



January 7, 2021

United States Department of the Treasury  
1500 Pennsylvania Ave, NW  
Washington, D.C. 20220

Attn: , Principal Deputy Assistant Secretary, Financial Markets  
, Principal Deputy Assistant Secretary, International Monetary Policy

Dear Messrs. :

On December 29, 2020, the Federal Reserve Bank of Boston, as managing member ("FRBB"), and the United States Department of the Treasury, as preferred equity member ("Treasury"), amended the Limited Liability Company Agreement ("Agreement") of MS Facilities LLC ("MS Facilities") to remove Treasury's commitment to contribute \$37.5 billion in additional capital and to provide for an interim distribution to Treasury of a portion of its previously contributed capital.

The interim distribution from MS Facilities is expected to be in an amount equal to approximately \$20,927,945,289.37, representing the sum (as more specifically set forth in the Agreement) of:

- (i) 100 percent of the estimated balance of the preferred equity account of MS Facilities as of the close of business on January 8, 2021 (other than to the extent such balance is invested in non-marketable US Treasury securities held by MS Facilities LLC), equal to \$5,625,000,000; *plus*
- (ii) 100 percent of the estimated balance of non-marketable US Treasury securities held by MS Facilities as of the close of business on January 8, 2021, equal to \$31,889,018,527.70; *minus*
- (iii) The estimated aggregate purchase price of all loan participations held or expected to be held and committed to be purchased by MS Facilities as of the close of business on January 8, 2021, equal to \$16,586,073,238.33.



The estimated interim distribution of approximately \$20,927,945,289.37 will be made from the preferred equity account of MS Facilities and Schedule A of the Agreement will be updated to reflect the corresponding reduction in the capital contribution of Treasury.

A letter containing the final amounts comprising the interim distribution will be provided on January 11, 2021.

Sincerely,

Senior Vice President and Chief Financial Officer

Cc:

Federal Reserve Bank of Boston, Vice President and Discount Officer