

**AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 14 OF
LEGISLATIVE DECREE No. 39 OF 27 JANUARY 2010**

FERROVIE DELLO STATO SPA

**CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 DECEMBER 2010**

**AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 14 OF LEGISLATIVE DECREE
No. 39 OF 27 JANUARY 2010**

To the Shareholder of
Ferrovie dello Stato SpA

- 1 We have audited the consolidated financial statements of Ferrovie dello Stato SpA and its subsidiaries ("Ferrovie dello Stato Group") as of 31 December 2010, which comprise the consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes. The directors of Ferrovie dello Stato SpA are responsible for the preparation of these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit. These consolidated financial statements have been prepared for the first time in accordance with International Financial Reporting Standards as adopted by the European Union.

- 2 We conducted our audit in accordance with the auditing standards issued by the Italian Accounting Profession (Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili) and recommended by Consob (the Italian Commission for Listed Companies and the Stock Exchange). Those standards require that we plan and perform the audit to obtain the necessary assurance about whether the consolidated financial statements are free of material misstatement and, taken as a whole, are presented fairly. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors. We believe that our audit provides a reasonable basis for our opinion.

The consolidated financial statements present, for comparative purposes, the corresponding prior year's data prepared in accordance with the same accounting standards. Furthermore, note no. 46 illustrates the effects of the transition to International Financial Reporting Standards adopted by the European Union. The information included in the aforesaid note has been examined by us to provide a reasonable basis for our opinion on the consolidated financial statements as of 31 December 2010.

- 3 In our opinion, the consolidated financial statements of the Ferrovie dello Stato SpA as of 31 December 2010 comply with International Financial Reporting Standards as adopted by the European Union; accordingly, they have been prepared clearly and give a true and fair view of the financial position, result of operations and cash flows of the Ferrovie dello Stato Group for the year then ended.
- 4 The directors of Ferrovie dello Stato SpA are responsible for the preparation of a report on operations in compliance with the applicable laws. Our responsibility is to express an opinion on the consistency of the report on operations with the financial statements, as required by law. For this purpose, we have performed the procedures required under Italian Auditing Standard No. 001 issued by Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili and recommended by Consob. In our opinion, the report on operations is consistent with the consolidated financial statements of Ferrovie dello Stato SpA as of 31 December 2010.

Rome, 1 June 2011

PricewaterhouseCoopers SpA

Signed by

Luciano Festa
(Partner)

This report has been translated into the English language from the original, which was issued in Italian, solely for the convenience of international readers.