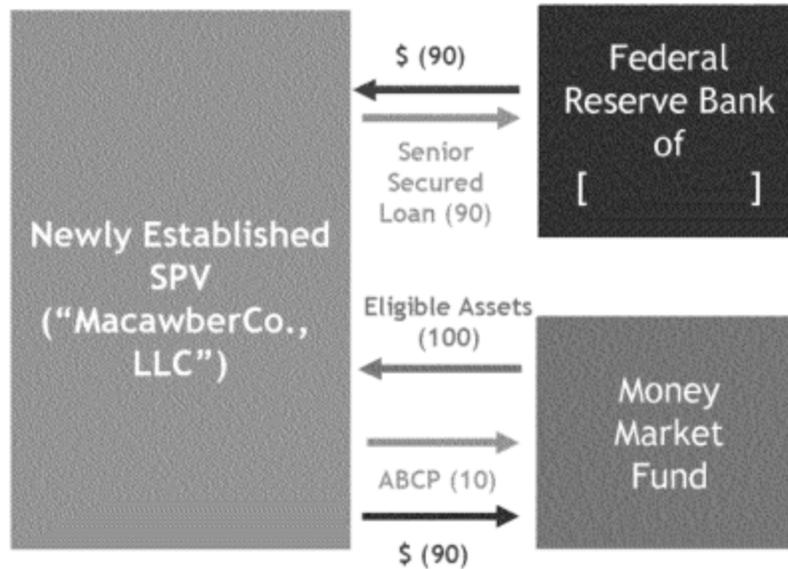


Several new conduits funded with a senior secured loan and ABCP will purchase eligible term assets and thereby ameliorate current market stress

A tiered liability structure will provide the Federal Reserve with appropriate security



J.P. Morgan will establish [four] new SPVs that will borrow from the Federal Reserve and issue asset-backed commercial paper. Proceeds will be used to purchase eligible asset from []

The Federal Reserve will make loans with maturity dates equal to the maturity date of the eligible assets (90% of the amortized cost)

The ABCP will be issued such that proceeds are equal to 10% of the amortized cost of the assets at a rate consistent with the amortized cost of the eligible asset

Eligible assets will be limited to a pre-defined list of short-term [bank] debt in the form of CP or CDs described below

The Federal Reserve will have a first priority, senior secured interest in the assets of the conduit

Money Market Funds will retain risk through the ownership of MacawberABCP

The net spread, less fees and expenses, will be trapped in a cash collateral account held in trust for the benefit of secured creditors

NewCo Transaction Participants

Owner & Equity Holders

G.S.S Holdings ("Macawber Co., LLC"), Inc. (a newly established Delaware C Corp.)

Admin Services

G.S.S Holdings, Inc.

Cash Collateral Depository

JPMCB

Rating Agencies

[S&P, Moody's Fitch]

Custodian/Trustee

[]

IPA

[]

Placement Agent (s)

JPMSI, TBD

Structuring Advisor

JPMSI

Deal Counsel

Orrick Herrington & Sutcliffe LLP

Lender

Federal Reserve Bank of []

[]

NewCo Balance Sheet

Assets	Liabilities and Equity
Limited to 10 different credits	Senior Secured Loan
Unsecured Bank or Bank Hold Co. CP	Initially [90%]
Certificates of Deposit	ABCP
A-1/P-1/F1 or better ratings	[A-1/P-1/F1]
Remaining days to maturity < 90	Initially [10%]
U.S. Dollar denominated	Cash Collateral
Acceptable issuer domicile (OECD)	Nominal Equity
Subject to rating agency pre-approval	
Limit to largest obligor []	
Limit to two largest obligors []	

J.P.Morgan

J.P. MORGAN SHORT-TERM FIXED INCOME
SPV Structure v6.pdf

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