

REC'D S.E.C.

DEC 30 2002

1086

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



02067884

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 December 30, 2002

(Electronic Report, Schedule or Registration
Statement of Which the Documents Are a Part
(Give Period of Report))

333-100418

(SEC File Number, if Available)

N/A

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

PROCESSED

JAN 03 2003

**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 Calabasas, State of California, on December 30, 2002.

CWMBS, INC.

By: James O. King

Exhibit Index

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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 2002-38
MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2002-38

GSCWHL38PT1 - SUMMARY

DEAL SUMMARY REPORT

GSCWHL38PT1

SETTLEMENT 1ST PAY DATE	30-DEC-2002PREPAY	ASSUMPTIONS	BALANCE	COLLATERAL	WAL	DUR
	25-JAN-2003DEFAULT	300 PSA	\$250,000,000.00	WAC 5.600	179	4.51
	RECOVERY SEVERITY	0 CDR				
		0 MONTHS				
		0%				

TRANCHE NAME	RATINGS	Coupon	PRINCIPAL WINDOW	AVG LIFE	DUR	YIELD	SPREAD BP	BENCH	PRICE %	\$@BP	ACCURED INT(M)	NETNET (MM)	DATED DATE	NOTES
PT														
A1	50,000,000.00	5.0000000000	01/03 - 11/17	4.46		0.0	0	INTERP			201.39	0.000	01-DEC-02	FIX
A2	45,000,000.00	5.0000000000	01/03 - 01/11	3.49		0.0	0	INTERP			181.25	0.000	01-DEC-02	FIX
A3	61,959,200.00	4.5000000000	01/03 - 01/11	3.49		0.0	0	INTERP			224.60	0.000	01-DEC-02	FIX
A4	61,959,200.00	4.7500000000	01/03 - 01/11	3.49		0.0	0	INTERP			237.08	0.000	01-DEC-02	FIX
A5	9,293,880.00	5.0000000000	01/03 - 01/11	3.49		0.0	0	INTERP			37.43	0.000	01-DEC-02	IO
B	27,331,600.00	5.0000000000	01/11 - 11/17	10.48		0.0	0	INTERP			110.09	0.000	01-DEC-02	FIX
SUBORD	3,750,000.00	5.0000000000	01/03 - 11/17	7.33		0.0	0	INTERP			15.10	0.000	01-DEC-02	FIX

YIELD CURVE

SWAP

MAT	3MO	6MO	1YR	2YR	5YR	10YR	30YR
YLD	1.692	1.753	2.113	2.833	4.060	4.825	5.519
	1.897	1.989	2.115	2.292	2.977	4.000	4.338
	5.103	5.240	5.571	5.713	5.795	5.840	5.880

GSCWHL38PT1 - DEC - COLLAT

DATE	1	2	3	4	5
DEC 30, 02	100	100	100	100	100
DEC 25, 03	96	93	91	88	85
DEC 25, 04	91	81	74	68	59
DEC 25, 05	86	68	56	45	33
DEC 25, 06	81	56	42	30	18
DEC 25, 07	75	46	31	19	10
DEC 25, 08	69	37	22	13	5
DEC 25, 09	63	30	16	8	3
DEC 25, 10	57	24	11	5	1
DEC 25, 11	50	18	8	3	1
DEC 25, 12	42	14	5	2	*
DEC 25, 13	35	10	3	1	*
DEC 25, 14	27	7	2	1	*
DEC 25, 15	18	4	1	*	*
DEC 25, 16	9	2	*	*	*
DEC 25, 17	0	0	0	0	0

WAL	8.51	5.42	4.15	3.35	2.68
PRINCIPAL WINDOW	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17

GSCWHL38PT1 - DEC - SUBORD

DATE	1	2	3	4	5
DEC 30, 02	100	100	100	100	100
DEC 25, 03	96	96	96	96	96
DEC 25, 04	91	91	91	91	91
DEC 25, 05	86	86	86	86	86
DEC 25, 06	81	81	81	81	81
DEC 25, 07	75	75	75	75	75
DEC 25, 08	69	67	65	62	59
DEC 25, 09	63	58	54	49	43
DEC 25, 10	57	48	42	36	28
DEC 25, 11	50	38	30	24	16
DEC 25, 12	42	29	20	14	8
DEC 25, 13	35	21	13	8	4
DEC 25, 14	27	14	8	4	2
DEC 25, 15	18	8	4	2	1
DEC 25, 16	9	4	2	1	*
DEC 25, 17	0	0	0	0	0
WAL	8.51	7.66	7.18	6.80	6.40
PRINCIPAL WINDOW	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17

GSCWHL38PT1 - DEC - B

DATE	1	2	3	4	5
DEC 30, 02	100	100	100	100	100
DEC 25, 03	100	100	100	100	100
DEC 25, 04	100	100	100	100	100
DEC 25, 05	100	100	100	100	100
DEC 25, 06	100	100	100	100	100
DEC 25, 07	100	100	100	100	63
DEC 25, 08	100	100	100	85	31
DEC 25, 09	100	100	100	53	15
DEC 25, 10	100	100	78	33	7
DEC 25, 11	100	100	54	20	4
DEC 25, 12	100	97	36	12	2
DEC 25, 13	100	70	24	7	1
DEC 25, 14	100	47	14	4	*
DEC 25, 15	100	28	8	2	*
DEC 25, 16	63	12	3	1	*
DEC 25, 17	0	0	0	0	0
WAL	14.22	12.06	9.71	7.69	5.77
PRINCIPAL WINDOW	JUN16-NOV17	NOV12-NOV17	APR10-NOV17	AUG08-NOV17	APR07-NOV17

GSCWHL38PT1 - DEC - A

DATE	1	2	3	4	5
DEC 30, 02	100	100	100	100	100
DEC 25, 03	95	91	89	86	83
DEC 25, 04	89	78	70	62	52
DEC 25, 05	84	62	48	36	21
DEC 25, 06	78	49	31	17	4
DEC 25, 07	71	37	19	5	0
DEC 25, 08	64	27	9	0	0
DEC 25, 09	57	18	2	0	0
DEC 25, 10	50	11	0	0	0
DEC 25, 11	42	5	0	0	0
DEC 25, 12	33	0	0	0	0
DEC 25, 13	24	0	0	0	0
DEC 25, 14	15	0	0	0	0
DEC 25, 15	5	0	0	0	0
DEC 25, 16	0	0	0	0	0
WAL	7.59	4.30	3.20	2.59	2.11
PRINCIPAL WINDOW	JAN03-JUN16	JAN03-NOV12	JAN03-APR10	JAN03-AUG08	JAN03-APR07

GSCWHL38PT1 - DEC - PT

DATE	1	2	3	4	5
DEC 30, 02	100	100	100	100	100
DEC 25, 03	96	93	90	88	85
DEC 25, 04	91	81	74	67	58
DEC 25, 05	86	68	55	45	32
DEC 25, 06	81	56	41	29	17
DEC 25, 07	75	46	30	19	9
DEC 25, 08	69	37	22	12	4
DEC 25, 09	63	30	15	7	2
DEC 25, 10	57	23	11	5	1
DEC 25, 11	50	18	8	3	*
DEC 25, 12	42	13	5	2	*
DEC 25, 13	35	10	3	1	*
DEC 25, 14	27	7	2	1	*
DEC 25, 15	18	4	1	*	*
DEC 25, 16	9	2	*	*	*
DEC 25, 17	0	0	0	0	0

WAL	8.51	5.38	4.10	3.30	2.62
PRINCIPAL WINDOW	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17	JAN03-NOV17
PREPAY	0 PSA	200 PSA	350 PSA	500 PSA	700 PSA

cwh1bb.txt

\$ VERSION: 3.01 (BLOOMBERG CMO BOND FILE)

\$ DEAL: GSCWHL38PT1
\$ PRICING: PSA 300
\$ SETTLEMENT: 20021230

\$ BLOCK: 1
!{ TRANCHE NAME: SUBORD }
\$ ORIGINAL_AMOUNT: 3750000.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ BLOCK: 2
!{ TRANCHE NAME: PT }
\$ ORIGINAL_AMOUNT: 50000000.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ BLOCK: 3
!{ TRANCHE NAME: B }
\$ ORIGINAL_AMOUNT: 27331600.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ BLOCK: 4
!{ TRANCHE NAME: A1 }
\$ ORIGINAL_AMOUNT: 45000000.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ BLOCK: 5
!{ TRANCHE NAME: A2 }
\$ ORIGINAL_AMOUNT: 61959200.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 4.5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24

cwh1bb.txt

\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ BLOCK: 6
!{ TRANCHE NAME: A3 }
\$ ORIGINAL_AMOUNT: 61959200.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 4.75
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125
\$ ACCRUAL_METHOD: THIRTY_360

\$ PHANTOM: 7
!{ TRANCHE NAME: AIO }
\$ ORIGINAL_AMOUNT: 9293880.00
\$ CURRENT_FACTOR: 1.000000000
\$ CURRENT_COUPON: 5
\$ PRINCIPAL_FREQ: 12
\$ PAYMENT_DELAY: 24
\$ DATED_DATE: 20021201
\$ FIRST_PAYMENT_DATE: 20030125
\$ NEXT_PAYMENT_DATE: 20030125

\$ TRANCHE: 1
\$ NAME: "SUBORD"
\$ CSORT: 1
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 1 PRIN: 100.000000000 INT: 100.000000000

\$ TRANCHE: 2
\$ NAME: "PT"
\$ CSORT: 2
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 2 PRIN: 100.000000000 INT: 100.000000000

\$ TRANCHE: 3
\$ NAME: "B"
\$ CSORT: 3
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 3 PRIN: 100.000000000 INT: 100.000000000

\$ TRANCHE: 4
\$ NAME: "A1"
\$ CSORT: 4
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 4 PRIN: 100.000000000 INT: 100.000000000

\$ TRANCHE: 5
\$ NAME: "AIO"
\$ CSORT: 5
\$ TYPE: IO,NTL
\$ RECORD_DELAY: 24

cwhlbb.txt

\$ NOTIONAL:
\$ COMPOSITION: BLOCK: 7 PRIN: 100.000000000 INT: 100.000000000
! (notional tranche name is AIO)

\$ TRANCHE: 6
\$ NAME: "A2"
\$ CSORT: 6
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 5 PRIN: 100.000000000 INT: 100.000000000

\$ TRANCHE: 7
\$ NAME: "A3"
\$ CSORT: 7
\$ TYPE:
\$ RECORD_DELAY: 24
\$ COMPOSITION: BLOCK: 6 PRIN: 100.000000000 INT: 100.000000000

\$ END_TRANCHES:

END OF BOND FILE

\$ VERSION: 3.03 (BLOOMBERG CMO COLLATERAL FILE)

\$ AGENCY_LIST: Type Factor Date P/Y Delay BV Delay
WL 20021201 55 56

\$ ASSUMED_POOLS:

IG Pool Number Pool Type NET-CPN CURR--FACT ORIG--BALANCE PY-FEE BV-FEE
PY/BV/BLN-W AGE

M 1 WL XX/XX 5.000000000 1.00000000 250000000.00 0.600000000 0.600000000 179 179
179 1

IN ACCORDANCE WITH RULE 202 OF REGULATION S-T, THESE
COMPUTATIONAL MATERIALS ARE BEING FILED IN PAPER PURSUANT TO A
CONTINUING HARDSHIP EXEMPTION.

Exhibit 99.2

COMPUTATIONAL MATERIALS
PREPARED BY COUNTRYWIDE SECURITIES CORPORATION

for

CWMBS, INC.

CHL MORTGAGE PASS-THROUGH TRUST 2002-38
MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2002-38

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.

December 23, 2002

Final Structural and Collateral Term Sheet

\$246,690,000(approximate) of Senior Certificates Countrywide Home Loans CWHL Mortgage Pass-Through Trust 2002-38

Features of the Transaction

- Offering consists of approximately \$246,690,000 senior certificates with a Certificate Interest Rate of 5.00% expected to be rated AAA by S&P and Fitch.
- The expected amount of credit support for the senior certificates is 1.3% $\pm$ 0.50% in the form of subordination with a shifting interest structure and a five year prepayment lockout.
- All collateral consists of single family, 15-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:	\$250,000,000
Number of Mortgage Loans:	515
Average Principal Balance of the Mortgage Loans:	\$485,000
Weighted Average Annual Mortgage Interest Rate:	5.60% $\pm$ 15%
Weighted Average Maturity:	177
Weighted Average Seasoning:	1
Weighted Average Original Loan-To-Value Ratio:	62%
Originated Under the Full or Alternative Documentation Program:	At least 45%
Owner Occupied:	At least 94%
Cash-out Refinance:	Maximum 30%
Geographic Distribution:	Type of Dwelling:
California 45% Max	Single-Family Dwelling 93% Min

Key Terms

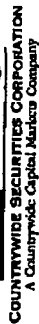
Issuer:	CWHL Series 2002-38
Underwriter:	Goldman, Sachs & Co.
Depositor:	CWMBS, Inc./Countrywide Home Loans
Master Servicer:	Countrywide Home Loans Servicing LP
Trustee:	Bank of New York
Type of Issuance:	Public
Servicer Advancing:	Yes, subject to recoverability
Compensating Interest:	Yes, to the extent of Base Master Servicing, but in no case more than 1/12 th 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:	1.3% $\pm$ 0.50%
Rating Agencies:	Fitch IBCA, Inc. ("Fitch") and Standard & Poor's ("S&P").
Minimum Denomination:	Senior certificates - \$25,000
Delivery:	Senior certificates - DTC

Time Table

Expected Settlement:	December 30, 2002
Cut-off Date:	December 1, 2002
First Distribution Date:	January 27, 2002
Distribution Date:	25 th or next business day

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



User ID: leibo Deals Directory: /opt/intex/deals Date: 12/23/2002 13:59:02

Bond: M Balance: 1,625,000 Coupon: 5.0000000

Delay: 0 Class Factor: 1.00 Accruing Since: 12/25/2002
Settlement Date: 12/30/2002 WHOLE 30 year WAC: 5.60 WAM: 178.37

[illegible]

Although the information included in this report had been obtained from sources which we believe to be reliable, we cannot guarantee its accuracy or completeness. All information contained herein is subject to change without notice. The purpose of this report is to provide information intended as an offer of solicitation with respect to the purchase of any securities. The information contained in this report is not intended to be a forecast or prediction of future events which cannot be ascertained, therefore, the actual details achieved during the projection period may vary from the projections.



COUNTRYWIDE SECURITIES CORPORATION
A Countrywide Capital Markets Company

Yields Given Prices Report CW02_38_SUBS 30 year 5.3's

User ID: lcibo Deals Directory: /opt/intex/deals Date: 12/23/2002 13:59:03

Bond: B1 Balance: 625,000 Coupon: 5.000000

Delay: 0 Class Factor: 1.00 Accruing Since: 12/25/2002
Settlement Date: 12/30/2002 WHOLE 30 year WAC: 5.60 WAM: 178.37

Months	PSA	PSA	PSA	PSA	PSA	PSA	PSA	PSA	PSA	PSA	PSA	PSA
480	0	100	200	300	400	500	600	800	1000	1200		
98- 4	5.347	5.359	5.371	5.381	5.391	5.400	5.409	5.425	5.449	5.507		
98- 8	5.327	5.338	5.349	5.359	5.368	5.377	5.385	5.400	5.422	5.476		
98-12	5.307	5.318	5.328	5.337	5.346	5.354	5.361	5.375	5.395	5.446		
98-16	5.287	5.297	5.306	5.315	5.323	5.330	5.337	5.349	5.368	5.415		
98-20	5.267	5.276	5.285	5.293	5.300	5.307	5.313	5.324	5.342	5.385		
98-24	5.248	5.256	5.264	5.271	5.277	5.283	5.289	5.300	5.315	5.354		
98-28	5.228	5.235	5.242	5.249	5.255	5.260	5.265	5.275	5.289	5.324		
99- 0	5.208	5.215	5.221	5.227	5.232	5.237	5.241	5.250	5.262	5.293		
99- 4	5.189	5.194	5.200	5.205	5.209	5.214	5.218	5.225	5.236	5.263		
99- 8	5.169	5.174	5.179	5.183	5.187	5.190	5.194	5.200	5.210	5.233		
99-12	5.150	5.154	5.157	5.161	5.164	5.167	5.170	5.175	5.183	5.203		
+99-16	5.130	5.133	5.136	5.139	5.142	5.144	5.147	5.151	5.157	5.172		
99-20	5.111	5.113	5.115	5.117	5.119	5.121	5.123	5.126	5.131	5.142		
99-24	5.091	5.093	5.094	5.096	5.097	5.098	5.099	5.101	5.105	5.112		
99-28	5.072	5.073	5.073	5.074	5.075	5.075	5.076	5.077	5.078	5.082		
100- 0	5.052	5.052	5.052	5.052	5.052	5.052	5.052	5.052	5.052	5.052		
100- 4	5.033	5.032	5.031	5.031	5.030	5.029	5.029	5.028	5.026	5.022		
100- 8	5.014	5.012	5.011	5.009	5.008	5.007	5.005	5.003	5.000	4.993		
100-12	4.994	4.992	4.990	4.988	4.986	4.984	4.982	4.979	4.974	4.963		
100-16	4.975	4.972	4.969	4.966	4.964	4.961	4.959	4.955	4.948	4.933		
100-20	4.956	4.952	4.948	4.945	4.941	4.938	4.936	4.930	4.923	4.903		
100-24	4.937	4.932	4.927	4.923	4.919	4.916	4.912	4.906	4.897	4.874		
100-28	4.918	4.912	4.907	4.902	4.897	4.893	4.889	4.882	4.871	4.844		
AVG LIFE	8.48	8.02	7.64	7.31	7.03	6.79	6.57	6.22	5.75	4.87		
DURATION	6.44	6.18	5.96	5.76	5.59	5.44	5.31	5.09	4.78	4.17		
FIRST PAY	1/03	1/03	1/03	1/03	1/03	1/03	1/03	1/03	1/03	1/03		
LAST PAY	12/17	12/17	12/17	12/17	12/17	12/17	12/17	12/17	11/17	8/16		

Although the information included in this report has been obtained from sources which we believe to be reliable, we do not guarantee its accuracy or completeness. All information contained herein is subject to change without notice. This report is for informative purposes only and is not intended as an offer or solicitation with respect to the purchase or sale of any securities. The accuracy of the financial projections is dependent on the occurrence of future events which cannot be assured, therefore, the actual details achieved during the projection period may vary from the projections.



Yields Given Prices Report

User ID: leibo Deals Directory: /opt/intex/deals

Bond: B2 Balance: 375,000 Coupon: 5.0000000

Delay: 0 Class Factor: 1.00 Accruing Since: 12/25/2002

Settlement Date: 12/30/2002 WHOLE 30 year WAC: 5.60 WAM: 178.37

[illegible]

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