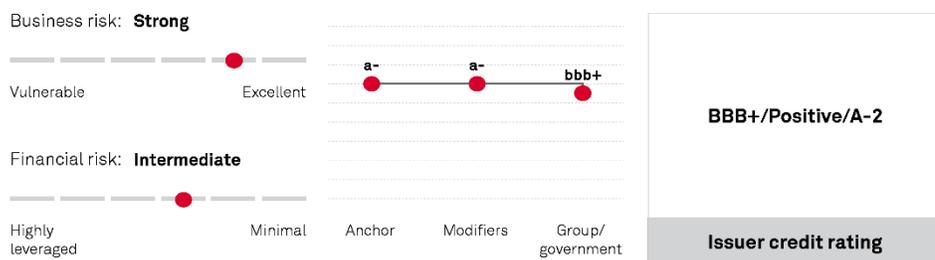


# Deutsche Wohnen SE

August 26, 2022

## Ratings Score Snapshot



### PRIMARY CONTACT

**Kathleen Allard**  
Paris  
33-14-420-6657  
kathleen.allard  
@spglobal.com

### SECONDARY CONTACT

**Nicole Reinhardt**  
Frankfurt  
49-693-399-9303  
nicole.reinhardt  
@spglobal.com

## Credit Highlights

### Overview

#### Key strengths

As a subsidiary of Vonovia SE, the combined group is the largest listed German residential landlord, with a portfolio of €98.8 billion as of June 2022, comprising more than 565,000 units.

Main focus on the regulated residential segment, which has proven resilient in the current COVID-19 and economic crisis context and provides stable cash flow streams due to a favorable demand-supply mechanism.

Moderate financial policy with a reported loan-to-value (LTV) ratio of 35%-40% (around 41%-46% of S&P Global Ratings-adjusted debt to debt plus equity).

#### Key risks

Geographic concentration in Germany, in particular Berlin, which represents about 75% of the stand-alone portfolio value, a country with social and political debates on rent affordability, following strong rent and price increases in the past decade.

Weak debt-to-EBITDA ratio of about 13x-14x, owing to past acquisitions and the low-yielding (3%-4%) nature of the German residential market.

Currently rising interest rates could impact negatively the company's debt servicing capacity, although we forecast a robust EBITDA-interest-coverage ratio of 3x-4x over the next 24 months for Deutsche Wohnen on the back of long-term debt exposure, mainly based on fixed coupons.

*Our positive outlook on Deutsche Wohnen reflects that on Vonovia, indicating that we could raise our ratings on the group if it decreases its debt leverage further than we currently expect over the coming 12-18 months.* Because we regard Deutsche Wohnen as a core subsidiary of Vonovia since the successful takeover, we align our ratings on Deutsche Wohnen with those on the parent. As part of Vonovia's successful takeover of Deutsche Wohnen, the company raised €8 billion in equity on Dec. 8, 2021. Vonovia identified assets for disposal of up to €13.0 billion, although the timing remains uncertain and depends on market conditions. The volume of large transactions dropped significantly in the recent months, and disposing large portfolios, either directly or through shares, at or above book value, could prove challenging now. Moreover, while we understand the company would use most proceeds from disposals to repay debt and fund ongoing investments, it may also buy back shares, which would delay leverage improvement.

*Despite rising interest rates, we expect Deutsche Wohnen's liquidity and EBITDA-interest-coverage ratio to remain sustainable for the current rating level over the next 12-18 months.* Although we assume the company's EBITDA-interest-coverage ratio could slightly deteriorate over time due to rising interest rates, we still expect this ratio to remain above our 3.0x downside threshold over the next 12-18 months. We also expect Deutsche Wohnen to maintain adequate liquidity headroom over our forecast period, although we understand the liquidity management will be held at the group's level during that time.

## Outlook

The positive outlook indicates that we could upgrade Vonovia, and therefore Deutsche Wohnen, if it decreases its debt leverage further than we currently expect over the next 12-18 months, as a result of for example more asset disposals, equity, or revaluation uplifts. We also expect Vonovia to continue integrating Deutsche Wohnen successfully, in line with its track record, while limiting acquisitions to comply with its publicly stated financial policy (with a reported LTV ratio of 40%-45%, comparable with adjusted debt to debt plus equity of 50%-55%). We believe the combined entities should generate robust and stable cash flow, supported by strong market fundamentals in Germany for ongoing demand for affordable housing, and to a lesser degree in Austria and Sweden.

## Downside scenario

We could consider a revising the outlook on Deutsche Wohnen to stable if:

- Vonovia's debt-to-debt and equity and debt-to-EBITDA ratios remain above 55% and 17x, respectively, over the next 12-18 months, because of unexpected debt-funded acquisitions or inability to proceed with the planned asset disposals;
- Vonovia's performance and overall asset liquidity significantly deteriorates, for example as a result of more stringent social regulation or growing environmental requirements; or
- Vonovia's liquidity cushion decreases, for example, because of a decreasing free operating cash flow base or additional cash-funded transactions or late refinancing of upcoming maturities.

We could revise our assessment of Deutsche Wohnen's stand-alone credit profile (SACP) downward if its S&P Global Ratings-adjusted debt-to-debt plus equity ratio remains materially above 45%, EBITDA interest coverage drops toward 3x, or we see a further surge in debt to annualized EBITDA at close to 15x or above

## Upside scenario

We could raise our rating on Deutsche Wohnen by one notch if:

- Vonovia is able to dispose of sufficient assets or development projects, improve its asset value, or raise enough equity such that its debt-to-debt plus equity ratio sustainably stays below 55% while maintaining EBITDA interest coverage at 3x or above;

## Deutsche Wohnen SE

- Vonovia increases the amount of income available for paying down debt, so that its debt-to-EBITDA ratio returns to its historical average (15x-17x) sustainably; and
- Vonovia further diversifies into markets with strong fundamentals and favorable demand trends, significantly decreasing its concentration on the German economy and mitigating the potential further tightening of domestic regulation, and leading to stronger free cash flow.

An upward revision of Deutsche Wohnen's SACP would hinge on Deutsche Wohnen's ability to improve its credit metrics with a debt-to-debt plus equity ratio decreasing to below 35% while maintaining like-for-like rental growth for its residential portfolio and high occupancy levels. In light of the current stated financial policy, we believe this scenario to be unlikely in the long term.

## Our Base-Case Scenario

### Assumptions

- Real GDP growth in Germany of 1.9% in 2022 and 2.0% in 2023. We forecast rising consumer price index growth in the country of 7.6% in 2022, reducing thereafter to around 4.1% in 2023.
- Around 2%-3% annual like-for-like growth in rental income over 2022 and 2023, mainly supported by indexed leases contracts, partly offset by weaker rent affordability for tenants that should somewhat limit rental price uplifts.
- High and stable occupancy rates of about 98% for the residential segment, and 95% in the nursing homes segment, over the next 24 months.
- Flat portfolio revaluation for the second half of 2022 (after reporting over €900 million in the first half of 2022), conservatively assuming that a continuous rise in interest rates would negatively impact market transactions.
- Annual capital expenditure (capex), net of disposals of around €400 million-€500 million over the coming 24 months, including maintenance of the existing portfolio, potential acquisitions, investments for new construction, and refurbishment.
- Annual dividends of around €300 million to €400 million.
- Overall cost of debt that could gradually increase to 1.6%-2.0% over the next 24 months, from 1.35% at the end of 2021, as a result of rising interest rates.

## Key metrics

### Deutsche Wohnen SE--Key Metrics\*

Mil. €	2020a	2021a	2022e	2023f	2024f
EBITDA interest coverage (x)	3.8	3.9	4.0-4.5	3.5-4.0	3.0-3.5
Debt to EBITDA (x)	15.8	13.8	12-14	12-14	12-14
Debt to debt plus equity (%)	44.2	35.0	30.0-35.0	34.0-4.0	35.0-40.0

\*All figures adjusted by S&P Global Ratings. a--Actual. e--Estimate. f--Forecast.

## Company Description

Deutsche Wohnen has been a subsidiary of Vonovia since October 2021, the largest publicly listed residential property company in Germany, with a portfolio value of €98.8 billion as of June 30, 2022. On a stand-alone basis, Deutsche Wohnen's portfolio is the second-largest residential property portfolio in Germany, with around 151,200 residential and approximately 2,800 commercial units as part of the residential premises, as well as about 9,580 nursing home beds in 72 nursing homes, for a total fair value of about €30.0 billion as of June 30, 2022 (excluding assets held for sale). Approximately 77% of its residential assets (portfolio value) are located in the greater Berlin metropolitan area.

The company is listed on the DAX of the German stock exchange. As of June 30, 2022, Vonovia is its largest shareholder with a 86.87% stake. Free float, according to the definition of Deutsche Börse, is 12.29%.

## Peer Comparison

### Deutsche Wohnen SE -- Peer Comparison

	Deutsche Wohnen SE	Gecina	Vonovia SE	Akelius Residential Property AB	Grand City Properties S.A.
Foreign currency issuer credit rating	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2
Local currency issuer credit rating	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2	BBB+/Positive/A-2
Period	Annual	Annual	Annual	Annual	Annual
Period ending	12/31/2021	12/31/2021	12/31/2021	12/31/2021	12/31/2021
Revenue	1,110	618	2,731	212	525
EBITDA	670	482	1,850	85	299
Funds from operations (FFO)	489	377	1,315	3	202
Interest expense	173	93	490	88	59
Cash flow from operations	465	386	1,394	124	158
Capital expenditure	778	356	1,730	367	71
Dividends paid	359	391	1,516	987	54
Cash and short-term investments	677	15	1,315	1,193	1,107
Debt	9,256	7,091	47,186	-	4,026
Equity	17,203	12,983	36,545	7,535	5,178
Valuation of investment property	30,553	17,984	95,074	6,020	9,339
<b>Adjusted ratios</b>					
EBITDA margin (%)	60.3	78.1	67.8	40.1	56.9*
EBITDA interest coverage (x)	3.9	5.2	3.8	1.0	5.1
FFO cash interest coverage (x)	4.2	4.9	4.0	1.0	4.4
Debt/EBITDA (x)	13.8	14.7	25.5	0.0	13.5
Debt/debt and equity (%)	35.0	35.3	56.4	0.0	43.7

\*Based on gross margin

## Business Risk

Deutsche Wohnen's large portfolio of income-producing residential and nursing properties, worth about €30.0 billion as of June 30, 2022, underpins our assessment of the company's strong business risk profile. It operates as a core subsidiary of Vonovia, Germany's largest residential player, with a combined portfolio of €98.8 billion as of June 30, 2022. Vonovia acquired 87.6% of Deutsche Wohnen's share capital during 2021.

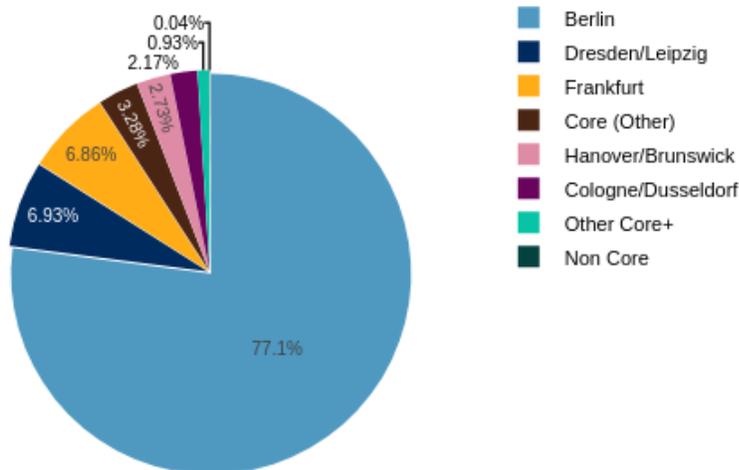
Deutsche Wohnen's strategy is to focus on creating affordable housing in metropolitan regions. It leased residential properties at €7.42 per square meter (sqm) on average as of June 30, 2022 (versus €7.20 per sqm as of Dec. 31, 2021). We tend to view residential properties as less cyclical and volatile than most other real estate segments, in particular the affordable segment. In addition, we believe the German market provides strong fundamentals to real estate landlords. These include long average tenant stays (12-14 years versus less than five years in the U.K. or France); a cultural preference for renting rather than owning, despite good price affordability ratio; and a healthy domestic economy.

Our assessment also reflects Deutsche Wohnen's focus on German metropolitan areas with favorable market dynamics. Its residential portfolio in particular is focused on Greater Berlin (more than 75% of total portfolio value as of Dec. 31, 2021), which benefits from favorable demand and supply dynamics, high population density, positive immigration balance, and insufficient new construction activity. The company has also been able to consistently maintain a very low vacancy rate in its residential portfolio (1.8% as of June 30, 2022, versus 1.4% as of Dec. 31, 2021). It has also achieved positive like-for-like rental growth in the past few years, at about 1.2% for full-year 2021.

With more than 75% of its residential portfolio concentrated in Greater Berlin, Deutsche Wohnen's scale, scope, and diversity remain lower than that of its parent Vonovia--with €93.4 billion portfolio widely spread across Germany, Sweden, and to a lower extent, Austria. The concentration on Germany exposes the company to social, regulatory, and reputation uncertainties compares with globally more diversified residential real estate peers in the same business risk category. Although landlords in Germany have supported their tenants during COVID-19, abstaining from any rent increases, social and political debates on rent affordability in Germany's metropolitan areas continue. In addition, Germany's new "Klimaschutzgesetz" (climate protection law) sets high hurdles for CO2 reduction in coming years, which is likely to result in high ongoing investments, potentially reducing profitability.

**Portfolio Spread--Deutsche Wohnen's Residential Portfolio is concentrated on Greater Berlin**

% of Portfolio Value; as of Dec. 31, 2021



Source: S&P Global Ratings, Company Report

We understand that Deutsche Wohnen is currently contemplating selling its nursing assets division, which would make it a pure residential player. Gross margins in this segment are lower than in the residential segment, as Deutsche Wohnen partly acts as the facility operator. As of Dec. 31, 2021, the company operated 38 of the 71 nursing facilities it owns. The nursing home segment benefits from favorable demographic trends due to the ageing population in Germany and a supportive regulatory environment. Deutsche Wohnen's operated portfolio historically reported a solid average occupancy rate, which stood at 95% as of Dec. 31, 2021.

During 2021, the value of the total intended development pipeline was about €5.9 over the next 10 years, which will include the creation of around 12,000 new residential units and 1,200 commercial units for own portfolio. We understand that these projects are mostly sold to institutional investors prior to completion. We view development activities as more cyclical and less predictable than real estate ownership. That said, we understand Deutsche Wohnen will remain limited to development activities (less than 10% of portfolio value).

**Financial Risk**

Our rating assessment of Deutsche Wohnen takes into account the company's commitment to its financial policy, including a reported target LTV ratio of 35%-40% (translating into S&P Global Ratings-adjusted debt to debt plus equity of 41%-46%).

The company's leverage has recently decreased significantly, with its S&P Global Ratings-adjusted debt to debt plus equity at 33.8% as of June 30, 2022, versus 44.2% on Dec. 31, 2020, mainly due to the conversion of €800 million convertible bonds into equity, the sale of around €660 million treasury shares to Vonovia, and the positive valuation uplift of €1.86 billion. We expect the company's S&P Global Ratings-adjusted debt-to-debt plus equity ratio to remain comfortably below our 45% downside threshold for current

## Deutsche Wohnen SE

rating level, because its disposal of €1.6 billion assets to the State of Berlin, closed in January 2022, would be partly compensated by the potential €1.0 billion-€1.1 billion investments, as well as our forecast of around €400 million annual dividends.

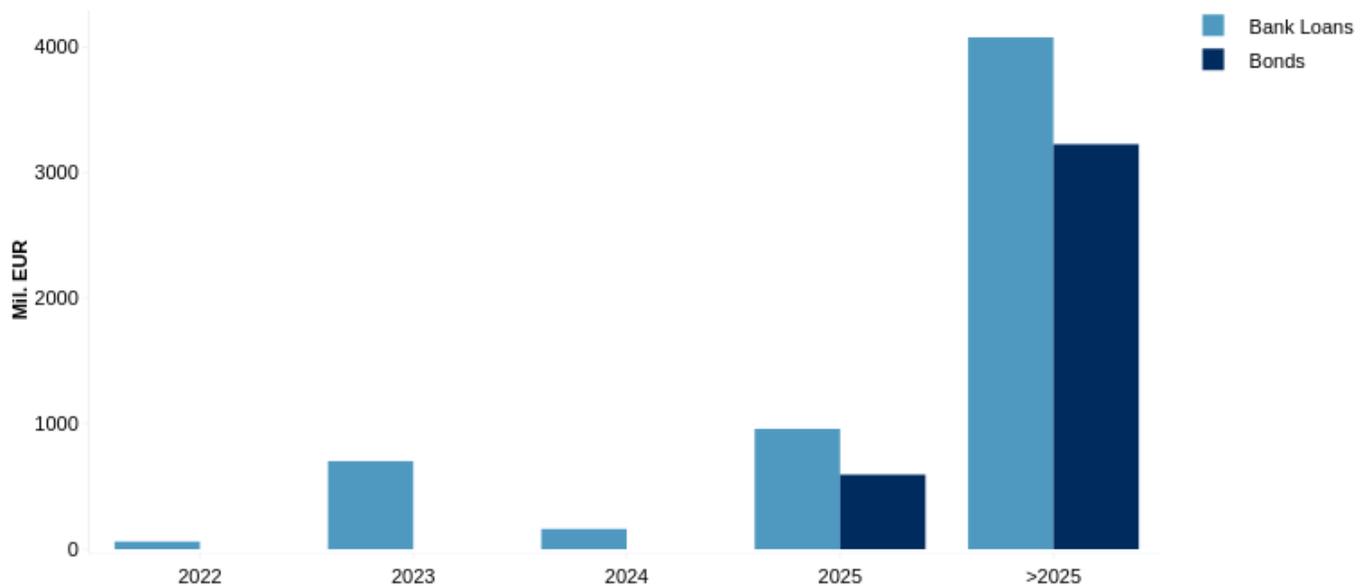
Furthermore, debt to EBITDA improved to 13.8x at the end of 2021 versus 15.8x at the end of 2020. This ratio continues to compare negatively with most companies at the same rating level, owing to the low-yielding (3%-4%) nature of the German residential markets.

Interest rates have started to rise materially, but we still expect the company's EBITDA interest coverage to remain above our downside threshold of 3.0x, even if high interest rates could eventually deteriorate the ratio. We assume the company will maintain good access to capital markets over the coming 24 months.

## Debt maturities

### Deutsche Wohnen--Debt Maturities

As of Dec. 31, 2021



Source: S&P Global Ratings; Company Report

Deutsche Wohnen SE--Reconciliation Of Reported Amounts With S&P Global Ratings' Adjusted Amounts

--Rolling 12 months ended June 30, 2022--

Deutsche  
Wohnen SE  
reported amounts  
(mil. €)

Deutsche Wohnen SE

	Debt	Shareholders' equity	Revenue	EBITDA	Operating income	Interest expense	S&P Global Ratings' adjusted EBITDA	Cash flow from operations	Dividends	Capital expenditure
	9,302.8	17,658.6	537.4	340.6	1,250.6	56.4	333.0	129.0	27.3	205.4
<b>S&amp;P Global Ratings' adjustments</b>										
Cash taxes paid	--	--	--	--	--	--	(112.7)	--	--	--
Cash interest paid	--	--	--	--	--	--	(74.0)	--	--	--
Reported lease liabilities	110.0	--	--	--	--	--	--	--	--	--
Postretirement benefit obligations/deferred compensation	90.0	--	--	--	--	0.7	--	--	--	--
Accessible cash and liquid investments	(242.9)	--	--	--	--	--	--	--	--	--
Capitalized interest	--	--	--	--	--	7.2	(7.2)	(7.2)	--	(7.2)
Nonoperating income (expense)	--	--	--	--	29.1	--	--	--	--	--
Reclassification of interest and dividend cash flows	--	--	--	--	--	--	--	(66.1)	--	--
Noncontrolling interest/minority interest	--	487.9	--	--	--	--	--	--	--	--
EBITDA: Gain/(loss) on disposals of PP&E	--	--	--	(7.6)	(7.6)	--	--	--	--	--
Depreciation and amortization:										
Asset valuation gains/(losses)	--	--	--	--	(928.1)	--	--	--	--	--
<b>Total adjustments</b>	<b>(42.9)</b>	<b>487.9</b>	<b>0.0</b>	<b>(7.6)</b>	<b>(906.6)</b>	<b>7.9</b>	<b>(193.9)</b>	<b>(73.3)</b>	<b>0.0</b>	<b>(7.2)</b>
<b>S&amp;P Global Ratings' adjusted amounts</b>										
	Debt	Equity	Revenue	EBITDA	EBIT	Interest expense	Funds from operations	Cash flow from operations	Dividends	Capital expenditure
	9,259.9	18,146.5	537.4	333.0	344.0	64.3	139.1	55.7	27.3	198.2

Deutsche Wohnen SE--Financial Summary

Period ending	Dec-31-2016	Dec-31-2017	Dec-31-2018	Dec-31-2019	Dec-31-2020	Dec-31-2021
Reporting period	2016a	2017a	2018a	2019a	2020a	2021a
Display currency (mil.)	EUR	EUR	EUR	EUR	EUR	EUR
Revenues	775	865	921	1,108	1,102	1,110
EBITDA	525	553	620	715	695	670

**Deutsche Wohnen SE--Financial Summary**

Funds from operations (FFO)	358	386	434	496	506	489
Interest expense	127	120	124	166	184	173
Operating cash flow (OCF)	24	520	472	454	505	465
Capital expenditure	150	227	314	367	377	778
Dividends paid	189	268	200	231	317	359
Cash and short-term investments	185	364	333	686	583	677
Debt	5,949	6,997	8,931	9,570	10,966	9,256
Common equity	8,234	10,211	11,908	13,107	13,833	17,203
Valuation of investment property	16,416	19,953	24,292	26,473	28,705	30,553
<b>Adjusted ratios</b>						
EBITDA margin (%)	67.7	63.9	67.3	64.6	63.1	60.3
EBITDA interest coverage (x)	4.1	4.6	5.0	4.3	3.8	3.9
Debt/EBITDA (x)	11.3	12.7	14.4	13.4	15.8	13.8
Debt/debt and equity (%)	41.9	40.7	42.9	42.2	44.2	35.0

**Liquidity**

We assess Deutsche Wohnen's liquidity as adequate, supported by our forecast that the company's liquidity sources will comfortably exceed uses by more 1.2x over the 12 months from June 30, 2022.

Our assessment of liquidity is supported by Deutsche Wohnen's good track-record of accessing the equity and debt capital markets, and its strong relationships with German banks. Furthermore, we understand that the company's liquidity management will be held at the Vonovia level.

**Principal liquidity sources**

- Cash and Liquid investments of around €290 million;
- Undrawn lines of around €50 million;
- Cash funds from operations of about €460 million; and
- €1.37 billion outstanding portion of intercompany loan granted to Vonovia by Deutsche Wohnen, for which Deutsche Wohnen can request a partial or full repayment with a notice period of 14 days.

**Principal liquidity uses**

- Around €741 million of debt maturities; and
- Net investments of around €400 million–€500 million, which we understand are not fully committed.

**Covenant Analysis****Requirements**

Most of Deutsche Wohnen's bank debt facilities were granted for the purpose of financing real estate assets. Loan agreements are therefore mostly secured by land charges and assignments of rental payments, and most of them include financial covenants, such as LTV ratios, a debt service coverage ratio, and exit yields or multiples ratios.

In addition, the company has covenants under documentation for its outstanding corporate bonds, mainly relating to an interest coverage ratio (greater than 1.8x) and the LTV ratio (at less than 60%).

## Compliance expectations

We expect that the company will maintain adequate headroom (greater than 10%) under all remaining covenants.

## Environmental, Social, And Governance

### ESG Credit Indicators

E-1	<b>E-2</b>	E-3	E-4	E-5	S-1	<b>S-2</b>	S-3	S-4	S-5	G-1	<b>G-2</b>	G-3	G-4	G-5
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ESG credit indicators provide additional disclosure and transparency at the entity level and reflect S&P Global Ratings' opinion of the influence that environmental, social, and governance factors have on our credit rating analysis. They are not a sustainability rating or an S&P Global Ratings ESG Evaluation. The extent of the influence of these factors is reflected on an alphanumeric 1-5 scale where 1 = positive, 2 = neutral, 3 = moderately negative, 4 = negative, and 5 = very negative. For more information, see our commentary "ESG Credit Indicator Definitions And Applications," published Oct. 13, 2021.

ESG factors are an overall neutral consideration in our credit rating analysis of Deutsche Wohnen. We believe German residential companies like Deutsche Wohnen are exposed to social risk, given ongoing political and social tensions arising from rising rents and property prices, particularly in Berlin where the majority of Deutsche Wohnen's portfolio is located (above 75% of portfolio value).

### Group Influence

We view Deutsche Wohnen as a core subsidiary of Vonovia. Vonovia holds 86.87% stake in Deutsche Wohnen, which is fully integrated as a core division of the Vonovia group. Deutsche Wohnen will be part of the group's identity and strategy, given its portfolio complements that of Vonovia; both portfolios comprise German residential assets with similar rent levels and occupancy rates. Deutsche Wohnen's portfolio represents around 32% of the combined entity's portfolio value, strengthening Vonovia's competitive position in Greater Berlin where Deutsche Wohnen owns about 75% of its residential assets (in fair value). We believe Vonovia would likely support Deutsche Wohnen under any foreseeable circumstances. Therefore, our ratings on Deutsche Wohnen are aligned with our rating on Vonovia.

## Issue Ratings--Subordination Risk Analysis

### Capital structure

As of June 30, 2022, the company's capital structure comprises 63% secured debt and 37% unsecured debt. Unsecured bonds are issued under Deutsche Wohnen SE.

### Analytical conclusions

Deutsche Wohnen's senior unsecured debt is rated 'BBB+', in line with the long-term issuer credit rating. The company's ratio of secured debt to total fair value assets as of June 30, 2022, was about 17%, well below our threshold of 40%.

## Rating Component Scores

<b>Foreign currency issuer credit rating</b>	<b>BBB+/Positive/A-2</b>
<b>Local currency issuer credit rating</b>	<b>BBB+/Positive/A-2</b>
<b>Business risk</b>	<b>Strong</b>
Country risk	Very Low
Industry risk	Low
Competitive position	Strong
<b>Financial risk</b>	<b>Intermediate</b>
Cash flow/leverage	Intermediate
<b>Anchor</b>	<b>a-</b>
Diversification/portfolio effect	Neutral (no impact)
Capital structure	Neutral (no impact)
Financial policy	Neutral (no impact)
Liquidity	Adequate (no impact)
Management and governance	Satisfactory (no impact)
Comparable rating analysis	Neutral (no impact)
<b>Stand-alone credit profile</b>	<b>a-</b>

## Related Criteria

- General Criteria: Environmental, Social, And Governance Principles In Credit Ratings, Oct. 10, 2021
- General Criteria: Group Rating Methodology, July 1, 2019
- Criteria | Corporates | General: Corporate Methodology: Ratios And Adjustments, April 1, 2019
- Criteria | Corporates | Industrials: Key Credit Factors For The Real Estate Industry, Feb. 26, 2018
- General Criteria: Methodology For Linking Long-Term And Short-Term Ratings, April 7, 2017
- Criteria | Corporates | General: Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers, Dec. 16, 2014
- General Criteria: Methodology: Industry Risk, Nov. 19, 2013
- Criteria | Corporates | General: Corporate Methodology, Nov. 19, 2013
- General Criteria: Country Risk Assessment Methodology And Assumptions, Nov. 19, 2013
- General Criteria: Methodology: Management And Governance Credit Factors For Corporate Entities, Nov. 13, 2012
- General Criteria: Principles Of Credit Ratings, Feb. 16, 2011

## Ratings Detail (as of August 26, 2022)\*

### Deutsche Wohnen SE

Issuer Credit Rating	BBB+/Positive/A-2
Senior Unsecured	BBB+

### Issuer Credit Ratings History

21-Dec-2021	BBB+/Positive/A-2
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**Ratings Detail (as of August 26, 2022)\***

25-Oct-2021	BBB+/Stable/A-2
25-May-2021	A-/Watch Neg/A-2
20-Nov-2019	A-/Negative/A-2

\*Unless otherwise noted, all ratings in this report are global scale ratings. S&P Global Ratings credit ratings on the global scale are comparable across countries. S&P Global Ratings credit ratings on a national scale are relative to obligors or obligations within that specific country. Issue and debt ratings could include debt guaranteed by another entity, and rated debt that an entity guarantees.

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