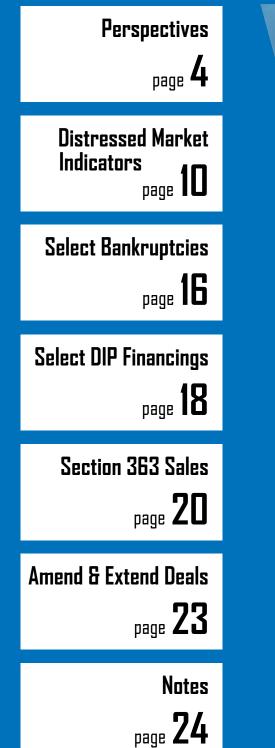
### **CAPITAL RESTRUCTURING PERSPECTIVES** *Quarterly Update Fourth Quarter 2017*



RESTRUCTURINGS • MERGERS, ACQUISITIONS & DIVESTITURES • CAPITAL PLACEMENTS



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#### February 2018

To the Friends and Clients of SOLIC Capital Advisors ("SCA"):

We are pleased to share with you the SOLIConnect Capital Restructuring Perspectives guarterly update which includes perspectives relevant to restructuring and bankruptcy professionals, attorneys, workout groups, distressed debt investors, and other interested parties in the capital restructuring space.

In this edition, we provide perspectives on the restructuring market during the fourth quarter of 2017 which include:

- Moody's and S&P reported year end default rates of 3.3% and 3.0%, respectively.
- default rates potentially starting in late 2018 or early 2019.
- seen as the next potential trouble spots.

- downturn.
- 2021.
- including services related to Greenfields' Chapter 11 bankruptcy filing.

We welcome your comments and hope you find our SOLIConnect report informative.

**Raoul Nowitz** Managing Director rnowitz@soliccapital.com

Neil F. Luria Senior Managing Director nluria@soliccapital.com

• Signs are that inflation is starting to dictate a rise in interest rates. The long-anticipated rise in interest rates will likely cause corporate borrowers that have avoided restructuring due to years of favorable monetary policies to begin to feel the stress of overleveraged balance sheets, and the increasing cost of borrowing may start to contribute to higher

Rather than a sudden spike, a slow increase in the headline default rate is expected toward the end of 2018, marked by pockets of distress in certain sectors. The power sector, retail, supermarkets, broadcasting, and healthcare sectors are

• The proportion of the most at-risk credits — those with debt-to-EBITDA of 7x or more and those with cash flow coverage of less than 1.5x has ticked lower of late bringing into question whether that trend is likely to slow.

• Covenant-lite issuance continued to be prevalent in the middle market in 2017, making up 68% of newly issued institutional loans in the fourth quarter, up dramatically from only a year earlier. Sustained pressure on deal structure exists. This may lengthen the default process in the event no covenant-related event exists to force struggling borrowers to the bargaining table with their lenders. Such a delayed default could potentially ultimately worsen recoveries.

Middle market total debt to EBITDA was at 5.45x in the fourth guarter, down slightly from 5.50x in the third guarter. This brought the full-year leverage figure on syndicated middle market transactions to an all-time high of 5.38x. Notably, the increase in combined first lien and second lien leverage has limited the need for subordinated debt in middle market capital structures. Continuing weaker covenants and looser documentation do not bode well for creditors in the next

■ In 2019 and 2020, the amount of loans coming due is \$31 billion and \$58 billion, respectively — a massive 59% reduction on what remained outstanding for this time period at the beginning of this year. Maturities start to ramp up in

During the quarter, SOLIC served as exclusive financial advisor to Greenfields — a not-for-profit continuing care retirement community (CCRC) with 267 units located in Geneva, Illinois — and the Special Committee to the Board of Directors in conjunction with an evaluation of its strategic alternatives and certain operational restructuring activities,

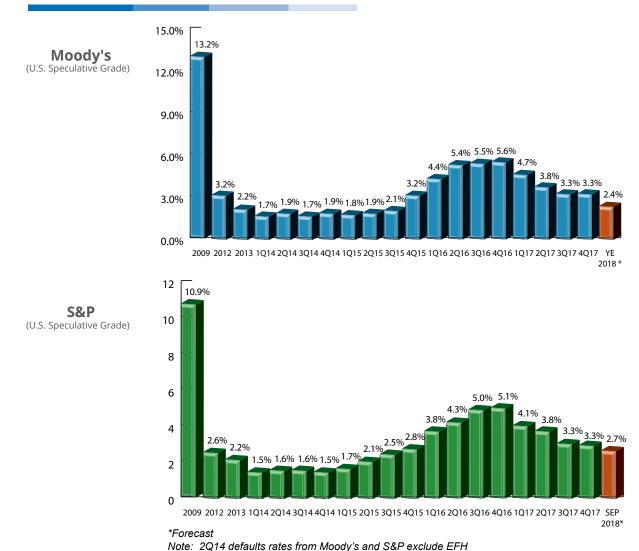
**Edward R. Casas** Senior Managing Director ecasas@soliccapital.com



# ... Perspectives

**Defaults and Distress:** Moody's and S&P reported year end default rates of 3.3% and 3.0%, respectively.

#### Comparative Default Rates



As shown on the following page, the S&P/LSTA distress ratio continued to decline in recent months and decreased to 3.04% in December, last lower in June of 2015 (2.56%). A decline in the distress ratio indicates that defaults are likely to decrease in the near-term.

Signs are that inflation is starting to dictate a rise in interest rates. The long-anticipated rise in interest rates will likely cause corporate borrowers that have avoided restructuring due to years of favorable monetary policies to begin to feel the stress of overleveraged balance sheets, and the increasing cost of borrowing may start to contribute to higher default rates potentially starting in late 2018 or early 2019.

Rather than a sudden spike, a slow increase in the headline default rate is expected toward the end of 2018, marked by pockets of distress in certain sectors. The power sector, retail, supermarkets, broadcasting, and healthcare sectors are seen as the next potential trouble spots. The amount of high-yield bond defaults among retailers is expected to double this year from 2017 to more than \$4 billion.

The proportion of the most at-risk credits — those with debt-to-EBITDA of 7x or more and those with cash flow coverage of less than 1.5x has ticked lower of late bringing into question whether that trend is likely to slow.

A downturn in the credit cycle is expected to more meaningfully occur starting 2019. U.S. economic growth is expected to continue, yet the U.S. leveraged loan default rate is not expected to hit its historical average until 2020.

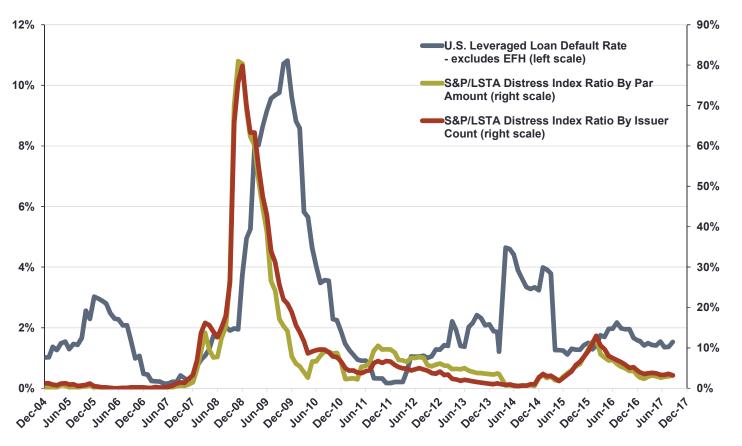
**Financing:** Amid continued appetite for loan paper, the U.S. middle market ended 2017 on a relatively strong note, with \$9.2 billion in syndicated transactions of \$350 million or less in 4Q17. Total syndicated middle market LBO volume hit \$11.1 billion last year, the most since 2007. The prospect of rising interest rates is expected to fuel further demand for investors in loans in 2018 as investors look to add floating rate assets.





# Perspectives (cont)

### U.S. Speculative Grade Default Rate versus Distressed Credit Ratio



#### Source: LCD, an offering of S&P Global Market Intelligence

\* Distress ratio is the number of distressed securities divided by the total number of speculative-grade-rated issues. Distressed securities are defined as those securities trading at 1,000 bps or greater over comparable Treasuries.



Covenant-lite issuance continued to be prevalent in the middle market in 2017, making up 68% of newly issued institutional loans in the fourth quarter, up dramatically from only a year earlier. Sustained pressure on deal structure exists. This may lengthen the default process in the event no covenant-related event exists to force struggling borrowers to the bargaining table with their lenders. Such a delayed default could potentially ultimately worsen recoveries.

Middle market total debt to EBITDA was at 5.45x in the fourth quarter, down slightly from 5.50x in the third quarter. This brought the full-year leverage figure on syndicated middle market transactions to an all-time high of 5.38x. First-lien debt to EBITDA rose to 4.69x last year, from 4.26x in 2016. Through the second-lien, debt to EBITDA rose to 5.36x, from 4.85x. The increase in combined first lien and second lien leverage has limited the need for subordinated debt in middle market capital structures.

**Maturity Wall:** At the start of this year, some \$26 billion of U.S. leveraged loans were set to mature in 2018; that number has dwindled to just \$13 billion. In 2019 and 2020, the amount of loans coming due is \$31 billion and \$58 billion, respectively — a massive 59% reduction on what remained outstanding for this time period at the beginning of this year. Maturities start to ramp up in 2021, to roughly \$130 billion, then to \$159 billion in 2022. In 2023 the number climbs to \$224 billion. Moreover, roughly 53% of all loans tracked by the S&P/LSTA Leveraged Loan Index will now come due in 2023 and 2024, marking a significant shift over the course of one year.



Recent Representative Transaction



Friendship Village of Mill Creek, NFP (d/b/a Greenfields of Geneva) ("Greenfields") is a not-for-profit continuing care retirement community (CCRC) with 267 units located in Geneva, Illinois just outside of Chicago. Greenfields entered into an agreement to effect a recapitalization with Friendship Senior Options, which was the highest and best offer resulting from an evaluative solicitation process. Approved by the Bankruptcy Court once new bond financing was finalized, the transaction resulted in (i) an optimized recovery for the existing senior secured creditors, and (ii) a reorganized Greenfields entity to emerge from bankruptcy with a new infusion of capital and recapitalized bond indebtedness.

SOLIC served as financial advisor to Greenfields and the Special Committee to the Board of Directors in conjunction with an evaluation of its strategic alternatives and certain restructuring activities, including services related to Greenfields' Chapter 11 bankruptcy filing.

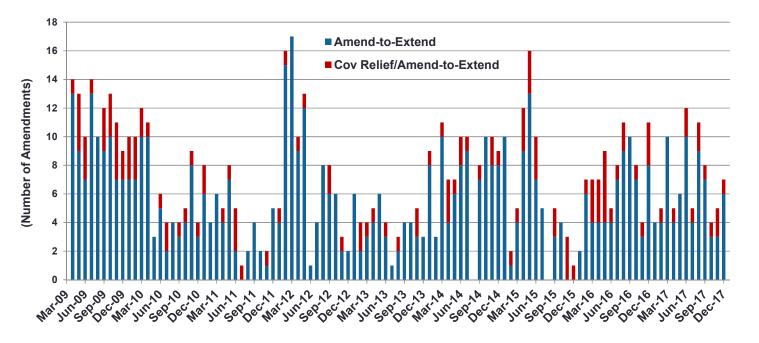
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### Distressed Market Indicators

### *Count of Amend & Extend by Month*

Sixteen (16) amend-to-extends were observed during the Fourth Quarter 2017, maintaining the higher end of similar activity observed during recent quarters.

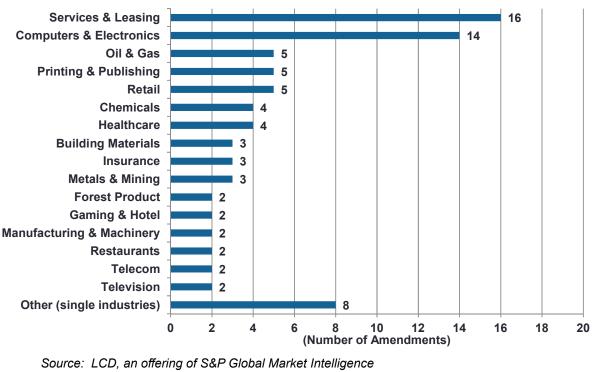


Source: LCD, an offering of S&P Global Market Intelligence



#### Amend & Extend by Industry – 2017

Amend & Extend activity during 2017 was spread across a variety of industry sectors. During the Fourth Quarter, significant A&E activity was observed in the Computers & Electronics sector including CSRA Inc. (IT solutions and professional services for government clients), SunGard Availability Services Inc. (IT solutions for business continuity and disaster recovery), Evoqua Water Technologies (water treatment systems and services), and QTS Realty Trust (leading provider of secure, compliant data center, hybrid cloud and managed services).

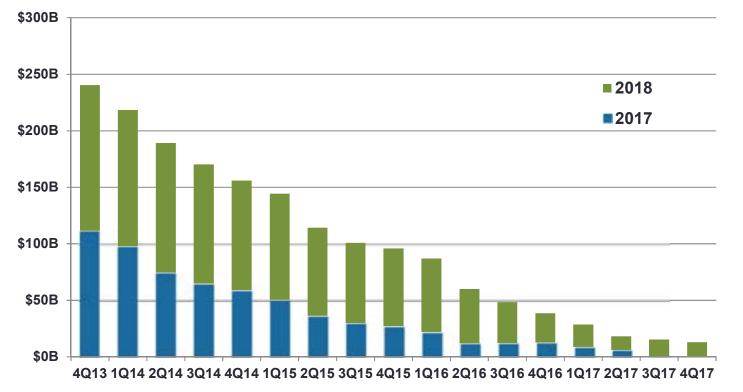




### Distressed Market Indicators (cont)

### 2017 / 2018 Maturity Wall

At the beginning of the year, \$26 billion of U.S. leveraged loans were set to mature in 2018; that number has dwindled to just \$13 billion.



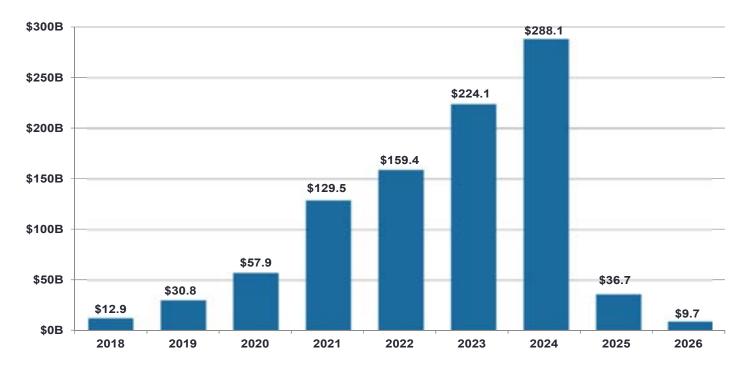
Source: S&P/LSTA Leveraged Loan Index

S&P/LSTA Leveraged Loan Index consists of all loans that are in the index, namely Term loans (both amortizing and institutional), acquisition loans (after they are drawn down) and bridge loans, and senior secured



### Current Loan Maturities by Year

This chart represents a snapshot of current loan maturities by year per the S&P/LSTA Leveraged Loan Index. Given recent refinancings, M&A activity, and amend-to-extend deals, more than half of the leveraged loan maturity wall has been pushed out to 2023 and 2024.



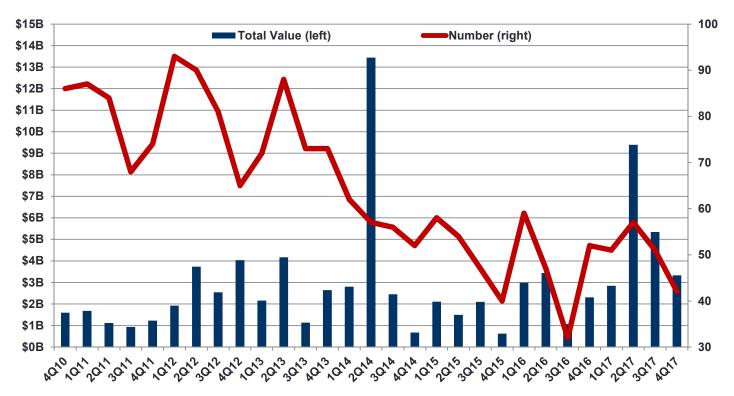
Source: S&P/LSTA Leveraged Loan Index S&P/LSTA Leveraged Loan Index consists of all loans that are in the index, namely Term loans (both amortizing and institutional), acquisition loans (after they are drawn down) and bridge loans, and senior secured



### **Distressed Market Indicators (cont)**

### DIP Financings

The volume of DIP financings reached \$3.3 billion in Fourth Quarter 2017, which included \$1.9 billion warehouse financing secured by Walter Investment Management Corp. and administered by Credit Suisse First Boston Mortgage Capital LLC that will convert to exit financing upon completion of its bankruptcy case.

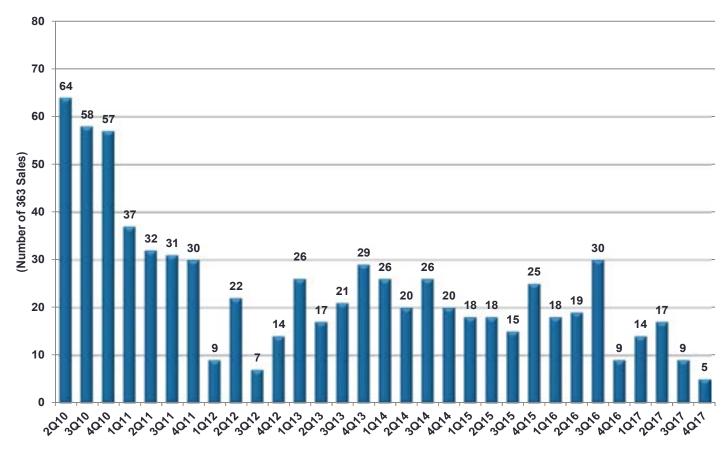


Note: 2Q14 and 2Q17 surges due to Energy Future Holdings' DIP issuance Source: The Deal



### Section 363 Sales

Section 363 asset sale activity fell to just five completed transactions



Source: The Deal

### - and 16 announced transactions - during the Fourth Quarter 2017.



# Select Bankruptcies

314 companies (including their affiliates) with over \$10 million of aggregate debt filed for bankruptcy during the Fourth Quarter 2017 across a variety of sectors. Filings included:

Debtor Name	Petition Date	Liabilities	Assets	Industry	Jurisdiction
America's United Financial, LLC	10/17/2017	10,000,000 to 100,000,000	10,000,000 to 100,000,000	Automobile/Auto Parts/Services, Retail	Middle District of Tennessee
Dextera Surgical Inc.	12/11/2017	10,000,000 to 100,000,000	Less than 10,000,000	Health, Medical Device	District of Delaware
Preferred Care Partners Management Group, L.P.	11/13/2017	10,000,000 to 100,000,000	Less than 10,000,000	Health	Northern District of Texas
Rentech WP U.S. Inc.	12/19/2017	10,000,000 to 100,000,000	10,000,000 to 100,000,000	Manufacturing	District of Delaware
Armstrong Coal Company, Inc.	11/1/2017	100,000,001 to 500,000,000	100,000,001 to 500,000,000	Energy	Eastern District of Missouri
Charming Charlie LLC	12/11/2017	100,000,001 to 500,000,000	100,000,001 to 500,000,000	Retail	District of Delaware
Danielson Outdoors Company, Inc.	11/20/2017	100,000,001 to 500,000,000	10,000,000 to 100,000,000	Entertainment/ Recreation, Retail	District of Delaware
Global Brokerage, Inc.	12/11/2017	100,000,001 to 500,000,000	10,000,000 to 100,000,000	Financial Services	Southern District of New York
Motorsport Aftermarket Group, Inc.	11/15/2017	100,000,001 to 500,000,000	100,000,001 to 500,000,000	Automobile/Auto Parts/Services, Retail	District of Delaware
Rentech, Inc.	12/19/2017	100,000,001 to 500,000,000	100,000,001 to 500,000,000	Manufacturing	District of Delaware
The J.G. Wentworth Company, LLC	12/12/2017	100,000,001 to 500,000,000	100,000,001 to 500,000,000	Financial Services	District of Delaware
ExGen Texas Power, LLC	11/7/2017	500,000,001 to 1 Billion	100,000,001 to 500,000,000	Oil/Gas, Energy	District of Delaware
Woodbridge Group of Companies, LLC	12/4/2017	500,000,001 to 1 Billion	500,000,001 to 1 Billion	Real Estate, Financial Services	District of Delaware



Debtor Name	Petition Date	Liabilities	Assets	Industry	Jurisdiction
Cobalt International Energy, Inc.	12/14/2017	Over 1 Billion, but less than 5 Billion	10,000,000 to 100,000,000	Oil/Gas, Energy	Southern District of Texas
Cumulus Media Inc.	11/29/2017	Over 1 Billion, but less than 5 Billion	Over 1 Billion, but less than 5 Billion	Media	Southern District of New York
Exploration and Production Services (Holdings) Limited	12/18/2017	Over 1 Billion, but less than 5 Billion	Over 1 Billion, but less than 5 Billion	Oil/Gas, Manufacturing	Southern District of Texas
Pacific Drilling S.A.	11/12/2017	Over 1 Billion, but less than 5 Billion	Over 5 Billion	Oil/Gas	Southern District of New York
United Test and Assembly Center Ltd.	12/17/2017	Over 1 Billion, but less than 5 Billion	100,000,001 to 500,000,000	Manufacturing, Computers & Electronics	Southern District of New York
The J.G. Wentworth Company	12/12/2017	Over 5 Billion	Over 5 Billion	Financial Services	District of Delaware
Walter Investment Management Corp.	11/30/2017	Over 5 Billion	Over 5 Billion	Real Estate, Financial Services	Southern District of New York

Liabilities	Number of Filings (4Q17)
Less than \$10,000,000	767
\$10,000,000 to \$100,000,000	115
\$100,000,001 to \$500,000,000	69
\$500,000,001 to \$1 Billion	13
Over \$1 Billion, but less than \$5 Billion*	115
Over \$5 Billion	2
Total Filings	1,081

\* Cumulus Media Inc., Exploration and Production Services (Holdings) Limited, and Pacific Drilling S.A. filed 94 of these 115 bankruptcies Source: Federal Judiciary



## Esclect DIP Financings

Nine (9) DIP financings over \$25 million were announced during the Fourth Quarter 2017, including a \$1.9 billion warehouse financing by Walter Investment from Credit Suisse First Boston.

Debtor Name	Industry	DIP Date	Amount (\$ mil- lions)	Margin Over LIBOR	Term/Length of Agreement (months)	Upfront Fee
Appvion Inc.	Manufacturing	10/2/2017	\$325.2	925	9	0.5%
Charming Charlie Holdings Inc. [1]	Retail	12/11/2017	\$95.0	413	-	-
GST AutoLeather Inc.	Automotive	10/3/2017	\$40.0	750	6	-
M&G Polymers USA LLC	Manufacturing	10/30/2017	\$100.0	950	6	2.5%
Navillus Tile Inc.	Construction	11/21/2017	\$135.0	-	12	-
Real Industry Inc. <sup>[2]</sup>	Financial Services	11/17/2017	\$265.0	325 <sup>[3]</sup>	6	-
Velocity Holding Co. Inc.	Automotive	11/15/2017	\$110.0	500	-	-
Walter Investment Management Corp.	Financial Services	11/30/2017	\$1,900.0	-	-	-
Woodbridge Group of Cos. LLC [4]	Financial Services	12/4/2017	\$100.0	789	12	-

[1] Weighted average rate of \$35M ABL facility at L+350 and \$60M Term facility at L+450

[2] DIP financing includes a combination of continued use of Real Alloy's \$110 million asset-based lending facility, and up to \$85 million in incremental liquidity provided by certain holders of the Senior Secured Notes to maintain normal operations while Real Alloy continues the process of improving its long-term capitalization including addressing the Senior Secured Notes. The DIP financing also includes the conversion of \$170 million of Senior Secured Notes into new notes.

[3] Margin over Libor only for Real Alloy's \$110 million asset-based lending facility

[4] Margin over Libor reflects a DIP rate of Prime +500 and a 3 month Libor rate in December 2017 of 1.361%

Sources: LCD, an offering of S&P Global Market Intelligence, The Deal, and PACER



trend of a high degree of competitiveness and a search for yield.

Summary Comparison					
	Margin Over LIBOR	Term/Length of Agreement (months)	Upfront Fee		
Fourth Quarter 2017:					
Mean (\$100MM+)	527	9	1.50%		
Median (\$100MM+)	645	8	1.50%		
Mean (\$25-\$100MM)	582	6	NA		
Median (\$25-\$100MM)	582	6	NA		
Fourth Quarter 2016:					
Mean (\$100MM+)	603	4	NA		
Median (\$100MM+)	540	4	NA		
Mean (\$25-\$100MM)	827	3	1.69%		
Median (\$25-\$100MM)	900	6	0.75%		

\* NA indicates sufficient data points not available Sources: LCD, an offering of S&P Global Market Intelligence, The Deal, and PACER

### Pricing of DIPs during the Fourth Quarter 2017 continue to reflect the



## *C* Section 363 Sales

Sixteen (16) Section 363 sales were announced during the Fourth Quarter 2017, with the majority small by size (at \$30 MM and below in terms of disclosed deal value).

Date Announced	Target	Buyer	Industry	Deal Value (\$ in millions)		
12/26/2017	Advanced Contracting Solutions	Trident General Contracting LLC	Construction	\$21.9		
Description	Trident General Contracting LLC has agreed to acquire Advanced Contracting Solutions LLC for \$21.9 million.					
11/1/2017	Armstrong Energy Inc.	Knight Hawk Coal LLC	Energy - Coal	ND		
Description	Knight Hawk Coal LLC and some of Inc. for an undisclosed sum.	Armstrong Energy's noteholders have a	agreed to acquire Armsti	rong Energy		
11/28/2017	B. Lane Inc certain assets	New York & Co. Inc	Retail	\$1.4		
Description	New York & Co. Inc. has agreed to a Inc., doing business as Fashion to F	acquire certain assets from Perella Weir igure for \$1.4 million.	berg Partners LP-backe	ed B. Lane		
10/31/2017	Beaulieu Group LLC	Engineered Floors LLC	Manufacturing; Consumer and household products	\$90.0		
Description	Engineered Floors LLC and its affilia \$90 million.	ate Pentz Street Holdings LLC has agree	ed to acquire Beaulieu (	Group LLC for		
10/16/2017	BillNat Corp.	CVS Health Corp.	Retail; Healthcare - Pharmaceuticals	\$15.5		
Description	CVS Health Corp., through its vehic	le Woodward Detroit CVS LLC, has acq	uired BillNat Corp. for \$	15.54 million.		
12/7/2017	Boston Herald Inc.	GateHouse Media LLC	Media	\$4.5		
Description	GateHouse Media LLC agreed to ac cash.	equire Boston Herald Inc. from Herald M	edia Holdings Inc. for \$4	1.5 million in		



Date Announced	Target	Buyer	Industry	Deal Value (\$ in millions)
10/3/2017	BreitBurn Energy Partners LP - Midland Basin assets	Diamondback Energy Inc.	Energy	\$675.0
Description	Diamondback Energy Inc. has agree million.	ed to acquire BreitBurn Energy Partners	LP - Midland Basin asse	ets for \$675
12/12/2017	Dextera Surgical Inc.	Aesculap Inc.	Manufacturing; Healthcare - Medical Devices	\$17.3
Description	Aesculap Inc., an affiliate of B. Brau approximately \$17.3 million.	n Melsungen AG, has agreed to acquire	Dextera Surgical Inc. fo	r
12/15/2017	Fulghum Fibres Inc.	Scott Davis Chip Co. Inc.	Agriculture	\$28.0
Description	Scott Davis Chip Co. Inc. has agree	d to acquire Fulghum Fibres Inc. from R	entech WP U.S. Inc. for	\$28 million.
11/7/2017	Handley Power LLC	Exelon Generation Co. LLC	Energy	\$60.0
Description	Exelon Generation Co. LLC, a subsi Texas Power LLC for \$60 million.	idiary of Exelon Corp., has agreed to ac	quire Handley Power LL	C from ExGen
11/15/2017	Ironclad Performance Wear Corp.	Brighton-Best International Inc.	Retail - Clothing retail	ND
Description	Brighton-Best International Inc. has	acquired Ironclad Performance Wear Co	orp. for an undisclosed s	um.
11/20/2017	Maurice Sporting Goods Inc.	Middleton Partners	Retail - Wholesale/ distributors	\$39.0
Description	Middleton Partners has agreed to ac	cquire Maurice Sporting Goods Inc. for \$	39 million.	



## Section 363 Sales (cont)

Date Announced	Target	Buyer	Industry	Deal Value (\$ in millions)
12/18/2017	New England Wood Pellet LLC	Lignetics Inc.	Manufacturing	\$33.0
Description Lignetics Inc., through its subsidiary Lignetics of New England Inc., has agreed to acquire New England Wood Pellet LLC from Rentech WP U.S. Inc. for \$33 million.				
11/16/2017	Portrait Innovations Inc.	CapitalSouth Partners LLC	Retail	\$15.0
Description		its funds CapitalSouth Partners SBIC F rs Florida Sidecar Fund II LP, has agree		
12/1/2017	Protea Biosciences Inc.	Summit Resources Inc.	Biotechnology/ Pharmaceuticals; Healthcare	\$1.3
Description	Summit Resources Inc. has agreed	to acquire Protea Biosciences Group In	c. for \$1.3 million.	
12/22/2017	Vitamin World Inc.	Feihe International Inc.	Retail; Food; Manufacturing	\$28.0
Description	Feihe International Inc. has acquired	d Vitamin World Inc. for \$28 million.		

Source: The Deal

# Amend & Extend Deals

Sixteen (16) Amend & Extend deals were announced during the Fourth Quarter 2017, a number of these locking in for extended periods (36 months and longer).

Name	Amend Deal Date	S&P Loan Rating	Moody's Loan Rating	Extension
Alcoa Packaging and Consumer	11/17/2017	BB+	NR	12 months
AmeriGas Partners LP	12/15/2017	NR	Ba2	42 months
Bojangles' Restaurants Inc.	12/20/2017	NR	NR	26 months
CNO Financial Group Inc.	10/16/2017	BB+	Ba1	41 months
Crawford & Co.	10/13/2017	NR	NR	48 months
CSRA Inc.	11/27/2017	BB+	Ba2	24 months
Evoqua Water Technologies	12/13/2017	В	B2	36 months
HMS Holdings Corp.	12/19/2017	NR	NR	55 months
Intelsat S.A.	11/2/2017	В	B1	53 months
Murphy Oil Corporation	11/21/2017	BBB-	NR	24 months
Orion Engineered Carbons Holdings GmbH	10/17/2017	BB	Ba3	36 months
QTS Realty Trust	12/20/2017	BB	B1	12 months
Quanta Services Inc.	11/9/2017	NR	NR	22 months
Sears Holdings Corp.	12/1/2017	CCC+	B3	19 months
Springer Nature	10/20/2017	В	B2	24 months
SunGard Availability Services Inc.	12/11/2017	B-	B1	43 months

Source: LCD, an offering of S&P Global Market Intelligence





#### **Notes**

- Sources: S&P, Moody's, The Deal, and others as indicated.
- The charts and graphs used in this report have been compiled by SOLIC Capital Advisors solely for purposes of illustration.

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> Raoul Nowitz Managing Director

Matthew E. Rubin Managing Director SOLIC Capital Advisors, LLC ("SCA") is a leading specialty investment bank providing merger & acquisition, restructuring, capital placement and valuation advisory services to companies, lenders, institutional investors, the legal community and other creditor constituencies. SCA is a subsidiary of SOLIC Holdings, LLC which includes: SOLIC Capital Advisors (financial advisory), SOLIC Capital Partners (principal investing), SOLIC Capital, LLC (FINRA registered Broker/Dealer), and SOLIC Capital Management (asset management services).









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