



**AMERICAN SECURITIZATION FORUM
ASF PROJECT RESTART™
ASF RMBS TRUSTEE BOND-LEVEL REPORTING PACKAGE
REQUEST FOR COMMENT
NOVEMBER 10, 2009**

I. INTRODUCTION

On July 16, 2008, the American Securitization Forum (“ASF”)¹ announced the public launch of ASF’s Project on Residential Securitization Transparency and Reporting (“ASF Project RESTART™” or the “Project”), which is a broad-based industry-developed initiative to help rebuild investor confidence in mortgage and asset-backed securities, restore capital flows to the securitization markets, enhance market lending discipline and, ultimately, increase the availability of affordable credit to all Americans. The Project has been recognized by senior policymakers and market participants as a necessary industry initiative to improve the securitization process by developing commonly accepted and detailed standards for transparency, disclosure and diligence that each appropriate market participant will be expected to implement. ASF members participating actively in the Project include institutional investors, issuers, originators, financial intermediaries, servicers, rating agencies, due diligence professionals, trustees, outside counsel, outside consultants, data modelers and vendors, as well as ASF’s professional staff.

Since the public launch of the Project, the global credit and liquidity crisis initially triggered by losses in the subprime residential mortgage-backed securities (“RMBS”) market has become more widespread and deeper, resulting in a global economic slowdown, the failure or near-failure of a number of financial institutions and the unprecedented intervention by the U.S. government, the Federal Reserve and other governments and central banks in the financial markets, including direct investment in major financial institutions. All of these developments underscore the need for continued efforts by market participants, under the auspices of the Project, to enact fundamental changes to the securitization process to increase transparency and standardization. The ASF expects that these changes will help investor capital to flow back into mortgage securitization and, over time, return institutional capital to the mortgage markets.

¹ The American Securitization Forum is a broad-based professional forum through which participants in the U.S. securitization market advocate their common interests on important legal, regulatory and market practice issues. ASF members include over 340 firms, including issuers, investors, servicers, financial intermediaries, rating agencies, financial guarantors, legal and accounting firms, and other professional organizations involved in securitization transactions. The ASF also provides information, education and training on a range of securitization market issues and topics through industry conferences, seminars and similar initiatives. For more information about ASF, its members and activities, please go to www.americansecuritization.com. ASF is an affiliate of the Securities Industry and Financial Markets Association (SIFMA).

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On July 15, 2009, a year after the initial public launch of the Project, the ASF released final versions of the first two working phases of the Project, the ASF RMBS Disclosure and Reporting Packages.² By increasing data and standardizing available information at the loan-level through these packages, institutional investors will be able to better distinguish pools of high quality loans from lesser quality pools. In addition, by giving owners of outstanding RMBS and potential purchasers of outstanding RMBS more expansive and robust information on the performance of the loans in existing pools, this new transparency should appreciably aid in moving distressed assets from troubled institutions to purchasers better able to bear the credit risk of those assets. Simultaneously, on July 15, 2009, the ASF also released a request for comment (an “RFC”) for the ASF Model RMBS Representations and Warranties (the “Model Reps”), which represent the third working phase of the Project.³ The Model Reps seek to appropriately allocate origination risks between issuers and investors, provide a “market norm” against which investors and rating agencies can measure the representations and warranties contained in a particular transaction, and provide enhanced investor protections over what had previously been provided in “pre-crisis” transactions.

Today, the ASF is releasing for comment the proposed ASF RMBS Trustee Bond-Level Reporting Package (the “Bond-Level Reporting Package”), which represents another phase of the Project and is included as Attachment I. Consistent with the previous work streams of the Project, the RMBS Trustee Bond-Level Reporting Package represents another step by market participants towards increased transparency and standardization in RMBS transactions. The proposed package, which has been developed by the ASF Trustee Subforum, consists of 28 data fields that provide enhanced and standardized reporting of bond-level information throughout the life of an RMBS transaction. Standardization of trustee reports would provide investors and credit rating agencies with consistent fields of information across issuers and enable them to efficiently review bond performance information. In addition, it is expected that the bond information contained in the Bond-Level Reporting Package will be integrated with the loan information contained in the ASF RMBS Disclosure and Reporting Packages through a link created between the CUSIP for each bond and the recently announced industry-wide loan identifier, the ASF LINC™. This linkage will enable investors and credit rating agencies to easily acquire information about the specific loans underlying a particular bond.

II. BOND-LEVEL REPORTING PACKAGE

Since the launch of ASF Project RESTART™, a primary focus of the securitization market has been on the provision of loan-level information for RMBS transactions. To fulfill this need, the ASF RMBS Disclosure and Reporting Packages were developed to provide loan-level information both at the inception of RMBS transactions and on an ongoing reporting basis. Trustees have been involved in the Project since its beginning and many were actively involved in the development of the ASF RMBS Reporting Package, through participation in the Reporting

² To view the July 15, 2009 Final Release of the ASF RMBS Disclosure and Reporting Packages, please see www.americansecuritization.com/uploadedFiles/ASF_Project_RESTART_Final_Release_7_15_09.pdf.

³ To view the Request for Comment for the ASF Model RMBS Representations and Warranties, please see www.americansecuritization.com/uploadedFiles/ASF_RESTART_Representations_RFC_071509.pdf.

Package Working Group. As such, members of the ASF Trustee Subforum are supportive of the Project's goals of transparency, standardization and diligence in securitization transactions. With these goals in mind, members of the ASF Trustee Subforum began to discuss standardization of what they believed to be the next logical step for RMBS reporting under the Project: bond-level information.

The proposed ASF RMBS Bond-Level Reporting Package consists of 28 fields of bond-level information, including a description and proposed data format for each field. The fields and descriptions were derived through discussions among members of the ASF Trustee Subforum. The ASF RMBS Bond-Level Reporting Package does not change the type of information currently delivered by trustees or bond administrators in their bond-level report, it merely seeks to standardize and upgrade the quality of such report. In their current monthly practice, trustees and bond administrators produce a bond-level report, which is generally delivered to investors and credit rating agencies or posted to their websites. Upon implementation of the Bond-Level Reporting Package, the ASF is recommending that trustees prepare the Bond-Level Reporting Package in place of their existing bond-level report. The ASF does not believe that delivery of an improved, higher-quality report to investors and credit ratings agencies would violate existing pooling and servicing agreements ("PSAs"), however, trustees should discuss this point with their counsel. Throughout the development of the Bond-Level Reporting Package, the ASF Trustee Subforum stressed the importance of collectively incorporating all of the bond reporting requirements of existing PSAs (and other applicable contracts). In other words, the goal of the Bond-Level Reporting Package was to include all fields that are currently being reported so that trustees who made the switch would not be at risk of violating existing PSA requirements. However, to the extent that a PSA requires information that is not included in the Bond-Level Reporting Package, trustees would still be required to include this information.

The ASF Trustee Subforum understands that market participants, including trustees, have allotted substantial time and resources to many projects, including the implementation of the ASF RMBS Disclosure and Reporting Packages, the massive system integrations associated with recent mergers and acquisitions within the industry, and the systems enhancements associated with the Obama Administration's HAMP program. These market participants are especially wary of additional commitments in this period of financial market turmoil, which has seen a virtual stoppage of new issuance of RMBS and increased uncertainty created by numerous regulatory and legislative proposals. Furthermore, while the Bond-Level Reporting Package represents an incremental step in furthering the Project's goals of increasing standardization and transparency, the ASF Trustee Subforum acknowledges that other initiatives may be required if a greater level of trustee reporting is demanded by the market. For instance, certain investors and rating agencies have commented that the Bond-Level Reporting Package would be more effective if it were combined with a standard group or deal-level information report, which would enable market participants to tie-out waterfall and loss calculations. Because of these factors, the ASF Trustee Subforum, through the release of this RFC, is seeking industry input on whether the Bond-Level Reporting Package is a necessary initiative at this time, and if so, how it should be further developed.

Given everything that is occurring in the RMBS market, the ASF does not want to further drain industry time and resources unless there is sufficient market demand for implementing this package. Based on comments received, the ASF will determine if market demand is sufficient to

warrant continued consideration of this proposed package and any related initiatives. For these reasons, the earliest recommended implementation date for the proposed RMBS Trustee Bond-Level Reporting Package may be the first quarter of 2011. The ASF requests market participant feedback regarding this potential implementation date.

III. REQUEST FOR COMMENT

Given the importance of all phases of ASF Project RESTART™ to the process of restoring investor confidence and helping to reopen the secondary market for residential mortgage loans, the ASF, and particularly the ASF Trustee Subforum, believe that ASF membership and other relevant constituencies should have an opportunity and timeline to comment on the Bond-Level Reporting Package as well as on its potential implementation. Comments are requested on the Bond-Level Reporting Package by no later than December 10, 2009. After review of all comments received, ASF staff as well as the ASF Trustee Subforum and ASF Investor Committee will make any appropriate revisions to the Bond-Level Reporting Package.

IV. SUBMISSION OF COMMENTS

Comments on the ASF RMBS Trustee Bond-Level Reporting Package are requested on or before December 10, 2009. Comments should be directed to Tom Deutsch, Deputy Executive Director of the ASF, at 212.313.1135 or at tdeutsch@americansecuritization.com, and to Evan Siegert, Associate Director of the ASF, at 212.313.1178 or at esiegert@americansecuritization.com.

We wish to thank the hundreds of individual members participating in ASF Project RESTART™ for the thousands of collective hours that have been devoted to this Project thus far to help reinvigorate this critical component of American mortgage finance. We would like to extend special thanks to the Project's outside counsel, Jordan Schwartz of Cadwalader, Wickersham and Taft LLP, as well as our expert RMBS data consultant, Tim Willis of RiskSpan, Inc.

Proposed ASF¹ RMBS Trustee Bond-Level Reporting Package

November 10, 2009

Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
1	Deal ID	Abbreviated deal name.	Yes	Character	20	CWALT 2004-3t1	
2	Class	Bonds of the same type with the same underlying security.	Yes	Character	15	M-2	
3	CUSIP	Number consisting of a combination of nine characters, both letters and numbers, uniquely identifying the company or issuer and the type of security.	Yes	Character	11	013104AE4	
4	Payment Date	Actual payment date as defined by transaction documents.	Yes	YYYYMMDD	8	20090325	

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Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
5	Original Balance	The total amount of principal owed on a bond before any payments are made.	Yes	9(11).99	14	20000000	
6	Beginning Principal Balance	Certificate balance prior to giving effect to distributions to be made on such distribution date.	Yes	9(11).99	14	18958334.3	
7	Beginning Principal Balance Factor	Beginning Principal Balance per \$1,000 of Original Balance.	Yes	9(4).9(8)	13	947.916715	
8	Principal Paid	Actual principal paid to the bond on the distribution date.	Yes	9(8).99	11	299000.56	
9	Principal Paid Factor	Principal paid per \$1,000 of Original Balance.	Yes	9(4).9(8)	13	14.950028	
10	Index Rate	With respect to any interest accrual period, the index rate determined in accordance with the transaction documents on the related Interest determination date.	Yes	9(4).9(8)	13	0.02	
11	Margin	The percentage to be added to the Index Rate.	Yes	9(4).9(8)	13	0.03125	

Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
12	Current Pass-Through Rate	The annual rate of interest payable to the bond on the distribution date as calculated in accordance with the Transaction Document.	Yes	9(4).9(8)	13	0.0475	
13	Current Period Interest Due	Calculated bond-level interest due as of the distribution date as calculated under the terms of the Transaction Document, excluding carryover from prior periods.	Yes	9(8).99	11	67035.21	
14	Interest Paid	The actual interest paid to the bond on the distribution date. (Includes prior period carryover and rate cap carryover amounts--See Fields 25a-25d).	Yes	9(8).99	11	67055.31	
15	Interest Paid Factor	Interest paid per \$1,000 of Original Balance.	No	9(4).9(8)	13	3.3527655	Include factors for balances, interest paid, and principal paid.

Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
16	Ending Unpaid Interest Carryover Balance	Total unpaid interest (unrelated to interest rate caps) carried forward as of period end. This amount should be equal to the prior month's Ending Unpaid Interest Carryover Balance, plus unpaid interest accrued during the current month, plus interest accrued on carryover interest, minus Unpaid Interest Carryover Paid during the current month.	Yes	9(8).99	11	1200.03	
17	Rate Cap Carryover Period	Unpaid interest as a result of interest rate caps carried forward from prior periods that is recovered during the current period. (Field 24 should include this amount.)	Yes	9(8).99	11	1505.25	Difficult to ascertain for deals where the documents don't clearly state how interest is applied. However, may be required for REMIC tax reporting.

Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
18	Ending Rate Cap Carryover Balance	Total unpaid interest as a result of interest rate caps carried forward as of period end. This amount should be equal to the prior month's Ending Rate Cap Carryover Balance, plus Rate Cap Carryover accrued during the current month, plus interest accrued on Rate Cap Carryover balance, minus Rate Cap Carryover Paid during the current month.	Yes	9(8).99	11	37693.11	
19	Current Period Applied Loss	An incurred loss in the current period (net of current period recovered losses) resulting in a reduction in the bond's outstanding principal balance.	Yes	9(8).99	11	93051.83	Can be reported as a negative for recovered losses.
20	Current Period Applied Loss Factor	Current Period Applied Loss per \$1,000 of Original Balance.	Yes	9(4).9(8)	13	4.6525915	
21	Cumulative Applied Loss	The cumulative amount by which the bond's outstanding principal balance has been reduced as a result of incurred losses.	Yes	9(8).99	11	163001.54	

Field Number	Field Name	Field Description	Currently Required?	Data Type / Format	Maximum Length	Sample	Notes
22	Non-Supported Interest Shortfall	Shortfalls that reduce the current period interest due (e.g., net PPIS, SCRA shortfalls).	Yes	9(8).99	11	4820.59	
23	Deferred Interest	Accrued interest not paid to holders that increases bond principal balance (e.g., neg am, accrual/ accretion bonds).	Yes	9(8).99	11	611.28	
24	Deferred Interest Factor	Deferred Interest per \$1,000 of Original Balance.	Yes	9(4).9(8)	13	0.030564	
25	Ending Balance	Current ending principal balance of the bond.	Yes	9(11).99	13	18659333.74	
26	Ending Balance Factor	Ending Principal Balance per \$1,000 of Original Balance.	Yes	9(4).9(8)	13	932.966687	
27	Accrual Days	Number of days used to determine current interest.	Yes	9(3)	3	31	
28	Record Date	Record date as defined in transaction documents.	Yes	YYYYMMDD	8	20040301	