

From: "jeffrey E." <jeevacation@gmail.com>
To: "Jaeger, Bruce" <[REDACTED]>
Subject: Re: REIT Operating Units
Date: Mon, 21 Aug 2017 16:49:41 +0000

hes on vacation. i asked on friday

On Mon, Aug 21, 2017 at 12:47 PM, Jaeger, Bruce <[REDACTED]> wrote:

Let me know how you wish to proceed. Thank you.

From: Jaeger, Bruce (New York 3 Bryant)
Sent: Friday, August 18, 2017 4:35 PM
To: 'jeffrey E.'
Subject: RE: REIT Operating Units

Jeffrey-

As discussed, please call me on Monday once you determine that the client is comfortable with disclosing their REIT holdings.

In addition to the potential loan against the REIT operating units, if the underlying REIT is liquid and the GP is a willing party, contributing the operating units to an exchange fund may be an interesting way to diversify without triggering a taxable event. In the event the exchange fund accepts the operating units, a loan against more liquid collateral may be more beneficial for your client. Once we get clearance we can explore both options. Thank you

Have a nice week end.

Bruce

Bruce W. Jaeger

Director/Investments | **STIFEL**

Direct: [REDACTED] | Mobile: [REDACTED] | Fax: [REDACTED]

E-mail: [REDACTED] | www.stifel.com

3 Bryant Park | 3rd Floor | New York, NY 10036

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From: jeffrey E. [<mailto:jeevacation@gmail.com>]
Sent: Tuesday, August 08, 2017 4:14 PM
To: Jaeger, Bruce (New York 3 Bryant)
Subject: Re: REIT Operating Units

i assume there is tax risk if they have to exchange for shares or cash. . the holder will get a capital gain?

On Tue, Aug 8, 2017 at 2:51 PM, Jaeger, Bruce <[REDACTED]> wrote:

For Information & Discussion Purposes Only

Stifel Bank & Trust has issued non-purpose loan(s) using Convertible REIT Operating Units as collateral. The Client, Bank and REIT were subject to a Tri-party collateral agreement. In the event of a default, Stifel Bank could "put" the operating units back to the GP and the REIT, at their discretion within a reasonable period of time, would redeem the units for either cash or freely tradeable securities. This loan structure required a "user friendly GP" that was willing to accommodate their significant shareholder. The Bank cannot accept more than 9.5% of the company shares to limit the affiliate issue in the event of a default. To hedge the loan and potential collateral call(s), the client could enter into a proxy hedge subject to correlation and disclosure risk.

The nature of the facility can be in the form of either a demand loan or committed facility with fees to be negotiated separately for each structure. The size and LTV are dependent upon the Bank's appetite for risk, counterparty, internal concentration limits, assets held at the firm as well as other applicable criteria. It is helpful to know the exact restriction(s) on the units and if they are in certificated or book entry form.

Another possible solution would be to have the client contribute the operating units to an Exchange Fund and then post the exchange fund units as Collateral for the loan. This is subject to another set of criteria which uses the diversified exchange fund units as collateral for a loan. We are not sure if the Exchange Fund would accept "operating" units but, for tax efficiency, the units would need to be contributed to the fund and then converted into shares by the fund subject to regulatory requirements.

Happy to do more work but, I would need to know the particulars of the shareholder and their holdings. Let me know how you wish to proceed.

Best regards-

Bruce

From: jeffrey E. [mailto:jeevacation@gmail.com]
Sent: Tuesday, August 08, 2017 9:43 AM
To: Jaeger, Bruce (New York 3 Bryant)
Subject: Re: REIT Operating Units

tell me the structure ?

On Tue, Aug 8, 2017 at 9:39 AM, Jaeger, Bruce <[REDACTED]> wrote:

Jeffrey,

Good catching up this am. I did a little due diligence and we DO structure loan facilities against REIT Operating Units out of our Stifel Bank & Trust. Let me know how you wish to proceed.

Best regards,

Bruce

Bruce W. Jaeger

Director/Investments | STIFEL

Direct: [REDACTED] | Mobile: [REDACTED] | Fax: [REDACTED]

E-mail: [REDACTED] | www.stifel.com

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