



**FDIC**

Federal Deposit Insurance Corporation  
550 17th Street, NW, Washington, DC 20429

Division of Resolutions and Receiverships

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August 3, 2009

TO: Prospective Bidders

FROM: Division of Resolutions & Receiverships/Marketing Section  
Federal Deposit Insurance Corporation

SUBJECT: Bidder Pre-Qualification Process for Sale of Certain Assets by FDIC

The Federal Deposit Insurance Corporation (“FDIC”), in its corporate capacity and in its capacity as receiver or conservator for failed financial institutions, from time to time may sell certain debt, equity, mortgage-related, municipal and other securities (collectively, “Securities”), mortgage servicing portfolios, mortgage servicing platforms and related assets, loans, loan origination platforms and related assets, shared national credits (interests in syndicated loans), credit card receivables, and interests in structured transactions (i.e., joint ventures, limited liability companies and other newly-formed entities) involving loans, notes, other evidences of indebtedness and collateral property (collectively, with Securities, “Assets”).

This memorandum describes the process by which Prospective Bidders may request to be pre-qualified to bid to participate in certain proposed Asset sales and to have their names included on a list of potential bidders for proposed Asset sales. Pre-qualification does not necessarily qualify a Prospective Bidder to participate in all Asset sales, and the FDIC reserves the right to require any Prospective Bidder to meet additional or different qualification criteria for any particular Asset sale at the time of the particular sale, and to complete and submit transaction specific qualification requests and other bidder qualification materials as well as confidentiality agreements, financial and other information.

Prospective Bidders wishing to become pre-qualified should complete the enclosed **Pre-Qualification Request** (see below and [Appendix 1](#) hereto), the enclosed **Purchaser Eligibility Certification** (see below and [Appendix 2](#) hereto), and the enclosed **Contact Information Form** (see below and [Appendix 3](#) hereto), and deliver the completed forms as follows:

If in hard copy to:

FDIC – DRR/Marketing Section  
550 17<sup>th</sup> St NW; Office F-7080  
Washington, DC 20429  
Attention: Prospective Bidder Materials Enclosed

If electronically to:

by facsimile, to: (202) 898-3614  
by e-mail to: [prospectivepurchaser@fdic.gov](mailto:prospectivepurchaser@fdic.gov)

### ***Pre-Qualification Request***

Prospective Bidders must complete, execute and deliver to the FDIC the Pre-Qualification Request attached as [Appendix 1](#). The FDIC reserves the right to require that an updated Pre-Qualification Request be executed and delivered in connection with any sale of Securities conducted by it and that a sale specific Qualification Request (which may contain different qualification criteria) be completed and executed in connection with a sale of any other Assets. In order to preserve its status as a pre-qualified bidder for certain Securities sales, a newly executed Pre-Qualification Request must be delivered to the FDIC every six months.

### ***Purchaser Eligibility Certification***

All Prospective Bidders must also execute and deliver to the FDIC the Purchaser Eligibility Certification attached as [Appendix 2](#). In order to preserve its status as a pre-qualified bidder for certain Securities sales, a newly executed PEC must be delivered to the FDIC every six months. The FDIC reserves the right to require that a PEC be executed and delivered in connection with any sale of any Assets and the winning bidder for any assets may be required to confirm, at the time of the sale, that a previously delivered PEC remains true and correct in all respects.

### ***Contact Information Form***

Prospective Bidders should deliver to the FDIC the completed Contact Information Form attached as [Appendix 3](#) to ensure that the FDIC has current contact information as well as information regarding the types of Assets that the Prospective Bidder wishes to consider acquiring. Prospective Bidders should update the information on the Contact Information Form as necessary to ensure that the FDIC has current information.

### ***Financial Information***

The FDIC reserves the right to conduct credit investigations with respect to any Prospective Bidder seeking to be pre-qualified, to request financial information from any Prospective Bidder seeking to be pre-qualified, and to condition its decision to pre-qualify any Prospective Bidder upon the receipt of such financial information and satisfactory credit investigations. By submitting a request to be pre-qualified, a Prospective Bidder authorizes the FDIC to conduct credit investigations through third-party reporting agencies. The FDIC reserves the right to

refuse to pre-qualify any Prospective Bidder that fails to meet the pre-qualification criteria. The FDIC also reserves the right to conduct credit investigations with, to request financial information, and to condition its decision to qualify any Prospective Bidder in connection with a specific sale upon the receipt of such financial information and satisfactory credit investigations.

Prospective Bidders interested in acquiring “whole loans” should visit the FDIC’s web site at: [www.fdic.gov](http://www.fdic.gov) and go to “Buying From/Selling to the FDIC”. Under “Loan Sales” please see the “Calendar” and directions for the “**Loan Sale E-mail List.**”

Prospective Bidders should note that pre-qualification may be the only method to qualify to participate in certain Securities sales. It is the obligation of Prospective Bidders to assure that their qualification materials are both complete and current to maintain their eligibility to acquire Securities. Prospective Bidders interested in acquiring Securities should update their materials every six months by resubmitting a completed and executed Pre-Qualification Request, Purchaser Eligibility Certification and Contact Information Form.

This memorandum does not constitute an offer to sell or a solicitation of an offer to purchase any Assets. Prospective Bidders should review carefully the bid materials and other information made available with respect to any particular Asset sale for the terms and conditions of that particular Asset sale.

Thank you for your interest and cooperation. We look forward to working with you.

If you have questions, please send them by email to [prospectivepurchaser@fdic.gov](mailto:prospectivepurchaser@fdic.gov).

Attachments:

[Appendix 1 – Pre-Qualification Request](#)

[Appendix 2 – Purchaser Eligibility Certification](#)

[Appendix 3 – Contact Information Form](#)