



Yale SCHOOL OF MANAGEMENT
Program on Financial Stability

EliScholar – A Digital Platform for Scholarly Publishing at Yale

YPFS Resource Library

9-30-2004

Abacus 2004-2 CDO Term Sheet

Goldman Sachs

<https://elischolar.library.yale.edu/ypfs-documents/6895>

This resource is brought to you for free and open access by the Yale Program on Financial Stability and [EliScholar](#), a digital platform for scholarly publishing provided by Yale University Library. For more information, please contact ypfs@yale.edu.

ABACUS 2004-2, Ltd.
(Incorporated with limited liability in the Cayman Islands)
ABACUS 2004-2, Inc.
(Co-Issuer for the Class A and Class B Notes)

USD 1,000,000,000 Structured Product Synthetic Resecuritization

Referenced to a Portfolio of Asset-Backed, CMBS, RMBS, and CDO Cashflow Securities

Note: The Class A, Class B, Class C and Class D Notes (the "Notes") have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and are being sold (a) in the United States only to qualified institutional buyers ("QIBs") in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 144A and who are also qualified purchasers as defined in the Investment Company Act of 1940, and (b) outside the United States to non-U.S. persons in reliance on Regulation S.

Tranche	Expected Ratings (S&P/Fitch)	Initial Principal Amount (USD MM)	Initial Tranche Size (% of Ref. Port. Notional)	Initial Tranche Subordination (% of Ref. Port. Notional)	Coupon	Approximate Issue Price	Expected WAL ¹
Super Senior Amount	NA	850.0	85.00%	15.00%	NA	Not Offered	NA
Class A	AAA/AAA	20.0	2.00%	13.00%	USD 1m LIBOR + 0.85%	Par	8.4 yrs
Class B	AA/AA	40.0	4.00%	9.00%	USD 1m LIBOR + 1.40%	Par	8.6
Class C	A-/A-	30.0	3.00%	6.00%	USD 1m LIBOR + 2.30%	Par	8.7
Class D	BBB/BBB	10.0	1.00%	5.00%	USD 1m LIBOR + 3.80%	Par	8.8
First Loss Amount	NA	50.0	5.00%	0.00%	NA	Not Offered	NA

¹ Based upon the Modeling Assumptions set forth in the Weighted Average Life and Yield Considerations section of the Offering Circular.

General Transaction Terms

Issuer: ABACUS 2004-2, Ltd., incorporated with limited liability in the Cayman Islands.
Co-Issuer: ABACUS 2004-2, Inc., a corporation organized under the laws of the State of Delaware.
Closing Date: October [26], 2004
Trustee/Issuing & Paying Agent: LaSalle Bank, N.A. (Trustee for the Class A and Class B Notes/Issuing & Paying Agent for the Class C and Class D Notes)
Initial Purchaser: Goldman, Sachs & Co. ("GSCO") (sole)
Protection Buyer: Goldman Sachs Capital Markets, L.P. ("GSCM")
Basis Swap Counterparty: Goldman Sachs Mitsui Marine Derivative Products, L.P. ("GSMMDP")
Collateral Put Provider: Goldman Sachs International ("GSI")
Collateral Disposal Agent: GSCO
Offering Type: Reg S (Non-U.S. Persons only), Rule 144A. Rule 144A purchasers must be qualified purchasers under the Investment Company Act of 1940.
Debt Minimum Denominations: \$250,000 for each Class of Notes under Rule 144A and \$100,000 for each Class of Notes under Reg S, in each case with increments of \$1,000 thereafter.
Listing, Clearing & Settlement: Application will be made to list the Notes on the Irish Stock Exchange. There can be no assurance that such admission will be granted. The Notes will settle through Euroclear/Clearstream/DTC.
Notional Reinvestment Period: Approximately four years from the Closing Date, ending on the Payment Date in October 2008.
Non-Call Period: Approximately three years from the Closing Date, ending on the Payment Date in October 2007.
Legal Final Maturity: October 28, 2044 for each Class of Notes.
Outstanding Principal Amount: For each Class of Notes, the Initial Principal Amount, as reduced by any Credit Event Adjustment Amounts, Recovery Adjustment Amounts and Amortization Adjustment Amounts.
Redemption Amount: Each Class of Notes will redeem on the applicable Legal Final Maturity at the Outstanding Principal Amount of such Class of Notes as of such date. Each Class of Notes may be redeemed at zero prior to Legal Final Maturity if Credit Event Adjustments reduce the Outstanding Principal Amount to zero.
Interest on the Notes: Accrued daily on the Outstanding Principal Amount of the Notes and payable in arrears on an actual/360 basis on the 28th of each month or following Business Day commencing November 28, 2004. The initial LIBOR index on the Notes will be set two Business Days prior to the Closing Date.
Mandatory Redemption: The Notes will be redeemed as per the Priority of Payments (which may expose the Holders of the Notes to the market value of the Collateral, notwithstanding the fact that no Credit Event may have occurred) following, amongst other events, a Collateral Default, a Basis Swap Early Termination, a Credit Default Swap Early Termination, a Collateral Put Agreement Early Termination or an Adverse Tax Event.
ERISA Eligibility: The Class A and Class B Notes are expected to be ERISA eligible, assuming that the purchase is not a prohibited transaction for the purchaser.
Tax Treatment: It is expected that the Class A and Class B Notes will be treated as debt and that the Class C Notes should be treated as debt.
Control: Majority of the Notes voting together in the aggregate.
Reporting: Provided to Holders of the Notes by the Trustee on each Payment Date.

Capitalized terms used but not defined herein shall have the meanings set forth in the final Offering Circular.

Structured Products Group Contacts

Syndicate		Structuring and Trading	
Bunty Bohra	+1 212 902-7645	Jonathan Egol	+1 212 357-3349
Mitch Resnick	+44 (20) 7774-3068	Fabrice Tourre	+1 212 902-5891

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Reference Portfolio Overview¹

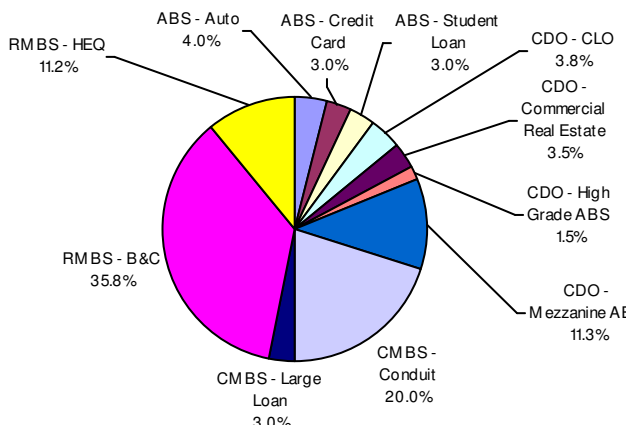
As of the date of inclusion of each Reference Obligation in the Reference Portfolio:

- Every Reference Obligation must have an explicit rating of at least “BBB” by S&P or “BBB” by Fitch and must not be on watch negative by any Rating Agency.
- No Reference Obligation may have an explicit rating of (i) “Ba1” or below by Moody’s Investors Services, Inc. (“Moody’s”), (ii) “BB+” or below by S&P or (iii) “BB+” or below by Fitch.
- No Reference Obligation may have an Actual Rating that has been assigned to it by S&P, Fitch or Moody’s that is lower than the initial Actual Rating assigned to it by S&P, Fitch or Moody’s, as applicable.
- No more than 10.0 % of the Reference Portfolio Notional Amount may be explicitly rated (i) “Baa3” by Moody’s, (ii) “BBB-” by S&P or (iii) “BBB-” by Fitch.
- If notched by either S&P or Fitch, no Reference Obligation may have an S&P Rating below “BB” or a Fitch Rating below “BB”.
- At least 80.0 % of the Reference Portfolio Notional Amount must be explicitly rated by S&P.
- Each Reference Obligation must have a Reference Entity distinct from every other Reference Entity in the Reference Portfolio.
- The Target Portfolio consists of 99 Reference Obligations, all of which are currently explicitly rated at least “BBB” by S&P.

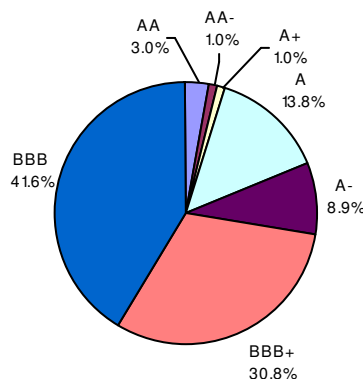
	Expected Value at Closing Date ¹	Constraint
Weighted Average Life:	[6.6] yrs	Maximum 7.0 years, declining by approximately 0.5 years each year starting in October 2005 to October 2008 at the end of the Notional Reinvestment Period
Equivalent Moody’s Diversity Score¹:	[17.5]	Minimum 17.0
Equivalent Moody’s Weighted Average Rating Factor¹:	[280.8]	Maximum 320.0
Substitution Limitations:	NA	During the Notional Reinvestment Period, subject to the Replacement Reference Obligation Eligibility Criteria and Reference Portfolio Profile Constraints, 10.0% annually. Please see “Notional Reinvestment and Reference Obligation Substitution” herein and the Offering Circular for additional information.

¹ As described in more detail in the Offering Circular, the Equivalent Moody’s Diversity Score and the Equivalent Moody’s Weighted Average Rating Factor will be determined using Moody’s Mapped Rating for each Reference Obligation. The Moody’s Mapped Rating will be (a) the Moody’s rating of the Reference Obligation if explicitly rated by Moody’s, or (b) the Moody’s rating (without notching) directly corresponding to the higher of (i) the S&P rating of the Reference Obligation (if rated by S&P) and (ii) the Fitch rating of the Reference Obligation (if rated by Fitch). For example, the Moody’s Mapped Rating for a Reference Obligation not rated by Moody’s and rated “BBB” by S&P and “BBB+” by Fitch would be “Baa1”.

Sector Composition of Target Reference Portfolio¹



S&P Rating Composition of Target Reference Portfolio¹



Target Reference Portfolio Summary¹

Sector	Initial Notional Amount (USD)	% of Reference Portfolio	Expected WAL At Closing Date	Recovery Rate Assumption
RMBS - B&C	358,125,000	35.8%	4.9 yrs	52.9%
CMBS - Conduit	200,000,000	20.0%	10.0	50.0
CDO - Mezzanine ABS	112,500,000	11.3%	6.0	53.3
RMBS - Home Eq	111,875,000	11.2%	4.7	50.8
ABS - Auto	40,000,000	4.0%	2.3	65.0
CDO - CLO	37,500,000	3.8%	9.6	56.0
CDO - Commercial Real Estate	35,000,000	3.5%	9.0	65.0
ABS - Credit Card	30,000,000	3.0%	9.6	60.0
ABS - Student Loan	30,000,000	3.0%	8.2	65.0
CMBS - Large Loan	30,000,000	3.0%	6.8	80.0
CDO - High Grade ABS	15,000,000	1.5%	7.1	65.0
Total	1,000,000,000	100.0%	6.6 yrs	54.7%

¹ Represents the Target Reference Portfolio as of the date of this Term Sheet. Goldman, Sachs & Co. neither represents nor provides any assurances that the actual Reference Portfolio on the Closing Date or any future date will have the same characteristics as represented above. (The Target Reference Portfolio as of the date of this Term Sheet is disclosed at the end of this Term Sheet.) No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the “Risk Factors” section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

Notional Reinvestment and Reference Obligation Substitution

Note: There will not be a portfolio adviser for the transaction. During the Notional Reinvestment Period, the Protection Buyer may select one or more Replacement Reference Obligations for inclusion in the Reference Portfolio, subject to the Replacement Reference Obligation Eligibility Criteria, the Reference Portfolio Profile Constraints, the Replacement Reference Obligation Notional Constraints and the Substitution Limitations. In selecting any Replacement Reference Obligations, the Protection Buyer will not act as a fiduciary to Noteholders, will not consider the interest of the Noteholders and will consider only its own economic or other interest.

- The composition of the Reference Portfolio and related information will be reported to Holders of the Notes on each Payment Date by the Trustee.
- During the Notional Reinvestment Period, the Protection Buyer may, in its sole discretion under the terms of the Credit Default Swap:
 - (i) Select, upon the occurrence of amortization or redemption in whole or in part of a Reference Obligation (such obligation, the "Amortized Reference Obligation", and the principal amount of such amortization or redemption, the "Reference Obligation Amortization Amount"), a Replacement Reference Obligation for inclusion in the Reference Portfolio.
 - (ii) Substitute one or more Reference Obligations (each such obligation, a "Substituted Obligation", and the notional amount of such Substituted Obligation(s), the "Reference Obligation Substitution Amount") for one or more Replacement Reference Obligations for inclusion in the Reference Portfolio on the same day, subject to the following limitations (the "Substitution Limitations"):
 - (a) During the first six (6) months of the Notional Reinvestment Period, each Interim Reference Obligation (as defined below) may be substituted for one or more Replacement Reference Obligations;
 - (b) During the Notional Reinvestment Period, Reference Obligations (other than Interim Reference Obligations) may be substituted for one or more Replacement Reference Obligations for so long as the aggregate Reference Obligation Substitution Amount shall not exceed 10.0% of the Reference Portfolio Notional Amount on the Closing Date; or
 - (c) If a proposed substitution shall violate the limitation described in subclause (b) above, the proposed substitution is not opposed by a Majority of the Notes voting together in the aggregate within ten (10) Business Days of the Issuer's delivery of notice of such proposed substitution to each Noteholder.
- Each Replacement Reference Obligation must satisfy the Replacement Reference Obligation Eligibility Criteria at the time of inclusion of such Reference Obligation.
- No action by the Protection Buyer during the Notional Reinvestment Period with respect to Substituted Reference Obligations or Replacement Reference Obligations may cause any of the Reference Portfolio Profile Constraints to cease to be in compliance if such constraint was in compliance prior to such proposed action. If any such constraint is not satisfied subsequent to the Closing Date, such constraint must be maintained or improved by any proposed action by the Protection Buyer with respect to Substituted Reference Obligations and Replacement Reference Obligations.
- At the conclusion of the first six months of the Notional Reinvestment Period, any Interim Reference Obligations remaining in the Reference Portfolio shall automatically no longer be classified as Interim Reference Obligations
- Following the end of the Notional Reinvestment Period, the Reference Portfolio will become static, subject only to Credit Events and amortization or redemption of Reference Obligations.
- There will be no credit impaired or credit improved substitution of Reference Obligations.
- Any Noteholder may, at any time, notify the Trustee in writing or via facsimile that, until further notice from such Noteholder, consent under subclause (ii)(d) above shall be deemed to be that of opposing any proposed substitutions which would otherwise be subject to subclause (ii)(d) above.
- Investors will not be exposed to foreign exchange fluctuations on Reference Obligations denominated in currencies other than U.S. dollars. As described herein and in the Offering Circular, all Amortization Adjustment Amounts, Recovery Adjustment Amounts and Credit Event Adjustment Amounts shall reflect any Notional Foreign Exchange Rates applicable to Reference Obligations denominated in currencies other than U.S. dollars.
- "Interim Reference Obligation" means a Reference Obligation in the Initial Reference Portfolio that is identified as such in the Reference Obligation Registry on the Closing Date. As described herein and in the Offering Circular, from time to time after the Closing Date, the Protection Buyer may remove the classification of any Reference Obligation as an Interim Reference Obligation. On the Business Day that is six (6) months following the Closing Date, all Interim Reference Obligations will automatically cease to be classified as Interim Reference Obligations. For the avoidance of doubt, a Replacement Reference Obligation that was substituted for an Interim Reference Obligation will not be classified as an "Interim Reference Obligation".
- No more than 30.0% of the Initial Reference Portfolio shall consist of Interim Reference Obligations. Interim Reference Obligations are identified as such in the Target Reference Portfolio at the end of this Term Sheet.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

Replacement Reference Obligation Eligibility Criteria

Minimum Ratings:

As of the date of inclusion in the Reference Portfolio, a Reference Obligation must be explicitly rated at least "BBB" by Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies, Inc. ("S&P") or "BBB" by Fitch Ratings ("Fitch"); *provided, however*, that:

- (i) if the Reference Obligation is not explicitly rated by S&P, S&P must permit notching of such Reference Obligation and the S&P Rating must be at least "BB"; and
- (ii) if the Reference Obligation is not explicitly rated by Fitch, Fitch must permit notching of such Reference Obligation and the Fitch Rating must be at least "BB"; and
- (iii) if the Reference Obligation has an explicit rating on credit watch positive by either S&P or Fitch, such rating will be assumed to be one sub-category higher; and
- (iv) if the Reference Obligation has an explicit rating or ratings on credit watch negative by any of S&P, Fitch or Moody's; such Reference Obligation shall not satisfy the Minimum Ratings.

Minimum Price:

As of the date of inclusion in the Reference Portfolio, a Reference Obligation must have a Current Market Price (as defined below) of at least (i) 90.00% of par for Floating Rate Reference Obligations and (ii) the Swap Benchmark Adjusted Price (as defined below) less 10.00% of par for Fixed Rate Reference Obligations.

The "Current Market Price" shall be verified by the Trustee either via its own pricing services or, if necessary through a dealer poll. The Trustee, if it elects to conduct a dealer poll, shall ask each of five (5) dealers (none of which may be an affiliate of the Protection Buyer, and each of which shall be selected from the list of dealers set forth in the Offering Circular) to quote the offered-side price for the Reference Obligation (in an amount equal to the Reference Obligation Notional Amount) for settlement on the effective date of such inclusion. Such quotations shall be exclusive of any accrued interest.

If only one dealer provides such a quotation, the Current Market Price shall be such quotation, otherwise if more than one dealer provides such quotations, the Current Market Price shall be the arithmetic average of such quotations. If no dealers provide such a quotation, the Reference Obligation may be included in the Reference Portfolio subject to veto by the Holders of the Notes voting together in the aggregate (as set forth in the Offering Circular).

The "Swap Benchmark Adjusted Price" shall be the price, as determined by the Credit Default Swap Calculation Agent and confirmed by the Collateral Administrator, obtained on Bloomberg Page "YT" of the relevant Reference Obligation, (i) using the Pricing Spread (as defined below) as an N-Spread input and (ii) using the Original Prepayment Scenario corresponding to the Original Reference Obligation Weighted Average Life. The Swap Benchmark Adjusted Price shall be exclusive of any accrued interest. For the avoidance of doubt, if the Swap Benchmark Adjusted Price cannot be determined using the method described above, it shall be determined by the Credit Default Swap Calculation Agent in a commercially reasonable manner and will be confirmed by the Collateral Administrator.

The "Pricing Spread" shall be the product of (a) 100 and (b) the difference between (i) the Bond Equivalent Coupon of the Reference Obligation and (ii) the Pricing Date Interpolated Swap Rate (as defined below) in respect of such Reference Obligation, rounded down to the nearest integer.

The "Pricing Date Interpolated Swap Rate" shall be the rate, expressed as a percentage and rounded to three decimal places, determined through the use of straight line interpolation by reference to two Swap Rates appearing on the relevant Bloomberg Historical Swap Rate Pages as of the Reference Obligation Pricing Date, one of which shall be the rate for the integral year maturity next shorter than the Original Reference Obligation Weighted Average Life and the other of which shall be the rate for the integral year maturity next longer than the Original Reference Obligation Weighted Average Life.

Replacement Reference Obligation Eligibility Criteria:

A Replacement Reference Obligation shall be a security:

- (i) satisfying the required Minimum Ratings; and
- (ii) satisfying the required Minimum Price; and
- (iii) in respect of which no Credit Event has occurred and is continuing; and
- (iv) that is either a CDO Cashflow Security, an Asset-Backed Security, a CMBS Security, a REIT Security, an RMBS Security or a Wrapped Security (collectively, "Structured Product Securities"); and
- (v) that, unless it is a Wrapped Security, is not of an Excluded Specified Type; and
- (vi) that is not an Interest-Only Security; and
- (vii) that is not a NIM Security; and
- (viii) that, if it is a CDO Cashflow Security, has been issued subsequent to January 1, 2003; and
- (ix) issued in a commonly used structured product domicile or by an obligor located in a sovereign jurisdiction with a foreign currency explicit rating of at least "AA-" by S&P and "AA-" by Fitch; and
- (x) denominated in one of U.S. dollars, Euros or Sterling; and
- (xi) that should or will be treated as debt for tax purposes, or with respect to which the Alternative Debt Test is satisfied; and
- (xii) not issued by the same Reference Entity which has issued any other Reference Obligation then contained in the Reference Portfolio, or which has issued any Collateral Securities then held by the Trustee.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Excluded Specified Type:

ABS Aircraft Securities
ABS Future Flow Securities
ABS Health Care Receivable Securities
ABS Mutual Fund Fee Securities
ABS Structured Settlement Securities
ABS Subprime Auto Securities
ABS Tax Lien Securities
ABS Timeshare Securities
CDO Corporate Bond Securities
CDO Emerging Market Securities
CDO Market Value Securities
CMBS Credit Tenant Lease Securities
CMBS Franchise Securities
Corporate Securities
Enhanced Equipment Trust Certificates
RMBS Manufactured Housing Securities
Synthetic CDO Securities

Approved CDO Manager List:

A list of CDO portfolio advisers, collateral managers or persons acting in a similar capacity (each such person, a "CDO Manager"), that may be modified from time to time by the Protection Buyer, such modifications subject to approval by a majority of the Noteholders voting together as a single class. Initially, the Approved CDO Manager List shall contain the following

- | | |
|--|---|
| 1. ALG Global Investment | 16. Greenwich Street Capital |
| 2. American Express | 17. Invesco Institutional |
| 3. Anthracite Capital | 18. JPMorgan Investment Management |
| 4. Ares Management | 19. Katonah |
| 5. AXA Investment Managers | 20. Lennar Partners |
| 6. BlackRock | 21. MJX Asset Management |
| 7. C-BASS | 22. New York Life Investment Management |
| 8. Cambridge Place Investment Management | 23. Oak Hill |
| 9. Capital Trust | 24. PIMCO |
| 10. Carlyle Investment | 25. Putnam Investments |
| 11. Ellington | 26. Sankaty Advisors |
| 12. Fidelity Management | 27. State Street Global |
| 13. Fortress Investment Group | 28. State Street Research |
| 14. GMAC Institutional Advisors | 29. TCW |
| 15. Golden Tree | 30. Western Asset Management |

In selecting Replacement Reference Obligations, the Protection Buyer shall not select a CDO Reference Obligation managed (at the time of proposed inclusion in the Reference Portfolio, and as verified by the Trustee) by a CDO Manager not appearing on the Approved CDO Manager List at such time; *provided, however*, that such CDO Reference Obligation may be included in the Reference Portfolio subject to explicit approval by the Holders of the Notes voting together in the aggregate as a single class.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Reference Portfolio Constraints

Determination of compliance with a Reference Portfolio Constraint shall be determined by rounding the current portfolio value (whether expressed as a percentage, without units or in units such as years) to one decimal place (e.g., 20.0% rather than 20.03% and 7.2 years rather than 7.17 years) and comparing the rounded value with the constraint level. Each constraint shall be determined as of the date of inclusion of each Reference Obligation in the Reference Portfolio.

Reference Obligation Notional Amount:	Maximum \$30,000,000
S&P BBB Average Recovery Rate:	Minimum 40.0%
Fitch BBB Average Recovery Rate:	Minimum 40.0%
Weighted Average Life:	Maximum 7.0 years, declining by approximately 0.5 years each year starting in October 2005 to October 2008
Wrapped Reference Obligations:	Maximum 10.0%; all Wrapped Reference Obligations must have an explicit rating of "AAA" by S&P or "AAA" by Fitch.
Non-U.S. Reference Obligations:	Maximum 20.0%
Non-U.S. Dollar Denominated Reference Obligations:	Maximum 10.0%; all such Reference Obligations must be denominated in either Euros or Sterling.
CDO Reference Obligations:	Maximum 25.0% in the aggregate
CLO and Euro CLO Reference Obligations:	Maximum 10.0% in the aggregate
CDO Reference Obligations (other than CLO and Euro CLO Reference Obligations):	Maximum 20.0% in the aggregate
CMBS Large Loan Reference Obligations:	Maximum 5.0%; all CMBS Large Loan Reference Obligations must have an explicit rating of at least "A-" by S&P or "A-" by Fitch.
Single Reference Obligation Eligibility Rating of "BBB+" or below	Maximum 1.0%
Single Reference Obligation Eligibility Rating of "A" or "A-"	Maximum 1.5%
Single Reference Obligation Eligibility Rating of "AA-" or "A+"	Maximum 2.0%
Single Reference Obligation Eligibility Rating of "AA" or above	Maximum 3.0%
Reference Obligation Eligibility Rating	With respect to any Reference Obligation, the higher of (a) its Actual Rating by S&P (if any) and (b) its Actual Rating by Fitch (if any)
Single Servicer Concentration:	Maximum 12.0%; <i>provided however</i> that any such Single Servicer must have a servicer evaluation rating from S&P of "Strong" or an Actual Rating of "AAA" by S&P; otherwise Maximum 10.0%; <i>provided however</i> that any such Single Servicer must have a servicer evaluation rating from S&P of "Above Average" or an Actual Rating of "AA-" or higher by S&P; otherwise Maximum 8.0%.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Principal Payments

Principal Payments to the Notes:

As described herein, any Reference Obligation Amortization Amounts or Reference Obligation Recovery Amounts (collectively, "Notional Principal Amounts") in respect of Reference Obligations not denominated in U.S. dollars shall be converted to U.S. dollars using the specific Notional Foreign Exchange Rate applicable for each such Reference Obligation.

During the Notional Reinvestment Period

Any Reference Obligation Amortization Amounts will be notionally reinvested in Replacement Reference Obligations, provided however that the Replacement Reference Obligation Eligibility Criteria must be satisfied and the Reference Portfolio Profile Constraints maintained or improved on a pro forma basis by such notional reinvestment. Reference Obligation Recovery Amounts shall not be notionally reinvested and will be treated identically whether or not the Notional Reinvestment Period is in effect.

After the Notional Reinvestment Period

All Notional Principal Amounts will be applied in accordance with the Modified Sequential Paydown Structure (as described below) in order to reduce the Super Senior Notional Amount and the Class A, B, C and D Notes Notional Principal Amounts.

A suitable face amount of Collateral will be liquidated to fund the amortization of the Notes, as described in the Offering Circular. The Issuer will have the benefit of the Collateral Put Agreement to hedge the market value risk associated with any such liquidation of Collateral Securities.

Modified Sequential Paydown Structure:

Following the end of the Notional Reinvestment Period, if (a) after giving effect to the projected amortization of the Super Senior Class and the Notes, both the S&P Trading Model Test and the Fitch VECTOR Model Test are satisfied for each Class of Notes (as determined immediately prior to application of Notional Principal Amounts under the Modified Sequential Paydown Structure), and (b) any other conditions described in the Offering Circular are in compliance, Notional Principal Amounts will be applied to (i) reduce the Super Senior Notional Amount to the extent necessary to reach the Super Senior Target Notional OC Ratio, (ii) maintain the Super Senior Target Notional OC Ratio and pay down the Class A Notes to the extent necessary to reach the Class A Target Notional OC Ratio, (iii) maintain the Super Senior and the Class A Target Notional OC Ratio and pay down the Class B Notes to the extent necessary to reach the Class B Target Notional OC Ratio, (iv) maintain the Super Senior, the Class A and Class B Target Notional OC Ratio and pay down the Class C Notes to the extent necessary to reach the Class C Target Notional OC Ratio, and (v) maintain the Super Senior, the Class A, Class B and Class C Target Notional OC Ratio and pay down the Class D Notes to the extent necessary to reach the Class D Target Notional OC Ratio. Any remaining Notional Principal Amounts will be used to reduce the First Loss Notional Amount. If any of the conditions described under clauses (a) or (b) above are not satisfied in any payment period following the end of the Notional Reinvestment Period, the Modified Sequential Paydown Structure shall not apply and any applicable Notional Principal Amounts will be applied in sequential order of priority, first, to the Super Senior Tranche in reduction of the Super Senior Notional Amount, until the Super Senior Notional Amount is reduced to zero, and then to the Notes in sequential order of priority.

S&P Trading Model Test

A test (as described more fully in the Offering Circular) satisfied at any time of determination if, after giving effect to any proposed inclusion of a Replacement Reference Obligation in the Reference Portfolio, each of the Class A S&P Excess Credit Enhancement, the Class B S&P Excess Credit Enhancement, the Class C S&P Excess Credit Enhancement and the Class D S&P Excess Credit Enhancement of the Proposed Portfolio is greater than or equal to zero.

Fitch VECTOR Model Test

A test (as described more fully in the Offering Circular) satisfied at any time of determination if, after giving effect to any proposed inclusion of a Replacement Reference Obligation in the Reference Portfolio, each of the Class A Fitch Excess Credit Enhancement, the Class B Fitch Excess Credit Enhancement, the Class C Fitch Excess Credit Enhancement and the Class D Fitch Excess Credit Enhancement is greater than or equal to zero (such terms as defined in the Offering Circular).

Reference Obligation Notional Foreign Exchange Rate:

For each Reference Obligation not denominated in U.S. dollars, the spot foreign exchange rate at time of inclusion in the Reference Portfolio (established by the Credit Default Swap Calculation Agent) for purposes of converting to U.S. dollars the Reference Obligation Notional Amount and any applicable Reference Obligation Amortization Amounts, Reference Obligation Recovery Amounts and Loss Amounts. The Reference Obligation Notional Amount will be converted to U.S. dollars at all times for purposes of testing compliance with the Reference Portfolio Profile Constraints.

Initial and Target Notional OC Ratios

Class	Initial Notional OC Ratio	Target Notional OC Ratio for Modified Sequential Paydown Following the Notional Reinvestment Period
Super Senior	117.6%	135.3%
Class A	114.9%	129.9%
Class B	109.9%	119.8%
Class C	106.4%	112.8%
Class D	105.3%	110.5%

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

Credit Events and Credit Event Adjustments

- Losses arising from each of the Credit Events below will be cash settled. Loss determination will be rules-based as summarized in the table below and described in more detail in the accompanying terms.
- The Protection Buyer will bear the mark-to-market risk associated with any liquidation of Collateral Securities pursuant to a Cash Settlement under the Credit Default Swap, in the manner described under “Cash Settlement” herein and described in more detail in the Offering Circular.
- Any premium sale proceeds (exclusive of accrued interest) resulting from such Collateral liquidation shall be used to fund the purchase of a commensurate face amount of additional Collateral as described in the Offering Circular.
- All of the Credit Events except for Material Writedown are Irreversible Credit Events. The Protection Buyer will have the contingent obligation to reimburse (with interest) the Issuer for any subsequent reversals of Material Writedowns which led to prior Credit Event Adjustment Amounts with respect to one or more Classes of Notes (which would otherwise be entitled to such principal and interest).

Credit Events:	<u>Credit Event</u>	<u>Cash Settlement Mechanism</u>
	Bankruptcy	Fixed Recovery Assumption
	Downgrade to Default Ratings	Fixed Recovery Assumption
	Senior Class Default	Fixed Recovery Assumption
	Failure to Pay Interest	Fixed Recovery Assumption
	Failure to Pay Principal	Unpaid Principal and Interest
	Irreversible Writedown	Fixed Recovery Assumption
	Material Writedown	Partial Settlement of Writedown Par Amount
	CDO Interest Deferral	Market Valuation

“**Bankruptcy**” means a Reference Entity:

- (i) is dissolved (other than pursuant to a consolidation, amalgamation or merger, or subsequent to the substitution of the Reference Entity as principal obligor);
- (ii) has a resolution passed for its winding-up, official management or liquidation (other than pursuant to a consolidation, amalgamation or merger);
- (iii) seeks or becomes subject to the appointment of a bankruptcy administrator, provisional liquidator, conservator or receiver for it or for all or substantially all of its assets;
- (iv) institutes or has instituted against it a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights or a petition is presented for its winding-up or liquidation, and, in the case of any such proceeding or petition instituted or presented against it, such proceeding or petition (a) results in a judgment of insolvency or bankruptcy or the entry of an order for relief or the making of an order for its winding-up or liquidation or (b) is not dismissed, discharged, stayed or restrained within 30 days of the institution or presentation thereof;
- (v) is unable to pay its debts as they become due or fails or admits in writing in any proceeding or filing its inability generally to pay its debts as they become due and payable;
- (vi) causes or is subject to any event with respect to which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in clauses (i) to (iv) above (inclusive); or
- (vii) takes any formal action indicating its consent to, approval of or acquiescence in any of the foregoing acts; *provided, however*, that:
 - (a) none of the events specified in clauses (i) to (vii) above which occurs with respect to the Reference Entity shall be a Bankruptcy Credit Event with respect to the related Reference Obligation if (a) the relevant event is not an actual or potential event of default (however described) under the terms of the Reference Obligation or (b) no security securing such Reference Obligation is avoided or set aside or adjusted pursuant to any action taken by an administrator, provisional liquidator, conservator, receiver, trustee, custodian or other similar official or any creditor of the Reference Entity; and
 - (b) a Bankruptcy Credit Event under clause (v) above shall not be treated as occurring solely by reason of the addition of accrued interest to the principal amount of the related Reference Obligation or the separate recording of interest as capitalized interest, in each case instead of being paid in cash and as provided for under the terms of such Reference Obligation (unless such addition of accrued interest or separate recording of interest constitutes a default or event of default under the terms of such Reference Obligation in effect at the time of inclusion of the Reference Obligation in the Reference Portfolio).

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the “Risk Factors” section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

"Downgrade to Default Ratings" means a Reference Obligation:

- (i) if publicly rated by S&P:
 - (a) is downgraded to "CC" or below by S&P; or
 - (b) has the rating assigned to it by S&P withdrawn (and S&P has indicated in a public communication that such withdrawal is partially attributable to S&P's opinion that the Reference Obligation may suffer an imminent default, an imminent impairment or an imminent loss, or that a default, impairment or loss has already occurred) and not reinstated within five (5) Business Days of such withdrawal; and
- (ii) if publicly rated by Fitch:
 - (a) is downgraded to "CC" or below by Fitch; or
 - (b) has the rating assigned to it by Fitch withdrawn (and Fitch has indicated in a public communication that such withdrawal is partially attributable to Fitch's opinion that the Reference Obligation may suffer an imminent default, an imminent impairment or an imminent loss, or that a default, impairment or loss has already occurred) and not reinstated within five (5) Business Days of such withdrawal;

provided however, that:

1. if such Reference Obligation has a public rating of "BBB-" or higher by S&P immediately prior to occurrence of an event described under clause (i) above, the provisions of such clause shall only take effect if, after a period of six (6) calendar months has passed from the date of such event, S&P has not assigned a public rating to such Reference Obligation or the S&P public rating at such time is not at least "CCC-"; and
2. if such Reference Obligation has a public rating of "BBB-" or higher by Fitch immediately prior to occurrence of an event described under clause (ii) above, the provisions of such clause shall only take effect if, after a period of six (6) calendar months has passed from the date of such event, Fitch has not assigned a public rating to such Reference Obligation or the Fitch public rating at such time is not at least "CCC-".

For the avoidance of doubt, if the Reference Obligation is not publicly rated by S&P, then the provisions of clause (i) above shall not apply, and if the Reference Obligation is not publicly rated by Fitch, then the provisions of clause (ii) above shall not apply.

"Senior Class Default" means a Failure to Pay Interest on the senior-most class of securities issued by a Reference Entity that is secured by the same collateral that secures such Reference Obligation has occurred and is continuing for the greater of (a) two (2) payment periods or (b) three (3) consecutive months.

"Failure to Pay Interest" means a failure by a Reference Entity (or any relevant guarantor or insurer) to make a scheduled interest payment on the relevant Reference Obligation on any scheduled distribution date (such unpaid amount being an "Interest Shortfall"), provided that the capitalization of such Interest Shortfall or the separate recording of such Interest Shortfall as capitalized interest (in each case, in lieu of cash payment of such interest) and in accordance with and to the extent provided for under the terms of such Reference Obligation (as at the date on which such Reference Obligation is issued and incurred), will not constitute a Failure to Pay Interest Credit Event unless (i) the same constitutes a default or event of default under the terms of such Reference Obligation or (ii) the terms of such Reference Obligation do not provide for the reimbursement of such Interest Shortfall (and accrued interest thereon). The failure by the Reference Entity (or any relevant guarantor or insurer) to pay any amount in respect of interest in accordance with the foregoing shall not constitute a Failure to Pay Interest Credit Event where such failure has occurred solely due to a miscalculation on the part of the entity responsible for calculating such amounts pursuant to the terms of the relevant Reference Obligation where (i) such miscalculation has not resulted in a default or event of default pursuant to the terms of such Reference Obligation, (ii) such miscalculation is acknowledged in writing or via facsimile by such responsible entity within 2 Business Days of its occurrence and (iii) such miscalculation is remedied and the appropriate amount of interest is paid in full within 2 Business Days of such acknowledgement.

"Failure to Pay Principal" means a failure by a Reference Entity (or any relevant guarantor or insurer) to pay any amount in respect of principal or, if applicable, any guarantee or insurance policy in respect of the relevant Reference Obligation, at the earlier of (i) legal maturity of the relevant Reference Obligation or (ii) the date on which the assets securing the relevant Reference Obligation or designated to fund amounts due in respect of such Reference Obligation are liquidated, distributed or otherwise disposed; provided, however, that the failure by the Reference Entity (or any relevant guarantor or insurer) to pay any amount in respect of principal in accordance with the foregoing shall not constitute a Failure to Pay Principal Credit Event where such failure has occurred solely due to a miscalculation on the part of the entity responsible for calculating such amounts pursuant to the terms of the relevant Reference Obligation where (i) such miscalculation has not resulted in a default or event of default pursuant to the terms of such Reference Obligation, (ii) such miscalculation is acknowledged in writing or via facsimile by such responsible entity within two (2) Business Days of its occurrence and (iii) such miscalculation is remedied and the appropriate amount of principal is paid in full within two (2) Business Days of such acknowledgement.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

"Irreversible Writedown" means a reduction in the principal amount of a Reference Obligation (other than as a result of a scheduled or unscheduled payment of principal) (such reduction, a "Writedown" and the amount of such Writedown, the "Writedown Amount"), and:

- (i) the terms of such Reference Obligation do not provide for the reinstatement or reimbursement of such Writedown Amount; or
- (ii) the terms of such Reference Obligation do not provide for interest to be paid or accrue on such Writedown Amount; or
- (iii) the terms of such Reference Obligation do not provide for interest to be paid or accrue on the interest which would have accrued on the Writedown Amount;

provided, however, that a Writedown shall not constitute an Irreversible Writedown pursuant to clauses (ii) or (iii) above unless and until the amount of deferred and unpaid interest on the Reference Obligation exceeds \$1,000,000.

"Material Writedown" means the cumulative Writedown Amount in respect of a Reference Obligation has exceeded zero for the greater of (a) two (2) payment periods or (b) three (3) consecutive months.

"CDO Interest Deferral" means, with respect to a Reference Obligation that is a Cashflow CDO Security, (i) a failure by the Reference Entity (or any relevant guarantor or insurer thereof) to make scheduled interest payments on such Reference Obligation for twenty-four consecutive months and (ii) such failure described in (i) above does not satisfy the definition of "Failure to Pay Interest" without giving effect to the minimum payment requirement.

Irreversible Credit Events:

All Credit Events other than Material Writedown.

Documentation:

2003 ISDA Credit Derivative Definitions, as supplemented by the May 2003 Supplement to the 2003 ISDA Credit Derivatives Definition, and as modified as set forth in the Credit Default Swap confirmation.

Obligations:

Reference Obligation only.

Conditions to Settlement:

Delivery to the Trustee by the Protection Buyer of a Credit Event Notice and Notice of Publicly Available Information (as defined in the Offering Circular).

Calculation Date:

Immediately upon satisfaction of Conditions to Settlement.

Credit Default Swap Calculation Agent:

GSCM

Loss Amount:

Following satisfaction of Conditions to Settlement, the Loss Amount will be determined by the Calculation Agent in accordance with the following procedure:

1. Following a Material Writedown Credit Event, the Loss Amount shall be such Writedown Amount. The Reference Obligation shall not be removed from the Reference Portfolio, and subsequent Credit Events (including Material Writedown Credit Events) are possible. (However, see "Reimbursement for Cured Material Writedown Credit Events" below.)
Upon the first occurrence of a Material Writedown Credit Event in respect of a particular Reference Obligation, the Writedown Amount for purposes of calculating the Loss Amount for such Credit Event shall be the cumulative Writedown Amount, and for all subsequent Material Writedown Credit Events in respect of that same Reference Obligation, the Writedown Amount for purposes of calculating the Loss Amount for such subsequent Material Writedown Credit Events shall be the incremental Writedown Amount.
2. Following a Failure to Pay Principal Credit Event, the Loss Amount shall be the full amount of unpaid principal and deferred and unpaid interest (if any). The Reference Obligation shall be removed from the Reference Portfolio.
3. Following a CDO Interest Deferral Credit Event, the Loss Amount shall be the sum of (A) the greater of (1) the product of (a) 100% minus the Final Price and (b) the Reference Obligation Notional Amount of the related Reference Obligation and (2) zero, and (B) any unpaid accrued or deferred interest on the related reference obligation.
4. Following any other Credit Event, the Loss Amount shall be determined by reference to the Recovery Assumption applicable to each Reference Obligation. The Reference Obligation shall be removed from the Reference Portfolio.

For Reference Obligations not denominated in U.S. dollars, the Loss Amount shall be converted to U.S. dollars using the applicable Reference Obligation Notional Foreign Exchange Rate.

Recovery Assumption:

For each Reference Obligation, the greater of (a) 50.0%, (b) its S&P BBB Recovery Rate and (c) its Fitch BBB Recovery Rate.

Reference Obligation Recovery Amount:

The difference between (a) the Reference Obligation Notional Amount of the relevant Reference Obligation (and, for Reference Obligations not denominated in U.S. dollars, converted to U.S. dollars using the applicable Reference Obligation Notional Foreign Exchange Rate) less (b) the relevant Loss Amount.

Final Price:

With respect to a Reference Obligation, the price of such Reference Obligation, expressed as a percentage, determined in accordance with the Valuation Method.

Valuation Method:

"Highest", as defined in ISDA Credit Derivatives Definition.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Quotation Method:	“Bid”, as defined in ISDA Credit Derivatives Definition; provided that any such bid quotations must be actionable by the Protection Buyer using either (a) a physical delivery of the Reference Obligation by the Protection Buyer to the party making such bid quotation or (b) the execution by the Protection Buyer and the party making such bid quotation of a total rate of return swap referencing such Reference Obligation.
Credit Event Adjustment Amount:	The writedown of the Outstanding Principal Amount of a Class of Notes following a particular Credit Event, after giving effect to the aggregate Loss Amounts determined in respect of the Reference Portfolio and the structural subordination provided by the First Loss Amount and junior Classes of Notes (if any), as described in more detail in the Offering Circular.
Irreversible Credit Event Adjustment Amount:	The cumulative sum of Credit Event Adjustment Amounts for a particular Class of Notes, but giving effect only to those Loss Amounts arising from Irreversible Credit Events.
Reimbursement for Cured Material Writedown Credit Events:	The Protection Buyer may have the contingent obligation to reimburse the Issuer for Cash Settlements arising from Material Credit Events which are subsequently cured (as set forth in the Offering Circular). Such reimbursement shall include interest (and interest thereon) otherwise payable to the Class or Classes of Notes which suffered reduction in Outstanding Principal Amount on the relevant Calculation Date(s) associated with such Material Writedown Credit Events.
Cash Settlement Date:	Five (5) Business Days following the relevant Calculation Date.
Cash Settlement:	On the relevant Cash Settlement Date: <ol style="list-style-type: none">1. If there are sufficient Eligible Investments to fund payment of the Credit Event Adjustment Amount, Cash Settlement shall be funded by such Eligible Investments.2. If the balance of Eligible Investments is insufficient to make full Cash Settlement of the Credit Event Adjustment Amount, the Trustee shall instruct the Collateral Disposal Agent to attempt to sell a face amount of Collateral Securities (rounded down, if necessary, to reflect minimum denominations) equal to the excess of such Credit Event Adjustment Amount over the balance of such Eligible Investments (such par amount, the “Collateral Securities Principal Amount”), for settlement on the relevant Cash Settlement Date.<p>The Collateral Disposal Agent shall select in its sole discretion the particular Collateral Securities to be liquidated in an aggregate face amount equal to the Collateral Securities Principal Amount (such Collateral Securities, the “Selected Collateral Securities”). The Collateral Disposal Agent shall be permitted to bid up to par (exclusive of accrued interest) for the Selected Collateral Securities if a good-faith effort to procure a third-party bid of at least par is unsuccessful.</p>3. The proceeds of such sale (excluding any amount in respect of accrued interest up to but excluding the Calculation Date) will be held in Eligible Investments. Cash Settlement shall be funded by Eligible Investments in an amount equal to the lesser of (a) the balance of Eligible Investments and (b) the Credit Event Adjustment Amount. For the avoidance of doubt, any excess proceeds of such sale of Selected Collateral Securities shall remain at the Trustee as Eligible Investments.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the “Risk Factors” section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

Collateral and Related Hedging Agreements

- The Trustee shall hold in trust, for the benefit of the parties described in the Priority of Payments, either (a) Eligible Investments or (b) Collateral Securities (collectively, the "Collateral") in conjunction with the Basis Swap and the Collateral Put Agreement (collectively, the "Hedging Agreements") as described below.
- The Issuer shall enter into a Basis Swap with the Basis Swap Counterparty to hedge any interest basis mismatches between the Collateral and the Notes.
- The Issuer shall have the benefit of the Collateral Put Agreement to hedge market value exposure if Collateral Securities need to be liquidated to fund principal payments to the Notes or in conjunction with an Optional Redemption of the Notes. The Collateral Put Agreement will not be exercisable in conjunction with a Mandatory Redemption of the Notes, and investors may be exposed to the market value of Collateral Securities upon such Mandatory Redemption.

Collateral Securities:

Senior, floating-rate Structured Product Securities denominated in U.S. dollars with a final maturity occurring prior to the Legal Final Maturity of the Notes, with a purchase price less than or equal to 100.00%, meeting the Required Collateral Ratings and selected by the Protection Buyer. A Collateral Security will consist of either (i) a Diversified Security, (ii) a RMBS Security (other than an Excluded Specified Type) or (iii) a Structured Finance CDO Security (other than an Excluded Specified Type) (1) with a legal final maturity date within five years of purchase or (2) that is subject to a put agreement exercisable not more than five years after the purchase of such security with a counterparty that has (A) an S&P long-term rating of "AAA", (B) a Fitch long-term rating of "AAA", (C) an S&P short-term rating of "A-1+" and (D) a Fitch short-term rating of "F1+"; *provided, however*, that in the case of (ii) and (iii) above, and except for the case of Wrapped Securities, the Holders of the Notes voting together in the aggregate did not object to such selection within five (5) Business Days.

None of the Collateral Securities may be issued by an entity which is a Reference Entity in respect of any Reference Obligations in the Reference Portfolio as of the date of purchase of such Collateral Security.

There shall be no discretionary, credit impaired or credit improved trading of the Collateral Securities. The composition of the Collateral Securities shall change solely due to amortization, redemption and reinvestment. The Trustee shall hold payments of principal made in respect of the Collateral Securities in Eligible Investments pending selection of reinvestment Collateral Securities (if any) by the Protection Buyer.

At the Closing Date and at any subsequent date that one or more Collateral Securities are being considered for purchase, the sum of (a) the principal amount of Eligible Investments and (b) the sum of the outstanding principal amounts of the two Collateral Securities having the largest and next largest outstanding principal amounts on such date (after giving effect to the contemplated purchase of Collateral Securities) shall equal or exceed the Aggregate Outstanding Amount of the Class A Notes.

Required Collateral Ratings:

"AAA" by S&P and, if rated by Fitch, "AAA" by Fitch and, if rated by Moody's, "Aaa" by Moody's; *provided, however*, that each Collateral Security must be publicly rated by S&P and at least one of Fitch or Moody's.

Collateral Legal Final Maturity:

Each Collateral Security must have at time of purchase a stated maturity date no later than the Legal Final Maturity of the Notes.

Collateral Interest Payments:

The Collateral Securities shall make U.S. dollar denominated floating rate payments indexed to LIBOR.

Expected Initial Collateral Securities:

At the Closing Date, the Collateral Securities are expected to consist of the following:

PTNM 2001-1 A1MM-a	CUSIP 746867AA8	AAA/A-1+, Aaa/P-1 and AAA/F1+ (S/M/F)	\$56,000,000
PTNM 2002-1 A1MM-i	CUSIP 746869AV8	AAA/A-1+ and Aaa/P-1 (S/M)	\$38,000,000
AMSI 2003-13 AV2	CUSIP 03072SML6	AAA/Aaa/AAA (S/M/F)	\$6,000,000

Basis Swap:

The Basis Swap Counterparty will enter into a Basis Swap with the Issuer to pay USD 1m LIBOR flat on the same payment dates as the Notes and to periodically receive the sum of (a) accrued coupon payments due and payable on the Collateral Securities and (b) net proceeds in respect of accrued interest on Collateral sold or purchased for settlement during the accrual period of the Basis Swap.

Basis Swap Calculation Agent:

GSMMDP

Collateral Put Agreement:

The Collateral Put Provider will enter into a Collateral Put Agreement with the Issuer, pursuant to which the Trustee shall have the option but not the obligation to sell Selected Collateral Securities to the Collateral Put Provider at par (plus applicable amounts of accrued interest) under specified circumstances.

The Trustee shall exercise such Collateral Put Agreement only when:

1. The appropriate face amount of Selected Collateral Securities (as specified at the sole discretion of the Collateral Disposal Agent) is to be liquidated to fund either (a) Principal Payments to the Notes or (b) Optional Redemption upon termination of the Credit Default Swap by the Protection Buyer; and
2. The Collateral Disposal Agent is unable to procure a bid equal to or greater than par (exclusive of any amounts of accrued interest) for the full face amount of such Selected Collateral Securities.

The Collateral Put Agreement may not be exercised at any other time (including, for the avoidance of doubt, upon any Mandatory Redemption of the Notes).

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

Other Structural Terms

Priority of Payments:

The Trustee shall hold the Collateral in trust for the benefit of the following parties, and the Early Redemption Amount (as defined below) shall be applied in the following sequence following a Mandatory Redemption:

1. to the Trustee for unpaid fees and expenses;
2. except where an Early Redemption is caused by a default of the Basis Swap Counterparty, to the Basis Swap Counterparty, for sums owed to the Basis Swap Counterparty pursuant to the Basis Swap;
3. except where an Early Redemption is caused by a default of the Collateral Put Provider, to the Collateral Put Provider for sums owed to the Collateral Put Provider pursuant to the Collateral Put Agreement;
4. except where an Early Redemption is caused by a default of the Protection Buyer, to the Protection Buyer for sums owed to the Protection Buyer pursuant to the Credit Default Swap;
5. to the Holders of the Notes, in sequential order of priority, for the repayment of the Outstanding Principal Amount and accrued but unpaid interest;
6. where an Early Redemption is caused by a default of the Basis Swap Counterparty, to the Basis Swap Counterparty, for sums owed to the Basis Swap Counterparty pursuant to the Basis Swap;
7. where an Early Redemption is caused by a default of the Collateral Put Provider, to the Collateral Put Provider, for sums owed to the Collateral Put Provider pursuant to the Collateral Put Agreement;
8. where an Early Redemption is caused by a default of the Protection Buyer, to the Protection Buyer, for sums owed to the Protection Buyer pursuant to the Credit Default Swap;
9. to any other parties *pro rata* who may be owed any other sums by the Issuer; and
10. any remaining amounts, to the Protection Buyer.

Early Redemption Amount:

The sum of (a) Net realized sale proceeds of the Collateral plus (b) (if the Basis Swap is in the money for the Issuer, or minus, if the Basis Swap is in the money for the Basis Swap Counterparty) the termination value of the Basis Swap (provided, however, that if the Mandatory Redemption is caused by Basis Swap Counterparty default and the Basis Swap is in the money for the Basis Swap Counterparty, the termination value of the Basis Swap for purposes of determining the Early Redemption Amount shall be zero if the net realized sale proceeds of the Collateral are less than par) plus (c) (if the Credit Default Swap is in the money for the Issuer, or minus, if the Credit Default Swap is in the money for the Protection Buyer) the termination value of the Credit Default Swap (provided, however, that if the Mandatory Redemption is caused by Protection Buyer default and the Credit Default Swap is in the money for the Protection Buyer, the termination value of the Credit Default Swap for purposes of determining the Early Redemption Amount shall be zero if the net realized sale proceeds of the Collateral are less than par).

Adverse Tax Event:

Any imposition or change of taxes that would either (a) reduce monies received by the Issuer on the Collateral, the Basis Swap or the Credit Default Swap or (b) require the Issuer to withhold taxes on payments due on the Notes or pursuant to the Basis Swap, the Collateral Put Agreement or the Credit Default Swap.

Optional Redemption:

Each Class of Notes may be called in full at par on the Outstanding Principal Amount plus accrued interest at the end of the Non-Call Period, and on any Payment Date thereafter, if the Protection Buyer exercises its rights to cancel the Credit Default Swap; *provided however*, that if one or more Class of Notes has been written down pursuant to one or more Material Writedown Credit Events, such Class or Classes of Notes may only be called if either (a) such Class is redeemed at the Initial Principal Amount less the Irreversible Credit Event Adjustment Amount applicable for such Class or (b) subject to the consent of 100% of the Holders of such Class of Notes.

Additional Issuance of Notes:

Not permitted.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

Target Reference Portfolio¹

CMBS Securities

Security	Type	Notional Amount	Interim?	CUSIP	Fitch	Moody's	S&P	Recovery Assumption	Dated Date	Legal Final	Base WAL (yrs)	Servicer
BACM 2004-1 G	Conduit	10,000,000		07383FRB6	BBB		BBB	50%	Apr-03	Mar-40	8.7	Wells Fargo Bank
BACM 2004-3 G	Conduit	10,000,000	Yes	05947USL3		Baa2	BBB	50%	Jul-04	Jun-39	8.7	Wells Fargo Bank
BSCMS 2003-T10 F	Conduit	10,000,000		46625M7E3	BBB		BBB	50%	Jun-04	Jun-41	10.3	GMAC Commercial Mortgage Corp
BSCMS 2004-PWR3 G	Conduit	10,000,000		22541SKV9	BBB		BBB	50%	Jun-04	May-36	14.3	Keycorp Real Estate Capital Market, Inc.
JPMCC 2004-CB9 G	Conduit	10,000,000		396789FZ7	BBB	Baa2	BBB	50%	May-04	Jun-36	9.8	Wachovia Bank National Association
COMM 2004-LB3A G	Conduit	10,000,000	Yes	36228CTR4		Baa1	BBB+	50%	Aug-04	Aug-38	10.0	Wells Fargo Bank
CSFB 2004-C1 G	Conduit	10,000,000		361849D90	BBB		BBB	50%	Apr-04	Mar-38	9.7	GMAC Commercial Mortgage Corp
CSFB 2004-C2 G	Conduit	10,000,000	Yes	52108HWZ3		Baa2	BBB	50%	Nov-03	Sep-37	9.2	Wachovia Bank National Association
GCCFC 04-GG1 G	Conduit	10,000,000	Yes	396789FZ7		Baa2	BBB	50%	Jan-04	Jan-36	12.2	Wachovia Bank National Association
GSMS 04-GG2 F	Conduit	10,000,000	Yes	36228CTR4		Baa2	BBB	50%	Mar-04	Jan-41	9.5	Wells Fargo Bank
GMACC 2004-C1 G	Conduit	10,000,000	Yes	52108HA87		Baa2	BBB	50%	Mar-04	Mar-36	9.6	Midland Loan SERVICES
JPMCC 2004-C1 G	Conduit	10,000,000		929766SM6	BBB		BBB	50%	Jul-04	Jul-41	9.9	Wachovia Bank National Association
JPMCC 2004-CB8 G	Conduit	10,000,000		07383FYR3	BBB		BBB	50%	Mar-04	Feb-41	9.6	Prudential Asset Resources, INC.
LBUBS 2003-C8 J	Conduit	10,000,000	Yes	22541SBJ6		Baa2	BBB	50%	Mar-04	Jan-37	9.5	Midland Loan SERVICES
LBUBS 2004-C1 J	Conduit	10,000,000	Yes	52108HYV0		Baa2	BBB	50%	Jan-04	Jan-36	9.5	Wachovia Bank National Association
MLMT 2003-KEY1 G	Conduit	10,000,000		20047GAK3	BBB		BBB	50%	Nov-03	Nov-35	9.5	Keycorp Real Estate Capital Market, Inc.
MSC 2004-HQ3 J	Conduit	10,000,000	Yes	61745MXM0		Baa2	BBB	50%	Mar-04	Jan-41	9.5	Wachovia Bank National Association
BSCMS 2003-PWR2 F	Conduit	10,000,000		07383FWL8	BBB		BBB	50%	Sep-03	Jan-38	11.0	Prudential Asset Resources, INC.
LBUBS 2004-C2 J	Conduit	10,000,000	Yes	46625M2Q1		Baa2	BBB	50%	Mar-04	Jan-39	11.0	GMAC Commercial Mortgage Corp
WBCMT 2004-C12 G	Conduit	10,000,000		61745MVL4	BBB		BBB	50%	Feb-04	Sep-45	9.7	GMAC Commercial Mortgage Corp
GSMS 2001-ROCK BFL	Large Loan	30,000,000		36228CKF9		Aa2	AA	80%	Jun-01	May-18	6.8	GMAC Commercial Mortgage Corp

RMBS Securities

Security	Type	Notional Amount	Interim?	CUSIP	Fitch	Moody's	S&P	Recovery Assumption	Dated Date	Legal Final	Base WAL (yrs)	Servicer
AABST 2004-3 B1	HEQ	10,000,000		00764MCJ4	BBB+	Baa1	BBB+	50%	Jul-04	Sep-34	5.3	Chas Manhattan Mortgage Corporation
ABFC 2004-OP2 M5	B&C	5,000,000		04542BG44	BBB+	Baa2	BBB+	50%	Mar-04	Dec-32	4.3	Option One Mortgage Corporation
AMSI 2004-R2 M7	B&C	10,000,000		030725PP4	BBB+	Baa1	BBB+	50%	Apr-04	Apr-34	5.1	Ameriquest Mortgage Company
AMSI 2004-R3 M4	B&C	10,000,000		030725QF5	BBB+	Baa1	BBB+	50%	Apr-04	May-34	5.4	Ameriquest Mortgage Company
AMSI 2004-R5 M4	B&C	10,000,000		030725SA4	BBB+	Baa1	BBB+	50%	Jun-04	Jul-34	5.3	Ameriquest Mortgage Company
ARSI 2004-W1 M4	B&C	10,000,000		04010FD8	BBB+	Baa1	BBB+	50%	Feb-04	Mar-34	5.1	Ameriquest Mortgage Company
ARSI 2004-W6 M4	B&C	10,000,000		04010AGV7	BBB+	Baa1	BBB+	50%	Apr-04	May-34	5.6	Ameriquest Mortgage Company
ARSI 2004-W7 M7	B&C	10,000,000		040104KB6	BBB+	Baa1	BBB+	50%	May-04	May-34	5.5	Ameriquest Mortgage Company
ARSI 2004-W8 M7	B&C	10,000,000		040104JU6	BBB+	Baa1	BBB+	50%	May-04	May-34	5.1	Ameriquest Mortgage Company
BSABS 2004-FR1 M6	HEQ	6,250,000	Yes	073879DK1		Baa2	A-	65%	Jul-04	Jul-34	4.5	EMC Mortgage Corporation
CDCMC 2004-HE1 B1	B&C	10,000,000		12506YCP2	BBB+	Baa1	BBB+	50%	Feb-04	Jun-34	5.1	Countrywide Home Loans, Inc.
CDCMC 2004-HE2 B1	B&C	10,000,000		12506YCZ0	BBB+	Baa1	BBB+	50%	May-04	Jul-34	5.4	Countrywide Home Loans, Inc.
CDCMC 2004-HE3 B1	B&C	10,000,000		12506YDJ5	BBB+	Baa1	BBB+	50%	Aug-04	Nov-34	5.1	Countrywide Home Loans, Inc.
CWL 2004-4 M7	B&C	10,000,000	Yes	1266715R3		Baa2	A-	65%	Mar-04	Dec-33	3.9	Countrywide Home Loans, Inc.
CWL 2004-5 M7	B&C	10,000,000	Yes	1266716R2	BBB+	Baa2	BBB+	50%	May-04	Feb-34	4.3	Countrywide Home Loans, Inc.
CWL 2004-6 M7	B&C	10,000,000	Yes	126673BJ0		Baa1	AA-	80%	Jun-04	Jun-34	5.4	Countrywide Home Loans, Inc.
EMLT 2004-2 M7	HEQ	10,000,000		29445FBP2		Baa1	BBB+	50%	Jun-04	Jul-34	4.9	Saxon Mortgage
FFML 2004-FF6 B1	B&C	10,000,000		32027NKM2	BBB+	Baa1	BBB+	50%	Jul-04	Jul-34	5.6	Countrywide Home Loan Servicing
FHLT 2004-A B1	B&C	10,000,000	Yes	35729PCN8		Baa1	BBB+	50%	Feb-04	Jan-34	4.2	Wells Fargo Bank
FINA 2004-1 M8	B&C	10,000,000		317350AX4	BBB	Baa2	BBB+	50%	May-04	Jun-34	4.2	Aurora Loan Services, INC.
GSAMP 2004-FM1 B2	HEQ	10,000,000		36228FZP4		Baa2	BBB	50%	Jan-04	Nov-33	4.5	Homeq Servicing Corp
GSAMP 2004-FM2 B1	HEQ	10,000,000		36228FN51		Baa1	BBB+	50%	Mar-04	Jan-34	4.7	Homeq Servicing Corp
GSAMP 2004-HE2 B2	HEQ	10,000,000		36242DAJ2		Baa2	BBB	50%	Jul-04	Sep-34	5.1	Countrywide Home Loan Servicing
GSAMP 2004-SEA2 M5	B&C	10,000,000	Yes	36228F6D3		Baa2	A-	65%	Jun-04	Mar-34	4.7	Ocwen Federal Bank
HEAT 2004-1 B2	B&C	10,000,000		437084AZ9	BBB	Baa2	BBB+	50%	Mar-04	Jun-34	4.7	Ocwen Federal Bank
HEAT 2004-2 B2	B&C	10,000,000		437084BQ8	BBB+	Baa2	BBB+	50%	Apr-04	Jul-34	4.9	Wells Fargo Bank Home Mortgage
HEAT 2004-3 B2	B&C	8,750,000		437084CJ3	BBB	Baa2	BBB+	50%	May-04	Aug-34	4.8	Wells Fargo Bank Home Mortgage
HEAT 2004-4 B2	B&C	10,000,000		437084DG8	BBB	Baa2	BBB+	50%	Jul-04	Oct-34	5.0	Wells Fargo Bank Home Mortgage
HEAT 2004-5 B2	B&C	10,000,000		437084ED4	BBB	Baa2	BBB+	50%	Aug-04	Nov-34	5.1	Ocwen Federal Bank
INHEL 2004-A M5	HEQ	5,625,000		456606EJ2	BBB		BBB	50%	Jun-04	Jul-34	5.1	Indymac Bank, F.S.B
LBMLT 2004-2 M5	B&C	10,000,000		542514GB4	BBB+	Baa1	BBB+	50%	May-04	Jun-34	5.1	Long Beach Acceptance Corp
LBMLT 2004-5 M6	B&C	10,000,000		BC0CG2CA3	BBB		BBB	50%	Aug-04	Sep-34	5.1	Long Beach Acceptance Corp
MABS 2004-WMC2 M5	HEQ	10,000,000		57643LDN3	BBB	Baa2	BBB	50%	Jul-04	Apr-34	5.1	Homeq Servicing Corp
MSAC 2004-NC2 B1	B&C	10,000,000		61744CBM7	BBB+	Baa1	BBB+	50%	Feb-04	Dec-33	5.2	Countrywide Home Loans, Inc.
MSAC 2004-NC3 B1	B&C	10,000,000		61744CBZ8	BBB+	Baa1	BBB+	50%	Apr-04	Mar-34	5.3	Countrywide Home Loans, Inc.
MSAC 2004-NC4 B1	B&C	10,000,000		61744CCL8	BBB+	Baa1	BBB+	50%	May-04	Apr-34	5.4	Homeq Servicing Corp
NHEL 2003-2 B1	HEQ	10,000,000		66987WAU1	BBB+	Baa1	BBB+	50%	Jun-03	Sep-33	4.1	Novastar Mortgage
NHEL 2003-3 B2	HEQ	10,000,000		66987XC6	BBB	Baa2	BBB	50%	Sep-03	Dec-33	4.1	Novastar Mortgage
NHEL 2003-4 B2	B&C	10,000,000		66987XD7		Baa2	BBB	50%	Nov-03	Feb-34	4.5	Novastar Mortgage
NHEL 2004-1 B1	B&C	10,000,000	Yes	66987XEG6		Baa1	A-	65%	Mar-04	Jun-34	4.7	Novastar Mortgage
NHEL 2004-2 B1	B&C	10,000,000	Yes	66987XEY7		Baa1	A-	65%	Jun-04	Sep-34	5.1	Novastar Mortgage
OOMLT 2004-1 M5	B&C	10,000,000	Yes	68389FEW0	BBB+	Baa2	BBB	50%	Jan-04	Jan-34	4.0	Option One Mortgage Corporation
OOMLT 2004-2 M5	B&C	10,000,000	Yes	68389FFL3	BBB+	Baa2	A	65%	Apr-04	May-34	4.5	Option One Mortgage Corporation
SABR 2004-DO1 B1	B&C	4,375,000	Yes	81375WAW6	BBB+	Baa1	BBB+	50%	Jul-04	Jul-34	5.5	Countrywide Home Loan Servicing
SABR 2004-NC1 B1	B&C	10,000,000		81375WAN6	BBB+	Baa1	BBB+	50%	Apr-04	Feb-34	5.3	Prudential Bank
SAIL 2004-6 M4	B&C	10,000,000		86358EJX5	BBB+		BBB+	50%	Jun-04	Jul-34	4.9	Aurora Loan Services, INC.
SASC 2004-S2 M6	HEQ	10,000,000		86359BSX0		Baa2	BBB	50%	May-04	Jun-34	4.5	Aurora Loan Services, INC.
SURF 2004-BC1 B1	HEQ	10,000,000		84751PCC1		Baa2	BBB	50%	Mar-04	Feb-35	4.3	Litton Loan Servicing
SURF 2004-BC2 B1	B&C	10,000,000		84751PCN7		Baa2	BBB	50%	Jun-04	May-35	4.6	Litton Loan Servicing

¹ Represents the Reference Portfolio as of the date of this Term Sheet. Goldman, Sachs & Co. neither represents nor provides any assurances that the actual Reference Portfolio on the Closing Date or any future date will have the same characteristics as represented above.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.

All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. The securities have not been and will not be registered under the Securities Act of 1933, as amended, and the issuers will not be registered under the Investment Company Act of 1940, as amended. This Term Sheet is furnished to prospective investors on a confidential basis solely for the purposes of evaluating the investment offered hereby. The information contained herein may not be reproduced or used in whole or in part for any other purposes.

ABS Securities

Security	Type	Notional Amount	Interim?	CUSIP	Fitch	Moody's	S&P	Recovery Assumption	Dated Date	Legal Final	Base WAL (yrs)	Servicer
COPAR 2004-1 B	Auto	10,000,000		14041PAQ9	A	A3	A	65%	Jan-04	Nov-10	4.0	Capital One Auto Finance
FORDO 2003-B B1	Auto	10,000,000		34527RJZ7	A	A1	A	65%	Mar-03	Oct-07	2.2	Ford Motor Credit co.
WESTO 2004-1 C	Auto	10,000,000		92927EAF3	A	A2	A	65%	Feb-04	Aug-11	1.4	WFS Financial INC, Financial INC.
CARMX 2003-2 C	Auto	10,000,000		143128BN5		A1	A	65%	Oct-03	Oct-10	1.4	Carmax Auto Superstoresax Auto Superstores
COMET 2004-B3 B3	Credit Card	10,000,000		14041NBL4	A	A2	A	65%	Apr-04	Jan-22	14.6	Capital One Bank
MBNAM 1997-B B	Credit Card	10,000,000		55262TCC5	A+	A2	A+	65%	Feb-97	Aug-14	7.6	MBNA America Bank
MBNAS 2004-C1 C1	Credit Card	10,000,000		55264TCM1	BBB	Baa2	BBB	50%	Mar-04	Jul-13	6.5	MBNA America Bank
SLMA 2003-C B	Student Loan	10,000,000		78443CBD5	A+	A1	A	65%	Oct-03	Sep-32	7.8	Sallie Mae Servicing Corporation
SLMA 2004-A B	Student Loan	10,000,000		78443CBJ2	A+	A1	A	65%	Mar-04	Jun-33	8.2	Sallie Mae, INC.
SLMA 2004-B B	Student Loan	10,000,000		78443CBQ6	A+	A1	A	65%	May-04	Sep-33	8.6	Sallie Mae, INC.

Cashflow CDO Securities

Security	Type	Notional Amount	Interim?	CUSIP	Fitch	Moody's	S&P	Recovery Assumption	Dated Date	Legal Final	Base WAL (yrs)	Manager
NSTAR 1A B2	Commercial Real Estate	12,500,000	Yes	629390AE5	A-	A3	A-	65%	Aug-03	Aug-38	8.8	NS Advisors LLC
NEWCA 3A 3FL	Commercial Real Estate	15,000,000	Yes	65105WAC0		A2	A	65%	Sep-03	Sep-38	8.9	Newcastle Investment Corp.
PTNM 2003-1A C	Mezzanine ABS	15,000,000		74686PAK6		A3	A-	65%	Oct-03	Oct-38	6.9	Putnam Advisory Company LLC
PBAY 2003-1A C	Mezzanine ABS	10,000,000	Yes	69403UAD3	BBB	Baa2	BBB	50%	Nov-03	Nov-38	3.1	PIMCO
SCF 3A C	Mezzanine ABS	10,000,000	Yes	83743SAE6	BBB	Baa2	BBB	50%	Jul-03	Aug-38	3.1	TCW Asset Management Company
SCF 4A C	Mezzanine ABS	10,000,000		83743TAD6		Baa2	BBB	50%	Dec-03	Oct-38	3.7	TCW Asset Management Company
SCF 5A C1	Mezzanine ABS	10,000,000		84129VAJ0		Baa2	BBB	50%	Jul-04	Aug-39	6.3	TCW Asset Management Company
TRAIN 3A C	Mezzanine ABS	10,000,000	Yes	892881AD5	A	A2	A	65%	Feb-03	Feb-38	8.6	Trainer, Wortham, and Company
DUKE5 1A 4A	Mezzanine ABS	10,000,000	Yes	264402AF5		Baa2	BBB	50%	Aug-03	Aug-38	6.4	Duke Funding Management LLC
DUKE6 2004-1A BV	Mezzanine ABS	10,000,000		264407AU6		Baa2	BBB	50%	Mar-04	Apr-39	6.9	Duke Funding Management LLC
DUKE7 2004-1A 4A	Mezzanine ABS	10,000,000		264403AD8		Baa2	BBB	50%	Aug-04	Sep-39	6.9	Duke Funding Management LLC
CORON 1A C1	Mezzanine ABS	7,500,000		21976RAC0	BBB	Baa2	BBB	50%	Sep-03	Sep-38	7.1	Western Asset Management Company
MADRE 2004-1A C	High Grade ABS	15,000,000		82639RAE7		A3	A-	65%	Jul-04	Sep-39	7.1	Western Asset Management Company
PALIS 2004-1A C1	Mezzanine ABS	10,000,000		696399AF1	BBB	Baa2	BBB	50%	Jul-04	Jul-39	7.1	Western Asset Management Company
GALXY 2004-3A E1	CLO	7,500,000		36319AAF4		Baa2	BBB	50%	Aug-04	Aug-16	9.4	AIG Global Investment Corp.
NYLIM 2003-1A D1	CLO	5,000,000	Yes	62948MAD8		Baa2	BBB	50%	Jul-03	Jul-15	9.4	New York life Investment Management LLC
BOST 2004-1A D	CLO	10,000,000		100756AG0		Baa2	BBB	50%	May-04	May-16	9.4	Putnam Advisory Company LLC
AQUIL 2003-1A C	CLO	15,000,000	Yes	03841BAD4		A2	A	65%	Dec-03	Jun-15	9.9	Henderson Global Investors
NEWCA 2004-4A 3FL	Commercial Real Estate	7,500,000	Yes	65105YAH5	A	A2	A	65%	Mar-04	Mar-39	9.6	Newcastle Investment Corp.

¹ Represents the Reference Portfolio as of the date of this Term Sheet. Goldman, Sachs & Co. neither represents nor provides any assurances that the actual Reference Portfolio on the Closing Date or any future date will have the same characteristics as represented above.

No securities are being offered by these summary materials. If the securities described herein or other securities are ultimately offered, they will be offered only pursuant to a definitive Offering Circular, and prospective investors who consider purchasing any such securities should make their investment decisions based only upon the information provided therein (including the "Risk Factors" section contained therein) and consultation with their own advisers. This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. This material is based on information that we consider reliable, but we do not represent that it is accurate or complete and it should not be relied upon as such. By accepting this material, the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy and sell, the securities and Reference Obligations mentioned therein or derivatives thereof (including options). Information contained in this material is current as of the date appearing on this material only. All information in this Term Sheet will be superseded by the information contained in the final Offering Circular for any securities actually sold to you. Goldman Sachs does not provide accounting, tax or legal advice. We make no representation and have given you no advice concerning the appropriate accounting treatment or possible legal, tax, or regulatory consequences of this indicative structure. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits expected to be claimed with respect to such transactions, and all materials of any kind (including tax opinions and other tax analyses) relating to those benefits, without Goldman Sachs imposing limitation of any kind.