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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM SE

FORM FOR SUBMISSION OF PAPER FORMAT EXHIBITS BY ELECTRONIC FILERS

CWMBS, INC.
(Exact Name of Registrant as Specified in Charter)

000906410
(Registrant CIK Number)

Form 8-K for March 28, 2002
(Electronic Report, Schedule or Registration Statement of Which the Documents Are a Part (Give Period of Report))

333-74674
(SEC File Number, if Available)

N/A
(Name of Person Filing the Document (if Other Than the Registrant))

PROCESSED
APR 10 2002
THOMSON FINANCIAL

SIGNATURES

Filings Made by the Registrant. The registrant has duly caused this form to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on March 28, 2002.

CWMBS, INC.

By: _____
Celia Coulter
Vice President

Exhibit Index

Exhibit		Page
99.1	Computational Materials Prepared by Goldman, Sachs & Co.	4
99.2	Computational Materials Prepared by Countrywide Securities Corporation	5

IN ACCORDANCE WITH RULE 202 OF REGULATION S-T, THESE

COMPUTATIONAL MATERIALS ARE BEING FILED IN PAPER PURSUANT TO A CONTINUING HARDSHIP EXEMPTION.

Exhibit 99.1

COMPUTATIONAL MATERIALS
PREPARED BY GOLDMAN, SACHS & CO.

for

CWMBS, INC.

CHL Mortgage Pass-Through Trust 2002-3
Mortgage Pass-Through Certificates, Series 2002-3

CMO HYPO15VAN 2A4
Scenario Report (GS)

Goldman Sachs

2.9 yr

Generated: 03/15/2002 14:46:40

CUSIP	Monthly	As Of	3/02	Pricing	3/14/02	Original	98,675,000.00
Description:				Settle	3/28/02	Balance	98,675,000.00
Coupon:	6.000%			Next Proj	4/25/02	Factor	1.00000000
Collateral:	Cpn 6.00 WAC 6.80 WAM 179 WALA 1			Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	400	500	600
	Av Life	2.936	4.991	3.672	2.497	2.205	1.993
Price	Window	4/02-5/08	4/02-1/13	4/02-5/10	4/02-2/07	4/02-6/06	4/02-11/05
100-00	Yield	5.920	5.976	5.947	5.896	5.874	5.855
100-01	Yield	5.908	5.968	5.937	5.882	5.859	5.837
100-02	Yield	5.896	5.961	5.927	5.868	5.843	5.820
100-03	Yield	5.884	5.953	5.917	5.854	5.827	5.803
100-04	Yield	5.871	5.945	5.907	5.840	5.812	5.786
100-05	Yield	5.859	5.938	5.897	5.826	5.796	5.769
100-06	Yield	5.847	5.930	5.887	5.812	5.780	5.752
100-07	Yield	5.835	5.922	5.877	5.798	5.765	5.734
100-08	Yield	5.823	5.914	5.867	5.784	5.749	5.717
100-09	Yield	5.811	5.907	5.858	5.770	5.734	5.700
100-10	Yield	5.799	5.899	5.848	5.756	5.718	5.683
100-11	Yield	5.787	5.891	5.838	5.742	5.702	5.666
100-12	Yield	5.775	5.884	5.828	5.728	5.687	5.649
100-13	Yield	5.763	5.876	5.818	5.714	5.671	5.632
100-14	Yield	5.751	5.868	5.808	5.700	5.656	5.615
100-15	Yield	5.739	5.861	5.798	5.687	5.640	5.598
100-16	Yield	5.727	5.853	5.788	5.673	5.624	5.581
100-17	Yield	5.715	5.845	5.778	5.659	5.609	5.563
100-18	Yield	5.703	5.838	5.768	5.645	5.593	5.546
100-19	Yield	5.691	5.830	5.758	5.631	5.578	5.529
100-20	Yield	5.679	5.822	5.748	5.617	5.562	5.512
100-21	Yield	5.667	5.815	5.739	5.603	5.547	5.495
100-22	Yield	5.655	5.807	5.729	5.589	5.531	5.478
100-23	Yield	5.643	5.799	5.719	5.576	5.516	5.461
100-24	Yield	5.631	5.792	5.709	5.562	5.500	5.444

All information contained herein, whether regarding assets backing any sec urities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and by any other information subsequently filed with the Securities and Exchange Commission ("SEC"). This material is for your private information, and we are not soliciting any action based upon it. Certain transactions give rise to substantial risk and are not suitable for all investors. We, or perso ns involved in the preparation or issuance of this material, may from time to time, ha ve long or short positions in, and buy or sell, securities, futures or options iden tical with or related to those mentioned herein. We make no representation that any tra nsaction can or could be effected at the indicated prices. This material may be fi led with the SEC and incorporated by reference into an effective registration statement previously filed with the SEC. Information contained in this material is current as of the date appearing on this material only. The information herein has been pro vided solely by Goldman, Sachs & Co., acting as underwriter and not as agent of the issuer or any of the issuer's affiliates, in reliance on information regarding the c ollateral furnished by the issuer. Neither the issuer of the certificates nor Gold man, Sachs & Co. nor any of their affiliates makes any representation as to the accur acy or completeness of the information herein. The information contained in this m aterial may be based on assumptions regarding market conditions and other matters as r eflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual m arket conditions or events, and this material should not be relied upon for such pu rposes. In addition, we mutually agree that, subject to applicable law, you may discl ose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this mate rial may be obtained upon request.

CMO HYPO15VAN A
Scenario Report (GS)

Goldman Sachs

3.1 yr

Generated: 03/04/2002 12:51:41

CUSIP	Monthly	As Of	3/02	Pricing	3/1/02	Original	178,723,000.00
Description:				Settle	3/28/02	Balance	178,723,000.00
Coupon:	6.000%			Next Proj	4/25/02	Factor	1.00000000
Collateral:	Cpn 6.00 WAC 6.70 WAM 179 WALA 1			Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	275	400	500	600
	Av Life	2.933	4.980	3.666	3.080	2.495	2.204	1.992
Price	Window	4/02-5/08	4/02-1/13	4/02-5/10	4/02-10/08	4/02-2/07	4/02-6/06	4/02-11/05
100-16	Yield	5.726	5.853	5.788	5.741	5.672	5.624	5.580
100-17	Yield	5.714	5.845	5.778	5.729	5.658	5.609	5.563
100-18	Yield	5.702	5.837	5.768	5.718	5.644	5.593	5.546
100-19	Yield	5.690	5.830	5.758	5.706	5.631	5.577	5.529
100-20	Yield	5.678	5.822	5.748	5.695	5.617	5.562	5.512
100-21	Yield	5.666	5.814	5.738	5.683	5.603	5.546	5.495
100-22	Yield	5.654	5.807	5.728	5.672	5.589	5.531	5.478
100-23	Yield	5.642	5.799	5.718	5.660	5.575	5.515	5.461
100-24	Yield	5.630	5.791	5.708	5.649	5.561	5.500	5.444
100-25	Yield	5.618	5.784	5.698	5.637	5.547	5.484	5.427
100-26	Yield	5.606	5.776	5.689	5.626	5.534	5.469	5.410
100-27	Yield	5.594	5.768	5.679	5.614	5.520	5.453	5.393
100-28	Yield	5.582	5.761	5.669	5.603	5.506	5.438	5.376
100-29	Yield	5.570	5.753	5.659	5.592	5.492	5.422	5.359
100-30	Yield	5.558	5.745	5.649	5.580	5.478	5.407	5.342
100-31	Yield	5.546	5.738	5.639	5.569	5.464	5.392	5.325
101-00	Yield	5.534	5.730	5.629	5.557	5.451	5.376	5.308
101-01	Yield	5.522	5.722	5.620	5.546	5.437	5.361	5.291
101-02	Yield	5.510	5.715	5.610	5.534	5.423	5.345	5.274
101-03	Yield	5.499	5.707	5.600	5.523	5.409	5.330	5.257
101-04	Yield	5.487	5.700	5.590	5.511	5.395	5.314	5.240
101-05	Yield	5.475	5.692	5.580	5.500	5.382	5.299	5.223
101-06	Yield	5.463	5.684	5.570	5.489	5.368	5.284	5.206
101-07	Yield	5.451	5.677	5.561	5.477	5.354	5.268	5.190
101-08	Yield	5.439	5.669	5.551	5.466	5.340	5.253	5.173
101-09	Yield	5.427	5.662	5.541	5.454	5.327	5.237	5.156
101-10	Yield	5.415	5.654	5.531	5.443	5.313	5.222	5.139
101-11	Yield	5.403	5.646	5.521	5.432	5.299	5.207	5.122
101-12	Yield	5.391	5.639	5.512	5.420	5.285	5.191	5.105
101-13	Yield	5.379	5.631	5.502	5.409	5.272	5.176	5.088
101-14	Yield	5.368	5.624	5.492	5.397	5.258	5.161	5.072

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Goldman, Sachs & Co.
CWHLG2

Group 2 final structure

Print Date: 3/26/02
Print Time: 9:45 AM

Collateral Summary

Type		Coupon	6.548%
Offering	$250.00 MM	WAC	6.808%
Dated Date	03/01/02	WAM	178.3
Settlement	03/28/02	AGE	0.8
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA

Tranche Description

Class	Type	Orig	Avail	Coupon	Avl	Spr/Tsy	Spr/AVL	Yield	Price	Dur	Window	Stated Band	Comments
IO	IO	22,850,654.74	22.851	6.000	4.585	-3008/5	-3005/4.6	-25.2329%	100-00	7.38	04/02-03/17		4.6 yr IO
PO	PO	3,900.35	0.004	0.000	4.476	-484/5	-478/4.5	0.0000%	100-00	4.48	04/02-03/17		4.5 yr PO
2A4		99,543,000.00	99.543	6.000	2.953	220/2	177/3.0	5.9207%	100-00	2.58	04/02-05/08		3.0 yr
2A1		20,000,000.00	20.000	7.500	2.953	369/2	327/3.0	7.4183%	100-00	2.50	04/02-05/08		3.0 yr
2A3		60,000,000.00	60.000	5.500	2.953	170/2	128/3.0	5.4230%	100-00	2.61	04/02-05/08		3.0 yr
2A6		19,466,000.00	19.466	6.000	6.990	116/5	91/7.0	6.0036%	100-00	5.55	05/08-03/10		7.0 yr
2A5		21,987,099.00	21.987	6.000	10.335	61/10	60/10.3	6.0219%	100-00	7.45	03/10-03/17		10.3 yr
2A2		25,000,000.00	25.000	6.000	8.898	61/10	71/8.9	6.0151%	100-00	6.62	04/07-03/17		8.9 yr
SUB	SUB	4,000,000.65	4.000	6.000	7.467	60/10	86/7.5	6.0047%	100-00	5.64	04/02-03/17		7.5 yr Subordinate

Market Data

TIME: 3:00 PM (25-Mar-02)

6mo	2.11500%		
1yr	2.75000%	5yr	4.84400%
2yr	3.72400%	7yr	5.06960%
3yr	4.09733%	10yr	5.40800%
4yr	4.47067%	30yr	5.79600%

Deal Comments

All information contained herein, whether regarding assets backing any securities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and by any other information subsequently filed with the Securities and Exchange Commission ("SEC"). This material is for your private information, and we are not soliciting any action based upon it. Certain transactions give rise to substantial risk and are not suitable for all investors. We, or persons involved in the preparation or issuance of this material, may from time to time, have long or short positions in, and buy or sell, securities, futures or options identical with or related to those mentioned herein. We make no representation that any transaction can or could be effected at the indicated prices. This material may be filed with the SEC and incorporated by reference into an effective registration statement previously filed with the SEC. Information contained in this material is current as of the date appearing on this material only. The information herein has been provided solely by Goldman, Sachs & Co., acting as underwriter and not as agent of the issuer or any of the issuer's affiliates, in reliance on information regarding the collateral furnished by the issuer. Neither the issuer of the certificates nor Goldman, Sachs & Co. nor any of their affiliates makes any representation as to the accuracy or completeness of the information herein. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this material may be obtained upon request.

Goldman, Sachs & Co.
CWHLG2

Group 2 final structure

Print Date: 3/26/02
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Collateral Summary

Type		Coupon	6.548%
Offering	$250.00 MM	WAC	6.808%
Dated Date	03/01/02	WAM	178.3
Settlement	03/28/02	AGE	0.8
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed 300 PSA

IO : 4.6 yr IO

Par : $22.851 Spread :3008/5, -3005/4.6
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	6.825	7.30	04/02-03/17	-15.1993
200	5.516	7.35	04/02-03/17	-20.1386
300	4.585	7.38	04/02-03/17	-25.2329
400	3.907	7.41	04/02-03/17	-30.4967
500	3.403	7.42	04/02-03/17	-35.9471

PO : 4.5 yr PO

Par : $0.004 Spread : -484/5, -478/4.5
Coup : 0.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	6.553	6.55	04/02-03/17	0.0000
200	5.348	5.35	04/02-03/17	0.0000
300	4.476	4.48	04/02-03/17	0.0000
400	3.835	3.84	04/02-03/17	0.0000
500	3.353	3.35	04/02-03/17	0.0000

2A4 : 3.0 yr

Par : $99.543 Spread : 220/2, 177/3.0
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.989	4.02	04/02-01/13	5.9762
200	3.685	3.12	04/02-05/10	5.9476
300	2.953	2.58	04/02-05/08	5.9207
400	2.515	2.24	04/02-03/07	5.8969
500	2.223	2.00	04/02-06/06	5.8758

2A1 : 3.0 yr

Par : $20.000 Spread : 369/2, 327/3.0
Coup : 7.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.989	3.83	04/02-01/13	7.4876
200	3.685	3.00	04/02-05/10	7.4520
300	2.953	2.50	04/02-05/08	7.4183
400	2.515	2.17	04/02-03/07	7.3885
500	2.223	1.95	04/02-06/06	7.3620

2A3 : 3.0 yr

Par : $60.000 Spread : 170/2, 128/3.0
Coup : 5.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.989	4.09	04/02-01/13	5.4739
200	3.685	3.17	04/02-05/10	5.4477
300	2.953	2.61	04/02-05/08	5.4230
400	2.515	2.26	04/02-03/07	5.4012
500	2.223	2.02	04/02-06/06	5.3819

2A6 : 7.0 yr

Par : $19.466 Spread : 116/5, 91/7.0
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	11.703	8.19	01/13-10/14	6.0267
200	9.229	6.90	05/10-08/12	6.0176
300	6.990	5.55	05/08-03/10	6.0036
400	5.508	4.56	03/07-05/08	5.9880
500	4.610	3.92	06/06-03/07	5.9736

2A5 : 10.3 yr

Par : $21.987 Spread : 61/10, 60/10.3
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	13.732	9.11	10/14-03/17	6.0317
200	12.380	8.49	08/12-03/17	6.0285
300	10.335	7.45	03/10-03/17	6.0219
400	8.027	6.15	05/08-03/17	6.0106
500	5.993	4.89	03/07-02/10	5.9939

2A2 : 8.9 yr

Par : $25.000 Spread : 61/10, 71/8.9
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	9.884	7.14	04/07-03/17	6.0196
200	9.354	6.86	04/07-03/17	6.0173
300	8.898	6.62	04/07-03/17	6.0151
400	8.504	6.40	04/07-03/17	6.0131
500	8.088	6.17	04/07-03/17	6.0108

SUB : 7.5 yr Subordinate

Par : $4.000 Spread : 60/10, 86/7.5
Coup : 6.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	8.215	6.04	04/02-03/17	6.0093
200	7.811	5.82	04/02-03/17	6.0069
300	7.407	5.60	04/02-03/17	6.0046
400	7.009	5.39	04/02-03/17	6.0023
500	6.619	5.33	04/02-03/17	6.0000

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Market Data

TIME: 3:00 PM (25-Mar-02)

6mo	2.11500%		
1yr	2.75000%	5yr	4.84400%
2yr	3.72400%	7yr	5.06960%
3yr	4.09733%	10yr	5.40800%
4yr	4.47067%	30yr	5.79600%

Deal Comments

CMO CWHLG2 2A4
Scenario Report (GS)

Goldman Sachs

3.0 yr

Generated: 03/26/2002 12:07:44

CUSIP	Monthly	As Of	3/02	Pricing	3/25/02	Original	99,543,000.00
Description:				Settle	3/28/02	Balance	99,543,000.00
Coupon: 6.000%				Next Proj	4/25/02	Factor	1.00000000
Collateral: Cpn 6.55 WAC 6.81 WAM 178 WALA 0				Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	275	400	500	600
	Av Life	2.953	4.989	3.685	3.101	2.515	2.223	2.011
Price	Window	4/02-5/08	4/02-1/13	4/02-5/10	4/02-10/08	4/02-3/07	4/02-6/06	4/02-12/05
100-16	Yield	5.728	5.853	5.789	5.743	5.675	5.628	5.585
100-17	Yield	5.717	5.845	5.779	5.732	5.661	5.612	5.568
100-18	Yield	5.705	5.838	5.769	5.720	5.648	5.597	5.551
100-19	Yield	5.693	5.830	5.759	5.709	5.634	5.582	5.534
100-20	Yield	5.681	5.822	5.749	5.697	5.620	5.566	5.517
100-21	Yield	5.669	5.815	5.740	5.686	5.606	5.551	5.500
100-22	Yield	5.657	5.807	5.730	5.674	5.592	5.535	5.483
100-23	Yield	5.645	5.799	5.720	5.663	5.579	5.520	5.466
100-24	Yield	5.633	5.792	5.710	5.651	5.565	5.505	5.449
100-25	Yield	5.621	5.784	5.700	5.640	5.551	5.489	5.433
100-26	Yield	5.609	5.776	5.690	5.629	5.537	5.474	5.416
100-27	Yield	5.597	5.769	5.681	5.617	5.524	5.458	5.399
100-28	Yield	5.585	5.761	5.671	5.606	5.510	5.443	5.382
100-29	Yield	5.573	5.754	5.661	5.594	5.496	5.428	5.365
100-30	Yield	5.562	5.746	5.651	5.583	5.483	5.412	5.348
100-31	Yield	5.550	5.738	5.641	5.572	5.469	5.397	5.332
101-00	Yield	5.538	5.731	5.631	5.560	5.455	5.382	5.315
101-01	Yield	5.526	5.723	5.622	5.549	5.441	5.366	5.298
101-02	Yield	5.514	5.715	5.612	5.537	5.428	5.351	5.281
101-03	Yield	5.502	5.708	5.602	5.526	5.414	5.336	5.264
101-04	Yield	5.490	5.700	5.592	5.515	5.400	5.321	5.248
101-05	Yield	5.478	5.693	5.583	5.503	5.387	5.305	5.231
101-06	Yield	5.467	5.685	5.573	5.492	5.373	5.290	5.214
101-07	Yield	5.455	5.677	5.563	5.481	5.359	5.275	5.197
101-08	Yield	5.443	5.670	5.553	5.469	5.346	5.259	5.181
101-09	Yield	5.431	5.662	5.543	5.458	5.332	5.244	5.164
101-10	Yield	5.419	5.655	5.534	5.447	5.318	5.229	5.147
101-11	Yield	5.407	5.647	5.524	5.435	5.305	5.214	5.130
101-12	Yield	5.396	5.640	5.514	5.424	5.291	5.198	5.114
101-13	Yield	5.384	5.632	5.504	5.413	5.278	5.183	5.097
101-14	Yield	5.372	5.624	5.495	5.401	5.264	5.168	5.080

All information contained herein, whether regarding assets backing any sec urities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and by any other information subsequently filed with the Securities and Exchange Commission ("SEC"). This material is for your private information, and we are not soliciting any action based upon it. Certain transactions give rise to substantial risk and are not suitable for all investors. We, or perso ns involved in the preparation or issuance of this material, may from time to time, ha ve long or short positions in, and buy or sell, securities, futures or options iden tical with or related to those mentioned herein. We make no representation that any tra nsaction can or could be effected at the indicated prices. This material may be fi led with the SEC and incorporated by reference into an effective registration statement previously filed with the SEC. Information contained in this material is current as of the date appearing on this material only. The information herein has been pro vided solely by Goldman, Sachs & Co., acting as underwriter and not as agent of the issuer or any of the issuer's affiliates, in reliance on information regarding the c ollateral furnished by the issuer. Neither the issuer of the certificates nor Gold man, Sachs & Co. nor any of their affiliates makes any representation as to the accur acy or completeness of the information herein. The information contained in this m aterial may be based on assumptions regarding market conditions and other matters as r eflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual m arket conditions or events, and this material should not be relied upon for such pu rposes. In addition, we mutually agree that, subject to applicable law, you may discl ose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this mate rial may be obtained upon request.

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All information in this Term Sheet, whether regarding assets backing any securities discussed herein or otherwise, will be superseded by the information contained in the final prospectus.

March 24, 2002

Final Structural and Collateral Term Sheet

$ 780,999,899Certificates
Countrywide Home Loans
CHL Mortgage Pass-Through Trust 2002-03

$

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Countrywide Home Loans
CHL Mortgage Pass-Through Trust 2002-3

Features of the Transaction

- Offering consists of 3 tracks of senior securities totaling $780,800,000 expected to be rated AAA by Fitch, and Moody's. The 3 tracks of seniors are expected to be approximately:
  $386,733,816 of 30 yr. 6.5% coupons
  $245,996,099 of 15 yr. 6.0% coupons, 6.81% gross WAC
  $147,365,676 of 15 yr. 6.0% coupons, 6.49% gross WAC
- The overall expected amount of credit support for the senior certificates is 3.15% for 30 year certificates and 1.6% on 15 year certificates in the form of subordination with a shifting interest structure and a five year prepayment lockout.
- All collateral consists of single family, 15-year to 30-year, fixed-rate residential, first mortgages originated or acquired by Countrywide Home Loans.
- The amount of senior certificates is approximate and may vary by up to 5%.

Time Table

Expected Settlement:	March 28, 2002
Cut-off Date:	March 1, 2002
First Distribution Date:	April 25, 2002
Distribution Date:	25th of each month

Key Terms

Issuer: CWHL Series 2002-3
Underwriter: Goldman, Sachs & Co.
Depositor/Master Servicer: CWMBS, Inc./ Countrywide Home Loans
Trustee: Bank of New Yrok
Type of Issuance: Public
Servicer Advancing: Yes, subject to recoverability
Compensating Interest: Yes, to the extent of the lesser of 1/12th of 0.125% of the Pool Scheduled Principal Balance for such Distribution Date.
Legal Investment: The senior certificates are SMMEA eligible at settlement
Interest Accrual: Prior calendar month
Clean Up Call: 10% of the Cut-off Date principal balance of the Loans
ERISA Eligible: Underwriter's exemption may apply to senior certificates, however prospective purchasers should consult their own counsel
Tax Treatment: Double REMIC; senior certificates are regular interests
Structure: Senior/Subordinate; shifting interest with a five year prepayment lockout to junior certificates. The junior certificates may be cross collateralized across the 15 and 30 years.
Expected Subordination: 3.15% (30 yrs); 1.6% (15yrs)
Expected Rating Agencies: Fitch, Inc. ("Fitch"), and Moody's ("Moody's")
Minimum Denomination: Senior certificates - $25,000
Delivery: Senior certificates – DTC

This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. Neither the issuer of the certificates nor Goldman, Sachs & Co., nor any of their affiliates makes any representation as to the accuracy or completeness of the information herein. By accepting this material the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy or sell, the securities mentioned herein or derivatives thereof (including options). This material may be filed with the Securities and Exchange Commission (the "SEC") and incorporated by reference into an effective registration statement previously filed with the SEC under Rule 415 of the Securities Act of 1933, including in cases where the material does not pertain to securities that are ultimately offered for sale pursuant to such registration statement. Information contained in this material is current as of the date appearing on this material only. Information in this material regarding the securities and the assets backing any securities discussed herein supersedes all prior information regarding such securities and assets. Any information in this material, whether regarding the assets backing any securities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and any other information subsequently filed with the SEC. The information contained herein will be superseded by the description of the mortgage pool contained in the prospectus supplement relating to the certificates and supersedes all information contained in any collateral term sheets relating to the mortgage pool previously provided by Goldman, Sachs & Co. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this material may be obtained upon request.

Final Mortgage Pool Data (approximate) Based on Collateral received prior to closing			
	Group 1	**Group 2**	**Group 3**
Total Outstanding Principal Balance:	$300,163,401	$202,941,638	$121,751,051
Number of Mortgage Loans:	685	435	267
Average Principal Balance of the Mortgage Loans :	438,195	466,533	455,996
Weighted Average Annual Mortgage Interest Rate:	7.14%	6.81%	6.49%
Certificate Interest Rate	6.5%	6.0%	6.0%
Weighted Average Maturity:	356	177	177
Weighted Average Seasoning:	1	1	1
Weighted Average Original Loan-To-Value Ratio:	70%	64%	60
Owner Occupied:	95%	96%	96%
Originated Under the Full/Alt Documentation Program:	78%	47%	48%
California	66%	49%	52%
Single Family Detached	96%	98%	98%

CMO HYPOPAC3 NAS
Scenario Report (GS)

Goldman Sachs

10.9 yr

Generated: 02/27/2002 16:12:24

CUSIP	Monthly	As Of	3/02	Pricing	2/26/02	Original	24,496,000.00
Description:				Settle	3/28/02	Balance	24,496,000.00
Coupon:	6.500%			Next Proj	4/25/02	Factor	1.00000000
Collateral:	Cpn 6.50 WAC 7.15 WAM 359 WALA 1			Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	250	400	500	600
	Av Life	10.912	15.595	12.652	11.678	9.786	8.970	7.507
Price	Window	4/07-2/32	4/07-2/32	4/07-2/32	4/07-2/32	4/07-2/32	4/07-2/32	4/07-2/32
99-16	Yield	6.598	6.596	6.597	6.597	6.598	6.599	6.600
99-18	Yield	6.589	6.589	6.589	6.589	6.589	6.589	6.589
99-20	Yield	6.581	6.582	6.581	6.581	6.580	6.580	6.578
99-22	Yield	6.572	6.575	6.574	6.573	6.571	6.570	6.567
99-24	Yield	6.564	6.568	6.566	6.565	6.562	6.560	6.557
99-26	Yield	6.555	6.562	6.558	6.557	6.553	6.551	6.546
99-28	Yield	6.547	6.555	6.550	6.548	6.544	6.541	6.535
99-30	Yield	6.538	6.548	6.542	6.540	6.535	6.531	6.524
100-00	Yield	6.530	6.541	6.535	6.532	6.526	6.522	6.513
100-02	Yield	6.521	6.534	6.527	6.524	6.516	6.512	6.502
100-04	Yield	6.513	6.527	6.519	6.516	6.507	6.503	6.491
100-06	Yield	6.504	6.520	6.511	6.508	6.498	6.493	6.480
100-08	Yield	6.496	6.513	6.504	6.500	6.489	6.483	6.469
100-10	Yield	6.487	6.507	6.496	6.492	6.480	6.474	6.458
100-12	Yield	6.479	6.500	6.488	6.483	6.471	6.464	6.448
100-14	Yield	6.471	6.493	6.481	6.475	6.462	6.455	6.437
100-16	Yield	6.462	6.486	6.473	6.467	6.453	6.445	6.426
100-18	Yield	6.454	6.479	6.465	6.459	6.444	6.436	6.415
100-20	Yield	6.445	6.473	6.458	6.451	6.435	6.426	6.404
100-22	Yield	6.437	6.466	6.450	6.443	6.426	6.417	6.393
100-24	Yield	6.429	6.459	6.442	6.435	6.417	6.407	6.383
100-26	Yield	6.420	6.452	6.434	6.427	6.408	6.398	6.372
100-28	Yield	6.412	6.445	6.427	6.419	6.399	6.388	6.361
100-30	Yield	6.403	6.439	6.419	6.411	6.390	6.379	6.350
101-00	Yield	6.395	6.432	6.412	6.403	6.381	6.369	6.339
101-02	Yield	6.387	6.425	6.404	6.395	6.372	6.360	6.329
101-04	Yield	6.378	6.418	6.396	6.387	6.363	6.350	6.318
101-06	Yield	6.370	6.412	6.389	6.379	6.355	6.341	6.307
101-08	Yield	6.362	6.405	6.381	6.371	6.346	6.331	6.296
101-10	Yield	6.353	6.398	6.373	6.363	6.337	6.322	6.286
101-12	Yield	6.345	6.391	6.366	6.355	6.328	6.312	6.275

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CMO CWHLG1TEST 1A9
Scenario Report (GS)

Goldman Sachs

10.9 yr

Generated: 03/26/2002 12:00:19

CUSIP	Monthly	As Of	3/02	Pricing	3/25/02	Original	24,496,000.00
Description:				Settle	3/28/02	Balance	24,496,000.00
Coupon:	6.500%			Next Proj	4/25/02	Factor	1.00000000
Collateral:	Cpn 6.87 WAC 7.14 WAM 356 WALA 0			Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	250	400	500	600
	Av Life	10.902	15.539	12.628	11.663	9.783	8.981	7.548
Price	Window	4/07-3/32	4/07-3/32	4/07-3/32	4/07-3/32	4/07-3/32	4/07-3/32	4/07-3/32
99-16	Yield	6.598	6.596	6.597	6.597	6.598	6.599	6.600
99-17	Yield	6.593	6.593	6.593	6.593	6.594	6.594	6.595
99-18	Yield	6.589	6.589	6.589	6.589	6.589	6.589	6.589
99-19	Yield	6.585	6.586	6.585	6.585	6.585	6.584	6.584
99-20	Yield	6.581	6.582	6.581	6.581	6.580	6.580	6.578
99-21	Yield	6.576	6.579	6.577	6.577	6.576	6.575	6.573
99-22	Yield	6.572	6.575	6.574	6.573	6.571	6.570	6.568
99-23	Yield	6.568	6.572	6.570	6.569	6.566	6.565	6.562
99-24	Yield	6.564	6.568	6.566	6.565	6.562	6.560	6.557
99-25	Yield	6.559	6.565	6.562	6.561	6.557	6.556	6.551
99-26	Yield	6.555	6.561	6.558	6.556	6.553	6.551	6.546
99-27	Yield	6.551	6.558	6.554	6.552	6.548	6.546	6.540
99-28	Yield	6.547	6.555	6.550	6.548	6.544	6.541	6.535
99-29	Yield	6.542	6.551	6.546	6.544	6.539	6.536	6.529
99-30	Yield	6.538	6.548	6.542	6.540	6.535	6.531	6.524
99-31	Yield	6.534	6.544	6.539	6.536	6.530	6.527	6.519
100-00	Yield	6.530	6.541	6.535	6.532	6.526	6.522	6.513
100-01	Yield	6.525	6.537	6.531	6.528	6.521	6.517	6.508
100-02	Yield	6.521	6.534	6.527	6.524	6.516	6.512	6.502
100-03	Yield	6.517	6.530	6.523	6.520	6.512	6.507	6.497
100-04	Yield	6.513	6.527	6.519	6.516	6.507	6.503	6.491
100-05	Yield	6.509	6.524	6.515	6.512	6.503	6.498	6.486
100-06	Yield	6.504	6.520	6.511	6.508	6.498	6.493	6.481
100-07	Yield	6.500	6.517	6.508	6.504	6.494	6.488	6.475
100-08	Yield	6.496	6.513	6.504	6.500	6.489	6.484	6.470
100-09	Yield	6.492	6.510	6.500	6.496	6.485	6.479	6.464
100-10	Yield	6.487	6.506	6.496	6.491	6.480	6.474	6.459
100-11	Yield	6.483	6.503	6.492	6.487	6.476	6.469	6.454
100-12	Yield	6.479	6.500	6.488	6.483	6.471	6.464	6.448
100-13	Yield	6.475	6.496	6.484	6.479	6.467	6.460	6.443
100-14	Yield	6.471	6.493	6.481	6.475	6.462	6.455	6.437
100-15	Yield	6.466	6.489	6.477	6.471	6.458	6.450	6.432

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CMO CWHLG1TEST 1A9
Scenario Report (GS)

Goldman Sachs

10.9 yr

Generated: 03/26/2002 12:00:19

CUSIP	Monthly	As Of	3/02	Pricing	3/25/02	Original	24,496,000.00
Description:				Settle	3/28/02	Balance	24,496,000.00
Coupon:	6.500%			Next Proj	4/25/02	Factor	1.00000000
Collateral:	Cpn 6.87 WAC 7.14 WAM 356 WALA 0			Stated Final	0/0/00	Delay	24

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
100-16	Yield	6.462	6.486	6.473	6.467	6.453	6.445	6.427
100-17	Yield	6.458	6.483	6.469	6.463	6.449	6.441	6.421
100-18	Yield	6.454	6.479	6.465	6.459	6.444	6.436	6.416
100-19	Yield	6.449	6.476	6.461	6.455	6.440	6.431	6.410
100-20	Yield	6.445	6.472	6.457	6.451	6.435	6.426	6.405
100-21	Yield	6.441	6.469	6.454	6.447	6.431	6.422	6.400
100-22	Yield	6.437	6.465	6.450	6.443	6.426	6.417	6.394
100-23	Yield	6.433	6.462	6.446	6.439	6.422	6.412	6.389
100-24	Yield	6.428	6.459	6.442	6.435	6.417	6.407	6.383
100-25	Yield	6.424	6.455	6.438	6.431	6.413	6.403	6.378
100-26	Yield	6.420	6.452	6.434	6.427	6.408	6.398	6.373
100-27	Yield	6.416	6.448	6.431	6.423	6.404	6.393	6.367
100-28	Yield	6.412	6.445	6.427	6.419	6.399	6.388	6.362
100-29	Yield	6.408	6.442	6.423	6.415	6.395	6.384	6.357
100-30	Yield	6.403	6.438	6.419	6.411	6.390	6.379	6.351
100-31	Yield	6.399	6.435	6.415	6.407	6.386	6.374	6.346
101-00	Yield	6.395	6.432	6.411	6.403	6.381	6.369	6.340
101-01	Yield	6.391	6.428	6.408	6.399	6.377	6.365	6.335
101-02	Yield	6.387	6.425	6.404	6.395	6.372	6.360	6.330
101-03	Yield	6.382	6.421	6.400	6.391	6.368	6.355	6.324
101-04	Yield	6.378	6.418	6.396	6.387	6.363	6.350	6.319
101-05	Yield	6.374	6.415	6.392	6.383	6.359	6.346	6.314
101-06	Yield	6.370	6.411	6.388	6.379	6.355	6.341	6.308
101-07	Yield	6.366	6.408	6.385	6.375	6.350	6.336	6.303
101-08	Yield	6.362	6.404	6.381	6.371	6.346	6.331	6.298
101-09	Yield	6.357	6.401	6.377	6.367	6.341	6.327	6.292
101-10	Yield	6.353	6.398	6.373	6.363	6.337	6.322	6.287
101-11	Yield	6.349	6.394	6.369	6.359	6.332	6.317	6.282
101-12	Yield	6.345	6.391	6.366	6.355	6.328	6.313	6.276

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CMO CWHLG1TEST 1A5
Scenario Report (GS)

Goldman Sachs

3.7 yr AD PAC2

Generated: 03/26/2002 12:02:58

CUSIP	Monthly	As Of	3/02	Pricing	3/25/02	Original	37,835,000.00
Description:	AD,PAC2			Settle	3/28/02	Balance	37,835,000.00
Coupon:	6.500%			Next Proj	4/25/02	Factor	1.00000000
Stated Band:	175-300	Effective Band:	N/A	Stated Final	0/0/00	Delay	24

Collateral: Cpn 6.87 WAC 7.14 WAM 356 WALA 0

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	400	600	500/6,100	500/6,150
	Av Life	3.652	8.006	3.652	3.127	2.024	8.748	4.991
Price	Window	4/02-5/11	4/02-10/14	4/02-5/11	4/02-3/32	4/02-2/05	4/02-9/15	4/02-10/11
100-01+	Yield	6.429	6.505	6.429	6.405	6.326	6.510	6.466

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CMO HYPOPAC3 P2
Scenario Report (GS)

Goldman Sachs

3.6 yr AD PAC2

Generated: 02/27/2002 15:15:43

CUSIP	Monthly	As Of	3/02	Pricing	2/26/02	Original	37,835,000.00
Description:	AD,PAC2			Settle	3/28/02	Balance	37,835,000.00
Coupon:	6.500%			Next Proj	4/25/02	Factor	1.00000000
Stated Band:	175-300	Effective Band: N/A		Stated Final	0/0/00	Delay	24

Collateral: Cpn 6.50 WAC 7.15 WAM 359 WALA 1

Historical PSA's: 0/00= 0/00= 0/00= 3mo= 6mo= 12mo= SI=

Curve: 3m= 6m= 1yr= 2yr= 3yr= 4yr= 5yr= 7yr= 10yr= 30yr=

Input	Output	PSA	PSA	PSA	PSA	PSA	PSA	PSA
PREPAY		300	100	200	400	600	500/6,100	500/6,150
	Av Life	3.588	7.938	3.585	2.916	1.997	8.683	4.946
Price	Window	4/02-3/11	4/02-8/14	4/02-3/11	4/02-2/32	4/02-2/05	4/02-8/15	4/02-10/11
100-01+	Yield	6.426	6.504	6.426	6.398	6.323	6.509	6.465

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Goldman, Sachs & Co.
HYPO15VAN

Print Date: 3/14/02
Print Time: 12:45 PM

Collateral Summary

Type		Coupon	6.000%
Offering	$250.00 MM	WAC	6.800%
Dated Date	03/01/02	WAM	179.0
Settlement	03/28/02	AGE	1.0
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA

Tranche Description

Class	Type	Orig	Avail	Coupon	Avl	Spr/Tsy	Spr/AVL	Yield	Price	Dur	Window	Stated Band	Comments
2A4		98,675,000.00	98.675	6.000	2.936	216/2	**175/2.9**	5.6162%	100-25	2.58	04/02-05/08		2.9 yr
2A1		16,000,000.00	16.000	7.500	2.936	229/2	188/2.9	5.7465%	**104-10**	2.54	04/02-05/08		2.9 yr
2A2		32,000,000.00	32.000	5.500	2.936	211/2	**170/2.9**	5.5662%	99-20	2.59	04/02-05/08		2.9 yr
2A3		32,000,000.00	32.000	5.750	2.936	211/2	**170/2.9**	5.5662%	100-08+	2.58	04/02-05/08		2.9 yr
2A5		20,537,500.00	20.538	6.000	8.730	143/10	158/8.7	**6.6900%**	95-22	6.46	05/08-02/17		8.7 yr
2A6		10,035,000.00	10.035	6.000	6.990	209/5	180/7.0	**6.6900%**	96-08+	5.51	05/08-03/10		7.0 yr
2A7		10,502,500.00	10.502	6.000	10.392	143/10	141/10.4	**6.6900%**	95-04+	7.37	03/10-02/17		10.4 yr
2A8		25,000,000.00	25.000	6.000	8.907	123/10	135/8.9	**6.4900%**	96-29	6.55	04/07-02/17		8.9 yr
SUB	SUB	5,250,000.00	5.250	6.000	7.486	85/10	116/7.5	6.1154%	**99-12**	5.63	04/02-02/17		7.5 yr Subordinate

Market Data

6mo	2.01700%	TIME: 3:00 PM (13-Mar-02)	
1yr	2.52000%	5yr	4.60200%
2yr	3.45300%	7yr	4.86680%
3yr	3.83600%	10yr	5.26400%
4yr	4.21900%	30yr	5.72000%

Deal Economics

Coll Price	100-00	Fees	0	0.000	Deal	1,143,476	-14.636
Repo	2.1500	Stips	78,125	1.000	+Carry	0	0.000
					-Expenses	78,125	1.000
Resid	0	Expenses	78,125	1.000			
					Total	**-1,221,601**	**-15.636**

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HYPO15VAN

Print Date: 3/14/02
Print Time: 12:46 PM

Collateral Summary

Type		Coupon	6.000%
Offering	$250.00 MM	WAC	6.800%
Dated Date	03/01/02	WAM	179.0
Settlement	03/28/02	AGE	1.0
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed 300 PSA

2A4 : 2.9 yr

Par : $98.675 Spread : 216/2, 175/2.9
Coup : 6.000% Price : 100-25

PSA	Avl	Dur	Window	Yield
100	4.991	4.04	04/02-01/13	5.7825
200	3.672	3.13	04/02-05/10	5.6970
300	2.936	2.58	04/02-05/08	5.6162
400	2.497	2.23	04/02-02/07	5.5450
500	2.205	1.99	04/02-06/06	5.4816

2A1 : 2.9 yr

Par : $16.000 Spread : 229/2, 188/2.9
Coup : 7.500% Price : 104-10

PSA	Avl	Dur	Window	Yield
100	4.991	3.92	04/02-01/13	6.4037
200	3.672	3.07	04/02-05/10	6.0660
300	2.936	2.54	04/02-05/08	5.7465
400	2.497	2.21	04/02-02/07	5.4649
500	2.205	1.98	04/02-06/06	5.2141

2A2 : 2.9 yr

Par : $32.000 Spread : 211/2, 170/2.9
Coup : 5.500% Price : 99-20

PSA	Avl	Dur	Window	Yield
100	4.991	4.08	04/02-01/13	5.5652
200	3.672	3.15	04/02-05/10	5.5657
300	2.936	2.59	04/02-05/08	5.5662
400	2.497	2.24	04/02-02/07	5.5666
500	2.205	2.00	04/02-06/06	5.5670

2A3 : 2.9 yr

Par : $32.000 Spread : 211/2, 170/2.9
Coup : 5.750% Price : 100-08+

PSA	Avl	Dur	Window	Yield
100	4.991	4.06	04/02-01/13	5.6583
200	3.672	3.14	04/02-05/10	5.6109
300	2.936	2.58	04/02-05/08	5.5662
400	2.497	2.24	04/02-02/07	5.5267
500	2.205	2.00	04/02-06/06	5.4916

2A5 : 8.7 yr

Par : $20.538 Spread : 143/10, 158/8.7
Coup : 6.000% Price : 95-22

PSA	Avl	Dur	Window	Yield
100	12.823	8.58	01/13-02/17	6.5378
200	10.909	7.64	05/10-02/17	6.5944
300	8.730	6.46	05/08-02/17	6.6900
400	6.775	5.29	02/07-02/17	6.8249
500	5.277	4.34	06/06-11/09	6.9899

2A6 : 7.0 yr

Par : $10.035 Spread : 209/5, 180/7.0
Coup : 6.000% Price : 96-08+

PSA	Avl	Dur	Window	Yield
100	11.779	8.13	01/13-12/14	6.4910
200	9.273	6.85	05/10-10/12	6.5691
300	6.990	5.51	05/08-03/10	6.6900
400	5.488	4.51	02/07-05/08	6.8255
500	4.590	3.87	06/06-03/07	6.9493

2A7 : 10.4 yr

Par : $10.502 Spread : 143/10, 141/10.4
Coup : 6.000% Price : 95-04+

PSA	Avl	Dur	Window	Yield
100	13.820	9.00	12/14-02/17	6.5784
200	12.473	8.40	10/12-02/17	6.6144
300	10.392	7.37	03/10-02/17	6.6900
400	8.005	6.05	05/08-02/17	6.8244
500	5.933	4.80	03/07-11/09	7.0215

2A8 : 8.9 yr

Par : $25.000 Spread : 123/10, 135/8.9
Coup : 6.000% Price : 96-29

PSA	Avl	Dur	Window	Yield
100	9.909	7.08	04/07-02/17	6.4591
200	9.369	6.80	04/07-02/17	6.4750
300	8.907	6.55	04/07-02/17	6.4900
400	8.504	6.34	04/07-02/17	6.5043
500	8.044	6.09	04/07-02/17	6.5220

SUB : 7.5 yr Subordinate

Par : $5.250 Spread : 85/10, 116/7.5
Coup : 6.000% Price : 99-12

PSA	Avl	Dur	Window	Yield
100	8.244	6.04	04/02-02/17	6.1128
200	7.834	5.82	04/02-02/17	6.1141
300	6.930	5.33	04/02-02/17	6.1177

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Market Data

TIME: 3:00 PM (13-Mar-02)

6mo	2.01700%		
1yr	2.52000%	5yr	4.60200%
2yr	3.45300%	7yr	4.86680%
3yr	3.83600%	10yr	5.26400%
4yr	4.21900%	30yr	5.72000%

Deal Comments

Goldman, Sachs & Co.
CWHL 023

Print Date: 2/27/02
Print Time: 10:01 AM

Collateral Summary

Type		Coupon	6.500%
Offering	$244.96 MM	WAC	7.150%
Dated Date	03/01/02	WAM	359.0
Settlement	03/28/02	AGE	1.0
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA	01MBBA	+0
PAC1 Band	125-400 PSA		
PAC2 Band	175-300 PSA		

Tranche Description

Class	Type	Orig	Avail	Coupon	Avl	Spr/Tsy	Spr/AVL	Yield	Price	Dur	Window	Stated Band	Comments
1A3	PAC1	63,500,000.00	63.500	5.500	3.990	121/5	153/4.0	5.4568%	100-00	3.44	04/03-08/09	125-400	4.0 yr PAC1
1A10	FLT,PAC1	31,750,000.00	31.750	2.250	3.990	40.0DM	-167/4.0	2.2606%	100-00	3.75	04/03-08/09	125-400	4.0 yr Floater,1.000*01MBBA + 0.40*
1A2	INV,NTL,PAC1	31,750,000.00	31.750	6.250	3.990	5196/5	5228/4.0	56.2062%	10-00	1.09	04/03-08/09	125-400	4.0 yr Inverse Floater,8.100 - 1.0*
1A4	PAC1	17,077,000.00	17.077	6.500	10.275	160/10	159/10.3	6.5282%	100-00	7.15	08/09-09/31	125-400	10.3 yr PAC1
1A5	PAC2	37,835,000.00	37.835	6.500	3.590	220/5	269/3.6	6.4420%	100-00	2.95	04/02-03/11	175-300	3.6 yr PAC2
1A6	SUP	11,000,000.00	11.000	6.500	1.079	385/1	379/1.1	6.1594%	100-00	1.01	04/02-11/03		1.1 yr Support
1A7	INV,SUP	9,626,625.00	9.627	19.500	6.786	1562/5	1535/6.8	19.8622%	100-00	2.90	11/03-02/32		6.8 yr Inverse Floater,27.517 - 4.*
1A8	FLT,SUP	41,715,375.00	41.715	3.500	6.786	160.9DM	-103/6.8	3.4836%	100-00	5.56	11/03-02/32		6.8 yr Floater,1.000*01MBBA + 1.65*
1A9		24,496,000.00	24.496	6.500	10.912	160/10	158/10.9	6.5297%	100-00	7.34	04/07-02/32		10.9 yr
SUB	SUB	7,961,000.00	7.961	6.500	10.501	160/10	159/10.5	6.5276%	100-00	7.08	04/02-02/32		10.5 yr Subordinate

Market Data

TIME: 3:00 PM (26-Feb-02)

6mo	1.89300%				
1yr	2.31000%	5yr	4.24500%	01MBBA	1.85000
2yr	3.02900%	7yr	4.51780%		
3yr	3.43433%	10yr	4.92700%		
4yr	3.83967%	30yr	5.42200%		

Deal Comments

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Goldman, Sachs & Co.
CWHL 023

Print Date: 2/27/02
Print Time: 10:01 AM

Collateral Summary

Type		Coupon	6.500%
Offering	$244.96 MM	WAC	7.150%
Dated Date	03/01/02	WAM	359.0
Settlement	03/28/02	AGE	1.0
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA	01MBBA	+0
PAC1 Band	125-400 PSA		
PAC2 Band	175-300 PSA		

1A3 : 4.0 yr PAC1

Par : $63.500 Spread : 121/5, 153/4.0
Coup : 5.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.546	3.84	04/03-09/10	5.4681
200	3.990	3.44	04/03-08/09	5.4568
300	3.990	3.44	04/03-08/09	5.4568
400	3.990	3.44	04/03-08/09	5.4568
500	3.542	3.11	04/03-12/07	5.4456

1A10 : 4.0 yr Floater,1.*

Par : $31.750 Spread : 40.0DM
Coup : 2.250% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.546	4.23	04/03-09/10	40.0DM
200	3.990	3.75	04/03-08/09	40.0DM
300	3.990	3.75	04/03-08/09	40.0DM
400	3.990	3.75	04/03-08/09	40.0DM
500	3.542	3.35	04/03-12/07	40.0DM

1A2 : 4.0 yr Inverse Flo*

Par : $31.750 Spread : 5196/5, 5228/4.0
Coup : 6.250% Price : 10-00

PSA	Avl	Dur	Window	Yield
100	4.546	1.12	04/03-09/10	58.9707
200	3.990	1.09	04/03-08/09	56.2062
300	3.990	1.09	04/03-08/09	56.2062
400	3.990	1.09	04/03-08/09	56.2062
500	3.542	1.05	04/03-12/07	54.1862

1A4 : 10.3 yr PAC1

Par : $17.077 Spread : 160/10, 159/10.3
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	10.695	7.39	09/10-09/31	6.5301
200	10.275	7.15	08/09-09/31	6.5282
300	10.275	7.15	08/09-09/31	6.5282
400	10.275	7.15	08/09-09/31	6.5282
500	6.667	5.25	12/07-02/11	6.5062

1A5 : 3.6 yr PAC2

Par : $37.835 Spread : 220/5, 269/3.6
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	10.275	6.93	04/02-12/16	6.5262
200	3.590	2.95	04/02-03/11	6.4420
300	3.590	2.95	04/02-03/11	6.4420
400	2.917	2.51	04/02-02/32	6.4162
500	2.299	2.04	04/02-10/05	6.3770

1A6 : 1.1 yr Support

Par : $11.000 Spread : 385/1, 379/1.1
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	15.688	9.57	12/16-11/18	6.5434
200	3.142	2.69	04/02-05/09	6.4280
300	1.079	1.01	04/02-11/03	6.1594
400	0.778	0.74	04/02-06/03	6.0002
500	0.634	0.60	04/02-03/03	5.8707

1A7 : 6.8 yr Inverse Flo*

Par : $9.627 Spread : 1562/5, 1535/6.8
Coup : 19.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	22.560	4.71	11/18-02/32	20.0336
200	14.806	4.38	05/09-02/32	20.0133
300	6.786	2.90	11/03-02/32	19.8622
400	2.482	1.78	06/03-03/06	19.5829
500	1.929	1.47	03/03-01/05	19.4258

1A8 : 6.8 yr Floater,1.0*

Par : $41.715 Spread : 160.9DM
Coup : 3.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	22.560	15.26	11/18-02/32	163.5DM
200	14.806	11.12	05/09-02/32	162.9DM
300	6.786	5.56	11/03-02/32	160.9DM
400	2.482	2.33	06/03-03/06	155.1DM
500	1.929	1.83	03/03-01/05	152.5DM

1A9 : 10.9 yr

Par : $24.496 Spread : 160/10, 158/10.9
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	15.595	9.06	04/07-02/32	6.5409
200	12.652	8.02	04/07-02/32	6.5347
300	10.147	7.07	04/07-02/32	6.5297
400	8.470	6.45	04/07-02/32	6.5268
500	6.945	5.91	04/07-02/32	6.5202

SUB : 10.5 yr Subordinate

Par : $7.961 Spread : 160/10, 159/10.5
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	14.871	8.68	04/02-02/32	6.5388
200	12.116	7.71	04/02-02/32	6.5326
300	9.769	6.82	04/02-02/32	6.5268
400	8.160	6.32	04/02-02/32	6.5202
500	6.618	5.82	04/02-02/32	6.5136

All information contained herein, whether regarding assets backing any securities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and by any other information subsequently filed with the Securities and Exchange Commission ("SEC"). This material is for your private information, and we are not soliciting any action based upon it. Certain transactions give rise to substantial risk and are not suitable for all investors. We, or persons involved in the preparation or issuance of this material, may from time to time have long or short positions in and buy or sell securities, futures or options identical with or related to those mentioned herein. We make no representation that any transaction can or could be effected at the indicated prices. This material may be filed with the SEC and incorporated by reference into an effective registration statement previously filed with the SEC. Information contained in this material is current as of the date appearing on this material only. The information herein has been provided solely by Goldman, Sachs & Co. and is understood by the issuer and affiliates to be accurate. Neither the issuer of the certificates nor Goldman, Sachs & Co. nor any of their affiliates makes any representation as to the accuracy or completeness of the information herein. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this material may be obtained upon request.

Market Data

TIME: 3:00 PM (26-Feb-02)

6mo	1.89300%				
1yr	2.31000%	5yr	4.24500%	01MBBA	1.85000
2yr	3.02900%	7yr	4.51780%		
3yr	3.43433%	10yr	4.92700%		
4yr	3.83967%	30yr	5.42200%		

Deal Comments

All information in this Term Sheet, whether regarding assets backing any securities discussed herein or otherwise, will be superseded by the information contained in the final prospectus.

January 23, 2002

Preliminary Structural and Collateral Term Sheet

$387,00,000 (approximate) of Senior Certificates
Countrywide Home Loans
CHL Mortgage Pass-Through Trust 2002-03

Features of the Transaction

- Offering consists of $387,000,000 of senior certificates with a Certificate Interest Rate of 6.5% expected to be rated AAA by two of the three : S&P, Fitch, or Moody's
- The expected amount of credit support for the senior certificates is 3.25% ± 0.50% in the form of subordination with a shifting interest structure and a five year prepayment lockout.
- All collateral consists of single family, 20-year to 30-year, fixed-rate residential, first mortgages originated or acquired by Countrywide Home Loans.
- The amount of senior certificates is approximate and may vary by up to 5%.

Preliminary Mortgage Pool Data (approximate)

Total Outstanding Principal Balance:	$400,000,000
Number of Mortgage Loans:	930
Average Principal Balance of the Mortgage Loans:	$430,000
Weighted Average Annual Mortgage Interest Rate:	7.15%
Weighted Average Maturity:	359
Weighted Average Seasoning:	1
Weighted Average Original Loan-To-Value Ratio:	73%
Originated Under the Full or Alternative Documentation Program:	75%
Owner Occupied:	95%
Cash-out Refinance	24%

Geographic Distribution:		Type of Dwelling:	
California	(50%max)	Single-Family Detached	92%

Key Terms

Issuer:	CWHL Series 2002-3
Underwriter:	Goldman, Sachs & Co.
Depositor/Master Servicer:	CWMBS, Inc./ Countrywide Home Loans
Trustee:	Bank of New York
Type of Issuance:	Public
Servicer Advancing:	Yes, subject to recoverability
Compensating Interest:	Yes, to the extent of Master Servicing, but in no case more than 1/12th of 0.125% of the Pool Scheduled Principal Balance for such Distribution Date
Legal Investment:	The senior certificates are expected to be SMMEA eligible at settlement
Interest Accrual:	Prior calendar month
Clean Up Call:	10% of the Cut-off Date principal balance of the Mortgage Loans
ERISA Eligible:	Underwriter's exemption may apply to senior certificates, however prospective purchasers should consult their own counsel
Tax Treatment:	REMIC; senior certificates are regular interests
Structure:	Senior/Subordinate; shifting interest with a five year prepayment lockout to subordinate certificates
Expected Subordination:	3.25% ± 0.50%
Expected Rating Agencies (Two of Three):	Fitch IBCA, Inc. ("Fitch"), Standard & Poor's ("S&P") or Moody's.
Minimum Denomination:	Senior certificates - $25,000
Delivery:	Senior certificates – DTC

Time Table

Expected Settlement:	March 28, 2002
Cut-off Date:	March 1, 2002
First Distribution Date:	April 25, 2002
Distribution Date:	25th or next business day

This material is for your private information and we are not soliciting any action based upon it. This material is not to be construed as an offer to sell or the solicitation of any offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. Neither the issuer of the certificates nor Goldman, Sachs & Co., nor any of their affiliates makes any representation as to the accuracy or completeness of the information herein. By accepting this material the recipient agrees that it will not distribute or provide the material to any other person. The information contained in this material may not pertain to any securities that will actually be sold. The information contained in this material may be based on assumptions regarding market conditions and other matters as reflected therein. We make no representations regarding the reasonableness of such assumptions or the likelihood that any of such assumptions will coincide with actual market conditions or events, and this material should not be relied upon for such purposes. We and our affiliates, officers, directors, partners and employees, including persons involved in the preparation or issuance of this material may, from time to time, have long or short positions in, and buy or sell, the securities mentioned herein or derivatives thereof (including options). This material may be filed with the Securities and Exchange Commission (the "SEC") and incorporated by reference into an effective registration statement previously filed with the SEC under Rule 415 of the Securities Act of 1933, including in cases where the material does not pertain to securities that are ultimately offered for sale pursuant to such registration statement. Information contained in this material is current as of the date appearing on this material only. Information in this material regarding the securities and the assets backing any securities discussed herein supersedes all prior information regarding such securities and assets. Any information in this material, whether regarding the assets backing any securities discussed herein or otherwise, is preliminary and will be superseded by the applicable prospectus supplement and any other information subsequently filed with the SEC. The information contained herein will be superseded by the description of the mortgage pool contained in the prospectus supplement relating to the certificates and supersedes all information contained in any collateral term sheets relating to the mortgage pool previously provided by Goldman, Sachs & Co. In addition, we mutually agree that, subject to applicable law, you may disclose any and all aspects of any potential transaction or structure described herein that are necessary to support any U.S. federal income tax benefits, without Goldman Sachs imposing any limitation of any kind. Further information regarding this material may be obtained upon request.

This material is furnished to you solely by Goldman, Sachs & Co., acting as underwriter and not as agent of the issuer.

Goldman, Sachs & Co.
CWHLG1TEST

Print Date: 3/26/02
Print Time: 5:12 PM

Collateral Summary

Type		Coupon	6.873%
Offering	$400.00 MM	WAC	7.137%
Dated Date	03/01/02	WAM	356.9
Settlement	03/28/02	AGE	0.8
First Pmt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA	01MBBA	+0
PAC1 Band	125-397 PSA		
PAC2 Band	175-300 PSA		

IO : 5.7 yr IO

Par : $23.621 Spread :1936/5, -1948/5.7
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	11.577	10.08	04/02-03/32	-3.1175
200	7.740	10.01	04/02-03/32	-8.7325
300	5.743	9.91	04/02-03/32	-14.5184
400	4.579	9.77	04/02-03/32	-20.4901
500	3.831	9.59	04/02-03/32	-26.6636

PO : 5.7 yr PO

Par : $0.666 Spread : -484/5, -496/5.7
Coup : 0.000% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	11.309	11.31	04/02-03/32	0.0000
200	7.630	7.63	04/02-03/32	0.0000
300	5.689	5.69	04/02-03/32	0.0000
400	4.548	4.55	04/02-03/32	0.0000
500	3.811	3.81	04/02-03/32	0.0000

1AR : 0.1 yr

Par : $0.000 Spread : -110/0, -110/0.1
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	0.075	0.07	04/02-04/02	0.7198
200	0.075	0.07	04/02-04/02	0.7198
300	0.075	0.07	04/02-04/02	0.7198
400	0.075	0.07	04/02-04/02	0.7198
500	0.075	0.07	04/02-04/02	0.7198

1A1 : 5.6 yr

Par : $149.734 Spread : 164/5, 154/5.6
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	11.436	6.99	04/02-03/32	6.5267
200	7.583	5.24	04/02-03/32	6.5060
300	5.582	4.19	04/02-03/32	6.4853
400	4.415	3.50	04/02-03/32	6.4651
500	3.668	3.02	04/02-03/32	6.4455

1A3 : 4.0 yr PAC1

Par : $63.500 Spread : 61/5, 88/4.0
Coup : 5.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.547	3.84	04/03-09/10	5.4681
200	3.993	3.44	04/03-08/09	5.4569
300	3.993	3.44	04/03-08/09	5.4569
400	3.993	3.44	04/03-08/09	5.4569
500	3.558	3.12	04/03-12/07	5.4461

1A10 : 4.0 yr PAC1

Par : $15.000 Spread : 40.0DM
Coup : 2.250% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.547	4.24	04/03-09/10	40.0DM
200	3.993	3.75	04/03-08/09	40.0DM
300	3.993	3.75	04/03-08/09	40.0DM
400	3.993	3.75	04/03-08/09	40.0DM
500	3.558	3.37	04/03-12/07	40.0DM

1A11 : 4.0 yr PAC1

Par : $0.250 Spread : 40.0DM
Coup : 2.250% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.547	4.24	04/03-09/10	40.0DM
200	3.993	3.75	04/03-08/09	40.0DM
300	3.993	3.75	04/03-08/09	40.0DM
400	3.993	3.75	04/03-08/09	40.0DM
500	3.558	3.37	04/03-12/07	40.0DM

1A12 : 4.0 yr PAC1

Par : $16.500 Spread : 40.0DM
Coup : 2.250% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.547	4.24	04/03-09/10	40.0DM
200	3.993	3.75	04/03-08/09	40.0DM
300	3.993	3.75	04/03-08/09	40.0DM
400	3.993	3.75	04/03-08/09	40.0DM
500	3.558	3.37	04/03-12/07	40.0DM

1A2 : 4.0 yr Inverse Flo*

Par : $31.750 Spread :4522/5, -4496/4.0
Coup : 6.250% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	4.547	5.14	04/03-09/10	-32.7883
200	3.993	4.76	04/03-08/09	-40.3803
300	3.993	4.76	04/03-08/09	-40.3803
400	3.993	4.76	04/03-08/09	-40.3608
500	3.558	4.17	04/03-12/07	-50.7934

1A4 : 9.7 yr PAC1

Par : $17.077 Spread : 112/10, 113/9.7
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	10.202	7.20	09/10-07/18	6.5286
200	9.741	6.94	08/09-07/18	6.5263
300	9.741	6.94	08/09-07/18	6.5263
400	9.998	7.05	08/09-04/21	6.5273
500	6.729	5.28	12/07-03/32	6.5068

1A5 : 3.7 yr AD PAC2

Par : $37.835 Spread : 160/5, 201/3.7
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	8.006	5.70	04/02-10/14	6.5127
200	3.652	3.00	04/02-05/11	6.4441
300	3.652	3.00	04/02-05/11	6.4441
400	3.127	2.62	04/02-03/32	6.4231
500	2.328	2.07	04/02-11/05	6.3794

1A6 : 1.1 yr Support Z

Par : $11.000 Spread : 342/1, 331/1.1
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	14.623	13.98	10/14-01/19	6.5577
200	3.171	2.72	04/02-06/09	6.4294
300	1.097	1.03	04/02-11/03	6.1664
400	0.797	0.75	04/02-06/03	6.0137
500	0.651	0.62	04/02-03/03	5.8892

Market Data

TIME: 5:08 PM (USER)

6mo	2.11500%				
1yr	2.75000%	5yr	4.84400%	01MBBA	1.85000
2yr	3.72400%	7yr	5.06960%		
3yr	4.09733%	10yr	5.40800%		
4yr	4.47067%	30yr	5.79600%		

Deal Comments

Goldman, Sachs & Co.
CWHLG1TEST

Print Date: 3/26/02
Print Time: 5:12 PM

Collateral Summary

Type		Coupon	6.873%
Offering	$400.00 MM	WAC	7.137%
Dated Date	03/01/02	WAM	356.9
Settlement	03/28/02	AGE	0.8
First Prnt	04/25/02	Frequency	Monthly

Structure Summary

Pricing Speed	300 PSA	01MBBA	+0
PAC1 Band	125-397 PSA		
PAC2 Band	175-300 PSA		

1A7 : 7.0 yr Inverse Flo*

Par : $9.627 Spread : 1502/5, 1477/7.0
Coup : 19.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	22.510	4.71	01/19-03/32	20.0336
200	14.963	4.39	06/09-03/32	20.0140
300	6.990	2.93	11/03-03/32	19.8657
400	2.505	1.80	06/03-04/06	19.5884
500	1.951	1.48	03/03-01/05	19.4341

1A8 : 7.0 yr Floater,1.0*

Par : $41.715 Spread : 160.9DM
Coup : 3.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	22.510	15.24	01/19-03/32	163.5DM
200	14.963	11.22	06/09-03/32	162.9DM
300	6.990	5.68	11/03-03/32	160.9DM
400	2.505	2.35	06/03-04/06	155.2DM
500	1.951	1.85	03/03-01/05	152.5DM

1AP : 10.9 yr

Par : $24.496 Spread : 112/10, 110/10.9
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	15.539	9.04	04/07-03/32	6.5408
200	12.628	8.01	04/07-03/32	6.5347
300	10.902	7.34	04/07-03/32	6.5297
400	9.783	6.85	04/07-03/32	6.5255
500	8.981	6.48	04/07-03/32	6.5219

SUB : 10.5 yr Subordinate

Par : $12.600 Spread : 112/10, 111/10.5
Coup : 6.500% Price : 100-00

PSA	Avl	Dur	Window	Yield
100	14.806	8.66	04/02-03/32	6.5387
200	12.083	7.70	04/02-03/32	6.5325
300	10.481	7.07	04/02-03/32	6.5275
400	9.460	6.64	04/02-03/32	6.5235
500	8.758	6.31	04/02-03/32	6.5201

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Market Data

TIME: 5:08 PM (USER)

6mo	2.11500%				
1yr	2.75000%	5yr	4.84400%	01MBBA	1.85000
2yr	3.72400%	7yr	5.06960%		
3yr	4.09733%	10yr	5.40800%		
4yr	4.47067%	30yr	5.79600%		

Deal Comments

IN ACCORDANCE WITH RULE 202 OF REGULATION S-T, THESE

COMPUTATIONAL MATERIALS ARE BEING FILED IN PAPER PURSUANT TO A CONTINUING HARDSHIP EXEMPTION.

Exhibit 99.1

COMPUTATIONAL MATERIALS
PREPARED BY COUNTRYWIDE SECURITIES CORPORATION.

for

CWMBS, INC.

CHL Mortgage Pass-Through Trust 2002-3
Mortgage Pass-Through Certificates, Series 2002-3

COUNTRYWIDE SECURITIES CORPORATION
A Countrywide Capital Markets Company

Yields Given Prices Report CWHL02_3_SUB30 30 year 6.9's

User ID: leibo Deals Directory: /opt/intex/deals Date: 03/28/2002 08:45:50

Bond: M Balance: 5,800,000 Coupon: 6.500000

Delay: 24 Class Factor: 1.00 Accruing Since: 3/01/2002
Settlement Date: 3/28/2002 WHOLE 30 year WAC: 7.14 WAM: 356.87

Months 480	PSA 300	PSA 100	PSA 200	PSA 300	PSA 400	PSA 500	PSA 600	PSA 800	PSA 1000
95-16	7.182	7.075	7.135	7.182	7.220	7.252	7.279	7.333	7.461
95-20	7.163	7.059	7.117	7.163	7.200	7.231	7.257	7.309	7.434
95-24	7.144	7.044	7.100	7.144	7.180	7.210	7.236	7.286	7.406
95-28	7.126	7.029	7.083	7.126	7.160	7.189	7.214	7.262	7.379
96- 0	7.107	7.013	7.066	7.107	7.141	7.168	7.192	7.239	7.351
96- 4	7.088	6.998	7.048	7.088	7.121	7.148	7.171	7.216	7.324
96- 8	7.070	6.983	7.031	7.070	7.101	7.127	7.149	7.192	7.297
96-12	7.051	6.968	7.014	7.051	7.081	7.106	7.127	7.169	7.269
96-16	7.033	6.952	6.997	7.033	7.062	7.085	7.106	7.146	7.242
96-20	7.014	6.937	6.980	7.014	7.042	7.065	7.084	7.123	7.215
96-24	6.996	6.922	6.963	6.996	7.022	7.044	7.063	7.099	7.188
*96-28	6.977	6.907	6.946	6.977	7.003	7.024	7.041	7.076	7.161
97- 0	6.959	6.892	6.929	6.959	6.983	7.003	7.020	7.053	7.134
97- 4	6.941	6.877	6.912	6.941	6.963	6.982	6.999	7.030	7.107
97- 8	6.922	6.862	6.895	6.922	6.944	6.962	6.977	7.007	7.080
97-12	6.904	6.847	6.879	6.904	6.924	6.941	6.956	6.984	7.053
97-16	6.886	6.832	6.862	6.886	6.905	6.921	6.935	6.962	7.026
97-20	6.867	6.817	6.845	6.867	6.886	6.901	6.914	6.939	6.999
97-24	6.849	6.802	6.828	6.849	6.866	6.880	6.892	6.916	6.973
97-28	6.831	6.787	6.812	6.831	6.847	6.860	6.871	6.893	6.946
98- 0	6.813	6.772	6.795	6.813	6.828	6.840	6.850	6.870	6.919
98- 4	6.795	6.757	6.778	6.795	6.808	6.820	6.829	6.848	6.893
98- 8	6.777	6.743	6.762	6.777	6.789	6.799	6.808	6.825	6.866
AVG LIFE	10.48	14.81	12.08	10.48	9.46	8.76	8.24	7.40	6.00
DURATION	6.97	8.50	7.58	6.97	6.55	6.24	5.99	5.57	4.75
FIRST PAY	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02
LAST PAY	3/32	3/32	3/32	3/32	3/32	3/32	3/32	2/32	9/28

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COUNTRYWIDE SECURITIES CORPORATION
A Countrywide Capital Markets Company

Yields Given Prices Report CWHL02_3_SUB30 30 year 6.9's

User ID: leibo Deals Directory: /opt/intex/deals Date: 03/28/2002 08:45:51

Bond: B1 Balance: 2,600,000 Coupon: 6.500000

Delay: 24 Class Factor: 1.00 Accruing Since: 3/01/2002
Settlement Date: 3/28/2002 WHOLE 30 year WAC: 7.14 WAM: 356.87

Months 480	PSA 300	PSA 100	PSA 200	PSA 300	PSA 400	PSA 500	PSA 600	PSA 800	PSA 1000
94-13	7.348	7.211	7.287	7.348	7.397	7.437	7.472	7.540	7.704
94-17	7.329	7.196	7.270	7.329	7.376	7.416	7.450	7.516	7.676
94-21	7.310	7.180	7.252	7.310	7.356	7.395	7.428	7.492	7.648
94-25	7.291	7.164	7.235	7.291	7.336	7.373	7.406	7.468	7.620
94-29	7.272	7.149	7.217	7.272	7.316	7.352	7.383	7.445	7.592
95- 1	7.253	7.133	7.200	7.253	7.296	7.331	7.361	7.421	7.565
95- 5	7.234	7.117	7.182	7.234	7.275	7.310	7.340	7.397	7.537
95- 9	7.215	7.102	7.165	7.215	7.255	7.289	7.318	7.374	7.509
95-13	7.196	7.086	7.147	7.196	7.235	7.268	7.296	7.350	7.482
95-17	7.177	7.071	7.130	7.177	7.215	7.247	7.274	7.327	7.454
95-21	7.158	7.056	7.113	7.158	7.195	7.226	7.252	7.303	7.427
*95-25	7.140	7.040	7.096	7.140	7.175	7.205	7.230	7.280	7.399
95-29	7.121	7.025	7.078	7.121	7.156	7.184	7.209	7.256	7.372
96- 1	7.102	7.010	7.061	7.102	7.136	7.163	7.187	7.233	7.344
96- 5	7.084	6.994	7.044	7.084	7.116	7.142	7.165	7.210	7.317
96- 9	7.065	6.979	7.027	7.065	7.096	7.122	7.144	7.186	7.290
96-13	7.047	6.964	7.010	7.047	7.076	7.101	7.122	7.163	7.263
96-17	7.028	6.949	6.993	7.028	7.057	7.080	7.100	7.140	7.235
96-21	7.010	6.933	6.976	7.010	7.037	7.060	7.079	7.117	7.208
96-25	6.991	6.918	6.959	6.991	7.017	7.039	7.057	7.094	7.181
96-29	6.973	6.903	6.942	6.973	6.998	7.018	7.036	7.071	7.154
97- 1	6.954	6.888	6.925	6.954	6.978	6.998	7.015	7.048	7.127
97- 5	6.936	6.873	6.908	6.936	6.959	6.977	6.993	7.025	7.100
AVG LIFE	10.48	14.81	12.08	10.48	9.46	8.76	8.24	7.40	6.00
DURATION	6.94	8.45	7.53	6.94	6.52	6.21	5.97	5.55	4.73
FIRST PAY	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02
LAST PAY	3/32	3/32	3/32	3/32	3/32	3/32	3/32	2/32	9/28

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COUNTRYWIDE SECURITIES CORPORATION
A Countrywide Capital Markets Company

Yields Given Prices Report CWHL02_3_SUB30 30 year 6.9's

User ID: leibo Deals Directory: /opt/intex/deals Date: 03/28/2002 08:45:52

Bond: B2 Balance: 1,800,000 Coupon: 6.500000

Delay: 24 Class Factor: 1.00 Accruing Since: 3/01/2002
Settlement Date: 3/28/2002 WHOLE 30 year WAC: 7.14 WAM: 356.87

Months 480	PSA 300	PSA 100	PSA 200	PSA 300	PSA 400	PSA 500	PSA 600	PSA 800	PSA 1000
88-17.50	8.287	7.987	8.154	8.287	8.394	8.483	8.558	8.707	9.069
88-21.50	8.266	7.969	8.135	8.266	8.372	8.459	8.534	8.681	9.039
88-25.50	8.245	7.952	8.115	8.245	8.349	8.436	8.510	8.655	9.008
88-29.50	8.224	7.935	8.096	8.224	8.327	8.413	8.486	8.629	8.978
89-01.50	8.203	7.917	8.077	8.203	8.305	8.390	8.462	8.604	8.948
89-05.50	8.182	7.900	8.058	8.182	8.283	8.367	8.438	8.578	8.918
89-09.50	8.162	7.883	8.038	8.162	8.261	8.343	8.414	8.552	8.888
89-13.50	8.141	7.866	8.019	8.141	8.239	8.320	8.390	8.526	8.858
89-17.50	8.120	7.849	8.000	8.120	8.217	8.297	8.366	8.501	8.828
89-21.50	8.100	7.831	7.981	8.100	8.195	8.275	8.342	8.475	8.798
89-25.50	8.079	7.814	7.962	8.079	8.173	8.252	8.318	8.450	8.768
*89-29.50	8.058	7.797	7.943	8.058	8.152	8.229	8.295	8.424	8.738
90-01.50	8.038	7.780	7.924	8.038	8.130	8.206	8.271	8.399	8.709
90-05.50	8.017	7.764	7.905	8.017	8.108	8.183	8.247	8.373	8.679
90-09.50	7.997	7.747	7.886	7.997	8.086	8.161	8.224	8.348	8.649
90-13.50	7.977	7.730	7.868	7.977	8.065	8.138	8.200	8.323	8.620
90-17.50	7.956	7.713	7.849	7.956	8.043	8.115	8.177	8.297	8.590
90-21.50	7.936	7.696	7.830	7.936	8.022	8.093	8.153	8.272	8.561
90-25.50	7.916	7.679	7.811	7.916	8.000	8.070	8.130	8.247	8.531
90-29.50	7.896	7.663	7.793	7.896	7.979	8.048	8.106	8.222	8.502
91-01.50	7.875	7.646	7.774	7.875	7.957	8.025	8.083	8.197	8.473
91-05.50	7.855	7.629	7.755	7.855	7.936	8.003	8.060	8.172	8.443
91-09.50	7.835	7.613	7.737	7.835	7.915	7.980	8.037	8.147	8.414
AVG LIFE	10.48	14.81	12.08	10.48	9.46	8.76	8.24	7.40	6.00
DURATION	6.74	8.14	7.29	6.74	6.35	6.06	5.83	5.43	4.65
FIRST PAY	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02	4/02
LAST PAY	3/32	3/32	3/32	3/32	3/32	3/32	3/32	2/32	9/28

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