Aeroporti di Roma

Quarterly report as of September 30, 2012

Aeroporti di Roma Società per Azioni
Registered office in Fiumicino (Rome) - Via dell'Aeroporto di Fiumicino, 320
Fully paid-in capital stock €62,224,743.00
A company managed and coordinated by Gemina S.p.A.

www.adr.it

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CORPORATE OFFICERS

Aeroporti di Roma SpA

after the General Meeting and Board Meeting of April 15, 2010, the General Meeting of April 13, 2011, the Board Meeting of May 9, 2011, the General Meeting of June 8, 2011 and the Board Meeting of September 29, 2011, the General Meeting of November 10, 2011 and the Board Meeting of November 11, 2011

Board of Directors *(Three-year period 2010-2012)*	
Chairman	Fabrizio Palenzona
Deputy Executive Chairman	Carlo Bertazzo
Managing Director	Lorenzo Lo Presti
Directors	Giuseppe Angiolini Mario Canapini Stefano Cao Beng Huat Ho Enzo Mei Gianni Mion Clemente Rebecchini Paolo Roverato
Secretary	Antonio Sanna

Board of Statutory Auditors *(Three-year period 2010-2012)*	
Chairman	Maria Laura Prislei
Statutory Auditors	Luca Aurelio Guarna Silvano Montaldo Enrico Proia Mario Tonucci
Alternate Auditors	Piero Alonzo Cristiano Proserpio

Independent Auditors *(period 2007-2012)*	Deloitte & Touche SpA

HIGHLIGHTS

The table below summarizes the main traffic data for the third quarter and the first nine months of 2012 for the Roman airport system managed by the Parent Company Aeroporti di Roma SpA ("ADR") showing changes with respect to the same periods in 2011.

TRAFFIC PERFORMANCE

Traffic component	3rd quarter 2012		Jan.-Sept. 2012	
	SYSTEM (°)	% change (*)	SYSTEM (°)	% change (*)
Movements (no.)	103,603	(2.2)	280,802	(4.1)
Tonnage	8,289,561	(1.3)	22,186,191	(3.2)
Total passengers (no.)	12,641,789	(0.3)	32,301,013	(0.8)
Total cargo (kg)	38,782,108	(4.7)	112,842,134	(7.0)

(°) Fiumicino + Ciampino
(*) compared to the same period of 2011

The following table shows the Aeroporti di Roma Group's ("ADR Group") financial and operational highlights for the third quarter and the period Jan-Sept. 2012.

ADR GROUP

***Consolidated financial and operational highlights** (€000)*	*3rd quarter 2012*		*3rd quarter 2011*
Revenues	181,073		177,383
EBITDA	100,287		93,518
EBIT	61,387		58,447
Net income (loss):			
minority interest	145		171
Group share	235,872		22,863
Capital investment (including the portion charged to the Civil Aviation Authority)	14,046		14,231
	Jan.-Sept. 2012	**2011**	***Jan.-Sept. 2011***
Revenues	473,969	620,036	468,313
EBITDA	234,595	295,654	226,362
EBIT	128,888	157,297	121,927
Net profit (loss) for the period:			
minority interest	382	424	479
Group share	249,424	41,492	33,076
Investments (including the portion charged to the Civil Aviation Authority)	35,039	67,986	47,556
	09.30.2012	***12.31.2011***	***09.30.2011***
Invested capital	1,913,195	1,946,587	1,953,062
Shareholders' equity (including minority interest)	1,042,354	792,548	784,187
Group shareholders' equity	1,041,369	791,945	783,529
Net financial indebtedness	870,841	1,154,039	1,168,875
Headcount at period end	2,528	2,589	2,759
Ratios	***Jan.-Sept. 2012***	**2011**	***Jan.-Sept. 2011***
Average revenue per employee (€000)	199	258	195
No. of passengers/ Average headcount	13,549	17,708	13,556

INTERIM REPORT ON OPERATIONS

QUARTERLY REVIEW

As regards the results for the third quarter of 2012, note that the levels of the ADR Group business are related to movement flows of people and goods, which for the business and leisure segment are strongly affected by seasonal differences. Traffic volumes in the first quarter are traditionally the lowest of the year, whereas the third quarter normally records a high concentration of traffic. This seasonal nature of business is therefore also reflected in the economic and financial results of each quarter.

In economic and financial terms, the first nine months of this year were characterized by:
- a slightly negative trend for passenger traffic, due to the general macroeconomic context, particularly in Italy and in the European Union, with a 0.8% change compared to the same period of the previous year;
- a more significant reduction in movements (down 4.1%) and tonnage (down 3.2%), consequently to the commercial policies adopted by the carriers and aimed at increasing the load factor and improving the use of their fleets;
- the transfer, at the end of September 2012, of the retail business through the sale of the associated undertaking ADR Retail S.r.l.. This transaction generated a non-recurring income of 213.5 million euros, net of ancillary costs.

The final figures at September 30, 2012 show rising revenues (474.0 million euros, up 1.2%) and contained operating costs (down 1.2%), with a positive effect on EBITDA, equal to 234.6 million euros (up 3.6%).
The Group's positive net final result of 249.4 million euros includes the mentioned net gain from the sale of the retail business.

The financial position of the ADR Group at September 30, 2012 shows a net debt of 870.8 million euros, thus recording a considerable reduction due to both the sale of the retail business and the operating cash flow, net of the investments made.

Concerning the definition of the new Planning Agreement, September 12, 2012 saw the start of the second and last public consultation convened by ENAC (Italian Civil Aviation Authority) and concerning the fee regulation and the trend for 2013-2016. This procedure was completed at the end of October with the Grantor voting in favor of the proposal shared with ADR. On October 25, 2012 ENAC and ADR signed the contractual deeds. The effectiveness of the Planning Agreement is subject to the approval with Decree by the Prime Minister – on the proposal of the Ministry of Infrastructure, in agreement with the Minister of the Economy – by December 31, 2012.

This agreement finally sets the conditions for the modernization and expansion of the most important Italian airport system while significantly improving the quality of the service offered to passengers and airlines. The resulting regulatory framework is in line with best international practices and will allow a reduction in the fee gap existing with the European average (now equal to 95%), which has accumulated following the block of airport fees since 2000. The new fees will be aligned with the provisions of the SEA Planning Agreement.
The Planning Agreement provides for 2.5 billion euros worth of investments to be made in the next ten years (to expand the current terminal) as part of a plan for a total of 12 billion euros until 2044, which includes the expansion north of the airport. With the planned investments – funded entirely with private capital – Fiumicino airport will be able to increase its capacity up to over 100 million passengers; this size is needed to satisfy the expected traffic development for Rome, which is a natural hub for the Mediterranean, in addition to being one of the main tourist destinations in the world.

We wish to point out the absolute and urgent need to successfully close the new Planning agreement, also with a view to carrying out the related investments necessary to overcome the current airport infrastructural saturation.

THE GROUP'S RESULTS FOR THE PERIOD

The accounting standards applied to prepare this Report are those adopted in the preparation of the annual financial statements for the year ended December 31, 2011, to which reference is made for a description.

Compared to December 31, 2011, the subsidiary undertakings ADR Mobility S.r.l. ("ADR Mobility"), ADR Security S.r.l. ("ADR Security") and ADR Retail S.r.l. ("ADR Retail") were included in the basis of consolidation; for the latter only the economic results until September 30, 2012 were consolidated, the last day the company was managed as part of the ADR Group before being sold to third parties, thus excluding the asset values[1] as of the above mentioned date.

Consolidated economic position

Reclassified consolidated income statement

(Euros/thousand)

2011		Third Quarter 2012		Third Quarter 2011		Jan.-Sept. 2012		Jan.-Sept. 2011		Change	Change %
614,408	Revenues from sales and services	180,309		176,072		470,477		464,318		6,159	1.3%
5,628	Contract work in progress	764		1,311		3,492		3,995		(503)	(12.6%)
620,036	A.- REVENUES	181,073	100.0%	177,383	100.0%	473,969	100.0%	468,313	100.0%	5,656	1.2%
4,631	Capitalized costs and expenses	981		1,395		2,665		2,945		(280)	(9.5%)
624,667	B.- REVENUES FROM ORDINARY ACTIVITIES	182,054		178,778		476,634		471,258		5,376	1.1%
				0							
(204,005)	Cost of materials and external services	(51,967)	(28.7%)	(55,315)	(31.2%)	(148,891)	(31.4%)	(151,819)	(32.4%)	2,928	(1.9%)
420,662	C.- GROSS MARGIN	130,087	71.8%	123,463	69.6%	327,743	69.1%	319,439	68.2%	8,304	2.6%
(125,008)	Payroll costs	(29,800)	(16.5%)	(29,945)	(16.9%)	(93,148)	(19.7%)	(93,077)	(19.9%)	(71)	0.1%
295,654	D.- GROSS OPERATING INCOME	100,287	55.4%	93,518	52.7%	234,595	49.5%	226,362	48.3%	8,233	3.6%
(116,106)	Amortization and depreciation	(30,107)		(28,971)		(88,573)		(86,743)		(1,830)	2.1%
(7,367)	Other provisions	(4,105)		(2,543)		(8,549)		(7,500)		(1,049)	14.0%
(20,772)	Provisions for risks and charges	(3,341)		(11,077)		(7,173)		(17,675)		10,502	(59.4%)
5,888	Other income (expense), net	(1,347)		7,520		(1,412)		7,483		(8,895)	(118.9%)
157,297	E.- OPERATING INCOME	61,387	33.9%	58,447	32.9%	128,888	27.2%	121,927	26.0%	6,961	5.7%
(71,578)	Financial income (expense), net	(17,656)	(9.8%)	(18,007)	(10.2%)	(51,089)	(10.8%)	(53,812)	(11.5%)	2,723	(5.1%)
	Adjustments to financial assests	0		0		(6)		0		(6)	0.0%
85,719	F.- INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	43,731		40,440		77,793		68,115		9,678	14.2%
127	Extraordinary income (expense), net	213,498		(220)		210,938		(195)		211,133	n.e.
85,846	G.- INCOME BEFORE TAXES	257,229		40,220		288,731		67,920		220,811	325.1%
(52,626)	Income taxes for the period	(21,320)		(22,089)		(41,503)		(41,400)		(103)	0.2%
8,696	Deferred tax assets	107		4,902		2,577		7,035		(4,458)	(63.4%)
41,916	H.- NET INCOME FOR THE PERIOD	236,016		23,033		249,805		33,555		216,250	644.5%
	including:										
424	- Minority interest	145		171		382		479		(97)	(20.3%)
41,492	**- Group interest**	**235,872**		**22,863**		**249,424**		**33,076**		**216,348**	**654.1%**

[1] The financial position of ADR Retail at September 30, 2012 used for consolidation purposes was not approved by the new Board of Directors of the Company, but represents, pursuant to the agreements with the purchaser, the statement of affairs that will be subject to limited verification by an auditor chosen by the parties to determine the adjustment on the sale price.

In the <u>third quarter of 2012</u>, a period that benefits from the effects of the peak season, the Group recorded consolidated revenues increasing by 2.1% thanks to the contribution of the aeronautical (up 1.5%) and non aeronautical (up 2.7%) activities.
EBITDA, equal to 100.3 million euros, rose by 7.2% compared to the reference period, while in terms of operating income, a more contained increase was recorded (up 5.1%) due to the lower contribution of the balance of other income and expense, partially offset by lower provisions for allowances for risks and charges.
The net income of the quarter in question, equal to 235.9 million euros compared to the net profit of 22.9 million euros of the third quarter 2011, was strongly affected by the gain obtained from the sale of ADR Retail.

An overall analysis of the trend for the <u>first nine months of the year</u> shows **consolidated revenues** of 474.0 million euros, up by 1.2% compared to the same period of 2011, thanks to the positive contribution of the non-aeronautical segment, which grew by 1.8%, and, to a lower extent, to aeronautical activities (up 0.7%), having benefitted from the fee increase related to target inflation rate only starting from the month of June 2012.
For a more in-depth description of the performance of the consolidated revenues, reference should be made to the paragraph dedicated to "The Group's activities".

The **cost of materials and external services** totaled 148.9 million euros, with a 1.9% decrease mainly deriving from the combined effect of:

- *raw materials and goods for resale*: increase of 2.6 million euros substantially due to higher charges for the purchase of electricity deriving from the increased oil price;
- *external service costs*: decrease of 5.5 million euros thanks to the drop in costs for consultants' fees and professional services, communication expenses as well as to the canteen management costs having ceased in the third quarter.

Payroll costs, equal to 93.1 million euros, are in line with those of the first nine months of 2011 (up 0.1%) since the impact on payroll costs deriving from the more unfavorable workforce mix was substantially offset by the reduction in the workforce (down by 17.4 staff).

The **gross operating income**, equal to 234.6 million euros, rose compared to the reference period by 3.6%, with an impact on revenues growing from 48.3% in 2011 to 49.5%.

Amortization and depreciation in the period rose by 1.8 million euros and the negative balance of other income and expense of 1.4 million euros worsened by 8.9 million euros compared to the reference period, which included the amount of 8.0 million euros due to ADR as part of the dispute concerning the service of performing 100% screening of checked baggage.
Despite a still high load of provisions for doubtful accounts and allowances for risks and chargers (15.7 million euros) in connection with new disputes/potential liabilities and risks on the recoverability of receivables arising, the provisions for the period are in any case lower by 9.5 million euros compared to the first nine months of 2011.

Due to this trend, the **operating income** stood at 128.9 million euros compared to 121.9 million euros of 2011, up by 5.7%.

Net financial expense of 51.1 million euros was 2.7 million euros lower than the reference period thanks to the progressive borrowing reduction and the favorable performance of floating rates.

Extraordinary items, equal to 210.9 million euros, include the gain from the sale of the subsidiary undertaking ADR Retail which, net of the latest estimate of the transaction costs incurred on the sale (10.7 million euros) and the price adjustment established by the contractual agreements (1.2 million euros) amounts to 213.5 million euros. For further information reference should be made to the section on Corporate transactions.
Extraordinary items also include non recurrent costs for 2.3 million euros regarding corporate transactions and the procedures for the sale of ADR Mobility and the "vehicle maintenance" activity branch.

Against an increase in **net current and deferred tax expense** for a total of 4.6 million euros, a decrease in the ordinary tax rate was recorded, due to the effects of the changes in the tax legislation introduced by the so-called "Save Italy measure".

Due to the trends represented above, the ADR Group pursued in the first nine months of the year a **net income** of 249.4 million euros compared to the net income of 33.1 million euros recorded in the same period last year.

Consolidated financial position

As of September 30, 2012 the **consolidated invested capital** amounted to 1,913.2 million euros, down by 33.4 million euros compared to the end of the previous year due to a reduction in fixed assets, partly offset by the increase in working capital and the reduction in the employee severance indemnities.

Reclassified consolidated balance sheet
(Euros/thousand)

09-30-2011		09-30-2012	12-31-2011	Change
	A. - NET FIXED ASSETS			
1,873,794	Intangible fixed assets *	1,826,767	1,864,611	(37,844)
190,255	Tangible fixed assets	180,180	189,075	(8,895)
2,783	Non - current financial assets	2,770	2,782	(12)
2,066,832		2,009,717	2,056,468	(46,751)
	B. - WORKING CAPITAL			
19,619	Inventory	11,290	18,494	(7,204)
197,747	Trade receivables	209,522	183,529	25,993
69,747	Other assets	77,153	76,321	832
(140,811)	Trade payables	(127,414)	(133,455)	6,041
(82,361)	Allowances for risks and charges	(82,121)	(84,333)	2,212
(152,723)	Other liabilities	(161,300)	(145,645)	(15,655)
(88,782)		(72,870)	(85,089)	12,219
	C. - INVESTED CAPITAL, minus			
1,978,050	short-term liabilities (A+B)	1,936,847	1,971,379	(34,532)
24,988	D. - EMPLOYEE SEVERANCE INDEMNITIES	23,652	24,792	(1,140)
	E. - INVESTED CAPITAL, minus short-term			
1,953,062	**liabilities and E.S.I. (C-D)**	**1,913,195**	**1,946,587**	**(33,392)**
	financed by:			
	F. - SHAREHOLDERS' EQUITY			
783,529	- Group interest	1,041,369	791,945	249,424
658	- Minority interest	985	603	382
784,187		1,042,354	792,548	249,806
1,295,111	G. - MEDIUM/LONG-TERM BORROWING	786,611	1,295,111	(508,500)
	H. - NET SHORT-TERM BORROWING			
	(NET CASH AND CASH EQUIVALENTS)			
82,857	.Short-term borrowing	517,554	89,465	428,089
(209,093)	.Cash and current receivables	(433,324)	(230,537)	(202,787)
(126,236)		84,230	(141,072)	225,302
1,168,875	(G+H)	870,841	1,154,039	(283,198)
1,953,062	**I. - TOTALE AS IN "E" (F+G+H)**	**1,913,195**	**1,946,587**	**(33,392)**
1,614,038	*(*) including the value of the concession totaling*	*1,564,754*	*1,601,717*	*(36,963)*

Net fixed assets dropped by 46.8 million euros compared to December 31, 2011, as amortization and depreciation were higher than the investments made in the period.

The **working capital** increased by 12.2 million euros mainly as a result of the rise in trade receivables, which at the end of 2011 grew by 26.0 million euros consequently to a seasonal component. However, also compared to September 30, 2011 a slight increase is recorded in the extension days due to the growing exposure towards the main customer and, to a lower extent, to the sub-concession of the retail business that so far had been managed directly by the Group.
The main changes in the other working capital components are:

- decrease in inventory for 7.2 million euros due mostly to the exclusion of ADR Retail from the basis of consolidation;
- decrease in trade payables by 6.0 million euros again as a result of the sale of ADR Retail;
- decrease of 2.2 million euros in allowances for risks and charges due to the combined effect of the uses of the period for 9.4 million euros – 7.4 million euros of which concern the revocation action Volare under special administration – partly offset by provisions for 7.2 million euros, deriving from the updated assessment of risks/disputes pending;
- increase in “other liabilities” of 15.7 million euros mainly due to:
  . increase in the amount due for firefighting services of 6.3 million euros for the estimate of the amount payable for the period,
  . increase in deferred income (up 12.4 million euros) for the advance billing of royalties.

The reduction in the **employee severance indemnities** is substantially due to the deconsolidation of ADR Retail (down 1.4 million euros).

In terms of funding, the reduction in invested capital led mainly to a reduction in **net debt** (down 283.2 million euros), which stood at 870.8 million euros as at September 30, 2012, and an increase in **shareholders’ equity** for 249.8 million euros attributable to the profit for the period.

Consolidated net debt

(Euros/thousand)

09-30-2011		09-30-2012	12-31-2011	Change
(2,758)	Titles - Bonds	(2,758)	(2,758)	0
97,850	Due to banks	89,350	97,850	(8,500)
1,200,019	Due to other financial institutions	700,019	1,200,019	(500,000)
1,295,111	**A- MEDIUM/LONG -TERM BORROWING**	**786,611**	**1,295,111**	**(508,500)**
74,991	Due to banks	9,817	75,322	(65,505)
7,866	Due to other financial institutions	507,737	14,143	493,594
82,857	**Short-Term Borrowing**	**517,554**	**89,465**	**428,089**
(56,131)	Receivables due from others	(43,685)	(56,112)	12,427
(152,962)	Cash on hand and in banks	(389,639)	(174,425)	(215,214)
(209,093)	**Cash and current receivables**	**(433,324)**	**(230,537)**	**(202,787)**
(126,236)	**B- NET SHORT-TERM BORROWING (NET CASH AND CASH EQUIVALENTS)**	**84,230**	**(141,072)**	**225,302**
1,168,875	**NET DEBT (A+B)**	**870,841**	**1,154,039**	**(283,197)**

The **medium/long term borrowing** decreased by 508.5 million euros due to:

- reclassification to short-term borrowing of Tranche A1, equal to 500.0 million euros, of the payable to Romulus Finance S.r.l. (“Romulus Finance”) maturing in February 2013;
- reclassification, among short-term borrowing, of the portions of the Banca BIIS loan falling due in March and September 2013 and totaling 8.5 million euros.

Short-term borrowing rose by 225.3 million euros, reflecting the combined effect of:

- a 65.4 million euros reduction in amounts due to banks related to the repayment, upon the maturity date of February 20, 2012, of the residual amount of the Term Loan Facility; the reclassification of the 8.5 million euros portion of the Banca BIIS loan falling due in March and September 2013 was offset by the payment of the portion of the BIIS loan of the same amount falling due in March and September 2012;
- increased amounts due to other financial institutions by 493.6 million euros attributable to the reclassification of Tranche A1 for 500.0 million euros, net of the reduction of 6.4 million euros of the debt related to the ascertained interest accrued in the period but not settled yet; for the refinancing of Tranche 1, reference is made to the section "Update of the information relating to the financial risk";
- higher cash on hand and in banks and current receivables for 202.8 million euros mainly attributable to the collection from the sale of ADR Retail, partly offset by the loan repayment above.

Cash on hand and in banks of the Group amounting to 389.6 million euros at September 30, 2012 are deposited as a portion on the bank accounts subject to special use constraints. In particular:

- 100.5 million euros deposited on a loan collateral bank account to repay Tranche A1 in February 2013;
- 229.4 million euros, corresponding to the income from the sale of the subsidiary undertaking ADR Retail, deposited on bank accounts and subject to the repayment of the existing debt. The attribution to the lines of credit involved in the repayment must be subject to a specific request of consent (see paragraph on "Subsequent events").

Statement of consolidated cash flows

(Euros/thousand)

2011		Jan.-Sept. 2012	Jan.-Sept. 2011
222,235	**A.- NET CASH AND CASH EQUIVALENTS - opening balance**	141,072	222,235
	B.- CASH FLOWS FROM (FOR) OPERATING ACTIVITIES		
41,916	Net income (loss) for the period	249,805	33,555
116,106	Amortization and depreciation	88,573	86,743
(2)	(Gains) losses on disposal of fixed assets, net of the transfer costs and the tax effect	(210,495)	(2)
(4,292)	Net change in working capital (1)	(9,115)	(599)
(3,698)	Net change in employee severance indemnities (1)	258	(3,502)
150,030		119,026	116,195
	C.- CASH FLOWS FROM (FOR) INVESTING ACTIVITIES		
	Investment in fixed assets:		
(42,924)	.intagible	(35,496)	(28,042)
(21,847)	.tangible	(7,661)	(17,726)
(8)	.financial	0	(11)
194	Proceeds from disposal, or redemption value of fixed assets (2)	207,329	193
(64,585)		164,172	(45,586)
	D.- CASH FLOW FROM (FOR) FINANCING ACTIVITIES		
(92,766)	Repayments of loans	0	(92,766)
(74,022)	Current portion of m/l term financial debt	(508,500)	(74,022)
180	Other changes	0	180
(166,608)		(508,500)	(166,608)
0	E.- DIVIDENDS PAID	0	0
(81,163)	F.- CASH FLOW FOR THE PERIOD (B+C+D+E)	(225,302)	(95,999)
141,072	**G.- NET CASH AND CASH EQUIVALENTS - closing balance (A+F)**	**(84,230)**	**126,236**

(1) the changes in the working capital and employee severance indemnities are posted net of the effect deriving from ADR Retail Srl leaving the consolidation area, equal to -3.1 million euros and 1.4 million euros, respectively.

(2) this item includes, in 2012, the sale price, net of the transfer costs and the tax effect (214.4 million euros) of the equity investment in ADR Retail Srl, net of the net cash and cash equivalents transferred (7.8 million euros).

In the first nine months of 2012 the operating activities carried out by the ADR Group generated an operating cash flow equal to 119.0 million euros in line with the reference period.

The internally generated financial resources were only partially absorbed by the coverage of the self-financed investments equaling 43.2 million euros (45.8 million euros in 2011), also including the investment regarding the ancillary charges of the loans.
Furthermore, the sale of the subsidiary undertaking ADR Retail resulted in a liquidity contribution, included in the item "Realizable price of fixed assets", equal to 206.6 million euros, deriving from the collection of the sale price (net of ancillary costs and the tax effect), equal to 214.4 million euros, partly offset by the company's cash on hand and in banks (7.8 million euros) excluded from the consolidation due to the sale.

Regarding the flows described above and the short term reclassification of the portion of medium/long-term loans falling due in the short term, amounting to 508.5 million euros, the net cash flow in the period was negative for 225.3 million euros.
The Group closed the period in question with a net short-term borrowing position of 84.2 million euros compared to net cash and cash equivalents of 126.2 million euros recorded at the end of the third quarter of 2011.

Analysis of net debt
(Euros/thousand)

2011		Jan.- Sept. 2012	Jan.- Sept. 2011
(1,239,664)	**A.- NET FINANCIAL BORROWING - opening balance**	**(1,154,039)**	**(1,239,664)**
295,654	EBITDA	234,595	226,362
(33,022)	Net change in operating working capital	(30,220)	(41,143)
(3,698)	Net change in employee severance indemnities	258	(3,502)
5,886	Other income (exp.), net	(1,422)	7,482
410	Extraordinary income (exp.), net	(2,520)	(209)
(46,214)	Current taxes paid	(35,869)	(24,293)
2,588	Other assets/liabilities (included allowances for risks and charges)	6,111	5,840
221,604	**B.- OPERATING CASH-FLOW**	**170,934**	**170,537**
(64,779)	Capex (tangibles, intangibles and financial)	(43,157)	(45,779)
194	Proceeds from disposal, or redemption value of fixed asset	207,329	193
157,019	**C.- FREE CASH-FLOW**	**335,106**	**124,951**
(71,574)	Financial income (exp.), net	(51,908)	(54,342)
180	Other changes	0	180
85,625	**D.- NET CASH-FLOW**	**283,198**	**70,789**
(1,154,039)	**E.- NET BORROWING - closing balance (A+D)**	**(870,841)**	**(1,168,875)**

REVIEW OF OPERATIONS IN THE QUARTER

Traffic trends

The global demand for "air traffic" recorded a 4.5% increase in the period January-August 2012[2] with a performance that rose by 2.2% in July and by 4.5% in August. In terms of annual progressive the result was driven by the growth recorded in the Middle East (up 11.8%) and Africa which, with a 9.4% increase in volumes, offset the losses related to the "social-political issues" of 2011.

In the period January-August, despite a 2.3% increase in passenger volumes, Europe was the segment with the most modest growth (Domestic down 0.4% and International up 3.1%), confirming to be the area mostly affected by the negative economic scenario: in July and August growth reached 1.1% and 2.2%, respectively.

In the same period passenger traffic in Italy substantially confirmed the volumes of the previous year (up 0.1%), consequently to a negative change of 2.1% in the Domestic component and a positive (up 1.8%) change in the international component. In July and August the changes compared to 2011 were up 0.3% and down 0.1%, respectively.

Traffic using the Roman airport system in the **third quarter of 2012** is broken down below into segments for Fiumicino and Ciampino, and Domestic and International traffic (European Union and non-European Union), in comparison with the same period of 2011:

Data for the third quarter of 2012

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	103.603	90.076	13.527	38.319	65.284
D% vs PY	-2,2%	-1,3%	-7,9%	-5,1%	-0,5%
Mtow	8.289.561	7.635.410	654.151	2.352.541	5.937.020
D% vs PY	-1,3%	-0,5%	-10,2%	-6,4%	+0,8%
Total Pax	12.641.789	11.429.265	1.212.524	3.565.815	9.075.974
D% vs PY	-0,3%	+0,4%	-6,3%	-8,0%	+3,1%
Freight (Kg)	38.782.108	35.110.243	3.671.865	1.203.758	37.578.350
D% vs PY	-4,7%	-2,9%	-19,1%	-14,6%	-4,4%
Mail (Kg)	1.622.386	1.622.386	0	1.085.157	537.229
D% vs PY	-14,2%	-14,2%	-100,0%	-12,1%	-18,1%

	International	Intl' EU	Intl' Extra EU
Movements	65.284	43.515	21.769
D% vs PY	-0,5%	-2,2%	+3,3%
Mtow	5.937.020	3.065.387	2.871.633
D% vs PY	+0,8%	-2,4%	+4,6%
Total Pax	9.075.974	5.720.767	3.355.207
D% vs PY	+3,1%	+1,4%	+6,2%
Freight (Kg)	37.578.350	6.915.620	30.662.730
D% vs PY	-4,4%	-9,5%	-3,1%
Mail (Kg)	537.229	122.680	414.549
D% vs PY	-18,1%	-49,1%	-0,1%

It must be remembered that, due to the closure from September 24 to October 2 of Ciampino airport (due to works to upgrade the surface of the runway), 825 flights were transferred in the month of September, for a flow of about 90,000 passengers. In the absence of these operations, the airport would have substantially confirmed the volumes of September 2011.

[2] latest data available; source ACI and Assaeroporti

In the third quarter of 2012 Alitalia, the reference carrier for Fiumicino airport, recorded a 2.5% drop in passenger volume, combined with a reduction in the capacity offered with regard to seats (down 2.1%), while confirming the movements instead (up 0.1%). Concerning passengers, in the International segment Alitalia recorded a 1.1% increase (with EU down 3.6% and non-EU up 6.1%), against a 5.5% decrease in the Domestic segment. Due to this trend, in the third quarter Alitalia recorded a drop in its market share which, by reaching 44.7%, decreased by 1.3% compared to the same period of 2011.
In terms of network development, at Fiumicino airport worth noting were some increases in the frequency of already existing connections such as China Eastern to Shanghai, as well as new flights being opened: these include Transaero to Moscow and Saint Petersburg, Alitalia to Tblisi and Air France to Strasburg. In terms of network reduction, worth noting, on the other hand, is the discontinuation of the activities of the Italian airline Wind Jet, which used to mainly serve the Italian airports of Catania (25 flights a week) and Palermo (14 flights a week), and the reduced frequency of Cathay Pacific to Hong Kong.

In the third quarter Ciampino airport recorded a 6.3% drop in passenger traffic due to the abovementioned closure of the airport (September 24 – October 2) and the consequent diversion of the flights to Fiumicino airport. In the absence of this event the airport would have substantially confirmed the passenger volumes of the same quarter of 2011.

In the **first nine months of 2012**, passenger traffic at the Roman airport system recorded the following performance:

Data January-September 2012

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	280.802	240.882	39.920	107.762	173.040
D% vs PY	-4,1%	-4,1%	-4,0%	-6,5%	-2,6%
Mtow	22.186.191	20.198.542	1.987.649	6.745.302	15.440.889
D% vs PY	-3,2%	-2,9%	-5,9%	-6,6%	-1,7%
Total Pax	32.301.013	28.792.894	3.508.119	9.980.220	22.320.793
D% vs PY	-0,8%	-0,5%	-2,8%	-5,6%	+1,6%
Freight (Kg)	112.842.134	100.437.311	12.404.823	3.611.532	109.230.602
D% vs PY	-7,0%	-6,3%	-12,3%	-24,9%	-6,3%

	International	Intl' EU	Intl' Extra EU
Movements	173.040	116.648	56.392
D% vs PY	-2,6%	-3,5%	-0,6%
Mtow	15.440.889	8.172.441	7.268.448
D% vs PY	-1,7%	-3,8%	+0,9%
Total Pax	22.320.793	14.362.818	7.957.975
D% vs PY	+1,6%	+0,4%	+3,7%
Freight (Kg)	109.230.602	21.987.384	87.243.218
D% vs PY	-6,3%	-8,7%	-5,6%

Fiumicino airport closed the first nine months of 2012 with a 0.5% decrease in passenger volume. Also in this case the negative performance was affected by the cuts in terms of capacity offered (movements down 4.1%, seats down 2.4%), while the load factor reached 72.0% and grew by 1.3 b.p. compared to 2011.

In terms of annual progressive, also Ciampino airport recorded a decrease in passengers (down 2.8%) and in the capacity offered (movements down 4.0%, seats down 0.5%), combined also in this case with a reduction in the load factor (equal to 75.6%, down 1.8% compared to the same period of 2011).

The Group's activities

In the third quarter of 2012 the Group's activities generated overall revenues of 181.0 million euros, totaling 474.0 million euros in the period January – September 2012, broken down as follows:

(in millions of euros)		Third Quarter 2012		Third Quarter 2011	Change %		Jan. - Sept. 2012		Jan. - Sept. 2011	Change %
Airport Charges		53.4		52.9	1.0%		137.7		138.1	(0.3%)
Centralized Infrastructures		12.5		12.1	2.8%		31.9		30.6	4.1%
Security		20.1		20.5	(2.0%)		52.6		53.4	(1.6%)
Other (PRM services, check in desks, etc)		10.1		9.2	10.8%		25.1		23.5	7.1%
AERONAUTICAL REVENUES		**96.1**		**94.7**	**1.5%**		**247.3**		**245.6**	**0.7%**
"Duty free" and "duty paid"		28.0		26.1	7.2%		69.0		67.1	2.8%
Sub-concessions and utilities										
- sub-concession and utilities	17.0		16.9		0.6%	47.1		46.0		2.4%
- commercial activities in sub-concession	19.9		16.7		19.2%	48.2		43.9		9.8%
		36.9		33.6	9.7%		95.3		89.9	6.0%
Parking		8.3		8.8	(5.3%)		23.2		24.0	(3.3%)
Advertising		4.9		5.0	(2.3%)		14.3		14.9	(3.9%)
Catering activities		0.0		1.8	(100.5%)		3.8		5.6	(32.5%)
State-financed works		0.8		1.3	(41.7%)		3.5		4.0	(12.6%)
Other (maintenance, other revenues form sales, cleaning, IT services, etc)		6.0		6.1	0.4%		17.6		17.2	1.9%
NON AERONAUTICAL REVENUES		**84.9**		**82.7**	**2.7%**		**226.7**		**222.7**	**1.8%**
TOTAL REVENUES (*)		**181.0**		**177.4**	**2.1%**		**474.0**		**468.3**	**1.2%**
(*) Revenues net of state -financed works		180.3		176.1	2.4%		470.5		464.3	1.3%

A review of operations in the quarter in the various areas of business which the Group is involved in and the performance of the third quarter and the first nine months of 2012 are provided below.

Aeronautical activities

Revenues from **airport charges** in the third quarter of 2012 equaled 53.4 million euros, up by 1.0% compared to the reference period, also benefitting from the adjustment of airport fees in line with the target inflation rate in force since June 6, 2012.
In the first nine months of the year fees, equal to 137.7 million euros, decreased by 0.3% compared to the same period of 2011, broken down as follows:

- landing, take-off and parking fees: equal to 43.7 million euros, down by 1.9% compared to the first nine months of 2011, due to the reduction in number of total movements recorded (down 4.1%), partly mitigated by a more contained percentage reduction in non-EU flights with a higher unit fee and the increase in fees occurred on June 6, 2012 to bring them in line with the target inflation (up 1.5%);
- passenger boarding fees: these amount to 91.9 million euros, recording a 0.6% increase compared with 2011, since the lost revenues due to the reduction in the number of domestic passengers handled (down 5.6%) was offset by an increase in non-EU passengers (up 3.7%) with a higher unit fee and, also in this case, the mentioned fee adjustment (up 1.5%);
- cargo revenues: the revenues stand at 2.1 million euros, down by 7.8% consequently to the reduced goods transported compared to the previous year (down 7.0%).

The revenues from the management of **centralized airport infrastructures** rose by 2.8% in the third quarter of 2012, with an overall increase for the first nine months of the year of 4.1% (31.9 million euros compared to 30.6 million euros of the period January-September 2011).
The result obtained in the first nine months of 2012 is attributable to:

- a 4.7% increase in revenues from baggage handling systems; this trend was affected by the greater use of the "NET6000" system and the distribution of the outbound passengers in the various airport areas that present different unit fees for baggage handling. Concerning the dispute pending with some carriers as regards the fee for the use of the "NET6000" system, following the negative opinion of the Attorney's Office concerning the possibility for ENAC to impose the prohibition for the flights of defaulting carriers to depart, injunctions were issued for the amounts due;
- 4.5% increase compared to the previous year in revenues relating to the loading bridges due to the greater availability of some systems of Satellite Ovest (subject to penalization for upgrade works in 2011) and improvements in bridge management.

Security activities (security checks on passengers and carry-on and checked baggage, explosive detection checks, other security checks requested) generated revenues of 52.6 million euros in the first nine months of 2012, 1.6% lower than the same period in 2011 (20.1 million euros in the third quarter of 2012, down by 2.0%). This performance derives from a decrease in passenger traffic and revenues for on-demand services provided at Fiumicino.

Revenues related to **other aeronautical activities**, equal in total to 25.1 million euros in the first nine months of 2012, grew by 7.1% (10.1 million euros in the third quarter of 2012, up by 10.8%). In particular, the trend of the following items is highlighted:

- assistance to passengers with reduced mobility ("PRM"): for this activity, carried out by the Parent Company ADR via a service agreement entrusted to the subsidiary undertaking ADR Assistance S.r.l., revenues were recorded for 12.4 million euros, up by 11.2% compared to the previous year due to the increase in the fees applied; this effect is partly mitigated by the reduction in passengers handled;
- passenger check-in desks: revenues, equaling 8.6 million euros, increased by 1.9% compared to last year due to the combined effect of the reduction in outgoing flights and the new rules of use which, being based on a maximum number of passengers to be accepted per flight on the individual desks, encourage a more intense use of the infrastructure;
- other aeronautical revenues: equal to 4.1 million euros and consisting of revenues for the use of common assets, luggage porters and left luggage, self-service trolleys, etc.

"Non-aeronautical" activities

The first nine months of managing the commercial activities were characterized by a difficult macroeconomic situation that negatively affected passengers' propensity to purchase, particularly for the Domestic and Schengen component.
The commercial development actions performed, combined with a rewarding traffic mix (3.0% growth for non-EU component characterized by greater propensity to purchase, and 2.7% drop in the Domestic/EU component, with lower spending), as well as the reviewed tender strategies for the selection of sub-concessionaries, allowed the crisis effect to be faced. Starting from May, commercial activities benefitted from the improved security times, which had a positive effect particularly on the turnover of the specialist retail and core categories.

Thanks to the 7.2% growth recorded in the third quarter, in the first nine months of 2012 **retail outlets directly managed** recorded a turnover of 69.0 million euros, up by 2.8% compared to the same period of 2011. Against the drop in outbound traffic volumes (down 0.8%), the average expenditure per passenger grew by 3.3%.
The good performance of sales was also accompanied by improved sale margins thanks to the actions taken at the end of 2011.

Since October 1, ADR Retail has been under the control of the Lagardere group through the subsidiary undertaking Aelia. The sub-concession agreement provides for the restructuring and extension of the sales areas with a plan of action that will be started at the beginning of 2013 with the aim of aligning the offer, image and service level to the best European standards.

With reference to **real estate activities,** revenues in the first nine months of 2012 from retail and other sub-concessions, deriving from fees and utilities, amount to 35.1 million euros, registering a 3.4% increase compared to the same period of the previous year. In the third quarter of 2012 revenues rose by 0.9%.
This trend is basically attributable to the adjustment of the unit values of the sub-concession fees to the inflation trends – where contractually provided for – recorded in the previous year as well as the greater fees for license, user and service fees to the "rent a car" following the transfer to Office Tower 2 in April 2011, with an overall doubling of the spaces used.
In addition, a general increase in electricity consumption is noted, with a consequent increasing effect on the fees for the recovery of the related charges.
The income originating from other fees charged at Fiumicino and Ciampino (catering, jet fuel, royalties on hotels, etc.) amounted to 12.0 million in the first nine months of the year, substantially in line with the comparison period (up 0.4%); a similar trend was recorded in the third quarter.

Revenues from **retail outlets managed by sub-concessionaires** in the period January – September 2012 equaled 48.2 million euros, with an increase compared to 2011 of 9.8%; the average revenue per passenger grew by 10.4%.
In the first nine months of 2012 "Specialist Retail" activities recorded revenues from royalties equal to 24.5 million euros, up by 7.2% in absolute terms and 8.1% in terms of average revenue per passenger. Concerning the product segments, worth mentioning is the particularly positive trends of the "Luxury" and "Fine Food" segments, up by 19.3% and 22.4% respectively, in terms of average revenue per passenger.
The "Other Royalties" passenger service activities in the first nine months recorded revenues for 5.8 million euros, up by 24.3% compared to the same period of 2011 and by 22.4% in terms of unit revenues.
Regarding "Food & Beverage", in the first nine months of 2012 revenues were 17.6 million euros, with growth up 8.7%; the revenue per passenger grew by 10.4%.

The management of **car parks** generated revenues for 23.2 million euros with a decrease of 3.3% compared to the previous year (down 5.3% in the third quarter). The reduction was slightly higher than the trend of the potential customer market, consisting of "outgoing" passengers, which dropped by 1.7%, thus determining a negative value in expenditure terms per passenger equal to 1.6%.
In detail the following trends were registered:

- passenger car parking: revenues equaling 19.8 million euros (down 3.9%) with an average expenditure down by 2.2%; This figure is strongly affected by the mix of outbound passengers, which saw a considerable decrease in domestic outbound passengers equal to -10.9%;
- airport operator car parking: revenues for 3.4 million euros, substantially in line with the reference period (up 0.4%).

During the period, new fee actions were implemented aiming to recover profitability margins in the passenger car park customer segments of the booking on line and walk-in distribution channels. Concerning marketing activities in support of the Easy Parking brand, web marketing activities continued to support the booking-on-line service. "The VIP" was created, a complementary service package dedicated to Easy Parking customers and accessible at facilitated conditions (fast track, VIP room, free trolleys).

Revenues from the **management of advertising spaces** in the first nine months of 2012 equaled 14.3 million euros, down by 3.9% compared to 2011 (down 2.3% in the third quarter of 2012).

Concerning the plan to focus on the core business, since July 1, 2012, the management of canteens for airport operators is no longer carried out by ADR but directly by the service supplier ADR provided spaces and equipment to by sub-concession. On July 1, the canteen service was started, reserved for employees of ADR and the subsidiary undertakings.

In the first half only revenues were obtained from the **refreshment outlets** totaling 3.8 million euros. This figure cannot be compared with the first nine months of 2011.

Contract work in progress, substantially comprising the revenues to repay the works financed by the state, relating to departure area F (formerly Pier C) net of the change in works in progress of the same nature, equaled 3.5 million euros compared to the first nine months of 2012 (down 0.5 million euros compared to 2011), 0.8 million euros of which relate to the third quarter of 2012.

In the **other activities** segment, with revenues of 17.6 million euros, the following trend is shown compared to the reference period:

- revenues for maintenance operations provided to third parties, equaling 7.2 million euros up 5.4%;
- revenues for cleaning fees and biological wastewater treatment for 2.9 million euros, up 3.3%;
- revenues for other sales (fuel, consumable materials, etc), equal to 2.4 million euros, up 11.3%.

Environmental protection

In the period in question data continued to be collected to prepare the first Sustainability report of ADR according to the “GRI” reference guidelines, and the activities to maintain and develop the ISO 14001 Environmental Management System (EMS) at Fiumicino and Ciampino continued according to plan. In September in particular SGA ISO 14001 was audited by the BVI Italia certifying body, which revealed full compliance with the relevant standards.

In July 2012 ADR became registered in the National Register of Environmental Managers for the activity of waste trade and intermediation, valid for the airports of Fiumicino and Ciampino.
At Fiumicino airport the program was continued to increase the sorting of airport waste for the portion comprising paper, cardboard, wood and plastic.
In July 2012 monitoring activities started, which concern the water of the channels present within the Fiumicino airport area and the nearby areas in order to assess its chemical and microbiological quality. This activity is aimed at verifying the possibility of conferring the water pumped from the future worksites to the abovementioned receiving areas rather than being discharged at sea through the west area of the airport as is the case right now.

The air quality continued to be monitored and a project is in progress to quantity CO_2 emissions deriving from the activities of Ciampino airport in order to obtain, similarly to Fiumicino airport, the certification of the methodology used to quantity the emissions at the airport (Airport Carbon Accreditation) and define improvement programs.

The continuous monitoring of the performance of wastewater treatment systems was pursued at Fiumicino airport, which showed the correct operation of the same systems and drinking water sampling continued at all the infrastructures at Fiumicino and Ciampino airport.
Some classes of waste (septic tanks) continued to be disposed of through the biological activated sludge system for wastewater treatment.

Quality

In the third quarter of 2012 monitoring of the level of service provided at the Roman airport system was ensured, as established by the Quality Plan for 2012, by about 14,000 objective checks being carried out. The quality of the main services provided to passengers was verified and in particular: check-in, carry-on baggage checks, baggage reclaim and punctuality of departing flights.

At Fiumicino airport the main indicators of the Service Charter were changed starting from July 1, 2012 (except for the punctuality of departing flights indicator), with a view to improving the times for the execution of the services.
In the quarter in question, the analysis of the trend of the quality levels shows an improved security process and more punctual departing flights compared to the reference period; regarding the baggage reclaim process, though not being included in the Service Charter, the performance appears to have improved in consideration of the change in the timing of the indicators. In detail:

- passengers checked in within the time set by the Service Charter in 92.7% for the domestic area and in 79.4% of cases for the international area. In consideration of homogenous reference parameters, the performance for 2012 for national flights is unchanged: 94.7% against 94.1% recorded in the same period of 2011, worsening slightly for international flights (83% compared to 84.4% of 2011);
- 94.8% of passengers waited less than 10 minutes for carry-on baggage security checks, an improvement compared to 91.8% recorded in the same period of 2011, when the time set was 12 minutes;
- the percentage of outgoing flights with delays of more than 15 minutes was 23.4% (standard 25%); this percentage was improved by about 5 percentage points compared to the data of 2011;
- baggage reclaim took place by the time set by the new standards in 80.8% of cases for the former and 82.6% for the latter. The performance for 2012 has improved slightly compared to last year in consideration of homogenous reference parameters: 84.7% against 83.1% recorded in 2011 for the first piece of luggage and 87.4% for the last against 84.5% in 2011;

At Ciampino airport, the analysis of the trend of the quality levels shows general compliance with the indicators of the Service Charter:

- passengers checked in within the set 20 minutes in 90.9% of cases (93.2% in the same period of 2011);
- 98.4% of passengers waited less than 14 minutes for carry-on baggage security checks, 8% more than the standard published in the Service Charter (99.8% in the third quarter of 2011);
- the percentage of outgoing flights with delays of more than 15 minutes was 10.8%; the airport met the standard regarding delays to outgoing flights (17%), improving by 5.8% over 2011;
- baggage reclaim took place by the set time in 98% of cases for the first piece of luggage and 99.1% for the last (respectively 95.6% and 96.6% in 2011).

Group capital investment

In a reference context that still features uncertainty as to the timing of the tariff increases and the persisting constraints on cash management imposed by the loan agreements, the Group limited its volume of investments to 14,046 thousand euros in the third quarter of 2012 (14,231 thousand euros in the third quarter of 2011) for a total in the first nine months of 35,039 thousand euros (47,556 thousand euros in the same period of 2011). Also in this first portion of the year, as in 2011, investments focused on extraordinary maintenance, needed to maintain the current security and quality levels.

Below the main investments made in the first nine months of the year are described.

(in millions of euros)	**Jan.-Sept. 2012**	**Jan.-Sept. 2011**	□
The boarding Area E/F (Pier C and 3° BHS)	7.1	8.9	(1.8)
Interventions on runways and aprons	4.6	3.0	1.6
Fiumicino - Maintenance works on electrical network and air conditioning	4.1	3.9	0.2
Ciampino: infrastructural works	2.9	2.8	0.1
Fiumicino - electrical maintenance	2.8	3.6	(0.8)
Maintenance works and optimization of terminals	2.0	3.3	(1.3)
Works on Luggage plants and new machinery RX	1.6	7.1	(5.5)
Works on airport road network	1.2	1.7	(0.5)
Fiumicino - Maintenance works on water supply and drainage	1.0	1.0	0.0
Fiumicino: Maintenance works on civil works	0.9	1.6	(0.7)
Fiumicino - Maintenance works on plant electromechanical	0.8	1.8	(1.0)
North Fiumicino: plan for long-term development	0.8	1.1	(0.3)
Works of commercial areas and parking	0.3	1.0	(0.7)
Acquisition of Plant and machinary	0.3	0.5	(0.2)
HBS/BHS ex Cargo Alitalia	0.1	1.5	(1.4)
Maintenance works on building in subconcession	0.1	0.6	(0.5)
Upgrade of "Satellite" for A380	0.0	0.6	(0.6)
Urbanized west area / Aprons "W" 1st stage	0.0	0.2	(0.2)
New Airport (flights low-cost)	0.0	0.1	(0.1)
Others	4.4	3.3	1.1
TOTAL INVESTMENTS	**35.0**	**47.6**	**(12.6)**
including:			
- autofinancing	*31.6*	*43.6*	*(12.0)*
- state-funded	*3.4*	*4.0*	*(0.6)*

- Terminals

The construction works at departure area F (formerly Pier C) continued, at a slow pace, just like in the previous year. To date, the following activities are underway: placement of the metal framework comprising the structure of the new pier, creation of stairways and laying roof tiles. According to the agreement signed with A.T.I. Cimolai and while waiting for the planning agreement to be finalized, the works will continue until November 30, 2012.
The installation works were also started for the new service elevator for the transportation of goods to the direct retail warehouses of Terminal 3 to allow the inclusion to the site of the front part for the works at "Pier C".
At T3 departures, the works to upgrade the security control area and reorganize the passport control area were entrusted, which are planned to start by October 2012 in both cases.
In August a public tender was called to contract the works for the reorganization of the arrival area at Terminal 3 – "New lay-out arrivals, landside", and the decongestion of the arrivals hall of the Terminal side ex TB, by increasing the spaces for operating activities and the circulation of passengers and making them more efficiently used, and for the reconfiguration of the customs entry points and the relevant Government Authority offices, the upgrading and renovation of rest rooms both land side and air side. The works are expected to start by the end of the year.
As part of the works to improve the image and functionality of the terminals, activities were started that concern the creation/renovation of ADR information desks and the works continued for the renovation of rest rooms.
The "smart action" program started in September 2012 envisages the upgrade of the information desks and the related signs at station "E".

- Baggage handling

The restructuring works previously suspended were completed in the area (former Alitalia cargo area) that will host the automated baggage handling system (BHS/HBS) dedicated to Terminal 1; in the meanwhile, the executive design of the system has been completed.
At front T3 airside, a manual checked baggage handling carousel was created to serve as back-up for the sorters of the BHS in departure area D. This temporary system is located inside a canopy structure and will be removed when the area is turned into a worksite to create the front building of departure area F.

- Infrastructure and buildings

The works were completed and five recycling points were opened, three air-side and two land-side.
The works were completed to remake the road connections on the departures flyover and for the adaptation of the curbside route to the departure hall, including the new car park next to the Ceremonial Office.
Also concluded were the consultations with the authorities responsible for issuing the water and government permit for the creation of the Tevere industrial water suction and the works are being contracted.

- Runways and aprons

For the upgrading works of runway 07-25, the legal activities are underway concerning the appeal against the awarding presented by both A.T.I. Claudio Salini being established (excluded after the congruity analysis) and A.T.I. Mattioli being established.
Upgrading works at the Bravo-Delta taxiway were completed, while the upgrading of runway 3 continues to be designed also through consultations with ENAC for the design choices adopted and the upgrading design of taxiways NG-EG has been started.
The monitoring activities of the airport surfaces are underway according to the provisions of the Airport Manual (PMS- Pavement management System).
The upgrading of the vertical signs for the airport access roads is being completed.
On September 30, the works to upgrade the runway at Ciampino airport were completed (ahead of schedule), which required the closing of the airport and the diversion of the flights to Fiumicino.

- Infrastructure planning and development

In July, ADR and the company URS (former Scott Wilson), with the technical support of CAPE (Changi Airports Planners Engineers), completed the Master Plan regarding the Fiumicino development project until 2044; the Master Plan was presented to the press on July 26, 2012.
The Plan complies with the best practices in terms of efficiency of the choices, integration with the environment, quality and capacity optimization. The documents of the master plan and the integrated environmental study comprising the report and the tables will be approved by ADR and may be subsequently sent to ENAC for examination and approval.
The environmental impact assessment investigation continues regarding the project for the completion of the infrastructure of Fiumicino Sud. In July integrations of a landscape nature and site arrangement were delivered to the Investigation Group of the VIA Commission. The Commission is checking these elements.
The capitalized external costs for the execution of these activities (4.3 million euros at September 30, 2012 – 3.9 million euros net of amortization and depreciation) will have to be written off in case the failed implementation of the Planning Agreement does not allow the activation of the investments stated.

- *Information Technology*

The technological and functional improvements in the Information Technology area (ICT) made in the third quarter include, in particular:

- A-CDM (Airport Collaborative Decision Making): the development was completed of the IT system for the management of the new airport operating process, defined at European level by Eurocontrol, which integrates in a single global vision all the specific processes concerning the various airport stakeholders (manager, control tower, handlers, airlines, etc.). The system was commissioned and is now being tested with the training of the users and progressive access of all the players involved (ADR, operators, handlers, airlines);
- dematerialization of purchase requests – ICT pilot: the development activities are underway;
- new Access control system: the application development was completed and the customs entry points were installed. The contract for the purchase of the 1st batch of new terminals for all the airport gates is being awarded and all the ENAC badges are being replaced to be adjusted to the new technologies (RFID).

Group personnel

As of September 30, 2012 the **head count** was 2,528, recording the following changes compared to the closure of the previous year:

Headcount	09.30.2012	12.31.2011	°
Managers	44	45	(1)
Supervisors	179	184	(5)
White-collar	1,633	1,791	(158)
Blue-collar	672	569	103
Total Group	**2,528**	**2,589**	**(61)**
including:			
on permanent contracts	1,885	2,017	(132)
on temporary contracts	643	572	71

The personnel employed are broken down among the Group companies as follows:

	09.30.2012			12.31.2011			Δ 2012 vs 2011		
Headcount	**Perm. Contract**	**Temp. Contract**	**Total**	**Perm. Contract**	**Temp. Contract**	**Total**	**Perm. Contract**	**Temp. Contract**	**Total**
ADR S.p.A.	1,002	148	1,150	1,788	464	2,252	(786)	(316)	(1,102)
ADR Engineering S.p.A.	33		33	34		34	(1)		(1)
ADR Tel S.p.A.	16		16	16		16			
ADR Advertising S.p.A.	8		8	8	1	9		(1)	(1)
ADR Assistance S.r.l.	170	265	435	171	107	278	(1)	158	157
ADR Security S.r.l.	604	223	827				604	223	827
ADR Mobility S.r.l.	52	7	59				52	7	59
Total Group	**1,885**	**643**	**2,528**	**2,017**	**572**	**2,589**	**(132)**	**71**	**(61)**

At Group level a drop of 61 was recorded (down 132 permanent contracts, up 71 temporary contracts) attributable to ADR Retail leaving the Group's basis of consolidation, the program to improve service quality carried out by ADR Assistance (implementation of control areas at check-in zones at the Terminals) and the increase in operations (2012).
Moreover, the year end data refers to a period of a different seasonality from that of September 30.
In terms of contract type, the permanently employed workforce decreased (down 132) due to the balance of the following phenomena:

- application of the general legislation on the transformation of temporary contracts in all the Group Company (up 66),
- recruitments from the market (up 3),
- transfer of ADR Retail (down 187),
- termination of employment due to resignation and dismissal (down 14).

The **average headcount** recorded in the first nine months of the year was 2,384.0 full time equivalent ("fte"), divided by qualification, contract type and distributed by company:

Average Group headcount	Jan-Set 2012	Jan-Set 2011	∠
Managers	42.2	42.7	(0.5)
Supervisors	183.8	178.6	5.2
White-collar	1,612.7	1,627.0	(14.3)
Blue-collar	545.3	553.1	(7.8)
Total Group	**2,384.0**	**2,401.4**	**(17.4)**
including:			
on permanent contracts	1,943.9	1,799.8	144.1
on temporary contracts	440.1	601.6	(161.5)

	Jan-Set 2012			Jan-Set 2011			Δ 2012 vs 2011		
Average Group headcount	Perm. Contract	Temp. Contract	Total	Perm. Contract	Temp. Contract	Total	Perm. Contract	Temp. Contract	Total
ADR S.p.A.	1,291.0	199.8	1,490.8	1,573.7	510.1	2,083.8	(282.7)	(310.3)	(593.0)
ADR Engineering S.p.A.	33.1		33.1	34.0		34.0	(0.9)		(0.9)
ADR Tel S.p.A.	16.0		16.0	15.5	0.5	16.0	0.5	(0.5)	
ADR Advertising S.p.A.	8.0	1.0	9.0	7.0	1.3	8.3	1.0	(0.3)	0.7
ADR Assistance S.r.l.	165.4	114.7	280.1	169.7	89.6	259.3	(4.3)	25.1	20.8
ADR Security S.r.l.	296.7	92.4	389.1				296.7	92.4	389.1
ADR Retail S.r.l.	105.6	28.3	133.9				105.6	28.3	133.9
ADR Mobility S.r.l.	28.1	3.9	32.0				28.1	3.9	32.0
Total Group	**1,943.9**	**440.1**	**2,384.0**	**1,799.8**	**601.6**	**2,401.4**	**144.1**	**(161.5)**	**(17.4)**

The comparison with the similar period of the previous year shows a reduction in the use of the force of -17.4 fte, which ADR and the newly established companies largely affect.
By only considering the perimeter of pre-spin-offs ADR (currently ADR, ADR Security, ADR Retail and ADR Mobility), the reduction in the headcount is 38.0 fte. This saving is the result of managerial actions aimed at optimizing the use of the workforce employed in operations also, for example, through the use of more suitable contractual forms to cover the service needs (part time at 4 hours). Still with reference to the same organizational perimeter, the increased presence of personnel employed permanently (up 147.7 fte) is mainly connected to the conversion to temporary contracts, in compliance with the regulations in force, occurred between November 2011 and January of this year, offset by lower temporary recruitments.
For ADR Assistance, the increase in average headcount (up 20.8 fte) is mainly attributable to the temporary contracts (up 25.1 fte) dedicated to the service quality improvement program.
In the two periods being compared, the productivity of the ADR Group (indicator: passengers/fte) remains basically unchanged as a response of the organization to passenger traffic trends (down 0.1%).

Concerning the **organizational aspects**, while planning the infrastructural development program of Fiumicino airport, a Project Group was formed in August with the aim of developing the business aviation development plan according to an organized program of actions aimed at implementing the indications contained in the development plan.
In September, the Post Holder for the Terminal area and the Post Holder for the Movement area were appointed for the Fiumicino airport.

Regarding **industrial relations,** for ADR Security in June and for ADR Assistance in July, two agreements were signed with the company trade union representatives from Fit Cisl, Uil Trasporti and Ugl Trasporti on the use of part time contracts with 4 hours shifts, governing beforehand the use of this type of contract for the years 2012/13 for both peak periods and low periods.
The agreements also included 46 contract transformations from part time to full time for ADR Security (from October 2012 to January 2013) and 21 for ADR Assistance (by October 2012).
Following the corporate decision to suspend the offer of the company canteen service for airport operators from July 1, 2012, via tender, an alternative solution was identified to encourage contained canteen times and optimize the work performance for the personnel at the airport. This solution includes the signing of agreements with several refreshment points at the airport where employees can have their meals.
Following the company decision to transfer the “vehicle maintenance” company branch to the company Simav S.p.A., which involves 71 employees, on August 31, a transfer procedure was started according to art. 47 of law 428/1990 and subsequent amendments and integrations, and the joint study of the social partners was activated.

Other significant events during the quarter

Legal and regulatory framework

- Special planning agreement ADR procedure

With letter of August 29, ENAC sent the Users the fee sheets for 2013-2016 issued for the individual regulated products, the "simulations" with reference to the commercial aircrafts most used at Fiumicino and Ciampino airport and the report on the components of the fee structure.
The documentation regarding the fee structure of the Planning Agreement was illustrated on September 12, 2012 in the public consultation held at Fiumicino airport, which was conducted by ENAC with the attendance of associations and representatives of the handlers as well as consumers and couriers; the consultation was completed at the end of October.

- Changes concerning municipal surtax on passenger fees

Art. 2 of law no. 92 of June 28, 2012, regarding the reform of the labor market with a view to growth changes the allocation of the higher amounts of the additional municipal surtax on passenger fees, equal to three euros, with the aim of feeding the special fund in support of the income, employment, reorganization and retraining of air transport sector personnel. Starting from January 1, 2016 these amounts must be devoted to the management of the assistance works and to support the INPS's social security provisions.

The same article also includes some new elements regarding the collection activities currently carried out by the operator concerning the portion of the municipal surtax destined to INPS, with the entrustment of specific responsibilities as regards monthly communications to INPS and the application of sanctions in case of non-fulfillment. These provisions also provide for a remuneration for the operator (equal to 0.25% of total revenues), as relief from the collection and communication expenses. Art. 4, subject to the current composition and allocation of the municipal surtax, as amended by law no. 92/2012, increases the municipal surtax on passenger fees by 2 euros starting from July 1, 2013, The higher amounts deriving from this increase must be paid to INPS with the same methods provided for by the law.

- Deferred enforcement of the new security checks on liquids taken onboard by passengers

On July 18, 2012 the European Commission announced the deferment of the deadline of April 29, 2013 set by the Commission Reg. no. 720/2011/EU of July 22, 2011 regarding the removal of the current prohibition for passengers to take liquids on board and the consequent start of liquid screening activities through equipment able to detect the presence of explosives. A future regulation by the Commission shall define the gradual introduction of liquid screening activities at airports starting from January 2014. In light of these new deadlines ADR, through its subsidiary undertaking ADR Security, shall identify operating solutions and obtain the new equipment to carry out the set checks.

Corporate transactions

In the third quarter of 2012, as part of the plan to focus on the core business, the activities aimed at changing the corporate structure of the ADR Group continued. In particular:

- **Direct Retail**

In the quarter a sale process was completed, which concerned the subsidiary undertaking ADR Retail, which manages eight Duty Free/ Duty Paid shops by virtue of a sub-concession agreement with ADR with duration of 14 years, attributing royalties equal to 32.5%.

Following the selection procedure, which was completed on July 3, 2012 and involved the main reference operators in the airport Duty Free market globally, Aelia from the Lagardère Services group was found to be the best bidder, based on the investment commitments for the entire sub-concession period and the economic bid.
In implementing the resolution of the Board of Directors' meeting of the Parent Company of July 13, 2012, on July 17, 2012 a preliminary agreement was signed for the transfer of the entire interest (100%) held by ADR in the capital of ADR Retail, to Aelia for a price of 229.4 million euros.
After the completion of the Antitrust authority investigation by Aelia and the authorization of ADR's financing institutions, on September 28, 2012 the transaction was finalized for the sale of 100% of ADR Retail capital to the French company Aelia S.A.S., through its Italian secondary office, effective from the end of September 2012.

This puts an end to the direct Duty Free/ Duty Paid management by the ADR Group which, by following the business models that prevail in the main international airports, is assigned to a specialized operator with the best expertise to achieve the set developments, thus contributing to further increasing the value of the ADR Group. In particular, LS travel retail has undertaken to immediately start the plan to renew and expand the sales areas with an increase of over 50% (up about 1,600 square meters): the expected development will allow ADR to align its offer to the main European hubs in terms of size and effectiveness of the offer while ensuring a considerable turnover growth already in the short term, with a view to increasing the workforce dedicated to the activity.

This transaction, the income from which will be devoted to decreasing the existing borrowings, will also allow the ADR Group to better focus on the core business and is part of the Development Plan 2012-2044, which, subject to approval by the set terms, envisages investments for 12.1 billion euros.

- **Car parks**

The process to sell the subsidiary undertaking ADR Mobility, a Group company that manages the airport car park business, was started in the quarter, with an invitation to show an interest.
Despite the four proposals submitted by specialized operators such as Secureparking, Saba, Interparking and Empark by the set term of October 1, 2012, ADR decided not to proceed with the tender procedure. Despite the interest shown by several firms, a suitable valorization of the asset was not guaranteed as the bids received were deemed unsuitable.
ADR will continue to search for other solutions to valorize the potential offered by ADR Mobility.

- **Vehicle maintenance**

The procedure for the transfer of the ADR vehicle maintenance activity continued (71 permanent recruits, fixed assets and warehouse for a total of about 1.2 million euros, debts for severance indemnities and other liabilities for a total of about 1.6 million euros).
The procedure to select the buyer, open to the main national and international operators in the industry, led to the awarding of SIMAV S.p.A., engineering and maintenance company that belongs to the international Veolia group.
The company branch was transferred on October 31, 2012.

Update of the information relating to the financial risk

The Trigger Event situation associated to the application of the Cash Sweep regime persisted in the quarter. These restrictions have been enforced for ADR since November 30, 2007, i.e. the date when the rating of the two agencies Moody's and Standard & Poor's was downgraded below the minimum contractually established thresholds (BBB+/Baa3 – BBB-/Baa2stable).

On March 2, 2012 the Company was notified by the Security Agent of ADR's financial creditors, the consent to extend up until the application date of September 2012 (included), the derogation for some consequences of the Trigger Event - Cash Sweep[3]. On October 4, 2012, the same derogation regime was further postponed, with the same authorization procedure, until the application date of March 2013 (included).

Moreover, in the presence of debt tranches falling due in the next two-year period (specifically Tranche A1 for 500 million euros falling due in February 2013), the additional constraint on the allocation of available cash to the accounts of the Account bank remains in force, with priority of application on the cash sweep regime. Due to this additional constraint, also on the application date of September 2012, ADR allocated all the available liquidity to the accounts of the Account Bank – equal to 25.1 million euros – to a collateralization account in favor of Tranche A1. The balance of this account after this last transfer totals 100.5 million euros destined entirely to repay the mentioned line.
Thanks to the latest transfer and the balance of the related account, the repayment guarantee for Tranche A1 is not entirely ensured, because of the bank facility of 400 million euros (more than 100 million euros "revolving") signed by ADR on May 31, 2012.

The income from the sale of ADR Retail, which was finalized at the end of September 2012, will be allocated by ADR, once the direct transaction expenses are paid, to reduce the existing borrowings. In order to optimize the benefit from the use of the new financial resources, ADR will submit for the approval by its lenders and Romulus Finance's bondholders a proposal to allocate the income from the sale, for the portion due to the bondholders, to the partial early repayment of the tranches falling due sooner in order to avoid, where possible, the cash collateralization on the tranches of the negotiable debt that are contractually not yet repayable.

Litigation

In September 2012 the Ministers of Interior and Economy and Finance notified ADR an injunction, demanding the payment of 34.3 million euros plus interest concerning the years 2007-2010 as income allocated to the so-called fire prevention fund under law 296/2006 and subsequent amendments and integrations. ADR is acting in the same way as the other operators which were notified similar injections, by predisposing an objection by the set procedural terms; the debt is duly allocated in the financial statements.

Concerning the judgment related to the revocation of the payments made by Volare Airlines S.p.A. under special administration towards ADR in the period before the carrier was admitted to the insolvency procedure, with ruling of July 2012, the Appeal Court of Milan rejected the appeal. ADR paid 6.7 million euros plus interest and expenses (for a total of 7.4 million euros) to avoid the enforceable proceeding.

Concerning the dispute for contracts, ATI NECSO Entrecanales – Lamaro Appalti has appealed to the Supreme Court against the sentence of the Appeal Court, which in 2011 fully rejected the claim for damages for 9.8 million euros, plus interest, revaluation and costs, in relation to 7 claims posted in the accounts relating to the contract for work on the extension and restructuring of Satellite Ovest (Satellite West) at Fiumicino airport. A hearing to discuss the case has not been scheduled yet.

No other significant events are reported in the quarter. For the analysis of the litigation the Group is involved in, reference is made to the Half-year financial report as of June 30, 2012.

[3] For more information on the Trigger Event - Cash Sweep condition, reference is made to the Financial Statements for the year ending December 31, 2011 and to the Half-year financial report as of June 30, 2012.

SUBSEQUENT EVENTS

- In the period January-October 2012, traffic using the Roman airport system registered, compared to the same period of 2011, a 1.2% decrease in passengers related to the drop in the domestic component (down 6.4%) against the growing international component (up 1.2%, up 0.1% for EU and up 3.3 for non-EU, respectively):

Data at October 31, 2012 and changes with respect to the same period of the previous year[4]

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	312.146	268.107	44.039	119.561	192.585
D% vs PY	-4,4%	-4,3%	-5,0%	-6,9%	-2,8%
Mtow	24.671.030	22.473.824	2.197.206	7.488.068	17.182.962
D% vs PY	-3,6%	-3,3%	-6,7%	-7,1%	-1,9%
Total Pax	35.952.279	32.059.354	3.892.925	11.064.916	24.887.363
D% vs PY	-1,2%	-0,9%	-3,7%	-6,4%	+1,2%
Freight (Kg)	127.171.699	113.244.955	13.926.744	4.110.409	123.061.290
D% vs PY	-6,6%	-6,0%	-11,4%	-22,5%	-6,0%

	International	Intl' EU	Intl' Extra EU
Movements	192.585	129.615	62.970
D% vs PY	-2,8%	-3,8%	-0,6%
Mtow	17.182.962	9.079.781	8.103.181
D% vs PY	-1,9%	-4,1%	+0,6%
Total Pax	24.887.363	16.008.579	8.878.784
D% vs PY	+1,2%	+0,1%	+3,3%
Freight (Kg)	123.061.290	24.776.237	98.285.053
D% vs PY	-6,0%	-7,5%	-5,6%

Fiumicino airport recorded a 0.9% reduction in passenger traffic, accompanied by a greater reduction in capacity in terms of both aircraft movements (down 4.3%) and aircraft tonnage (down 3.3%). Just in October the reduction in transport volumes equaled 4.4% and, also in this month the negative performance is attributable to the losses recorded in the domestic segment (down 12.9%), against the substantial confirmation of volumes in 2011 at international level (EU down 0.6% and Non-EU up 0.8%).
Ciampino airport closes the first ten months of the year with a 3.7% decrease in passengers; the same trend was recorded by the capacity offered (movements down 5.0% and aircraft tonnage down 6.7%). In October the airport recorded an 11.5% decrease in passengers, accompanied by a reduction in movements (down 13.5%) and aircraft tonnage (down 14.0%). In the first two days of October, the works continued to remake the runway with the consequent closure of the airport.

- Following the sale of ADR Retail effective from September 30, 2012, the following important activities are reported:
  - transfer of the company branch regarding the maintenance of vehicles for third parties, to the company Simav S.p.A. from the Veolia group, legally effective from November 1, 2012;
  - approval by the Board of Directors of ENAC on October 19 of the new Planning Agreement. On October 25 ENAC and ADR signed all the contractual documents that will be sent by the Grantor to the competent ministers (Ministry of Infrastructure and Transport and Ministry of the Economy).

- On October 31, 2012, ADR's lenders were formally submitted a proposal to use the income from the sale of ADR Retail to repay the first line of debt falling due (A1 Romulus) in February 2013. This solution is for ADR the most efficient alternative to use the resources available since, if put into practice, would allow a corresponding potential reduction in the amounts drawn from the new bank facility, which is the most expensive of the existing debt lines.

[4] Provisional data.

BUSINESS OUTLOOK

The latest forecasts confirm the delicate Italian economic situation, as well as the substantial weakness of the other European economies, combined with a persisting marked volatility of financial markets.

In this context, a particular attention to the airport management confirms an operating income that is substantially in line with that of 2011; this applies in the absence of an additional worsening of the traffic in the winter and more disruption from the main carriers than already recorded in the first nine months of the year.

There is still a strong need for the current focus placed on the management of the business activities to be valorized by the completion of the procedure to approve the Planning Agreement at the end of the year, with the consequent start of the first activities to modernize and expand the airport infrastructures to face the current saturation and improve the quality of the service offered.

THE BOARD OF DIRECTORS

ANNEXES: FINANCIAL STATEMENTS OF ADR S.P.A.

ADR SpA: reclassified income statement

(Euros/thousand)

2011		Third Quarter 2012	%	Third Quarter 2011	%	Jan.-Sept. 2012	%	Jan.-Sept. 2011	%	Change	Change %
610,225	Revenues from sales and services	155,057		175,026		424,722		461,128		(36,406)	(7.9%)
5,391	Contract work in progress	753		1,291		3,443		3,969		(526)	(13.3%)
615,616	A.- REVENUES FROM ORDINARY ACTIVITIES	155,810	100.0%	176,317	100.0%	428,165	100.0%	465,097	100.0%	(36,932)	(7.9%)
(215,502)	Cost of materials and external services	(52,080)	(33.4%)	(58,692)	(33.3%)	(150,389)	(35.1%)	(160,990)	(34.6%)	10,601	(6.6%)
400,114	B.- GROSS MARGIN	103,730	66.6%	117,625	66.7%	277,776	64.9%	304,107	65.4%	(26,331)	(8.7%)
(109,294)	Payroll costs	(15,818)	(10.2%)	(25,740)	(14.6%)	(63,234)	(14.8%)	(81,194)	(17.5%)	17,960	(22.1%)
290,820	C.- GROSS OPERATING INCOME	87,912	56.4%	91,885	52.1%	214,542	50.1%	222,913	47.9%	(8,371)	(3.8%)
(115,743)	Amortization and depreciation	(29,856)		(28,953)		(88,142)		(86,696)		(1,446)	1.7%
(6,643)	Other provisions	(3,694)		(2,539)		(8,101)		(7,465)		(636)	8.5%
(20,691)	Provisions for risks and charges	(3,085)		(11,058)		(6,688)		(17,594)		10,906	(62.0%)
5,824	Other income (expense), net	(585)		7,540		(24)		7,412		(7,436)	(100.3%)
153,567	D.- OPERATING INCOME	50,692	32.5%	56,875	32.3%	111,587	26.1%	118,570	25.5%	(6,983)	(5.9%)
(71,527)	Financial income (expense), net	(17,670)	(11.3%)	(17,991)	(10.2%)	(51,125)	(11.9%)	(53,763)	(11.6%)	2,638	(4.9%)
0	Adjustments to financial assests	0		0		(6)		0		(6)	0.0%
82,040	E.- INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	33,022		38,884		60,456		64,807		(4,351)	(6.7%)
94	Extraordinary income (expense), net	217,224		(278)		214,663		(248)		214,911	n.e.
82,134	F.- INCOME BEFORE TAXES	**250,246**		**38,606**		**275,119**		**64,559**		210,560	326.2%
	Income taxes for the period:										
(50,620)	current taxes	(17,263)		(21,388)		(34,784)		(40,098)		5,314	(13.3%)
8,172	deferred tax assets (liabilities)	(81)		4,832		2,266		7,122		(4,856)	(68.2%)
(42,448)		(17,344)		(16,556)		(32,518)		(32,976)		458	(1.4%)
39,686	**G.- NET INCOME (LOSS) FOR THE PERIOD**	**232,902**		**22,050**		**242,601**		**31,583**		**211,018**	**668.1%**

ADR SpA: reclassified balance sheet
(Euros/thousand)

09-30-2011		09-30-2012	12-31-2011	Change
	A. - NET FIXED ASSETS			
1,907,197	Intangible fixed assets *	1,860,430	1,899,128	(38,698)
194,104	Tangible fixed assets	182,182	192,542	(10,360)
10,021	Non current - financial assets	12,209	10,021	2,188
2,111,322		2,054,821	2,101,691	(46,870)
	B. - WORKING CAPITAL			
19,500	Inventory	11,018	18,324	(7,306)
196,170	Trade receivables	207,750	182,057	25,693
62,988	Other assets	69,123	68,865	258
(147,726)	Trade payables	(147,103)	(141,985)	(5,118)
(81,712)	Allowances for risks and charges	(80,925)	(83,746)	2,821
(147,304)	Other liabilities	(148,643)	(141,749)	(6,894)
(98,084)		(88,780)	(98,234)	9,454
	C. - INVESTED CAPITAL, minus			
2,013,238	short-term liabilities (A+B)	1,966,041	2,003,457	(37,416)
23,706	D. - EMPLOYEE SEVERANCE INDEMNITIES	17,065	23,461	(6,396)
	E. - INVESTED CAPITAL, minus short-term			
1,989,532	**liabilities and E.S.I. (C-D)**	**1,948,976**	**1,979,996**	**(31,020)**
	financed by:			
	F. - SHAREHOLDERS' EQUITY			
62,225	- Paid-up share capital	62,225	62,225	0
723,660	- Reserves and retained earnings (accumuled losses)	763,346	723,660	39,686
31,583	- Net income (loss) for the period	242,601	39,686	202,915
817,468		1,068,172	825,571	242,601
1,295,111	G. - MEDIUM/LONG-TERM BORROWING	786,611	1,295,111	(508,500)
	H. - NET SHORT-TERM BORROWING			
	(NET CASH AND CASH EQUIVALENTS)			
82,890	.Short-term borrowing	518,780	89,822	428,958
(205,937)	.Cash and current receivables	(424,587)	(230,508)	(194,079)
(123,047)		94,193	(140,686)	234,879
1,172,064	**(G+H)**	880,804	1,154,425	(273,621)
1,989,532	**I. - TOTALE AS IN "E" (F+G+H)**	**1,948,976**	**1,979,996**	**(31,020)**
1,640,633	*(*) including the value of the concession totaling*	1,590,537	1,628,109	(37,572)

ADR SpA: statement of cash flows
(Euros/thousand)

2011		Jan.-Sept. 2012	Jan.-Sept. 2011
217,959	**A.- NET CASH AND CASH EQUIVALENTS - opening balance**	**140,686**	**217,959**
	B.- CASH FLOWS FROM (FOR) OPERATING ACTIVITIES		
39,686	Net income (loss) for the year	242,601	31,583
115,743	Ammortization and depreciation	88,142	86,696
(2)	(Gains) losses on disposal of fixed assets (net of ancillary costs and the tax effect)	(213,932)	(2)
3,325	Net change in working capital	(9,454)	3,175
(3,776)	Net change in employee severance indemnities	(6,396)	(3,531)
154,976		100,961	117,921
	C.- CASH FLOWS FROM (FOR) INVESTING ACTIVITIES		
	Investment in fixed assets:		
(44,666)	.intangible *	(35,722)	(28,844)
(21,240)	.tangible	(7,212)	(17,629)
(8)	.financial	(2,680)	(11)
272	Proceeds from disposal, or redemption value of fixed assets	215,026	259
0	Others Change (Contributions in kind)	3,248	0
(65,642)		172,660	(46,225)
	D.- CASH FLOW FROM (FOR) FINANCING ACTIVITIES		
(74,022)	Current portion of m/l term financial debt	(508,500)	(74,022)
(92,765)	Repayments of loans	0	(92,766)
180	Other changes	0	180
(166,607)		(508,500)	(166,608)
0	E.- DIVIDENDS PAID	0	0
(77,273)	F.- CASH FLOW FOR THE YEAR (B+C+D+E)	(234,879)	(94,912)
140,686	**closing balance (A+F)**	**(94,193)**	**123,047**
	** of which Investment costs on the funding*	*11,561*	