Final Terms dated 2 November 2010

Intesa Sanpaolo S.p.A.
Issue of Euro 1,000,000,000 Covered Bonds (*obbligazioni bancarie garantite*) due 2015

Guaranteed by
ISP CB Ipotecario S.r.l.

under the €20,000,000,000 Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the prospectus dated 19 October 2010 which constitutes a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Covered Bonds and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Covered Bond Guarantor and the offer of the Covered Bonds described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the website of the Issuer (www.intesasanpaolo.com), and copies may be obtained from the registered office of the Issuer and published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

1.	(i)	Issuer:	Intesa Sanpaolo S.p.A.
	(ii)	Covered Bond Guarantor:	ISP CB Ipotecario S.r.l.
2.	(i)	Series Number:	1
	(ii)	Tranche Number:	1
3.	Specified Currency or Currencies:		Euro ("€")
4.	Aggregate Nominal Amount:		€1,000,000,000
	(i)	Series:	€1,000,000,000
	(ii)	Tranche:	€1,000,000,000
5.	Issue Price:		99.584 per cent. of the aggregate nominal amount
6.	(i)	Specified Denominations:	€100,000 plus integral multiples of €1,000 in addition to the said sum of €100,000
	(ii)	Calculation Amount:	€1,000
7.	(i)	Issue Date:	4 November 2010
	(ii)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		4 November 2015
9.	Extended Maturity Date of Guaranteed Amounts corresponding to Final Redemption Amount under the Covered Bond Guarantee:		4 November 2016
10.	Interest Basis:		For the period from and including the Issue Date to but excluding the Maturity Date (the **Original Maturity Period**), a Fixed Rate of 3.00 per cent. per annum. If payment of the Final Redemption Amount on the Maturity Date is deferred in whole or in part

		pursuant to Condition 10(b) (*Extension of maturity*), for the period from and including the Maturity Date to, but excluding, the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full (the **Extended Maturity Period**), a Floating Rate of 3 month EURIBOR plus 1.00 per cent. per annum. (further details specified below)
11.	Redemption/Payment Basis:	Redemption at par
12.	Change of Interest or Redemption/Payment Basis:	Change of Interest Basis applicable. See items 10, 16 and 17
13.	Put/Call Options:	Not Applicable
14.	Date of Board approval for issuance of Covered Bonds and Covered Bond Guarantee, obtained:	22 June 2010 and 23 June 2010, respectively
15.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	**Fixed Rate Provisions**		Applicable in respect of the Original Maturity Period
	(i)	Rate(s) of Interest:	3.00 per cent. per annum payable annually in arrears
	(ii)	CB Payment Date(s):	4 November in each year adjusted in accordance with Following Business Day Convention; the first CB Payment Date shall be 4 November 2011.
	(iii)	Fixed Coupon Amount:	€30 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
	(vi)	Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds:	Not Applicable
17.	**Floating Rate Provisions**		Applicable in respect of the Extended Maturity Period if payment of the Final Redemption Amount is deferred pursuant to Condition 10(b) (*Extension of maturity*)
	(i)	CB Interest Period(s):	Each period from, and including, a CB Payment Date to, but excluding, the next succeeding CB Payment Date starting from, and including, the Maturity Date up to, but excluding, the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full.
	(ii)	Specified Period:	Not Applicable
	(iii)	CB Payment Dates:	The fourth day of each of November, February, May and August falling during the Extended Maturity Period, adjusted in accordance with the

		Following Business Day Convention
(iv)	First CB Payment Date:	4 February 2016
(v)	Business Day Convention:	Following Business Day Convention
(vi)	Additional Business Centre(s):	TARGET, Milan, Luxembourg, London
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Paying Agent):	Not Applicable
(ix)	Screen Rate Determination:	
	• Reference Rate:	3 month EURIBOR
	• Interest Determination Date(s):	The second TARGET Settlement Day prior to respectively, 12 October 2015 (relating to the CB Payment Date falling on 4 February 2016), 12 January 2016 (relating to the CB Payment Date falling on 4 May 2016), 12 April 2016 (relating to the CB Payment Date falling on 4 August 2016), 12 July 2016 (relating to the CB Payment Date falling on 4 November 2016), adjusted in accordance with item 17(iii).
	• Relevant Screen Page:	Reuters EURIBOR 01
	• Relevant Time:	11.00 a.m. Luxembourg time
	• Relevant Financial Centre:	Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)
(x)	ISDA Determination:	Not Applicable
(xi)	Margin(s):	+ 1.00 per cent. per annum
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360
(xv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the Conditions:	Not Applicable
18.	Zero Coupon Provisions	Not Applicable
19.	Index-Linked or Other Variable-Linked Interest Provisions	Not Applicable
20.	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Call Option	Not Applicable
22.	Put Option	Not Applicable

23.	Final Redemption Amount of Covered Bonds	€1,000 per Calculation Amount
24.	Early Redemption Amount	€1,000 per Calculation Amount
	Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or on acceleration following a Covered Bond Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

25.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
26.	Details relating to Covered Bonds for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made:	Not Applicable
27.	Details relating to Covered Bonds issued on a partly paid basis: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:	Not Applicable
28.	Details relating to Covered Bonds which are amortising and for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made:	Not Applicable
29.	Redenomination provisions:	Redenomination not applicable
	Other final terms:	Not Applicable

DISTRIBUTION

30.	(i)	If syndicated, names of Managers:	Banca IMI S.p.A., Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank, Deutsche Bank Aktiengesellschaft, UBS Limited
	(ii)	Stabilising Manager(s) (if any):	Not Applicable
	(iii)	If non-syndicated, name of Dealer:	Not Applicable
	(iv)	U.S. Selling Restrictions:	Reg. S Compliance Category
	(v)	Additional selling restrictions:	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Covered Bonds described herein pursuant to the €20,000,000,000 Covered Bond Programme of Intesa Sanpaolo S.p.A..

RESPONSIBILITY

The Issuer and the Covered Bond Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of Intesa Sanpaolo S.p.A.

By: ________________________

Duly authorised PAOLO CANCELLARO

Signed on behalf of ISP CB Ipotecario S.r.l.

By: ________________________

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing	Luxembourg Stock Exchange
(ii)	Admission to trading	Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 4 November 2010

2. RATING

Rating:	The Covered Bonds to be issued are expected to be rated as follows: Moody's: Aaa

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as referred to in the section headed "*Subscription and Sale*" of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer	The proceeds of the Covered Bonds will be used by the Issuer for general funding purposes
(ii)	Estimated net proceeds:	€993,340,000
(iii)	Expenses related to the admission to trading:	€5,000
(iv)	Estimated total expenses:	€2,500,000

5. YIELD

Indication of yield:	3.091 per cent. per annum Calculated as the annual expected return on the Issue Date. As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

7. OPERATIONAL INFORMATION

ISIN Code:	IT0004653124
WKN Code / Number:	A1A21Q
Common Code:	055406944
Any Relevant Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Monte Titoli
Delivery:	Delivery against payment

Names and Specified Offices of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.