

€300,000,000 ISPA SERIES 7 HIGH SPEED RAILWAY FUNDING NOTES DUE 2035

ISIN: IT0003874523 COMMON CODE: 022374028

**ORIGINAL PRICING SUPPLEMENTS UNDER THE €25,000,000,000 ISPA HIGH SPEED
RAILWAY FUNDING NOTE PROGRAMME**

AND

**RELEVANT FINAL TERMS UNDER THE MTN PROGRAMME OF THE REPUBLIC OF
ITALY**

€300,000,000 ISPA SERIES 7 HIGH SPEED RAILWAY FUNDING NOTES DUE 2035

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**PRICING SUPPLEMENTS AI SENSI DEL €25,000,000,000 ISPA HIGH SPEED RAILWAY
FUNDING NOTE PROGRAMME**

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**RELATIVI FINAL TERMS NELL'AMBITO DEL PROGRAMMA DI EMISSIONE
INTERNAZIONALE DELLA REPUBBLICA ITALIANA**

INFRASTRUTTURE S.p.A.

€25,000,000,000 ISPA HIGH SPEED RAILWAY FUNDING NOTE PROGRAMME

**€300,000,000 SERIES 7 ISPA HIGH SPEED RAILWAY FUNDING NOTES
DUE 2035**

PRICING SUPPLEMENT

Dealer

LEHMAN BROTHERS INTERNATIONAL (EUROPE)



Pricing Supplement dated 30 June 2005

Infrastrutture S.p.A.

Issue of

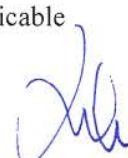
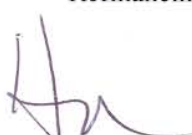
€ 300,000,000 Series 7 ISPA High Speed Railway Funding Notes due 2035

under the

€25,000,000,000 ISPA High Speed Railway Funding Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set out in the Offering Circular dated 29 January 2004 as supplemented on 28 May 2004. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular (as supplemented).

1. **Issuer:** Infrastrutture S.p.A.
2. **Series Number:** 7
If fungible with an existing Series, details of the Series, including the date on which the Notes become fungible: Not Applicable
3. **Specified Currency or Currencies:** Euro
4. **Aggregate Nominal Amount:** Euro 300,000,000.00
Aggregate Nominal Amount in Euro and rate of exchange/method of calculating same: Not Applicable
If fungible with an existing Series, Aggregate Nominal Amount of Series taking into account the Notes being issued: Not Applicable
5. **Issue Price:** 100 per cent. of the Aggregate Nominal Amount
Financing Proceeds: Euro 300,000,000.00
Of which Cash Reserve Amount: Euro 0 (zero)
Of which Liquidity Facility Reserve: Not Applicable
Of which Expenses Retention Amount: Euro 0 (zero)
Refinancing Proceeds: Not Applicable



- Net proceeds (based on the Issue Price and after deduction of Manager's commissions): Euro 300,000,000.00
6. **Specified Denomination:** Euro 100,000.00
7. **Issue Date:** 30 June 2005
Interest Commencement Date Issue Date
8. **Business Day Convention:** Following Business Day Convention: any relevant date which is not a Business Day shall be postponed to the first following day that is a Business Day.
9. **Final Maturity Date:** 31 July 2035, subject to adjustment in accordance with the Business Day Convention.
10. **Interest Basis:** 3.5 per cent. per annum for Interest Periods from the Issue Date to the Payment Date falling in July 2008 and CMS10 Rate (as defined below), subject to a maximum Interest Rate of 6 per cent. per annum, for Interest Periods from the Payment Date falling in July 2008 to the Final Maturity Date (*Further details specified at paragraphs 15 and 16 below*).
11. **Redemption/Payment Basis:**
- | | |
|-----------------------|-------------------|
| (i) Redemption basis | Redemption at par |
| (ii) Amortising Notes | Not Applicable |
| (iii) Bullet Notes | Applicable |



(iv) Scheduled Maturity Date

31 July 2035, subject to adjustment in accordance with the Business Day Convention.

12. **Listing:**

Application has been made for the Notes to be listed on the Luxembourg Stock Exchange

13. **Method of distribution:**

Non-syndicated.

14. **Ratings:**

AA/Aa2/AA- (by Fitch, Moody's and S&P respectively)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions**

Applicable to Interest Periods up to the Payment Date falling in July 2008.

(i) Rate of Interest:

3.5 per cent. per annum payable annually in arrear

(ii) Fixed Interest Commencement Date

Issue Date

(iii) Fixed Payment Date(s):

31 July 2006, 31 July 2007 and 31 July 2008, in each case subject to adjustment in accordance with the Business Day Convention.

For the avoidance of doubt, no interest or principal will be paid on the Notes prior to the Fixed Payment Date falling in July 2006 (long first coupon).

(iv) Fixed Interest Amount(s):

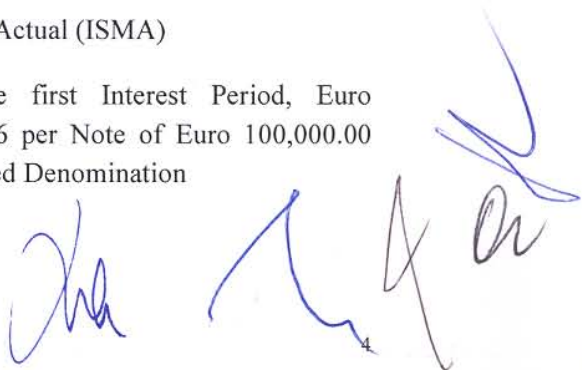
Euro 3,500.00 per Note of Euro 100,000.00 Specified Denomination

(v) Day Count Fraction:

Actual/Actual (ISMA)

(vi) Broken Amount(s):

For the first Interest Period, Euro 3,797.26 per Note of Euro 100,000.00 Specified Denomination

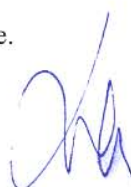


- (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes, including any provisions as to default interest: The first day and the last day of each Interest Period shall not be adjusted in accordance with any Business Day Convention for the purpose of calculating the Fixed Interest Amount.

16. Floating Rate Note Provisions

Applicable to Interest Periods as from the Payment Date falling in July 2008.

- (i) Floating Payment Date(s): 31 July in each year, commencing on 31 July 2009 up to and including the Final Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention.
- (ii) Floating Interest Commencement Date: Payment Date falling in July 2008
- (iii) Business Centre(s) Rome and Milan
- (iv) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination.
- (v) Party responsible for calculating the Rate(s) of Interest and Floating Interest Amount(s): Principal Paying Agent (JP Morgan Chase Manhattan Bank, Milan Branch)
- (vi) Screen Rate Determination: Applicable.
- Reference Rate: CMS10 Rate, being the annual swap rate (expressed as a percentage) for euro swap transactions with a maturity of 10 years.
 - Relevant Screen Page: Reuters Screen ISDAFIX2 page under the heading "EURIBOR Basis - FRF".
 - Interest Determination Date(s): 2 Target Settlement Days prior to the commencement of Interest Period for which Rate of Interest is being calculated.
 - Relevant Time: 11.00 a.m. Frankfurt time.
 - Interest Periods: The first day and the last day of each Interest Period shall not be adjusted in accordance with any Business Day Convention for the purpose of calculating the Floating Interest Amount.
 - Relevant Financial Centre: Euro-zone.

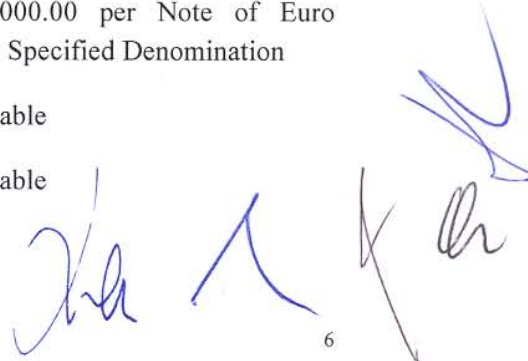


- | | |
|--|--|
| (vii) ISDA Determination: | Not Applicable. |
| (viii) Margin(s): | Zero. |
| (ix) Minimum Rate of Interest: | Not Applicable. |
| (x) Maximum Rate of Interest: | 6 per cent. per annum. |
| (xi) Day Count Fraction: | Actual /Actual (ISMA) |
| (xii) Interest and Principal Reserve | Not Applicable |
| (xiii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions, including any provisions as to default interest: | For the purpose of Condition 8.3(iii) and (iv), "Reference Rate" shall mean the mid-market annual swap rate, being the arithmetic mean of the bid and offered rates for the annual fixed leg, calculated on an 30/360 day count basis of a fixed-for-floating euro interest rate swap transaction with a term equal to a designated maturity of 10 years commencing on the day that falls two Target Settlement Days following the relevant Interest Determination Date, where the floating leg calculated in an Actual/360 day count basis, is equivalent to EUR-EURIBOR-Telerate (as defined in the Annex to the 2000 ISDA Definitions), for each Reset Date (as defined in the Annex to the 2000 ISDA Definitions), with a designated maturity of six months. |

17. **Index Linked Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- | | |
|--|--|
| 18. Fixed Redemption Amount of each Note: | Euro 100,000.00 per Note of Euro 100,000.00 Specified Denomination |
| 19. Early Redemption Amount | Not Applicable |
| 20. Early Redemption of a Series of Notes | Not Applicable |


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21. **Early Partial Redemption**

Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. **Form of Notes:**

The Notes will be held in dematerialised form on behalf of the beneficial owners, until redemption or cancellation thereof, by Monte Titoli for the account of the relevant Monte Titoli Accountholders. The Notes have been accepted for clearance by Monte Titoli with effect from their Issue Date. The Notes will at all times be held in book entry form and title to the Notes will be evidenced by book entries in accordance with the provision of Legislative Decree No. 213 and CONSOB Resolution No. 11768. No physical document of title will be issued in respect of the Notes.

23. **Financial Centre(s) or other special provisions relating to Payment Dates:**

Not Applicable

24. **Other terms or special conditions:**

Not Applicable

25. **Additional Reserve Provisions**

Not Applicable

DISTRIBUTION

26. **If syndicated, names of Managers:**


Not Applicable

Stabilising Manager (if any) and Lead Manager:

Not Applicable

27. **If non-syndicated, name of Dealer:**

Lehman Brothers International (Europe)



28. **TEFRA:** Not Applicable

29. **Additional selling restrictions:** Not Applicable

OPERATIONAL INFORMATION

30. **ISIN Code:** IT0003874523

31. **Common Code:** 022374028

32. **Any clearing system(s) other than Monte Titoli, Euroclear and Clearstream, Luxembourg and the relevant identification number(s):** Not Applicable

33. **Delivery:** Delivery free of payment

34. **Additional Paying Agent(s) (if any):** Not Applicable

35. **Hedging Counterparties (if any):** Lehman Brothers International (Europe). The details of the Hedging Agreement are set out in Schedule 3 hereto.

36. **Liquidity Facility Provider (if any)** Not Applicable

37. **Reference Banks (if different from Condition 10.5)** Not Applicable

38. **Rounding (if different from Condition 20)** Not Applicable



FINAL TERMS

Series No.: []

Tranche No.: []

Republic of Italy

U.S. \$56,000,000,000

Programme for the Issuance of Debt Instruments

Issue of

EUR 300,000,000 CMS Linked Instruments due 2035

The Instruments constitute direct, unconditional and general obligations of the issuer and rank *pari passu* among themselves and equally with all other unsecured External Indebtedness (as defined in the Simplified Base Prospectus dated 21 March 2007 (the "**Base Prospectus**") in relation to the Programme) of the Issuer.

These Final Terms (as referred to in the Base Prospectus) relates to the Tranche of Instruments referred to above, contains the final terms and conditions of the Instruments and should be read in conjunction with the Base Prospectus dated 21 March 2007.

From the dated hereof, these Final Terms replace and constitute the terms and conditions of the Euro 300,000,000 CMS linked notes due 2035 issued by Infrastrutture S.p.A. on 30 June 2005, under its Euro 25,000,000,000 ISPA High Speed Railway Funding Note Programme dated 29 January 2004 (the "**ISPA Programme**"), further to the joint meeting of all holders of the notes issued by Infrastrutture S.p.A. (as merged by way of incorporation by operation of law in Cassa depositi e prestiti S.p.A.) under the ISPA Programme having approved on [●] 2007 the full replacement of (i) the terms and conditions of the ISPA Programme with the terms and conditions contained in the Base Prospectus, (ii) the rules governing the meeting of the holders of the notes issued under the ISPA Programme with the provisions for meetings of holders of the Instruments issued under the Programme as scheduled to the agency agreement relating thereto, and (iii) each pricing supplement relating to a series of notes issued under ISPA Programme with corresponding Final Terms, in each case with acceptance of any differences between the conditions, the rules and pricing supplement relating to the said notes issued by Infrastrutture S.p.A. and, respectively, terms and conditions incorporated under the Base Prospectus, the rules governing meetings scheduled to the agency agreement of the Programme and the relevant Final Terms.

The particulars to be specified in relation to such Tranche are as follows:

1. Issuer: Republic of Italy
2. Arranger: N/A
3. Relevant Dealer/Lead Manager: Lehman Brothers International (Europe)
4. Syndicated: No
5. Other Dealers/Managers (if any): None
6. Status: Unsubordinated
7. Currency:
 - of Denomination Euro ("EUR")
 - of Payment EUR
(Condition 1.10)
8. Aggregate Principal Amount:
 - (i) Series EUR 300,000,000
 - (ii) Tranche EUR 300,000,000
9. If interchangeable with existing Series: No
10. Issue Date: 30 June 2005
11. Issue Price: 100 per cent. of the Aggregate Principal Amount of the Tranche
12. Commission Payable: None
13. Selling Concession: None
14. Expenses: None
15. (a) Form of Instruments: The Instruments will be held in dematerialised form on behalf of the beneficial owners, until redemption or cancellation thereof, by Monte Titoli S.p.A. for the account of the relevant Monte Titoli Account Holders. The Instruments have been accepted for clearance by Monte Titoli S.p.A. with effect from their Issue Date. The

Instruments will at all times be held in book entry form and title to the Instruments will be evidenced by book entries in accordance with the provision of Italian Legislative Decree No. 213 of 24 June 1998 and CONSOB Resolution No. 11768 of 28 December 1998, as amended. No physical document of title will be issued in respect of the Instruments. The expression "Monte Titoli Account Holders" means any authorised financial intermediary institution entitled to hold accounts on behalf of their customers with Monte Titoli S.p.A. and includes any depository banks appointed by Euroclear Bank S.A./N.V. as operator of the Euroclear System and Clearstream Banking, société anonyme, Luxembourg

- (b) Bearer Instruments No
exchangeable for Registered
Instruments:

16. If issued in Bearer form:

- (a) Initially represented by a Temporary Global Instrument or Permanent Global Instrument: (Condition 1.2) Not Applicable
- (b) Temporary Global Instrument exchangeable for Definitive Instruments: No
- (c) Permanent Global Instrument exchangeable at the option of the bearer for Definitive Instruments: (Condition 1.5) No
- (d) Talons for future Coupons to be attached to Definitive Instruments: (Condition 1.6) No

	(e) Receipts to be attached to Instalment Instruments which are Definitive Instruments: (Condition 1.7)	No
	(f) Definitive Instruments to be in IPMA or successors format:	Not Applicable
17.	New Global Note form:	Not Applicable
18.	Denomination(s): (Condition 1.8 or 1.9)	EUR 100,000.00
19.	Partly Paid Instruments: (Condition 1.11)	No
20.	If issued in Registered Form:	
	- Registrar: (Condition 2.2)	Not Applicable
21.	Interest: (Condition 5)	Interest bearing
22.	Interest Rate: (Condition 5.2)	<p>3.5 per cent per annum for the Interest Periods from the Issue Date to the Interest Payment Date falling in July 2008 and CMS10 Rate (being the annual swap rate - expressed as a percentage - for euro swap transactions a maturity of 10 years), subject to a maximum Interest Rate of 6 per cent. per annum, for Interest Periods from the Interest Payment Date falling in July 2008 to the Maturity Date (further details specified below).</p> <p>For the purpose of Condition 5.7, "Interest Rate" shall mean the mid-market annual swap rate, being the arithmetic mean of the bid and offered rates for the annual fixed leg, calculated on an 30/360 day count basis of a fixed-for-floating euro interest rate swap transaction with a term equal to a designated maturity of 10 years commencing on the day that falls two Target Settlement Days following the</p>

relevant Interest Determination Date, where the floating leg calculated in an Actual/360 day count basis, is equivalent to EUR-EURIBOR-Telerate (as defined in the Annex to the 2000 ISDA Definitions), for each Reset Date (as defined in the Annex to the 2000 ISDA Definitions) with a designated maturity of six months.

23.	FIXED RATE INSTRUMENT PROVISIONS	Applicable to the Interest Periods up to the Interest Payment Date falling in July 2008.
	(a) Rate of interest:	3.5 per cent per annum payable annually in arrear
	(b) Interest Payment Date(s):	31 July 2006, 31 July 2007 and 31 July 2008, in each case subject to adjustment in accordance with the Business Day Convention.
		For the avoidance of doubt, no interest or principal will be paid on the Instruments prior to the Interest Payment Date falling in July 2006 (long first coupon).
	(c) Fixed Coupon Amount(s):	Euro 3,500.00 per Instrument of Euro 100,000.00 specified Denomination.
	(d) Broken Amount(s):	For the first Interest Period, Euro 3,797.26 per Instrument of Euro 100,000.00 specified Denomination.
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Dates:	Not Applicable
	Other terms relating to the method of calculating interest	The first day and the last day of each Interest Period shall not be adjusted in accordance with any Business Day Convention for the purpose of calculating the Fixed Coupon Amount.
	FLOATING RATE INSTRUMENT	Applicable to the Interest Period as from the Interest Payment Date falling

	PROVISIONS	in July 2008.
24.	Relevant Screen Page: (Condition 5.3)	Reuters Screen ISDAFIX2 page under the heading “EURIBOR Basis – FRF”.
25.	Relevant Margin: (Condition 5.3)	Not Applicable
26.	ISDA Rate: (Condition 5.4)	Not Applicable
27.	Minimum Interest Rate: (Condition 5.5)	Not Applicable
28.	Maximum Interest Rate: (Condition 5.5)	6 per cent. per annum.
29.	Interest Payment Dates (or if the Applicable Business Day Convention is the FRN Convention) Interest Period:	31 July in each year, commencing on 31 July 2009 up to and including the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention.
30.	Interest Period End Dates (or if the Applicable Business Day Convention is the FRN Convention) Interest Accrual Period:	The first day and the last day of each Interest Period shall not be adjusted in accordance with any Business Day Convention for the purpose of calculating the Interest Amount.
31.	Applicable Business Day Convention:	
	- for Interest Payment Dates:	Following Business Day Convention
	- for Interest Period End Dates:	No Adjustment
	- for Maturity Date:	Following Business Day Convention
	- any other date:	Not Applicable
32.	Definition of Business Day: (Condition 5.9)	Rome and Milan
33.	Day Count Fraction: (Condition 5.9)	Actual/Actual (ICMA)
34.	Interest Commencement Date: (Condition 5.9)	Interest Payment Date falling in July 2008
35.	Interest Determination Date:	2 Target Settlement Days prior to

	(Condition 5.9)	commencement of Interest Period for which Interest Rate is being calculated.
36.	Relevant Time: (Condition 5.9)	11.00 a.m. Frankfurt time.
37.	Default Interest Rate: (Condition 5.6)	Not Applicable
38.	Calculation Agent: (Condition 5.9)	The Bank of New York (Luxembourg) S.A.
39.	Reference Banks: (Condition 5.9)	Not Applicable
40.	If non-interest bearing:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

41.	Maturity Date: (Condition 6.1)	31 July 2035, subject to adjustment in accordance with the Business Day Convention.
42.	Dates for payment of Instalment Amounts (Instalment Instruments): (Condition 6.1)	Not Applicable
43.	Maturity Redemption Amount: (Condition 6.1)	Not Applicable
44.	Instalment Amounts: (Condition 6.1)	Not Applicable
45.	Optional Early Redemption (Call): (Condition 6.3)	No
46.	Optional Early Redemption (Put): (Condition 6.6)	No
47.	Events of Default (Condition 7.1):	
	(a) Early Termination Amount:	Not Applicable
	(b) Any additional (or modifications to) Events of Default:	None
48.	Payments:	Not Applicable

(Condition 9)

(a) Unmatured Coupons missing
upon Early Redemption:

- | | | |
|-----|---|--|
| 49. | Replacement of Instruments:
(Condition 12) | Not Applicable |
| 50. | Notices:
(Condition 14) | Notices in relation to the Instruments will be given through the Monte Titoli S.p.A. system as well as on the web page of the Luxembourg Stock Exchange (www.bourse.lu) |
| 51. | Listing: | Luxembourg |

DISTRIBUTION

- | | | |
|-----|---|---|
| 52. | Selling Restrictions: | |
| | | Not Applicable |
| | Other: | None |
| 53. | Stabilising Manager(s): | Not Applicable |
| 54. | If syndicated, names of Managers: | Not Applicable |
| 55. | If non-syndicated, name of Dealer: | Lehman Brothers International
(Europe) |
| 56. | ISIN: | IT0003874523 |
| 57. | Common Code: | 022374028 |
| 58. | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Not Applicable |
| 59. | Common Depositary: | Not Applicable |
| 60. | Any Clearing System other than Euroclear and Clearstream, Luxembourg: | Monte Titoli S.p.A. |
| 61. | Settlement Procedures: | Delivery free of payment |
| 62. | Other Relevant Terms and Conditions: | None |

LISTING APPLICATION

These are the Final Terms required to list the issue of Instruments pursuant to the U.S. \$56,000,000,000 Debt Issuance Programme of The Republic of Italy.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

CONFIRMED

REPUBLIC OF ITALY

By:
Authorised Signatory

Date: