



**Report Pursuant to Article VII, Section 11 of the Amended and
Restated By-Laws of Capmark Financial Group Inc.
Q3 2012**

November 14, 2012

Notice to Reader

Important disclosure that must be read prior to review of the information attached hereto

The Information (unless otherwise explicitly stated) is preliminary and subject to change. In addition, the Information includes financial information that is not audited and includes financial statements and other information that were not prepared in accordance with US generally accepted accounting principles ("US GAAP").

The Information provided herein should be read in conjunction with Capmark Financial Group Inc.'s (the "Company") Quarterly Report as of and for the three months ended September 30, 2012 (the "Quarterly Report"), which includes an update on subsequent events evaluated through November 14, 2012. The Quarterly Report may be found at the Company's website (www.capmark.com) under the heading "Investor Relations."

The Company expressly disclaims any representation and warranty as to the accuracy or completeness of the Information. Further, the Company disclaims any obligation or undertaking to provide the Recipient any updates to the Information to reflect any change in the Company's expectations with regards thereto or changes in events, conditions, or circumstances on which such information is based. None of the Company or any director, officer or representative of the Company shall have any liability to any party for any error or omission with respect to any of the information contained herein.

Introduction

The financial information presented summarizes asset monetization and cash basis expense data for the Company for the quarter ended September 30, 2012 ("Q3 2012"). The Non Bank Liquidity Summary (page 4), Cash Operating Expenses (pages 7 and 8) and Capmark Bank (page 9) include a comparison of actual quarterly and year to date information compared to the underlying nominal cash monetization data that was utilized to develop the financial projections contained in the Disclosure Statement for the Company's Plan of Reorganization. This data is referred to throughout this document as the "Plan." Ending Cash Liquidity in the Plan column corresponds to the cash per the balance sheet in the financial projections for the corresponding periods. Asset Statistics (page 5 and 6) provides detailed information concerning asset disposition activity data for the North American Asset Management segment and Capmark Bank.

Plan numbers refer to the Plan of Reorganization filed by the company on May 27, 2011 and may not reflect the company's current projections

Non Bank Q3 Liquidity Highlights:

- Non Bank net proceeds were \$345.4mm favorable compared to Plan, driven primarily by accelerated activity.
- Non Bank operating expenses (excluding interest expense) were \$12.6mm unfavorable to Plan primarily as a result of restructuring payments.
- In late July and early August 2012, Capmark Bank distributed approximately \$1.57 billion of assets to Capmark Financial Group Inc. The proceeds from the transferred loans held for sale and real estate assets are included in North American Asset Management proceeds and the cash is included in other cash movements in Corporate in the Liquidity Summary on Page 4. The Non Bank expenses on Page 7 include the cost of employees and assets transferred in conjunction with the asset transfer. The Plan did not include this asset transfer.
- On August 7, 2012, the Company deposited sufficient funds in trust with the trustee of the Secured Notes to satisfy and discharge the Secured Notes, and the trustee has acknowledged such satisfaction and discharge.

Reconciliation of Cash per Liquidity Summary to 9/30/12 GAAP Balance Sheet

Working Capital of CFGI and Guarantors	\$ 659.2	Non-GAAP
Working Capital of Excluded Domestic & Foreign Entities	130.3	Non-GAAP
Cash Per Non Bank Liquidity Report	789.5	Non-GAAP. Includes continuing and discontinued operations
Restricted Cash per 9/30/12 Balance Sheet	124.1	US GAAP restricted cash. Includes continuing and discontinued operations
Working Capital at REO Restricted Subsidiaries	13.2	Non-GAAP. Includes continuing and discontinued operations
Other Working Capital of Excluded Domestic & Foreign Entities	1.4	Non-GAAP. Includes continuing and discontinued operations
Non Bank Cash per 9/30/12 Balance Sheet	928.2	US GAAP. Includes continuing and discontinued operations
Capmark Bank Cash per 9/30/12 Balance Sheet	1,544.5	US GAAP
Total Cash per 9/30/12 Balance Sheet	\$ 2,472.7	US GAAP. Includes continuing and discontinued operations

Non Bank Liquidity Summary - Q3 2012

(\$, millions)	NA Asset Management		Asia		Residual Platforms		Corporate		Total		
	Q3		Q3		Q3		Q3		Q3		
	Actual	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Variance
Beginning Cash Liquidity - June 30, 2012									\$ 222.0	\$ 181.1	\$ 40.9
Asset related proceeds	\$ 440.1	\$ 92.5	\$ 70.7	\$ 88.0	\$ 43.1	\$ 29.1	\$ -	\$ -	\$ 553.9	\$ 209.6	\$ 344.3
Asset related funding	(12.7)	(0.9)	-	-	-	(1.0)	-	-	(12.7)	(1.8)	(10.9)
Asset related subtotal	427.4	91.7	70.7	88.0	43.1	28.1	-	-	541.2	207.8	333.4
Cash revenue (interest, fees)	15.6	8.0	1.7	-	4.5	1.9	-	-	21.9	9.9	12.0
Other cash receipts	-	-	-	-	-	-	-	-	-	-	-
Revenue and other inflows subtotal	15.6	8.0	1.7	-	4.5	1.9	-	-	21.9	9.9	12.0
Net proceeds	443.0	99.7	72.4	88.0	47.6	30.0	-	-	563.1	217.7	345.4
Cash interest expense	-	-	-	-	-	-	(5.6)	(10.3)	(5.6)	(10.3)	4.7
Compensation & benefits	(1.9)	(1.2)	(0.6)	(1.0)	(0.3)	(0.4)	(2.7)	(2.5)	(5.5)	(5.0)	(0.5)
Other operating expenses	(1.2)	(1.8)	(1.4)	(3.6)	(1.0)	(0.5)	(7.4)	(3.0)	(11.0)	(8.9)	(2.1)
Expense subtotal	(3.1)	(2.9)	(2.0)	(4.6)	(1.2)	(0.9)	(15.7)	(15.8)	(22.1)	(24.3)	2.2
Operating subtotal	439.9	96.8	70.4	83.3	46.4	29.1	(15.7)	(15.8)	541.0	193.4	347.6
Bankruptcy emergence payments	-	-	-	-	-	-	-	-	-	-	-
Asia Debt paydown	-	-	(60.7)	(8.1)	-	-	43.2	-	(17.5)	(8.1)	(9.3)
Secured Debt paydown	-	-	-	-	-	-	(208.8)	(130.6)	(208.8)	(130.6)	(78.2)
Other cash movements	-	-	(3.6)	-	1.0	-	254.5	(1.4)	252.0	(1.4)	253.4
FX impacts	-	-	0.7	-	0.1	-	-	-	0.8	-	0.8
Change in Liquidity	\$ 439.9	\$ 96.8	\$ 6.8	\$ 75.2	\$ 47.5	\$ 29.1	\$ 73.3	\$ (147.8)	\$ 567.5	\$ 53.3	\$ 514.2
Ending Cash Liquidity - September 30, 2012									\$ 789.5	\$ 234.4	\$ 555.1

Non Bank Liquidity Summary - Q3 YTD 2012

(\$, millions)	NA Asset Management		Asia		Residual Platforms		Corporate		Total		
	Q3 YTD		Q3 YTD		Q3 YTD		Q3 YTD		Q3 YTD		
	Actual	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Actual	Plan	Variance
Beginning Cash Liquidity - January 1, 2012									\$ 436.9	\$ 283.2	\$ 153.7
Asset related proceeds	\$ 627.8	\$ 178.5	\$ 170.6	\$ 119.2	\$ 113.5	\$ 127.8	\$ -	\$ 6.6	\$ 911.9	\$ 432.2	\$ 479.8
Asset related funding	(14.8)	(4.1)	-	-	(0.5)	(2.9)	-	-	(15.3)	(6.9)	(8.4)
Asset related subtotal	613.0	174.4	170.6	119.2	113.0	124.9	-	6.6	896.6	425.2	471.4
Cash revenue (interest, fees)	33.7	27.4	8.5	-	13.6	3.2	-	-	55.8	30.6	25.2
Other cash receipts	-	-	-	-	-	-	-	-	-	-	-
Revenue and other inflows subtotal	33.7	27.4	8.5	-	13.6	3.2	-	-	55.8	30.6	25.2
Net proceeds	646.7	201.8	179.1	119.2	126.6	128.1	-	6.6	952.4	455.8	496.6
Cash interest expense	-	-	-	-	-	-	(33.9)	(38.3)	(33.9)	(38.3)	4.4
Compensation & benefits	(4.5)	(4.7)	(4.2)	(3.9)	(4.3)	(1.6)	(10.4)	(8.9)	(23.4)	(19.2)	(4.3)
Other operating expenses	(4.3)	(5.3)	(3.6)	(10.8)	(2.9)	(1.5)	(24.2)	(9.1)	(35.0)	(26.7)	(8.4)
Expense subtotal	(8.8)	(10.0)	(7.8)	(14.8)	(7.2)	(3.1)	(68.5)	(56.4)	(92.4)	(84.2)	(8.2)
Operating subtotal	637.9	191.8	171.2	104.5	119.4	125.0	(68.5)	(49.7)	860.0	371.6	488.4
Bankruptcy emergence payments	-	-	-	-	-	-	-	-	-	-	-
Asia Debt paydown	-	-	(148.8)	(24.4)	-	-	105.3	-	(43.5)	(24.4)	(19.0)
Secured Debt paydown	-	-	-	-	-	-	(714.0)	(391.9)	(714.0)	(391.9)	(322.1)
Other cash movements	-	-	-	-	1.1	-	251.4	(4.1)	252.5	(4.1)	256.6
FX impacts	-	-	(2.1)	-	(0.4)	-	-	-	(2.6)	-	(2.6)
Change in Liquidity	\$ 637.9	\$ 191.8	\$ 20.4	\$ 80.0	\$ 120.1	\$ 125.0	\$ (425.8)	\$ (445.7)	\$ 352.5	\$ (48.8)	\$ 401.4
Ending Cash Liquidity - September 30, 2012									\$ 789.5	\$ 234.4	\$ 555.1

(1) Asset related subtotal includes cash received on asset monetizations, net of cash funding activity. Excludes cash from interest and fees collected on assets.

<u>Portfolio Snapshot at 9/30/2012 (\$ in mm's)</u>							<u>UPB Activity (\$ in mm's)</u>		
Status	Asset	SVC UPB ⁽¹⁾	Accting UPB ⁽²⁾	Book Value ⁽³⁾⁽⁴⁾	Unfunded	# of Assets	Q3		YTD Q3
							Beginning Accounting UPB	\$ 537.3	\$ 806.0
Performing									
	HFS	\$ 202.5	\$ 197.8	\$ 182.6	\$ 0.9	16			
Sub-Total		\$ 202.5	\$ 197.8	\$ 182.6	\$ 0.9	16			
Non-performing									
	HFS	\$ 78.7	\$ 74.0	\$ 41.9	\$ -	6	1. Loans Repaid at Par	(21.2)	(49.6)
	REO	352.1	189.5	189.5	-	14	2. Loans Repaid w/ Discount	(13.8)	(65.2)
	EQ INV.	25.0	7.3	7.3	-	6	3. Asset Sales	(30.7)	(107.7)
Sub-Total		\$ 455.8	\$ 270.8	\$ 238.7	\$ -	26	4. NMTC Transaction Activity	(13.0)	(39.8)
							5. Loan Paydowns	(1.9)	(10.7)
							6. Loan Fundings	9.8	10.4
							7. Write-downs/Losses	(2.9)	(88.3)
							8. Other	4.9	13.5
Total		\$ 658.3	\$ 468.6	\$ 421.2	\$ 0.9	42	Ending Accounting UPB	\$ 468.6	\$ 468.6

<u>Asset Disposition Activity (\$ in mm's) - Q3 2012</u>								
Transaction Type	SVC UPB ⁽¹⁾	Net Bk Value	Proceeds	Svc UPB Loss	Proceeds %	Plan		
						Svc UPB	Cash Proceeds	Proceeds %
Discounted Payoff	\$ 15.0	\$ 12.2	\$ 13.8	\$ (1.3)	91.6%	\$ 55.5	\$ 44.1	79.5%
Note Sale	-	-	-	\$ -	0.0%	-	-	0.0%
REO Sale	71.1	33.8	30.7	(40.5)	43.1%	98.7	45.0	45.6%
Par Payoff	21.1	20.2	21.2	0.1	100.4%	-	-	0.0%
NMTC Transactions	15.2	12.6	13.0	(2.1)	86.0%	-	-	0.0%
Total Dispositions	\$ 122.5	\$ 78.7	\$ 78.7	\$ (43.8)	64.3%	\$ 154.1	\$ 89.1	57.8%
Partial Paydowns (Excludes interest applied to principal)			\$ 1.9			\$ 3.8		

<u>Asset Disposition Activity (\$ in mm's) - YTD Q3 2012</u>								
Transaction Type	SVC UPB ⁽¹⁾	Net Bk Value	Proceeds	Svc UPB Loss	Proceeds %	Plan		
						Svc UPB	Cash Proceeds	Proceeds %
Discounted Payoff	\$ 124.5	\$ 54.3	\$ 65.2	\$ (59.3)	52.3%	\$ 92.4	\$ 61.2	66.2%
Note Sale	55.7	26.3	28.2	(27.5)	50.6%	5.3	4.9	92.4%
REO Sale	151.1	77.2	79.6	(71.5)	52.7%	160.4	83.5	52.1%
Par Payoff	50.5	46.7	49.6	(0.9)	98.3%	18.1	18.1	100.0%
NMTC Transactions	47.8	44.4	39.9	(7.9)	83.5%	-	-	0.0%
Total Dispositions	\$ 429.5	\$ 249.0	\$ 262.5	\$ (167.0)	61.1%	\$ 276.2	\$ 167.6	60.7%
Partial Paydowns (Excludes interest applied to principal)			\$ 8.2			\$ 11.4		

- (1) The current principal amount contractually due from the borrower
- (2) Servicing UPB less loan write-downs, REO transfer write-downs and interest applied to principal
- (3) Accounting UPB less valuation reserves and discounts/premiums. This is the carrying value of the asset as reported under GAAP.
- (4) Book Value excludes \$11.5mm of additional impairment associated with USB discount on projected NMTC monetization.

Capmark Bank Asset Statistics - Q3 2012

<u>Portfolio Snapshot at 9/30/2012 (\$ in mm's)</u>							<u>UPB Activity (\$ in mm's)</u>		
Status	Asset	SVC UPB ⁽¹⁾	Accting UPB ⁽²⁾	Book Value ⁽³⁾	Unfunded	# of Assets	Q3		YTD Q3
							Beginning Accounting UPB	\$ 1,526.7	\$ 3,717.0
Performing									
	HFS	\$ 744.4	\$ 743.0	\$ 687.0	\$ 2.2	42	1. Loans Repaid at Par	(219.7)	(958.4)
Sub-Total		\$ 744.4	\$ 743.0	\$ 687.0	\$ 2.2	42	2. Loans Repaid w/ Discount	(37.4)	(190.1)
Non-performing									
	HFS	\$ 169.4	\$ 112.4	\$ 67.8	\$ 3.5	8	3. Asset Sales	(198.6)	(1,116.6)
	REO	114.1	50.0	50.0	-	9	4. NMTC Transaction Activity	-	-
	EQ INV.	128.8	40.8	40.8	-	2	5. Loan Paydowns	(33.7)	(113.9)
Sub-Total		\$ 412.3	\$ 203.2	\$ 158.6	\$ 3.5	19	6. Loan Fundings	0.1	7.5
							7. Write-downs/Losses	(90.6)	(389.4)
Total		\$ 1,156.7	\$ 946.2	\$ 845.6	\$ 5.7	61	8. Other	(0.8)	(10.0)
							Ending Accounting UPB	\$ 946.2	\$ 946.2

<u>Asset Disposition Activity (\$ in mm's) - Q3 2012</u>								
Transaction Type	SVC UPB ⁽¹⁾	Net Bk Value	Proceeds	Svc UPB Loss	Proceeds %	Plan		
						Svc UPB	Cash Proceeds	Proceeds %
Discounted Payoff	\$ 54.8	\$ 32.6	\$ 37.4	\$ (17.5)	68.1%	\$ 46.6	\$ 40.3	86.6%
Note Sale	246.6	178.4	172.4	(74.1)	69.9%	34.3	29.7	86.6%
REO Sale	59.2	26.0	26.1	(33.1)	44.2%	82.8	38.6	46.6%
Par Payoff	219.7	215.5	219.7	-	100.0%	257.1	257.1	100.0%
NMTC Transactions	-	-	-	-	0.0%	-	-	0.0%
Total Dispositions	\$ 580.2	\$ 452.4	\$ 455.6	\$ (124.7)	78.5%	\$ 420.8	\$ 365.8	86.9%
Partial Paydowns (Includes interest applied to principal)			\$ 33.7				\$ 15.7	

<u>Asset Disposition Activity (\$ in mm's) - YTD Q3 2012</u>								
Transaction Type	SVC UPB ⁽¹⁾	Net Bk Value	Proceeds	Svc UPB Loss	Proceeds %	Plan		
						Svc UPB	Cash Proceeds	Proceeds %
Discounted Payoff	\$ 287.7	\$ 175.8	\$ 190.1	\$ (97.6)	66.1%	\$ 190.6	\$ 169.0	88.7%
Note Sale	1,281.4	935.2	986.6	(294.8)	77.0%	59.5	49.2	82.6%
REO Sale	243.6	125.7	130.0	(113.6)	53.4%	244.1	122.8	50.3%
Par Payoff	958.4	920.9	958.4	-	100.0%	535.7	535.7	100.0%
NMTC Transactions	-	-	-	-	0.0%	-	-	0.0%
Total Dispositions	\$ 2,771.1	\$ 2,157.6	\$ 2,265.1	\$ (506.0)	81.7%	\$ 1,030.0	\$ 876.7	85.1%
Partial Paydowns (Includes interest applied to principal)			\$ 113.9				\$ 47.2	

(1) The current principal amount contractually due from the borrower

(2) Servicing UPB less loan write-downs, REO transfer write-downs and interest applied to principal

(3) Accounting UPB less valuation reserves and discounts/premiums. This is the carrying value of the asset as reported under GAAP.

Capmark Cash Operating Expenses - Q3 2012

	Bank			Non Bank			Total		
	Actual	Plan	Variance	Actual	Plan	Variance	Actual	Plan	Variance
<u>Controllable Expenses</u>									
Compensation and Benefits	\$ (3.9)	\$ (4.8)	\$ 0.9	\$ (5.5)	\$ (5.0)	\$ (0.5)	\$ (9.4)	\$ (9.9)	\$ 0.5
Professional Fees - non loan / property related	(0.3)	(0.1)	(0.2)	(6.0)	(1.9)	(4.1)	(6.3)	(2.0)	(4.4)
Other	(0.2)	(0.7)	0.5	(1.7)	(2.0)	0.3	(1.9)	(2.6)	0.7
Subtotal	(4.4)	(5.6)	1.2	(13.2)	(8.9)	(4.3)	(17.6)	(14.5)	(3.1)
<u>Non-Controllable Expenses</u>									
FDIC Premium / bank charges	(2.4)	(5.0)	2.6	-	-	-	(2.4)	(5.0)	2.6
Insurance	-	(0.2)	0.2	(0.5)	(0.7)	0.2	(0.5)	(0.9)	0.4
State Taxes / Other	-	-	-	(1.0)	(1.9)	0.9	(1.0)	(1.9)	0.9
Subtotal	(2.4)	(5.2)	2.8	(1.5)	(2.6)	1.1	(3.9)	(7.8)	3.9
<u>Loan / Property Related Expenses</u>	(0.7)	(3.0)	2.3	(1.4)	(2.4)	1.1	(2.1)	(5.4)	3.3
Total excl. Restructuring Fees	(7.5)	(13.7)	6.2	(16.1)	(13.9)	(2.2)	(23.6)	(27.7)	4.1
Restructuring Fees	-	-	-	(0.4)	-	(0.4)	(0.4)	-	(0.4)
Total incl. Restructuring Fees	\$ (7.5)	\$ (13.7)	\$ 6.2	\$ (16.5)	\$ (13.9)	\$ (2.6)	\$ (24.0)	\$ (27.7)	\$ 3.7

<u>Headcount</u>	9/30/12 (A)	12/31/11 (P)	12/31/12 (P)
NA Asset Management	21	15	8
Asia	9	14	7
Other	84	65	46
Non Bank Subtotal	114	94	61
Capmark Bank	14	114	87
Total	128	208	148

Capmark Cash Operating Expenses - Q3 YTD 2012

	Bank			Non Bank			Total		
	Actual	Plan	Variance	Actual	Plan	Variance	Actual	Plan	Variance
<u>Controllable Expenses</u>									
Compensation and Benefits	\$ (17.0)	\$ (18.2)	\$ 1.1	\$ (23.4)	\$ (19.2)	\$ (4.3)	\$ (40.5)	\$ (37.3)	\$ (3.1)
Professional Fees - non loan / property related	(1.6)	(0.2)	(1.4)	(13.6)	(5.7)	(7.9)	(15.2)	(5.9)	(9.3)
Other	(1.0)	(2.0)	1.0	(4.8)	(5.9)	1.1	(5.8)	(7.9)	2.1
Subtotal	(19.6)	(20.4)	0.7	(41.9)	(30.8)	(11.1)	(61.5)	(51.2)	(10.3)
<u>Non-Controllable Expenses</u>									
FDIC Premium / bank charges	(9.3)	(15.0)	5.7	-	-	-	(9.3)	(15.0)	5.7
Insurance	-	(0.5)	0.5	(1.1)	(2.2)	1.1	(1.1)	(2.8)	1.7
State Taxes / Other	(2.5)	-	(2.5)	(1.5)	(5.6)	4.0	(4.0)	(5.6)	1.5
Subtotal	(11.8)	(15.5)	3.7	(2.6)	(7.8)	5.2	(14.5)	(23.3)	8.9
<u>Loan / Property Related Expenses</u>	(3.5)	(9.0)	5.5	(3.6)	(7.2)	3.7	(7.1)	(16.2)	9.1
Total excl. Restructuring Fees	(34.9)	(44.9)	9.9	(48.1)	(45.9)	(2.2)	(83.0)	(90.7)	7.7
Restructuring Fees	-	-	-	(10.4)	-	(10.4)	(10.4)	-	(10.4)
Total incl. Restructuring Fees	\$ (34.9)	\$ (44.9)	\$ 9.9	\$ (58.5)	\$ (45.9)	\$ (12.6)	\$ (93.4)	\$ (90.7)	\$ (2.7)

Capmark Bank

GAAP Income Statement - Q3 2012			
\$, millions	Actual	Plan	Variance
Net interest income	\$ 4.2	\$ 29.6	\$ (25.4)
Loss provisions	-	-	-
Gain/(loss) on mortgage banking activities	54.3	29.9	24.4
All other gain/(loss)	(12.4)	0.4	(12.8)
Trust fee income	-	-	-
Trust placement fee expense	-	-	-
Intercompany servicing income	0.5	1.0	(0.5)
Net real estate investment income (OREO)	4.5	-	4.5
Salaries/benefits	7.4	6.1	(1.3)
Regulatory fees (primarily FDIC)	2.0	2.4	0.4
All other operating expense	(0.6)	3.7	4.3
Pre-tax income/(loss)	<u>42.3</u>	<u>48.7</u>	<u>(6.4)</u>
Net income/(loss) (after-tax)	\$ 42.2	\$ 44.3	\$ (2.1)

GAAP Income Statement - YTD Q3 2012			
\$, millions	Actual	Plan	Variance
Net interest income	\$ 51.8	\$ 90.7	\$ (38.9)
Loss provisions	-	-	-
Gain/(loss) on mortgage banking activities	170.1	58.5	111.6
All other gain/(loss)	(9.6)	2.6	(12.2)
Trust fee income	-	-	-
Trust placement fee expense	-	-	-
Intercompany servicing income	1.3	2.9	(1.6)
Net real estate investment income (OREO)	(5.3)	-	(5.3)
Salaries/benefits	23.2	19.0	(4.2)
Regulatory fees (primarily FDIC)	7.8	8.9	1.1
All other operating expense	7.6	11.3	3.7
Pre-tax income/(loss)	<u>169.7</u>	<u>115.5</u>	<u>54.2</u>
Net income/(loss) (after-tax)	\$ 168.9	\$ 111.1	\$ 57.8

GAAP Balance Sheet - Q3 2012			
\$, millions	Actual	Plan	Variance
Liquid Assets	\$ 1,557	\$ 1,478	\$ 79
Held-for-sale loans, at fair value	3	2,490	(2,487)
Held-for-investment loans, net	-	-	-
All other assets	70	401	(331)
Total assets	<u>\$ 1,630</u>	<u>\$ 4,369</u>	<u>\$ (2,739)</u>
Deposits	1,163	2,205	(1,042)
FHLB Borrowings	-	270	(270)
All other liabilities	36	50	(14)
Total equity	<u>\$ 431</u>	<u>\$ 1,845</u>	<u>\$ (1,414)</u>

Classified Assets and Capital Ratios - Q3 2012			
	Actual	Plan	Variance
Substandard (11 rated loans)	-	238	(238)
Non-performing (12 rated loans)	-	363	(363)
OREO & Equity Investments	-	130	(130)
Unfunded commitments (11 & 12)	-	30	(30)
Total adversely-classified assets	\$ -	\$ 761	\$ (761)
Classified assets ratio	0.0%	39.6%	39.6%
Tier 1 leverage ratio	15.5%	42.0%	(26.5%)
Tier 1 risk-based capital ratio	1,269.9%	59.7%	1,210.2%
Total risk-based capital ratio	1,269.9%	59.7%	1,210.2%

NA Asset Management - Asset Values & Collection Activity by Quarter

(\$ in millions)

Period Ending	Accounting UPB	NBV	Asset Related Proceeds	Change in NBV	NBV vs. UPB
May 29, 2009	\$2,531	\$2,082	\$0		82.2%
June 30, 2009	2,459	2,000	41	-\$82	81.4%
September 30, 2009	2,283	1,795	137	-205	78.6%
December 31, 2009	2,044	1,495	177	-300	73.1%
March 31, 2010	1,978	1,387	50	-108	70.1%
June 30, 2010	1,859	1,350	115	-37	72.6%
September 30, 2010	1,648	1,259	117	-92	76.4%
December 31, 2010	1,400	1,098	192	-161	78.4%
March 31, 2011	1,389	1,074	117	-24	77.3%
June 30, 2011	1,181	917	226	-157	77.7%
September 30, 2011	978	780	181	-137	79.8%
December 31, 2011	806	660	124	-120	81.9%
March 31, 2012	703	600	59	-60	85.4%
June 30, 2012	537	489	131	-111	91.1%
September 30, 2012	469	421	81	-68	89.9%
Total Pledged Pool Principal Collections			\$1,749	-\$1,661	

2011 Accounting UPB and NBV impacted by the addition of previously unpledged assets as follows:

Sunrise	44	18
Emeritus HCP2	30	29
Hood Commons	6	6
Success fees on Capmark funded NMTC	71	35
Capmark Bank Covered Transactions	30	30
	<u>181</u>	<u>118</u>

NA Asset Management - Actual Asset Disposition Activity - 5/29/09 through 9/30/12

Transaction Type	5/29/09-12/31/09		1/1/10-12/31/10		1/1/11-12/31/11		1/1/12-9/30/12	
	Cash Proceeds	Loss Severity (%)	Cash Proceeds	Loss Severity (%)	Cash Proceeds	Loss Severity (%)	Cash Proceeds	Loss Severity (%)
Discounted Pay-off	\$ 119.8	36%	\$ 178.1	24%	\$ 126.4	32%	\$ 65.2	48%
REO Sale	23.6	54%	15.3	60%	109.7	40%	79.6	47%
Loan Sale	81.9	28%	79.2	23%	36.7	11%	28.2	49%
NMTC Transactions	68.5	0%	36.7	44%	116.6	-8%	39.9	17%
Subtotal	293.7	30%	309.3	30%	389.4	25%	212.8	42%
Par Pay-off	15.9	0%	113.4	0%	195.3	2%	49.6	2%
Total Dispositions	\$ 309.6	29%	\$ 422.7	22%	\$ 584.7	18%	\$ 262.5	39%
Partial Payments	44.8		56.8		64.7		8.2	
Principal Collections	\$ 354.5		\$ 479.5		\$ 649.4		\$ 270.7	