

Structured Products and Related Credit Derivatives

*A Comprehensive Guide
for Investors*

BRIAN P. LANCASTER
GLENN M. SCHULTZ
FRANK J. FABOZZI



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Contents

Foreword	xiii
<i>Diane Schumaker-Krieg</i>	
Acknowledgments	xv
About the Editors	xvii
Contributing Authors	xix
SECTION ONE	
Background	1
CHAPTER 1	
Introduction	3
<i>Brian P. Lancaster, Glenn M. Schultz, and Frank J. Fabozzi</i>	
CHAPTER 2	
Structured Finance Operating Companies: SIVs, SLVs, and Other Structured Vehicles	11
<i>Garret Sloan</i>	
Structured Finance Operating Company Defined	11
Types of Structured Finance Operating Companies	13
Structured Investment Vehicles	16
SLVs and Hybrid SLVs	24
The Risk History of SFOCs to 2006	28
The 2007 Liquidity Crisis	29
Conclusion	31

SECTION TWO**Consumer ABS 33****CHAPTER 3****Residential Asset-Backed Securities 35*****Glenn M. Schultz***

Overview of the Market	35
Collateral Performance	39
Voluntary Repayment	39
Adjustable Rate Repayment Analysis	41
Interest-Only Repayment Analysis	45
Fixed Rate Repayment Analysis	46
Other Factors Influencing Voluntary Repayment	47
Collateral Credit Performance	53
Involuntary Repayment (Default)	55
Other Factors Influencing Involuntary Repayment Rates	56
Structural Considerations	59
Asset-Backed Credit Default Swaps	74
ABX.HE Index	77
Summary	79

CHAPTER 4**Credit Card ABS 81*****John N. McElravey***

Credit Card Securitization Background	81
Credit Card ABS Structures	84
Summary	97

CHAPTER 5**Auto Asset-Backed Securities 99*****Glenn M. Schultz, John N. McElravey, Shane Whitworth,
and Erin K. Walsh***

Issuance	100
Structure	103
Issuer Collateral Profile	108
Collateral Performance	109
Delinquency and Loss Rates	111
Valuation	113
Auto Leases	117
Summary	120

CHAPTER 6	
Student Loan ABS	121
<i>Erin K. Walsh</i>	
Background	121
Types of Loans	123
Loan Status	127
Interest Rates	128
Prepayments	130
Issuance	133
Typical Bond Structures	134
Risks	139
Characteristics of Student Loan ABS	140
Summary	144
CHAPTER 7	
Small Business Loan ABS	147
<i>Erin K. Walsh</i>	
Small Business Administration	148
SBA 7(a) Loan Guarantee Program	149
SBA 7(a) Loan Characteristics	150
Securitization of Unguaranteed Portions of SBA 7(a) Loans	151
Securitization of Conventional Small Business Loans	152
Small Business Loan Loss Performance on SBA 7(a) Loans— BancLab LLC Data	153
Summary	156
CHAPTER 8	
Valuation of Subprime ABS Credit Default Swaps	157
<i>Shane Whitworth</i>	
Credit Default Swaps	157
Pay-As-You-Go CDS Structure for Subprime ABS	158
Interest Shortfall Considerations	158
Stepping Up	159
Physical Settlement	159
Hedging with Credit Default Swaps	159
Zero Money Down!	161
CDS Prices versus Cash Bond Prices	161
Pricing When the CDS Spread Equals the Reference Coupon Spread	162
Hedging with No Money Down	166

The Value of Scenario Analysis	166
How Are Mortgage Pool Scenarios Created?	169
Summary	169

SECTION THREE

Collateralized Debt Obligations 171

CHAPTER 9

Basics of CDOs 173

Brian McManus, Dave Preston, Anik Ray, and Steven Todd

A Brief History of CDOs	174
CDO Basics	175
Participants in a CDO Transaction	176
CDO Purposes	178
CDO Structures	179
CDO Life Cycle	182
Embedded Calls	183
Coverage Tests	183
Special Triggers: Par Preservation and Turbo Features	185
Cash Flow CDO Waterfall	187
Quality Tests	190
Special Rights for the Controlling Class	192
CDO Cash Sources and Uses	193
CDO Truths, Half-Truths, and Myths	194

CHAPTER 10

CDOs by Asset Type 197

Brian McManus, Dave Preston, Anik Ray, and Steven Todd

Constructing the CDO Portfolio	199
Collateralized Loan Obligations and Speculative-Grade Corporate Collateral	200
Leveraged Loans as Collateral	201
ABS CDOs	208
Middle-Market CLOs	211
TruPS	222
European CDOs	226
Summary	228

CHAPTER 11**Credit Derivatives and Synthetic CDOs 231*****Brian McManus, Steven Todd, Dave Preston, and Anik Ray***

Single-Name Credit Default Swaps	232
CDS Indexes	240
Index Tranches, Swaps, Synthetic Equity, and CDOs	248
Synthetic CDOs	252
Correlation	255
Summary	259
Appendix A: Index Eligibility Rules	259
Appendix B: The Mechanics of Cash Settlement	262

CHAPTER 12**CDO Performance 267*****Steven Todd, Brian McManus, Anik Ray, and Dave Preston***

Upgrade/Downgrade Statistics Suffer from a Vintage Bias	268
Return Performance Data May Not Be Informative	269
What Does the Market Tell Us about Managers?	269
Some Case Studies	271
What Do the Rating Agencies Have to Say about Managers?	274
Should Equity Investors Look for Managers with Equity Stakes?	275
Is Good Performance the Result of Luck or Skill?	277
Market Efficiency and Manager Performance	277
No CDO Benchmarks	278
CDO Ratings Transitions	278
Liquidity Considerations	280
So What Should Investors Do?	280
Conclusion	282
Appendix: Rating Agency Reports	282

CHAPTER 13**CDO Equity 289*****Brian McManus, Steven Todd, Anik Ray, and Dave Preston***

What Is CDO Equity?	290
What Are the Advantages of CDO Equity?	291
What Are the Risks of CDO Equity?	292
How Can Investors Gain Exposure to CDO Equity?	292
What Are the Sources of Equity Cash Flows?	292
What Is the Best Time to Invest in CDO Equity?	295
What Is the Typical Life Cycle for Equity?	297

How Can We Measure Performance?	297
Issue Performance	298
What Insights Do Other Data Sources Say about Equity Performance?	300
CDO Equity Performance Drivers	307
How Should Investors Analyze Equity Returns?	308
Conclusion	309
Appendix: What Is the Cost of Early Redemption?	309

SECTION FOUR

Commercial Real Estate 311

CHAPTER 14

Commercial Mortgage-Backed Securities 313

Brian P. Lancaster, Anthony G. Butler, and Greg Laughton

What Are Commercial Mortgage-Backed Securities?	315
The Characteristics of Commercial Real Estate Loans	318
Analyzing and Valuing CMBS	321
How CMBS Trade	326
CMBS Performance	327
Who Should and Does Invest in CMBS?	331
Conclusion	331

CHAPTER 15

Understanding Managed CRE CDOs 333

Brian P. Lancaster, Anthony G. Butler, and Greg Laughton

Evolution of the Market for B-Notes, Mezzanine Loans, Preferred Equity, and Rake Bonds	334
Evolution of Commercial Real Estate CDOs	337
Understanding the Collateral: Mezzanine Debt, B-Notes, Rake Bonds, and Preferred Equity	347
Conclusion	365
Appendix A: Definition of Accepted Servicing Practices	366
Appendix B: B-Notes: Junior Participants' Rights	367

CHAPTER 16**Synthetic CRE CDOs 371*****Brian P. Lancaster and Anthony G. Butler***

Growth and Evolution of the Synthetic CRE CDO Market	372
Synthetic CDOs from the Ground Up	374
Credit Events: Principal Writedown and Interest Shortfall	383
Issuer and Investor Considerations with Synthetic Collateral	384
Synthetic Balance Sheet Deals	394
Investor's Guide to Synthetic CDOs	398
Conclusion	399

CHAPTER 17**European Commercial Real Estate CDOs 401*****Chris van Heerden***

CRE CDO Collateral	401
CRE CDO Structure	409
Investing in CRE CDOs	417
Appendix: CMBS versus CRE CDOs	421

CHAPTER 18**Government National Mortgage Association Multifamily Deals 423*****Brian P. Lancaster, Anthony G. Butler, Landon C. Frerich, and Stephen P. Mayeux***

The Path to a GNMA Multifamily Deal	423
A Closer Look at GNMA Multifamily Deals	426
FHA Program Types	430
How Are the Deals Structured?	431
Trading GNMA Multifamily Bonds	432
Prepayment Analysis of GNMA Multifamily Loans	435
Historical Prepayments	436
Default Analysis of GNMA Multifamily Loans	444
Conclusion	445
Appendix A: FHA-Approved Lenders in 2006	446
Appendix B: GNMA REMIC Multifamily	
Deal List, 2001–2006: Q3	448
Appendix C: Call Protection Breakdown in	
GNMA Multifamily Deals by Year	453
Appendix D: Historical GNMA Defaults, 1994–2006: Q3	455

SECTION FIVE**Commercial ABS 457****CHAPTER 19****Aircraft-Backed Debt Securities 459***Chris van Heerden*

Historical Background to the Aircraft-Backed Debt Market	459
The Market for Aircraft-Backed Securities	461
EETCs and Pooled Lease ABS Compared	465
Aircraft ABS Deal Structures	469
Modeling Aircraft Cash Flow	471
Data Quality and Model Risks	475
Worldwide Market for Commercial Aircraft	475
Summary	482

CHAPTER 20**Intermodal Equipment Securitization 487***Chris van Heerden*

Market Background	487
Deal Structure	489
Issuer Overview	490
Outlook for Issuance	491
Conclusion	491

CHAPTER 21**Life Insurance Reserve Securitization 493***Chris van Heerden*

The Life Insurance Securitization Market	493
Reserve Funding Securitization	494
The Level Premium Guaranteed Policy	496
Transaction Structures	498
Conclusion	501

Index 503

Foreword

Innovation has been the hallmark of the structured products market since its inception in the mid-1980s. Frank Fabozzi is an acknowledged expert in this space, having witnessed the growth, development, and reach of this market. Along the way, he has assembled some of the most talented analysts in the structured products market to contribute their insight and experience. His efforts over the years have produced the most prolific fixed income reference library in existence today.

Now, in cooperation with Frank Fabozzi, Brian Lancaster and Glenn Schultz and other members of the Structured Products Research team at Wachovia Capital Markets, LLC have produced *Structured Products and Related Credit Derivatives*. This book presents a comprehensive overview of both the assets and the structures used to finance these assets in the capital markets.

At Wachovia, our overall goal in research is to give investors the full 360 and a balanced perspective on the opportunities and risks embedded in each of our investment recommendations. To that end, we strongly encourage our analysts across the capital structure to collaborate with one another and to share information.

This book was written over a time frame that spans the pinnacle of the structured products market through to its most challenging period. Such roller coaster volatility has crystallized the interdependence of the markets and the benefits of Wachovia's holistic approach.

The use of structured products by consumer finance, banking, insurance, and manufacturing companies, as a part of their overall corporate financing strategies, makes this book an invaluable reference not only for fixed income analysts and portfolio managers, but also for their equity counterparts seeking to understand how this market can influence the revenue, capital structure, and financing costs of the companies within their coverage universe.

As the technology for securitizing and financing assets is exported across the globe, it is important to understand the state of the art as it exists today as well as the challenges that this unique market faces going forward. These instruments are highly complex, both from a financial and a legal perspective. Issues such as bankruptcy remoteness and perfection of interest

become even more intricate when one considers the different cultures and legal frameworks under which securitization will evolve in the future.

Diane Schumaker-Krieg
Managing Director
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Brian P. Lancaster is a Managing Director at Wachovia Securities where he heads a 19-member Structured Products Research team. Before joining Wachovia Securities, Mr. Lancaster was a Managing Director (Principal) in Structured Products at Bear, Stearns & Co. Inc., Vice-President in New Financial Products and Engineering at Chemical Securities Inc., and Senior Capital Markets Economist at both the Federal Reserve Bank of New York and the Bank of England in London. From 1996 to 1999, he served as an Adjunct Professor of Finance in Columbia University's MBA program and periodically lectures at Harvard, Wharton, and New York University business schools. Mr. Lancaster was voted to Institutional Investor's All-America Fixed Income Research Team in 2001, 2000, and 1999, and was voted best CMBS Analyst of the Year in 2003 by *Real Estate Finance & Investment*, an Institutional Investor publication. In 2006, *National Real Estate Investor* magazine named him a "CMBS Pioneer" and one of "Ten to Watch" in real estate. Mr. Lancaster is on the Commercial Real Estate/Multifamily Finance Board of Governors of the Mortgage Bankers Association where he consults periodically with senior government policy makers. He has been a contributing author to numerous books and reports. He holds an MBA from New York University, a Masters in International Affairs from Columbia University (where he was selected as an International Fellow), and a BS from MIT.

Glenn M. Schultz is a Managing Director and the Head of ABS and Non-Agency Mortgage Research at Wachovia Capital Markets, LLC. Mr. Schultz has over 18 years of Capital Markets experience focused on structured finance and fixed income analytics, particularly focused in the ABS and MBS markets. Prior to joining Wachovia, he held positions at the Royal Bank of Canada Financial Group and JPMorgan/Banc One. He and his group have received several professionally recognized awards: including individually ranked in the top 10 Home Equity Loan Analysts 2003 Institutional All-Star Analyst Survey, ASR/IDD 2003 deal of the year for the Bullet Line of Credit structure created for the securitization of Home Equity Line of Credit loans, and Senior Home Equity Loan Analyst on JPMorgan's top ranked II All-Star team 2004, and 2005. Glenn completed his undergraduate degree in Busi-

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SECTION

One

Background

Introduction

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Since the summer of 2007 and as this book goes to press in late 2007, it has been difficult to ignore the news on television, in the print media, and online without one or more of the following financial instruments mentioned: “subprime ABS CDOs,” “structured finance products,” and “credit derivatives.” Even the popular web site YouTube.com has seen the posting of numerous comedy skit videos and music videos about these financial instruments.

This greater awareness of the new media, comedians, and would-be musicians was obviously due to the 2007 subprime residential mortgage-backed security crisis. These terms have been referred to in some media reports as financial “toxic waste.” While real credit issues have surfaced in subprime ABS and some CDOs, it is important to keep the current turmoil roiling the structured product markets in perspective. Securitized subprime mortgage backed securities represent 6% of the approximately \$10 trillion structured products markets which consists of a wide variety of assets ranging from commercial real estate loans, to credit card debt to equipment leases, most of which have performed as well as if not better than equivalent rated corporate bonds. Put another way 94% or about \$9.4 trillion of structured products have generally been money good, stable credit quality

securities with upgrade downgrade ratios equal to or better than the corporate bond market.

Beyond the generally high quality of the investments, structured finance has played a critical role in improving the efficiency, liquidity, and availability of capital in the United States and abroad. At the simplest level through the transformative powers of statistical analysis and credit tranching, structured products efficiently connect pools of capital around the world to various financial markets and assets that heretofore only had access to localized specialty lenders. Borrowers are provided with the best possible borrowing rates and investors are provided with greater and more diverse investment opportunities to maximize their investment performance. Moreover, structured products allow for the distribution of risk to a wider variety of financial institutions both domestically and internationally than could otherwise be achieved through traditional balance sheet lending, a feature not lost on regulatory authorities.

The four obvious risks in the structured product endeavor are that (1) the rating agencies, the main arbiter of asset and bond credit quality get it wrong; (2) the originators of the original assets turn into “toll takers” not caring about credit quality but only fees; (3) the investors don’t understand the risks and opportunities embedded in the securities they are acquiring; and (4) risk transfer and dispersion is not actually as clear cut as originally expected.

This book, written over a period spanning the greatest bull market in structured products history to arguably its most challenged period by some of Wall Street’s top ranked and most seasoned analysts, offers the reader the unique insights that can only come from such a phenomenal roller coaster ride. With many structured finance spreads at or well beyond their historically widest spreads and defaults falling in some sectors and rising in others, there is more investment risk and opportunity in these markets than ever before. This comprehensive book is designed to help the reader identify the opportunities and mitigate the risks in what is perhaps the most fascinating and complex financial market in the world.

Section One of this book includes the forward, this introduction (Chapter 1) and Chapter 2 which provides an analysis of what is arguably one of the most critical and controversial topics in the entire structured products market: *structured finance operating companies* (SFOCs), which includes *structured investment vehicles* (SIVs) and *structured lending vehicles* (SLVs). SFOCs started in the late 1980s and have grown exponentially since 2002.

This chapter also analyzes vehicles of consumer asset backed securities (ABS), their role in the structured products markets as well as their trademark feature, *dynamic leverage*, which allows them to reduce or increase leverage in response to, or in anticipation of, market movements or col-

- Revolver, 186
Revolving credit facility (RCF), 416
Risk grade, 56
Risk transfer/dispersion, misunderstanding, 4
Risk transfer/portfolio management, 395
Risk-neutral methodology. *See* Bonds
Risk/return profiles, variation, 173
RMBSs. *See* Residential mortgage-backed securities
ROE. *See* Return on equity
Roll date, 241, 244
Roll down, term (usage), 115n
Roll rate
 analysis, 53–54
 ranking, 54e
 matrix, 53
 model. *See* Delinquency
RTC. *See* Resolution Trust Corp.
Rule 2a-7, eligibility, 104
Running spread, upfront payment (combination), 246
Russian, government debt default, 275

SBA. *See* U.S. Small Business Administration
SBSCDO. *See* Commercial real estate synthetic balance sheet CDO
SCDOs. *See* Synthetic CDOs
Scenario analysis, value, 166–169
Secondary aircraft securities. *See* Repackaged secondary aircraft securities; Wrapped secondary aircraft securities
Secondary market, 403
Second-lien issuance, 203
Securities, risks/opportunities (investor misunderstanding), 4
Securities Industry and Financial Markets Association, corporate debt, 375
Securitizations
 advantages, 82
 credit enhancement, 152–153
 impact, 500–501
Seller interest, 86
Selling protection, 157
Senior A-notes, placement, 334–335
Senior bonds, credit enhancement level, 62–63
Senior CP/MTNs, combination, 26
Senior notes, prepayment risk/extension risk, 31
Senior participations, 356n
Senior tranches, interest payments, 105
Senior-most class, special rights, 192
Senior-subordinated structures, 61
Sequential-pay bonds, rating, 315
Servicers
 exposure, 79
 risk, 113. *See also* Student loan ABS

Servicing
 cost, 108
 fees, 91
 rights, 407
SF. *See* Structured finance
SFOCs. *See* Structured finance operating companies
Shadow-rated investment-grade loans, conduit loans (combination), 324
Shared enhancement series, 87
Shareholder dividends, impact, 500
Shifting interest
 mechanism, impact. *See* Credit enhancement

Short portfolio programs, initiation, 22n
Single-family cohort, differences, 49
Single-name CDS, 157, 231–240
 basis, impact, 245
 contrast. *See* Asset-backed securities index
Single-tranche SCDO, investment, 393
Single-tranche trades, 392
Single-tranche transactions, 392–393
 execution, ease, 393
SIVs. *See* Structured investment vehicles
SLS. *See* Supplemental loans to students
SLVs. *See* Structured lending vehicles
Small business loan ABS, 147
 financing, obtaining, 147
 payment default, occurrence, 150
Small business loan performance. *See* U.S. Small Business Administration analysis, 155
Small business loan securitization issuance. *See* Yearly small business loan securitization issuance
Small business loans, securitization, 152–153
Socialized allocation method, 97
Soft delinquency triggers, 68
Soft trigger CPR sensitivity, comparison, 69e
Soft-bullet structure. *See* Controlled accumulation

Southwest, Matthews, 435n
Sovereign debt, 232
Special purpose reinsurance vehicle (SPRV), 495
Special purpose vehicle (SPV), 176, 252
 creation, 378
Special unit beneficial interest (SUBI) certificates, 119
Specialization, contrast. *See* Diversification
Specialty buckets, 199
Specialty finance companies, 83
Speculative-grade corporate collateral, 200–201
Speculative-grade credits, 302n
Sponsor (arranger), protection sale, 252

- Spread account, 89
- SPRV. *See* Special purpose reinsurance vehicle
- SPV. *See* Special purpose vehicle
- St. Louis Federal Reserve Bank, 223n
- Stafford loans, 125–126
- historical interest rates, 125e
 - interest rates, 128
 - limits, 126
 - summary, 124e
- Standard & Poor's
- caps, 409
 - CDO Manager Focus, 287
 - CDO Manager Magnifier, 286
 - new-issue reports, 288
 - presale reports, 288
 - Rated Overcollateralization (ROC), 287–288
 - ratings, 78
 - actions, 288
 - methodology, 286
 - subprime underwriting guidelines, 38e
 - weighted-average multiyear U.S. CMBS rating transition, 319e–320e
- Standard SLV, structure, 25e
- Static CDO, 179–180
- Static CRE CDOs, managed CRE CDOs (contrast), 341e
- Static deals, contrast. *See* Managed deals
- Static recovery rate, results, 247
- Statutory reserves
- calculation, 496
 - Regulation Triple X, impact, 494
- Step-down date, 62–63, 134
- Step-up provisions, 159
- Structural triggers, impact, 95
- Structure variables, 307–308
- Structured assets
- breakdown, 21e
 - comparison. *See* Structured investment vehicles
 - market familiarity, 17
- Structured credit protection, 67–68
- Structured finance market, 376
- Structured finance operating companies (SFOCs), 4
- CDOs, contrast, 16e
 - contrast. *See* Asset-backed conduits
 - definition, 11–12
 - events/outcomes, 30e
 - guidelines, deviation, 12
 - Moody's definition, 12
 - rating/counterparty rating, 25
 - risk history, 28–29
 - technology
 - growth, 13
 - overlap, 15
 - types, 13–16
- Structured finance (SF)
- CDOs, 174n, 199
 - products, media attention, 3
 - role, 4
- Structured investment vehicles (SIVs), 4, 11, 16–24
- collateral, underlying rating, 21e
 - dynamics, 24e
 - general structure, 22e
 - leverage, 22e
 - control, 21
 - market, growth, 17
 - illustration, 20e
 - programs, 18e–19e
 - schematic, 23e
 - SIV-issued CP, 17
 - SLVs, differences, 24–25
 - structure, 17, 20–24
 - structured assets, comparison, 20e
 - survival. *See* Market disruptions
 - third-party liquidity support, maintenance, 23
 - timing risk, 31
 - usage, 13
- Structured lending vehicles (SLVs), 4, 11. *See also* Hybrid SLVs
- asset purchase, 26
 - counterparty risk, 31
 - differences. *See* Structured investment vehicles
 - dynamics, 27e
 - programs, 25e
 - structure. *See* Standard SLV
 - usage, 13
 - variations, 28
- Structured product risks, 4
- Structured vehicles, 11
- Student loan ABS, 121
- background, 121–123
 - basis risk, 139
 - bond structures, 134–139
 - characteristics, 140–144
 - extension risk, 139
 - issuance, increase, 133
 - issuers, ranking, 135e
 - prepayments, 139
 - risks, 139–140
 - servicer risk, 140
 - subordinated notes, 139
- Student Loan Market Association
- FFELP securitizations, WAL types, 140e
 - FFELP transactions, quarterly CPR (estimation), 133e
 - private credit issuer, 133
 - private securitizations, WAL types, 142e, 143e

- Student Loan Market Association (*Cont.*)
 - Signature loans, supplemental funds (providing), 142
 - transactions, quarterly CPR (estimation), 131e, 132e
- Student loan-backed securities sector, stability, 5
- Student loans
 - cash flows, 141
 - deferral, 127
 - forbearance, 127–128
 - grace period, 127
 - interest rates, 128
 - status, 127–128
 - types, 123–127
- SUBI. *See* Special unit beneficial interest
- Subordinate bonds
 - offering, 105
 - principal payments, 105
- Subordinate debt, proliferation, 335
- Subordinate tranches, interest payments, 105
- Subordinated bonds, lockout, 62
- Subordinated capital notes, combination, 25
- Subordinated CMBS notes, 175
- Subordinated investor, 24
 - identification, 27–28
- Subordinated management fee, 190
- Subordination, 89
- Subprime ABS
 - CDOs, media attention, 3
 - CDS contracts, ISDA standardization, 158
 - credit default swaps, valuation, 6, 157
 - PAUG CDS structure, 158
 - PAUG contracts, CDS cash flows, 158e
 - single-name CDS, PAUG form, 161
- Subprime auto issuers, ranking, 103e
- Subprime auto loan ABS spreads, 114e
- Subprime auto repayment, 111e
- Subprime auto sector, consolidation, 102–103
- Subprime borrowers
 - defining, 38–39
 - loans, 43
- Subprime HEL, collateralization, 244
- Subprime loans, refinancing, 52
- Subprime securitizations, monoline insurance reliance, 60–61
- Summit Acceptance, Capital One purchase, 102
- Sunny day payment waterfall, 356
- Super senior added, 380e
- Super seniors, 385–390
 - deals, challenges, 387–388
- Super-senior buyers, types, 385–386
- Super-senior tranche, 378, 385
 - spread demands, 391
- Super-two-step consolidation option, 131
- Supplement interest trust, payment requirement, 74
- Supplemental loans to students (SLS) loans, 127
- Surplus notes, 224–225
- Swap confirmation, 374
- Swap counterparty, CDO transaction participant, 177–178
- Swaps, 248–252
- Synthetic ABS indexes, initiation, 248
- Synthetic balance sheet deals, 394–398
- Synthetic balance sheet transactions, ramp-up periods (shortness), 391
- Synthetic CDOs (SCDOs), 7–8, 180–181, 231, 372. *See also* Commercial real estate SCDOs
 - challenges, 254
 - collateral aggregation, 390–391
 - emergence, 376–381
 - equity investors, benefits, 391
 - events, impact, 375e
 - explanation, 374–383
 - flowchart, 181e, 253e
 - investor guide, 398–399
 - life cycle, 381
 - illustration, 381e
 - transactions, 232
 - usage, 252–255
- Synthetic CMBS indexes, initiation, 248
- Synthetic collateral, 408–409
 - issuer/investor considerations, 384–394
 - rating agency accommodation, 393–394
- Synthetic CRE CDOs, 371
 - markets
 - events, 375e
 - growth/evolution, 372–374
- Synthetic equity, 248–252
 - pure swap equity, contrast, 250e
- Synthetic execution, efficiency, 390–391
- Synthetic GICs, function, 14
- Synthetic protection, purchase, 22n
- Synthetic structures, arrival, 174
- Synthetics, cash deals (comparison/contrast), 373e
- Systemic risks, 257–258
- Teaser rates, 82–83
 - arbitraging, 82
- Terminated CDO equity return, summary, 301e
- Terminated CLO-Equity IRRs, 303e
- Terminated deal equity IRRs, 301e
- Terminated transactions, historical performance, 300–303
- Third-party liquidity support, maintenance. *See* Structured investment vehicles
- 3/27 hybrid ARM cohort
 - CRR curve, 43
 - seasoning, 45

- Timing risk. *See* Structured investment vehicles
- Titling trust
 bankruptcy remote SPE, 119
 usage. *See* Auto leases
- Todd, Steven, 276n, 277n, 308n
- Total credit risk, redistribution, 175
- Total debt/EBITDA, leverage ratio, 203
- Total defaults, probability distribution, 257e
- Total leveraged loan issuance, 201e
- Total return analysis, usage, 117
- Total return swaps (TRS), 12, 254
 addition, 25
 contracts, documentation risk, 31
- Total spreads, constancy, 257
- Trading strategies, synthetics (usage), 249–251
- Tranche loss, collateral loss (relationship), 247e
- Tranche spreads, correlation assumptions, 258e
- Tranches, 176
 note/security status, 78
 spreads, 256e
 standardization, 248e
- Transaction costs, recovery, 500–501
- Transitional property, fixed-rate financing (lockin), 342n
- Trigger events, 67–68
- Triggerless CDOs, 181
- Triggers, 185–187
 amounts. *See* Overcollateralization
 determination, 184
- Triple X. *See* Regulation Triple X
- securitizations, 493, 494, 501e
 wrapped floating rate term notes, inclusion, 500
- transactions, credit enhancement (usage), 499–500
- TRS. *See* Total return swaps
- Trustee, CDO transaction participant, 177
- Trust-preferred securities (TruPS), 175, 197
- CDOs
 collateral statistics, 224e
 debut, 222–226
 collateral, 223
 defining, 222–223
 structure, 223–226
 usage, 409
- Tuition/fees, inflation adjustment, 122
- Turbo features, 185–187, 413–414
- Turbo list, 188e
- Turn-in rates, level, 118
- 2/28 hybrid ARM cohort
 CRR curve, 43
 seasoning, 44–45
- Type I credit enhancement structures, 61
- Underwriter
 aggressiveness/subsidization, 270
 CDO transaction participant, 176–177
 guidelines, insurer (impact), 65
- Undivided trust interest (UTI) assets, 119
- Unfunded SCDO, 378e
- Unfunded super seniors, 385–390
 preference, 386
- Unfunded transactions, sponsor reliance, 377–378
- Unhedged bond bucket, 208
- Uniform Commercial Code (UCC) foreclosure rights, usage, 351
- Unwrapped deal, 390
- Updated LTV risk multipliers, 41e
- Up-front loss discount, 160–161, 166
- Upfront payment, 244
- Upfront payment, combination. *See* Running spread
- Upgrade/downgrade statistics, vintage bias, 268–269
- Upstream transaction structure, 499e
- U.S. leverage, contrast. *See* European leverage
- U.S. Securities Act of 1933, tranche registration requirement, 78
- U.S. Small Business Administration (SBA), 148
 loan proceeds, eligible use, 150
 loan programs, maturity terms, 150
 Office of Advocacy, 147
 optional peg rate, 151
 SBA 7(A) loans
 characteristics, 150–151
 guarantee program, 149
 small business loan loss performance, BancLab LLC data, 153–156
 unguaranteed portions, securitization, 151–152
 static pool charge-offs cumulative four-year loss rates, 155e
- U.S. transportation industries, productivity trends, 488e
- U.S. Treasury bill rates, 129e
- UTI. *See* Undivided trust interest
- Utilization rates, 92–93
- Variable cap
 applicability, 158
 implied write-down, absence, 387
- Variable interest rates, 150–151
- Vehicle tilting, 118–120
- Vintages
 bias, 267
 outperformance. *See* Collateralized loan obligations
 relative value trades, 251
- Voluntary repayment, 39–41
 factors, 47–53
 rates, 47