

OFFERING MEMORANDUM

\$5,724,844 SBA 7(a) and 504 Loan Portfolio Sale

Sale:	\$5,724,844 SBA 7(a) and 504 Loan Portfolio Sale
Collateral:	CRE, Land, C&I and RESI
Location:	CT, FL, ME, NC, NJ, NY, PA, SC, and VT
Performance:	Performing, Non-Performing, and Matured

Overview

\$5,724,844 SBA 7(a) and 504 Loan Portfolio Sale (the “Loan Sale”) conducted by Mission Capital Advisors, LLC (“Mission” or “Loan Sale Advisor”) on behalf of an Unidentified Seller (“Seller”).

Sale Structure

Mission has been retained as the exclusive Loan Sale Advisor to the Seller for the sale of a portfolio of SBA 7(a) and 504 loans secured by various real estate and business assets located on the East Coast of the United States (the “Loans”, “Assets”, or “the Portfolio”). The Loans are being offered on a sealed bid basis.

On behalf of the Seller, Mission is initially soliciting indicative bids from prospective bidders (the “Prospective Bidders” for the purchase of **the entire Portfolio** pursuant to the Loan Sale timeline attached hereto.

Mission, in conjunction with the Seller, and at the sole and absolute discretion of the Seller, will then invite multiple bidders (the “Final Bidders”) to complete due diligence and submit non-contingent final bids for the Loans.

Highlights & Loan Summary

The Loan Sale offers Prospective Bidders an opportunity to acquire a portfolio of SBA 7(a) and 504 loans secured by various collateral types located on the East Coast of the United States

- 77.6% of the portfolio by balance is secured by assets in the Northeast.
- The Portfolio offers an attractive WAC of 5.7%.
- 44.8% of the Portfolio, by count, have a guaranteed portion which has been sold to a third party.
- 86.2% of the Portfolio by count was originated through the SBA 7(a) lending program.
- Detailed Loan Portfolio stratifications may be found in Exhibit A on pages 4-5 of this Offering Memorandum
- The sale must be completed according to the timeline attached hereto; investors will be required to finalize the Loan Sale Agreement prior to the final bid date.

Loan Sale Process

Prospective Bidders are subject to qualification by Mission and/or Seller (qualification process will be initiated by Mission as deemed necessary). Access to the Due Diligence Materials will be provided to Prospective Bidders solely at the discretion of Mission and/or the Seller and may be withheld for any reason.

The Seller, in conjunction with Mission, have prepared a comprehensive array of due diligence data (the “Due Diligence Materials”), which will be made available to Prospective Bidders that have executed, and are subject to the terms of, the Confidentiality Agreement (the “Confidentiality Agreement”), which can be accessed on the transaction offering email or by visiting www.missioncap.com/transactions. Included in the Due Diligence Materials will be an Asset Summary for the Assets (the “Asset Summary”) prepared by Mission, comprehensive bidding instructions, the terms of sale and the Seller’s required form of Agreement for Sale and Purchase of Loans (the “Loan Sale Agreement”).

Mission is initially soliciting indicative bids for the Assets. Prospective Bidders are encouraged review the Due Diligence Materials and submit indicative bids in accordance with the proposed timeline.

After receipt of indicative bids, Mission, in conjunction with the Seller, will select Final Bidders to complete final due diligence before submitting **non-contingent offers on the Final Bid Date (the acceptance of which by Seller will require immediate execution of pre-negotiated Loan Sale Agreement by Prospective Bidder accompanied by a 10% non-refundable wire funds deposit).**

Additional information will be provided to Bidders via Mission’s online due diligence site. Such information may include detailed loan documents, pay histories, environmental reports, litigation documents (if applicable), and financial statements, in both computer file and imaged formats.

Please e-sign or return an executed Confidentiality Agreement to Katie Juarez at kjuarez@missioncap.com. **PLEASE NOTE THAT E-SIGNATURES WILL BE PROCESSED IN TOP PRIORITY WHILE EMAIL SIGNATURES ARE PROCESSED AT THE END OF EACH BUSINESS DAY.**

All inquiries should be directed through Mission Capital. Neither the Seller, Borrower, Borrower affiliates or Guarantors are to be contacted. Investors are required to strictly adhere to the terms of the Confidentiality Agreement.

Loan Sale Agreement

The Seller will make its required form of Loan Sale Agreement available for review to Final Bidders. Pursuant to the Loan Sale Agreement, the Seller is selling its Loan subject only to those representations and warranties explicitly stated in the Loan Sale Agreement. No other representations or warranties, either expressed or implied, shall apply.

Timeline

The transaction contemplated herein has been scheduled as follows:

Loan Sale Timeline	
Event	Date
Offering Memorandum Distributed	Tuesday, January 26, 2016
Initial Data Distribution	Thursday, January 28, 2016
Indicative Bid Date	Thursday, February 11, 2016
Best & Final Bid Date	Thursday, March 03, 2016
Winning Bidder Selected	Friday, March 04, 2016
10% Non-Refundable Deposit Due	Monday, March 07, 2016
Closing Date	Monday, March 14, 2016

Disclaimer

THE SELLER RESERVES THE RIGHT, AT ITS SOLE AND ABSOLUTE DISCRETION, TO WITHDRAW THE ASSETS FROM THE LOAN SALE, AT ANY TIME. THIS OFFERING MEMORANDUM HAS BEEN PREPARED TO ASSIST THE RECIPIENT IN DECIDING WHETHER TO PROCEED WITH FURTHER INVESTIGATION OF THE ASSETS. WHILE THE INFORMATION INCLUDED HEREIN IS BELIEVED TO BE ACCURATE AND RELIABLE, SELLER, MISSION AND THEIR RESPECTIVE SUBSIDIARIES, AFFILIATES, AGENTS, ASSIGNEES, OFFICERS, TRUSTEES, DIRECTORS, SERVICERS AND EMPLOYEES MAKE NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION, INCLUDING BUT NOT LIMITED TO THE VALIDITY OR PRIORITY OF ANY LIENS AND THE VALUE OF ANY COLLATERAL. ONLY THOSE REPRESENTATIONS AND WARRANTIES THAT ARE MADE BY THE APPLICABLE SELLER TO A PROSPECTIVE BIDDER IN A DEFINITIVE, EXECUTED LOAN SALE AGREEMENT SHALL HAVE ANY LEGAL EFFECT.

Mission Capital Contacts

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Exhibit A - Portfolio Stratification

Loan Status	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
0 - 29 Days PD	10	34.5%	\$1,926,526	33.7%	\$192,653	\$5,102,032	2/27/09	10/8/31	6.1%	2.6%	100.0%	0.0%	0.0%
60 - 89 Days PD	1	3.4%	\$4,913	0.1%	\$4,913	\$915,000	7/10/06	10/10/26	4.8%	1.5%	0.0%	100.0%	0.0%
> 90 Days PD	16	55.2%	\$2,696,083	47.1%	\$168,505	\$11,721,207	5/1/09	4/16/31	5.6%	2.2%	0.0%	0.0%	100.0%
Matured	2	6.9%	\$1,097,323	19.2%	\$548,662	\$2,000,000	3/14/07	4/30/15	5.0%	NAP	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Balance Bucket	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
\$0,000 - \$250,000	20	69.0%	\$1,157,732	20.2%	\$57,887	\$10,932,800	3/11/07	10/9/26	5.3%	1.9%	45.9%	0.4%	53.7%
\$250,000 - \$500,000	6	20.7%	\$2,311,233	40.4%	\$385,206	\$4,805,439	4/18/10	8/8/33	5.7%	2.7%	34.0%	0.0%	66.0%
\$500,000 - \$750,000	2	6.9%	\$1,166,559	20.4%	\$583,279	\$2,300,000	3/26/09	11/6/31	6.5%	2.0%	52.3%	0.0%	47.7%
\$1,000,000 - \$1,250,000	1	3.4%	\$1,089,321	19.0%	\$1,089,321	\$1,700,000	3/14/07	4/30/15	5.0%	NAP	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Rate Bucket	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
3.51% - 4.00%	1	3.4%	\$55,366	1.0%	\$55,366	\$374,000	10/2/07	10/2/32	4.0%	0.5%	0.0%	0.0%	100.0%
4.01% - 4.50%	3	10.3%	\$178,259	3.1%	\$59,420	\$2,385,000	3/11/07	1/11/23	4.5%	1.0%	45.5%	0.0%	54.5%
4.51% - 5.00%	6	20.7%	\$1,645,734	28.7%	\$274,289	\$5,170,000	11/17/07	7/13/20	5.0%	1.5%	26.6%	0.3%	73.1%
5.01% - 5.50%	7	24.1%	\$1,124,835	19.6%	\$160,691	\$4,624,407	9/23/08	1/11/29	5.5%	2.1%	7.5%	0.0%	92.5%
5.51% - 6.00%	8	27.6%	\$2,006,428	35.0%	\$250,803	\$5,289,832	12/30/09	7/24/33	5.9%	2.9%	32.0%	0.0%	68.0%
> 6.00%	4	13.8%	\$714,221	12.5%	\$178,555	\$1,895,000	8/26/08	12/7/31	7.4%	2.8%	95.4%	0.0%	4.6%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Rate Type	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
Floating	27	93.1%	\$4,627,521	80.8%	\$171,390	\$17,738,239	4/4/09	6/26/31	5.8%	2.4%	41.6%	0.1%	58.3%
Fixed	2	6.9%	\$1,097,323	19.2%	\$548,662	\$2,000,000	3/14/07	4/30/15	5.0%	NAP	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Payment Type	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
P&I	28	96.6%	\$5,643,719	98.6%	\$201,561	\$19,563,239	11/6/08	7/21/28	5.7%	2.4%	32.7%	0.1%	67.2%
Interest Only	1	3.4%	\$81,126	1.4%	\$81,126	\$175,000	9/8/09	9/8/16	4.5%	1.0%	100.0%	0.0%	0.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Guaranty Type	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
7(a)	25	86.2%	\$5,230,682	91.4%	\$209,227	\$17,880,007	9/29/08	1/21/28	5.6%	2.1%	27.5%	0.1%	72.4%
504	1	3.4%	\$405,034	7.1%	\$405,034	\$1,283,232	3/26/10	4/1/35	5.9%	4.6%	100.0%	0.0%	0.0%
7(a) - Express	1	3.4%	\$81,126	1.4%	\$81,126	\$175,000	9/8/09	9/8/16	4.5%	1.0%	100.0%	0.0%	0.0%
None	2	6.9%	\$8,003	0.1%	\$4,001	\$400,000	3/14/07	4/30/15	11.5%	1.0%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Guaranty Percent	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
75%	19	65.5%	\$3,393,600	59.3%	\$178,611	\$14,540,600	12/30/07	3/9/26	5.7%	2.1%	29.2%	0.1%	70.7%
90%	6	20.7%	\$1,837,082	32.1%	\$306,180	\$3,339,407	2/16/10	7/7/31	5.6%	2.2%	24.6%	0.0%	75.4%
50%	2	6.9%	\$486,160	8.5%	\$243,080	\$1,458,232	2/20/10	2/24/32	5.7%	4.0%	100.0%	0.0%	0.0%
None	2	6.9%	\$8,003	0.1%	\$4,001	\$400,000	3/14/07	4/30/15	11.5%	1.0%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Exhibit A - Portfolio Stratification – Cont'd

Guaranty Status	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
Not Sold	14	48.3%	\$5,031,327	87.9%	\$359,380	\$10,230,439	3/30/09	5/26/28	5.7%	2.5%	34.2%	0.0%	65.8%
SBA Repurchased	8	27.6%	\$405,703	7.1%	\$50,713	\$4,389,000	2/6/06	1/31/31	4.9%	1.5%	27.1%	0.0%	72.9%
Sold	5	17.2%	\$279,812	4.9%	\$55,962	\$4,718,800	1/16/06	7/31/24	5.3%	1.9%	34.1%	1.8%	64.2%
None	2	6.9%	\$8,003	0.1%	\$4,001	\$400,000	3/14/07	4/30/15	11.5%	1.0%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

FCL Flag	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
No	25	86.2%	\$5,088,919	88.9%	\$203,557	\$17,963,239	10/25/08	10/23/27	5.6%	2.3%	37.9%	0.1%	62.0%
Yes	4	13.8%	\$635,925	11.1%	\$158,981	\$1,775,000	3/20/09	1/1/33	6.0%	2.7%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

BK Flag	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
No	28	96.6%	\$5,699,944	99.6%	\$203,569	\$19,488,239	11/15/08	5/18/28	5.7%	2.3%	33.8%	0.1%	66.1%
Active	1	3.4%	\$24,900	0.4%	\$24,900	\$250,000	1/26/06	1/26/30	6.3%	2.8%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Primary Collateral Type	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
CRE	25	86.2%	\$5,115,764	89.4%	\$204,631	\$16,085,439	9/26/08	5/17/28	5.7%	2.4%	36.1%	0.1%	63.8%
Land	1	3.4%	\$326,071	5.7%	\$326,071	\$1,177,800	4/19/12	4/19/37	5.8%	2.3%	0.0%	0.0%	100.0%
C&I	3	10.3%	\$283,010	4.9%	\$94,337	\$2,475,000	2/28/07	4/23/18	5.1%	1.8%	28.7%	0.0%	71.3%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Collateral State	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
NY	5	17.2%	\$1,631,379	28.5%	\$326,276	\$5,466,600	3/12/08	12/15/20	5.2%	2.2%	3.9%	0.0%	96.1%
NJ	11	37.9%	\$1,442,658	25.2%	\$131,151	\$5,894,000	4/27/08	5/31/30	6.1%	1.6%	77.9%	0.3%	21.8%
SC	2	6.9%	\$772,636	13.5%	\$386,318	\$1,094,407	4/12/10	6/18/35	5.8%	2.6%	0.0%	0.0%	100.0%
PA	4	13.8%	\$696,195	12.2%	\$174,049	\$2,310,000	8/13/08	4/25/30	5.6%	2.3%	29.6%	0.0%	70.4%
Other	3	10.3%	\$671,165	11.7%	\$223,722	\$2,130,000	9/2/09	1/7/29	5.5%	2.0%	8.6%	0.0%	91.4%
FL	2	6.9%	\$476,232	8.3%	\$238,116	\$1,528,232	3/26/10	1/1/33	6.0%	4.3%	100.0%	0.0%	0.0%
NC	2	6.9%	\$34,580	0.6%	\$17,290	\$1,315,000	8/28/01	8/28/21	4.3%	1.0%	0.0%	0.0%	100.0%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%

Lien Position	Count	% Count	UPB	% UPB	Average Balance	Original Balance	WA Orig Date	WA Maturity	WA Rate	WA Spread	Balance 0-29 DPD	Balance 30-89 DPD	Balance 90+ DPD
1	25	86.2%	\$5,564,379	97.2%	\$222,575	\$18,653,239	11/22/08	8/13/28	5.6%	2.3%	33.3%	0.1%	66.6%
Junior	4	13.8%	\$160,466	2.8%	\$40,116	\$1,085,000	10/4/07	5/17/20	6.4%	2.6%	44.4%	0.0%	55.6%
Grand Total	29	100.0%	\$5,724,844	100.0%	\$197,408	\$19,738,239	11/10/08	5/21/28	5.7%	2.4%	33.7%	0.1%	66.3%