



ORRICK

ABI MIB + Securitisation & Cover Bonds Conference 2013

BERICA PMI S.R.L.

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Milan, 10 October 2013



Legal Structure

In terms of structure and features, a fairly typical Law 130 deal

- Portfolio of **SME loans** originated by **BPVi** and **Banca Nuova**
- **Two classes** of notes
- Senior class divided into **Class A1X** and **Class A1Y**
- **Class A1Y** and **Class B** funded by **Originators**
- **Cash reserve** funded by BPVi through Subordinated Loan
- Collateralised **Commingling Risk and Set-off Guarantee** from BPVi
- Back-up Servicer and Back-up Servicer Facilitator appointed at closing
- SPV Accounts in **London** and **Milan**
- **Luxembourg** Stock Exchange listing
- Two ratings – AA (high) (sf) by **DBRS** and AA+sf by **Fitch**
- **Interest rate swap** with JPMorgan



Decreto del Fare bis

- Currently **in draft form**.
- Second draft was published on 23 September 2013
- Article 3 contains **eight amendments to Law 130**, the Italian securitisation law

Two provisions of potential application to the Berica PMI transaction:

1. Prepayments made in two years prior to insolvency of assigned debtor no longer subject to **claw-back** - Article 65 of the Bankruptcy Law not applicable to securitised receivables. (Sub-clause 5).
2. **Segregation of SPV moneys** held with Italian bank. (Sub-clause 2)



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