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2nd UPDATE:TPG, Patron Win Deal For 1st European CMBS To Default On Maturity
Date: 17 April 2012
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--TPG, Patron plan wipes out junior noteholders
-- Rival bidder Valad proposed consensual restructuring extending all notes for four years
-- Model could be used for EUR48 billion of CMBS due to mature in next three years

(Adds detail in first paragraph, and quotes in the eighth and ninth paragraphs.)

LONDON (Dow Jones)--TPG and Patron Capital Tuesday beat off rival bidder Blackstone Group LP's (BX) Valad to buy Opera Uni, a Netherlands-based commercial mortgage-backed security, paving the way for a deluge of CMBS due to mature in the next three years.

CMBS are packaged bonds made up of tranches of loans issued by special-purpose vehicles and serviced with payments made on a pool of commercial mortgages. Opera Uni is owned by several creditors, including banks and hedge funds, that hold debt of different classes in the company.

It comprises loans secured on commercial real estate across the Netherlands that ran into difficulties as property owners were unable to make repayments. Initial attempts to restructure or sell the EUR1 billion debt failed.

Tuesday's decision followed a series of votes by creditors of Opera Uni who were choosing between two alternative plans. TPG and Patron Capital made an offer that would see senior noteholders being repaid 40% of their EUR365 million outstanding in cash and the balance rolled over into new notes. Under this proposal junior noteholders would be wiped out.

Valad's plan was to extend the bonds for a further four years, and the senior noteholders would receive no prepayment but would have the notes repaid from a sale of underlying assets over the four-year period.

Valad's consensual restructuring plan was voted on first by all four classes of noteholders starting with the three junior classes and finally by the senior, or A class, holders. The process required each class to reach a 75% approval vote.

Not unexpectedly senior noteholders, unlike the class B, C and D holders, failed to vote for the deal and subsequently voted overwhelmingly in favor of TPG and Patron's plan--securing significantly more than the 75% vote required.

"We are delighted with today's [Tuesday's] outcome and we look forward to our partnership with TPG and Patron," said Pieter Roozenboom, Chief Executive of Uni-Invest, real estate manager. The assets owned by Uni-Invest were securitized by Eurohypo in 2005.

"TPG and Patron are respected private equity firms that have extensive experience in the real estate market in which Uni-Invest operates."

Opera Uni is the first European CMBS to default on maturity, and TPG and Patron's model could be used for future defaults. About EUR48 billion of CMBS will mature in the next three years, according to Morgan Stanley estimates. Most of these are backed by non-prime properties.

"We continue to believe that consensual restructuring of future CMBS defaults offers a credible alternative to investors who wish to retain control post-restructuring, whilst allowing the value of their underlying asset collateral to be maximized and disposed of in an orderly manner," said Marty McCarthy, Chief Executive of Valad Europe.

If an exit is impossible following a CMBS default on maturity the vehicle remains in a zombie-like state.