Wachovia Bank Commercial Mortgage Trust

Commercial Mortgage Pass-Through Certificates Series, 2004-C15

Estimated Closing Date: November 2004

This pre-sale report addresses the structure and characteristics of the proposed transaction based on information provided to Moody's as of October 18, 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	57,169,000	(P) **Aaa**	14.250
A-2	162,905,000	(P) **Aaa**	14.250
A-3	144,241,000	(P) **Aaa**	14.250
A-4	468,420,000	(P) **Aaa**	14.250
B	33,309,000	(P) **Aa2**	11.375
C	14,482,000	(P) **Aa3**	10.125
D	21,723,000	(P) **A2**	8.250
A-1A[1]	160,747,000	(P) **Aaa**	14.250
E	11,585,000	(P) **A3**	7.250
F	14,482,000	(P) **Baa1**	6.000
G	13,034,000	(P) **Baa2**	4.875
H	15,930,000	(P) **Baa3**	3.500
J	7,241,000	(P) **Ba1**	2.875
K	4,344,000	(P) **Ba2**	2.500
L	4,344,000	(P) **Ba3**	2.125
M	2,896,000	(P) **B1**	1.875
N	2,896,000	(P) **B2**	1.625
O	2,896,000	(P) **B3**	1.375
P	15,935,899	(P) NR	0.000
175WJ[2]	55,000,000	(P) **B2**	N/A
180ML[3]	69,500,000	(P) **B2**	N/A
X-P	1,122,660,000[4]	(P) **Aaa**	N/A
X-C	1,158,579,899[4]	(P) **Aaa**	N/A

* Moody's understands that classes A-1A, E through P, 175WJ, 180ML, X-P and X-C 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.
1 Class A-1A represents Loan Group 2
2 The 175WJ certificates only represent interests in the 175 West Jackson Boulevard B-note.
3 The 180ML certificates only represent interests in the 180 Maiden Lane B-note.
4 Initial aggregate notional amount.
NR-Not Rated. N/A-Not Applicable.

POOL SUMMARY

Balance	$1,158,579,900
Collateral	88 fixed rate loans, 114 commercial and multifamily properties
Structure	Sequential Pay
Sellers	Wachovia Bank, National Association and Artesia Mortgage Capital Corporation
Moody's Actual DSCR	1.49x
Moody's LTV Ratio	89.9%
Moody's Property Quality Grade	1.6
Moody's Red-Yellow-Green™ Score	64.9
Moody's Economic Diversity Score	76.3
Pool Herfindahl Index	29
Shadow Rated Loans	Three loans (26.4% of pool balance) shadow rated **Baa1**, **Baa2**, and **Baa3**.
Underwriters	Wachovia Capital Markets, LLC, Goldman, Sachs & Co. and Greenwich Capital Markets, Inc.
Master Servicer	Wachovia Bank, National Association
Special Servicer	Clarion Partners, LLC, (except that with respect to the 180 Maiden Lane mortgage loan, the Special Servicer will be Wachovia Bank, National Association)
Trustee	Wells Fargo Bank, N.A.

STRENGTHS

- The pool has three loans (26.4% of the pool balance) that are shadow rated investment grade.
- Approximately 47.9% of the pool balance is comprised of less risky asset classes including anchored retail, 27.1%; multifamily, 17.2%; and manufactured housing, 3.6%.
- The pool contains four groups of loans (6.1% of the pool balance) that are cross-collateralized and cross-defaulted. In addition, there are three loans (9.3% of the pool balance) that are secured by multiple properties. Such loans benefit from lower levels of cash flow volatility.
- The pool has a better than average property quality grade than recent conduit and fusion transactions. The pool's weighted average property quality grade is 1.6.
- Loans representing 96.0% of the pool balance are structured with borrowers organized as special purpose entities.
- Thirteen loans (38.5% of the pool balance) are structured with in-place hard lockbox provisions. In addition, twenty loans (22.4%) are structured with soft or springing lockboxes.
- Borrowers are required to fund monthly escrows for real estate taxes (84.7%), insurance (80.1%), capital expenditures (85.5%), and tenant improvements and leasing commissions (41.8%).
- The pool is geographically diversified with properties located across 28 states and the District of Columbia. No MSA represents more than 10.5% of the pool balance.

CONCERNS

- The pool, excluding shadow rated loans, has a Moody's LTV ratio of 96.9%. This is partially mitigated by the inclusion of three investment grade loans which results in a Moody's LTV ratio for the pool of 89.9%.
- The transaction is concentrated compared to recent fusion transactions. The Herfindahl score for the pool is 29.
- The pool has concentrated exposure to the office sector (47.1% of the pool balance), which Moody's considers to be among the more volatile asset classes. However, 37.7% of the office loan balance is comprised of investment grade loans.
- Approximately 51.0% of the loans by pool balance are encumbered by some form of additional, subordinate or mezzanine debt.
- Thirty-eight loans (52.1% of the pool balance), are structured with partial or full interest-only periods. Five loans (17.5% of the pool balance) provide for interest only payments through maturity or ARD. Thirty-three loans (34.6% 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. However, two of these loans (34.0% of the combined interest-only and partial interest-only balance) are shadow rated investment grade.
- Twenty-four properties (15.5% of the pool balance) are occupied by a single tenant. However, 69.4% of these are occupied by tenants with an investment grade senior unsecured rating.
- Four loans (6.9% of the pool balance) are secured by properties that were built or opened for operation in the past 12 months and as such have limited operating histories.

POOL CHARACTERISTICS

Loan Concentration

The pool consists of 88 loans. The largest loan is $112.5 million, or 9.7% of the pool balance, and the ten largest loans represent 50.7% of the pool balance. The average loan size is $13,165,681, which represents 1.1% of the pool balance. Moody's uses the Herfindahl Index to measure diversity of loan size. The pool has a Herfindahl Index of 29. The pool, excluding shadow rated loans, has a Herfindahl Index of 50. This is below the credit neutral score of 100, but in line with other conduit pools recently rated by Moody's.

Property Type Concentration

Based on the pool balance, the property type composition is as follows: (1) Office, 47.1%; (2) Anchored Retail, 27.1%; (3) Multifamily, 17.2%; (4) Manufactured Housing, 3.6%; (5) Hospitality, 2.2%; (6) Industrial, 1.5%; (7) Unanchored Retail, 1.1%; and (8) Land, 0.2%.

Geographic Concentration

The properties securing the loans are located across 28 states and the District of Columbia. Based on the pool balance, the top five state concentrations are as follows: New Jersey, 13.7%; Illinois, 10.5%; California, 10.2% (Northern, 6.6%; Southern, 3.6%); New York, 9.6%; and South Carolina, 8.9%. Of the remaining 23 states and the District of Columbia, none represents more than 6.3% of the pool balance. The ten largest MSA concentrations are presented in *Figure 1*. The pool is geographically diverse as no MSA represents more than 10.5% of the pool balance.

Single Tenant Concentration

Twenty-four loans (15.5% of the pool balance) are secured by properties leased to a single tenant or that are wholly owner occupied. Of these properties, 9.4% are leased to investment grade tenants.

Operating History

Four loans (6.9% of the pool balance) are secured by properties that 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 Stanley Gale and Mark Yeager (four loans; 11.4% of the pool balance), Gary Barnett (one loan; 9.7%), and CBL Properties and Burroughs and Chapin (one loan; 8.6%). In addition, twelve groups of mortgage loans, totaling thirty-two loans, are made to the same borrower or to borrowers related through common ownership. The largest loan group (Gale/Yeager) represents 11.4% of the pool balance.

Borrower Quality

Two loans (2.0% of the pool balance) have borrower principals/sponsors that have previously filed for bankruptcy. In one case, the bankruptcy was resolved, and the other was discharged in 1988.

Ownership Interest

The collateral consists of first lien positions on fee and/or leasehold interests. Two loans (1.9% of the pool balance) are secured only by leasehold interests. The remaining loans (98.1% of the pool balance) are secured by fee simple interests. Six loans (8.2%) are owned by individuals or entities as tenants in common.

Figure 1

MSA CONCENTRATION

MSA	% of Pool Balance
Chicago, IL PMSA	10.5%
Newark, NJ PMSA	9.6%
New York, NY PMSA	9.6%
Myrtle Beach, SC PMSA	8.6%
Phoenix-Mesa MSA	5.0%
Washington, DC-MD-VA-WV PMSA	4.1%
Fresno, CA MSA	4.0%
Olympia, WA MSA	2.5%
Philadelphia, PA-NJ PMSA	2.4%
Oakland, CA PMSA	2.2%
Top 10	**58.5%**

LOAN CHARACTERISTICS

Loan Originators

The loans were originated by Wachovia Capital Markets, LLC (83.8% of pool balance) and Artesia Mortgage Capital Corporation (16.2% of pool balance).

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 5.648% and a range from 5.0% to 6.67%.

Loan Term

Original loan terms range from 60 to 240 months, with a weighted average of 106 months. Remaining terms to maturity range from 56 months to 238 months, with a weighted average of 104 months.

Loan Amortization

Eighty-seven loans, representing 99.7% of the pool balance, are balloon loans and one loan (0.3%) is fully amortizing. In addition, twenty-one of the balloon loans (18.9%) are ARD loans. Five loans, representing 17.5% of the pool balance, require interest-only payments through loan maturity (or ARD) and thirty-three loans, representing 46.9% of the pool balance, provide for interest-only payments for a portion of their respective terms.

Crossed Collateral

The pool contains four groups of mortgage loans (6.1% of the pool balance) that are cross-collateralized and cross-defaulted. The pool contains three loans (9.3% of the pool balance) that are each secured by multiple properties.

Cash Management

Thirteen mortgage loans (38.5% of the pool balance) have in-place hard lockboxes. Twenty loans (22.4% of the pool balance) have soft or springing lockbox provisions. In addition, borrowers are required to fund monthly escrows for real estate taxes (84.7%), capital expenditures (85.5%), insurance (80.1%) and tenant improvements and leasing commissions (41.8%).

Special Purpose Entities

Approximately 96.0% of the pool balance is represented by borrowers organized as special purpose borrowing entities.

Additional Debt

Approximately nineteen loans, representing 51.0% of the loans by pool balance, are encumbered by some form of additional, subordinate or mezzanine debt. A summary of the pool's existing subordinate debt is provided in *Figure 2*. Additionally, one loan (0.6%) permits future secured subordinate debt or mezzanine debt, one loan (8.6%) permits future unsecured debt, and four loans (12.5%) permit future mezzanine debt secured by a pledge of ownership interests. All existing and future debt has been factored into the subordination levels.

Figure 2

LOANS WITH EXISTING ADDITIONAL DEBT

Form of Debt	Loans	% of Pool Balance
B Note	11	33.8%
Second Mortgage	1	0.5%
Unsecured Subordinate Debt	4	2.3%
Mezzanine Debt	5	19.4%

Pari Passu Loans

Two loans, representing 17.7% 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	Pari Passu Note Trust Balance	Total Pari Passu Balance	Pari Passu Notes	Transactions with Related Pari Passu Notes	Control	Additional Debt
175 West Jackson	$112,500,000	$225,000,000	2	N/A	Pursuant to Wachovia, Series 2004-C15	$55.0 million B Note (included in subject trust)
180 Maiden Lane	$93,000,000	$186,000,000	2	N/A	Pursuant to Wachovia, Series 2004-C15	$69.5 million B Note (included in subject trust) $36.5 million C Note (not included in subject trust) $36.5 million mezzanine debt (not included in subject trust)
Total	**$205,500,000**	**$411,000,000**	**4**	**N/A**	**N/A**	**N/A**

THIRD PARTY REVIEWS

Appraisals

Appraisals were completed for all of the properties within the past twelve months.

Environmental

Each mortgaged property (100% of the pool balance) was subject to a Phase I environmental site assessment performed by an independent third party environmental consultant. All of these assessments were conducted during the past eighteen months. 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 but one property (0.4% 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

Eleven of the mortgage properties (15.1% of the pool balance) are located in areas that are considered a high earthquake risk. Two of the properties securing one loan, representing 0.4% of the pool, have a PML greater than 20%. In the case of one of these properties, earthquake insurance was obtained. For the other, earthquake insurance was not obtained, but an escrow was taken upfront to perform an upgrade that would reduce the PML to 18%.

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

Transaction Summary

The total Pool has been divided into two loan groups. Loan Group 1 consists of 71 fixed-rate loans secured by 97 multifamily, manufactured housing, and commercial properties with an aggregate outstanding balance of $997,832,617 (86.1% of the total pool balance). Loan Group 2 consists of fixed-rate loans secured by 17 multifamily properties with an aggregate outstanding balance of $160,747,283 (13.9% of the total pool balance). Interest and principal distributions to the Class A-1, A-2, A-3, and A-4 certificates will be based on amounts available from the Loan Group 1 balance, and distributions to Class A-1A will be based on amounts available from the Loan Group 2 balance. Losses will be borne in reverse sequential order up to the Class B certificates, and thereafter pro rata to the Class A-1, A-2, A-3, A-4 and A-1A certificates, without regard to loan group.

Payment Priority

Distribution of all scheduled and unscheduled principal payments will be made sequentially based upon the seniority of the tranches. Increases in credit support will be realized through the application of scheduled and unscheduled principal distribution amounts. Decreases in credit support will be determined by actual losses.

The Class 175WJ Certificates will only receive distributions from, and will only incur losses with respect to, the 175 West Jackson loan. The Class 180ML Certificates will only receive distributions from, and will only incur losses with respect to, the 180 Maiden Lane loan.

Representations and Warranties

The sellers of the mortgage loans, Wachovia Bank, National Association and Artesia Mortgage Capital Corporation, 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

Wachovia Bank, National Association is the master servicer for this transaction, and the special servicer is Clarion Partners, LLC for all loans except 180 Maiden Lane. Wachovia Bank, National Association will act as special servicer with respect to the 180 Maiden Lane loan. 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. With respect to the 175WJ and 180ML certificates which are backed by the non-pooled companion loans associated with 175 West Jackson and 180 Maiden Lane, respectively, only interest advances (no principal) will be made. Wachovia Bank, National Association and Clarion Partners, LLC 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 October 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 75.0% of the pool by loan balance. The collateral information included loan summaries, financial statements, rent roll reports (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 64.7% of the pool by loan balance were visited. Illinois, New York, New Jersey, California, Arizona, and Washington, D.C. were among the states visited. *Figure 4* presents a summary of Moody's analysis by property type.

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	17.2%	-1.3%	2.0	1.38x	0.94x	1.41x	97.8%	75.7%
Manufactured Housing	3.6%	-3.2%	2.2	1.28x	0.95x	1.32x	99.1%	79.9%
Industrial	1.5%	-0.8%	2.1	1.54x	1.15x	1.55x	86.2%	63.4%
Anchored Retail	27.1%	-1.6%	1.7	1.46x	1.09x	1.52x	87.6%	68.6%
Unanchored Retail	1.1%	-2.6%	1.7	1.36x	1.02x	1.39x	101.0%	74.8%
Office	47.1%	-4.3%	1.4	1.57x	1.12x	1.66x	87.1%	67.0%
Land	0.2%	-2.6%	1.7	1.36x	1.11x	1.50x	101.0%	64.0%
Hotel	2.2%	-6.4%	2.3	1.37x	1.22x	1.47x	97.0%	69.9%
Total/Wtd Average Pool	**100.0%**	**-3.0%**	**1.6**	**1.49x**	**1.08x**	**1.56x**	**89.9%**	**69.5%**

1 Moody's Actual DSCR is based on Moody's NCF and the actual debt service during P&I periods.
2 Moody's Stressed DSCR is based on Moody's NCF and a 9.25% stressed rate applied to the pooled trust balance.
3 UW DSCR is based on the underwritten NCF and the actual debt service.

Red-Yellow-Green™

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-Green™ score of 64.9 is slightly lower than the recent conduit average of 66.4 and below the national average of 72.4 for all markets and property types covered. The pool has a Red-Yellow-Green™ coverage score of 66.8% which is higher than the recent conduit average of 61.0%. 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 manufactured housing, and healthcare facilities are not covered in our analysis. Approximately 36.7% of the "non-covered" collateral is located in MSAs which are ranked below the top 100 or are too small to be designated an MSA. For additional details please refer to *Appendix A*.

Economic Diversity

Moody's considers the pool to be average in terms of economic diversification. The pool has a composite score of 76.3, which is in line with 76.3, the median score of the conduit universe rated by Moody's between 1996 and the first half of 2004. 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 B*.

Figure 5
SHADOW RATED LOANS

Loan	Pool Balance	% of Pool Balance	Moody's LTV Ratio	Moody's Shadow Rating
175 West Jackson	$112,500,000	9.7%	70.9%	**Baa3**
Coastal Grand	$99,834,321	8.6%	74.1%	**Baa2**
180 Maiden Lane	$93,000,000	8.0%	65.2%	**Baa1**
Total	**$305,334,321**	**26.4%**	**N/A**	**N/A**

Shadow Rated Loans

The pool has three shadow rated loans that represent 26.4% 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 1.49x. Moody's weighted average actual DSCR for the pool, excluding shadow rated loans, is 1.36x. *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 89.9%. The pool's weighted average Moody's LTV ratio, excluding shadow rated loans, is 96.9%. *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 1.6, which indicates a similar asset quality compared to other recent transactions. The average grade for the pool, excluding shadow rated loans, is 1.8. *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 3.0%. Moody's weighted average reduction to the pool's underwritten net cash flow, excluding shadow rated loans, was 2.3%.

DISTRIBUTIONS

Figure 6
MOODY'S ACTUAL DSCR

DSCR	Properties	% of Pool Balance
0.90-0.99	1	0.5%
1.00-1.09	0	0.0%
1.10-1.19	3	1.4%
1.20-1.29	34	40.7%
1.30-1.39	42	24.6%
1.40-1.49	19	13.1%
1.50-1.59	2	7.7%
1.60-1.69	4	9.6%
1.70-1.89	4	1.8%
1.90-2.09	1	0.3%
> 2.09	1	0.3%

Figure 7
MOODY'S LTV RATIO

LTV Ratio	Properties	% of Pool Balance
100% - 111.8%	26	34.4%
95% - 99.9%	48	36.8%
90% - 94.9%	12	13.9%
85% - 89.9%	11	5.2%
80% - 84.9%	7	5.7%
75% - 79.9%	2	1.2%
70% - 74.9%	2	1.8%
60% - 69.9%	2	0.7%
50% - 59.9%	1	0.3%

Figure 8
PROPERTY QUALITY GRADE

Property Quality Grade	Properties	% of Pool Balance
1.00-1.24	1	5.4%
1.25-1.49	0	0.0%
1.50-1.74	34	37.4%
1.75-1.99	19	21.3%
2.00-2.24	27	22.9%
2.25-2.49	29	11.6%
2.50-2.74	1	1.4%

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 Cap Rate	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
175 West Jackson	Office	9.7%	-3.0%	0.9	8.4%	$219	1.67x	1.28x	1.72x	70.9%	53.2%
Coastal Grand	Regional mall	8.6%	-1.4%	1.5	8.5%	$303	1.62x	1.24x	1.77x	74.1%	60.1%
180 Maiden Lane	Office	8.0%	-11.5%	0.6	8.1%	$262	2.31x	1.35x	2.61x	65.2%	51.7%
Gale Portfolio	Office	6.3%	-4.5%	1.7	9.2%	$124	1.21x	0.97x	1.27x	102.8%	81.4%
Deer Valley Village Apts.	Multifamily	4.4%	-0.9%	1.8	8.3%	$59,152	1.58x	0.86x	1.59x	103.9%	71.7%
IRS Building - Fresno, CA	Office	4.0%	-1.8%	1.0	8.5%	$280	1.68x	1.01x	1.71x	91.0%	74.2%
ADG MHP Portfolio	MHP/Multifamily	3.6%	-3.2%	2.3	8.8%	$20,927	1.30x	0.97x	1.34x	97.7%	80.0%
Slatten Ranch	Anchored Retail	2.2%	-1.9%	1.8	8.8%	$225	1.31x	0.97x	1.33x	97.5%	68.9%
1900 L Street	Office	2.0%	-1.3%	1.5	9.0%	$200	1.21x	0.89x	1.23x	109.8%	76.1%
10 Independence Boulevard	Office	1.8%	-2.8%	1.7	9.2%	$182	1.22x	1.05x	1.26x	95.1%	72.1%
Total/Wtd. Average Top 10 Loans		**50.7%**	**-3.8%**	**1.3**	**8.4%**	**N/A**	**1.62x**	**1.13x**	**1.72x**	**84.4%**	**65.1%**
Total/Wtd. Average Pool, excluding shadow rated loans		**73.6%**	**-2.3%**	**1.8**	**8.9%**	**N/A**	**1.36x**	**1.00x**	**1.39x**	**96.9%**	**74.7%**
Total/Wtd. Average Pool		**100.0%**	**-3.0%**	**1.6**	**8.8%**	**N/A**	**1.49x**	**1.08x**	**1.56x**	**89.9%**	**69.5%**

1 Moody's Actual DSCR is based on Moody's NCF and the actual debt service during P&I periods.
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.

1. 175 West Jackson Boulevard

COLLATERAL SUMMARY	
% of Pool	9.7%
Trust Amount	$112,500,000
Originator	Wachovia
Shadow Rating	**Baa3**
Property Type	CBD Office
Location	Chicago, IL
Red-Yellow-Green™	Yellow (46)
Size	1,449,067 SF
Year Built/Renovated	1912/1923/2002
Occupancy	90.0% leased as of 8/1/2004, including 10-year master lease on 8.9% of the NRA
Ownership	Fee
Purchase Price	N/A

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$112,500,000	70.9%	1.67x
Pari-Passu Debt	$112,500,000	70.9%	1.67x
Non-Pooled B-Note	$55,000,000	88.3%	1.34x
First Mortgage	**$280,000,000**	**88.3%**	**1.34x**
Mezzanine[2]	$50,000,000	104.1%	-
Total	**$330,000,000**	**-**	**-**

1 Moody's Actual DSCR reflects coverage following the 36-month I/O period.
2 Represents permitted future mezzanine debt. There is no mezz debt currently outstanding.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.86%
Interest Only Period	36 months
Amortization	30 years following IO period
Maturity Date	9/14/2014
Extension Options	N/A
Sponsor	Strategic Investment Property Fund, Inc. and Gary Barnett
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard lockbox
Ongoing Reserves	Taxes, Insurance, CapEx, TI/LC
Upfront Reserves	Taxes ($3,299,584), Insurance ($386,819)
Other	$20 million Reserve funded in conjunction with execution of master lease by Intell Management and Investment Company. Reserve to be held during the first 5 years of the master lease, with reductions upon signing of additional leases.

Strengths

- The pooled senior component is shadow-rated **Baa3**.
- The building is unique in terms of its large floor plates which average 65,000 square feet.
- Diverse tenant base. There are 48 tenants, and no single tenant occupies more than 9.6% of the NRA. Seven tenants, representing approximately 25.6% of base rental income, have a Moody's investment grade rating.
- The sponsor's master lease, representing 8.9% of the NRA, is backed by $20 million for the initial 5 years of the lease, with reductions only upon lease up of this space.
- The property recently underwent a substantial renovation at a cost in excess of $87 million. The significant upgrades have transformed the property into a premier, modern Class A office building.

Concerns

- The loan is interest-only for 36 months. Thereafter, it amortizes on a 30-year schedule.
- The overall Moody's LTV ratio could increase to 104.1% including permissible mezzanine debt of $50 million.
- Approximately 18 tenants, representing 72.4% of leased NRA, have early termination options. All have some termination fee requirement, typically equating to +/- 12 months of rent, and will be captured by the trust.
- The Chicago CBD office market is currently weak. The subject's Central Loop submarket Class A office vacancy rate was 18.3% as of the second quarter, according to Torto Wheaton Research (TWR). The adjacent West Loop submarket was only slightly better at 14.0%.

Property Description

175 West Jackson Boulevard (formerly known as The Insurance Exchange Building), is a 22-story, Class A office building in the Chicago CBD. The property occupies an entire city block with frontage on four streets and lobby entrances at the north and south ends of the building on West Jackson Boulevard and West Quincy Street. Originally constructed in 1912 and 1923, the building was extensively renovated between 1999 and 2002, including replacement of all windows, renovation of the building's façade and lobby, and new HVAC, electrical, plumbing, and state of the art telecommunications operations system. The building's 1,449,067 square feet of NRA includes approximately 35,367 square feet (2.4%) of ground level retail. The subject is one of Chicago's largest buildings, and floorplates averaging over 65,000 square feet. The property also features a subterranean 250-stall parking garage. Additionally, the building has developable air rights that permit the future addition of 279,000 square feet of NRA. The current owners acquired a leasehold position in the asset in 1998 for approximately $55 million, and in 2000 acquired the fee position for $16 million. The conversion from Class C to Class A property was completed in 2002 at a cost of more than $87 million plus $45 million in tenant improvement costs associated with leasing up the building. The borrower's total cost basis in this asset is $203 million.

Tenant Overview

The major tenants are presented in *Figure 10* below. As of August 1, 2004 the property was 90.0% leased to 35 office and 13 retail tenants. The building's physical occupancy is 81.1%. A master lease with the sponsor for 129,473 square feet, or 8.9% of the NRA, accounts for the difference between occupied and leased NRA. Intell Management executed a 10-year master lease at $29.00 per square foot, collateralized by a $20 million cash deposit which will be held for five years. Prior to the end of this five year period, the cash collateral will only be reduced as qualified leases reduce the building vacancy. The only significant lease rollover takes place in 2012, when 26.0% of the NRA expires. The largest tenant leases expiring in 2012 are AON (9.3%) and the SEC (7.1%).

Figure 10

175 West Jackson Boulevard Tenant Summary

Tenant	NRA (SF)	% of NRA	Base Rent PSF ($)	Lease Expiration	Moody's Senior Unsecured Rating
MWH Harza Energy and Infrastructure	139,067	9.6%	28.19	June 2015	NR
AON Service Corporation	135,029	9.3%	29.50	April 2012	**Baa2**
Intell Management & Investment Co (Master Lease)	129,473	8.9%	29.00	July 2014	NR
US Securities and Exchange Commission	102,613	7.1%	32.20	January 2012	**Aaa**
Navigant Consulting, Inc.	72,817	5.0%	27.39	May 2012 and portion month-to-month	NR
Subtotal - Top 5 Tenants	**578,999**	**40.0%**	**29.29**	**N/A**	**N/A**
Other Tenants	725,161	50.0%	30.83	N/A	N/A
Total Leased NRA	**1,304,160**	**90.0%**	**30.14**	**N/A**	**N/A**
Vacant Space	144,907	10.0%	N/A	N/A	N/A
Total NRA	**1,449,067**	**100%**	**N/A**	**N/A**	**N/A**

Market Overview

The subject is in Chicago's Central Loop submarket, approximately two blocks east of the West Loop submarket. The Central Loop is the largest of the five submarkets within the CBD, and is considered to be the heart of the financial district. As of the second quarter of 2004, the Chicago CBD Class A office vacancy rate was 16.1%, according to TWR. The Central and West Loop vacancy rates were 18.3% and 14.0%, respectively, for the same period. Currently, there are four office buildings under construction in the CBD, all within the Central and West Loop submarkets. Each of these buildings has secured anchor tenants. Three additional office projects have been proposed, but are not expected to break ground until anchor leases are secured. Although the overall CBD vacancy rates have increased in recent years due primarily to the sluggish economy, the outlook for the CBD remains positive. Absorption is expected to outpace new supply, and the 2-year TWR outlook reflects reduced vacancy levels in both the Central and West Loop submarkets. Recent leases signed at 175 West Jackson indicate a current market rent of approximately $29.00 per square foot, on modified gross basis. This is lower than the average in-place office rent at the subject, which is approximately $33.00 per square foot.

2. Coastal Grand Mall

COLLATERAL SUMMARY	
% of Pool	8.6%
Trust Amount	$99,834,321
Originator	Wachovia
Shadow Rating	**Baa2**
Property Type	Anchored Retail
Location	Myrtle Beach, SC
Red-Yellow-Green™	N/A
Size	444,372 SF
Year Built/Renovated	2004
Occupancy	90.2% as of 9/8/04
Ownership	Fee
Purchase Price	N/A

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pooled Trust Balance	$99,834,321	74.1%	1.62x
Non-Trust B-Notes[1]	$18,000,000	87.5%	1.37x
First Mortgage	**$117,834,321**	**87.5%**	**1.37x**
Unsecured Debt[2]	$18,000,000	100.9%	-
Mezzanine	-	-	-
Total	**$135,834,421**	**-**	**-**

1 Additional debt held by the sponsor in the form of two $9 million B-notes.
2 Represents future permitted unsecured subordinate debt. There is no outstanding balance.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.09%
Interest Only Period	N/A
Amortization	25 years
Maturity Date	10/11/14
Extension Options	N/A
Sponsor	CBL & Associates Properties, Inc. (CBL) and Burroughs & Chapin Company, Inc.
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Soft
Ongoing Reserves	Springing for Taxes, Insurance, CapEx and TI/LC, upon DSCR falling below 1.15x for any fiscal year.
Upfront Reserves	None
Other	N/A

Strengths

- The trust portion of the senior mortgage loan is shadow-rated **Baa2**.
- The loan is structured with a 25-year amortization term.
- Although only recently completed, the subject is considered the dominant regional mall in the Myrtle Beach trade area, given its national tenant mix which is superior to the competition. In addition to three existing anchors, the site can accommodate up to two additional anchors.
- Subject is the newest property in the market, with attractive design and open-air entertainment/restaurant component.
- Excellent location in the central portion of Myrtle Beach at heavily traveled intersection. US 501 is one of the principal commercial thoroughfares in the area.
- Strong sponsorship. CBL, a publicly traded REIT, has full or partial ownership interests in 167 retail properties (67 regional malls) totaling 69 million square feet. Burroughs & Chapin is an experienced Myrtle Beach developer with significant local expertise and has been in operation for over 100 years.

Concerns

- Limited operating history, as the mall recently opened in March 2004. However, the initial months indicate good sales productivity, and management estimates full year in-line sales of $350 to $400 per square foot.
- The local economy is largely driven by the tourist industry, and the subject is therefore highly dependent on tourism as well. However, Myrtle Beach is one of the top tourist destinations in the country. In addition, the permanent population of Myrtle Beach continues to grow steadily and to attract increasing numbers of retirees.
- A significant number of in-line tenants have co-tenancy clauses in their leases which allow for early termination and/or rent abatement. Typical co-tenancy clauses require a minimum of two anchor tenants and occupancy of at least 65% of in-line space.

Property Description

Coastal Grand is a single-story regional mall containing 882,724 square feet of gross leaseable area (GLA). The three department store anchors - Dillard's, Sears, and Belk - own their stores and are therefore not part of the collateral. The collateral is comprised of 444,372 square feet of GLA including Dick's Sporting Goods, Cinemark 14-screen cinema, and Bed, Bath & Beyond, as well as approximately 100 mall shop tenants. The mall is newly constructed, and recently opened in March 2004. Coastal Grand has displaced Myrtle Square Mall, which lost two of its three anchors (Sears and Belk) to the subject. Coastal Grand is managed by CBL and Associates Management, Inc.

Tenant Overview

Each of the three anchor tenants operates under operating agreements through 2040. The department stores' estimated full year sales figures are as follows: Belk, $164 psf; Dillard's, $151 psf; and Sears, $150 psf. Cinemark's first year annual revenues are estimated to be $4.5 million, or $321,000 per screen. The mall's largest national tenants include Dick's, Bed, Bath & Beyond, Books A Million, Express Mens, Abercrombie & Fitch, Victoria's Secret, Charlotte Russe, Gap/Gap Kids, American Eagle, Hollister, and Ann Taylor. The mall has a middle-market price point orientation. In-line occupancy was 90.2% as of September 2004, with an additional two leases (0.7%) under negotiation. Full year sales estimates are projected to stabilize between $350 and $400 per square foot for in-line shop space.

Market Overview

The subject is located in Myrtle Beach, Horry County, South Carolina. The Myrtle Beach area, also known as the Grand Strand, is a 60-mile stretch of coastline along the northeast portion of South Carolina. The local economy is largely dominated by the tourist industry, and an estimated 13.6 million tourists visit the Grand Strand annually. The property is situated along US 17, a heavily traveled major artery. It is located approximately 2 miles from the beach, 2 miles from Myrtle Beach International Airport, and proximate to several golf courses and a number of strong national retailers. The primary trade area (PTA) contains a permanent population of 249,818, slightly larger than the Myrtle Beach population of 211,091. In addition to its popularity as a tourist destination, U.S. census bureau data indicate that Myrtle Beach is the 13 fastest growing area in the nation. Net migration into Myrtle Beach increased 2.4% per annum from 2000 to 2003, and is projected to increase by 2.2% per annum through 2008. A large portion of the population increase is attributable to retirees, one in five of whom are migrating from New York, Philadelphia, and Washington, D.C. Average household income for the trade area ($53,594) and Myrtle Beach ($52,293) are similar to the state average of $54,219.

The most directly competitive properties are Colonial Mall, located 11 miles north of the subject, and Inlet Square Mall, located 10 miles south. Colonial is anchored by JC Penney and two Belk stores. A fourth anchor tenant store, formerly occupied by Kmart, is being redeveloped into a 102,000 square foot Bass Pro Shop. Colonial's sales average $275 per square foot, and mall shop occupancy is only 80% due to the impact of the previously dark Kmart. Inlet Square Mall is anchored by Belk, JC Penney, and Kmart. Constructed by CBL in 1990, this property is now owned by Oaktree Capital Management and operated by General Growth. In line sales average $161 per square foot and mall shop occupancy is currently 69%. Several other competing retail formats exist in the PTA including Myrtle Beach Factory Stores, Tanger Outlet Center, Broadway at the Beach (lifestyle center located 2 miles north of the subject), and Barefoot Landing (lifestyle center), as well as several neighborhood and community centers and free-standing retail stores. However, due to its superior national tenant mix, Coastal Grand is considered to be the dominant enclosed mall serving the Myrtle Beach MSA.

3. 180 Maiden Lane

COLLATERAL SUMMARY	
% of Pool	8.0%
Trust Amount	$93,000,000
Originator	Wachovia
Shadow Rating	**Baa1**
Property Type	Office
Location	New York, NY
Red-Yellow-Green™	Green (71)
Size	1,088,763 SF
Year Built/Renovated	1984/2000
Collateral Occupancy	100% leased and 95.7% occupied as of 9/1/2004
Ownership	Fee
Purchase Price	$365 million

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR
Pooled Trust Balance	$93,000,000	65.2%	2.31x
Pari Passu Debt	$93,000,000	65.2%	2.31x
Non-Pooled Trust B-Note	$69,500,000	89.6%	1.68x
Non-Trust C-Note	$36,500,000	102.4%	1.22x
First Mortgage	**$292,000,000**	**102.4%**	**1.22x**
Mezzanine	$36,500,000	115.2%	-
Total	**$328,500,000**	**-**	**-**

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.41%
Interest Only Period	62 months (full term)
Amortization	N/A
Maturity Date	11/11/2009
Extension Options	N/A
Sponsor	Joseph Moinian
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard lockbox
Ongoing Reserves	Taxes, Insurance, CapEx
Upfront Reserves	Rollover Reserve ($984,714) for amounts committed under the Goldman and Stroock leases Tax Escrow ($1,849,158) Insurance ($160,784)
Other	N/A

Strengths

- The pooled senior component is shadow-rated **Baa1**.
- The property is 100% leased with high quality tenancy. Goldman Sachs (**Aa3**) leases 73.8% of the NRA, and Stroock & Stroock & Lavan (Stroock), a NYC law firm established in 1876, leases 21.3%.
- High quality, Class A office building. The property has a modern design, NY harbor views, and upgraded building systems which allow for superior efficiency.
- New York City is a Green (71) market according to Moody's Red-Yellow-Green™ Update for the third quarter of 2004.

Concerns

- The loan pays interest-only for the entire 62 month term.
- Subordinate notes and mezzanine debt increase first mortgage leverage to 102.4% and total leverage to 115.2%. Moody's has factored the increased leverage into our analysis.
- The building is exposed to significant rollover risk during the term, as Goldman has a termination option in November 2009. However, the combined termination fee and cash flow sweep will provide $35.3 million ($43.95 psf) to mitigate this risk.
- Rents are slightly above market, largely due to the Goldman Sachs lease. Goldman Sachs is rated **Aa3**.

Property Description

180 Maiden Lane is a 41-story, 1,088,763 square foot Class A office tower located in lower Manhattan. The building was constructed in 1984 and renovated in 2000, and has a modern design characterized by its distinctive green glass façade. The property has benefited from institutional ownership over its entire history, and its major tenant (Goldman) undertook a $300 million infrastructure upgrade in 1999, including installation of supplemental building systems, emergency power, and additional cooling and electric capacity. The building is well-located at the inter-

section of Maiden Lane and South Street, which runs along the East river. Given its height and location, the building enjoys unobstructed views of NY harbor as well as skyline views to midtown. The location is also proximate to transportation hubs including the South Street Seaport ferry terminal, Brooklyn Bridge, and three subway stations. The property was recently acquired by Joseph Moinian, and is managed by Cushman & Wakefield, Inc.

Tenant Overview

The building is 100% leased as summarized below in *Figure 11*. Goldman Sachs (**Aa3**), which occupies 73.8% of the building's NRA, has been a tenant since 1999. Goldman's lease expires in 2014, although it has an early termination option in November 2009. This option date coincides with the potential completion date of Goldman's 2 million square foot headquarters building in Battery Park City. As a mitigant to this risk, Goldman must pay a termination fee equivalent to nine months rent ($24.7 million), and there is a cash flow sweep mechanism beginning 18-months prior to lease termination that will provide an estimated $10.6 million. In total, approximately $35.3 million, or $43.95 per square foot, will be available to re-tenant the building in the event that Goldman chooses to terminate its lease. Stroock currently occupies 202,654 square feet, but has signed commitments to sublease an additional 29,278 square feet, which will take the building to 100% occupancy. Stroock has early termination options in 2008 on a portion of its occupied premises (totaling 4.3% of building NRA). There is a 12-month notice requirement and a breakage fee equivalent to $53 per square foot on this space. Stroock has been a tenant at 180 Maiden Lane since 1996.

Figure 11

180 MAIDEN LANE TENANT SUMMARY

Tenant	NRA	% of NRA	Base Rent PSF	Lease Expiration[1]	Moody's Senior Unsecured Rating
Goldman Sachs	803,223	73.8%	38.55	April 2014	Aa3
Stroock & Stroock & Lavan[2]	231,932	21.3%	31.50	January 2008 Jan/May 2013	NR
Weitz & Luxenberg	28,000	2.6%	28.00	April 2009	NR
Heartworks	10,545	1.0%	0.00	April 2014	NR
Nausch, Hogan & Murray	10,245	0.9%	36.00	August 2006	NR
Subtotal - Top 5 Tenants	**1,083,945**	**99.6%**	**36.37**	**N/A**	**N/A**
Other	4,818	0.4%	9.55	N/A	N/A
Total Leased NRA	**1,088,763**	**100.0%**	**36.25**	**N/A**	**N/A**
Vacant Space	0	0.0%	N/A	N/A	N/A
Total NRA	**1,088,763**	**100.0%**	**N/A**	**N/A**	**N/A**

1 Goldman has an early termination option on 100% of its space in November 2009.
1 Stroock has 8,498 sf expiring in 2008, with the balance expiring in 2013. In addition, Stroock has a termination option on approx. 46,500 sf in 2008.
2 Stroock currently occupies 202,654 sf. The balance will be occupied within 30 to 60 days of closing.

Market Overview

The building occupies an entire city block bounded by Maiden Lane, South Street, Pine Street, and Front Street. It is located in the Insurance District submarket of downtown Manhattan, directly north of the Financial District and east of the World Trade District. According to TWR, the downtown Class A office vacancy rate was 10.5% as of the second quarter of 2004. The Insurance District submarket Class A vacancy rate was slightly better, at 9.1% for the same period. The eight most directly competitive Class A office properties have an average vacancy rate of 7.3%. The subject's market rent is estimated to range from $34.00 per square foot for low-rise space, to $38.00 per square foot for high-rise space, with an average of $35.53 per square foot. (Leases are modified gross, with tenants responsible for their pro-rate share of real estate taxes and operating expenses above a base year, plus submetered electric.) In place rents are above average at $38.49 per square foot (gross, adjusted downward for tenant electric), primarily because the Goldman Sachs' lease was signed at the peak of the market in 1999.

The downtown office market has improved significantly in the past year, but challenges remain. With the exception of 7 World Trade Center, new office construction will most likely be contingent upon significant preleasing. However, recent announcements by some major financial firms of plans to relocate out of downtown may place large blocks of space on the market. This may drive up vacancy rates and put downward pressure on rents, although the actual likelihood and impact of these relocations is uncertain at present.

4. Gale Portfolio

COLLATERAL SUMMARY	
% of Pool	6.3%
Trust Amount	$72,955,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Office
Location	Parsippany and Roseland, NJ
Red-Yellow-Green™	Yellow (64)
Size	573,877 SF
Year Built/Renovated	1983 - 1988
Collateral Occupancy	95.8% leased as of 7/28//2004
Ownership	Fee
Purchase Price	$89.6 million (implied value based on pool purchase price)

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$72,955,000	102.8%	1.21x
Other Secured Debt	-	-	-
First Mortgage	**$72,955,000**	**102.8%**	**1.21x**
Mezzanine[2]	-	-	-
Total	**$72,955,000**	**102.8%**	**1.21x**

1 Moody's Actual DSCR reflects coverage following the 24-month I/O period.
2 $25 million revolving line of credit available to fund TI/LC for a portfolio of 36 related properties, including the 4 subject properties and 3 other properties in the trust. The remaining 29 properties are not in the trust. The line of credit is secured by the ownership interests in each of the 36 properties.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	6.26%
Interest Only Period	24 months
Amortization	30 years, following 2-year IO
Maturity Date	8/11/2014
Extension Options	N/A
Sponsor	The Gale Company L.L.C. and SL Green Realty Corporation
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard Lockbox
Ongoing Reserves	Taxes, Insurance, TI/LC and CapEx
Upfront Reserves	Rollover Reserve ($1,350,000),Tax Escrow ($149,812), Insurance ($10,074), Engineering ($20,562)
Other	$3,779,546 Accrued Lease Liability reserves associated with existing commitments to two tenants.
Release	Permitted only subject to defeasance and yield maintenance.

Strengths

- The multi-property office portfolio offers good tenant diversity. The portfolio includes 27 tenants, with no tenant representing more than 15.2% of in-place base rental income.
- Loan structure is enhanced by upfront reserves for TI/LC of $1,350,000.
- Strong sponsorship and property management. SL Green, a publicly traded REIT, owns and manages 30 buildings aggregating more than 15 million square feet. Gale owns or manages a portfolio exceeding 50 million square feet of commercial real estate.

Concerns

- The loan pays interest-only for the initial 24 months of the loan term.
- The loan is highly leveraged with a Moody's LTV ratio of 102.8%.
- Generally weak current market conditions, particularly in the Parsippany submarket with an overall vacancy rate of 21.3% as of the first quarter of 2004. (Approximately 37.6% of underwritten NCF is derived from the Parsippany property.)
- Two properties have high near-term rollover risk. 85 Livingston has 77.3% rollover through 2006, and 75 Livingston has 25% rollover in 2005. However, these properties have upfront TI/LC reserves of $15.75 and $5.48 per square foot, respectively, in addition to ongoing TI/LC collections. Further, on a portfolio basis, lease rollover is 12.5% in 2005 and 6.7% in 2006.

Property Description

The portfolio includes four Class A-/B+ suburban office properties located in Northern New Jersey. The buildings were constructed between 1983 and 1988, and total 573,877 square feet of NRA. The average building occupancy was 95.8% as of July 28, 2004, with a range of 92.0% to 100%. The individual property information is summarized below in *Figure 12*.

Figure 12

GALE PORTFOLIO SUMMARY

Property	Location	Allocated Loan Amount ($)	% of Loan Allocation	NRA (SF)	% of Portfolio NRA	Year Built	# of Stories	Actual Occu-pancy	Overall Market Occupancy
20 Waterview Boulevard	Parsippany, NJ	27,683,817	37.9%	226,142	39.4%	1988	4	96.7%	78.4%[1]
85 Livingston Avenue	Roseland, NJ	17,098,828	23.4%	124,547	21.7%	1985	4	100.0%	86.2%[2]
6 Becker Farm Road	Roseland, NJ	15,958,906	21.9%	128,786	22.4%	1983	4	92.9%	86.2%[2]
75 Livingston Avenue	Roseland, NJ	12,213,449	16.7%	94,402	16.4%	1984	3	92.0%	86.2%[2]
Total / Weighted Ave		**72,955,000**	**100.0%**	**573,877**	**100.0%**	**1986**		**95.8%**	

1 Morris County Office Market - First Quarter 2004 (Cushman & Wakefield)
2 Essex County Office Market - First Quarter 2004 (Cushman & Wakefield)

Tenant Overview

The portfolio was occupied by 27 tenants as of July 28, 2004. The largest lease expirations occur in 2005 (12.5% of portfolio NRA) and 2010 (15.0%). The loan is structured with upfront reserves for TI/LC to address the near-term roll-over, which is concentrated in the two Livingston Avenue properties. The largest tenant, Lowenstein, Sandler PC, occupies 14.3% of the portfolio NRA. Lowenstein is one of New Jersey's largest law firms with 220 attorneys. The top five tenants in the portfolio are presented below in *Figure 13*.

Figure 13

GALE PORTFOLIO TENANT SUMMARY

Tenant	Property	NRA (SF)	Share of Portfolio NRA	Annual Rent PSF	Share of In-Place Base Rent	Lease Expiration	Moody's Senior Unsecured Rating
Lowenstein, Sandler, PC	6 Becker Farm	82,107	14.3%	$24.25	15.2%	August 2017	N/R
Connell Foley	85 Livingston	68,999	12.0%	$23.00	12.1%	December 2015	N/R
Torre Lazur	20 Waterview	54,379	9.5%	$24.00	10.0%	June 2010	N/R
One Call Medical	20 Waterview	41,735	7.3%	$20.00	6.4%	June 2013	N/R
American Management	75 Livingston	37,019	6.5%	$25.97	7.3%	October 2005	N/R
Subtotal Top 5 Tenants	**N/A**	**284,239**	**49.5%**	**$23.50**	**51.0%**	**N/A**	**N/A**
Other Tenants	N/A	265,319	46.2%	$24.17	49.0%	N/A	N/A
Total Leased Area	N/A	549,558	95.8%	$23.82	100.0%	N/A	N/A
Vacant Space		24,319	4.2%	N/A	N/A	N/A	
Total / Weighted Ave.		**573,877**	**100.0%**	**N/A**	**N/A**	**N/A**	

Market Overview

The Northern New Jersey office market is a Yellow (64) market according to the Red-Yellow-Green™ Third Quarter Update. The Parsippany property (20 Waterview) is located in the Morris County office market, and the Roseland properties are located in the Essex County office market. Morris County, the largest office market in New Jersey, reported an overall vacancy rate of 21.6% for the first quarter of 2004, largely due to the significant amount of new construction completed in the past three years. The Parsippany submarket reports a similar vacancy rate of 21.3% for the same period. The minimal amount of new inventory planned for the near term is expected to help stabilize the local office market. The Essex County market is the third largest office market in Northern/Central New Jersey, with an overall vacancy rate of 15.2% as of the first quarter of 2004. The three Essex County properties are within the Suburban Essex/Route 280 submarket, which reported a slightly better vacancy rate of 12.2% for the same period. Average in place rents at each of the properties are within the range of asking rents for comparable properties. Each of the properties is currently outperforming the market in terms of occupancy levels.

5. Deer Valley Village Apartments

COLLATERAL SUMMARY	
% of Pool	4.4%
Trust Amount	$51,150,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Multi-family
Location	Phoenix, AZ
Red-Yellow-Green™	Green (72)
Size	832 Units (738,984 SF)
Year Built/Renovated	1996 - 2000
Occupancy	94.7% as of 06/14/04
Ownership	Fee
Purchase Price	$68,200,000

DEBT SUMMARY			
		Moody's	
		LTV	Actual DSCR
Pooled Trust Balance	$51,150,000	103.9%	1.58x
Other Secured Debt	-	-	-
First Mortgage	**$51,150,000**	**103.9%**	**1.58x**
Mezzanine	-	-	-
Total	**$51,150,000**	**103.9%**	**1.58x**

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.03%
Interest Only Period	60 months (full term)
Amortization	N/A
Maturity Date	10/11/2009
Extension Options	N/A
Sponsor	Marc J. Paul, Robert A. Robotti and Secured California Investments, Inc.
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Soft Lockbox
Ongoing Reserves	Tax, Insurance, CapEx
Upfront Reserves	Taxes ($115,332), Insurance ($105,811), Engineering ($7,563)
Other	N/A

Strengths

- The subject is a well-located, Class A multi-family community with high quality amenities and good accessibility.
- The subject is located within the growing Phoenix multi-family submarket, which is classified as Green (72) according to Moody's Third Quarter 2004 Red-Yellow-Green™ Update. The average household income within a one-mile radius of the subject is $83,114.
- Experienced property management. The subject is managed by Alliance Residential LLC, which currently manages over 120 apartment communities containing approximately 28,000 units and valued in excess of $2.5 billion.

Concerns

- High leverage. The first mortgage loan has a Moody's LTV ratio of 103.9%.
- The loan is interest-only for the full term.
- The borrowing entity is comprised of several Tenants in Common (TIC) controlled by the sponsor, SCI Real Estate Investments. However, property partition is prohibited, and the sponsor has extensive experience in managing such TIC ownership properties.

Property Description

The subject property consists of 35 two- and three-story, garden-style apartment buildings containing 832 units. It was built in phases between 1996 and 2000 and is located in Phoenix, Arizona. The location offers good access to major thoroughfares such as the Black Canyon (I-17) Freeway, the Loop 101 Freeway and the 51-Squaw Peak Highway. Immediate surroundings consist of 70% residential, 10% commercial, 5% industrial, and 15% mixed uses. The subject benefits from high-quality amenities such as three swimming pools, two in-ground hot tubs, a playground, two sand volleyball courts, clubhouse, community resource center with game room and conference center, two on-site fitness rooms, three spas, and an on-site leasing office. There are 1,275 total parking spaces, including 832 covered spaces. The borrowing entity is acquiring the property for $68.2 million, or 75% Loan-to-Cost. A summary of the subject's unit mix is provided in *Figure 14*.

Figure 14
DEER VALLEY VILLAGE APARTMENTS UNIT MIX

Unit Type	# of Units	Unit Size (SF)	Average Rent per Unit ($)
1 Bedroom / 1 Bath	360	713	691
2 Bedroom / 1 Bath	96	851	803
2 Bedroom / 2 Bath	260	987	864
3 Bedroom / 2 Bath	116	1,177	1,030
Total / Average	**832**	**879**	**805**

Market Overview

The subject is located in the Phoenix, Maricopa County, Arizona market, which Moody's classified as Green (72) in the Third Quarter 2004 Red-Yellow-Green™ Update. The Phoenix submarket reported a vacancy rate of 10.2% as of the first quarter 2004, down from 10.5% in 2003. Occupancy rates for the competitive set ranged from 94% to 95%, indicating that the subject is operating in line with the market. Declining permits and construction activity are anticipated and will have a positive impact on vacancy rates. The average asking rent of $805 per month is in-line with the subject's competitive set. Within a five-mile radius, demographic indicators are supportive of the subject with a population and median household income of 285,285 and $56,546, respectively.

6. IRS Fresno

COLLATERAL SUMMARY	
% of Pool	4.0%
Trust Amount	$46,000,000
Originator	Artesia
Shadow Rating	N/A
Property Type	CBD Office
Location	Fresno, CA
Red-Yellow-Green™	N/A
Size	180,481 SF
Year Built/Renovated	2003
Occupancy	100% as of 9/2/04
Ownership	Fee
Purchase Price	$62,000,000 effective Jan. 2005

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$46,000,000	91.0%	1.68x
Other Secured Debt	-	-	-
First Mortgage	**$46,000,000**	**91.0%**	**1.68x**
Mezzanine	-	-	-
Total	**$46,000,000**	**91.0%**	**1.68x**

1 Moody's DSCR reflects interest-only, as loan does not amortize until after the ARD.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.57%
Interest Only Period	60 months
Amortization	Hyper-amortization following ARD
Maturity Date	11/11/2009 (ARD)
Extension Options	N/A
Sponsor	NGP Capital Partners III, Alex S. Palmer, and Dale A. Holmer
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard lockbox
Ongoing Reserves	Taxes, Insurance, CapEx
Upfront Reserves	Insurance ($79,850)
Other	$4 million cash or letter of credit required at the ARD if loan is not paid in full at that time. Requirement will be waived if the early termination option in the lease is extinguished.

Strengths

- Property is a newly constructed, Class A office building, and one of only three institutional quality buildings in the Fresno CBD.
- The building is 100% occupied by the Internal Revenue Service (**Aaa**) under a 15-year lease (with early termination option in 2013).

Concerns

- The loan is interest-only for 60 months until the Anticipated Repayment Date. However, if loan is not paid at the ARD, $4 million must be posted (see Structural Features, above) and the loan will begin hyper-amortizing.
- The Fresno CBD office market has been in a state of decline for several years, and most of the existing office inventory is old and functionally obsolete. However, several government tenant relocations into the CBD, as well as other recent investment in the downtown area, are helping to revitalize the area.

Property Description

The IRS Building is a 180,481 square foot, six-story, Class A office building in the Fresno, California CBD. The property was recently completed in 2003, and is 100% occupied by the IRS. The property also features a six-level parking structure with 800 spaces, and a parking ratio of 4.43 per 1,000 square feet of NRA. The current owner, ASP San Diego, LLC purchased the site from the Redevelopment Agency of the City of Fresno in November 2002 for $390,689, and developed the improvements which were completed in December 2003. The property is being acquired by an entity controlled by NGP Capital Partners III, effective January 2005, at which time the acquiring entity will assume the subject mortgage. NPG will guarantee the carve-out provisions at closing. NPG specializes in acquiring properties leased to U.S. Government agencies and other investment grade tenants. The property is managed by Manco Abbott, the largest real estate management firm in Central California.

Tenant Overview

The Internal Revenue Service (Aaa) occupies 100% of the NRA under a 15-year lease commencing 12/1/03 and ending 11/30/18. The lease permits early termination after ten years (11/30/13), with 360 days notice and no penalty. The rent is $34.00 per square foot on a full service gross basis, plus tenant electric, and will be increased by $0.50 per square foot every five years. Rights to all of the parking are included in the rent.

Market Overview

Fresno is in the San Joaquin Valley of central California, 190 miles southeast of San Francisco and 220 miles Northwest of Los Angeles. Fresno County's unemployment has risen from 11.6% in 1990 to 15.4% as of February 2004, due to the area's heavy reliance on the agricultural industry. As of the first quarter of 2004, the Fresno office market vacancy was 11.0%, down from 13.3% as of year-end 2001. The CBD submarket vacancy rate was 15.6% as of year-end 2003. However, excluding three very large, obsolete buildings (Bank of Italy building, JCPenney building, and the Helm building), reduces the vacancy rate to 5.7%. In addition to the subject, there is currently only one other Class A building in the CBD (also occupied by the IRS), with another pre-leased Class A building under construction. The three Class A office buildings are therefore 100% leased. The downtown Fresno area has been declining for several years. Most of the existing office inventory was developed in the 1920s and 1930s, and is considered functionally obsolete. However, the downtown office submarket is making a recovery due in part to the Executive Order requiring federal agencies to relocate into declining downtown districts in order to help revitalize these areas. This has resulted in two large IRS relocations, including the subject tenant, to the Fresno CBD. (However, California state agencies are now allowed to shop for a cheaper rate outside of the CBD due to the state's fiscal crisis.) Other recent investment in the downtown area includes an expansion of the convention center on the eastern edge of downtown, recent construction of the Federal Courthouse, the 2002 construction of a minor league baseball stadium, and a major expansion of the Community Medical Center serving Fresno and the Central San Joaquin Valley. These are expected to increase demand for CBD office space.

Conventional rental rates in the CBD average $22.50 and $17.28 per square foot for Class A and Class B space, respectively. However, recent rent comps for GSA tenants range from $32.52 per square foot (IRS lease in recently renovated Guarantee Bank building) to $60 per square foot (INS lease in Guarantee Bank building), depending on the level of finish and the number of parking spaces (gross rents include parking and amortization of TI). The subject lease is therefore consistent with current trends for GSA leases in the Fresno CBD market.

7. ADG Portfolio

COLLATERAL SUMMARY	
% of Pool	3.6%
Trust Amount	$42,184,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Manufactured Housing
Location	Various (see table)
Red-Yellow-Green™	N/A
Size	2,064 pads/units
Year Built/Renovated	Various (see table)
Occupancy	90.9% as of 7/31/04
Ownership	Fee Simple
Purchase Price	N/A

DEBT SUMMARY			
		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$42,184,000	97.7%	1.30x
Non-Trust B-Notes	$2,636,500	103.8%	1.22x
First Mortgage	**$44,820,500**	**103.8%**	**1.22x**
Mezzanine	-	-	-
Total	**$44,820,500**	**103.8%**	**1.22x**

1 Moody's Actual DSCR reflects coverage following the 24-month IO period.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.61%
Interest Only Period	24 months
Amortization	30 years
Maturity Date	10/11/14
Extension Options	N/A
Sponsor	Bruce A. Arbit, James A. Reitzner, Jerry Benjamin, M. Nicol Padway
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	None
Ongoing Reserves	Taxes, Insurance, and CapEx
Upfront Reserves	Taxes ($153,214), Insurance ($111,308), Engineering ($180,531)
Release Provisions	Property releases are subject to 125% defeasance, as well as DSCR and LTV tests.

Strengths

- Four loans, collateralized by 25 properties, are cross-collateralized and cross-defaulted.
- Diversity is provided by a total of 2,064 pads/units located in 12 separate MSAs.
- Experienced ownership/management. Asset Development Group (ADG) currently manages 56 manufactured home communities, with a total of 6,000 home sites, and three multifamily properties.

Concerns

- Moody's LTV is 97.7%. Including subordinate B-notes held outside of the trust, Moody's LTV increases to 103.8%.
- The loan is interest-only for an initial 24-month period. Thereafter, it amortizes on a 30-year schedule.
- The average age of the properties is 36 years. Although most properties have only basic amenities, they are in generally good condition.
- All but two properties are located in Wisconsin. However, despite the state concentration, the Wisconsin properties are dispersed throughout 10 separate MSAs. The largest MSA concentrations are in Milwaukee-Waukesha (25% of the allocated loan amount and 15% of the units) and Appleton-Oshkosh-Neenah (17.2% of the loan balance and 24.3% of the units).

Portfolio Description

The ADG Portfolio is a pool of four loans that are cross-defaulted and cross-collateralized. One of the four loans is secured by a portfolio of 22 properties, and three loans are each secured by one individual property. The portfolio loans are secured by a total of 23 mobile home parks and two multi-family apartment properties comprised of a combined 2,064 pads or units. With the exception of Cedar Crossing Apartments, located in Frederick, Maryland, all of the properties are located in Wisconsin. *Figure 15* summarizes the four loans.

Figure 15

SUMMARY OF ADG LOANS

Property Name	City	State	Property Type	Number of Properties	Year Built	Allocated Loan Balance ($)	% Share of Loan Balance	Number of Pads or Units	Occupancy as of 7/31/04
ADG - MHP Pool One	Various	Various[1]	MHP	22	Various[2]	30,480,000	72.3%	1,754	90.8%
ADG - Lannon Estates	Lannon	WI	MHP	1	1970	5,832,000	13.8%	166	89.8%
ADG - Cedar Crossing	Frederick	MD	MF	1	1986	4,640,000	11.0%	109	94.5%
ADG - Forest Down	Hales Corners	WI	MF	1	1988	1,232,000	2.9%	35	88.6%
Total/Average				**25**	**1968**	**42,184,000**	**100.0%**	**2,064**	**90.9%**

1 21 properties are located in Wisconsin and 1 property is located in Michigan.
2 Average year built for ADG - MHP Pool One is 1967

The portfolio contains a total of 1,920 mobile home park pads and 144 multi-family apartment units. The smallest property contains 16 pads and the largest 182 pads. As of July 31, 2004, property occupancy levels ranged from 72.0% to 100%, with an average portfolio occupancy of 90.9%. The properties were built between 1950 and 1988, and have an average age of 36 years. Property amenities are basic, but are generally consistent with other mobile home communities of this age.

Market Overview

The properties are located throughout eleven MSAs. The largest MSA concentration is Milwaukee-Waukesha, Wisconsin, in which 275 MHP pads (two properties) and 35 multifamily units (one property) are located, representing 25% of the allocated loan balance. The next largest MSA concentration is Appleton-Oshkosh-Neenah, Wisconsin, in which 502 MHP pads (eight properties) are located, representing 17.2% of the allocated loan balance. No other MSA represents more than 11.3% by allocated loan). The rents and occupancy levels of each of the communities are generally consistent with the markets in which they operate.

8. Slatten Ranch

COLLATERAL SUMMARY	
% of Trust	2.2%
Trust Amount	$26,000,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Shadow Anchored Retail
Location	Antioch, CA
Red-Yellow-Green™	Green (84)
Size	118,250 SF
Year Built/Renovated	2003
Occupancy	100% as of 7/31/04
Ownership	Fee
Purchase Price	$37.6 million as of 8/24/04

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$26,000,000	97.5%	1.31x
Other Secured Debt	-	-	-
First Mortgage	**$26,000,000**	**97.5%**	**1.31x**
Mezzanine	-	-	-
Total	**$26,000,000**	**97.5%**	**1.31x**

1 Moody's Actual DSCR reflects coverage following the 36-month I/O period.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	5.55%
Interest Only Period	36 months
Amortization	30 years
Maturity Date	9/11/2014
Extension Options	N/A
Sponsor	Mark S. Carter, Leland S. Kraemer and Fred T. Kroger
Borrower	SPE (not Bankruptcy Remote)

STRUCTURAL FEATURES	
Lock Box	None
Ongoing Reserves	Taxes, Insurance, CapEx. Escrow for TI/LC to begin in Year 6.
Upfront Reserves	Tax Escrow ($207,653), Debt Service Reserve ($148,442), Insurance Escrow ($29,391), Replacement Reserves ($985)

Strengths

- Slatten Ranch represents brand new construction and is therefore in excellent condition.
- The center is 100% leased. National tenants contribute 91.8% of the base rental income.
- The Western Phase of the center, which collateralizes the subject loan, is shadow anchored by Target. The adjacent Eastern Phase is shadow anchored by Mervyn's.
- Strong demographics with 3-mile median household income of $86,185.
- Oakland is a Green (84) retail market according to Moody's Red-Yellow-Green™ Update for the third quarter of 2004. The submarket vacancy rate is 3.1%.

Concerns

- The loan is interest-only for 36 months. Thereafter, it amortizes on a 30-year schedule.
- Moody's LTV is 97.5%.
- As the property was constructed in 2003, it has a limited operating history. Full-year tenant sales information is therefore not yet available.

Property Description

Slatten Ranch (Western Phase) is a 118,250 square foot shadow anchored retail center. Built in 2003, the subject contains three single-story buildings and is part of the larger Slatten Ranch community center measuring 440,492 square feet and shadow anchored by Target and Mervyns. Although not part of the collateral, these tenants provide significant drawing power to the center. The center is managed by Colliers International Asset Management, Inc. (CIAM), which manages over 11.8 million square feet of commercial properties in Northern California, Nevada, and Texas.

Tenant Overview

The subject is 100% leased to nineteen tenants, as summarized below in *Figure 16*. The largest tenants are Bed, Bath & Beyond, Barnes & Noble, and Cost Plus, which together represent 57.3% of the total GLA. In addition to the top five tenants listed below, national tenants include Payless Shoe Source, Sally Beauty, Lane Bryant, Vitamin Shoppe, T-Mobile, Jamba Juice, Cost Cutters, Cold Stone Brewery, Starbucks, Panda Express, and Men's Warehouse.

Figure 16

SLATTEN RANCH (WESTERN PHASE) TOP 5 TENANT SUMMARY

Tenant	GLA (SF)	Rent PSF ($)	Lease Expiration	Moody's Senior Unsecured Rating
Bed, Bath, & Beyond	27,000	15.00	January 2014	NR
Barnes & Noble	23,000	16.50	January 2014	NR
Cost Plus	17,750	17.25	January 2014	NR
Pier One Imports	9,998	20.75	February 2014	NR
The Dress Barn	7,300	25.00	December 2008	NR
Other Occupied Space	33,202	33.03	N/A	N/A
Vacant Space	-	-	N/A	N/A
Total Property	**118,250**	**21.79**	**N/A**	**N/A**

Market Overview

Slatten Ranch is located in the Central Contra Costa retail submarket in the greater Oakland East Bay retail market. The vacancy rate in the Oakland East Bay market was 4.2% at year-end 2003, down from 5.1% one year earlier. The submarket reported a retail vacancy rate of 3.1% at year-end 2003, down from 4.5% at year-end 2002. The subject's submarket is projected to show strong growth over the next five years. The subject's average in-place rent of $21.79 per square foot is slightly lower than the submarket average of $24.96 per square foot. The three-mile trade area has a population count of 69,913, and median household income of $86,185.

9. 1900 L Street

COLLATERAL SUMMARY

% of Pool	2.0%
Pool Amount	$22,750,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Office
Location	Washington, DC
Red-Yellow-Green™	Green (72)
Size	103,449 SF
Year Built/Renovated	1965 / 2002
Collateral Occupancy	94.5% as of 8/30/2004
Ownership	Fee
Purchase Price	N/A

DEBT SUMMARY

		Moody's	
		LTV	Actual DSCR[1]
Pooled Trust Balance	$22,750,000	109.8%	1.21x
Other Secured Debt	-	-	-
First Mortgage	**$22,750,000**	**109.8%**	**1.21x**
Mezzanine	-	-	-
Total	**$22,750,000**	**109.8%**	**1.21x**

1 Moody's Actual DSCR reflects coverage following the 36-month I/O period.

LOAN SUMMARY

Loan Type	Fixed Rate
Interest Rate	5.45%
Interest Only Period	36 months
Amortization	30 years
Maturity Date	9/11/2011
Extension Options	N/A
Sponsor	Charles Gravely and Shelton Zuckerman
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES

Lockbox	None
Ongoing Reserves	Taxes, Insurance, CapEx, TI/LC
Upfront Reserves	Tax ($26,248), Insurance ($8,619), Rollover Reserve ($250,000), Roof replacement ($131,784)
Other	N/A

Strengths

- The Washington, D.C. CBD office market is classified Green (72) in Moody's Red-Yellow-Green™ Third Quarter Update.
- The property is 94.5% leased to a diverse mix of tenants including medical, insurance, accounting, finance, and child care firms.

Concerns

- High leverage. Moody's LTV ratio is 109.8%.
- The loan is interest-only for the initial 36-month term. Thereafter, it amortizes on a 30-year schedule.
- Leases representing 36.8% of the NRA expire in the next three years, and an additional 38.2% expire in 2008. To address this risk, the loan is structured with upfront reserves for TI/LC of $250,000 in addition to ongoing monthly reserves.
- The roof requires replacement. Reserves of $131,784 were escrowed at closing to cover associated costs.

Property Description

1900 L Street is a nine-story, Class B office building in the Washington, D.C. CBD. Built in 1965 and renovated in 2002 at a cost of $1 million ($8.93 per square foot of GLA), the property is currently 94.5% occupied by more than 40 tenants. The property offers on-site parking in a three-level subterranean parking garage, as well as 8,063 square feet of ground floor retail. The building is in generally good condition, although the roof is in need of replacement. Due to potential expansion plans, the roof has not been replaced, although reserves of $131,784 were escrowed at closing.

Tenant Overview

The largest tenant, The Graphic Communications International Union (GCIU), represents 23.9% of the building's NRA and 23.1% of in-place base rents. GCIU was established in 1983 with the merger of Graphic Arts International Union and the International Printing and Graphic Communications Union. Its members assist local unions in collective bargaining, grievance handling, etc. The GCIU has occupied the building since 2002 under a lease expiring in January 2008. No other tenant represents greater than 6.0% of the building's NRA. The building has lease rollover concentration in 2008, when leases representing 38.2% of the NRA expire. The majority of this rollover is due to expiration of the GCIU lease. Over the next three years (through year-end 2007), leases aggregating 34.9% of the building's NRA will expire. The loan was structured with upfront reserves of $250,000, as well as monthly escrows totaling $100,000 annually, for tenant improvements and leasing commissions to address the rollover risk. A summary of the five largest tenants is presented below in *Figure 17*.

Figure 17

1900 L STREET TENANT SUMMARY

Tenant	NRA (SF)	% of NRA	Base Rent PSF ($)	Lease Expiration	Moody's Senior Unsecured Rating
G.C.I.U.	24,764 SF	23.9%	27.57	January 2008	NR
GetActive Software	6,250 SF	6.0%	29.50	July 2009	NR
Smarthinking, Inc.	4,421 SF	4.3%	32.45	July 2006	NR
Nat'l Coalition Black Civic Participation	4,057 SF	3.9%	23.32	Aug 2005 and 2009	NR
Paul B. Klein	3,649 SF	3.5%	25.78	December 2004	NR
Other Occupied Space	54,639 SF	52.8%	32.16	N/A	N/A
Vacant Space	5,669 SF	5.5%	0.00	N/A	N/A
Total Property	**103,449 SF**	**100.0%**	**28.58**	**N/A**	**N/A**

Market Overview

The subject is located at the southwest corner of 19th and L Streets in the heart of the Washington, D.C. CBD. The immediate area surrounding the property is fully developed with Class A and B office buildings of up to 12-stories. The property benefits from easy accessibility to transportation hubs, such as the Farragut North and Farragut West Metro stations located two blocks east and three blocks southeast of the subject, respectively. The overall Washington, D.C. office market contains 254.3 million square feet, with a vacancy rate of 13.3% as of the first quarter of 2004. Approximately 4.6 million square feet of new office inventory is under development in the district, 50% of which is pre-leased. The subject is located in the CBD submarket, which has 31.4 million square feet of office NRA and a vacancy rate of 8.3% as of the second quarter of 2004. The CBD office market has approximately 1.2 million square feet of office space under construction as of the first quarter of 2004. The subject's most directly competitive set of office properties has leases ranging from $27 to $32 per square foot, in line with the subject's average in place rental rate of $28.58 per square foot. According to Moody's Red-Yellow-Green™ Update for the third quarter of 2004, the Washington, D.C. CBD is a Green (72) market.

10. 10 Independence Boulevard

COLLATERAL SUMMARY	
% of Pool	1.8%
Pool Amount	$20,900,000
Originator	Wachovia
Shadow Rating	N/A
Property Type	Office
Location	Warren, NJ
Red-Yellow-Green™	Yellow (64)
Size	120,528 SF
Year Built/Renovated	1988
Collateral Occupancy	100% as of 7/30/2004
Ownership	Fee
Purchase Price	$26.125 million (implied value based on portfolio acquisition)

DEBT SUMMARY		Moody's	
		LTV	Actual DSCR[1]
Pool ed Trust Balance	$20,900,000	95.1%	1.22x
Other Secured Debt	-	-	-
First Mortgage	**$20,900,000**	**95.1%**	**1.22x**
Mezzanine[2]	-	-	-
Total	**$20,900,000**	**95.1%**	**1.22x**

1 Moody's Actual DSCR reflects coverage following the 12-month I/O period.
2 $25 million revolving line of credit available to fund TI/LC for a portfolio of 36 related properties, including the subject property and 6 other properties in the trust. The remaining 29 properties are not in the trust. The line of credit is secured by the ownership interests in each of the 36 properties.

LOAN SUMMARY	
Loan Type	Fixed Rate
Interest Rate	6.26%
Interest Only Period	12 months
Amortization	25 years
Maturity Date	8/11/2014
Extension Options	N/A
Sponsor	The Gale Company L.L.C. and SL Green Realty Corporation
Borrower	Bankruptcy Remote, SPE

STRUCTURAL FEATURES	
Lockbox	Hard Lockbox
Ongoing Reserves	Taxes, Insurance, CapEx, TI/LC
Upfront Reserves	Tax ($26,248), Insurance ($8,619)
Other	N/A

Strengths

- The property is 100% leased to ATT Global Venture Holdings, LLC through 2011 (parent company, AT&T, rated **Ba1**).
- The loan is enhanced with strong structural features. Ongoing reserves as well as a 2-year cash sweep will provide approximately $3.1 million for releasing costs upon lease expiration. In addition, the sponsor has posted a $7 million letter of credit as additional security for the term of the ATT lease.
- Strong sponsorship and property management. SL Green, a publicly traded REIT, owns and manages 30 buildings aggregating more than 15 million square feet. Gale owns or manages a portfolio exceeding 50 million square feet of commercial real estate.

Concerns

- The loan is interest-only for an initial 12-month term. However, following the interest-only period, the loan amortizes on a 25-year schedule. Given the accelerated amortization, Moody's balloon LTV is 76.2%.
- Single tenant concentration risk with lease expiration during loan term. However, the loan is enhanced with strong structural features (as described above).
- The Somerset County office vacancy rate is very high, at 22.1% (direct) and 33.5% (overall).

Property Description

10 Independence Boulevard is a 120,528 square foot, four-story, Class A- office building in Warren, New Jersey. Built in 1988, the property is 100% leased to a single tenant. The building is in good condition, and in 2001 AT&T invested over $9 million into the premises. Surface parking is provided for 344 vehicles, with a parking ratio of 2.87 per 1,000 square feet of NRA.

Tenant Overview

The building is 100% leased to ATT Global Venture Holdings, LLC (parent company AT&T rated **Ba1**). The lease began in March 2001 and expires in February 2011. Currently, ATT subleases approximately 50% of the building's NRA to Virgin Mobile. Virgin is paying $30 per square foot, slightly higher than the ATT's current rent of $28.50 per square foot.

To address the single tenant concentration, the loan is structured with monthly tenant improvement and leasing commission reserves totaling $180,792 per annum for the first 4.5 years of the loan term. Thereafter, for the last two years of the ATT lease, 100% of the excess cash flow will sweep into the TI/LC reserve account. An estimated $3.1 million, or $27.75 per square foot, will be available to cover releasing costs upon the 2011 expiration of the ATT lease.

Market Overview

10 Independence Boulevard is located in the Route 78 Corridor submarket of Somerset County, within the Central New Jersey office market. Local access to the subject is provided by major thoroughfares including I-78, I-287, and US-22. The property has excellent proximity to the interchange at I-78, a six-lane highway providing east/west transit within Central New Jersey. According to Cushman & Wakefield, the Somerset County office market vacancy rate is 22.1% (direct) and 33.5% (including sublet space), and the Route 78 Corridor submarket vacancy rate is 19.4%. Current asking rents in the submarket are consistent with the subject's in place rent.

APPENDIX A: Pool Economic Diversity Analysis

	(1) U.S. Share	(2) Conduits Industry Mix	(3) Pool Share	(4) Pool Industry Mix	(5) MSA-Level Diversity	(6) Geographic Dispersion	(7) Composite Score
BASIC INDUSTRIES							
Construction & Bldg Mat's	6.2%	0.98	6.1%	0.98	79.4	25.9	78.0
Agriculture	0.4%	0.72	0.6%	1.27	61.0	5.1	58.6
Mining & Metals	1.3%	0.79	1.0%	0.78	83.3	17.2	69.5
Oil & Gas	0.3%	0.94	0.2%	0.87	82.0	17.8	72.5
MANUFACTURING							
Electronics	2.2%	0.98	2.0%	0.91	83.1	22.2	75.2
Beverages, Food & Tobacco	1.6%	0.89	1.5%	0.96	79.4	22.1	76.1
Machinery	1.2%	0.81	1.0%	0.81	83.2	22.3	71.4
Consumer Durable Goods	0.9%	0.97	0.7%	0.87	84.0	22.4	73.8
Automobile	1.1%	0.77	0.6%	0.57	79.7	31.2	65.0
Chemicals, Plastics & Rubber	1.1%	0.83	0.9%	0.86	84.4	19.2	72.9
Textiles & Apparel	0.7%	1.12	0.6%	0.92	81.5	13.4	73.5
Aerospace & Defense	0.3%	0.92	0.2%	0.63	79.2	7.8	61.8
Consumer Non-durable Goods	0.7%	0.99	0.8%	1.09	84.1	19.6	75.2
Computer Hardware & Software	1.3%	1.04	1.2%	0.92	80.0	19.7	74.3
Forest Products & Paper	0.5%	0.83	0.6%	1.07	78.5	20.7	74.5
TRANSPORTATION, COMMUNICATION & PUBLIC UTILITIES							
Transportation-Cargo	2.4%	0.93	2.3%	0.95	82.9	22.1	76.8
Transportation-Personal	1.0%	1.06	1.2%	1.16	84.5	16.5	71.7
Telecommunications	1.1%	1.09	1.2%	1.07	81.9	24.2	76.3
Utilities	0.6%	0.94	0.6%	0.88	81.7	26.9	74.7
RETAIL							
Retail	11.0%	0.97	11.0%	1.00	79.6	25.4	78.8
FINANCE, INSURANCE & REAL ESTATE							
Banking	2.2%	1.03	2.2%	1.01	82.1	24.0	79.0
Insurance	1.9%	0.95	2.0%	1.04	83.3	18.5	76.6
Real Estate	1.1%	1.14	1.4%	1.26	78.0	14.5	66.0
Finance	2.1%	1.08	2.2%	1.08	83.8	13.3	74.3
SERVICES							
Business Services	11.4%	1.06	11.8%	1.04	82.4	23.1	77.3
Healthcare	9.4%	0.97	9.3%	0.99	81.4	24.7	78.7
Hotels & Gaming	7.8%	0.99	8.1%	1.04	77.1	18.5	74.8
Consumer Services	4.4%	1.05	4.5%	1.02	79.8	26.1	78.2
Education & Social Services	3.9%	1.06	3.9%	1.00	82.4	18.2	78.2
Media	1.4%	1.02	1.4%	1.01	81.8	18.8	77.7
Leisure & Entertainment	1.6%	1.12	1.9%	1.19	77.5	12.5	67.6
GOVERNMENT							
State & Local Government	13.2%	0.98	13.6%	1.03	78.4	27.7	77.4
Federal Government	2.2%	0.96	2.1%	0.97	75.1	15.8	74.5
Military	1.5%	0.88	1.2%	0.77	71.1	18.4	65.6
TOTAL/WEIGHTED AVERAGE	**100.0%**		**100.0%**	**95.4**	**80.2**	**22.5**	**76.3**
Recent Conduits/Fusions (8)	**High**			**97.3**	**85.1**	**54.3**	**83.4**
	Median			**93.5**	**80.7**	**28.6**	**76.3**
	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 1H 2004 (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 173 transactions rated by Moody's in 1996 through 1H 2004.

APPENDIX B: MOODY'S RED-YELLOW-GREEN MARKET 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-C15	Subject Pool[2]	**64.9**	72.8	75.8	56.3	62.8	69.2		59.1
Total Pool Balance:	Recent Conduits[3]	**66.4**	70.9	76.8	62.7	50.7	60.8	53.1	65.7
$1,158,745,579	National Average[4]	**72.4**	84.1	83.4	59.4	48.3	66.9	70.6	73.5

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	66.8%	61.0%	57.9%	45.9%	85.3%	83.7%	56.5%	0.0%	100.0%
Share WITHOUT Scores6	33.2%	39.0%	42.1%	54.1%	14.7%	16.3%	43.5%	100.0%	0.0%
TOTAL	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

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%	0.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Red (17-33)	0.0%	2.2%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Yellow (34-50)	21.6%	15.1%	1.8%	0.0%	18.3%	1.5%	0.0%	0.0%	0.0%
Yellow (51-66)	28.7%	23.8%	0.0%	6.2%	2.2%	18.3%	0.6%	0.0%	1.5%
Green (67-84)	38.3%	44.4%	13.8%	4.6%	14.1%	5.2%	0.6%	0.0%	0.0%
Green (85-100)	11.3%	14.3%	2.5%	8.8%	0.0%	0.0%	0.0%	0.0%	0.0%
TOTAL	**100.0%**	**100.0%**	**18.0%**	**19.6%**	**34.6%**	**25.0%**	**1.2%**	**0.0%**	**1.5%**

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	4.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	4.7%
11 ----- 25	1.9%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	1.9%
26 ----- 50	10.3%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	10.3%
51 ----- 100	20.3%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	20.3%
101 ----- 318[11]	36.7%	26.0%	0.0%	0.0%	0.0%	0.0%	0.0%	62.7%
No MSA	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Undetermined[12]	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
TOTAL	**74.0%**	**26.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**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 DSCR[14]	Stressed LTV Ratio[15]

Footnote Definitions Begin on 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. Third Quarter 2004.
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 Third Quarter 2004 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. Third Quarter 2004
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. Third Quarter 2004. 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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