



afme / **EHYA Discussion Forum 2010**

27 January 2010, Freshfields Bruckhaus Deringer Offices, London

**Current State of the European High Yield
and Leveraged Loan Market 2010**

**Emerging High Yield Structures -
How Pari Passu is Pari Passu?**



Moderator:

Sarah Murphy, Partner, **Freshfields Bruckhaus Deringer**

Panellists:

Craig Abouchar, Portfolio Manager, **Axial Investments**

Eric Capp, Managing Director and Global Head of High Yield Syndicate, **The Royal Bank of Scotland**

Tanneguy de Carné, Co-Head of European Loan Syndicate & High Yield Capital Markets,
Société Générale Corporate & Investment Banking

Edward Eyerman, Managing Director, Head of European Leveraged Finance, **Fitch Ratings**

Stephen Mostyn-Williams, Managing Director, **DebtXplained** and Principal, **smwlaw**

Senior Secured Notes ó Recent Deals Jan 2010

Deals	Ratio of Bond to Bank/Mezz	Shared Collateral	Who Controls Enforcement of Security under ICA?	Security Release Mechanism	Bank/Mezz Covenants	ICA Disclosed
Man Utd. 22 Jan 2010	£500m/£75m (Super Senior RCF)	Shares and Assets	RCF & Notes jointly after mandatory consultation	Permitted enforcement or other permitted disposal. Must raise sufficient cash to repay RCF/hedging in full	Incurrence	Detailed summary in prospectus
SEAT 22 Jan 2010	þ550m/þ892m	Shares and Assets	Senior banks, until bank debt less than þ500m then simple majority of secured debt including Notes	Enforcement sale of shares of Issuer or Holdco and asset sales permitted by finance documents	Maintenance	Limited summary in prospectus
Virgin Media 13 Jan 2010	£1.5bn /£5.3b	Assets	Senior banks, until bank debt less than £1bn/60% of secured debt then simple majority of secured debt including Notes	Permitted enforcement or other permitted disposal. Cash sale/auction to release junior guarantees	Maintenance	Detailed summary in prospectus
Novasep 23 Dec 2009	þ380m/þ0	Assets	Majority of Parity Creditors	Permitted enforcement or other permitted disposal	Incurrence	Limited summary in prospectus
Expro 14 Dec 2009	\$1.4bn/\$100m (Super Senior RCF) \$777.2m Mezz	Assets	RCF & Notes jointly after mandatory consultation. Mezz in practice?	Permitted enforcement or other permitted disposal. Public auction to release Mezz security	Incurrence (RCF) Maintenance (Mezz)	Limited disclosure in prospectus.
Unity Media 17 Nov 2009	þ2.6bn/þ85m (Super Senior RCF)	Assets	RCF & Notes jointly after mandatory consultation	Permitted enforcement or other permitted disposal. Cash sale/auction to release junior security	Incurrence	Detailed summary in prospectus
Sappi 29 July 2009	þ770m/ þ800m (RCF/Term)	Assets	First to instruct	Permitted enforcement or other permitted disposal	Maintenance	Limited summary in prospectus
UPC 21 May 2009	þ1.9bn/þ250m (undrawn Term)	Shares	Majority of debt secured by the collateral	Permitted enforcement or other permitted disposal	Incurrence	Limited summary in prospectus



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