

# When-Issued K-Deal<sup>®</sup> Program Overview (WI K-Deal)

**Investor Presentation** 

As of March 31, 2025



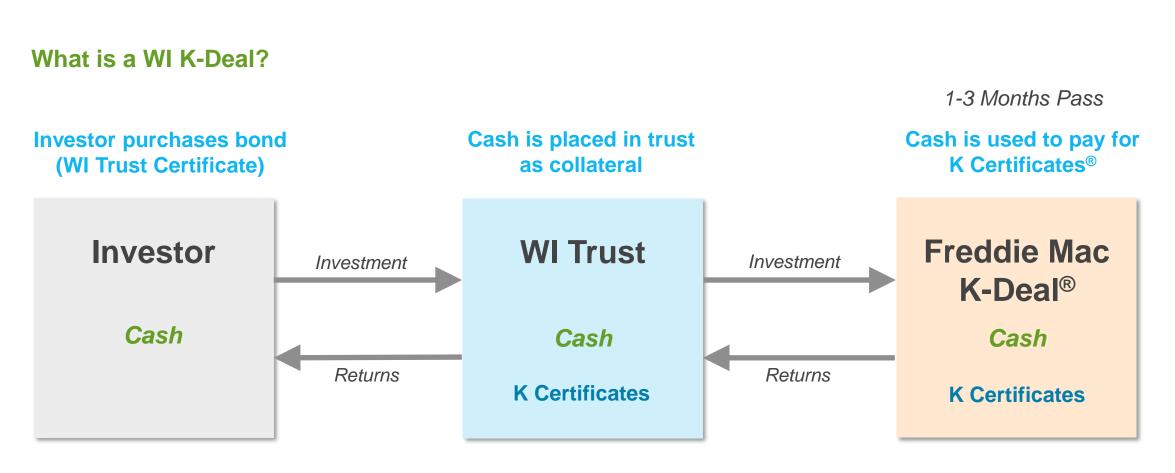


Pool Parameters

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Investor owns WI Trust Certificates which are now a pass-through for the referenced K Certificates



**Pool Parameters** 

## When-Issued K-Deal (WI Trust)

WI Trust Certificates are bonds that offer investors a funded method to purchase certain K Certificates in advance of the K-Deal settlement, while earning a guaranteed coupon

## What is the difference between our WI Trust Certificates and a forward contract?



Funded at WI settlement



Pays K-Deal returns from settlement



Tradeable in the Depository Trust Company (DTC)



# The WI K-Deal program offers investors a funded way to purchase K Certificates prior to K-Deal settlement

- Investors purchase WI Trust Certificates, which are backed by cash collateral for 90 days or less
- After the WI Trust settlement date and prior to the referenced K-Deal settlement (Pre-Transfer Period), investors of each class of WI Trust Certificates earn a guaranteed fixed coupon amount
- When the referenced K-Deal settles (Subsequent Transfer Date), the WI Trust will replace its cash collateral with the newly issued K Certificates
- Because there are no loans in the trust at the time of the WI Trust settlement, general pool parameters (as defined in the offering docs) will be provided to the investor at the time of WI K-Deal issuance
- At any point after the Subsequent Transfer Date, the investor may, but is not required to, exchange their WI Trust Certificates and receive the underlying K Certificates of the related class

## Hypothetical WI K-Deal Timeline





Appendices

## **WI K-Deal Program Details**

#### Sale to Investor

• WI Trust Certificates are a funded investment that settles immediately after the WI K-Deal offering period

#### **Features**

- The WI Trust Certificates are tradeable shortly after pricing
- These are public securities backed by the Freddie Mac guarantee

### Term

• Typically, less than or equal to 10.25 years for 10-year fixed-rate K-Deals

#### Coupon

· Initially fixed coupon amount, then pass-through of class coupon on related class of K Certificates

### **Offered Classes**

- Generally, at Freddie Mac's discretion, for A-2 and/or A-M classes of 10-year fixed-rate K-Deals
- If multiple classes of WI Trust Certificates are issued, cash is allocated separately and used to acquire the related class of K Certificates

#### **NRSRO** Ratings

- WI A-2 offered certificates are expected to receive a credit rating of AAA based on the Freddie Mac guarantee only; the subsequent transferred K-Deal A-2 certificates will receive a AAA rating with ongoing surveillance
- WI A-M certificates are not subject to any rating requirements; the subsequent transferred K-Deal A-M certificates will also not be receiving a rating



Pool Parameters

Sequence

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## Sample Program Structure<sup>1</sup>

#### Forward Commitment between WI and Freddie Mac

Investors **Pre-Transfer Period** WI Trust Certificates Certificate Class(es) (WI CUSIPs) Freddie Mac guaranteed class coupon Cash (WI CUSIPs acquired) **Proceeds Subsequent Transfer Date** Master Trust Agreement<sup>2</sup> One or more classes of referenced Formation of trust, receipt of cash proceeds Freddie Mac K Certificates CUSIPs acquired Issuance of WI Trust Certificates **WI Trust Certificates** Freddie Mac coupon guarantee during pre-transfer period Legal Framework Post Subsequent Transfer Date Acquisition of one or more K Certificates (pool criteria, 90-day limit) Guarantee of pass-through Pass-through of one or more referenced K Certificates cash **Obligation to acquire** payments from one or more classes K Certificates upon issuance flows when K Certificates are transferred into the WI Trust of referenced K Certificates Optional *pro rata* exchange of WI Trust Certificates for related class of K Certificates (SPC CUSIPs) Optional pro rata exchange of class of WI Trust Certificates for Freddie Mac corresponding class of (Depositor, Administrator, K Certificates (SPC CUSIPs) **Tax Election** Grantor Trust(s) **Guarantor and Trustee)** 

<sup>1</sup> This sample program structure is intended for informational purposes only and may differ from the program structure for a particular transaction. Please review the offering documents before making your investment decisions <sup>2</sup> WI Trust Certificates issued pursuant to Master Trust Agreement and Terms Supplement



Additional Considerations

## **Pool Parameters**

#### K-Deal collateral criteria<sup>1</sup> will generally include:

- Weighted Average (WA) DSCR > 1.25x
- WA LTV < 70%
- Student Housing Concentration < 10%, though typical deals < 5%
- Seniors Housing Concentration < 10%, though typical deals < 5%
- **Manufactured Housing Community < 15%,** though typical deals < 10%
- Largest Loan or Crossed Loan Group Concentration < 15%
- Top 10 Loan Concentration < 65%
- WA Loan Seasoning ≤ 9 months
- Standard Defeasance Call Protection ≥ 90%

Historical WA LTV and DSCR <sup>2</sup> (K-100 to K-169)				
	WA LTV	WA DSCR		
WA	65%	1.57x		
Min.	58%	1.29x		
Max.	71%	2.02x		

<sup>1</sup> The pool parameters for any particular deal may differ from the pool parameters outlined here. Please review the offering documents before making your investment decisions <sup>2</sup> Weighted average underwriting DSCR and weighted average cut-off date LTV. Future collateral characteristics may differ from historical averages



## Tax Considerations<sup>1</sup>

- K-Deal REMIC qualification is not impacted
- For each class of WI Trust Certificates, the arrangement will be treated as a forward contract solely for U.S. federal income tax purposes
- Tax opinions to be provided generally to the effect that:
  - o The WI Trust will be classified as one or more "grantor trusts"
  - A transfer of K Certificates to the WI Trust in performance of the forward contract on the K-Deal settlement date will not result in tax gain or loss to an investor
- A redemption of a class of WI Trust Certificates may result in a tax gain or loss to an investor
- Coupon payments prior to the K-Deal settlement date will be treated as payments of U.S.-source income and non-U.S. investors will be subject to U.S. withholding tax

# **Automatic Termination**

Redemption of each class of WI Trust Certificates if the related class of K Certificates is not delivered in Settlement Window

 Settlement Window: The corresponding class of K Certificates must be delivered into the WI Trust within 90 days. If the window is passed, the related class of WI Trust Certificates will be redeemed at the original principal balance plus a Yield Maintenance Payment (see Yield Maintenance Payment in the attached Appendix) to compensate the investor for changes in reference interest rates. WI Trust automatically terminates if no K Certificates are delivered

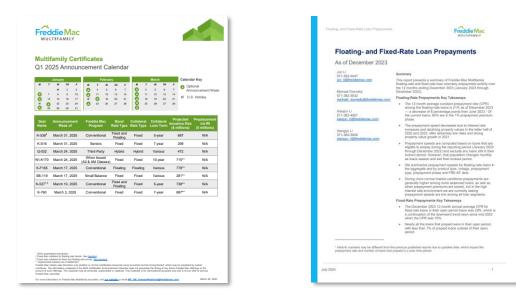
<sup>&</sup>lt;sup>1</sup> General discussion of material federal income tax consequences. Please review the offering documents for a more detailed discussion



Appendices

## Stay up to Date with Our Investor Resources

- Multifamily Issuance Calendar https://mf.freddiemac.com/docs/mf\_issuance\_calendar.pdf
- Frequently Asked Questions https://mf.freddiemac.com/docs/wi\_frequently\_asked\_questions.pdf
- Exchange Submission Guide https://mf.freddiemac.com/docs/wi\_kdeal\_exchange\_submission\_guide.zip
- Multifamily Securities Pricing https://mf.freddiemac.com/investors/multifamily-securities-pricing
- Multifamily Securities Lookup <u>https://mf.freddiemac.com/investors/performance-lookup</u>



For additional information, please contact: <u>MF\_CM\_InvestorRelations@freddiemac.com</u> or visit our website at <u>mf.freddiemac.com</u>

Additional Considerations



## **Appendix A: WI-K170 Transaction Highlights**

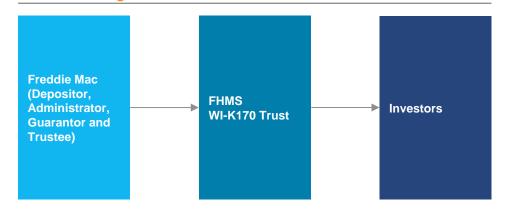
Overview of Deal Structure (Pricing Date: March 25, 2025)

Class	Initial Principal Amount	Pricing Spread	Assumed Weighted Average Life
Offered WIK170 Certificates:			
WI-A2	\$590,000,000	J+45	10.24
WI-AM	\$125,000,000	J+51	10.24
Total Guaranteed	\$715,000,000		
Pool Parameters <sup>1</sup>			

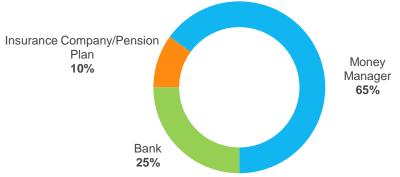
Mortgages Backing the Expected Multifamily Fixed-Rate Underlying SPC Classes Mortgage Loans

WA DSCR	> 1.25x
WA LTV	< 70%
Student Loan Concentration	< 10%
Seniors Loan Concentration	< 10%
MHC Concentration	< 15%
Largest Loan or Crossed Loan Group Concentration	< 15%
<b>Top 10 Loan Concentration</b>	< 65%
WA Loan Seasoning	≤ 9 months
Standard Defeasance Call Protection	≥ 90%
Minimum Credit Enhancement	5%

#### **Structural Diagram**







<sup>1</sup> SPCs eligible for transfer to the FHMS WI-K170 Trust will consist of fixed rate, K-Deal SPCs (Class A-2 and A-M SPCs) which will be indirectly backed by a pool of fixed-rate mortgages with the following characteristics (the "Pool Parameters"), among others, as more particularly described in the Offering Circular Supplement

When-Issued K-Deal Program © Freddie Mac Multifamily

<sup>2</sup> As of the Closing Date

Investor Resources



## **Appendix B: Yield Maintenance Payment**<sup>1,2</sup>

Below is a sample Yield Maintenance (YM) payment in the event of an Automatic Termination. The YM payment is intended to compensate an investor who took duration risk.

N – The number of months remaining to a date which is three months before the final payment date (minimum 84 or 120 months)

Coupon – The Coupon set at the time of pricing the WI Trust Certificates

**ARR** – At the WI K-Deal Trust termination, the Assumed Reinvestment Rate is set based on the interpolated CMT curve for the remaining term of the WI K-Deal Trust, set five business days before the prepayment date

PVF – Present Value of Annuity: [1 - (1 / 1 +ARR)^N] / ARR

UPB \* [ (Coupon /12) - (ARR /12) ] \* [ [ 1 - (1 / (1 + ARR /12))^N ] / (ARR/12) ] = YM Due

 UPB
 Excess Interest
 PV Factor

Example – Coupon = 1.50%, ARR = 1.30%, N = 120 months, Remaining UPB = \$10 million

10,000,000 \* [ (1.50%/12) - (1.30%/12) ] \* [ [ 1 - (1 / (1 + 1.30%/12))^120 ] / (1.30%/12) ] = \$187,450

<sup>2</sup> The YM payment may not be negative and is floored at 0

<sup>&</sup>lt;sup>1</sup> The YM payment for any particular deal may differ from the YM payment outlined here and is computed separately on each class of WI Trust certificates. Please review the offering documents before making your investment decisions

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