Presale:

Elmwood CLO 29 Ltd./Elmwood CLO 29 LLC (Refinancing And Extension)

May 6, 2024

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Preliminary ratings

Class	Preliminary rating	Balance (mil. $)	Overcollateralization (%)	Par subordination (%)	Interest rate (%)
X	AAA (sf)	2.00	N/A	N/A	Three-month CME term SOFR + 1.000
A-1R	AAA (sf)	310.00	161.29	38.00	Three-month CME term SOFR + 1.520
A-2R	AAA (sf)	7.50	157.48	36.50	Three-month CME term SOFR + 1.700
B-R	AA (sf)	62.50	131.58	24.00	Three-month CME term SOFR + 2.000
C-R (deferrable)	A (sf)	30.00	121.95	18.00	Three-month CME term SOFR + 2.400
D-1R (deferrable)	BBB- (sf)	30.00	113.64	12.00	Three-month CME term SOFR + 3.450
D-2R (deferrable)	BBB- (sf)	3.75	112.68	11.25	Three-month CME term SOFR + 4.600
E-R (deferrable)	BB- (sf)	15.25	108.93	8.20	Three-month CME term SOFR + 6.400
Subordinated notes	NR	42.00	N/A	0.00	Residual

Note: This presale report is based on information as of May 6, 2024. The ratings shown are preliminary. This report does not constitute a recommendation to buy, hold, or sell securities. Subsequent information may result in the assignment of final ratings that differ from the preliminary ratings. NR--Not rated. N/A--Not applicable.

Executive Summary

Elmwood CLO 29 Ltd. is a $503.00 million broadly syndicated CLO managed by Elmwood Asset Management LLC. This is a reset of the Logan 1 CLO Ltd. transaction that originally closed in June 2021, which was not rated by S&P Global Ratings.

Based on provisions in the transaction documents and the portfolio characteristics:

- The transaction will be collateralized by at least 90% senior secured loans, cash, and eligible investments with a minimum of 15% of the loan borrowers required to be based in the U.S. or Canada.
- Of the identified underlying collateral obligations, 99.25% have credit ratings (which may include confidential ratings, private ratings, and credit estimates) assigned by S&P Global Ratings.
- Of the identified underlying collateral obligations, 94.09% have recovery ratings (which may include confidential and private ratings) assigned by S&P Global Ratings.

Key Credit Metrics

Selected credit metrics

	Elmwood CLO 29 Ltd.	Three-month average(i)
Total leverage (x)(ii)	10.93	10.05
Par subordination ('AAA'/'BBB') (%)	36.50/11.25	34.83/11.97
WA cost of debt (%)(iii)	1.96	2.07
Portfolio WAS (excluding floors) (%)	3.57	3.68
SDR ('AAA'/'BBB') (%)	58.17/39.83	58.68/39.93
WA portfolio recovery ('AAA'/'BBB') (%)	40.48/61.99	41.36/63.05

(i)The three-month average comprises transactions rated by S&P Global Ratings during the three months ended March 31, 2024. (ii)Total debt to equity (excluding any class X debt, if applicable). (iii)Spread over SOFR for all classes, excluding the subordinated notes and, if applicable, any class X debt. Additionally, if there is a fixed-rate tranche, SOFR is subtracted from the fixed coupon in the calculation. WA--Weighted average. WAS--Weighted average spread. Bps--Basis points. SDR--Scenario default rate.

Transaction Timeline/Participants

Transaction timeline

Expected closing date	May 8, 2024.
Effective date	Not applicable.
Debt payment frequency	Quarterly, beginning Oct. 20, 2024.
Non-call period end date	April 20, 2026.
Reinvestment period end date	April 20, 2029.
Stated maturity date	April 20, 2037.

Participants

Collateral manager	Elmwood Asset Management LLC.
Placement agent	RBC Capital Markets LLC.
Trustee	U.S. Bank Trust Co. N.A.

Rationale

The preliminary ratings assigned to Elmwood CLO 29 Ltd./Elmwood CLO 29 LLC's floating-rate debt reflect our assessment of:

- The diversification of the collateral pool, which consists primarily of broadly syndicated speculative-grade (rated 'BB+' and lower) senior secured term loans.
- The credit enhancement provided through subordination, excess spread, and overcollateralization.
- The experience of the collateral manager's team, which can affect the performance of the rated debt through portfolio identification and ongoing management.
- The transaction's legal structure, which is expected to be bankruptcy remote.

We may choose to make qualitative adjustments to our analysis when rating collateralized loan obligation (CLO) tranches to reflect the likelihood that changes to the underlying assets' credit profile may affect a portfolio's credit quality in the near term. This is consistent with paragraph 15 of our criteria for analyzing CLOs (see "Global Methodology And Assumptions For CLOs And Corporate CDOs," published June 21, 2019). To do this, we may review the likelihood of near-term changes to the portfolio's credit profile by evaluating the transaction's specific risk factors. Based on our review of these factors, we believe there is adequate cushion between this CLO tranches' break-even default rates (BDRs) and scenario default rates (SDRs) to address the possibility of near-term changes to the portfolio's credit quality.

Environmental, Social, And Governance

We regard the exposure to environmental, social, and governance (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," published March 31, 2021). For CLOs, we view the exposure to environmental credit factors as below average, to social credit factors as below average, and to governance credit factors as average, primarily due to the diversity of the assets within the sector.

The transaction documents prohibit assets related to certain activities, including but not limited to the following industries:

- Coal mining or coal-based power generation;
- Palm oil production;
- Adult entertainment;
- Tobacco;
- Payday or predatory lending;
- Weapons or firearms; and
- The food commodity derivatives industry.

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

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.	S&P Global Ratings' 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 in the indenture. Larger concentrations in certain obligations can introduce additional risks to the rated debt.	S&P Global Ratings' cash flow analysis generally assumes that the underlying portfolio contains the maximum allowable amount of certain types of collateral obligations to stress test the transaction for concentration risk. Examples include obligations that are current-pay, fixed-rate, fully deferrable, and long-dated, as well as assets rated 'CCC+' or lower and assets paying less frequently than quarterly. For current-pay, long-dated, and 'CCC+' or lower obligations, we generally apply stresses when the exposure is greater than 10.0%, 5.0%, and 7.5%, respectively. For more details on allowable maximum concentrations for this transaction, see tables 8 and 9.
Collateral manager trading performance	During the reinvestment period, the collateral manager can change the underlying portfolio's composition, thus exposing the transaction to potential deterioration in credit enhancement. The collateral manager can reinvest all proceeds received during the reinvestment period. For this particular transaction, after the reinvestment period, the collateral manager can also continue to reinvest proceeds from credit risk sales or unscheduled prepayments, subject to additional restrictions.	The transaction documents generally require that any collateral obligation purchased will have equal or higher par value (or, with respect to proceeds from credit risk and defaulted obligations, that the obligation purchased with those sale proceeds will at least equal the related sale proceeds), or that the trade maintains or increases the transaction's O/C level. However, the principal collateral amount is generally not required to be maintained if the collateral manager has built sufficient excess par in the transaction so that the collateral balance exceeds the portfolio's reinvestment target par balance after the purchase. In addition, the indenture generally requires that each additional purchase satisfies (or, if not satisfies, either maintains, or improves) the concentration limits, coverage tests, and certain collateral quality tests. After the reinvestment period, in addition to some other requirements, any asset purchased must have the same or higher S&P Global Ratings' credit rating and the same or lower stated maturity than the asset being replaced or, as an alternative to rating, the class SDR must be maintained or improved, and the coverage tests must be satisfied.
Divergence of the effective date portfolio from preliminary assumptions	Most underlying portfolios are not fully purchased by the transaction's closing date. Therefore, there is a risk that the fully ramped-up portfolio at the transaction's effective date will be materially different from the one presented to S&P Global Ratings for its preliminary analysis.	S&P Global Ratings offers collateral managers a formula-based version of its CDO Monitor at the transaction's 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.

Table 1

Rating considerations (cont.)

Risk	Risk description	Mitigating factors
Exposure to covenant-lite loans	The collateral manager can purchase covenant-lite loans (those that do not contain regular financial maintenance covenants for the lending party's benefit) 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 (41.0% under a 'AAA' stress scenario versus 50.0% for a senior secured first-lien loan that is not covenant-lite). In addition, the transaction documents mandate that any loan that is pari passu with a non-covenant-lite loan of the same obligor, or that contains a cross-default provision with such 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.For covenant-lite loans that do have an asset-specific recovery rating, the absence of financial maintenance covenants is factored into our recovery analysis and generally results in lower estimated recovery rates.
Long-dated collateral obligations can introduce market value risk	A portfolio containing long-dated collateral obligations exposes a transaction to market value risk. To repay the debtholders at the transaction's maturity, the collateral manager will be forced to sell those obligations at the prevailing market price, which may be below par.	According to the transaction documents, the collateral manager can purchase only a small bucket of long-dated collateral obligations and, generally, may not vote in favor of any amendment that would extend a collateral obligation's maturity beyond the debt's stated maturity. Any long-dated collateral obligations will receive a haircut in the O/C numerator. The weighted average life test must generally be satisfied (or maintained or improved, subject to additional conditions found in the transaction documents) following any maturity amendment.

O/C--Overcollateralization.

Collateral Manager

Elmwood Asset Management LLC currently manages 26 CLOs and has $15.1 billion in total CLO assets under management (AUM). Including non-CLO assets, Elliott Investment Management L.P., Elmwood's majority owner, has over $59.2 billion in total AUM.

Analysis of past CLO 2.0 transactions (i.e., deals issued after the financial crisis) that are managed by Elmwood Asset Management LLC and its affiliates and rated by S&P Global Ratings reveals:

- An average overlap in collateral composition of 95.27%, which is higher than the average of 58.01% for all CLO 2.0 transactions rated by S&P Global Ratings.
- An average portfolio turnover rate of 10.36% over the past 12 months, which is lower than the average of 15.50% for all CLO 2.0 transactions rated by S&P Global Ratings.
- An industry concentration that favors software.
- That of the transactions that are still in the reinvestment period, 94.74% have a current par amount above the effective date target par.
- An average senior overcollateralization cushion of 10.22% at the transaction's closing date.

Quantitative Analysis

In analyzing this transaction, S&P Global Ratings conducted a quantitative review consisting of two analyses: a portfolio analysis and a cash flow analysis.

Understanding our portfolio and cash flow analyses

For the portfolio analysis, S&P Global Ratings 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 S&P Global Ratings criteria. This resulted in a set of SDRs that represent expected default levels for the portfolio under the different stress scenarios associated with each rating level (see chart 1).

For example, the 'AAA' stress scenario assumes an extreme level of stress, one similar to what was experienced during the Great Depression, while the 'BBB' stress scenario assumes a high, but less severe, level of stress that is more akin to the 2008 recession. As a result, the portfolio will experience a higher level of defaults in the 'AAA' stress scenario than the 'BBB' stress scenario.

For the cash flow analysis, we input the transaction-specific structural features presented to us into the Standard & Poor's Cash Flow Evaluator model to generate a base case set of cash flows. These cash flows are then subjected to various default timing and interest rate stress scenarios to arrive at a BDR for each rated class of debt (see chart 2).

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

Chart 1

CDO Evaluator

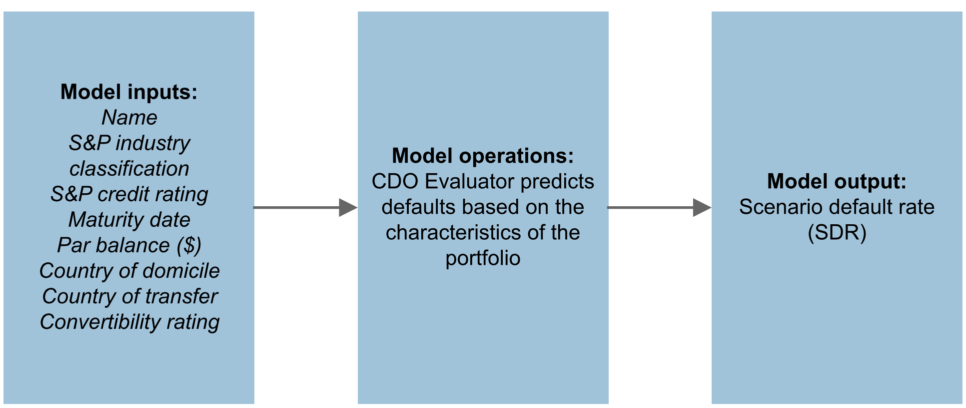
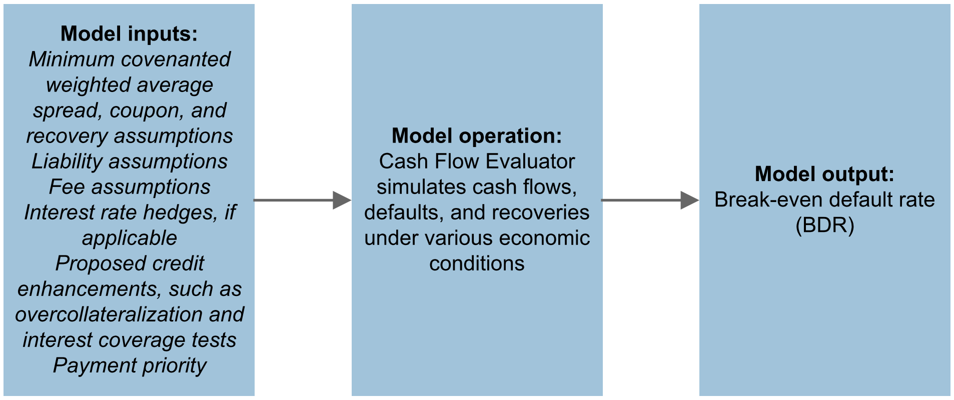


Chart 2

Cash Flow Evaluator

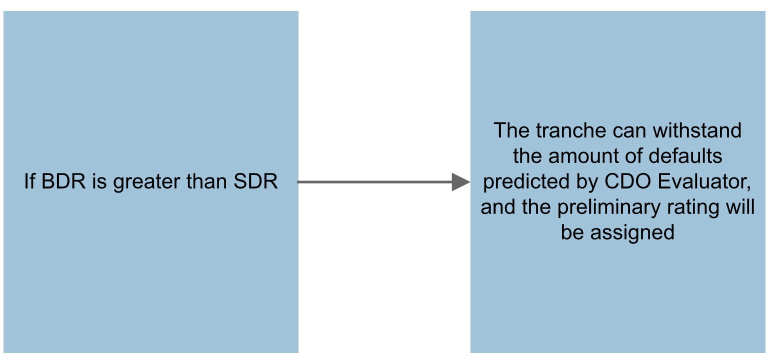


Connecting the portfolio and cash flow analyses

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 (see chart 3).

Chart 3

Assignment of tranche rating



The results shown in table 2 indicate that the rated debt has sufficient credit enhancement to withstand our projected default levels.

Table 2

Credit enhancement

Class	Preliminary rating	BDR (%)	SDR (%)	BDR cushion (%)
X	AAA (sf)	94.67	58.17	36.50
A-1R	AAA (sf)	61.95	58.17	3.79
A-2R	AAA (sf)	60.78	58.17	2.61
B-R	AA (sf)	56.89	50.57	6.32
C-R (deferrable)	A (sf)	49.37	45.04	4.33
D-1R (deferrable)	BBB- (sf)	39.28	36.29	2.99
D-2R (deferrable)	BBB- (sf)	37.65	36.29	1.36
E-R (deferrable)	BB- (sf)	30.94	29.68	1.26

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

Supplemental tests

We also conduct a largest-industry default test and a largest-obligor default test according to "Global Methodology And Assumptions For CLOs And Corporate CDOs," published June 21, 2019. Under these assumptions, the debt can withstand the loss amounts indicated in table 3 at their preliminary rating levels.

Table 3

Supplemental tests

Class	Preliminary rating	Preliminary amount (mil. $)	Largest-industry default test loss amount (mil. $)	Largest-obligor default test loss amount (mil. $)
X	AAA (sf)	2.00	N/A	N/A
A-1R	AAA (sf)	310.00	37.85	35.25
A-2R	AAA (sf)	7.50	37.85	35.25
B-R	AA (sf)	62.50	33.79	29.05
C-R (deferrable)	A (sf)	30.00	N/A	22.48
D-1R (deferrable)	BBB- (sf)	30.00	N/A	15.60
D-2R (deferrable)	BBB- (sf)	3.75	N/A	15.60
E-R (deferrable)	BB- (sf)	15.25	N/A	11.81

N/A--Not applicable.

Collateral Quality Tests

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

Table 4

Collateral quality metrics--performing identified collateral

Test	WA	Covenant	Margin
WA life (years)(i)	4.95	9.00	4.05
WAS (including floors) (%)	3.57	3.40	0.17
WA fixed coupon (%)(ii)	4.81	5.00	(0.19)
WA rating	B	N/A	N/A

(i)The calculated value may include an adjustment to some asset maturity inputs if the resulting pool's WA maturity is less than the length of the reinvestment period. (ii)The calculated value does not give credit to excess spread, which may positively adjust the calculation when determining compliance with the covenant. WA--Weighted average. WAS--Weighted average spread. N/A--Not applicable.

Portfolio Characteristics

Metrics based on the portfolio presented to S&P Global Ratings and the level of ramp-up completion are shown in tables 5A and 5B.

Table 5A

Target collateral obligations

Target par balance (mil. $)	500.00
Par balance of identified collateral (mil. $)	510.49
Par balance of collateral not yet identified (mil. $)	0.00
S&P Global Ratings' ratings and confidential indications (% of identified collateral)(i)	99.25

(i)May include confidential ratings, private ratings, and credit estimates.

Table 5B

Identified collateral obligations (obligors)

No. of obligors	354
Avg. obligor holding (%)	0.28
Largest-obligor holding (%)	0.82
Smallest-obligor holding (%)	0.00

In the portfolio data referenced for this analysis, the issuer identified approximately 100.00% of the portfolio's collateral. As the portfolio composition changes, the information and results presented in tables 6 and 7 and charts 4-7 are also likely to change.

Obligor concentration

Table 6 shows the top five obligor holdings of the underlying portfolio presented to S&P Global Ratings as of the date of this publication.

Table 6

Top five obligor holdings

						Notional amount (mil. $)		Notional amount (%)	
Obligor reference	Industry	Security type	S&P Global Ratings' credit rating	S&P Global Ratings' implied rating	CreditWatch/Outlook	Obligor	Cumulative	Obligor	Cumulative
1	Hotels, restaurants, and leisure	Senior secured	B+	No	Positive	4.20	4.20	0.84	0.84
2	Health care technology	Senior secured	N/A	No	N/A	4.13	8.33	0.83	1.67
3	Software	Senior secured	B-	No	Stable	4.10	12.43	0.82	2.49
4	Health care providers and services	Senior secured	B+	No	Stable	3.99	16.42	0.80	3.28
5	Diversified consumer services	Senior secured	BBB-	No	Stable	3.93	20.35	0.79	4.07

N/A--Not applicable.

Industry and rating distribution

Chart 4 shows the top five industry distribution in the portfolio, and chart 5 shows the rating distribution in the portfolio.

Chart 4

Industry distribution

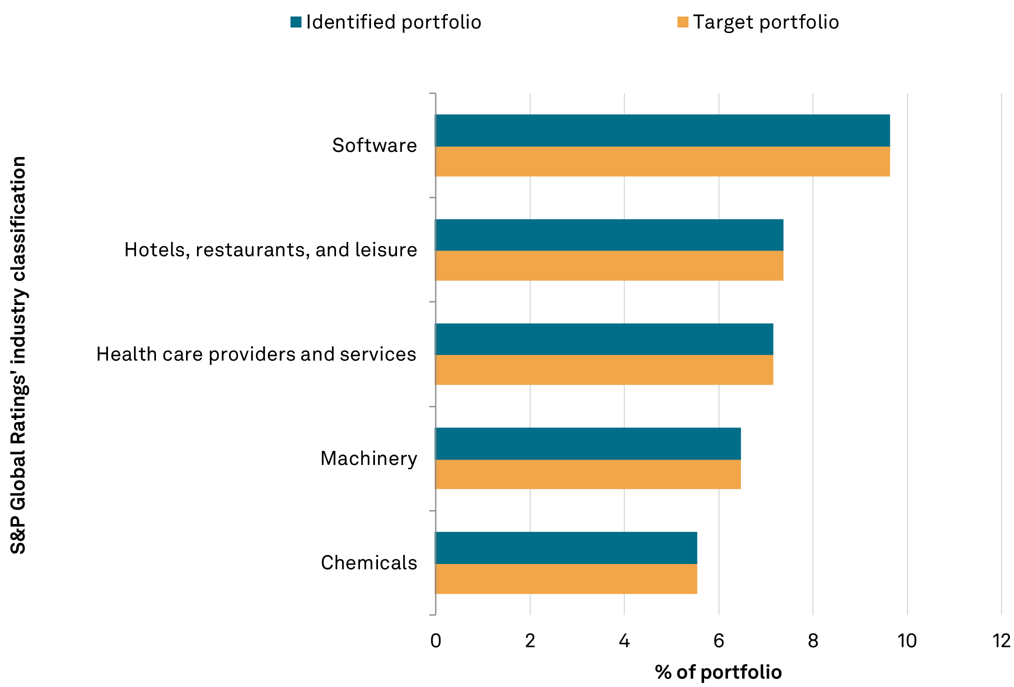
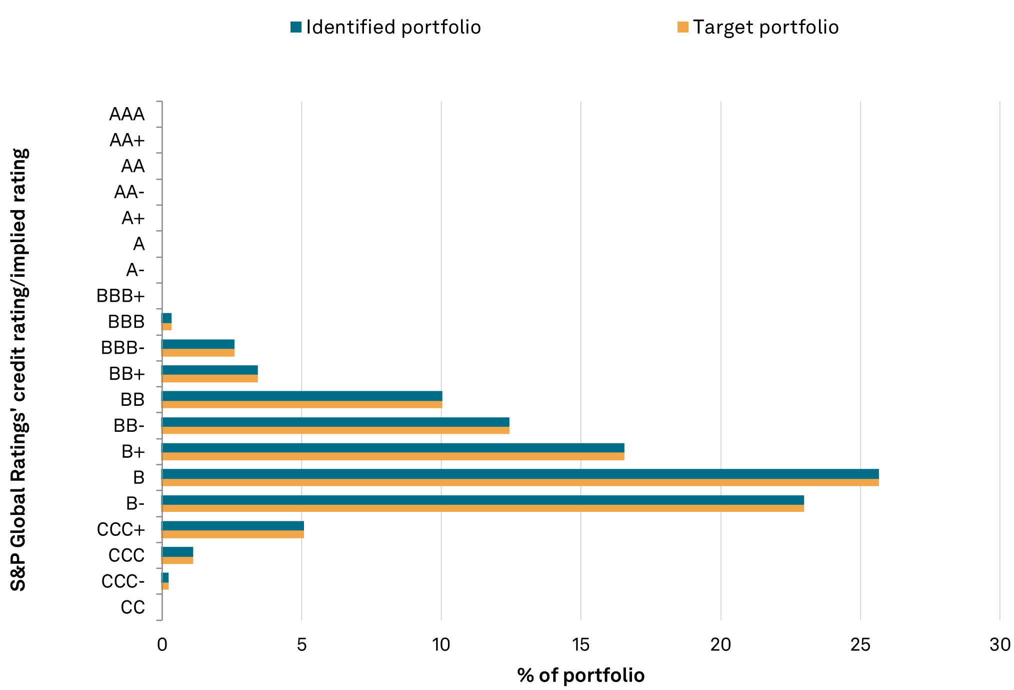


Chart 5

Rating distribution



Recovery rating and maturity distribution

Table 7 and chart 6 present a summary of the S&P Global Ratings loan recovery rates for the identified portfolio. Chart 7 shows the maturity distribution in the identified portfolio.

Table 7

Performing identified collateral modeled WARR

Liability rating category	WARR (%)	Min. covenanted WARR (%)
AAA (sf)	40.48	39.70
AA (sf)	49.97	49.42
A (sf)	55.65	55.10
BBB (sf)	61.99	61.44
BB (sf)	67.28	66.75

WARR--Weighted average recovery rate.

Chart 6

Recovery rating distribution

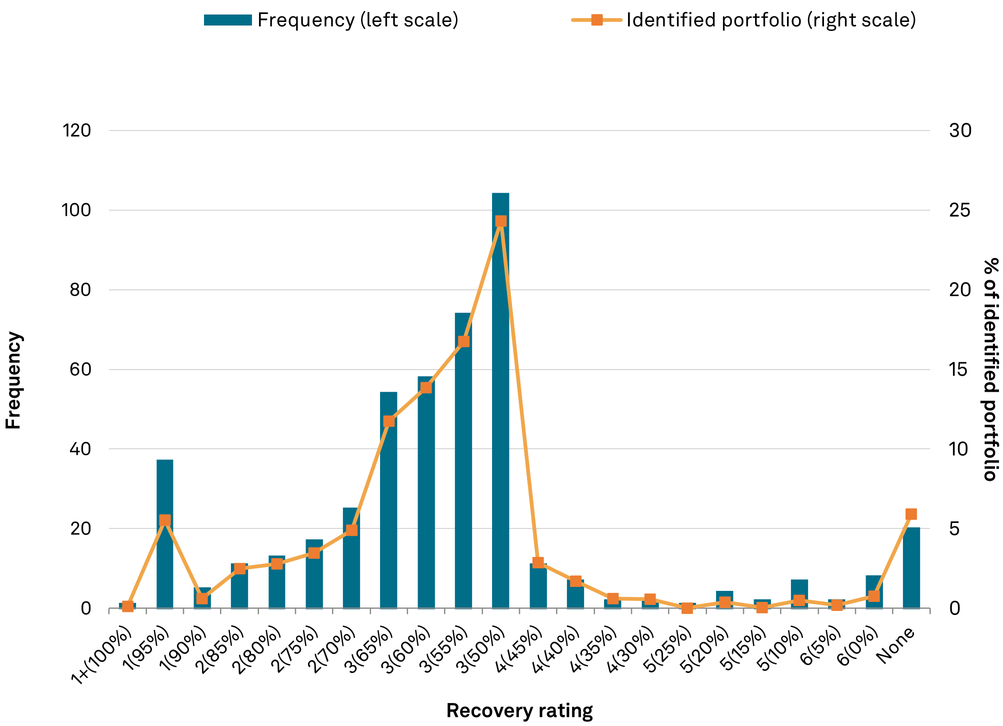
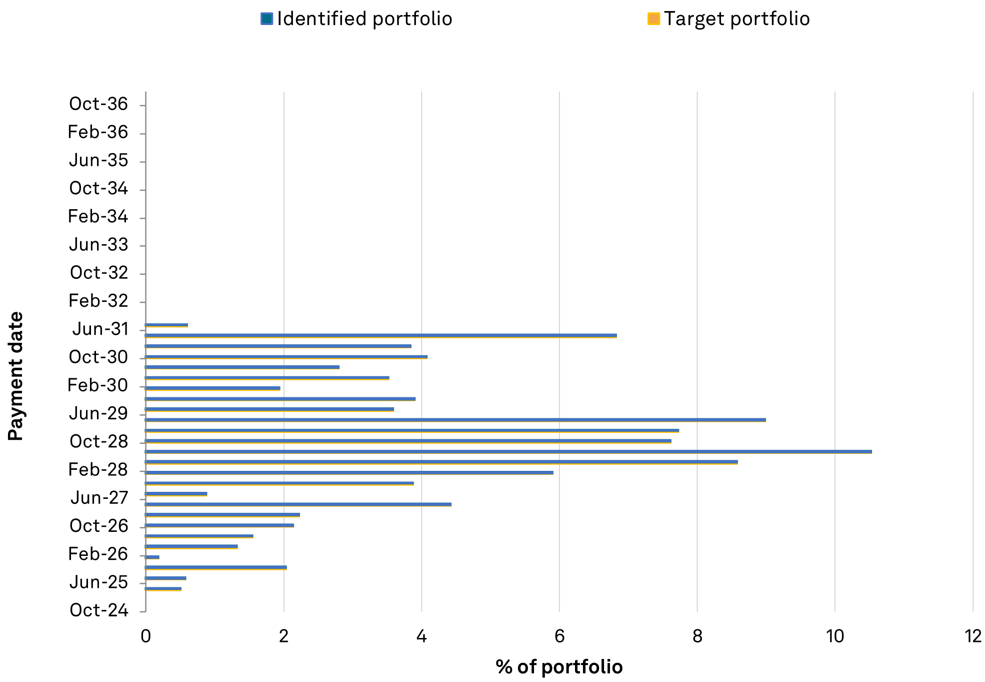


Chart 7

Maturity distribution
Based on the legal final maturity date



Portfolio Investment Guidelines

The underlying portfolio will consist primarily of U.S. dollar-denominated senior secured loans to broadly syndicated corporate borrowers. The collateral portfolio's investment guidelines are expected to comply with the limitations shown in table 8.

Table 8

Collateral pool guidelines

	Limit (%)
Type of obligation	
Other than senior secured loans, cash, and eligible investments	10.0
Bonds (permitted non-loan assets)	5.0
Covenant-lite loans(i)	60.0
Current-pay obligations(ii)	7.5
Debtor-in-possession obligations	7.5
Deferrable obligations: fully(ii)/partially	0.0/5.0

Table 8

Collateral pool guidelines (cont.)

	Limit (%)
Delayed-drawdown and revolving obligations	10.0
Discount obligations	25.0
Fixed-rate obligations(ii)	5.0
Long-dated obligations(ii)	1.5
Obligations purchased at a price less than 60% but not less than 50%	5.0
Obligations that pay interest less frequently than quarterly (but not less than semiannually)(ii)	10.0
Obligor and its affiliates: single/up to five	2.0/2.5
Participation interests	10.0
S&P Global Ratings' industry classification: single/second-largest (up to three)/largest	10.0/12.0/15.0
S&P Global Ratings' credit rating of 'CCC+' or below(ii)	7.5
Second-lien loans, unsecured loans, or permitted non-loan assets	10.0
Structured finance obligations	0.0
Location	
Other than the U.S.	20.0
Emerging markets	0.0

(i)Covenant-lite loans are assigned lower recovery ratings than similar obligations that require continued compliance with covenants. (ii)S&P Global Ratings generally conducts its cash flow analysis assuming the CLO holds the maximum amount of these types of obligations permitted under the transaction documents. For current-pay, long-dated, and 'CCC+' or lower obligations, we generally apply stresses when the exposure is greater than 10.0%, 5.0%, and 7.5%, respectively.

Risk of concentration in certain obligation types

S&P Global Ratings considers larger concentrations of the obligation types shown in table 9 to pose additional risk to the transaction. If the transaction can purchase those collateral obligations, our quantitative analysis would consider the associated risk (see table 8 above for transaction-specific limitations).

Table 9

Risks of obligation types

Obligation type	Risk specific to the obligation
Current-pay obligations	S&P Global Ratings' criteria allow transactions to purchase current-pay obligations as long as the collateral manager reasonably believes the obligor will remain current on all contractual payments (as well as other factors). Due to the increased risk associated with these obligations, they may be carried at the higher of their issue credit rating or 'CCC' in the portfolio analysis, which may increase the SDRs produced by the CDO Evaluator. In addition, any excess holding allowance above 10% is carried as defaulted in the cash flow analysis, which will decrease the BDRs produced by the Cash Flow Evaluator.
Deferrable obligations	Obligations where interest payments may be deferred can result in 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 debtholders. S&P Global Ratings conducts its cash flow analysis assuming that the transaction holds the maximum amount of deferrable obligations permitted. The timing differences will be captured in the BDRs generated by the Cash Flow Evaluator.

Table 9

Risks of obligation types (cont.)

Obligation type	Risk specific to the obligation
Fixed-rate obligations	Because interest payments for most of the rated debt is tied to a floating reference rate (initially, three-month SOFR), obligations in the underlying portfolio that pay a fixed rate create exposure to interest rate movements. Excess spread may decline if market rates change significantly over the transaction's life. To account for this risk, S&P Global Ratings' cash flow analysis assumes the transaction holds the maximum amount of fixed-rate obligations permitted. The results are captured in the BDRs generated by the Cash Flow Evaluator.
Long-dated obligations	Collateral obligations scheduled to mature after the transaction's stated maturity date introduce market value risk because the collateral manager must sell the obligations at the prevailing market price to pay the rated debtholders. To account for this risk, if the allowable bucket exceeds 5% of the asset balance, absent any other risk mitigating factors, S&P Global Ratings' cash flow analysis haircuts the par amount of these obligations (10% per year after the transaction's stated maturity), which will lower the BDRs produced by the Cash Flow Evaluator. This stress may also be considered for long-dated assets that the transaction can hold after any maturity amendments.
Obligations that pay interest less frequently than quarterly	Because CLO transactions typically require quarterly interest payments to be made to the debtholders, 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 debtholders. S&P Global Ratings conducts its cash flow analysis assuming that the transaction holds the maximum amount of non-quarterly obligations permitted. The timing differences will be captured in the BDRs generated by the Cash Flow Evaluator.
Obligations rated 'CCC+' or below by S&P Global Ratings	The transaction documents typically limit the amount of obligations rated 'CCC+' or below that the collateral manager can purchase. A higher concentration of these obligations will increase the SDRs produced by the CDO Evaluator.

BDR--Break-even default rate.

Debt Payment Considerations

Overcollateralization, interest coverage, and reinvestment overcollateralization tests

The rated debt benefits from certain structural features that require sequential mandatory redemption upon a breach of any overcollateralization or interest coverage test. In addition, during the reinvestment period, the rated debt benefits from potential diversion of excess interest proceeds captured upon breach of the transaction's reinvestment overcollateralization test as described in the payment priorities (see tables 10-12).

Table 10

O/C, I/C, and reinvestment O/C tests

Class	Actual O/C (%)	Min. O/C required (%)	Min. I/C required (%)
A-1R/A-2R/B-R	131.58	121.58	120.00
C-R	121.95	113.95	110.00
D-1R/D-2R	112.68	106.68	105.00
E-R	108.93	103.68	N/A

Table 10

O/C, I/C, and reinvestment O/C tests (cont.)

Class	Actual O/C (%)	Min. O/C required (%)	Min. I/C required (%)
Reinvestment O/C(i)	108.93	104.18	N/A

(i)The reinvestment O/C test will be satisfied when the class E-R O/C test is equal to or higher than the specified level.
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 an acceleration following an event of default occurs, the proceeds will be distributed in the priorities outlined in tables 11 and 12.

Table 11

Interest waterfall payment priority

Priority	Payment
1	Taxes and fees, then administrative expenses (capped), and then, at the manager's discretion, deposit into the ongoing expense-smoothing account (capped).
2	Base management fee, then any deferred base management fee that was deferred by operation of the priority of distribution with repect to prior distribution dates, and then any deferred base management fee that was deferred voluntarily (capped).
3	Hedge payments, if applicable, pro rata, except for amounts due to termination (or partial termination), then hedge payments pursuant to an early termination (or partial termination).
4	Class X note interest and class A-1R note interest, pro rata, then class X note principal.
5	Class A-2R note interest.
6	Class B note interest.
7	Class A/B coverage test (i)(ii).
8	Class C note interest.
9	Class C note deferred interest.
10	Class C coverage test(i)(ii).
11	Class D-1R note interest.
12	Class D-1R note deferred interest, then class D-2R note interest, and then class D-2R deferred interest.
13	Class D coverage test(i)(ii).
14	Class E note interest.
15	Class E note deferred interest.
16	Class E coverage test(i)(ii).
17	Reserved.
18	Reinvestment overcollateralization test (during the reinvestment period only). If it fails, use the lesser of 50.0% of the remaining interest proceeds and the amount needed to satisfy the test to purchase additional collateral obligations or, after the non-call period, pay in accordance with the note payment sequence(ii).
19	Subordinated management fee, then any deferred subordinated management fee that was deferred by operation of the priority of distribution with respect to prior distribution dates, and then any deferred subordinated management fee that was deferred voluntarily.

Table 11

Interest waterfall payment priority (cont.)

Priority	Payment
20	Administrative expenses (uncapped), then hedge payments, if applicable (uncapped).
21	Deposit into permitted use account, at the discretion of the portfolio manager.
22	To the contributors, if applicable, pro rata;
23	To the holders of the variable dividend notes until the incentive management threshold is realized.
24	To the incentive management fee, unless the incentive management fee option has been exercised, or if exercised, to the portfolio manager first, 20.0% of interest proceeds remaining on the incentive management fee, and second, to the payment of deferred accrued and unpaid incentive management fee.
25	The remaining proceeds to the variable dividend notes.

(i)If it fails, pay according to the note payment sequence until each test is satisfied. (ii)Note payment sequence: class X note and class A-1R note interest, pro rata; then class X and class A-1R note principal, pro rata; then class A-2R note interest; then class A-2R note principal; class B note interest; then class B note principal; then class C note interest, and then class C note deferred interest; then class C note principal; then class D-1R note interest, and then class D-1R note deferred interest; then class D-1R principal; then class then class D-2R note interest, and then class D-2R note deferred interest; then class D-2R note principal; then class E note interest, and then class E note deferred interest; then class E note principal.

Table 12

Principal waterfall payment priority

Priority	Payment
1	Items 1-6 and 7(i)(ii) of the interest waterfall, then items 8 and 9 of the interest waterfall(iii), then item 10 of the interest waterfall(i)(ii), then item 11 of the interest waterfall(iii) and class D-1R note deferred interest, then class D-2R note, and then class D-2R deferred interest, then item 13 of the interest waterfall(i)(ii), then items 14 and 15 of the interest waterfall(iii), then item 16 of the interest waterfall(i)(ii).
2	On any redemption date in connection with a tax event, special redemption, or optional redemption, pay according to the note payment sequence(ii). On any distribution date on or after the secured notes have been paid in full, if subordinated notes are to be redeemed in part or whole, on such distribution date in connection with optional redemption, remaining funds to be distributed pursuant to items 5-11 of the principal waterfall.
3	During the reinvestment period, purchase additional collateral obligations or eligible investments. After the reinvestment period, purchase additional collateral obligations with eligible post-reinvestment proceeds.
4	Note payment sequence(ii).
5	Any unpaid base mangement fee or subordinated management fee (uncapped).
6	Administrative expenses (uncapped).
7	To the contributors, if applicable, pro rata
8	Hedge payments, if applicable, pro rata.
9	If variable dividend notes are redeemed in connection with an optional redemption, to fund a reserve for unpaid adminitrative expenses.
10	To the holders of the variable dividend notes until the incentive management threshold is realized.
11	To the incentive management fee, unless the incentive management fee option has been exercised, or if exercised, to the portfolio manager first, 20.0% of interest proceeds remaining on the incentive management fee, and second, to the payment of deferred accrued and unpaid incentive management fee.
12	Remaining proceeds to the holders of the subordinated notes.

(i)If it fails, pay according to the debt payment sequence until each test is satisfied. (ii)See table 11 footnotes for the debt payment sequence. (iii)In each case, only to the extent that the relevant class is the controlling class.

Application Of Standard & Poor's CDO Monitor/Compliance With Standard & Poor's CDO Monitor Test

Standard & Poor's 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 a defaulted obligation or proceeds from an equity security.

For this transaction, the non-model version of CDO Monitor may be used as an alternative to the model-based approach. This version of CDO Monitor is built on the foundation of six portfolio benchmarks, which are used to provide insight into the characteristics that inform the way S&P Global Ratings assesses credit quality. These benchmarks are meant to enhance transparency for investors and other CLO market participants by allowing them to compare metrics across transactions and assess changes within a given CLO over time (for more details, see "S&P Global Ratings' Updated Assumptions For CDO Monitor Non-Model Version," published June 21, 2019, and "Standard & Poor's Introduces Non-Model Version Of CDO Monitor," published Dec. 8, 2014).

Table 13 shows the benchmarks for Elmwood CLO 29 Ltd. in the context of average values by vintage.

Table 13

CDO Monitor metrics

	Elmwood CLO 29 Ltd.	Trailing 12-month average	Difference	Typical values
S&P Global Ratings' weighted average rating factor(i)	2,548.91	2,595.59	(46.68)	2,500.00-3,000.00
Default rate dispersion(ii)	928.30	853.42	74.88	500.00-1,000.00
Obligor diversity measure(iii)	268.90	219.46	49.44	100.00-250.00
Industry diversity measure(iv)	24.31	23.59	0.72	12.00-22.00
Regional diversity measure(v)	1.23	1.19	0.04	1.00-1.30 for U.S. CLOs (higher for European CLOs)
Weighted average life (years)(vi)	4.45	4.59	(0.14)	4.00-7.00

(i)S&P Global Ratings' weighted average rating factor (SPWARF): The SPWARF is calculated by multiplying the par balance of each collateral obligation that has a 'CCC-' or higher rating from S&P Global Ratings by the S&P Global Ratings' rating factor, then summing the total for the portfolio, and then dividing the result by the aggregate principal balance of all collateral obligations included in the calculation. (ii)Default rate dispersion (DRD): The DRD is calculated by multiplying the par balance for each collateral obligation that has a 'CCC-' or higher rating from S&P Global Ratings by the absolute value of the difference between the S&P Global Ratings' rating factor and the SPWARF, then summing the total for the portfolio, and then dividing the result by the aggregate principal balance of the collateral obligations included in the calculation. (iii)Obligor diversity measure (ODM): The ODM is the measure of the effective number of obligors in the pool obtained by squaring the result for each obligor and taking the reciprocal of the sum of these squares [i.e., 1/sum()^2]. (iv)Industry diversity measure (IDM): The IDM is the effective number of industries in the pool obtained in the same way as the ODM. (v)Regional diversity measure (RDM): The RDM is the effective number of regions in the pool obtained in the same way as the ODM and IDM. (vi)Weighted average life: The portfolio's weighted average life is based on the remaining number of years to maturity for each loan.

Surveillance

S&P Global Ratings will maintain active surveillance on the rated debt until the debt matures or is retired, or until its credit ratings on the transaction have been withdrawn. The purpose of surveillance is to assess whether the rated debt is 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 S&P Global Ratings to maintain continuous surveillance on the rated debt. For more information on our CLO surveillance process, see "CLO Spotlight: S&P Global Ratings' Surveillance Process For Monitoring CLO Transactions," published Oct. 14, 2022.

Related Criteria

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