controlled entities	**3,182**	2,825

Trade receivables

These relate to receivables resulting from the revenues discussed above and those arising from the Group's trade relationships with FGA Capital S.p.A., which mostly regard the sales of vehicles leased out by FGA Capital S.p.A. in turn under operating or finance lease arrangements. In particular:

€ in millions	2010	2009
Fiat India Automobiles Limited	104	170
Tofas - Turk Otomobil Fabrikasi Tofas A.S.	90	83
FGA Capital	96	83
Iveco - Oto Melara Società consortile	52	66
Società Europea Veicoli Leggeri-Sevel S.p.A.	33	47
Société Européenne de Véhicules Légers du Nord - Sevelnord Société Anonyme	1	2
Other	33	18
Total Current trade receivables due to jointly-controlled entities	**409**	469

Trade payables

These relate to payables resulting from the costs discussed above and those arising from the Group's trade relationships with FGA Capital S.p.A. In particular:

€ in millions	2010	2009
Società Europea Veicoli Leggeri-Sevel S.p.A.	466	290
Tofas - Turk Otomobil Fabrikasi Tofas A.S.	220	250
Société Européenne de Véhicules Légers du Nord - Sevelnord Société Anonyme	51	113
FGA Capital	53	80
Turk Traktor Ve Ziraat Makineleri A.S.	28	
Other	20	60
Total Trade payables due to jointly-controlled entities	**838**	793

Current receivables from financing activities

This item, amounting to €63 million at December 31, 2010 (€62 million at December 31, 2009), mainly relates to receivables of the Group financial services companies due from jointly controlled entities.

Other current assets

This item, amounting to €34 million at December 31, 2010 (€36 million at December 31, 2009), relates mostly to other receivables of €26 million due from FGA Capital (€31 million at December 31, 2009).

Asset-backed financing

This item, amounting to €92 million at December 31, 2010 (€96 million at December 31, 2009), relates to amounts due to FGA Capital for sales of receivables which do not qualify as sales under IAS 39.

Other debt

This item, amounting to €147 million at December 31, 2010 (€209 million at December 31, 2009), includes €144 million (€96 million at December 31, 2009) of other payables of a financial nature due to FGA Capital.

Transactions with associates of the EXOR Group

These transactions mainly affected revenues, trade receivables and asset backed-financing and other financial payables. The effects arising on the financial statements are set out as follows.

Net revenues

These transactions consist principally of sales of motor vehicles and components, including engines and gearboxes, production systems, and the provision of services, to the following companies of the Fiat Group:

€ in millions	**2010**	2009
Iveco Finance Holdings Limited (a subsidiary of the Barclays group), for the sale of industrial vehicles leased out by the associate	126	74
Chrysler, for the sale of components and production systems	195	31
To-dis S.r.l., for the sale of publishing products and other	49	55
Other	112	128
Total Net Revenues from associates	**482**	288

Cost of sales

These transactions consist principally of the purchase of vehicles by the following companies:

€ in millions	**2010**	2009
Chrysler, for the purchase of vehicles	226	
Other	159	125
Total Cost of sales from associates	**385**	125

Trade receivables

This item, amounting to €164 million at December 31, 2010 (€93 million at December 31, 2009), refers mainly to receivables of the companies of the Fiat Group (€161 million).

Asset-backed financing

This item, amounting to €228 million at December 31, 2010 (€216 million at December 31, 2009), includes amounts due to Iveco Finance Holding Limited for sales of receivables which do not qualify as sales under IAS 39.

Transactions with other related parties

Fiat Group

The principal transaction in this category relates to an amount of €84 million (€68 million in 2009) classified in cost of sales; included in this balance is the purchase of steel from the Corus Group, which is part of the Tata Group, for an amount of €59 million (€41 million in 2009). In 2010 the amount includes the purchase of goods of €19 million (€18 million in 2009) for the high range and deluxe upholstery of the Group's automobiles from Poltrona Frau S.p.A., a company listed on the Italian Stock Exchange in which the chairman of the board of directors of Fiat S.p.A. at the time, Luca Cordero di Montezemolo, holds an indirect investment.

The selling, general and administrative costs include the emoluments to directors, statutory auditors and key management.

In the statement of financial position at December 31, 2009, this item also included deposits, financial payables and the fair value of derivative financial instruments arising from transactions with companies of the Crédit Agricole Group, which was no longer a related party in 2010.

Holdings System

The principal transactions are recorded in liabilities and in selling, general and administrative expenses and refer to the liability payable to the beneficiaries of the Alpitour stock option plans authorized at the end of 2005 for €22 million (€12 million in 2009). The increase of €10 million in the liability is recorded in general and administrative expenses.

General and administrative expenses include the emoluments to directors and statutory auditors.

C&W Group

In 2010, C&W Group purchased 320 shares from directors at an average price of $1,120 per share. During the year ended December 31, 2009, the C&W Group repurchased 1,247 shares from directors at an average price of $1,219 per share.

Emoluments to directors, statutory auditors and key management of EXOR

In 2010, the fees of the directors and statutory auditors of EXOR S.p.A., for carrying out their respective functions in the Parent including those in other consolidated companies, are as follows:

€ in thousands	EXOR S.p.A.	Subsidiaries	Total
Directors	4,104	5,391	**9,495**
Statutory Auditors	146	165	**311**
Total	4,250	5,556	**9,806**

In 2009, the emoluments to the directors and statutory auditors amounted to €7,948 thousand of which €6,795 thousand was paid by EXOR S.p.A. and €1,153 thousand by subsidiaries.

In EXOR S.p.A., there are no key management personnel.

The company took out a directors' liability policy with a Group of insurance companies for a maximum per claim and per year of €50 million to cover the directors against compensation for non-fraudulent acts.

The proposals for the compensation of the executive directors are formulated and approved directly by the board of directors which, after an examination by the Compensation and Nominating Committee, in conformity with art. 2389, paragraph 2 of the Italian Civil Code, has the power to establish the compensation of the directors invested with special duties as set out in the bylaws.

In its meeting held on May 13, 2009, the board of directors decided to equally divide among its members the compensation approved by the shareholders' meeting, amounting to €170,000 per year. Furthermore, pursuant to art. 2389 of the Italian Civil Code, the board approved the following annual compensation:

- €1,000,000 to the chairman John Elkann, in addition to health care coverage;
- €1,000,000, besides all out-of-pocket travel expenses outside the municipality of residence, for the mandate for strategical coordination, to the honorary chairman Gianluigi Gabetti; he is also entitled to death and permanent disability insurance coverage for professional or non-professional-related accidents and the use of a secretarial service and a car with driver also after the expiry of the term of office;
- €1,250,000 to the chief executive officer, Carlo Barel di Sant'Albano, who is also entitled to the following:
  - a variable fee up to a maximum of €1,250,000, 50% of which is partially linked to the increment in EXOR's NAV;
  - the use of an apartment in Turin made available by the company;
  - the use of two company cars, in addition to one used for company business;
  - death and permanent disability insurance coverage for professional or non-professional-related accidents;
  - health care coverage, the same as for company executives;
  - a sum equal to €2,500,000, corresponding to two years' annual fixed fee for the post of chief executive officer, to be paid at the end of the term of office, except in the case of the reconfirmation of the post, voluntary resignation or failure to accept the reconfirmation of the post, termination for just cause or reaching pensionable age;
- €100,000 to the vice chairman Pio Teodorani-Fabbri for the coordination and supervision activities of the Rome office;
- €35,000 to the Internal Control Committee (of which €15,000 to the chairman and €10,000 to each of the other two members);

- €35,000 to the Compensation and Nominating Committee (of which €15,000 to the chairman and €10,000 to each of the other two members);
- €40,000 to each member of the Strategy Committee;
- €100,000 to the secretary to the board of directors, Virgilio Marrone, in addition to death and permanent disability insurance coverage for professional or non-professional-related accidents and the use of a company car.

The directors will also be reimbursed for the expenses incurred in carrying out the activities connected with their posts.

It should also be noted that in its meeting of February 11, 2011, the EXOR board of directors appointed John Elkann as chief executive officer in addition to his position as chairman and that Carlo Barel di Sant'Albano relinquished his position as chief executive office and assumed the position of chairman of the subsidiary Cushman & Wakefield.

In its meeting of March 28, 2011, the board of directors approved certain changes to the compensation of the directors which became necessary as a result of the changes in the positions held within the company. Further details are provided in the Report on Operations under "Significant events in the first quarter of 2011".

36. Explanatory notes to the statement of cash flows

The statement of cash flows sets out changes in cash and cash equivalents during the year. As required by IAS 7 – *Statement of Cash Flows*, cash flows are separated into operating, investing and financing activities. The effects of changes in exchange rates on cash and cash equivalents are shown separately under the line item Translation exchange differences.

Cash flows from (used in) operating activities derive mainly from the Group's main revenue producing activities.

The cash flows generated by the sale of vehicles under buy-back commitments, net of the amounts included in Profit/(loss) for the year, are included under operating activities in a single line item which includes changes in working capital, capital expenditures, depreciation and impairment losses. This item also includes gains and losses arising from the sales of vehicles transferred under buy-back commitments that occur before the end of the agreement term without repossession of the vehicle.

Cash flows from operating lease transactions are included under operating activities in a single line item which includes capital expenditures, depreciation, impairment losses and changes in inventories.

Overall, Cash flows for income tax payments net of refunds in 2010 amount to €745 million (€464 million in 2009).

Overall, interest of €1,841 million was paid in 2010 and interest of €1,248 million was received in 2010 (interest of €1,443 million was paid in 2009 and interest of €1,051 million was received in 2009).

Cash flows from (used in) investing activities represent the extent to which expenditures have been made for resources intended to generate future income and cash flows. Only expenditures resulting in an asset recognized in the balance sheet are classified as investing activities in the statement of cash flows.

Finally, on June 10, 2009, the Fiat Group acquired an initial 20% interest in Chrysler without the payment of cash: this transaction was therefore not included in the statement of cash flows for 2009, other than for the effects arising from the payment of the transaction costs arising from the acquisition (legal expenses, financial fees, etc.).

37. Non-recurring transactions and transactions resulting from unusual and/or abnormal operations

The Group did not perform any significant non-recurring transactions or transactions resulting from unusual and/or abnormal operations in 2010 as such are defined by the Consob Communication of July 28, 2006.

38. Subsequent events

Reference should be made to the Report on Operations 2010.

39. Approval of the consolidated financial statements and authorization for publication

The consolidated financial statements at December 31, 2010 were approved on March 28, 2011 by the board of directors which authorized their publication, together with the independent auditors' report and the board of statutory auditors' report, within the timeframe set by law.

Turin, March 28, 2011

On behalf of the Board of Directors
The Chairman and CEO
John Elkann

Attestation of the Consolidated Financial Statements According to art. 154-bis, Paragraph 5, of Legislative Decree 58/98

We, the undersigned, John Elkann, chairman and chief executive officer, and Aldo Mazzia, manager responsible for the preparation of the financial reports of EXOR S.p.A. attest, pursuant to the provisions of art. 154-bis, paragraphs 3 and 4, of Legislative Decree 58 dated February 24, 1998:

- the adequacy with respect to the company's structure and
- the effective application,

of the administrative and accounting procedures applied in the preparation of the consolidated financial statements at December 31, 2010.

We also attest that:

- the consolidated financial statements:
  - have been prepared in accordance with applicable International Financial Reporting Standards recognized by the European Community pursuant to EC Regulation 1606/2002 of the European Parliament and Council, dated July 19, 2002;
  - correspond to the amounts shown in the accounts, books and records;
  - provide a true and fair view of the financial condition, results of operations and cash flows of the company and its consolidated subsidiaries;
- the Report on Operations includes a reliable operating and financial review of the issuer and the aggregate of the companies included in consolidation as well as a description of the principal risks and uncertainties to which they are exposed.

Turin, March 28, 2011

The Chairman and CEO
John Elkann

Manager responsible for the preparation
of the financial reports
Aldo Mazzia

Deloitte.

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REPORT OF THE INDEPENDENT AUDITORS ON THE CONSOLIDATED FINANCIAL STATEMENTS PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010

To the Shareholders of
EXOR S.p.A.

1. We have audited the consolidated financial statements of EXOR S.p.A. and its subsidiaries ("EXOR Group") as of and for the year ended December 31, 2010, which comprise the statement of financial position, the income statement, the statements of comprehensive income, changes in equity, and cash flows and the related notes to the consolidated financial statements. These consolidated financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005 are the responsibility of the Directors of EXOR S.p.A. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

2. We conducted our audit in accordance with the Auditing Standards recommended by CONSOB, the Italian Commission for listed Companies and the Stock Exchange. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

   For the opinion on the prior year's consolidated financial statements, whose data presented for comparative purposes have been reclassified according to the presentation adopted after the line by line consolidation of Fiat Group, reference should be made to our auditors' report issued on April 1, 2010. In addition, as illustrated in the paragraph "Consolidation of the Fiat Group" of the notes to the consolidated financial statements, the directors of the company restated in specific columns of the financial statements the 2009 data in which the Fiat Group is consolidated line-by-line. These restatements of comparative data and related disclosures included in the notes to the consolidated financial statements have been audited by us for the purpose of expressing our opinion on the consolidated financial statements as of December 31, 2010.

3. In our opinion, the consolidated financial statements of the EXOR Group as of December 31, 2010 comply with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005; accordingly, they give true and fair view of the financial position of EXOR Group and the results of its operations and its cash flows for the year then ended.

4. As illustrates by the Directors in the paragraph "Consolidation of the Fiat Group" of the notes to the consolidated financial statements, the current interpretation of de facto control, based also on the latest version of the Staff Draft posted to the IASB website on September 29, 2010 of the forthcoming IFRS 10 - "*Consolidated Financial Statements*", requires line-by-line consolidation pursuant to IAS 27 to be extended to companies in which the investor holds the majority of voting rights and the size of such majority, combined with the dispersion of the votes of the other vote holders, gives the investor the power to direct the investee's operating and financial policies in such a manner for them to be considered subsidiaries to be consolidated line-by-line. On such bases, believing that the suppositions existed, also in light of EXOR's incidence in the capital present and voting in recent shareholders' meetings of Fiat S.p.A., EXOR has consolidated the Fiat Group line-by-line in its consolidated financial statements starting from the year 2010 and restated the consolidated financial statements for the year 2009 presented for comparative purposes.

5. The Directors of EXOR S.p.A. are responsible for the preparation of the report on operations and the annual report on Corporate Governance in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations and of the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) in the annual report on Corporate Governance, with the consolidated financial statements, as required by law. For this purpose, we have performed the procedures required under Auditing Standard n. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion, the report on operations and the information reported in compliance with art. 123-bis of Italian Legislative Decree n. 58/1998 paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the annual report on Corporate Governance are consistent with the consolidated financial statements of EXOR S.p.A. as of 31 December, 2010.

DELOITTE & TOUCHE S.p.A.

Signed by
Franco Riccomagno
Partner

Turin, Italy
April 5, 2011

This report has been translated into the English language solely for the convenience of international readers.

BOARD OF STATUTORY AUDITORS' REPORT TO THE SHAREHOLDERS' MEETING ON THE YEAR 2010

Dear Shareholders,

In summarizing the contents and results of our activities during the year, we would first of all like to call your attention to the most important transactions that affected earnings and equity carried out by the directors and described in depth in their Report on Operations, including:

- the sale of Intesa Sanpaolo shares for proceeds of €90 million with a gain of €600 thousand on consolidation;
- the investment commitment of €100 million by Exor S.A. in Almacantar;
- the buyback of treasury shares for a total of slightly under €58 million;
- the investment commitment of €100 million by Exor S.A. for private equity initiatives in India and China with Jardine Matheson and Rothschild;
- the investment of €19 million by Exor S.A. for the subscription of new BTG Pactual shares;
- the purchase by Exor S.A. of The Economist Newspaper Limited ordinary shares for slightly over € 29 million;
- the purchase by Exor S.A. of Gruppo Banca Leonardo S.p.A. ordinary shares for €30 million.

We confirm that these, in addition to other investments which have already been made, comply with the law and the bylaws, are based on principles of proper administration, agree with the resolutions of the shareholders' meetings and produce no conflicts of interest.

We have participated in the five meetings of the board of directors, during which we were informed about the activities and the main operating, financial and equity transactions completed or being undertaken by the company and its direct subsidiaries; we have ensured that at least one person has attended each of the six meetings of the internal control committee, formed by three independent directors.

During the course of the activities carried out in our 10 meetings, we have also obtained information:

- from the manager responsible for the preparation of the financial reports;
- from the person in charge of internal control about the activities of the oversight body required by Legislative Decree 231/2001, of which we have now reviewed the annual report dated March 21, 2011;
- from those in charge of the principal corporate functions, to the extent of our responsibilities;
- from the firm of independent auditors, in five meetings, for the required exchange of information, thus integrating the information obtained at the meetings of the internal control committee, both with regard to the provisions of art. 19 of Legislative Decree 39/2010, also in respect of its independence and to use the results of its work.

The results of our work have again led us to conclude that:

- the administrative conduct was observant of the principles of diligence and correctness;
- the organizational structure and the internal control system were adequate in relation to the nature and scope of the activities carried out;
- the administrative and accounting system was capable of representing correctly the company's affairs, conforming to the existing model of administrative and accounting control;
- the directives, according to art. 114, paragraph 2 of Legislative Decree 58/1998, were appropriately conveyed to the subsidiaries.

As far as our responsibilities are concerned, we can state that EXOR adopts the corporate governance model in which the directors describe the principles and the requirements adopted, and the manner in which they should be observed, as we have noted, and those not adopted, explaining the reasons for such exceptions, in their annual report on Corporate Governance, reviewed by Deloitte & Touche, pursuant to art. 123 bis of Legislative Decree 58/1998.

We confirm that we have ascertained the continuance of the profiles needed to guarantee our independence and that the board of directors has verified the existence of indispensable requirements of those of its members who hold that position.

With reference to the other matters identified by CONSOB in communication DEM/1025564 dated April 6, 2001, we observe the following:

- we have been regularly informed of matters falling under our jurisdiction;
- the periodic verifications and the tests to which we have subjected the company have not brought to light any atypical or unusual transactions with third parties, with related parties or with group companies such as might give rise to doubts about the correctness or completeness of the information in the financial statements, about the presence of conflicts of interest or about the safeguarding of the company's assets;
- the directors, in Note 36 to the separate financial statements, disclose the existence of and provide comments on the exchange of goods and services between EXOR, group companies and related parties, stating that such transactions were carried out in accordance with existing laws and by reference to arm's length reciprocal economic gain; we would also mention that EXOR has adopted, on November 12, 2010, with effect on January 1, 2011, the procedure for transactions with related parties, posting the procedure on its website;
- from the meetings with the auditors no significant facts or situations came to our attention which necessitated the performance of further controls on our part which we should report to you;
- we have not received or had notice of any complaints under ex art. 2408 of the Italian Civil Code and we have not received or we have not been made aware of petitions;
- in our contacts with the board of statutory auditors of the parent no matters have been addressed which would require to be communicated;
- our supervisory activities did not indicate any matters to report;
- we have expressed the opinions required of us by law and formulated the proposal, giving reasons thereto, for the appointment of the audit firm for the nine years 2012-2020;
- by means of a letter dated March 28, 2011, Deloitte & Touche has informed us that:
  "(...) The services other than the audit of the separate financial statements, the tests ascertaining that the accounting records are duly kept and the correction recognition of the operating events in the accounting entries, the audit of the consolidated financial statements and the limited audit of the consolidated half-year financial report (aggregate fees of €90,000 for a total of 1,143 hours) provided during the period indicated above to EXOR S.p.A. by the audit firm (writing this letter) and by other entities in the relative Network, determined on the basis of the information made available to us are indicated as follows (excluding hours and fees of the subsidiaries of the EXOR Group, which engagements are conferred independently):
  - testing relative to the confirmation of the amount of the financial ratios required by the Information Memorandum dated June 6, 2006 relating to the issue by IFIL of "Floating Rate Notes due 2011" for €200 million, for a fee of €5,000.
  - Tests in relation to the possible placement of bonds with institutional investors, for a fee of €12,000.
  - Procedures agreed in reference to specific aspects relating to the internal control system over financial reporting ("ICFR") adopted by the EXOR Group for the year 2010, for a fee of €30,000.
  - Analysis and testing of non-recurring accounting issues, for a fee of €26,000.
  - Methodological support to EXOR Group in designing the Compliance Integrated Governance Model, for a fee of €28,500 (work carried out by Deloitte ERS S.r.l.) (…)".

In the same letter, Deloitte & Touche also noted:

> "(…) As the audit firm charged with the legal audit of the separate financial statements for the year ended December 31, 2010 of EXOR S.p.A. and the consolidated financial statements of EXOR Group, we confirm that, on the basis of the information received to date and the tests carried out, taking into account the regulatory and professional principles that govern audit activities, during the period from January 1, 2010 to today's date, there were no situations that came to our attention that would have compromised our independence or causes for incompatibility pursuant to articles 10 and 17 of Legislative Decree 39/2010 and the relative provision for implementation.(…)".

As to the separate draft financial statements of EXOR at December 31, 2010, which show a profit of €151,861,008, we have reviewed the structure, the approach and the information illustrated by the directors in their Report on Operations, relating also to the consolidated financial statements of the EXOR Group at the same date, also formalized in the board of directors' meeting of March 28, 2011 and the notes thereto.

The chairman and chief executive office and the manager responsible for the preparation of the corporate reports have issued an attestation as set forth in art. 154 bis, paragraph 5, of Legislative Decree 58/1998 on both the separate and consolidated financial statements of the Group.

Deloitte & Touche, charged with the audit, in its report dated April 5, 2011, expresses the following conclusions with regard to the separate financial statements of the company.

> "(...) In our opinion, the separate financial statements of EXOR S.p.A. at December 31, 2010 comply with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n. 38/2005; accordingly, they give a true and fair view of the financial position, of the results of operations and of the cash flows of EXOR S.p.A. for the year then ended. (...)
> In our opinion, the Report on Operation and the information reported in compliance with art. 123 bis of Italian Legislative Decree 58/1998, paragraph 1, letters c), d), f), l), m) and paragraph 2, letter b) included in the annual report on Corporate Governance are consistent with the separate financial statements of EXOR S.p.A. at December 31, 2010. (…)”.

Similar conclusions by Deloitte & Touche are illustrated in its report on the consolidated financial statements of the Group, in which your attention is drawn to, for a more meaningful understanding of the same, to the consolidation of the Fiat Group on a line-by-line basis, considering the suppositions thereto to exist.

On the basis of the information we obtained directly pertaining to the scope and structure and the conclusions reached by Deloitte & Touche, we are of the view that the separate financial statements of EXOR may be approved together with the proposal for the appropriation of the profit for the year, noting that the legal reserve is already equal to one-fifth of capital stock.

Finally, in observing that the agenda of the next shareholders’ meeting regards, besides the annual 2010 financial statements, also:
- the board of directors;
- the purchase and disposal of treasury shares;
- the appointment for the legal audit of the financial statements for the years 2012-2020;
- the amendment to some articles of the bylaws and the title to the seventh article of the same;

we confirm, as far as is necessary, that the reports prepared on this subject by the board of directors illustrates the arguments and puts forward the resolutions in accordance with existing law, and reports the justified proposal of the board of statutory auditors for the conferral of the appointment of the audit firm.

Turin, April 5, 2011

The Board of Statutory Auditors

Lionello Jona Celesia, Chairman

Giorgio Ferrino

Paolo Piccatti

List of EXOR Group Companies at December 31, 2010

As required by Consob Resolution 11971 dated May 14, 1999, as amended (art. 126 of the Regulations), a list of the companies included in the scope of consolidation, the investments accounted for by the equity method and other significant investments, subdivided by business segment, is provided below.

The column on the far right also shows the percentage of voting rights exercisable at an ordinary general meeting, where such percentage differs from the percentage of shares held.

Investments of the Holdings System and operating companies consolidated on a line-by-line basis

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
EXOR S.p.A.	ITALY	246,229,850	EURO				
SUBSIDIARIES							
Holding companies and Other companies							
EXOR S.A.	LUXEMBOURG	166,611,300	EURO	100.00	EXOR S.p.A.	100.000	
EXOR CAPITAL LTD	IRELAND	4,000,000	EURO	100.00	EXOR S.A.	100.000	
EXOR INC.	USA	1	USD	100.00	EXOR S.A.	100.000	
EXOR LIMITED (a)	HONG KONG CHINA (PEOPLE'S REP.)	1	HKD	100.00	EXOR S.A.	100.000	
ANCOM USA INC	USA	-	USD	100.00	EXOR S.A.	100.000	
EXOR LLC	USA	-	USD	99.80	EXOR S.A.	99.800	
EXOR Services S.c.p.a. (formerly SOIEM S.p.A.)	ITALY	9,145,000	EURO	99.63	EXOR S.p.A.	99.625	
					GIOVANNI AGNELLI & C. S.a.p.az.	0.25	
Automobiles, Components and Production Systems, Agricultural and Construction Equipment, Engines and Powertrains							
FIAT S.p.A. (a)	ITALY	6,377,262,975	EURO	29.59	EXOR S.p.A.	28.696	30.450
					FIAT S.p.A.	3.024	3.531 (*)
Real Estate Services							
C&W GROUP INC.	USA	7,318	USD	78.56	EXOR S.A.	69.825	
					C&W GROUP INC.	6.719	(*)
Tourism and Hotel activities							
ALPITOUR S.p.A.	ITALY	17,725,000	EURO	100.00	EXOR S.p.A.	100.000	
Football club							
JUVENTUS FOOTBALL CLUB S.p.A.	ITALY	20,155,333	EURO	60.00	EXOR S.p.A.	60.001	

(a) Dormant company.
(*) Voting suspended.

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

FIAT GROUP POST DEMERGER

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Subsidiaries consolidated on a line-by-line basis							
Fiat Group Automobiles							
Fiat Group Automobiles S.p.A.	Italy	745,031,979	EURO	100.00	Fiat S.p.A.	100.000	
Abarth & C. S.p.A.	Italy	1,500,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Alfa Romeo Automobiles S.p.A.	Italy	120,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Alfa Romeo U.S.A. S.p.A.	Italy	120,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Banco Fidis S.A.	Brazil	337,261,783	BRL	100.00	Fidis S.p.A.	75.000	
					Fiat Automoveis S.A. - FIASA	25.000	
Customer Services Centre S.r.l.	Italy	2,500,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Easy Drive S.r.l.	Italy	10,400	EURO	100.00	Fiat Group Automobiles S.p.A.	99.000	
					Fiat Center Italia S.p.A.	1.000	
FGA Investimenti S.p.A.	Italy	2,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
FGA Officine Automobilistiche Grugliasco S.p.A.	Italy	500,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
FGA Versicherungsservice GmbH	Germany	26,000	EURO	100.00	Fiat Group Automobiles Germany AG	51.000	
					Rimaco S.A.	49.000	
Fiat Auto Argentina S.A.	Argentina	476,464,366	ARS	100.00	Fiat Automoveis S.A. - FIASA	100.000	
(business Fiat Group Automobiles)							
Fiat Auto Poland S.A.	Poland	660,334,600	PLN	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Auto S.A. de Ahorro para Fines Determinados	Argentina	109,535,149	ARS	100.00	Fiat Auto Argentina S.A.	100.000	
Fiat Auto Var S.r.l.	Italy	7,370,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Automobil Vertriebs GmbH	Germany	8,700,000	EURO	100.00	Fiat Group Automobiles Germany AG	100.000	
Fiat Automobiles S.p.A.	Italy	120,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
FIAT AUTOMOBILES SERBIA DOO KRAGUJEVAC	Serbia	300,000,000	EURO	66.67	Fiat Group Automobiles S.p.A.	66.672	
Fiat Automotive Finance Co. Ltd.	People's Rep.of China	500,000,000	CNY	100.00	Fidis S.p.A.	100.000	
Fiat Automoveis S.A. - FIASA	Brazil	1,069,492,850	BRL	100.00	Fiat Group Automobiles S.p.A.	100.000	
(business Fiat Group Automobiles)							
Fiat Center (Suisse) S.A.	Switzerland	13,000,000	CHF	100.00	Fiat Group Automobiles Switzerland S.A.	100.000	
Fiat Center Italia S.p.A.	Italy	2,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat CR Spol. S.R.O.	Czech Republic	1,000,000	CZK	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Credito Compania Financiera S.A.	Argentina	223,129,357	ARS	100.00	Fidis S.p.A.	100.000	
Fiat Finance Netherlands B.V.	Netherlands	690,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat France	France	235,480,520	EURO	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Group Automobiles Austria GmbH	Austria	37,000	EURO	100.00	Fiat Finance Netherlands B.V.	98.000	
					FGA Investimenti S.p.A.	2.000	
Fiat Group Automobiles Belgium S.A.	Belgium	26,100,000	EURO	100.00	Fiat Finance Netherlands B.V.	99.998	
					Fiat Group Automobiles Switzerland S.A.	0.002	
Fiat Group Automobiles Denmark A/S	Denmark	55,000,000	DKK	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Group Automobiles Germany AG	Germany	82,650,000	EURO	100.00	Fiat Finance Netherlands B.V.	99.000	
					Fiat Group Automobiles Switzerland S.A.	1.000	
Fiat Group Automobiles Hellas S.A.	Greece	62,033,499	EURO	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Group Automobiles Ireland Ltd.	Ireland	5,078,952	EURO	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Group Automobiles Japan K.K.	Japan	420,000,000	JPY	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Group Automobiles Maroc S.A.	Morocco	1,000,000	MAD	99.95	Fiat Group Automobiles S.p.A.	99.950	
Fiat Group Automobiles Netherlands B.V.	Netherlands	5,672,250	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Group Automobiles Portugal, S.A.	Portugal	1,000,000	EURO	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Group Automobiles South Africa (Proprietary) Ltd	South Africa	640	ZAR	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Group Automobiles Spain S.A.	Spain	8,079,280	EURO	100.00	Fiat Finance Netherlands B.V.	99.998	
					Fiat Group Automobiles Switzerland S.A.	0.002	
Fiat Group Automobiles Sweden AB	Sweden	10,000,000	SEK	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Group Automobiles Switzerland S.A.	Switzerland	21,400,000	CHF	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Group Automobiles UK Ltd	United Kingdom	44,600,000	GBP	100.00	Fiat Finance Netherlands B.V.	100.000	
Fiat Magyarorszag Kereskedelmi KFT.	Hungary	150,000,000	HUF	100.00	Fiat Group Automobiles S.p.A.	100.000	
FIAT NORTH AMERICA LLC	U.S.A.	0	USD	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Professional S.p.A.	Italy	120,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Real Estate Germany GmbH	Germany	25,000	EURO	100.00	Fiat Automobil Vertriebs GmbH	100.000	
Fiat SR Spol. SR.O.	Slovak Republic	33,194	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fidis S.p.A.	Italy	250,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
i-FAST Automotive Logistics S.r.l.	Italy	1,250,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
i-FAST Container Logistics S.p.A.	Italy	2,500,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
International Metropolitan Automotive Promotion (France) S.A.	France	2,977,680	EURO	100.00	Fiat France	99.997	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Italian Automotive Center S.A.	Belgium	13,500,000	EURO	100.00	Fiat Group Automobiles Belgium S.A.	99.988	
					Fiat Group Automobiles S.p.A.	0.012	
Italian Motor Village Ltd.	United Kingdom	1,500,000	GBP	100.00	Fiat Group Automobiles UK Ltd	100.000	
Italian Motor Village S.A.	Portugal	50,000	EURO	100.00	Fiat Group Automobiles Portugal, S.A.	100.000	
Italian Motor Village, S.L.	Spain	1,454,420	EURO	100.00	Fiat Group Automobiles Spain S.A.	100.000	
Lancia Automobiles S.p.A.	Italy	120,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Mecaner S.A.	Spain	3,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Sata-Società Automobilistica Tecnologie Avanzate S.p.A.	Italy	276,640,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
SCDR (Ireland) Limited	Ireland	70,000	EURO	100.00	Società di Commercializzazione e Distribuzione Ricambi S.p.A. in liquidation	100.000	
SCDR (Switzerland) S.A. in liquidation	Switzerland	100,000	CHF	100.00	Società di Commercializzazione e Distribuzione Ricambi S.p.A. in liquidation	100.000	
SCDR Automotive Limited	United Kingdom	50,000	GBP	100.00	Società di Commercializzazione e Distribuzione Ricambi S.p.A. in liquidation	100.000	
Società di Commercializzazione e Distribuzione Ricambi S.p.A. in liquidation	Italy	100,000	EURO	100.00	Fiat Group Automobiles S.p.A.	100.000	
Maserati							
Maserati S.p.A.	Italy	40,000,000	EURO	100.00	Fiat S.p.A.	100.000	
Maserati (Suisse) S.A.	Switzerland	250,000	CHF	100.00	Maserati S.p.A.	100.000	
Maserati Deutschland GmbH	Germany	500,000	EURO	100.00	Maserati S.p.A.	100.000	
Maserati GB Limited	United Kingdom	20,000	GBP	100.00	Maserati S.p.A.	100.000	
Maserati Japan KK	Japan	18,000,000	JPY	100.00	Maserati S.p.A.	100.000	
Maserati North America Inc.	U.S.A.	1,000	USD	100.00	Maserati S.p.A.	100.000	
Maserati West Europe societé par actions simplifiée	France	37,000	EURO	100.00	Maserati S.p.A.	100.000	
Ferrari							
Ferrari S.p.A.	Italy	20,260,000	EURO	(*) 90.00	Fiat S.p.A.	85.000	
410 Park Display Inc.	U.S.A.	100	USD	90.00	Ferrari N.America Inc.	100.000	
Ferrari Central / East Europe GmbH	Germany	1,000,000	EURO	90.00	Ferrari S.p.A.	100.000	
Ferrari Financial Services AG	Germany	1,777,600	EURO	81.00	Ferrari Financial Services S.p.A.	100.000	
Ferrari Financial Services S.p.A.	Italy	5,100,000	EURO	81.00	Ferrari S.p.A.	90.000	
Ferrari Financial Services, Inc.	U.S.A.	1,000	USD	81.00	Ferrari Financial Services S.p.A.	100.000	
Ferrari GE.D. S.p.A.	Italy	11,570,000	EURO	90.00	Ferrari S.p.A.	100.000	
Ferrari Japan KK	Japan	160,050,000	JPY	90.00	Ferrari S.p.A.	100.000	
Ferrari Management Consulting (Shanghai) CO., LTD	People's Rep.of China	2,100,000	USD	90.00	Ferrari S.p.A.	100.000	
Ferrari Maserati Cars International Trading (Shanghai) Co. Ltd.	People's Rep.of China	3,000,000	USD	53.10	Ferrari S.p.A.	59.000	
Ferrari Maserati Cars Sales and Services (Shanghai) CO.,LTD	People's Rep.of China	2,500,000	USD	90.00	Ferrari S.p.A.	100.000	
Ferrari N.America Inc.	U.S.A.	200,000	USD	90.00	Ferrari S.p.A.	100.000	
Ferrari North Europe Limited	United Kingdom	50,000	GBP	90.00	Ferrari S.p.A.	100.000	
Ferrari South West Europe S.A.R.L.	France	172,000	EURO	90.00	Ferrari S.p.A.	100.000	
GSA-Gestions Sportives Automobiles S.A.	Switzerland	1,000,000	CHF	90.00	Ferrari S.p.A.	100.000	
Mugello Circuit S.p.A.	Italy	10,000,000	EURO	90.00	Ferrari S.p.A.	90.000	
					Ferrari GE.D. S.p.A.	10.000	
(*) Includes impact of exercise of call option on 5% of Ferrari S.p.A. shares							
Fiat Powertrain							
Fiat Powertrain Technologies SpA	Italy	525,000,000	EURO	100.00	Fiat S.p.A.	100.000	
Fiat Auto Argentina S.A. *(business Fiat Powertrain)*	Argentina	476,464,366	ARS	100.00	Fiat Automoveis S.A. - FIASA	100.000	
Fiat Automoveis S.A. - FIASA *(business Fiat Powertrain)*	Brazil	1,069,492,850	BRL	100.00	Fiat Group Automobiles S.p.A.	100.000	
Fiat Powertrain Polska Sp. z o.o.	Poland	220,100,000	PLN	100.00	Fiat Powertrain Technologies SpA	100.000	
Fiat Powertrain Technologies (Shanghai) R&D Co. Ltd.	People's Rep.of China	10,000,000	EURO	100.00	Fiat Powertrain Technologies SpA	100.000	
Fiat Powertrain Technologies Poland Sp. z o.o.	Poland	100,000,000	PLN	100.00	Fiat Powertrain Technologies SpA	100.000	
FMA - Fabbrica Motori Automobilistici S.r.l.	Italy	150,000,000	EURO	100.00	Fiat Powertrain Technologies SpA	100.000	
FPT Powertrain Technologies do Brasil - Industria e Comércio de Motores Ltda	Brazil	197,792,500	BRL	100.00	Fiat Automoveis S.A. - FIASA	100.000	
Components							
Magneti Marelli S.p.A.	Italy	254,325,965	EURO	99.99	Fiat S.p.A.	99.990	100.000
Automotive Lighting Brotterode GmbH	Germany	7,270,000	EURO	99.99	Automotive Lighting Reutlingen GmbH	100.000	
Automotive Lighting Italia S.p.A.	Italy	12,000,000	EURO	99.99	Automotive Lighting Reutlingen GmbH	100.000	
Automotive Lighting LLC	U.S.A.	25,001,000	USD	99.99	Magneti Marelli Holding U.S.A. Inc.	100.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Ergom do Brasil Ltda	Brazil	6,402,500	BRL	99.99	Plastic Components and Modules Automotive S.p.A.	100.000	
Ergom Soffiaggio S.r.l.	Italy	45,900	EURO	84.99	Plastic Components and Modules Automotive S.p.A.	85.000	
Fiat CIEI S.p.A. in liquidation	Italy	220,211	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Industrial Yorka de Mexico S.A. de C.V.	Mexico	50,000	MXN	99.99	Automotive Lighting Rear Lamps Mexico S. de r.l. de C.V.	98.000	
					Industrial Yorka de Tepotzotlan S.A. de C.V.	2.000	
Industrial Yorka de Tepotzotlan S.A. de C.V.	Mexico	50,000	MXN	99.99	Automotive Lighting Rear Lamps Mexico S. de r.l. de C.V.	99.000	
					Industrial Yorka de Mexico S.A. de C.V.	1.000	
Industrias Magneti Marelli Mexico S.A. de C.V.	Mexico	50,000	MXN	99.99	Magneti Marelli Sistemas Electronicos Mexico S.A.	99.998	
					Servicios Administrativos Corp. IPASA S.A.	0.002	
Industrie Plastica S.p.A.	Italy	1,000,000	EURO	99.99	Plastic Components and Modules Automotive S.p.A.	100.000	
Magneti Marelli After Market Parts and Services S.p.A.	Italy	7,000,000	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Aftermarket GmbH	Germany	100,000	EURO	99.99	Magneti Marelli After Market Parts and Services S.p.A.	100.000	
Magneti Marelli Aftermarket S.a.s.	France	782,208	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Aftermarket SL	Spain	2,194,726	EURO	99.99	Magneti Marelli Iberica S.A.	100.000	
Magneti Marelli Aftermarket Sp. z o.o.	Poland	2,000,000	PLN	99.99	Magneti Marelli After Market Parts and Services S.p.A.	100.000	
Magneti Marelli Argentina S.A.	Argentina	700,000	ARS	99.99	Magneti Marelli S.p.A.	95.000	
					Magneti Marelli France S.a.s.	5.000	
Magneti Marelli Automotive Components (WUHU) Co. Ltd.	People's Rep.of China	32,000,000	USD	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Automotive Electronics (Guangzhou) Co. Limited	People's Rep.of China	16,100,000	USD	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Cofap Autopecas Ltda	Brazil	7,554,539	BRL	99.99	Magneti Marelli After Market Parts and Services S.p.A.	100.000	
Magneti Marelli Cofap Companhia Fabricadora de Pecas	Brazil	177,725,564	BRL	99.63	Magneti Marelli S.p.A.	99.643	99.966
Magneti Marelli Conjuntos de Escape S.A.	Argentina	7,480,071	ARS	99.99	Magneti Marelli S.p.A.	95.000	
					Magneti Marelli Argentina S.A.	5.000	
Magneti Marelli do Brasil Industria e Comercio SA	Brazil	40,568,427	BRL	99.86	Magneti Marelli S.p.A.	99.872	99.990
Magneti Marelli Espana S.A.	Spain	781,101	EURO	99.99	Magneti Marelli Iberica S.A.	100.000	
Magneti Marelli Exhaust Systems Polska Sp. z o.o.	Poland	15,000,000	PLN	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli France S.a.s.	France	42,672,960	EURO	99.99	Magneti Marelli S.p.A.	99.999	
					Ufima S.A.S.	0.001	
Magneti Marelli GmbH	Germany	200,000	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Hellas A.E. in liquidation	Greece	587,000	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Holding U.S.A. Inc.	U.S.A.	10	USD	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Iberica S.A.	Spain	24,499,771	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli India Private Ltd	India	20,000,000	INR	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Japan K.K.	Japan	60,000,000	JPY	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Motopropulsion France SAS	France	884,058	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli North America Inc.	U.S.A.	40,223,205	USD	99.63	Magneti Marelli Cofap Companhia Fabricadora de Pecas	100.000	
Magneti Marelli Powertrain (Shanghai) Co. Ltd.	People's Rep.of China	17,500,000	USD	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Powertrain India Private Limited	India	450,000,000	INR	51.00	Magneti Marelli S.p.A.	51.000	
Magneti Marelli Powertrain Slovakia s.r.o.	Slovak Republic	7,000,000	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Powertrain U.S.A. LLC	U.S.A.	25,000,000	USD	99.99	Magneti Marelli Holding U.S.A. Inc.	100.000	
Magneti Marelli Racing Ltd in liquidation	United Kingdom	10,000	GBP	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Repuestos S.A.	Argentina	2,012,000	ARS	99.99	Magneti Marelli After Market Parts and Services S.p.A.	52.000	
					Magneti Marelli Cofap Autopecas Ltda	48.000	
Magneti Marelli Sistemas Automotivos Industria e Comercio Ltda	Brazil	206,834,874	BRL	99.99	Magneti Marelli S.p.A.	66.111	
					Automotive Lighting Reutlingen GmbH	33.889	
Magneti Marelli Sistemas Electronicos Mexico S.A.	Mexico	50,000	MXN	99.99	Magneti Marelli S.p.A.	99.998	
					Servicios Administrativos Corp. IPASA S.A.	0.002	
Magneti Marelli Slovakia s.r.o.	Slovak Republic	30,006,639	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli South Africa (Proprietary) Limited	South Africa	1,950,000	ZAR	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Suspension Systems Bielsko Sp. z.o.o.	Poland	70,050,000	PLN	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Suspension Systems Poland Sp. z o.o. in liquidation	Poland	4,310,000	PLN	99.99	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Suspensions USA LLC	U.S.A.	1,300,000	USD	99.99	Magneti Marelli Holding U.S.A. Inc.	100.000	
Magneti Marelli Um Electronic Systems Private Limited	India	260,000,000	INR	51.00	Magneti Marelli S.p.A.	51.000	
Mako Elektrik Sanayi Ve Ticaret A.S.	Turkey	16,500,000	TRY	96.65	Powertrain Mekanik Sanayi ve Ticaret Anonim Sirketi	96.665	
Malaysian Automotive Lighting SDN. BHD	Malaysia	6,000,000	MYR	79.99	Automotive Lighting Reutlingen GmbH	80.000	
Plastic Components and Modules Automotive S.p.A.	Italy	10,000,000	EURO	99.99	Plastic Components and Modules Holding S.p.A.	100.000	
Plastic Components and Modules Holding S.p.A.	Italy	10,000,000	EURO	99.99	Magneti Marelli S.p.A.	100.000	
Plastic Components and Modules Poland S.A.	Poland	21,000,000	PLN	99.99	Plastic Components and Modules Automotive S.p.A.	100.000	
Plastic Components Fuel Systems Poland Sp. z o.o.	Poland	29,281,500	PLN	99.99	Plastic Components and Modules Poland S.A.	100.000	
Plastiform A.S.	Turkey	715,000	TRY	99.99	Plastic Components and Modules Automotive S.p.A.	97.000	
					Magneti Marelli S.p.A.	3.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Powertrain Mekanik Sanayi ve Ticaret Anonim Sirketi	Turkey	50,000	TRY	99.99	Magneti Marelli S.p.A.	99.800	
					Iveco Arac Sanayi VE Ticaret A.S.	0.050	
					Mako Elektrik Sanayi Ve Ticaret A.S.	0.050	
					Plastiform A.S.	0.050	
					Sistemi Comandi Meccanici Otomotiv Sanayi Ve Ticaret A.S.	0.050	
Servicios Administrativos Corp. IPASA S.A.	Mexico	1,000	MXN	99.99	Magneti Marelli Sistemas Electronicos Mexico S.A.	99.990	
					Industrias Magneti Marelli Mexico S.A. de C.V.	0.010	
Sistemi Sospensioni S.p.A.	Italy	37,622,179	EURO	99.99	Magneti Marelli S.p.A.	100.000	
SNIARICERCHE S.P.A. in liquidation	Italy	880,000	EURO	99.99	Plastic Components and Modules Holding S.p.A.	95.000	
					Plastic Components and Modules Automotive S.p.A.	5.000	
TEA S.r.l.	Italy	516,000	EURO	99.99	Plastic Components and Modules Automotive S.p.A.	95.000	
					Plastic Components and Modules Holding S.p.A.	5.000	
Tecnologia de Iluminacion Automotriz S.A. de C.V.	Mexico	50,000	MXN	99.99	Automotive Lighting LLC	100.000	
Ufima S.A.S.	France	44,940	EURO	99.99	Magneti Marelli S.p.A.	65.020	
					Fiat Partecipazioni S.p.A.	34.980	
Metallurgical Products							
Teksid S.p.A.	Italy	71,403,261	EURO	84.79	Fiat S.p.A.	84.791	
Compania Industrial Frontera S.A. de C.V.	Mexico	50,000	MXN	84.79	Teksid Hierro de Mexico S.A. de C.V.	100.000	
Fonderie du Poitou Fonte S.A.S.	France	26,958,464	EURO	84.79	Teksid S.p.A.	100.000	
Funfrap-Fundicao Portuguesa S.A.	Portugal	13,697,550	EURO	70.89	Teksid S.p.A.	83.607	
Teksid Aluminum S.r.l.	Italy	5,000,000	EURO	100.00	Fiat S.p.A.	100.000	
Teksid do Brasil Ltda	Brazil	148,874,686	BRL	84.79	Teksid S.p.A.	100.000	
Teksid Hierro De Mexico Arrendadora S.A. de C.V.	Mexico	497,690,000	MXN	84.79	Teksid S.p.A.	100.000	
Teksid Hierro de Mexico S.A. de C.V.	Mexico	418,874,300	MXN	84.79	Teksid S.p.A.	100.000	
Teksid Inc.	U.S.A.	100,000	USD	84.79	Teksid S.p.A.	100.000	
Teksid Iron Poland Sp. z o.o.	Poland	115,678,500	PLN	84.79	Teksid S.p.A.	100.000	
Production Systems							
Comau S.p.A.	Italy	48,013,959	EURO	100.00	Fiat S.p.A.	100.000	
Autodie International, Inc.	U.S.A.	1,000	USD	100.00	Comau Pico Holdings Corporation	100.000	
Comau (Shanghai) Engineering Co. Ltd.	People's Rep.of China	5,000,000	USD	100.00	Comau S.p.A.	100.000	
Comau (Shanghai) International Trading Co. Ltd.	People's Rep.of China	200,000	USD	100.00	Comau S.p.A.	100.000	
Comau Argentina S.A.	Argentina	500,000	ARS	100.00	Comau S.p.A.	55.280	
					Comau do Brasil Industria e Comercio Ltda.	44.690	
					Fiat Argentina S.A.	0.030	
Comau Canada Inc.	Canada	100	CAD	100.00	Comau Inc.	100.000	
Comau Deutschland GmbH	Germany	1,330,000	EURO	100.00	Comau S.p.A.	100.000	
Comau do Brasil Industria e Comercio Ltda.	Brazil	29,312,653	BRL	100.00	Comau S.p.A.	99.999	
					Fiat do Brasil S.A.	0.001	
Comau Estil Unl.	United Kingdom	107,665,056	USD	100.00	Comau S.p.A.	100.000	
Comau France S.A.S.	France	6,000,000	EURO	100.00	Comau S.p.A.	100.000	
Comau Inc.	U.S.A.	21,457	USD	100.00	Comau Pico Holdings Corporation	100.000	
Comau India Private Limited	India	239,935,020	INR	100.00	Comau S.p.A.	99.990	
					Comau Deutschland GmbH	0.010	
Comau Pico Holdings Corporation	U.S.A.	100	USD	100.00	Comau S.p.A.	100.000	
Comau Pico Iaisa S.de R.L. de C.V.	Mexico	3,000	MXN	100.00	Comau Pico Mexico S.de R.L. de C.V.	99.967	
					Comau S.p.A.	0.033	
Comau Pico Mexico S.de R.L. de C.V.	Mexico	3,000	MXN	100.00	Comau S.p.A.	99.967	
					Comau Deutschland GmbH	0.033	
Comau Pico Pitex S.de R.L. C.V.	Mexico	3,000	MXN	100.00	Comau Pico Mexico S.de R.L. de C.V.	99.967	
					Comau S.p.A.	0.033	
Comau Pico Trebol S.de R.L. de C.V.	Mexico	3,000	MXN	100.00	Comau Pico Mexico S.de R.L. de C.V.	99.967	
					Comau S.p.A.	0.033	
Comau Poland Sp. z o.o.	Poland	3,800,000	PLN	100.00	Comau S.p.A.	100.000	
Comau Resources, Inc.	U.S.A.	1,000	USD	100.00	Comau Pico Holdings Corporation	100.000	
Comau Romania S.R.L.	Romenia	10,315,170	RON	100.00	Comau S.p.A.	100.000	
Comau Russia OOO	Russia	4,770,225	RUB	100.00	Comau S.p.A.	99.000	
					Comau Deutschland GmbH	1.000	
Comau Service Systems S.L.	Spain	250,000	EURO	100.00	Comau S.p.A.	100.000	
Publishing and Communications							
Itedi-Italiana Edizioni S.p.A.	Italy	5,980,000	EURO	100.00	Fiat S.p.A.	100.000	
BMI S.p.A.	Italy	124,820	EURO	88.00	Itedi-Italiana Edizioni S.p.A.	88.000	
Editrice La Stampa S.p.A.	Italy	4,160,000	EURO	100.00	Itedi-Italiana Edizioni S.p.A.	100.000	
La Stampa Europe SAS	France	1,278,750	EURO	100.00	Itedi-Italiana Edizioni S.p.A.	100.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Nexta Srl	Italy	50,000	EURO	66.00	Itedi-Italiana Edizioni S.p.A.	66.000	
Publikompass S.p.A.	Italy	3,068,000	EURO	100.00	Itedi-Italiana Edizioni S.p.A.	100.000	
Holding companies and Other companies							
Business Solutions S.p.A.	Italy	4,791,396	EURO	100.00	Fiat S.p.A.	100.000	
C.R.F. Società Consortile per Azioni	Italy	45,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	75.000	
					Fiat Partecipazioni S.p.A.	20.000	
					Fiat Powertrain Technologies SpA	5.000	
Centro Ricerche Plast-Optica S.p.A.	Italy	1,033,000	EURO	75.50	C.R.F. Società Consortile per Azioni	51.000	
					Automotive Lighting Italia S.p.A.	24.500	
Deposito Avogadro S.r.l.	Italy	100,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Elasis-Società Consortile per Azioni	Italy	20,000,000	EURO	100.00	Fiat Group Automobiles S.p.A.	70.567	
					C.R.F. Società Consortile per Azioni	27.933	
					Fiat Partecipazioni S.p.A.	1.500	
Fiat Argentina S.A.	Argentina	5,292,117	ARS	100.00	Fiat Services S.p.A.	90.961	
					Fiat do Brasil S.A.	9.029	
					SGR-Sociedad para la Gestion de Riesgos S.A.	0.009	
					Fiat Auto Argentina S.A.	0.001	
Fiat do Brasil S.A.	Brazil	37,158,349	BRL	100.00	Fiat Partecipazioni S.p.A.	99.998	
					Fiat Services S.p.A.	0.002	
Fiat Financas Brasil Ltda	Brazil	2,469,701	BRL	100.00	Fiat Finance S.p.A.	99.994	
					Fiat do Brasil S.A.	0.006	
Fiat Finance and Trade Ltd S.A.	Luxembourg	251,494,000	EURO	100.00	Fiat Finance S.p.A.	99.993	
					Fiat Finance Canada Ltd.	0.007	
Fiat Finance Canada Ltd.	Canada	10,099,885	CAD	100.00	Fiat Finance S.p.A.	100.000	
Fiat Finance et Services S.A.	France	3,700,000	EURO	100.00	Fiat Services S.p.A.	99.997	
Fiat Finance North America Inc.	U.S.A.	190,090,010	USD	100.00	Fiat Finance S.p.A.	60.526	
					Fiat S.p.A.	39.474	
Fiat Finance S.p.A.	Italy	224,440,000	EURO	100.00	Fiat S.p.A.	100.000	
Fiat Gestione Partecipazioni S.p.A.	Italy	369,500,000	EURO	100.00	Fiat S.p.A.	100.000	
Fiat GmbH	Germany	200,000	EURO	100.00	Fiat Services S.p.A.	100.000	
Fiat Group Marketing & Corporate Communication S.p.A.	Italy	100,000,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Fiat Group Purchasing France S.a.r.l.	France	7,700	EURO	100.00	Fiat Group Purchasing S.r.l.	100.000	
Fiat Group Purchasing Poland Sp. z o.o.	Poland	300,000	PLN	100.00	Fiat Group Purchasing S.r.l.	100.000	
Fiat Group Purchasing S.r.l.	Italy	600,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Fiat Iberica S.A.	Spain	2,797,054	EURO	100.00	Fiat Services S.p.A.	100.000	
Fiat Information Technology, Excellence and Methods S.p.A.	Italy	500,000	EURO	100.00	Fiat Services S.p.A.	100.000	
Fiat Partecipazioni S.p.A.	Italy	361,054,062	EURO	100.00	Fiat S.p.A.	98.644	
					Fiat Group Automobiles S.p.A.	1.356	
Fiat Polska Sp. z o.o.	Poland	25,500,000	PLN	100.00	Fiat Partecipazioni S.p.A.	100.000	
Fiat Services Belgium N.V.	Belgium	62,000	EURO	100.00	Fiat U.K. Limited	99.960	
					Fiat Services S.p.A.	0.040	
Fiat Services Polska Sp. z o.o.	Poland	3,600,000	PLN	100.00	Fiat Services S.p.A.	100.000	
Fiat Services S.p.A.	Italy	3,600,000	EURO	100.00	Business Solutions S.p.A.	100.000	
Fiat Servizi per l'Industria S.c.p.a.	Italy	1,652,669	EURO	99.36	Fiat Partecipazioni S.p.A.	51.000	
					Fiat Group Automobiles S.p.A.	25.500	
					Iveco S.p.A.	6.000	
					Fiat S.p.A.	5.000	
					CNH Italia s.p.a.	3.000	
					Teksid S.p.A.	2.000	
					C.R.F. Società Consortile per Azioni	1.500	
					Comau S.p.A.	1.500	
					Editrice La Stampa S.p.A.	1.500	
					Fiat Services S.p.A.	1.500	
					Magneti Marelli S.p.A.	1.500	
Fiat Switzerland SA	Switzerland	1,100,000	CHF	100.00	Fiat S.p.A.	100.000	
Fiat U.K. Limited	United Kingdom	750,000	GBP	100.00	Fiat Services S.p.A.	100.000	
Fiat U.S.A. Inc.	U.S.A.	16,830,000	USD	100.00	Fiat S.p.A.	100.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Fiat-Revisione Interna S.c.r.l.	Italy	300,000	EURO	98.38	Fiat S.p.A.	51.000	
					Fiat Group Automobiles S.p.A.	13.000	
					CNH Global N.V.	10.000	
					Iveco S.p.A.	6.000	
					Comau S.p.A.	2.000	
					Ferrari S.p.A.	2.000	
					Fiat Group Purchasing S.r.l.	2.000	
					Fiat Powertrain Technologies SpA	2.000	
					Fiat Services S.p.A.	2.000	
					Itedi-Italiana Edizioni S.p.A.	2.000	
					Magneti Marelli S.p.A.	2.000	
					Maserati S.p.A.	2.000	
					Teksid S.p.A.	2.000	
					Fiat Finance S.p.A.	1.000	
					Fiat Partecipazioni S.p.A.	1.000	
Neptunia Assicurazioni Marittime S.A.	Switzerland	10,000,000	CHF	100.00	Rimaco S.A.	100.000	
Rimaco S.A.	Switzerland	350,000	CHF	100.00	Fiat S.p.A.	100.000	
Risk Management S.p.A.	Italy	120,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Sadi Polska-Agencja Celna Sp. z o.o.	Poland	500,000	PLN	100.00	Servizi e Attività Doganali per l'Industria S.p.A.	100.000	
Servizi e Attività Doganali per l'Industria S.p.A.	Italy	520,000	EURO	100.00	Fiat Services S.p.A.	100.000	
SIRIO - Sicurezza Industriale Società consortile per azioni	Italy	120,000	EURO	93.56	Fiat Partecipazioni S.p.A.	57.724	
					Fiat Group Automobiles S.p.A.	17.288	
					Iveco S.p.A.	4.644	
					Fiat Powertrain Technologies SpA	2.356	
					Magneti Marelli S.p.A.	1.863	
					Fiat S.p.A.	0.751	
					Comau S.p.A.	0.729	
					Ferrari S.p.A.	0.729	
					Teksid S.p.A.	0.664	
					Irisbus Italia S.p.A.	0.622	
					Fiat Services S.p.A.	0.593	
					Sistemi Sospensioni S.p.A.	0.551	
					Teksid Aluminum S.r.l.	0.540	
					C.R.F. Società Consortile per Azioni	0.535	
					New Holland Kobelco Construction Machinery S.p.A.	0.535	
					Fiat Servizi per l'Industria S.c.p.a.	0.503	
					Fiat Finance S.p.A.	0.449	
					Isvor Fiat Società consortile di sviluppo e addestramento industriale per Azioni	0.449	
					Fidis S.p.A.	0.325	
					Automotive Lighting Italia S.p.A.	0.255	
					CNH Italia s.p.a.	0.237	
					Editrice La Stampa S.p.A.	0.233	
					Elasis-Società Consortile per Azioni	0.233	
					FGA Officine Automobilistiche Grugliasco S.p.A.	0.167	
					Astra Veicoli Industriali S.p.A.	0.103	
					Fiat Group Marketing & Corporate Communication S.p.A.	0.103	
					Fiat Group Purchasing S.r.l.	0.103	
					Servizi e Attività Doganali per l'Industria S.p.A.	0.103	
					Fiat-Revisione Interna S.c.r.l.	0.061	
					Fiat Center Italia S.p.A.	0.045	
					Abarth & C. S.p.A.	0.039	
					Itedi-Italiana Edizioni S.p.A.	0.039	
					Maserati S.p.A.	0.039	
					Orione-Società Industriale per la Sicurezza e la Vigilanza Consortile per Azioni	0.039	
					Risk Management S.p.A.	0.039	
					Sisport Fiat S.p.A. - Società sportiva dilettantistica	0.039	
					Magneti Marelli After Market Parts and Services S.p.A.	0.037	
					Easy Drive S.r.l.	0.022	
					Fiat Auto Var S.r.l.	0.022	
					Fiat Information Technology, Excellence and Methods S.p.A.	0.022	
					Plastic Components and Modules Automotive S.p.A.	0.022	
					TEA S.r.l.	0.022	
					i-FAST Automotive Logistics S.r.l.	0.020	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

COMPANIES THAT WILL BECOME PART OF THE FIAT INDUSTRIAL GROUP

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Subsidiaries consolidated on a line-by-line basis							
Agricultural and Construction Equipment							
CNH Global N.V.	Netherlands	536,824,395	EURO	88.86	Fiat Netherlands Holding N.V.	88.800	88.857
					CNH Global N.V.	0.065	0.000
Banco CNH Capital S.A.	Brazil	433,919,523	BRL	88.86	CNH Global N.V.	98.761	
					CNH Latin America Ltda.	1.239	
Bli Group Inc.	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
Blue Leaf I.P. Inc.	U.S.A.	1,000	USD	88.86	Bli Group Inc.	100.000	
Case Brazil Holdings Inc.	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
Case Canada Receivables, Inc.	Canada	1	CAD	88.86	CNH Capital America LLC	100.000	
Case Construction Machinery (Shanghai) Co., Ltd	People's Rep.of China	5,000,000	USD	88.86	CNH Global N.V.	100.000	
Case Credit Holdings Limited	U.S.A.	5	USD	88.86	CNH Capital America LLC	100.000	
Case Dealer Holding Company LLC	U.S.A.	1	USD	88.86	CNH America LLC	100.000	
Case Equipment Holdings Limited	U.S.A.	5	USD	88.86	CNH America LLC	100.000	
Case Equipment International Corporation	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
Case Europe S.a.r.l.	France	7,622	EURO	88.86	CNH America LLC	100.000	
Case Harvesting Systems GmbH	Germany	281,211	EURO	88.86	CNH America LLC	100.000	
CASE IH Machinery Trading (Shanghai) Co. Ltd.	People's Rep.of China	2,250,000	USD	88.86	CNH America LLC	100.000	
Case India Limited	U.S.A.	5	USD	88.86	CNH America LLC	100.000	
Case International Marketing Inc.	U.S.A.	5	USD	88.86	CNH America LLC	100.000	
Case LBX Holdings Inc.	U.S.A.	5	USD	88.86	CNH America LLC	100.000	
Case New Holland Inc.	U.S.A.	5	USD	88.86	CNH Global N.V.	100.000	
Case New Holland Machinery (Harbin) Ltd.		2,859,091	USD	88.86	CNH Asian Holding Limited N.V.	99.000	
	People's Rep.of China				CNH Europe Holding S.A.	1.000	
Case United Kingdom Limited	United Kingdom	3,763,618	GBP	88.86	CNH America LLC	100.000	
CNH Administradora de Serviços Ltda.	Brazil	100,000	BRL	88.86	Banco CNH Capital S.A.	99.900	
					CNH Latin America Ltda.	0.100	
CNH America LLC	U.S.A.	0	USD	88.86	Case New Holland Inc.	100.000	
CNH Argentina S.A.	Argentina	29,611,105	ARS	88.86	New Holland Holding (Argentina) S.A.	80.654	
					CNH Latin America Ltda.	19.346	
CNH Asian Holding Limited N.V.	Belgium	34,594,401	EURO	88.86	CNH Global N.V.	100.000	
CNH Australia Pty Limited	Australia	306,785,439	AUD	88.86	CNH Global N.V.	100.000	
CNH Baumaschinen GmbH	Germany	61,355,030	EURO	88.86	CNH Europe Holding S.A.	100.000	
CNH Belgium N.V.	Belgium	27,268,300	EURO	88.86	CNH Europe Holding S.A.	100.000	
CNH Canada, Ltd.	Canada	28,000,100	CAD	88.86	CNH Global N.V.	100.000	
CNH Capital America LLC	U.S.A.	0	USD	88.86	CNH Capital LLC	100.000	
CNH Capital Australia Pty Limited	Australia	83,249,000	AUD	88.86	CNH Australia Pty Limited	100.000	
CNH Capital Benelux NV	Belgium	61,500	EURO	88.86	CNH Global N.V.	98.999	
					CNH Capital U.K. Ltd	1.001	
CNH Capital Canada Insurance Agency Ltd.	Canada	1	CAD	88.86	CNH Capital Canada Ltd.	100.000	
CNH Capital Canada Ltd.	Canada	1	CAD	88.86	Case Credit Holdings Limited	99.500	
					CNH Canada, Ltd.	0.500	
CNH Capital Equipment Loan and Lease Facility LLC	U.S.A.	5,000	USD	88.86	CNH Capital America LLC	100.000	
CNH Capital Finance LLC	U.S.A.	5,000	USD	88.86	Case Credit Holdings Limited	100.000	
CNH Capital Insurance Agency Inc.	U.S.A.	5	USD	88.86	CNH Capital America LLC	100.000	
CNH Capital LLC	U.S.A.	0	USD	88.86	CNH America LLC	100.000	
CNH Capital Operating Lease Equipment Receivables LLC	U.S.A.	0	USD	88.86	CNH Capital America LLC	100.000	
CNH Capital Receivables LLC	U.S.A.	0	USD	88.86	CNH Capital America LLC	100.000	
CNH Capital U.K. Ltd	United Kingdom	10,000,001	GBP	88.86	CNH Capital Benelux NV	100.000	
CNH Componentes, S.A. de C.V.	Mexico	135,634,842	MXN	88.86	CNH America LLC	100.000	
CNH Danmark A/S	Denmark	12,000,000	DKK	88.86	CNH Europe Holding S.A.	100.000	
CNH Deutschland GmbH	Germany	18,457,650	EURO	88.86	CNH Baumaschinen GmbH	90.000	
					CNH Europe Holding S.A.	10.000	
CNH Engine Corporation	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
CNH Europe Holding S.A.	Luxembourg	53,000,000	USD	88.86	CNH Global N.V.	100.000	
CNH Financial Services A/S	Denmark	500,000	DKK	88.86	CNH Global N.V.	100.000	
CNH Financial Services GmbH	Germany	1,151,000	EURO	88.86	CNH Europe Holding S.A.	100.000	
CNH Financial Services S.A.S.	France	50,860,641	EURO	88.86	CNH Global N.V.	98.888	
					CNH Capital Benelux NV	1.112	
CNH France S.A.	France	138,813,150	EURO	88.86	CNH Europe Holding S.A.	100.000	
CNH International S.A.	Switzerland	100,000	CHF	88.86	CNH Global N.V.	100.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
CNH Italia s.p.a.	Italy	15,600,000	EURO	88.86	CNH Osterreich GmbH	75.000	
					CNH Global N.V.	25.000	
CNH Latin America Ltda.	Brazil	847,210,015	BRL	88.86	CNH Global N.V.	85.658	
					Case Brazil Holdings Inc.	12.557	
					Case Equipment International Corporation	1.785	
CNH Maquinaria Spain S.A.	Spain	21,000,000	EURO	88.86	CNH Europe Holding S.A.	99.999	
CNH Osterreich GmbH	Austria	2,000,000	EURO	88.86	CNH Global N.V.	100.000	
CNH Polska Sp. z o.o.	Poland	162,591,660	PLN	88.86	CNH Belgium N.V.	100.000	
CNH Portugal-Comercio de Tractores e Maquinas Agricolas Ltda	Portugal	498,798	EURO	88.86	CNH Europe Holding S.A.	99.980	
					CNH Italia s.p.a.	0.020	
CNH Receivables LLC	U.S.A.	0	USD	88.86	CNH Capital America LLC	100.000	
CNH Reman LLC	U.S.A.	4,000,000	USD	44.43	CNH America LLC	50.000	
CNH Services (Thailand) Limited	Thailand	10,000,000	THB	88.86	CNH Services S.r.l.	99.997	
CNH Services S.r.l.	Italy	10,400	EURO	88.86	CNH Italia s.p.a.	100.000	
CNH Trade N.V.	Netherlands	50,000	EURO	88.86	CNH Global N.V.	100.000	
CNH U.K. Limited	United Kingdom	91,262,275	GBP	88.86	CNH Osterreich GmbH	100.000	
CNH Wholesale Receivables LLC	U.S.A.	0	USD	88.86	CNH Capital America LLC	100.000	
CNH-KAMAZ Commercial B.V.	Netherlands	18,000	EURO	88.86	CNH Global N.V.	100.000	
Fiatallis North America LLC	U.S.A.	32	USD	88.86	CNH America LLC	100.000	
Flagship Dealer Holding Company, LLC	U.S.A.	1	USD	88.86	CNH America LLC	100.000	
Flexi-Coil (U.K.) Limited	United Kingdom	3,291,776	GBP	88.86	CNH Canada, Ltd.	100.000	
HFI Holdings Inc.	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
JV Uzcaseagroleasing LLC	Uzbekistan	0	USD	45.32	Case Credit Holdings Limited	51.000	
JV UzCaseMash LLC	Uzbekistan	0	USD	53.32	Case Equipment Holdings Limited	60.000	
JV UzCaseService LLC	Uzbekistan	0	USD	45.32	Case Equipment Holdings Limited	51.000	
JV UzCaseTractor LLC	Uzbekistan	0	USD	45.32	Case Equipment Holdings Limited	51.000	
Kobelco Construction Machinery America LLC	U.S.A.	0	USD	57.76	New Holland Excavator Holdings LLC	65.000	
Limited Liability Company "CNH Parts and Service Operations"	Russia	54,000,000	RUB	88.86	CNH Global N.V.	100.000	
MBA AG	Switzerland	4,000,000	CHF	88.86	CNH Global N.V.	100.000	
New Holland Credit Company, LLC	U.S.A.	0	USD	88.86	CNH Capital LLC	100.000	
New Holland Excavator Holdings LLC	U.S.A.	0	USD	88.86	CNH America LLC	100.000	
New Holland Fiat (India) Private Limited	India	12,485,547,400	INR	89.26	CNH Asian Holding Limited N.V.	96.407	48.965
					Fiat Group Automobiles S.p.A.	3.593	51.035
New Holland Holding (Argentina) S.A.	Argentina	23,555,415	ARS	88.86	CNH Latin America Ltda.	100.000	
New Holland Holding Limited	United Kingdom	106,328,601	GBP	88.86	CNH Europe Holding S.A.	100.000	
New Holland Kobelco Construction Machinery S.p.A.	Italy	110,025,936	EURO	72.46	CNH Italia s.p.a.	81.544	
New Holland Ltd	United Kingdom	1,000,000	GBP	88.86	CNH Global N.V.	100.000	
New Holland Tractor Ltd. N.V.	Belgium	9,631,500	EURO	88.86	New Holland Holding Limited	100.000	
O & K - Hilfe GmbH	Germany	25,565	EURO	88.86	CNH Baumaschinen GmbH	100.000	
Pryor Foundry Inc.	U.S.A.	1,000	USD	88.86	CNH America LLC	100.000	
Receivables Credit II Corporation	Canada	1	CAD	88.86	CNH Capital America LLC	100.000	
Shanghai New Holland Agricultural Machinery Corporation Limited	People's Rep.of China	35,000,000	USD	53.32	CNH Asian Holding Limited N.V.	60.000	
Steyr Center Nord GmbH	Austria	35,000	EURO	88.86	CNH Osterreich GmbH	100.000	
Trucks and Commercial Vehicles							
Iveco S.p.A.	Italy	200,000,000	EURO	100.00	Fiat S.p.A.	100.000	
Afin Bohemia s.r.o.	Czech Republic	1,000,000	CZK	100.00	Afin Leasing AG	100.000	
Afin Broker de Asigurare - Reasigurare S.r.l.	Romenia	25,000	RON	100.00	Afin Leasing Ifn s.a.	100.000	
Afin Bulgaria EAD	Bulgaria	200,000	BGN	100.00	Afin Leasing AG	100.000	
Afin Hungary Kereskedelmi KFT.	Hungary	24,000,000	HUF	100.00	Afin Leasing AG	100.000	
Afin Leasing AG	Austria	1,500,000	EURO	100.00	Iveco International Trade Finance S.A.	100.000	
Afin Leasing Ifn s.a.	Romenia	77,163,680	RON	100.00	Afin Leasing AG	99.800	
					Afin Bohemia s.r.o.	0.050	
					Afin Bulgaria EAD	0.050	
					Afin Hungary Kereskedelmi KFT.	0.050	
					Afin Slovakia S.R.O.	0.050	
Afin Slovakia S.R.O.	Slovak Republic	39,833	EURO	100.00	Afin Leasing AG	100.000	
Afin Trade Bulgaria Eood	Bulgaria	5,000	BGN	100.00	Afin Bulgaria EAD	100.000	
Amce-Automotive Manufacturing Co.Ethiopia	Ethiopia	12,000,000	ETB	70.00	Fiat Netherlands Holding N.V.	70.000	
AS Afin Baltica	Estonia	800,000	EEK	100.00	Afin Leasing AG	100.000	
Astra Veicoli Industriali S.p.A.	Italy	10,400,000	EURO	100.00	Iveco S.p.A.	100.000	
Effe Grundbesitz GmbH	Germany	10,225,838	EURO	100.00	Iveco Investitions GmbH	90.000	
					Fiat Gestione Partecipazioni S.p.A.	10.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
F. Pegaso S.A.	Spain	993,045	EURO	100.00	Iveco España S.L.	99.996	
					Iveco Partecipazioni Finanziarie S.r.l.	0.004	
Fiat Industrial Finance France S.A.	France	1,000,000	EURO	100.00	Fiat Netherlands Holding N.V.	99.998	
Heuliez Bus S.A.	France	9,000,000	EURO	100.00	Société Charolaise de Participations S.A.	100.000	
IAV-Industrie-Anlagen-Verpachtung GmbH	Germany	25,565	EURO	100.00	Iveco Investitions GmbH	95.000	
					Fiat Gestione Partecipazioni S.p.A.	5.000	
Ikarus Egyedi Autobusz GY	Hungary	46,280,000	HUF	89.09	Iveco España S.L.	89.088	
Industrial Vehicles Center Hainaut S.A.	Belgium	600,000	EURO	100.00	S.A. Iveco Belgium N.V.	95.000	
					Iveco Nederland B.V.	5.000	
Irisbus (U.K.) Ltd	United Kingdom	200,000	GBP	100.00	Iveco España S.L.	100.000	
Irisbus Australia Pty. Ltd.	Australia	6,123,391	AUD	100.00	Iveco España S.L.	100.000	
Irisbus Benelux Ltd.	Luxembourg	594,000	EURO	100.00	Iveco France	99.983	
					Société Charolaise de Participations S.A.	0.017	
Irisbus Deutschland GmbH	Germany	3,800,000	EURO	100.00	Iveco España S.L.	100.000	
Irisbus Italia S.p.A.	Italy	4,500,000	EURO	100.00	Iveco España S.L.	100.000	
IVC Brabant N.V. S.A.	Belgium	800,000	EURO	100.00	S.A. Iveco Belgium N.V.	75.000	
					Iveco Nederland B.V.	25.000	
Iveco (Schweiz) AG	Switzerland	9,000,000	CHF	100.00	Iveco Nederland B.V.	100.000	
Iveco Arac Sanayi VE Ticaret A.S.	Turkey	12,879,000	TRY	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Argentina S.A.	Argentina	130,237,793	ARS	100.00	Iveco España S.L.	99.000	
					Astra Veicoli Industriali S.p.A.	1.000	
Iveco Austria GmbH	Austria	6,178,000	EURO	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Bayern GmbH	Germany	742,000	EURO	100.00	Iveco Magirus AG	100.000	
Iveco Capital SA	Switzerland	14,000,000	CHF	100.00	Iveco Partecipazioni Finanziarie S.r.l.	100.000	
Iveco Contract Services Limited	United Kingdom	17,000,000	GBP	100.00	Iveco Partecipazioni Finanziarie S.r.l.	100.000	
Iveco Czech Republic A.S.	Czech Republic	1,065,559,000	CZK	97.98	Iveco France	97.978	
Iveco Danmark A/S	Denmark	501,000	DKK	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco España S.L. *Business Trucks and Commercial Vehicles*	Spain	121,612,116	EURO	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Est Sas	France	2,005,600	EURO	100.00	Iveco France	100.000	
Iveco France	France	92,856,130	EURO	100.00	Iveco España S.L.	50.326	
					Fiat Netherlands Holding N.V.	49.674	
Iveco Holdings Limited	United Kingdom	47,000,000	GBP	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Insurance Vostok LLC	Russia	740,000	RUB	100.00	Afin Leasing AG	100.000	
Iveco International Trade Finance S.A.	Switzerland	30,800,000	CHF	100.00	Iveco Partecipazioni Finanziarie S.r.l.	100.000	
Iveco Investitions GmbH	Germany	2,556,459	EURO	100.00	Iveco Magirus AG	99.020	
					Fiat Gestione Partecipazioni S.p.A.	0.980	
Iveco L.V.I. S.a.s.	France	503,250	EURO	100.00	Iveco France	100.000	
Iveco Latin America Ltda *Business Trucks and Commercial Vehicles*	Brazil	334,720,744	BRL	100.00	Iveco España S.L.	100.000	
Iveco Limited *Business Trucks and Commercial Vehicles*	United Kingdom	117,000,000	GBP	100.00	Iveco Holdings Limited	100.000	
Iveco Magirus AG	Germany	50,000,000	EURO	100.00	Fiat Netherlands Holding N.V.	88.340	
					Fiat Gestione Partecipazioni S.p.A.	6.000	
Business Trucks and Commercial Vehicles					Iveco S.p.A.	5.660	
Iveco Magirus Brandschutztechnik GmbH	Germany	6,493,407	EURO	100.00	Iveco Magirus Fire Fighting GmbH	99.764	
					Fiat Gestione Partecipazioni S.p.A.	0.236	
Iveco Magirus Brandschutztechnik GmbH	Austria	1,271,775	EURO	95.00	Iveco Magirus Brandschutztechnik GmbH	95.000	
Iveco Magirus Brandschutztechnik Gorlitz GmbH	Germany	511,292	EURO	88.00	Iveco Magirus Brandschutztechnik GmbH	88.000	
Iveco Magirus Fire Fighting GmbH	Germany	30,776,857	EURO	100.00	Iveco Magirus AG	90.032	
					Fiat Gestione Partecipazioni S.p.A.	9.968	
Iveco Magirus Firefighting CAMIVA S.a.s. (societè par actions simplifièe)	France	1,870,169	EURO	100.00	Iveco Magirus Fire Fighting GmbH	100.000	
Iveco Nederland B.V.	Netherlands	4,537,802	EURO	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Nord Nutzfahrzeuge GmbH	Germany	1,611,500	EURO	100.00	Iveco Magirus AG	100.000	
Iveco Nord S.A.	France	45,730	EURO	99.77	Iveco France	99.767	
Iveco Nord-Ost Nutzfahrzeuge GmbH	Germany	2,120,000	EURO	100.00	Iveco Magirus AG	100.000	
Iveco Norge A.S.	Norway	18,600,000	NOK	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Otomotiv Ticaret A.S.	Turkey	15,060,046	TRY	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Partecipazioni Finanziarie S.r.l.	Italy	50,000,000	EURO	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Pension Trustee Ltd	United Kingdom	2	GBP	100.00	Iveco Holdings Limited	50.000	
					Iveco Limited	50.000	
Iveco Poland Ltd.	Poland	46,974,500	PLN	100.00	Fiat Netherlands Holding N.V.	100.000	

Investments of Fiat Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Iveco Portugal-Comercio de Veiculos Industriais S.A.	Portugal	15,962,000	EURO	100.00	Fiat Netherlands Holding N.V.	99.997	
					Astra Veicoli Industriali S.p.A.	0.001	
Iveco Romania S.r.l.	Romenia	17,500	RON	100.00	Afin Leasing AG	100.000	
Iveco Slovakia, s.r.o.	Slovak Republic	6,639	EURO	97.98	Iveco Czech Republic A.S.	100.000	
Iveco South Africa (Pty) Ltd.	South Africa	15,000,750	ZAR	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Sud-West Nutzfahrzeuge GmbH	Germany	1,533,900	EURO	100.00	Iveco Magirus AG	100.000	
Iveco Sweden A.B. *(business Veicoli Industriali)*	Sweden	600,000	SEK	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Trucks Australia Limited	Australia	47,492,260	AUD	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Ukraine LLC	Ukraine	49,258,692	UAH	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Venezuela C.A.	Venezuela	2,498,644	VEF	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco West Nutzfahrzeuge GmbH	Germany	3,017,000	EURO	100.00	Iveco Magirus AG	100.000	
Mediterranea de Camiones S.L.	Spain	48,080	EURO	100.00	Iveco España S.L.	99.875	
					Fiat Netherlands Holding N.V.	0.125	
Officine Brennero S.p.A.	Italy	2,833,830	EURO	100.00	Iveco S.p.A.	100.000	
OOO Afin Leasing Vostok LLC	Russia	50,000,000	RUB	100.00	Afin Leasing AG	100.000	
OOO Iveco Russia	Russia	868,545,000	RUB	100.00	Fiat Netherlands Holding N.V.	99.960	
					Afin Leasing AG	0.040	
S.A. Iveco Belgium N.V.	Belgium	6,000,000	EURO	100.00	Fiat Netherlands Holding N.V.	99.983	
					Iveco Nederland B.V.	0.017	
Seddon Atkinson Vehicles Ltd	United Kingdom	41,700,000	GBP	100.00	Iveco Holdings Limited	100.000	
Société Charolaise de Participations S.A.	France	2,370,000	EURO	100.00	Iveco España S.L.	100.000	
Société de Diffusion de Vehicules Industriels-SDVI S.A.S.	France	7,022,400	EURO	100.00	Iveco France	100.000	
Transolver Service S.A.	Spain	610,000	EURO	100.00	Iveco Partecipazioni Finanziarie S.r.l.	100.000	
Transolver Service S.p.A.	Italy	214,763	EURO	100.00	Iveco Partecipazioni Finanziarie S.r.l.	100.000	
UAB Afin Baltica (Lithuania)	Lithuania	138,500	LTL	100.00	Afin Leasing AG	100.000	
Utilitaries & Véhicules Industriels Franciliens-UVIF SAS	France	1,067,500	EURO	100.00	Iveco France	100.000	
Zona Franca Alari Sepauto S.A.	Spain	520,560	EURO	51.87	Iveco España S.L.	51.867	
FPT Industrial							
FPT Industrial S.p.A.	Italy	100,000,000	EURO	100.00	Fiat S.p.A.	100.000	
2 H Energy S.A.S.	France	2,000,000	EURO	100.00	Fiat Industrial Finance France S.A.	100.000	
Componentes Mecanicos S.A.	Spain	37,405,038	EURO	100.00	Iveco España S.L.	100.000	
European Engine Alliance S.c.r.l.	Italy	32,044,797	EURO	96.29	FPT Industrial S.p.A.	66.667	
					CNH Global N.V.	33.333	
Fiat Powertrain Technologies Management (Shanghai) Co. Ltd.	People's Rep.of China	2,000,000	USD	100.00	FPT Industrial S.p.A.	100.000	
Fiat Powertrain Technologies of North America, Inc.	U.S.A.	1	USD	100.00	FPT Industrial S.p.A.	100.000	
FPT - Powertrain Technologies France S.A.	France	73,444,960	EURO	100.00	Iveco France	97.200	
					Fiat Industrial Finance France S.A.	2.800	
Iveco España S.L. *(business FPT Industrial)*	Spain	121,612,116	EURO	100.00	Fiat Netherlands Holding N.V.	100.000	
Iveco Latin America Ltda *(business FPT Industrial)*	Brazil	334,720,744	BRL	100.00	Iveco España S.L.	100.000	
Iveco Limited *(business FPT Industrial)*	United Kingdom	117,000,000	GBP	100.00	Iveco Holdings Limited	100.000	
Iveco Magirus AG	Germany	50,000,000	EURO	100.00	Fiat Netherlands Holding N.V.	88.340	
					Fiat Gestione Partecipazioni S.p.A.	6.000	
(business FPT Industrial)					Iveco S.p.A.	5.660	
Iveco Motorenforschung AG	Switzerland	4,600,000	CHF	100.00	FPT Industrial S.p.A.	100.000	
Iveco Sweden A.B. *(business FPT Industrial)*	Sweden	600,000	SEK	100.00	Fiat Netherlands Holding N.V.	100.000	
SAIC Fiat Powertrain Hongyan Co. Ltd.	People's Rep.of China	580,000,000	CNY	60.00	FPT Industrial S.p.A.	30.000	
					SAIC IVECO Commercial Vehicle Investment Company Limited	60.000	
Holding companies and Other companies							
Fiat Industrial Finance Europe S.A.	Luxembourg	50,000,000	EURO	100.00	Fiat Industrial Finance S.p.A.	100.000	
Fiat Industrial Finance North America Inc.	U.S.A.	0	USD	100.00	Fiat Industrial Finance S.p.A.	100.000	
Fiat Industrial Finance S.p.A.	Italy	100,000,000	EURO	100.00	Fiat S.p.A.	100.000	
Fiat Industrial S.p.A.	Italy	120,000	EURO	100.00	Fiat S.p.A.	100.000	
Fiat Netherlands Holding N.V.	Netherlands	2,610,397,295	EURO	100.00	Fiat S.p.A.	100.000	

Investments of C&W Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 78.56%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Real Estate Services							
BIGeREALESTATE, Inc.	USA	N/A	USD	71.620%	Cushman & Wakefield, Inc.	73.100%	
Buckbee Thorne & Co.	USA	37,500	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
C & W Offshore Consulting, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
C & W Operacion Inmobiliaria, S.A.de C.V.	MEXICO	50,000	MXN	100.000%	Cushman & Wakefield, S. de RL de C.V.	99.996%	
					Cushman & Wakefield de Mexico, S.A. de C.V	0.004%	
C & W-Japan K.K.	JAPAN	200	YEN	100.000%	Cushman & Wakefield International Inc.	100.000%	
Cushman & Wakefield	UNITED KINGDOM	N/A	GBP	99.000%	Cushman & Wakefield (UK) Ltd.	99.000%	
Cushman & Wakefield - Argentina S.A.	ARGENTINA	3,344,930	ARS	99.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	94.000%	
					Cushman & Wakefield of South America, Inc.	5.000%	
Cushman & Wakefield - Chile Negocios Inmobiliarios Limitada	CHILE	315,163,132	CLP	100.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	99.980%	
					Cushman & Wakefield of South America, Inc.	0.020%	
Cushman & Wakefield - Colombia Ltda	COLOMBIA	5,706,000	COP	100.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	99.895%	
					Cushman & Wakefield of South America, Inc.	0.105%	
Cushman & Wakefield - Semco Peru S.A.	PERU	55,842	PEN	100.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	95.000%	
					Cushman & Wakefield of South America, Inc.	5.000%	
Cushman & Wakefield - Sociedade de Mediacao Imobilaria, Lda	PORTUGAL	50,000	EUR	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield (7 Westferry Circus) Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield Management Services (UK) Limited	100.000%	
Cushman & Wakefield (China) Limited	HONG KONG	2	HKD	100.000%	Cushman & Wakefield of Asia Limited	100.000%	
Cushman & Wakefield (City) Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield (EMEA) Limited.	100.000%	
Cushman & Wakefield (Hellas) Real Estate Agents and Consultants SA	GREECE	60,000	EUR	99.995%	Cushman & Wakefield (France Holdings) SAS	99.995%	
Cushman & Wakefield (HK) Limited.	HONG KONG	100	HKD	100.000%	Cushman & Wakefield of Asia Limited	100.000%	
Cushman & Wakefield (Middle East) FZE	UNITED ARAB EMIRATES	1,000,000	USD	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield (NSW) Pty Limited	AUSTRALIA	4	AUD	100.000%	Cushman & Wakefield (Australia) Pty Limited	100.000%	
Cushman & Wakefield (S) Pte. Limited	SINGAPORE	20	SGD	100.000%	Cushman & Wakefield of Asia Limited	100.000%	
Cushman & Wakefield (Shanghai) Co., Ltd.	PEOPLE'S REP. OF CHINA	1,800,000	USD	100.000%	Cushman & Wakefield (China) Limited	100.000%	
Cushman & Wakefield (UK) Ltd.	UNITED KINGDOM	15,398,536	GBP	100.000%	Cushman & Wakefield (UK) Services Ltd.	100.000%	
Cushman & Wakefield (Vietnam) Limited	VIETNAM	4,000,000,000	VND	100.000%	Cushman & Wakefield Singapore Holdings Pte. Ltd.	100.000%	
Cushman & Wakefield (Warwick Court) Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield Management Services (UK) Limited	100.000%	
Cushman & Wakefield/PREMISYS Colorado, Inc.	USA	80	USD	80.000%	Cushman & Wakefield/Premisys, Inc.	80.000%	
Cushman & Wakefield/PREMISYS, Inc.	USA	97	USD	100.000%	Cushfield, Inc.	100.000%	
Cushman & Wakefield 111 Wall, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield 1180, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Asset Management Italy S.r.l.	ITALY	10,000	EUR	100.000%	Cushman & Wakefield Management Services (UK) Limited	100.000%	
Cushman & Wakefield Consultoria Imobiliaria Ltda	BRAZIL	2,586,444	BRL	97.990%	Cushman & Wakefield International Holdings Limited Partnership	97.990%	
Cushman & Wakefield Consultoria Imobiliaria, Unipessoal, Lda.	PORTUGAL	N/A	EUR	100.000%	Cushman & Wakefield Sociedade de Mediacao Imobilaria, Lda	100.000%	
Cushman & Wakefield Corporate Finance Limited	UNITED KINGDOM	10,000	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield de Mexico, S.A. de C.V	MEXICO	100,000	MXP	100.000%	Cushman & Wakefield of North America, Inc.	50.000%	
					Cushman & Wakefield of the Americas, Inc.	50.000%	
Cushman & Wakefield Eastern, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Expertise SAS	FRANCE	37,000	EUR	100.000%	Cushman & Wakefield SAS	100.000%	
Cushman & Wakefield First Nova Scotia ULC	CANADA	37,803,970	CAD	100.000%	Cushman & Wakefield International Finance Subsidiary, Inc.	100.000%	
Cushman & Wakefield Gayrimenkul Danismanlik Mumessillik ve Turizm	TURKEY	1,796	TRY	89.900%	Cushman & Wakefield (France Holdings) SAS	89.800%	
Hizmetleri Anonim Sirketi		1	TRY		Healey & Baker Limited	0.050%	
		1	TRY		Cushman & Wakefield (EMEA) Limited	0.050%	
Cushman & Wakefield Global Services, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Hospitality Limited	UNITED KINGDOM	2	GBP	100.00%	Cushman & Wakefield (EMEA) Limited	100.000%	
Cushman & Wakefield Hospitality srl	ITALY	9,000	EUR	90.00%	Cushman & Wakefield Hospitality Limited	90.000%	
Cushman & Wakefield India Private Limited	INDIA	336,447,800	INR	100.000%	Cushman & Wakefield Mauritius Holdings, Inc.	99.990%	
					Cushman & Wakefield of Asia Limited	0.010%	
Cushman & Wakefield International Investment Advisors, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield International Real Estate Kft.	HUNGARY	3,000,000	EUR	100.000%	Cushman & Wakefield (France Holdings) SAS	96.670%	
					Cushman & Wakefield Residential Limited	3.330%	
Cushman & Wakefield Investment Advisors K.K.	JAPAN	200	YEN	100.000%	C&W-Japan K.K.	100.000%	
Cushman & Wakefield Investors - Americas, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Investors (Finance) Limited	UNITED KINGDOM	36,000	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield Investors Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield Investors SAS	FRANCE	25,443	EUR	100.000%	Cushman & Wakefield Investors Limited	100.000%	
Cushman & Wakefield K.K.	JAPAN	200	YEN	100.000%	C&W-Japan K.K.	100.000%	
Cushman & Wakefield Korea Ltd.	SOUTH KOREA	100,000	KRW	100.000%	Cushman & Wakefield Singapore Holdings Pte. Limited	100.000%	
Cushman & Wakefield LLC	UKRAINE	50,500	UAH	100.000%	Cushman & Wakefield EMEA	99.000%	
					Healey & Baker Limited	1.000%	

Investments of C&W Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 78.56%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Cushman & Wakefield LLP	UNITED KINGDOM	N/A	GBP	99.000%	Cushman & Wakefield (UK) Limited	99.000%	
Cushman & Wakefield Loan.Net, Inc.	USA	20	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Ltd.	CANADA	11,000	CAD	100.000%	Cushman & Wakefield Canada Limited Partnership	100.000%	
Cushman & Wakefield Luxembourg	LUXEMBOURG	12,500	EUR	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield Management Corporation	USA	100,000	USD	100.000%	Cushman & Wakefield State Street, Inc.	100.000%	
Cushman & Wakefield Management Services (UK) Limited	UNITED KINGDOM	500	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield Mortgage Brokerage, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Negócios Imobiliários Ltda.	BRAZIL	775,000	BRL	99.990%	Cushman & Wakefield Consultoria Imobiliaria Ltda	99.990%	
Cushman & Wakefield Netherlands B.V.	NETHERLANDS	40,000	NLG	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield of Alabama, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Arizona, Inc.	USA	10	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Arkansas, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of California, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Colorado, Inc.	USA	800	USD	80.000%	Cushman & Wakefield, Inc.	80.000%	
Cushman & Wakefield of Connecticut, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Delaware, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Europe, Inc.	USA	200	USD	100.000%	Cushman & Wakefield International, Inc.	100.000%	
Cushman & Wakefield of Florida, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Georgia, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Illinois, Inc.	USA	1	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Indiana, Inc.	USA	5	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Kentucky, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Long Island, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Maryland, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Massachusetts, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Michigan, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Minnesota, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Mississippi, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Missouri, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Nevada, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of New Hampshire, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of New Jersey, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of New York, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of North America, Inc.	USA	200	USD	100.000%	Cushman & Wakefield International, Inc.	100.000%	
Cushman & Wakefield of North Carolina, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Ohio, Inc.	USA	500	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Oklahoma, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Oregon, Inc.	USA	1,010	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Pennsylvania, Inc.	USA	14	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of San Diego, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield of California, Inc.	100.000%	
Cushman & Wakefield of South America, Inc.	USA	100	USD	100.000%	Cushman & Wakefield International, Inc.	100.000%	
Cushman & Wakefield of Tennessee, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Texas, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Virginia, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Washington D.C., Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield of Washington, Inc.	USA	50	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield One Court Square Cleaning, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield OOO	RUSSIA	600	RUB	100.000%	Cushman & Wakefield (France Holdings) SAS	99.000%	
					Cushman & Wakefield International, Inc.	1.000%	
Cushman & Wakefield Oy	FINLAND	2,500	EUR	100.000%	Cushman & Wakefield (EMEA) Limited	100.000%	
Cushman & Wakefield Polska SP z.o.o.	POLAND	135,588	PLN	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield Property Management Services India Private Limited	INDIA	100,000	INR	99.980%	Cushman & Wakefield India Private Limited	99.980%	
Cushman & Wakefield Property Management Services Ltd	HUNGARY	3,000,000	HUF	100.000%	Cushman & Wakefield International Real Estate Kft	100.000%	
Cushman & Wakefield Property Services Slovakia, s.r.o	SLOVAK REPUBLIC	N/A	EUR	100.000%	Cushman & Wakefield, s.r.o.	100.000%	
Cushman & Wakefield Property Tax Services Paralegal Professional Corporation	CANADA		CAD	100.000%	Cushman & Wakefield Ltd.	100.000%	
Cushman & Wakefield Residential Limited	UNITED KINGDOM	1,000	GBP	100.00%	Cushman & Wakefield (EMEA) Limited	100.000%	
Cushman & Wakefield SAS	FRANCE	42,000	EUR	100.000%	Cushman & Wakefield (France Holdings) SAS	100.000%	
Cushman & Wakefield Second Nova Scotia ULC	CANADA	100	CAD	100.000%	Cushman & Wakefield International Finance Subsidiary, Inc.	100.000%	
Cushman & Wakefield Securities, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield - Serviços Gerais Ltda.	BRAZIL	10,000	BRL	100.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	99.990%	
					Cushman & Wakefield of South America, Inc.	0.010%	
Cushman & Wakefeild Sonnenblick Goldman of California Inc	USA	1	USD	100.000%	Cushman & Wakefield Sonnenblick -Goldman LLC	100.000%	
Cushman & Wakefield Sonnenblick- Goldman LLC	USA	N/A	USD	100.000%	Cushman & Wakefield Mortgage Brokerage, Inc.	100.000%	

Investments of C&W Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 78.56%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Cushman & Wakefield Spain Limited	UNITED KINGDOM	1,000	GBP	100.000%	Cushman & Wakefield European Holdings, Inc.	100.000%	
Cushman & Wakefield State Street, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Stiles & Riabokobylko Management ZAO	RUSSIA	600	RUB	100.000%	Cushman & Wakefield (France Holdings) SAS	99.000%	
					Cushman & Wakefield International, Inc.	1.000%	
Cushman & Wakefield Thailand Limited	THAILAND	8,000,000	THB	99.980%	Cushman & Wakefield of Asia Limited	99.980%	
Cushman & Wakefield U.K. Limited Partnership	UNITED KINGDOM	N/A	GBP	100.000%	Cushman & Wakefield International Holdings Limited Partnership	98.000%	
					Cushman & Wakefield Global Holdco Limited	2.000%	
Cushman & Wakefield V.O.F.	NETHERLANDS		EUR	99.000%	Cushman & Wakefield, Netherlands B.V.	99.000%	
Cushman & Wakefield Valuation Advisory Services (HK) Limited	HONG KONG	2	HKD	100.000%	Cushman & Wakefield (HK) Limited.	100.000%	
Cushman & Wakefield Venezuela, S.A.	VENEZUELA	1,000,000	VEB	100.000%	Cushman & Wakefield Consultoria Imobiliaria Ltda	100.000%	
Cushman & Wakefield VHS Pte Limited	SINGAPORE	1	SGD	100.000%	Cushman & Wakefield (S) Pte Limited	100.000%	
Cushman & Wakefield Western, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Zarzadzanie SP z.o.o.	POLAND	50,000	PLN	99.000%	Cushman & Wakefield Polska SP z.o.o.	99.000%	
Cushman & Wakefield, Inc.	USA	100	USD	100.000%	Cushman & Wakefield Holdings, Inc.	100.000%	
Cushman & Wakefield, S. de R.L.de C.V.	MEXICO	16,200,000	MXN	100.000%	Cushman & Wakefield de Mexico, S.A. de C.V	99.990%	
					Cushman & Wakefield of the Americas, Inc.	0.010%	
Cushman & Wakefield, s. r. o.	CZECH REPUBLIC	100,000	EUR	80.000%	Cushman & Wakefield (France Holdings) SAS	80.000%	
				20.000%	Cushman & Wakefield Global Holdco Limited	20.000%	
PT Cushman & Wakefield Indonesia f/k/a PT Property Advisory Indonesia	INDONESIA	5,000	IDR	98.000%	Cushman & Wakefield Indonesia Holdings Private Limited	98.000%	
S.C. Cushman & Wakefield Romania S.R.L.	ROMANIA	1,000	RON	100.000%	Cushman & Wakefield (EMEA) Limited	99.000%	
					Healey & Baker Limited	1.000%	
SG Real Estate Securities LLC	USA	N/A	USD	100.000%	SG Securities Holdings LLC	100.000%	
SG Securities Holdings LLC	USA	N/A	USD	100.000%	Cushman & Wakefield Sonnenblick- Goldman LLC	100.000%	
The Apartment Group LLC	USA	200	USD	100.000%	Cushman & Wakefield of Georgia, Inc.	100.000%	
Asset Services							
Cushman & Wakefield Asset Management K.K.	JAPAN	11,900	JPY	100.000%	Cushman & Wakefield Investment Advisors K.K.	100.000%	
Cushman & Wakefield Asset Management, Inc.	USA	1,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Facilities Management Services	CANADA	1,000	CAD	100.000%	Cushman & Wakefield FM Limited Partnership	50.000%	
					Cushman & Wakefield Ltd.	50.000%	
Cushman & Wakefield FM Limited Partnership	CANADA	N/A	CAD	100.000%	Cushman & Wakefield Canada Limited Partnership	99.000%	
					Cushman & Wakefield GP Inc	1.000%	
Cushman & Wakefield GP Inc.	CANADA	100	CAD	100.000%	Cushman & Wakefield Canada Limited Partnership	100.000%	
Holding							
Cushman & Wakefield (BVI) Inc	BRITISH VIRGIN ISLANDS	10,000	USD	100.000%	Cushman & Wakefield of Asia, Inc.	99.990%	
					Cushman & Wakefield International Inc.	0.010%	
Cushman & Wakefield (EMEA) Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield (France Holdings) SAS	FRANCE	7,910,207	EUR	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield (UK) Services Ltd.	UNITED KINGDOM	15,398,538	GBP	100.000%	Cushman & Wakefield Global Holdco Limited	100.000%	
Cushman & Wakefield Capital Holdings (Asia)	BELGIUM	18,550	EUR	100.000%	Cushman & Wakefield of Asia Inc	99.990%	
					Cushman & Wakefield International Inc.	0.010%	
Cushman & Wakefield European Holdings, Inc.	USA	1	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Finance Subsidiary LLC	USA	29,018,000.00	USD		Cushman & Wakefield International Finance Subsidiary, Inc.	100.000%	
Cushman & Wakefield Gestion, Inc.	USA	1	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Global Holdco Limited	UNITED KINGDOM		EUR	100.000%	Cushman & Wakefield International Holdings Limited Partnership	100.000%	
Cushman & Wakefield Holdings, Inc.	USA	58,573	USD	100.000%	C & W Group Inc	100.000%	
Cushman & Wakefield Indonesia Holdings Pte Ltd	SINGAPORE	100,000	SGD	60.000%	Cushman & Wakefield Singapore Holdings Pte Limited	60.000%	
Cushman & Wakefield International Finance Subsidiary, Inc	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield International Holdings Limited Partnership	UNITED KINGDOM	N/A	EUR	100.000%	Cushman & Wakefield European Holdings, Inc	63.653%	
					Cushman & Wakefield of South America, Inc.	13.798%	
					Cushman & Wakefield, Inc.	22.172%	
					Cushman & Wakefield Gestion, Inc.	0.377%	
Cushman & Wakefield International, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Mauritius Holdings, Inc.	MAURITIUS	500,000	USD	100.000%	Cushman & Wakefield of Asia Limited	100.000%	
Cushman & Wakefield of Asia Limited	BRITISH VIRGIN ISLANDS	979,152	USD	59.710%	Cushman & Wakefield of Asia, Inc.	59.710%	
				25.000%	Cushman & Wakefield (BVI), Inc.	25.000%	
					Cushman & Wakefield (EMEA) Limited	15.290%	
Cushman & Wakefield of Asia, Inc.	USA	200	USD	100.000%	Cushman & Wakefield International, Inc.	100.000%	
Cushman & Wakefield of the Americas, Inc.	USA	200	USD	100.000%	Cushman & Wakefield International, Inc.	100.000%	
Cushman & Wakefield Singapore Holdings Pte. Limited	SINGAPORE	1,000	SGD	100.000%	Cushman & Wakefield of Asia Limited	100.000%	
Healey & Baker Limited	UNITED KINGDOM	2	GBP	100.000%	Cushman & Wakefield (EMEA) Limited	100.000%	

Investments of C&W Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 78.56%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Insurance							
Nottingham Indemnity, Inc.	USA	100,000	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
REIT management							
Cushman & Wakefield Investment Management, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Realty Advisors, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Business Support Management							
Cushman & Wakefield Facilities Management, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Building Management Services							
Cushfield Maintenance Corp.	USA	10	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushfield Maintenance West Corp.	USA	1,000	USD	100.000%	Buckbee Thorne & Co.	100.000%	
Cushfield, Inc.	USA	100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Asset Services Y.K.	JAPAN	60	JPY	100.000%	C&W-Japan K.K.	100.000%	
Cushman & Wakefield National Corporation	USA	5,100	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Others							
Cushman & Wakefield (Australia) Pty Limited	AUSTRALIA	500,000	AUD	100.000%	Cushman & Wakefield Singapore Holdings Pte Limited	75.000%	
					Cushman & Wakefield Holding Pty Limited	25.000%	
Cushman & Wakefield (Properties) Limited	UNITED KINGDOM	1	GBP	100.000%	Cushman & Wakefield (EMEA) Limited	100.000%	
Cushman & Wakefield (Resources) Limited	UNITED KINGDOM	N/A	GBP	100.000%	Cushman & Wakefield (EMEA) Limited	100.000%	
Cushman & Wakefield Advisory Asia (India) Private Limited	INDIA		INR	99.000%	Cushman & Wakefield Capital Holdings (Asia)	99.000%	
				1.000%	Cushman & Wakefield Capital Asia Limited	1.000%	
Cushman & Wakefield Canada Limited Partnership	CANADA	N/A	CAD	100.000%	Cushman & Wakefield First Nova Scotia ULC	99.900%	
					Cushman & Wakefield Second Nova Scotia ULC	0.100%	
Cushman & Wakefield Capital Asia (HK) Limited	HONG KONG	100,000,000	HKD	100.000%	Cushman & Wakefield Capital Holdings (Asia)	100.000%	
Cushman & Wakefield Capital Asia Limited	HONG KONG	100	HKD	100.000%	Cushman & Wakefield of Asia, Inc.	100.000%	
Cushman & Wakefield Cleaning Services, Inc.	USA	200	USD	100.000%	Cushman & Wakefield, Inc.	100.000%	
Cushman & Wakefield Holding Pty Limited	AUSTRALIA	1	AUD	100.000%	Cushman & Wakefield Singapore Holdings Private Limited	100.000%	
Cushman & Wakefield Investors Asia Ltd	HONG KONG	100,000,000	HKD	100.000%	Cushman & Wakefield Capital Holdings (Asia)	100.000%	
Cushman & Wakefield Ireland Limited	IRELAND	1,000,000	EUR	100.000%	Cushman & Wakefield International Holdings Limited Partnership	100.000%	
Cushman & Wakefield LP Limited	GRAND CAYMAN	N/A	USD	100.000%	Cushman & Wakefield Capital Holdings (Asia)	100.000%	
Cushman & Wakefield New Canada Limited Partnership	CANADA	N/A	CAD	100.000%	Cushman & Wakefield Canada Limited Partnership	99.990%	
					Cushman & Wakefield Second Nova Scotia ULC	0.010%	
Cushman & Wakefield Operacion de Servicios, S.A. de C.V.	MEXICO	50,000	MXN	100.000%	Cushman & Wakefield, S. de RL de C.V.	99.996%	
					Cushman & Wakefield de Mexico, S.A. de C.V.	0.004%	
Cushman & Wakefield Servicios, S.A. de C.V	MEXICO	50,000	MXN	100.000%	Cushman & Wakefield, S. de RL de C.V.	99.996%	
					Cushman & Wakefield de Mexico, S.A. de C.V.	0.004%	

Investments of the Alpitour Group consolidated on a line-by-line basis (percentage of EXOR Group consolidation: 100%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Hotel management							
ALPITOUR ESPANA S.L. UNIPERSONAL	SPAIN	22,751,000.00	EURO	100.000	ALPITOUR S.p.A.	100.000	
ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	PORTUGAL	2,494,000.00	EURO	100.000	ALPITOUR S.p.A.	100.000	
ALPITOUR WORLD HOTELS & RESORTS S.p.A.	ITALY	140,385.00	EURO	100.000	ALPITOUR S.p.A.	100.000	
BLUMARIN DE IMPORTAÇAO, SOCIEDAD UNIPESSOAL, S.A.	CAPE VERDE	5,000,000	CVE	100.000	BLUMARIN HOTELS, SOCIEDADE UNIPESSOAL, S.A.	100.000	
BLUMARIN HOTELS, SOCIEDADE UNIPESSOAL, S.A.	CAPE VERDE	2,500,000	CVE	100.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	100.000	
BLUMARIN HOTELS SICILIA S.p.A.	ITALY	38,000,000.00	EURO	100.000	ALPITOUR S.p.A.	100.000	
D.I. RESORTS PRIVATE LTD	MALDIVES	100,000	MVR	100.000	ALPITOUR S.p.A.	99.000	
					JUMBOTURISMO S.A. UNIPERSONAL	1.000	
EL-MASRIEN FOR HOTELS AND SHIPPING CONSTRUCTION	EGYPT	4,000,000	EGP	100.000	ITALIAN EGYPTIAN COMPANY FOR TOURISTIC INVESTMENT (S.A.E.)	100.000	
HARROW TRADING E INVESTIMENTOS SOCIEDADE UNIPESSOAL LDA	PORTUGAL	5,000.00	EURO	100.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	100.000	
ITALIAN EGYPTIAN COMPANY FOR TOURISTIC INVESTMENT (S.A.E.)	EGYPT	4,536,000	EGP	100.000	ALPITOUR WORLD HOTELS & RESORTS S.P.A.	100.000	
LIDO ARENELLA di DI MAURO GIOVANNI Srl	ITALY	100,000.00	EURO	100.000	BLUMARIN HOTELS SICILIA S.p.A.	100.000	
KIWENGWA STRAND HOTEL LTD.	TANZANIA	1,480,000,000	TZS	100.000	JUMBOTURISMO S.A. UNIPERSONAL	99.000	
					ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	1.000	
NETRADE S.p.A.	ITALY	300,000.00	EURO	100.000	ALPITOUR WORLD HOTELS & RESORTS S.P.A.	100.000	
ORIENT SHIPPING FOR FLOATING HOTELS	EGYPT	1,450,000	EGP	100.000	ITALIAN EGYPTIAN COMPANY FOR TOURISTIC INVESTMENT (S.A.E.)	100.000	
RENTHOTEL TRAVEL SERVICE S.A. UNIPERSONAL	SPAIN	1,562,860.00	EURO	100.000	JUMBOTURISMO S.A. UNIPERSONAL	100.000	
RIVIERA AZUL S.A. DE C.V.	MEXICO	50,000	MXP	96.000	HARROW TRADING E INVESTIMENTOS SOCIEDADE UNIPESSOAL LDA	96.000	
S.T. RESORTS PRIVATE LTD.	MALDIVES	100,000	MVR	50.000	ALPITOUR S.p.A.	50.000	
STAR RESORT & HOTELS COMPANY PVT LTD.	MALDIVES	1,000,000	MVR	100.000	ALPITOUR S.p.A.	99.000	
					JUMBOTURISMO S.A. UNIPERSONAL	1.000	
Distribution (Travel agency)							
AGENZIA VIAGGI SAUGO S.r.l.	ITALY	20,938.00	EURO	100.000	WELCOME TRAVEL GROUP S.p.A.	100.000	
BLUE VIAGGI S.A.	SWITZERLAND	100,000.00	CHF	100.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	100.000	
WELCOME TRAVEL GROUP S.p.A.	ITALY	3,939,855.00	EURO	100.000	ALPITOUR S.P.A.	100.000	
Incoming services							
CONSORCIO TURISTICO PANMEX S.A. DE C.V.	MEXICO	50,000	MXP	70.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	70.000	
JUMBO CANARIAS S.A. UNIPERSONAL	SPAIN	180,300.00	EURO	100.000	JUMBOTURISMO S.A. UNIPERSONAL	100.000	
JUMBO TOURS DOMINICANA S.A.	DOMINICAN REP.	1,000,000	DOP	99.990	JUMBOTURISMO S.A. UNIPERSONAL	99.990	
					JUMBO TOURS ESPANA S.L. UNIPERSONAL	0.010	
JUMBO TOURS ESPANA S.L. UNIPERSONAL	SPAIN	904,505.00	EURO	100.000	JUMBOTURISMO S.A. UNIPERSONAL	100.000	
JUMBO TOURS FRANCE S.A.	FRANCE	37,000.00	EURO	99.940	JUMBOTURISMO S.A. UNIPERSONAL	99.940	
JUMBO TOURS MEXICO S.A. DE C.V.	MEXICO	50,000	MXP	98.000	JUMBOTURISMO S.A. UNIPERSONAL	98.000	
JUMBO TOURS TUNISIE S.A.	TUNISIA	105,000	TUD	49.983	JUMBOTURISMO S.A. UNIPERSONAL	49.983	
JUMBOTURISMO S.A. UNIPERSONAL	SPAIN	364,927.20	EURO	100.000	ALPITOUR S.p.A	100.000	
JUMBOTURISMO CABO VERDE, Agencia de Viagens e Turismo, SOCIEDADE UNIPESSOAL, S.A.	CAPE VERDE	5,000,000	CVE	100.000	JUMBOTURISMO S.A. UNIPERSONAL	100.000	
JUMBO MOROCCO INCOMING S.A.	MOROCCO	400,000	MAD	99.850	JUMBOTURISMO S.A. UNIPERSONAL	99.850	
PROMOTORA DE SERVICIOS TURISTICOS DE ESPANA EN MEXICO S.A. DE C.V.	MEXICO	50,000	MXP	98.000	JUMBOTURISMO S.A. UNIPERSONAL	98.000	
Tour operating							
ALPITOUR GROUP EGYPT FOR TOURISM S.A.E.	EGYPT	2,000,000	EGP	50.000	ALPITOUR S.p.A	50.000	
WELLTOUR Srl	ITALY	750,000.00	EURO	80.000	ALPITOUR S.p.A.	80.000	
Insurance							
ALPITOUR REINSURANCE COMPANY LIMITED	IRELAND	2,500,000.00	EURO	100.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	100.000	
VALORE SICURO S.R.L.	ITALY	100,000.00	EURO	100.000	ALPITOUR S.p.A.	100.000	
MICE							
AW EVENTS Srl	ITALY	23,838.00	EURO	83.900	ALPITOUR S.p.A.	83.900	
Aviation							
NEOS S.p.A.	ITALY	4,425,800.00	EURO	100.000	ALPITOUR S.p.A.	100.000	

Investments of the Holdings System accounted for by the equity method

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Holding companies and Other companies							
ASSOCIATED COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD							
SEQUANA S.A.	FRANCE	74,317,503	EURO	28.37	EXOR S.A.	28.244	

Investments of Fiat Group accounted for by the equity method (percentage of EXOR Group consolidation: 29.59%)

FIAT GROUP POST DEMERGER

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Jointly-controlled entities accounted for using the equity method							
Fiat Group Automobiles							
FGA CAPITAL S.p.A.	Italy	700,000,000	EURO	50.00	Fiat Group Automobiles S.p.A.	50.000	
FAL Fleet Services S.A.S.	France	3,000,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FC France S.A.	France	11,360,000	EURO	50.00	FGA CAPITAL S.p.A.	99.999	
FGA Bank G.m.b.H.	Austria	5,000,000	EURO	50.00	FGA CAPITAL S.p.A.	50.000	
					Fidis S.p.A.	25.000	
FGA Bank Germany GmbH	Germany	39,600,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL BELGIUM S.A.	Belgium	3,718,500	EURO	50.00	FGA CAPITAL S.p.A.	99.999	
FGA Capital Danmark A/S	Denmark	14,154,000	DKK	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL HELLAS S.A.	Greece	1,200,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL IFIC SA	Portugal	10,000,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL IRELAND Public Limited Company	Ireland	132,562	EURO	50.00	FGA CAPITAL S.p.A.	99.994	
FGA Capital Netherlands B.V.	Netherlands	3,085,800	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL RE Limited	Ireland	1,000,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA Capital Services Spain S.A.	Spain	25,145,299	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA Capital Spain E.F.C. S.A.	Spain	26,671,557	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CAPITAL UK LTD.	United Kingdom	50,250,000	GBP	50.00	FGA CAPITAL S.p.A.	100.000	
FGA CONTRACTS UK LTD.	United Kingdom	19,000,000	GBP	50.00	FGA CAPITAL S.p.A.	100.000	
FGA Distribuidora Portugal S.A.	Portugal	500,300	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA INSURANCE HELLAS S.A.	Greece	60,000	EURO	49.99	FGA CAPITAL HELLAS S.A.	99.975	
FGA Leasing GmbH	Austria	40,000	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FGA Leasing Polska Sp. z o.o.	Poland	12,500,000	PLN	50.00	FGA CAPITAL S.p.A.	100.000	
FGA WHOLESALE UK LTD.	United Kingdom	20,500,000	GBP	50.00	FGA CAPITAL S.p.A.	100.000	
Fiat Bank Polska S.A.	Poland	125,000,000	PLN	50.00	FGA CAPITAL S.p.A.	100.000	
Fidis Finance (Suisse) S.A.	Switzerland	24,100,000	CHF	50.00	FGA CAPITAL S.p.A.	100.000	
Fidis Finance Polska Sp. z o.o.	Poland	10,000,000	PLN	50.00	FGA CAPITAL S.p.A.	100.000	
FL Auto Snc	France	8,954,581	EURO	50.00	FC France S.A.	99.998	
FL Location SNC	France	76,225	EURO	49.99	FC France S.A.	99.980	
Leasys S.p.A.	Italy	77,979,400	EURO	50.00	FGA CAPITAL S.p.A.	100.000	
FER MAS Oto Ticaret A.S.	Turkey	5,500,000	TRY	37.64	Tofas-Turk Otomobil Fabrikasi Tofas A.S.	99.418	
Fiat India Automobiles Limited *(business Fiat Group Automobiles)*	India	16,849,279,000	INR	50.00	Fiat Group Automobiles S.p.A.	50.000	
G.E.I.E. Gisevel	France	15,200	EURO	50.00	Fiat France	50.000	
G.E.I.E.-Sevelind	France	15,200	EURO	50.00	Fiat France	50.000	
GAC FIAT Automobiles Co. Ltd. *(business Fiat Group Automobiles)*	Turkey	900,000,000	CNY	50.00	Fiat Group Automobiles S.p.A.	50.000	
Koc Fiat Kredi Tuketici Finansmani A.S.	Turkey	30,000,000	TRY	37.86	Tofas-Turk Otomobil Fabrikasi Tofas A.S.	100.000	

Investments of Fiat Group accounted for by the equity method (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
MEKATRO Arastirma-Gelistirme ve Ticaret A.S.	Turkey	150,000	TRY	36.72	Tofas-Turk Otomobil Fabrikasi Tofas A.S.	97.000	
PLATFORM Arastirma Gelistirme Tasarim ve Ticaret A.S.	Turkey	1,000,000	TRY	37.48	Tofas-Turk Otomobil Fabrikasi Tofas A.S.	99.000	
Società Europea Veicoli Leggeri-Sevel S.p.A.	Italy	68,640,000	EURO	50.00	Fiat Group Automobiles S.p.A.	50.000	
Société Européenne de Véhicules Légers du Nord-Sevelnord Société Anonyme	France	80,325,000	EURO	50.00	Fiat France	50.000	
Tofas-Turk Otomobil Fabrikasi Tofas A.S.	Turkey	500,000,000	TRY	37.86	Fiat Group Automobiles S.p.A.	37.856	
Fiat Powertrain							
Fiat India Automobiles Limited	India	16,849,279,000	INR	50.00	Fiat Group Automobiles S.p.A.	50.000	
(business Fiat Powertrain)							
FIAT POWERTRAIN TECHNOLOGIES SOLLERS Investment Company B.V.	Netherlands	1,000,000	EURO	50.00	Fiat Powertrain Technologies SpA	50.000	
FIAT POWERTRAIN TECHNOLOGIES SOLLERS Limited Liability Company	Russia	10,000	RUB	50.00	FIAT POWERTRAIN TECHNOLOGIES SOLLERS Investment Company B.V.	100.000	
GAC FIAT Automobiles Co. Ltd.	Turkey	900,000,000	CNY	50.00	Fiat Group Automobiles S.p.A.	50.000	
(business Fiat Powertrain)							
Components							
Endurance Magneti Marelli Shock Absorbers (India) Private Limited	India	289,999,980	INR	50.00	Magneti Marelli S.p.A.	50.000	
Magneti Marelli Motherson Auto System Limited	India	600,000,000	INR	49.99	Magneti Marelli Motherson India Holding B.V.	63.333	100,000
					Magneti Marelli S.p.A.	18.330	0,000
Magneti Marelli Motherson India Holding B.V.	Netherlands	2,000,000	EURO	50.00	Magneti Marelli S.p.A.	50.000	
Magneti Marelli SKH Exhaust Systems Private Limited	India	95,000,000	INR	50.00	Magneti Marelli S.p.A.	50.000	
SAIC MAGNETI MARELLI Powertrain Co. Ltd	Turkey	12,000,000	EURO	50.00	Magneti Marelli S.p.A.	50.000	
SKH Magneti Marelli Exhaust Systems Private Limited	India	95,450,000	INR	46.62	Magneti Marelli S.p.A.	46.621	50,000
tema.mobility	Italy	850,000	EURO	50.00	Magneti Marelli S.p.A.	50.000	
Metallurgical Products							
Hua Dong Teksid Automotive Foundry Co. Ltd.	Turkey	385,363,550	CNY	42.40	Teksid S.p.A.	50.000	
Subsidiaries accounted for using the equity method							
Fiat Group Automobiles							
Alfa Romeo Inc.	U.S.A.	3,000,000	USD	100.00	Fiat Group Automobiles S.p.A.	100.000	
F.A. Austria Commerz GmbH	Austria	37,000	EURO	100.00	Fiat Group Automobiles Switzerland S.A.	100.000	
Fiat Auto Egypt Industrial Company SAE	Egypt	50,000,000	EGP	80.40	Fiat Group Automobiles S.p.A.	80.400	
Fiat Auto Egypt S.A.E.	Egypt	5,000,000	EGP	79.60	Fiat Auto Egypt Industrial Company SAE	99.000	
Italcar SA	Morocco	28,000,000	MAD	99.94	Fiat Group Automobiles Maroc S.A.	99.986	
Sirio Polska Sp. z o.o.	Poland	1,350,000	PLN	100.00	Fiat Auto Poland S.A.	100.000	
Components							
Cofap Fabricadora de Pecas Ltda	Brazil	75,720,716	BRL	68.26	Magneti Marelli do Brasil Industria e Comercio SA	68.350	
Holding companies and Other companies							
Fabbrica Italia Pomigliano S.p.A.	Italy	200,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Fast-Buyer S.p.A.	Italy	500,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
Fiat (China) Business Co., Ltd.	Turkey	3,000,000	USD	100.00	Fiat Partecipazioni S.p.A.	100.000	
Financière Pegaso France S.A.	France	260,832	EURO	100.00	Fiat Gestione Partecipazioni S.p.A.	100.000	
Isvor Fiat Società consortile di sviluppo e addestramento	Italy	300,000	EURO	99.54	Fiat Partecipazioni S.p.A.	54.000	
industriale per Azioni					Fiat Group Automobiles S.p.A.	16.000	
					Fiat Gestione Partecipazioni S.p.A.	12.000	
					Comau S.p.A.	3.000	
					Fiat Powertrain Technologies SpA	3.000	
					Fiat S.p.A.	3.000	
					Fiat Services S.p.A.	3.000	
					Magneti Marelli S.p.A.	3.000	
					Teksid S.p.A.	3.000	
Iveco Motors of China Limited in liquidation	Turkey	300,000	USD	100.00	Fiat Gestione Partecipazioni S.p.A.	100.000	
Iveco S.P.R.L.	Congo (Dem. Rep. Congo)	1	CDF	100.00	Fiat Gestione Partecipazioni S.p.A.	99.992	
					Astra Veicoli Industriali S.p.A.	0.008	
New Business 8 S.r.l.	Italy	50,000	EURO	100.00	Fiat Partecipazioni S.p.A.	100.000	
SGR-Sociedad para la Gestion de Riesgos S.A.	Argentina	150,000	ARS	99.96	Rimaco S.A.	99.960	
Sistemi Ambientali S.p.A. in liquidation	Italy	9,544,080	EURO	99.79	Fiat Partecipazioni S.p.A.	99.785	
Associated companies accounted for using the equity method							
Fiat Group Automobiles							
Chrysler Group LLC	U.S.A.	0	USD	20.00	FIAT NORTH AMERICA LLC	20.000	
Utymat S.A.	Spain	4,644,453	EURO	37.50	FGA Investimenti S.p.A.	37.500	
Fiat Powertrain							
Haveco Automotive Transmission Co. Ltd.	Turkey	200,010,000	CNY	33.33	Fiat Gestione Partecipazioni S.p.A.	33.330	
Publishing and Communications							
Società Editrice Mercantile - S.E.M. S.R.L.	Italy	3,000,000	EURO	40.00	Editrice La Stampa S.p.A.	40.000	
To-dis S.r.l.	Italy	510,000	EURO	45.00	Editrice La Stampa S.p.A.	45.000	

Investments of Fiat Group accounted for by the equity method (percentage of EXOR Group consolidation: 29.59%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Holding companies and Other companies							
Hangzhou IVECO Automobile Transmission Technology Co., Ltd.	Turkey	240,000,000	CNY	33.33	Fiat Gestione Partecipazioni S.p.A.	33.333	
Iveco-Motor Sich, Inc.	Ukraine	26,568,000	UAH	38.62	Fiat Gestione Partecipazioni S.p.A.	38.618	
Otoyol Sanayi A.S. in liquidation	Turkey	52,674,386	TRY	27.00	Fiat Gestione Partecipazioni S.p.A.	27.000	
Rizzoli Corriere della Sera MediaGroup S.p.A.	Italy	762,019,050	EURO	10.09	Fiat S.p.A.	10.093	10,497

COMPANIES THAT WILL BECOME PART OF THE FIAT INDUSTRIAL GROUP

Name	Registered Office	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Jointly-controlled entities accounted for using the equity method							
Agricultural and Construction Equipment							
Case Mexico S.A. de C.V.	Mexico	810,000	MXN	44.43	CNH de Mexico SA de CV	100.000	
Case Special Excavators N.V.	Belgium	1,100,000	EURO	44.43	CNH Global N.V.	50.000	
CNH Comercial, SA de C.V.	Mexico	160,050,000	MXN	44.43	CNH de Mexico SA de CV	100.000	
CNH de Mexico SA de CV	Mexico	165,276,000	MXN	44.43	CNH Global N.V.	50.000	
CNH Industrial S.A. de C.V.	Mexico	200,050,000	MXN	44.43	CNH de Mexico SA de CV	100.000	
CNH Servicios Comerciales, S.A. de C.V., SOFOM, E.N.R.	Mexico	50,000,000	MXN	43.54	CNH Global N.V.	49.000	
CNH Servicios Corporativos S.A. de C.V.	Mexico	375,000	MXN	44.43	CNH de Mexico SA de CV	99.999	
L&T-Case Equipment Private Limited	India	240,100,000	INR	44.43	CNH America LLC	50.000	
LLC CNH-KAMAZ Industry	Russia	60,081,800	RUB	44.43	CNH Global N.V.	50.000	
New Holland HFT Japan Inc.	Japan	240,000,000	JPY	44.43	CNH Global N.V.	50.000	
Turk Traktor Ve Ziraat Makineleri A.S.	Turkey	53,369,000	TRY	33.32	CNH Global N.V.	37.500	
Trucks and Commercial Vehicles							
Iveco - Oto Melara Società consortile r.l.	Italy	40,000	EURO	50.00	Iveco S.p.A.	50.000	
Iveco Acentro S.p.A.	Italy	3,000,000	EURO	50.00	Iveco S.p.A.	50.000	
Naveco (Nanjing IVECO Motor Co.) Ltd.	People's Rep.of China	2,527,000,000	CNY	50.00	Iveco S.p.A.	50.000	
SAIC IVECO Commercial Vehicle Investment Company Limited	People's Rep.of China	160,000,000	USD	50.00	Iveco S.p.A.	50.000	
SAIC Iveco Hongyan Commercial Vehicles Co, Ltd.	People's Rep.of China	500,000,000	CNY	33.50	SAIC IVECO Commercial Vehicle Investment Company Limited	67.000	
Transolver Finance Establecimiento Financiero de Credito S.A.	Spain	9,814,931	EURO	50.00	Fiat Netherlands Holding N.V.	50.000	
Subsidiaries accounted for using the equity method							
Agricultural and Construction Equipment							
CNH-KAMAZ Industrial B.V.	Netherlands	18,000	EURO	88.86	CNH Global N.V.	100.000	
Farmers New Holland Inc.	U.S.A.	800,000	USD	88.86	CNH America LLC	100.000	
Jackson New Holland, Inc.	U.S.A.	371,000	USD	83.83	CNH America LLC	94.340	
LLC CNH-KAMAZ Commerce	Russia	20,408	RUB	45.32	CNH Global N.V.	51.000	
Mid State New Holland, Inc.	U.S.A.	400,000	USD	77.75	CNH America LLC	87.500	
Northside New Holland Inc.	U.S.A.	250,000	USD	61.92	CNH America LLC	69.680	
Ridgeview New Holland Inc.	U.S.A.	534,000	USD	55.88	CNH America LLC	62.884	
Sunrise Tractor & Equipment Inc.	U.S.A.	691,000	USD	88.86	CNH America LLC	100.000	
Trucks and Commercial Vehicles							
Iveco Colombia S.a.s.	Colombia	7,596,249,000	COP	100.00	Iveco Venezuela C.A.	99.990	
					Iveco Latin America Ltda	0.010	
Associated companies accounted for using the equity method							
Agricultural and Construction Equipment							
Al-Ghazi Tractors Ltd	Pakistan	214,682,226	PKR	38.36	CNH Global N.V.	43.169	
CNH Capital Europe S.a.S.	France	88,482,297	EURO	44.34	CNH Global N.V.	49.900	
Employers Health Initiatives LLC	U.S.A.	790,000	USD	44.43	CNH America LLC	50.000	
Farm FZCO	United Arab Emirates	6,600,000	AED	25.58	CNH Italia s.p.a.	28.788	
Kobelco Construction Machinery Co. Ltd.	Japan	16,000,000,000	JPY	17.77	CNH Global N.V.	20.000	
Trucks and Commercial Vehicles							
GEIE V.IV.RE	France	0	EURO	50.00	Iveco S.p.A.	50.000	
Iveco Finance Holdings Limited	United Kingdom	1,000	EURO	49.00	Iveco Partecipazioni Finanziarie S.r.l.	49.000	
IVECO-AMT Ltd.	Russia	65,255,056	RUB	33.33	Fiat Netherlands Holding N.V.	33.330	
V.IVE.RE Gruppo Europeo di Interesse Economico	Italy	0	EURO	50.00	Iveco S.p.A.	50.000	

Investments of C&W Group accounted for by the equity method (percentage of EXOR Group consolidation: 78.56%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
ASSET SERVICES							
Corporate Occupier Solutions Limited	UNITED KINGDOM	180,100	GBP	50.000%	Cushman & Wakefield (EMEA) Limited.	50.000%	

Investments of the Alpitour Group accounted for by the equity method (percentage of EXOR Group consolidation: 100%)

Name	Country	Share capital at 12/31/2010	Currency	% of Group consolidation	Interest held by	% interest held	% of voting rights
Hotel management							
BLUE DIVING MEXICO S.A. DE C.V.	MEXICO	50,000	MXP	49.000	JUMBOTURISMO S.A. UNIPERSONAL	49.000	
Incoming services							
HOY VIAJAMOS S.A.	SPAIN	732,032.74	EURO	28.629	JUMBOTURISMO S.A. UNIPERSONAL	28.629	
ITALO HISPANA DE INVERSIONES S.L.	SPAIN	3,005.06	EURO	30.000	ALPITOUR S.p.A.	30.000	
JUMBO TOURS CARIBE S.A.	MEXICO	50,000	MXP	50.000	JUMBOTURISMO S.A. UNIPERSONAL	50.000	
PANAFRICAN SERVICE S.A.R.L.	TUNISIA	10,500	TND	50.000	ALPITURISMO SERVICES OF TOURISM, SOCIEDADE UNIPESSOAL, LDA	50.000	
PEMBA S.A.	SPAIN	510,809.20	EURO	25.000	JUMBOTURISMO S.A. UNIPERSONAL	25.000	
VIAJES MEDYMAR S.L.	SPAIN	60,101.21	EURO	30.000	ALPITOUR S.p.A.	30.000	

Investments of the Holdings System valued at cost

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Real Estate						
SUBSIDIARIES VALUED AT COST						
ALMACANTAR S.A. (a)	LUXEMBOURG	18,187,500	EURO	EXOR S.A.	54.983	
ASSOCIATED COMPANIES VALUED AT COST						
JARDINE ROTHSCHILD ASIA CAPITAL LTD (b)	MAURITIUS	5,790,000	USD	EXOR S.A.	33.333	

(a) Purchased on April 28, 2010; the company is stated at cost.
(b) Purchased on September 30, 2010, the company is stated at cost.

Investments of Fiat Group valued at cost

FIAT GROUP POST DEMERGER

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Subsidiaries valued at cost						
Fiat Group Automobiles						
CMP Componentes e Modulos Plasticos Industria e Comercio Ltda. (*)	Brazil	4,375,687	BRL	Fiat Automoveis S.A. - FIASA	100.000	
CODEFIS Società consortile per azioni	Italy	120,000	EURO	Fiat Group Automobiles S.p.A.	51.000	
				CNH Capital U.K. Ltd	14.000	
				Iveco Partecipazioni Finanziarie S.r.l.	5.000	
FAS FREE ZONE Ltd. Kragujevac	Serbia	500	EURO	FIAT AUTOMOBILES SERBIA DOO KRAGUJEVAC	100.000	
Fiat Auto Espana Marketing Instituto Agrupacion de Interes Economico	Spain	30,051	EURO	Fiat Group Automobiles Spain S.A.	95.000	
Fiat Auto Marketing Institute (Portugal) ACE	Portugal	15,000	EURO	Fiat Group Automobiles Portugal, S.A.	80.000	
Fiat Automobiles Service Co. Ltd.	People's Rep.of China	10,000,000	EURO	Fiat Group Automobiles S.p.A.	100.000	
Fiat Motor Sales Ltd	United Kingdom	1,500,000	GBP	Fiat Group Automobiles UK Ltd	100.000	
TCA - Tecnologia em Componentes Automotivos SA	Brazil	18,640,185	BRL	Fiat Automoveis S.A. - FIASA	100.000	
Ferrari						
Ferrari (Suisse) SA in liquidation	Switzerland	0	CHF	Ferrari S.p.A.	100.000	
Scuderia Ferrari Club S.c. a r.l.	Italy	105,000	EURO	Ferrari S.p.A.	94.286	
Components						
Automotive Lighting Japan K.K.	Japan	10,000,000	JPY	Automotive Lighting Reutlingen GmbH	100.000	
Magneti Marelli Automotive Components (India) Limited in liquidation	India	125,000,000	INR	Magneti Marelli S.p.A.	100.000	
Magneti Marelli Comandos Mecanicos Industria e Comercio Ltda	Brazil	1,000	BRL	Magneti Marelli Sistemas Automotivos Industria e Comercio Ltda	99.900	
				Fiat do Brasil S.A.	0.100	
Magneti Marelli d.o.o. Kragujevac, Kosovska 4	Serbia	500	EURO	Magneti Marelli S.p.A.	100.000	
Parco Scientifico e Tecnologico della Basilicata - S.p.A. in liquidation	Italy	120,000	EURO	Plastic Components and Modules Holding S.p.A.	100.000	
Plastic Components and Modules Fuel Tanks S.p.A.	Italy	120,000	EURO	Plastic Components and Modules Automotive S.p.A.	100.000	
Sistemi Comandi Meccanici Otomotiv Sanayi Ve Ticaret A.S.	Turkey	90,000	TRY	Magneti Marelli S.p.A.	99.956	
Sistemi Comandi Meccanici S.C.M. S.p.A.	Italy	1,800,000	EURO	Magneti Marelli S.p.A.	100.000	
Publishing and Communications						
Comau U.K. Limited	United Kingdom	2,500	GBP	Comau S.p.A.	100.000	
Consorzio Fermag in liquidation	Italy	144,608	EURO	Comau S.p.A.	68.000	
Holding companies and Other companies						
Fiat Common Investment Fund Limited	United Kingdom	2	GBP	Fiat U.K. Limited	100.000	
Fiat Gra.De EEIG	United Kingdom	0	GBP	Fiat Group Automobiles S.p.A.	46.000	
				CNH Global N.V.	23.000	
				Fiat Netherlands Holding N.V.	23.000	
				Business Solutions S.p.A.	2.000	
				Fiat S.p.A.	2.000	
				C.R.F. Società Consortile per Azioni	1.000	
				Comau S.p.A.	1.000	
				Magneti Marelli S.p.A.	1.000	
				Teksid S.p.A.	1.000	
Fiat Oriente S.A.E. in liquidation	Egypt	50,000	EGP	Fiat Partecipazioni S.p.A.	100.000	
Fiat Partecipazioni France Société par actions simplifiée	France	37,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
Fiat Partecipazioni India Private Limited	India	28,605,400	INR	Fiat Partecipazioni S.p.A.	99.825	
				Fiat Group Purchasing S.r.l.	0.175	
Fides Corretagens de Seguros Ltda	Brazil	365,525	BRL	Rimaco S.A.	99.998	
Isvor Fiat India Private Ltd. in liquidation	India	1,750,000	INR	Isvor Fiat Società consortile di sviluppo e addestramento industriale per Azioni	100.000	
New Business 27 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
New Business 28 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
New Business 29 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
New Business 30 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
New Business 31 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
New Business 32 S.r.l.	Italy	50,000	EURO	Fiat Partecipazioni S.p.A.	100.000	
OOO Sadi Rus	Russia	2,700,000	RUB	Sadi Polska-Agencja Celna Sp. z o.o.	90.000	
				Fiat Services Polska Sp. z o.o.	10.000	

Investments of Fiat Group valued at cost

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Orione-Società Industriale per la Sicurezza e la Vigilanza Consortile per Azioni	Italy	120,000	EURO	Fiat Partecipazioni S.p.A.	77.822	
				Fiat S.p.A.	18.003	
				Editrice La Stampa S.p.A.	0.439	
				Fiat Group Automobiles S.p.A.	0.439	
				CNH Italia s.p.a.	0.220	
				Comau S.p.A.	0.220	
				Ferrari S.p.A.	0.220	
				Fiat Finance S.p.A.	0.220	
				Fiat Powertrain Technologies SpA	0.220	
				Fiat Services S.p.A.	0.220	
				Iveco S.p.A.	0.220	
				Magneti Marelli S.p.A.	0.220	
				Sisport Fiat S.p.A. - Società sportiva dilettantistica	0.220	
				Teksid S.p.A.	0.220	
Associated companies valued at cost						
Fiat Group Automobiles						
Consorzio per la Reindustrializzazione Area di Arese S.r.l. in liquidation	Italy	20,000	EURO	Fiat Group Automobiles S.p.A.	30.000	
Fidis Rent GmbH	Germany	50,000	EURO	Fiat Group Automobiles Germany AG	49.000	
Turin Auto Private Ltd. in liquidation	India	43,300,200	INR	FGA Investimenti S.p.A.	50.000	
Ferrari						
Iniziativa Fiorano S.r.l.	Italy	90,000	EURO	Ferrari S.p.A.	33.333	
Senator Software Gmbh	Germany	25,565	EURO	Ferrari Financial Services AG	49.000	
Components						
Auto Componentistica Mezzogiorno - A.C.M. Melfi Società Consortile a responsabilità limitata	Italy	40,000	EURO	Plastic Components and Modules Automotive S.p.A.	16.500	
				Sistemi Sospensioni S.p.A.	7.750	
Bari Servizi Industriali S.c.r.l.	Italy	18,000	EURO	Magneti Marelli S.p.A.	33.333	
Flexider S.p.A.	Italy	4,080,000	EURO	Magneti Marelli S.p.A.	25.000	
Mars Seal Private Limited	India	400,000	INR	Magneti Marelli France S.a.s.	24.000	
Matay Otomotiv Yan Sanay Ve Ticaret A.S.	Turkey	3,800,000	TRY	Magneti Marelli S.p.A.	28.000	
Publishing and Communications						
Le Monde Europe S.A.S.	France	5,024,274	EURO	La Stampa Europe SAS	48.443	
Le Monde Presse S.A.S.	France	7,327,930	EURO	La Stampa Europe SAS	27.277	
Holding companies and Other companies						
Ciosa S.p.A. in liquidation	Italy	516	EURO	Fiat Partecipazioni S.p.A.	25.000	
Consorzio Parco Industriale di Chivasso	Italy	51,650	EURO	Fiat Partecipazioni S.p.A.	27.000	
				Plastic Components and Modules Automotive S.p.A.	10.900	
Consorzio per lo Sviluppo delle Aziende Fornitrici in liquidation	Italy	241,961	EURO	CNH Italia s.p.a.	10.672	
				Fiat Gestione Partecipazioni S.p.A.	10.672	
				Fiat Group Automobiles S.p.A.	10.672	
Consorzio Prode	Italy	51,644	EURO	Elasis-Società Consortile per Azioni	20.000	
Consorzio Scuola Superiore per l'Alta Formazione Universitaria Federico II in liquidation	Italy	127,500	EURO	Elasis-Società Consortile per Azioni	20.000	
FMA-Consultoria e Negocios Ltda	Brazil	1	BRL	Fiat do Brasil S.A.	50.000	
Innovazione Automotive e Metalmeccanica Scrl	Italy	115,000	EURO	Fiat Group Automobiles S.p.A.	17.391	
				C.R.F. Società Consortile per Azioni	6.957	
L.U.C.I. SRL	Italy	10,000	EURO	Centro Ricerche Plast-Optica S.p.A.	34.500	
Maxus MC2 S.p.A.	Italy	219,756	EURO	Fiat Partecipazioni S.p.A.	20.000	
MB Venture Capital Fund I Participating Company F N.V.	Netherlands	50,000	EURO	Fiat Partecipazioni S.p.A.	45.000	
Nuova Didactica S.c. a r.l.	Italy	112,200	EURO	Ferrari S.p.A.	16.364	
				CNH Italia s.p.a.	12.273	
Tecnologie per il Calcolo Numerico-Centro Superiore di Formazione S.c. a r.l.	Italy	100,000	EURO	C.R.F. Società Consortile per Azioni	25.000	
Zastava-Kamioni D.O.O.	Serbia	1,673,505,893	RSD	Fiat Gestione Partecipazioni S.p.A.	33.677	
Zetesis S.p.A. in liquidation	Italy	283,150	EURO	Fiat Partecipazioni S.p.A.	40.000	
Other companies valued at cost						
Components						
Editori Riuniti S.p.A. in liquidation	Italy	441,652	EURO	Plastic Components and Modules Holding S.p.A.	13.110	
Holding companies and Other companies						
Centro di Eccellenza su Metodi e Sistemi per le Aziende Competitive	Italy	225,000	EURO	Elasis-Società Consortile per Azioni	16.000	
Consorzio Calef (Consorzio per la ricerca e lo sviluppo delle applicazioni industriali laser e del fascio elettronico)	Italy	83,445	EURO	Elasis-Società Consortile per Azioni	5.319	
				C.R.F. Società Consortile per Azioni	5.213	
Consorzio Lingotto	Italy	9,612	EURO	Fiat Partecipazioni S.p.A.	11.500	
				Fiat S.p.A.	5.400	
Consorzio Spike	Italy	90,380	EURO	Fiat Gestione Partecipazioni S.p.A.	15.000	
Consorzio Technapoli	Italy	1,626,855	EURO	Elasis-Società Consortile per Azioni	11.110	
Ercole Marelli & C. S.p.A. in liquidation	Italy	9,633,000	EURO	Fiat Partecipazioni S.p.A.	13.000	
Expo 2000 - S.p.A. in liquidation	Italy	2,205,930	EURO	Fiat Partecipazioni S.p.A.	18.949	
Fin.Priv. S.r.l.	Italy	20,000	EURO	Fiat S.p.A.	14.285	

(*) Assets held for sale.

Investments of Fiat Group valued at cost

COMPANIES THAT WILL BECOME PART OF THE FIAT INDUSTRIAL GROUP

Name	Registered Office	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Subsidiaries valued at cost						
Agricultural and Construction Equipment						
Case Construction Equipment, Inc.	U.S.A.	1,000	USD	CNH America LLC	100.000	
Case IH Agricultural Equipment, Inc.	U.S.A.	1,000	USD	CNH America LLC	100.000	
Fermec North America Inc.	U.S.A.	5	USD	CNH America LLC	100.000	
International Harvester Company	U.S.A.	1,000	USD	CNH America LLC	100.000	
J.I. Case Company Limited	United Kingdom	2	GBP	Case United Kingdom Limited	100.000	
New Holland Agricultural Equipment S.p.A.	Italy	120,000	EURO	CNH Italia s.p.a.	100.000	
New Holland Australia Pty Ltd	Australia	1	AUD	CNH Australia Pty Limited	100.000	
New Holland Construction Equipment S.p.A.	Italy	120,000	EURO	CNH Italia s.p.a.	100.000	
RosCaseMash	Russia	0	RUB	Case Equipment Holdings Limited	38.250	51,000
Trucks and Commercial Vehicles						
Altra S.p.A.	Italy	516,400	EURO	Iveco S.p.A.	100.000	
Irisbus North America Limited Liability Company	U.S.A.	20,000	USD	Iveco France	100.000	
Iveco Finland OY	Finland	100,000	EURO	Fiat Netherlands Holding N.V.	100.000	
M.R. Fire Fighting International S.A.	Romania	35,000,000	RON	Iveco Magirus Brandschutztechnik GmbH	74.000	
				Iveco Magirus Brandschutztechnik Gorlitz GmbH	1.000	
				Iveco Magirus Fire Fighting GmbH	1.000	
OOO "CABEKO"	Russia	270,625,000	RUB	Saveco Partecipazioni S.r.l.	50.520	99,059
				OOO "CABEKO"	49.000	0,000
				Fiat Gestione Partecipazioni S.p.A.	0.480	0,941
Saveco Partecipazioni S.r.l.	Italy	1,682,028	EURO	Iveco S.p.A.	100.000	
Associated companies valued at cost						
Agricultural and Construction Equipment						
Consorzio Nido Industria Vallesina	Italy	53,903	EURO	CNH Italia s.p.a.	38.728	
Trucks and Commercial Vehicles						
Sotra S.A.	Ivory Coast	3,000,000,000	XOF	Iveco France	39.800	
Trucks & Bus Company	Libya	96,000,000	LYD	Iveco España S.L.	25.000	
Other companies valued at cost						
Agricultural and Construction Equipment						
Polagris S.A.	Lithuania	1,133,400	LTL	CNH Polska Sp. z o.o.	11.054	

Investments of C&W Group valued at cost

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
REAL ESTATE SERVICES						
Emptoris - Facilities Work	USA	1,000	USD	Cushman & Walefield Inc	0.230%	

Investments of the Alpitour Group valued at cost

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Distribution (Travel agency)						
AIRPORTS & TRAVEL S.r.l.	ITALY	50,000.00	EURO	WELCOME TRAVEL GROUP S.p.A.	49.000	
WELCOME TRAVEL SUD S.r.l.	ITALY	100,000.00	EURO	WELCOME TRAVEL GROUP S.p.A.	50.000	
Incoming services						
CALOBANDE S.L. UNIPERSONAL	SPAIN	453,755.00	EURO	JUMBOTURISMO S.A. UNIPERSONAL	100.000	

Significant investments of the Holdings System

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Holding companies and Other companies						
BANIJAY HOLDING S.A.S.	FRANCE	2,057,501	EUR	EXOR S.A.	17.088	17.172
BTG INVESTMENTS LP	BERMUDAS	1,025,037	USD	EXOR S.A.	0.259	
BTG PACTUAL PARTICIPATIONS LTD	BERMUDAS	10	USD	EXOR S.A.	0.002	0.126
COPACABANA PRINCE PARTECIPACOES S.A.	BRAZIL	2,072,177,640	BRL	EXOR S.A.	1.615	
GRUPPO BANCA LEONARDO S.p.A.	ITALY	304,446,476	EUR	EXOR S.A.	14.572	
NoCo A LP (a)	USA	N.A.	USD	ANCOM USA INC	2.000	N.A.
THE ECONOMIST NEWSPAPER LIMITED	UNITED KINGDOM	1,260,005	GBP	EXOR S.A.	4.722	
SGS S.A.	SWITZERLAND	7,822,436	CHF	EXOR S.A.	15.000	

(a) Percentage holding in the limited partnership.

Investments of Almacantar

Name	Country	Share capital at 12/31/2010	Currency	Interest held by	% interest held	% of voting rights
Real Estate						
ALMACANTAR LIMITED	UNITED KINGDOM	2,000,000.00	GBP	ALMACANTAR SA	100.000	
ALMACANTAR S.à.r.l.	FRANCE	100,000.00	EURO	ALAMCANTAR SA	100.000	

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