



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

Special Purpose Entities (SPE) FVC and SPV Registration Form

Guidance Notes

November 2020

Table of Contents

Table of Contents 2

Overview 3

Definition of Reporting Population 4

Financial Vehicle Corporations:..... 4

Special Purpose Vehicles 4

Key Terms 5

Sponsor 5

Originator 5

Related Party 5

Section 1: Registration 7

Section 2: Activity Information..... 8

Nature of Securitisation 8

FVC Activity Types: 9

Non-Securitisation SPE Activity Types: 11

Other Information:..... 12

Section 4: Interlinkages 14

Section 5: Administration 17

Section 6: Sign Off & Submission 18

Overview

Before reading this guide, the Special Purpose Entities (SPE) Registration - FAQ should be fully understood. This document outlines the process for registering SPEs to the Central Bank of Ireland (hereafter, the Central Bank).

Once the user is familiar with the process for reporting as detailed in the FAQ document, they may proceed to register a vehicle, using this document as a reference guide. This document will guide the user through the process for registering a SPE with the Central Bank to fulfil the reporting requirement.

WHEN TO REGISTER: Please note that the SPE should register with the Central Bank no later than five working days after it conducts any financial transactions. Registrations must not be withheld until the approach of the first report.

Sections 1, 2, 3, 4 and 5 provide the user with definitions which should be adhered to when filling out the form. These sections cover the five parts of the spe_registration sheet:

- SPE Registration: Information regarding the structure of the company and its legal form.
- SPE Activity Information: Details of the expected size and transactions of the entity.
- Interlinkages: Details of related parties, consolidation, and guarantees.
- Administration: Information regarding the reporting agent and representative completing form.
- Sign Off: contact details of the person or company submitting the form

Any questions not covered by this guidance note can be addressed to spe-registration@centralbank.ie

The registration form should be downloaded from the Central Bank website [at this link](#).

Definition of Reporting Population

Financial Vehicle Corporations:

The ECB provides the following definition of Financial Vehicle Corporations (FVC):

“An FVC is an entity whose principal activity meets both of the following criteria:

it carries out securitisation transactions and its structure is intended to isolate the payment obligations of the undertaking from those of the originator, or the insurance or reinsurance undertaking (in the case of insurance-linked securitisations);

it issues debt securities, other debt instruments, securitisation fund units, and/or financial derivatives and/or legally or economically owns assets underlying the issue of these financing instruments that are offered for sale to the public or sold on the basis of private placements.”

All Irish incorporated entities matching the definition of an FVC must register with the Central Bank.

It should be noted that a vehicle which is solely funded by its sponsor or a related party of its sponsor does not meet the liability criteria of the definition, and therefore should not be considered an FVC. Furthermore, vehicles which are solely funded by a combination of sponsor, or related party, funding and loans are not considered to be FVCs. Exceptions to this are limited to three cases. Firstly, if the entity in question is in a warehousing stage and intends to issue debt securities to entities who are not the sponsor and are unrelated to the sponsor, then it qualifies as an FVC. Secondly, where the entity forms part of a multi-vehicle structure where at least one entity is issuing debt securities to entities who are not the sponsor and are unrelated to the sponsor, then it qualifies as an FVC. Thirdly, if the entity is engaged in retained securitisation i.e. a bank has set up an FVC to securitise a portfolio of their loans, and receives debt securities in return.

More detail on the definition of an FVC and how to determine if a vehicle is an FVC or and SPV can be found in our [FAQ](#). Please consult this document before submitting any new SPE registration form.

Special Purpose Vehicles

The Central Bank of Ireland defines the Special Purpose Vehicle (SPV) reporting population as follows:

All Irish incorporated companies availing of Section 110 tax status are required to submit the SPV return (i.e. reporting form) to the Central Bank on a quarterly basis, subject to the following exceptions:

Non-Irish domiciled companies are not required to report (i.e. Entities incorporated in another jurisdiction, but fulfil the tax residency test in Ireland, do not form part of the reporting population).

Companies already reporting to the Central Bank as FVCs are not required to submit the SPV return.

Companies which have already been liquidated (**N.B.** If an entity is currently reporting data and enters liquidation proceedings, a final return should be submitted showing the assets winding down).

Companies which have disposed of all assets (save for cash holdings of less than €500,000) are not required to report the SPV return, so long as there are no future plans to acquire assets or undertake transactions above €500,000 in total.

Key Terms

Sponsor

This refers to the entity that initiated the setup of an SPE or the structure the SPE is a part of. This may not be the entity that actually sets up the SPE, i.e. if an intermediary sets up an SPE on behalf of entity X, then X is the Sponsor. Sponsors or their clients are generally the economic beneficiaries of SPEs or their structures. All SPEs have Sponsors.

Examples of Sponsors:

If an SPE was setup by a bank in order to hold assets/loans, the bank would be considered the Sponsor.

In insurance-linked securitisations, the ceding reinsurer would be considered the Sponsor.

Where an investment fund/investment firm sets up an SPE, the investment manager would be considered the Sponsor of that SPE and any additional SPE's funded by/linked to this entity.

If an SPE was setup by company X who then transfers assets to the SPE in order to invest/borrow against these assets, company X would be considered the Sponsor, unless company X is an entity setup by an investment fund/investment firm. In this case the investment manager would be considered the Sponsor.

The term 'Sponsor' does not refer to a charitable trust that owns shares of the SPE in an orphan vehicle structure.

Originator

This refers to the entity that originally issued the assets that have been acquired by the SPE. It does not include an entity which purchases a third party's exposures on its own account.

Examples of originators:

If an SPE purchases a portfolio of bank loans from fund Y, which were originally issued by bank X, then bank X is the originator.

If the SPE purchases trade receivables from company X, which consist of obligations owed to it by company Y, company X is the originator.

Related Party

This refers to any parent, branch, affiliate, joint venture, subsidiary or member of the same group as the Sponsor as well as any other entity setup, managed, controlled or otherwise funded by any of the above.

Section 1: Registration

Entity Type

This is the type of entity being registered – Financial Vehicle Corporation (FVC), for entities that engage in securitisation, or Non-Securitisation SPV for all other SPEs.

Full Registered Name of Entity

This is the full legal name of the company, as it appears on the CRO website and in official documentation. This should not be shortened or truncated in any way as it will be used to verify the identity of the entity.

Vehicle LEI code

Where a Legal Entity Identifier (LEI) is available it must be entered here. If a LEI is not available at the time of registration it should be provided as soon as a LEI is available.

CRO number

The CRO number for the entity must be entered here. This is a mandatory field.

Company Type

This is the full legal form of the company.

Registered Office of Vehicle

This is the registered office of the entity which should appear in the company accounts, on official documentation, and in the CRO companies' database.

Section 2: Activity Information

Securitisation Declaration

FVC entities only. Please confirm if the entity meets the definition of “Securitisation” under ECB/2013/40. Select the nature of the securitisation and if “Other” is selected provide any additional details.

Section 110 Declaration

Please confirm that the entity is registered or intends to register under section 110 of Revenue guidelines.

Nature of Securitisation

FVCs acquire the credit risk of assets through a range of different methods. One of the following should be selected:

Traditional

The FVC takes the assets directly onto its balance sheet through direct purchase of the instruments from the asset originator or third party.

Synthetic

The FVC takes the credit risk of the assets, but not the assets themselves, onto its balance sheet through the use of derivatives such as credit default swaps or total return swaps.

Insurance-linked

The FVC is investing primarily in financial instruments such as catastrophe bonds whose values are driven by insurance loss events.

Other

Any FVC which does not meet the definition of the above three securitisation types. ‘Details of Activities’ should be supplied if this option is used. Hybrid securitisations whereby both traditional and synthetic methods are used to transfer credit risk fall under this category.

Multi-Issuance Vehicle

There are several different types of transactions that would call for a multi-issuance structure, the most common of which would be a bond or loan "repackaging" transaction. A "repackaging" generally describes an issue of notes by a company established specifically for that purpose, where the notes are secured on assets of the Issuer. Such assets produce cash flows which can be used to generate the cash flows due on the notes, usually via a swap agreement with a Swap Counterparty.

These vehicles may have a ring-fencing element to provide investors in the product the best possible legal protection against cross-collateralisation in a multi-issuance structure. Whereby the security is granted over each separate pool of assets in favour of the holders of the particular series of Notes.

Vehicle Activity

This refers to the type of activity the entity is engaged in and the types of assets which it has acquired. Any additional details should be provided here. Please note, different lists of activities will be available depending on the Legal Entity Type selected (see section 1).

FVC Activity Types:**ABCP**

Asset-Backed Commercial Paper are transactions of short term receivables pooled into a Vehicle. The Vehicle in turn issues ABCP (normally 90 to 180 days maturity).

Consumer ABS

Consumer Asset Backed Securities are securities backed by an asset, rather than a payment obligation. Securitises are backed by cash flow resulting from consumer loans secured by automobiles or other consumer products.

Corporate ABS

Corporate Asset Backed Securities are securities backed by an asset, rather than a payment obligation. Securitises are backed by cash flow resulting from corporate loans secured by automobiles or other corporate products.

Aircraft ABS

The securitisation Vehicle purchases aircraft (normally sold to it by an aircraft leasing company known as an operating lessor) and financed through the issuance of debt instruments to the market. Returns to investors are primarily based on rentals of aircraft to airlines, and subsequent disposals of aircraft.

RMBS

Residential Mortgage Backed Securities are securities backed by cash flow resulting from mortgage loans that have been secured on residential properties.

CMBS

Commercial Mortgage Backed Securities are securities backed by cash flow resulting from mortgage loans that have been secured by commercial properties, such as multi-family dwelling, malls, offices, shops, restaurants, etc.

CBO

Collateralised Bond Obligations are obligations which are collateralised by a portfolio of bonds, transferred by an originator or purchased from the market with the intention to securitise them. The investor receives scheduled debt payments from the underlying bonds.

CLO

Collateral Loan Obligations are obligations which are collateralised by a portfolio of business loans (usually syndicated loans, although not exclusively so), transferred by an originator or purchased from the market

with the intention to securitise them. The investor receives scheduled debt payments from the underlying loans.

CMO

Collateralized Mortgage Obligation is a type of debt security that repackages and directs the payments of principal and interest from a collateral pool of mortgage-back bonds to different types and maturities of securities.

Other CDO

Remaining CDO obligations, other than CLO, CBO and CMO, on the balance sheet of the Vehicle as part of a securitisation from real cash flow generating assets.

Aircraft Lease Portfolio Securitisation

A portfolio securitization relies on a diversified portfolio of aircraft on operating leases to a number of airlines, based on the existence of a worldwide aircraft leasing market, and the projected residual values of the aircraft in the portfolio.

Aircraft Enhanced Equipment Trust Certification

An EETC securitization enhances the creditworthiness of traditional equipment trust certificates ("ETCs") secured by lease receivables and the leased aircraft.

Other Lease Securitisation

Remaining lease securitisation, other than Aircraft Lease and EETC, where the primary assets are lease agreements, typically equipment, auto leases, heavy machinery or other operating equipment.

Trade Receivables

Trade receivables are commercial debts generated by the sale of goods and services between businesses. The Vehicle engages in trade receivables securitisation of a company's trade debts.

Other

Any Vehicles which does not fit within one of the above vehicle types. Details of Activities should be supplied if this option is used.

Non-Securitisation SPE Activity Types:

External Financing

Funding obtained from external sources, furthered as a loan to the parent or related party. This does not include financing raised and furthered onto an investment fund or platform.

Investment Fund-Linked Investments

Funding provided by an investment fund(s) to an SPE either directly or via another SPE. Please include information on the investment fund(s) linked to the SPE on either the consolidated interest tab or non-consolidated interest table of the form. Where the entity is linked to an Irish fund please include the CBI code of the fund on either tab in place of an LEI. CBI Codes can be found [here](#).

Insurance-Linked Investments

Primarily hold insurance-linked securities such as catastrophe bonds, or investments in life settlement policies either directly or indirectly.

Loan Origination

Funding obtained from the parent or other sources and furthered onto non-related parties.

Intra-Group Financing

Loan funding from, and to, inter-group companies.

Holding Company

A vehicle set up to hold the equity of a company, or group of companies.

Operational Leasing

The vehicle leases, or sub-leases, an asset on terms by which it retains the risks and rewards of ownership of that asset which do not transfer to the lessee. Examples include wet leases, dry leases and head lease structures.

Financial Leasing

The vehicle leases, or sub-leases, and asset on terms by which the risks and rewards of ownership of the leased asset are borne by the lessee. Examples include mortgage financing arrangements, finance/capital leases, and synthetic leases.

Receivables Financing

Funding secured by trade/other receivables, furthered to the parent/external sources.

Bank-Linked Investments

Vehicles linked to deposit taking corporations; which hold debt, equity, loans, or other financial assets with the goal of capital appreciation or dividend income.

Repackaging

The proceeds and/or capital gains/losses from the Vehicle's financial assets are structured so that investors obtain different exposure than had they simply purchased the assets.

Client Managed Account

Set up by financial institutions on behalf of clients which hold debt, equity, loans, or other financial assets with the goal of capital appreciation or dividend income.

Resolution Vehicle

Setup to resolve insolvent or distressed institutions, either by holding assets on behalf of the institution or by supplying funding or other financial supports to the institution.

Other

Any SPV which does not fit within one of the above vehicle types. Details of Activities should be supplied if this option is used.

Other Information:**Vehicle Currency**

This is the functional currency of the entity, i.e. the currency in which the annual accounts are prepared.

Orphan Structure

If the shares of this vehicle are held in trust, select 'Yes' for this option. Otherwise select 'No'.

Multi-vehicle Structure

If the SPE is part of a multi vehicle structure, whereby one or more vehicles issue the debt securities and pass through the proceeds to one or more vehicles as loans, then select 'Yes' for this option. If the vehicle is standalone, in that it issues debt securities and purchases assets itself, select 'No'.

Originator of Assets – Single or Multiple

Please select from the dropdown menu whether the entity has assets purchased from 1 source or multiple sources.

First Report Asset Size/Maximum Issuance Size

Please report the figures in millions.

Debt Security Issuer

Does the entity issue debt securities.

Debt Security Listing Status

If the entity issues debt securities are they listed on an exchange.

Debt Security Location of Exchange

If the entity issues debt securities listed on an exchange where is that exchange located.

Section 3: ECB Securitisation Regulation: This section collects information relevant to declaration that FVCs must make in accordance with S.I. No. 656 of 2018.

The definition of originator and sponsor in this section differs from the definitions used in the the rest of these notes and the FAQ.

A sponsor is defined as:

“a credit institution, whether located in the Union or not, as defined in point (1) of Article 4(1) of Regulation (EU) No 575/2013, or an investment firm as defined in point (1) of Article 4(1) of Directive 2014/65/EU other than an originator, that:

- (a) establishes and manages an asset-backed commercial paper programme or other securitisation that purchases exposures from third-party entities, or
- (b) establishes an asset-backed commercial paper programme or other securitisation that purchases exposures from third-party entities and delegates the day-to-day active portfolio management involved in that securitisation to an entity authorised to perform such activity in accordance with Directive 2009/65/EC, Directive 2011/61/EU or Directive 2014/65/EU;”

An originator is defined as:

“‘originator’ means an entity which:

- (a). itself or through related entities, directly or indirectly, was involved in the original agreement which created the obligations or potential obligations of the debtor or potential debtor giving rise to the exposures being securitised; or
- (b) purchases a third party’s exposures on its own account and then securitises them;

Section 4: Interlinkages

Sponsor

This is an autocompleted field – please fill in the Sponsor details on the SPE_Sponsor sheet. Please include the jurisdiction the sponsor as well as the appropriate sector. If unsure of the sector please refer to the following [flowchart](#) to assist determining the correct sector of the sponsor, this will also assist determining the correct sector of the Originator, Consolidator, and Guarantor below. This refers to the entity on whose behalf the entity was established. This can also be seen as that entity that made the decision to set up the SPE, which may not be the entity that actually set up the SPE, i.e. if an intermediary Y sets up an SPE on behalf of entity X, then X is the sponsor. Normally, the sponsor is the ultimate controlling party, i.e. if entity Y owns the shareholding in the SPE but this whole structure is set up by entity X for its own benefit, then entity X is the sponsor. **This is different to the definition in section 3.** All vehicles have sponsors. Please include the jurisdiction the sponsor as well as the appropriate sector. If unsure of the sector please refer to the following [flowchart](#) to assist determining the correct sector of the sponsor, this will also assist determining the correct sector of the Originator, Consolidator, and Guarantor below.

If the vehicle was set up by a financial company in order to hold assets on behalf of that company, this entity would be considered the sponsor.

Where an investment fund sets up a vehicle to hold assets, the investment manager would be considered the sponsor. This is an exception to the sponsor being the ultimate controlling party as the investment manager made the decision to set up the SPE but did so on behalf of fund(s) that (s)he manages.

In insurance-linked securitisations, the ceding reinsurer would be considered the sponsor.

Please note that the term 'Sponsor' does **not** refer to a charitable trust that owns shares of the FVC in an orphan vehicle structure.

Originator

This is an autocompleted field – please fill in the Sponsor details on the SPE_Originator sheet. This refers to the entity that originally issued the assets that have been repackaged by the SPE. Where practical, in situations where multiple assets are purchased from multiple originators, then all originators should be listed. **and is different to the definition in section 3. It does not include an entity which purchases a third party's exposures on its own account.**

Some examples of originator:

If the FVC purchases a portfolio of bank loans from **Fund A**, and the loans were originally issued by **Bank A**, then the details of **Bank A** should be supplied here.

If the FVC purchases trade receivables from **NFC A**, which consist of obligations owing by **NFC B** to **NFC A** as credit extended for the provisions of good or services, the details of **NFC A** should be supplied here.

In situations where there are multiple assets purchased from multiple originators, then all originators should be listed

Consolidation

Please select the consolidation status of the entity from the drop down menu.

Consolidation Accountancy Standard

Please select the accountancy standard from the drop down menu.

Consolidator

Where an SPE is consolidated into the financial statements of another entity, please input the legal name, legal entity identifier, country and sector of this entity on the SPE_Consolidator sheet.

Non-Consolidated Interest Disclosure

Please select from the drop down menu whether another entity has a non-consolidated interest in the entity under the IFRS12 accounting standard.

Non-Consolidated Interest(s)

Where an entity has a non-consolidated interest in an SPE, please input the legal name, legal entity identifier, country and sector of this entity on the SPE_NCI sheet.

Guarantor(s)

A guarantor is an entity that undertakes to meet the financial obligations of an aspect of the SPE's business. Where an entity has a Guarantor, please input the legal name, legal entity identifier, country and sector of this entity on the SPE_Guarantor sheet along with details of the guarantee arrangement and indicate if the Guarantor is also the Sponsor.

Consolidation Accountancy Standard Sheet

If an entity is consolidated into a group, it should provide the name, country of residency and sector of the ultimate parent company here.

Non-Consolidated Interest Disclosure Sheet

If a company has a non-consolidated interest disclosure in the entity under the IFRS12 accounting standard, details of this company should be provided here

Section 5: Administration

Reporting Agent Name

The name of the reporting agent for the entity. The reporting agent is the company who will be submitting quarterly returns for the vehicle going forward. This may or may not be the entity who files the initial registration form.

Reporting Agent Central Bank C Code

Please provide the C code of the reporting agent.

First Reporting Quarter

This refers to the quarter in which the entity began its issuance and acquisition of assets. The entity will be required to submit quarterly information from this end-quarter onwards.

Last Reporting Quarter

Not to be completed.

Corporate Service Provider

The name of the company acting as corporate service provider for the entity.

Corporate Service Provider C Code

Please provide the C code of the Corporate Service Provider.

First Reporting Quarter

This is the first reporting period for which the Corporate Service Provider is responsible.

Last Reporting Quarter

Not to be completed.

Section 6: Sign Off & Submission

Completion Date

Date this form was completed.

Completed By

Person completing the form.

Company

Company completing the form.

Contact E-mail

E-mail address of the person completing the form.

Contact Telephone Number

Telephone number of the person completing the form.

Internal Use Only

Please note the following sheets are for internal use by the Central Bank and should not be completed or altered in anyway:

Spe_db_register,

Spe_db_racsp

Spe_db_interlinkages

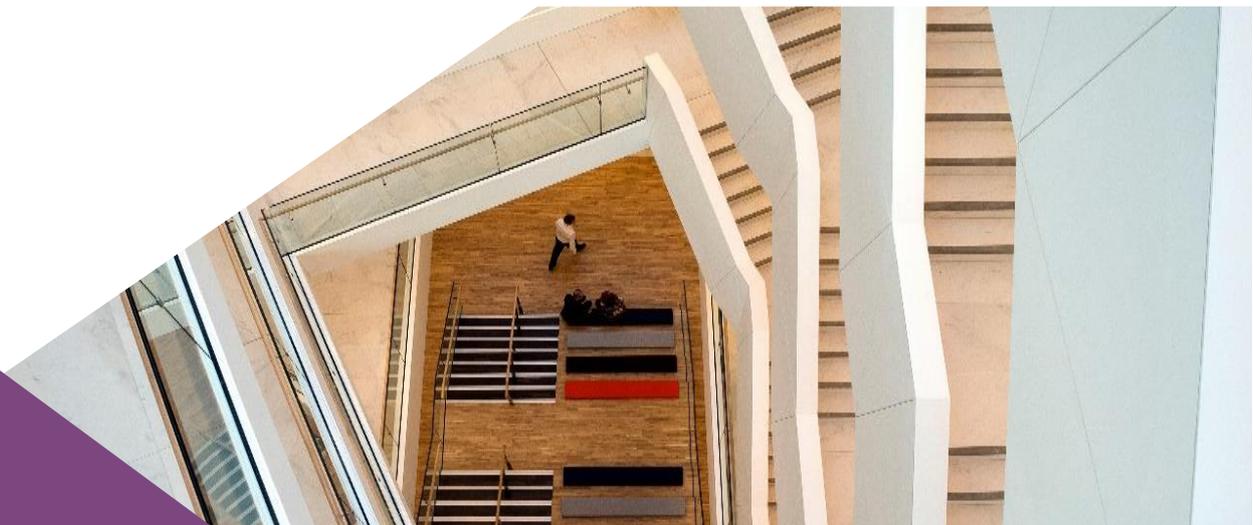
Submission

The registration form should be submitted via email to the Central Bank for SPE registrations at spe-registration@centralbank.ie no later than **five working days after the company conducts any financial transactions**. This is to allow the registration form to be processed and established on the appropriate registers.

There is no requirement to print out and scan the document – **the form should be submitted to the Central Bank through email in the excel format provided**. There is also no requirement for a Director's signature.

Notification of Changes

Reporting agents should make the Central Bank aware of any changes to the information supplied in the registration form as soon as possible, should they change at any point in the future. An email should be sent to spe-registration@centralbank.ie confirming the SPE name, C-Code, and the attribute change.



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