



09 September 2015

### Take the long-term view

After endless reams of analysis on the topic over the last two years, the upcoming rate hike is likely to end up as the least-anticipated one in memory. The rates market is pricing in less than 30% chance of a Sept. move and less than 60% probability that the Fed moves at all this year. Given the range of plausible scenarios and their implications over the next month or two, we have more conviction on near-term HY volatility than in near-term direction. We prefer to take the long-term view here, which is primarily shaped by fundamentals. The health of HY balance sheets matters more than rates at this juncture and our continued modestly bearish outlook is predicated by fundamentals, liquidity and commodity concerns more than the risk of a general rise in rates.

### What's next for HY Energy?

Over the last 21 months, we have been unwavering in our lack of enthusiasm for HY Energy paper. This fall's borrowing base redetermination will be crucial for distressed credits in the sector, while higher-quality names are likely to face the same issue next year. In this piece, we explain the purpose and process of redetermination. Additionally, we do not think the sector will be buoyed by a significant amount of M&A over the next few months, as this activity tends to occur during periods of strength, not distress. We also think BB paper is not as safe as many expect, as it is exposed to crowded positioning and the potential for BBB downgrades to HY creating pressure on existing BB paper. Finally, despite our caution, it's important to highlight that restructured debt and distressed exchanges will show high default rates in the sector, but may not be as detrimental to bond holders as the rates would suggest.

### Flows: EX-US funds post outflows

Ex-US flows dominated the picture this week, with Emerging Markets again taking center stage with their third consecutive billion+ outflow. Retail investors pulled out \$3bn from EM funds this week, which has put the last four-week total to -\$10bn, rivaled only by the -\$12bn during taper tantrum. Also registering outflows were non-US HY funds, which put up a -\$1.1bn outflow, a decline from last week's -\$2.5bn. US HY funds posted a small inflow, as ETF inflows balanced outflows from open-ended mutual funds.

### Issuance: Down but not out

DM high yield issuance was light this week, as only one company issued new paper (Lindorff Group out of Europe), for a total of \$250mn on the week. No new deals came out of the US. The muted issuance does not come as a surprise for the final week of an already light summer. August concluded with a total of \$10.25bn in new issues, \$9.8bn of which came out of the US. We expect this summer lull to end after Labor Day and for the primary market to pick up in September.

### Performance: A HY relief rally

US HY enjoyed a bit of a relief rally this week, as commodity prices rebounded nearly 10% from last week's lows. At 0.5% total return, US HY was the best performer of the week. However, the rebound seemed exclusive to HY, as other risk assets such as equities cratered. S&P 500 continued its decline, returning -1.8% for the week, while EM equities generated -1.4%. Energy gained 1.2%, driving HY returns, while Materials didn't gain quite as much, at +0.7% returns.

BofA Merrill Lynch does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision. Refer to important disclosures on page 14 to 15.

11552411

High Yield Strategy  
Global

**Michael Contopoulos**  
HY Credit Strategist  
MLPF&S  
+1 646 855 6372  
[michael.contopoulos@baml.com](mailto:michael.contopoulos@baml.com)

**Michael John**  
HY Credit Strategist  
MLPF&S  
+1 646 855 6743  
[michael.john@baml.com](mailto:michael.john@baml.com)

**Neha Khoda**  
Credit Strategist  
MLPF&S  
+1 646 855 9656  
[neha.khoda@baml.com](mailto:neha.khoda@baml.com)

**Rachna Ramachandran**  
Quant Rel Value Strategist  
MLPF&S  
+1 646 855 7927  
[rachna.ramachandran@baml.com](mailto:rachna.ramachandran@baml.com)

### Recent publications

[The High Yield Flow Report: Ex-US funds post outflows 03 September 2015](#)

[The HY Wire: Beware the spillover 26 August 2015](#)

[RV Brief: Get the fall rolling: CDX S25 preview 28 August 2015](#)

[High Yield Strategy: HY Credit Chartbook: The summer that never was 02 September 2015](#)

# The View From Above

## Isn't it ironic

After endless reams of analysis on the topic over the last two years and even the eventual market acceptance of 'data-dependent' as the Fed's resting state, the upcoming rate hike is likely to end up as the least-anticipated one in memory. The rates market is pricing in less than 30% chance of a September move and less than 60% probability that the Fed moves at all this year. This is quite a contrast to the beginning of the last two hiking cycles, where the market was [fully priced for the first hike](#) a week before the respective FOMC meetings. Circumstances are also almost exactly the opposite of September 2013, when the market was primed for tapering but the Fed decided to wait.

At various times this year, we've written about the gap between market and Fed expectations and their respective thresholds for beginning the tightening cycle. More often than not, the market has been more dovish than the Fed in 2015. The rates market, in effect, views a September hike as a possible policy mistake. We've generally considered this scenario to be bad for risk assets, because it entails more volatility. Furthermore, if the market indeed sells off violently on a hike, while it may lower the probability of further Fed moves considerably, it is hard to give this scenario a positive spin, given what it implies about the underlying economy and growth prospects.

[Global Viewpoint: Fed up: The rate hike and its market implications 06 September 2015](#)

## Take the long-term view on HY

A dovish Fed, with or without a hike, could be the catalyst for a relief rally in HY. If our Economists' base case plays out, i.e., the market stabilizes over next week and the Fed is able to hike without much disruption, we wouldn't expect too severe a reaction in high yield. Alternatively, if rates volatility increases, the months following a September hike could begin to see retail outflows from the asset class, particularly if higher-rated high yield paper begins to weaken with an increase in rates. The more concerning scenario for high yield is if the markets remain fragile and the Fed pushes off hiking until later this year. Although holding the zero bound for longer should be bullish for credit, in our view, fundamentals and global growth concerns would take centre stage in such a scenario.

Given the range of plausible scenarios and their implications over the next month or two, we have more conviction on near-term HY volatility than in the near-term direction of spreads. As we wrote last week, though, we'd fade any relief rally in HY.

We prefer to take the long-term view here and that view is primarily shaped by fundamentals. The health of HY balance sheets matters more than rates at this juncture of the credit cycle and our continued modestly bearish outlook is predicated by fundamentals, liquidity and commodity concerns more than the risk of a general rise in rates. The bigger story for high yield is likely further into the future, when corporates that were able access very cheap funding over the last several years are forced to refinance at much higher rates later this decade.

## Drilling down to Energy's near-term issues

Over the last 21 months, we have been unwavering in our general lack of enthusiasm for the Energy sector, as the overbuilt nature of the industry and dependency on high oil prices and strong demand, particularly from what we believed to be a weak China, left us uncomfortable. And, in the winter, as some investors began to breathe a sigh of relief as WTI crept higher, believing that, by autumn, crude would be back in the \$65-70bbl

range, we warned that fall redetermination could be a trigger point for lower valuations and didn't trust in what we thought was potentially a faux recovery.

In particular, we pointed to this fall's and next spring's borrowing base redetermination as intriguing trigger points for the Energy space. As we near the end of the summer, we realize there are many myths and misunderstandings about how the borrowing base redeterminations work and why they are important. In this week's The HY Wire, we explain the purpose and process of redetermination, as the next 6-9 months will prove pivotal to the sector, and continue to reiterate our caution across all the commodity industries on the back of not only excess supply, but also because of a slowdown in global demand.

But before going into the basics of redetermination, we first feel compelled to discuss three separate but related thoughts. First, we do not think the sector will be buoyed by a significant amount of M&A over the next few months, as this activity tends to occur during periods of strength, not distress. Second, we think BB paper is not as safe as many expect, as this portion of the market is exposed to risk from crowded positioning and the potential for higher-quality BBB downgrades creating pressure on existing high-quality high yield. Third, despite our caution, we do think it's important to highlight that restructured debt and distressed exchanges will show default rates that are high in the sector, but perhaps not as detrimental to bond holders as the absolute default rates would suggest.

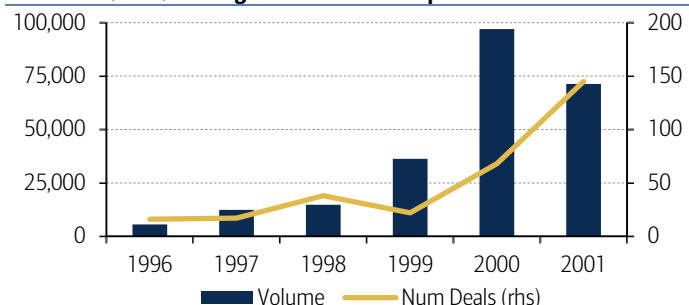
### Don't expect a deluge of M&A

Although we do expect some M&A in the energy sector over the coming year, we don't think it will be enough to bolster valuations across the industry until oil prices begin to rise. As we look back in time at M&A waves, a common theme emerges: companies buy other companies when valuations are increasing, not decreasing.

Additionally, as specific sectors experience stress, typically all companies within the industry are feeling pressure to reduce costs, improve margins and survive. For this reason, M&A is often an unwise use of resources and capital, at least until fundamentals stabilize. In our opinion, higher-quality, large-cap energy companies would likely rather buy smaller producers out of bankruptcy or take advantage of asset sales rather than take the risk of overpaying during a period of substantial volatility and uncertainty.

We, once again, look back to the late 1990s and early 2000s to see M&A activity in the energy sector when crude dropped by 50% and subsequently recovered, and in telecommunications, where M&A preceded stress and picked up again after a shake out of the sector.

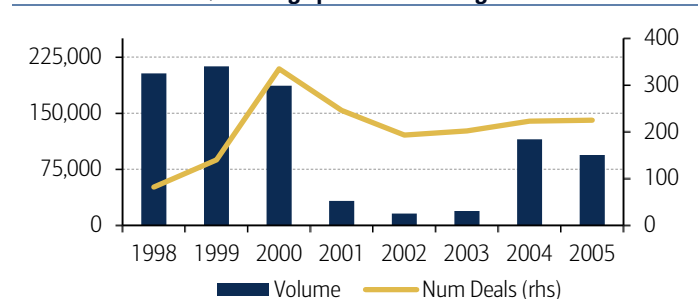
**Chart 1: E&P M&A during late 1990s oil collapse**



Source: BofA Merrill Lynch Global Research

Note: 1998 Excludes Exxon/Mobil and BP Corp N American/BP PLC, 2 high grade mergers

**Chart 2: Telecom M&A leading up to and following default wave**



Source: BofA Merrill Lynch Global Research

In both these cases, M&A was virtually non-existent during periods of stress and defaults as investment-grade issuers and high-quality high yield players watched and waited before deploying much needed capital. In an industry like Energy, where oil price uncertainty could create longer-than-anticipated stress, we think M&A is likely to come later in the cycle.

## No respite in BB energy

Additionally, hiding in Energy BBs may not be the answer to the current commodity rout. Lower-for-longer oil prices will create problems for these issuers, not just from a fundamental perspective, but also because of the threat of downgrades from the IG market. The total outstanding face of securities currently rated BBB- issued by IG Energy companies in developed markets is as large as \$310bn. Of them, those currently on a negative outlook by at least one rating agency totals about \$20bn and, on negative watch, another \$4bn. \$25bn may seem small relative to the IG index, but it's still a comparatively large number vs. the BB portion of the Energy index, which totals \$100bn. Should some of these securities make a transition into HY, existing BB energy paper could feel pressure as investors sell out of them to buy higher-quality fallen angels.

## Distressed exchange a good thing?

As we sit back and look at rising default rates in the energy sector and [lower recovery values](#) across all high yield, we frequently worry about the negative feedback loop from energy to the rest of risky high yield. Energy default rates have reached 7.5% on an equal-weighted LTM issuer basis (about 3.3% on a par-weighted basis), however, Distressed Exchanges have been a major contributor to them (5 of 14 Energy defaults in the last 12 months were DEs).

We have previously written about how the repeat default rate of issuers that undergo Distressed Exchanges is very high (~25%), as DEs help issuers unload their debt burden, but they hardly solve any of the real underlying problems that caused companies to reach the brink of default in the first place. There is certainly a case to be made that these exchanges then just prolong the time to the eventual bankruptcy, thereby eroding more asset value and lowering ultimate recoveries for investors. However, DEs in Energy might not be all doom and gloom, especially those that have resulted in the aftermath of an event-driven supply shock (such as now). The precious time that DEs buy for issuers facing such circumstances might just be enough for the problem causing the oil shock to dissipate (OPEC might decide to curtail supply or Chinese intervention may lift the Yuan). Moreover, in special situations where an exchange is done for equity, investors may benefit even more should commodity prices rebound. However, it's worth noting that our house call is for further Yuan devaluation and no significant upside to oil prices for the remainder of the year. But, should an Energy company's lifeline get extended by a year or two, it just might make it over the hump if oil prices rise.

## Redetermination of borrowing base explained

Back in the late winter, we discussed that the looming spring redetermination was less important to the market than the fall and, as we come back after Labor Day and look critically at the market, we thought it would be a good idea to visit how redetermination works and why it's important. The oil and gas market is unique in that the sector is in constant need of capital. Given that oil is a fixed asset -- where wells are ultimately depleted -- energy companies need to constantly explore, discover and produce in order to maintain cash flow and earnings. And, as such, the sector faces a catch-22 proposition when trying to weather a significant down-turn in crude prices.

On the one hand, producers need to manage liquidity prudently, cut capex, and limit production in order to conserve cash and continue to make bond interest payments. On the other hand, they can't cut production too much, because they need cash flow to service existing debt. This creates a further problem of depleting oil reserves in existing wells that, when coupled with lower oil prices and a lack of new drilling, creates significantly lower collateral value to borrow against; i.e., the "borrowing base" banks determine to set credit lines.

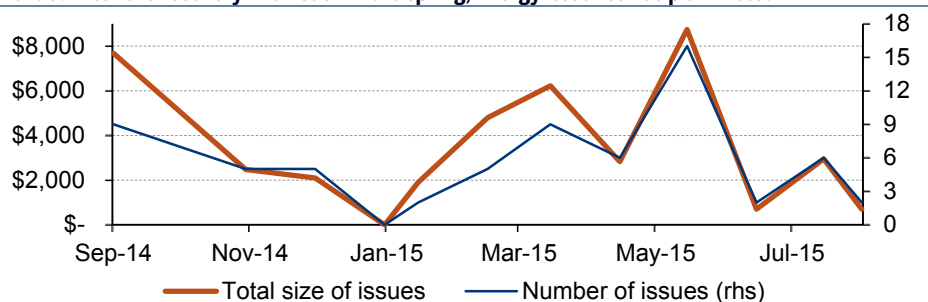
The danger is that, if sustained for a significant period of time, the company effectively becomes like a home owner using HELOCs to fund first mortgage payments, where the value of the house starts to fall below the value of the loan. Only in an energy company's case, their house (the value of their wells and assets) is re-appraised

("redetermined") every six months -- typically around October 1<sup>st</sup> and then around March 1<sup>st</sup>. If the value of the assets has fallen below the drawn amount of credit at the time of redetermination, the company will need to make up the shortfall, known as the borrowing-base deficit. Therefore, the longer oil stays at depressed levels, the harder it becomes for cash flow generated by the depreciated asset to sufficiently pay back the gap in funding/asset value. Borrowing from Peter to pay Paul works when oil is at \$100/bbl and low-rated energy companies can continue to explore for new assets. It doesn't work if oil prices remain depressed and funding begins to dry up like the wells themselves.

The problem has compounded over the last several months as oil has remained stubbornly low and capital markets have not been friendly to commodity issuers. This fall's redetermination of the borrowing base is going to be crucial, in particular, for distressed companies in the sector. Higher-quality issuers may have more room to maneuver this year, however; among the 59 E&P companies that our analysts track (representing 90% of E&P face value), only 20% have utilized greater than 50% of their borrowing base. However, as spending and, therefore, production is curtailed and if oil prices continue to remain depressed, we and our analysts think that next year's redetermination will likely be challenging for currently non-distressed issuers as well.

With the slump in crude continuing to hamper equity and credit valuations, the ability for bank lines to remain open is critical to the long-term health and survival of today's energy sector. As we have mentioned in [previous pieces](#) and above, today's environment is not unlike the late 1990s, when oil price volatility and steep drops in valuations (largely due, ironically, given the recent Chinese turmoil, to the Asian financial crisis) caused producers to become conservative with their liquidity -- an increasingly difficult process the longer commodity prices remain depressed.

**Chart 3: After the recovery in oil back in the spring, Energy issuance has plummeted**



Source: BofA Merrill Lynch Global Research

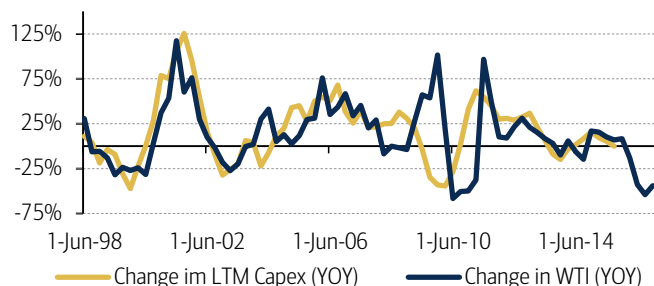
### How the borrowing base is determined

Every lender has a different set of criteria for determining the borrowing base. In fact, banks have teams of engineers to quantify the potential output of existing wells and future wells, while also using market-based data to determine the future value of oil. Because the borrower can draw down a predetermined credit line half a year into the future (prior to the next redetermination of the borrowing base), the lending institution will value the collateral six months from the date it is set, using a present value analysis for future potential production. This is an important point, as if the future production is not realized, discount rates change, or the futures curve/expectations for oil are depressed at the time of the next redetermination, the borrowing-base deficit mentioned above may need to be closed and the borrower could be forced to make principal pay-downs out of existing cash flow.

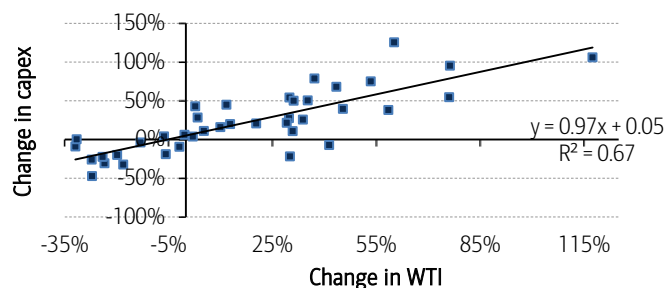
In the beginning of such an event, a borrower will typically cut capex to funnel cash toward paying down the loan. Chart 4, below, highlights capex declines in response to lower crude prices. Note that LTM capex tends to fall about six quarters after the decline in WTI, suggesting it takes a couple of quarters for companies to resort to cutting spending. This makes sense to us, as existing contracts and projects roll off and

issuers wait to see if the increase/decrease in crude prices is long lasting. Given this historical relationship, based on the reaction of energy companies prior to the credit crisis, we would expect significant further declines in capex spending from current levels as the year wanes and redetermination begins to hinder cash flow.

**Chart 4: LTM energy capex falls about 6 quarters following a move in WTI**



**Chart 5: Up until the crisis, a 1% move in WTI led to a 1% move in capex**



However, if oil prices remain depressed for too long, this model is unsustainable, as an energy company needs new exploration and production in order to compensate for declining rates, increase the borrowing base itself, and to create the cash flow to pay back creditors. Given the possibility for a severe slowdown in global growth, a shift in Chinese policy from spending on infrastructure to the consumer, and the potential for further negative currency and supply headwinds (note the recent devaluation of currencies and their effect on crude prices, Iran supply coming online, etc.), we expect US oil and gas companies to have a hard time over the next couple of borrowing-base redetermination dates.

#### What's a distressed energy company to do?

There are several paths for an energy company to manage what will be a likely reduction in their borrowing base -- we believe some are viable options, while others are less so.

For example, during the financial crisis, many energy companies and their lenders decided to extend maturities, hoping to realize a rebound in the price of oil that would increase borrowing bases and not create shortfalls. In 2008, when the banks were already inundated with non-performing loans, this made sense for both parties. We think it will be less relevant today, given the scrutiny of bank balance sheets and the lack of tolerance for high-risk loans. Coupled with the possibility that lower oil prices are here for the foreseeable future, and we believe banks this fall and next spring will be less and less likely to amend terms with borrowers.

Another potential option would be for issuers to sell assets if they can obtain a value above the borrowing base. Higher-quality, large-cap companies may have the appetite to mop up these assets. However, this strategy depends on oil prices stabilizing to encourage these companies to step in and also perhaps some improvement in the prospects for the commodity in order to bring in feasible valuations for the assets.

Perhaps a more relevant path forward for energy companies today is to monetize current hedges or lock in hedges above the banks October price deck (the price that banks use to value reserves). In order to value future reserves using the above PV analysis, a lender needs to forecast their expectations for future crude prices. Banks will likely be conservative with their future estimates, creating lower borrowing bases for producers. However, if the company can or has locked in higher prices in the future than the banks price deck assumptions, the borrowing base can be increased.

#### Weekly Recap

As of Sep 4, nearly all high yield names have reported their Q2 earnings. On a year-over-year basis, EBITDA is down 40%, while debt is up 7.5% and revenue has decreased



4.8%. EBITDA adjusted for one-time items was a lot more benign, coming in at -0.6%. Excluding energy names, year-over-year EBITDA decreased 10%, debt was up 5.3%, and revenue declined 1%. In the last one week, high yield spreads have remained roughly flat, while 5y rates have decline 7bps. US high yield funds saw small inflows, while non-US funds witnessed an exodus last week. US high yield issuance is now roughly in line with last year's pace, as issuance slowed down significantly through the summer.

**Table 1: HY issuer fundamentals**

YoY Pct Change			YoY Pct Change, Ex Energy				
EBITDA	Debt	Rev	COGS	EBITDA	Debt	Rev	COGS
-40.3	7.5	-4.8	-6.7	-10.2	5.3	-0.9	-2.2

Source: BofA Merrill Lynch Global Research

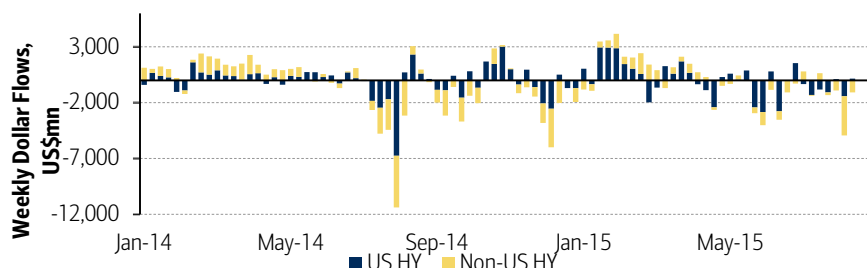
## Flows

This is an excerpt from our recently published report: [The High Yield Flow Report: Ex-US funds post outflows 03 September 2015](#)

Ex-US flows dominated the picture this week, with Emerging Markets again taking center stage with their third consecutive billion+ outflow. Retail investors pulled out \$3bn from EM funds this week, which has put the last four-week total to -\$10bn, rivaled only by the -\$12bn during taper tantrum. The relatively weak economic data coming out of China is weighing on Emerging Markets because, not only do EM countries export to China, but they also compete with it for US market share. Weak Chinese domestic demand along with the recent Yuan devaluation is spelling trouble for these countries on both accounts. Also registering outflows were non-US HY funds, which put up a -\$1.1bn outflow, a decline from last week's -\$2.5bn.

US HY funds posted a small inflow, as ETF inflows balanced outflows from open-ended mutual funds. Also returning to inflows was US IG, which attracted \$1.2bn. Equities saw +\$5bn flowing in. Commodity funds gave back some of the inflows of the month, registering -\$430mn in outflows. Loans, the worst-performing asset class this year in terms of % of AUM added, saw another -\$440mn leave the asset class. Loan funds have underperformed this year on the back of the diminishing potential of rate increases. It also doesn't help that most of these securities won't truly float in the near term, due to their embedded LIBOR floors.

**Chart 6: Global HY flows distributed between US-domiciled and non US-domiciled funds**



Source: BofA Merrill Lynch Global Research, EPFR Global

# New Issue Roundup

## Bonds

DM high yield issuance was light this week, as only one company issued new paper (Lindorff Group out of Europe), for a total of \$256mn on the week. No new deals came out of the US. The muted issuance does not come as a surprise for the final week of an already light summer. August concluded with a total of \$10.25bn in new issues, \$9.8bn of which came out of the US. We expect this summer lull to end after Labor Day and for the primary market to pick up in September.

Year-to-date in developed markets, we stand at \$246.3bn in primary deals, about \$30bn behind last year's pace. For comparison, last year at this time, we had seen \$278bn of issuance in the developed markets. US issuance, which recently was ahead of last year's pace, has now caught up after slowing down over the summer. Europe remains \$40bn behind. A further analysis shows that approximately half of the issuance YTD was rated B, while 34% was BB and 15% was CCC. This distribution is almost identical to that of last year's, as, recently, we have seen the most issuance in the B-bucket. Finally, 86% of the deals YTD have been private placements, 30% with reg rights and 56% without reg rights. Private placements have consistently outpaced public deals.

**Table 2: DM issuance summary (\$bn)**

	DM	United States	Europe	BB	B	CCC/NR
WTD Sep 04	0.3	0.0	0.3	0.0	0.3	0.0
Wk Aug 28	0.0	0.0	0.0	0.0	0.0	0.0
Wk Aug 21	1.3	0.9	0.0	0.5	0.4	0.4
Wk Aug 14	4.6	4.6	0.0	1.1	3.5	0.0
MTD Sep	0.3	0.0	0.3	0.0	0.3	0.0
August	10.3	9.8	0.1	2.3	5.8	2.2
July	18.3	7.4	6.4	7.2	8.6	2.4
June	27.7	20.9	6.6	8.1	13.8	5.8
YTD 2015	246.3	167.3	63.1	82.2	128.1	36.0
YTD 2014	278.0	164.4	103.3	87.5	143.6	47.0
2014	376.0	238.8	119.5	129.9	186.8	59.2
2013	378.3	270.3	91.5	128.8	172.4	77.2
2012	365.7	280.5	65.5	103.6	198.3	63.8

Source: BofA Merrill Lynch Global Research

**Table 3: New issue breakdown by week, last 3 months**

	Total	Ratings				Currency (US\$m equivalent)				Seniority			Deal Type		
		BB	B	CCC	NR	USD	EUR	GBP	CAD	Secured	Senior	Sub	144a w RR	144a w/o RR	Public
5/22/2015	4,826	2,000	2,356	470		4,720	106			806	4,020		906	2,220	1,700
5/29/2015	10,058	4,864	4,473	720		8,975	1,083			4,055	6,003		1,283	6,275	2,500
6/5/2015	11,105	3,450	4,655	3,000		9,840	1,181	84		1,074	9,431	600	5,100	5,671	334
6/12/2015	5,705	1,080	3,734	891		1,835	2,469	1,401		3,141	2,139	425	2,321	3,159	225
6/19/2015	3,472	1,000	1,922	550		3,000	255			472	3,000		1,650	1,472	350
6/26/2015	6,364	2,600	2,920	724	120	5,655	709			335	6,029		1,050	3,314	2,000
7/3/2015	1,085		600	485		1,085					1,085		600	485	
7/10/2015	200	200				200					200			200	
7/17/2015	4,175	1,600	2,200	375		4,175					4,175		1,275	1,150	1,750
7/24/2015	10,708	5,437	4,159	1,112		3,305	6,528	875		3,507	7,201		2,366	8,342	
7/31/2015	3,191		2,271	920		2,480		711		1,096	2,095		273	2,917	
8/7/2015	4,342	700	1,832	1,810		4,270	72			1,282	3,060		1,407	2,935	
8/14/2015	4,600	1,100	3,500			4,600				500	4,100			4,300	300
8/21/2015	1,315	500	425	390		1,315					1,315		815		500
9/4/2015	256		256				256			256			33	223	

Source: BofA Merrill Lynch Global Research

There was only one new offering this week. Lindorff Group, a privately-held credit management services company out of Europe, issued \$256mn senior secured notes in a two-tranche deal in Euros. The first tranche has \$223mn face value due 2020, while the second is a \$33mn portion maturing in 2021. Proceeds from the deal will be used to refinance their currently outstanding bank debt.

The largest deal for the month of August was \$1.2bn senior secured bonds issued by First Data Corporation. These were 5 3/8% 2023 bonds with a B1 rating used for refinancing purposes. The only other \$1bn+ deal in August was a \$1.125bn issuance by Jaguar Holding Co. The bonds are senior unsecured with a CCC rating and 8-year maturity. Proceeds from the deal will be used in combination with a senior secured credit facility to redeem \$575mn outstanding debt and to issue a shareholder dividend.



**Table 4: New issues from August 28<sup>th</sup> – September 4<sup>th</sup>**

Pricing Dt	Name	Size (\$)	Snr	Cpn	Maturity	Price	Yield	Moody's	S&P	Type	Sector	Region
9/3/2015	Lock AS/ Lock Lower (Lindorff)	33	Sr Sec Nts	7.00	15-Aug-21	0.00	0.00	B2	BB-	144A w/RR	Diversified Finan Serv	Europe
9/3/2015	SLock AS/ Lock Lower (Lindorff)	223	Sr Sec Nts	5.48	15-Aug-20	0.00	0.00	B2	BB-	144A for Life	Diversified Finan Serv	Europe

Source: BofA Merrill Lynch Global Research

## Loans

Global loan issuance still remains muted as no new deals came to market this week. This marks the second week in a row with no new issuance and rounds out a particularly dry month for loan supply. During the month of August, only 30 loans were issued, for a total of \$9.4bn new money brought to the market. Breaking August's new supply down further, 52% of new issuers were B-rated, 46% were BB-rated, and just 2% were CCC-rated. Additionally, 21 of the 30 new deals launched were used for acquisition or LBO purposes, underlining a particularly heavy year for M&A activity. At the single name level, the largest deal in August was a \$1.2bn unsecured, covenant-lite issuance by JBS LLC. Proceeds from this loan will be used to pay for the acquisition of Cargill Pork. The loan pays Libor+300bps.

**Table 5: Global loan issuance over time (\$bn)**

	Global	BB	B	CCC/NR	Cov lite	2nd lien
WTD Sep 4	0.0	0.0	0.0	0.0	0.0	0.0
Wk Aug 28	0.0	0.0	0.0	0.0	0.0	0.0
Wk Aug 21	0.2	0.0	0.1	0.0	0.0	0.0
Wk Aug 14	2.8	1.7	1.1	0.0	2.3	0.0
MTD Sep	0.0	0.0	0.0	0.0	0.0	0.0
Aug	9.4	4.7	4.5	0.2	8.2	0.2
July	37.6	10.8	24.3	2.5	26.9	2.4
June	29.7	11.7	16.3	1.7	18.7	1.5
YTD 2015	187.9	78.9	100.2	8.8	129.0	8.4
YTD 2014	291.1	83.7	165.1	42.4	205.2	29.1
2014	379.4	109.5	218.3	51.6	267.1	36.6
2013	454.9	152.8	261.7	40.4	279.1	28.9
2012	295.3	105.0	161.9	28.4	97.5	17.2

Source: BofA Merrill Lynch Global Research, S&P LCD

**Table 6: New issue breakdown by month, last 3 months**

	Total	Ratings				TLb	2nd Lien	Cov Lite
		BB	B	CCC	NR			
05/29/2015	2,954	126	2,396	432		2,522	432	2,077
06/05/2015	7,007	2,648	4,100	259		6,748	259	5,483
06/12/2015	11,065	4,015	6,015	1,035		9,930	1,035	5,405
06/19/2015	7,778	2,520	4,913	345		7,603	175	5,285
06/26/2015	3,810	2,486	1,299	25		3,785	25	2,550
07/03/2015	650		650			650		650
07/10/2015	2,883	1,068	1,571	245		2,538	345	1,816
07/17/2015	10,390	2,700	6,855	835		9,555	835	9,970
07/24/2015	15,537	5,425	9,267	845		14,867	670	9,222
07/31/2015	8,184	1,620	5,999	565		7,619	565	5,261
08/07/2015	6,498	2,987	3,306	205		6,256	242	5,851
08/14/2015	2,755	1,700	1,055			2,755		2,255
08/21/2015	155	45	110			155		45
08/28/2015								
09/04/2015								

Source: BofA Merrill Lynch Global Research, S&P LCD

The second-largest loan issuance in August was Hudson's Bay Company's \$1.1bn, 7-year term loan B. The BB-rated, covenant-lite issuance will be used to acquire Galeria Kaufhof, an owner and operator of department stores. Hudson's Bay newest deal pays Libor+375bp (100bp floor).

**Table 7: Top 10 new issues July, August, September**

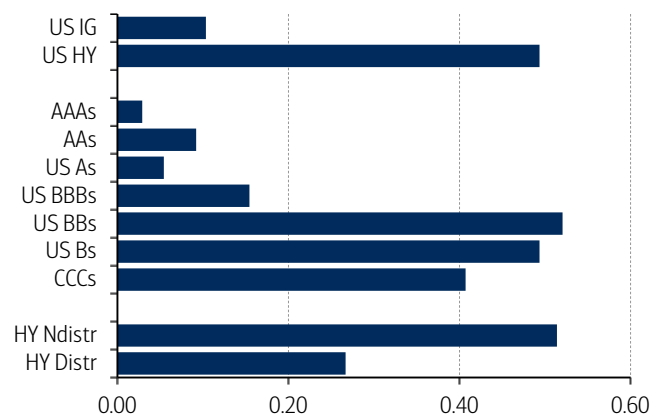
Launch Dt	Issuer	Deal Name	Deal Size (\$)	New Inst. Money (\$)	Moody's	S&P	Asset Backed	Cov Lite	Proceeds	Sector	Region
7/20/2015	Charter Communications Inc	Charter Comm (8/15)	3800	3800	Ba1	BBB-	No	No	Acquisition	Cable	North America
7/22/2015	Asurion LLC	Asurion (TL 8/15)	2725	2725	Ba3	B	No	Yes	Repurchase equity	Insurance	North America
7/24/2015	Pharmaceutical Product Development Inc	Pharmaceutical Product (TL 8/15)	2575	2575	B1	B	No	Yes	Dividend	Services & Leasing	North America
7/14/2015	Ascena Retail	Ascena Retail (TL 8/15)	1800	1800	Ba2	BB+	No	Yes	Acquisition	Retail	North America
7/29/2015	Party City Holdings Inc	Party City (TL 8/15)	1340	1340	B1	B	No	Yes	Refinancing	Retail	North America
7/15/2015	Alliant Insurance Services Inc	Alliant Insurance (TL 8/15)	1340	1340	B2	B	No	Yes	LBO	Insurance	North America
8/10/2015	JBS USA LLC	JBS USA (9/15)	1200	1200	Ba1	BB+	No	Yes	Acquisition	Food & Beverage	North America
7/30/2015	EMI Music Publishing	EMI Music (8/15)	1170	1120	Ba3	BB-	No	No	Dividend	Film	North America
7/15/2015	AlixPartners LLC	AlixPartners (TL 8/15)	1100	1100	B2	B+	No	Yes	Dividend	Services & Leasing	North America
8/4/2015	Hudson's Bay Company	Hudson's Bay (9/15)	1085	1085	B1	BB	No	Yes	Acquisition	Retail	North America

Source: BofA Merrill Lynch Global Research, S&P LCD

# Performance Summary

US HY enjoyed a bit of a relief rally this week, as commodity prices rallied nearly 10% from last week's lows. At 0.5% total return, US HY was the best performer of the week, something we haven't seen in a while. However, the rebound seemed exclusive to HY, as other risk assets such as equities cratered. S&P 500 continued its decline, registering a -1.8% return for the week, while EM equities generated losses of 1.4%. Within HY, Energy led the baton gaining 1.2% after the selloff last week. Materials didn't quite rebound all that much, but were still in the green, at +0.7%. Telecommunications and Utilities were some of the other sectors in the lead. Amongst ratings, the picture painted was not one of a true risk rally. Better-quality names led the gains. BBs outperformed all else, at 0.5%. Investors still seemed wary of credit concerns, as distressed issuers rallied only half as much as the non-distressed names.

**Chart 7: Segment and rating returns, week-on-week (WoW)**



Source: BofA Merrill Lynch Global Research

## Top performers

Top securities of this week were dominated by Energy. BB names, in particular, gained the most in this week's HY rally. Better-quality issuers like RIG, WPX, Range Resources, CHK and Whiting all made the cut, as oil rallied to \$45 post breaching into the \$30 handle last week. Peabody was another big gainer, with its bonds gaining 4 points, on average, and one of the largest traded capital structures with a combined notional of at least ~\$150mn traded. Only three non-commodity issuers made it to the top 30 -- Sprint, Claire's Stores, and JC Penney.

## Bottom performers

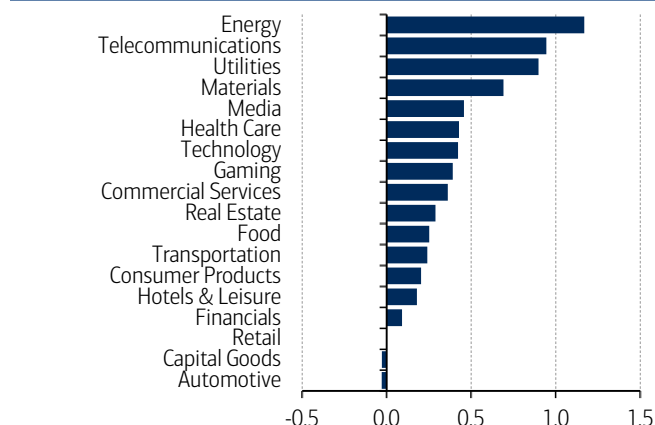
The worst performer of the week was Halcon Resources 8.875% 2021 bonds, which dropped 12 points in value after announcing they will exchange \$1.57 billion of their unsecured bonds for \$1.02 billion of third-lien debt (see Rating Actions). They had previously exchanged \$250mn of their debt back in April. Some of the non-energy names included Navistar, Navient and technology issuers such as AMD and Sungard systems. Telecoms also featured in the list with Frontier and Equinix.

**Table 8: Total returns across asset classes**

Ticker	Name	WoW (%)	MTD (%)	YTD (%)
SPX	S&P 500	-1.84	-1.07	-5.23
MXEF	EM Eqty	-1.43	-2.11	-16.19
CDXHY	CDX.HY	-0.84	-0.31	-0.88
GOQI	TIPs	-0.49	-0.54	-0.94
CDXIG	CDX.IG	-0.12	0.00	-0.14
EMIB	EM IG	-0.07	-0.07	0.67
GA05	5yr TRSY	0.01	0.27	2.13
U0A0	Municipals	0.01	-0.05	1.07
MOA0	Mortgages	0.03	0.10	1.04
HE00	EU HY	0.04	-0.02	1.99
COA0	US IG	0.10	0.20	-0.39
LCDI/ALL	Lev Loans	0.11	0.01	2.11
EMHB	EM HY	0.13	-0.41	3.97
EMGB	EM Govts	0.13	-0.23	0.56
HOA0	US HY	0.49	0.20	0.27

Source: BofA Merrill Lynch Global Research

**Chart 8: Sector returns, week-on-week (WoW)**



Source: BofA Merrill Lynch Global Research

**Table 9: Top 10 performers Aug 27<sup>th</sup> – Sep 3<sup>rd</sup>**

Issue	Rating	Price	Yield (%)	ZSpread	Px Change	Px Change (%)	Volume
BTU 6.5 '20	CCC1	29.25	40.50	3899	3.7	14.6	32
BTU 6.25 '21	CCC1	28.31	35.67	3399	3.5	14.1	51
BTU 6 '18	CCC1	35.99	46.31	4513	4.4	13.9	61
EXXI 7.5 '21	CCC2	20.92	48.51	4692	2.0	10.5	27
RIG 7 '28	BB1	64.96	12.59	1039	5.2	8.7	9
WTI 8.5 '19	CCC1	50.50	32.00	3069	3.6	7.7	27
WPX 6 '22	BB2	89.79	8.08	630	5.4	6.4	14
MEMPH 6.88 '22	CCC1	64.02	15.56	1377	3.4	5.6	13
RRC 5 '22	BB2	94.91	5.90	405	4.7	5.2	14
SD 7.5 '21	C	29.31	40.34	3880	1.4	4.9	20

Source: BofA Merrill Lynch Global Research

**Table 10: Bottom 10 performers Aug 27<sup>th</sup> – Sep 3<sup>rd</sup>**

Issue	Rating	Price	Yield (%)	ZSpread	Px Change	Px Change (%)	Volume
HKUS 8.88 '21	CCC3	34.50	37.41	3581	-11.8	-25.4	34
LINE 8.63 '20	B3	38.07	38.17	3674	-6.6	-14.8	56
VTG 7.13 '23	CCC3	39.74	25.45	2362	-6.7	-14.5	19
LINE 6.25 '19	B3	35.66	38.49	3711	-5.9	-14.2	26
VTG 7.5 '19	CCC3	40.34	36.45	3508	-6.4	-13.7	53
LINE 6.5 '19	B3	40.60	37.49	3624	-3.7	-8.3	39
DNR 4.63 '23	BB3	65.86	11.29	932	-1.7	-2.5	21
NAV 8.25 '21	CCC2	84.89	11.77	1006	-2.1	-2.5	28
FGP 8.63 '20	B3	99.12	8.84	736	-1.9	-1.8	6
NAVI 5.88 '24	BB2	83.51	8.51	643	-1.4	-1.6	14

Source: BofA Merrill Lynch Global Research

# Rating Actions

Last week saw a limited number of ratings actions on high yield issuers, with only 21 changes made by Moody's or S&P. Downgrades outnumbered upgrades by a ratio of 3:1, and there were several initiations and drops. There were no rising stars or fallen angels for the week. One notable change was S&P's downgrade of Halcon Resources Corp to Selective Default after the company announced it will exchange \$1.57 billion of their unsecured bonds for \$1.02 billion of third-lien debt. This is the second distressed exchange for the company, which initially exchanged out \$250mn of its bonds in April. The crude oil producer is one of several companies this year to suffer from the oil supply glut.

Amongst other issuers, Moody's downgraded Clayton Williams Energy from B3 to Caa1, although their outlook remains stable. Clayton Williams, an E&P company, is having trouble keeping margins high this year, as commodities continue their 12-month decline. Another noteworthy downgrade was Moody's lowering of Tronox Ltd from BB to BB-. In response to the downgrade, the chemicals manufacturing corporation reaffirmed their commitment to reducing leverage and continuing current dividend payments.

There were only three ratings improvements on the week. One noticeable upgrade was S&P's change of Isle of Capri Casinos from B to B+. The ratings agency said its upgrade is in response to the company's operating performance exceeding their expectations for CY2015. In addition, S&P expects that Isle's EBITDA will grow modestly and that their leverage ratio will fall to the mid-4x area in fiscal 2017.

**Table 11: List of ratings changes August 28th – September 4th**

Date	Action	Company Name	Rating Type	Agency	Curr Rtg	Last Rtg
09/01/2015	Downgrade	Tronox Ltd	LT Local Issuer Credit	S&P	BB-	BB
09/02/2015	Downgrade	Michael Baker Holdings LLC	Senior Unsecured Debt	Moody's	Caa2	Caa1
09/02/2015	Downgrade	Michael Baker International LLC	Senior Secured Debt	Moody's	B2	B1
09/03/2015	Downgrade	Clayton Williams Energy Inc	Senior Unsecured Debt	Moody's	Caa1	B3
09/03/2015	Downgrade	TPC Group Inc	LT Local Issuer Credit	S&P	B-	B
09/04/2015	Downgrade	Aleris International Inc	Senior Unsecured Debt	Moody's	B3	B2
09/04/2015	Downgrade	Basic Energy Services Inc	Senior Unsecured Debt	Moody's	Caa2	B2
09/04/2015	Downgrade	NGPL PipeCo LLC	LT Local Issuer Credit	S&P	CCC-	CCC
09/01/2015	Initiated	GNV Custom Insurance Co	LT Local Issuer Credit	S&P	A-	
09/01/2015	Initiated	Greater New York Mutual Insurance Co	LT Local Issuer Credit	S&P	A-	NR
09/01/2015	Initiated	Informatica Corp	LT Local Issuer Credit	S&P	B	
09/01/2015	Initiated	Insurance Co of Greater NY	LT Local Issuer Credit	S&P	A-	NR
09/01/2015	Initiated	Strathmore Insurance Co	LT Local Issuer Credit	S&P	A-	NR
08/31/2015	Upgrade	CVR Refining LP	LT Local Issuer Credit	S&P	BB-	B+
08/31/2015	Upgrade	Wolverine World Wide Inc	LT Local Issuer Credit	S&P	BB+	BB
09/04/2015	Upgrade	Isle of Capri Casinos Inc	LT Local Issuer Credit	S&P	B+	B
09/03/2015	Dropped	Coyote Logistics LLC	LT Local Issuer Credit	S&P	NR	A+
09/04/2015	Dropped	Harvard Drug Group LLC/The	LT Local Issuer Credit	S&P	NR	A-
09/04/2015	Dropped	Knoll Inc	LT Local Issuer Credit	S&P	NR	BB
08/28/2015	Default	Halcon Resources Corp	LT Local Issuer Credit	S&P	SD	B-

Source: BofA Merrill Lynch Global Research

# Relative Value

## Cash v. CDS

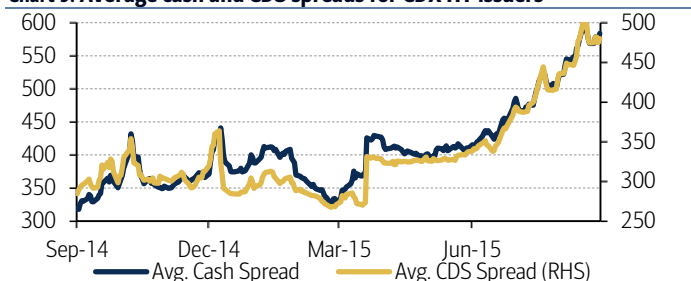
Cash indices outperformed CDX indices over the week (Table 12). CDX HY widened by 18bp compared to 10bp of tightening for our HY cash index. In the IG space, CDX saw 2bp of widening while cash tightened 2bp. The average basis for CDX HY issuers we track, however, fell to -104bp.

**Table 12: CDX vs. ML Cash Indices**

Index	Spread	1W-Chng	1M-Chng	3M-Chng
CDX IG	83	2	8	15
HG Cash	168	-2	10	30
CDX HY	410	18	34	55
HY Cash	570	-10	25	124

Source: BofA Merrill Lynch Global Research, 5y spreads for CDX, OAS for cash

**Chart 9: Average cash and CDS spreads for CDX HY issuers**



Source: BofA Merrill Lynch Global Research, Average spreads for a selection of issuers in the On The Run CDX HY index.

**Chart 10: Average cash-CDS basis for CDX HY issuers**



Source: BofA Merrill Lynch Global Research, Average basis for a selection of issuers in the On The Run CDX HY index.

## CDS Indices

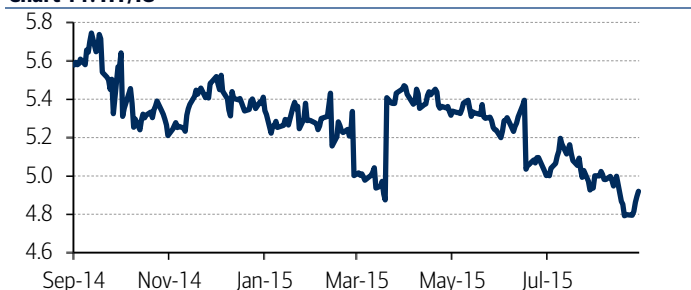
CDS indices in the US and Europe widened over the week (Table 13). Single-names outperformed index performance as skews increased 2bp to stand at -3bp by the end of the week. The HY/IG spread ratio increased and is currently 4.92, off its YTD low from the prior week (Chart 11). The XO-HY spread was little changed at -71bp, a modest 2bp decline from last week (Chart 12).

**Table 13: CDS Indices – spread, intrinsic and skew**

Index	Index	5y Spread	1W-Chng	1M-Chng	3M-Chng	5y Intrinsic	1W-Chng	1M-Chng	3M-Chng	Skew	1W-Chng	1M-Chng
CDX.NA.IG	CDX IG	83	2	8	15	86	0	5	18	-3	2	3
CDX.NA.HY	CDX HY	410	18	34	55	395	3	28	55	16	14	7
iTraxx Europe	iTraxx Main	73	1	7	3	76	1	8	11	-3	0	-2
iTraxx Europe Crossover	iTraxx XO	338	15	30	24	358	17	44	58	-21	-2	-14

Source: BofA Merrill Lynch Global Research

**Chart 11: HY/IG**



Source: BofA Merrill Lynch Global Research

**Chart 12: XO-HY**

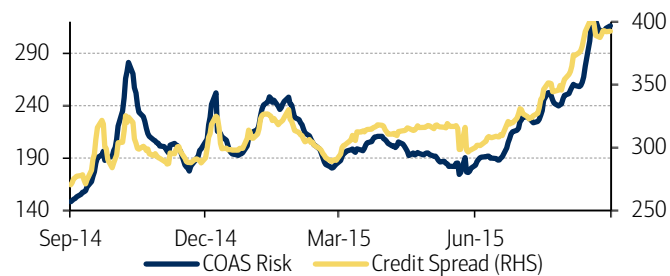


Source: BofA Merrill Lynch Global Research

## Credit vs. Equities

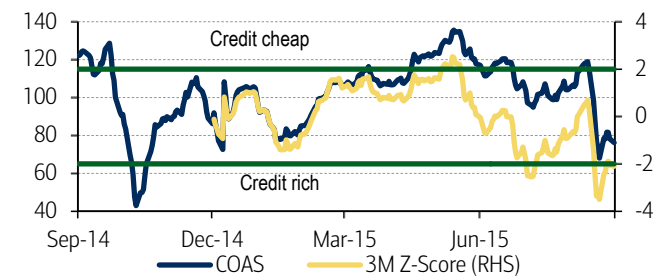
Average HY spread and equity implied credit risk widened by 5bp and 7bp, respectively, on the week (Chart 13). The US HY COAS 3m z-score increased to -2.1 from -2.44, indicating that credit continues to trade rich to what the equity markets imply (Chart 14).

**Chart 13: US HY COAS Risk vs. Spread**



Source: BofA Merrill Lynch Global Research

**Chart 14: US HY COAS & Z-Score**



Source: BofA Merrill Lynch Global Research

# Disclosures

## Important Disclosures

### BofA Merrill Lynch Credit Opinion Key

The BofA Merrill Lynch Global Research Credit Opinion Key is designed to allow BofA Merrill Lynch Global Credit Research to provide recommendations on an issuer's bonds, capital securities, equity preferreds and CDS as described below. An issuer level recommendation may also be provided in respect of an issuer as explained below. BofA Merrill Lynch Global Research credit recommendations are assigned using a three-month time horizon.

**Issuer Recommendations:** If an issuer credit recommendation is provided, it is applicable to all bonds of the issuer except bonds specifically referenced in the report with a different credit recommendation. Where there is no issuer credit recommendation, only individual bonds with specific recommendations are covered.

Issuer credit recommendations do not cover equity preferreds or CDS related to the issuer. Issuer credit recommendations do not cover capital securities of the issuer unless a statement to that effect is provided in the relevant research report.

**CDS Recommendations:** CDS are recommended on an individual basis under the Credit Opinion Key. Issuer credit recommendations do not apply to CDS.

**Capital Securities:** Capital securities are recommended individually unless the research report specifically states that the issuer credit recommendation applies to such securities. In cases where the issuer credit recommendation applies to capital securities of the issuers, it is not applicable to capital securities that we classify as equity preferreds.

**Equity Preferreds:** Equity preferreds are recommended on an individual basis under the Credit Opinion Key. Issuer credit recommendations do not apply to equity preferreds.

Recommendation	Investor Action Points (Cash and/or CDS)	Primary Investment Return Driver
Overweight-100%	Up to 100% Overweight of investor's guidelines	Compelling spread tightening potential
Overweight-70%	Up to 70% Overweight of investor's guidelines	Carry, plus some spread tightening expected
Overweight-30%	Up to 30% Overweight of investor's guidelines	Good carry, but little spread tightening expected
Underweight-30%	Down to 30% Underweight of investor's guidelines	Unattractive carry, but spreads unlikely to widen
Underweight-70%	Down to 70% Underweight of investor's guidelines	Expected spread underperformance
Underweight-100%	Down to 100% Underweight of investor's guidelines	Material spread widening expected

Time horizon – our recommendations have a 3 month trade horizon

BofA Merrill Lynch Research personnel (including the analyst(s) responsible for this report) receive compensation based upon, among other factors, the overall profitability of Bank of America Corporation, including profits derived from investment banking revenues.

BofA Merrill Lynch Global Credit Research analysts regularly interact with sales and trading desk personnel in connection with their research, including to ascertain pricing and liquidity in the fixed income markets.

## Other Important Disclosures

This report may refer to fixed income securities that may not be offered or sold in one or more states or jurisdictions. Readers of this report are advised that any discussion, recommendation or other mention of such securities is not a solicitation or offer to transact in such securities. Investors should contact their BofA Merrill Lynch representative or Merrill Lynch Financial Global Wealth Management financial advisor for information relating to fixed income securities.

Rule 144A securities may be offered or sold only to persons in the U.S. who are Qualified Institutional Buyers within the meaning of Rule 144A under the Securities Act of 1933, as amended.

SECURITIES DISCUSSED HEREIN MAY BE RATED BELOW INVESTMENT GRADE AND SHOULD THEREFORE ONLY BE CONSIDERED FOR INCLUSION IN ACCOUNTS QUALIFIED FOR SPECULATIVE INVESTMENT.

Recipients who are not institutional investors or market professionals should seek the advice of their independent financial advisor before considering information in this report in connection with any investment decision, or for a necessary explanation of its contents.

The securities discussed in this report may be traded over-the-counter. Retail sales and/or distribution of this report may be made only in states where these securities are exempt from registration or have been qualified for sale.

Officers of MLPF&S or one or more of its affiliates (other than research analysts) may have a financial interest in securities of the issuer(s) or in related investments.

This report, and the securities discussed herein, may not be eligible for distribution or sale in all countries or to certain categories of investors.

### Information relating to Affiliates of MLPF&S and Distribution of Affiliate Research Reports:

**BofA Merrill Lynch includes Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") and its affiliates. Investors should contact their BofA Merrill Lynch representative or Merrill Lynch Global Wealth Management financial advisor if they have questions concerning this report. "BofA Merrill Lynch" and "Merrill Lynch" are each global brands for BofA Merrill Lynch Global Research.**

MLPF&S distributes, or may in the future distribute, research reports of the following non-US affiliates in the US (short name: legal name): Merrill Lynch (France): Merrill Lynch Capital Markets (France) SAS; Merrill Lynch (Frankfurt): Merrill Lynch International Bank Ltd., Frankfurt Branch; Merrill Lynch (South Africa): Merrill Lynch South Africa (Pty) Ltd.; Merrill Lynch (Milan): Merrill Lynch International Bank Limited; MLJ (UK): Merrill Lynch International; Merrill Lynch (Australia): Merrill Lynch Equities (Australia) Limited; Merrill Lynch (Hong Kong): Merrill Lynch (Asia Pacific) Limited; Merrill Lynch (Singapore): Merrill Lynch (Singapore) Pte Ltd.; Merrill Lynch (Canada): Merrill Lynch Canada Inc; Merrill Lynch (Mexico): Merrill Lynch Mexico, SA de CV, Casa de Bolsa; Merrill Lynch (Argentina): Merrill Lynch Argentina SA; Merrill Lynch (Japan): Merrill Lynch Japan Securities Co., Ltd.; Merrill Lynch (Seoul): Merrill Lynch International Incorporated (Seoul Branch); Merrill Lynch (Taiwan): Merrill Lynch Securities (Taiwan) Ltd.; DSP Merrill Lynch (India): DSP Merrill Lynch Limited; PT Merrill Lynch (Indonesia): PT Merrill Lynch Indonesia; Merrill Lynch (Israel): Merrill Lynch Israel Limited; Merrill Lynch (Russia): OOO Merrill Lynch Securities, Moscow; Merrill Lynch (Turkey I.B.): Merrill Lynch Yatirim Bank A.S.; Merrill Lynch (Turkey Broker): Merrill Lynch Menkul Değerler A.Ş.; Merrill Lynch (Dubai): Merrill Lynch International, Dubai Branch; MLPF&S (Zurich rep. office): MLPF&S Incorporated Zurich representative office; Merrill Lynch (Spain): Merrill Lynch Capital Markets Espana, S.A.S.V.; Merrill Lynch (Brazil): Bank of America Merrill Lynch Banco Multiplo S.A.; Merrill Lynch KSA Company, Merrill Lynch Kingdom of Saudi Arabia Company.

This research report has been approved for publication and is distributed in the United Kingdom to professional clients and eligible counterparties (as each is defined in the rules of the Financial Conduct Authority and the Prudential Regulation Authority) by Merrill Lynch International and Bank of America Merrill Lynch International Limited, which are authorized by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, and is distributed in the United Kingdom to retail clients (as defined in the rules of the Financial Conduct Authority and the Prudential Regulation Authority) by Merrill Lynch International Bank Limited, London Branch, which is authorised by the Central Bank of Ireland and subject to limited regulation by the Financial Conduct Authority and Prudential Regulation Authority - details about the extent of our regulation by the Financial Conduct Authority and Prudential Regulation Authority are available from us on request; has been considered and distributed in Japan by Merrill Lynch Japan Securities Co., Ltd., a registered securities dealer under the Financial Instruments and Exchange Act in Japan; is distributed in Hong Kong by Merrill Lynch (Asia Pacific) Limited, which is regulated by the Hong Kong SFC and the Hong Kong Monetary Authority is issued and distributed in Taiwan by Merrill Lynch Securities (Taiwan) Ltd.; is issued and distributed in India by DSP Merrill Lynch Limited; and is issued and distributed in Singapore to institutional investors and/or accredited investors (each as defined under the Financial Advisers Regulations) by Merrill Lynch International Bank Limited (Merchant Bank) and Merrill Lynch (Singapore) Pte Ltd. (Company Registration No.'s F 06872E and 198602883D respectively). Merrill Lynch International Bank Limited (Merchant Bank) and Merrill Lynch (Singapore) Pte Ltd. are regulated by the Monetary Authority of Singapore. Bank of America N.A., Australian Branch (ARBN 064 874 531), AFS License 412901 (BANA Australia) and Merrill Lynch Equities (Australia) Limited (ABN 65 006 276 795), AFS License 235132 (MLEA) distributes this report in Australia only to 'Wholesale' clients as defined by s.761G of the Corporations Act 2001. With the exception of BANA Australia, neither MLEA nor any of its affiliates involved in preparing this research report is an Authorised Deposit-Taking Institution under the Banking Act 1959 nor regulated by the Australian Prudential Regulation Authority. No approval is required for publication or distribution of this report in Brazil and its local distribution is made by Bank of America Merrill Lynch Banco Multiplo S.A. in accordance with applicable regulations. Merrill Lynch (Dubai) is authorized and regulated by the Dubai Financial Services Authority (DFSA). Research reports prepared and issued



by Merrill Lynch (Dubai) are prepared and issued in accordance with the requirements of the DFSA conduct of business rules.

Merrill Lynch (Frankfurt) distributes this report in Germany. Merrill Lynch (Frankfurt) is regulated by BaFin.

This research report has been prepared and issued by MLPF&S and/or one or more of its non-US affiliates. MLPF&S is the distributor of this research report in the US and accepts full responsibility for research reports of its non-US affiliates distributed to MLPF&S clients in the US. Any US person receiving this research report and wishing to effect any transaction in any security discussed in the report should do so through MLPF&S and not such foreign affiliates.

#### **General Investment Related Disclosures:**

**Taiwan Readers:** Neither the information nor any opinion expressed herein constitutes an offer or a solicitation of an offer to transact in any securities or other financial instrument. No part of this report may be used or reproduced or quoted in any manner whatsoever in Taiwan by the press or any other person without the express written consent of BofA Merrill Lynch.

This research report provides general information only. Neither the information nor any opinion expressed constitutes an offer or an invitation to make an offer, to buy or sell any securities or other financial instrument or any derivative related to such securities or instruments (e.g., options, futures, warrants, and contracts for differences). This report is not intended to provide personal investment advice and it does not take into account the specific investment objectives, financial situation and the particular needs of any specific person. Investors should seek financial advice regarding the appropriateness of investing in financial instruments and implementing investment strategies discussed or recommended in this report and should understand that statements regarding future prospects may not be realized. Any decision to purchase or subscribe for securities in any offering must be based solely on existing public information on such security or the information in the prospectus or other offering document issued in connection with such offering, and not on this report.

Securities and other financial instruments discussed in this report, or recommended, offered or sold by Merrill Lynch, are not insured by the Federal Deposit Insurance Corporation and are not deposits or other obligations of any insured depository institution (including, Bank of America, N.A.). Investments in general and, derivatives, in particular, involve numerous risks, including, among others, market risk, counterparty default risk and liquidity risk. No security, financial instrument or derivative is suitable for all investors. In some cases, securities and other financial instruments may be difficult to value or sell and reliable information about the value or risks related to the security or financial instrument may be difficult to obtain. Investors should note that income from such securities and other financial instruments, if any, may fluctuate and that price or value of such securities and instruments may rise or fall and, in some cases, investors may lose their entire principal investment. Past performance is not necessarily a guide to future performance. Levels and basis for taxation may change.

BofA Merrill Lynch is aware that the implementation of the ideas expressed in this report may depend upon an investor's ability to "short" securities or other financial instruments and that such action may be limited by regulations prohibiting or restricting "shortselling" in many jurisdictions. Investors are urged to seek advice regarding the applicability of such regulations prior to executing any short idea contained in this report.

This report may contain a trading idea or recommendation which highlights a specific identified near-term catalyst or event impacting a security, issuer, industry sector or the market generally that presents a transaction opportunity, but does not have any impact on the analyst's particular "Overweight" or "Underweight" rating (which is based on a three month trade horizon). Trading ideas and recommendations may differ directionally from the analyst's rating on a security or issuer because they reflect the impact of a near-term catalyst or event.

Foreign currency rates of exchange may adversely affect the value, price or income of any security or financial instrument mentioned in this report. Investors in such securities and instruments effectively assume currency risk.

**UK Readers:** The protections provided by the U.K. regulatory regime, including the Financial Services Scheme, do not apply in general to business coordinated by BofA Merrill Lynch entities located outside of the United Kingdom. BofA Merrill Lynch Global Research policies relating to conflicts of interest are described at <http://www.ml.com/media/43347.pdf>.

Officers of MLPF&S or one or more of its affiliates (other than research analysts) may have a financial interest in securities of the issuer(s) or in related investments.

MLPF&S or one of its affiliates is a regular issuer of traded financial instruments linked to securities that may have been recommended in this report. MLPF&S or one of its affiliates may, at any time, hold a trading position (long or short) in the securities and financial instruments discussed in this report.

BofA Merrill Lynch, through business units other than BofA Merrill Lynch Global Research, may have issued and may in the future issue trading ideas or recommendations that are inconsistent with, and reach different conclusions from, the information presented in this report. Such ideas or recommendations reflect the different time frames, assumptions, views and analytical methods of the persons who prepared them, and BofA Merrill Lynch is under no obligation to ensure that such other trading ideas or recommendations are brought to the attention of any recipient of this report.

In the event that the recipient received this report pursuant to a contract between the recipient and MLPF&S for the provision of research services for a separate fee, and in connection therewith MLPF&S may be deemed to be acting as an investment adviser, such status relates, if at all, solely to the person with whom MLPF&S has contracted directly and does not extend beyond the delivery of this report (unless otherwise agreed specifically in writing by MLPF&S). MLPF&S is and continues to act solely as a broker-dealer in connection with the execution of any transactions, including transactions in any securities mentioned in this report.

#### **Copyright, User Agreement and other general information related to this report:**

Copyright 2015 Merrill Lynch, Pierce, Fenner & Smith Incorporated. All rights reserved. This research report is prepared for the use of BofA Merrill Lynch clients and may not be redistributed, retransmitted or disclosed, in whole or in part, or in any form or manner, without the express written consent of BofA Merrill Lynch. BofA Merrill Lynch Global Research reports are distributed simultaneously to internal and client websites and other portals by BofA Merrill Lynch and are not publicly-available materials. Any unauthorized use or disclosure is prohibited. Receipt and review of this research report constitutes your agreement not to redistribute, retransmit, or disclose to others the contents, opinions, conclusion, or information contained in this report (including any investment recommendations, estimates or price targets) without first obtaining express permission from an authorized officer of BofA Merrill Lynch.

Materials prepared by BofA Merrill Lynch Global Research personnel are based on public information. Facts and views presented in this material have not been reviewed by, and may not reflect information known to, professionals in other business areas of BofA Merrill Lynch, including investment banking personnel. BofA Merrill Lynch has established information barriers between BofA Merrill Lynch Global Research and certain business groups. As a result, BofA Merrill Lynch does not disclose certain client relationships with, or compensation received from, such companies in research reports. To the extent this report discusses any legal proceeding or issues, it has not been prepared as nor is it intended to express any legal conclusion, opinion or advice. Investors should consult their own legal advisers as to issues of law relating to the subject matter of this report. BofA Merrill Lynch Global Research personnel's knowledge of legal proceedings in which any BofA Merrill Lynch entity and/or its directors, officers and employees may be plaintiffs, defendants, co-defendants or co-plaintiffs with or involving companies mentioned in this report is based on public information. Facts and views presented in this material that relate to any such proceedings have not been reviewed by, discussed with, and may not reflect information known to, professionals in other business areas of BofA Merrill Lynch in connection with the legal proceedings or matters relevant to such proceedings.

This report has been prepared independently of any issuer of securities mentioned herein and not in connection with any proposed offering of securities or as agent of any issuer of any securities. None of MLPF&S, any of its affiliates or their research analysts has any authority whatsoever to make any representation or warranty on behalf of the issuer(s). BofA Merrill Lynch Global Research policy prohibits research personnel from disclosing a recommendation, investment rating, or investment thesis for review by an issuer prior to the publication of a research report containing such rating, recommendation or investment thesis.

Any information relating to the tax status of financial instruments discussed herein is not intended to provide tax advice or to be used by anyone to provide tax advice. Investors are urged to seek tax advice based on their particular circumstances from an independent tax professional.

The information herein (other than disclosure information relating to BofA Merrill Lynch and its affiliates) was obtained from various sources and we do not guarantee its accuracy. This report may contain links to third-party websites. BofA Merrill Lynch is not responsible for the content of any third-party website or any linked content contained in a third party website. Content contained on such third-party websites is not part of this report and is not incorporated by reference into this report. The inclusion of a link in this report does not imply any endorsement by or any affiliation with BofA Merrill Lynch. Access to any third-party website is at your own risk, and you should always review the terms and privacy policies at third-party websites before submitting any personal information to them. BofA Merrill Lynch is not responsible for such terms and privacy policies and expressly disclaims any liability for them.

All opinions, projections and estimates constitute the judgment of the author as of the date of the report and are subject to change without notice. Prices also are subject to change without notice. BofA Merrill Lynch is under no obligation to update this report and BofA Merrill Lynch's ability to publish research on the subject company(ies) in the future is subject to applicable quiet periods. You should therefore assume that BofA Merrill Lynch will not update any fact, circumstance or opinion contained in this report.

Certain outstanding reports may contain discussions and/or investment opinions relating to securities, financial instruments and/or issuers that are no longer current. Always refer to the most recent research report relating to a company or issuer prior to making an investment decision.

In some cases, a company or issuer may be classified as Restricted or may be Under Review or Extended Review. In each case, investors should consider any investment opinion relating to such company or issuer (or its security and/or financial instruments) to be suspended or withdrawn and should not rely on the analyses and investment opinion(s) pertaining to such issuer (or its securities and/or financial instruments) nor should the analyses or opinion(s) be considered a solicitation of any kind. Sales persons and financial advisors affiliated with MLPF&S or any of its affiliates may not solicit purchases of securities or financial instruments that are Restricted or Under Review and may only solicit securities under Extended Review in accordance with firm policies.

Neither BofA Merrill Lynch nor any officer or employee of BofA Merrill Lynch accepts any liability whatsoever for any direct, indirect or consequential damages or losses arising from any use of this report or its contents.