S&P Global Ratings

Research

Presale:

CVC Cordatus Loan Fund XXVIII DAC

May 31, 2023

Preliminary ratings

Class	Prelim. rating*	Amount (mil. €)	Credit enhancement (%)	Interest rate§
A	AAA (sf)	228.70	39.01	3mE + 1.85%
B	AA (sf)	41.30	28.00	3mE + 3.20%
C	A (sf)	18.70	23.01	3mE + 4.00%
D	BBB- (sf)	26.30	16.00	3mE + 6.20%
E	BB- (sf)	16.90	11.49	3mE + 8.40%
F	B- (sf)	13.10	8.00	3mE + 10.50%
Subordinated notes	NR	23.75	N/A	N/A

Note: This presale report is based on information as of May 31, 2023. The ratings shown are preliminary. Subsequent information may result in the assignment of final ratings that differ from the preliminary ratings. Accordingly, the preliminary ratings should not be construed as evidence of final ratings. This report does not constitute a recommendation to buy, hold, or sell securities. *The preliminary ratings assigned to the class A and B notes address timely interest and ultimate principal payments. The preliminary ratings assigned to the class C, D, E, and F notes address ultimate interest and principal payments. §The payment frequency switches to semiannual and the index switches to six-month EURIBOR when a frequency switch event occurs. EURIBOR--Euro Interbank Offered Rate. NR--Not rated. N/A--Not applicable. 3mE--Three-month Euro Interbank Offered Rate.

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Transaction Summary

CVC Cordatus Loan Fund XXVIII DAC is a European cash flow CLO transaction, securitizing a portfolio of primarily senior secured leveraged loans and bonds. CVC Credit Partners Investment Management Ltd. will manage the transaction.

Class A investor condition

The transaction features a condition whereby the issue date class A investor would have to consent, in writing, before certain provisions of the documentation can be used. Some examples include:

- The transaction would not be able to run the class F interest coverage ratio test to avoid interest smoothing unless consent is obtained.
- The carrying value of long-dated restructured obligations in the overcollateralization numerator would be zero without consent, but would be the collateral value with consent.

- The principal balance of any workout obligations would be zero without consent, but can be carried at collateral value with consent subject to other conditions.
- The cumulative portfolio profile tests for workout obligations are limited to 5% without consent but extend to 10% with consent.
- The portfolio profile tests for uptier priming debt are limited to 0% without consent but extend to 2.5% with consent.
- The class A noteholders can object to modification or amendment of any component of the S&P CDO Monitor scenario default rate (SDR)/break-even default rate (BDR) to make it consistent with the current criteria, provided that consent has not already been given.
- The eligibility criteria would not allow purchasing a step-down and step-up coupon security without consent.
- An interim payment date can only be called with consent.
- There is a minimum S&P weighted-average recovery rate test, which is included in the collateral quality tests unless class A consent is received.

Asset priming obligations and uptier priming debt

Under the transaction documents, the issuer can purchase asset priming obligations and/or uptier priming debt to address the risk, where a distressed obligor could either move collateral outside the existing creditors' covenant group or incur new money debt senior to the existing creditors (see "European CLO Features Evolve Further In Response To Changing Market Conditions," published on Sept. 7, 2022).

Key Credit Metrics

Selected credit metrics

Total leverage (x)*	14.53
Weighted-average cost of debt (%)§	3.11
Modeled WAS (%)	4.10
Modeled WAC (%)	5.00
Excess spread (%)†	1.24
SDR ('AAA') (%)	63.97
Modelled weighted-average portfolio recovery ('AAA') (%)	34.38

*Total debt/equity. §Spread over EURIBOR for all classes, excluding the subordinated notes. †WAS (calculated assuming the current portfolio composition of 87.52% floating-rate assets, with a 4.23% spread and 12.48% of the portfolio to be fixed-rate assets with a coupon of 5.16%) minus the weighted-average cost of debt. WAS--Weighted-average spread. WAC--Weighted-average coupon. SDR--Scenario default rate. EURIBOR--Euro Interbank Offered Rate.

Portfolio credit benchmarks

SPWARF*	2,924.59
'AAA' default rate dispersion	460.20
Obligor diversity measure§	121.30
Industry diversity measure†	22.46
Regional diversity measure‡	1.18
Weighted-average life	4.56

*The SPWARF is calculated by multiplying the par balance of each collateral obligation (with a rating from S&P Global Ratings of 'CCC-' or higher) by S&P Global Ratings' rating factor, then summing the total for the portfolio, and then dividing this result by the aggregate principal balance of all of the collateral obligations included in the calculation. The S&P Global Ratings' rating factor of an individual asset is the five-year default rate given its S&P Global Ratings' credit rating and the default table in the corporate CDO criteria, multiplied by 10,000. §The effective number of obligors in the underlying collateral, obtained by squaring the exposure for each obligor and taking the reciprocal of the sum of these squares [i.e., 1/sum()^2]. †The effective number of industries in the underlying collateral obtained the same way as the obligor diversity measure. ‡The effective number of regions in the underlying collateral obtained the same way as obligor diversity measure. SPWARF--S&P Global Ratings weighted-average rating factor.

Transaction Timeline

Transaction timeline

Expected closing date	Aug. 3, 2023
Non-call period end date	Aug. 15, 2025
Reinvestment period end date	Feb. 15, 2028
Stated maturity date	Aug. 15, 2036
Note payment frequency	Quarterly, beginning Feb. 15, 2024. Semiannually after a frequency switch event.
Participants	
Collateral manager	CVC Credit Partners Investment Management Ltd.
Arranger	Barclays Bank PLC
Trustee	BNY Mellon Corporate Trustee Services Ltd.

Rationale

The preliminary ratings assigned to CVC Cordatus Loan Fund XXVIII's notes reflect our assessment of:

- The diversified collateral pool, which primarily comprises syndicated speculative-grade senior secured term loans and bonds that are governed by collateral quality tests.
- The credit enhancement provided through the subordination of cash flows, excess spread, and overcollateralization.
- The collateral manager's experienced team, which can affect the performance of the rated notes through collateral selection, ongoing portfolio management, and trading.
- The transaction's legal structure, which we expect to be bankruptcy remote.
- The transaction's counterparty risks, which we expect to be in line with our counterparty rating

framework.

Rating Considerations

In our analysis, we considered the factors in table 1, among others.

Table 1

Rating considerations

Risk	Risk description	Mitigating factors
Reduction in cash flow	Defaults, adverse interest rate movements, and low recoveries can reduce the cash flow generated by the underlying portfolio and affect the issuer's ability to meet its obligations in a timely manner.	Our quantitative analysis simulates various default patterns and interest rate movements, under various stress scenarios considering portfolio characteristics, payment mechanics, covenants, collateral quality tests, and excess spread.
Excess concentration in certain types of collateral obligations	The collateral manager's ability to invest in certain types of collateral is outlined by the indenture. Larger concentrations in certain obligations can introduce additional risks to the rated notes.	Our cash flow analysis takes into consideration the underlying portfolio's maximum allowable amount of certain types of collateral obligations to stress test the transaction for concentration risk. Examples include: 12.5% fixed rate assets. For more details, please see table 8.
Collateral manager trading performance	During the reinvestment period, the collateral manager can change the underlying portfolio's composition, exposing the transaction to potential deterioration in credit enhancement.	During the reinvestment period, among other conditions the collateral manager is expected to run our CDO Monitor. Post reinvestment period, when the CDO Monitor is not applicable, the collateral manager is expected to reinvest in assets with the same or better ratings on the underlying assets and assets with the same or earlier maturity.
Divergence of effective date portfolio from preliminary assumptions	Most underlying portfolios are not fully purchased by closing. Therefore, there is a risk that the fully ramped-up portfolio at the transaction's effective date will be materially different than the one presented to us for its preliminary analysis. We understand that, as of May 30, 2023, the portfolio is currently 19% ramped with an expectation that the portfolio will be 90% ramped at closing.	We offer collateral managers both a model and formula-based version of its CDO Monitor at closing. This tool is intended to assist the collateral manager in maintaining a similar credit risk and cash flow profile to what was initially presented for our preliminary analysis.
Exposure to covenant-lite loans	The collateral manager can purchase covenant-lite loans (those that do not contain incurrence or maintenance covenants for the benefit of the lending party) for up to a certain percentage of the underlying portfolio (see table 8). Exposure to these types of loans may reduce the transaction's recovery prospects.	For covenant-lite loans that do not have an asset-specific recovery rating, we apply reduced recovery rates in our cash flow analysis (41% under an 'AAA' level of stress versus 50% for a senior secured first-lien loan that is not covenant-lite (in a group "A" country). In addition, the transaction documents mandate that any loan that is pari passu with a covenant-lite loan of the same obligor, or that contains a cross-default provision with the loan, will also use the reduced recovery rates regardless of whether these pari passu or cross-defaulted loans are counted as covenant-lite for the purposes of portfolio concentration limits.

Collateral Manager

We reviewed CVC Credit Partners Investment Management Ltd. (the collateral manager) under our operational risk criteria (see "Global Framework For Assessing Operational Risk In Structured Finance Transactions," published on Oct. 9, 2014). In our view, it can manage this CLO, based on the extensive experience of its portfolio managers.

Quantitative Analysis

In analyzing this transaction, we conducted a quantitative review consisting of two analyses: a portfolio analysis and a cash flow analysis.

Portfolio analysis

For the portfolio analysis, we ran the portfolio presented to us through the CDO Evaluator model, which defaults portions of the underlying collateral based on the default probability and correlation assumptions defined in our criteria. This resulted in a set of SDRs, which represent expected default levels for the portfolio under the different stress scenarios associated with each rating level.

Cash flow analysis

For the cash flow analysis, we input the transaction-specific structural features presented to us into Standard & Poor's Cash Flow Evaluator model to generate a base-case set of cash flows. We then subjected these cash flows to various default timing and interest rate stress scenarios to arrive at a BDR for each rated class of notes.

For each class, the BDR represents the maximum amount of defaults that it can withstand while still being able to pay timely interest, or ultimate interest as applicable, and ultimate principal to its noteholders. Classes with higher subordination typically have higher BDRs.

The transaction allows the manager to buy a maximum of 12.5% fixed paying assets, and we considered in our cash flow analysis the BDRs where this fixed bucket is filled. Our base case is 100.0% floating assets. In our analysis, we modeled the weighted-average spread and coupon provided by the manager.

Connecting the portfolio and cash flow analyses

For a tranche to achieve a particular rating, it must be able to withstand the level of defaults projected by the CDO Evaluator and still pay timely interest and principal.

The results shown in table 2 indicate that the rated notes have sufficient credit enhancement to withstand our projected default levels. This scenario represents the scenario with the lowest BDR cushion at the 'AAA' level, in which we have modeled 100.0% of floating-rate assets.

Table 2

Cash flow results

Class	BDR (%)	SDR (%)	BDR cushion (%)
A	64.81	63.97	0.83
B	60.92	55.95	4.97
C	57.13	49.81	7.32
D	45.17	40.19	4.98
E	35.72	32.83	2.89
F	23.18	26.75	(3.57)

BDR--Break-even default rate. SDR--Scenario default rate.

For the class F notes, our credit and cash flow analysis indicates that the available credit enhancement could withstand stresses commensurate with a lower rating. However, we have applied our 'CCC' rating criteria resulting in a 'B- (sf)' rating on this class of notes (see "Related Criteria"). The ratings uplift (to 'B-') reflects several key factors, including:

- The available credit enhancement for this class of notes is in the same range as other CLOs that we rate, and that have recently been issued in Europe.
- The portfolio's average credit quality is similar to other recent CLOs.
- Our model generated BDR at the 'B-' rating level of 23.18% (for a portfolio with a weighted-average life of 4.56 years), versus if we were to consider a long-term sustainable default rate of 3.1% for 4.56 years, which would result in a target default rate of 14.14%.

For us to assign a rating in the 'CCC' category, we also assess (i) whether the tranche is vulnerable to non-payments in the near future, (ii) if there is a one in two chance of this tranche defaulting, and (iii) if we envision this tranche to default in the next 12-18 months. Following this analysis, we consider that the available credit enhancement for the class F notes is commensurate with a 'B- (sf)' rating.

The covenanted portfolio weighted-average recovery is 1.00% lower than the target portfolio recovery at the 'AAA' rating level, which we used in our modelling to generate the BDRs above, and the actual target recoveries for the rest of the rating levels. The portfolio currently generates a weighted-average spread of 4.23%, which is 0.13% higher than the 4.10% covenant we have been asked to assume. Please refer to table 4 for the portfolio weighted-average spread and table 7 for the weighted-average recovery.

Supplemental tests

We also conduct a largest industry default test, a largest obligor default test, a largest sovereign default test, and a largest transfer and convertibility default test according to "Global Methodology And Assumptions For CLOs And Corporate CDOs," published on June 21, 2019, and "Incorporating Sovereign Risk In Rating Structured Finance Securities: Methodology And Assumptions," published on Jan. 30, 2019. Under these assumptions, the notes can withstand the loss amounts indicated in table 3 at the assigned preliminary ratings.

Table 3

Supplemental tests

Class	Preliminary rating	Largest industry default test loss amount (mil. €)	Largest obligor default test loss amount (mil. €)	Largest sovereign test amount (mil. €)	Largest sovereign T&C test amount (mil. €)
A	AAA	27.06	42.75	14.00	0.00
B	AA	27.06	35.15	12.10	0.00
C	A	0.00	27.08	0.00	0.00
D	BBB-	0.00	18.53	0.00	0.00
E	BB-	0.00	14.25	0.00	0.00
F	B-	0.00	9.50	0.00	0.00

T&C--Transfer and convertibility.

Collateral Quality Tests And Credit Metrics

In addition to the quantitative framework, we produce and review other metrics to assess specific risks inherent in a transaction. Results for the collateral quality tests based on the portfolio provided to us are shown in table 4.

Table 4

Collateral quality metrics--performing collateral

Test	Weighted- average	Covenant	Margin
Weighted-average life (years)*	4.50	7.00	2.50
Weighted-average spread including floors (%)	4.23	4.10	0.13
Weighted-average spread excluding floors (%)	4.23	4.10	0.13
Weighted-average fixed coupon (%)	5.16	5.00	0.16

*The modeled weighted-average life is the one used in our cash flow analysis and is quarterly.

Portfolio Characteristics

Metrics based on the portfolio presented to us and the level of ramp-up completion are shown in table 5.

Table 5

Target collateral obligations

Target par balance (mil. €)	375.00
Par balance of identified collateral (mil. €)	337.50
Par balance of collateral not yet identified (mil. €)	37.50
Obligors	
Number of unique obligors	143
Number of identified obligors	132

Table 5

Target collateral obligations (cont.)

Target par balance (mil. €)	375.00
Par balance of identified collateral (mil. €)	337.50
Par balance of collateral not yet identified (mil. €)	37.50
Obligors	
Average obligor holding (%)	0.70
Largest-obligor holding (%)	1.33
Smallest-obligor holding (%)	0.19

In the portfolio data referenced for this analysis, the issuer had identified almost all of the portfolio's collateral. As the portfolio composition changes, the information and results presented in report are also likely to change.

Obligor concentration

The underlying portfolio presented to us for our rating analysis comprises 143 distinct obligors. Table 6 below shows the respective industries of the 10 top obligors.

Table 6

Top obligor holdings

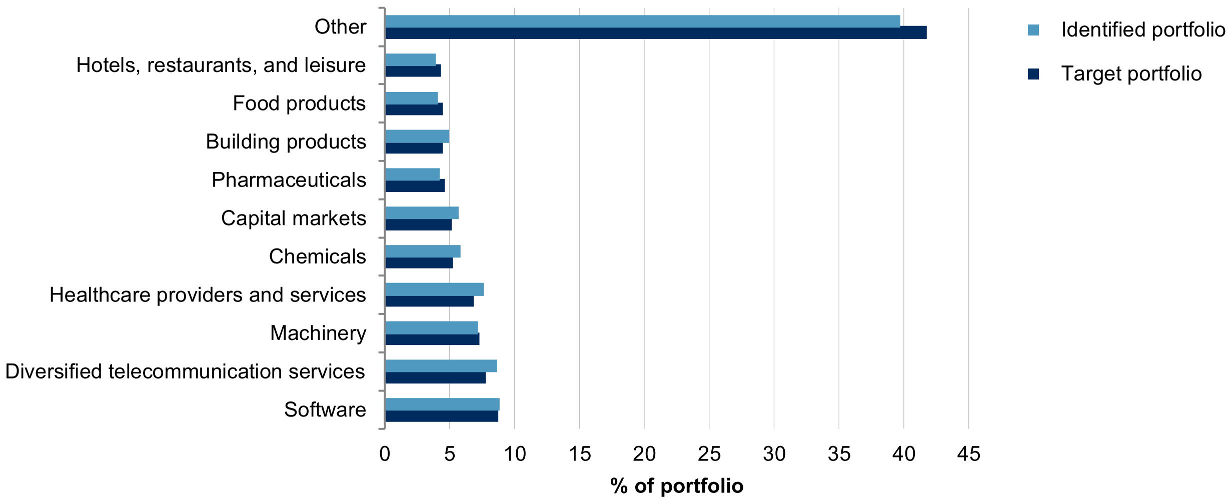
			Notional amount (mil. €)		Notional amount (%)	
Obligor reference	**Industry**	**S&P Global Ratings' credit rating**	**Obligor**	**Cumulative**	**Obligor**	**Cumulative**
1	Diversified telecommunication services	B-	5.00	5.00	1.33	1.33
2	Leisure products	B	5.00	10.00	1.33	2.67
3	Personal products	B	5.00	15.00	1.33	4.00
4	Health care equipment and supplies	Private rating	4.50	19.50	1.20	5.20
5	Diversified telecommunication services	Private rating	4.50	24.00	1.20	6.40
6	Food products	B-	4.50	28.50	1.20	7.60
7	Construction and engineering	B-	4.50	33.00	1.20	8.80
8	Diversified consumer services	B-	4.00	37.00	1.07	9.87
9	Software	Private rating	4.00	41.00	1.07	10.93
10	Real estate management and development	B	4.00	45.00	1.07	12.00

Industry distribution

Chart 1 shows the top 10 industry distribution in the portfolio. The portfolio comprises 39 distinct industries as per the Capital IQ industry--level 3 classification.

Chart 1

Top industry distribution

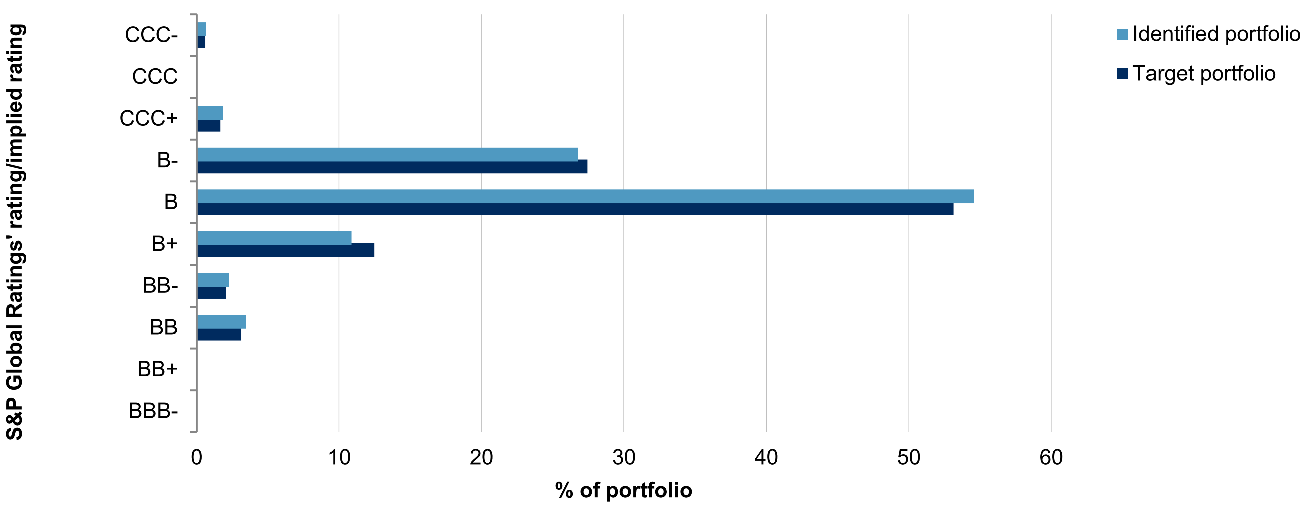


Ratings distribution

Chart 2 shows the ratings distribution in the portfolio. Of the underlying collateral obligations, 98.22% have ratings assigned by us.

Chart 2

Rating distribution



Recovery rating distribution

Table 7 presents the recovery rates modeled to calculate BDRs and actual recovery rates of the targeted portfolio. Chart 3 presents our recovery rates distribution of the portfolio. Of the underlying collateral obligations, 98.22% have recovery ratings assigned by us.

Table 7

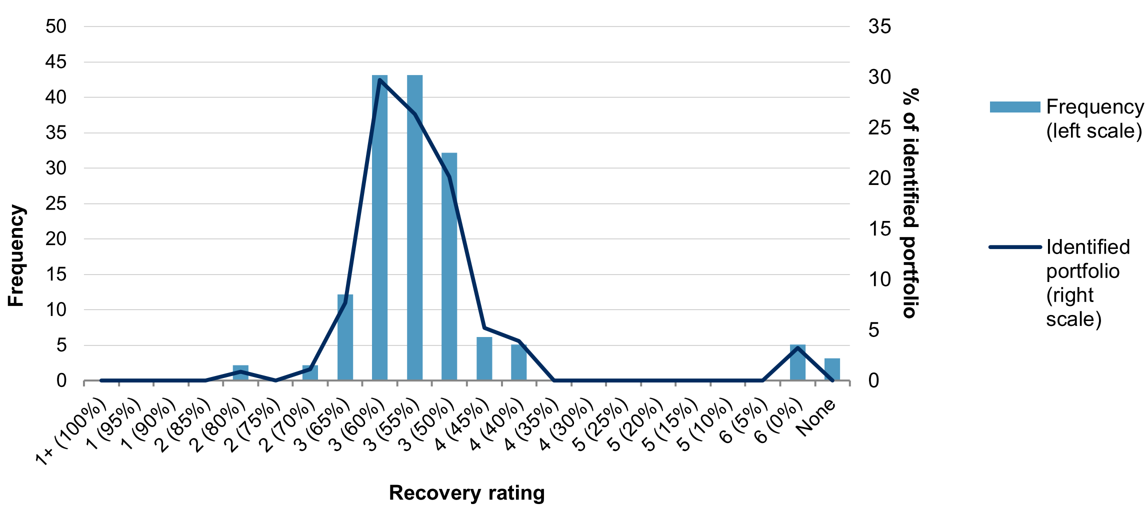
Collateral WARR

Liability rating	Modeled WARR (%)	Target pool WARR (%)	Actual WARR on identified portfolio (%)
AAA (sf)	34.38	35.38	35.15
AA (sf)	44.95	44.95	44.67
A (sf)	50.85	50.85	50.56
BBB- (sf)	57.47	57.47	57.14
BB- (sf)	62.18	62.18	61.87
B- (sf)	63.32	63.32	62.97

WARR--Weighted-average recovery rate. During the ramp-up period (generally six months from closing), the manager will buy assets to reach the modeled WARR considered in our analysis.

Chart 3

Recovery rating distribution



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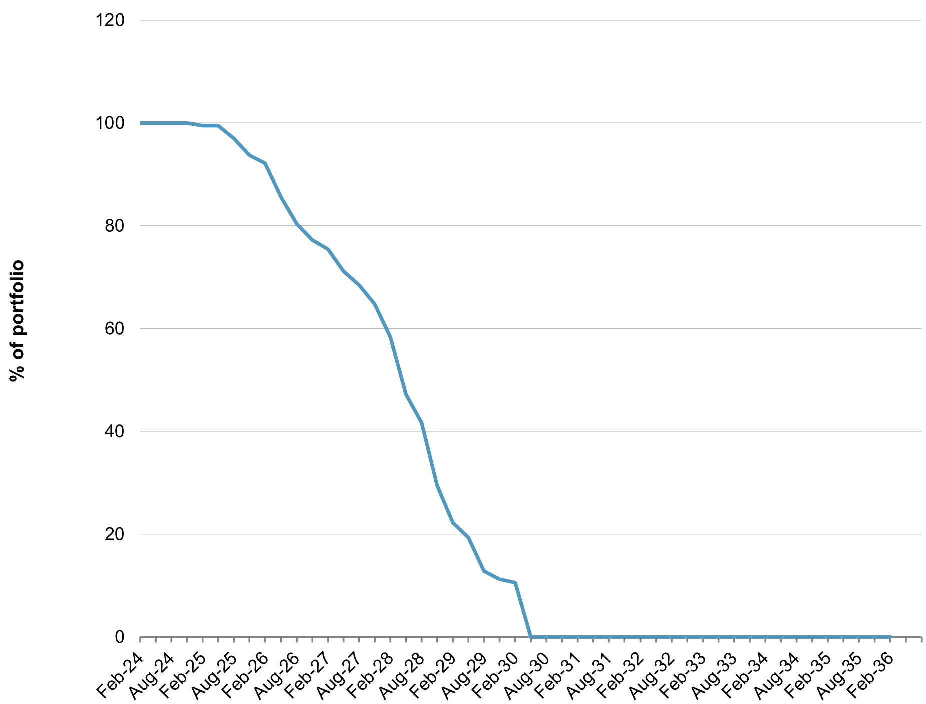
Deleveraging profile

Chart 4 shows the portfolio's deleveraging profile.

Chart 4

Target portfolio deleveraging profile
Based on the legal final maturity date



Portfolio Investment Guidelines

The underlying portfolio will primarily comprise euro-denominated senior secured loans and bonds to broadly syndicated corporate borrowers. The collateral portfolio's effective date and reinvestment guidelines are expected to comply with the limitations shown in table 8.

Table 8

Portfolio profile test

Type of obligation	Limit (%)
Minimum senior secured loans or senior secured bonds	96.00
Maximum second-lien loans, senior unsecured obligations, high yield bonds, and mezzanine obligations	4.00
Minimum senior secured loans	70.00
Maximum senior secured bonds, high yield bonds, and mezzanine obligations	30.00
Maximum single obligor, provided up to three obligors may each represent up to 3.00% of the aggregate collateral balance	2.50
Maximum single obligor of senior secured loans and senior secured bonds provided up to three obligors may each represent up to 3.00% of the aggregate collateral balance	2.50

Table 8

Portfolio profile test (cont.)

Type of obligation	Limit (%)
Maximum single obligor of senior unsecured obligations, second-lien loans, mezzanine obligations, and high yield bonds	1.50
Maximum single S&P industry, provided that any two S&P industries may comprise up to 12.00% each and any further one single industry may comprise up to 10.00%	15.00
Maximum obligors domiciled in countries with a credit rating from S&P Global Ratings below 'AA-'	20.00
Maximum obligors domiciled in countries with a credit rating from S&P Global Ratings below 'A-'	10.00
Maximum obligors domiciled in countries with a credit rating from S&P Global Ratings below 'BB-'	5.00
Maximum non-euro obligations--subject to an asset swap or unhedged	20.00
Maximum non-euro obligations--unhedged	2.50
Maximum covenant-lite loans	25.00
Maximum participations	5.00
Maximum current pay obligations including any current pay obligations that are uptier priming debt	5.00
Maximum non-broadly syndicated loans to portfolio companies	10.00
Maximum corporate rescue loans and any defaulted uptier priming debt (maximum 2% from a single obligor)	5.00
Maximum PIK obligations or partial PIK obligations	5.00
Maximum S&P Global Ratings' credit rating of 'CCC+', 'CCC' and 'CCC-'	7.50
Maximum annual obligations	1.00
Maximum unfunded amounts under revolving obligations or delayed drawdown CDOs	5.00
Maximum fixed-rate obligations	12.50
Maximum discount obligations	25.00
Maximum credit estimate obligations	10.00
Maximum bridge loans	0.00
Maximum obligations with a maturity date falling on a date that is 11 years from the closing date	10.00
Indebtedness of obligor between €200 million and €250 million	5.00
Maximum uptier priming debt is 0.00%, or if the class A investor condition is satisfied	2.50

Note: Covenant-lite loans are assigned lower recovery ratings than similar obligations that require continued compliance with covenants.

Risk of concentration in certain obligation types

We consider larger concentrations in the types of obligations shown in table 9 to pose additional risk to the transaction. If the transaction can purchase these collateral obligations, our quantitative analysis would consider the risk associated with these types of obligations (see table 8 above for transaction-specific limitations).

Table 9

Risks of obligation types

Obligation type	Risk specific to the obligation
Fixed-rate obligations	Because interest payments for all of the rated notes are tied to EURIBOR, obligations in the underlying portfolio that pay a fixed rate create exposure to interest rate movements. Should market rates change significantly over the transaction's life, this may affect excess spread. To account for this risk, we also consider the mix of fixed- and floating-rate assets at the minimum and maximum levels. The results are captured in the BDRs generated by Cash Flow Evaluator.
Long-dated obligations	Collateral obligations scheduled to mature after the transaction's stated maturity date introduce market value risk, as the collateral manager will typically have to sell the obligations at the prevailing market price to pay the rated noteholders. In this transaction, long-dated restructured obligations (which are uptier priming debt, obligations issued by an asset priming obligor, or restructured obligations with a collateral debt obligation stated maturity on or after the maturity date) are limited to 1.5% of the aggregate collateral balance and long-dated exchange transaction obligations are limited to 3% of the aggregate collateral balance, making the total exposure less than 5%.
Obligations that pay interest less frequently than quarterly	Because transactions typically require quarterly interest payments to be made to the noteholders, a portfolio consisting of collateral obligations that pay interest less frequently creates a discrepancy in the timing of cash inflows and outflows. If this mismatch is significant, it may result in a shortfall in cash available to pay the rated noteholders. In order to mitigate the effects of these timing mismatches, the transaction incorporates an interest smoothing account and a frequency switch mechanism, which if triggered, will switch the payment frequency on the rated notes to semiannual.
S&P Global Ratings' preliminary ratings credit rating of 'CCC+' or below	Transaction documents typically limit the amount of obligations rated 'CCC+' or below that the collateral manager can purchase. A higher concentration of obligations rated 'CCC+' or lower will typically increase the SDRs produced by CDO Evaluator.

BDR--Break-even default rate. SDR--Scenario default rate. EURIBOR--Euro Interbank Offered Rate. PIK--Payment in kind.

Under the transaction documents, certain conditions must be satisfied before collateral is bought for or sold from the portfolio (see tables 10 and 11).

Table 10

Summary of trading conditions during reinvestment period

Conditions to reinvest proceeds from each type of assets sold/received	Coverage tests	New asset minimum par amount	S&P CDO Monitor test†	Concentration limitations	Collateral quality test (other than S&P CDO Monitor test)
Discretionary	Satisfy otherwise maintain or improve§	Not less than 100% of the principal balance of assets sold*	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve
Credit risk	Satisfy otherwise maintain or improve§	Not less than 100% of the sale proceeds of assets sold*	Not required	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve
Credit improved	Satisfy otherwise maintain or improve§	Not less than 100% of the principal balance of assets sold*	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve
Defaulted (including recovery on defaulted assets)	Satisfy§	Not less than 100% of the sale proceeds of assets sold*	Not required	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve

Table 10

Summary of trading conditions during reinvestment period (cont.)

Conditions to reinvest proceeds from each type of assets sold/received	Coverage tests	New asset minimum par amount	S&P CDO Monitor test†	Concentration limitations	Collateral quality test (other than S&P CDO Monitor test)
Unscheduled principal (including recoveries)	Satisfy otherwise maintain or improve§	Not less than 100% of the principal balance of assets sold*	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve
Scheduled principal	Satisfy otherwise maintain or improve§	Not less than 100% of the principal balance of assets sold*	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve	Satisfy otherwise maintain or improve

*Alternatively, if the aggregate collateral balance of the portfolio exceeds the reinvestment target par balance. §Interest coverage ratio on or after second interest payment date. †From the effective date.

Table 11

Summary of trading conditions after reinvestment period

Concentration limitations	New asset with an equal or a higher rating	New asset with the same or a shorter maturity
Satisfy otherwise maintain or improve	Yes	Yes
Satisfy otherwise maintain or improve	Yes	Yes

Note Payment Considerations

Overcollateralization, interest coverage, and interest diversion tests

The rated notes benefit from certain structural features that require sequential mandatory redemption upon a breach of any overcollateralization or interest coverage test. Additionally, during the reinvestment period, the rated notes benefit from the reinvestment of up to a certain amount of the excess interest proceeds, captured upon breach of the transaction's interest diversion test (see table 12).

Table 12

Overcollateralization, interest coverage, and interest diversion tests

Class	Actual O/C (%)	Min. O/C required (%)	Min. I/C required (%)
A/B	138.89	129.89	120.00
C	129.89	123.39	115.00
D	119.05	113.55	110.00
E	112.99	108.49	105.00
F (applicable during the life of the transaction)	108.70	104.70	N/A

Table 12

Overcollateralization, interest coverage, and interest diversion tests (cont.)

Class	Actual O/C (%)	Min. O/C required (%)	Min. I/C required (%)
Interest diversion test based on the class F (applicable during the reinvestment period)	108.70	105.20	N/A

O/C--Overcollateralization. I/C--Interest coverage. N/A--Not applicable.

Payment priorities

Under the transaction documents, the collateral's interest and principal collections are payable according to separate payment priorities. On each payment date during and after the reinvestment period, unless at the stated maturity or an acceleration following an event of default occurs, proceeds will be distributed in the priority outlined in table 13.

Table 13

Waterfall payment priority

Priority	Interest waterfall	Principal waterfall
A	Taxes and issuer profit amount	Payment of A through H of interest waterfall if previously unpaid
B	Accrued and unpaid trustee fees and expenses, up to the cap†	Cure class A/B coverage tests
C	Due and unpaid administrative expenses, up to the cap†	Cure class C coverage tests
D	Transfers to expense reserve account	Cure class D coverage tests
E	(i) Senior investment management fees, some of which may be deferred to purchase additional collateral or waived (such as deferred senior investment management amounts)*(ii) Catch up on previously due and unpaid (other than deferred senior investment management amounts), senior investment management fees	Cure class E coverage tests
F	Any scheduled periodic interest rate hedge issuer payments, any scheduled periodic asset swap issuer payments, and hedge termination payments	Cure class F par value test
G	Class A notes' interest	If class C is the controlling class, any unpaid interest
H	Class B notes' interest	If class C is the controlling class, unpaid deferred interest
I	Cure class A/B notes' coverage tests	If class D is the controlling class, any unpaid interest
J	Class C notes' interest	If class D is the controlling class, unpaid deferred interest
K	Cure class C notes' coverage tests	If class E is the controlling class, any unpaid interest
L	Class C notes' deferred interest	If class E is the controlling class, unpaid deferred interest
M	Class D notes' interest, current period	If class F is the controlling class, any unpaid interest
N	Cure class D notes' coverage tests	If class F is the controlling class, unpaid deferred interest

Table 13

Waterfall payment priority (cont.)

Priority	Interest waterfall	Principal waterfall
O	Class D notes' deferred interest	Redemption following an effective date rating event
P	Class E notes' interest, current period	Make payments under a special redemption event
Q	Cure class E notes' coverage tests	Purchase collateral in line with reinvestment criteria
R	Class E notes' deferred interest	Note redemption in line with priority
S	Class F notes' interest, current period	Payment of X through BB of interest waterfall if previously unpaid post reinvestment period
T	Cure class F par value test	Residual payments to equity and, where appropriate, collateral manager
U	Class F notes' deferred interest	
V	Redemption following an effective date rating event	
W	Reinvestment overcollateralization test, minimum of cure amount or 50% of remaining proceeds to either redeem notes or purchase additional collateral	
X	(i) Subordinated management fee unless waived, designated for reinvestment or deferred§; (ii) Subordinated management fee previously due and unpaid; and (iii) Deferred senior and subordinated distribution amounts.	
Y	Any remaining trustee fees and expenses not paid under the cap†	
Z	Any remaining administrative expenses under the cap	
AA	Any payments relating to a defaulted hedge counterparty	
BB	Any collateral manager advances and any interest thereon	
CC	Transfer to collateral enhancement account	
DD	Residual payments to equity and, where appropriate, investment manager	

*0.15% per year. §0.35% per year. †€300,000 per year plus 0.025% of the ending collateral balance.
Note: The note payment sequence is as follows: first the class A notes at the applicable redemption price until fully redeemed, then the class B notes in the same manner, then the class C notes including unpaid interest and deferred interest at the applicable redemption price until they fully redeem, then the class D to F notes in the same manner.

Note redemption circumstances

Under the transaction documents, the notes can be redeemed before the stated maturity date of the transaction in the circumstances outlined below (see table 14).

Table 14

Note redemption

Redemption events	Redemption terms
Mandatory redemption	If any applicable coverage test is not satisfied, the notes may be redeemed, in whole or in part, on any payment date before their legal final maturity dates. If a mandatory redemption occurs, the issuer will use the available principal and interest proceeds to redeem the notes according to the priority of payments outlined in table 13.
Refinancing	After the non-call period, at the direction of the subordinated noteholders, subject to consent from the manager or at the direction of the manager, any class of notes may be redeemed, in whole but not in part, from refinancing proceeds.
Tax redemption	If a tax event occurs, at the direction of the controlling class of noteholders or of the subordinated noteholders, but subject to consent of the manager, the rated notes may be redeemed, in whole but not in part, on any payment date before their legal final maturity dates, in accordance with the note payment sequence.*

*Note payment sequence is: First, the A notes at the applicable redemption price until they fully redeem, followed by the class B notes in the same manner. Then, the class C notes including unpaid interest and deferred interest at the applicable redemption price until they fully redeem, followed by the class D to F notes in the same manner.

Application Of Our CDO Monitor/Compliance With Our CDO Monitor Test

Our CDO Monitor is a tool that collateral managers use during the reinvestment period to determine if a particular trade or series of trades increases the risk to the rated liabilities.

The CDO Monitor test will be considered passing if the results indicate that the current portfolio produces an SDR that is equal to or below the transaction's BDR. There is no requirement that the CDO Monitor test be considered after the reinvestment period, or when reinvesting proceeds from the sale of a credit risk or defaulted obligation.

For this transaction, the non-model version of CDO Monitor will be used initially, with the option to switch to the model version.

Events Of Default

Under certain conditions, the following events of default may result in the acceleration of payments to the preliminary rated notes or the collateral's liquidation:

- The issuer fails to pay interest, when due and payable, to the class A or B notes (within the related five business day grace period).
- A failure to pay principal payment or the redemption price on any rated class of notes when due and payable at the stated maturity date or any redemption date (each within the related five business day grace period).
- The issuer fails to disburse any amounts in accordance with the priority of payments within a 10 business day grace period.
- The class A overcollateralization ratio falls below 102.5%. As defined in the transaction documents, the event of default overcollateralization ratio is calculated without rating-based haircuts, but includes defaulted assets carried at their market value.
- Under the transaction documents, the issuer is required to register as an investment company under the Investment Company Act. This requirement will be in effect for 45 days.

- A material default in the performance or material breach of any covenant, or other issuer agreement that is not cured within the 45-day cure period.
- The issuer's voluntary or involuntary bankruptcy.
- It becomes unlawful for the issuer to perform or comply with one or more of its obligations.

Surveillance

We will maintain active surveillance on the rated notes until the notes mature or are retired, or until our credit ratings on the transaction have been withdrawn. The purpose of surveillance is to assess whether the rated notes are performing within the initial parameters and assumptions applied to each rating category. The issuer is required under the terms of the transaction documents to supply periodic reports and notices to us to maintain continuous surveillance on the rated notes.

Environmental, Social, And Governance (ESG)

We regard exposure to ESG credit factors in the transaction as being broadly in line with our benchmark for the sector (see "ESG Industry Report Card: Collateralized Loan Obligations," March 31, 2021). Primarily due to the diversity of the assets within CLOs, exposure to environmental credit factors is viewed as below average, social credit factors are below average, and governance credit factors are average. For this transaction, the documents prohibit assets from being related to certain activities, including, but not limited to the following:

- Any obligor where revenue is derived from the manufacture or marketing of controversial weapons, anti-personnel mines, cluster weapons, landmines, depleted uranium, nuclear weapons, white phosphorus, blinding laser weapons, non-detectable fragments, incendiary weapons, or biological and chemical weapons.
- Any obligor where more than 10% of revenue is derived from weapons, tailor-made components, or is involved in the manufacturing of civilian firearms.
- Any obligor where revenue is derived from tobacco production such as cigars, cigarettes, e-cigarettes, smokeless tobacco, dissolvable and chewing tobacco, and obligors where more than 5% of revenue is derived from products that contain tobacco.
- Any obligor whose primary business activity is non-certified palm oil production.
- Any obligor that generates revenues from illegal logging operations, trading and processing timber harvested illegally, deforestation and/or tropical rainforest damaging including conversion, clearing of forests with high conservation values or high carbon stocks, and clearing of primary tropical forests.
- Any obligor that derives more than 10% of revenue from the mining of thermal coal or that has expansion plans for coal extraction.
- Any obligor that derives more than 10% of revenue from oil sands extraction or that has expansion plans for unconventional oil and gas extraction.
- Any obligor that is an oil and gas producer that derives less than 40% of revenue from natural gas or renewables or that has reserves of less than 20% deriving from natural gas.
- Any obligor that is an electrical utility where carbon intensity is greater than 100gCO2/kWh, or where carbon intensity is not disclosed it generates more than: 1% of its electricity from

thermal coal, or 10% from liquid fuels (oil).

- Any obligor that primarily provides predatory payday lending.
- Any obligor that derives more than 5% of revenue from the trade in, production, or marketing of: pornography or prostitution, opioid manufacturing and distribution, hazardous chemicals, pesticides and wastes, ozone-depleting substances as covered by the Montreal Protocol on Substances that Deplete the Ozone Layer (1989), or the extraction of fossil fuels from unconventional sources (including Arctic drilling, tar sands, shale oil, and shale gas) or other fracking activities, or coal mining and/or coal-based power generation.
- Any obligor that derives any revenue from the trade in endangered or protected wildlife, any species described as 'endangered' or 'critically endangered' in the most recent publication of the International Union for Conservation of Nature Red List; or any species subject to protection under the Convention on International Trade in Endangered Species of Wild Fauna and Flora (1973).
- Any obligor that violates the United Nations Global Compact (UN GC) principles, or doesn't take the necessary actions to remedy any known violation, and whose business activity is directly derived from activities that violate the UN GC Ten Principles.

Accordingly, since the exclusion of assets from these industries and areas does not result in material differences between the transaction and our ESG benchmark for the sector, no specific adjustments have been made in our rating analysis to account for any ESG-related risks or opportunities.

ESG Corporate Credit Indicators

The influence of ESG factors in our credit rating analysis of European CLOs primarily depends on the influence of ESG factors in our analysis of the underlying corporate obligors. To provide additional disclosure and transparency of the influence of ESG factors for the CLO asset portfolio in aggregate, we've calculated the weighted-average and distributions of our ESG credit indicators for the underlying obligors (see "The Influence Of Corporate ESG Factors In Our Credit Rating Analysis Of European CLOs," published on April 20, 2022). We regard this transaction's exposure as being broadly in line with our benchmark for the sector, with the environmental and social credit indicators concentrated primarily in category 2 (neutral) and the governance credit indicators concentrated in category 3 (moderately negative) (see "ESG Credit Indicator Report Card: Global CLOs," published on Nov. 24, 2022).

Corporate ESG credit indicators

	Environmental	Social	Governance
Weighted-average credit indicator*	2.05	2.14	2.92
E-1/S-1/G-1 distribution (%)	0.00	0.80	0.00
E-2/S-2/G-2 distribution (%)	74.53	68.64	11.97
E-3/S-3/G-3 distribution (%)	4.00	6.27	62.77
E-4/S-4/G-4 distribution (%)	0.00	2.83	1.49
E-5/S-5/G-5 distribution (%)	0.00	0.00	2.29
Unmatched obligor (%)	11.47	11.47	11.47

Corporate ESG credit indicators (cont.)

	Environmental	Social	Governance
Unidentified asset (%)	10.00	10.00	10.00

*Only includes matched obligor.

Related Criteria

- General Criteria: Environmental, Social, And Governance Principles In Credit Ratings , Oct. 10, 2021
- Criteria | Structured Finance | General: Global Framework For Payment Structure And Cash Flow Analysis Of Structured Finance Securities , Dec. 22, 2020
- Criteria | Structured Finance | General: Methodology To Derive Stressed Interest Rates In Structured Finance , Oct. 18, 2019
- Criteria | Structured Finance | CDOs: Global Methodology And Assumptions For CLOs And Corporate CDOs , June 21, 2019
- Criteria | Structured Finance | General: Counterparty Risk Framework: Methodology And Assumptions , March 8, 2019
- Criteria | Structured Finance | General: Incorporating Sovereign Risk In Rating Structured Finance Securities: Methodology And Assumptions , Jan. 30, 2019
- Legal Criteria: Structured Finance: Asset Isolation And Special-Purpose Entity Methodology , March 29, 2017
- Criteria | Structured Finance | General: Global Framework For Assessing Operational Risk In Structured Finance Transactions , Oct. 9, 2014
- General Criteria: Methodology Applied To Bank Branch-Supported Transactions , Oct. 14, 2013
- Criteria | Structured Finance | General: Global Derivative Agreement Criteria , June 24, 2013
- General Criteria: Criteria For Assigning 'CCC+', 'CCC', 'CCC-', And 'CC' Ratings , Oct. 1, 2012
- General Criteria: Global Investment Criteria For Temporary Investments In Transaction Accounts , May 31, 2012
- General Criteria: Principles Of Credit Ratings , Feb. 16, 2011

Related Research

- Weekly European CLO Update, May 30, 2023
- ESG Credit Indicator Report Card: Global CLOs, Nov. 24, 2022
- European CLO Features Evolve Further In Response To Changing Market Conditions, Sept. 7, 2022
- The Influence Of Corporate ESG Factors In Our Credit Rating Analysis Of European CLOs, April 20, 2022

- ESG Industry Report Card: Collateralized Loan Obligations, March 31, 2021
- 2017 EMEA Structured Credit Scenario And Sensitivity Analysis, July 6, 2017
- Global Structured Finance Scenario And Sensitivity Analysis 2016: The Effects Of The Top Five Macroeconomic Factors, Dec. 16, 2016
- European Structured Finance Scenario And Sensitivity Analysis 2016: The Effects Of The Top Five Macroeconomic Factors, Dec. 16, 2016