

SSGN 2010-L3 Transaction Summary

The FDIC sold \$233 million in notes backed by performing and non-performing commercial real estate loans from twenty-two financial institutions. These notes were originally issued to the FDIC by an LLC created in January 2010 to facilitate the sale of a 40% equity interest in the loans to ColFin DB Funding, formed by entities affiliated with Colony Capital, with the FDIC retaining the remaining 60% equity interest. The loans contributed to the LLC were previously held by the FDIC as receiver for twenty-two financial institutions. The notes issued by the LLC benefit from a full and unconditional FDIC Guaranty backed by the full faith and credit of the United States of America.

Pricing Details

- The transaction features three classes of non-interest bearing notes backed by a pool of performing and non-performing commercial real estate loans.
 - The Class A1 notes with face amount of \$58.1mm were priced at 98.19% to yield approximately 1.12% per annum with maturity of January 7, 2012
 - The Class A2 notes with face amount of \$117mm were priced at 95.73% to yield approximately 1.66% per annum with maturity of January 7, 2013
 - The Class A3 notes with face amount of approximately \$58mm were priced at 92.32% to yield approximately 2.21% per annum with maturity of January 7, 2014
- Pricing Date: May 12, 2010
- Closing Date: May 18, 2010
- Financial Advisor to FDIC / Restructuring Agent / Sole Bookrunner: Barclays Capital Inc.
- Selling Group Member: Williams Capital Group, L.P.

Note Structure

- Through this transaction the FDIC has sold all its holdings of notes issued by the LLC, though the FDIC still owns a 60% equity interest in the LLC
- The notes do not accrue interest at a stated rate or make any payments prior to maturity, but instead make a single bullet payment of the face amount on the respective maturity date

- The notes will be repaid prior to any cash flow distribution to equity holders
- The notes represent 1:1 leverage at the time of the LLC creation in January 2010, and will benefit from credit enhancement provided by the cash flow structure and FDIC Guaranty

FDIC Guaranty

- The FDIC, in its corporate capacity, has fully and unconditionally guaranteed the timely payment of principal due on the notes.
- The Guaranty is backed by the full faith and credit of the United States of America.

Structured Sale of Receivership Assets from Twenty-two Financial Institutions

- Information regarding the January 2010 creation of the LLC, the structured sale of receivership assets from twenty-two financial institutions for which the FDIC has been appointed receiver, and the issuance of the notes can be found at the following link to the FDIC website:

<http://www.fdic.gov/news/news/press/2010/pr10003.html>

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