



April 14, 2009

Via Email & UPS

Mr. Robert E. Feldman
Executive Secretary
Federal Deposit Insurance Corporation
550 17th Street, NW
Washington DC 20429

RE: Legacy Loan Program

Dear Mr. Feldman:

Dalfen America Corporation ("Dalfen") appreciates the opportunity to comment on the above-referenced proposal submitted by the Federal Deposit Insurance Corporation ("FDIC"). Dalfen has 33 years of experience as an owner and manager of commercial real estate and currently oversees millions of square feet of properties in the United States. Our relationship with the FDIC dates back to the early nineties when we purchased the 171,850 square feet Clearwater shopping center, which was sold and financed by the FDIC. As potential investors in the Legacy Loan Program, we wanted to provide feedback on the proposed auction process and pool characteristic for future offerings.

It is our understanding, that the FDIC's discussions on the Legacy Loan Program ("LLP") are focused on bringing leverage back into the market. We feel that the best way for this to happen is to not restrict eligibility, to only the handful of Wall Street firms with over \$1 billion in assets under management but to also allow medium sized corporations like ours, to participate in the program. Therefore we feel that the most crucial aspect that will enable this program to be successful, and solicit the highest possible bids for each asset, is to make sure that regulation to qualify in relation to company size, are not too stringent. This topic was widely discussed at the recent IGlobal Private Equity Real Estate Summit, in relation to PPIP's regulation and how they preclude most investment firms from participating.

In a turbulent market, bidder uncertainties will reduce the proceeds of an auction. Bidder trepidation may be attributable to the assets in the auction or the auction process itself. When given a short window for due diligence, investors will likely not have sufficient time to properly analyze assets. Therefore, we suggest adjusting due diligence periods to correspond to the number and geographic distribution of assets in an offering. Having

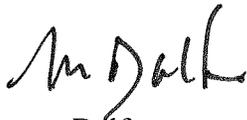
standardized data points and abstracts made available for all loans will also reduce due diligence time and expenses. With respect to the auction process itself, bidder confidence quickly erodes when a great deal of uncertainty exists as to whether the highest offer will be accepted by the seller. For this reason, we believe it is imperative that some mechanism be put in place to help prospective investors gauge the feasibility that their bid will not be rejected.

Concerning the pooling of assets for auction, there are several points we would like to stress. The first would be our wish that Other Real Estate Owned (“OREO”) serve as eligible collateral for the program. The implicit purpose of the Legacy Loan Program is to clean up bank balance sheets, and these assets represent perhaps the most toxic positions banks are holding. Our belief is that managing real estate is not a core competency of financial institutions and instead should be handled by outside private investors. From a practical standpoint, banks will also likely avoid significant capital shortfalls unloading these assets, as they will likely already be recognized as impaired. Our second thought pertaining to pooling is to stress geographic concentrations of offered portfolios. Local expertise is a critical component to any real estate-related transaction, and by offering pools of assets in close proximity to each other the FDIC can protect their interest by increasing the probability that regional experts are bidding for a partnership interest. Also, by opening up bidding to an audience that extends beyond major institutional investors and includes local qualified institutional investors like our firm, as participants, the FDIC will garner a sufficient number of bids, a necessary condition required for the volume of assets envisioned to be sold through the program.

Dalfen supports the FDIC’s efforts to restore liquidity to the financial market through the Legacy Loan Program. We appreciate your strong desire for feedback and believe that this program will ultimately achieve the aims of both the private and public partners.

Thank you for the opportunity to comment. Please feel free to contact myself, Murray Dalfen, Chief Executive Officer of the Dalfen Group of companies for additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "M Dalfen", written in a cursive style.

Murray Dalfen
President & CEO
(514) 938-1049