

Asset-Backed Presale Report

Hannover Funding Company LLC

Expected Rating

U.S. and Euro
Commercial Paper Program..... F1

Analysts

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Program Establishment Date
July 2000

Program Restructure Date
May 2008

The preliminary ratings do not reflect final ratings and are based on information provided by issuers as of May 21, 2008. These preliminary ratings are contingent on final documents conforming to information already received. Collateral may be added or dropped from the portfolio. Ratings are not a recommendation to buy, sell or hold any security. The prospectus and other offering material should be reviewed prior to any purchase.

Related Research

- "Global Asset-Backed Commercial Paper Criteria," dated Feb. 12, 2007.
- "Global Asset-Backed Commercial Paper: 2007 Review and 2008 Outlook," dated Jan. 24, 2008.
- "The Importance of Liquidity Support in ABCP Conduits," dated Oct. 25, 2007.

■ Summary

Hannover Funding Company LLC (Hannover) is an asset-backed commercial paper (CP) conduit sponsored by Norddeutsche Landesbank Girozentrale (NordLB), rated 'A/F1' by Fitch Ratings. The program was initially established in July 2000 as a partially supported conduit and is now being restructured to benefit from full credit and liquidity support. Hannover is a special purpose, bankruptcy-remote Delaware limited liability company (LLC) established to issue U.S. and Euro CP with maturities of up to 270 days for U.S. CP and 183 days for Euro CP, the proceeds of which are used to purchase or make loans secured by interests in receivables and similar assets. Hannover is not subject to a specific program size.

Hannover's CP will benefit from full credit and liquidity support through the liquidity asset purchase agreement (LAPA). The support mechanisms are sized to cover 100% of all CP. Full liquidity support is provided by NordLB and other 'F1' rated banks. Hannover also benefits from a programwide letter of credit (LOC), the floor amount of which is \$50 million.

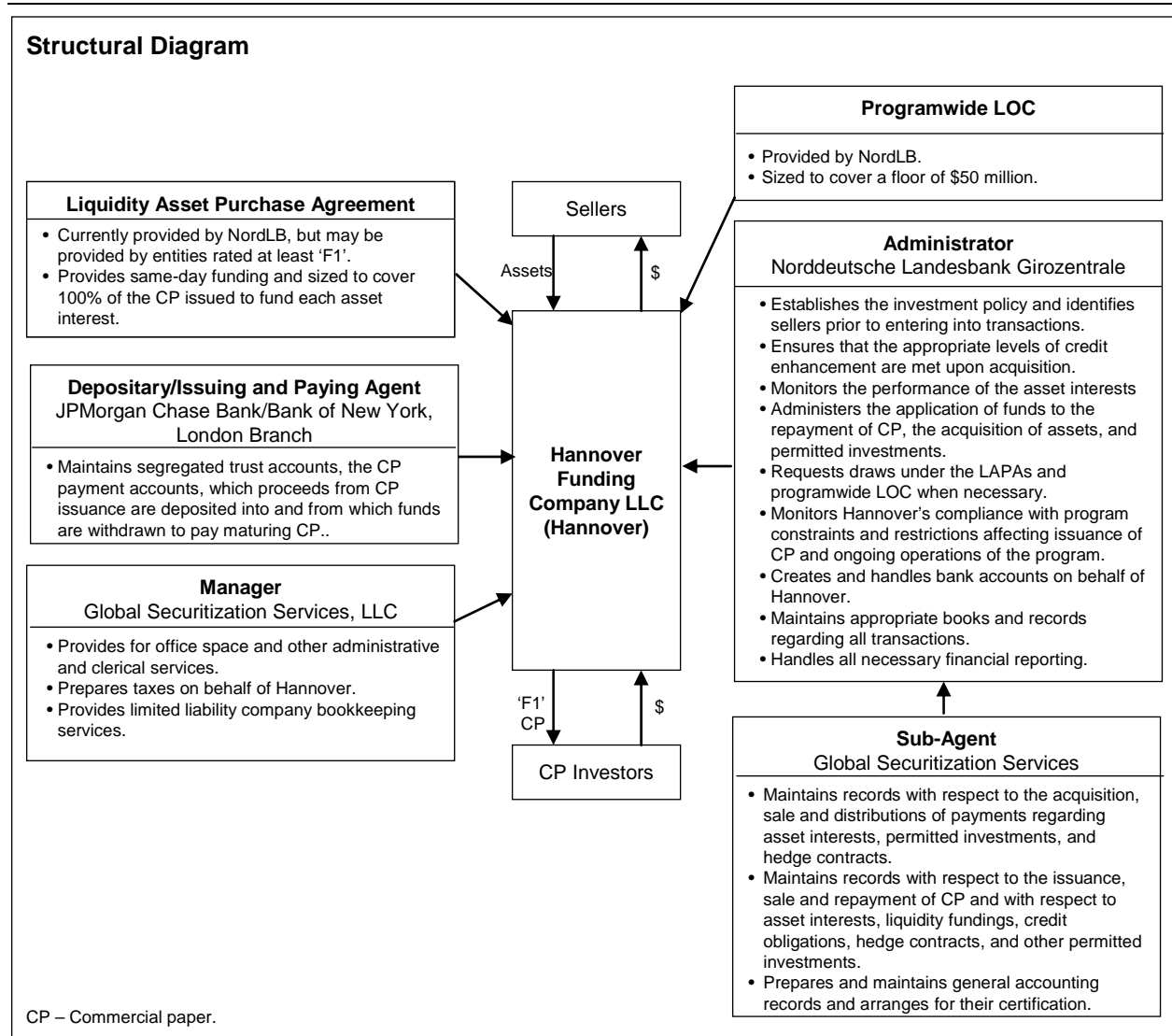
NordLB has requested that Fitch assign a rating to the CP issued by Hannover. The expected rating of 'F1' is based on the full credit and liquidity support provided by NordLB, a sound legal structure, and the administrative capabilities of NordLB.

■ Issuer

Hannover is a bankruptcy-remote special purpose Delaware LLC. Its sole purpose is to purchase or make loans secured by interest in receivables and similar assets, and to fund such purchases and advances through the issuance of US and Euro CP. Hannover issues U.S. CP with maturities of up to 270 days and Euro CP with maturities of up to 183 days from issuance.

Hannover cannot incur any indebtedness other than CP, draws pursuant to the LAPA or LOC, and other incidental amounts permitted under the organizational documents. All parties to the program documents, including NordLB, the depository, the issuing and paying agent, and the CP dealers have agreed not to file bankruptcy petitions against Hannover until one year and one day after all CP is paid in full. All existing and future asset transferors are also required to agree to the same, thus mitigating bankruptcy concerns.

Hannover's CP represents an unsecured debt obligation. However, the full support afforded by the liquidity and credit agreements, restriction from incurring other debts not described above, and the bankruptcy-remote structure of the program mitigate this concern.



■ **Asset Quality**

As the program's administrator, NordLB is responsible for establishing and enforcing the investment policy. NordLB refers eligible assets and, for the purpose of making loans, qualified corporations. The asset interests purchased by Hannover are structured with transaction-specific credit enhancement deemed appropriate by NordLB.

Hedging

To mitigate any foreign exchange risk, Hannover will enter into hedging agreements with counterparties rated at least as high as the current rating of the CP. NordLB indemnifies Hannover, on a same day basis, for any foreign exchange hedging shortfalls.

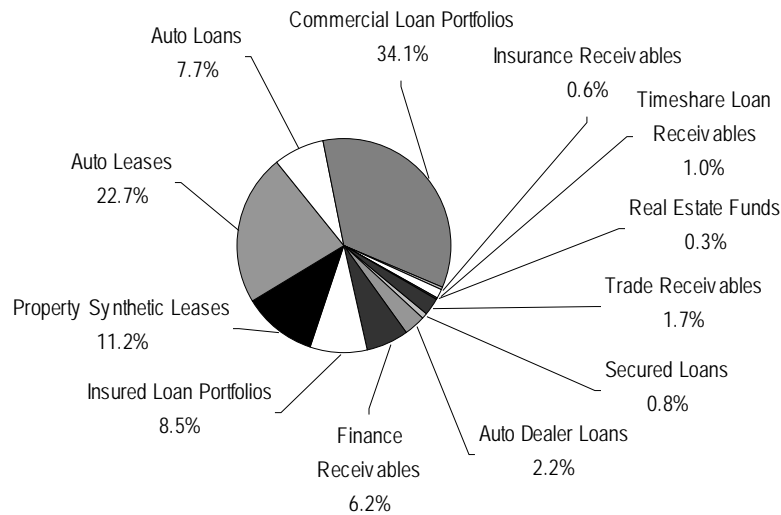
Cash Investments

Giving consideration to future maturities of outstanding CP, NordLB may invest excess funds in the instruments listed below:

- Securities issued or guaranteed by the U.S. government.
- Bankers' acceptances, CDs, and other interest bearing obligations of banks rated at least as high as the rating of the CP.
- Repurchase obligations with counterparties rated at least as high as the rating of the CP.

Hannover's Portfolio by Asset Class

(As of March 2008)



Source: Fitch Ratings and NordLB.

- CP rated at least as high as the CP issued by Hannover.
- Shares in money market funds rated at least as high as the rating of the CP.

■ **Liquidity Support**

To facilitate full and timely repayment of the CP, each asset will be supported by a master LAPA, which governs transaction-specific liquidity commitments. The liquidity commitments will be designed to provide same-day funding and sized to cover 100% of the CP issued to fund the respective asset interest. Liquidity support is provided by NordLB and other entities rated at least 'F1'. Hannover will draw on the LAPA in amounts sufficient to repay the maturing CP when needed. Liquidity draws are deposited directly into the CP payment account and are not subject to a payment waterfall.

Liquidity providers will not be obligated to advance only if, after giving effect to a purchase, the amount advanced would exceed the provider's maximum commitment amount or if Hannover is subject to an insolvency proceeding. The liquidity funding formulas do not carve out for defaulted assets. Given this, and the limited outs to funding, and the program's bankruptcy-remote structure, the CP is considered fully supported by the LAPA.

■ **Credit Enhancement**

In addition to transaction-specific credit enhancement and the liquidity commitments, Hannover benefits from programwide credit enhancement in the form of a LOC issued by NordLB. The LOC's minimum stated amount is \$50 million.

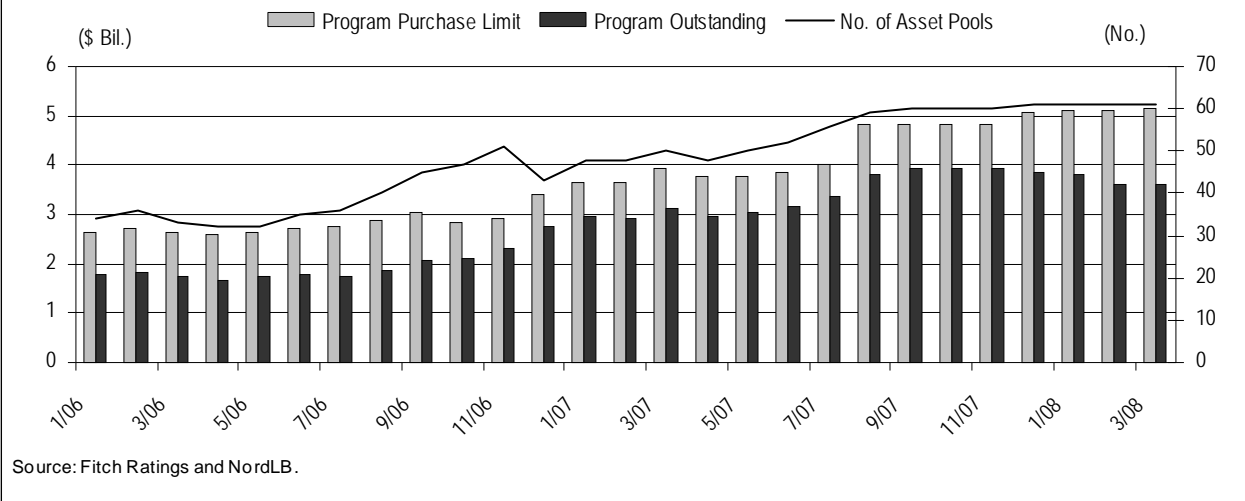
■ **CP Issuance Restrictions**

Certain conditions must be met prior to the issuance of any CP. Specifically, Hannover is precluded from issuing CP if:

- The face amount of CP would exceed the total invested amount plus all discount accrued and to accrue on the CP less the defaulted amount of asset interest.
- The aggregate face amount of CP would be greater than the sum of the amount committed under the liquidity facilities.
- Hannover's CP is downgraded below 'F1'.
- 10% of the required credit enhancement has been drawn for a period of 10 consecutive days.
- The available LOC is less than the required amount for 10 consecutive days.

Hannover's Historical Program Activity

(As of March 2008)



- The CP maturity date would be later than 270 days from issuance for U.S. CP, 183 days from issuance for Euro CP.
- The CP maturity date would be later than the expiration date of the LOC.
- After accounting for the new CP being issued, the total face amount of CP with the same or earlier maturity date as the CP being issued would exceed the aggregate liquidity commitment amounts with expiry dates not later than such CP maturity date.
- The CP would be required to be registered under the Securities Act or any similar requirement under non-U.S. laws.
- The hedge requirement dictated by the investment policy is not satisfied.
- NordLB's short-term debt is rated lower than that rating assigned to the CP issued by Hannover.
- Bankruptcy proceedings are entered into by or against Hannover and continue unstayed or undismissed for 60 days.

■ **Key Parties**

Administrator

NordLB serves as Hannover's administrator. The administrator duties in connection with asset purchases include:

- Establishing the investment policy and identifying sellers prior to entering into transactions.
- Negotiating the terms of purchase and hedge agreements and enforcing such agreements.
- Ensuring that the appropriate levels of credit enhancement are in place upon acquisition.
- Monitoring the performance of the purchased assets.

NordLB's duties in connection with the issuance and payment of CP include:

- Ensuring that conditions to funding are satisfied prior to the issuance of CP.
- Requesting draws under the LAPAs and programwide LOC when necessary.
- Notifying the placement agents of Hannover's funding requirements.
- Acting on behalf of Hannover by instructing the depository on when to issue CP notes.
- Applying the proceeds of the sale of CP and funding draws according to the operations of the program.

NordLB's additional administrative responsibilities include:

- Monitoring the rating of the CP when necessary.
- Arrange for the retention of deposit institutions and CP dealers.
- Creating and handling Hannover's bank accounts.

- Providing periodic reports on Hannover's investments.
- Maintaining appropriate books and records regarding all transactions.
- Handling all necessary financial reporting.

Sub-Agent

Global Securitization Services (Global) serves as Hannover's sub-agent. In addition to assisting NordLB with certain responsibilities listed above, Global assumes responsibility for the following:

- Maintaining records with respect to the acquisition, sale, and distributions of payments regarding asset interests, permitted investments, and hedge contracts.
- Maintaining records with respect to the issuance, sale, and repayment of CP and with respect to asset interests, liquidity fundings, credit obligations, hedge contracts, and other permitted investments.
- Preparing and maintaining general accounting records and arranging for their certification.

Manager

Global Securitization Services, LLC (GSS), will act as manager for Hannover. In this role, GSS will provide assistance to and perform various services for Hannover. Those responsibilities will include designating individuals to serve as managers, officers, and employees of Hannover; arranging meetings of Hannover's board of directors; maintaining Hannover's corporate books and records; and representing Hannover in its ongoing corporate operations, including any necessary ancillary services.

Depository Agent/Issuing and Paying Agent

JPMorgan Chase Bank serves as issuing and paying agent for Hannover in connection with the sale and repayment of U.S. CP, while Bank of New York, London Branch serves as issuing and paying agent with respect to Euro CP. Trust accounts are established, into which the proceeds from the issuance of notes are deposited and from which funds are withdrawn for the repayment of maturing notes. If funds on deposit with the issuing and paying agent should be insufficient to repay maturing notes, the administrator will request an advance under the related LOC or LAPA to obtain sufficient funds to repay the maturing notes.

Hannover Funding Company LLC

U.S. CP Rating	F1	Max. Program Size	N.A.
Euro CP Rating	F1		
Sponsor	Norddeutsche Landesbank Girozentrale	Exemption	4(2)
Company Contact	Omar Bolli +1 212 812-6946 omar.bolli@nordlb.com	Fitch Analysts	Kevin Corrigan +1 212 908-9156 Aoto Kenmochi, CFA +1 212 908-0867
Program Restructure Date	May 2008	Administrative Agent	Norddeutsche Landesbank Girozentrale
		Program Type	Fully supported, multiseller
Description	Hannover Funding Company LLC (Hannover) is an asset backed commercial paper (CP) conduit sponsored by Norddeutsche Landesbank Girozentrale (NordLB), rated 'A'/F1' by Fitch Ratings. Hannover is a special purpose, bankruptcy-remote Delaware LLC established to issue U.S. and Euro CP with maturities of up to 270 days for U.S. CP and 183 days for Euro CP, the proceeds of which are used to purchase or make loans secured by interests in receivables and similar assets. Hannover is not subject to a specific program size.		
Credit and Investment Policy	As the program's administrator, NordLB is responsible for establishing and enforcing the investment policy. NordLB refers eligible assets and, for the purpose of making loans, qualified corporations. Hannover is supported by two layers of loss protection.		
Credit Enhancement	The asset interests purchased by Hannover are structured with transaction-specific credit enhancement deemed appropriate by NordLB.		
<i>Transaction-Specific</i>			
<i>Programwide</i>	In addition to transaction-specific credit enhancement and the liquidity commitments, Hannover benefits from programwide credit enhancement in the form of a LOC issued by NordLB. The LOC's minimum stated amount is \$50 million.		
Liquidity Support	To facilitate full and timely repayment of the CP, each asset will be supported by a master LAPA, which governs transaction-specific liquidity commitments. The liquidity commitments will be designed to provide same-day funding and sized to cover 100% of the CP issued to fund the respective asset interest. Liquidity support is provided by NordLB and other entities rated at least 'F1'. Hannover will draw on the LAPA in amounts sufficient to repay the maturing CP when needed. Liquidity draws are deposited directly into the CP payment account and are not subject to a payment waterfall.		
<i>Liquidity Outs</i>	Liquidity providers will not be obligated to advance only if, after giving effect to a purchase, the amount advanced would exceed the provider's maximum commitment amount or if Hannover is subject to an insolvency proceeding. The liquidity funding formulas do not carve out for defaulted assets. Given this, and the limited outs to funding, and the program's bankruptcy-remote structure, the CP is considered fully supported by the LAPA.		
Hedging	To mitigate any foreign exchange risk, Hannover will enter into hedging agreements with counterparties rated at least as high as the current rating of the CP. NordLB indemnifies Hannover, on a same day basis, for any foreign exchange hedging shortfalls.		

N.A. – Not available.

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