



QUARTERLY REPORT as of September 30, 2009

(Translation into English from the original version in Italian)

Aeroporti di Roma Società per Azioni

Registered office in Fiumicino (Rome) - Via dell'Aeroporto di Fiumicino, 320

Fully paid-in share capital €62,309,801

A company managed and coordinated by Gemina SpA

www.adr.it

CONTENTS

CORPORATE OFFICERS	2
ADR GROUP: CONSOLIDATED ACCOUNTS	4
RECLASSIFIED CONSOLIDATED INCOME STATEMENT	5
(€000)	5
RECLASSIFIED CONSOLIDATED BALANCE SHEET	6
MANAGEMENT REPORT FOR THE THIRD QUARTER OF 2009.....	7
OPERATING REVIEW	8
<i>Introduction</i>	8
<i>The Group's activities</i>	9
<i>Group investment</i>	15
<i>Group personnel</i>	18
<i>Other significant events during the third quarter</i>	20
GROUP FINANCIAL POSITION AND OPERATING RESULTS	24
EVENTS AFTER SEPTEMBER 30, 2009	30
OUTLOOK	31

CORPORATE OFFICERS

Aeroporti di Roma SpA

Board of Directors (2007-2009)

(after the General Meetings of September 21, 2007, April 16, 2008 and April 15, 2009 and the Board meetings of September 21, 2007, March 11, 2008, April 16, 2008, December 5, 2008 and March 11, 2009)

<i>Chairman</i>	Fabrizio Palenzona
<i>Deputy Chairman</i>	Massimo Pini
<i>Managing Director</i>	Guido Angiolini
<i>Directors</i>	Valerio Bellamoli <i>(from March 11, 2009)</i> Stefano Cao <i>(from March 11, 2009)</i> Giovanni Castellucci <i>(until March 11, 2009)</i> Alessandro Grimaldi Gianni Mion <i>(until March 11, 2009)</i> Aldo Minucci Andrea Mondello Piergiorgio Peluso Clemente Rebecchini Paolo Roverato Marco Troncone <i>(from March 11, 2009)</i>
<i>Secretary</i>	Antonio Abbate

Board of Statutory Auditors (2007-2009)

(after the General Meeting of April 16, 2007)

<i>Chairman</i>	Giacinto Chimenti
<i>Statutory Auditors</i>	Giuseppe Cappella Alessandro Grange Mario Tonucci Luigi Tripodo
<i>Alternate Auditors</i>	Nicola Lorito Andrea Piermartini Rosi

General Manager	Franco Candido Giudice
------------------------	------------------------

Independent Auditors	Deloitte & Touche SpA
-----------------------------	-----------------------

HIGHLIGHTS

The following table summarizes main traffic data for the Roman airport system for the third quarter and the first nine months of the year, showing changes with respect to the same periods of 2008.

TRAFFIC PERFORMANCE

<i>Traffic component</i>	Q3 2009		9M 2009	
	SYSTEM (*)	% change (*)	SYSTEM (*)	% change (*)
<i>Movements (no.)</i>	101,730	(8.8%)	290,440	(7.7%)
<i>Aircraft tonnage</i>	7,817,270	(7.0%)	21,990,611	(4.6%)
<i>Total passengers (no.)</i>	11,330,878	(5.3%)	29,412,370	(5.9%)
<i>Total cargo (tons)</i>	36,454,646	(14.4%)	101,736,125	(16.0%)

(*) Fiumicino + Ciampino

(*) compared with the same period of 2008

The following table shows the ADR Group's financial and operational highlights for the third quarter of 2009 and for the nine months ended September 30, 2009.

ADR GROUP

<i>Financial and operational highlights (€000)</i>	Q3 2009		Q3 2008
<i>Revenues</i>	157,250		164,860
<i>EBITDA</i>	80,575		81,308
<i>EBIT</i>	50,536		58,240
<i>Net income (loss):</i>			
<i>minority interest</i>	(148)		265
<i>Group share</i>	19,267		20,187
<i>Investments (€000)</i>	15,820		16,409
	9M 2009	2008	9M 2008
<i>Revenues</i>	420,304	570,132	434,563
<i>EBITDA</i>	191,753	249,555	193,171
<i>EBIT</i>	94,780	96,342	105,213
<i>Net income (loss):</i>			
<i>minority interest</i>	(759)	605	491
<i>Group share</i>	4,211	(8,271)	15,541
<i>Investments (€000)</i>	39,382	111,702	87,233
	Sept30, 2009	Dec 31, 2008	Sept 30, 2008
<i>Invested capital</i>	2,076,862	2,046,297	2,069,657
<i>Shareholders' equity (including minority interest)</i>	727,797	724,351	748,049
<i>Group shareholders' equity</i>	727,008	722,797	746,609
<i>Net debt</i>	1,349,065	1,321,946	1,321,608
<i>Headcount at end of the period</i>	2,638	2,568	2,807
	9M 2009	2008	9M 2008
<i>Ratios</i>			
<i>Revenues/Average headcount (€000)</i>	178	245	176
<i>No. of passengers/Average headcount</i>	12,445	17,196	12,689

**ADR GROUP: CONSOLIDATED
ACCOUNTS**

RECLASSIFIED CONSOLIDATED INCOME STATEMENT

(€000)

2008		Q3 2009		Q3 2008		9M 2009		9M 2008	Change	%
570,132	A.- REVENUES	157,250	100.0%	164,860	100.0%	420,304	100.0%	434,563	(14,259)	(3.3%)
<u>8,678</u>	Capitalized costs and expenses	<u>978</u>		<u>2,158</u>		<u>2,958</u>		<u>6,760</u>	<u>(3,802)</u>	<u>(56.2%)</u>
578,810	B.- REVENUES FROM ORDINARY ACTIVITIES	158,228		167,018		423,262		441,323	(18,061)	(4.1%)
<u>(210,266)</u>	Cost of materials and external services	<u>(49,132)</u>	(31.2%)	<u>(56,136)</u>	(34.1%)	<u>(141,210)</u>	(33.6%)	<u>(156,553)</u>	<u>15,343</u>	<u>(9.8%)</u>
368,544	C.- GROSS MARGIN	109,096	69.4%	110,882	67.3%	282,052	67.1%	284,770	(2,718)	(1.0%)
<u>(118,989)</u>	Payroll costs	<u>(28,521)</u>	(18.1%)	<u>(29,574)</u>	(17.9%)	<u>(90,299)</u>	(21.5%)	<u>(91,599)</u>	<u>1,300</u>	<u>(1.4%)</u>
249,555	D.- GROSS OPERATING INCOME	80,575	51.2%	81,308	49.3%	191,753	45.6%	193,171	(1,418)	(0.7%)
(104,852)	Amortization and depreciation	(26,936)		(25,955)		(80,640)		(77,860)	(2,780)	3.6%
(2,580)	Other provisions	(415)		(909)		(4,352)		(1,942)	(2,410)	124.1%
(582)	Provisions for risks and charges	(338)		0		(8,210)		(5,518)	(2,692)	48.8%
<u>(45,199)</u>	Other income (expense), net	<u>(2,350)</u>		<u>3,796</u>		<u>(3,771)</u>		<u>(2,638)</u>	<u>(1,133)</u>	<u>42.9%</u>
96,342	E.- OPERATING INCOME	50,536	32.1%	58,240	35.3%	94,780	22.6%	105,213	(10,433)	(9.9%)
<u>(81,659)</u>	Financial income (expense), net	<u>(17,526)</u>	(11.1%)	<u>(20,784)</u>	(12.6%)	<u>(53,589)</u>	(12.8%)	<u>(60,949)</u>	<u>7,360</u>	<u>(12.1%)</u>
14,683	F.- INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	33,010		37,456		41,191		44,264	(3,073)	(6.9%)
<u>(4,653)</u>	Extraordinary income (expense), net	<u>353</u>		<u>(3,831)</u>		<u>(18,163)</u>		<u>(5,452)</u>	<u>(12,711)</u>	<u>233.1%</u>
10,030	G.- INCOME BEFORE TAXES	33,363		33,625		23,028		38,812	(15,784)	(40.7%)
(28,299)	Income taxes for the period	(13,537)		(12,334)		(26,569)		(31,603)	5,034	(15.9%)
<u>10,604</u>	Deferred tax assets	<u>(707)</u>		<u>(839)</u>		<u>6,993</u>		<u>8,823</u>	<u>(1,830)</u>	<u>(20.7%)</u>
<u>(7,665)</u>	H.- NET INCOME FOR THE PERIOD	<u>19,119</u>		<u>20,452</u>		<u>3,452</u>		<u>16,032</u>	<u>(12,580)</u>	<u>(78.5%)</u>
	including:									
605	- Minority interest	(148)		265		(759)		491	(1,250)	(254.6%)
(8,271)	- Group interest	19,267		20,187		4,211		15,541	(11,330)	(72.9%)

RECLASSIFIED CONSOLIDATED BALANCE SHEET

(€000)

09-30-2008		09-30-2009	12-31-2008	Change Sept. '09 - Dec. '08
	A. - NET FIXED ASSETS			
1,999,895	Intangible fixed assets *	1,949,686	1,991,210	(41,524)
165,704	Tangible fixed assets	167,347	170,528	(3,181)
3,432	Non - current financial assets	3,417	3,414	3
<u>2,169,031</u>		<u>2,120,450</u>	<u>2,165,152</u>	<u>(44,702)</u>
	B. - WORKING CAPITAL			
19,745	Inventory	22,818	21,922	896
197,144	Trade receivables	211,946	157,953	53,993
33,527	Other assets	68,703	37,154	31,549
(162,803)	Trade payables	(128,499)	(162,221)	33,722
(35,955)	Allowances for risks and charges	(47,681)	(29,538)	(18,143)
(113,023)	Other liabilities	(139,316)	(106,733)	(32,583)
<u>(61,365)</u>		<u>(12,029)</u>	<u>(81,463)</u>	<u>69,434</u>
2,107,666	C. - INVESTED CAPITAL, minus short-term liabilities (A+B)	2,108,421	2,083,689	24,732
38,009	D. - EMPLOYEE SEVERANCE INDEMNITIES	31,559	37,392	(5,833)
<u>2,069,657</u>	E. - INVESTED CAPITAL, minus short-term liabilities and E.S.I. (C-D)	<u>2,076,862</u>	<u>2,046,297</u>	<u>30,565</u>
	financed by:			
	F. - SHAREHOLDERS' EQUITY			
746,609	- Group interest	727,008	722,797	4,211
1,440	- Minority interest	789	1,554	(765)
<u>748,049</u>		<u>727,797</u>	<u>724,351</u>	<u>3,446</u>
1,493,369	G. - MEDIUM/LONG-TERM BORROWING	1,490,611	1,493,369	(2,758)
	H. - NET SHORT-TERM BORROWING (NET CASH AND CASH EQUIVALENTS)			
10,244	.Short-term borrowing	8,863	16,873	(8,010)
(182,005)	.Cash and current receivables	(150,409)	(188,296)	37,887
<u>(171,761)</u>		<u>(141,546)</u>	<u>(171,423)</u>	<u>29,877</u>
1,321,608	(G+H)	1,349,065	1,321,946	27,119
<u>2,069,657</u>	I. - TOTALE AS IN "E" (F+G+H)	<u>2,076,862</u>	<u>2,046,297</u>	<u>30,565</u>
<u>1,761,890</u>	<i>(*) including the value of the concession totaling</i>	<u>1,712,606</u>	<u>1,749,569</u>	<u>(36,963)</u>

**MANAGEMENT REPORT FOR THE
THIRD QUARTER OF 2009**

OPERATING REVIEW

Introduction

(€000)	Q3 2009	Q3 2008	9M 2009	9M 2008
Revenues	157,250	164,860	420,304	434,563
EBIT	50,536	58,240	94,780	105,213
Group net income for the period	19,267	20,187	4,211	15,541
Investments	15,820	16,409	39,382	87,233
Net debt at the end of the period			1,349,065	1,321,608
No. of passengers (000s)	11,331	11,962	29,412	31,264

After the losses of the first and second quarters, the Group returned to profit in the third quarter, recording net income of 19.3 million euros. This was achieved thanks to both seasonal factors and the progressive recovery of Alitalia-CAI, the principal carrier at Fiumicino airport with a 46.9% share of passenger traffic.

"Fragile but improving" is the assessment of air traffic trends given by IATA (the International Air Transport Association).

The statistics published by various bodies point to a slowdown in the contraction in passenger traffic compared with the same periods of last year. Worldwide, traffic in August registered a slight increase of 0.1% with respect to August 2008, with International traffic continuing to decline (down 2.2%) whilst local traffic began to pick up (up 2.5%). Figures for the Italian market published by Assaeroporti show substantial stability both in August, with traffic down 0.3% on August 2008, and September, with traffic up 0.1% on the same month of the previous year. This reflects increases of 4.3% and 4%, respectively, in domestic traffic and reductions of 2.6% and 2.4%, respectively, in international traffic.

In terms of Aeroporti di Roma SpA ("ADR SpA"), traffic continues to register a decline of 5-6% on the previous year, although the rate of decline has eased. The reduction in traffic regards traditional carriers, whilst low cost airlines have continued to expand.

Passenger numbers

month	2009	2008	% change
July	3,841,156	4,094,078	(6.2%)
August	3,900,960	4,117,202	(5.3%)
September	3,588,762	3,750,498	(4.3%)
Total	11,330,878	11,961,778	(5.3%)

The fall in movements is more pronounced at approximately 9%, whilst aircraft tonnage is down by around 7%, with an improvement therefore in the load factor.

Contracts with Alitalia-CAI regarding the provision of services and the sub-concession of space are close to being finalized, and the process of transforming Terminal 1 into a dedicated terminal serving Alitalia and the Sky Team alliance is underway. This forms part of the "dual hub" project, which will result in the airport being divided into two areas: one dedicated to the Sky Team alliance and another for the other carriers.

Alitalia in a.s. (operating under special administration) made payments of approximately 12.2 million euros to settle priority claims, the outstanding balance of which stands at 15.6 million euros. The hearings for the admission of claims relating to amounts due prior to the airline entering special administration are scheduled for between December 2009 and March 2010.

Following an examination of ten-year forecasts by the consultant appointed by Ambac Assurance UK Limited, Ambac granted a waiver on application of the Cash Sweep provided for in the loan agreements in respect of the Parent Company's credit rating. The waiver is valid until the application date of March 2010 (excluded). Triggering this condition would require the Company to allocate any residual available cash for the repayment/collateralization of debt at certain repayment dates.

We continue to monitor the Ambac group's position. Following the recent rating downgrade, the monoline's rating is even lower than that of the debtor (Romulus Finance Srl / ADR SpA) for which it is the guarantor. One of the consequences of this new situation is that Ambac Financial Services, which is counterparty to a swap contract with the vehicle, Romulus Finance Srl, linked to the bond issue denominated in sterling (A4), must be replaced or a back-to-back guarantee provided by a new counterparty with an acceptable rating.

The ADR Group reports revenues of 157.2 million euros for the third quarter of 2009, whilst EBIT is 50.5 million euros and net income 19.3 million euros.

The results benefitted from the high season for air travel, with passenger numbers up 9.8% on the second quarter of the current year, but are down on the same period of 2008. This reflects a 7.9% decline in non-aviation revenues and due to both the lower number of passengers and a general reduction in passenger spend.

The ADR Group's net debt amounts to 1,349.1 million euros at 30 September 2009, having risen from the 1,321.9 million euros of 31 December 2008 and the 1,340.0 million euros of 30 June 2009.

Art. 34 *bis* of Law no. 102/09 (the so-called "Anti-crisis package") has introduced the possibility of applying exemptions to the regulated tariff system, with the aim of stimulating medium- to long-term infrastructure investment by the operators of airport systems serving more than 10 million passengers a year, in line with the growing need for additional capacity. ADR SpA has responded by informing Italy's Civil Aviation Authority (ENAC) that it is willing to take part in a technical committee to discuss a series of strategies designed to introduce flexibility and modularity into the investment planning process. This has the aim of speeding up approval of a sustainable Airport Development Plan, in line with forecast air traffic growth and backed by a tariff system enabling operators to obtain an adequate return on capital.

The Group's activities

A review of operations during the third quarter in the various areas of business in which the Group is involved is provided below.

Aviation activities

Compared with the same period of 2008, an analysis of traffic figures for the Roman airport system for the third quarter of 2009 reveals the following performance, broken down by airport – Fiumicino and Ciampino – and segment – domestic and international:

Data for the period July-September 2009

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	101.730	86.327	15.403	42.387	59.343
D% vs PY	-8,8%	-10,0%	-1,7%	-9,3%	-8,5%
Mtow	7.817.270	7.080.303	736.967	2.556.703	5.260.567
D% vs PY	-7,0%	-7,8%	+1,4%	-4,7%	-8,1%
Total Pax	11.330.878	9.980.211	1.350.667	3.714.964	7.615.914
D% vs PY	-5,3%	-6,2%	+2,6%	-3,8%	-6,0%
Freight (Kg)	36.454.646	32.240.424	4.214.222	1.519.152	34.935.494
D% vs PY	-14,4%	-14,7%	-11,6%	-42,2%	-12,5%

International traffic breaks down into EU and non-EU traffic as follows.

	International	Intl' EU	Intl' Extra EU
Movements	59.343	39.783	19.560
D% vs PY	-8,5%	-10,1%	-5,2%
Mtow	5.260.567	2.731.114	2.529.453
D% vs PY	-8,1%	-10,5%	-5,5%
Total Pax	7.615.914	4.819.558	2.796.356
D% vs PY	-6,0%	-7,2%	-3,7%
Freight (Kg)	34.935.494	7.457.861	27.477.633
D% vs PY	-12,5%	-19,7%	-10,3%

The monthly trend in passenger traffic during the period under consideration (for the whole Roman airport system) breaks down as follows:

July	down 6.2%
August	down 5.3%
September	down 4.3%

There was a reduction in the number of passengers using Fiumicino airport during the third quarter (down 6.2%) compared with the same period of 2008. Capacity was also cut with movements down 10.0% and tonnage falling 7.8%.

Ciampino airport saw a 2.6% increase in passengers during the third quarter of 2009 compared with the same period of 2008.

This reflects the switch of a number of easyJet flights to Fiumicino, which were replaced by services operated by Ryanair, which uses aircraft with more seating capacity.

Compared with the same period of 2008, an analysis of traffic figures for the Roman airport system for the first nine months of 2009 reveals the following performance, broken down by airport - Fiumicino and Ciampino - and segment - domestic and international:

Data for the period January-September 2009

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	290.440	246.839	43.601	126.240	164.200
D% vs PY	-7,7%	-8,1%	-5,0%	-8,1%	-7,4%
Mtow	21.990.611	19.883.953	2.106.658	7.636.644	14.353.967
D% vs PY	-4,6%	-4,8%	-2,4%	-3,6%	-5,1%
Total Pax	29.412.370	25.759.128	3.653.242	10.299.833	19.112.537
D% vs PY	-5,9%	-6,6%	-0,7%	-6,6%	-5,6%
Freight (Kg)	101.736.125	89.310.958	12.425.167	4.477.805	97.258.320
D% vs PY	-16,0%	-15,9%	-16,7%	-34,2%	-14,9%

International traffic breaks down into EU and non-EU traffic as follows.

	International	Intl' EU	Intl' Extra EU
Movements	164.200	111.344	52.856
D% vs PY	-7,4%	-10,5%	+0,1%
Mtow	14.353.967	7.652.710	6.701.257
D% vs PY	-5,1%	-9,6%	+0,7%
Total Pax	19.112.537	12.389.321	6.723.216
D% vs PY	-5,6%	-7,7%	-1,5%
Freight (Kg)	97.258.320	21.873.130	75.385.190
D% vs PY	-14,9%	-24,2%	-11,8%

A comparison of nine-monthly data for 2009 with that for 2008 shows, at the level of the Roman airport system, a 5.9% decrease in passengers as a result of the reduced capacity on offer (movements down 7.7% and tonnage down 4.6%).

The main causes of this contraction, which has been ongoing since the beginning of the year, remain the economic downturn and, in the case of Fiumicino, the reduction in the fleet operated by the new Alitalia, which has also cut the number of destinations served.

Fiumicino airport recorded a 6.6% decline in passenger traffic which, as in the case of the system as a whole, was accompanied by a drop in capacity, with movements down 8.1% and tonnage down 4.8%.

Overall, Ciampino airport saw only a slight decline in passengers, with the number down 0.7% on the same period of the previous year.

During the third quarter of 2009 revenues from airport fees fell by 4.5%, bringing the overall decrease for the first nine months of the year to 3.8% (122.8 million euros, compared with 127.6 million euros in the first nine months of 2008).

The two principal components, landing and take-off fees and passenger boarding fees, reported the following performances in the first nine months of 2009:

- landing and take-off fees: the decrease of 2.5% is essentially due to the reduction in movements (down 7.7%) and tonnage (down 4.6%), partly offset by the different traffic mix, which registered a higher percentage of non-EU flights and the use of aircraft with a higher average tonnage;
- passenger boarding fees: total revenues decreased by 4.2% on the back of a fall in the number of passengers boarded (down 5.9%). The lower percentage impact on revenues is due to the concentration of the reduction in passengers on domestic and EU routes, which are subject to lower boarding fees.

It should be borne in mind that, compared with the previous year, the above trends are affected by the transfer of Alitalia flights from Malpensa to Fiumicino in the second quarter of 2008.

The management of centralized infrastructures and terminal services, carried out directly by the Parent Company, ADR SpA, generated revenues of 10.3 million euros during the third quarter of 2009, representing a decrease of 2.3%, whilst in the first nine months of 2009 revenues totaled 27.1 million euros, marking a reduction of 2.9% on the previous year.

The performance over the first nine months of 2009 is due essentially to two factors:

- loading bridge revenues reflected the reduction in flights operated by Alitalia/Airone, which resulted in a reduction of 6,323 in the number flights using fingers (down 13.3%), partly offset by an increase of 1,773 in other carriers' flights (up 2.9% on 2008). Improved use of the infrastructure enabled us to contain the reduction in revenues to 5.0%, despite a 5.0% reduction of in movements of aircraft that use this infrastructure at Fiumicino compared with the previous year;
- a slight decline of 0.6% in revenues generated by the baggage handling system due to the reduction in passenger traffic and the opening of Terminal 5, where unit charges are lower, in the second quarter of 2008, largely made up during the summer season thanks to an increase in the volume of baggage handled.

Security activities carried out by the Parent Company, ADR SpA (security checks on passengers and carry-on baggage, screening of checked baggage, explosive detection checks, other security checks on demand and surveillance of the airport system) generated revenues of 18.0 million euros in the third quarter of 2009, which is substantially in line with the comparable period (down 0.3%), whilst revenues for the first nine months of the year amount to 47.0 million euros, marking a reduction of 3.6% on the same period of 2008. This performance derives primarily from the fall in passenger traffic and a drop in cargo revenues as a result of the reduced volume of cargo handled at Fiumicino, partly offset by an increase in other services on demand.

In compliance with EU legislation, from July 2008 ADR SpA has started assisting persons with reduced mobility (PRM) via the specifically incorporated subsidiary undertaking, ADR Assistance Srl.

In the third quarter of 2009 these assistance activities generated revenues of 4.5 million euros, marking a significant increase on the 2.6 million euros of the comparable period, despite the drop in passenger traffic. This was due to the higher charge introduced from 1 August 2009.

The Users' Committee was presented with an updated estimate on the costs attributable to the provision of PRM assistance, based on previous and projected data. This led to an agreement on a new higher unit charge for the service at Fiumicino airport (1.05 euros instead of the previous 0.54 euros) be applied from August 1 until December 31, 2009. This charge will enable the tariff shortfall incurred in 2008 and early 2009 to be made up.

Revenues for the first nine months of 2009 amount to 9.1 million euros, a figure not comparable with the same period of 2008 given that, as noted above, the service was only introduced from July 16, 2008.

Within the Roman airport system operational safety was carried out according to procedure (ISO 9001/2000 certificate). In addition, the monitoring of compliance with the requirements of Civil Aviation Authority certification and the correct use of airside infrastructure by operators continued, including notification of any infringements and actions aimed at helping to modify and improve procedures for runway use.

Real estate management

Revenues from property rental, in the form of "rentals" and "utilities", at Fiumicino and Ciampino airports, amount to 30.3 million euros, registering an increase of 3.5% compared with the same period of 2008 (down 2.4% in the third quarter of 2009).

The performance reflects an increase in rentals relating to the co-generation plant and growth in rentals deriving from the lease of space in the new Office Tower 2, which entered service in December 2008.

Revenues from other fees charged to third parties operating at Fiumicino and Ciampino amount to 11.4 million euros, marking a reduction of 3.0% with respect to the same period of 2008. This again reflects the overall drop in air traffic (passengers down 5.9%). Revenues for the third quarter of 2009 are down 11.5% on the comparable period.

Non-aviation activities

Revenues from direct sales and outlets managed by sub-concessionaires were down 6.0% in the first nine months of 2009, compared with a reduction of 5.9% in departing passengers. The average passenger spend thus remained substantially in line with the first nine months of 2008, thanks in part to the positive impact of changes to the contractual terms of retail sub-concessions (guaranteed minimums and re-negotiations), which offset the lack of market growth.

Revenues from direct sales, totaling 58.0 million euros, registered a decline of 7.2% in the first nine months of 2009 compared with the same period of 2008 (down 9.2% in the third quarter of 2009), alongside a 5.9% reduction in outbound traffic. The average passenger spend is thus 1.5% down on the figure for the first nine months of 2008.

Fiumicino registered a decrease in revenues of 5.6% due to the fall in outbound traffic (down 6.6%), offset by a small rise of 1.0% in the average passenger spend. The best results were registered by the "Tobacco", "Confectionery" and "Make-up" categories.

Ciampino airport registered a 23.9% decrease in revenues compared with the same period of 2008, almost entirely due to the reduced average passenger spend (down 23.2%). This performance primarily reflects the decrease in the average passenger spend on UK flights, due to the strengthening of the euro against sterling and a change in the traffic mix, resulting in an increase in the domestic component that is subject to a lower average passenger spend.

Revenues generated by royalties from outlets managed by sub-concessionaires total 35.8 million euros for the first nine months of 2009, marking a reduction of 3.5% on 2008 (down 4.8% in the third quarter of 2009). Average revenue per passenger is up 4.9% (Specialist Retail down 1.5%, Food & Beverage up 16.3%, Other Royalties up 3.1%).

Fiumicino registered an 8.5% decrease in revenues from Specialist Retail royalties (down 1.0% in terms of average revenue per passenger), with reductions in the "Accessories", "Clothing" and "Electronics" categories, offset by good performances from the "Luxury" and "Newsagent" categories. The performance of the "Food & Beverage" category at Fiumicino (revenues up 5.1%, equivalent to an increase of 0.6 million euros) essentially derives from the effect of new contract arrangements (higher royalties) with the providers that took over the refreshment outlets previously managed by Cisim Food.

The "Other Royalties" category reports revenues of around 3.7 million euros at Fiumicino, slightly down on the same period of the previous year (down 0.4% in absolute terms, up 6.5% in terms of average revenue per passenger).

Retail sub-concessionaires operating at Ciampino registered a revenue decrease of 9.4% (equivalent to 0.2 million euros), compared with a 1.0% reduction in outbound traffic. This resulted in average revenue per passenger of 8.5%. This primarily reflects the above reduction in the average spend for passengers heading to the UK and the previously mentioned change in traffic mix.

Management of parking systems registered revenues of 20.7 million euros in the first nine months of 2009, marking a reduction of 11.1% on the same period of the previous year (down 7.7% in the third quarter of 2009). The reduction is greater than the decline in the potential market represented by outbound passengers (down 3.8%), above all in the business segment.

Aggressive competition and an overall downturn in consumption (alternative means of transport are more economical and increasingly available) led to a drop of around 7.5% in the average spend, despite the steady increase in the use of online booking (up 16%) and the ongoing development of distribution channels.

Advertising revenues are down 19.8% in the third quarter of 2009, resulting in an 11.4% reduction in revenues generated during the first nine months of 2009 to 17.2 million euros. This is due to a substantial reduction in external revenues generated by the subsidiary undertaking, ADR Advertising SpA, as a result of the crisis that is affecting the entire advertising sector. This was only partly offset by a rise in revenues from the sale of advertising space in directly managed outlets, which amounts to 2.0 million euros and is up 8.7% on the previous year.

Technical and IT services

During the third quarter of 2009 activities aimed at upgrading and ensuring the reliability of company application systems and ICT infrastructures were completed, continued and launched.

In particular, works completed during the third quarter of 2009 include the following:

- upgrade of check-in and transfer desk infrastructure: renovated peripheral equipment for check-in, boarding and transfer operations, in compliance with IATA regulations, is being rolled out;
- new PR8 car park: the new parking area for airport operators, known as PR8, has been delivered;
- upgrade of taxi system: traffic flows for the taxi rank serving the arrivals area at Terminal B/C have been modified, with cars now arriving in front of the exit used by passengers from International flights;
- integrated badge access control system: integration of the various existing systems with the new platform has been completed; the new system is now in operation for gates, access points, elevators and technical areas;
- automation of billing processes for airport services: implementation of the systems designed to automate the billing processes for the various airport and security services provided by ADR SpA has been completed.

The following key activities were launched and will be continued during the fourth quarter of 2009:

- review of ICT "operations": the program for transforming "operations", which has involved start-up of the Incident Management process, supported by the new outsourced front-end services, is in progress. Implementation will involve a series of releases over the coming years;
- makeover of the intranet site: a makeover of the Group's intranet site has begun, based on new and modern corporate communication and cooperation tools;

- migration to RE-FX: migration of the SAP Real Estate Classic system to the new SAP RE-FX version is underway.

Environmental protection

During the period, maintenance and development of the Environmental Management Systems (EMS) at Fiumicino and Ciampino continued according to plan.

Within the scope of training initiatives, scheduled courses were provided for the departments concerned with the systems.

EMS monitoring, conducted by ADR's internal environmental auditors, was carried out in accordance with plans for the period, above all in relation to ecological plants. The process contributes to highlighting areas where systems may be improved.

The program launched at Fiumicino airport regarding development of the sorting of recyclable waste proceeded, with the collection areas set up near terminals entering use.

Monitoring campaigns for air quality and electromagnetic fields are in progress at Fiumicino and Ciampino airports.

ADR's Environmental Report for 2008 is being published.

Quality

Monitoring of the quality of the services provided at Fiumicino and Ciampino airports during the third quarter of the year was carried out in accordance with the 2009 Quality Plan. More than 12,000 objective controls were carried out, based on daily monitoring of the level of quality provided for the main passenger services (baggage claim, check-in, carry-on baggage security checks and the punctuality of outbound flights).

An analysis of quality trends at Fiumicino shows that:

- 94% of passengers waited no more than 12 minutes for carry-on baggage security checks, 4 percentage points above the service standard published in the Service Charter (90% of passengers);
- the percentage of flights with baggage reclaim times within the set limits was 68% for the first and 74% for the last piece of baggage (the standard is 90%);
- the percentage of outbound flights with delays of more than 15 minutes was 44%, 19 percentage points above the standard (25%). The percentage of outbound flights with delays caused by the airport operator was 0.25% compared with the set standard of 0.3%;
- 82% of passengers traveling on domestic flights and 87% of passengers traveling on international flights completed check-in operations within the set times (10 minutes and 20 minutes, respectively).

An analysis of quality trends at Ciampino shows that:

- 100% of passengers waited no more than 15 minutes for carry-on baggage security checks, compared with the set standard of 90% published in the Service Charter;
- the percentage of outbound flights with delays of more than 15 minutes was 21%, 4 percentage points higher than the set standard of 17% published in the Service Charter;
- the percentage of flights with baggage reclaim times within the set limits was 84% for the first piece of baggage and 83% for the last piece of baggage (the standard is 90%);
- 47% of passengers completed check-in operations within 20 minutes (the standard is 90%).

Group investment

During the quarter under review the ADR Group carried out investment totaling 15.8 million euros, with a total of 39.4 million euros in the first nine months of 2009 (16.4 million euros and 87.2 million euros, respectively, in the same periods of 2008).

(in millions of euros)

North Fiumicino: plan for long-term development	0.6
New Airport (flights low-cost)	0.8
New Pier "C"	7.1
Maintenance works and optimization of terminals	2.5
Ciampino: infrastructural works	4.1
HBS/BHS ex Cargo Alitalia	2.1
Works on Luggage plants and new machinery RX	2.8
Fiumicino: Maintenance works on civil works	3.0
Fiumicino - Maintenance works on electrical network and air conditioning	2.2
Works on airport road network	1.0
Maintenance works on building in subconcession	0.8
Interventions on runways and aprons	2.1
Others	10.3
Total investments 9M 2009	39.4

Terminals

Work on renovating the passenger information sign systems inside and outside terminal buildings has essentially been completed. Work on changing the designation of terminals from letters to numbers (Terminals 1, 2, 3 and 5) was carried out, with the new denominations becoming operational in October 2009.

Works on the construction of Pier C continued, with the creation of aircraft aprons and service tunnels. Excavation work for the pier's foundations also began.

Following the upgrade of reception facilities at Fiumicino airport for persons with reduced mobility (PRM), in addition to the reception rooms at the West Pier, Pier B and Satellite West, the reception room for Terminal C also entered service.

In the arrivals hall of Terminal A, work was completed on the new group of airline company offices.

Work on the new fast track lane for Terminal A was completed in September. This will facilitate the flow of passengers bound for Milan Linate by enabling them direct access to the sterile area at the same level as the departure lounges, without passing through level 11.00 of the terminal (the mezzanine floor).

Two fast lanes were built at Terminals B and C in order to speed up security checks for business and first class passengers.

A baggage handling system on free loan for use at Terminal 5 is up and running, including a line for handling transit baggage and 6 loading bays for outbound flights.

Upgrade works are in progress on the BHS system at Terminal B, with completion expected by February 2010.

Work on a series of improvements to the baggage system in Terminal AA is underway in readiness for its re-opening. The work is expected to be completed by 25 October 2009.

In order to adapt an apron at the Satellite West to accommodate A380 aircraft (expected to begin using the airport in March 2010), contracts are being awarded for supply of the loading bridge, pre-conditioning equipment and 400Hz converters, whilst the necessary upgrade works are in the design phase.

An upgrade of the air conditioning system in the arrivals hall at Ciampino is planned.

Infrastructure and buildings

The preliminary design for the installation of solar power plants by Acea has been approved by the Civil Aviation Authority. The first plant will be installed on the workshop roof during the year, whilst the second plant will be built close to the long-stay car park during 2010.

Work is in progress on a new control room for firefighters at Fiumicino.

Runways and aprons

At Fiumicino, work was completed on the upgrade of the BA connecting runway, utilized by aircraft taking off from runway 2, to strengthen the pavement. This runway is especially subject to heat and chemicals emitted by aircraft waiting to take off.

Works on runway 1 and the Alfa taxiway between the AC and AF connecting runways were completed, including structural upgrading of the runway paving and the Alfa taxiway between the AB and BH connecting runways and the related connecting runways; upgrading of the runway's strip; construction of two new fast exits for aircraft landing from the south; implementation of the luminous sign system for operations carried out in conditions of low visibility for all runway infrastructure; and enlargement of the anti-dust sections of the taxiway and connecting runways to upgrade the whole of runway 1 to handle the new generation class F aircraft (A 380). Works were also completed on runway 1 regarding the individual lamp monitoring system for operations in Cat. III low visibility conditions. The relative certificate of compliance was issued by the Civil Aviation Authority.

Work is nearing completion on the runway 07/25 underpass, which will be completed by the end of November 2009, whilst work on upgrading taxiway signs in line with Civil Aviation Authority regulations is also close to completion.

Horizontal signs for aircraft aprons have been upgraded in accordance with Civil Aviation Authority directives.

Structural upgrading of the "Hotel" taxiway where it meets the NE taxiway and of a part of the Charlie-Foxtrot taxiway has been carried out.

Localized upgrading of runway "2", the Bravo taxiway between the BA and BB connecting runways and part of the Delta taxiway has been completed.

Structural upgrading of aircraft aprons in sector "300" and in a part of sector "400" is about to start.

At Ciampino, extraordinary maintenance of runway 15/33, and the upgrade of road signs for aircraft aprons in the area in front of the hangar, in accordance with Civil Aviation Authority directives, have been completed. Upgrading of the Alfa taxiway is about to start.

Airport development plan

As part of its examination of the airport development plan, in July 2009 the Civil Aviation Authority requested additions to the plan submitted in July 2008. ADR SpA prepared the additional material, but decided that it would be more appropriate to announce its intention to submit a new version of the plan to 2020, including a document outlining infrastructure development at Fiumicino through to 2044. The new plan reflects new traffic projections and certain corrections to the future state of infrastructure. The new version is still in preparation.

As part of its approval process, the Civil Aviation Authority has requested additions to the Viterbo airport development plan. Following a number of checks, ADR SpA added the new graphics and text to the main report. The new version of the master plan for Viterbo was completed in September 2009. As required by the Civil Aviation Authority, the environmental impact study must include details of the design for and of the impact of all the new intermodal infrastructures necessary for the airport

to operate properly (roads and railways). ADR SpA has therefore prepared a draft agreement to be drawn up with intermodal infrastructure operators, the Civil Aviation Authority, local authorities and the Ministry of Infrastructure before making changes to the environmental impact study.

Group personnel

Group headcount at September 30, 2009

Changes in the headcount between December 31, 2008 and September 30, 2009 are shown in the following table. The breakdown does not include staff covered by redundancy schemes, but does include suspended staff who benefit from the Special Income Support Fund.

category	Sept 30, 2009 (*)	Dec 31, 2008	Change
Managers	49	59	(10)
Supervisors	199	214	(15)
White-collar	1,717	1,659	58
Blue-collar	673	636	37
Group total	2,638	2,568	70
including:			
<i>on permanent contracts</i>	<i>1,979</i>	<i>1,899</i>	<i>80</i>
<i>on fixed-term contracts</i>	<i>659</i>	<i>669</i>	<i>(10)</i>

(*) including beneficiaries of the **Special Income Support Fund**: 49 at ADR SpA and 1 at ADR Engineering SpA

Changes break down as follows by ADR Group company:

category	Sept 30, 2009 (*)			Dec 31, 2008			Change	Change	Change
	Perm.	Fixed-term	Total	Perm.	Fixed-term	Total	Perm.	Fixed-term	Total
ADR SpA	1,733	541	2,274	1,668	568	2,236	65	(27)	38
ADR Engineering SpA	39	1	40	44	3	47	(5)	(2)	(7)
ADR Tel SpA	16	2	18	17	0	17	(1)	2	1
ADR Advertising SpA	8	1	9	10	1	11	(2)	0	(2)
ADR Assistance Srl	183	114	297	160	97	257	23	17	40
Group total	1,979	659	2,638	1,899	669	2,568	80	(10)	70

(*) including beneficiaries of the **Special Income Support Fund**: 49 at ADR SpA and 1 at ADR Engineering

The comparison of the two periods shows an increase of 70 staff at Group level, reflecting the following:

- ADR SpA: the increase of 38 does not represent the real number of staff actually employed in the running of the Group as it includes 49 people who have been suspended and receive special income support. After adjusting for this factor and in view of the reduction in fixed-term staff, the Company operates with a smaller workforce than the figure reported at December 31 of the previous year (down 11);

- ADR Assistance Srl: the increase of 23 in permanent staff derives from application of the second stage of the agreement of June 5, 2008, which provided for the absorption of staff previously employed by handlers in the provision of PRM assistance. The increase of 17 in fixed-term staff is, in contrast, directly linked to the usual need for extra staff during the summer season.

Average Group headcount from January 1 to September 30, 2009

The following data, expressed as full-time equivalent (FTE), compare the changes that occurred in the first nine months of 2009 and 2008.

The average headcount for the first nine months of 2009 is 2,363.4 FTE and breaks down as follows by ADR Group company:

AVERAGE HEADCOUNT	9M 2009			9M 2008			Change		
	Perm.	Fixed-term	Total	Perm.	Fixed-term	Total	Perm.	Fixed-term	Total
ADR SpA	1,624.6	438.2	2,062.8	1,570.2	587.6	2,157.8	54.4	(149.4)	(95.0)
ADR Engineering SpA	41.4	1.7	43.1	43.4	3.5	46.9	(2.0)	(1.8)	(3.8)
ADR Tel SpA	17.3	1.0	18.3	17.8	0.0	17.8	(0.5)	1.0	0.5
ADR Advertising SpA	9.0	0.8	9.8	10.6	0.1	10.7	(1.6)	0.7	(0.9)
ADR Assistance Srl	168.5	60.9	229.4	55.7	24.8	80.5	112.8	36.1	148.9
Group total	1,860.8	502.6	2,363.4	1,697.7	616.0	2,313.7	163.1	(113.4)	49.7

For the Group, the average headcount rose by 49.7 FTE in the period. This difference is due to ADR Assistance Srl (up 148. FTE), which, having started operating on July 16, 2008, reports an increase in its workforce.

Organizational aspects

A new staff function, Corporate Communication, reporting to the Chairman was set up during the third quarter of the year, with the aim of strengthening the Group's corporate relations.

A number of processes, including fleet management and the application of data protection regulations, were optimized by making them the responsibility of a single department, Legal and General Affairs, Tenders and Procurement.

With regard to certification systems, roles and responsibilities were brought into line with the current organizational structure.

Restructuring program 2009 – 2014

The restructuring program, launched at the beginning of the year, will be completed with the redundancies and suspensions due to take effect on November 30, 2009. Suspended staff will be granted access to the Special Income Support Fund.

At September 30 of this year, the program has involved 49 staff on special income support and 77 people made redundant at ADR SpA, 1 person on special income support and 1 made redundant at ADR Engineering SpA, and two people made redundant at ADR Tel SpA.

Industrial relations

As part of initiatives linked to implementation of the new working hours, a new form of paid leave was introduced, consisting of six days of paid annual leave instead of the twelve-day reduction in working hours previously applied.

On July 17, 2009 the Parent Company's management, together with the labor unions, examined the results for 2008 in order to establish the performance-related bonus. Having ascertained that the performances on which payment of the bonus is based satisfied the related conditions, the bonus was paid together with monthly salaries for August.

Training

Training, which involved over a hundred staff, focused on two areas: behavioral and language skills. Fondimpresa provided funding for two training programs launched in 2008, which were completed in early 2009: *Customer Care* and the *Kaizen Method*. These programs were primarily aimed at operating personnel that have direct contact with external customers and for whom service quality is of central importance.

Funding was also provided for a further two programs launched during the third quarter: *Working as a Team*, aimed at graduates and professionals, and *Managing Uncertainty* for supervisors and professionals. A total of over 40 staff took part.

In order to stimulate interest in the main aspects of the Group's economic performance, in-house refresher courses entitled *Understanding economics* were organized.

Within ADR SpA, training involved a total of approximately 270 people and a commitment of almost 2,500 hours. 170 staff at Group companies took part in training activities, amounting to more than 1,590 hours.

Health and safety, data protection and corporate social responsibility

Instructions for ensuring compliance with health and safety at the workplace legislation have been published and implemented.

With regard to the provisions of Legislative Decree no. 81/08, assessments of health and environmental risks and of the level of exposure to vibrations were completed.

A document was drawn up regarding assessment of fire risks in new workplaces, and the health and safety improvement plan (analysis of risks deriving from structural elements) for the areas concerned was completed. Activities linked to preparation of the *Document assessing interference risks* are underway.

In terms of data protection requirements, the necessary security planning documents have been prepared for ADR SpA, ADR Tel SpA and ADR Assistance Srl within the deadline established by law.

With regard to corporate social responsibility, the Group has promoted participation in the *European Community's Lifelong Learning Program Leonardo da Vinci* to ensure that its equal opportunities policy is fully incorporated into the Group's procedures and processes, and became a partner of the European "Healthy and Safe workplaces" campaign, in order to develop awareness of the issue of health and safety at work.

Other significant events during the third quarter

Legal and regulatory framework

- Anti-crisis package – planning agreement and air navigation services at Ciampino

The Italian State's Official Gazette of August 4, 2009 contains the text of Law no. 102 of August 3, 2009 converting into law the "Corrective measures in respect of the anti-crisis package introduced by Law Decree no. 78 of 2009". This authorizes the Civil Aviation Authority to execute planning agreements in exemption to existing regulations governing airports that handle over ten million passengers a year. These agreements can introduce long-term tariff systems that, taking account of European levels and standards, are based on the cost of infrastructures and services, efficiency targets and the need to provide an adequate return on investment and on capital, with tariff adjustment methods valid throughout the term of the agreement.

Art. 4 *ter* authorizes the Civil Aviation Authority to spend 8.8 million euros in 2009 and 21.1 million euros for each of 2010, 2011 and 2012. The funds are to be invested in air navigation services at various airports, including Ciampino.

▪ **Development Law – assessment of the liberalization of ground handling services at civil airports**
The Official Gazette of July 31, 2009 contains the text of Law no. 99 of July 23, 2009 setting out “Measures to promote the development and internationalization of enterprises, and with regard to energy”. Art. 50 requires the Minister of Infrastructure and Transport to report to Parliament, every six months, on the degree of liberalization of ground handling services at civil airports, with particular regard to:

- a) the ground handling market;
- b) improvements to airline ticketing services in terms of availability, real-time information to users, cost reductions for consumers;
- c) relations between airports, intermodal transport, transport infrastructures and local areas;
- d) concrete measures and corrective actions adopted to ensure effective liberalization of the sector;
- e) any further measures to be taken to ensure effective market competition.

▪ **Criteria for allocating the commercial margin for the purposes of calculating airport fees**
The Official Gazette of August 25, 2009 contains the text of the Directive, dated July 31, 2009, issued by the Minister of Infrastructure and Transport, in agreement with the Minister of the Economy and Finance. The Directive concerns “identification of the criteria for allocating the commercial margin for the purposes of calculating the size of airport fees”.

The Civil Aviation Authority is authorized to use a new criterion to allocate the commercial margin if it finds excessive differences between the airport fees being charged and those previously in force. The Civil Aviation Authority will identify this criterion, which must receive prior approval from the Users’ Committee and the airport operator.

▪ **Memorandum of understanding between the Civil Aviation Authority and Assaeroporti**
On September 26, 2009 the chairmen of the Civil Aviation Authority and Assaeroporti signed a memorandum of understanding that commits the two bodies to speed up the execution of planning agreements between the Civil Aviation Authority and airport operators, as provided for in the legislation in force governing regulated airport revenues.

Based on the complex regulatory framework governing airport fees and, in view of the burdensome nature of the inquiry process that resulted in the drawing up of the planning agreements with SAT and Gesac, the parties above all gave commitments to carry out their respective responsibilities in accordance with pre-defined and more reasonable time-scales: in particular, Assaeroporti is committed within 60 days to solicit its members to submit the documentation needed to start the inquiry process to the Civil Aviation Authority, whilst the latter has, in turn, given a commitment to complete its inquiry within six months of formally initiating the process, in accordance with the priorities it has established.

The memorandum also contains a number of provisions of a technical and financial nature regarding, for example, application of exemption from the regulations governing the margin on “commercial services”, the calculation of the RAB and the definition of the WACC.

Agreement between Alitalia CAI SpA and ADR SpA

In mid-July Alitalia SpA and ADR SpA signed an agreement that provides for a new layout of the terminals at Rome’s Fiumicino airport, and a series of structural works aimed at improving airport operations.

The agreement envisages a series of organizational steps designed to improve service quality. One of the most important of these is dedication of the existing Terminal A “for the exclusive use of Alitalia and its Skyteam Alliance partners”.

The dedicated terminal will enable ADR SpA to reorganize and specialize existing terminals, as well as those under construction (the new Pier C) and those at the design stage (the new Terminal A in the eastern area of the airport). In the long term, the Company is committed to making the first three piers in the eastern area available for use by the carrier, along with the related boarding infrastructure, whilst allocating the western area of the airport to the other airlines.

Update on financial risks

ADR SpA's creditworthiness is rated by Standard & Poor's and Moody's.

The cost of debt and insurance guarantees provided by the monoline insurance company AMBAC is linked to the ratings received by ADR SpA from these agencies. Moreover, if the Company exceeds certain minimum thresholds – set by contract – the lenders are authorized to exercise stricter control over its cash flow, thereby constraining further the Company's operational flexibility (the so-called Trigger Event).

On September 22, 2009 the rating agency, Moody's, confirmed its "investment grade" Baa3 rating for ADR SpA, but changed its outlook from "stable" to "negative". This change in outlook, in the terms expressed by the agency, reflects the increased exposure to financial risk deriving from the reduction in traffic volumes and the risks linked to the structure of ADR's debt.

On October 1, 2009 the rating agency, Standard & Poor's, placed the rating assigned to ADR SpA on April 10, 2009 (BB with a stable outlook) on "credit watch with negative implications" due to the risks connected to the failure to replace Ambac Financial Services – the monoline no longer meets the minimum rating requirements – with a different counterparty for Romulus Finance Srl's swap contract. The obligation for making such a replacement lies with Ambac itself whilst, as things stand, Romulus Finance Srl only has the option of terminating the swap and paying the counterparty the market value of the contract. In view of the extremely negative market value, the potential impact on the Company's liquidity of voluntary or automatic termination is viewed by the two agencies, and in particular by Standard & Poor's, as a further element of potential financial risk.

Therefore, due to its current rating, ADR SpA is still under the restrictive regime of the Trigger Event, already in force following the lowering of the rating by Standard & Poor's on November 30 2007 (from BBB stable to BBB- stable).

The consequences of the Trigger Event and the Cash Sweep have already been described in full, in terms of their impact on the Company's operations, in the interim report for the six months ended June 30, 2009.

At the application date in September, however, Ambac again decided to waive, in line with the other creditors, application of the Trigger Event and Cash Sweep mechanisms. For this reason, the only impact on available cash resulted from Ambac's decision not to allow the transfer of a portion of unavailable cash held in the DSRA (Debt Service Reserve Account), totaling 14.7 million euros, to the Company's unrestricted bank accounts, as would have cyclically occurred at the September application date.

The financial ratios provided for in the loan agreement were also certified at the September application date. These confirmed that the ratios are higher than the minimum values required in order to maintain the Company's ordinary operating conditions, with the exception of the potential to increase gross debt, which is, in any event, already prevented by the above Trigger Event condition.

Litigation

With regard to proceedings relating to certain airport fees, details of the Lazio Regional Administrative Court's sentence issued in response to the appeals lodged by ADR SpA and Airone were published on September 25, 2009. The appeals regarded the Antitrust Authority's ruling of October 23, 2008 relating to ADR SpA's alleged abuse, pursuant to art. 82 of the EC Treaty, in respect of airport fees.

The Court partially upheld ADR SpA's appeal, based on a series of complex reasons (e.g. the Civil Aviation Authority's failure to implement tariff regulations), and, as a result, reduced each component of the fine by 30%. This means that the total amount payable has been lowered from 1,668 thousand euros to 1,168 thousand euros.

Again based on a series of complex reasons, the Court also partially upheld the part of Airone's appeal claiming that the Antitrust Authority's investigation had omitted to examine ADR's dominant position regarding the availability of centralized infrastructures. The Lazio Regional Administrative Court accepted Airone's argument that the Antitrust Authority, in ignoring this abuse, had only focused on the deficit arising between the costs and revenues attributable to ADR deriving from its management of centralized infrastructures.

ADR SpA is examining all the implications before deciding whether or not to appeal the Court's rulings before the Council of State.

With regard to the dispute arising from the audit carried out by the Tax Office of Rome (UTF) regarding the tax on electricity consumption and the related surtax, on October 21, 2009 the Tax Commission for the Lazio Region issued and filed thirteen sentences confirming the decision of the Provincial Tax Commission and rejecting the appeal lodged by the Customs Office.

Within the scope of annual checking procedures pursuant to art. 42 of Law no. 388/2000, on June 4, 2009 the Lazio Regional Tax Office initiated a general tax audit of the Parent Company regarding IRAP and VAT for 2007.

At the end of the audit, on October 29, 2009 the Company was notified of certain irregularities regarding direct taxation and VAT. In acknowledging the notice, the Company has reserved its right to defend itself before the competent authorities.

In August 2009 the Dutch tax authorities formally requested information from Airport Invest BV in relation to their audit of income tax declarations for the 2005 and 2006 tax years.

On October 3 and 10, 2009 the Dutch tax authorities formally notified the company that its audit of the declarations had resulted in a favorable outcome.

GROUP FINANCIAL POSITION AND OPERATING RESULTS

Reclassified consolidated income statement (€000)

2008		Q3 2009	Q3 2008	9M 2009	9M 2008	Change	%
570,132	A.- REVENUES	157,250	164,860	420,304	434,563	(14,259)	(3.3%)
8,678	Capitalized costs and expenses	978	2,158	2,958	6,760	(3,802)	(56.2%)
578,810	B.- REVENUES FROM ORDINARY ACTIVITIES	158,228	167,018	423,262	441,323	(18,061)	(4.1%)
(210,266)	Cost of materials and external services	(49,132)	(56,136)	(141,210)	(156,553)	15,343	(9.8%)
368,544	C.- GROSS MARGIN	109,096	110,882	282,052	284,770	(2,718)	(1.0%)
(118,989)	Payroll costs	(28,521)	(29,574)	(90,299)	(91,599)	1,300	(1.4%)
249,555	D.- GROSS OPERATING INCOME	80,575	81,308	191,753	193,171	(1,418)	(0.7%)
(104,852)	Amortization and depreciation	(26,936)	(25,955)	(80,640)	(77,860)	(2,780)	3.6%
(2,580)	Other provisions	(415)	(909)	(4,352)	(1,942)	(2,410)	124.1%
(582)	Provisions for risks and charges	(338)	0	(8,210)	(5,518)	(2,692)	48.8%
(45,199)	Other income (expense), net	(2,350)	3,796	(3,771)	(2,638)	(1,133)	42.9%
96,342	E.- OPERATING INCOME	50,536	58,240	94,780	105,213	(10,433)	(9.9%)
(81,659)	Financial income (expense), net	(17,526)	(20,784)	(53,589)	(60,949)	7,360	(12.1%)
14,683	F.- INCOME BEFORE EXTRAORDINARY ITEMS AND TAXES	33,010	37,456	41,191	44,264	(3,073)	(6.9%)
(4,653)	Extraordinary income (expense), net	353	(3,831)	(18,163)	(5,452)	(12,711)	233.1%
10,030	G.- INCOME BEFORE TAXES	33,363	33,625	23,028	38,812	(15,784)	(40.7%)
(28,299)	Income taxes for the period	(13,537)	(12,334)	(26,569)	(31,603)	5,034	(15.9%)
10,604	Deferred tax assets	(707)	(839)	6,993	8,823	(1,830)	(20.7%)
(7,665)	H.- NET INCOME FOR THE PERIOD	19,119	20,452	3,452	16,032	(12,580)	(78.5%)
605	including:	(148)	265	(759)	491	(1,250)	(254.6%)
(8,271)	- Minority interest	19,267	20,187	4,211	15,541	(11,330)	(72.9%)
	- Group interest						

The fall in traffic, already seen at the end of the previous year, accelerated during the first nine months of 2009. This is the result of the continuing economic downturn, which has had a major impact on air transport, and the scaled-back operations of the new Alitalia-CAI, which began flying in January.

The third quarter of the year witnessed a 5.3% fall in passenger traffic and a decline of 8.8% in movements, bringing the total reductions for the first nine months of the year to 5.9% for passengers and 7.7% for movements.

Over the same period, which marks the high season for air transport, revenues were down 4.6%, reflecting a 7.9% decline in turnover from non-aviation activities and a smaller 1.5% reduction in aviation revenues.

As a result of the 9.4% reduction in operating costs, at 80.6 million euros EBITDA is substantially in line with the same period of the previous year (down 0.9%). The reduction in EBIT was more pronounced (down 13.2%) with respect to the third quarter of 2008, which benefitted from the release of provisions for risks and charges, classified in other income and revenues.

Thanks to a reduction in net financial expense (down 15.7%) and the positive contribution of extraordinary income compared with the comparable period, net income for the period is 19.3 million euros, compared with the 20.2 million euros of the third quarter of 2008.

In addition to the decline in traffic, the Group's results for the first nine months of 2009 reflect the costs linked to the restructuring program, embarked on at the beginning of the year with a view to cutting costs and involving initiation of a redundancy procedure pursuant to Law no. 223/91.

The Group's revenues amount to 420.3 million euros, marking an overall reduction of 3.3%. This is primarily due to the 5.0% contraction in non-aviation activities and the smaller 1.7% reduction in aviation revenues.

The reduction in traffic was fully reflected across all components of the aviation segment: airport fees are down 3.8%, though less than the fall in traffic thanks to a favorable shift in the traffic mix towards the non-EU segment; whilst centralized infrastructure and security service revenues are also down by 2.9% and 3.6%, respectively.

These results were partly offset by the performance of other aviation revenues, deriving from earnings relating to PRM assistance. This activity, launched in July 2008 via the subsidiary undertaking, ADR Assistance Srl, generated an increase in revenues of 6.5 million euros.

The 5.0% reduction in non-aviation revenues reflects a 7.2% decrease in direct sales, which are directly linked to traffic performance, and an 11.1% fall in revenues from car parks due to increased competition and the general decline in consumer spending.

The downturn in revenues from the sale of advertising space (down 11.4%) continued, reflecting the persistent crisis in the advertising sector, whilst there was a sharp drop of 27.3% in canteen revenues, deriving from a reduction in the numbers of staff employed by airport operators at Fiumicino. The performance registered by revenues from sub-concessions and utilities is substantially in line with the same period of 2008 (down 0.8%).

Capitalized costs and expenses are also down by 3.8 million euros compared with the same period of the previous year, due to the reduction in investment by the Group. "Revenues from ordinary activities" are therefore down by 4.1%.

Consumption of materials and external services decreased by 9.8% thanks to cost-cutting measures, which primarily regarded consultants' fees, professional services and marketing, as well as a reduction in the cost of purchasing goods for resale, reflecting the fall in direct sales.

The ADR Group's average workforce during the first nine months of the year rose by 49.7, reflecting the start-up of operations by the subsidiary undertaking, ADR Assistance Srl (148.9 additional staff) in the second half of 2008. This increase was partially offset by the reduction in the average workforce employed by the Parent Company, ADR SpA, as a result of the current restructuring program. Despite the rise in the average workforce, payroll costs are down 1.4% on the same period of 2008, which included non-recurring cost items.

Due to cuts in operating costs totaling 6.7%, EBITDA of 191.8 million euros is 0.7% down on the same period of 2008.

EBIT, amounting to 94.8 million euros, has, in contrast, registered a decrease of 9.9%, due to higher charges for amortization and depreciation, provisions for risks and doubtful accounts, and net other expenses.

The substantial reduction in interest rates and, compared with the first nine months of 2008, the effects of the partial restructuring of debt implemented in March 2008 and completed in June, via re-financing under more favorable conditions, resulted in a reduction in net financial expense to 53.6 million euros. This marks a decrease of 12.1% compared with the same period of 2008.

Pre-tax income was impacted by the above-mentioned provisions, recorded in extraordinary items, for restructuring charges, totaling 19.5 million euros.

Estimated total taxation for the period is down 3.2 million euros on the figure for the same period of 2008, which included the positive effect of the reversal of deferred taxation deriving from accelerated depreciation, in connection with the decision to release this item via payment of substitute tax.

As a result of the above performance, the ADR Group reports net income of 4.2 million euros for the first nine months of 2009, compared with net income of 15.5 million euros for the same period of the previous year.

Reclassified consolidated balance sheet (€000)

09-30-2008		09-30-2009	12-31-2008	Change Sept. '09 - Dec. '08
	A. - NET FIXED ASSETS			
1,999,895	Intangible fixed assets *	1,949,686	1,991,210	(41,524)
165,704	Tangible fixed assets	167,347	170,528	(3,181)
3,432	Non - current financial assets	3,417	3,414	3
<u>2,169,031</u>		<u>2,120,450</u>	<u>2,165,152</u>	<u>(44,702)</u>
	B. - WORKING CAPITAL			
19,745	Inventory	22,818	21,922	896
197,144	Trade receivables	211,946	157,953	53,993
33,527	Other assets	68,703	37,154	31,549
(162,803)	Trade payables	(128,499)	(162,221)	33,722
(35,955)	Allowances for risks and charges	(47,681)	(29,538)	(18,143)
(113,023)	Other liabilities	(139,316)	(106,733)	(32,583)
<u>(61,365)</u>		<u>(12,029)</u>	<u>(81,463)</u>	<u>69,434</u>
2,107,666	C. - INVESTED CAPITAL, minus short-term liabilities (A+B)	2,108,421	2,083,689	24,732
<u>38,009</u>	D. - EMPLOYEE SEVERANCE INDEMNITIES	<u>31,559</u>	<u>37,392</u>	<u>(5,833)</u>
<u>2,069,657</u>	E. - INVESTED CAPITAL, minus short-term liabilities and E.S.I. (C-D) financed by:	<u>2,076,862</u>	<u>2,046,297</u>	<u>30,565</u>
	F. - SHAREHOLDERS' EQUITY			
746,609	- Group interest	727,008	722,797	4,211
1,440	- Minority interest	789	1,554	(765)
<u>748,049</u>		<u>727,797</u>	<u>724,351</u>	<u>3,446</u>
1,493,369	G. - MEDIUM/LONG-TERM BORROWING	1,490,611	1,493,369	(2,758)
	H. - NET SHORT-TERM BORROWING (NET CASH AND CASH EQUIVALENTS)			
10,244	.Short-term borrowing	8,863	16,873	(8,010)
(182,005)	.Cash and current receivables	(150,409)	(188,296)	37,887
<u>(171,761)</u>		<u>(141,546)</u>	<u>(171,423)</u>	<u>29,877</u>
<u>1,321,608</u>	(G+H)	<u>1,349,065</u>	<u>1,321,946</u>	<u>27,119</u>
<u>2,069,657</u>	I. - TOTALE AS IN "E" (F+G+H)	<u>2,076,862</u>	<u>2,046,297</u>	<u>30,565</u>
<u>1,761,890</u>	(*) including the value of the concession totaling	<u>1,712,606</u>	<u>1,749,569</u>	<u>(36,963)</u>

As of September 30, 2009 the Group's invested capital amounts to 2,076.9 million euros, representing an increase of 30.6 million euros compared with the end of the previous year. This is due to the effect of an increase in working capital and a reduction in employee severance indemnities, partially offset by a decrease in net fixed assets.

Implementation of the Parent Company's infrastructure investment program has slowed since the end of 2008. As a result, depreciation for the period is higher than the value of investment, leading to a 44.7 million euro decline in fixed assets.

Working capital rose overall by 69.4 million euros compared with the figure for the end of 2008, reflecting varying trends in the individual components.

Trade receivables are up 54.0 million euros, reflecting uncollected amounts due from Alitalia in a.s. (approximately 30 million euros) and an increase in the average collection period, reflecting the continuing financial tensions in the air transport sector.

Trade payables are down 33.7 million euros, essentially due to the reduction in investment, whilst "Other assets" record growth of 7.0 million euros in deferred tax assets.

The impact of the above movements on working capital was partially offset by an increase of 18.1 million euros in provisions for risks and charges, primarily regarding provisions for restructuring charges, and the 32.6 million euro rise in "Other liabilities". This latter movement is primarily due to the 6.7 million euro increase in the amount payable for fire-fighting services, reflecting the estimated cost for the period, and recognition of an amount of 19.6 million euros due to the tax authorities following the unfavorable ruling handed down by the Tax Commission for the Province of Rome regarding litigation instigated by the District Customs Office. This amount due (corresponding to the amount of the fine, plus default interest and collection charges totaling 25.0 million euros, less the amount already paid at September 30, 2009), was recorded as a tax credit of 25.0 million euros, classified under "Other assets", due to the reasonable certainty that the amount ADR SpA was ordered to pay will be recovered.

For further information see the interim report for the six months ended June 30, 2009.

In terms of funding, the increase in invested capital is reflected primarily in an increase in net debt. The 3.4 million euro rise in equity is attributable to net income for the period.

Net debt of 1,349.1 million euros is up 27.1 million euros on the end of 2008, although there is a different composition of the long- and short-term components.

Consolidated net debt

(€000)

	09-30-2009	12-31-2008	Change
Titles - Bonds	(2,758)	0	(2,758)
Due to banks	293,350	293,350	0
Due to other financial institutions:	1,200,019	1,200,019	0
A- MEDIUM/LONG -TERM BORROWING	1,490,611	1,493,369	(2,758)
Due to banks	1,686	2,966	(1,280)
Due to other financial institutions	7,177	13,907	(6,730)
Short-Term Borrowing	8,863	16,873	(8,010)
Receivables due from others	(52,021)	(45,935)	(6,086)
Cash on hand and in banks	(98,388)	(142,361)	43,973
Cash and current receivables	(150,409)	(188,296)	37,887
B- NET SHORT-TERM BORROWING (NET CASH AND CASH EQUIVALENTS)	(141,546)	(171,423)	29,877
NET DEBT (A+B)	1,349,065	1,321,946	27,119

There has been an overall reduction in the medium/long-term component deriving from the Parent Company's purchase in the market, on February 13, 2009, of a portion of the A4 bonds issued by the special purpose vehicle, Romulus Finance Srl. The bonds, which had a face value of 4 million pounds sterling, were purchased at a price of 2.8 million euros (equal to 2.4 million pounds).

The short-term debt component has risen by a total of 29.9 million euros, due to a reduction of 37.9 million euros in net liquidity, partly offset by a decrease of 8.0 million euros in short-term debt deriving from the payment of interest in June.

Statement of cash flows
(€000)

2008		9M 2009	9M 2008
<u>190,085</u>	A. - NET CASH AND CASH EQUIVALENTS - opening balance	<u>171,423</u>	<u>190,085</u>
	B. - CASH FLOWS FROM (FOR) OPERATING ACTIVITIES		
(7,665)	Net income (loss) for the period	3,452	16,032
104,852	Amortization and depreciation	80,640	77,860
(85)	(Gains) losses on disposal of fixed assets	(18)	(51)
(4)	(Revaluations) write-downs of fixed assets	(3)	(5)
13,853	Net change in working capital	(69,434)	(6,245)
<u>(451)</u>	Net change in employee severance indemnities	<u>(5,833)</u>	<u>166</u>
<u>110,500</u>		<u>8,804</u>	<u>87,757</u>
	C. - CASH FLOWS FROM (FOR) INVESTING ACTIVITIES		
	Investment in fixed assets:		
(64,790)	. intangible	(24,252)	(51,946)
(44,347)	. tangible	(11,888)	(34,396)
(608)	. financial	(2,762)	(608)
755	Proceeds from disposal, or redemption value of fixed assets	227	1,041
<u>(108,990)</u>		<u>(38,675)</u>	<u>(85,909)</u>
	D. - CASH FLOW FROM (FOR) FINANCING ACTIVITIES		
80,000	New loans	0	80,000
(99,150)	Repayments of loans	0	(99,150)
<u>(19,150)</u>		<u>0</u>	<u>(19,150)</u>
<u>(1,022)</u>	E. - DIVIDENDS PAID	<u>(6)</u>	<u>(1,022)</u>
<u>(18,662)</u>	G. - CASH FLOW FOR THE PERIOD (B+C+D+E+F)	<u>(29,877)</u>	<u>(18,324)</u>
<u>171,423</u>	H. - NET CASH AND CASH EQUIVALENTS - closing balance (A+G)	<u>141,546</u>	<u>171,761</u>

The Group's operating cash flow amounted to 8.8 million euros in the first nine months of 2009, after the servicing of debt falling due. Self-financing deriving from amortization and depreciation for the period enabled coverage of the requirements generated by working capital and the reduction in employee severance indemnities.

However, internally generated resources only partially financed net investment for the period, which was also substantially reduced in comparison with the same period of the previous year (38.7 million euros against the 85.9 million euros of the first nine months of 2008).

The Group thus recorded a net cash outflow of 29.9 million euros during the period, reducing net cash and cash equivalents to 141.5 million euros at September 30, 2009, compared with the 171.4 million euros registered at the beginning of the period.

Analysis of net debt

(€000)

2008		9M 2009	9M 2008
(1,322,434)	A.- NET FINANCIAL BORROWING - opening balance	(1,321,946)	(1,322,434)
249,555	EBITDA	191,753	193,171
(42,081)	Net change in operating working capital	(92,963)	(35,478)
(451)	Net change in employee severance indemnities	(5,833)	166
(2,887)	Other income (exp.), net (*)	(3,789)	(2,689)
(5,177)	Extraordinary income (exp.), net (**)	(7,617)	(5,811)
(20,511)	Current taxes paid	(27,849)	(9,247)
14,005	Other assets/liabilities (included allowances for risks and charges)	9,633	9,028
192,453	B.- OPERATING CASH-FLOW	63,335	149,140
(109,745)	Capex (tangibles, intangibles and financial)	(36,144)	(86,950)
755	Proceeds from disposal, or redemption value of fixed asset	227	1,041
83,463	C.- FREE CASH-FLOW	27,419	63,231
(81,953)	Financial income (exp.), net	(54,531)	(61,383)
(1,022)	Dividends paid	(6)	(1,022)
488	D.- NET CASH-FLOW	(27,119)	826
(1,321,946)	F.- NET BORROWING - closing balance (A+E)	(1,349,065)	(1,321,608)

(*) net credit losses

(**) net provisions to fund restructuring

EVENTS AFTER SEPTEMBER 30, 2009

Compared with the same period of 2008, traffic using the Roman airport system during the period January-October 2009, broken down into segments for Fiumicino and Ciampino, and domestic and international traffic, registered the following performance:

Data as of October 31, 2009 and changes with respect to the same period of 2008¹

	ROME SYSTEM	Fiumicino	Ciampino	Domestic	International
Movements	323.084	274.488	48.596	140.321	182.763
D% vs PY	-7,6%	-8,1%	-4,8%	-8,1%	-7,3%
Mtow	24.487.540	22.136.108	2.351.432	8.498.834	15.988.706
D% vs PY	-4,6%	-4,9%	-2,1%	-3,5%	-5,2%
Total Pax	32.887.708	28.811.276	4.076.432	11.508.092	21.379.616
D% vs PY	-5,5%	-6,1%	-0,6%	-6,1%	-5,1%
Freight (Kg)	116.213.080	102.276.357	13.936.723	5.005.274	111.207.806
D% vs PY	-13,9%	-13,4%	-17,1%	-33,6%	-12,7%

International traffic breaks down into EU and non-EU traffic as follows.

	International	Intl' EU	Intl' Extra EU
Movements	182.763	123.832	58.931
D% vs PY	-7,3%	-10,3%	-0,1%
Mtow	15.988.706	8.506.643	7.482.063
D% vs PY	-5,2%	-9,6%	+0,4%
Total Pax	21.379.616	13.830.821	7.548.795
D% vs PY	-5,1%	-7,1%	-1,2%
Freight (Kg)	111.207.806	24.544.950	86.662.856
D% vs PY	-12,7%	-23,6%	-9,1%

At the level of the system as a whole, total passenger traffic in the first ten months of 2009 is down by 5.5% on the same period of 2008. This reflects a decline in capacity (movements down 7.6% and tonnage down 4.6%).

As shown in the tables, this performance was primarily influenced by the contraction in domestic traffic, which is down 6.1% compared with the reduction of 5.1% in international traffic.

Fiumicino airport saw a 6.1% fall in passengers which, like the reduction recorded by the airport system, was accompanied by a decline in capacity (movements down 8.1% and tonnage down 4.9%). Events relating to Alitalia, together with the world economic situation, have continued to be the main causes of the airport's overall negative performance.

Ciampino airport has, on the whole, registered a decline in passenger traffic of 0.6% since the beginning of the year.

As noted at the beginning of this report, companies in the group headed by Alitalia in a.s. (operating under special administration) made payments of approximately 12.2 million euros to settle priority claims, with 8.8 million euros received in August and 3.4 million euros in October.

¹ Provisional data.

With regard to the dispute with the Customs Office over irregularities relating to the sales through the Company's duty free shops between 1993 and 1998, on November 3, 2009 the Regional Tax Commission in Rome notified ADR SpA that the Company's appeal is to be heard on February 17, 2010.

The CIPE (Interdepartmental Committee for Economic Planning), at the proposal of the Ministry of Infrastructure and the Ministry of the Economy, has approved a measure authorizing early application of boarding fees of up to 3 euros per passenger. Issue of the relevant Interministerial Decree is awaited.

OUTLOOK

Aside from seasonal trends, which generally result in the volume of traffic being lower in the fourth quarter than in the third, air traffic is expected to be substantially in line with the previous year.

We remain cautious, however, in view of a potential weakening of the recovery and the fallout from the flu pandemic.

The Company and the Civil Aviation Authority have embarked on the process of executing the planning agreement in line with the content of art. 34 *bis* of Law no. 102/2009.

The restructuring program will be substantially completed.

THE BOARD OF DIRECTORS