Emerson Place CLO

Non-Presale Report

Rating Summary (Non-NRSRO)

Tranche	Interest Rate[1]	EJR Rating	Other NRSRO Rating[2]	Cur Par (USD m)	Credit Enhmt(%)[3]	TT(%)[4]	Exp Loss (% of Par)	Life Horizon (yrs)[5]
A	3mLR + 0.25%	AAA(sf)	N/A	63.471	208.9	47.88	0.000	1.5
B	3mLR + 0.47%	AAA(sf)	N/A	30.000	141.8	22.63	0.000	2
C	3mLR + 0.77%	AAA(sf)	N/A	16.000	121.1	12.07	0.000	2.25
D	3mLR + 1.55%	BBB-(sf)	N/A	13.000	108.2	9.81	0.549	2.5
E	3mLR + 3.95%	CCC-(sf)	N/A	6.377	102.9	4.81	30.848	NA

Transaction Summary

This transaction was issued on December 7, 2006 pursuant to an indenture among Emerson Place CLO Ltd (the "Issuer"), Emerson Place CLO Corp. (the "Co-Issuer") and The Bank of New York (the "Trustee"). Feingold O'Keeffe Capital LLC acts as the Collateral Manager on behalf of the Issuer in selecting and managing the collateral obligations. The Notes are scheduled to mature on January 15, 2019. The principal of the collateral pool is approximately $132.5M and the Weighted Average Life of the receivables is approximately 36 months from the issuance date of this report. We are assigning ratings to the tranches as are shown in the chart above as a Non-NRSRO.

Strength and Concerns

Class A Notes have been paid down by USD 10.6M on the April 2016 payment date. Credit Enhancement for the Class A, Class B, Class C, Class D and Class E is 208.9%, 141.8%, 121.1%, 108.2% and 102.9%, respectively per the chart above. The Weighted Average Spread[6] is 256 basis points vs Weighted Average Cost on the liability side of 68 basis points. Total number of obligors in this transaction is 56 while, after adjusting for correlation, the number of independent obligors (Diversity Number) amounts to 24. The pool assets are well diversified by industries and we expect a general stable growth in the top industry sectors.

On the negative side, the average rating of the pool assets (except for cash) is not investment grade, suggesting a potentially high default rate, which we have factored into our analysis. Due to the protective cash flow structure designed for superior tranches, the possible loss is leveraged up to the lower tranches, which is shown in the report. Another concern is that the number of portfolio assets declines as collateral assets are paid off, which will have the same effect as the increased asset correlation shown in the sensitivity analysis.

Notes:

We are rating this transaction as a Non-NRSRO. This report does NOT make any trading suggestion.

1) 3mLR stands for 3 month LIBOR rate.

2) N/A indicates that recent rating from Other NRSRO is not available.

3) Credit Enhancement: Ratio of collateral par over the sum of principal of this tranche and all superior tranches.

4) Tranche Thickness (TT): Ratio of tranche size to current collateral balance.

5) A life horizon of "NA" indicates that the par will not be fully paid back.

6) See Collateral Disclosure section

Tranche Class A

Summary

Current Par (k)	63,471
Interest Rate	3mLR + 0.25%
IRR[1]	1.13%
OC Benchmark[2]	110.00%
OC Test	Passed
Tranche Thickness	47.88%
Tranche Close Date	1/15/2019
Payment Frequency	Quarterly
Implied Rating	AAA(sf)
Assigned Rating	AAA(sf)

Expected Loss

Scenario[3]	Expected Loss
Base Case	0
Default Rate Up	0
Default Rate Down	0
Pool Correlation Up	0
Pool Correlation Down	0
Interest Rate Up	0
Interest Rate Down	0

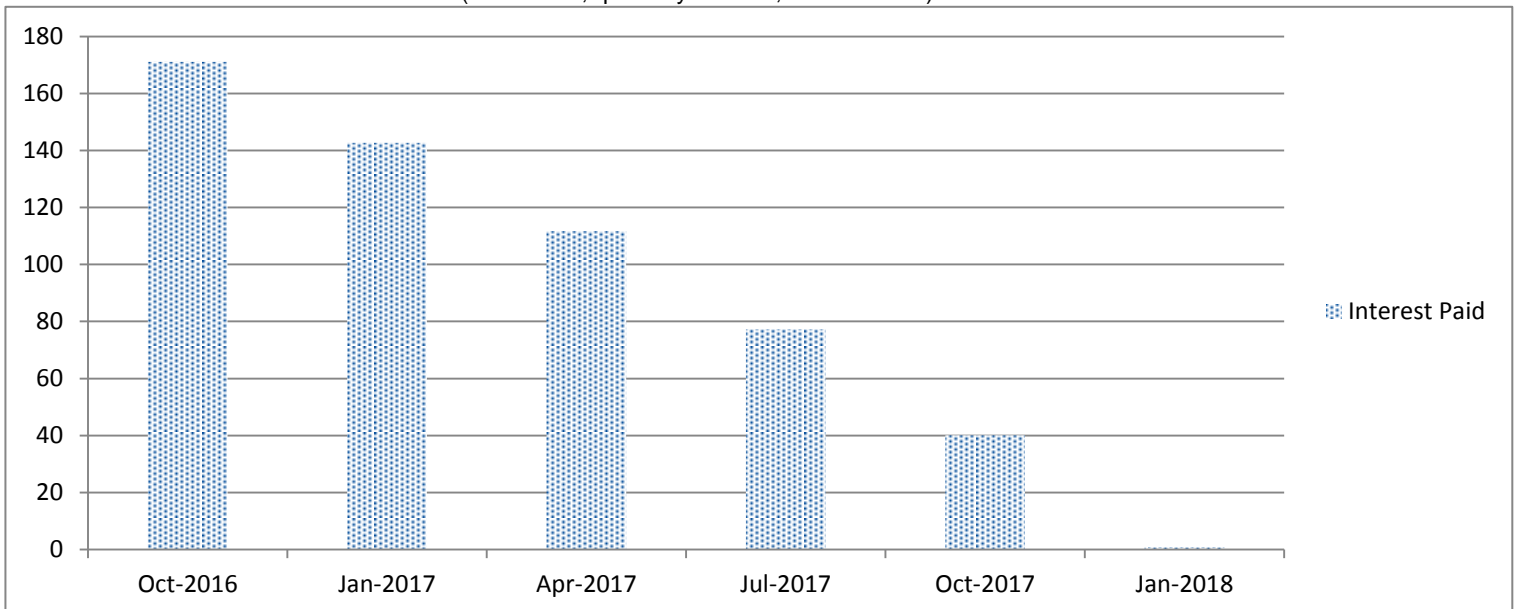* Notes to the tables are on Page 7

Principal Cash Flow
(Base case, quarterly amount, in thousands)

Interest Cash Flow
(Base case, quarterly amount, in thousands)

Tranche Class B

Summary

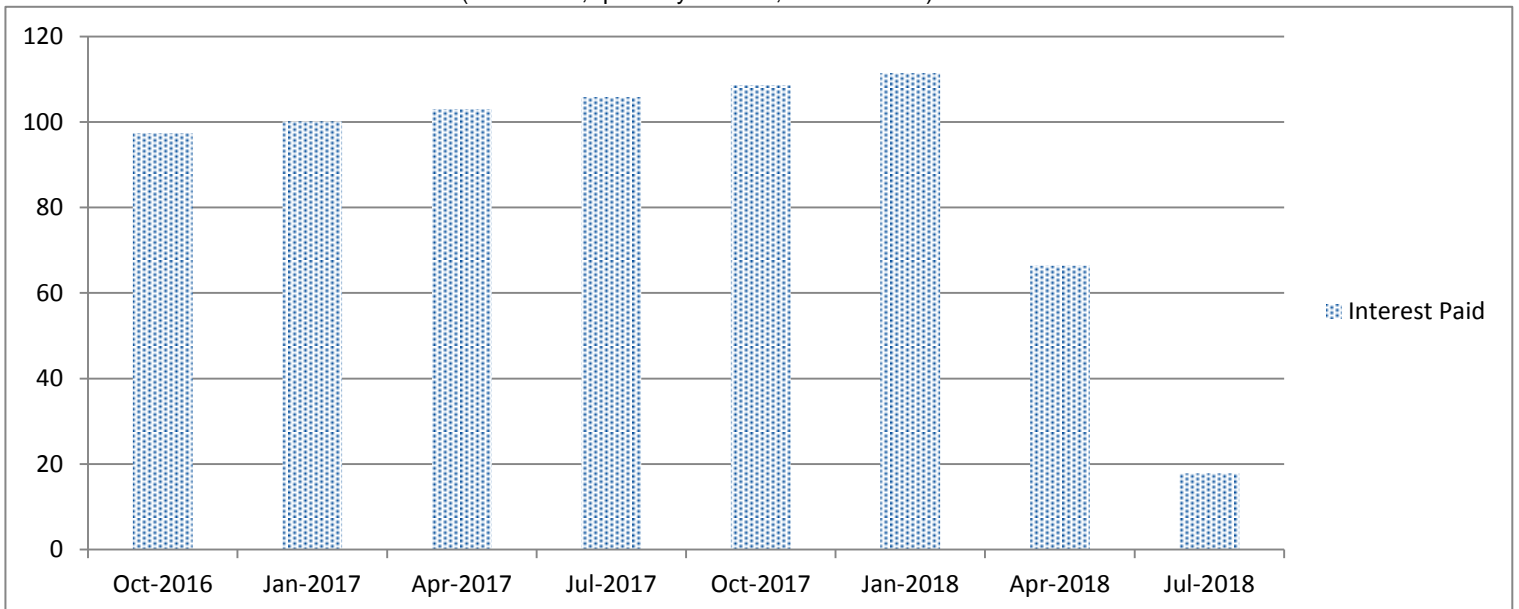|	
Current Par (k)	30,000
Interest Rate	3mLR + 0.47%
IRR[1]	1.41%
OC Benchmark[2]	110.00%
OC Test	Passed
Tranche Thickness	22.63%
Tranche Close Date	1/15/2019
Payment Frequency	Quarterly
Implied Rating	AAA(sf)
Assigned Rating	AAA(sf)

Expected Loss

Scenario[3]	Expected Loss
Base Case	0
Default Rate Up	0
Default Rate Down	0
Pool Correlation Up	0
Pool Correlation Down	0
Interest Rate Up	0
Interest Rate Down	0

* Notes to the tables are on Page 7

Principal Cash Flow

(Base case, quarterly amount, in thousands)

Interest Cash Flow

(Base case, quarterly amount, in thousands)

Tranche Class C

Summary

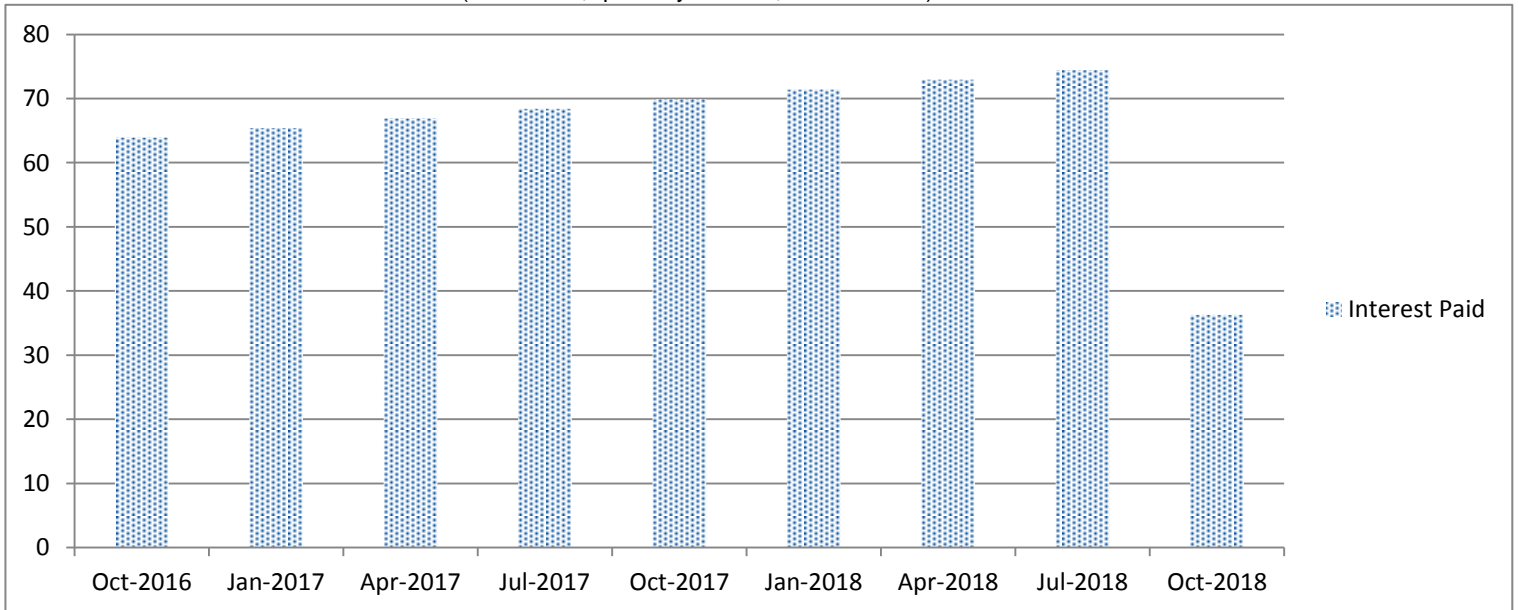|	
Current Par (k)	16,000
Interest Rate	3mLR + 0.77%
IRR[1]	1.74%
OC Benchmark[2]	108.20%
OC Test	Passed
Tranche Thickness	12.07%
Tranche Close Date	1/15/2019
Payment Frequency	Quarterly
Implied Rating	AAA(sf)
Assigned Rating	AAA(sf)

Expected Loss

Scenario[3]	Expected Loss
Base Case	0
Default Rate Up	0
Default Rate Down	0
Pool Correlation Up	0.001%
Pool Correlation Down	0
Interest Rate Up	0
Interest Rate Down	0

* Notes to the tables are on Page 7

Principal Cash Flow   (Base case, quarterly amount, in thousands)
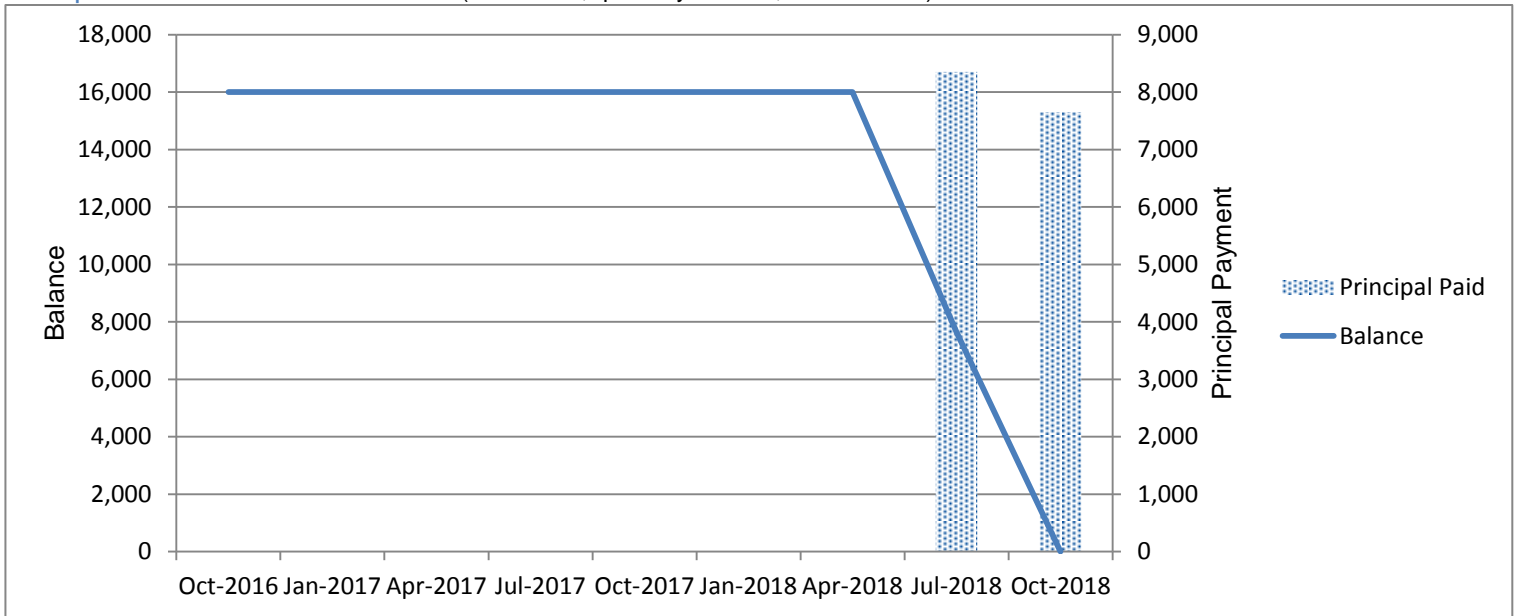
Interest Cash Flow   (Base case, quarterly amount, in thousands)

Tranche Class D

Summary

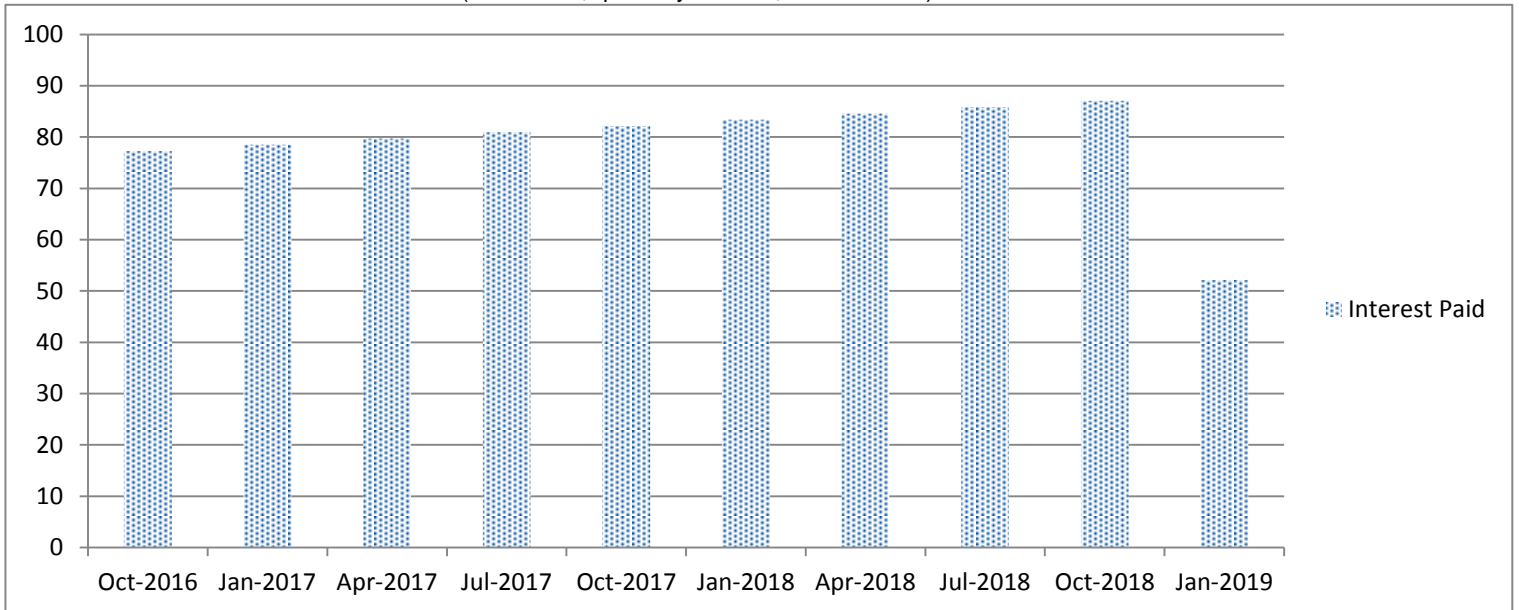|	
Current Par (k)	13,000
Interest Rate	3mLR + 1.55%
IRR[1]	2.54%
OC Benchmark[2]	108.20%
OC Test	Passed
Tranche Thickness	9.81%
Tranche Close Date	1/15/2019
Payment Frequency	Quarterly
Implied Rating	BBB-(sf)
Assigned Rating	BBB-(sf)

Expected Loss

Scenario[3]	Expected Loss
Base Case	0.549%
Default Rate Up	2.619%
Default Rate Down	0.027%
Pool Correlation Up	2.046%
Pool Correlation Down	0.183%
Interest Rate Up	0.561%
Interest Rate Down	0.535%

* Notes to the tables are on Page 7

Principal Cash Flow   (Base case, quarterly amount, in thousands)
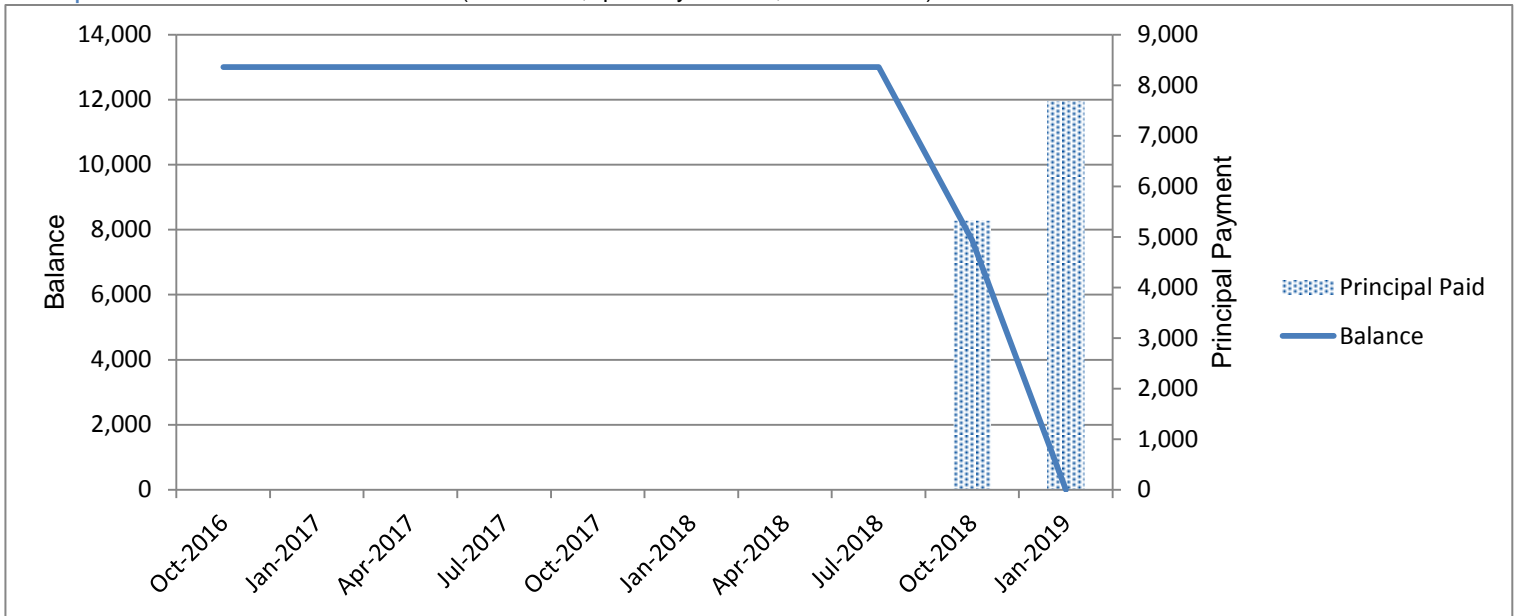
Interest Cash Flow   (Base case, quarterly amount, in thousands)

Tranche Class E

Summary

Current Par (k)	6,377
Interest Rate	3mLR + 3.95%
IRR[1]	-1.55%
OC Benchmark[2]	102.00%
OC Test	Passed
Tranche Thickness	4.81%
Tranche Close Date	1/15/2019
Payment Frequency	Quarterly
Implied Rating	CCC-(sf)
Assigned Rating	CCC-(sf)

Expected Loss

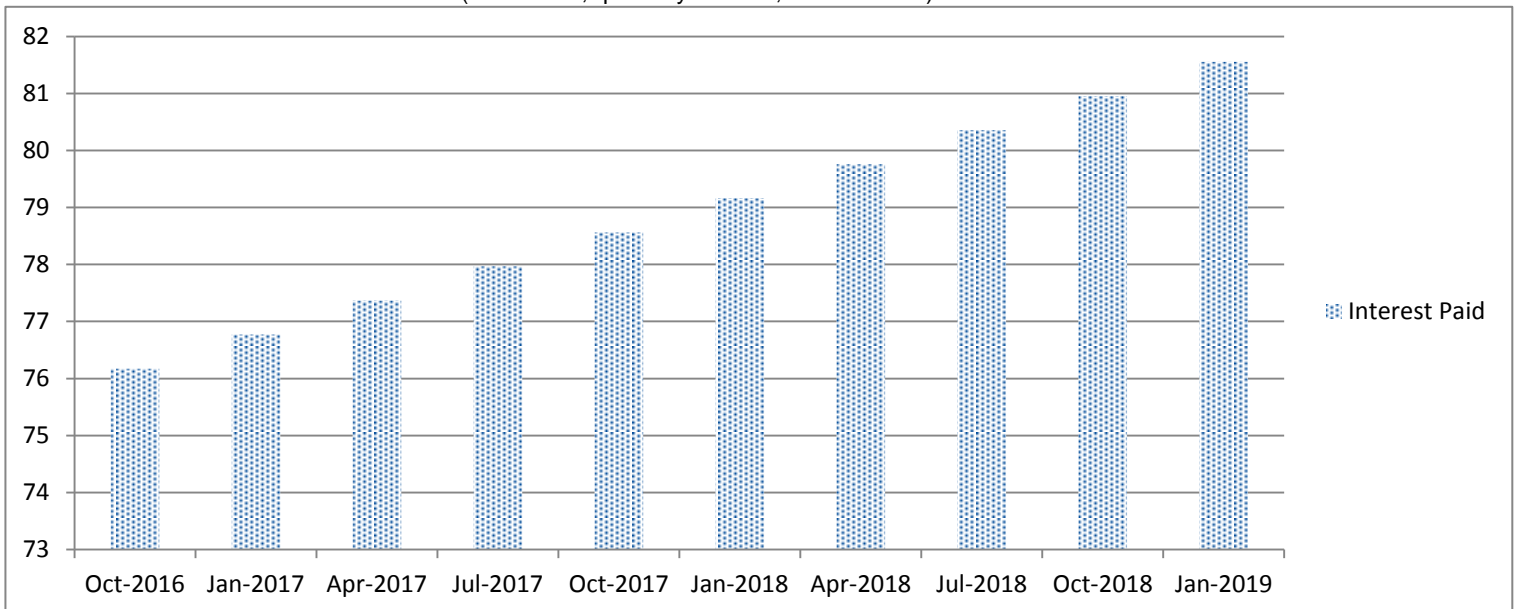| Scenario[3]	Expected Loss
Base Case	30.848%
Default Rate Up	52.979%
Default Rate Down	9.979%
Pool Correlation Up	33.807%
Pool Correlation Down	29.068%
Interest Rate Up	31.101%
Interest Rate Down	30.599%

* Notes to the tables are on Page 7

Principal Cash Flow   (Base case, quarterly amount, in thousands)
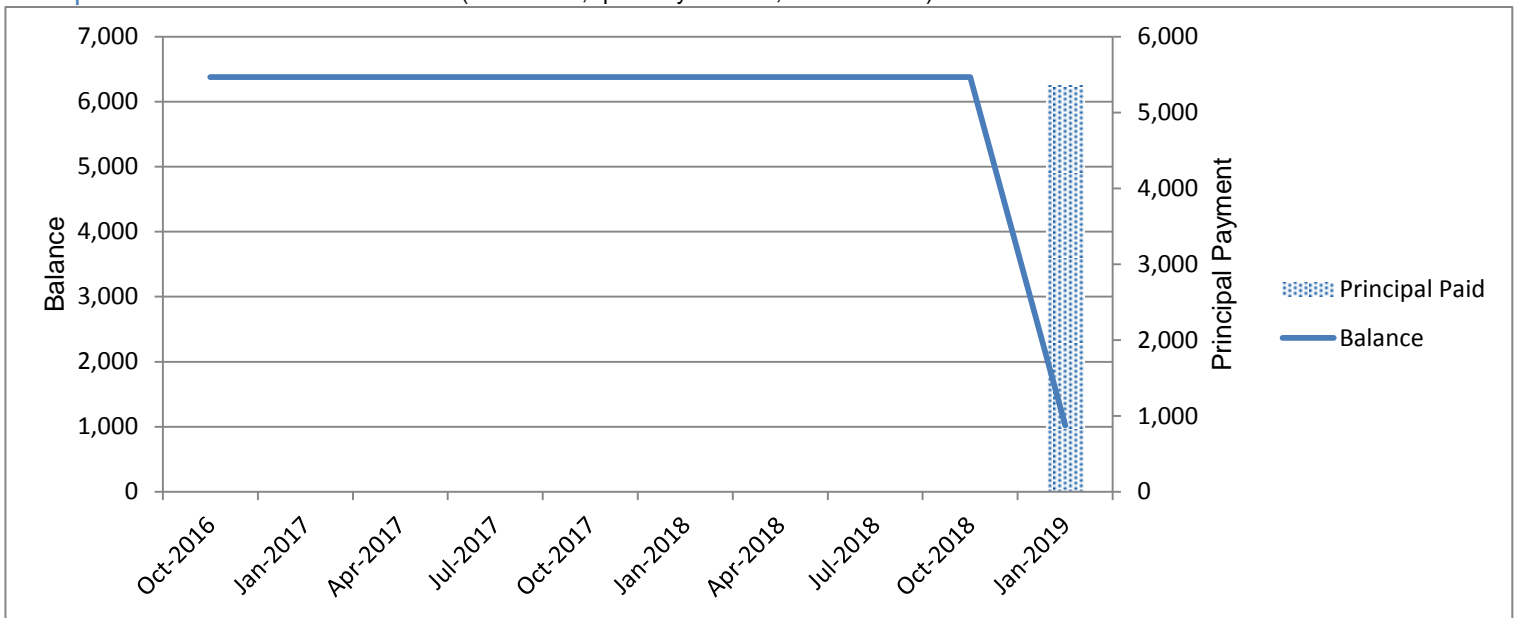
Interest Cash Flow   (Base case, quarterly amount, in thousands)

Collateral Disclosure

Summary

Balance (k)	132,566
WAS[4] (bps)	256
Floor (bps)	52.92
WAL[5] (yrs)	3.00
Exp DR[6] (%)	3.87
WARR[7] (%)	73.78
Obligors No.	56
Diversity	24

Top Weighted Industries

Industry	Weight
CASH	24.33%
HEALTHCARE	12.24%
AUTOMOTIVE	7.90%
MEDIA	5.86%
PERSONAL PRODUCT	5.42%
TELECOMMUNICATIONS	4.97%
FINANCIAL SERVICE	4.79%
LEISURE	4.67%
HIGH TECH	4.33%
SPACE AND DEFENSE	4.13%

Rating Distribution

Rating	Weight
AAA	0.0000
AAA to AA	0.0017
AA to A	0.0171
A to BBB	0.0182
BBB to BB	0.1319
BB to B	0.3528
B to CCC	0.1730
CCC to CC	0.0000
CC to C	0.0418

Sensitivity Analysis[8]

Tranche	Base Case	Default Rate Up by 50%	Default Rate Down by 50%	Correlation Up by 50%	Correlation Down by 50%	Interest Rate Up by 1.5x σ	Interest Rate Down by 1.5x σ
A	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)
B	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)	AAA(sf)
C	AAA(sf)	AAA(sf)	AAA(sf)	AA+(sf)	AAA(sf)	AAA(sf)	AAA(sf)
D	BBB-(sf)	BB-(sf)	A+(sf)	BB(sf)	BBB+(sf)	BBB-(sf)	BBB-(sf)
E	CCC-(sf)	C(sf)	B-(sf)	CC(sf)	CCC-(sf)	CCC-(sf)	CCC-(sf)

Notes:

1) IRR: Internal Return Rate, indicates the expected return of holding the tranche at the cost of par amount.

2) OC Benchmark: Over-collateralization ratio that needs to be satisfied according to the prospectus. OC Test shows the current test result.

3) Scenario: Different scenario cases as described in the Sensitivity Analysis.

4) WAS: Weighted Average Spread.

5) WAL: Weighted Average Life.

6) Exp DR: Expected Annualized Default Rate.

7) WARR: Weighted Average Recovery Rate.

8) The Sensitivity Analysis shows how the changes of key factors affect the implied ratings. There are 3 key factors in our analysis, which are the credit worthiness indicated by the default rate, the correlation between collateral assets indicated by the independence factor and the interest rate. The default rate increases and decreases by 50% of the rate itself in the pessimistic and optimistic scenarios, and respectively, the independence factor decreases and increases by 50% of itself and decreases by 1.5x annualized volatility in each scenario. The ratings in the different scenarios are the implied ratings.

SEC Rule 17g-7(a) Disclosure

Below are the disclosures as required by Paragraph (a) of Rule 17g-7.

1. The symbol in the rating scale used to denote the credit rating categories and notches within categories and the identity of the obligor, security, or money market instrument as required by Paragraph (a)(1)(ii)(A) of Rule 17g-7:

For the transaction Emerson Place CLO we have assigned the rating of AAA(sf), AAA(sf), AAA(sf), BBB-(sf), CCC-(sf), for each rated tranche. There are three notches in each of our rating category (e.g., A-(sf), A(sf) and A+(sf) for category A(sf)) except for CC(sf), C(sf) and D(sf).

2. The version of the procedure or methodology used to determine the credit rating as required by Paragraph (a)(1)(ii)(B) of Rule 17g-7:

We are using the methodology available in our Form NRSRO Exhibit #2 dated Jun. 10, 2016 available via *egan-jones.com* under the tab at the bottom of the page "Methodologies".

3. The main assumptions and principles used in constructing the procedures and methodologies used to determine the credit rating as required by Paragraph (a)(1)(ii)(C) of Rule 17g-7:

The credit rating assigned reflects our judgement regarding the future credit quality of the issue. The major assumptions used to construct the methodologies include:

1). Past data reflects the performance and credit worthiness of the pooled assets, and is useful for projections.

2). Financial information that EJR gets from the issuer or the third party is reliable and accurate.

3). The economy and regulation policies will remain stable in the foreseeable future.

Specific quantitative assumptions used in this credit analysis applied to the collateral assets, which include Annualized Default Rate (3.87%) and Recovery Rate (35.%). According to the methodology, EJR converts the collateral assets into numbers of identical independent assets with the same default rate and recovery rate. The number of these converted assets (or Independence Factor) is calculated to be 24 in this analysis.

4. The potential limitations of the credit rating as required by Paragraph (a)(1)(ii)(D) of Rule 17g-7:

Our rating pertains solely to our view of current and prospective credit quality. Our rating does not address pricing, liquidity or other risks associated with holding the instrument.

5. Information on the uncertainty of the credit rating as required by Paragraph (a)(1)(ii)(E) of Rule 17g-7:

Our rating is dependent on numerous factors including the reliability, accuracy, and quality of the data used in determining the credit rating. The data is sourced from issuers' publicly disclosed reports, or from third-party data vendors. For solicited rating reports, EJR may also use the information provided by the client. In some cases, the information is limited because of issues such as the lack of reported data. Such shortcomings are not always readily apparent. EJR aims to identify such shortcomings and make adjustments using its best judgement.

6. Whether and to what extent third-party due diligence services have been used in taking the rating action as required by Paragraph (a)(1)(ii)(F) of Rule 17g-7:

EJR does not utilize third-party due diligence services.

7. How servicer or remittance reports were used, and with what frequency, to conduct surveillance of the credit rating as required by Paragraph (a)(1)(ii)(G) of Rule 17g-7:

Servicer and/or remittance reports are used to get the current financial data of both collateral assets and tranches. EJR did not conduct surveillance of this rating.

8. A description of the data that were relied upon for the purpose of determining the credit rating as required by Paragraph (a)(1)(ii)(H) of Rule 17g-7:
EJR uses the prospectus file and servicer reports to obtain essential data for ratings on this ABS product.

9. A statement containing an overall assessment of the quality of information available and considered in the credit rating as required by Paragraph (a)(1)(ii)(I) of Rule 17g-7:
The information used in this analysis is generally of high quality.

10. Information relating to conflicts of interest as required by Paragraph (a)(1)(ii)(J) of Rule 17g-7:
This rating is unsolicited.

11. An explanation or measure of the potential volatility of the credit rating as required by Paragraph (a)(1)(ii)(K) of Rule 17g-7:
Our rating aims to assess the possible loss of investing in the obligations. Factors which affect such projection, and in turn our rating, include changes in the credit worthiness of the collateral assets, changes in the correlation between them, and overall economic changes.

12. Information on the content of the credit rating as required by Paragraph (a)(1)(ii)(L) of Rule 17g-7:
Regarding the historical performance of the credit rating, our rating transition matrix is available in our Form NRSRO, Exhibit 1. EJR does not assess the expected probability of default. The expected loss is listed on the page of each tranche.

13. Information on the sensitivity of the credit rating to assumptions as required by Paragraph (a)(1)(ii)(M) of Rule 17g-7:
See in the report, Section "Sensitivity Analysis".

14. If the credit rating is assigned to an asset-backed security, a description of: (i) the representations, warranties, and enforcement mechanisms available to investors; and (ii) how they differ from the representations, warranties, and enforcement mechanisms in issuances of similar securities, as required by Paragraph (a)(1)(ii)(N) of Rule 17g-7:
Such information in this analysis is non-public. Hence EJR decides that this disclosure doesn't apply to this report.

Egan-Jones
Ratings Company

ATTESTATION FORM

In compliance with the US Securities and Exchange Commission (SEC) Rule 17g-7(a), the Egan-Jones analyst who published the report is responsible for the rating action and to the best knowledge of the person:

1) No part of the credit rating was influenced by any other business activities,
2) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated, and
3) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

Analyst Signature: **Today's Date**
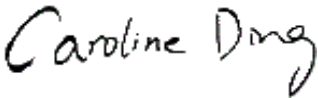
………………………………………..   September 02, 2016
Nikhil Chaudhari   ………………………………………….
Rating Analyst

Reviewer Signature: **Today's Date**

………………………………………..   September 02, 2016
Caroline Ding   ………………………………………….
Rating Analyst