American SECURITIZATION FORUM®

August 31, 2010

By E-Mail: rule-comments@sec.gov

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090
Attn: Elizabeth M. Murphy, Secretary

Re: Release Nos. 33-9117; 34-61858 (File No. S7-08-10)
Supplemental Comment Letter – Required Disclosure for Auto Sector

Ladies and Gentlemen:

On August 2, 2010, the American Securitization Forum ("ASF")[1] submitted a letter (the "Original Letter") in response to the request of the Securities and Exchange Commission (the "Commission") for comments regarding Release Nos. 33-9117; 34-61858; File No. S7-08-10, dated April 7, 2010 (the "Proposing Release"), relating to offering, disclosure and reporting requirements for asset-backed securities ("ABS") under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). As indicated in our Original Letter, ASF now submits this supplemental letter addressing the Commission's proposals concerning the disclosure of loan-level information about the assets underlying auto loan, auto lease and auto floorplan ABS.

As indicated in our Original Letter, prior to the release of the Commission's proposal, ASF had organized separate Project RESTART RMBS and Credit Card initiatives to develop industry-wide consensus on improvements to disclosure and reporting practices for residential

[1] The American Securitization Forum is a broad-based professional forum through which participants in the U.S. securitization market advocate their common interests on important legal, regulatory and market practice issues. ASF members include over 340 firms, including issuers, investors, servicers, financial intermediaries, rating agencies, financial guarantors, legal and accounting firms, and other professional organizations involved in securitization transactions. ASF also provides information, education and training on a range of securitization market issues and topics through industry conferences, seminars and similar initiatives. For more information about ASF, its members and activities, please go to www.americansecuritization.com.

mortgage-backed securities ("RMBS") and credit and charge card ABS, respectively.[2] The market had not, however, endeavored to create similar, industry-wide initiatives to examine and develop consensus on improvements to disclosure and reporting practices for other ABS sectors, including ABS backed by auto loans, auto leases or auto floorplan financings. Therefore, as part of the ASF Reg AB II Taskforce (the "Taskforce") organized by ASF to respond to the Proposing Release, we established a subcommittee of issuers and investors active in the auto loan, auto lease and auto floorplan financing sectors (the "Reg AB II Auto Subcommittee") to review and analyze the Commission's proposal as it relates to these asset sectors. Members of the Reg AB II Auto Subcommittee participated in more than two dozen meetings, including many meetings comprised solely of our investor members. At several junctures in the deliberations of this subcommittee, special efforts were made to solicit dissenting points of view before proceeding further on a given course. Where dissenting or conflicting points of view arose, the subcommittee went to great lengths and devoted many additional hours to develop practical and meaningful solutions.

As a result, the recommendations presented in this letter represent the product of an intense effort by a representative cross-section of the auto loan, auto lease and auto floorplan financing sectors to offer the Commission a set of consensus responses to the proposal concerning loan-level disclosure. We were successful in developing consensus with respect to the auto floorplan financing sector, where our issuer and investor members developed and agree upon an alternative disclosure and reporting package based on the grouped account data model outlined by the Commission for the credit and charge card sector. While our issuer and investor members made substantial efforts to meet as a group and discuss the Commission's auto loan and lease proposals, we were unable to reach a consensus ASF view and now present to the Commission separate proposals on behalf of two member groups. All of our issuer members and many of our investor members developed and agree upon an alternative disclosure and reporting package based on the grouped account data model, while many of our other investor members support a loan-level data model more akin to the Commission's proposal.

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[2] The Commission's proposed rules for RMBS transactions substantially incorporate the spirit and substance of the loan-level disclosure and reporting packages developed by market participants through ASF's 16-month RMBS Project RESTART initiative. By the time of the release of the Commission's proposal, the ASF's more recently-organized Credit Card Project RESTART initiative had not yet reached industry-wide consensus on disclosure and reporting packages but subsequently did so, as detailed in Section II.A.2 of our Original Letter.

TABLE OF CONTENTS

TABLE OF CONTENTS
(continued)

EXHIBITS

COMMENTS REGARDING THE DISCLOSURE PROPOSALS FOR THE AUTO SECTOR

I. DISCLOSURE REQUIREMENTS FOR FLOORPLAN FINANCINGS

A. General

The Commission proposes to require floorplan issuers to disclose loan-level data for each floorplan receivable in a pool both in the prospectus at the time of offering and in subsequently-filed Exchange Act reports. We agree with the Commission that an investor's access to robust information regarding pool assets is important to enable informed investment decisions. However, we have several significant concerns with the Commission's proposal. Both issuers and investors recognize and agree that the loan-level disclosure requirements contained in the Commission's proposal would require significant changes from current disclosure standards in the auto floorplan ABS market and that, if the Commission adopts its proposed disclosure requirements without modifications, unintended consequences have the potential to significantly hamper or even dismantle the auto floorplan ABS market. Floorplan sponsors are either owned by, or have significant commercial ties to, auto manufacturers, and the manufacturers are dependent on the ability of the sponsors to provide floorplan financing to dealers. As a result, the ability to issue floorplan ABS is critical to the auto industry and, in turn, is important to the economy as a whole. We have developed an alternative disclosure and reporting proposal for auto floorplan ABS – mutually agreed upon by floorplan sponsors and investors – that we believe will be both beneficial to investors and feasible and appropriate for issuers to provide.

Under the Commission's loan-level disclosure proposal, auto floorplan issuers would be required to disclose commercially-sensitive proprietary information about origination, underwriting and pricing models that is critical to the viability of their businesses. Like originators and servicers of auto loans and leases, each originator and servicer of floorplan accounts has devoted an enormous amount of time and resources to develop its own models and strategies for underwriting, pricing and servicing. We are concerned that competitors would be able to derive critical components of these models and strategies from the loan-level data proposed to be required by the Commission.

The dangers associated with disclosure of current loan-level data are even more acute in the context of auto floorplan receivables. Auto floorplan receivables are short-term loans due upon the sale of the financed vehicle. The typical floorplan loan is repaid in 60 to 90 days. Like credit and charge cards, auto floorplan financings involve a dynamic of re-extending credit as the dealer sells one financed vehicle and then finances another vehicle acquired for its showroom. Providing current pricing information would describe the issuer's current pricing models and other decisions made in managing the accounts in a way that would reveal very sensitive information and limit an issuer's ability to be competitive.

Disclosure of loan-level information as required under the Commission's proposal could also jeopardize a floorplan sponsor's relationship with its dealers. Even in the most densely-populated areas of the country, the number of dealerships for a particular vehicle brand is limited. In other areas of the country, there may well be only one dealership for a particular vehicle brand. Because there are relatively few dealerships, and even fewer still may be represented in a pool of floorplan receivables, disclosure of information about the location of the dealership and the vehicles financed would make it easy to identify an individual dealer.[3] Once a competitor has identified an individual dealer, disclosure of information about the individual loans made to that dealer would reveal confidential information about the dealer's business. Floorplan ABS sponsors may have confidentiality agreements in place with dealers that would prohibit this type of data disclosure. Even in the absence of such an agreement, such disclosure would be very damaging to a floorplan ABS sponsor's relationships with its dealers, as the dealers would consider it a breach of trust. To avoid the disclosure of their confidential information, many dealers may choose to finance their vehicle inventories through banks that do not fund their floorplan financing businesses through the securitization markets. One adverse effect of such a change could be a significant diminution in volume in the floorplan ABS market. In addition, floorplan sponsors believe that these banks have previously cut back on their floorplan lending in difficult economic cycles, which ultimately could become problematic for dealers and, in turn, auto manufacturers in a subsequent downturn in the economy.

The Commission's loan-level data proposals for floorplan ABS would also require issuers to produce an overwhelming volume of data. Proposed Schedule L contemplates 34 data items for floorplan loans. Because as many as 400,000 vehicles are financed through a floorplan master trust at any one time, some floorplan issuers would be required to report as many as 13.6 million data points in a prospectus. And the burden would only be exacerbated in the context of ongoing reports, where it is proposed that 51 data items be tracked for floorplan loans, which translates into as many as 20.4 million data points being tracked and reported each month.

Compiling the extensive information and developing the required infrastructure to comply with the Commission's loan-level disclosure proposal would unduly increase the cost of securitization in a significant manner. The effort to develop systems to compile 13.6 million data points per issuance and 20.4 million data points per month would be extremely costly for issuers. In addition to the burdens imposed by this high volume of data, a number of the proposed data points are not applicable in the context of a floorplan receivable. For example, some of the proposed data points – original asset term, asset maturity date, original amortization term, first payment date or remaining term to maturity – are applicable only to loans that have a defined maturity date and would not be applicable in floorplan financings because a floorplan receivable is due upon the sale of the financed vehicle. Other proposed data points – current payment amount due, current delinquency status, number of days payment is past due and current payment status – would not be applicable because dealers make payments of principal only when a financed vehicle is sold.

Most importantly, if an issuer's access to the securitization market is conditioned on the disclosure of proprietary and sensitive information, issuers and investors alike are concerned that securitization would be eliminated as a viable funding source for floorplan financing assets. As a

[3] The identity of an individual dealership can readily be ascertained by disclosure of the dealership's zip code (as contemplated by Item 9(c)(3) on Schedule L), since there typically are not even two dealerships of the same vehicle brand in the same zip code. However, disclosure of other information about the location of the dealership and the vehicles financed would also make it easy to identify an individual dealer.

result, the cost of funding a sponsor's floorplan financing business will increase and it will become more expensive for dealers to finance their vehicle inventory. A decrease in floorplan ABS would further limit the availability of credit and increase the costs associated with doing business in an automobile industry in which sales volumes remain far below previous years and which is contending with a fragile economic recovery. These limitations on the availability of credit and increased costs could directly impact the ability of the automotive industry to attract investment and create jobs.

In carefully considering the Commission's proposal, and to address the concerns outlined above, we have developed an alternative disclosure and reporting proposal for floorplan ABS that has the support of both our issuer and investor members. We believe that the grouped account data proposal outlined by the Commission for the credit and charge card sector is a superior model for disclosure regarding the floorplan receivables underlying a floorplan ABS transaction than the loan-level disclosure requirements described for the floorplan financing sector in the Proposing Release. Floorplan financings are more akin to credit card financings because each securitized pool contains a high volume of individual revolving loans, each of which has a relatively small value and a relatively short tenor. Like credit cards, the underlying floorplan loans are not individually underwritten. Rather, the floorplan sponsor underwrites the dealer at account origination and then continues to monitor the dealer over time. A floorplan loan is made each time the dealer purchases a vehicle from a manufacturer.

Issuers and investors agree that our proposed disclosure and reporting package will provide extensive metrics on collateral performance and enable informed investment decisions without disclosing commercially-sensitive proprietary information about issuers' floorplan financing businesses and, therefore, will preserve the viability of securitization as a continued source of funding for their businesses.

If the Commission adopts pool asset disclosure requirements for the floorplan financing sector in the form we have recommended, we request that the Commission adopt an implementation date that is no earlier than the later of one year following the date of publication of the related final rules in the Federal Register and January 1, 2012. We believe that floorplan issuers need this as a minimum transition period in order to build the required infrastructure to implement the proposed grouped data disclosure requirements for floorplan ABS. If the Commission were to adopt a disclosure regime that differs in any material way from the proposal in this letter, floorplan issuers would need a longer transition period.

B. Recommendation for Pool Asset Disclosure

Under our proposal for floorplan ABS, issuers would provide the following two reports: (i) Monthly Representative Line Data Report; and (ii) Quarterly Representative Line Data Reports. Each of the proposed reports was developed to provide investors with significantly more information about the underlying asset pool than has been provided historically in order to enable investors to perform better analysis of floorplan ABS while protecting issuers' interest in maintaining the confidentiality of proprietary information about their current underwriting and other credit extension processes.

1. Monthly Representative Line Data Report

In a Monthly Representative Line Data Report, issuers would provide statistical information about the underlying pool in the form of grouped account representative data lines. In this report, the data would be grouped by a combination of the following characteristics:

(a) *Dealer Risk Group*. The groupings would be based on the risk classification used by the sponsor to assess the financial condition of each dealer. Among current floorplan issuers, the number of risk groupings ranges from three to five. The sponsor will designate its groupings and provide explanatory disclosure.

(b) *Geographic Location*. The groupings would be based on the appropriate geographic territories selected by the sponsor and, in most cases, would be based on the geographic regions or divisions established by the U.S. Census Bureau. For example, a floorplan issuer with a large number of dealer customers may use the four census regions, nine census divisions and a category of "National" as the groupings for geographic location. However, a floorplan issuer with a relatively small number of dealer customers (*e.g.*, 300) spread out across the United States may elect to use only the four census regions and a category of "National" as the groupings for geographic location.

In order to create a grouped account representative data line, each group based on each of these characteristics would be combined with each of the groups for all other characteristics. For each grouped account representative data line in the Monthly Representative Line Data Report, issuers would provide the following information: (1) number of accounts; (2) percentage of accounts; (3) loan age distribution (*i.e.*, number of days outstanding broken into subcategories designated by the issuer); (4) beginning of period principal balance; (5) principal collections; (6) principal adjustments; (7) principal reductions – re-designated accounts; (8) defaulted loans; (9) new loans; (10) added loans (additional designated accounts); (11) end of period principal balance; (12) percentage of end of period principal balance; (13) payment rate; (14) losses or recoveries; (15) interest collections; and (16) used vehicle balance.

An illustration of the Monthly Representative Line Data Report is included as Exhibit A to this letter.

2. Quarterly Representative Line Data Reports

In addition, on a quarterly basis, issuers would provide statistical information about the underlying pool in the form of grouped account representative data lines. The Quarterly Representative Line Data Reports would consist of the following three reports: (a) Report on Age Distribution of Loans by Risk Group; (b) Report on Age Distribution of Loan by Financed Vehicle Type; and (c) Report on Account Balance Distribution.

a. Report on Age Distribution of Loans by Risk Group

In this report, data would be grouped by a combination of the following characteristics:

(a) *Loan Age Distribution*. The issuer will designate the appropriate loan age distributional groupings based on the number of days the loan has been outstanding. For purposes of this report, the age of a loan starts from the date the related vehicle was initially financed by the dealer.

(b) *Dealer Risk Group*. The distributional groupings would be based on the risk classification used by the sponsor to assess the financial condition of each dealer. Among current floorplan issuers, the number of risk groupings ranges from three to five. The issuer will designate its groupings and provide explanatory disclosure.

To create the grouped account representative data lines, each receivable age distributional group would be combined with each risk classification distributional group. For each grouped account representative data line in the Report on Age Distribution of Loans by Risk Group, issuers would provide the percentage of aggregate account balance represented by that data line (1) as of the end of each of the previous five fiscal years and (2) as of the end of both the most recently completed fiscal quarter and the corresponding fiscal quarter from the immediately prior fiscal year.

b. Report on Age Distribution of Loans by Financed Vehicle Type

In this report, data would be grouped by a combination of the following characteristics:

(a) *Line*. The distributional groupings would be based on whether the vehicles are "new" or "used."

(b) *Vehicle Type*. The issuer will designate the appropriate vehicle type distributional groupings based on: make; make and model; category (*e.g.*, car, medium truck, heavy truck, etc.); or make and category. Only vehicle types that represent 2% or more of the pool will be represented as individual groups and all remaining vehicle types will be represented in distributional groupings titled "Other New Models" or "Other Used Models," as appropriate.

To create the grouped account representative data lines, each line distributional group would be combined with each vehicle type distributional group. For each grouped account representative data line in the Report on Age Distribution of Loans by Financed Vehicle Type, issuers would provide the following information: (1) percentage of aggregate pool balance; and (2) loan age distribution. For purposes of this report, the age of a loan starts from the date the related vehicle was initially financed by the dealer.

c. Report on Account Balance Distribution

In this report, data would be grouped by a combination of the following characteristics:

(a) *Account Balance*. The issuer will designate the appropriate account balance distributional groupings based on ranges that are meaningful for the applicable pool.

(b) *Dealer Risk Group*. The distributional groupings would be based on the risk classification used by the sponsor to assess the financial condition of each dealer. Among current floorplan issuers, the number of risk groupings ranges from three to five. The issuer will designate its groupings and provide explanatory disclosure.

To create the grouped account representative data lines, each account balance distributional group would be combined with each risk classification distributional group. For each grouped account representative data line in the Report on Account Balance Distribution, issuers would provide the following information: (1) principal of loans outstanding; (2) percentage of aggregate principal of loans; (3) number of designated accounts; and (4) percentage of aggregate number of designated accounts.

Illustrations of the Quarterly Representative Line Data Reports are included as Exhibit B to this letter.

C. When Floorplan Pool Information Would Be Required

We propose that the most recent Quarterly Representative Line Data Reports be an integral part of the prospectus, and would be filed with the Rule 424(h) prospectus and at the time of the final prospectus under Rule 424(b).[4] Issuers and investors agree that, because the Monthly Representative Data Line Report includes data regarding the prior month's loan activity only, the Monthly Representative Data Line Report should not be part of the prospectus but instead should be filed with each monthly report on Form 10-D. The Quarterly Representative Line Data Reports would be filed as part of the issuer's Distribution Report on Form 10-D relating to the first full reporting period that follows the last day of the issuing entity's fiscal quarter, beginning with the issuing entity's first completed fiscal quarter on or after the date on which the related ABS were issued.

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[4] The most recent periodic increment for the data contained in the proposed disclosure package would be as of a date no later than 135 days of the date of first use of the prospectus.

II. DISCLOSURE REQUIREMENTS FOR AUTO LOANS AND LEASES

A. General

The Commission proposes to require issuers of ABS backed by auto loans or leases to disclose loan-level data regarding each auto loan or lease in a pool both in the prospectus at the time of offering and in subsequently-filed Exchange Act reports. While our issuer and investor members agree with the Commission that an investor's access to robust information concerning the pool assets is important to enable informed investment decisions, we were unable to reach a consensus ASF view on a disclosure and reporting package for the auto loan and auto lease markets.

Our issuer members are uniformly concerned that, if the Commission adopts its proposed disclosure requirements for ABS backed by auto loans and leases without modification, there could be significant unintended consequences as issuers are faced with the potential trade-off between protecting their business model and continuing to securitize their assets. Ultimately, this has the potential to significantly reduce issuance in the auto loan and lease ABS markets. Our investor members have differing views on the Commission's proposal. All of our issuer members and many of our investor members (we refer to such investors as "grouped-asset investors") believe that their concerns are best addressed through an alternative disclosure and reporting package for auto loan and lease ABS that is based on the grouped account data model outlined by the Commission for the credit and charge card sector. Many of our other investor members (we refer to such investors as "loan-level investors") believe that the Commission should require loan-level data for auto loan and lease ABS, but propose modifications to the list of loan-level data points for those asset sectors proposed by the Commission. We set forth the views of both groups below.

B. Recommendation for Grouped-Asset Disclosure

1. Views of Grouped-Asset Investor Members

Many of our investor members believe that their concerns are best addressed through an alternative disclosure and reporting package that is based on a grouped account data model. These grouped-asset investor members indicate that they have invested actively across the capital structure, including in subordinated classes, in the auto loan sector over extended periods of time, including through the financial crisis, because (i) the transaction structures are conservative and robust; (ii) loan underwriting is disciplined and the loans themselves are simple, short-term and homogenous products with conventional loan terms and relatively stable prepayment rates; and (iii) the securities have demonstrated favorable credit performance on a sustained basis.

Robust transaction structures: These investors point out that auto loan ABS have relatively straight-forward transaction structures – typically having three to five classes of notes, with the senior-most class often divided into three or four sub-classes. Each class or sub-class is entitled to principal and interest, and principal payments are usually a simple sequential-pay arrangement, with no subordinated class receiving principal until each class senior to it has been repaid. As a result, credit enhancement for the transaction continues to build as senior classes amortize and subordinated classes remain outstanding. Importantly, sponsors of auto loan ABS typically hold significant equity and other investments in the capital structure of their transactions in the form of subordinated and first-loss positions, over-collateralization, excess spread, reserve accounts and the like.

Disciplined underwriting; simple, short-term underlying loans: Grouped-asset investors believe that the simple nature of auto loans have also contributed to the success of this asset class. They observe that auto loans typically are plain-vanilla, fixed-rate, simple-interest payment contracts, with a typical maturity of 72 months or less and an average life of 44 months or less. They believe that underwriting has remained disciplined and loan terms have remained conventional and largely consistent over extended periods of time and through the highs and lows of the business cycle. They also believe that, because there is no concept of a second lien in the auto loan market, the credit risk assessment is considerably less complicated as compared with the residential mortgage loan market and that, because prepayment rates in the auto loan market are not interest-rate sensitive, certain market risk assessments are also considerably less complicated as compared with the residential mortgage loan market. In short, grouped-asset investors characterize auto loans as a tried and tested asset class with a significant history of consistent and predictable performance.

Grouped-asset investors point out that auto loan securitizations benefit from significant, natural deleveraging as compared with residential mortgage securitizations because an auto loan has a short maturity and payments that result in a much faster amortization than a longer-term mortgage loan. They believe that this deleveraging, in turn, marginalizes the importance of loan-level data relative to grouped-asset data. For example, these investors compare a 6% fixed-rate, monthly-pay auto loan with a 5-year maturity to a 6% fixed-rate, monthly-pay mortgage loan with a 30-year maturity. After two years, the principal balance of the auto loan has been paid down by about 30%, as compared to about a 3% pay down for the mortgage loan. Furthermore, at the beginning of year three, about 80% of the scheduled payment for the auto loan represents principal, as compared with about 18% of the scheduled payment for the mortgage loan.

These investors also emphasize that pools of auto loans are inherently more granular than pools of mortgage loans, which they believe reduces risk and, again, marginalizes the importance of loan-level data relative to grouped-asset data. For example, a $1 billion auto securitization that consists of 50,000 loans with an average loan balance of $20,000 means that the average loan will comprise 0.002% of the original pool and an auto loan that was $100,000 would comprise 0.01% of the original pool. In comparison, a $1 billion securitization of nonconforming mortgage loans could consist of only 2,000 loans with an average loan balance of $500,000, in which case the average loan will comprise 0.05% of the original pool and a mortgage loan that was $2,500,000 would comprise 0.25% of the original pool, a much higher percentage as compared to the auto example.

Strong, sustained bond performance: Grouped-asset investors emphasize that auto loan ABS have demonstrated extremely strong credit performance on a sustained basis, including throughout the financial crisis. During 2008, Standard & Poor’s Ratings Services (S&P) upgraded 23 classes of auto loan ABS and downgraded none. In 2009, S&P upgraded 95 classes and downgraded 7. From January 1, 2001 through June 4, 2010, S&P has upgraded 624 classes and downgraded just 35 for pool-credit related reasons.[5] These investors also note that the servicing of auto loan securitizations rarely transfers, except by succession in connection with a merger or acquisition.

These investors note that spreads on auto loan ABS did widen during the liquidity crisis that followed the collapse of Lehman Brothers, as did spreads across all fixed income products, but believe it to be much more noteworthy that auto loan ABS continued to trade throughout the crisis as one of the more liquid asset classes, providing a much-needed source of cash to investors while other asset classes were at or near a complete standstill.

Grouped-asset investors appreciate and welcome the Commission's quest to provide investors with more robust information concerning pool assets, but believe most investors have been able to adequately underwrite auto loan transactions – including during the economic downturn – on the basis of current disclosure, due to the conservative nature of the structure, the deleveraging and granularity of the underlying assets, and their understanding of the issuer's servicing capabilities. These investors also value a vibrant market with a broad spectrum of auto loan issuers and are deeply concerned that the proposed loan-level data requirements will not add materially to their analysis and could drive many issuers from the market, particularly those with the strongest operations, leaving a market of last resort for only weak issuers. In balancing these factors, these investors came to consensus with the issuers on a significantly-expanded level of data that will enhance their process while also preserving the breadth of the market. Grouped-asset investors believe the recommended grouped-asset data set includes significantly greater disclosure than is presently provided, results in standardization of definitions that aid in comparing transactions, and is sensitive to issuer concerns regarding the disclosure of proprietary data and consumer privacy issues, as discussed below.

As an illustration of why loan-level data does not add materially to their analysis, grouped-asset investors believe that the two primary drivers of losses in auto loan ABS are unemployment and used car prices, with unemployment affecting the frequency of loss and used car prices affecting the severity of loss. They believe that trends in unemployment are best assessed by analyzing economic data that is not contained in the collateral file, and that the fruits of that analysis can be applied by state, which is helpful and is included in the grouped-data proposal. Similarly, they believe that because repossessed vehicles typically will be transported to areas having the best auction execution, the grouped-data proposal provides adequate disclosure for makes and models. Thus, they believe the benefit of loan-level data is marginalized.

Grouped-asset investors indicate that they have invested actively across the capital structure, including in subordinated classes, in the auto lease sector for many of the same reasons they have invested actively in the auto loan sector. These investors note that, while auto loan and lease ABS are not entirely the same, it is the features they share in common that lead them to also support a grouped-asset disclosure model in the context of auto lease ABS transactions. As with

[5] Downgrades due to the downgrade of a credit support provider (such as a monoline insurer) are not included in this data.

auto loan ABS, auto lease ABS have conservative transaction structures where sponsors again hold significant first-loss exposures. The underlying assets are homogenous, are typically even shorter term than auto loans, and are seldom prepaid. Auto lease ABS are again typically straightforward, sequential-pay securities that do not have esoteric features and, like auto loan ABS, have demonstrated strong credit performance on a sustained basis. Grouped-asset investors also believe current disclosure practice in the auto lease ABS market has been sufficient, and that grouped-asset disclosure as outlined below will provide them with all of the information they need to fully evaluate auto lease ABS and to monitor ongoing performance of the ABS they purchase.

2. Views of Issuer Members

Our issuer members endorse the views of grouped-asset investors. The strongest support for their views is found in the current state of the ABS market, which is dominated by auto and other vehicle ABS. In 2010, over 60% of the issuance in the term ABS market has come from auto and vehicle issuers. While auto and other vehicle ABS has long been a part of the ABS market, it previously represented a much smaller share. For example, in 2005 auto and other vehicle ABS constituted about 13% of the overall ABS market.[6] Moreover, while during the recent financial crisis there were times of market illiquidity resulting in higher spreads and lower dollar prices, issuers believe there was never a default risk as underlying asset performance and transaction structures performed within expectations despite the deterioration in the broader macro-economic environment and higher levels of consumer stress. Indeed, our issuer members believe that every vehicle ABS that they have issued has made all payments in full and, as a result, that investors that held their bonds to maturity never suffered any losses. Issuers believe that this strong track record of performance coupled with their recent extraordinary market share reflects the continued confidence that investors, despite disclosure preferences for future transactions, place in auto ABS. Even without the grouped data that the issuers are willing to provide, investors are purchasing auto ABS across the capital structure, including subordinated bonds.

In addition to the points made by the grouped-asset investors, our issuer members have several significant further concerns with the loan-level data proposals of the Commission and of the loan-level investors. First, under each loan-level data proposal, auto loan and lease issuers would be required to disclose commercially-sensitive proprietary information that could potentially hinder the competitiveness of their businesses. Each originator of auto loans or leases has devoted an enormous amount of time and resources to develop its own unique internal credit scoring model that drives its underwriting and pricing models. Similarly, each servicer of auto loans or leases has developed unique servicing strategies that it believes give it a competitive advantage. These members are concerned that competitors would be able to derive critical components of these credit scoring models and servicing strategies from the loan-level data proposed to be required by the Commission and, for that matter, from the loan-level data proposed to be required by loan-level investors. Granting competitors access to this information would dramatically reduce the value of the investment made by originators and servicers in

[6] The source of market share statistics is JPMorgan Securities, Inc.

developing their business models and could undermine their competitive positions and market share.

Even if a competitor did not reverse engineer an issuer's scoring model, that competitor could use the issuer's data to build its own models or greatly improve the performance of its existing models. Requiring an issuer to disclose loan-level data for a securitized pool of 50,000 to 100,000 loans or leases at a time would allow competitors immediate access to large amounts of data that would otherwise take them years to accumulate on their own.

Further, many auto loan and lease issuers are captive finance companies supporting vehicle manufacturers. These issuers are concerned that competitors would be able to use data disclosed under the Commission's loan-level data proposal (and under the loan-level investors' loan-level data proposal) to derive a manufacturer's subvention and other marketing incentives or other key information about the manufacturer's business, such as which vehicle makes and models the manufacturer is successfully marketing in a specific geographic region.

These issuers are concerned that any issuer who discloses loan-level data about individual auto loans or leases runs the risk of inadvertently revealing competitively-sensitive proprietary information. They argue that exposing this market to such risk is not warranted because they believe that the Commission's goal of ensuring that investors have access to robust information about pool assets in a format that makes it easy for investors to compare various offered pools can be achieved by requiring issuers to provide standardized data about pool assets in a standardized grouped-asset format in the form detailed below.

Issuers believe that the data provided in the grouped-data proposal would enable investors to understand any material "risk-layering" present in a pool. The grouped-data proposal for the auto loan sector creates a separate representative data line for each unique combination of FICO score group, LTV group, PTI group, new or used vehicle and original term group. There will be 800 or 1,200 different data lines, each one showing a different combination of these five risk-related characteristics. By utilizing this grouped data proposal, the Commission would set a level playing field for all investors. Further, it would be a playing field that has far more data than is currently provided – up to 8,400 different data points in just the Representative Line Data Report, with many hundreds of additional data points in the Collateral Reports.

Second, issuers believe certain of the loan-level data fields proposed to be required, individually or collectively, run a significant risk of revealing private information about consumers and, as a result, may put auto loan and lease ABS sponsors at risk of violating their obligations to protect consumer privacy under the Gramm-Leach-Bliley Act and various state consumer privacy laws. Issuers believe a number of categories of information – particularly for vehicles that have a low sales volume or a very high value, or for obligors residing in sparsely populated areas – could be sufficient to enable the identification of a particular consumer to a particular loan. Issuers believe that, if a consumer is identified, data about the consumer's income, FICO score and payment history would reveal both the consumer's financial history and current financial status to the public and might expose such consumers to an increased risk of becoming the victim of identity theft or fraud. Issuers encourage the Commission to carefully consider these consumer privacy law concerns before adopting regulations that could make publicly available large amounts of personal data.

Unfortunately, issuers cannot simply remove loans that run a particularly high risk of self-identification from a securitized pool. There is no programmatic way to identify upfront which loans would fit into this category. Finding and removing those high identification-risk loans would be a manual process that would presumably require the issuer to create the entire loan-level data file and then search through the file for such loans. In addition, it would undercut issuers' preference (which issuers think investors appreciate) to securitize a representative and random sampling of the loans that meet the overall eligibility criteria.

Third, issuers point out that certain of the data fields proposed to be required are either inapplicable to auto loans and leases or would likely provide no additional value to investors. Proposed data fields that are inapplicable or duplicative in the context of an auto loan or lease include original interest only term and original amortization term, because all auto loans are fully amortizing at inception. Disclosure of the original asset terms would convey all necessary information to investors. Similarly, servicing standards and obligations are established at the pool level, not at the level of the individual loan or lease. Accordingly, loan-level data fields relating to servicing fees, servicer advances, servicing transfer and servicing advance methodology would not be appropriate. Further, auto leases do not have interest rates or principal balances and, therefore, the proposed data fields for interest rate, interest type, asset maturity date and outstanding principal balance are meaningless in the context of an auto lease ABS transaction.

Other proposed data fields require disclosure of data that is not currently collected or retained by auto loan or lease issuers in the ordinary course of their businesses. For example, auto loan and lease issuers do not currently record an obligor's Metropolitan Statistical Area, nor do they use third party asset numbers or separate asset groups within transactions. Auto issuers also do not retain in their systems in a fashion that could be systematically retrieved the degree of income or employment verification for an obligor or co-obligor, or the original interest rate on a loan or lease that has been modified. Modifying their systems to capture or retain this data would be burdensome and expensive.

In addition, a number of the data fields proposed to be required would be the same for each individual auto loan or lease in a given pool. In the overwhelming majority of auto loan and lease ABS transactions, the appropriate response to the proposed data field for identity of originator, identify of servicer, measurement date and type of consumer credit score utilized would be identical for each and every loan or lease in the securitized pool. Also, in almost all cases, all of the leased vehicles in an auto lease ABS transaction are new.

Finally, issuers are concerned that a loan-level disclosure requirement for ABS backed by auto loans or leases would be unnecessary and burdensome. Auto loan and lease ABS issuers currently present information about the assets underlying their ABS to investors and rating agencies in the form of pool stratifications or representative data lines and, therefore, these issuers do not have the infrastructure in place to provide loan-level data as currently proposed by either the Commission or the loan-level investors. Because a typical $1 billion auto loan or lease ABS offering includes approximately 50,000 individual auto loans or leases and the Commission proposes 59 data points for each individual auto loan or 61 data points for each individual auto lease, auto loan and lease issuers would be required to disclose and update approximately 3 million data points for each transaction. Because the performance of any individual loan or lease has such a small impact on the performance of the entire pool, these members believe that the costs associated with compiling such extensive information and developing the infrastructure to disclose the required information would not be justified. In addition, issuers would need to develop agreed upon procedures for the new disclosures and for the assessment and attestation that is required for Regulation AB reporting, which will create further costs and delays.

In place of the Commission’s loan-level data proposal, issuers and grouped-asset investors have developed the grouped-asset data disclosure and reporting package detailed below. Each of the proposed disclosure standards was developed to provide investors with considerably more granular information about the underlying asset pool than is currently provided by issuers, in order to enable investors to perform better analysis of auto loan and lease ABS. In fact, the proposed disclosure standards will provide investors with access to statistical data at the same or, in many cases, greater levels of detail than issuers currently produce for purposes of their own internal analysis.

The proposed disclosure and reporting package detailed below represents the product of an unprecedented effort by issuers and grouped-asset investors to respond, in a limited amount of time, to proposals intended to significantly redefine the future disclosure and reporting framework for the auto loan and lease sectors. Issuers and grouped-asset investors point out that they have attempted to complete in only four months that which the Project RESTART RMBS and Credit Card initiatives required twelve to sixteen months to complete. With additional time and further dialogue among issuers and grouped-asset investors, it is possible that these members may have further refinements to the proposed package, as issuers continue to assess what is feasible for them to produce and as investors continue to assess whether the proposed package captures the array of information they desire. We would, therefore, be very interested in maintaining a dialogue with the Commission staff as the views of these members become more definite.

Issuers strongly believe that readying themselves for compliance with these new disclosure and reporting standards will be a long and difficult process and will require major changes in systems and operating procedures – even more so than will be necessary in the floorplan financing sector. If the Commission adopts pool asset disclosure requirements for the auto loan and lease sectors in the form recommended by issuers and grouped-asset investors, issuers request that the Commission adopt an implementation date that is no earlier than the later of one year following the date of publication of the related final rules in the Federal Register and January 1, 2012. If the Commission were to adopt a disclosure regime that differs in any material way from the proposal recommended by issuers and grouped-asset investors, issuers would need a longer transition period.

Even with this implementation period, issuers remain particularly concerned about unforeseen issues that could arise as they seek to develop, implement and test systems changes of this magnitude; issues that, in turn, could impede their ability to collect, assemble, verify and report all of the new pool asset information. We trust, therefore, that the Commission will continue to work with the market to respond to these unforeseen circumstances, and to grant hardship exemptions and additional time to comply with these new disclosure and reporting standards as circumstances may warrant. To that end, we request that the Commission incorporate into any final regulations a provision that operates to delegate to the Commission staff the authority and discretion to grant such relief to any issuer or class of issuers, upon such terms and conditions and for such period as the staff deems necessary or appropriate.

3. Proposed Grouped-Asset Disclosure for Auto Loans

Under the alternative grouped-asset data disclosure and reporting package for auto loan ABS, issuers of ABS backed by auto loans would be required to provide one prescribed set of reports at the time of deal offering and another prescribed set of reports on an ongoing basis.

a. Reports at Deal Offering

In the prospectus at the time of auto loan ABS offerings, issuers would provide the following two reports: (i) Representative Line Data Report; and (ii) Collateral Report.

i. Representative Line Data Report

In a Representative Line Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics based on values at the time of loan origination:

(a) *FICO Score*. The groupings would be: (1) 750 or higher; (2) 700-749; (3) 650-699; (4) 600-649; (5) 550-599; (6) 500-549; (7) Lower than 500; and (8) No score.

(b) *Loan-to-Value*. The groupings would be loans that have ratios of: (1) 85% or lower; (2) 86-100%; (3) 101-115%; (4) 116-130%; and (5) Greater than 130%.

(c) *Payment-to-Income*. The groupings would be loans that have ratios of: (1) 10% or lower; (2) 11-15%; (3) 16-20%; (4) Greater than 20%; and (5) Other.

(d) *New/Used*. The groupings would be loans used to finance vehicles that are (1) New; and (2) Used.

(e) *Original Term*. The groupings would be loans with original terms of (1) 60 or fewer months; and (2) More than 60 months. If the initial pool contains loans with original terms of more than 72 months, the groupings would be loans with original terms of: (i) 60 or fewer months; (ii) 61-72 months; and (iii) More than 72 months.

In order to create a grouped-asset representative data line, each group based on each of these characteristics would be combined with each of the groups for all other characteristics. For each grouped-asset representative data line in the Representative Line Data Report, issuers would provide the following information as of the pool cutoff date: (1) number of accounts; (2) aggregate original principal balance; (3) aggregate current principal balance; (4) weighted average remaining term; (5) weighted average APR; (6) weighted average scheduled monthly payment; and (7) aggregate current principal balance of accounts for which vehicle manufacturer interest rate subvention was received. All weighted averages will be weighted by the principal balance as of the pool cutoff date.

An illustration of the Representative Line Data Report is included as Exhibit C to this letter. Depending on the original term groupings utilized by the issuer, a report consisting of all possible combinations of the distributional groups will result in the inclusion of either 800 or 1,200 grouped-asset representative data lines and either 5,600 or 8,400 data points.

ii. Collateral Report

In a Collateral Report, issuers would provide statistical information about the underlying pool in the form of prescribed stratification tables. In this report, data would be presented in stratification tables based on the following characteristics:

(a) *State*. A data line would be included in this stratification table for each state that represents 2% or more of the initial pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other."

(b) *Make/Model*. A data line would be included in this stratification table for each vehicle make and model that represents 2% or more of the initial pool balance. The remaining vehicle makes and models would be included in the data line "Other."

To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the initial pool balance, the issuer would either:

(i) include additional data lines in this stratification table in the Collateral Report for vehicle makes and models that represent less than 2% of the initial pool balance until the data line "Other" represents 5% or less of the initial pool balance; or

(ii) provide additional stratification tables in the Collateral Report based on the following characteristics:

(A) *Vehicle Type*. The data lines included in this stratification table would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The issuer will designate these vehicle type classifications and provide explanatory disclosure. The remaining vehicle types would be included in the data line "Other."

(B) *Vehicle Make*. A data line would be included in this stratification table for each vehicle make that represents 2% or more of the initial pool balance and the remaining vehicle makes would be included in the data line "Other." To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the initial pool balance, the issuer would include additional data lines for vehicle makes that represent less than 2% of the initial pool balance until the data line "Other" represents 5% or less of the initial pool balance.

(c) *Model Year*. A data line would be included in this stratification table for each model year represented in the pool beginning with the oldest model year that represents 2% or more of the initial pool balance. The remaining older model years would be included in the data line "Prior to."

(d) *Remaining Term*. A data line would be included in this stratification table for each of the following remaining term ranges: (1) 0-6 months; (2) 7-12 months; (3) 13-24 months; (4) 25-36 months; (5) 37-48 months; (6) 49-60 months; (7) 61-72 months; and (8) only to the extent that the initial pool contains loans with a remaining term of more than 72 months, More than 72 months.

(e) *Origination Year*. A data line would be included in this stratification table for each origination year represented in the pool.

(f) *APR*. A data line would be included in this stratification for each of the following APR ranges: (1) 0.00 to 0.99%; (2) 1.00% to 1.99%; (3) 2.00% to 2.99%; (4) 3.00% to 3.99%; (5) 4.00% to 4.99%; (6) 5.00% to 5.99%; (7) 6.00% to 6.99%; (8) 7.00% to 7.99%; (9) 8.00% to 8.99%; (10) 9.00% to 9.99%; (11) 10.00% to 10.99%; (12) 11.00% to 11.99%; (13) 12.00% to 12.99%; (14) 13.00% to 13.99%; (15) 14.00% to 14.99%; (16) 15.00% to 15.99%; (17) 16.00% to 16.99%; (18) 17.00% to 17.99%; (19) 18.00% to 18.99%; (20) 19.00% to 19.99%; (21) 20.00% to 24.99%; and (22) 25.00% or higher.

For each data line in each stratification table in the Collateral Report, issuers would provide the following information as of the pool cutoff date: (1) number of accounts; (2) aggregate current principal balance; (3) percentage of total pool balance; (4) weighted average obligor FICO score; (5) weighted average loan-to-value ratio; (6) weighted average payment-to-income ratio; (7) percentage of vehicles that are new; (8) weighted average original term; (9) weighted average remaining term; and (10) weighted average APR. All weighted averages will be weighted by the principal balance as of the pool cutoff date.

An illustration of the Collateral Report is included as Exhibit D to this letter.

b. Monthly Reports

In monthly Exchange Act reports filed in connection with ABS backed by auto loans, issuers would provide the following two reports: (i) Monthly Representative Line Data Report; and (ii) Monthly Collateral Report.

i. Monthly Representative Line Data Report

In a Monthly Representative Line Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics based on values at the time of loan origination:

(a) *FICO Score*. The groupings would be: (1) 750 or higher; (2) 700-749; (3) 650-699; (4) 600-649; (5) 550-599; (6) 500-549; (7) Lower than 500; and (8) No score.

(b) *Loan-to-Value*. The groupings would be loans that have ratios of: (1) 85% or lower; (2) 86-100%; (3) 101-115%; (4) 116-130%; and (5) Greater than 130%.

(c) *Payment-to-Income*. The groupings would be loans that have ratios of: (1) 10% or lower; (2) 11-15%; (3) 16-20%; (4) Greater than 20%; and (5) Other.

(d) *New/Used*. The groupings would be loans used to finance vehicles that are (1) New; and (2) Used.

(e) *Original Term*. The groupings would be loans with original terms of: (1) 60 or fewer months; and (2) More than 60 months. If the initial pool contains loans with original terms of more than 72 months, the groupings would be loans with original terms of: (i) 60 or fewer months; (ii) 61-72 months; and (iii) More than 72 months.

In order to create each grouped-asset representative data line, each group based on each of these characteristics would be combined with each of the groups for all other characteristics. For each grouped-asset representative data line in the Representative Line Data Report, issuers would provide the following information:

(A) <u>As of the end of the reporting period</u>: (1) number of accounts (which will include accounts for which financed vehicles have been repossessed but have not yet been sold); (2) aggregate original principal balance; (3) aggregate current principal balance; (4) number of accounts that are 31-60 days delinquent; (5) aggregate current principal balance of accounts that are 31-60 days delinquent; (6) number of accounts that are 61-90 days delinquent; (7) aggregate current principal balance of accounts that are 61-90 days delinquent; (8) number of accounts that are 91-120 days delinquent; (9) aggregate current principal balance of accounts that are 91-120 days delinquent; (10) number of accounts that are more than 120 days delinquent; and (11) aggregate current principal balance of accounts that are more than 120 days delinquent;

(B) <u>Number of accounts</u>: (1) for which the financed vehicles were repossessed during the reporting period; (2) that, as determined by the servicer's policies, were paid in full during the reporting period; (3) that were charged-off during the reporting period (which will include accounts that have been charged-off due to skips and repossessions); and (4) that were repurchased during the reporting period; and

(C) <u>Amounts applied during the reporting period arising from</u>: (1) payments; (2) liquidation proceeds (which will include all amounts received on repossessions, including auction proceeds, before charge-off); (3) charge-offs; (4) recoveries; and (5) repurchases.

An illustration of the Monthly Representative Line Data Report is included as Exhibit E to this letter. Depending on the original term groupings utilized by the issuer, a report consisting of all possible combinations of the distributional groups will result in the inclusion of either 800 or 1,200 grouped-asset representative data lines and either 16,000 or 24,000 data points.

ii. Monthly Collateral Report

In a Monthly Collateral Report, issuers would provide statistical information about the underlying pool in the form of prescribed stratification tables. The Monthly Collateral Report would provide three reports: (i) Monthly Data Stratification Report; (ii) Monthly Remaining Term Report; and (iii) Monthly Payment Extension Report.

(a) Monthly Data Stratification Report

In the Monthly Data Stratification Report, data would be presented in stratification tables based on the following characteristics:

(a) *State*. A data line would be included in this stratification table for each state that represents 2% or more of the pool balance as of the end of the reporting period based on the billing address of the obligor. The remaining states would be included in the data line "Other."

(b) *Make/Model*. A data line would be included in this stratification table for each vehicle make and model that represents 2% or more of the pool balance as of the end of the reporting period. The remaining vehicle makes and models would be included in the data line "Other."

To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the current pool balance, the issuer would either:

(i) include additional data lines in this table in the Monthly Data Stratification Report for vehicle makes and models that represent less than 2% of the current pool balance until the data line "Other" represents 5% or less of the current pool balance; or

(ii) provide additional stratification tables in the Monthly Data Stratification Report based on the following characteristics:

(A) *Vehicle Type*. The data lines included in this stratification table would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the current pool balance. The issuer will designate these vehicle type classifications and provide explanatory disclosure. The remaining vehicle types would be included in the data line "Other."

(B) *Vehicle Make*. A data line would be included in this stratification table for each vehicle make that represents 2% or more of the current pool balance and the remaining vehicle makes would be included in the data line “Other.” To the extent that the financed vehicles included in the data line “Other” represent more than 5% of the current pool balance, the issuer would include additional data lines for vehicle makes that represent less than 2% of the current pool balance until the data line “Other” represents 5% or less of the current pool balance.

(c) *Model Year*. A data line would be included in this stratification table for each model year represented in the pool beginning with the oldest model year that represents 2% or more of the pool balance as of the end of the reporting period. The remaining older model years would be included in the data line “Prior to.”

(d) *Origination Year*. A data line would be included in this stratification table for each origination year represented in the pool.

(e) *APR*. A data line would be included in this stratification table for each of the following APR ranges: (1) 0.00% to 1.99%; (2) 2.00% to 3.99%; (3) 4.00% to 5.99%; (4) 6.00% to 7.99%; (5) 8.00% to 9.99%; (6) 10.00% to 11.99%; (7) 12.00% to 13.99%; (8) 14.00% to 15.99%; (9) 16.00% to 17.99%; (10) 18.00% to 19.99%; (11) 20.00% to 24.99%; and (12) 25.00% or higher.

For each data line in each stratification table in the Monthly Data Stratification Report, issuers would provide the following information:

(A) <u>*As of the end of the reporting period*</u>: (1) number of accounts (which will include accounts for which financed vehicles have been repossessed but have not yet been sold); (2) aggregate current principal balance; (3) percentage of current pool balance; and (4) percentage of accounts that are 61 or more days delinquent;

(B) <u>*Number of accounts*</u>: (1) for which the financed vehicles were repossessed during the reporting period; and (2) that were charged-off during the reporting period (which will include accounts that have been charged-off due to skips and repossessions); and

(C) <u>*Amounts applied during the reporting period arising from*</u>: (1) liquidation proceeds (which will include all amounts received on repossessions, including auction proceeds, before charge-off); (2) charge-offs; (3) recoveries; and (4) repurchases.

An illustration of the Monthly Data Stratification Report is included as <u>Exhibit F</u> to this letter.

(b) Monthly Remaining Term Report

In the Monthly Remaining Term Report, data would be presented in a stratification table with data lines for each of the following remaining term ranges: (1) 0-6 months; (2) 7-12 months; (3) 13-24 months; (4) 25-36 months; (5) 37-48 months; (6) 49-60 months; (7) 61-72 months; and (8) only to the extent that the pool contains loans with a remaining term of more than 72 months, More than 72 months. For each data line in this stratification table, the issuer would provide the following information as of the end of the reporting period: (A) number of accounts; (B) aggregate current principal balance; and (C) percentage of current pool balance.

An illustration of the Monthly Data Stratification Report is included as Exhibit G to this letter.

(c) Monthly Payment Extension Report

In the Monthly Payment Extension Report, data would be presented in a stratification table with data lines for each of the following characteristics: (1) accounts that have been extended during the reporting period; and (2) outstanding accounts that have been extended since origination. For each data line in this stratification table, the issuer would provide the following information as of the end of the reporting period: (A) the number of accounts; (B) the aggregate current principal balance; and (C) the percentage of current pool balance.

An illustration of the Monthly Collateral Report is included as Exhibit H to this letter.

4. Proposed Grouped-Asset Disclosure for Auto Leases

Under the alternative grouped-asset disclosure and reporting package for auto lease ABS, issuers of ABS backed by auto leases would be required to provide one prescribed set of reports at the time of deal offering and another prescribed set of reports on an ongoing basis.

a. Reports at Deal Offering

In the prospectus at the time of auto lease ABS offerings, issuers would provide the following two sets of reports: (i) Representative Line Data Reports; and (ii) Collateral Reports.

i. Representative Line Data Reports

The Representative Line Data Reports would include the following two reports: (i) Representative Line Credit Data Report; and (ii) Representative Line Residual Data Report.

(a) Representative Line Credit Data Report

In a Representative Line Credit Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics based on values at the time of lease origination:

(a) *FICO Score*. The groupings would be: (1) 750 or higher; (2) 700-749; (3) 650-699; (4) 600-649; (5) 550-599; (6) 500-549; (7) Lower than 500; and (8) No score.

(b) *Payment-to-Income*. The groupings would be leases that have ratios of: (1) 10% or lower; (2) 11-15%; (3) 16-20%; (4) Greater than 20%; and (5) Other.

In order to create a grouped-asset representative data line, each FICO score group would be combined with each payment-to-income group. For each grouped-asset representative data line in the Representative Line Credit Data Report, issuers would provide the following information as of the pool cutoff date: (1) number of leases; (2) aggregate acquisition cost; (3) aggregate securitization value; (4) weighted average original term; (5) weighted average remaining term; (6) weighted average securitization rate; and (7) weighted average scheduled monthly payment. All weighted averages will be weighted by the securitization value as of the pool cutoff date.

(b) Representative Line Residual Data Report

In a Representative Line Residual Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics:

(a) *Vehicle Type*. The groupings would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The issuer will designate its groupings and provide explanatory disclosure. The remaining vehicle types would be grouped into the category "Other."

(b) *Original Term*. The distributional groups would be leases with an original term of: (1) 24 or fewer months; (2) 25-36 months; and (3) 37 or more months.

(c) *Scheduled Termination Date*. The distributional groups would be the month of the first scheduled termination date represented in the pool and each subsequent month.

In order to create a grouped-asset representative data line, each group based on each of these characteristics would be combined with each of the groups for all other characteristics. For each grouped-asset representative data line in the Representative Line Residual Data Report, issuers would provide the following information as of the pool cutoff date: (1) number of leases; (2) aggregate acquisition cost; (3) aggregate securitization value; and (4) aggregate securitization residual value.

An illustration of the Representative Line Data Reports is included as Exhibit I to this letter. In the Representative Line Credit Data Report, the combination of all distributional groups and the information required would result in the inclusion of 40 grouped-asset representative data lines and 280 data points. In the Representative Line Residual Data Report, assuming four vehicle types and a distributional group of "Other" and 48 months of scheduled termination dates, the combinations would result in the inclusion of 720 grouped-asset representative data lines and 2,880 data points.

ii. Collateral Report

In a Collateral Report, issuers would provide statistical information about the underlying pool in the form of prescribed stratification tables. In this report, data would be presented in stratification tables based on the following characteristics:

(a) *State*. A data line would be included in this stratification table for each state that represents 2% or more of the initial pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other."

(b) *Vehicle Make*. A data line would be included in this stratification table for each vehicle make that represents 2% or more of the initial pool balance. The remaining vehicle makes would be included in the data line "Other."

(c) *Vehicle Model*. A data line would be included in this stratification table for each vehicle model that represents 2% or more of the initial pool balance. The remaining vehicle models would be included in the data line "Other."

(d) *Vehicle Type*. The data lines included in this stratification table would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The issuer will designate these vehicle type classifications and provide explanatory disclosure. The remaining vehicle types would be included in the data line "Other."

(e) *Remaining Term*. A data line would be included in this stratification table for each of the following remaining term ranges: (1) 0-6 months; (2) 7-12 months; (3) 13-24 months; (4) 25-36 months; (5) 37-48 months; and (6) 49 or more months.

(f) *Origination Year*. A data line would be included in this stratification table for each origination year represented in the pool.

(g) *Scheduled Termination Date*. A data line would be included in this stratification table for the month of the first scheduled termination date represented in the pool and each subsequent month.

(h) *Lease Factor*. A data line would be included in this stratification table for each of the following lease factor ranges: (1) 0.00% to 0.99%; (2) 1.00% to 1.99%; (3) 2.00% to 2.99%; (4) 3.00% to 3.99%; (5) 4.00% to 4.99%; (6) 5.00% to 5.99%; (7) 6.00% to 6.99%; (8) 7.00% to 7.99%; (9) 8.00% to 8.99%; (10) 9.00% to 9.99%; (11) 10.00% to 10.99%; (12) 11.00% to 11.99%; (13) 12.00% to 12.99%; and (14) 13.00% or higher.

For each data line in each stratification table in the Collateral Report, issuers would provide the following information as the of the pool cutoff date: (1) number of leases; (2) aggregate acquisition cost; (3) aggregate securitization value; (4) percentage of initial pool balance; (5) weighted average obligor FICO score; (6) weighted average payment-to-income ratio; (7) weighted average original term; (8) weighted average remaining term; (9) weighted average securitization rate; (10) weighted average scheduled monthly payment; (11) aggregate adjusted MSRP; and (12) aggregate securitization residual value. All weighted averages will be weighted by the securitization value as of the pool cutoff date.

An illustration of the Collateral Report is included as Exhibit J to this letter.

b. Monthly Reports

In monthly Exchange Act reports filed in connection with ABS backed by auto leases, issuers would provide the following two reports: (i) Monthly Representative Line Data Report; and (ii) Monthly Collateral Report.

i. Monthly Representative Line Data Reports

The Monthly Representative Line Data Reports would include the following two reports: (i) Monthly Representative Line Credit Data Report; and (ii) Monthly Representative Line Residual Data Report.

(a) Monthly Representative Line Credit Data Report

In a Monthly Representative Line Credit Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics based on values at the time of lease origination:

(a) *FICO Score*. The groupings would be: (1) 750 or higher; (2) 700-749; (3) 650-699; (4) 600-649; (5) 550-599; (6) 500-549; (7) Lower than 500; and (8) No score.

(b) *Payment-to-Income*. The groupings would be leases that have ratios of: (1) 10% or lower; (2) 11-15%; (3) 16-20%; (4) Greater than 20%; and (5) Other.

In order to create a grouped-asset representative data line, each FICO score group would be combined with each payment-to-income group. For each grouped-asset representative data line in the Monthly Representative Line Credit Data Report, issuers would provide the following information:

(A) *As of the end of the reporting period*: (1) number of leases (which will include leases for which leased vehicles have been returned or repossessed but have not yet been sold); (2) aggregate acquisition cost; (3) aggregate current securitization value; (4) number of leases that are 31-60 days delinquent; (5) aggregate current securitization value of leases that are 31-60 days delinquent; (6) number of leases that are 61-90 days delinquent; (7) aggregate current securitization value of leases that are 61-90 days delinquent; (8) number of leases that are 91-120 days delinquent; (9) aggregate current securitization value of leases that are 91-120 days delinquent; (10) number of leases that are more than 120 days delinquent; and (11) aggregate current securitization value of leases that are more than 120 days delinquent;

(B) *Number of leases*: (1) that, as determined by the servicer's policies, were paid off during the reporting period; (2) for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold; (3) for which the leased vehicles were repossessed during the reporting period; (4) that were charged-off during the reporting period (which will include leases that have been charged-off due to skips and repossessions); and (5) that were repurchased during the reporting period; and

(C) *Amounts applied during the reporting period arising from*: (1) payments (which will include rents, extension fees, lease end charges, etc.); (2) payoffs; (3) leased vehicles that were returned and then sold; (4) liquidation proceeds (which will include all amounts received on repossessions, including auction proceeds, before charge-off); (5) charge-offs (which will include small balance write-offs, unpaid lease end charges and charge-offs due to skips and repossessions); (6) recoveries; (7) repurchases; and (8) servicer advances.

(b) Monthly Representative Line Residual Data Report

In a Monthly Representative Line Residual Data Report, issuers would provide statistical information about the underlying pool in the form of grouped-asset representative data lines. In this report, the data would be grouped by a combination of the following characteristics:

(a) *Vehicle Type*. The groupings would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The issuer will designate its groupings and provide explanatory disclosure. The remaining vehicle types would be grouped into the category "Other."

(b) *Original Term*. The distributional groups would be leases with an original term of: (1) 24 or fewer months; (2) 25-36 months; and (3) 37 or more months.

(c) *Scheduled Termination Date*. The distributional groups would be the month of the first scheduled termination date represented in the pool and each subsequent month.

In order to create a grouped-asset representative data line, each group based on each of these characteristics would be combined with each of the groups for all other characteristics. For each grouped-asset representative data line in the Monthly Representative Line Residual Data Report, issuers would provide the following information issuers would provide the following information:

(A) *As of the end of the reporting period*: (1) number of leases (which will include leases for which leased vehicles have been returned or repossessed but have not yet been sold); (2) aggregate securitization value; and (3) aggregate securitization residual value;

(B) *Number of leases*: (1) that, as determined by the servicer's policies, were paid off during the reporting period; (2) for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold; and (3) that were repurchased during the reporting period; and

(C) *<u>Amounts applied during the reporting period arising from</u>*: (1) payoffs; (2) leased vehicles that were returned and then sold; and (3) repurchases.

An illustration of the Monthly Representative Line Data Reports is included as <u>Exhibit K</u> to this letter. In the Monthly Representative Line Credit Data Report, the combination of all distributional groups and the information required would result in the inclusion of 40 grouped-asset representative data lines and 960 data points. In the Monthly Representative Line Residual Data Report, assuming four vehicle types and a distributional group of "Other" and 48 months of scheduled termination dates, the combinations would result in the inclusion of 720 grouped-asset representative data lines and 6,480 data points.

ii. Monthly Collateral Report

In a Monthly Collateral Report, issuers would provide statistical information about the underlying pool in the form of prescribed stratification tables. The Monthly Collateral Report would provide three reports: (i) Monthly Data Stratification Report; (ii) Monthly Remaining Term Report; and (iii) Monthly Payment Extension Report.

(a) Monthly Data Stratification Report

In a Monthly Data Stratification Report, data would be presented in stratification tables based on the following characteristics:

(a) *State*. A data line would be included in this stratification table for each state that represents 2% or more of the current pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other."

(b) *Vehicle Make*. A data line would be included in this stratification table for each vehicle make that represents 2% or more of the initial pool balance. The remaining vehicle makes would be included in the data line "Other."

(c) *Vehicle Model*. A data line would be included in this stratification table for each vehicle model that represents 2% or more of the initial pool balance. The remaining vehicle models would be included in the data line "Other."

(d) *Vehicle Type*. The data lines in this stratification table would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The issuer will designate these vehicle type classifications and provide explanatory disclosure. The remaining vehicle types would be included in the data line "Other."

(e) *Origination Year*. A data line would be included in this stratification table for each origination year represented in the pool.

(f) *Scheduled Termination Date*. A data line would be included in this stratification table for the month of the first scheduled termination date represented in the pool and each subsequent month.

(g) *Lease Factor*. A data line would be included in this stratification table for each of the following lease factor ranges: (1) 0.00% to 1.99%; (2) 2.00% to 3.99%; (3) 4.00% to 5.99%; (4) 6.00% to 7.99%; (5) 8.00% to 9.99%; (6) 10.00% to 11.99%; and (7) 12.00% or higher.

For each data line in each stratification table in the Monthly Data Stratification Report, issuers would provide the following information:

(A) <u>*As of the end of the reporting period*</u>: (1) number of leases; (2) aggregate current securitization balance; (3) percentage of current pool balance; and (4) percentage of leases that are 61 or more days delinquent;

(B) <u>*Number of leases*</u>: (1) for which the leased vehicles were repossessed during the reporting period; (2) for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold; and (3) that were charged-off during the reporting period; and

(C) <u>*Amounts applied during the reporting period arising from*</u>: (1) leased vehicles that were returned and then sold; (2) liquidation proceeds; (3) charge-offs; (4) recoveries; and (5) repurchases.

An illustration of the Monthly Data Stratification Report is included as <u>Exhibit L</u> to this letter.

(b) Monthly Remaining Term Report

In the Monthly Remaining Term Report, data would be presented in a stratification table with a data line for each of the following remaining term ranges: (1) 0-6 months; (2) 7-12 months; (3) 13-24 months; (4) 25-36 months; (5) 37-48 months; and (6) 49 or more months. For each data line in this stratification table, the issuer would provide the following information as of the end of the reporting period: (A) number of leases; (B) aggregate current securitization balance; and (C) percentage of current pool balance.

An illustration of the Monthly Remaining Term Report is included as <u>Exhibit M</u> to this letter.

(c) Monthly Payment Extension Report

In the Monthly Payment Extension Report, data would be presented in a stratification table with a data line for each of the following characteristics: (1) leases that have been extended during the reporting period; and (2) outstanding leases that have been extended since origination. For each data line in this stratification table, the issuer would provide the following information as of the end of the reporting period: (A) the number of leases; (ii) the aggregate current securitization value; and (iii) the percentage of the current pool balance.

An illustration of the Monthly Payment Extension Report is included as <u>Exhibit N</u> to this letter.

C. Recommendation for Loan-Level Disclosure – Views of Loan-Level Investor Members

General

Many of our other investor members support the Commission's proposals for standard loan-level disclosure and reporting for auto loan and lease ABS transactions. These loan-level investors believe the proposals represent a significant enhancement to current disclosure practice and will provide greater insight into the asset pool than a "grouped" data framework. Standardization of data and definitions across issuers will also enable loan-level investors to compare asset pools and issuers and better identify market risks. These investors believe that provision of loan-level data will strengthen the auto ABS market and make it more resilient over the long term. In this section of the letter, they offer a loan-level disclosure and reporting framework that they believe reflects the collateral quality of the assets and the concerns of issuers, and provides flexibility if changes in the market occur.

Differing Investment Principles

Loan-level investors note at the outset that many investors do not share the same investment principles and may view risk and valuation in different ways when making an investment decision, leading them to focus on different information about the assets. Investment strategies generally result from an investor's particular principles and may change based on the type of security being purchased and its place in the capital structure. For example, these investors believe that investing in a "money market" tranche within an auto securitization (such as the Class A-1 in a typical transaction) generally does not require analysis of loan-level detail because those securities are the most senior in the structure and typically pay down in 3-5 months. However, they believe that investing in riskier subordinated tranches or the first loss piece, or even senior securities with a lower payment priority, will often require a more fulsome analysis of an asset pool, the results of which they believe would be greatly improved with loan-level granularity.

Risk-Layering

Loan-level investors believe that grouped data is inferior to loan-level data because, even with thousands of replines, a set of grouped data may not yield critical risk-layering information and may unintentionally disguise which loans in the pool are risky. For example, due to risk-layering, not all auto loans with 680 FICOs can be assumed to have the same net loss expectations. A 60 month loan on a new vehicle with a 680 FICO, a subvented interest rate and a 75% LTV in a state with low unemployment will have a different loss expectation than a 72 month loan on a used vehicle with a 680 FICO, a nonsubvented interest rate and a 105% LTV in a state with high unemployment. Loan-level information allows an investor to develop more refined risk estimations by removing any opacity created by pool-level data and permitting the investor to use his own assumptions and risk indicators.

Need for Flexibility

Grouped data is preset, which prohibits a customizable analysis of pool information by an investor and presupposes that critical credit metrics and indicators do not change over time.

Loan-level investors do not feel comfortable making such a presumption, and believe that a loan-level disclosure and reporting regime will provide enough flexibility to fulfill their needs even if changes in the market occur.[7] In fact, loan-level investors believe that loan-level data is ideal for a disclosure regulation because the groupings underlying preset grouped data may become less relevant if the market changes over time.

Loan-level investors believe that loan-level information can benefit all investors because it can be grouped by individual investors or third-parties to meet an investor's own specifications.[8] Providing raw loan-level information across a broad range of collateral characteristics will allow investors to develop customized prepay, default, gross loss and loss severity assumptions which take into account the risk-layering characteristics that they believe are most predictive, and then refine those assumptions over time using the ongoing monthly data. This will allow investors to develop better risk-based pricing for securities, which is based on factors beyond just the receipt of 100% of principal. Auto ABS are issued at a given spread and prepayment speed. For an investor to be able to realize the expected spread, securities need to amortize at the disclosed assumptions. Greater granularity in disclosure will permit an investor to produce a more refined set of assumptions, which will enable a better understanding and pricing of risk.

Past Performance of the Auto ABS Market

Loan-level investors acknowledge that securitizations of auto loans and leases were not the cause of the recent financial crisis and that auto ABS as a whole performed far better than most other asset classes during that period. However, the auto ABS market encountered difficulties in the late 1990s and early 2000s and trading and pricing levels during the recent financial crisis and the ensuing downturn have demonstrated that investors required significant returns to purchase ABS. For example, not only were BBB subordinated bonds being marked in the 50s and 60s, but AAA auto bonds backed by prime collateral were, depending on name, trading in the secondary market at triple digit spreads and, in some cases, as wide as 1000 bps. While some of this pricing behavior can be attributed to illiquidity in the market, loan-level investors believe that it likely also demonstrates that a potential for default risk existed in certain securitizations. Loan-level investors believe that this is supported by trends and events occurring during the crisis, including rising unemployment, the origination of auto loans with longer terms and higher LTVs, and an increased level of systemic risk caused by the potential insolvency of certain auto sponsors (which, absent intervention, could have led to potential servicing transfers on a tremendous amount of assets). In fact, loan-level investors question what would have occurred had the Term Asset-Backed Securities Loan Facility ("TALF"), "cash for clunkers," the Troubled Asset Relief Program ("TARP") or other plans that assisted in stabilizing the economy not been enacted.

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[7] Loan-level investors note that, in the past, there were issuers that used non-standard loan terms and that it is difficult to determine which of these terms might re-emerge, making a flexible disclosure standard critical over the long term.

[8] Loan-level investors believe that issuers would also have to perform this exercise to produce the grouped data, as loan-level data is used to create the grouped data in the first instance.

Transition Issues

Loan-level investors believe the Commission's proposal creates a more robust, consistent and flexible framework for the long term and that its benefits outweigh the additional transitional and development costs associated with its use. Furthermore, loan-level investors believe that third-party data and analytics providers will have incentive to develop more comprehensive tools that will enable investors who choose not to update internal systems to benefit from the data. These investors also acknowledge that issuers will face upfront costs associated with updating systems to capture and report the loan-level data but they question how much additional expense is associated with providing loan-level data versus grouped data (grouped data is generally produced by aggregating loan-level data).[9] Loan-level investors hope to have access to this information with a reasonable period of time, and agree with the Commission that the compliance date should not extend past a year after adoption of the new rules.[10]

Loan-level investors are aware that issuers are concerned that the disclosure of loan-level information in certain cases may create privacy issues. For example, an ultra-premium automobile may be so expensive that only a handful of people in a given region would be able to afford it, which could enable a third-party, through an analysis of the loan-level information, to identify the owner. These investors believe that in such an extreme situation, issuers could simply exclude concerning loans from a securitization (or potentially incorporate their concerns into eligibility criteria for a securitization). The use of range-based reporting for certain credit sensitive fields may also provide a solution. However, to the extent issuers or other parties raise any additional concern, investors believe the Commission should consult with other regulators to establish a view as to whether this disclosure scheme would be consistent with the Fair Credit Reporting Act, Gramm-Leach-Bliley Act or any other applicable federal privacy laws.

Loan-Level Investor Proposal

Set forth below are data fields that loan-level investors believe are important to adequately assess a given pool of auto loans and leases.[11] All loan-level fields proposed by the Commission were reviewed by the loan-level investor group and the list set forth below represents the group's concession after discussions with issuers and market participants and a review of industry practices. Loan-level investors believe that the list below meets their needs while also being mindful of issuer concerns regarding cost and the disclosure of proprietary information. These investors also believe that the list recognizes the auto ABS market's structural supports, historic performance and collateral quality. However, loan-level investors believe that these factors are subject to change over time and do not believe that past performance and ratings experience justify not providing loan-level disclosure going forward. These investors believe that the transparency afforded by loan-level data will allow all investors to evaluate, in any market and

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[9] Investors also note that there are servicers in various asset classes who currently provide loan-level data.
[10] *See* Proposing Release at 23400.
[11] The auto lease fields proposed by the Commission are nearly identical to those fields proposed for auto loans. For efficiency, the loan-level investors have not repeated each field for both asset classes and have instead only discussed the auto loan fields and certain additional fields that are exclusive to auto leases. The Commission should read the comments relating to the auto loan fields as also applying to the comparable auto lease fields.

on an independent basis, whether the pools and structures are robust and the ratings assigned are appropriate. In response to any comparison between the auto ABS market and RMBS market, loan-level investors note that they have requested approximately 40 fields at issuance and less than 20 fields on an ongoing basis, which is far less than the approximately 170 and 200 fields proposed for the RMBS market in connection with Project RESTART.

The list includes select fields from the Commission's proposal as well as several additional fields that investors believe are important for an effective framework.[12] The following discussion has been separated into the asset-level data file containing the data fields described in Schedule L and proposed to be filed on Form 8-K in connection with each offering pursuant to Item 1111A of Regulation AB, as proposed to be revised (the "Offering Data File"), and the asset-level data file containing the data fields described in Schedule L-D proposed to be filed monthly on Form 10-D, pursuant to Item 1121A of Regulation AB, as proposed to be revised (the "Reporting Data File" and, together with the Offering Data File, the "Proposed Data Files").

1. Offering Data File

a. Fields Applicable to Auto Loans and Leases

i. Item 1(a)(1) Asset number type; Item 1(a)(2) Asset number

Loan-level investors support the Commission's proposed disclosure of a unique asset number, both at the time of issuance and on an ongoing basis, as a required step toward fostering market transparency. They believe a unique asset number is essential to any loan-level disclosure or reporting scheme, as it enables investors to track an asset throughout the life of a transaction. Implementation of a standardized system would also permit investors to access additional sources of information through independent third-party databases, without concern that the asset has been separately identified or mistaken for another asset. To the extent the Commission does not adopt a standardized unique asset number, such as the ASF LINC™, Item (1)(a)(1) would also be necessary so that an investor knows whether the number has been produced internally by the issuer or is some other third-party number.

ii. Item 1(a)(5) Origination date; Item 1(a)(6) Original asset amount; Item 1(a)(7) Original asset term; Item 1(a)(8) Asset maturity date; Item 1(b)(2) Current asset balance; Item 1(b)(3) Current interest rate; Item 1(b)(4) Current payment amount due; Item 1(b)(8) Remaining term to maturity

These fields represent fundamental pieces of information that are necessary to calculate loan payment information and the bond waterfall. A useful loan-level template would have to include this basic information so that investors can use analytical tools to accurately model future loan cashflows.

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[12] Any field contained in the Commission's proposal that is not mentioned is considered by the loan-level investors to be interesting information, but not important enough to justify the additional expense required to produce it.

iii. Item 1(a)(19) Defined underwriting indicator

The quality of a loan is directly related to the criteria used to underwrite it. From time to time, auto originators will permit certain exceptions to their underwriting standards if certain compensating factors are present. Because of this practice, familiarity with an originator's underwriting criteria is not sufficient on its own, as an investor also needs to know whether deviations from the underwriting criteria have occurred. Loan-level investors do request, however, that the text of this field under "Proposed title and definition" be revised to read as follows:

> "Defined underwriting indicator. Indicate yes or no whether the loan or asset made was an exception to the underwriting criteria described in the prospectus."

This change will cause the loan-level information in the Offering Data File to dovetail with the pool-level disclosure required by Item 1111(a)(3) of Regulation AB, as proposed to be revised.

iv. Item 1(a)(20) Measurement date; 1(b)(1) Cut-off date

In order to make use of the information provided in the loan-level framework, an investor needs to know the date as of which the information is provided and the date on which collections on the assets accrue for the benefit of the trust. These two dates could be the same in certain situations in which case both fields would not be necessary.

v. Item 1(b)(5) Current delinquency status

It is important to know which of the loans are not current as of the measurement date. A delinquency is the first sign that a loan is not performing and delinquencies on multiple loans, especially when measured within a particular region or when combined with broader market factors such as unemployment, can be a sign of larger issues.

vi. Item 4(a)(2) Subvented

When an auto originator provides a subsidy to a borrower, it creates more favorable terms for the borrower's loan. Subvented loans tend to prepay slower (due to a lower interest rate) and have lower default rates as they are generally made to borrowers with better credit histories (and create an artificially low yield because of the subsidies). Whether or not a loan is subvented, in combination with a borrower's credit score, verified income and employment, and other borrower quality metrics, can impact an investor's determination of whether or not the loan will perform over time.

vii. Item 4(b)(4) New or used

This field is important because loans secured by used cars generally have higher loss expectations than loans secured by new cars. In addition, automobiles are a depreciating asset so it is critical to know whether the loan included in the pool is secured by a new or used car.

viii. Item 4(b)(2) Vehicle manufacturer

Disclosure of a vehicle manufacturer is necessary to assess the overall quality of the automobile securing the loan. Certain manufacturers consistently lead or follow the industry in quality. Without knowing the manufacturer, you have no fundamental basis on which to judge the collateral.

ix. Item 4(b)(3) Vehicle model; Item 4(b)(5) Model year

There are many reasons why vehicle model and year are important to an investor's analysis. First, a vehicle model and year are necessary for an investor to determine its value whether based on the Kelly Blue Book or some other authority, which aids an investor's ability to predict the amount of loss given a default. Second, models of a certain year may have won an award for reliability, been deemed "best-in-class" or a "lemon" by industry experts, or have been the subject of a recall. Finally, the model and year are necessary to assess the depreciation schedule attributed to the vehicle over time. Being able to group loans together by model and year allows an investor to evaluate past performance of loans secured by these automobiles and also make assumptions about future performance based on other loan-level information such as FICO, loan-to-value or income and employment verification.

x. Item 4(b)(6) Vehicle type

Certain types of vehicles perform better over time in different economic periods. Being able to group loans together by vehicle type allows an investor to evaluate past performance of the sector as well to make assumptions about future performance based on other loan-level information such as FICO or income and employment verification. In addition, cars generally have higher resale value than trucks, because trucks are often worn down by industrial or other heavy use. However, loan-level investors believe that the numerous codes proposed by the Commission are probably too onerous for issuers to report and offer a compromise list of "Car," "Truck," "SUV" and "Other".

xi. Item 4(b)(7) Vehicle value; Item 4(b)(8) Source of vehicle value

Loan-level investors believe that it is important to know the value attributed to a particular vehicle that secures a loan, especially on a going forward basis if the borrower cannot pay the loan. Investors would use this information to calculate loss severities, as a high loan amount in relation to the vehicle's value may increase the amount of loss given default. Loan-level investors would suggest removing "sales price" from the list of coded responses and instead include "MSRP." Sales price offers a poor indication of the actual value of the car, which is more akin to its wholesale value and important when gauging potential liquidation proceeds.

xii. NEW - Loan-to-Value

If the Commission believes that disclosing value (as described in the previous item) is a problem due to competitive or proprietary concerns, investors request that a loan-to-value field be required instead. The field description would be "Provide the original loan amount as a percentage of the value of the financed vehicle at the time of origination" and it could be populated by the following responses: <80; 80-89.99; 90-99.99; 100-109.99; 110-119.99; 120-129.99; 130-139.99; >140; 99= Unavailable.

xiii. Item 4(c)(1) Obligor credit score type; Item 4(c)(2) Obligor credit score; Item 4(c)(3) Obligor FICO score

A borrower's credit score is a leading metric for determining the likelihood of repayment of the loan. It is also a key reason why loan-level information provides greater insight to any pool of loans. A high credit score will be undermined if the borrower is from a geographic location that has been hit by a hurricane or by a difficult economic situation, or if the borrower has a high payment-to-income ratio or a high loan-to-value ratio. Loan-level investors note that the actual FICO score has been provided for some time in the RMBS industry and believe that it would be extremely useful in the auto space as well. If the Commission believes that disclosing the actual FICO score would create a regulatory issue, then loan-level investors request that the proposed 50 point buckets be reduced to 25.

xiv. Item 4(c)(7) Obligor income verification level; Item 4(c)(9) Obligor employment verification

Like credit score, these Items are indicative of a borrower's ability to pay a loan over time. Verifying a borrower's income and employment can offset not having a top credit score. Conversely, not verifying these items can exacerbate an average or below average credit score. In addition, a general description in the prospectus of how the issuer verifies these items would also be helpful.

xv. Item 4(c)(21) Geographic location of obligor

Geographic location of the borrower is important because economic troubles may disproportionately impact certain areas or a natural disaster may only strike a specific region. A borrower's ability to pay their loan may be impaired by these types of events and investors may want to slice the loan-level information based on the affected area to see the asset pool's ultimate exposure. Loan-level investors believe that it is sufficient to populate this field by "state", as anything more granular would likely be too burdensome for issuers.

xvi. NEW - Co-obligor present indicator (replacement for Co-obligor fields)

The Commission has proposed several Co-obligor fields in its proposal. Loan-level investors do not believe that providing all of these fields is warranted given the additional time and expense associated with gathering that information. Loan-level investors believe that it is sufficient to indicate only whether a co-obligor exists on a loan, which would indicate that the primary borrower was not creditworthy enough to sustain the loan on its own.

xvii. NEW - Scheduled monthly payment to monthly total income (replacement for income fields)

Loan-level investors believe a payment-to-income field would be appropriate in lieu of the numerous income fields proposed by the Commission, which are likely not warranted given the additional time and expense associated with gathering that information. The field description would be "Provide the scheduled monthly auto payment on the loan as a percentage of all obligor total income of all obligors at the time of origination" and it could be populated by the following responses: <5; 5-9.99; 10-14.99; 15-19.99; >20; 99= Unavailable.

xviii. Item 1(a)(4) Originator; Item 1(a)(11) Interest type; Item 1(a)(12) Amortization type; Item 1(a)(13) Original interest only term; Item 1(a)(14) First payment date; Item 1(a)(15) Primary servicer; Item 4(a)(1) Payment type; Item 1(a)(16) Servicing fee—percentage; Item 1(a)(17) Servicing fee—flat-dollar; Item 1(a)(18) Servicing advance methodology

In auto securitizations, these fields would generally be populated with the same information across each loan in the pool. For example, the primary servicer in an auto transaction is generally the same party for all loans. In those cases, it would be appropriate to disclose this information in the prospectus at the pool-level, as is done currently. Loan-level investors believe that loan-level information for these Items should only be provided where the pool is not uniform. For example, if the pool was 90% non-interest only and 10% interest only, then an issuer should provide loan-level granularity as to the original interest only term.[13]

b. Additional Fields Applicable to Auto Leases

Almost all of the offering Items proposed by the Commission with respect to auto leases are consistent with those proposed for auto loans. Set forth below are two additional lease-specific fields that should be disclosed for auto lease transactions.

i. Item 5(b)(9) Base residual value; Item 5(b)(10) Source of base residual value

Base residual value provides insight as to what the issuer believes is the actual value of the vehicle at the end of the lease. When a lease expires, any amount received (via auction or purchase by the lessee) above the base residual value flows through to the trust and anything less would be a loss to the trust. Thus, investors would use this field in estimating what cash, if any, will be received by the trust when the lease expires. It is also important for an issuer to disclose how the base residual value is calculated (and the aggregate of these items should equal the pool-level amount disclosed in the prospectus).

ii. NEW – Contractual residual value

This field would encompass the residual value as stated on the contract, which is the stated amount that a lessee needs to pay to purchase the car at the end of the lease term. Disclosing this

[13] Investors note that, in the past, there were issuers that used non-standard loan terms, and that loan-level information in those cases would be appropriate. Investors acknowledge that in today's market, these Items would generally be consistent across pools. However, it is difficult to determine whether this trend will continue in the future.

information would be valuable as it allows investors to determine the likelihood that a lessee will purchase the vehicle at the end of the lease or turn it back in. However, loan-level investors understand that issuers may have concerns disclosing this Item as it may reveal propriety pricing information. If that is the case, loan-level investors believe it is important to receive at least the base residual value as described in the previous Item.

2. Reporting Data File

a. Fields Applicable to Auto Loans and Leases

i. Item 1(a) Asset number type; Item 1(b) Asset number; Item 1(f)(7) Current asset balance; Item 1(f)(18) Remaining term to maturity; Item 1(g)(6) Servicing advance methodology

Loan-level investors reiterate their comments set forth above relating to the comparable fields included in the Offering Data File.

ii. Item 1(f)(12) Current delinquency status

A delinquency is the first sign that a loan is not performing and delinquencies on multiple loans, especially when measured within a particular region or when combined with broader market factors such as unemployment, can be a sign of broader issues within a pool of auto loans. Ongoing delinquency information is critical to understanding how the pool is performing in the aggregate, but also whether a particular loan is experiencing a one-off event or if the borrower is in financial trouble which would affect performance over time.

iii. Item 1(e) Reporting period end date

In order to make use of the information provided in the loan-level reporting framework, an investor needs to know the period within which the information is applicable.

iv. Item 1(f)(1) Total actual amount paid; Item 1(f)(9) Current schedule payment amount

If these fields are not equal in amount, it would signal that something has occurred, whether it be a modification, failure to pay the entire amount or something else. Investors may also run an actual to expected analysis to see how the loan has performed over time. This information would also be necessary to successfully model cashflows using a waterfall program.

v. Item 1(f)(17) Next interest rate

This field is necessary for issuers who do not repurchase loans that have been modified. It would also be useful to the extent that non-standard loan terms (*i.e.*, non-fixed interest rates) reemerge in the market. If interest rates were to change (for any reason), this field would be necessary to accurately model future loan cashflows.

vi. Item 1(g)(4) Servicer advance amount

Servicing advances indicate that the borrower has not made a scheduled monthly payment, which may be the first sign of a nonperforming loan.

vii. Item 1(i)(4) Repurchase reason

This will enable investors to assess the issuer's compliance with representations and warranties.

viii. Item 1(k)(1) Charged-off principal amount

This will aid an investor's review of trust accounting and would be a necessary item to successfully model cashflows using a waterfall program. It would also help an investor to develop gross loss expectations for particular assets.

ix. Item 4(b) Amounts recovered

The amounts recovered on a defaulted loan are necessary to accurately model future cashflows of the loans. The information can also provide insight as to the expected net losses on future defaulted loans within the pool, which can aid investors in calculating expected returns.

x. Item 4(c) Repossessed; Item 4(c)(1) Repossession proceeds

Repossession of an automobile signals that a severely delinquent loan is about to be liquidated. The time from initial delinquency to the repossession may signal the future liquidation timing for comparable vehicle models and years. The repossession proceeds provide information on the loss severity on the particular vehicle model and year, providing a base case scenario for other similar loans in the pool.

xi. NEW - Item Modification Type

There are differences in servicing practices across auto securitizations, especially as they relate to modifications. Some issuers follow strict repurchase rules on modified loans while others allow the servicer to take actions that maximize the value to the trust, and there is at least one servicer that has the ability to change the APR on a subset of loans. Investors should know which loans have been modified and repurchased and a reason for the modification. Loan-level investors suggest the coded responses to include "APR," "Principal," "Term," "Extension" and "Other."

b. Additional Fields Applicable to Auto Leases

Almost all of the reporting Items proposed by the Commission with respect to auto leases are consistent with those proposed for auto loans. Set forth below are four additional lease-specific fields that should be disclosed for auto lease transactions.

i. Item 5(d) Termination indicator

It is important to know how the lease ended, but loan-level investors would suggest different coded responses that those proposed by the Commission. The field should instead be populated by "payoff" (the full amount due under the lease), "return" (auction proceeds), "repossession" (liquidation proceeds), "repurchase" (repurchase amount), and "other" (*i.e.*., skips or insurance payoff shortfalls).

ii. Item 5(e) Excess wear and tear; Item 5(f) Excess mileage received

Loan-level investors do not believe that a breakdown of excess fees received by the trust is warranted, and believe these fields should be combined into one "excess fees" field.

iii. Item 5(g) Sales proceeds; Item 5(j) Amounts recovered

Loan-level investors are not exactly sure what information these two fields are meant to capture. In this context, loan-level investors would want to know any disposition proceeds received or amounts recovered by the trust due to termination of the lease (*i.e.*, sales at lease termination, purchase by lessee, insurance payoff, etc.). This amount would be compared against the base residual value to calculate what amounts would be paid to the trust.

iv. Item 5(h) Lease extension

It is important for investors to know whether the lease has been extended and any incremental lease payments to the trust should also be capture.

* * *

ASF very much appreciates the opportunity to provide the foregoing comments in response to the Commission's Proposing Release. Should you have any questions or desire any clarification concerning the matters addressed in this letter, please do not hesitate to contact me at 212.412.7107 or at tdeutsch@americansecuritization.com, Evan Siegert, ASF Associate Director, at 212.412.7109 or at esiegert@americansecuritization.com, or ASF's outside counsel on these matters, Michael Mitchell of Orrick, Herrington & Sutcliffe LLP, at 202.339.8479 or at mhmitchell@orrick.com.

Sincerely,

Tom Deutsch

Tom Deutsch
Executive Director
American Securitization Forum

cc: Via Hand Delivery

The Honorable Mary L. Schapiro, Chairman
The Honorable Luis A. Aguilar, Commissioner
The Honorable Kathleen L. Casey, Commissioner
The Honorable Troy A. Paredes, Commissioner
The Honorable Elisse B. Walter, Commissioner
Meredith B. Cross, Director, Division of Corporation Finance
Paula Dubberly, Deputy Director, Division of Corporation Finance
Katherine W. Hsu, Senior Special Counsel, Office of Rulemaking
Rolaine S. Bancroft, Special Counsel, Office of Structured Finance, Transportation and Leisure

EXHIBITS

Exhibit A
Illustration of Monthly Representative Line Data Report for Floorplan Pools

Distributional Groups		Information Presented																		
				Loan Age Distribution (Days Outstanding) [3]																
Dealer Risk Group[1]	Geographic Location[2]	Number of Accounts	Percentage of Accounts	0-120	121-180	181-270	Over 270	Beginning of Period Principal Balance	Principal Collections	Principal Adjustments	Principal Reduction - Redesignated Accounts	Defaulted Loans	New Loans	Added Loans (Additional Designated Accounts)	End of Period Principal Balance	Percentage of End of Period Principal Balance	Payment Rate	Losses or (Recoveries)	Interest Collections	Used Vehicle Balance
I	Midwest / East North Central		%					$	$	$	$				$	%	%	$	$	$
I	Midwest / West North Central																			
I	Northeast / Middle Atlantic																			
I	Northeast / New England																			
I	Northeast / South Atlantic																			
I	South / East South Central																			
I	South / South Atlantic																			
I	South / West South Central																			
I	West / Mountain																			
I	West / Pacific																			
II	Midwest / East North Central																			
II	Midwest / West North Central																			
II	Northeast / Middle Atlantic																			
II	Northeast / New England																			
II	Northeast / South Atlantic																			
II	South / East South Central																			
II	South / South Atlantic																			
II	South / West South Central																			
II	West / Mountain																			
II	West / Pacific																			
III	Midwest																			
III	Northeast																			
III	South																			
III	West																			
IV	National																			

[1] Based on the risk classification used by the sponsor to assess the financial condition of each dealer.
[2] Based on the appropriate geographic territories selected by the sponsor. In most cases, groupings would be based on the geographic regions or divisions established by the U.S. Census Bureau.
[3] Appropriate loan age distributional groupings designated by the issuer.

Exhibit B
Illustration of Quarterly Representative Line Data Reports for Floorplan Pools

<u>Report on Age Distribution of Loans by Risk Group</u>

Distributional Groups		Information Presented[4]						
		Three Months Ended		Year Ended December 31,				
Loan Age Distribution[5]	Dealer Risk Group[6]	Q1 Year 6	Q1 Year 5	Year 5	Year 4	Year 3	Year 2	Year 1
0-120 days outstanding	I	%	%	%	%	%	%	%
0-120 days outstanding	II							
0-120 days outstanding	III							
0-120 days outstanding	IV							
0-120 days outstanding	**Total**							
121-180 days outstanding	I							
121-180 days outstanding	II							
121-180 days outstanding	III							
121-180 days outstanding	IV							
121-180 days outstanding	**Total**							
181-270 days outstanding	I							
181-270 days outstanding	II							
181-270 days outstanding	III							
181-270 days outstanding	IV							
181-270 days outstanding	**Total**							
Over 270 days outstanding	I							
Over 270 days outstanding	II							
Over 270 days outstanding	III							
Over 270 days outstanding	IV							
Over 270 days outstanding	**Total**							

[4] For each grouped account data line, issuers would provide the percentage of aggregate account balance represented by that data line (1) as of the end of each of the previous five fiscal years and (2) as of the end of both the most recently completed fiscal quarter and the corresponding fiscal quarter from the immediately prior fiscal year.
[5] Appropriate loan age distributional groupings designated by the issuer. For purposes of this report, the age of a loan starts from the date the related vehicle was initially financed by the dealer.
[6] Based on the risk classification used by the sponsor to assess the financial condition of each dealer.

Report on Age Distribution of Loans by Financed Vehicle Type

Distributional Groups		Information Presented				
			Loan Age Distribution (Days Outstanding)[7]			
Line	Vehicle Type[8]	Percentage of Pool	0-120	121-180	181-270	Over 270
New	Make 1/Model 1	%	%	%	%	%
New	Make 1/Model 2					
New	Make 1/Model 3					
Used	Make 1/Model 4					
New	Make 2/Model 1					
Used	Make 2/Model 2					
New	Make 2/Model 3					
New	Make 2/Model 4					
Other New Models						
Other Used Models						

[7] For purposes of this report, the age of a loan starts from the date the related vehicle was initially financed by the dealer.
[8] Appropriate vehicle type distributional groupings designated by the issuer based on: make; make and model; category (e.g., car, medium truck, heavy truck, etc.); or make and category. Each vehicle type representing 2% or more of the initial pool balance would be presented on this form. The remaining vehicle types would be represented in the distributional groups "Other New Models" or "Other Used Models," as appropriate.

Report on Account Balance Distribution

Distributional Groups		Information Presented			
Account Balance[9]	Dealer Risk Group[10]	Principal of Loans Outstanding	Percentage of Aggregate Principal of Loans	Number of Designated Accounts	Percentage of Aggregate Number of Designated Accounts
Less than $1,000,000	I	$	%		%
Less than $1,000,000	II				
Less than $1,000,000	III				
Less than $1,000,000	IV				
$1,000,000 to $2,499,999	I				
$1,000,000 to $2,499,999	II				
$1,000,000 to $2,499,999	III				
$1,000,000 to $2,499,999	IV				
$2,500,000 to $4,999,999	I				
$2,500,000 to $4,999,999	II				
$2,500,000 to $4,999,999	III				
$2,500,000 to $4,999,999	IV				
$5,000,000 to $7,499,999	I				
$5,000,000 to $7,499,999	II				
$5,000,000 to $7,499,999	III				
$5,000,000 to $7,499,999	IV				
$7,500,000 to $9,999,999	I				
$7,500,000 to $9,999,999	II				
$7,500,000 to $9,999,999	III				
$7,500,000 to $9,999,999	IV				
$10,000,000 and over	I				
$10,000,000 and over	II				
$10,000,000 and over	III				
$10,000,000 and over	IV				

[9] Appropriate account balance distributional groupings designated by the issuer based on ranges that are meaningful for the applicable pool.
[10] Based on the risk classification used by the sponsor to assess the financial condition of each dealer.

Exhibit C
Illustration of Representative Line Data Report for Auto Loan Pools[1]

Distributional Groups[2]						Information Presented[3]						
Data Line	Obligor FICO Score	LTV	Payment-to-Income	New/ Used	Original Term[4]	Number of Accounts	Aggregate Original Principal Balance	Aggregate Current Principal Balance	WA Remaining Term	WA APR	WA Scheduled Monthly Payment	Subvened[5]
1	750 or higher	85% or lower	10% or lower	New	60 or fewer months		$	$		%	$	$
2	700-749	86-100%	11-15%	Used	More than 60 months							
3	650-699	101-115%	16-20%	New	60 or fewer months							
4	600-649	116-130%	Greater than 20%	Used	More than 60 months							
5	550-599	Greater than 130%	Other	New	60 or fewer months							
6	500-549	85% or lower	10% or lower	Used	More than 60 months							
7	Lower than 500	86-100%	11-15%	New	60 or fewer months							
8	No score	101-115%	16-20%	Used	More than 60 months							
9	750 or higher	86-100%	11-15%	Used	More than 60 months							

[1] All weighted averages are weighted by principal balance as of pool cutoff date.
[2] Based on values at the time of loan origination.
[3] As of pool cutoff date.
[4] If the initial pool contains loans with original terms of more than 72 months, the groupings would be loans with original terms of: (i) 60 or fewer months; (ii) 61-72 months; and (iii) More than 72 months.
[5] Aggregate current principal balance of accounts for which vehicle manufacturer interest rate subvention was received.

Exhibit D
Form of Collateral Report for Auto Loan Pools[1]

Collateral Report – State[2]

State	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
State 1		$	%		%	%	%			%
State 2										
State 3										
State 4										
State 5										
State 6										
State 7										
State 8										
State 9										
State 10										
Other										
Total / WA		$	%		%	%	%			%

[1] All weighted averages are weighted by principal balance as of pool cutoff date.
[2] A data line would be included for each state that represents 2% or more of the initial pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other."

Collateral Report – Make/Model[3]

Make/Model	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
Make/Model 1		$	%		%	%	%			%
Make/Model 2										
Make/Model 3										
Make/Model 4										
Make/Model 5										
Make/Model 6										
Make/Model 7										
Make/Model 8										
Make/Model 9										
Make/Model 10										
Other										
Total / WA		$	%		%	%	%			%

[3] A data line would be included for each vehicle make and model that represents 2% or more of the initial pool balance. The remaining vehicle makes and models would be included in the data line "Other." To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the initial pool balance, the issuer would either:

(i) include additional data lines for vehicle makes and models that represent less than 2% of the initial pool balance until the data line "Other" represents 5% or less of the initial pool balance; or

(ii) provide additional stratification tables based on the following characteristics:

(A) *Vehicle Type*. Data lines would be based on issuer-selected vehicle type classifications that, in the aggregate, represent at least 95% of the initial pool balance. The remaining vehicle types would be included in the data line "Other."

(B) *Vehicle Make*. A data line would be included for each vehicle make that represents 2% or more of the initial pool balance and the remaining vehicle makes would be included in the data line "Other." To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the initial pool balance, the issuer would include additional data lines for vehicle makes that represent less than 2% of the initial pool balance until the data line "Other" represents 5% or less of the initial pool balance.

Collateral Report – Model Year[4]

Model Year	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
Year 8		$	%		%	%	%			%
Year 7										
Year 6										
Year 5										
Year 4										
Year 3										
Year 2										
Year 1										
Prior to Year 1										
Total / WA		$	%		%	%	%			%

[4] A data line would be included for each model year represented in the pool beginning with the oldest model year that represents 2% or more of the initial pool balance. The remaining older model years would be included in the data line "Prior to."

Collateral Report – Remaining Term[5]

Remaining Term	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
0-6 months		$	%		%	%	%			%
7-12 months										
13-24 months										
25-36 months										
37-48 months										
49-60 months										
61-72 months										
Total / WA		$	%		%	%	%			%

[5] If the initial pool contains loans with remaining terms of more than 72 months, a data line "More than 72 months" would be added.

Collateral Report – Origination Year[6]

Origination Year	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
Year 6		$	%		%	%	%			%
Year 5										
Year 4										
Year 3										
Year 2										
Year 1										
Total / WA		$	%		%	%	%			%

[6] A data line would be included for each origination year represented in the pool.

Collateral Report – APR

APR	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	WA Obligor FICO Score	WA LTV	WA Payment-to-Income	Percentage New	WA Original Term	WA Remaining Term	WA APR
0.00 to 0.99%		$	%		%	%	%			%
1.00 to 1.99%										
2.00 to 2.99%										
3.00 to 3.99%										
4.00 to 4.99%										
5.00 to 5.99%										
6.00 to 6.99%										
7.00 to 7.99%										
8.00 to 8.99%										
9.00 to 9.99%										
10.00 to 10.99%										
11.00 to 11.99%										
12.00 to 12.99%										
13.00 to 13.99%										
14.00 to 14.99%										
15.00 to 15.99%										
16.00 to 16.99%										
17.00 to 17.99%										
18.00 to 18.99%										
19.00 to 19.99%										
20.00 to 24.99%										
25.00% or higher										
Total / WA		$	%		%	%	%			%

Exhibit E
Illustration of Monthly Representative Line Data Report for Auto Loan Pools
Part 1 of 2

						Information Presented as of the End of the Reporting Period										
Distributional Groups[1]									31-60 Days Delinquent		61-90 Days Delinquent		91-120 Days Delinquent		More Than 120 Days Delinquent	
Data Line	Obligor FICO Score	LTV	Payment-to-Income	New/Used	Original Term[2]	Number of Accounts[3]	Aggregate Original Principal Balance	Aggregate Current Principal Balance	Number of Accounts	Aggregate Current Principal Balance	Number of Accounts	Aggregate Current Principal Balance	Number of Accounts	Aggregate Current Principal Balance	Number of Accounts	Aggregate Current Principal Balance
1	750 or higher	85% or lower	10% or lower	New	60 or fewer months		$	$		$		$		$		$
2	700-749	86-100%	11-15%	Used	More than 60 months											
3	650-699	101-115%	16-20%	New	60 or fewer months											
4	600-649	116-130%	Greater than 20%	Used	More than 60 months											
5	550-599	Greater than 130%	Other	New	60 or fewer months											
6	500-549	85% or lower	10% or lower	Used	More than 60 months											
7	Lower than 500	86-100%	11-15%	New	60 or fewer months											
8	No score	101-115%	16-20%	Used	More than 60 months											
9	750 or higher	86-100%	11-15%	Used	More than 60 months											

[1] Based on values at the time of loan origination.
[2] If the initial pool contains loans with original terms of more than 72 months, the groupings would be loans with original terms of: (i) 60 or fewer months; (ii) 61-72 months; and (iii) More than 72 months.
[3] Includes accounts for which financed vehicles have been repossessed but have not yet been sold.

Illustration of Monthly Representative Line Data Report for Auto Loan Pools
Part 2 of 2

	Distributional Groups[1]					Information Presented for the Reporting Period								
						Number of Accounts				Amounts Applied During the Reporting Period Arising From				
Data Line	Obligor FICO Score	LTV	Payment-to-Income	New/ Used	Original Term[2]	Repossessed	Paid in Full[4]	Charged-off[5]	Repurchased	Payments	Liquidation Proceeds[6]	Charge-offs	Recoveries	Repurchases
1	750 or higher	85% or lower	10% or lower	New	60 or fewer months					$	$	$	$	$
2	700-749	86-100%	11-15%	Used	More than 60 months									
3	650-699	101-115%	16-20%	New	60 or fewer months									
4	600-649	116-130%	Greater than 20%	Used	More than 60 months									
5	550-599	Greater than 130%	10% or lower	New	60 or fewer months									
6	500-549	85% or lower	11-15%	Used	More than 60 months									
7	Lower than 500	86-100%	16-20%	New	60 or fewer months									
8	No score	101-115%	Greater than 20%	Used	More than 60 months									
9	750 or higher	86-100%	11-15%	Used	More than 60 months									
Cumulative										$	$	$	$	$

[4] As determined by the servicer's policies.
[5] Includes accounts that have been charged-off due to skips and repossessions.
[6] Includes all amounts received on repossessions, including auction proceeds, before charge-off.

Exhibit F
Form of Monthly Data Stratification Report for Auto Loan Pools

Monthly Data Stratification Report – State[1]

	As of the End of the Reporting Period				For the Reporting Period					
					Number of Accounts		Amounts Applied During the Reporting Period Arising From			
State	**Number of Accounts[2]**	**Aggregate Current Principal Balance**	**Percentage of Pool**	**Percentage of Accounts 61+ Days Delinquent**	**Repossessed**	**Charged-off[3]**	**Liquidation Proceeds[4]**	**Charge-offs**	**Recoveries**	**Repurchases**
State 1		$	%	%			$	$	$	$
State 2										
State 3										
State 4										
State 5										
State 6										
State 7										
State 8										
State 9										
State 10										
Other										
Total		$	%	%			$	$	$	$

[1] A data line would be included for each state that represents 2% or more of the pool balance as of the end of the reporting period based on the billing address of the obligor. The remaining states would be included in the data line "Other."
[2] For all stratification tables in this Monthly Data Stratification Report, "Number of Accounts" includes accounts for which financed vehicles have been repossessed but have not yet been sold.
[3] For all stratification tables in this Monthly Data Stratification Report, "Charged-off" includes accounts that have been charged-off due to skips and repossessions.
[4] For all stratification tables in this Monthly Data Stratification Report, "Liquidation Proceeds" includes all amounts received on repossessions, including auction proceeds, before charge-off.

Monthly Data Stratification Report – Make/Model[5]

	As of the End of the Reporting Period				For the Reporting Period					
					Number of Accounts		Amounts Applied During the Reporting Period Arising From			
Make/Model	**Number of Accounts**	**Aggregate Current Principal Balance**	**Percentage of Pool**	**Percentage of Accounts 61+ Days Delinquent**	**Repossessed**	**Charged-off**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Make/Model 1		$	%	%			$	$	$	$
Make/Model 2										
Make/Model 3										
Make/Model 4										
Make/Model 5										
Make/Model 6										
Make/Model 7										
Make/Model 8										
Make/Model 9										
Make/Model 10										
Other										
Total		$	%	%			$	$	$	$

[5] A data line would be included for each vehicle make and model that represents 2% or more of the pool balance as of the end of the reporting period. The remaining vehicle makes and models would be included in the data line "Other." To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the current pool balance, the issuer would either:

(i) include additional data lines for vehicle makes and models that represent less than 2% of the current pool balance until the data line "Other" represents 5% or less of the current pool balance; or

(ii) provide additional stratification tables based on the following characteristics:

(A) *Vehicle Type*. Data lines would be based on issuer-selected vehicle type classifications that, in the aggregate, represent at least 95% of the current pool balance. The remaining vehicle types would be included in the data line "Other."

(B) *Vehicle Make*. A data line would be included for each vehicle make that represents 2% or more of the current pool balance and the remaining vehicle makes would be included in the data line "Other." To the extent that the financed vehicles included in the data line "Other" represent more than 5% of the current pool balance, the issuer would include additional data lines for vehicle makes that represent less than 2% of the current pool balance until the data line "Other" represents 5% or less of the current pool balance.

Monthly Data Stratification Report – Model Year[6]

	As of the End of the Reporting Period				For the Reporting Period					
					Number of Accounts		Amounts Applied During the Reporting Period Arising From			
Model Year	Number of Accounts	Aggregate Current Principal Balance	Percentage of Pool	Percentage of Accounts 61+ Days Delinquent	Repossessed	Charged-off	Liquidation Proceeds	Charge-offs	Recoveries	Repurchases
Year 8		$	%	%			$	$	$	$
Year 7										
Year 6										
Year 5										
Year 4										
Year 3										
Year 2										
Year 1										
Prior to Year 1										
Total		$	%	%			$	$	$	$

[6] A data line would be included for each model year represented in the pool beginning with the oldest model year that represents 2% or more of the pool balance as of the end of the reporting period. The remaining older model years would be included in the data line "Prior to."

Monthly Data Stratification Report – Origination Year[7]

	As of the End of the Reporting Period				For the Reporting Period					
					Number of Accounts		Amounts Applied During the Reporting Period Arising From			
Origination Year	**Number of Accounts**	**Aggregate Current Principal Balance**	**Percentage of Pool**	**Percentage of Accounts 61+ Days Delinquent**	**Repossessed**	**Charged-off**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Year 6		$	%	%			$	$	$	$
Year 5										
Year 4										
Year 3										
Year 2										
Year 1										
Total		$	%	%			$	$	$	$

[7] A data line would be included for each origination year represented in the pool.

Monthly Data Stratification Report – APR

	As of the End of the Reporting Period				For the Reporting Period					
					Number of Accounts		Amounts Applied During the Reporting Period Arising From			
APR	**Number of Accounts**	**Aggregate Current Principal Balance**	**Percentage of Pool**	**Percentage of Accounts 61+ Days Delinquent**	**Repossessed**	**Charged-off**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
0.00 to 1.99%		$	%	%			$	$	$	$
2.00 to 3.99%										
4.00 to 5.99%										
6.00 to 7.99%										
8.00 to 9.99%										
10.00 to 11.99%										
12.00 to 13.99%										
14.00 to 15.99%										
16.00 to 17.99%										
18.00 to 19.99%										
20.00 to 24.99%										
25.00% or higher										
Total		$	%	%			$	$	$	$

Exhibit G
Form of Monthly Remaining Term Report for Auto Loan Pools[1]

	As of the End of the Reporting Period		
Remaining Term	**Number of Accounts**	**Aggregate Current Principal Balance**	**Percentage of Pool**
0-6 months		$	%
7-12 months			
13-24 months			
25-36 months			
37-48 months			
49-60 months			
61-72 months			
Total		$	%

[1] If the current pool contains loans with remaining terms of more than 72 months, a data line "More than 72 months" would be added.

Exhibit H
Form of Monthly Payment Extension Report for Auto Loan Pools

	As of the End of the Reporting Period		
Current/Cumulative	**Number of Accounts**	**Aggregate Current Principal Balance**	**Percentage of Pool**
Accounts extended during reporting period		$	%
Outstanding accounts extended since origination		$	%

Exhibit I
Illustration of Representative Line Data Reports for Auto Lease Pools[1]

Representative Line Credit Data Report

Distributional Groups[2]			Information Presented[3]						
Data Line	Obligor FICO Score	Payment-to-Income	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment
1	750 or higher	10% or lower		$	$			%	$
2	700-749	11-15%							
3	650-699	16-20%							
4	600-649	Greater than 20%							
5	550-599	Other							
6	500-549	10% or lower							
7	Lower than 500	11-15%							
8	No score	16-20%							
9	750 or higher	11-15%							

1 All weighted averages are weighted by securitization value as of pool cutoff date.
2 Based on values at the time of lease origination.
3 As of pool cutoff date.

Representative Line Residual Data Report

Distributional Groups				Information Presented[4]			
Data Line	Vehicle Type[5]	Original Term	Scheduled Termination Date[6]	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Aggregate Securitization Residual Value
1	Vehicle type 1	24 or fewer months	Year 1 January		$	$	$
2	Vehicle type 2	25-36 months	Year 1 February				
3	Vehicle type 3	37 or more months	Year 1 March				
4	Vehicle type 4	24 or fewer months	Year 1 April				
5	Vehicle type 5	25-36 months	Year 1 May				
6	Vehicle type 6	37 or more months	Year 1 June				
7	Vehicle type 1	24 or fewer months	Year 1 July				
8	Vehicle type 2	25-36 months	Year 1 August				
9	Vehicle type 3	37 or more months	Year 1 September				
10	Vehicle type 4	24 or fewer months	Year 1 October				
11	Vehicle type 5	25-36 months	Year 1 November				
12	Vehicle type 6	37 or more months	Year 1 December				
13	Other	24 or fewer months	Year 2 January				
14	Vehicle type 1	25-36 months	Year 2 February				

[4] As of pool cutoff date.
[5] Based on issuer-selected vehicle type classifications that, in the aggregate, represent at least 95% of the initial pool balance. The remaining vehicle types would be grouped into the category "Other."
[6] Based on the month of the first scheduled termination date represented in the pool and each subsequent month.

Exhibit J
Form of Collateral Report for Auto Lease Pools[1]

Collateral Report – State[2]

State	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
State 1		$	$	%		%			%	$	$	$
State 2												
State 3												
State 4												
State 5												
State 6												
State 7												
State 8												
State 9												
State 10												
Other												
Total / WA		$	$	%		%			%	$	$	$

[1] All weighted averages are weighted by securitization value as of pool cutoff date.
[2] A data line would be included for each state that represents 2% or more of the initial pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other."

Collateral Report – Vehicle Make[3]

Make	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
Make 1		$	$	%		%			%	$	$	$
Make 2												
Make 3												
Other												
Total / WA		$	$	%		%			%	$	$	$

[3] A data line would be included for each vehicle make that represents 2% or more of the initial pool balance. The remaining vehicle makes would be included in the data line "Other."

Collateral Report – Vehicle Model[4]

Model	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
Model 1		$	$	%		%			%	$	$	$
Model 2												
Model 3												
Model 4												
Model 5												
Model 6												
Model 7												
Model 8												
Model 9												
Model 10												
Other												
Total / WA		$	$	%		%			%	$	$	$

[4] A data line would be included for each vehicle model that represents 2% or more of the initial pool balance. The remaining vehicle models would be included in the data line "Other."

Collateral Report – Vehicle Type[5]

Vehicle Type	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
Vehicle type 1		$	$	%		%			%	$	$	$
Vehicle type 2												
Vehicle type 3												
Vehicle type 4												
Other												
Total / WA		$	$	%		%			%	$	$	$

[5] The data lines would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The remaining vehicle types would be included in the data line "Other."

Collateral Report – Remaining Term

Remaining Term	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
0-6 months		$	$	%		%			%	$	$	$
7-12 months												
13-24 months												
25-36 months												
37-48 months												
49 or more months												
Total / WA		$	$	%		%			%	$	$	$

Collateral Report – Origination Year[6]

Origination Year	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
Year 6		$	$	%		%			%	$	$	$
Year 5												
Year 4												
Year 3												
Year 2												
Year 1												
Total / WA		$	$	%		%			%	$	$	$

[6] A data line would be included for each origination year represented in the pool.

Collateral Report – Scheduled Termination Date[7]

Scheduled Termination Date	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
Year 1 January		$	$	%		%			%	$	$	$
Year 1 February												
Year 1 March												
Year 1 April												
Year 1 May												
Year 1 June												
Year 1 July												
Year 1 August												
Year 1 September												
Year 1 October												
Year 1 November												
Year 1 December												
Year 2 January												
Year 2 February												
Year 2 March												
Year 2 April												
Year 2 May												
Year 2 June												
Total / WA		$	$	%		%			%	$	$	$

[7] A data line would be included for the month of the first scheduled termination date represented in the pool and each subsequent month.

Collateral Report – Lease Factor

Lease Factor	Number of Leases	Aggregate Acquisition Cost	Aggregate Securitization Value	Percentage of Pool	WA Obligor FICO Score	WA Payment-to-Income	WA Original Term	WA Remaining Term	WA Securitization Rate	WA Scheduled Monthly Payment	Aggregate Adjusted MSRP	Aggregated Securitization Residual Value
0.00 to 0.99%		$	$	%		%			%	$	$	$
1.00 to 1.99%												
2.00 to 2.99%												
3.00 to 3.99%												
4.00 to 4.99%												
5.00 to 5.99%												
6.00 to 6.99%												
7.00 to 7.99%												
8.00 to 8.99%												
9.00 to 9.99%												
10.00 to 10.99%												
11.00 to 11.99%												
12.00 to 12.99%												
13.00% or higher												
Total / WA		$	$	%		%			%	$	$	$

Exhibit K
Illustration of Monthly Representative Line Data Reports for Auto Lease Pools

Monthly Representative Line Credit Data Report
Part 1 of 2

			Information Presented as of the End of the Reporting Period										
Distributional Groups[1]						31-60 Days Delinquent		61-90 Days Delinquent		91-120 Days Delinquent		More Than 120 Days Delinquent	
Data Line	Obligor FICO Score	Payment-to-Income	Number of Leases[2]	Aggregate Acquisition Cost	Aggregate Current Securitization Value	Number of Leases	Aggregate Current Securitization Value	Number of Leases	Aggregate Current Securitization Value	Number of Leases	Aggregate Current Securitization Value	Number of Leases	Aggregate Current Securitization Value
1	750 or higher	10% or lower		$	$		$		$		$		$
2	700-749	11-15%											
3	650-699	16-20%											
4	600-649	Greater than 20%											
5	550-599	Other											
6	500-549	10% or lower											
7	Lower than 500	11-15%											
8	No score	16-20%											
9	750 or higher	11-15%											

[1] Based on values at the time of lease origination.
[2] Includes leases for which leased vehicles have been returned or repossessed but have not yet been sold.

Monthly Representative Line Credit Data Report
Part 2 of 2

			Information Presented for the Reporting Period												
Distributional Groups[1]			Number of Leases					Amounts Applied During the Reporting Period Arising From							
Data Line	Obligor FICO Score	Payment-to-Income	Paid Off[3]	Returned and Sold[4]	Repossessed	Charged-off[5]	Repurchased	Payments[6]	Payoffs	Vehicles Returned and Sold	Liquidation Proceeds[7]	Charge-offs[8]	Recoveries	Repurchases	Servicer Advances[9]
1	750 or higher	10% or lower						$	$	$	$	$	$	$	$
2	700-749	11-15%													
3	650-699	16-20%													
4	600-649	Greater than 20%													
5	550-599	Other													
6	500-549	10% or lower													
7	Lower than 500	11-15%													
8	No score	16-20%													
9	750 or higher	11-15%													

[3] As determined by the servicer's policies.
[4] Includes leases for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold.
[5] Includes leases that have been charged-off due to skips and repossessions.
[6] Includes rents, extension fees, lease end charges, etc.
[7] Includes all amounts received on repossessions, including auction proceeds, before charge-off.
[8] Includes small balance write-offs, unpaid lease end charges, and charge-offs due to skips and repossessions.
[9] Included only if applicable.

Monthly Representative Line Residual Data Report

				As of the End of the Reporting Period			For the Reporting Period					
Distributional Groups							Number of Leases			Amounts Applied During the Reporting Period Arising From		
Data Line	Vehicle Type[10]	Original Term	Scheduled Termination Date[11]	Number of Leases[12]	Aggregate Securitization Value	Aggregate Securitization Residual Value	Paid Off[13]	Returned and Sold[14]	Repurchased	Payoffs	Vehicles Returned and Sold	Repurchases
1	Vehicle type 1	24 or fewer months	Year 1 January		$	$				$	$	$
2	Vehicle type 2	25-36 months	Year 1 February									
3	Vehicle type 3	37 or more months	Year 1 March									
4	Vehicle type 4	24 or fewer months	Year 1 April									
5	Vehicle type 5	25-36 months	Year 1 May									
6	Vehicle type 6	37 or more months	Year 1 June									
7	Vehicle type 1	24 or fewer months	Year 1 July									
8	Vehicle type 2	25-36 months	Year 1 August									
9	Vehicle type 3	37 or more months	Year 1 September									
10	Vehicle type 4	24 or fewer months	Year 1 October									
11	Vehicle type 5	25-36 months	Year 1 November									
12	Vehicle type 6	37 or more months	Year 1 December									
13	Other	24 or fewer months	Year 2 January									
14	Vehicle type 1	25-36 months	Year 2 February									

[10] Based on issuer-selected vehicle type classifications that, in the aggregate, represent at least 95% of the initial pool balance. The remaining vehicle types would be grouped into the category "Other."
[11] Based on the month of the first scheduled termination date represented in the pool and each subsequent month.
[12] Includes leases for which leased vehicles have been returned or repossessed but have not yet been sold.
[13] As determined by the servicer's policies.
[14] Includes leases for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold.

Exhibit L
Form of Monthly Data Stratification Report for Auto Lease Pools

Monthly Data Stratification Report – State[1]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
State	Number of Leases	Aggregate Current Securitization Balance	Percentage of Pool	Percentage of Leases 61+ Days Delinquent	Repossessed	Returned and Sold[2]	Charged-off	Vehicles Returned and Sold	Liquidation Proceeds	Charge-offs	Recoveries	Repurchases
State 1		$	%	%				$	$	$	$	$
State 2												
State 3												
State 4												
State 5												
State 6												
State 7												
State 8												
State 9												
State 10												
Other												
Total		$	%	%				$	$	$	$	$

[1] A data line would be included for each state that represents 2% or more of the current pool balance based on the billing address of the obligor. The remaining states would be included in the data line "Other.

[2] For all stratification tables in this Monthly Data Stratification Report, "Returned and Sold" includes leases for which the leased vehicles were returned during the reporting period (with or without uncollected lease end charges) and then sold.

Monthly Data Stratification Report – Vehicle Make[3]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Make	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**	**Percentage of Leases 61+ Days Delinquent**	**Returned and Sold**	**Repossessed**	**Charged-off**	**Vehicles Returned and Sold**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Make 1		$	%	%				$	$	$	$	$
Make 2												
Make 3												
Other												
Total		$	%	%				$	$	$	$	$

[3] A data line would be included for each vehicle make that represents 2% or more of the initial pool balance. The remaining vehicle makes would be included in the data line "Other."

Monthly Data Stratification Report – Vehicle Model[4]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Model	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**	**Percentage of Leases 61+ Days Delinquent**	**Returned and Sold**	**Repossessed**	**Charged-off**	**Vehicles Returned and Sold**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Model 1		$	%	%				$	$	$	$	$
Model 2												
Model 3												
Model 4												
Model 5												
Model 6												
Model 7												
Model 8												
Model 9												
Model 10												
Other												
Total		$	%	%				$	$	$	$	$

4 A data line would be included for each vehicle model that represents 2% or more of the initial pool balance. The remaining vehicle models would be included in the data line "Other."

Monthly Data Stratification Report – Vehicle Type[5]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Vehicle Type	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**	**Percentage of Leases 61+ Days Delinquent**	**Returned and Sold**	**Repossessed**	**Charged-off**	**Vehicles Returned and Sold**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Vehicle type 1		$	%	%				$	$	$	$	$
Vehicle type 2												
Vehicle type 3												
Vehicle type 4												
Other												
Total		$	%	%				$	$	$	$	$

[5] The data lines would be based on vehicle type classifications selected by the issuer that, in the aggregate, represent at least 95% of the initial pool balance. The remaining vehicle types would be included in the data line "Other."

Monthly Data Stratification Report – Origination Year[6]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Origination Year	Number of Leases	Aggregate Current Securitization Balance	Percentage of Pool	Percentage of Leases 61+ Days Delinquent	Returned and Sold	Repossessed	Charged-off	Vehicles Returned and Sold	Liquidation Proceeds	Charge-offs	Recoveries	Repurchases
Year 6		$	%	%				$	$	$	$	$
Year 5												
Year 4												
Year 3												
Year 2												
Year 1												
Total		$	%	%				$	$	$	$	$

[6] A data line would be included for each origination year represented in the pool.

Monthly Data Stratification Report – Scheduled Termination Date[7]

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Scheduled Termination Date	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**	**Percentage of Leases 61+ Days Delinquent**	**Returned and Sold**	**Repossessed**	**Charged-off**	**Vehicles Returned and Sold**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
Year 1 January		$	%	%				$	$	$	$	$
Year 1 February												
Year 1 March												
Year 1 April												
Year 1 May												
Year 1 June												
Year 1 July												
Year 1 August												
Year 1 September												
Year 1 October												
Year 1 November												
Year 1 December												
Year 2 January												
Year 2 February												
Year 2 March												
Year 2 April												
Year 2 May												
Year 2 June												
Total		$	%	%				$	$	$	$	$

[7] A data line would be included for the month of the first scheduled termination date represented in the pool and each subsequent month.

Monthly Data Stratification Report – Lease Factor

	As of the End of the Reporting Period				For the Reporting Period							
					Number of Leases			Amounts Applied During the Reporting Period Arising From				
Lease Factor	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**	**Percentage of Leases 61+ Days Delinquent**	**Returned and Sold**	**Repossessed**	**Charged-off**	**Vehicles Returned and Sold**	**Liquidation Proceeds**	**Charge-offs**	**Recoveries**	**Repurchases**
0.00 to 1.99%		$	%	%				$	$	$	$	$
2.00 to 3.99%												
4.00 to 5.99%												
6.00 to 7.99%												
8.00 to 9.99%												
10.00 to 11.99%												
12.00% or higher												
Total		$	%	%				$	$	$	$	$

Exhibit M
Form of Monthly Remaining Term Report for Auto Lease Pools

	As of the End of the Reporting Period		
Remaining Term	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**
0-6 months		$	%
7-12 months			
13-24 months			
25-36 months			
37-48 months			
49 or more months			
Total		$	%

Exhibit N
Form of Monthly Payment Extension Report for Auto Lease Pools

	As of the End of the Reporting Period		
Current/Cumulative	**Number of Leases**	**Aggregate Current Securitization Balance**	**Percentage of Pool**
Leases extended during reporting period		$	%
Outstanding leases extended since origination		$	%