

Wachovia Bank Commercial Mortgage Trust

Commercial Mortgage Pass-Through Certificates, Series 2004-C11

Estimated Closing Date: April 2004

This pre-sale report addresses the structure and characteristics of the proposed transaction based on information provided to Moody's as of April 12, 2004. Investors should be aware that some issues concerning the transaction have yet to be finalized. On conclusive review of all documents and legal information as well as any subsequent changes in information, Moody's will endeavor to assign definitive ratings. The definitive ratings may differ from the preliminary ratings set forth in this report. Moody's will disseminate the definitive ratings through its client service desk.

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PROVISIONAL (P) RATINGS

Class*	Amount (\$)	Rating	Credit Support (%)
A-1	67,000,000	(P) Aaa	15.250
A-1A	161,017,000	(P) Aaa	15.250
A-2	59,200,000	(P) Aaa	15.250
A-3	87,715,000	(P) Aaa	15.250
A-4	52,829,000	(P) Aaa	15.250
A-5	454,900,000	(P) Aaa	15.250
B	28,641,000	(P) Aa2	12.500
C	13,018,000	(P) Aa3	11.250
D	23,434,000	(P) A2	9.000
E	11,717,000	(P) A3	7.875
F	14,320,000	(P) Baa1	6.500
G	13,019,000	(P) Baa2	5.250
H	10,415,000	(P) Baa3	4.250
J	16,924,000	(P) Ba1	2.625
K	5,207,000	(P) Ba2	2.125
L	2,604,000	(P) Ba3	1.875
M	2,604,000	(P) B1	1.625
N	2,603,000	(P) B2	1.375
O	2,604,000	(P) B3	1.125
P	11,717,309	NR	N/A
X-P ¹	1,010,357,000	(P) Aaa	N/A
X-C ¹	1,041,488,309	(P) Aaa	N/A

¹ Initial aggregate notional amount.

* Moody's understands that classes F through P and A-1A, X-C and X-P have not been and will not be registered under the Securities Act of 1933.

The issuance has been designed to permit resale under SEC rule 144A. N/R-Not Rated. N/A-Not Applicable.

POOL SUMMARY

Balance	\$1,041,488,309
Collateral	54 fixed rate loans, 86 commercial and multifamily properties
Structure	Sequential Pay
Sellers	Wachovia Bank, National Association, Artesia Mortgage Capital Corporation, Eurohypo AG, New York Branch and Citigroup Global Markets Realty Corp.
Moody's Actual DSCR	1.55X
Moody's LTV Ratio	86.0%
Moody's Property Quality Grade	2.0
Moody's Red-Yellow-Green™ Score	61.7
Moody's Economic Diversity Score	74.7
Pool Herfindahl Index	20
Shadow Rated Loans	7 loans (43.3% of pool balance) ranging in credit quality from Aa3 to Baa3
Underwriters	Wachovia Capital Markets, LLC, Citigroup Global Markets Inc., J.P. Morgan Securities, Inc. and Goldman, Sachs & Co.
Master Servicer	Wells Fargo Bank, National Association
Special Servicer	Lennar Partners, Inc., Wachovia Bank, National Association (11 Madison Avenue)
Trustee	Wells Fargo Bank, N.A.
Fiscal Agent	Wells Fargo Bank, N.A.



STRENGTHS

- The pool has seven loans or groups of loans (43.3% of the pool balance) that are shadow rated as investment grade.
- Approximately 67.9% of the pool balance is comprised of less risky asset classes, including anchored retail (46.3%), multifamily (13.1%), manufactured housing (6.6%), industrial (1.3%) and self storage (0.6%).
- Loans representing 99.5% of the pool balance are structured with borrowers organized as special purpose entities.
- Borrowers are required to fund monthly escrows for real estate taxes (67.5%) and insurance (57.3%).
- Forty-one loans (89.7% of the pool balance) are structured with in-place or springing lockbox provisions.
- The property contains five loans (8.7% of the pool balance) that are multiple property loans. The pool also contains four loans (4.2% of the pool balance) that are cross-collateralized loans.

CONCERNS

- The pool, excluding all shadow rated loans, has a weighted average Moody's LTV ratio of 94.5%. This is partly mitigated by the inclusion of seven investment grade loans which result in a Moody's pool LTV ratio of 86.0% and Moody's actual DSCR of 1.55X.
- The pool is relatively more concentrated than recent fusion transactions. This concentration is partly mitigated as 43.3% of the pool balance is shadow rated investment grade.
- Approximately 31.0% of the pool balance is composed of more volatile asset types including office (28.1%), unanchored retail (2.6%) and mixed use (0.3%).
- Approximately 38.6% of the loans by pool balance are encumbered by some form of additional and/or subordinate debt. In the case of two loans (14.9% of the pool balance) the debt is secured by the related properties on both a pari passu and subordinate basis. Three loans (4.3% of the pool balance) are permitted to incur future subordinate debt. Three loans (9.6% of the pool balance) have existing mezzanine debt. Three loans (12.1% of the pool balance) are permitted to incur future mezzanine debt.
- Three loans (5.0% of the pool balance) provide for interest only payments throughout their respective terms and thirteen loans (41.2% of the pool balance) provide for interest only payments for a portion of their respective terms and then provide for the payment of principal and interest over their respective remaining terms.
- The pool has exposure to single tenant properties. There are twenty-one properties (7.5% of pool balance) that are occupied by a single tenant. However, properties securing 4.3% of pool balance are occupied by an investment rated tenant.

POOL CHARACTERISTICS

Loan Concentration

The pool consists of 54 loans. The largest loan is \$130 million or 12.5% of the pool balance, and the ten largest loans represent 60.9% of the pool balance. The average loan size is \$19,286,821, which represents (1.9% of the pool balance). Moody's uses the Herfindahl Index to measure diversity of loan size. The pool has a Herfindahl Index of 20. The pool, excluding shadow rated loans, has a Herfindahl Index of 24. It is below the credit neutral score of 100 and below the average of other fusion pools recently rated by Moody's.

Property Type Concentration

Based on the pool balance, the property type composition is as follows: (1) Retail, 49.9% (Anchored, 46.3%; Unanchored, 2.6%; Shadow Anchored 1.1%); (2) Office, 28.1; (3) Multifamily, 13.1%; (4) Manufactured Housing, 6.6%; (5) Industrial, 1.3%; (6) Self Storage, 0.6% and (7) Mixed Use, 0.3%.

Geographic Concentration

The properties securing the loans are located across 27 states. Based on the pool balance, the top five state concentrations are as follows: Florida, 16.5%; New York, 16.2%; Connecticut, 12.9%; California, 12.5%; and North Carolina, 9.6%. Of the remaining 22 states, none represents more than 5.0% of the pool balance. The ten largest MSA concentrations are presented in *Figure 1*.

Single Tenant Concentration

Ten loans (7.5% of the pool balance) are secured by twenty-one properties leased to a single tenant. However, properties securing 4.3% of the pool balance are occupied by an investment rated tenant.

Operating History

Three loans (0.8% of the pool balance) were built or opened for operation in the past 12 months and as such have limited operating histories.

Borrower Concentration

The largest sponsors in the pool are General Growth Properties (three loans; 24.4% of the pool balance), Tamir Sapir (one loan; 9.2%), and Darryl Parmenter (one loan; 7.2%).

Borrower Quality

One loan (0.1% of the pool balance) has borrower principals/sponsors that have previously filed for bankruptcy. In this case, the bankruptcy has been resolved.

Ownership Interest

The collateral consists of first lien positions on the fee and/or leasehold interests. One loan (1.9% of the pool balance) is secured only by leasehold interests. The remaining loans (98.1% of the pool balance) are secured by fee simple interests.

Figure 1

MSA CONCENTRATION

MSA	% of Pool Balance
New York NY PMSA	15.4%
New Haven-Bridgeport-Stamford-Danbury-Waterbury CT NECMA	12.9%
Greensboro--Winston-Salem--High Point NC MSA	9.4%
Jacksonville FL MSA	7.2%
Miami FL PMSA	5.6%
Los Angeles-Long Beach CA PMSA	4.4%
Kansas City MO-KS MSA	4.2%
San Diego CA MSA	3.9%
Denver CO PMSA	3.7%
Phoenix-Mesa AZ MSA	3.0%
Top 10	69.6%

LOAN CHARACTERISTICS

Loan Originators

The loans were originated by Wachovia Bank, National Association (75.8% of pool balance), Artesia Mortgage Capital Corporation (8.6%), Eurohypo AG, New York Branch (8.2%) and Citigroup Global Markets Realty Corp. (7.4%).

Loan Origination Dates

Loans representing 100% of the pool balance were originated within the past 12 months.

Loan Type

All loans are fixed rate with a weighted average interest rate of 5.38% and a range from 4.55% to 6.42%.

Loan Term

Original loan terms range from 60 to 192 months, with a weighted average of 113 months. Remaining terms to maturity range from 54 months to 191 months, with a weighted average of 112 months.

Loan Amortization

Thirty-seven loans (53.6% of the pool balance) are balloon and ARD loans that amortize over their respective terms. One loan (0.2% of the pool balance) is fully amortizing. Three loans (5.0% of the pool balance) provide for interest only payments for their entire term and thirteen loans (41.2% of the pool balance) provide for interest only payments for a portion of their respective terms.

Crossed Collateral

The pool contains four loans (4.2% of the pool balance) that are cross-collateralized and cross-defaulted. The pool also contains five loans (8.7%) that are each secured by multiple properties.

Cash Management

Ten mortgage loans (43.3% of the pool balance) have in-place hard lockboxes. Thirty-one loans (46.5% of the pool balance) have soft or springing lockbox provisions. In addition, borrowers are required to fund monthly escrows for real estate taxes (67.5%), capital expenditures (61.8%), insurance (57.3%) and TI/LC's (14.9%). Loans representing 17.3% of the pool balance have non full-term TI/LC's.

Special Purpose Entities

Approximately 99.5% of the pool balance is represented by borrowers organized as special purpose borrowing entities.

Additional Debt

Approximately 42.4% of the loans by pool balance are encumbered by some form of subordinate or mezzanine debt. A summary of the pool's existing subordinate debt is provided in *Figure 2*. Additionally, three loans (12.1%) have the right to incur future additional financing in the form of mezzanine debt and three loans (4.3% of the pool balance) are permitted to incur future subordinated debt. All existing and future debt has been factored into the subordination levels.

Figure 2

LOANS WITH ADDITIONAL DEBT

Form of Debt	Loans	% of Pool Balance
B Note	5	38.6%
Second Mortgage	0	N/A
Unsecured Subordinate Debt	0	N/A
Mezzanine Debt	3	9.6%
Total	7*	42.4%

* One mortgage loan, representing 5.8% of the pool balance is structured with both a B note and a separate Mezzanine loan and therefore appears in both applicable categories.

Pari Passu Loans

Two loans representing 14.9% of the pool balance are structured as pari passu notes. A summary of these loans is presented in *Figure 3*.

Figure 3

PARI PASSU LOANS

Loan	Trust Balance	Total Pari Passu Balance	Pari Passu Notes	Transactions with Related Pari Passu Notes	Servicing	Additional Debt
11 Madison Avenue	\$95,555,556	\$430,000,000	4	A-1: WBCMT 2004-C10	Wachovia Bank, NA	\$85,000,000
Starrett-Lehigh Building	\$60,000,000	\$160,000,000	2	A-1: WBCMT 2004-C10	Wachovia Bank, NA	\$24,000,000
Total	\$155,555,556	\$590,000,000	6	N/A		\$109,000,000

THIRD PARTY REVIEWS

Appraisals

Appraisals were completed for all the properties. Appraisals for all of the properties (100% of the pool balance) were completed within the past twelve months.

Environmental

All the mortgaged properties (100% of the pool balance) were subject to a Phase I environmental site assessment performed by an independent third party environmental consultant or an update of a previously conducted site assessment. Two properties (0.6% of the pool balance) are covered by a secured creditor impaired policy that provides for coverage for certain losses that may arise from adverse environmental conditions. For all instances in which an adverse or potentially material environmental condition was identified, appropriate additional measures were taken, including one of the following: the conditions were remedied, a no further action or remediation letter was obtained from an environmental consultant, an environmental insurance policy was obtained, or an escrow account was established to cover the estimated costs of any required investigation, testing, monitoring, or remediation.

Structural

All the properties were subject to an engineering report. For all the properties (100% of the pool balance) the reports were completed by an independent third party engineer within the past twelve months. For most properties, escrows were established to correct deferred maintenance issues identified in the reports.

Seismic

Seventeen of the mortgage properties (16.0% of the pool balance) are located in areas that are considered a high earthquake risk. None of the properties had a PML greater than 20%, with the exception of one loan, that represents (0.3% of the pool balance). Earthquake insurance was obtained for this loan with a PML greater than 20%.

Insurance

The insurance policies for each of the top ten loans provide for some level of terrorism coverage, subject to certain policy restrictions.

STRUCTURAL REVIEW

Payment Priority

Distribution of all scheduled and unscheduled principal payments are made sequentially based upon the seniority of the tranches. For the purposes of distributing scheduled and unscheduled principal payments to the Senior Certificates, the Loan Group 1 principal amount will be directed to Classes A-1, A-2, A-3, A-4 and A-5 sequentially and the Loan Group 2 principal amount will be directed to Class A-1A. However, in the event that the certificate principal balances of the Class P through B certificates have been reduced to zero, distribution of principal collected or advanced will be made pro rata among Classes A-1, A-2, A-3, A-4, A-5 and A-1A. Increases in credit support are realized through the application of scheduled and unscheduled principal distribution amounts. Decreases in credit support are determined by actual losses.

Representations and Warranties

The sellers of the mortgage loans, Wachovia Bank, National Association, Artesia Mortgage Capital Corporation, Eurohypo AG, New York Branch and Citigroup Global Markets Realty Corp., have made representations and warranties concerning the mortgage loans to the depositor, Wachovia Commercial Mortgage Securities, Inc. and these have been assigned to the trustee for the benefit of the certificate holders. The representations and warranties, which generally are of standard scope, cover such items as title to the underlying properties, the lien status of the mortgage loans, the enforceability of the related promissory notes, and the payment status of the mortgage loans. A material breach of any representations will require the sellers to cure or repurchase any affected mortgage loans.

Servicing

Wells Fargo Bank, National Association will be the master servicer, and Lennar Partners Inc. and Wachovia Bank, National Association (11 Madison Avenue Loan) will be the special servicers for this transaction, respectively. The responsibilities of the master and special servicers include advancing delinquent scheduled principal and interest payments (other than balloon payments) on the mortgage loans and such other sums necessary for the protection of the property (e.g., real estate taxes, insurance, etc.) all to the extent deemed recoverable. Wachovia Bank, National Association and Lennar Partners Inc. have been reviewed by Moody's and found acceptable in the roles of master servicer and special servicer.

Ratings

Moody's ratings are based upon the quality of the collateral, the levels of credit enhancement furnished by the subordinate tranches, and on the structural and legal integrity of the transaction. The ratings on the certificates address the likelihood of receipt by certificate holders of timely payment of interest and of all distributions of principal by the final rated distribution date in January 2041.

Moody's rating addresses only the credit risks associated with the transaction. Other non-credit risks, such as those associated with the timing of principal payments and the payment of prepayment penalties, have not been addressed and may have a significant effect on yield to investors.

MOODY'S CREDIT ANALYSIS

Moody's reviewed the loan collateral for approximately 74.5% of the pool by loan balance. The collateral information included loan summaries, financial statements, a rent roll report (as applicable), appraisals, as well as engineering and environmental studies. In addition, Moody's performed selected site inspections to confirm our impressions of the properties based on a review of the loan files. Properties representing 62.5% of the pool by loan balance were visited. New York, Illinois, Connecticut, North Carolina, Georgia and Florida were among the seven states visited. *Figure 4* presents a summary of Moody's analysis by property type (excluding 11 Madison Ave. and the Home Depot loans).

Figure 4

PROPERTY TYPE SUMMARY

Property Type	% of Pool Balance	Net Cash Flow Adjustment	Property Quality Grade	Moody's Actual DSCR ¹	Moody's Stressed DSCR ²	U/W DSCR ³	Moody's LTV Ratio	U/W LTV Ratio
Multifamily	14.8%	-1.1%	2.0	1.38	0.97	1.39	95.9%	74.1%
Manufactured Housing	7.5%	-1.9%	2.4	1.37	0.99	1.40	97.2%	75.1%
Industrial	1.5%	-3.1%	2.3	1.16	0.92	1.20	109.2%	74.5%
Storage	0.7%	-1.5%	2.1	1.43	1.24	1.45	79.5%	62.8%
Anchored Retail	51.0%	-2.8%	2.0	1.61	1.20	1.69	82.5%	66.9%
Unanchored Retail	2.9%	-3.2%	2.1	1.33	1.16	1.37	94.5%	72.8%
Mixed Use	0.3%	-2.0%	2.3	1.37	1.01	1.40	104.3%	77.2%
Office	21.4%	-2.5%	1.9	1.64	1.27	1.69	84.5%	63.2%
Total/Wtd Average Pool	100.0%	-2.40%	2.0	1.55	1.16	1.60	86.0%	67.6%

¹ Moody's Actual DSCR is based on Moody's NCF and the actual debt service.

² Moody's Stressed DSCR is based on Moody's NCF and a 9.25% stressed rate applied to the pool balance.

³ UW DSCR is based on the underwritten NCF and the actual debt service.

Red-Yellow-GreenTM

Moody's classifies the commercial real estate markets as Red, Yellow, or Green based on supply and demand relationships as well as other variables relevant to specific property types. The pool's Red-Yellow-GreenTM score of 61.7 is higher than the recent conduit average of 58.4 and lower than the national average of 64.5 for all markets and property types covered. The pool has a Red-Yellow-GreenTM coverage score of 54.0% which is lower than the recent conduit average of 62.9%. The coverage score indicates the percentage of the total pool for which scores are available. The availability of scores is dependent on whether data is available for a particular market and property type. For example, regional malls, power centers, and less common property types such as self-storage, manufactured housing, and healthcare facilities are not covered in our analysis. Approximately 83.0% of the "non-covered" collateral is located in MSAs which are ranked below the top 100 or are too small to be designated a MSA. For additional details please refer to *Appendix B*.

Economic Diversity

Moody's considers the pool to be above average in terms of economic diversification. The pool has a composite score of 74.7, which is below 76.6 the median score of the conduit universe rated by Moody's between 1996 and the year-end 2003. The shares of most industries in the pool are similar to those of the national economy as a whole. For additional details please refer to *Appendix A*.

Figure 5

SHADOW RATED LOANS

Loan	Pool Balance	% of Pool Balance	Moody's LTV Ratio	Moody's Shadow Rating
Brass Mill Center & Commons	\$130,000,000	12.5%	76.0%	Baa3
Four Seasons Town Centre	\$97,864,906	9.4%	74.2%	Baa3
11 Madison Avenue	\$95,555,556	9.2%	N/A	Baa2
Starrett-Lehigh Building	\$60,000,000	5.8%	60.3%	A1
Bay City Mall	\$26,082,959	2.5%	72.7%	Baa3
Home Depot	\$21,613,000	2.1%	N/A	A3
University Mall	\$19,734,153	1.9%	54.2%	Aa3
Total	\$450,850,574	43.3%	72.1%	N/A

* The 11 Madison Avenue and Home Depot loans were analyzed utilizing the dark value at balloon due to the credit lease nature of the assets. As such the LTV figures are not applicable in this context.

Shadow Rated Loans

The pool has seven shadow rated loans that represent 43.3% of the pool balance. A summary of these loans is presented in *Figure 5*. The assigned shadow ratings are equivalent to the ratings that would have been assigned to the junior most tranche of the pooled loan balance had that loan been securitized on a stand alone basis. The shadow ratings are reflective of each loan's credit quality and are independent of the pool's diversity characteristics.

Moody's DSCR

Moody's weighted average actual DSCR for the pool is 1.55X (excluding 11 Madison Ave. and the Home Depot loans). Moody's weighted average actual DSCR for the pool, excluding shadow rated loans, is 1.42X. *Figure 6* provides a distribution of Moody's DSCRs for the pool, excluding shadow rated loans, based on the adjusted net cash flow and the actual debt service.

Moody's LTV Ratio

For each loan, the LTV ratio was derived by applying Moody's standard capitalization rates (by property type) to Moody's net cash flow. The pool's weighted average Moody's LTV ratio is 86.0% (excluding 11 Madison Ave. and the Home Depot loans). The pool's weighted average Moody's LTV ratio, excluding shadow rated loans, is 94.5%. *Figure 7* provides a distribution of Moody's LTV ratios for the pool, excluding shadow rated loans.

Property Quality Grade

In addition to most of the largest properties, Moody's assessed collateral representative of the pool by property type and by geographic location. Moody's grades properties on a scale of 1 to 5 (best to worst) and considers those grades when assessing the likelihood of debt payment. The factors considered include property age, quality of construction, location, market, and tenancy. The average grade for the pool is 2.0 (excluding 11 Madison Ave. and the Home Depot loans), which indicates a similar asset quality compared to other recent transactions. The average grade for the pool, excluding shadow rated loans, is 2.1. *Figure 8* provides a distribution of the property grades for the pool, excluding shadow rated loans.

Net Cash Flow Adjustment

Based in part upon the supplied collateral information, Moody's made property-type specific adjustments to the underwriter's net cash flow projections. In order to derive a stabilized net cash flow available to service the debt, we considered rents, revenues, operating expense ratios, and vacancy allowances consistent with the property market. In addition, Moody's considered capital items, such as leasing commissions, tenant improvements, replacement reserves, and furniture, fixtures, and equipment (FF&E) reserves to the extent not already included in the underwritten cash flow. Moody's weighted average reduction to the pool's underwritten net cash flow was 2.4% (excluding 11 Madison Ave. and the Home Depot loans). Moody's weighted average reduction to the pool's underwritten net cash flow, excluding shadow rated loans, was 2.2%.

DISTRIBUTIONS

<i>Figure 6</i> MOODY'S ACTUAL DSCR			<i>Figure 7</i> MOODY'S LTV RATIO			<i>Figure 8</i> PROPERTY QUALITY GRADE		
DSCR	Properties	% of Pool Balance	LTV Ratio	Properties	% of Pool Balance	Property Quality Grade	Properties	% of Pool Balance
1.00 - 1.09	0	0.0%	115.0-119.9	0	0.0%	0.50 - 1.49	0	0.0%
1.10 - 1.19	4	5.8%	110.0 -114.9	2	4.5%	1.50 - 1.99	15	22.5%
1.20 - 1.29	19	27.4%	105.0- 109.9	6	16.0%	2.00 - 2.24	30	43.2%
1.30 - 1.39	17	15.6%	100.0- 104.9	5	4.0%	2.25 - 2.49	23	28.5%
1.40 - 1.49	24	27.3%	95.0 - 99.9	25	30.5%	2.50 - 2.74	11	5.8%
1.50 - 1.59	10	6.1%	90.0 - 94.9	13	8.2%	2.75 - 2.99	0	0.0%
1.60 - 1.69	1	3.8%	85.0 - 89.9	7	17.4%	3.00 - 3.24	0	0.0%
1.70 - 1.79	1	1.4%	80.0 - 84.9	12	5.1%	3.25 - 3.49	0	0.0%
1.80 - 1.89	2	11.2%	75.0 - 79.9	6	12.2%	3.50 - 3.74	0	0.0%
1.90 - 1.99	1	1.4%	70.0 - 74.9	3	2.1%	3.75 - 3.99	0	0.0%
>= 2.00	0	0.0%	60.0 - 69.9	0	0.0%	4.00 - 4.49	0	0.0%

Distributions are for the pool, excluding shadow rated loans.

TOP TEN LOAN ANALYSIS

Figure 9
SUMMARY

Property Name	Property Type	% of Pool Balance	NCF Adjust-ment	Property Quality Grade	Moody's Value Per Unit	Moody's Actual DSCR ¹	Moody's Stressed DSCR ²	U/W DSCR ³	Moody's LTV Ratio	U/W LTV Ratio
Brass Mill Center & Commons	Regional Mall	12.5%	-5.9%	1.75	\$198	1.67	1.21	1.77	76.0%	62.1%
Four Seasons Town Centre	Regional Mall	9.4%	0.0%	1.75	\$142	1.54	1.24	1.54	74.1%	60.8%
11 Madison Avenue	Office	9.2%	N/A	N/A	N/A	N/A	N/A	1.55	N/A	63.7%
Bank of America Tower	Office	7.2%	-4.4%	2.00	\$120	1.45	1.14	1.51	89.8%	69.2%
Starrett-Lehigh Building	Office	5.8%	-0.5%	1.75	\$114	2.07	1.66	2.08	60.3%	45.7%
Westland Mall	Regional Mall	5.6%	-4.3%	2.25	\$327	1.81	1.25	1.89	77.7%	72.6%
ARC Portfolio- I	Manufactured Housing	3.5%	-1.4%	2.30	N/A	1.35	1.00	1.37	95.1%	76.3%
Amargosa Commons	Anchored Retail	2.9%	-0.7%	1.75	\$161	1.20	0.89	1.21	106.3%	80.0%
Bay City Mall	Regional Mall	2.5%	-3.4%	2.75	\$99	1.95	1.41	2.02	72.7%	64.7%
The Shoppes at Gilbert Commons	Anchored Retail	2.4%	-0.3%	2.00	\$141	1.24	0.91	1.25	107.0%	79.6%
Total/Wtd. Average Top 10 Loans		60.9%	-2.8%	1.9	N/A	1.62	1.22	1.65	80.3%	64.8%
Total/Wtd. Average Pool, excluding shadow rated loans		56.7%	-2.2%	2.1	N/A	1.42	1.04	1.45	94.5%	76.4%
Total/Wtd. Average Pool		100.0%	-2.4%	2.0	N/A	1.55	1.16	1.60	86.0%	67.6%

1 Moody's Actual DSCR is based on Moody's NCF and the actual debt service.

2 Moody's Stressed DSCR is based on Moody's NCF and a 9.25% stressed rate applied to the pool balance.

3 U/W DSCR is based on the underwritten NCF and the actual debt service.

1. BRASS MILL CENTER & COMMONS

COLLATERAL SUMMARY

% of Pool	12.5%
Pool Amount	\$130,000,000
Originator	Wachovia
Shadow Rating	Baa3
Property Type	Regional Mall
Location	Waterbury, CT
Red-Yellow-Green™	
Size	864,187 Square Feet (collateral only)
Year Built/Renovated	1997
Collateral Occupancy	96.8% as of 2/20/04
Ownership	Fee Simple
Purchase Price	NA

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR
Pool Balance	\$130,000,000	76.0%	1.67X
Pari Passu Debt	\$0	N/A	N/A
Other Secured Debt	\$10,000,000	81.9%	1.55X
Mezzanine	\$0	N/A	N/A
Total	\$140,000,000	81.9%	1.55X

LOAN SUMMARY

Loan Type	Fixed Rate
Interest Rate	4.55%
Interest Only Period	N/A
Amortization	25 years
Maturity Date	4/11/2014
Extension Options	N/A
Sponsor	GGP Limited Partnership (50%) and NY State Common Retirement Fund (50%)
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES

Lockbox	Soft
Ongoing Reserves	Springing
Upfront Reserves	None
Other	Borrower has provided a \$5MM guarantee as additional security until two junior anchor tenants take occupancy and commence paying full rent. Borrower has right to obtain release of certain non-income producing parcels once certain conditions are satisfied including rating agency confirmation.

Strengths

- The loan is shadow rated **Baa3** with a Moody's LTV ratio of 76.0%.
- The loan amortizes on a 25 year schedule.
- The subject is the only regional mall in its trade area.
- Strong sponsorship with significant equity in the transaction as well as experienced management. GGP is the second largest owner and operator of regional malls and the third largest third-party manager in the US.

Concerns

- The mall's in-line occupancy cost to sales ratio for 2003 was 15%, which is at the high end of the acceptable range given its comparable mall sales of \$351 psf. Moody's adjusted in place rents downward to reflect a more sustainable level.
- Hoyt's Cinemas has negotiated an early termination of its lease at the subject. The tenant will continue to pay its contractual rent through February 28, 2006. The tenant will pay a termination fee of approximately \$2.4 million, and the landlord will have the right to terminate the lease with 30-days notice in the event it finds a replacement tenant prior to the termination date.
- Additional leverage in the form of secured subordinate debt.

Property Description

The loan is secured by two adjacent properties, a two and partial three-level, enclosed regional mall and a single level, open air community center located in Waterbury, CT approximately 28 miles southwest of Hartford and 25 miles north of New Haven. The mall was built in 1997. Currently work has begun to convert a former vacant anchor pad into two junior anchor spaces for which there are two signed leases. The total mall square footage is 986,545

which include 444,638 square feet of anchor space, 140,522 square feet of junior anchor space, and 401,084 square feet of in-line and theater space. The grocery anchored community center includes 197,033 square feet of which 16,030 square feet are contained in three out parcels.

Tenant Overview

A summary of the subject's mall tenants is presented in *Figure 10*. The mall is anchored by Filene's, Sears, and JC Penney. As both Filene's and Sears are not part of the collateral, they are not required to report sales, thus the numbers reflected below are based on mall management's discussions with store managers. JC Penney's 2003 sales of \$115 per square foot is below its 2002 chain-wide average of \$140 per square foot, while its occupancy cost ratio of 4.9% is at the higher end of the range for department stores. Two new junior anchors are scheduled to open in November 2004 and July 2004, namely Burlington Coat Factory (91,390 square feet) and Steve & Barry's (49,132 square feet) respectively. These tenants are expected to create additional traffic and positively impact sales productivity. The community center is 100% occupied and generates 18.9% of base income. Its tenancy includes Shaw's Supermarket which posted 2003 sales of \$425 per square foot. Other big box tenants include Toys R Us, Office Max and Barnes & Noble. The collateral also includes 333,607 square feet of in-line space and 70,477 square feet of theater space. The in-line space is 89.9% occupied by approximately 111 tenants that cater to a mid-market customer base. Comparable in-line store sales for the subject were \$351, \$348, and \$351 per square foot in 2001, 2002 and 2003, respectively. The average occupancy cost in 2003 was 15.0%. This ratio is at the high end of Moody's acceptable range and limits upside from rental rate increases at lease expiration. The deterioration in this ratio is primarily driven by increases in expenses, primarily real estate taxes which has increased 36% since 2001. The 12-screen Hoyt's theater reported healthy sales of approximately \$392,000 per screen in 2003; however it is burdened by an excessive amount of common area space for which it pays full rent as evidence by its high occupancy cost to sales ratio. Hoyt's Cinemas has negotiated an early termination of its lease at the subject. The tenant will continue to pay its contractual rent through February 28, 2006. The tenant will pay a termination fee of approximately \$2.4 million, and the landlord will have the right to terminate the lease with 30-days notice in the event it finds a replacement tenant prior to the termination date. The majority of the rollover risk is in 2008 when leases representing 15.7% of GLA expires.

Figure 10

BRASS MILL CENTER TENANT OVERVIEW

Tenant	GLA	Collateral Status	2003 Sales PSF	2002 Sales PSF	Occupancy Cost	Moody's Senior Unsecured Rating
Filene's	161,744	Anchor Owned	NAV	\$222	N/A	Baa1
Sears	157,647	Anchor Owned	NAV	\$198	N/A	Baa1
JC Penney	125,247	Collateral	\$115	\$111	4.9%	Ba3
Junior Anchors ¹	140,522	Collateral	N/A	N/A	N/A	N/A
Hoyt's Theater ²	70,477	Collateral	\$392,000	NAV	40.8%	N/A
In Line (occupied) ³	297,069	Collateral	\$351	\$348	15.0%	N/A
Vacant	33,839	Collateral	N/A	N/A	N/A	N/A
Total	986,545	N/A	N/A	N/A	N/A	N/A

¹ Burlington Coat Factory (91,390 sf) and Steve & Barry's University Sportswear (49,132 sf) are expected to take occupancy by November and July 2004, respectively.

² Sales on a per screen basis.

³ Sales are for comparable tenants occupying less than 10,000 square feet.

Market Overview

The subject is located in the city of Waterbury which was once known as the 'Brass Capital of the World'. The subject's primary 10-mile trade area contains a moderately dense, but slow growing population of approximately 324,824. Between 2000 and 2002, the population grew by a marginal 0.7% and is projected to experience below average growth rate of 0.29% through 2007. The average household income for the trade area in 2002 was \$68,604 and is projected to grow at an annual compound rate of 2.84% through 2007.

The subject is the only mall in the trade area. The closest competitive mall is located in Meriden approximately 14 miles east of the subject. This mall has a similar anchor alignment and is also expected to add a Steve & Barry's store to its tenant roster. It was reportedly 95% occupied with sales of approximately \$290 per square foot. The subject benefits from easy accessibility and excellent visibility from Interstate 84.

2. FOUR SEASONS TOWN CENTRE

COLLATERAL SUMMARY	
% of Pool	9.4%
Pool Amount	\$97,864,906
Originator	Wachovia
Shadow Rating	Baa3
Property Type	Regional Mall
Location	Greensboro, NC
Red-Yellow-Green™	
Size	928,410 Square Feet (collateral only)
Year Built/Renovated	1973/1999
Collateral Occupancy	95.7% as of 3/1/04
Ownership	Fee Simple
Purchase Price	\$161,000,000 (2/2004)

DEBT SUMMARY			
		Moody's	
		LTV	Actual DSCR
Pool Balance	\$97,864,906	74.1%	1.54X
Pari Passu Debt	\$0	N/A	N/A
Other Secured Debt	\$13,980,700	84.7%	1.35X
Mezzanine	\$0	N/A	N/A
Total	\$111,845,606	84.7%	1.35X

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.60%
Interest Only Period	N/A
Amortization	25 years
Maturity Date	12/11/2013
Extension Options	N/A
Sponsor	General Growth Properties Inc.
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard
Ongoing Reserves	Taxes
Upfront Reserves	Taxes
Other	Borrower has right to obtain release of certain non-income producing parcels once certain conditions are satisfied.

Strengths

- The loan is shadow rated **Baa3** with a Moody's LTV ratio of 74.1%.
- The loan amortizes on a 25 year schedule.
- The subject is the dominant mall in the trade area with comparable sales of \$323 in 2003 and a 10% occupancy cost to sales ratio.
- The mall is in very good condition. The common areas are attractive with a high degree of finish, reflecting the \$11 million interior renovation completed in 1999.
- Strong sponsorship with significant equity in the transaction as well as experienced management. GGP is the second largest owner and operator of regional malls and the third largest third-party manager in the US. Management should be successful in creating additional revenue sources especially through its specialty leasing program.

Concerns

- The subject is located in a secondary market; however, it is the dominant regional center within a 50 mile radius.
- Department store sales productivity is marginal. However, all the anchors have recently either made capital improvements and/or extended lease terms.
- Additional leverage in the form of secured subordinate debt.

Property Description

The loan is secured by a three-level, enclosed regional mall located in Greensboro, NC. It sits adjacent a 990-room Sheraton hotel and the Koury Convention Center. The mall was built in 1973 and expanded in 1988 with a significant \$11 million interior renovation program in 1999. The total mall square footage is 1.14 million which include 641,743 square feet of anchor space, 426,920 square feet of in-line space and 71,521 square feet located in pad buildings. One of the department store anchors (Dillard's) is not a part of the collateral.

Tenant Overview

A summary of the subject's mall tenants is presented in *Figure 11*. The mall is anchored by JC Penney, Dillard's and Belk. JC Penney's 2003 sales of \$85.4 per square foot is below its 2002 chain-wide average of \$140 per square foot, however its occupancy cost ratio of 2.3% is at an acceptable level for a department store. Belk reported 2003 sales at \$83 per square foot with an occupancy cost ratio of 3.8%. It should be noted that all three anchors have fairly large stores, which are possibly too large for the size of this market; however, each has recently demonstrated its commitment to their respective stores. Dillard's completed a renovation and 73,000 square feet expansion in 2002, and in 2003. Belk completed a \$1 million store improvement and extended its lease term expiration to 2014. JC Penney, who has been at the subject since 1974, recently exercised a five-year option, extending its lease expiration to 2009. The in-line space (including out parcels) is 92% occupied by approximately 169 tenants that cater to a mid-market customer base. Comparable in-line store sales for the subject were \$324, \$319, and \$323 per square foot in 2001, 2002 and 2003, respectively. The average occupancy cost in 2003 was 10.0%, which is at the low end of the range for regional malls. The majority of the rollover risk (27.2% of GLA) is concentrated in 2009 when JC Penney's lease expires.

Figure 11

FOUR SEASONS TOWN CENTRE TENANT OVERVIEW

Tenant	GLA	Collateral Status	2003 Sales PSF	2002 Sales PSF	Occupancy Cost	Moody's Senior Unsecured Rating
JC Penney	217,975	Collateral	\$85	\$87	2.3%	Ba3
Dillard's	212,047	Anchor Owned	NAV	NAV	N/A	B2
Belk Stores	211,994	Collateral	\$83	\$89	3.8%	NR
In Line (occupied) ¹	458,699	Collateral	\$323	\$319	10.0%	N/A
Vacant	39,742	Collateral	N/A	N/A	N/A	N/A
Total	1,140,457	N/A	N/A	N/A	N/A	N/A

¹ In-line square footage includes out-parcels. Sales are for comparable tenants occupying less than 10,000 square feet.

Market Overview

The subject is located in the city of Greensboro which is within the Greensboro/Winston-Salem/High Point MSA also known as the 'Piedmont Triad'. The subject's primary 10-mile trade area contained a moderately dense population base of approximately 331,912 in 2001. Between 2001 and 2006, the population is projected to experience a moderate compound annual average growth rate of 1.27%. The average household income for the trade area in 2001 was \$62,090.

The subject is the dominant mall in the trade area. The closest competitive mall, Oak Hollow Mall is located in High Point, approximately 10 miles southwest of the subject. This mall has a similar anchor alignment in addition to a Sears store. It was reportedly 92% occupied with much lower sales of approximately \$250 per square foot. The other source of competition is from a newly renovated center known as, Friendly Shopping Center which is described as a lifestyle center located 4 miles north. It features three department stores, Hecht's, Belk and Sears as well as a supermarket and a movie theater. It is reportedly 97% occupied. While its location lacks regional accessibility, it has an affluent customer base. The subject benefits from easy regional accessibility from Interstate 40 and 85.

3. ELEVEN MADISON AVENUE

COLLATERAL SUMMARY	
% of Pool	9.2%
Pool Amount	\$95,555,556
Originator	Wachovia
Shadow Rating	Baa2
Property Type	Office
Location	New York, NY
Red-Yellow-Green™	Yellow (60)
Size	2,256,552 Square Feet
Year Built/Renovated	1937/94/97
Collateral Occupancy	98.6% as of 12/22/03
Ownership	Fee Simple
Purchase Price	\$675.0 mil as of 12/03

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pool Balance	\$95,555,556	N/A	N/A
Pari-Passu Debt	\$334,444,444	N/A	N/A
Other Secured Debt	\$85,000,000	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$515,000,000	-	-

NOTE: Due to the amount of investment-grade rated revenue, the loan was analyzed similar to a credit tenant lease structure and utilized the dark value at balloon. As such, the LTV and DSCR figures are not applicable in this context.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.30%
Interest Only Period	60 months
Amortization	30 years after I/O period
Maturity Date	1/11/2014
Extension Options	N/A
Sponsor	ZAR Realty Management
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard lockbox
Ongoing Reserves	Cap Ex, Insurance, Taxes, TI/LC
Upfront Reserves	Insurance (\$216,667), Taxes (\$207,460)
Other	

Strengths

- The loan is shadow rated **Baa2**.
- Credit Suisse First Boston ("CSFB") occupies 85% of the net rentable area on long term leases and uses the building as its world headquarters.
- Investment grade tenants generate 95.5% of the total rent.
- In-place average rent at the property is below market.

Concerns

- Tenant concentration risk with 85% of the net rentable area occupied by a single tenant. However, CSFB is rated **Aa3** and uses the building as its world headquarters. They occupy the space on long term leases at below market rents.
- CSFB has a termination option in 2007 on 528,730 square feet (27.5% of their space). The termination option is mitigated by 1) a \$32 million (3 years rent) termination fee if all 528,730 square feet are terminated, 2) two year termination notice with 100% cash trap in event of such notice, and 3) below market lease terms.
- The loan is interest only for the first 60 months.
- Additional leverage in the form of secured subordinate debt.

Property Description

The loan is secured by a 30-story class A office building in New York City. The 2,256,552 square foot project was initially constructed in 1937 and subsequently renovated from 1994 through 1997. The floor plates range from 100,000 square feet in the base to 45,000 square feet in the tower. The building is serviced by 48 elevators (41 passenger, 2 freight, and 3 combined use). The predominant façade material is limestone. The property is bounded by Madison Avenue, Park Avenue South, 24th Street and 25th Street. Madison Square Park is located directly to the west of the subject. Several subway lines are within one block.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 12*. The largest tenant, Credit Suisse First Boston (**Aa3**), occupies 85% of the net rentable area and uses the property as its world headquarters. The CSFB space has multiple expiration dates with 20.3% expiring in 2007, 5.4% expiring in 2013, and 74.3% expiring in 2017. Additionally, CSFB has a termination option on 528,730 square feet (27.5% of their space) that is otherwise leased through 2017. If CSFB exercises the termination option, they will be required to give two years notice and pay up to \$32 million in termination fees. Aon Corporation (**Baa2**) occupies 6.1% of the net rentable area, and is currently subleasing its entire 138,072 square feet to IBM Corporation (**A1**). Omnicom Group, Inc. (**Baa1**) occupies 4.2% of the net rentable area. Omnicom is one of the largest advertising companies in the world. Excluding the CSFB termination space, 34.8% of the net rentable area expires during the loan term.

Figure 12

ELEVEN MADISON AVENUE TENANT OVERVIEW

Tenant	NRA	% of NRA	Gross Rent PSF	Lease Expiration	Moody's Senior Unsecured Rating
Credit Suisse First Boston	1,921,459	85.2%	\$25.79	07,10,13,17	Aa3
Aon Corporation	138,072	6.1%	\$31.98	2013	Baa2
Omnicom Group	95,557	4.2%	\$31.54	2008	Baa1
Gould Paper	46,318	2.1%	\$23.56	2013	N/A
Other Tenants	23,518	1.0%	\$22.42	N/A	N/A
Vacant Space	31,628	1.4%	N/A	N/A	N/A
Total	2,256,552	100.0%	\$26.34	N/A	N/A

Note: The gross rent PSF figure includes both base rent and recoveries.

Market Overview

Moody's classified the New York office market as Yellow (60) in its third quarter 2003 Red-Yellow-Green Outlook. The subject is located in the East Midtown South submarket. According to Torto Wheaton Research (TWR), this submarket contains 37.6 million square feet of space, or 10.9% of the New York City market. As of third quarter 2003, TWR reported class-A submarket vacancy and average asking rent of 7.4% (down from 8.1% the previous quarter) and \$31.40 (unchanged from the previous quarter), respectively. The current average rent at the subject property is considered below market. TWR also reported that there was no additional supply expected in the near term for the East Midtown South submarket.

4. BANK OF AMERICA TOWER

COLLATERAL SUMMARY	
% of Pool	7.2%
Pool Amount	\$75,000,000
Originator	Wachovia
Shadow Rating	NA
Property Type	Office
Location	Jacksonville, FL
Red-Yellow-Green™	Yellow: (53)
Size	697,341 Square Feet
Year Built/Renovated	1990
Occupancy	79.5% as of 1/27/04
Ownership	Fee Simple
Purchase Price	NA

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pool Balance	\$75,000,000	89.8%	1.45X
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$75,000,000	89.8%	1.45X

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	6.16%
Interest Only Period	24 months
Amortization	30 years after IO period
Maturity Date	4/11/2014
Sponsor	Darryl Parmenter
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard lockbox
Ongoing Reserves	Tax, Insurance, Replacement Reserves, TI/LC (\$44,333 Bank of America space)
Upfront Reserves	TI/LC (\$1,500,000 Bank of America space)
Other	TI/LC reserve for Bank of America space will be ongoing for the first 5-years of the loan. Total of \$4,160,000 in 2009 including upfront reserves.

Strengths

- Class A premier building in Jacksonville CBD.
- Strong tenancy, with 34.3% of the base rent derived from investment grade rated tenants. In addition, several prominent law firms are tenants on long term leases.
- Subject is well located within the CBD, with easy access to several major highways as well as the new county courthouse.

Concerns

- Loan is interest only for the first 24 months.
- The subject is currently 20.5% vacant. Most of the vacancy resides in an older annex building attached to the newer tower, which was vacated in December of 2003.
- The largest tenant (Bank of America) could possibly vacate a portion of its space in 2009 (27,830 sf or 4.0% of NRA). However, the loan has been structured with an upfront escrow of \$1.5 million as well as ongoing reserves that combined will total \$4.2 million or \$22.00 per square foot (based on space to be vacated by 2009).

Property Description

The collateral consists of a 42-story, Class A office building that contains 661,202 square feet of leasable space and a 5-story, annex building that contains 36,139 square feet, located in Jacksonville, FL. The collateral includes an attached parking garage with 660 spaces as well as a freestanding parking garage with 240 spaces located within a block of the subject. The Bank of America Tower was built in 1990 and the annex building was built in 1970. The property is located one block north of St. John's River. The location provides easy access to both downtown Jacksonville and the surrounding area.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 13*. The property benefits from a strong rent roll that is primarily comprised of law firms and companies in the financial services industry. Bank of America is the largest tenant occupying 27% of the NRA on a lease that expires in 2009. Holland & Knight, founded in the 1880's is a prominent Florida law firm and is the second largest tenant occupying 7.2% of the NRA on a lease expiring in 2013. The rent roll currently has investment rated tenants that account for 34.3% of the total rent. As of January 2004, the property was 79.5% occupied.

Figure 13

BANK OF AMERICA TOWER TENANT OVERVIEW

Tenant	NRA	% of NRA	Gross Rent PSF	Lease Expiration	Moody's Senior Unsecured Rating
Bank of America	188,032	27.0%	\$25.39	2009	Aa2
Holland & Knight	50,209	7.2%	\$25.75	2013	N/A
McGuire Woods	37,517	5.4%	\$21.68	2012	N/A
Akerman Senteriff	33,178	4.8%	\$24.69	2011	N/A
Other Tenants	245,783	35.1%	N/A	N/A	N/A
Vacant Space	142,622	20.5%	N/A	N/A	N/A
Total	697,341	100.0%	\$23.57	N/A	N/A

Market Overview

Moody's classified the Jacksonville office market as Yellow (53) in its fourth quarter 2003 Red-Yellow-Green™ Outlook. The property is located in Jacksonville's downtown North Bank office submarket. According to Torto Wheaton Research, as of fourth quarter 2003, the North Bank submarket consists of 3.6 million square feet of Class A space and 1.8 million square feet of Class B & C space. TWR reported class-A submarket vacancy rates and average net asking rents of 22.1% and \$25.35 psf, respectively. There is minimal new construction of office space ongoing in the subject's submarket, and with positive absorption expected over the next 12 to 18 months, vacancy rates are expected to stabilize.

5. STARRETT LEHIGH

COLLATERAL SUMMARY

% of Pool	5.8%
Pool Amount	\$60,000,000
Originator	Wachovia
Shadow Rating	A1
Property Type	Office
Location	New York, NY
Red-Yellow-Green™	Yellow (60)
Size	2,319,634 Square Feet
Year Built/Renovated	1930/2003
Collateral Occupancy	74.3% as of 9/30/03
Ownership	Fee Simple
Purchase Price	N/A

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR
Pool Balance	\$60,000,000	60.3%	2.07X
Pari-Passu Debt	\$100,000,000	60.3%	2.07X
Other Secured Debt	\$24,000,000	69.3%	1.80X
Mezzanine	\$0	N/A	N/A
Total	\$184,000,000	69.3%	1.80X

NOTE: The LTV and Actual DSCR ratios for Pool Balance and Pari Passu Debt reflect the total A-note debt. Other Secured Debt is a B-note that is included in the trust.

LOAN SUMMARY

Loan Type	Fixed Rate
Interest Rate	5.76%
Interest Only Period	24 months
Amortization	26 years after I/O period
Maturity Date	2/11/2014
Extension Options	N/A
Sponsor	Mark Karasik (601 West Associates LLC)
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES

Lockbox	Hard
Ongoing Reserves	None
Upfront Reserves	None
Other	

Strengths

- The loan is shadow rated **A1** with a Moody's LTV ratio of 58.0%.
- Diversity of tenancy with over 100 tenants and largest tenant occupying 11.5% of net rentable area.

Concerns

- Older property built in 1930. However, approximately \$30 million has been spent upgrading the property over the last 5 years.
- Occupancy of 74.3%. The lower than market occupancy is due to in part to the property being impacted by past exposure to telecom tenants.
- Additional leverage in the form of a B-note. However, the B-note is rated **Baa2**.

Property Description

The loan is secured by a 19-story class B/C office building in New York City. The 2,319,634 square foot project was initially constructed in 1930 and subsequently renovated from over the last 5 years at a total cost of \$30 million. The floor plates range from 133,000 square feet in the base to 30,000 square feet on the 19th floor. The building is serviced by 13 elevators (8 passenger, 3 freight, and 2 truck). The property contains 250 parking spaces, or 0.11 spaces per thousand square feet. The predominant façade material is red brick masonry. The subject takes up an entire city block and is bounded by 11th Avenue, 12th Avenue, West 26th Street and West 27th Street. The nearest subway entrance is six blocks away at West 23rd Street and 8th Avenue.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 14*. The three largest tenants, US Customs (**Aaa**), Martha Stewart Omnimedia, and Federal Bureau of Investigation (**Aaa**) are well known. The fourth largest tenant, Leucadia National Corporation (**Ba1**) is a diversified holding company engaged in a variety of businesses including telecommunications, banking and lending, manufacturing, real estate, winery operations, mining, and reinsurance. Other notable tenants at the property include Hugo Boss and Verizon. Approximately 88% of the occupied space expires during the term of the loan.

Figure 14

STARRETT LEHIGH TENANT OVERVIEW

Tenant	NRA	% of NRA	Gross Rent PSF	Lease Expiration	Moody's Senior Unsecured Rating
US Customs	266,327	11.5%	\$34.33	2013	Aaa
Martha Stewart Omnimedia	159,500	6.9%	\$25.39	2009	N/A
F.B.I.	118,288	5.1%	\$16.95	2008	Aaa
Leucadia National Corp.	99,320	4.3%	\$18.33	2015	Ba1
Other Tenants	1,080,604	46.6%	\$22.92	N/A	N/A
Vacant Space	595,595	25.7%	N/A	N/A	N/A
Total	2,319,634	100.0%	\$24.23	N/A	N/A

Note: The gross rent PSF figure includes both base rent and recoveries.

Market Overview

Moody's classified the New York office market as Yellow (60) in its third quarter 2003 Red-Yellow-Green OutlookTM. The subject is located in the Penn Station submarket. According to Torto Wheaton Research (TWR), this submarket contains 12.9 million square feet of space, or 3.8% of the New York City market. As of third quarter 2003, TWR reported class-B/C submarket vacancy and average asking rent of 6.3% (down from 7.2% the previous quarter) and \$29.95 (down from \$30.35 the previous quarter), respectively. Compared to average submarket rents, the in-place rent at the property is below market. TWR also reported that there was no additional supply expected in the near term for the Penn Station submarket.

6. WESTLAND MALL

COLLATERAL SUMMARY

% of Pool	5.6%
Pool Amount	\$58,800,000
Originator	Eurohypo
Shadow Rating	
Property Type	Regional Mall
Location	Hialeah, FL
Red-Yellow-Green™	
Size	231,239 Square Feet (collateral only)
Year Built/Renovated	1971/1989
Collateral Occupancy	87.5% as of 3/1/04
Ownership	Fee Simple
Purchase Price	\$79,000,000 (1/2004)

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR
Pool Balance	\$58,800,000	77.7%	1.81X
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$58,800,000	77.7%	1.81X

Actual DSCR is based on debt service during the amortization period

LOAN SUMMARY

Loan Type	Fixed Rate
Interest Rate	4.95%
Interest Only Period	36 months
Amortization	30 years
Maturity Date	2/1/2011
Sponsor	The Mills Limited Partnership
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES

Lockbox	Hard
Ongoing Reserves	Taxes only. Springing monthly reserves for insurance, TI/ LC's and replacement reserves
Upfront Reserves	Taxes
Other	Borrower has right to obtain release of certain non-income producing parcels once certain conditions are satisfied including rating agency confirmation.

Strengths

- Strong anchor sales productivity.
- Strong and experienced sponsor in The Mills Limited Partnership, which owns, develops and manages retail and entertainment destination/super regional, value-oriented malls.
- Property is located in an in-fill location with a well established trade area.

Concerns

- The property's comparable sales have been declining from \$409 per square foot in 2000 to \$366 in 2003. It is expected that the property will benefit under the new ownership of an experienced retail operator such as Mills.
- The subject is not the dominant mall in the market. However, it is competitive as evidenced by the strong sales productivity of its anchor alignment and its established retail customer base within its in-fill location.
- The property is in average condition. It was last renovated in 1989.
- The loan is structured with a three-year interest only period.

Property Description

The loan is secured by a single-level, enclosed regional mall located in Hialeah, FL, approximately five miles north of Miami International Airport. The mall was built in 1971 and last renovated in 1989. The total mall square footage is 835,057 square feet which includes 603,818 square feet of anchor space and 231,239 square feet of in-line space (including out parcel space). All of the anchor tenants (Burdines, Sears, and JC Penney) own their pad site and improvements.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 15*. The mall is anchored by Burdines, Sears, and JC Penney. All the anchors reported healthy sales in 2002, in excess of their respective chain wide averages. The collateral includes 225,239 square feet of in-line space and 6,000 square feet of space located on an out parcel. The center has a diverse mix of national and local tenants with a middle market price point orientation. The in-line space is 87.5% leased but only 83.1% occupied. Picadilly Cafeteria no longer occupies its space (10,014 square feet) but continues to pay rent. This income was excluded from the reviewed cash flow. Comparable in-line store sales for the subject were \$408, \$371, and \$365 per square foot in 2001, 2002 and 2003, respectively. The decline in sales has been attributed to a number of factors including the impact of the national recession as well as economic difficulties in some Latin American countries. The subject derives some portion of its sales from a 'tourist' segment. The opening of Dolphin Mall, approximately 6.5 miles from the subject in 2001 may also have had an impact on mall shop sales. The limited retail experience of the prior ownership has also been cited as a factor in the property's recent historic performance. The Mills Corporation has a strong presence in the market which they plan to leverage to the benefit of the subject. The average occupancy cost ratio was 15%. The majority of the rollover risk is between 2009 and 2010 when leases representing 22.2% of GLA expires.

Figure 15

WESTLAND MALL TENANT OVERVIEW

Tenant	GLA	Collateral Status	2003 Sales PSF	2002 Sales PSF	Occupancy Cost	Moody's Senior Unsecured Rating
Burdines	221,000	Anchor Owned	N/A	\$212	N/A	Baa1
Sears	199,032	Anchor Owned	N/A	\$246	N/A	Baa1
JC Penney	183,786	Anchor Owned	N/A	\$206	N/A	Ba3
Out parcel	6,000	Collateral	N/A	N/A	N/A	N/A
In Line (occupied)	192,342	Collateral	\$366	\$365	15%	N/A
Vacant	38,897	Collateral	N/A	N/A	N/A	N/A
Total	835,057	N/A	N/A	N/A	N/A	N/A

Market Overview

The subject is located in Hialeah, within the Miami MSA and benefits from a relatively dense trade area with moderately lower income levels as compared to MSA and state levels. The primary trade area extends to an area up to 7 miles from the subject and had a population of 688,116 and average household income of \$46,615 in 2002. The area is expected to experience moderate growth in population and income levels over the next five years. The property is located in a very competitive market. Within a 20-mile radius, there are six regional centers containing 9.4 million square feet of GLA. Three of these malls have sales in excess of \$440 per square foot. The two closest properties have sales in the low to mid \$300 per square foot range, similar to the subject. However one of these properties, Dolphin Mall is struggling with a low occupancy level of approximately 64%.

7. ARC PORTFOLIO- I

COLLATERAL SUMMARY	
% of Pool	3.5%
Pool Amount	\$36,033,285
Originator	Wachovia
Shadow Rating	N/A
Property Type	Manufactured Housing
Location	Various (see table)
Red-Yellow-Green™	N/A
Size	1,478 pads
Year Built/Renovated	Various (see table)
Occupancy	96.4% as of 9/30/2003
Ownership	Fee Simple
Purchase Price	N/A

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pool Balance	\$36,033,285	95.1%	1.35X
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$36,033,285	95.1%	1.35X

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.53%
Interest Only Period	NAP
Amortization	360
Maturity Date	3/1/2014
Sponsor	Affordable Residential Communities, Inc., LLC
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Springing lockbox
Ongoing Reserves	Taxes, Insurance and Replacement Reserves
Upfront Reserves	None
Release Provisions	Partially defease up to two properties with payment of 125%, subject to remaining loan having a maximum LTV of 75% and minimum DSCR of the greater of 1.26x or the immediate DSCR prior to release.

Strengths

- Loan benefits from the diversity of eight properties in five state and seven MSAs.
- Strong Sponsorship. ARC (Affordable Residential Communities, Inc) was founded in 1995 for the purpose of acquiring, redeveloping and operating manufactured communities. They operate and manage 301 communities.

Concerns

- Several properties are located in rural areas with limited growth potential. These properties, however, have maintained stabilized occupancy and rental rates.

Property Description

The loan is secured by an eight property manufactured housing portfolio. The properties are located in seven markets within five states. The portfolio's properties are located generally close to local highways, area employment centers as well as retail and commercial development. The amenities at the various properties varies, typical amenities include: leasing office, clubhouse, playground and in warmer climates, a pool area. *Figure 16* summarizes the eight properties.

Figure 16

ARC PORTFOLIO - I SUMMARY

Name	Location	Allocated Loan			Year Built	Occy	Avg Monthly Rent/ Pad
		Amount	Pads				
Siesta Lago	Kissimmee, FL	10,434,702	490		1972	92.8%	\$326
Lakeview Estates	Layton, OH	5,186,840	209		1971	96.7%	\$292
Spring Valley Village	Spring Valley, NY	4,881,732	135		1964	99.3%	\$598
Washington Mobile Estates	Ogden, UT	4,347,793	186		1987	95.9%	\$285
Breazeale	Laramie, WY	3,127,360	117		1960	97.4%	\$258
Havenwood	Pompano Beach, FL	3,051,083	120		1971	97.5%	\$460
Connelly Village	Connelly, NY	2,562,909	100		1976	100.0%	\$361
Lido Estates	Lancaster, PA	2,440,866	121		1987	97.2%	\$320
Total/WA		\$36,033,285	1,478		N/A	96.2%	\$361

Market Overview

The portfolio contains a total of 1,478 pads with individual properties ranging from 100 to 490 pads. Portfolio occupancy is 96.4% with individual occupancies ranging from 93% to 100%. The properties are located across seven MSA's: Orlando, Salt Lake City-Ogden, Rockland County, Cheyenne, Fort Lauderdale, Ulster County and Los Angeles. The rents and occupancies of each of the properties is generally consistent with the markets in which they operate.

8. ARMARGOSA COMMONS SHOPPING CENTER

COLLATERAL SUMMARY	
% of Pool	2.9%
Pool Amount	\$29,760,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Anchored Retail
Location	Palmdale, CA
Red-Yellow-Green™	Green (88) Los Angeles
Size	173,302 Square Feet
Year Built/Renovated	2003
Collateral Occupancy	96.1% as of 4/1/04
Ownership	Fee Simple
Purchase Price	N/A

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pool Balance	\$29,760,000	106.3%	1.20X
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$29,760,000	106.3%	1.20X

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.57%
Interest Only Period	24 months
Amortization	30 years
Maturity Date (ARD)	4/11/2014
Sponsor	Sara Dumont and Milton Bilak
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard
Ongoing Reserves	Taxes, Insurance, Cap Ex. And TI/LC's
Upfront Reserves	\$2.0MM holdback to be released when four tenants take occupancy and commence rent payment
Other	N/A

Strengths

- Excellent location within the established regional retail corridor, directly opposite the Antelope Valley Mall.
- The subject is 76% leased to national/credit tenants including Circuit City, T.J. Maxx, Bed Bath & Beyond, Pets-Mart, Trader Joe and Shoe Pavillion.
- The subject is newly built and is in excellent condition.
- Subject benefits from excellent regional access via its location just off of the Antelope Valley Freeway.
- Moody's classifies the Los Angeles market Green (88) according to Moody's Red-Yellow-Green™ Update for the fourth quarter 2003.
- Acquisition financing with Borrower funding \$9.4 million of cash equity (including \$2.0 million holdback).

Concerns

- The property is only 87% occupied at closing. However Lender heldback \$2.0 million at closing until leases representing 7% of GLA was occupied and paying rent.
- The property has no operating history. However, the subject has achieved a high level of leasing to national and credit tenants on long term NNN leases.
- Limited barriers to entry of new retail development in the subject property's submarket.
- Relatively high leverage with Moody's LTV ratio of 106.3%.
- The loan is structured with a two-year interest only period.

Property Description

The property consists of a 173,302 square foot power center located in Palmdale, CA which lies in the northern portion of Los Angeles county, about 60 miles from Los Angeles airport. The center was built in 2003.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 17*. The center is anchored by Circuit City, TJ Maxx, Bed Bath & Beyond and PetsMart. Sales for the tenants at the center are not available. The subject is 96.1% leased but only 87.2% occupied. There are five tenants that have yet to take occupancy and commence paying rent. There is one space (3,000 square feet) which will not be occupied by the tenant, Washington Mutual. However, they will continue to pay rent and are expected to sub-lease the space. The rollover risk is concentrated in 2008 and 2013 when leases representing 11.6% and 34.6% of GLA expire.

Figure 17

ARMARGOSA COMMONS TENANT OVERVIEW

Tenant	GLA	Lease Expiration	2003 Sales PSF	Occupancy Cost	Moody's Senior Unsecured Rating
Circuit City	32,905	January 2019	NAV	NAV	NR
TJ Maxx	28,400	October 2013	NAV	NAV	A3
Bed Bath & Beyond	27,000	December 2013	N/A	NAV	NR
PetsMart	19,387	February 2019	NAV	NAV	Ba2
Trader Joe's	12,000	January 2014	NAV	NAV	NR
In Line	46,927	N/A	N/A	N/A	N/A
Vacant	6,683	N/A	N/A	N/A	N/A
Total	173,302	N/A	N/A	N/A	N/A

Market Overview

The subject is located in Palmdale, CA. The area within a five-mile radius from the subject contained an estimated population of 98,341 and an average household income of \$59,421 in 2003. The trade area's population is expected to increase by 11.3% over the next five years.

Moody's classified the Los Angeles retail market as Green (88) in its Red-Yellow-Green™ Outlook for fourth quarter 2003. The subject is located in the Santa Clarita Valley/Palmdale/Lancaster submarket of Los Angeles. The submarket has an inventory of 7.4 million square feet and a vacancy rate of 3.5%. The subject's comparable set has very low vacancy rates ranging from 0% to 3%. Currently, there is new construction underway in the submarket. The vacancy rate is projected to range from 3.5% to 5.8%. The subject has excellent frontage along a major thoroughfare that traverses the area. Directly opposite the subject is the five-anchor Antelope Valley Mall as well as a Target anchored center. Also within the vicinity of the subject is a larger competitive power center, The Marketplace with approximately 320,000 square feet.

9. BAY CITY MALL

COLLATERAL SUMMARY

% of Pool	2.5%
Pool Amount	\$26,082,959
Originator	Eurohypo
Shadow Rating	Baa3
Property Type	Regional Mall
Location	Bay City, MI
Red-Yellow-Green™	
Size	361,194 Square Feet (collateral only)
Year Built/Renovated	1991/1993
Collateral Occupancy	92.3% as of 2/27/04
Ownership	Fee Simple
Purchase Price	N/A

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR
Pool Balance	\$26,082,959	72.7%	1.95X
Pari Passu Debt	\$0	N/A	N/A
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$26,082,959	72.7%	1.95X

LOAN SUMMARY

Loan Type	Fixed Rate
Interest Rate	5.30%
Interest Only Period	N/A
Amortization	30 years
Maturity Date	12/1/2013
Extension Options	N/A
Sponsor	General Growth Properties Inc.
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES

Lockbox	Hard
Ongoing Reserves	Springing
Upfront Reserves	Springing
Other	Borrower has right to obtain release of certain non-income producing parcels once certain conditions are satisfied including rating agency confirmation.

Strengths

- The loan is shadow rated **Baa3** with a Moody's LTV ratio of 72.7%.
- Strong sponsorship and experienced management by General Growth Properties (GGP). GGP is the second largest owner and operator of regional malls and the third largest third-party manager in the US.

Concerns

- The subject's historical occupancy performance has been relatively low. Since 1999 in-line occupancy has ranged between 77% and 83%.
- The subject is not the dominant mall in the market.
- The subject is located in a tertiary market with marginal demographics.

Property Description

The loan is secured by a single-level, enclosed regional mall and a single level located in Bay City, Michigan, within the Saginaw-Bay City MSA. The mall was built in 1991 and last renovated/expanded in 1993. The total mall square footage is 524,973 which include 315,651 square feet of anchor space, and 209,322 square feet of in-line and theater space.

Tenant Overview

A summary of the subject's mall tenants is presented in *Figure 18*. The mall is anchored by Target, Sears, Younkers, and JC Penney. The Target and JC Penney stores are not a part of the collateral. Only Younkers is required to report sales, which in 2003 was \$171 per square foot with a relatively low occupancy cost to sales ratio of 1.9%. The collateral also includes 186,643 square feet of in-line space and 22,679 square feet of theater space. The in-line space is 86.7% occupied by a mix of national and local tenants that cater to a mid-market customer base. Comparable in-line store sales for the subject were \$230 and \$224 per square foot in 2002 and 2003, respectively. The average occupancy cost in 2003 was approximately 11.0%. The 8-screen theater reported sales of approximately \$229,000 per screen in 2003 with a 20% occupancy cost to sales ratio. Rollover exposure is moderate with spikes occurring in 2004, 2006, 2010 when leases representing 14.7%, 23.4% and 24.1% of GLA expire.

Figure 18

BAY CITY MALL TENANT OVERVIEW

Tenant	GLA	Collateral Status	2003 Sales PSF	2002 Sales PSF	Occupancy Cost	Moody's Senior Unsecured Rating
Target	101,909	Anchor Owned	N/A	N/A	N/A	A2
Sears	81,336	Collateral	N/A	N/A	N/A	Baa1
Younkers	70,536	Collateral	\$171	\$180	1.9%	Ba3
JC Penney	61,870	Anchor Owned	N/A	N/A	N/A	Ba3
Goodrich Bay City 8	22,679	Collateral	\$229,375	\$235,500	20%	NR
In Line (occupied) ¹	158,892	Collateral	\$224	\$230	11%	N/A
Vacant	27,751	Collateral	N/A	N/A	N/A	N/A
Total	524,973	N/A	N/A	N/A	N/A	N/A

¹ Sales are for comparable tenants occupying less than 10,000 square feet.

Market Overview

The subject is located in Bay City which is part of the Saginaw-Bay City MSA. The subject's primary 10-mile trade area contained a population base of 95,368 in 2002 and has a negative growth forecast. The average household income for the trade area in 2002 was \$53,362. Within a wider trade area as defined by GGP, the estimated 2002 population was 151,205 with an average household income of \$49,460.

The subject is the only mall in the primary trade area. The closest competitive center, Fashion Square Mall, is located approximately 16 miles southwest of the subject. This mall is reportedly the dominant mall in the market with a 92% occupancy rate. Other competitive properties include Midland Mall, 20 miles west of the subject. It has a similar tenant alignment and is reportedly 85% occupied with sales of \$250 per square foot. Both these properties are owned by CBL & Associates. Prime Outlets at Birch Run, a factory outlet center approximately 20 miles south of the subject offers a wide variety of discount retailers and draws consumers from around the state. It was reportedly 88% occupied with sales at \$325 per square foot.

10. SHOPPES AT GILBERT COMMONS

COLLATERAL SUMMARY	
% of Pool	2.4%
Pool Amount	\$25,100,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Anchored Retail
Location	Gilbert, AZ
Red-Yellow-Green™	Yellow: (35)
Size	166,097 Square Feet
Year Built/Renovated	2003
Collateral Occupancy	96.4% as of 3/4/2004
Ownership	Fee Simple
Purchase Price	NA

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pool Balance	\$25,100,000	107.0%	1.24X
Other Secured Debt	\$0	N/A	N/A
Mezzanine	\$0	N/A	N/A
Total	\$25,100,000	107.0%	1.24X

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.43%
Interest Only Period	None
Amortization	30 years
Maturity Date	4/11/2014
Sponsor	Ron B. Ault and David L. Newquist
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard-Springing lockbox
Ongoing Reserves	Taxes, Insurance, Replacement Reserves and TI/LC.
Upfront Reserves	None
Other	N/A

Strengths

- The property is a recently built, high quality anchored retail center.
- The center is located at a major intersection and benefits from excellent access and interstate visibility.
- Located in a fast growing submarket of Phoenix. In place demographics are good and strong population growth is expected to continue.

Concerns

- The property has limited operating history. However, the property should benefit from a high exposure location at a major intersection.
- Few barriers to entry of new retail development in the subject property's submarket and neighborhood
- Relatively high leverage with Moody's LTV ratio of 107.0%.

Property Description

The loan is secured by a 166,097 square foot anchored retail center in Gilbert, AZ, a suburb of Phoenix. The property was recently built in 2003 and consists of fourteen single story units. The subject is the first of three phases, with a total of 309,000 square feet of GLA when phase three is completed. These later phases are not a part of the collateral. There are 836 surface parking spaces, or 5.0 spaces per thousand square feet. The property is located on the southwest corner of Cooper Road and Baseline Road. This intersection has traffic counts of 34,000 cars per day on Baseline Road and 20,000 cars per day on Cooper Road.

Tenant Overview

A summary of the subject's tenants is presented in *Figure 19*. The center is anchored by Kohl's (**A3**) and Sports Authority. The leases for Kohl's (**A3**) and Sports Authority expire in 2023 and 2013 respectively. The complete project including phases two and three will include an Old Navy and a Henry's marketplace. Due to a lack of operating history, sales and occupancy cost numbers were not available for the subject.

Figure 19

SHOPPES AT GILBERT COMMONS TENANT OVERVIEW

Tenant	GLA	% of NRA	Rent PSF	Lease Expiration	Moody's Senior Unsecured Rating
Kohl's	86,584	52.1%	\$9.26	October 2023	A3
Sport's Authority	35,002	21.1%	\$11.50	August 2013	N/A
Dress Barn	8,000	4.8%	\$22.00	January 2004	N/A
Beauty Brands	5,756	3.5%	\$25.50	September 2013	N/A
Mattress Firm	5,529	3.3%	\$30.00	August 2013	N/A
Other Occupied	18,045	10.9%	\$26.50	N/A	N/A
Vacant	7,181	4.3%	\$29.00	N/A	N/A
Total	166,097	100.0%	\$13.74	N/A	N/A

Market Overview

Moody's classified the Phoenix retail market as Yellow (35) in its Red-Yellow-Green™ Outlook for fourth quarter 2003. Shoppes at Gilbert Common is located in the Mesa/Chandler/Gilbert submarket of Phoenix. The submarket has an inventory of 25.5 million square feet and a vacancy rate of 7.5%. The subject's comparable set has a vacancy rate of 6.8%. The subject's neighborhood is approximately 80% built-up with 865,587 square feet of retail space under construction in the submarket as of third quarter 2003; the sub-market experienced positive absorption of 856,231 over the same period. The neighborhood has a rapidly growing residential base in the area and should prosper in the years ahead.

APPENDIX A: POOL ECONOMIC DIVERSITY ANALYSIS

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	U.S. Share	Conduits Industry Mix	Pool Share*	Pool Industry Mix	MSA-Level Diversity	Geographic Dispersion	Composite Score
BASIC INDUSTRIES							
Construction & Bldg Mat's	6.3%	0.99	6.0%	0.96	82.9	23.5	77.7
Agriculture	0.5%	0.74	0.2%	0.54	78.4	21.9	62.1
Mining & Metals	1.3%	0.80	0.9%	0.66	83.3	12.1	64.7
Oil & Gas	0.3%	0.96	0.2%	0.67	82.3	18.0	65.9
MANUFACTURING							
Electronics	2.4%	0.96	2.0%	0.84	85.1	15.1	71.8
Beverages, Food & Tobacco	1.6%	0.87	1.3%	0.82	83.3	20.0	71.3
Machinery	1.3%	0.84	1.0%	0.75	84.1	15.5	68.5
Consumer Durable Goods	0.9%	0.94	1.1%	1.27	77.7	8.5	64.4
Automobile	1.1%	0.65	0.9%	0.77	81.6	15.3	68.1
Chemicals, Plastics & Rubber	1.1%	0.85	1.0%	0.87	81.6	13.6	71.3
Textiles & Apparel	0.7%	1.10	1.2%	1.79	76.0	5.5	51.9
Aerospace & Defense	0.3%	0.87	0.4%	1.07	82.8	8.2	73.4
Consumer Non-durable Goods	0.7%	0.98	0.8%	1.04	83.6	15.5	76.3
Computer Hardware & Software	1.4%	1.11	1.2%	0.86	84.0	18.4	72.9
Forest Products & Paper	0.5%	0.85	0.5%	0.89	81.8	16.7	72.8
TRANSPORTATION, COMMUNICATION & PUBLIC UTILITIES							
Transportation-Cargo	2.4%	0.94	2.3%	0.97	83.5	17.7	77.3
Transportation-Personal	1.0%	1.05	1.3%	1.23	84.4	16.4	69.3
Telecommunications	1.2%	1.06	1.3%	1.10	85.1	18.4	74.6
Utilities	0.7%	0.93	0.5%	0.84	83.8	20.5	72.2
RETAIL							
Retail	11.0%	0.96	10.7%	0.97	83.6	20.3	77.8
FINANCE, INSURANCE & REAL ESTATE							
Banking	2.0%	1.03	2.3%	1.13	83.9	16.2	72.5
Insurance	1.9%	0.98	1.9%	1.04	84.4	16.6	76.8
Real Estate	1.1%	1.14	1.3%	1.16	83.6	12.2	70.6
Finance	2.1%	1.08	2.7%	1.26	83.3	9.2	66.6
SERVICES							
Business Services	11.6%	1.08	12.0%	1.04	83.9	17.9	76.9
Healthcare	9.1%	0.96	9.3%	1.03	83.6	14.7	76.8
Hotels & Gaming	7.6%	1.00	7.0%	0.92	83.0	23.2	76.0
Consumer Services	4.3%	1.04	4.8%	1.13	83.1	16.6	72.5
Education & Social Services	3.7%	1.03	4.1%	1.11	83.6	10.5	72.3
Media	1.5%	1.03	1.8%	1.22	83.9	11.6	68.6
Leisure & Entertainment	1.6%	1.08	1.7%	1.06	83.6	15.1	75.1
GOVERNMENT							
State & Local Government	13.1%	0.97	12.8%	0.98	82.4	20.1	77.6
Federal Government	2.1%	1.12	2.0%	0.95	83.3	21.2	76.8
Military	1.5%	1.03	1.3%	0.86	81.2	11.8	70.7
TOTAL/WEIGHTED AVERAGE	100.0%		100.0%	92.5	83.2	17.5	74.7
Recent Conduits/Fusions (8)	High			97.3	85.1	54.3	83.4
	Median			93.5	79.7	29.0	76.6
	Low			87.3	73.8	9.7	69.6

(1)Share of total employment in the U.S. (all MSAs) in each sector.

(2)Concentration of employment in each sector among conduit transactions issued in 2001 through 2003 (median).

(3)Share of employment in this transaction in each sector.

(4)Share of employment in the pool (column 3) in each sector divided by share of employment in the U.S. in each sector (column 1). Equivalent to a location quotient.

(5)The economic diversity of MSAs in a pool; a higher number implies that the sector prevails in more diversified cities.

(6)The dispersion or distribution of each sector across MSAs; a lower number implies a "lumpier" distribution of a sector.

(7)Composite score is the combination of variables in columns 4, 5 and 6 with different weights for each variable.

(8)Recent conduit universe is based on 150 transactions rated by Moody's in 1996 through 2003.

APPENDIX B: MOODY'S RED-YELLOW-GREEN MARKET SCORE ANALYSIS

1. RED-YELLOW-GREEN SCORES BY PROPERTY TYPE

Deal Name:		TOTAL Score	Multi	Retail ¹	Ofc-CBD	Ofc-Sub	Ind	Hotel-Full	Hotel-Ltd
WBCMT 2004-C11	Subject Pool ²	61.7	63.6	68.2	58.6	44.3	77.5	Not Avail.	Not Avail.
Total Pool Balance:	Recent Conduits ³	58.4	65.2	66.8	Not Avail.	Not Avail.	54.8	Not Avail.	Not Avail.
\$1,041,488,309	National Average ⁴	64.5	76.9	73.5	53.0	48.5	59.2	57.5	65.8

2. RED-YELLOW-GREEN SCORE COVERAGE

	Subject Pool (By Balance)	Recent Conduits ⁵ (By Balance)	Multi	Retail ¹	Ofc-CBD	Ofc-Sub	Ind	Hotel-Full	Hotel-Ltd
Share WITH Scores	54.0%	62.9%	97.6%	67.6%	100.0%	88.0%	100.0%	Not Avail.	Not Avail.
Share WITHOUT Scores ⁶	46.0%	37.1%	2.4%	32.4%	0.0%	12.0%	0.0%	Not Avail.	Not Avail.
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	Not Avail.	Not Avail.

3. DISTRIBUTION OF POOL WITH RED-YELLOW-GREEN SCORES

	Subject Pool ⁷	Recent Conduits ⁸	Multi	Retail ¹	Ofc-CBD	Ofc-Sub	Ind	Hotel-Full	Hotel-Ltd
Red (0-16)	0.0%	1.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Red (17-33)	0.0%	3.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Yellow (34-50)	9.5%	31.0%	0.4%	5.9%	0.0%	3.3%	0.0%	0.0%	0.0%
Yellow (51-66)	64.2%	31.2%	15.1%	1.0%	46.3%	1.8%	0.0%	0.0%	0.0%
Green (67-84)	19.9%	26.7%	8.2%	9.3%	0.0%	0.0%	2.4%	0.0%	0.0%
Green (85-100)	6.4%	6.4%	0.0%	6.4%	0.0%	0.0%	0.0%	0.0%	0.0%
TOTAL	100.0%	100.0%	23.7%	22.5%	46.3%	5.1%	2.4%	0.0%	0.0%

4. DISTRIBUTION OF POOL WITHOUT RED-YELLOW-GREEN SCORES

MSA Ranking	Market Not Covered by R-Y-G Analysis ⁹	Other Retail ¹⁰	Self-Storage	Health Care	Manufactured Housing	Mixed Use	Other	Subject Pool
Top 10	0.0%	0.0%	0.0%	0.0%	5.7%	0.0%	0.0%	5.7%
11 ----- 25	0.0%	0.0%	0.0%	0.0%	0.5%	0.0%	0.0%	0.5%
26 ----- 50	0.9%	0.0%	0.0%	0.0%	6.0%	0.0%	0.0%	6.9%
51 ----- 100	2.9%	0.0%	0.4%	0.0%	0.1%	0.5%	0.0%	3.9%
101 ----- 318 ¹¹	9.2%	0.0%	0.8%	0.0%	0.4%	0.0%	0.0%	10.4%
No MSA	72.6%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	72.6%
Undetermined ¹²	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TOTAL	85.6%	0.0%	1.1%	0.0%	12.7%	0.5%	0.0%	100.0%

5. LOANS IN RED MARKETS (SCORES 0-33)

Loan Name	Property Type	Loan Balance	Share ¹³	R-Y-G Market	R-Y-G Score	Stressed DSCR14	Stressed LTV Ratio ¹⁵
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Footnote definitions begin on the next page

- 1 Retail refers to neighborhood or community shopping centers.
- 2 Scores represent the dollar-weighted average of the properties for which a R-Y-G score was available in the current transaction.
- 3 Scores represent the dollar-weighted average of the properties for which a R-Y-G score was available in all conduit transactions rated by Moody's from the previous quarter. i.e. Fourth Quarter 2003.
- 4 Scores represent the composite average for U.S. commercial real estate, or the weighted average for multifamily, retail, office, and industrial markets as published in Moody's Fourth Quarter 2003 R-Y-G report. For individual property types, the composite score is weighted by the size of the component markets. The overall total score for the U.S. commercial real estate market is an average based on a fixed weighting among property types according to their approximate shares of CMBS collateral.
- 5 Refers to all conduit and fusion transactions rated by Moody's from the previous quarter. i.e. Fourth Quarter 2003
- 6 Percentages represent the share of the total pool balance for which a R-Y-G score was NOT available. No R-Y-G score can be calculated for properties in markets for which data was not available; for regional malls or power centers; or for less common properties types such as self-storage, health-care facilities, manufactured housing, etc. Please refer to table 4 for a distribution of loans with no R-Y-G scores.
- 7 The distribution among the six color/score categories for which a R-Y-G score can be calculated in the current transaction. These six categories total 100% and do NOT include the share of the pool that does not have a score.
- 8 The distribution among the six color/score categories for which a R-Y-G score can be calculated in all conduit transactions rated by Moody's from the previous quarter. i.e. Fourth Quarter 2003. These six categories total 100% and do NOT include the share of the pool that does not have a score.
- 9 Multifamily, Retail, Office, Industrial, and Hotel properties that are not located in major MSA would not be part of the analysis.
- 10 Other Retail refers to regional malls or power centers.
- 11 There are only 318 MSAs in the U.S.
- 12 The category includes loans in portfolios with various property types or are located in various MSAs.
- 13 Percentages represent the loan's share of the total pool balance in the current transaction.
- 14 Stressed DSCR = Moody's NCF / 9.25% Stressed Rate X Loan Balance
- 15 Stressed LTV = Current Balance / (Moody's NCF / Moody's Cap Rates)

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