

# Structured Finance

## Real Estate Certificates (Preliminary Report)

## REC-Real Estate Certificates

IFM Istanbul Finans Merkezi İnşaat Taahhüt A.Ş.	
Type of Securities	REC – Real Estate Certificates
Tender Authority	Emlak Konut GYO A.Ş. (Emlak Konut REIT)
Successful Bidder	Akdeniz İnşaat ve Eğitim Hizmetleri A.Ş.(Ağaoğlu Group)
Servicer	Aktif Yatırım Bankası A.Ş.
Special Purpose Project Co.	IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş.
Trustee	None
Promoter	Aktif Yatırım Bankası A.Ş. & Akdeniz İnşaat ve Eğitim A.Ş.
Guarantor	Aktif Yatırım Bankası A.Ş.
Issuer	IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş.
Custody	Merkezi Kayıt Kuruluşu A.Ş.
Investment Bank	Aktif Yatırım Bankası A.Ş.
Insurance Agency	None
Takaful	None
Issue Principal Size	Up to TRY 100 Million
Expected Rate of Return	9 % (Annual)
Coupon Type	Indexed Coupon
Payment Frequency-Principal	At maturity
Payment Frequency- Return	At Maturity
Tenor (Year)/ Final Maturity	1 Year
Expected Offering Date	June, 2013
Average Life	12 Months

**Analysts:** Zeki Metin **COKTAN** / +90 212 352 56 74 [zekic@jcrer.com.tr](mailto:zekic@jcrer.com.tr)  
Orkun **İNAN** / +90 212 352 56 74 [orkuni@jcrer.com.tr](mailto:orkuni@jcrer.com.tr)

### Strengths

- The amount of issuance being well below the sales value of the detached sections of the real estate project, which form the basis of the issuance
- Asset constituting the baseline for the issuance possessing high public importance
- Issuer and investment bank possessing necessary expertise, sufficient know-how and management skills as well as service quality to finalize the project
- The funds raised to be used by the issuer for the expenditures related to the project
- The obligations of the issuer being guaranteed through the bank letter of guarantee
- The claims of the issuer, successful bidder and business partner from Emlak Konut REIT to be transferred and assigned as an irrevocable right in favour of investors
- The certificates as being highly liquid investment instruments creating a more liquid investment opportunity compared to the real estate purchase directly and also providing an alternative to be converted into housing
- The investors holding at least 25% of the total square meter of the detached parts recognizing the rights to purchase (essential obligation) option on launch prices

IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş.		Long Term	Short Term
International Foreign Currency		BB	B
National Local Currency		AA(Trk)	A-1+(Trk)
Sovereign*	Foreign Currency	BB	B
	Local Currency	BB	B
	Outlook	FC	Stable
LC		Positive	Stable

\*Assigned by Japan Credit Rating Agency, JCR on June 28, 2012

### Overview

IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş. is established for an infinite term by business partner Akdeniz İnşaat ve Eğitim Hizmetleri A.Ş. of Ağaoğlu Group at 95% and Aktif Yatırım Bankası A.Ş. at 5% (the latest rating action of Aktif Yatırım Bank A.Ş. by JCR-ER on May 23, 2012, denoting A+(Trk) Positive outlook in the Long Term National Scale) to issue real estate certificates.

The asset which is subject to issuance is the property with newly started construction with such marketable detached sections as residential units, offices, commercial areas and congress center of 233,850 m<sup>2</sup> area with a total construction area of 833,000 m<sup>2</sup> on a total area of 115,497.01 m<sup>2</sup> of land in a private area identified in the Lot 3328 and block A1 is office blocks. The construction of the property will be carried out by IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş. on the basis of revenue sharing with Emlak Konut GYO A.Ş. (Emlak Konut REIT), a subsidiary of TOKI.

IFM İstanbul Finans Merkezi İnşaat Taahhüt A.Ş. 95% of which is owned by Ağaoğlu Group is the Issuer. Aktif Bank is the servicer and the investment bank. The Project is estimated to be completed in 2016 and the certificates to be issued will be offered to the public in Borsa İstanbul.

### Constraints

- Absence of takaful mechanisms
- Issue including market risk within the innate structure of the certificates with regard to volatility of relevant market indicators within their maturities
- Regarding the project schedule, realization of sales revenues including the risk of delay

**Publication Date: April 12, 2013**

**"Global Knowledge supported by Local Experience"**