Banking (prudential standard) determination No. 7 of 2011

Prudential standard APS 120 Securitisation

Banking Act 1959

I, Charles Littrell, delegate of APRA:

(a) under subsection 11AF(3) of the *Banking Act 1959* (the Act), REVOKE *Prudential Standard APS 120 Securitisation* made by Banking (prudential standard) determination No. 4 of 2011; and

(b) under subsection 11AF(1) of the Act, DETERMINE *Prudential Standard APS 120 Securitisation* in the form set out in the Schedule, which applies to all ADIs) and authorised NOHCs.

This instrument takes effect on 1 January 2012.

Dated: 9 December 2011

[Signed]

Charles Littrell
Executive General Manager
Policy, Research and Statistics Division

Interpretation

In this Determination:

ADI is short for authorised deposit-taking institution which has the meaning given in section 5 of the Act.

APRA means the Australian Prudential Regulation Authority.

authorised NOHC has the meaning given in section 5 of the Act.

Note 1 An ADI or authorised NOHC that does not comply with a standard may be issued with directions by APRA under paragraph 11CA(1)(a) of the Act. Non-compliance with a direction is an offence attracting a penalty of up to 250 penalty units for a body corporate (currently $27,500) for each day that the offence continues. Officers of the ADI or authorised NOHC may also be criminally liable (see section 11CG).

Schedule

Prudential Standard APS 120 Securitisation comprises the 51 pages commencing on the following page.

Prudential Standard APS 120

Securitisation

Objective and key requirements of this Prudential Standard

This Prudential Standard aims to ensure that authorised deposit-taking institutions adopt prudent practices in managing the risks associated with securitisation and that sufficient regulatory capital is held against the credit risk.

The key requirements of this Prudential Standard are that an authorised deposit-taking institution must:

- calculate regulatory capital by applying a standardised or internal ratings-based approach, depending on the approach it takes to general credit risk;
- not provide implicit support to a securitisation;
- stand clearly separate from a securitisation, with the extent of the institution's obligations to the securitisation set out in legal documentation; and
- ensure that there is clear disclosure that its involvement in a securitisation does not extend beyond any specific undertakings to which it has formally committed itself.

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Authority

1. This Prudential Standard is made under section 11AF of the *Banking Act 1959* (**Banking Act**).

Application

2. An authorised deposit-taking institution (**ADI**), other than a foreign ADI, must comply with all of the provisions of this Prudential Standard. A foreign ADI must comply with the provisions in this Prudential Standard relating to disclosure and separation (including paragraphs 10 to 13 inclusive, and Attachment A), self assessment (paragraph 20) and Board of directors (**Board**) and senior management responsibilities (paragraph 19), in relation to its securitisation business in Australia.

3. A reference to an ADI in this Prudential Standard is a reference to:

   (a) an ADI on a **Level 1** basis; and

   (b) a group of which an ADI is a member on a **Level 2** basis.

   Level 1 and Level 2 have the meaning in *Prudential Standard APS 110 Capital Adequacy* (**APS 110**)**.**

   Where an ADI to which this Prudential Standard applies is a subsidiary of an authorised non-operating holding company (**authorised NOHC**), the authorised NOHC must ensure that the requirements in this Prudential Standard are met on a Level 2 basis, where applicable.

Scope

4. Except where otherwise provided, this Prudential Standard applies to all roles undertaken by, and investments of, an ADI in a securitisation. This includes, but is not limited to, where the ADI is an originating ADI or provides a facility in relation to a securitisation. This Prudential Standard also applies to securitisations where the ADI, either itself or by using a third party, originates exposures directly into a special purpose vehicle (**SPV**), without those exposures having appeared on the ADI's balance sheet (**indirect origination**).

5. An ADI must apply this Prudential Standard to securitisation exposures in its banking book. Securitisation exposures that are held in an ADI's trading book are subject to the requirements of *Prudential Standard APS 116 Capital Adequacy: Market Risk* (**APS 116**) for capital purposes,[1] except that securitisation exposures required to be deducted from the ADI's capital if they were held in an ADI's banking book must also be deducted from capital if they are held in the trading book. Where relevant, securitisation exposures that are held in an ADI's banking book are also subject to the requirements of

[1] An ADI's securitisation exposures may be allocated to its banking or trading book according to the ADI's trading book policy statement (refer to Attachment A of APS 116).

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Prudential Standard APS 117 Capital Adequacy: Interest Rate Risk in the Banking Book (Advanced ADIs).

6. This Prudential Standard applies to **traditional securitisations**, **synthetic securitisations** and securitisations that have features of both. APRA may determine, in writing, that this Prudential Standard applies to a particular transaction or structure as if it were a securitisation if APRA considers that it has similar features to a securitisation and gives rise to similar prudential risks.

7. A covered bond (as defined in the Banking Act) is not a securitisation for the purposes of this Prudential Standard.

8. (a) An ADI must notify APRA prior to entering into a funding arrangement (other than a covered bond issued consistent with Division 3A of Part II of the Banking Act or a securitisation that complies with all the provisions of this Prudential Standard including the operational requirements for regulatory capital relief in Attachment B to this standard and for which the ADI is seeking capital relief) that involves providing an interest in, or over, assets originated by the ADI, to the funding provider. The ADI must assess the proposal in detail and must establish, to APRA's reasonable satisfaction, that the arrangement:

(i) complies with this Prudential Standard and that the ADI is seeking to treat it as an on-balance sheet arrangement; or

(ii) does not give the funding provider, even in limited or unlikely circumstances, effective recourse to both the ADI and the pool of assets for repayment (unless it is a covered bond issued or originated by an overseas Level 2 entity in accordance with the requirements of its regulator); or

(iii) does not reduce the protection available to depositors of the ADI on either a going-concern or default basis.

(b) Where an ADI wishes to enter into an arrangement described in paragraph 8(a) and cannot meet any of the tests in subparagraphs 8(a)(i) to 8(a)(iii), it must apply to APRA for approval to enter into the arrangement. APRA may, if there are exceptional circumstances, approve the arrangement and if it does so, may impose an appropriate regulatory capital treatment for the transaction.

(c) Where an ADI has entered into a structure prior to 1 January 2012 that does not meet any of the tests in subparagraphs 8(a)(i) to 8(a)(iii), it must apply to APRA for approval of this arrangement. APRA may, if there are exceptional circumstances, approve the arrangement and, if it does so, may impose an appropriate regulatory capital treatment for the transaction.

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Definitions

9. The expressions below used in this Prudential Standard have the following meanings:

(a) **asset-backed commercial paper** (**ABCP**) **securitisation** - a securitisation where the securities issued are predominantly commercial paper with an original maturity of one year or less;

(b) **basis swap** - an interest rate swap aimed at limiting basis risk. For the purposes of this Prudential Standard, a basis swap includes a payment stream on one leg of the swap based on an observable market rate or index, and a payment stream on the other leg based on rates set by a party to the swap;

(c) **clean-up call** - in the case of a traditional securitisation, an option that permits the originating ADI to call the exposures in a pool before they have been fully repaid for the purpose of winding up the securitisation. This is often accomplished by repurchasing the remaining exposures of a pool once the outstanding balance of the pool has fallen below a specified level. In the case of a synthetic securitisation, a clean-up call may take the form of a clause that extinguishes the credit protection;

(d) **credit enhancement** - an arrangement in which an ADI holds a securitisation exposure that is able to absorb losses in the pool and thereby provides credit protection to investors or other parties to the securitisation. A **first loss** credit enhancement is available to absorb losses in the first instance. A **second loss** credit enhancement is available to absorb losses after significant first loss credit enhancements have been exhausted;

(e) **credit rating grades** - grades of credit ratings to which external credit assessment institution (**ECAI**) ratings are mapped, and that correspond to relevant risk weights;

(f) **early amortisation clause** - a contractual clause that, when triggered, will result in security holders in a securitisation being paid out, in full or in part, prior to the originally stated maturity of the issued securities. Such clauses are generally included in the securitisation of revolving exposures;

(g) **eligible facility** - has the meaning in Attachment E;

(h) **eligible servicer cash advance** - has the meaning in Attachment E;

(i) **ECAI** - an entity that assigns credit ratings designed to measure the creditworthiness of a counterparty or certain types of debt obligations of a counterparty;

(j) **facility** - a facility provided by an ADI to a securitisation, including but not limited to:

(i) a **liquidity facility**;

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(ii) a **funding facility**;

(iii) an **underwriting facility**; and

(iv) a derivative transaction with an SPV;

(k) **funding facility** - a facility provided by an ADI to an SPV for the purchase of exposures for a pool;

(l) **gain on sale** - an increase in an ADI's equity capital or assets as a result of originating exposures into a securitisation, such as recognition of capitalised expected future margin or servicing income, a profit on the sale of exposures or purchase of a residual income unit;

(m) **implicit support** - has the meaning in paragraph 13;

(n) **liquidity facility** - a facility provided by an ADI to an SPV for the primary purpose of funding any timing mismatches between receipts of funds on underlying exposures and payments on securities issued by the SPV, or to cover the inability of the SPV to roll-over securities due to market disruption;

(o) **managing ADI** - an ADI that manages a securitisation. This may include undertaking responsibility for the day-to-day administration of the issuing SPV, allocation of collections, calculation of payments and preparation of investor reports. A managing ADI may also manage swaps, liquidity and other facilities and events such as the issuance, refinancing or calling of securities;

(p) **originating ADI** - with respect to a securitisation, an ADI that:

(i) directly or indirectly originates underlying exposures in the **pool**;

(ii) is the managing ADI for the securitisation; or

(iii) provides a facility (other than derivatives) to an ABCP securitisation;

(q) **pool** - the underlying exposure or exposures that are securitised by way of assignment or the transfer of rights and obligations to an SPV. The pool may consist of, but need not be limited to, loans, bonds or equities;

(r) **resecuritisation exposure** – a resecuritisation exposure is a securitisation exposure in which the risk associated with an underlying pool of exposures is tranched and at least one of the underlying exposures is a securitisation exposure. In addition, an exposure to one or more resecuritisation exposures is a resecuritisation exposure;

(s) **revolving exposures** - exposures arising from revolving (that is, redrawable) facilities, other than exposures in the nature of redrawable home loans where the amounts likely to be redrawn in any collection period are expected to be immaterial relative to the size of the pool;

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(t) **securitisation** - a structure where the cash flow from a pool is used to service obligations to at least two different tranches or classes of creditors (typically holders of debt securities), with each class or tranche reflecting a different degree of credit risk (i.e. one class of creditors is entitled to receive payments from the pool before another class of creditors). A warehouse SPV is a securitisation even if it does not have at least two different tranches of creditors or securities;

(u) **securitisation exposures** - on-balance sheet and off-balance sheet risk positions held by an ADI arising from a securitisation including, but not limited to:

(i) investments by the ADI in securities issued by an SPV, including retention of a subordinated tranche of securities issued by an SPV;

(ii) other credit enhancements, such as guarantees provided by the ADI;

(iii) drawn and undrawn funding, underwriting, liquidity and other facilities provided by an ADI to a securitisation; and

(iv) exposures arising from swaps and other derivative transactions with an SPV;

(v) **service provider** - an ADI that provides a service to an SPV, including as manager or servicing ADI, or by providing a trustee or security trustee. The provision of a facility by an ADI does not, of itself, constitute the provision of a service;

(w) **servicing ADI** - a service provider that administers a pool for an SPV. This may include calculating account balances in relation to securitised loans as well as preparing borrowers' statements, collecting payments and calculating write-offs in relation to such loans;

(x) **SPV** - a financing vehicle that typically purchases and holds the pool for the purposes of a securitisation. The SPV's payment for the pool is typically funded by debt, including through the issue of units or securities by the SPV;

(y) **synthetic securitisation** - a securitisation whereby only the credit risk, or part of the credit risk, of a pool is transferred to a third party, which need not necessarily be an SPV;[2]

(z) **traditional securitisation** - a securitisation where the pool is transferred or assigned to, and held by, an SPV;

(aa) **underwriting facility** - a facility under which an ADI agrees to buy securities from the SPV to facilitate their distribution to the market; and

[2] The transfer of credit risk can be undertaken through the use of funded (e.g. credit linked notes), or unfunded (e.g. credit default swaps) credit derivatives or guarantees.

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(bb) **warehouse SPV** - an SPV that accumulates exposures until a sufficiently large pool is available for issuance of securities to the market in a securitisation.

Key principles

10. An ADI must deal with an SPV and its investors on an arm's-length basis and on market terms and conditions.

11. The nature and limitations of an ADI's involvement in a securitisation must be clearly disclosed to investors (refer to Attachment A).

12. An ADI's involvement in a securitisation must be set out in legal documentation and be limited as to time and amount.

13. An ADI must not provide, or knowingly create or encourage a perception that it will provide, support to a securitisation that is in excess of the ADI's explicit contractual obligations. To do so will be to provide **implicit support**.

14. An originating ADI of a traditional securitisation may exclude the underlying exposures in the pool from exposures used in the calculation of its regulatory capital for credit risk under *Prudential Standard APS 112 Capital Adequacy: Standardised Approach to Credit Risk* (**APS 112**) or *Prudential Standard APS 113 Capital Adequacy: Internal Ratings-based Approach to Credit Risk* (**APS 113**) and, where applicable, expected losses, if the credit risk associated with that pool has been transferred to third parties and the transfer complies with the relevant requirements in Attachment B.

15. An originating ADI may recognise certain credit risk mitigation (**CRM**) techniques in a synthetic securitisation if the synthetic securitisation complies with the relevant requirements in Attachment B.

16. An ADI must hold regulatory capital for credit risk (as detailed in Attachments C, D and G of this Prudential Standard) against its securitisation exposures.

17. An ADI may provide facilities and services to a securitisation, provided this does not result in implicit support. An ADI must hold regulatory capital for credit risk (as detailed in Attachments C and D) against a securitisation exposure arising from a facility, and the facility must comply with Attachment E.

Significant credit risk transfer

18. In order for an originating ADI to exclude the underlying exposures in the pool from the exposures used in calculation of its regulatory capital for credit risk, calculated in accordance with APS 112 or APS 113, the ADI must ensure that significant credit risk associated with the exposures has been transferred to third parties.

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Board and senior management responsibilities

19. The Board and senior management of an ADI[3] must establish policies and procedures relating to its securitisation business and must ensure that these policies and procedures are implemented. These policies and procedures must include:

    (a) appropriate risk management systems to identify, measure, monitor and manage the risks arising from the ADI's involvement in securitisation;

    (b) how the ADI will monitor the effects of securitisation on its risk profile, including credit quality, and how it has aligned its risk management practices; and

    (c) how the ADI will ensure that it is not providing implicit support for a securitisation.

Self-assessment

20. An ADI must assess, in writing, each securitisation in which it participates and the assessment must demonstrate compliance with this Prudential Standard, including the applicable credit risk regulatory capital treatment. The ADI must provide to APRA, upon request, a copy of that assessment.

Implicit support and other risks

21. If APRA considers that an ADI is providing implicit support to a securitisation, or otherwise is not complying or is unable to comply with this Prudential Standard, including the operational requirements for regulatory capital relief contained in Attachment B to this standard, APRA may, in writing, increase the ADI's capital requirement in an amount specified by APRA. The amount will be commensurate with the risks arising from the provision of the implicit support, or other breach of this Prudential Standard. Where an ADI provides implicit support to a securitisation, APRA may increase the capital charge on all of the ADI's securitisation business. Capital requirements will not exceed the amount of regulatory capital that the ADI would be required to hold in respect of credit risk under APS 112 or APS 113, as appropriate, against all of its securitisation business based on:

    (a) the relevant pools, as if the exposures in the pools were held by the ADI. In calculating the regulatory capital requirement, the ADI must still have regard to the actual transaction structures in place. In particular, an ADI that uses the standardised approach to credit risk must consider whether the interposed structures would prevent the assignment of a risk- weight of less than 100 per cent to claims secured by residential mortgages under Attachment C to APS 112; or

[3] In relation to a foreign ADI, the responsibilities in paragraph 19 of this Prudential Standard are to be fulfilled by the senior officer outside Australia nominated by the ADI under paragraph 14 of *Prudential Standard APS 510*: *Governance* (**APS 510**), and the senior manager in Australia referred to in paragraph 23 of APS 510.

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(b) the full value of all securities issued by the relevant SPV(s), as if the securities were held by the ADI.

22. If APRA considers that an ADI is providing implicit support to a securitisation, APRA may, in writing, require the ADI to disclose publicly the implicit support.

23. If APRA considers that the risks arising out of securitisation are not adequately managed by holding additional regulatory capital, APRA may, in writing, impose limits (both quantitative and qualitative) on the extent to which additional exposures may be securitised by an ADI or additional securitisation exposures (including those arising from providing facilities or services) are acquired by an ADI.

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Attachment A

Disclosure and separation requirements

Disclosure

1. An originating ADI must ensure that there is clear and prominent disclosure to investors of the nature and limitations of the ADI's obligations arising from its involvement in a securitisation. Documentation or marketing of a securitisation must not give the impression that recourse to the ADI would extend beyond any specific undertakings to which the ADI has formally committed itself.

2. It must be clearly disclosed that an investment in the securitisation does not represent a deposit with or other liability of the originating ADI.

3. Disclosures in documents inviting investment in a securitisation must be presented prominently at the beginning of the document.

Separation requirements between an ADI and SPV

4. An SPV must be clearly separate from any ADI involved in the securitisation and there must be clear limitations governing the extent of an ADI's involvement. Any undertakings given by an ADI to an SPV must be expressed clearly in the legal documentation relating to the securitisation and must be fixed as to time and amount.

5. Any undertakings given by an ADI to an SPV or investors must be subject to the ADI's normal approval and control processes.

6. An originating ADI must not:

   (a) own or hold a material direct, indirect or beneficial interest[4] in any share capital, including ordinary shares or preference shares, of an SPV where the SPV is a corporation;

   (b) own or hold a material direct, indirect or beneficial interest in any share capital in a trustee where the SPV is a trust;

   (c) include, permit or acquiesce to the inclusion of the word 'bank', 'building society', 'credit union', 'authorised deposit-taking institution' or 'ADI' in the name of an SPV;

[4] For purposes of paragraph 6 of this Attachment, a share created for the purpose of securing a residual interest distribution, such as an entitlement arising from a spread account or similar surplus income arrangement that complies with the conditions in Attachment B or an investment in securities that complies with Attachment F, is not considered a beneficial interest.

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(d) allow any of the ADI's directors, officers or employees to sit on the Board[5] of an SPV unless the Board has at least four members. The ADI, however, may be represented by one director on a Board of four to six directors and by no more than two directors on a Board of seven or more directors;

(e) act, or allow any of its directors, officers or employees to act in any circumstances as a trustee of an SPV, or in any similar role. The trustee must not be part of the group, as defined in Australian accounting standards, to which the ADI belongs; or

(f) be liable for the obligations and liabilities of the SPV,[6] in particular in the event the SPV incurs losses.

7. APRA may, at its discretion, require an ADI to seek a legal opinion on any of the separation requirements from an independent legal counsel chosen by APRA, at the expense of the ADI.

Requirements for an SPV

8. In a securitisation, an SPV must satisfy the following criteria:

(a) the SPV must be a corporation, trust or other entity organised for a specific purpose;

(b) the purpose of the SPV must be clearly defined and the activities of the SPV must be limited to those necessary to accomplish that purpose; and

(c) the SPV must be financially and operationally independent of the originating ADI.

[5] An SPV may be a company or a trust with a corporate trustee. References to the directors and Board of an SPV in this Prudential Standard apply equally to the directors and the Board of the corporate trustee of an SPV that is a trust.

[6] This does not apply to the limited circumstances explicitly permitted by this Prudential Standard.

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Attachment B

General capital adequacy requirements

1. As securitisations may be structured in many different ways, an ADI's regulatory capital treatment of a securitisation exposure must be calculated on the basis of the exposure's economic substance rather than its legal form.

Operational requirements for regulatory capital relief

2. An originating ADI may, in calculating its regulatory capital for credit risk under APS 112 or APS 113, exclude exposures in a pool that would otherwise be included in the calculation of its risk-weighted assets and, where applicable, expected loss, if, at both the time of risk transfer and afterwards:

(a) the exposures in the pool are legally isolated from the ADI in such a way that the exposures are put beyond the reach of the ADI and its creditors, including in bankruptcy, winding up and receivership. The originating ADI must not:

    (i) be obliged to repurchase the exposures out of the pool held by the SPV, except in accordance with Attachment F;

    (ii) be obliged to retain the credit risk of the exposures; or

    (iii) once the exposures have been transferred, bear recurring costs from the securitisation (unless otherwise permitted under this Prudential Standard);

(b) the issued securities are not obligations of the ADI and therefore investors who purchase the securities only have claim to the relevant pool and any applicable facilities of the SPV;

(c) the transferee is an SPV and the holders of the securities in that SPV have the right to pledge or exchange them without restriction, other than restrictions necessary for compliance with legal requirements;

(d) significant credit risk associated with the exposures has been transferred from the ADI to third parties (in accordance with paragraph 18 of APS 120);

(e) representations and warranties provided by the ADI comply with Attachments E and F, and clean-up calls comply with Attachment F;

(f) the ADI does not and is not required to:

    (i) systematically alter the exposures such that a pool's weighted-average credit quality is improved;

    (ii) increase a retained first loss position or credit enhancement (except to the extent necessary to cover new exposures added to the pool); or

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(iii) increase the yield payable in response to a deterioration in the credit quality of a pool or of the originator to parties such as investors and third-party providers of credit enhancements;

(g) where revolving exposures are transferred and the ADI retains an interest in those exposures, the conditions in paragraph 1 of Attachment G are satisfied; and

(h) the document of transfer specifies that, if cash flows relating to an exposure in a pool are rescheduled or renegotiated, the SPV will be subject to the rescheduled or renegotiated terms.

3. An originating ADI may recognise the use of CRM techniques (i.e. credit derivatives, guarantees or eligible collateral) in a synthetic securitisation for the purposes of calculating its regulatory capital for credit risk if, at both the time of risk transfer and afterwards:

(a) the transfer of credit risk through the use of CRM techniques complies with the eligibility and other requirements:

(i) for credit derivatives, refer to Attachment H to APS 112;[7]

(ii) for guarantees, refer to Attachment F to APS 112;[8] and

(iii) for eligible collateral, refer to Attachment G to APS 112;[9]

(b) the instruments used to transfer credit risk do not contain terms or conditions that limit the amount of credit risk transferred, such as clauses that:

(i) materially limit the credit protection or credit risk transference (e.g. materiality thresholds below which credit protection is deemed not to be provided even if a credit event occurs or those that allow for the termination of the protection due to a deterioration in the credit quality of the pool);

(ii) require the ADI to alter the composition of a pool to improve the weighted-average credit quality of that pool;

(iii) increase the ADI's cost of credit protection in response to a deterioration in the credit quality of a pool;

(iv) increase the yield payable to investors and third party providers of credit enhancements in response to a deterioration in the credit quality of a pool; or

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7 For this purpose, SPVs are not recognised as eligible credit protection providers.

8 For this purpose, SPVs are not recognised as eligible guarantors.

9 For this purpose, eligible collateral pledged by SPVs is recognised.

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(v) provide for an increase in a retained first loss position or credit enhancement provided by the ADI after the inception of the securitisation;

(c) significant credit risk associated with the securitised exposures has been transferred to third parties;

(d) representations and warranties provided by the ADI comply with Attachments E and F, and clean-up calls comply with Attachment F; and

(e) where revolving exposures are transferred and the ADI retains an interest in those exposures, the conditions in paragraph 1 of Attachment G are satisfied.

4. An originating ADI must obtain written advice from legal counsel that:

(a) in the case of a traditional securitisation, the transferred exposures in the pool are legally isolated from the ADI in such a way that the exposures are put beyond the reach of the ADI and its creditors, including in the case of the appointment of a statutory manager (or its equivalent), or its winding up and receivership; and

(b) all agreements, deeds and other legal documentation relating to the securitisation are enforceable in all relevant jurisdictions.

5. APRA may, at its discretion, require an ADI to seek a legal opinion on any other operational requirement for capital relief from an independent legal counsel chosen by APRA, at the expense of the ADI.

Maturity mismatches in synthetic securitisations

6. The effective maturity of the tranches of securities issued in a synthetic securitisation may differ from that of the pool, causing a maturity mismatch to occur. To assess whether a maturity mismatch has occurred, the maturity of a pool must be compared with the maturity of the tranches of the securitisation. For this purpose, the exposure in a pool with the longest maturity must be taken as the maturity of that pool.

7. A maturity mismatch exists where the residual maturity of the securitisation is shorter than the residual maturity of the pool.[10] In this case, full capital relief may not be recognised even if the synthetic securitisation otherwise complies with this Attachment. Instead, the capital requirement must be calculated in accordance with:

(a) for credit derivatives, Attachment H to APS 112;

(b) for guarantees, Attachment F to APS 112; and

[10] A maturity mismatch may also occur if a synthetic securitisation incorporates a call (other than a clean-up call) that effectively terminates the transaction and the purchased credit protection on a specific date.

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(c) for eligible collateral, Attachment G to APS 112.

8. Maturity mismatches may be ignored where deduction of the securitisation exposure is required for capital adequacy purposes in accordance with Attachments C or D.

Operational requirements for the use of external credit assessments

9. For the purposes of calculating its regulatory capital for credit risk under this Prudential Standard (and, in particular, under Attachments C and D) for the securitisation exposures held, an ADI may only use an external credit assessment that takes into account all amounts, both principal and interest, owed to it.

10. An ADI may only use external credit assessments of ECAIs that are published in a form that is accessible to the general public and that are included in the ECAI's transition matrix.[11]

11. An ADI must apply the external credit assessments of an ECAI consistently across a given type of securitisation exposure. Where ECAIs assess the credit risk of the same securitisation exposure differently, Attachment E of APS 112 will apply. An ADI must not use the external credit assessments issued by one ECAI for some tranches and those of another ECAI for other tranches within the same securitisation.

12. An ADI must not use any external credit risk assessment for risk weighting purposes where the assessment is at least partly based on unfunded support (e.g. liquidity facility or credit enhancement) provided by the ADI. In such a scenario, the ADI:

    (a) must continue to hold capital against the other securitisation exposures it provides (e.g. against the liquidity facility and/or credit enhancement);

    (b) must ensure the capital charge for such exposures held in the trading book is no less than the amount required under the banking book treatment; and

    (c) may recognise any overlap in its exposures consistent with paragraph 17 below.

[11] A transition matrix is a table of probabilities representing the likelihood, over a given time horizon, of a rating grade of a securitisation exposure migrating to other rating grades, remaining the same or experiencing default.

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Information on underlying collateral necessary to permit exposures to be risk-weighted rather than deducted

13. An ADI must deduct an exposure, whether in the trading or banking book (and must not use the provisions in respect of the maximum capital amount in paragraph 26 below), unless it performs the due diligence specified below. This due diligence requires an ADI to:

    (a) on an ongoing basis, have a comprehensive understanding of the risk characteristics of its individual securitisation exposures, whether on-balance sheet or off-balance sheet, as well as the pools underlying its securitisation exposures;

    (b) have access to and periodically review detailed performance information on the underlying pools in a timely manner;

    (c) for resecuritisations, have access to and periodically review information not only on the underlying securitisation tranches but also on the risk characteristics and performance of the pools underlying the securitisation tranches; and

    (d) have a comprehensive understanding of all structural features of a securitisation transaction that may have a material impact on the ADI's exposures to the transaction.

Calculation of risk-weighted assets and regulatory capital for securitisation exposures

14. As detailed in Attachments C and D, for an on-balance sheet securitisation exposure (including the drawn amount of a facility), when calculating regulatory capital for credit risk, the risk-weighted asset amount of that exposure must be calculated by multiplying the exposure value[12] by the relevant risk-weight.

15. To calculate the risk-weighted asset amount for an off-balance sheet securitisation exposure (including the undrawn amount of a facility), an ADI must apply a credit conversion factor (**CCF**) to the securitisation exposure and risk-weight the resultant credit equivalent amount by the relevant risk-weight. Unless otherwise noted in this Prudential Standard, a CCF of 100 per cent must be used.

16. Unless otherwise stated in this Prudential Standard, deductions from an ADI's capital must be made 50 per cent from Tier 1 capital and 50 per cent from Tier 2 capital (refer to *Prudential Standard APS 111 Capital Adequacy: Measurement of Capital* (**APS 111**)). Deductions from capital may be calculated net of any specific provisions raised against the relevant securitisation exposure.

[12] The exposure value of a securitisation exposure is its on-balance sheet value (i.e. net of specific provisions). The exposure value of a securitisation exposure arising from a derivative instrument will be determined by using the credit equivalent amount of the derivative calculated using the current exposure method (mark-to-market), i.e. replacement cost plus potential future exposure (refer to Attachment B to APS 112).

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17. Overlapping securitisation exposures may occur where an ADI provides several types of facilities (e.g. a liquidity facility and a credit enhancement or a pool-specific and program-wide facility). In some cases, the drawdown on one facility may preclude (in part) a drawdown on another facility. Where an ADI has two or more overlapping securitisation exposures in a securitisation, it may, to the extent that these positions overlap, include in its calculation of risk-weighted assets only that securitisation exposure, or portion of securitisation exposure, that produces the higher amount of regulatory capital. Such overlap may also be recognised between specific risk charges for exposures in the trading book and capital charges for exposures in the banking book provided the ADI can calculate and compare, in terms of paragraph 12(b) above, the capital charges for the relevant exposures.

Treatment of credit risk mitigation for securitisation exposures

18. Where the CRM is provided directly to an SPV by an eligible guarantor (as defined in Attachment F to APS 112) other than the ADI, and this is reflected in the external credit assessment assigned to a securitisation exposure, the risk-weight associated with that external credit assessment may be used.

19. Where the CRM is provided directly to an SPV by a guarantor that is not recognised as an eligible guarantor (as defined in Attachment F to APS 112), and the CRM is reflected in the external credit assessment assigned to a securitisation exposure, the guaranteed exposure must be treated as unrated.

20. Where the CRM is applied directly to a specific securitisation exposure (e.g. a specified residential mortgage-backed securities tranche guaranteed by a highly rated third party) within a given structure, the ADI must treat the exposure as unrated and then use the CRM treatment detailed in APS 112 or APS 113 as appropriate.

Spread accounts and similar surplus income arrangements

21. Where an originating ADI transfers a pool to an SPV, it may be entitled to future surplus income generated by a securitisation. These arrangements may, among others, take the form of a deferred purchase price, excess servicing income, residual interest, excess spread[13] or similar arrangements and may result in a gain on sale reported in the ADI's accounts. An ADI must not recognise such future income until irrevocably received.

22. An originating ADI must deduct from its Tier 1 capital (refer to APS 111) any gain on sale, including expected future income from a securitisation exposure that it has reported as an on-balance sheet asset or profit, until irrevocably received. Where an originating ADI provides funds to establish a spread, reserve or similar account, those amounts must be deducted from its Tier 1 capital until the funds are irrevocably paid to the ADI.

[13] Excess spread is defined as finance charge collections and other fee income received by the SPV net of costs, interest and expenses.

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23. Where an originating ADI transfers exposures to an SPV below their book value (e.g. pursuant to an over-collateralisation agreement or by sale at a discounted price), the difference between the book value and the amount received by the ADI must be deducted from its Tier 1 capital unless it is written off in the ADI's profit or loss (and capital) accounts.

24. Where an ADI contributes to the start-up costs of a securitisation and these costs have been capitalised (rather than written off in the ADI's profit and loss account), they must be deducted from the ADI's Tier 1 capital as capitalised expenses. The ADI must also ensure that the amounts involved are in line with normal market expenses for similar securitisations.

25. Where an originating ADI provides a basis swap to a securitisation, a positive mark-to-market value of this swap represents the present value of certain future excess cash-flows generated by the asset pool, which is akin to accessing surplus income. If a required rate arrangement was used instead of a basis swap, this value would emerge over time as surplus income. Consistent with the treatment of surplus income, an ADI must therefore deduct from its Tier 1 capital (refer to APS 111) any positive mark-to-market valuation that it has reported as an on-balance sheet asset or profit until irrevocably received.

Maximum capital amount

26. Where a securitisation structure complies with all the requirements of this Prudential Standard, an originating ADI may, for calculating the regulatory capital requirement, elect to treat the pool as if on its books and risk-weight the exposures under APS 112 or APS 113, as appropriate, rather than as a securitisation under this Prudential Standard. In this case, only the underlying exposures are subject to the capital requirements and additional capital in respect of credit risk is not required for other facilities or exposures to the SPV that relate to the pool.

27. In calculating the regulatory capital requirement under APS 112 or APS 113 the ADI must still have regard to the actual transaction structures in place. In particular, an ADI that uses the standardised approach to credit risk must consider whether the interposed structures would prevent the assignment of a risk weight of less than 100 per cent to claims secured by residential mortgages under Attachment C of APS 112.

Shared collateral

28. Where an ADI retains an interest in collateral assigned to an SPV as a result of additional exposures to that collateral, such as an interest relating to arrangements to provide further advances to customers, these exposures of the ADI will not be eligible for a risk-weight of less than 100 per cent, pursuant to Attachment C of APS 112, unless a formal second mortgage arrangement is in place which meets the requirements of that Attachment.

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Redraws and other additional exposures funded by the ADI

29. Where the SPV has committed to acquire the additional exposures from the ADI, the ADI will not be required to include any undrawn commitment to the customer in its risk-weighted assets in calculating its regulatory capital for credit risk, provided the SPV has a facility in place to finance the acquisition of the additional exposures (e.g. a redraw funding facility).

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Attachment C

Standardised approach

1. An ADI that uses the standardised approach to credit risk under APS 112 must use this Attachment for calculating its regulatory capital for credit risk for securitisation exposures.

Risk-weights

2. As detailed in Attachment B, the risk-weighted asset amount of a securitisation or resecuritisation exposure must be calculated by multiplying the exposure value[14] or, in the case of an off-balance sheet exposure, the credit equivalent amount of the exposure, by the risk-weight associated with the exposure's credit rating grade (refer to paragraphs 4 and 5 of this Attachment).

3. An ADI must deduct any gain on sale from its Tier 1 capital.

4. The long-term credit rating grades and corresponding risk-weights are in **Table 1** below.

Table 1: Long-term credit rating grades and corresponding risk-weights

Credit rating grade	**1**	**2**	**3**	**4**	**5, 6 and unrated**
Securitisation risk-weight	20%	50%	100%	350%	Deduction from capital
Resecuritisation risk-weight	40%	100%	225%	650%	Deduction from capital

5. The short-term credit rating grades and corresponding risk-weights are in **Table 2** below.

Table 2: Short-term credit rating grades and corresponding risk-weights

Credit rating grade	**1**	**2**	**3**	**4 and unrated**
Securitisation risk-weight	20%	50%	100%	Deduction from capital
Resecuritisation risk-weight	40%	100%	225%	Deduction from capital

[14] The exposure value of a securitisation exposure is its on-balance sheet value (i.e. net of specific provisions). The exposure value of a securitisation exposure arising from a derivative instrument will be determined by using the credit equivalent amount of the derivative calculated using the current exposure method (mark-to-market), i.e. replacement cost plus potential future exposure (refer to Attachment B to APS 112).

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Exceptions to the general treatment of unrated securitisation exposures

6. As detailed in paragraphs 4 and 5 of this Attachment, the general treatment of unrated securitisation exposures is deduction from capital. Exceptions to this general treatment are as follows:

   (a) the most senior exposure in a securitisation (refer to paragraphs 7 to 9 of this Attachment);

   (b) for ABCP securitisations, an exposure that is in a second loss, or better, position (refer to paragraphs 10 and 11 of this Attachment);

   (c) an eligible facility as detailed in Attachment E; or

   (d) an eligible servicer cash advance as detailed in Attachment E.

Treatment of most senior unrated securitisation exposures

7. If the most senior exposure in a securitisation (e.g. the most senior tranche of securities issued by the SPV or an obligation under a facility that ranks ahead of the first tranche) is unrated, an ADI that holds such an exposure may calculate the risk-weight to be applied against the exposure by using the **look-through** approach.

8. In the look-through approach, the average risk-weight of the pool may be used as the risk-weight for the most senior securitisation exposure if an ADI is:

   (a) at all times, aware of the composition of the pool; and

   (b) able to calculate the relevant risk-weights (as calculated under APS 112) that are applicable to the underlying exposures in the pool.

9. When using the look-through approach, an ADI is not required to consider taxes and similar imposts, fees to service providers, interest rate swaps, currency swaps or eligible servicer cash advances as detailed in Attachment E in assessing whether an exposure is the most senior in a securitisation.

Treatment of exposures in a second loss, or better, position in an asset-backed commercial paper securitisation

10. An ADI is not required to deduct an unrated second loss position securitisation exposure in an ABCP securitisation where:

    (a) the exposure is economically in a second loss or better position and the first loss position provides significant[15] credit enhancement to the second loss position;

    (b) the second loss position will only be drawn upon when the first loss position has been completely exhausted;

[15] A first loss position is considered significant when it covers a multiple of historical losses or worst-case loss calculated by the use of models and simulation techniques.

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(c) the associated credit risk is the equivalent of a credit rating grade of three or better; and

(d) the ADI holding the unrated securitisation exposure does not retain, acquire or otherwise provide the first loss position.

11. A securitisation exposure to which paragraph 10 applies may be risk-weighted at the greater of:

(a) 100 per cent; or

(b) the highest relevant risk-weight (as assessed under APS 112) for any of the underlying individual exposures supported by the second loss facility.

Treatment of unrated eligible facilities

12. The credit equivalent amount of an undrawn eligible facility, other than an undrawn eligible servicer cash advance (refer to paragraph 14 of this Attachment), that meets the requirements of Attachment E must be calculated by applying a 50 per cent CCF to the notional amount of the eligible facility regardless of the maturity of the facility.

13. The risk-weight to be applied to the credit equivalent or drawn amount is the highest relevant risk-weight (as assessed under APS 112) for any of the underlying individual exposures covered by the eligible facility.

Treatment of eligible servicer cash advance

14. An ADI may apply a zero per cent CCF to an undrawn eligible servicer cash advance that meets the requirements of Attachment E.

Treatment of a securitisation exposure which is not an eligible facility

15. The credit equivalent amount of a securitisation exposure which is not an eligible facility, must be calculated by applying a 100 per cent CCF to the undrawn amount of the securitisation exposure regardless of the maturity of the securitisation exposure.

Treatment of credit risk mitigation for securitisation exposures

16. The risk-weight applied to a securitisation exposure that is subject to credit protection may be adjusted in accordance with:

(a) for credit derivatives, Attachment H to APS 112;

(b) for guarantees, Attachment F to APS 112; and

(c) for eligible collateral, Attachment G to APS 112.

17. Where an ADI provides protection to an unrated credit enhancement, it must hold regulatory capital in respect of the relevant credit risk as if it were directly holding the unrated credit enhancement.

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APRA's discretion where capital requirement uncertain

18. If the nature of a particular securitisation exposure is such that it is uncertain whether or how much regulatory capital is to be held in relation to it under this Attachment, APRA may, in writing, determine the amount of regulatory capital, or a method for calculating it, having regard to the nature of the exposure and the general approach taken to similar exposures under this Prudential Standard.

Mapping of ratings grades for Standard & Poor's, Moody's and Fitch

19. For the purposes of Table **1** of this Attachment, where the external credit assessment institution (ECAI) is Standard & Poor's, Moody's or Fitch, ratings are to be mapped as shown in Table **3** below.

Table 3: Recognised long-term ratings and equivalent credit rating grades

Credit rating grade	**Standard & Poor's Corporation**[16]	**Moody's Investor Services**[17]	**Fitch Ratings**[18]
1	AAA AA+ AA AA-	Aaa Aa1 Aa2 Aa3	AAA AA+ AA AA-
2	A+ A A-	A1 A2 A3	A+ A A-
3	BBB+ BBB BBB-	Baa1 Baa2 Baa3	BBB+ BBB BBB-
4	BB+ BB BB-	Ba1 Ba2 Ba3	BB+ BB BB-
5	B+ B B-	B1 B2 B3	B+ B B-
6	CCC+ CCC CCC-	Caa1 Caa2 Caa3	CCC+ CCC CCC-

[16] The credit ratings include structured finance ratings with the (sf) indicator
[17] The credit ratings include structured finance ratings with the (sf) indicator
[18] The credit ratings include structured finance ratings with the (sf) indicator

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	CC C D	Ca C	CC C D

20. For the purposes of Table **2** of this Attachment, where the ECAI is Standard & Poor's, Moody's or Fitch, ratings are to be mapped as shown in Table **4** below.

Table 4: Recognised short-term ratings and equivalent credit rating grades

Credit rating grade	**Standard & Poor's Corporation**[19]	**Moody's Investor Services**[20]	**Fitch Ratings**[21]
1	A-1	P-1	F-1
2	A-2	P-2	F-2
3	A-3	P-3	F-3
4	Others	Others	Others

[19] The credit ratings include structured finance ratings with the (sf) indicator
[20] The credit ratings include structured finance ratings with the (sf) indicator
[21] The credit ratings include structured finance ratings with the (sf) indicator

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Attachment D

Internal ratings-based approach

1. An ADI that has received approval from APRA to use the internal-ratings based (**IRB**) approach under APS 113 to calculate regulatory capital for credit risk for the type of exposures in the pool must use this Attachment to calculate its regulatory capital for credit risk in respect of securitisation exposures, except as otherwise agreed by APRA in writing.

Hierarchy of IRB approaches

2. Under the IRB approach, there is a hierarchy of approaches that an ADI must follow to calculate the regulatory capital for credit risk in respect of securitisation exposures, as follows:

   (a) where a securitisation exposure is externally rated, or where an external rating can be inferred, the ADI must use the ratings-based approach (**RBA**) as detailed in paragraphs 4 to 11 of this Attachment;

   (b) for facilities (such as liquidity facilities and credit enhancements) that the ADI extends to:

      (i) an ABCP securitisation, where the RBA cannot be used; or

      (ii) another kind of securitisation, where the RBA cannot be used, and the supervisory formula (**SF**) cannot be used because the exposures in the pool, or a material proportion of them, were not originated by the ADI

      the ADI may, subject to APRA's approval, use the internal assessment approach (**IAA**). In addition, the ADI must ensure that all the conditions detailed in paragraphs 12 to 15 of this Attachment are satisfied;

   (c) for facilities where the ADI cannot use the RBA or IAA and all other securitisation exposures where the RBA approach cannot be used, the SF, as detailed in paragraphs 18 to 39 of this Attachment, may be applied (unless the ADI cannot use the SF because the ADI is unable to reliably calculate K_{IRB});

   (d) for an eligible facility to which none of the approaches detailed in paragraphs 2(a) to 2(c) of this Attachment can be applied, the ADI may apply, subject to written approval from APRA, the approach detailed in paragraph 40 of this Attachment; and

   (e) for a securitisation exposure to which none of the approaches detailed in paragraphs 2(a) to 2(d) of this Attachment can be applied, the exposure must be deducted from the ADI's regulatory capital.

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Gain on sale

3. Irrespective of the approach applied under paragraph 2 of this Attachment, an ADI must deduct any gain on sale from its Tier 1 capital.

Ratings-based approach

4. As detailed in Attachment B, the risk-weighted asset amount of a securitisation or resecuritisation exposure must be calculated by multiplying the exposure value or, in the case of an off-balance sheet exposure, the credit equivalent amount, by the relevant risk-weight.

5. The relevant risk-weight under the RBA depends upon:

   (a) the credit rating grade assigned to the securitisation exposure by an ECAI, or an inferred rating (as detailed in paragraphs 10 and 11 of this Attachment);

   (b) whether the rating (external or inferred) represents a long-term or short-term rating;

   (c) the granularity of the pool (as detailed in paragraph 8 of this Attachment); and

   (d) the seniority of the securitisation exposure.

6. Subject to paragraph 5 of this Attachment, an ADI must apply the risk-weights in Table 5:

   (a) an external credit assessment exists in the form of a long-term rating;

   (b) an inferred rating based on an external long-term rating is available; or

   (c) an internal assessment has been mapped to an external long-term rating as detailed in paragraph 12 of this Attachment.

Table 5: External credit assessment risk-weights

	Securitisation Exposures			**Resecuritisation Exposures**	
Credit rating grade	**Risk-weights for the senior positions and eligible senior IAA exposures Column A**	**Base risk-weights Column B**	**Risk-weights for tranches backed by non-granular pools Column C**	**Senior Column D**	**Non-senior Column E**
1	7%	12%	20%	20%	30%
2	8%	15%	25%	25%	40%

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	Securitisation Exposures			Resecuritisation Exposures	
Credit rating grade	**Risk-weights for the senior positions and eligible senior IAA exposures Column A**	**Base risk-weights Column B**	**Risk-weights for tranches backed by non-granular pools Column C**	**Senior Column D**	**Non-senior Column E**
3	10%	18%	35%	35%	50%
4	12%	20%	35%	40%	65%
5	20%	35%	35%	60%	100%
6	35%	50%	50%	100%	150%
7	60%	75%	75%	150%	225%
8	100%	100%	100%	200%	350%
9	250%	250%	250%	300%	500%
10	425%	425%	425%	500%	650%
11	650%	650%	650%	750%	850%
12	Deduction from capital	Deduction from capital	Deduction from capital	Deduction from capital	Deduction from capital

7. Subject to paragraph 5 of this Attachment, an ADI must apply the risk-weights in Table 6 when:

(a) an external credit assessment exists in the form of a short-term rating; or

(b) an inferred rating based on an external short-term rating is available.

Table 6: Short-term rating and risk-weights

	Securitisation Exposures			Resecuritisation Exposures	
Credit rating grade	**Risk-weights for senior positions Column A**	**Base risk-weights Column B**	**Risk-weights for tranches backed by non-granular pools Column C**	**Senior Column D**	**Non-Senior Column E**
1	7%	12%	20%	20%	30%

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	Securitisation Exposures			Resecuritisation Exposures	
Credit rating grade	**Risk-weights for senior positions Column A**	**Base risk-weights Column B**	**Risk-weights for tranches backed by non-granular pools Column C**	**Senior Column D**	**Non-Senior Column E**
2	12%	20%	35%	40%	65%
3	60%	75%	75%	150%	225%
4/unrated	Deduction from capital	Deduction from capital	Deduction from capital	Deduction from capital	Deduction from capital

8. For securitisation exposures, an ADI must apply the risk-weights in paragraphs 6 and 7 of this Attachment based on the effective number of underlying exposures (**N**, as defined in paragraphs 27 to 29 of this Attachment) in a pool as follows:

   (a) if the effective number of underlying exposures is six or more and the position is a senior exposure[22] in the securitisation, the ADI may apply the appropriate risk-weights detailed in column A;

   (b) if the effective number of underlying exposures is less than six, the ADI must apply the appropriate risk-weights detailed in column C; and

   (c) in all other cases, the ADI must apply the appropriate risk-weights in column B.

9. In applying the risk-weights in paragraphs 6 and 7 of this Attachment to resecuritisation exposures, an ADI may treat the exposure as senior and apply the appropriate risk-weight in column D where:

   (a) the position is a senior exposure[23] in the securitisation; and

   (b) none of the underlying exposures is itself a resecuritisation exposure.

[22] A securitisation or resecuritisation exposure is treated as a senior tranche if it is effectively secured by a first claim on the entire amount of the exposures in the pool. For this purpose, the ADI does not have to take into consideration taxes and similar imposts, fees to service providers, amounts due under interest rate swaps, currency swaps or eligible servicer cash advances.

[23] Refer to footnote 22.

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Inferred ratings

10. Where the operational requirements detailed in paragraph 11 of this Attachment are met, an ADI may attribute an inferred rating to an unrated securitisation exposure. When assigning an inferred rating, the unrated exposure must be senior in all respects to an externally rated securitisation exposure, called **the reference securitisation exposure**.

11. The following operational requirements must be satisfied for an ADI to recognise an inferred rating under the RBA:

    (a) the reference securitisation exposure must be a securitisation exposure from the same securitisation and be subordinate in all respects to the unrated securitisation exposure. Credit enhancements, if any, must be taken into account when assessing the relative subordination of the unrated securitisation exposure and the reference securitisation exposure;[24]

    (b) the maturity of the reference securitisation exposure must be equal to or longer than that of the unrated exposure;

    (c) an inferred rating must be continuously updated to reflect any changes in the external credit assessment of the reference securitisation exposure; and

    (d) the external credit assessment of the reference securitisation exposure must satisfy the operational requirements for such assessments as detailed in Attachment B.

Internal assessment approach

12. Subject to written approval from APRA, an ADI may map its internal assessment of the credit quality of liquidity facilities, credit enhancements or other facilities that it has extended to:

    (a) an ABCP securitisation, where the RBA cannot be used; or

    (b) another kind of securitisation, where the RBA cannot be used, and the SF cannot be used because the exposures in the pool, or a material portion of them, were not originated by the ADI

    to equivalent external ratings of an ECAI. The mapped ratings may then be used to calculate the relevant risk-weight for the exposure under the RBA as detailed in paragraphs 5 to 9 of this Attachment.

13. Prior to using the IAA to calculate the relevant risk-weight for a securitisation exposure, an ADI must ensure that:

    (a) the securitisation is (or its securities are) externally rated by an ECAI;

[24] Where the reference securitisation exposure benefits from any third-party guarantees or other credit enhancements that are not available to the unrated exposure, the unrated exposure cannot be assigned an inferred rating based on that reference securitisation exposure.

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(b) the internal assessment of the credit quality of a securitisation exposure to a securitisation is based on the rating criteria of an ECAI for the exposure type in the pool and is at least grade 8 or above when initially assigned to the exposure;

(c) if there are changes in the methodology of one of the ECAIs that adversely affect the external credit assessment of the securitisation, the revised rating methodology must be considered when revising the internal assessments;

(d) the internal assessment is used in the ADI's internal risk management process, including management information and economic capital calculations, and meets all relevant requirements of APS 113;

(e) the internal assessment methodology used by the ADI is fully documented and reflects the publicly available methodologies of all ECAIs that rate securitisations for the securitised exposure type. If publicly available, the stress factors for calculating credit enhancement requirements must be at least as conservative as the rating criteria of those ECAIs;

(f) internal or external auditors, the ECAI or the ADI's risk management area perform annual reviews of the internal assessment process and assess the validity of the internal assessments. The party performing the reviews of the internal assessment process must be independent from the business line and underlying customer relationships within the ADI; and

(g) the performance of internal assessments is monitored and reviewed on a regular basis to evaluate the performance of the assigned internal assessments. Adjustments to the assessment process must be made when the performance of the exposures diverges from the assigned internal assessments.

14. In order to use the IAA, an ADI must ensure that the securitisation:

(a) has underwriting standards in the form of credit and investment guidelines and performs a comprehensive credit analysis of the exposure risk profile;

(b) has underwriting standards that establish minimum asset eligibility criteria that:

(i) exclude the purchase of exposures that are significantly past due or defaulted;

(ii) limit excess concentration to an individual obligor or geographic area; and

(iii) limit the tenor of the exposures to be purchased;

(c) has collections policies and processes that take account of the operational capability and credit quality of the servicing ADI or other servicer;

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(d) takes into account all sources of potential risk when calculating the aggregate estimate of loss on the pool the securitisation is considering purchasing;

(e) incorporates structural features into the purchase of exposures in order to mitigate potential credit deterioration of the underlying portfolio; and

(f) performs a comprehensive credit analysis of the originator's risk profile.

15. Where an ADI's internal assessment process no longer satisfies the requirements of paragraphs 13 and 14 of this Attachment, APRA may, in writing, prohibit the ADI from applying the IAA to its exposures, both existing and newly originated, for the purpose of calculating the appropriate regulatory capital treatment.

Mapping of ratings grades for Standard & Poor's, Moody's and Fitch

16. For the purposes of Table **5** of this Attachment, where the ECAI is Standard & Poor's, Moody's or Fitch, ratings are to be mapped as shown in Table 7 below.

Table 7: Recognised long-term ratings and equivalent credit rating grade

Credit rating grade	Standard & Poor's Corporation[25]	Moody's Investor Services[26]	Fitch Ratings[27]
1	AAA AA+	Aaa Aa1	AAA AA+
2	AA AA-	Aa2 Aa3	AA AA-
3	A+	A1	A+
4	A	A2	A
5	A-	A3	A-
6	BBB+	Baa1	BBB+
7	BBB	Baa2	BBB
8	BBB-	Baa3	BBB-
9	BB+	Ba1	BB+
10	BB	Ba2	BB
11	BB-	Ba3	BB-
12	Below BB- and unrated	Below Ba3 and unrated	Below BB- and unrated

[25] The credit ratings include structured finance ratings with the (sf) indicator
[26] The credit ratings include structured finance ratings with the (sf) indicator
[27] The credit ratings include structured finance ratings with the (sf) indicator

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17. For the purposes of Table **6** of this Attachment, where the ECAI is Standard & Poor's, Moody's or Fitch, ratings are to be mapped as shown in Table 8 below.

Table 8: Recognised short-term ratings and equivalent credit rating grades

Credit rating grade	**Standard & Poor's Corporation**[28]	**Moody's Investor Services**[29]	**Fitch Ratings**[30]
1	A-1	P-1	F-1
2	A-2	P-2	F-2
3	A-3	P-3	F-3
4	Others	Others	Others

Supervisory formula

18. When using the SF, the regulatory capital for credit risk in respect of a securitisation exposure depends upon the following ADI-supplied inputs:

    (a) the IRB capital requirement had the pool not been securitised (**K_{IRB}**);

    (b) the credit enhancement level (**L**);

    (c) the thickness (**T**);

    (d) the effective number of exposures in the pool **(N)**; and

    (e) the pool's exposure-weighted average loss given default (**LGD**).

Definition of K_{IRB}

19. K_{IRB} is the ratio (in decimal form) of:

    (a) the IRB capital requirement, including the expected loss portion, for the pool; to

    (b) the exposure amount of the pool, i.e. the sum of drawn amounts plus the estimated exposure at default of undrawn commitments.

[28] The credit ratings include structured finance ratings with the (sf) indicator
[29] The credit ratings include structured finance ratings with the (sf) indicator
[30] The credit ratings include structured finance ratings with the (sf) indicator

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20. The amount in paragraph 19(a) of this Attachment must be calculated in accordance with the applicable minimum IRB standards (as detailed in APS 113) as if the exposures in the pool were held directly by the ADI. This calculation may reflect the effects of any CRM that is applied on the underlying exposures in the pool (either individually or to the entire pool).

21. For structures involving an SPV, all the assets of the SPV that are related to the securitisation must be treated as exposures in the pool for the purposes of paragraph 19 of this Attachment, including assets in which the SPV may have invested a reserve account.

Definition of the credit enhancement level

22. Credit enhancement level (**L**) is measured as the ratio (in decimal form) of:

    (a) the outstanding amount of all securitisation exposures subordinate to the tranche in question; to

    (b) the sum of the exposure values of the exposures that have been securitised.

23. An ADI must calculate L before considering the effects of any tranche-specific credit enhancements that benefit only a single tranche. Any gain on sale associated with the securitisation must not be included in the measurement of L. The size of interest rate or currency swaps that are more junior than the tranche may be measured at their current mark-to-market value (i.e. excluding the amount estimated for potential future exposure) when calculating L. If the mark-to-market value cannot be measured, the derivative instrument must be ignored in the calculation of L.

24. Unfunded reserve accounts must not be included in the calculation of L if they are to be funded from future receipts from the underlying exposures. If there is any reserve account that has already been funded by accumulated cash flows from the underlying exposures that is more junior than the tranche in question, it may be included in the calculation of L.

Definition of the thickness of exposure

25. Thickness of exposure (**T**) is measured as the ratio (in decimal form) of:

    (a) the nominal size of the securitisation exposure or tranche; to

    (b) the sum of the exposure values of the exposures in the pool.

26. Where an exposure arises from an interest rate or currency swap, an ADI must incorporate the potential future exposure of the swap in the measurement of the nominal size of the securitisation exposure in paragraph 25(a) of this Attachment. If the mark-to-market value of the derivative instrument is positive, the exposure size must be measured by the **current exposure method** as detailed in Attachment B to APS 112. If the mark-to-market value of the

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derivative instrument is negative, the exposure must be measured by using the potential future exposure only.

Definition of the effective number of exposures

27. Effective number of exposures (**N**) is calculated as:

$$N = \frac{(\sum_i EAD_i)^2}{\sum_i EAD_i^2}$$

where exposure at default (**EAD_i**) represents the exposure at default associated with the i^{th} exposure in the pool.

28. Multiple exposures to the same obligor must be consolidated when calculating the effective number of exposures in paragraph 27 of this Attachment.

29. In the case a resecuritisation exposure, the formula in paragraph 27 of this Attachment applies to the number of securitisation exposures in the pool and not the number of underlying exposures in the original pools. If the portfolio share associated with the largest exposure (**C_1**) is available, an ADI may compute N as $1/C_1$.

Definition of the exposure-weighted average loss given default

30. LGD is calculated as follows:

$$LGD = \frac{\sum_i LGD_i \times EAD_i}{\sum_i EAD_i}$$

where LGD_i represents the average LGD associated with all exposures to the i^{th} obligor.

31. In the case of resecuritisation, an LGD of 100 per cent must be assumed for the underlying securitised exposures. When default and dilution risks for purchased receivables are treated in an aggregate manner within a securitisation, the LGD input must be constructed as a weighted average of the LGD for default risk and 100 per cent LGD for dilution risk. The weights to be used in this calculation are the stand-alone IRB risk-weights for default risk and dilution risk, respectively (as assessed under APS 113).

Capital charge under the supervisory formula

32. The capital charge under the SF is calculated as the value of exposures that have been securitised multiplied by the greater of:

(a) for securitisation exposures:

(i) 0.0056 × T; and

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(ii) (S [L+T] – S [L]); and

(b) for resecuritisation exposures:

(i) 0.016 × T; and

(ii) (S [L+T] – S [L])

where the function S[.] (the **supervisory formula**) is defined in paragraph 34 of this Attachment.

33. When the ADI holds only a proportional interest in the securitisation exposure, that position's capital charge equals the *pro rated* share of the regulatory capital required in respect of the entire securitisation exposure.

34. The supervisory formula is given by the following expression:

$$S[L] = \begin{cases} L & \text{when } L \le K_{IRB} \\ K_{IRB} + K[L] - K[K_{IRB}] + (d \times K_{IRB}/\omega) \times \left(1 - e^{\omega(K_{IRB}-L)/K_{IRB}}\right) & \text{when } K_{IRB} < \end{cases}$$

where:

$\omega = 20$

$$h = \left(1 - \frac{K_{IRB}}{LGD}\right)^N$$

$$c = \frac{K_{IRB}}{(1-h)}$$

$$v = \frac{(LGD - K_{IRB}) \times K_{IRB} + 0.25 \times (1 - LGD) \times K_{IRB}}{N}$$

$$f = \left(\frac{v + K_{IRB}^{\ 2}}{1-h} - c^2\right) + \frac{(1 - K_{IRB}) \times K_{IRB} - v}{1000 \times (1-h)}$$

$$g = \frac{(1-c) \times c}{f} - 1$$

$$a = g \times c$$

$$b = g \times (1-c)$$

$$d = 1 - (1-h) \times (1 - Beta[K_{IRB}; a, b])$$

$$K[L] = (1-h) \times ((1 - Beta[L; a, b]) \times L + Beta[L; a+1, b] \times c)$$

Beta [L; a, b] refers to the cumulative beta distribution with parameters a and b evaluated at L.

35. Risk-weighted asset amounts generated through the use of the SF are calculated by multiplying the capital requirement (as calculated under paragraph 34 of this Attachment) by 12.5. If the risk-weight resulting from the SF is 1250 per cent or greater, an ADI must deduct the securitisation exposure from its capital.

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36. In the case where an ADI has set aside a specific provision or has a non-refundable purchase price discount on an exposure in the pool, K_{IRB} and L must be calculated using the gross amount of the exposure, without taking into account the specific provision and/or non-refundable purchase price discount. In this case, the amount of the non-refundable purchase price discount on a defaulted asset or the specific provision can be used to reduce the amount of any deduction from capital associated with the securitisation exposure.

Simplified method for calculating the effective number of exposures and the exposure-weighted average loss given default

37. Subject to written approval from APRA, an ADI that has a securitisation involving retail exposures (refer to APS 113) may use a simplified method for calculating the effective number of exposures (N in the expression in paragraph 34 of this Attachment) and the exposure-weighted average LGD (LGD in the expression in paragraph 31) whereby the SF may be implemented using the simplifications $h = 0$ and $v = 0$.

38. Under the simplified method, if the portfolio share associated with the largest exposure (C_1) is no more than three per cent of the underlying pool, for purposes of the SF an ADI may set LGD equal to 50 per cent and N equal to the following amount:

$$N = \left(C_1 \times C_m + \left(\frac{C_m - C_1}{m-1} \right) \times \max\{1 - m C_1, 0\} \right)^{-1}$$

where $\mathbf{C_m}$ denotes the share of the securitised asset pool corresponding to the sum of the largest **m** exposures. The level of m is decided by the ADI.

39. Alternatively, if only C_1 is available and this amount is no more than three per cent, then the ADI may set LGD equal to 50 per cent and $N=1/C_1$.

Eligible facilities

40. Where an ADI is not able to reliably calculate K_{IRB} and hence cannot use the SF to calculate the regulatory capital for eligible facilities, the ADI may, subject to written approval from APRA (which may specify the period during which the approval applies), calculate the regulatory capital for the amount of such facilities as follows:

    (a) in calculating the credit equivalent amount of an undrawn facility, use a 100 per cent CCF; and

    (b) risk-weight the credit equivalent amount of an undrawn facility, and risk-weight any drawn amount, using the highest risk-weight (as assessed under APS 112) applicable to any individual exposure in the pool covered by the facility.

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Eligible servicer cash advance

41. An ADI may apply a zero per cent CCF to an undrawn eligible servicer cash advance that meets the requirements of Attachment E.

Treatment of credit risk mitigation for securitisation exposures

42. Under the RBA and when using the SF, an ADI may apply the CRM techniques as detailed in the foundation IRB approach (refer to APS 113). The ADI may proportionately reduce the regulatory capital for a securitisation exposure when the CRM covers first losses or losses on a proportional basis. For all other cases, the ADI must assume that the CRM covers the most senior portion of the securitisation exposure.

APRA's discretion where capital requirement uncertain

43. If the nature of a particular securitisation exposure is such that it is uncertain whether or how much regulatory capital is to be held in relation to it under this Attachment, APRA may, in writing, agree the amount of regulatory capital, or a method for calculating it, having regard to the nature of the exposure and the general approach taken to similar exposures under this Prudential Standard.

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Attachment E

Facilities and services

1. A facility provided by an ADI to a securitisation must comply with the following requirements:

   (a) the extent of the facility must be expressly stated in a written agreement. There must be no explicit or implied recourse to the ADI beyond the specified contractual obligations;

   (b) the facility must be provided on an arm's-length basis, be subject to the ADI's normal credit approval and review processes and be transacted on market terms and conditions;

   (c) the facility must be limited to a specified amount and time period. A fixed termination date need not be specified, provided the facility extinguishes at the earliest of the scheduled maturity of the securitisation or the date on which the securitisation winds up and the ADI has the right, at its absolute discretion, to withdraw from the commitment at any time following a reasonable period of notice;

   (d) subject to reasonable qualifications, the SPV and/or investors must have the express right to select an alternative party to provide the facility; and

   (e) the facility must be documented in a manner that clearly separates it from any other facility or service provided by the ADI. The ADI's obligations under each facility must be stand-alone.

Eligible facilities[31]

2. For the purposes of this Prudential Standard, a liquidity, underwriting or funding facility will be an **eligible facility** where the relevant requirements of this Attachment are met and:

   (a) the facility documentation clearly identifies and limits the circumstances under which it may be drawn;

   (b) drawdowns under the facility are limited to the amount that is likely to be fully repaid from the liquidation of the underlying exposures and any credit enhancements provided by parties other than the originating ADI;

   (c) the facility does not cover any losses incurred in a pool prior to a drawdown under the facility;

   (d) in the case of a liquidity facility, it is not structured such that significant continuous drawdown occurs;

   (e) the facility is subject to an asset quality test that precludes it from being

[31] Derivatives are not eligible facilities. Refer paragraph 7 of this Attachment.

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drawn to cover credit risk exposures that are in default as defined in APS 113;

(f) in the case of a liquidity facility, if the exposures that the facility is required to fund are externally rated securities, the facility can only be used to fund securities that are externally rated investment grade at the time of funding;

(g) the facility cannot be drawn after all applicable (e.g. transaction-specific or program-wide) credit enhancements from which the facility would benefit have been exhausted; and

(h) repayments of draws on the facility are not subordinated to the claims of investors other than to claims arising in respect of interest rate or currency derivative contracts, fees or other such payments, nor are they subject to waiver or deferral.

Underwriting facilities

3. In addition to the requirements detailed in paragraph 1 of this Attachment, an originating ADI providing an underwriting facility to a securitisation must ensure that:

(a) the ADI's acquisition of securities pursuant to the underwriting facility is exercisable only when an issuer cannot issue securities into the market at a price equal to (or above) the predetermined benchmark detailed in the underwriting agreement;

(b) the ADI's commitment to take up securities cannot be triggered by the failure of the SPV to meet its obligations, other than where such failure results from an inability to sell or roll-over securities due to adverse market conditions; and

(c) the ADI has the ability to withhold payment and to terminate the facility, if necessary, upon the occurrence of specified events.

4. An originating ADI that provides an underwriting facility may acquire up to 100 per cent of the initial issue on commencement of the securitisation but must reduce such holdings to no more than 20 per cent of the issue within three months.

Funding facilities

5. In addition to the requirements detailed in paragraph 1 of this Attachment, an originating ADI that provides a funding facility to an SPV (other than temporary funding under paragraph 6 of this Attachment) must ensure that:

(a) any drawdown of the funding facility incorporates a specified maturity date;

(b) the funding facility is not expected to fund a disproportionate amount of the pool of the SPV at any time during the life of the securitisation;

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(c) the funding facility is provided for:

(i) the purpose of acquiring additional (rather than the initial) exposures in the pool; or

(ii) the refinancing of an existing loan used to fund the acquisition of additional exposures by the SPV; or

(iii) redraws on existing exposures in the pool; and

(d) repayments of drawings under the facility rank senior or *pari passu* to the interests of investors.

6. An originating ADI that provides a temporary funding facility to an SPV during the establishment phase of a securitisation (such as a warehouse SPV) to facilitate the acquisition of exposures in a pool pending the issue of securities must, in addition to meeting the requirements of paragraph 1 of this Attachment, ensure that:

(a) the ADI is only committed to fund the initial acquisition of exposures of the pool;

(b) the ADI is fully secured against any funding provided; and

(c) drawings under the facility will be repaid as soon as the SPV receives the funds from the sale of the securities.

Derivative transactions

7. Derivative transactions conducted between an originating ADI and an SPV must meet the requirements detailed in paragraph 1 of this Attachment, subject to paragraph 8 of this Attachment.

8. An ADI may enter into a basis swap that does not meet all of the requirements of paragraph 1(b) of this Attachment if the basis swap is constructed with sufficient margin such that the ADI is not expected to be a net payer over the life of the transaction, including in the event of contingencies that could affect the margin received or paid on the swap (e.g. step-up provisions or credit rating downgrades).

9. Where an originating ADI becomes, or expects to become, a net payer in a derivative transaction for an extended period, the ADI must report to APRA the fair value or expected net present value of the transaction at current market rates. APRA may require this amount to be deducted from the ADI's capital.

Eligible servicer cash advance facilities

10. An eligible servicer cash advance is a facility provided by a servicing ADI where:

(a) the servicing ADI advances cash to ensure an uninterrupted flow of payments to investors and the ADI is entitled to full reimbursement;

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(b) repayments of drawings under the cash advance rank senior to all other material claims[32] on the cash flow from the pool; and

(c) the facility is unconditionally cancellable without prior notice by the servicing ADI.

Lending to investors

11. An originating ADI that lends funds directly to investors for purposes of investing in securities issued by an SPV must ensure that the lending facility:

(a) is provided on an arm's-length basis;

(b) is subject to the ADI's normal credit approval and review processes;

(c) is transacted on market terms and conditions; and

(d) does not involve the ADI providing implicit support to the securitisation.

Services

12. An ADI that provides services to a securitisation must ensure that its operational risk capital requirement, as assessed under *Prudential Standard APS 114 Capital Adequacy: Standardised Approach to Operational Risk* (**APS 114**) or *Prudential Standard APS 115 Capital Adequacy: Advanced Measurement Approaches to Operational Risk* (**APS 115**), as appropriate, adequately covers the operational risk of providing such services.

13. An ADI must ensure that:

(a) there is a formal written agreement in place which specifies the services to be provided and any required standards of performance. These standards must be reasonable and in accordance with normal market practice. There must be no recourse to the ADI beyond the fixed contractual obligations specified and the agreement must explicitly state that the ADI has no liability with regard to the performance of the pool;

(b) the agreement is undertaken on an arm's-length basis, on market terms and conditions (including remuneration), and is subject to the ADI's normal approval and review processes;

(c) the agreement is limited as to a fixed time period (which must end no later than the earlier of the date on which all claims connected with the issue of securities are paid out and the ADI's replacement as party to the agreement). However, a fixed termination date need not be specified provided the ADI is able, at its absolute discretion, to withdraw from its commitments at any time following a reasonable period of notice;

[32] Taxes and similar imposts would not be considered material claims for these purposes.

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(d) subject to reasonable qualifications, the SPV and/or investors have the express right during the lifetime of the securitisation to select an alternative party to provide the service;

(e) the servicing or management agreement is documented such that this function is clearly separated from any other service or facility provided by the ADI; and

(f) the ADI's operational systems are adequate to perform its obligations.

14. There must not be an obligation for a servicing or managing ADI to remit funds to an SPV or investors until the funds are received from the pool, except where this is otherwise provided for in a separate facility (e.g. a liquidity facility).

15. An originating ADI providing a service to a securitisation must not subordinate, defer or waive the receipt of contracted fees or other income for its role as a service provider.

Cash collateral arrangements

16. Cash collateral arrangements are sometimes required to collateralise liquidity and other facilities provided by ADIs to securitisations. For the purposes of calculating risk-weighted assets in Attachments C and D, cash collateral amounts (where not treated as a drawn facility), together with the undrawn portion of the relevant facility (or credit equivalent amount), may be treated as overlapping securitisation exposures under paragraph 17 of Attachment B if:

(a) the cash collateral funds are legally and operationally segregated from other funds and assets of the SPV;

(b) earnings from investment of the cash collateral accrue for the benefit of the ADI;

(c) the cash collateral can only be drawn down to meet the ADI's actual obligations to the SPV; and

(d) the undrawn balance of the cash collateral will be repayable to the ADI immediately upon ceasing to be a facility provider.

17. An ADI using the standardised approach to credit risk may assign a risk-weight of 100 per cent to cash collateral arrangements including cash collateral for servicing arrangements that meet the requirements of paragraph 16(a)-(d) of this Attachment. This risk-weight may be further reduced, in line with the operation of APS 112, where the facility meets the requirements for being secured by eligible collateral or an eligible guarantee or is held, in the ADIs name, with an entity that attracts a lower risk-weight.

Representations and warranties

18. An ADI that provides facilities and services or transfers exposures to an SPV may make representations and warranties to the SPV concerning those services or exposures, provided the representations and warranties do not constitute

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implicit support. In particular, they must:

(a) be provided by way of a formal written agreement and be in accordance with market practice;

(b) refer to an existing state of facts that is capable of being verified by the ADI and is within control of the ADI at the time the services are contracted or the exposures are transferred; and

(c) not be open-ended and, in particular, not relate to the future creditworthiness of the exposures, the performance of the SPV or the securities the SPV issues.

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Attachment F

Acquisition of exposures out of a pool and acquisition of securities by originating ADIs

1. The acquisition of exposures by an originating ADI has the potential to undermine the transfer of credit risk and result in implicit support being provided to a securitisation. As a result, acquisition of exposures held by an SPV by the originating ADI is allowed only as provided in this Prudential Standard.

Acquisition of exposures out of a pool held by an SPV by an originating ADI

2. An originating ADI may repurchase exposures from the SPV by exercising a clean-up call, subject to the requirements in paragraph 3 of this Attachment being met.

3. In the case of a traditional securitisation, if an originating ADI has the ability to make a clean-up call in relation to the pool:

   (a) the exercise of the clean-up call must be at the full discretion of the ADI;

   (b) the clean-up call must not be structured to avoid allocating losses to credit enhancements or positions held by investors; and

   (c) the clean-up call cannot be exercised before 90 per cent or more of the value of the pool has been amortised.

4. In the case of a synthetic securitisation, an originating ADI cannot recognise, for regulatory capital purposes, the use of CRM techniques if the securitisation includes a clean-up call that does not meet the criteria detailed in paragraph 3 of this Attachment.

5. An originating ADI may also repurchase or replace exposures out of a pool held by an SPV if:

   (a) the purchase or replacement is conducted at arm's-length, on market terms and conditions, and is subject to the ADI's normal credit approval and review processes;

   (b) the purchased or replaced exposures are not in default; and

   (c) the exposures out of the pool held by the SPV are purchased or replaced to grant a further advance to the borrower or similar purpose.

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6. An ADI may also be required to purchase or replace an exposure as a result of a representation or warranty. In such cases the repurchase or replacement must be:

   (a) completed in all respects within 120 days of the transfer of exposures to the SPV; and

   (b) conducted on the same terms and conditions as the original transfer.

7. After the expiry of the 120-day period, an ADI must notify APRA of any instance where it has agreed to pay damages arising out of representations and warranties or where it has agreed to reassume the credit risk of any exposures.

Acquisition by an originating ADI of securities issued by the SPV

8. Except as otherwise permitted under this Prudential Standard, an originating ADI must not purchase securities issued by the SPV unless:

   (a) the purchase is conducted at arm's-length, on market terms and conditions, and is subject to the ADI's normal credit approval and review processes; and

   (b) the ADI has no pre-existing obligation to undertake the purchase;

   In addition the ADI must ensure, on an on-going basis, that

   (c) the volume of securities (held in both the trading and banking book) is not disproportionate to the amount of securities outstanding issued by the SPV (i.e. less than 20 per cent of the value of securities outstanding); and

   (d) the ADI has adequate systems and controls in place to ensure that it does not accumulate disproportionate levels of aggregate exposure to securities issued by SPVs for which it is the originating ADI, relative to the ADI's total assets and regulatory capital.

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Attachment G

Revolving structures and early amortisation clauses

General

1. For the purposes of paragraphs 2(g) and 3(e) of Attachment B, an originating ADI may obtain capital relief where it transfers exposures arising from revolving facilities to a third party and retains an interest in those exposures if:

   (a) the ADI retains the right to cancel without notice any undrawn exposures on revolving facilities whose drawn exposures have been transferred;

   (b) the payment of principal on the drawn exposures in the pool will be sufficient to ensure repayment of the ADI and investors over the amortisation period;

   (c) where there is provision for early amortisation of exposures in the pool, it cannot be triggered by regulatory action affecting the transferor of the pool; and

   (d) the ADI is not under an obligation to:

      (i) alter the amortisation period except upon the occurrence of any specified early amortisation events; or

      (ii) alter the principal allocation percentage that stipulates the share that investors bear in losses incurred in the pool.

2. In addition to the regulatory capital detailed in Attachments C and D, an ADI that transfers a pool of revolving exposures into a securitisation that contains an early amortisation provision must calculate regulatory capital for all, or a portion of, the **investors' interest** in accordance with the method and conditions set out in this Attachment. The investors' interest is the drawn and undrawn balances related to the securitisation exposures. For an ADI using the IRB approach to securitisation, investors' interest is defined as investors' drawn balances related to the securitisation exposure and EAD associated with investors' undrawn lines related to securitisation exposures. To calculate the EAD, the undrawn balances of securitised exposures would be allocated between the seller's and investors' interests on a *pro rata* basis, based on the proportions of the seller's and investors' shares of the securitised drawn balances.

3. An ADI that has transferred a pool is not required to calculate a risk-weighted asset amount against the investors' interest for a securitisation with an early amortisation clause if any of the following applies:

   (a) the replenishment structures, where the underlying exposures do not revolve, and the early amortisation end the ability of the ADI to add new exposures to the pool; or

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(b) the investors remain fully exposed to all future draws by borrowers even after an early amortisation event has occurred, i.e. the risk on the underlying facilities does not return to the originating ADI; or

(c) the early amortisation clause is triggered solely by events not related to the performance of a pool.

4. For securitisations where a pool comprises revolving and non-revolving exposures, an originating ADI must apply the provisions of this Attachment to that portion of the underlying pool containing revolving exposures.

5. APRA will not regard mortgages with redraw facilities as revolving exposures and therefore they are not subject to this Attachment provided:

(a) revolving balances (e.g. redraws or further advances) are not expected to be material in relation to the size of the pool; and

(b) there are formal arrangements in place for the SPV to acquire the additional exposures or for the ADI to repurchase the underlying exposure.

Calculation of risk-weighted asset amounts and regulatory capital

6. An ADI that has transferred a pool containing revolving exposures must calculate the risk-weighted asset amount for the investors' interest as the product of:

(a) the investors' interest;

(b) the relevant CCF; and

(c) the risk-weight relevant to the exposure type in the pool had the pool not been securitised.[33]

7. The CCF depends upon whether the early amortisation repays investors through a controlled or non-controlled mechanism (refer to paragraphs 8 and 9 of this Attachment). The CCF will also differ depending on whether the securitised exposures are uncommitted retail credit lines (e.g. credit card receivables) or other credit lines (e.g. revolving corporate facilities). A credit line is uncommitted if it is unconditionally cancellable by the ADI without prior notice.

[33] This must be calculated in accordance with APS 112 for the standardised approach. For the IRB approach, K_{IRB} must be used.

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8. For a provision to be considered a **controlled early amortisation provision**:

   (a) the originating ADI must have in place an appropriate capital/liquidity plan to ensure that it has sufficient capital and liquidity available in the event of an early amortisation;

   (b) throughout the duration of the securitisation, including the amortisation period, there must be a *pro rata* sharing of interest, principal, expenses, losses and recoveries based on the ADI's and investors' relative shares of the receivables outstanding at the beginning of each month;

   (c) the originating ADI must have set a period for amortisation that is expected to be sufficient for at least 90 per cent of the total amount outstanding at the beginning of the amortisation period to be repaid or recognised as in default; and

   (d) the pace of repayment must not be any more rapid than what would occur under a straight-line amortisation over the period outlined in paragraph 8(c).

9. An early amortisation provision that does not satisfy the conditions detailed in paragraph 8 for a controlled early amortisation provision must be treated as a **non-controlled early amortisation provision**.

Calculation of credit conversion factors for controlled and non-controlled early amortisation features

10. To calculate the relevant CCF for an uncommitted retail credit line in a securitisation containing controlled or non-controlled early amortisation features, the originating ADI must first divide the three-month average excess spread by the level at which the SPV (as outlined in the legal documentation of the securitisation) is required to trap excess spread in a spread or reserve account (i.e. **excess spread trapping point**), and express it as a percentage.

11. For the purposes of this Prudential Standard, where the securitisation does not require excess spread to be trapped, the trapping point is deemed to be 4.5 percentage points higher than the excess spread level at which the early amortisation is triggered.

12. For controlled early amortisation structures, the following CCFs in **Table 9** apply.

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Table 9: Credit conversion factors - Controlled early amortisation structures

Uncommitted	CCF %
Retail credit lines **3-month average excess spread**	
133.33% or more of trapping point	0
Less than 133.33% to 100% of trapping point	1
Less than 100% to 75% of trapping point	2
Less than 75% to 50% of trapping point	10
Less than 50% to 25% of trapping point	20
Less than 25%	40
Non-retail credit lines	90
Committed	
Retail credit lines	90
Non-retail credit lines	90

13. For non-controlled early amortisation structures, the following CCFs apply in **Table 10** below.

Table 10: Credit conversion factors - Non-controlled early amortisation structures

Uncommitted	CCF%
Retail credit lines **3-month average excess spread**	
133.33% or more of trapping point	0
Less than 133.33% to 100% of trapping point	5
Less than 100% to 75% of trapping point	15
Less than 75% to 50% of trapping point	50
Less than 50% of trapping point	100
Non-retail credit lines	100
Committed	
Retail credit lines	100
Non-retail credit lines	100

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