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FORM FOR SUBMISSION OF PAPER FORMAT EXHIBITS
BY ELECTRONIC FILERS**



Bear Stearns Asset Backed Securities I LLC
Exact Name of Registrant as Specified in Charter
Form 8-K, August 31, 2005, Series 2005-WM1

0001283557
Registrant CIK Number
333-125422

Name of Person Filing the Document
(If Other than the Registrant)



05065288

PROCESSED
SEP 13 2005
THOMSON
HARRIS



Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on behalf of the Registrant by the undersigned thereunto duly authorized.

BEAR STEARNS ASSET BACKED
SECURITIES I LLC

By: Mary P. Haggerty
Name:
Title:

Dated: August 30, 2005

IN ACCORDANCE WITH RULE 202 OF REGULATION S-T, THIS EXHIBIT IS BEING FILED IN PAPER PURSUANT TO A CONTINUING HARDSHIP EXEMPTION.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Format</u>
99	Computational Materials	P*

* The Computational Materials have been filed on paper pursuant to a continuing hardship exemption from certain electronic requirements.

BEAR STEARNS

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BEAR, STEARNS & CO. INC.
ASSET-BACKED SECURITIES GROUP
383 Madison Avenue
New York, N.Y. 10179
(212) 272-2000

Preliminary Term Sheet

\$451,200,000 (*Approximate*)

SACO I Trust 2005-WM1

**Mortgage Pass-Through Certificates,
Series 2005-WM1**

EMC Mortgage Corporation

Mortgage Loan Seller

Bear Stearns Asset Backed Securities I LLC

Depositor

August 2, 2005 (Revised August 3, 2005)

STATEMENT REGARDING ASSUMPTIONS AS TO SECURITIES, PRICING ESTIMATES, AND OTHER INFORMATION

The information contained in the attached materials (the "Information") may include various forms of performance analysis, security characteristics and securities pricing estimates for the securities addressed. Please read and understand this entire statement before utilizing the Information. Should you receive Information that refers to the "Statement Regarding Assumptions and Other Information," please refer to this statement instead.

The Information is illustrative and is not intended to predict actual results which may differ substantially from those reflected in the Information. Performance analysis is based on certain assumptions with respect to significant factors that may prove not to be as assumed. You should understand the assumptions and evaluate whether they are appropriate for your purposes. Performance results are based on mathematical models that use inputs to calculate results. As with all models, results may vary significantly depending upon the value of the inputs given. Inputs to these models include but are not limited to: prepayment expectations (economic prepayment models, single expected lifetime prepayments or a vector of periodic prepayments), interest rate assumptions (parallel and nonparallel changes for different maturity instruments), collateral assumptions (actual pool level data, aggregated pool level data, reported factors or imputed factors), volatility assumptions (historically observed or implied current) and reported information (paydown factors, rate resets, and trustee statements). Models used in any analysis may be proprietary making the results difficult for any third party to reproduce. Contact your registered representative for detailed explanations of any modeling techniques employed in the Information.

The Information addresses only certain aspects of the applicable security's characteristics and thus does not provide a complete assessment. As such, the Information may not reflect the impact of all structural characteristics of the security, including call events and cash flow priorities at all prepayment speeds and/or interest rates. You should consider whether the behavior of these securities should be tested as assumptions different from those included in the Information. The assumptions underlying the Information, including structure and collateral, may be modified from time to time to reflect changed circumstances. The prospectus supplement and the prospectus (Offering Documents) contain data that is current as of their publication dates and after publication may no longer be complete or current. Contact your registered representative for Offering Documents, current Information or additional materials, including other models for performance analysis, which are likely to produce different results, and any further explanation regarding the Information.

Any pricing estimates Bear Stearns has supplied at your request (a) represent our view, at the time determined, of the investment value of the securities between the estimated bid and offer levels, the spread between which may be significant due to market volatility or illiquidity, (b) do not constitute a bid by any person for any security, (c) may not constitute prices at which the securities could have been purchased or sold in any market, (d) have not been confirmed by actual trades, may vary from the value Bear Stearns assigns any such security while in its inventory, and may not take into account the size of a position you have in the security, and (e) may have been derived from matrix pricing that uses data relating to other securities whose prices are more readily ascertainable to produce a hypothetical price based on the estimated yield spread relationship between the securities.

General Information: The data underlying the Information has been obtained from sources that we believe are reliable, but we have not verified the accuracy of the underlying data or computations based thereon. Bear Stearns and/or individuals thereof may have positions in these securities while the Information is circulating or during such period may engage in transactions with the issuer or its affiliates. We act as principal in transactions with you, and accordingly, you must determine the appropriateness for you of such transactions and address any legal, tax, or accounting considerations applicable to you. Bear Stearns shall not be a fiduciary or advisor unless we have agreed in writing to receive compensation specifically to act in such capacities. If you are subject to ERISA, the Information is being furnished on the condition that it will not form a primary basis for any investment decision. The Information is not a solicitation of any transaction in securities which may be made only by prospectus when required by law, in which event you may obtain such prospectus from Bear Stearns.

This communication does not contain all information that is required to be included in the Offering Documents. The information in this communication is preliminary and is subject to completion or change. The information in this communication supersedes information contained in any prior similar communication relating to these securities. This communication is not an offer to sell or a solicitation of an offer to buy these securities in any state where such offer, solicitation or sale is not permitted.

**\$451,200,000 (Approximate)
SACO I TRUST 2005-WM1,
MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2005-WM1**

Characteristics of the Certificates ⁽¹⁾

Certificates	Initial Certificate Principal Amount (2)	Percent	Coupon Type	Est. WAL to Call (years)	Principal Lockout/Window (months)	Expected Final Maturity Date	Final Scheduled Distribution Date	Expected Ratings (Moody's / Fitch)
Class A	\$325,005,000	69.15%	Variable (3)	0.959	0/28	March 25, 2008	August 2035	Aaa/AAA
Class M-1	\$43,710,000	9.30%	Variable (3)	2.644	27/9	August 25, 2017	August 2035	Aa2/AA
Class M-2	\$13,630,000	2.90%	Variable (3)	3.634	35/10	January 25, 2016	August 2035	Aa3/AA-
Class M-3	\$12,690,000	2.70%	Variable (3)	3.736	44/1	November 25, 2015	August 2035	A1/A+
Class M-4	\$12,220,000	2.60%	Variable (3)	3.736	44/1	July 25, 2015	August 2035	A2/A
Class M-5	\$11,515,000	2.45%	Variable (3)	3.736	44/1	March 25, 2015	August 2035	A3/A-
Class B-1	\$11,750,000	2.50%	Fixed (4)	3.736	44/1	January 25, 2015	August 2035	Baa1/BBB+
Class B-2	\$10,575,000	2.25%	Fixed (4)	3.736	44/1	September 25, 2014	August 2035	Baa2/BBB
Class B-3	\$10,105,000	2.15%	Fixed (4)	3.683	42/3	May 25, 2014	August 2035	Baa3/BBB-
Class B-4 (5)	\$13,160,000	2.80%	Fixed (4)	3.578			August 2035	Ba2/BB

Notes:

- (1) The Certificates will be priced assuming a 35% CPR and a 20% Clean-Up Call.
- (2) The Certificates are approximate and are subject to a 10% variance.
- (3) The lesser of (a) one-month LIBOR plus the related margin and (b) 11.00% per annum, in each case subject to the Net WAC Cap Rate limitation. After the Clean-Up Call Date, the margin on the Class A Certificates will increase by 2.0 times, and the margins on the Class M Certificates will increase by 1.5 times.
- (4) The pass-through rate in each case is subject to the Net WAC Cap Rate limitation. After the Clean-Up Call Date, the pass-through rate on the Class B Certificates will increase by 0.50%.
- (5) The Class B-4 Certificates will be privately offered.

THE COLLATERAL

The assets of the trust represent a 100% beneficial ownership interest in a pool of Mortgage Loans, which will consist of fixed-rate, junior-lien Mortgage Loans with an aggregate principal balance of approximately \$488,056,099 as of July 1, 2005 (the "Statistical Calculation Date").

THE STRUCTURE**Class A Certificates**

The Class A Certificates (the "Class A Certificates") will be issued as floating-rate senior securities.

Class M Certificates

The Class M-1, Class M-2, Class M-3, Class M-4 and Class M-5 Certificates (collectively, the "Class M Certificates") will be issued as floating-rate mezzanine securities. The Class M Certificates will be subordinate to the Class A Certificates, and senior to the Class B Certificates. The Class M-5 Certificates will be subordinate to the Class M-4, Class M-3, Class M-2 and Class M-1. The Class M-4 Certificates will be subordinate to the Class M-3, Class M-2 and Class M-1 Certificates. The Class M-3 Certificates will be subordinate to the Class M-2 Certificates and Class M-1 Certificates. The Class M-2 Certificates will be subordinate to the Class M-1 Certificates.

Class B Certificates

The Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (collectively, the "Class B Certificates") will be issued as fixed-rate subordinate securities. The Class B Certificates will be subordinate to the Class M Certificates and Class A Certificates. The Class B-4 Certificates will be subordinate to the Class B-3, Class B-2 and Class B-1 Certificates. The Class B-3 Certificates will be subordinate to the Class B-2 Certificates and the Class B-1 Certificates. The Class B-2 Certificates will be subordinate to the Class B-1 Certificates.

Non-Offered Certificates

SACO I Trust 2005-WM1 will also issue the Class C Certificates and Class R Certificates which are not offered hereby. The Class B-4 Certificates will be privately offered.

Certificates

The Offered Certificates and the Non-Offered Certificates are collectively referred to as the "Certificates."

Initial Purchaser:	Bear, Stearns & Co. Inc.
Depositor:	Bear Stearns Asset Backed Securities I LLC.
Master Servicer:	La Salle Bank National Association.
Custodians:	Wells Fargo Bank, National Association and LaSalle Bank National Association.
Trustee:	[Citibank, N.A.]
The Offered Certificates:	The Class A, Class M and Class B Certificates (the "Offered Certificates").
Federal Tax Status:	The trust will be established as one or more REMICs for U.S. federal income tax purposes.
Registration:	The Class A, Class M, Class B-1, Class B-2 and Class B-3 Certificates will be available in book-entry form through DTC. The Class B-4 Certificates will only be available in registered physical form.
Denominations:	For the Class A, Class M and Class B Certificates, minimum denominations of \$25,000 and multiples of \$1 in excess thereof.
Statistical Calculation Date:	July 1, 2005.
Cut-off Date:	August 1, 2005.
Closing Date:	[August 31, 2005].
Distribution Date:	The 25th day of each month (or the next business day) commencing in September 2005.
Record Date:	With respect to the Class A, Class M and Class B Certificates (other than the class B-4 certificates) and any Distribution Date, the close of business on the day prior to that Distribution Date, with respect to the Class B-4 certificates, the close of business on the last business day of the month preceding the month in which such Distribution Date occurs.
Final Scheduled Distribution Date:	[August 25, 2035]
ERISA Eligibility:	The Class A, Class M, Class B-1, Class B-2 and Class B-3 Certificates are expected to be eligible for purchase by or on behalf of employee benefit plans subject to Title I of the Employee Retirement Income Security Act of 1974 and plans subject to Section 4975 of the Internal Revenue Code of 1986, subject to the considerations described in the prospectus supplement.
SMMEA Eligibility:	None of the Certificates will be "mortgage related securities" for purposes of SMMEA.
Optional Termination:	The majority holder of the Class C Certificates may purchase all of the Mortgage Loans (and any properties acquired in respect thereof) when the aggregate principal balance of the Mortgage Loans (and such properties) is equal to or less than 20% of the aggregate principal balance of the Mortgage Loans as of the Cut-off Date, thereby effecting early retirement of the Certificates.
Pricing Prepayment Speed:	The Offered Certificates will be priced based on a constant prepayment speed of 35% CPR.

This information should be considered only after reading Bear Stearns' Statement Regarding Assumptions as to Securities, Pricing Estimates and Other Information (the "Statement"), which should be attached. Do not use or rely on this information if you have not received and reviewed this Statement. You may obtain a copy of the Statement from your sales representative.

The Mortgage Loans:	As of the Statistical Calculation Date, the aggregate principal balance of the Mortgage Loans was approximately \$488,056,099. The Mortgage Loans consist of 9,675 fixed-rate, junior-lien Mortgage Loans. Based upon Statistical Calculation Date data, approximately 100% of the Mortgage Loans were originated or acquired by [Long Beach Mortgage Company].
Pass-Through Rate:	With respect to each Accrual Period, the Class A Certificates and Class M Certificates accrue interest at a per annum Pass-Through Rate based on the lesser of (a) a one-month LIBOR index plus a specified margin and (b) 11.00% per annum, but such Pass-Through Rate is subject to a limit equal to the Net WAC Cap Rate. With respect to each Accrual Period, the Class B Certificates accrue interest at a fixed rate, as set forth herein, but such Pass-Through Rate is subject to a limit equal to the Net WAC Cap Rate.
Accrual Period:	With respect to each Distribution Date, interest will accrue for the Class A Certificates and Class M Certificates for the period commencing on the Distribution Date in the month immediately preceding the month in which that Distribution Date occurs (or, in the case of the September 2005 Distribution Date, commencing on the Closing Date) and ending on the day preceding that Distribution Date. With respect to each Distribution Date, interest will accrue for the Class B Certificates during the calendar month prior to the month of the related Distribution Date on a 30/360- day basis.
Net WAC Cap Rate:	With respect to any Distribution Date and the Class A, Class M and Class B Certificates, a per annum rate equal to the weighted average of the Expense Adjusted Mortgage Rates of the Mortgage Loans as of the first day of the calendar month preceding the calendar month of such Distribution Date, and, in the case of the class A Certificates and Class M Certificates, multiplied by a fraction the numerator of which is equal to 360 and the denominator of which is equal to the number of days in the related accrual period.
Net WAC Cap Rate Carryover Amount:	With respect to any Class of Certificates and any Distribution Date, the sum of (A) the positive excess, if any, of (i) the amount of interest that would have been payable to such Class of Certificates on such Distribution Date if the Pass-Through Rate for such Class for such Distribution Date were calculated at the related Formula Rate over (ii) the amount of interest payable on such Class of Certificates at the Net WAC Cap Rate for such Distribution Date and (B) the related Net WAC Cap Rate Carryover Amount for the previous Distribution Date not previously paid, together with interest thereon at a rate equal to the related Formula Rate for such Class of Certificates for such Distribution Date.
Formula Rate:	With respect to the Class A and Class M Certificates, a per annum rate equal to the lesser of (x) LIBOR plus the applicable Margin and (y) 11.00%. With respect to the Class B Certificates, a per annum rate equal to the fixed rate.
Expense Adjusted Mortgage Rate:	With respect to any Mortgage Loan or REO Property, the then applicable interest rate thereon minus the sum of (i) the Master Servicing Fee Rate, (ii) the Servicing Fee Rate and (iii) the Trustee Fee Rate.
Master Servicing Fee Rate:	0.015% per annum on the outstanding principal balance of the Mortgage Loans.
Servicing Fee Rate:	0.5000% per annum on the outstanding principal balance of the Mortgage Loans.
Trustee Fee Rate:	[0.0125]% per annum on the outstanding principal balance of the Mortgage Loans.

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**Unpaid Interest
Shortfall Amount:**

With respect to any Class of Certificates and (i) the first Distribution Date, zero, and (ii) any Distribution Date after the first Distribution Date, the amount, if any, by which (a) the sum of (1) the monthly interest distributable amount for such Class for the immediately preceding Distribution Date and (2) the outstanding Unpaid Interest Shortfall Amount, if any, for such Class for such preceding Distribution Date exceeds (b) the aggregate amount distributed on such Class in respect of interest pursuant to clause (a) of this definition on such preceding Distribution Date, plus interest on the amount of interest due but not paid on the Certificates of such Class on such preceding Distribution Date, to the extent permitted by law, at the Pass-Through Rate for such Class for the related Accrual Period.

**Allocated Realized
Loss Amount:**

With respect to any Distribution Date and any Class of Certificates, the sum of (x) the amount of any Realized Losses which have been applied in reduction of the Certificate Principal Balance of such Class on the preceding Distribution Date and (y) the amount of any Allocated Realized Loss Amount for such Class remaining unpaid on such preceding Distribution Date.

Credit Enhancement:

The Certificates will have the benefit of the following credit enhancement mechanisms, each of which is intended to provide credit support for the Certificates, as applicable:

For the holders of the Class A Certificates:

- 1) **Subordination:** The subordination of the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 29.65% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class M-1 Certificates:

- 1) **Subordination:** the subordination of the Class M-2, Class M-3, Class M-4, Class M-5, Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 20.35% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class M-2 Certificates:

- 1) **Subordination:** the subordination of the Class M-3, Class M-4, Class M-5, Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 17.45% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class M-3 Certificates:

- 1) **Subordination:** the subordination of the Class M-4, Class M-5, Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 14.75% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class M-4 Certificates:

- 1) **Subordination:** the subordination of the Class M-5, Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 12.15% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class M-5 Certificates:

- 1) **Subordination:** the subordination of the Class B-1, Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 9.70% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class B-1 Certificates:

- 1) **Subordination:** the subordination of Class B-2, Class B-3 and Class B-4 Certificates (initially equal to approximately 7.20% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class B-2 Certificates:

- 1) **Subordination:** The subordination of the Class B-3 Certificates and Class B-4 Certificates (initially equal to approximately 4.95% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class B-3 Certificates:

- 1) **Subordination:** The subordination of the Class B-4 Certificates (initially equal to approximately 2.80% of the Cut-off Date pool balance).
- 2) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 3) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

For the holders of the Class B-4 Certificates:

- 1) **Excess Spread:** On each Distribution Date, any excess spread will be available to cover losses, interest shortfalls and, to build the Overcollateralization Amount. Such available excess spread will be used to make payments of interest and principal on the Certificates, and will be applied as net monthly excess cashflow.
- 2) **Overcollateralization:** The initial Overcollateralization Amount will be approximately 1.20% and the Overcollateralization Amount will build to a target of 6.95%.

Realized Losses:

Realized Losses will be absorbed first by excess spread and then by the Overcollateralization Amount then outstanding. Following the reduction of the Overcollateralization Amount to zero, all allocable Realized Losses will be allocated, first to the Class B-4 Certificates, second to the Class B-3 Certificates, third to the Class B-2 Certificates, fourth to Class B-1 Certificates, fifth to the Class M-5 Certificates, sixth to the Class M-4 Certificates, seventh to the Class M-3 Certificates, eighth to the Class M-2 Certificates, ninth to the Class M-1 Certificates and tenth to the Class A Certificates.

Stepdown Date:

The later of (a) the Distribution Date occurring in September 2008, and (b) the first Distribution Date for which the sum of the aggregate Certificate Principal Balance of the Class M Certificates and Class B Certificates and the Overcollateralization Amount for such Distribution Date, divided by the aggregate Stated Principal Balance of the Mortgage Loans as of the last day of the related Due Period (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) is greater than or equal to approximately 73.20%.

**Principal Distribution
Amount:**

On any Distribution Date, the lesser of (a) the excess of (x) the Available Distribution Amount over (y) the interest remittance amount for such Distribution Date and (b) the sum of the following:

- (i) Each scheduled payment of principal collected or advanced on or in respect of the Mortgage Loans by the Master Servicer or any Servicer that was due during the related Due Period;
- (ii) the principal portion of all partial and full Principal Prepayments of the Mortgage Loans applied by the Master Servicer or the related Servicer during the related Prepayment Period;
- (iii) all related net Liquidation Proceeds and Insurance Proceeds received during such Prepayment Period;
- (iv) that portion of the purchase price representing principal of any repurchased Mortgage Loan deposited to the Collection Account during such Prepayment Period;
- (v) the principal portion of any related substitution shortfall amounts deposited in the Collection Account by the Seller during such Prepayment Period;
- (vi) on the Distribution Date on which the Trust Fund is to be terminated, that portion of the termination price in respect of principal; and
- (vii) The amount of any Overcollateralization Increase Amount for that Distribution Date to the extent covered by Net Monthly Excess Cashflow for that Distribution Date; *minus*
- (viii) the amount of any Overcollateralization Reduction Amount for that Distribution Date.

**Priority of
Payments:**

Payments of interest and principal on each Class of Certificates will be as follows:

Interest

The interest remittance amount will be applied in the following order of priority:

- 1) Fees and expenses of the Master Servicer and the Trustee;
- 2) Concurrently on a pro rata basis, to the Class A Certificateholders current interest plus any Unpaid Interest Shortfall Amount;
- 3) To the Class M-1 Certificateholders, current interest;
- 4) To the Class M-2 Certificateholders, current interest;
- 5) To the Class M-3 Certificateholders, current interest;
- 6) To the Class M-4 Certificateholders, current interest;
- 7) To the Class M-5 Certificateholders, current interest;
- 8) To the Class B-1 Certificateholders, current interest;
- 9) To the Class B-2 Certificateholders, current interest;
- 10) To the Class B-3 Certificateholders, current interest; and
- 11) To the Class B-4 Certificateholders, current interest.

Principal

The Principal Distribution Amount will be applied in the following order of priority:

Prior to the Stepdown Date

- 1) To the Class A Certificateholders, until paid in full;
- 2) To the Class M-1 Certificateholders, until paid in full;
- 3) To the Class M-2 Certificateholders, until paid in full;
- 4) To the Class M-3 Certificateholders, until paid in full;
- 5) To the Class M-4 Certificateholders, until paid in full;
- 6) To the Class M-5 Certificateholders, until paid in full;
- 7) To the Class B-1 Certificateholders, until paid in full;
- 8) To the Class B-2 Certificateholders, until paid in full;
- 9) To the Class B-3 Certificateholders, until paid in full; and
- 10) To the Class B-4 Certificateholders, until paid in full.

On and after the Stepdown Date

- 1) To the Class A Certificateholders, the Class A Principal Distribution Amount until paid in full;
- 2) To the Class M-1 Certificateholders, the Class M-1 Principal Distribution Amount until paid in full;
- 3) To the Class M-2 Certificateholders, the Class M-2 Principal Distribution Amount until paid in full;
- 4) To the Class M-3 Certificateholders, the Class M-3 Principal Distribution Amount until paid in full;
- 5) To the Class M-4 Certificateholders, the Class M-4 Principal Distribution Amount until paid in full;
- 6) To the Class M-5 Certificateholders, the Class M-5 Principal Distribution Amount until paid in full;
- 7) To the Class B-1 Certificateholders, the Class B-1 Principal Distribution Amount until paid in full;
- 8) To the Class B-2 Certificateholders, the Class B-2 Principal Distribution Amount until paid in full; and
- 9) To the Class B-3 Certificateholders, the Class B-3 Principal Distribution Amount until paid in full; and
- 10) To the Class B-4 Certificateholders, the Class B-4 Principal Distribution Amount until paid in full.

Net Monthly Excess Cashflow

On each Distribution Date, the Net Monthly Excess Cashflow remaining after any Realized Losses are allocated thereto will be applied in the following order of priority to the extent available for such purpose:

- 1) To the Class or Classes of Certificates then entitled to receive distributions in respect of principal, in an amount equal to any Overcollateralization Increase Amount, payable to such holders as part of the Principal Distribution Amount;
- 2) To the Class M-1 Certificateholders, any Unpaid Interest Shortfall Amount;
- 3) To the Class M-2 Certificateholders, any Unpaid Interest Shortfall Amount;
- 4) To the Class M-3 Certificateholders, any Unpaid Interest Shortfall Amount;
- 5) To the Class M-4 Certificateholders, any Unpaid Interest Shortfall Amount;
- 6) To the Class M-5 Certificateholders, any Unpaid Interest Shortfall Amount;
- 7) To the Class B-1 Certificateholders, any Unpaid Interest Shortfall Amount;
- 8) To the Class B-2 Certificateholders, any Unpaid Interest Shortfall Amount;
- 9) To the Class B-3 Certificateholders, any Unpaid Interest Shortfall Amount;
- 10) To the Class B-4 Certificateholders, any Unpaid Interest Shortfall Amount;
- 11) To the Class A Certificateholders any Net WAC Cap Rate Carryover Amount;
- 12) To the Class M-1 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 13) To the Class M-2 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 14) To the Class M-3 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 15) To the Class M-4 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 16) To the Class M-5 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 17) To the Class B-1 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 18) To the Class B-2 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 19) To the Class B-3 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 20) To the Class B-4 Certificateholders, any Net WAC Cap Rate Carryover Amount;
- 21) To the holders of the Certificates, on a sequential basis, any unpaid prepayment interest shortfalls and Relief Act shortfalls, allocated thereto; and
- 22) Any remaining amounts will be as set forth in the pooling and servicing agreement.

Principal Priority:

For each Distribution Date prior to the Stepdown Date, 100% of the Principal Distribution Amount will be paid as principal to the Class A Certificates, *provided, however*, that if the Certificate Principal Balance of the Class A Certificates has been reduced to zero, the Principal Distribution Amount will be applied sequentially in the following order of priority: first, to the Class M-1 Certificates; second, to the Class M-2 Certificates; third, to the Class M-3 Certificates; fourth, to the Class M-4 Certificates; fifth, to the Class M-5 Certificates; sixth, to the Class B-1 Certificates; seventh, to the Class B-2 Certificates; eighth, to the Class B-3 Certificates, and ninth, to the Class B-4 Certificates in each case until the Certificate Principal Balance thereof has been reduced to zero.

For each Distribution Date on or after the Stepdown Date, the applicable Principal Distribution Amount will be calculated such that all Certificates will be entitled to receive payments of principal in the following order of priority: first, to the Class A Certificates such that the Class A Certificates will have approximately 73.20% subordination, second to the Class M-1 Certificates such that the Class M-1 Certificates will have approximately 54.60% subordination, third to the Class M-2 Certificates such that the Class M-2 Certificates will have approximately 48.80% subordination, fourth, to the Class M-3 Certificates such that the Class M-3 Certificates will have approximately 43.40% subordination, fifth, to the Class M-4 Certificates such that the Class M-4 Certificates will have approximately 38.20% subordination, sixth, to the Class M-5 Certificates such that the Class M-5 Certificates will have approximately 33.30% subordination, seventh, to the Class B-1 Certificates such that the Class B-1 Certificates will have approximately 28.30% subordination, eighth, to the Class B-2 Certificates such that the Class B-2 Certificates will have approximately 23.80% subordination, ninth, to the Class B-3 Certificates such that the Class B-3 Certificates will have approximately 19.50% subordination and last, to the Class B-4 Certificates such that the Class B-4 Certificates will have approximately 13.90% subordination, in each case until the Certificate Principal Balance thereof has been reduced to zero.

Class A Principal Distribution Amount:

With respect to any Distribution Date, the lesser of:

- the Principal Distribution Amount for that Distribution Date; and
- the excess, if any, of (A) the Certificate Principal Balance of the Class A Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 26.80% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class M-1 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the Certificate Principal Balance of the Class A Certificates (after taking into account the payment of the Class A Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class M-1 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 45.40% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class M-2 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount and the Class M-1 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates and Class M-1 Certificates (after taking into account the payment of the Class A Principal Distribution Amount and the Class M-1 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class M-2 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 51.20% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class M-3 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount and the Class M-2 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates and Class M-2 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount and the Class M-2 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class M-3 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 56.60% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class M-4 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount and the Class M-3 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates and Class M-3 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount and the Class M-3 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class M-4 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 61.80% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

Class M-5 Principal Distribution Amount:

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount and the Class M-4 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates, the Class M-3 Certificates and the Class M-4 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount and the Class M-4 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class M-5 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 66.70% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

Class B-1 Principal Distribution Amount:

With respect to any Distribution Date, the lesser of :

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount and the Class M-5 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates, the Class M-3 Certificates, the Class M-4 Certificates and the Class M-5 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount and the Class M-5 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class B-1 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 71.70% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class B-2 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount and the Class B-1 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates, the Class M-3 Certificates, the Class M-4 Certificates, the Class M-5 Certificates and the Class B-1 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount and the Class B-1 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class B-2 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 76.20% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class B-3 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount, the Class B-1 Principal Distribution Amount and the Class B-2 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates, the Class M-3 Certificates, the Class M-4 Certificates, the Class M-5 Certificates, the Class B-1 Certificates and the Class B-2 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount, the Class B-1 Principal Distribution Amount and the Class B-2 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class B-3 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 80.50% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

**Class B-4 Principal
Distribution Amount:**

With respect to any Distribution Date, the lesser of:

- the remaining Principal Distribution Amount for that Distribution Date after distribution of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount, the Class B-1 Principal Distribution Amount, the Class B-2 Principal Distribution Amount and the Class B-3 Principal Distribution Amount; and
- the excess, if any, of (A) the sum of (1) the aggregate Certificate Principal Balance of the Class A Certificates, the Class M-1 Certificates, the Class M-2 Certificates, the Class M-3 Certificates, the Class M-4 Certificates, the Class M-5 Certificates, the Class B-1 Certificates, the Class B-2 Certificates and the Class B-3 Certificates (after taking into account the payment of the Class A Principal Distribution Amount, the Class M-1 Principal Distribution Amount, the Class M-2 Principal Distribution Amount, the Class M-3 Principal Distribution Amount, the Class M-4 Principal Distribution Amount, the Class M-5 Principal Distribution Amount, the Class B-1 Principal Distribution Amount, the Class B-2 Principal Distribution Amount and the Class B-3 Principal Distribution Amount for that Distribution Date) and (2) the Certificate Principal Balance of the Class B-4 Certificates immediately prior to that Distribution Date over (B) the lesser of (x) the product of (1) the subordination percentage equal to approximately 86.10% and (2) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period), and (y) the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period, and after reduction for Realized Losses incurred during the related Prepayment Period) less the Overcollateralization Floor Amount.

Trigger Event:

A Trigger Event will exist with respect to any Distribution Date if during the applicable period each of the applicable standards specified below for the Sixty Day Plus Delinquency Percentage or the Cumulative Realized Loss Percentage is not satisfied:

- 1) On any Distribution Date, the Sixty Day Plus Delinquency Percentage is less than [5.00]%;
- 2) On any Distribution Date from and including the Distribution Date in September 2008 to and including the Distribution Date in August 2009, the Cumulative Realized Loss Percentage for such Distribution Date is less than [6.45]%;
- 3) On any Distribution Date from and including the Distribution Date in September 2009 to and including the Distribution Date in August 2010, the Cumulative Realized Loss Percentage for such Distribution Date is less than [10.05]%;
- 4) On any Distribution Date from and including the Distribution Date in September 2010 to and including the Distribution Date in August 2011, the Cumulative Realized Loss Percentage for such Distribution Date is less than [12.90]%; and
- 5) On any Distribution Date thereafter, the Cumulative Realized Loss Percentage for such Distribution Date is less than [14.30]%.

Sixty Day Plus Delinquency Percentage:	A percentage obtained by dividing (x) the aggregate outstanding principal balance of Mortgage Loans delinquent 60 days or more (including Mortgage Loans that are in foreclosure, have been converted to REO Properties or have been discharged by reason of bankruptcy) by (y) the aggregate outstanding principal balance of the Mortgage Loans, in each case, as of the last day of the previous calendar month.
Cumulative Realized Loss Percentage:	A percentage obtained by dividing (x) the aggregate amount of Realized Losses incurred since the Cut-off Date through the last day of the related Due Period by (y) by the aggregate Stated Principal Balance of the Mortgage Loans as of the Cut-off Date.
Net Monthly Excess Cashflow:	With respect to any Distribution Date, the excess, if any, of (x) the Available Distribution Amount for such Distribution Date over (y) the aggregate for such Distribution Date of the amount required to be distributed as described under "Interest" and "Principal" under "Priority of Payments" above.
Overcollateralization Amount:	With respect to any Distribution Date, the amount, if any, by which the aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period) exceeds the aggregate Certificate Principal Balance of the Class A, Class M and Class B Certificates as of such Distribution Date after giving effect to distributions of the Principal Distribution Amount to be made on such Distribution Date.
Overcollateralization Floor Amount:	An amount equal to 0.50% of the aggregate Stated Principal Balance of the Mortgage Loans as of the Cut-off Date.
Overcollateralization Target Amount:	With respect to any Distribution Date, (i) prior to the Stepdown Date, an amount equal to approximately 6.95% of the the aggregate Stated Principal Balance of the Mortgage Loans as of the Cut-off Date, (ii) on or after the StepdownDate provided a Trigger Event is not in effect, the greater of (x) 13.90% of the then current aggregate Stated Principal Balance of the Mortgage Loans (after giving effect to scheduled payments of principal due during the related Due Period, to the extent received or advanced, and unscheduled collections of principal received during the related Prepayment Period) as of the last day of the related Due Period and (y) the Overcollateralization Floor Amount or (iii) on or after the Stepdown Date and if a Trigger Event is in effect, the Overcollateralization Target Amount for the immediately preceding Distribution Date.
Overcollateralization Increase Amount:	With respect to any Distribution Date, an amount equal to the lesser of (i) the Net Monthly Excess Cashflow available for payment of the Overcollateralization Increase Amount for that Distribution Date and (ii) the excess, if any, of (x) the Required Overcollateralization Amount for that Distribution date over (y) the Overcollateralization Amount for that Distribution Date.
Overcollateralization Reduction Amount:	With respect to any Distribution Date for which the Excess Overcollateralization Amount is, or would be, after taking into account all other distributions to be made on that Distribution Date, greater than zero, an amount equal to the lesser of (i) the Excess Overcollateralization Amount for that Distribution Date and (ii) the Principal Distribution Amount for that Distribution Date.
Required Overcollateralization Amount:	With respect to any Distribution Date, the required level of overcollateralization as set forth in the pooling and servicing agreement.

Excess Overcollateralization Amount: With respect to any Distribution Date, the excess, if any, of the Overcollateralization Amount on that Distribution Date over the Required Overcollateralization Amount for such Distribution Date.

Net WAC Cap Rate

MONTH	(%)	MONTH	(%)	MONTH	(%)
1	9.45	22	9.45	43	10.46
2	9.76	23	9.76	44	9.45
3	9.45	24	9.45	45	9.76
4	9.76	25	9.45		
5	9.45	26	9.76		
6	9.45	27	9.45		
7	10.46	28	9.76		
8	9.45	29	9.45		
9	9.76	30	9.45		
10	9.45	31	10.10		
11	9.76	32	9.45		
12	9.45	33	9.76		
13	9.45	34	9.45		
14	9.76	35	9.76		
15	9.45	36	9.45		
16	9.76	37	9.45		
17	9.45	38	9.76		
18	9.45	39	9.45		
19	10.46	40	9.76		
20	9.45	41	9.45		
21	9.76	42	9.45		

Selected Assumptions:

- 1) 1-month LIBOR = [20]%
- 2) 35% CPR

Excess Spread Before Losses (%)

MONTH	EXCESS SPREAD (2)	EXCESS SPREAD (3)	MONTH	EXCESS SPREAD (2)	EXCESS SPREAD (3)
1	6.13	6.13	33	5.69	5.30
2	5.54	5.57	34	5.64	5.24
3	5.43	5.28	35	5.71	5.35
4	5.56	5.25	36	5.66	5.30
5	5.45	5.03	37	5.67	5.34
6	5.46	4.99	38	5.58	5.24
7	5.81	5.39	39	5.36	5.00
8	5.48	5.01	40	5.26	4.89
9	5.61	5.13	41	5.03	4.63
10	5.51	4.96	42	5.05	4.63
11	5.63	5.05	43	5.29	4.90
12	5.54	4.90	44	5.11	4.66
13	5.55	4.90	45	5.23	4.77
14	5.67	5.04			
15	5.58	4.95			
16	5.70	5.10			
17	5.61	5.02			
18	5.61	5.06			
19	5.89	5.43			
20	5.61	5.10			
21	5.70	5.22			
22	5.60	5.12			
23	5.69	5.22			
24	5.59	5.12			
25	5.59	5.12			
26	5.67	5.22			
27	5.58	5.12			
28	5.66	5.22			
29	5.58	5.13			
30	5.59	5.15			
31	5.75	5.35			
32	5.61	5.19			

Selected Assumptions:

- 1) 35% CPR
- 2) 1-month LIBOR = [3.70]%
- 3) Forward LIBOR

This information should be considered only after reading Bear Stearns' Statement Regarding Assumptions as to Securities, Pricing Estimates and Other Information (the "Statement"), which should be attached. Do not use or rely on this information if you have not received and reviewed this Statement. You may obtain a copy of the Statement from your sales representative.

**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Summary	Total	Minimum	Maximum
Aggregate Outstanding Principal Balance	\$488,056,098.87		
Number of Loans	9,675		
Average Scheduled Principal Balance	\$50,445	\$9,857.29	\$194,611.74
⁽¹⁾ Original Combined Loan-to-Value Ratio	99.72%	75.73%	100.00%
⁽¹⁾ Mortgage Rate	10.2729%	7.7000%	12.5000%
⁽¹⁾ Net Mortgage Rate	10.0417%	7.1880%	11.9880%
⁽¹⁾ Remaining Term to Stated Maturity (months)	350	116	356
⁽¹⁾ Credit Score	653	530	813

⁽¹⁾ Weighted Average reflected in Total.

	Range	Percent of Cut-Off Date Principal Balance
Product Type	Fixed Rate	100.00%
Lien	Second	100.00%
Property Type	Two- to four- family units	7.76%
	Lo-Condo	7.92%
	Hi-Condo	0.30%
	PUD	15.01%
	Single-family	68.82%
	Townhouse	0.20%
Geographic Distribution	California	42.78%
	Florida	8.14%
	Illinois	6.82%
	Texas	5.51%
	Washington	5.01%
Number of States (including DC)	46	
Documentation Type	Full Documentation	45.37%
	No Documentation	0.60%
	Limited	2.54%
	Stated Income	51.49%
Loans with Prepayment Penalties		54.99%

This information should be considered only after reading Bear Stearns' Statement Regarding Assumptions as to Securities, Pricing Estimates and Other Information (the "Statement"), which should be attached. Do not use or rely on this information if you have not received and reviewed this Statement. You may obtain a copy of the Statement from your sales representative.

**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Original Principal Balances of the Mortgage Loans					
Original Principal Balance		Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool	
\$10,000	---	\$19,999	810	12,952,253.83	2.65
\$20,000	---	\$29,999	1,728	43,516,411.09	8.92
\$30,000	---	\$39,999	1,776	61,721,841.29	12.65
\$40,000	---	\$49,999	1,283	57,151,013.05	11.71
\$50,000	---	\$59,999	1,083	58,994,962.51	12.09
\$60,000	---	\$69,999	866	55,685,175.10	11.41
\$70,000	---	\$79,999	673	49,836,322.36	10.21
\$80,000	---	\$89,999	471	39,656,918.25	8.13
\$90,000	---	\$99,999	343	32,362,051.05	6.63
\$100,000	---	\$109,999	233	24,184,875.44	4.96
\$110,000	---	\$119,999	138	15,698,458.10	3.22
\$120,000	---	\$129,999	123	15,160,978.16	3.11
\$130,000	---	\$139,999	74	9,880,788.01	2.02
\$140,000	---	\$149,999	32	4,596,118.51	0.94
\$150,000	---	\$159,999	26	3,924,415.78	0.80
\$160,000	---	\$169,999	8	1,308,286.43	0.27
\$170,000	---	\$179,999	6	1,044,846.54	0.21
\$180,000	---	\$189,999	1	185,771.63	0.04
\$190,000	---	\$199,999	1	194,611.74	0.04
Total			9,675	488,056,098.87	100.00

As of the Cut-Off Date, the average original principal balance of the Mortgage Loans at origination will be \$50,589

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Scheduled Principal Balances of the Mortgage Loans

Scheduled Principal Balance	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
\$0 --- \$9,999	17	169,326.04	0.03
\$10,000 --- \$19,999	827	13,438,099.68	2.75
\$20,000 --- \$29,999	1,759	44,781,022.95	9.18
\$30,000 --- \$39,999	1,781	62,540,747.09	12.81
\$40,000 --- \$49,999	1,289	58,202,763.79	11.93
\$50,000 --- \$59,999	1,080	59,571,037.43	12.21
\$60,000 --- \$69,999	859	55,911,920.83	11.46
\$70,000 --- \$79,999	654	48,994,533.18	10.04
\$80,000 --- \$89,999	467	39,766,869.30	8.15
\$90,000 --- \$99,999	333	31,793,947.09	6.51
\$100,000 --- \$109,999	219	22,971,024.94	4.71
\$110,000 --- \$119,999	145	16,731,719.21	3.43
\$120,000 --- \$129,999	110	13,733,773.97	2.81
\$130,000 --- \$139,999	68	9,173,080.89	1.88
\$140,000 --- \$149,999	44	6,461,878.54	1.32
\$150,000 --- \$159,999	9	1,400,219.04	0.29
\$160,000 --- \$169,999	6	988,904.99	0.20
\$170,000 --- \$179,999	6	1,044,846.54	0.21
\$180,000 --- \$189,999	1	185,771.63	0.04
\$190,000 --- \$199,999	1	194,611.74	0.04
Total	9,675	488,056,098.87	100.00

As of the Cut-Off Date, the average scheduled principal balance of the Mortgage Loans will be \$50,445

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Mortgage Rates of the Mortgage Loans

Mortgage Rates		Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
7.500%	--- 7.749%	1	44,982.69	0.01
7.750%	--- 7.999%	694	37,854,707.51	7.76
8.000%	--- 8.999%	3,549	173,649,578.57	35.58
9.000%	--- 9.999%	2,408	131,275,056.12	26.90
10.000%	--- 10.999%	2,930	139,632,414.95	28.61
11.000%	--- 11.999%	93	5,599,359.03	1.15
12.000%	--- 12.999%	1	44,982.69	0.01
Total		9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average mortgage rate of the Mortgage Loans will be 10.2729%

**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Original Combined Loan-to-Value Ratios in Total Portfolio

Original Combined Loan-to-Value Ratios		Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
75.01%	--- 80.00%	1	77,737.33	0.02
80.01%	--- 85.00%	1	44,897.74	0.01
85.01%	--- 90.00%	55	2,648,185.52	0.54
90.01%	--- 95.00%	319	16,342,155.59	3.35
95.01%	--- 100.00%	9,299	468,943,122.69	96.08
Total		9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average original combined loan-to-value ratios of the Mortgage Loans will be 99.72%

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Geographic Distribution of the Mortgaged Properties (Greater than 2%)

State	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
California	2,895	208,801,289.30	42.78
Florida	985	39,733,570.45	8.14
Illinois	755	33,292,651.63	6.82
Texas	938	26,890,784.36	5.51
Washington	553	24,449,160.84	5.01
Colorado	501	22,291,741.95	4.57
New York	255	18,846,548.92	3.86
Maryland	259	14,369,839.16	2.94
Virginia	173	9,963,023.75	2.04
Oregon	272	9,935,819.64	2.04
Other (36 states)	2,089	79,481,668.87	16.29
Total	9,675	488,056,098.87	100.00

* No more than approximately 0.58% of the Mortgage Loans by Scheduled Principal Balance will be secured by properties located in any one zip code area.

**Selected Collateral Characteristics
For the Mortgage Loans
*As of the Cut-Off Date***

Credit Scores as of the Date of Origination of the Mortgage Loans

Range of Credit Scores	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
520 --- 539	1	72,916.78	0.01
540 --- 559	7	302,588.65	0.06
560 --- 579	360	13,790,703.55	2.83
580 --- 599	1,096	43,513,872.53	8.92
600 --- 619	1,116	48,706,319.77	9.98
620 --- 639	1,993	97,033,114.46	19.88
640 --- 659	1,630	89,017,234.87	18.24
660 --- 679	1,238	67,586,156.86	13.85
680 --- 699	908	50,968,584.66	10.44
700 --- 719	579	34,097,685.59	6.99
720 --- 739	365	20,861,644.95	4.27
740 --- 759	326	18,607,396.46	3.81
780 --- 799	45	2,849,065.52	0.58
800 and greater	11	648,814.22	0.13
Total	9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average credit score of the Mortgage Loans will be 653

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Debt-to-Income Ratios

Debt-to-Income Ratios			Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
0.001% --- 19.99%			155	7,279,295.53	1.49
20.001% --- 39.99%			2,844	123,471,634.55	25.30
40.001% --- 49.99%			5,807	307,571,417.13	63.02
50.001% --- 59.99%			869	49,733,751.66	10.19
Total			9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average original debt-to-income ratio of the Mortgage Loans will be 42.32%.

Junior Ratios

Junior Ratios			Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
0.01% --- 30.00%			9,674	487,996,167.25	99.99
30.01% --- 40.00%			1	59,931.62	0.01
Total			9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average original junior ratios of the Mortgage Loans will be 24.71%

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Property Types of Mortgaged Properties

Property Type	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
2-4 Family	579	37,864,413.23	7.76
Lo-Condo	860	38,641,816.62	7.92
Hi-Condo	27	1,461,475.37	0.30
PUD	1,490	73,236,124.03	15.01
Single Family	6,697	335,872,377.56	68.82
Townhouse	22	979,892.06	0.20
Total	9,675	488,056,098.87	100.00

Occupancy Status of Mortgaged Properties

Occupancy Status	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
Investor	1	71,255.59	0.01
Owner Occupied	9,673	487,955,605.01	99.98
Second Home	1	29,238.27	0.01
Total	9,675	488,056,098.87	100.00

Loan Purpose of the Mortgage Loans

Loan Purpose	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
Cash Out Refinance	1,471	77,275,003.11	15.83
Purchase	8,112	406,976,838.66	83.39
Rate Term Refinance	92	3,804,257.10	0.78
Total	9,675	488,056,098.87	100.00

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**Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date**

Original Terms to Stated Maturity of the Mortgage

Original Terms to Stated Maturity (Months)	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
120 --- 179	1	116,329.97	0.02
180 --- 239	255	7,975,663.70	1.63
240 --- 299	168	7,951,652.34	1.63
360 and greater	9,251	472,012,452.86	96.71
Total	9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average original term to stated maturity of the Mortgage Loans will be 355 months.

Remaining Stated Terms of the Mortgage Loans

Remaining Stated Terms (Months)	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
60 --- 119	1	116,329.97	0.02
120 --- 179	255	7,975,663.70	1.63
180 --- 239	168	7,951,652.34	1.63
300 --- 359	9,251	472,012,452.86	96.71
Total	9,675	488,056,098.87	100.00

As of the Cut-Off Date, the weighted average remaining stated term of the Mortgage Loans will be 350.

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Selected Collateral Characteristics
For the Mortgage Loans
As of the Cut-Off Date

Documentation Type of the Mortgage Loans

Documentation Type	Number of Mortgage Loans	Aggregate Scheduled Balance Outstanding as of Cut-Off Date (\$)	% of Mortgage Pool
Full Documentation	4,793	221,427,645.73	45.37
Limited	216	12,378,787.72	2.54
No Documentation	61	2,936,854.69	0.60
Stated Income	4,605	251,312,810.73	51.49
Total	9,675	488,056,098.87	100.00

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