Breaking Down the Wall of Debt: The Leveraged Loan Market

Meredith Coffey, EVP – LSTA
mcoffey@lsta.org
www.lsta.org

Panel topics

- Brief review of where we have been
- Behind the rally (and retrenchment): The Virtuous and Vicious Cycles
- CLOs and the Refinancing Cliff: Progress…and a few problems
- The Outlook

4 key U.S. large corporate loan market segments

Investment grade loan market
- Loans to companies rated >= BBB-/Baa3 AND with a relatively low LIBOR spread
- 2007 lending: $658 billion
- 2008 lending: $319 billion
- 2009 lending: $229 billion
- LTM 1H10 lending: $279 billion

Leveraged loan market
- Loans to companies rated < BBB-/Baa3 or unrated & with a high spread*
- Divided into bank and non-bank segments
- 2007 lending : $689 billion
- 2008 lending : $294 billion
- 2009 lending: $239 billion
- LTM 1H10 lending: $304 billion

Institutional loan market
- Leveraged loans with non-bank lenders (such as mutual funds, CLOs, insurance companies, hedge funds, etc)
- 2007 lending: $426 billion
- 2008 lending: $69.6 billion
- 2009 lending: $56 billion
- LTM 1H10 lending: $126 billion

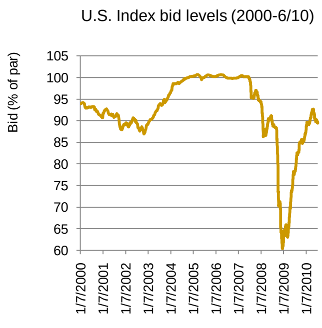
Secondary loan market
- Market in which loans trade following the close of primary syndication
- Most U.S. loan trading involves leveraged loans
- 2007 trading: $520 billion
- 2008 trading: $510 billion
- 2009 trading: $474 billion

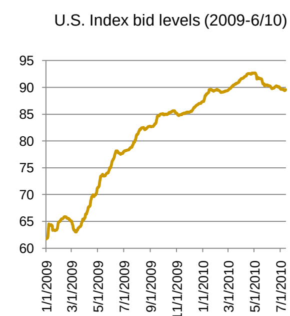
*Traditionally LIB+150, increased to LIB+350 in 1Q09

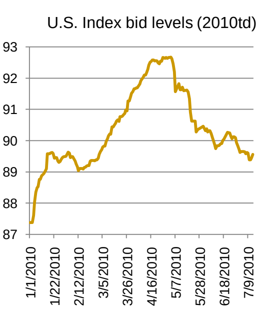
Source: Reuters LPC for primary lending; LSTA for secondary trading

LSTA

Last 12 months have seen a considerable recovery… …And a retrenchment





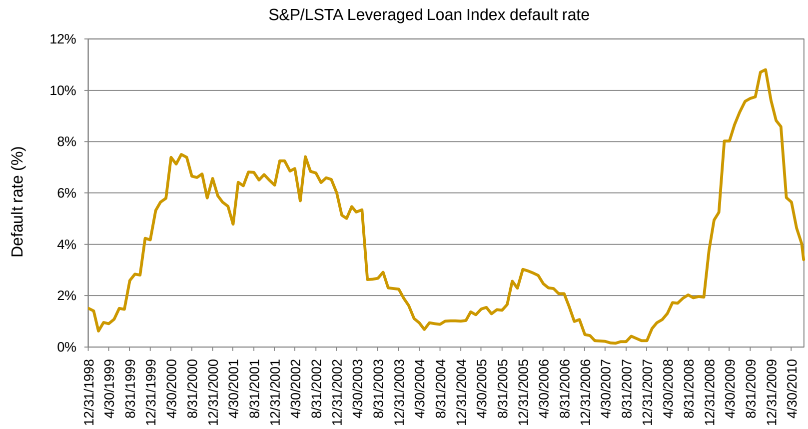


- Loan prices dropped more sharply than in the 2001-2002 downturn
- There were multiple drivers to the downturn
- Loan prices rallied back very sharply in 2009
- Rally continued through April 2010, but then fell victim to global jitters

Source: S&P/LSTA Leveraged Loan Index

LSTA

After deteriorating sharply, U.S. fundamentals improve



- Loan default rate did hit record high
- Default rate already dropping
- Many companies exiting bankruptcy
- But the recovery is more about technicals than fundamentals

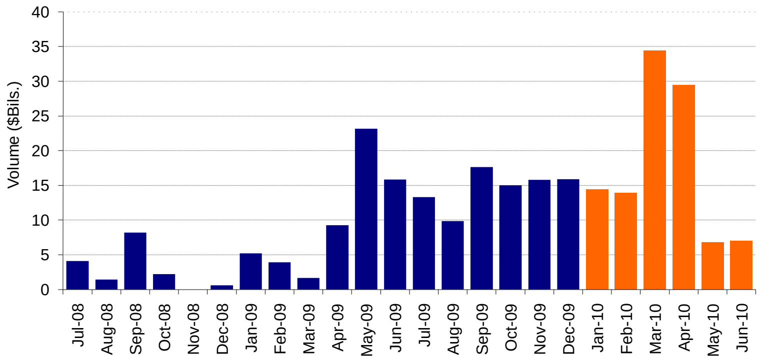
Source: Standard and Poor's/LCD

The Virtuous (refinancing) Cycle

1. Record volume of outstanding institutional corporate loans
2. Nearly half are held in CLOs
3. CLO reinvestment periods will end
4. But loans must be repaid
5. The gap between borrowers' refi needs and CLO refi ability is the refinancing cliff
6. Issuers and bankers focus on paying down the "refinancing cliff", using HY bonds
7. Repayments go back into CLO wallets
8. CLO money needs to be reinvested *now*
9. CLOs buy loans in primary/secondary
10. With little supply, this creates excess demand
11. Loan terms become much easier
12. Markets cheer…

But what happens if the Virtuous Cycle Stops?...

U.S. HY bond issuance very strong through April 2010, Declines significantly in May and June



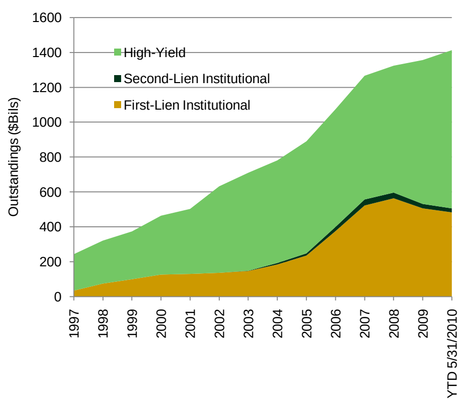
- HY bond issuance revives in 2H09, accelerates in1Q10
- Proceeds repay loans
- HY issuance drops sharply in May

Source: Thomson Reuters LPC

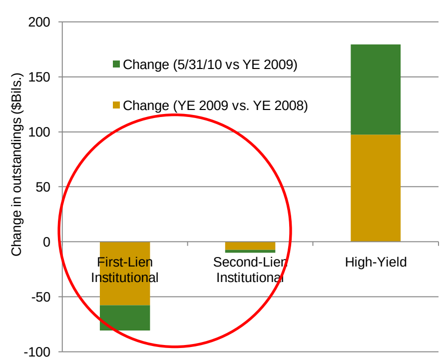
7

U.S. HY bond outstandings climb, Loan outstandings shrink

HY market outstandings



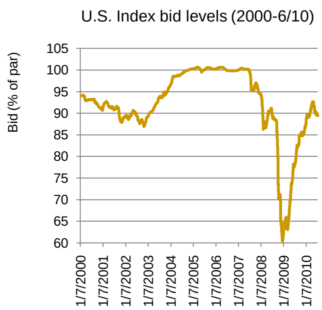
Change in outstandings (2009 vs. 2008; 5/10 vs 2009)

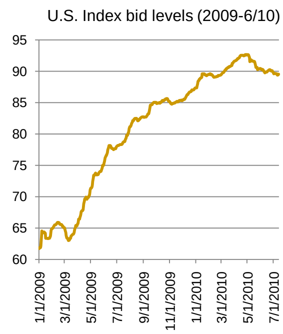


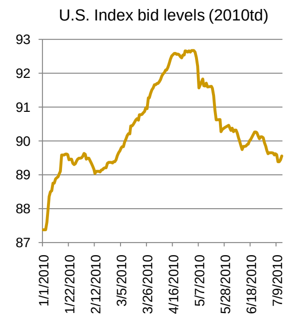
- The market began to address loan maturities
- HY bonds repaid loans, and loans saw other partial/full paydowns
- Inst. loan outstandings declined more than $60 billion in 2009, and another $25 billion through May 2010

Source: S&P/LCD, Merrill Lynch

Technicals (and fundamentals) lead to strong rally



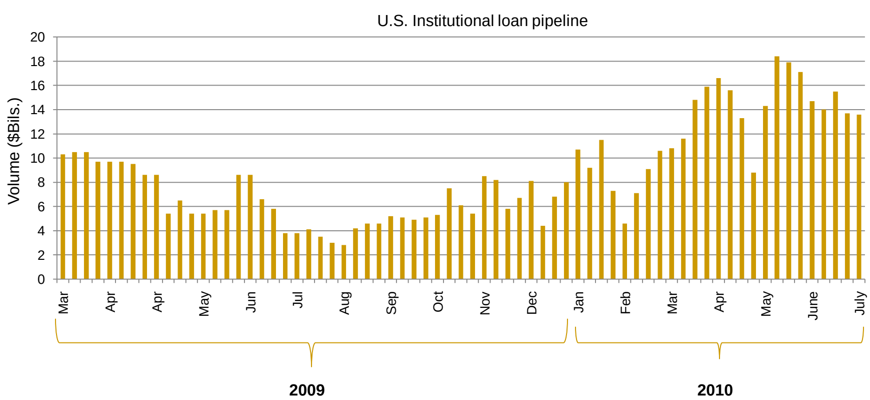




- Loan prices dropped more sharply than in the 2001-2002 downturn
- There were multiple drivers to the downturn
- Loan prices rallied back very sharply in 2009
- Rally continued through April 2010, but then fell victim to global jitters

Source: S&P/LSTA Leveraged Loan Index

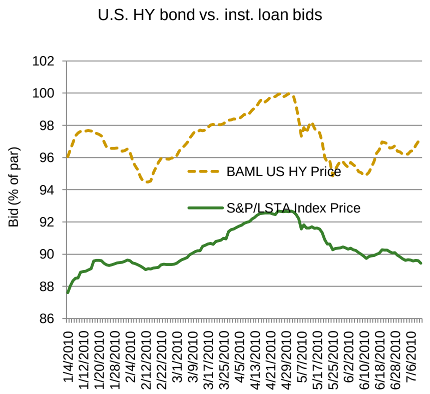
U.S. Institutional loan calendar strengthens in 2010

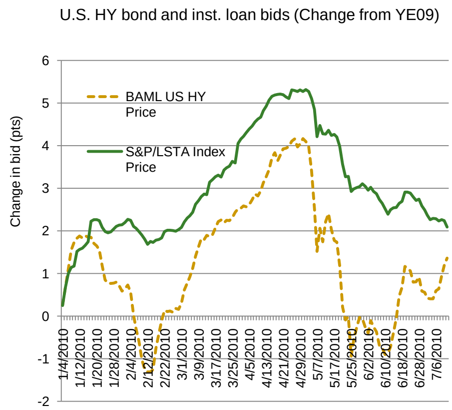


- After a two-year hiatus, the U.S. institutional loan pipeline begins to fill
- And then, PIIGS II strikes…

Source: Thomson Reuters LPC

U.S. loan and HY bond prices slide



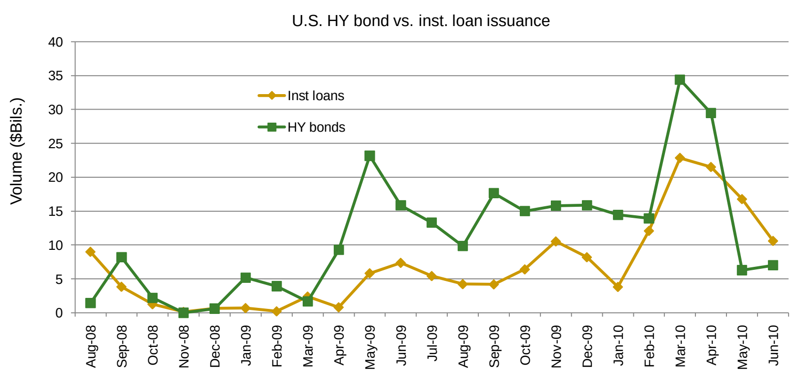


- After strong run up, both U.S. loan and HY bids slump
- HY bond prices recovering, loan prices lagging

Source: S&P/LSTA Leveraged Loan Index, Merrill Lynch

11

U.S. institutional loan and HY bond issuance slumps

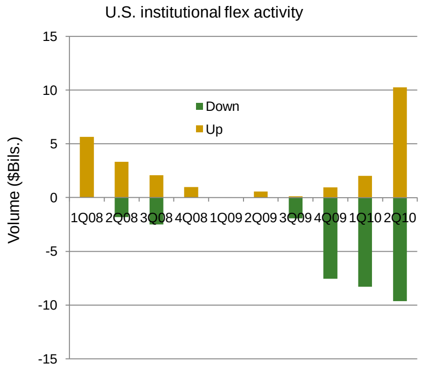


- Issuance drops sharply in HY bond market following Euro-jitters
- U.S. institutional loan issuance drops, but market remains open…at a price

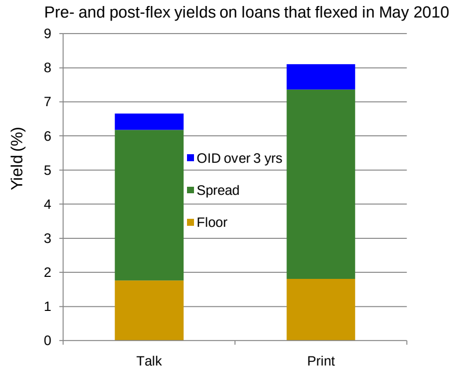
Source: Thomson Reuters LPC

12

Reverse flex dominates 1Q10, upward flex returns in 2Q10
Flexed loan yields much higher



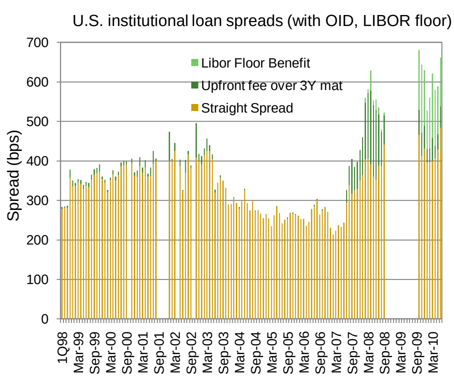
Source: Thomson Reuters LPC

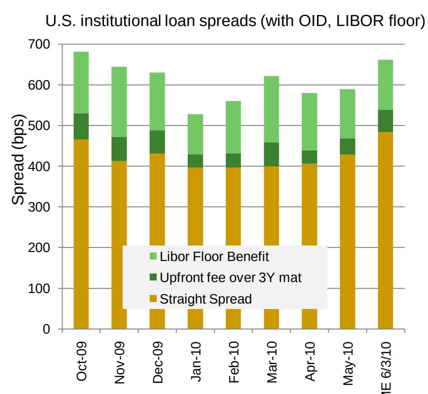


Source: S&P/LCD

- Following May pullback, U.S. institutional loans flex up (by considerable amount) to clear market

U.S. loan yields retrench in 1Q10, jump in May
(B/B+ rated institutional loans)



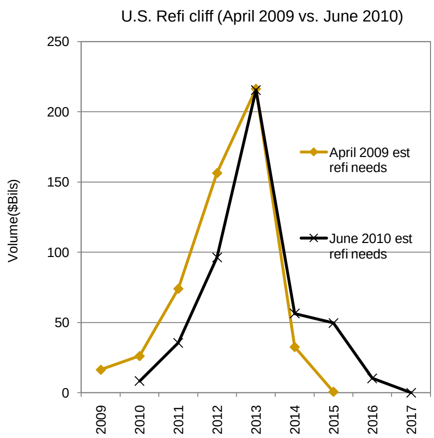


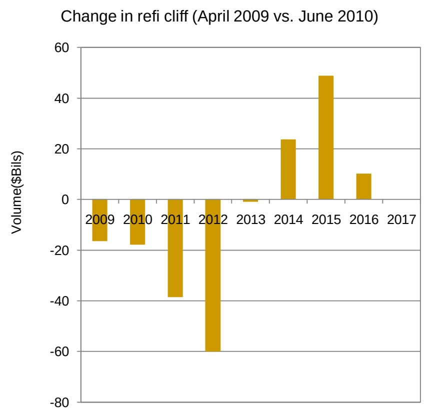
- U.S. Institutional yields increase considerably in May, June 2010

Source: Standard and Poor's/LCD

CLOs and the refi cliff dynamic

U.S. Refinancing cliff revisited

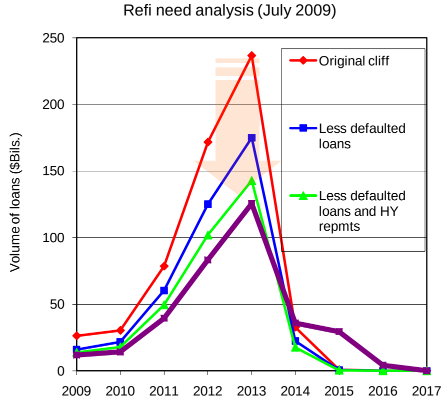


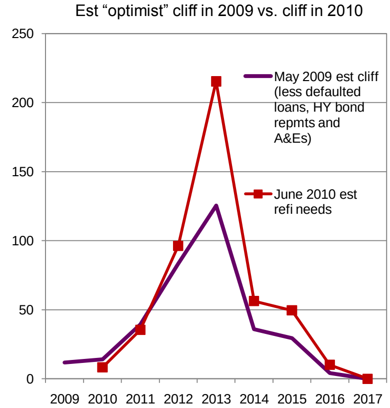


- Refinancing cliff has shrunk
- Maturities (through amend & extends) have been pushed off materially

Source: S&P/LSTA Leveraged Loan Index

Our cliff analysis in July 2009…
… And what the cliff looks like now

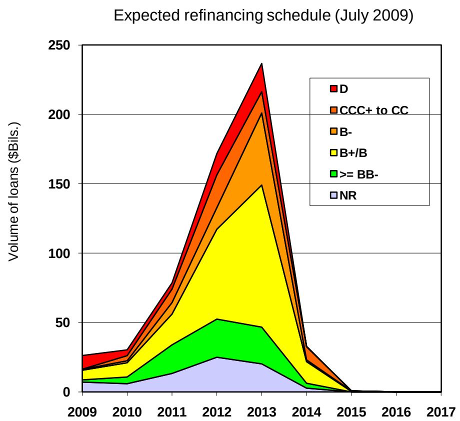


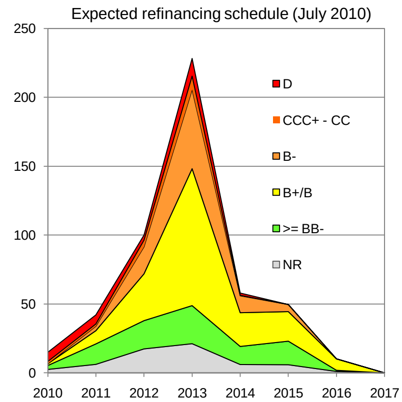


- Original cliff has $576B of loans (red)
- If half B-, all CCC's and D's default out, cliff shrinks to $421B (blue)
- If loans default out and HY paydowns occur, cliff shrinks to $344B (green)
- If loans default out, HY paydowns occur and loan maturities are extended, cliff remains at $344B, but flattened (purple)
- ACTUAL RESULT: Cliff still larger, but shape reflects estimates

Source: S&P/LCD, LSTA

How the refi cliff has changed
By ratings

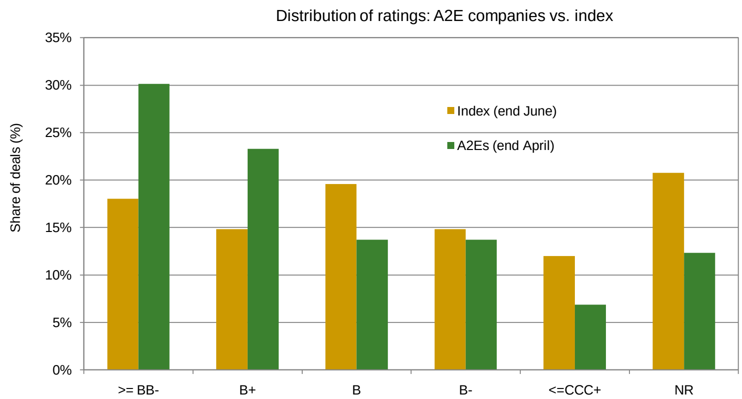




- Charts show refi cliff by rating (assuming loans must refi one year prior to contractual maturity)
- In 2009, the refi cliff was fairly front loaded
- In 2010, refi cliff is smaller – and more back-ended

Source: S&P/LCD, LSTA

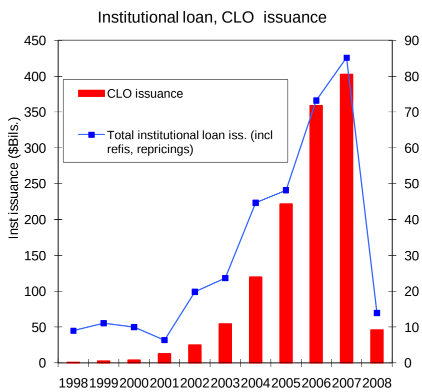
Negative bias: Better quality companies are doing A&Es

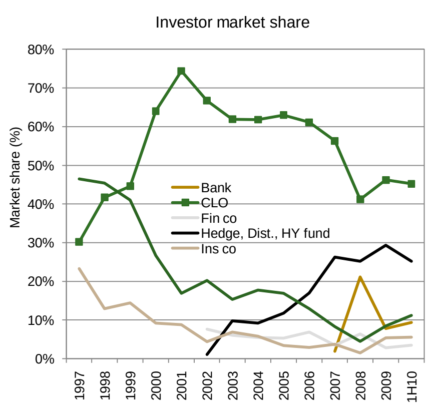


- It is the better rated companies that have been doing most of the Amends-to-Extends
- B+ and better cos account for 53% of A2Es, and just 30% of index
- This could leave weaker companies facing an earlier refinancing

Source: S&P/LCD, LSTA

CLO issuance buoys institutional loan growth Both markets stop in 2008

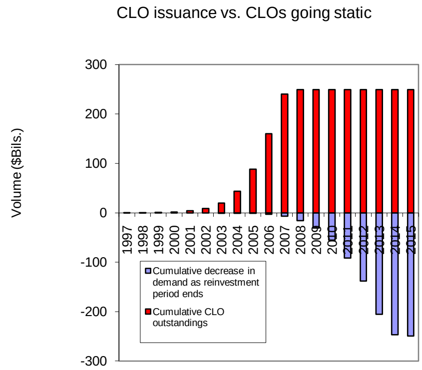


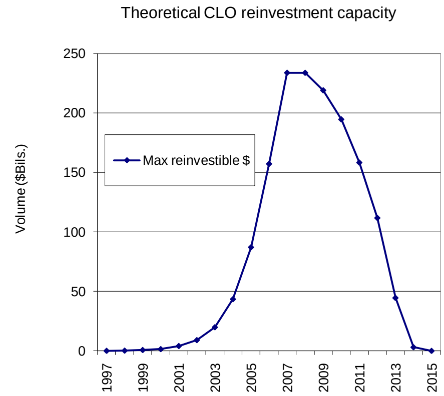


- Institutional market growth enabled by CLO growth
- Severe dislocation in CLOs and institutional loan market in 2008
- CLO issuance stops, but existing CLOs still recycle paydowns into loans

Source: Thomson Reuters LPC, S&P/LCD

As we discussed last year: CLO reinvestment period will end, reducing CLO demand



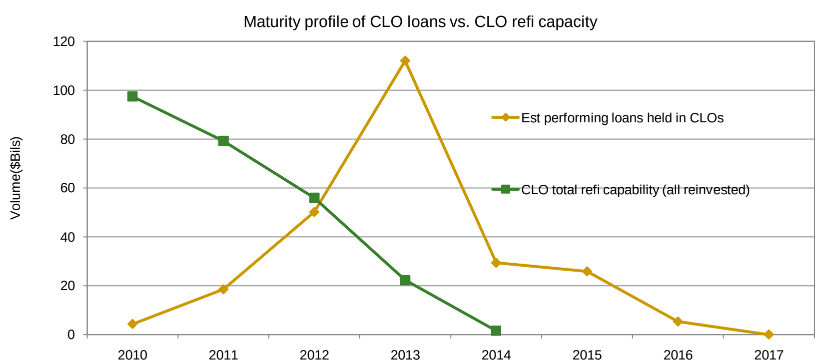


- CLO issuance peaked in 2007 (Outstandings in red)
- CLO reinvestment periods range 5-7 years (Blue reflects “frozen” amt of CLOs as reinvestment ends)
- As reinvestment periods end, CLOs will no longer be able to buy new loans
- In turn, “re-investible” dollars will decline
- Blue line reflects MAXIMUM “reinvestible” CLO dollars – eg, if all loans in CLOs are repaid
- In reality, reinvestible dollars will be much lower

LSTA

Source: LSTA,S&P/LCD, Intex, Wachovia

The Cliff Refined: Refinancing needs of loans in CLOs Vs estimated CLO refinancing ability

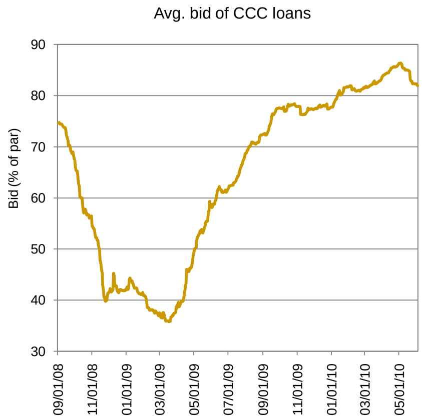


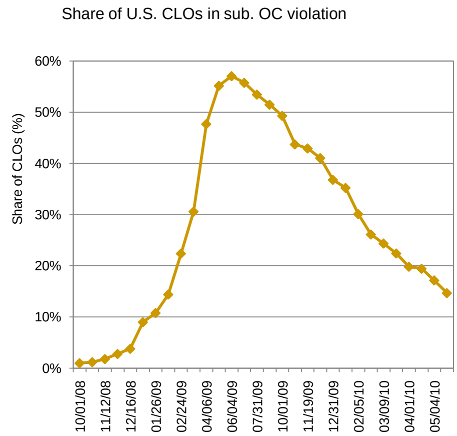
- Assumes roughly 52% of performing loans are in CLOs based on size of CLO market and default rates
- Refinancing gap between loans held by CLOs and CLO refi capacity is smaller
- There remains a nearly $100B gap in 2012
- Manageability may revolve around health of HY bond market , revival of CLOs and ability to attract new investors

LSTA

Source: S&P/LSTA Leveraged Loan Index, LSTA, Wells Fargo, Intex

CLO performance:
U.S. CLOs heal as they delever and loan market recovers

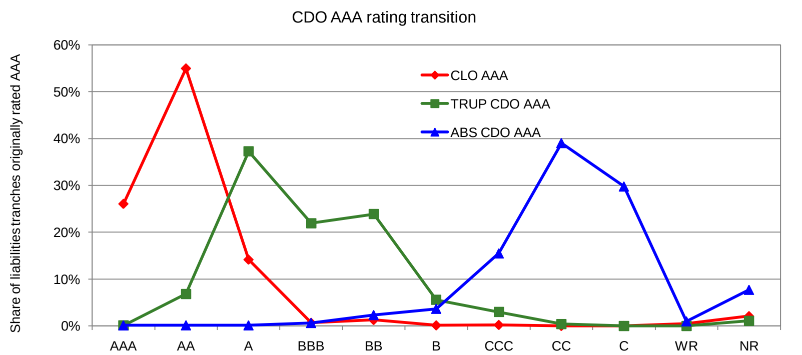




•Price levels on CCC loans fell sharply in the downturn
•In combination with increasing CCC/D share, this pressured OC ratios
• As loan prices recovered, more CLOs moved out of OC violation

Source: Standard & Poor's LCD, S&P/LSTA Leveraged Loan Index, Wells Fargo, Intex

CLO performance:
U.S. CLO AAA notes remain relatively well rated

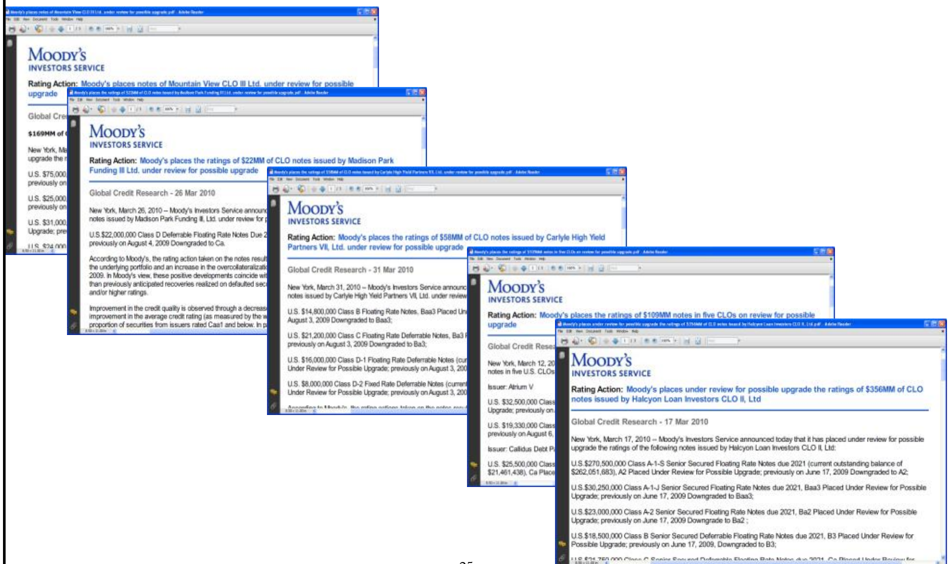


- Nearly all securitized products have seen their AAA tranches downgraded
- However, as of November 2009, 95% of CLO liabilities originally rated AAA remain rated A or better
- More than 90% of SF CDO AAAs are rated below IG
- True CF CLOs have not suffered uncured EODs

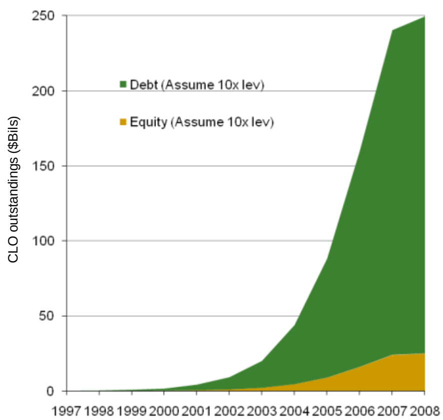
Source: Wells Fargo, Moody's Investor Service

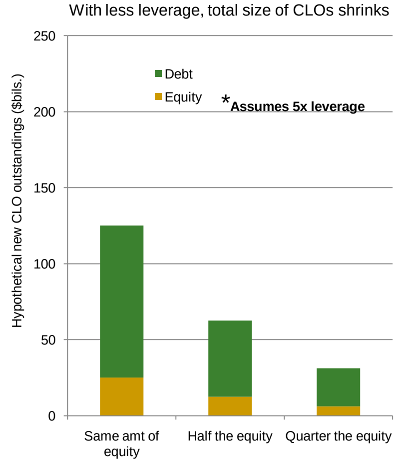
24

Some CLOs put on review for upgrade



CLOs likely to revive; Unlikely to be the force they once were





- There is roughly $250B of outstanding CLOs
- Assuming 10x leverage, this suggests approximately $25B of equity
- With lower leverage, overall size of CLO market would shrink … even assuming robust equity demand

Source: LSTA, Wachovia, Intex

Regulatory (and other) challenges

- Investors are (relatively) happy with CLOs and new issue is beginning to emerge; however, regulations pose a threat to CLO revival
- Regulatory reform legislation
  - Actively managed third party CLOs are very different from the static ABS deals that were targeted in the risk retention plank; however, they are likely to be captured
  - Either the “securitizer” or the “originator” will need to hold up to 5% of the credit risk
    - Securitizer may be the structurer (who is just an agent of the manager and may exit the business rather than hold 5%)
    - Some CLO managers can find a way to hold 5% of the equity slice, but many cannot; almost none can hold a vertical pro rata slice
    - “Originator” – who makes a loan and sells it *directly or indirectly* to an ABS (CLO) may have to retain 5% of the loan. This may force changes to trading docs to prohibit sales to CLOs; it may disrupt the entire trading market.
- FATCA
  - Requires CLOs to provide tax identification on all investors beginning 2012 or withhold 30% of passthru income.
  - CLOs often don’t know their investors, and indentures may prohibit withholding
  - CLOs may not be able to participate in new loans or A&E deals after March 2012
- Reg AB
  - More disclosure requirements, but may be workable

LSTA