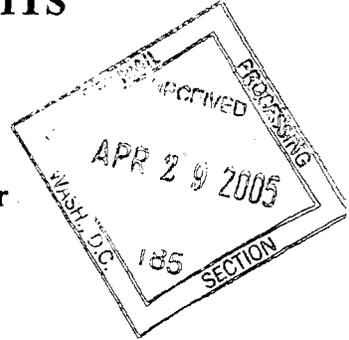


**FORM SE
FORM FOR SUBMISSION OF PAPER FORMAT EXHIBITS
BY ELECTRONIC FILERS**



Amerquest Mortgage Securities Inc.
Exact Name of Registrant as Specified in Charter
Form 8-K, April 27, 2005, Series 2005-R3

0001102913
Registrant CIK Number
333-121781

Name of Person Filing the Document
(If Other than the Registrant)



PROCESSED

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THOMSON
FINANCIAL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 27, 2005

AMERIQUEST MORTGAGE SECURITIES INC.

By: /s/John P. Grazer

Name: John P. Grazer

Title: CFO

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Format</u>
99.1	Collateral Term Sheets	P*

* The Collateral Term Sheets have been filed on paper pursuant to a continuing hardship exemption from certain electronic requirements.

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Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

TERM SHEET

\$1,028,621,000

(Approximate Offered Certificates)

**Asset-Backed Pass-Through Certificates
Series 2005-R3**

April [13], 2005

Ameriquest Mortgage Securities Inc.



AMERIQUEST[®]
MORTGAGE COMPANY

Ameriquest Mortgage Securities Inc.
(Depositor)

**Ameriquest Mortgage Company and Town and Country Credit
Corporation**
(Originators)

Ameriquest Mortgage Company
(Master Servicer)

All terms and statements are subject to change.

Deutsche Bank



Banc of America Securities



Disclaimer

The analysis in this report is based on information provided by Ameriquest Mortgage Securities Inc. (the "Depositor"). Deutsche Bank Securities Inc. ("DBSI") makes no representations as to the accuracy or completeness of the information contained herein. The information contained herein is preliminary as of the date hereof, supplements any previous information delivered to you by DBSI and will be supplemented by the applicable final Prospectus and Prospectus Supplement and any other information subsequently filed with the Securities and Exchange Commission. These materials are subject to change, completion, or amendment from time to time without notice, and DBSI is under no obligation to keep you advised of such changes. These materials are not intended as an offer or solicitation with respect to the purchase or sale of any security. Any investment decision with respect to the securities should be made by you based upon the information contained in the final Prospectus and Prospectus Supplement relating to the securities. You should consult your own counsel, accountant, and other advisors as to the legal, tax, business, financial and related aspects of a purchase of these securities.

The attached information contains certain tables and other statistical analyses (the "Computational Materials") which have been prepared by DBSI in reliance upon information furnished by the Depositor. They may not be provided to any third party other than the addressee's legal, tax, financial and/or accounting advisors for the purposes of evaluating said material. Numerous assumptions were used in preparing the Computational Materials that may or may not be reflected herein. As such, no assurance can be given as to the Computational Materials' accuracy, appropriateness or completeness in any particular context; nor as to whether the Computational Materials and/or the assumptions upon which they are based reflect present market conditions or future market performance. These Computational Materials should not be construed as either projections or predictions or as legal, tax, financial or accounting advice. Any weighted average lives, yields and principal payment periods shown in the Computational Materials are based on prepayment assumptions, and changes in such prepayment assumptions may dramatically affect such weighted average lives, yields and principal payment periods. In addition, it is possible that prepayments on the underlying assets will occur at rates slower or faster than the rates shown in the attached Computational Materials. Furthermore, unless otherwise provided, the Computational Materials assume no losses on the underlying assets and no interest shortfalls. The specific characteristics of the securities may differ from those shown in the Computational Materials due to differences between the actual underlying assets and the hypothetical underlying assets used in preparing the Computational Materials. The principal amount and designation of any security described in the Computational Materials are subject to change prior to issuance. Neither DBSI nor any of its affiliates makes any representation or warranty as to the actual rate or timing of payments on any of the underlying assets or the payments or yield on the securities.

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TERM SHEET DATED April [13], 2005
**Ameriquest Mortgage Securities Inc.
 Asset-Backed Pass-Through Certificates, Series 2005-R3**
\$1,028,621,000
(Approximate Offered Certificates)
Subject to Revision

Class	Approximate Size (\$)	Type ^{1,2}	WAL (yrs) Call ³ / Mat ⁴	Principal Payment Window Call ³ / Mat ⁴	Pmt Delay (days)	Interest Accrual Basis	Stated Final Maturity	Expected Ratings S&P/Moody's/Fitch	Initial Credit Enhancement (%)
Offered Certificates									
A-1B	103,600,000	FLT/SR MEZ	2.68 / 2.92	1 - 85 / 1 - 198	0	Actual/360	May 2035	AAA/Aaa/AAA	12.50%
A-3A	292,740,000	FLT/SR SEQ	1.00 / 1.00	1 - 22 / 1 - 22	0	Actual/360	May 2035	AAA/Aaa/AAA	12.50%
A-3B	125,396,000	FLT/SR SEQ	2.00 / 2.00	22 - 27 / 22 - 27	0	Actual/360	May 2035	AAA/Aaa/AAA	12.50%
A-3C	158,909,000	FLT/SR SEQ	3.20 / 3.20	27 - 56 / 27 - 56	0	Actual/360	May 2035	AAA/Aaa/AAA	12.50%
A-3D	130,976,000	FLT/SR SEQ	6.34 / 7.65	56 - 85 / 56 - 198	0	Actual/360	May 2035	AAA/Aaa/AAA	12.50%
M-1	53,000,000	FLT/MEZ	4.79 / 5.27	40 - 85 / 40 - 145	0	Actual/360	May 2035	AA+Aa1/AA+	9.85%
M-2	47,000,000	FLT/MEZ	4.76 / 5.20	39 - 85 / 39 - 136	0	Actual/360	May 2035	AA/Aa2/AA	7.50%
M-3	27,000,000	FLT/MEZ	4.75 / 5.14	38 - 85 / 38 - 126	0	Actual/360	May 2035	AA-/Aa3/AA-	6.15%
M-4	25,000,000	FLT/MEZ	4.73 / 5.07	38 - 85 / 38 - 118	0	Actual/360	May 2035	A+/A1/A+	4.90%
M-5	19,000,000	FLT/MEZ	4.73 / 5.00	38 - 85 / 38 - 110	0	Actual/360	May 2035	A/A2/A	3.95%
M-6	13,000,000	FLT/MEZ	4.72 / 4.91	37 - 85 / 37 - 102	0	Actual/360	May 2035	A-/A3/A-	3.30%
M-7	10,000,000	FLT/MEZ	4.71 / 4.82	37 - 85 / 37 - 95	0	Actual/360	May 2035	BBB+/Baa1/BBB+	2.80%
M-8	10,000,000	FLT/MEZ	4.70 / 4.71	37 - 85 / 37 - 89	0	Actual/360	May 2035	BBB/Baa2/BBB	2.30%
M-9	13,000,000	FLT/MEZ	4.53 / 4.53	37 - 82 / 37 - 82	0	Actual/360	May 2035	BBB-/Baa3/BBB-	1.65%
Non-Offered Certificates									
A-1A	414,398,000	FLT/SR PT	Not Offered	Not Offered	0	Actual/360		AAA/Aaa/AAA	
A-2A	419,185,000	FLT/SR PT	Not Offered	Not Offered	0	Actual/360		AAA/Aaa/AAA	
A-2B	3104,796,000	FLT/SR MEZ	Not Offered	Not Offered	0	Actual/360		AAA/Aaa/AAA	
M-10	123,000,000	FLT/MEZ	Not Offered	Not Offered	0	Actual/360		BB+/Ba2/BB+	
CE	2,000,000	N/A	Not Offered	Not Offered	N/A			N/R	N/A
R	100	N/A	Not Offered	Not Offered	N/A			N/R	N/A
R	100	N/A	Not Offered	Not Offered	N/A			N/R	N/A

- (1) The interest rate on each of the Certificates is subject to the related Net WAC Rate Cap.
- (2) The Adjustable Rate Certificates will accrue interest at a rate not greater than the related Maximum Cap Rate.
- (3) To 10% Optional Termination at the pricing speed.
- (4) To maturity at the pricing speed.

Pricing Speed ("PPC")

Fixed-Rate Mortgage Loans

Adjustable-Rate Mortgage Loans

2% CPR growing to 20% CPR over 10 months

100% PPC, which is 5% CPR in month 1, an additional 2% CPR for each month thereafter, building to 27% CPR in month 12 and remaining constant at 27% CPR until month 23, increasing to and remaining constant at 60% CPR from month 24 until month 27 and decreasing and remaining constant at 30% CPR from month 28 and thereafter; provided, however, the prepayment rate will not exceed 85% CPR per annum in any period for any percentage of PPC.

Part I: Key Terms

Parties:

Depositor:	Ameriquest Mortgage Securities Inc.
Originators:	Ameriquest Mortgage Company and Town and Country Credit Corporation.
Master Servicer:	Ameriquest Mortgage Company.
Trustee and Swap Administrator:	Deutsche Bank National Trust Company.
Swap Provider:	TBD
Co-Lead Underwriters:	Deutsche Bank Securities, Inc. and Banc of America Securities LLC
Co-Managers:	J.P. Morgan Securities Inc. and BNP Paribas Securities Corp.

Collateral:

Mortgage Loans: As of the Cut-off Date, 11,278 adjustable-rate and fixed-rate, first-lien, closed-end, subprime mortgage loans with LTVs at origination not in excess of 95% and an aggregate scheduled principal balance as of the Cut-off Date of approximately \$2,000,000,163. References to percentages or balances herein are based on the aggregate scheduled principal balance of such Mortgage Loans on the Cut-off Date. Although the final collateral will not differ materially from that described herein, amounts in any particular bucket may differ, perhaps significantly. For the purpose of calculating interest and principal on the Class A Certificates, the Mortgage Loans have been divided into three loan groups, designated as follows:

Group I Mortgage Loans: 3,665 Adjustable-Rate and Fixed-Rate Mortgage Loans with an aggregate scheduled principal balance as of the Cut-off Date of approximately \$591,997,436 and with principal balances at origination that conform to principal balance limits of Fannie Mae.

Group II Mortgage Loans: 3,817 Adjustable-Rate and Fixed-Rate Mortgage Loans with an aggregate scheduled principal balance as of the Cut-off Date of approximately \$598,835,724 and with principal balances at origination that conform to principal balance limits of Freddie Mac.

Group III Mortgage Loans: 3,796 Adjustable-Rate and Fixed-Rate Mortgage Loans with an aggregate scheduled principal balance as of the Cut-off Date of approximately \$809,167,003 and with principal balances at origination that may or may not conform to principal balance limits of Fannie Mae and Freddie Mac.

Primary Mortgage Insurance Policy:

As of the Cut-off Date, approximately 76.26% of the Mortgage Loans will be covered by a mortgage insurance policy (the "PMI Policy") issued by Radian Guaranty Inc. (the "Mortgage Insurance Provider"). For each of those Mortgage Loans, the Mortgage Insurance Provider provides insurance coverage, subject to certain carveouts, down to 60% of the value of the related mortgaged property.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

<u>Dates:</u>	
Cut-off Date:	The close of business on April 1, 2005.
Distribution Dates:	The 25 th day of each month or, if the 25 th day is not a business day, the next business day, beginning in May 2005.
Record Date:	<u>Adjustable-Rate Certificates:</u> the close of business on the business day immediately preceding the Distribution Date. <u>Retained Certificates:</u> the close of business on the last business day of the month preceding the month in which the Distribution Date occurs.
Expected Pricing Date:	The week of April 11, 2005.
Expected Closing Date:	On or about April 27, 2005.
<u>Designations:</u>	
Certificates:	Ameriquest Mortgage Securities Inc., Asset-Backed Pass-Through Certificates, Series 2005-R3.
Adjustable-Rate Certificates:	Class A Certificates and Class M Certificates.
Class A Certificates:	Class A-1A, Class A-1B, Class A-2A, Class A-2B, Class A-3A, Class A-3B, Class A-3C and Class A-3D Certificates.
Class M Certificates:	Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9, and Class M-10 Certificates.
Offered Certificates:	Class A Certificates (other than the Class A-1A, Class A-2A and Class A-2B Certificates) and Class M Certificates (other than the Class M-10 Certificates).
Non-Offered Certificates:	Class A-1A, Class A-2A, Class A-2B, Class M-10, Class CE, Class P and Residual Certificates.
Residual Certificates:	Class R Certificates
Retained Certificates:	Class CE, Class P and Residual Certificates.
Group I Certificates:	Class A-1A and Class A-1B Certificates, which evidence interests in the Group I Mortgage Loans.
Group II Certificates:	Class A-2A and Class A-2B Certificates, which evidence interests in the Group II Mortgage Loans.
Group III Certificates:	Class A-3A, Class A-3B, Class A-3C and Class A-3D Certificates, which evidence interests in the Group III Mortgage Loans.
<u>Other Terms:</u>	
Source for Calculation of One-Month LIBOR:	Moneyline Telerate page 3750.
ERISA:	The Offered Certificates will not be ERISA eligible as of the Closing Date.
SMMEA Eligibility:	The Class A, Class M-1, Class M-2 and Class M-3 Certificates.
Federal Taxation:	The Trust will be established as one or more REMICs for federal income tax purposes.
Form of Registration:	Book-entry form through DTC, Clearstream and Euroclear.
Minimum Denominations:	\$25,000 and integral multiples of \$1 in excess.

Part II: Definitions/Description of the Certificates

Determination Date:	The 10th day of the month or, if such day is not a business day, the business day immediately preceding such 10th day.
Due Period:	For each Distribution Date, the period from the second day of the immediately preceding month to the first day of the month in which such Distribution Date occurs.
Prepayment Period:	For the first Distribution Date, the Cut-off Date to and including the initial Determination Date, and for all other Distribution Dates, the day after the prior Determination Date to and including the Determination Date in the month in which such Distribution Date occurs.
Interest Accrual Basis:	For any Distribution Date will be Actual/360. The Adjustable-Rate Certificates will settle flat and will have no payment delay.
Administrative Fee Rate:	The sum of (a) the Servicing Fee Rate ([0.50]% per annum), (b) the Trustee Fee Rate ([0.00105]% per annum) and (c) the PMI Insurer Fee Rate, if applicable.
Expense Adjusted Net Mortgage Rate:	The mortgage rate of each Mortgage Loan minus the Administrative Fee Rate.
Expense Adjusted Net Maximum Mortgage Rate:	The per annum rate equal to the applicable maximum mortgage rate (or the mortgage rate for such Mortgage Loan in the case of the fixed-rate Mortgage Loans) of each Mortgage Loan minus the Administrative Fee Rate.
Optional Termination:	The Master Servicer and the NIMS Insurer, if any, in that order, may purchase all of the Mortgage Loans and REO properties and retire the Certificates on or after the Optional Termination Date.
Optional Termination Date:	The first Distribution Date on which the aggregate principal balance of the Mortgage Loans is less than 10% of the aggregate principal balance of the Mortgage Loans as of the Cut-off Date.
Credit Enhancement:	Excess Interest. Net Swap Payments received from the Swap Provider (if any). Overcollateralization ("OC"). Subordination. Mortgage Insurance provided by Radian.
Initial Overcollateralization Target Percentage:	Approximately 0.50%.
Overcollateralization Floor:	The aggregate principal balance of the Mortgage Loans as of the Cut-off Date multiplied by 0.50%.

Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3
Overcollateralization Target Amount:

For any Distribution Date, the Overcollateralization Floor.

Stepdown Date:

 The earlier of (i) the first Distribution Date on which the aggregate Certificate Principal Balance of the Class A Certificates has been reduced to zero and (ii) the later of (A) the 37th Distribution Date and (B) the date that the Credit Enhancement Percentage for the Class A Certificates is greater than or equal to 2x the Class A Initial Credit Enhancement Percentage.

Credit Enhancement Percentage:

The percentage obtained by dividing (x) the aggregate Certificate Principal Balance of each class of Certificates with a lower distribution priority by (y) the aggregate principal balance of the Mortgage Loans.

Class	Initial CE%	Target CE% On/After Stepdown Date
A	12.50%	2x Initial CE%
M-1	9.85%	2x Initial CE%
M-2	7.50%	2x Initial CE%
M-3	6.15%	2x Initial CE%
M-4	4.90%	2x Initial CE%
M-5	3.95%	2x Initial CE%
M-6	3.30%	2x Initial CE%
M-7	2.80%	2x Initial CE%
M-8	2.30%	2x Initial CE%
M-9	1.65%	2x Initial CE%
M-10	0.50%	2x Initial CE%

Overcollateralized Amount:

For any Distribution Date will be the excess, if any, of (a) the aggregate principal balance of the Mortgage Loans as of the last day of the related Due Period (after giving effect to scheduled payments received or advanced on or before the related Determination Date and principal prepayments received during the related Prepayment Period) over (b) the aggregate Certificate Principal Balance of the Class A, Class M and Class P Certificates, after giving effect to distributions to be made on such Distribution Date.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

- Net Monthly Excess Cashflow:** For any Distribution Date, the excess of the Available Funds, net of any Net Swap Payment made by the Trustee and the Swap Termination Payment, if any, made by the Trustee, over the sum of (i) the monthly interest accrued and any unpaid interest on the Class A Certificates and the monthly interest accrued on the Class M Certificates and (ii) the principal remittance amount.
- Allocation of Losses:** Any Realized Losses on the Mortgage Loans on any Distribution Date will first be absorbed by the Class CE Certificates. If on any Distribution Date as a result of Realized Losses on the Mortgage Loans, the aggregate certificate principal balance of the Class A and Class M Certificates exceeds the aggregate principal balance of the Mortgage Loans as of the last day of the related Due Period such excess, (the "Realized Loss Amount") will be allocated in the following order: Class M-10, Class M-9, Class M-8, Class M-7, Class M-6, Class M-5, Class M-4, Class M-3, Class M-2 and Class M-1 Certificates. There will be no allocation of Realized Losses on the Mortgage Loans to the Class A Certificates or the Class P Certificates. Investors in the Class A Certificates should note, however, that although Realized Losses cannot be allocated to such Certificates, under certain loss scenarios there may not be enough principal and interest on the Mortgage Loans to distribute to the holders of such Certificates all principal and interest amounts to which they are then entitled. Once Realized Losses are allocated to the Class M Certificates, such amounts with respect to such Certificates will no longer accrue interest. However, the amount of any Realized Losses allocated to the Class M Certificates may be distributed to the holders of those certificates from Net Monthly Excess Cashflow (including certain amounts received by the Swap Administrator from the Swap Agreement, if any), sequentially, as described in the Pooling and Servicing Agreement.
- Net WAC Rate Cap:** Class A Certificates: The per annum rate (subject to adjustment based on the actual number of days elapsed in the related Interest Accrual Period) equal to (x) the weighted average of the Expense Adjusted Net Mortgage Rates of the Mortgage Loans in the related loan group minus (y) the Net Swap Payment made to the Swap Provider, if any, expressed as a percentage of the balance of the Mortgage Loans (the "Net Swap Payment Rate").
- Class M Certificates: The per annum rate (subject to adjustment based on the actual number of days elapsed in the related Interest Accrual Period) equal to (x) the weighted average (weighted in proportion to the results of subtracting from the aggregate principal balance of each loan group, the current principal balance of the related Class A Certificates), of (i) the weighted average of the Expense Adjusted Net Mortgage Rates of the Group I Mortgage Loans, (ii) the weighted average of the Expense Adjusted Net Mortgage Rates of the Group II Mortgage Loans and (iii) the weighted average of the Expense Adjusted Net Mortgage Rates of the Group III Mortgage Loans (subject to adjustment based on the actual number of days elapsed in the related Interest Accrual Period) minus (y) the Net Swap Payment Rate.
- Pass-Through Rate:** For the Adjustable-Rate Certificates and any Distribution Date, the lesser of (x) the related Formula Rate for such Distribution Date and (y) the related Net WAC Rate Cap for such Distribution Date.
- Formula Rate:** For any Distribution Date and any class of Adjustable-Rate Certificates, the lesser of (i) LIBOR plus the applicable certificate margin and (ii) the related Maximum Cap Rate.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Maximum Cap Rate:

The Maximum Cap Rate for any Distribution Date and each class of Adjustable-Rate Certificates is calculated in the same manner as the related Net WAC Rate Cap, but based on the Expense Adjusted Net Maximum Mortgage Rates of the applicable Mortgage Loans rather than the Expense Adjusted Net Mortgage Rates of the applicable Mortgage Loans, plus, an amount, expressed as a percentage, equal to a fraction, the numerator of which is equal to the Net Swap Payment made by the Swap Provider and the denominator of which is equal to the aggregate principal balance of the Mortgage Loans.

Coupon Step-up:

After the Optional Termination Date, if the Master Servicer (or NIMs Insurer, if any) fails to exercise its right to terminate the Trust, the certificate margins on any then outstanding Certificates will increase according to the following:

<u>Class</u>	<u>After Optional Termination</u>
Class A Certificates	2 x Applicable Margin
Class M Certificates	1.5 x Applicable Margin

Net WAC Rate Carryover Amount:

For any Distribution Date, (i) the excess of (a) the amount of interest such class would have accrued for such Distribution Date had the applicable Pass-Through Rate not been subject to the Net WAC Rate Cap, over (b) the amount of interest such class of Certificates accrued for such Distribution Date based on the Net WAC Rate Cap, together with the unpaid portion of any such amounts from the prior Distribution Date and (ii) accrued interest thereon at the then applicable Pass-Through Rate, without giving effect to the Net WAC Rate Cap. The Net WAC Rate Carryover Amount will be distributed from certain amounts received by the Swap Administrator from the Swap Agreement, if any, on a senior basis and from the Net Monthly Excess Cashflow on a subordinated basis on the same Distribution Date or in any subsequent period. The ratings on each class of Certificates do not address the likelihood of the payment of any Net WAC Rate Carryover Amount.

Swap Agreement:

On the Closing Date, the Trustee will enter into a Swap Agreement with an initial notional amount of \$2,000,000,163. Under the Swap Agreement, the Trust will be obligated to pay an amount equal to [4.182%] per annum on the notional amount as set forth in the Swap Agreement to the Swap Provider and the Trust will be entitled to receive an amount equal to one-month LIBOR on the notional amount as set forth in the Swap Agreement from the Swap Provider, until the Swap Agreement is terminated. Only the net amount of the two obligations will be paid by the appropriate party ("Net Swap Payment"). See the attached schedule.

Generally, the Net Swap Payment will be deposited into a swap account (the "Swap Account") by the Swap Administrator pursuant to the Pooling and Servicing Agreement and a swap administration agreement and amounts on deposit in the Swap Account will be distributed in accordance with the terms set forth in the Pooling and Servicing Agreement.

Upon early termination of the Swap Agreement, the Trust or the Swap Provider may be liable to make a termination payment (the "Swap Termination Payment") to the other party (regardless of which party caused the termination). The Swap Termination Payment will be computed in accordance with the procedures set forth in the Swap Agreement. **In the event that the Trust is required to make a Swap Termination Payment, that payment will be paid on the related Distribution Date, and on any subsequent Distribution Dates until paid in full, prior to distributions to Certificateholders.**

Interest Carry Forward Amount:

For each class of Class A and Class M Certificates, on any Distribution Date, the sum of (i) the excess of (a) the accrued certificate interest for such class with respect to the prior Distribution Date (excluding any Net WAC Rate Carryover Amount with respect to such class), plus any unpaid Interest Carry Forward Amount from the prior Distribution Date, over (b) the amount actually distributed to such class with respect to interest on such prior Distribution Date and (ii) interest on such excess at the Pass-Through Rate for such class.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Available Funds:

For any Distribution Date, the sum, net of amounts reimbursable to the Master Servicer or the Trustee, of: (i) the aggregate amount of scheduled monthly payments on the Mortgage Loans due during the related Due Period and received on or prior to the related Determination Date; (ii) unscheduled payments in respect of the Mortgage Loans (including prepayments, insurance proceeds, liquidation proceeds, subsequent recoveries and proceeds from repurchases of and substitutions for the Mortgage Loans occurring during the related Prepayment Period or proceeds from the repurchase of the Mortgage Loans due to the Optional Termination of the Trust); (iii) all Master Servicer Advances with respect to the Mortgage Loans received for such Distribution Date and (iv) all compensating interest paid by the Master Servicer in respect of prepayment interest shortfalls for the related period.

Class A Principal Distribution Amount:

Prior to the Stepdown Date, or if a Trigger Event is in effect, the Class A Certificates will receive the principal collected on the related Mortgage Loans plus any Net Monthly Excess Cashflow required to maintain the Overcollateralization Target Amount until the aggregate Certificate Principal Balance of the Class A Certificates has been reduced to zero. On or after the Stepdown Date, if no Trigger Event is in effect, principal paid on the Class A Certificates will be an amount such that each of the Class A Certificates will maintain 2x the Class A Initial Credit Enhancement Percentage as set forth in the Credit Enhancement Percentage table included herein.

Principal distributions on the Group I and Group II Certificates will be allocated concurrently, on a *pro rata* basis based on amounts received on the related loan group; *provided, however*, if a Sequential Trigger Event is in effect, principal distributions will be allocated sequentially, to the Class A-1A and Class A-1B Certificates (in the case of Group I) and the Class A-2A and Class A-2B Certificates (in the case of Group II), until their respective certificate principal balances have been reduced to zero.

Principal distributions on the Group III Certificates will be allocated sequentially, to the Class A-3A, Class A-3B, Class A-3C and the Class A-3D Certificates, until their respective certificate principal balances have been reduced to zero.

Notwithstanding the foregoing, if the aggregate Certificate Principal Balance of the Group I, Group II or Group III Certificates is reduced to zero, then the amount of principal distributions from the related loan group on subsequent Distribution Dates will be distributed to the group(s) of Class A Certificates remaining outstanding, to the extent necessary to provide all required principal distributions to such Certificates.

Sequential Trigger Event:

A Sequential Trigger Event is in effect on any Distribution Date if, before the 37th Distribution Date, the aggregate amount of Realized Losses incurred since the Cut-off Date through the last day of the related Due Period (after giving effect to scheduled payments received or advanced on or before the related Determination Date and principal prepayments received during the related Prepayment Period) divided by the sum of the aggregate principal balance of the Mortgage Loans as of the Cut-off Date exceeds [1.45]%, or if, on or after the 37th Distribution Date, a Trigger Event is in effect.

Class M Principal Distribution Amount:

The Class M Certificates will not receive any principal payments prior to the Stepdown Date. On or after the Stepdown Date (if no Trigger Event is in effect), principal will be paid on the Class M Certificates in the following order: to the Class M-1 Certificates until it reaches 2x the Class M-1 Initial Credit Enhancement Percentage, then to the Class M-2 Certificates until it reaches 2x the Class M-2 Initial Credit Enhancement Percentage, then to the Class M-3 Certificates until it reaches 2x the Class M-3 Initial Credit Enhancement Percentage, then to the Class M-4 Certificates until it reaches 2x the Class M-4 Initial Credit Enhancement Percentage, then to the Class M-5 Certificates until it reaches 2x the Class M-5 Initial Credit Enhancement Percentage, then to the Class M-6 Certificates until it reaches 2x the Class M-6 Initial Credit Enhancement Percentage, then to the Class M-7 Certificates until it reaches 2x the Class M-7 Initial Credit Enhancement Percentage, then to the Class M-8 Certificates until it reaches 2x the Class M-8 Initial Credit Enhancement Percentage, then to the Class M-9 Certificates until it reaches 2x the Class M-9 Initial Credit Enhancement Percentage and then to the Class M-10 Certificates until it reaches 2x the Class M-10 Initial Credit Enhancement Percentage, in each case, as set forth in the Credit Enhancement Percentage table included herein.

If a Trigger Event is in effect, principal payments will be paid sequentially first to the Class A Certificates and then to the Class M Certificates in their order of seniority until the Certificate Principal Balance of each such class is reduced to zero.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Trigger Event: If either the Delinquency Trigger Event or Cumulative Loss Test is violated.

Delinquency Trigger Event: The percentage obtained by dividing (x) the aggregate Stated Principal Balance of (i) Mortgage Loans Delinquent 60 days or more, (ii) REO Properties and (iii) Mortgage Loans in foreclosure and in bankruptcy by (y) the aggregate Stated Principal Balance of the Mortgage Loans, in each case, as of the last day of the previous calendar month, exceeds a percentage (as specified in the Pooling and Servicing Agreement) of the Credit Enhancement Percentage for the most senior class of certificates then outstanding. In the case of the Class A Certificates, the percentage will be [42.00]%.

Cumulative Loss Test: The aggregate amount of Realized Losses incurred since the Cut-off Date through the last day of the related Due Period (reduced by the aggregate amount of subsequent recoveries received from the Cut-off Date through the last day of the related Due Period) divided by the aggregate principal balance of the Mortgage Loans as of the Cut-off Date exceeds the approximate applicable percentages set forth below with respect to such Distribution Date:

<u>Distribution Date Occurring In</u>	<u>Percentage</u>
May 2008 through April 2009	[1.45]%
May 2009 through April 2010	[1.95]%
May 2010 through April 2011	[2.30]%
May 2011 and thereafter	[2.45]%



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Payment Priority:

On each Distribution Date, distributions will be made as follows:

From Available Funds, to pay any Net Swap Payment or the Swap Termination Payment owed to the Swap Provider and other fees and expenses of the Trust.

From Available Funds, to pay interest on the Class A Certificates *pro rata*, including any accrued unpaid interest from a prior Distribution Date and then to pay interest excluding any accrued unpaid interest from prior Distribution Dates to the Class M Certificates, sequentially.

From Available Funds, to pay principal on the Class A and Class M Certificates, in accordance with the principal payment provisions described above.

From Net Monthly Excess Cashflow, if any, to the Certificates then entitled to receive distributions in respect of principal an additional payment of principal in order to reduce the Certificate Principal Balance of the Certificates to the extent necessary to maintain the required Overcollateralization Target Amount.

From Net Monthly Excess Cashflow, if any, to pay Interest Carry Forward Amounts to Class M Certificates, sequentially.

From Net Monthly Excess Cashflow, if any, to pay any Realized Losses allocated to the Class M Certificates, sequentially.

From Net Monthly Excess Cashflow, if any, to pay the Net WAC Rate Carryover Amount on the Class A and Class M Certificates in the same order of priority as described above.

From Net Monthly Excess Cashflow, if any, to pay any remaining amount to the Class CE and Class R Certificates in accordance with the Pooling and Servicing Agreement.

From the Swap Account, to pay any unpaid interest on the Class A Certificates, *pro rata*, including any accrued unpaid interest from a prior Distribution Date and then to pay any unpaid interest including any accrued unpaid interest from prior Distribution Dates to the Class M Certificates, sequentially.

From the Swap Account, to pay the Net WAC Rate Carryover Amount on the Class A and Class M Certificates remaining unpaid in the same order of priority as described above.

From the Swap Account, to pay any principal first, on the Class A Certificates, *pro rata*, and second, on the Class M Certificates, sequentially, in accordance with the principal payment provisions described above in an amount necessary to maintain the applicable Overcollateralization Target Amount.

From the Swap Account, to pay any Realized Losses remaining on the Class M Certificates, sequentially.

Part III: Relevant Bond Analytics
Swap Schedule

Distribution Date	Notional Schedule (\$)	Distribution Date	Notional Schedule (\$)
5/25/2005	2,000,000,163	4/25/2008	149,879,721
6/25/2005	1,979,997,608	5/25/2008	145,028,216
7/25/2005	1,954,627,080	6/25/2008	140,578,073
8/25/2005	1,923,907,975	7/25/2008	136,263,069
9/25/2005	1,887,900,788	8/25/2008	132,079,134
10/25/2005	1,846,708,488	9/25/2008	128,022,317
11/25/2005	1,800,477,458	10/25/2008	124,088,786
12/25/2005	1,749,403,956	11/25/2008	120,274,824
1/25/2006	1,693,725,208	12/25/2008	116,576,827
2/25/2006	1,634,410,412	1/25/2009	112,991,296
3/25/2006	1,572,248,439	2/25/2009	109,514,840
4/25/2006	1,508,606,813	3/25/2009	106,144,166
5/25/2006	1,447,567,719	4/25/2009	102,876,084
6/25/2006	1,389,029,366	5/25/2009	99,707,496
7/25/2006	1,332,888,259	6/25/2009	96,635,399
8/25/2006	1,279,045,220	7/25/2009	93,656,879
9/25/2006	1,227,405,204	8/25/2009	90,769,111
10/25/2006	1,177,877,131		
11/25/2006	1,130,373,716		
12/25/2006	1,084,662,539		
1/25/2007	1,039,858,644		
2/25/2007	997,471,944		
3/25/2007	803,232,168		
4/25/2007	268,812,544		
5/25/2007	254,506,645		
6/25/2007	241,616,975		
7/25/2007	229,870,519		
8/25/2007	222,190,068		
9/25/2007	214,818,472		
10/25/2007	207,698,887		
11/25/2007	200,822,311		
12/25/2007	194,180,078		
1/25/2008	187,763,852		
2/25/2008	181,565,607		
3/25/2008	175,577,621		

Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

		Sensitivity Analysis - To Optional Termination Date					
		0% ppc	50% ppc	75% ppc	100% ppc	125% ppc	150% ppc
A-1B	Average Life (years)	19.43	5.23	3.58	2.68	2.08	1.66
	First Payment Period	1	1	1	1	1	1
	Last Payment Period	345	169	115	85	65	52
	Window (months)	345	169	115	85	65	52
A-3A	Average Life (years)	11.75	1.59	1.22	1.00	0.85	0.74
	First Payment Period	1	1	1	1	1	1
	Last Payment Period	229	35	25	22	18	15
	Window (months)	229	35	25	22	18	15
A-3B	Average Life (years)	21.01	3.77	2.50	2.00	1.77	1.55
	First Payment Period	229	35	25	22	18	15
	Last Payment Period	275	57	38	27	24	22
	Window (months)	47	23	14	6	7	8
A-3C	Average Life (years)	25.20	6.86	4.56	3.20	2.28	1.99
	First Payment Period	275	57	38	27	24	22
	Last Payment Period	327	115	77	56	34	27
	Window (months)	53	59	40	30	11	6
A-3D	Average Life (years)	28.36	12.73	8.63	6.34	4.75	3.29
	First Payment Period	327	115	77	56	34	27
	Last Payment Period	345	169	115	85	65	52
	Window (months)	19	55	39	30	32	26
M-1	Average Life (years)	26.44	9.29	6.26	4.79	4.21	4.26
	First Payment Period	268	54	37	40	43	49
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	46	23	4
M-2	Average Life (years)	26.44	9.29	6.26	4.76	4.09	3.96
	First Payment Period	268	54	37	39	41	44
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	47	25	9
M-3	Average Life (years)	26.44	9.29	6.26	4.75	4.02	3.79
	First Payment Period	268	54	37	38	40	43
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	48	26	10
M-4	Average Life (years)	26.44	9.29	6.26	4.73	3.98	3.68
	First Payment Period	268	54	37	38	39	41
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	48	27	12
M-5	Average Life (years)	26.44	9.29	6.26	4.73	3.94	3.61
	First Payment Period	268	54	37	38	39	40
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	48	27	13
M-6	Average Life (years)	26.44	9.29	6.26	4.72	3.92	3.57
	First Payment Period	268	54	37	37	38	39
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	49	28	14
M-7	Average Life (years)	26.44	9.29	6.26	4.71	3.90	3.53
	First Payment Period	268	54	37	37	38	39
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	49	28	14
M-8	Average Life (years)	26.43	9.27	6.24	4.70	3.89	3.51
	First Payment Period	268	54	37	37	38	38
	Last Payment Period	345	169	115	85	65	52
	Window (months)	78	116	79	49	28	15
M-9	Average Life (years)	26.36	8.97	6.03	4.53	3.75	3.36
	First Payment Period	268	54	37	37	37	38
	Last Payment Period	344	163	111	82	63	50
	Window (months)	77	110	75	46	27	13

Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

		Sensitivity Analysis - To Maturity					
		0% ppc	50% ppc	75% ppc	100% ppc	125% ppc	150% ppc
A-1B	Average Life (years)	19.48	5.62	3.90	2.92	2.27	1.82
	First Payment Period	1	1	1	1	1	1
	Last Payment Period	359	322	255	198	157	128
	Window (months)	359	322	255	198	157	128
A-3A	Average Life (years)	11.75	1.59	1.22	1.00	0.85	0.74
	First Payment Period	1	1	1	1	1	1
	Last Payment Period	229	35	25	22	18	15
	Window (months)	229	35	25	22	18	15
A-3B	Average Life (years)	21.01	3.77	2.50	2.00	1.77	1.55
	First Payment Period	229	35	25	22	18	15
	Last Payment Period	275	57	38	27	24	22
	Window (months)	47	23	14	6	7	8
A-3C	Average Life (years)	25.20	6.86	4.56	3.20	2.28	1.99
	First Payment Period	275	57	38	27	24	22
	Last Payment Period	327	115	77	56	34	27
	Window (months)	53	59	40	30	11	6
A-3D	Average Life (years)	28.63	14.85	10.33	7.65	5.81	4.13
	First Payment Period	327	115	77	56	34	27
	Last Payment Period	358	322	256	198	158	129
	Window (months)	32	208	180	143	125	103
M-1	Average Life (years)	26.55	10.10	6.89	5.27	4.60	4.61
	First Payment Period	268	54	37	40	43	49
	Last Payment Period	357	266	193	145	114	92
	Window (months)	90	213	157	106	72	44
M-2	Average Life (years)	26.55	10.04	6.83	5.20	4.44	4.25
	First Payment Period	268	54	37	39	41	44
	Last Payment Period	356	253	182	136	106	85
	Window (months)	89	200	146	98	66	42
M-3	Average Life (years)	26.54	9.97	6.77	5.14	4.33	4.04
	First Payment Period	268	54	37	38	40	43
	Last Payment Period	355	238	169	126	98	79
	Window (months)	88	185	133	89	59	37
M-4	Average Life (years)	26.53	9.88	6.70	5.07	4.25	3.90
	First Payment Period	268	54	37	38	39	41
	Last Payment Period	354	226	159	118	92	74
	Window (months)	87	173	123	81	54	34
M-5	Average Life (years)	26.52	9.76	6.61	5.00	4.16	3.78
	First Payment Period	268	54	37	38	39	40
	Last Payment Period	352	212	148	110	85	68
	Window (months)	85	159	112	73	47	29
M-6	Average Life (years)	26.50	9.63	6.51	4.91	4.07	3.69
	First Payment Period	268	54	37	37	38	39
	Last Payment Period	351	199	138	102	79	63
	Window (months)	84	146	102	66	42	25
M-7	Average Life (years)	26.48	9.49	6.40	4.82	3.99	3.59
	First Payment Period	268	54	37	37	38	39
	Last Payment Period	349	187	129	95	73	58
	Window (months)	82	134	93	59	36	20
M-8	Average Life (years)	26.44	9.31	6.27	4.71	3.91	3.52
	First Payment Period	268	54	37	37	38	38
	Last Payment Period	347	176	121	89	68	54
	Window (months)	80	123	85	53	31	17
M-9	Average Life (years)	26.36	8.97	6.03	4.53	3.75	3.36
	First Payment Period	268	54	37	37	37	38
	Last Payment Period	344	163	111	82	63	50
	Window (months)	77	110	75	46	27	13

Net WAC Cap and Effective Maximum Rate for the Group I Certificates

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)
1	5.62	22.67	34	6.77	11.64	67	6.95	9.88
2	5.10	22.09	35	7.19	12.13	68	7.18	10.20
3	5.18	22.10	36	6.89	11.93	69	6.94	9.85
4	5.11	21.94	37	7.10	12.17	70	6.94	9.84
5	5.12	21.84	38	6.89	11.88	71	7.67	10.88
6	5.20	21.80	39	7.09	12.13	72	6.93	9.81
7	5.13	21.58	40	6.88	11.84	73	7.15	10.12
8	5.22	21.50	41	6.88	11.84	74	6.92	9.78
9	5.16	21.24	42	7.08	12.77	75	7.14	10.09
10	5.17	21.04	43	6.87	12.46	76	6.90	9.75
11	5.45	21.09	44	7.07	12.73	77	6.90	9.73
12	5.20	20.60	45	6.86	12.41	78	7.12	10.04
13	5.30	20.46	46	6.85	12.39	79	6.89	9.70
14	5.23	20.15	47	7.52	13.31	80	7.11	10.01
15	5.33	20.02	48	6.85	13.02	81	6.88	9.67
16	5.25	19.71	49	7.05	13.30	82	6.87	9.66
17	5.27	19.50	50	6.84	12.97	83	7.34	10.31
18	5.38	19.39	51	7.04	13.25	84	6.86	9.63
19	5.29	19.09	52	6.83	12.91	85	7.08	9.93
20	5.40	18.98	53	7.03	9.97			
21	5.32	18.68	54	7.26	10.35			
22	5.33	18.48	55	7.02	10.00			
23	5.89	16.86	56	7.24	10.32			
24	6.86	11.18	57	7.01	9.97			
25	7.05	11.41	58	7.00	9.96			
26	6.81	11.20	59	7.74	11.01			
27	6.99	11.41	60	6.99	9.99			
28	6.79	11.17	61	7.22	10.30			
29	6.79	11.16	62	6.98	9.96			
30	6.99	12.00	63	7.21	10.27			
31	6.78	11.73	64	6.97	9.93			
32	6.98	11.94	65	6.96	9.91			
33	6.78	11.67	66	7.19	10.23			

- (1) Assumes 1mLIBOR and 6mLIBOR stays at 2.95% and 3.41% respectively and the cashflows are run to the Optional Termination at the pricing speed.
 (2) Assumes 1mLIBOR and 6mLIBOR increase instantaneously to 20.00% and the cashflows are run to the Optional Termination at the pricing speed.
 (3) The effective net funds cap rate ("Effective Rate") is computed in the same manner as the Net WAC Cap Rate after giving effect to Net Swap Payments received from the Swap Provider.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Net WAC Cap and Effective Maximum Rate for the Group II Certificates

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2, 3) (%)
1	5.63	22.68
2	5.10	22.10
3	5.18	22.10
4	5.11	21.95
5	5.12	21.84
6	5.20	21.80
7	5.14	21.58
8	5.22	21.50
9	5.16	21.25
10	5.17	21.05
11	5.45	21.10
12	5.20	20.60
13	5.30	20.46
14	5.23	20.15
15	5.33	20.02
16	5.26	19.72
17	5.27	19.51
18	5.38	19.39
19	5.30	19.09
20	5.41	18.99
21	5.32	18.68
22	5.34	18.48
23	5.92	16.88
24	6.87	11.20
25	7.05	11.43
26	6.82	11.22
27	7.00	11.43
28	6.79	11.19
29	6.79	11.19
30	6.99	12.03
31	6.79	11.76
32	6.99	11.97
33	6.78	11.70

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2, 3) (%)
34	6.78	11.67
35	7.20	12.17
36	6.88	11.95
37	7.09	12.19
38	6.88	11.90
39	7.08	12.15
40	6.87	11.86
41	6.86	11.87
42	7.07	12.80
43	6.86	12.48
44	7.06	12.75
45	6.85	12.44
46	6.84	12.41
47	7.51	13.35
48	6.84	13.04
49	7.04	13.33
50	6.83	12.99
51	7.03	13.27
52	6.82	12.94
53	7.02	9.99
54	7.25	10.36
55	7.01	10.02
56	7.24	10.34
57	7.00	9.99
58	6.99	9.97
59	7.74	11.03
60	6.98	10.00
61	7.21	10.31
62	6.97	9.97
63	7.20	10.28
64	6.96	9.94
65	6.96	9.92
66	7.18	10.24

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2, 3) (%)
67	6.95	9.89
68	7.17	10.21
69	6.94	9.86
70	6.93	9.85
71	7.67	10.89
72	6.92	9.82
73	7.14	10.13
74	6.91	9.79
75	7.13	10.10
76	6.90	9.76
77	6.89	9.75
78	7.12	10.05
79	6.88	9.72
80	7.11	10.02
81	6.87	9.69
82	6.87	9.67
83	7.33	10.32
84	6.85	9.64
85	7.08	9.95

- (1) Assumes 1mLIBOR and 6mLIBOR stays at 2.95% and 3.41% respectively and the cashflows are run to the Optional Termination at the pricing speed.
- (2) Assumes 1mLIBOR and 6mLIBOR increase instantaneously to 20.00% and the cashflows are run to the Optional Termination at the pricing speed.
- (3) The effective net funds cap rate ("Effective Rate") is computed in the same manner as the Net WAC Cap Rate after giving effect to Net Swap Payments received from the Swap Provider.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Net WAC Cap and Effective Maximum Rate for the Group III Certificates

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)
1	5.53	22.58	34	6.76	11.57	67	6.91	9.75
2	5.01	22.01	35	7.18	12.37	68	7.14	10.06
3	5.09	22.01	36	6.87	11.84	69	6.90	9.72
4	5.02	21.86	37	7.07	12.07	70	6.89	9.71
5	5.03	21.76	38	6.86	11.79	71	7.63	10.73
6	5.11	21.71	39	7.06	12.03	72	6.88	9.67
7	5.05	21.50	40	6.85	11.75	73	7.11	9.98
8	5.13	21.41	41	6.85	12.05	74	6.87	9.64
9	5.07	21.16	42	7.05	12.67	75	7.09	9.95
10	5.09	20.96	43	6.84	12.36	76	6.86	9.61
11	5.36	21.00	44	7.04	12.62	77	6.85	9.60
12	5.11	20.51	45	6.83	12.31	78	7.08	9.90
13	5.21	20.37	46	6.82	12.29	79	6.84	9.57
14	5.14	20.06	47	7.49	13.53	80	7.06	9.87
15	5.24	19.93	48	6.81	12.91	81	6.83	9.54
16	5.17	19.63	49	7.02	13.19	82	6.82	9.52
17	5.18	19.42	50	6.80	12.86	83	7.29	10.16
18	5.29	19.30	51	7.01	13.13	84	6.81	9.49
19	5.21	19.00	52	6.80	12.80	85	7.03	9.79
20	5.32	18.90	53	6.99	9.86			
21	5.24	18.60	54	7.22	10.22			
22	5.25	18.40	55	6.98	9.88			
23	6.51	17.48	56	7.21	10.19			
24	6.85	11.10	57	6.97	9.85			
25	7.03	11.32	58	6.96	9.84			
26	6.80	11.12	59	7.70	10.87			
27	6.99	11.33	60	6.95	9.86			
28	6.78	11.09	61	7.18	10.17			
29	6.78	11.39	62	6.94	9.83			
30	6.98	11.92	63	7.17	10.14			
31	6.77	11.65	64	6.93	9.80			
32	6.97	11.86	65	6.92	9.78			
33	6.77	11.60	66	7.15	10.09			

- (1) Assumes 1mLIBOR and 6mLIBOR stays at 2.95% and 3.41% respectively and the cashflows are run to the Optional Termination at the pricing speed.
- (2) Assumes 1mLIBOR and 6mLIBOR increase instantaneously to 20.00% and the cashflows are run to the Optional Termination at the pricing speed.
- (3) The effective net funds cap rate ("Effective Rate") is computed in the same manner as the Net WAC Cap Rate after giving effect to Net Swap Payments received from the Swap Provider.

Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3
Net WAC Cap and Effective Maximum Rate for Class M Certificates

Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)	Period	NWC ⁽¹⁾ (%)	Max Rate ^(2,3) (%)
1	5.59	22.64	34	6.77	11.62	67	6.93	9.83
2	5.07	22.06	35	7.19	12.24	68	7.16	10.15
3	5.14	22.07	36	6.88	11.90	69	6.92	9.80
4	5.08	21.91	37	7.09	12.14	70	6.92	9.79
5	5.08	21.81	38	6.87	11.85	71	7.65	10.82
6	5.16	21.76	39	7.08	12.10	72	6.91	9.76
7	5.10	21.55	40	6.86	11.81	73	7.13	10.07
8	5.19	21.47	41	6.86	11.93	74	6.90	9.73
9	5.12	21.21	42	7.07	12.74	75	7.12	10.04
10	5.14	21.01	43	6.85	12.43	76	6.88	9.70
11	5.41	21.06	44	7.06	12.69	77	6.88	9.68
12	5.17	20.56	45	6.84	12.38	78	7.10	9.99
13	5.26	20.42	46	6.84	12.36	79	6.87	9.65
14	5.19	20.11	47	7.51	13.41	80	7.09	9.96
15	5.30	19.98	48	6.83	12.98	81	6.86	9.62
16	5.22	19.68	49	7.04	13.26	82	6.85	9.61
17	5.23	19.47	50	6.82	12.93	83	7.32	10.25
18	5.34	19.35	51	7.03	13.21	84	6.84	9.57
19	5.26	19.06	52	6.81	12.88	85	7.06	9.88
20	5.37	18.95	53	7.01	9.93			
21	5.29	18.64	54	7.24	10.30			
22	5.30	18.45	55	7.00	9.96			
23	6.15	17.12	56	7.23	10.27			
24	6.86	11.16	57	6.99	9.93			
25	7.04	11.38	58	6.98	9.91			
26	6.81	11.17	59	7.73	10.96			
27	6.99	11.39	60	6.97	9.94			
28	6.79	11.14	61	7.20	10.25			
29	6.78	11.26	62	6.96	9.91			
30	6.99	11.97	63	7.19	10.22			
31	6.78	11.71	64	6.95	9.88			
32	6.98	11.91	65	6.95	9.86			
33	6.77	11.65	66	7.17	10.18			

- (1) Assumes 1mLIBOR and 6mLIBOR stays at 2.95% and 3.41% respectively and the cashflows are run to the Optional Termination at the pricing speed.
 (2) Assumes 1mLIBOR and 6mLIBOR increase instantaneously to 20.00% and the cashflows are run to the Optional Termination at the pricing speed.
 (3) The effective net funds cap rate ("Effective Rate") is computed in the same manner as the Net WAC Cap Rate after giving effect to Net Swap Payments received from the Swap Provider.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

Excess Spread

Period	Static LIBOR (basis points) ⁽¹⁾	1m LIBOR (%)	6m LIBOR (%)	Fwd LIBOR (basis points) ⁽²⁾	Period	Static LIBOR (basis points) ⁽¹⁾	1m LIBOR (%)	6m LIBOR (%)	Fwd LIBOR (basis points) ⁽²⁾	Period	Static LIBOR (basis points) ⁽¹⁾	1m LIBOR (%)	6m LIBOR (%)	Fwd LIBOR (basis points) ⁽²⁾
1	221	2.9500	3.4100	221	34	354	4.7432	4.7910	295	67	384	4.9294	4.9972	289
2	191	3.1926	3.5777	191	35	371	4.7677	4.7932	324	68	395	4.9358	5.0401	305
3	192	3.2679	3.7111	192	36	364	4.7930	4.7956	308	69	384	4.9427	5.0794	287
4	192	3.4204	3.8527	191	37	373	4.6998	4.7944	329	70	384	4.9494	5.1209	286
5	192	3.6436	3.9805	191	38	368	4.7202	4.8132	317	71	416	4.9547	5.1649	340
6	194	3.8656	4.0784	192	39	377	4.7385	4.8323	329	72	383	4.9618	5.2055	298
7	194	3.8778	4.1340	191	40	369	4.7560	4.8494	314	73	394	5.1683	5.2485	295
8	196	4.0342	4.1779	192	41	369	4.7749	4.8692	314	74	383	5.1780	5.2589	276
9	196	4.0797	4.2046	190	42	378	4.7923	4.8844	335	75	394	5.1865	5.2670	293
10	197	4.1819	4.2372	189	43	368	4.8095	4.9006	319	76	383	5.1967	5.2779	274
11	203	4.2522	4.2577	194	44	377	4.8269	4.9055	331	77	383	5.2056	5.2855	274
12	199	4.1800	4.2780	188	45	368	4.8440	4.9103	315	78	394	5.2138	5.2928	295
13	203	4.1405	4.3225	190	46	368	4.8621	4.9136	313	79	383	5.2228	5.3024	276
14	202	4.1948	4.3762	186	47	395	4.8767	4.9170	355	80	394	5.2308	5.2882	293
15	205	4.2499	4.4307	188	48	367	4.8883	4.9206	313	81	383	5.2409	5.2732	274
16	204	4.3067	4.4892	183	49	376	4.8388	4.9219	331	82	383	5.2483	5.2556	274
17	205	4.3635	4.5430	182	50	367	4.8529	4.9362	315	83	404	5.2544	5.2406	308
18	209	4.4208	4.5949	184	51	375	4.8655	4.9479	327	84	383	5.2636	5.2253	268
19	207	4.4768	4.6526	178	52	366	4.8781	4.9602	312	85	394	5.1372	5.2063	298
20	211	4.5269	4.6565	180	53	387	4.8909	4.9737	295					
21	209	4.5826	4.6558	174	54	397	4.9028	4.9837	314					
22	210	4.6371	4.6507	171	55	386	4.9162	4.9952	295					
23	268	4.6829	4.6420	213	56	397	4.9274	4.9893	310					
24	370	4.7356	4.6316	269	57	385	4.9386	4.9837	291					
25	375	4.4973	4.6132	297	58	385	4.9512	4.9766	290					
26	362	4.5247	4.6402	278	59	418	4.9606	4.9685	340					
27	368	4.5545	4.6680	285	60	385	4.9686	4.9625	286					
28	359	4.5833	4.6979	269	61	396	4.8829	4.9538	311					
29	358	4.6097	4.7239	281	62	385	4.8912	4.9624	293					
30	366	4.6376	4.7498	321	63	395	4.8988	4.9691	309					
31	357	4.6650	4.7769	304	64	384	4.9077	4.9769	291					
32	365	4.6904	4.7827	314	65	384	4.9149	4.9847	290					
33	355	4.7170	4.7882	298	66	395	4.9214	4.9900	307					

(1) Assumes 1mLIBOR and 6mLIBOR stays at 2.95% and 3.41% respectively, and the cashflows are run to the Optional Termination at the pricing speed.
(2) Assumes forward 1mLIBOR and 6mLIBOR curves as of April 12, 2005; and cash flows are run to the optional termination at the pricing speed.

PART IV: COLLATERAL STATISTICS
DESCRIPTION OF THE TOTAL COLLATERAL
Collateral Summary

Statistics given below are for the Mortgage Loans in the pool as of the Cut-off Date. Balances and percentages are based on the Cut-off Date scheduled balances of such Mortgage Loans (except in the case of Debt-to-Income and FICO, which are determined at origination).

	<u>Summary Statistics</u>	<u>Range (if applicable)</u>
Number of Mortgage Loans:	11,278	
Aggregate Current Principal Balance:	\$2,000,000,163	
Average Current Principal Balance:	\$177,336	\$59,028 - \$852,126
Aggregate Original Principal Balance:	\$2,002,368,079	
Average Original Principal Balance:	\$177,546	\$60,000 - \$853,000
Fully Amortizing Mortgage Loans:	100.00%	
1st Lien:	100.00%	
Wtd. Avg. Mortgage Rates:	7.598%	5.500% - 14.350%
Wtd. Avg. Original Term to Maturity (months):	354	120 - 360
Wtd. Avg. Remaining Term to Maturity (months):	353	116 - 360
Wtd. Avg. Margin (ARM Loans Only):	5.832%	3.000% - 6.750%
Wtd. Avg. Maximum Mortgage Rate (ARM Loans Only):	13.793%	11.500% - 20.350%
Wtd. Avg. Minimum Mortgage Rate (ARM Loans Only):	7.793%	5.500% - 14.350%
Wtd. Avg. Original LTV:	77.66%	8.57% - 95.00%
Wtd. Avg. Borrower FICO:	619	500 - 817
Geographic Distribution (Top 5):	CA: 19.42%	
	FL: 9.82%	
	NY: 8.23%	
	NJ: 5.42%	
	MD: 4.51%	

DESCRIPTION OF THE TOTAL COLLATERAL
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Collateral Type

COLLATERAL TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2 Yr / 6 Mo Libor	8,310	1,469,755,979.65	73.49	357	40.80	7.829	601	78.21
Fixed	2,175	400,000,076.81	20.00	337	38.11	6.816	684	75.47
3 Yr / 6 Mo Libor	793	130,244,106.22	6.51	356	39.37	7.388	620	78.17
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Principal Balances at Origination

RANGE OF PRINCIPAL BALANCES AT ORIGINATION (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF ORIGINATION	% OF PRINCIPAL BALANCE AS OF ORIGINATION	REMAINING TERM TO MATURITY (months)*	DEBT-TO-INCOME (%)*	MORTGAGE RATES (%)*	FICO*	OLTV (%)*
50,000.01 - 100,000.00	2,945	229,808,498.00	11.48	344	37.63	8.664	593	72.25
100,000.01 - 150,000.00	2,922	363,100,027.00	18.13	350	39.53	7.941	608	77.65
150,000.01 - 200,000.00	1,971	340,974,066.00	17.03	353	39.78	7.552	617	77.95
200,000.01 - 250,000.00	1,225	273,482,156.00	13.66	355	40.08	7.496	617	78.02
250,000.01 - 300,000.00	795	216,904,320.00	10.83	354	40.77	7.287	621	78.42
300,000.01 - 350,000.00	545	176,922,238.00	8.84	356	41.71	7.176	628	79.43
350,000.01 - 400,000.00	304	113,930,278.00	5.69	356	41.23	7.182	632	79.04
400,000.01 - 450,000.00	223	95,117,146.00	4.75	357	42.39	7.158	640	79.73
450,000.01 - 500,000.00	129	61,364,635.00	3.06	356	41.82	7.142	642	81.00
500,000.01 - 550,000.00	67	35,320,759.00	1.76	358	42.31	6.987	647	79.47
550,000.01 - 600,000.00	81	47,233,529.00	2.36	354	38.57	7.101	650	79.30
600,000.01 - 650,000.00	28	17,546,126.00	0.88	359	42.02	7.165	657	79.13
650,000.01 - 700,000.00	18	12,070,800.00	0.60	359	41.67	7.163	636	72.87
700,000.01 - 750,000.00	23	16,904,501.00	0.84	359	44.26	7.178	635	73.45
800,000.01 - 850,000.00	1	836,000.00	0.04	359	43.00	5.700	732	76.00
850,000.01 - 900,000.00	1	853,000.00	0.04	359	50.00	5.850	691	47.39
Total:	11,278	2,002,368,079.00	100.00	353	40.17	7.597	619	77.66

*Based on the original balances of the Mortgage Loans.

DESCRIPTION OF THE TOTAL COLLATERAL
Principal Balance as of the Cut-Off Date

RANGE OF PRINCIPAL BALANCES AS OF THE CUT-OFF DATE (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
50,000.01 - 100,000.00	2,951	230,177,533.43	11.51	344	37.65	8.662	593	72.26
100,000.01 - 150,000.00	2,917	362,256,670.27	18.11	350	39.52	7.941	608	77.65
150,000.01 - 200,000.00	1,971	340,617,682.74	17.03	353	39.76	7.552	617	77.96
200,000.01 - 250,000.00	1,227	273,713,127.14	13.69	355	40.11	7.496	617	78.03
250,000.01 - 300,000.00	792	215,917,766.33	10.80	354	40.77	7.289	621	78.39
300,000.01 - 350,000.00	550	178,451,024.59	8.92	356	41.74	7.172	628	79.46
350,000.01 - 400,000.00	301	112,822,895.13	5.64	356	41.21	7.205	631	79.03
400,000.01 - 450,000.00	221	94,169,763.44	4.71	357	42.35	7.140	641	79.68
450,000.01 - 500,000.00	129	61,257,151.91	3.06	356	41.82	7.143	642	81.00
500,000.01 - 550,000.00	68	35,829,109.70	1.79	358	42.42	6.978	647	79.55
550,000.01 - 600,000.00	80	46,627,551.88	2.33	354	38.44	7.110	650	79.24
600,000.01 - 650,000.00	29	18,175,429.62	0.91	359	41.66	7.195	653	79.34
650,000.01 - 700,000.00	17	11,408,801.64	0.57	359	42.22	7.116	640	72.18
700,000.01 - 750,000.00	23	16,888,409.83	0.84	359	44.26	7.179	635	73.46
800,000.01 - 850,000.00	1	835,118.85	0.04	359	43.00	5.700	732	76.00
850,000.01 - 900,000.00	1	852,126.18	0.04	359	50.00	5.850	691	47.39
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Remaining Term to Maturity

RANGE OF MONTHS REMAINING	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
61 - 120	41	3,897,440.95	0.19	119	34.91	7.371	678	60.96
121 - 180	271	33,497,034.23	1.67	179	37.25	7.334	654	71.02
181 - 240	274	36,508,165.07	1.83	239	37.49	7.264	658	73.85
241 - 300	53	8,828,470.30	0.44	299	37.03	6.731	693	75.13
301 - 360	10,639	1,917,269,052.13	95.86	359	40.29	7.613	617	77.89
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Mortgage Rate

RANGE OF CURRENT MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	695	176,310,970.90	8.82	350	38.64	5.826	699	75.63
6.000 - 6.499	1,010	233,219,805.04	11.66	350	39.21	6.266	677	77.93
6.500 - 6.999	2,033	427,274,205.48	21.36	352	39.30	6.763	649	80.15
7.000 - 7.499	1,134	213,552,280.42	10.68	353	39.95	7.253	619	77.80
7.500 - 7.999	1,953	337,808,345.03	16.89	354	40.77	7.764	594	77.29
8.000 - 8.499	974	147,983,059.22	7.40	354	40.73	8.247	575	75.42
8.500 - 8.999	1,294	187,741,212.35	9.39	354	41.06	8.755	569	76.40
9.000 - 9.499	490	65,578,002.94	3.28	354	40.95	9.256	564	76.59
9.500 - 9.999	766	102,272,738.17	5.11	354	41.78	9.769	558	77.83
10.000 - 10.499	302	36,022,598.09	1.80	355	42.65	10.246	561	76.51
10.500 - 10.999	347	40,141,303.83	2.01	353	42.08	10.719	554	76.82
11.000 - 11.499	93	10,242,294.98	0.51	355	40.84	11.241	564	77.65
11.500 - 11.999	145	15,454,831.38	0.77	356	43.10	11.742	538	77.47
12.000 - 12.499	22	3,298,703.85	0.16	355	42.93	12.214	576	80.55
12.500 - 12.999	18	2,935,826.98	0.15	359	43.17	12.582	562	80.67
13.000 - 13.499	1	76,484.02	0.00	359	28.00	13.400	582	85.00
14.000 - 14.499	1	87,500.00	0.00	360	53.00	14.350	540	70.00
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Original Loan-to-Value Ratios

RANGE OF ORIGINAL LOAN-TO-VALUE RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 25.00	73	7,372,632.67	0.37	334	35.66	7.974	605	19.79
25.01 - 30.00	59	6,755,210.24	0.34	346	36.25	7.376	625	28.10
30.01 - 35.00	87	9,595,285.55	0.48	346	36.61	7.836	605	32.90
35.01 - 40.00	131	17,719,669.40	0.89	346	38.91	7.500	610	37.92
40.01 - 45.00	156	23,324,693.10	1.17	348	37.18	7.442	607	42.90
45.01 - 50.00	204	32,496,235.34	1.62	346	39.24	7.317	620	47.84
50.01 - 55.00	265	40,919,967.06	2.05	342	37.77	7.637	604	52.75
55.01 - 60.00	442	71,254,245.79	3.56	348	38.65	7.566	605	57.97
60.01 - 65.00	534	88,796,720.59	4.44	349	39.11	7.580	611	63.03
65.01 - 70.00	740	130,607,844.96	6.53	350	39.38	7.547	613	67.88
70.01 - 75.00	1,852	295,660,070.81	14.78	353	40.91	8.120	581	73.72
75.01 - 80.00	1,598	290,080,319.79	14.50	353	40.01	7.459	618	78.82
80.01 - 85.00	1,900	366,664,586.84	18.33	355	40.92	7.732	615	83.69
85.01 - 90.00	3,004	577,266,865.20	28.86	355	40.48	7.387	640	89.14
90.01 - 95.00	233	41,485,815.34	2.07	350	39.87	7.057	709	93.56
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

DESCRIPTION OF THE TOTAL COLLATERAL
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FICO Score at Origination

RANGE OF FICO SCORES	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
500 - 519	691	95,292,301.69	4.76	355	42.11	8.976	509	67.14
520 - 539	1,180	168,396,027.07	8.42	357	42.07	9.060	529	72.65
540 - 559	1,276	197,148,380.28	9.86	356	40.85	8.532	551	75.24
560 - 579	1,245	212,123,685.71	10.61	356	40.25	8.103	569	78.06
580 - 599	956	158,687,204.32	7.93	354	39.53	8.105	589	78.02
600 - 619	1,027	184,480,389.24	9.22	354	40.03	7.716	609	78.49
620 - 639	1,175	221,959,357.23	11.10	355	40.31	7.365	629	80.90
640 - 659	937	181,533,224.05	9.08	350	40.07	6.899	649	80.53
660 - 679	879	183,735,900.13	9.19	352	39.44	6.721	669	79.44
680 - 699	676	144,602,073.26	7.23	348	39.63	6.646	689	79.25
700 - 719	452	96,284,038.41	4.81	347	39.90	6.526	710	79.88
720 - 739	295	62,161,459.96	3.11	345	39.07	6.374	729	78.86
740 - 759	246	48,480,873.52	2.42	342	37.99	6.363	749	78.28
760 - 779	156	29,321,654.78	1.47	345	36.60	6.384	769	76.84
780 - 799	70	12,524,032.80	0.63	342	37.70	6.338	788	72.27
800 >=	17	3,269,560.23	0.16	348	39.53	6.390	805	77.19
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Debt-to-Income Ratio

RANGE OF DEBT-TO-INCOME RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 20.00	641	101,170,648.43	5.06	351	14.06	7.451	620	73.52
20.01 - 25.00	605	95,206,881.44	4.76	347	23.18	7.482	626	76.43
25.01 - 30.00	977	150,703,767.66	7.54	350	28.18	7.452	627	76.17
30.01 - 35.00	1,282	214,938,206.88	10.75	351	33.04	7.452	623	77.32
35.01 - 40.00	1,632	281,319,794.49	14.07	353	38.07	7.556	621	77.67
40.01 - 45.00	2,071	374,965,890.33	18.75	352	43.11	7.554	622	77.76
45.01 - 50.00	3,269	624,949,327.27	31.25	354	48.23	7.594	621	79.33
50.01 - 55.00	801	156,745,646.18	7.84	357	53.22	8.296	577	76.01
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Geographic Distribution

STATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
California	1,419	388,334,900.25	19.42	355	41.03	7.077	627	74.03
Florida	1,287	196,462,524.23	9.82	353	40.16	7.570	610	79.27
New York	658	164,570,352.46	8.23	354	41.66	7.692	626	72.21
New Jersey	508	108,482,493.16	5.42	355	41.29	8.118	612	74.17
Maryland	466	90,113,397.02	4.51	355	40.15	7.684	607	78.73
Texas	762	85,422,836.16	4.27	337	39.49	8.361	604	76.49
Massachusetts	263	67,437,135.01	3.37	355	40.83	6.407	639	76.61
Pennsylvania	457	65,605,660.09	3.28	346	40.63	7.713	614	79.66
Michigan	501	65,466,147.08	3.27	355	40.68	7.786	605	81.36
Georgia	373	55,137,628.05	2.76	353	40.04	8.628	599	81.49
Connecticut	257	52,779,575.88	2.64	351	40.58	7.360	632	76.48
Washington	269	50,936,879.28	2.55	352	39.96	7.357	626	80.89
Illinois	327	48,236,645.71	2.41	354	42.27	8.795	607	79.61
Arizona	264	45,102,388.54	2.26	353	39.91	7.430	624	82.14
Wisconsin	281	42,336,712.70	2.12	351	39.65	7.807	629	80.84
Ohio	345	41,242,793.23	2.06	353	38.58	7.761	609	82.08
Minnesota	218	39,917,258.61	2.00	353	38.82	7.315	633	81.31
Nevada	129	30,141,431.76	1.51	358	39.46	7.506	608	78.03
Indiana	225	27,932,901.14	1.40	349	37.92	7.809	622	82.96
Hawaii	101	27,110,451.15	1.36	355	37.95	6.973	636	74.89
Colorado	140	26,476,523.72	1.32	356	40.14	7.581	627	82.85
Missouri	195	26,160,803.86	1.31	348	38.61	7.672	615	82.86
North Carolina	175	22,529,294.32	1.13	354	39.80	8.644	605	81.86
Louisiana	173	21,659,599.04	1.08	347	36.60	7.874	604	78.39
New Hampshire	127	21,647,682.42	1.08	350	36.17	7.130	636	74.93
Tennessee	163	21,154,038.04	1.06	349	39.83	7.880	606	83.35
Rhode Island	91	18,932,818.78	0.95	354	38.93	6.969	624	74.74
Alabama	137	16,968,633.59	0.85	351	38.53	8.339	595	82.72
Oregon	92	16,539,749.33	0.83	356	37.72	7.116	647	83.17
Utah	98	15,554,989.35	0.78	355	36.49	7.334	615	81.94
Maine	106	14,768,390.47	0.74	348	39.13	7.798	628	76.14
South Carolina	92	12,952,295.57	0.65	352	39.52	8.382	611	81.82
Oklahoma	102	12,414,490.55	0.62	353	40.22	7.936	597	81.58
Mississippi	79	9,029,587.17	0.45	352	37.41	8.180	600	79.27
Delaware	51	8,185,682.27	0.41	346	38.87	7.166	628	81.30
Nebraska	62	7,262,015.39	0.36	345	38.89	7.702	634	84.96
Kansas	63	7,225,453.22	0.36	351	35.69	8.186	623	80.62
Iowa	51	5,188,743.82	0.26	357	37.63	8.630	604	83.27
Arkansas	45	4,749,902.37	0.24	357	37.93	8.503	604	82.26
Kentucky	34	3,748,285.96	0.19	346	38.15	7.933	594	79.69
Vermont	21	3,575,545.20	0.18	342	37.77	7.248	666	75.01
Idaho	18	3,116,279.58	0.16	337	31.71	7.170	655	81.33
Wyoming	14	2,253,572.48	0.11	348	37.41	7.319	635	79.80
Montana	14	1,816,500.29	0.09	358	36.56	8.536	603	75.55
South Dakota	14	1,807,880.79	0.09	334	35.13	8.064	623	82.47
Alaska	6	952,788.88	0.05	326	37.68	8.302	625	78.89
North Dakota	5	558,504.71	0.03	358	43.10	7.647	633	86.41
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL
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Occupancy Status

OCCUPANCY STATUS*	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Owner Occupied	10,863	1,939,289,534.48	96.96	353	40.25	7.582	618	77.73
Non-Owner Occupied	327	48,068,414.86	2.40	354	37.39	8.143	640	75.14
Second Home	88	12,642,213.34	0.63	345	37.42	7.951	640	76.35
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

*Based on mortgagor representation at origination.

Documentation Type

INCOME DOCUMENTATION	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Full Documentation	8,257	1,475,203,669.95	73.76	352	39.97	7.411	622	78.55
Stated Documentation	1,546	263,478,094.93	13.17	354	41.90	8.394	613	71.74
Limited Documentation	1,475	261,318,397.80	13.07	354	39.55	7.849	605	78.58
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Loan Purpose

PURPOSE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Refinance-Debt Consolidation Cash Out**	10,630	1,892,551,542.70	94.63	353	40.15	7.605	618	77.56
Refinance-Debt Consolidation No Cash Out***	597	99,412,861.55	4.97	351	40.65	7.461	638	79.21
Purchase	51	8,035,758.43	0.40	358	38.93	7.453	652	81.60
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

** Cash proceeds to the borrower inclusive of debt consolidation payments exceed 2% or \$2,000 of the original principal balance of the related loan. Also includes all home equity loans originated in Texas with any cash proceeds.

*** Cash proceeds to the borrower inclusive of debt consolidation payments do not exceed 2% or \$2,000 of the original principal balance of the related loan. Excludes home equity loans originated in Texas with any cash proceeds.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Credit Grade

RISK CATEGORY	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
8A	985	203,752,456.36	10.19	345	38.54	6.369	741	78.24
7A	881	183,811,562.40	9.19	347	39.76	6.612	693	79.47
6A	839	176,212,819.47	8.81	351	39.56	6.683	669	79.62
5A	839	163,808,890.66	8.19	350	39.89	6.796	649	80.88
4A	1,022	193,287,292.37	9.66	355	39.94	7.273	631	81.47
3A	781	143,874,737.76	7.19	354	40.05	7.550	613	78.58
2A	2,189	382,948,389.43	19.15	355	40.06	7.835	582	79.09
A	724	124,555,748.77	6.23	357	40.21	8.504	576	78.46
B	1,680	241,557,046.62	12.08	356	41.56	9.026	543	73.71
C	1,231	170,436,572.86	8.52	355	41.96	8.937	533	68.63
D	107	15,754,645.98	0.79	356	40.99	8.633	524	55.16
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Property Type

PROPERTY TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Single Family Detached	9,441	1,648,807,615.88	82.44	353	39.99	7.619	617	78.06
Two-to-Four Family	496	123,291,485.10	6.16	353	42.33	7.342	644	70.74
PUD Detached	554	111,011,201.93	5.55	352	41.44	7.554	618	80.47
Condominium	393	69,314,622.70	3.47	356	39.10	7.390	628	78.02
Manufactured Housing	287	32,871,038.43	1.64	348	38.79	7.779	626	72.58
Single Family Attached	80	9,942,981.77	0.50	355	40.02	8.404	605	77.96
PUD Attached	27	4,761,216.87	0.24	357	41.09	7.890	594	80.79
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Prepayment Charge Term at Origination

PREPAYMENT CHARGE TERM AT ORIGINATION (months)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
0	4,176	734,786,335.90	36.74	353	40.55	8.074	611	76.93
12	284	65,756,418.13	3.29	348	40.00	6.821	671	71.26
24	14	3,815,623.78	0.19	359	38.93	7.288	607	83.16
30	46	9,679,591.61	0.48	355	40.02	7.723	625	82.98
36	6,758	1,185,962,193.26	59.30	353	39.94	7.346	621	78.40
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Conforming Balance

CONFORMING BALANCE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Conforming	10,552	1,659,629,643.41	82.98	352	39.92	7.692	615	77.31
Non-Conforming	726	340,370,519.27	17.02	356	41.38	7.140	639	79.37
Total:	11,278	2,000,000,162.68	100.00	353	40.17	7.598	619	77.66

Maximum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MAXIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
11.500 - 11.999	421	109,833,193.29	6.86	357	40.11	5.818	685	79.29
12.000 - 12.499	553	130,913,335.68	8.18	356	40.29	6.267	657	79.99
12.500 - 12.999	1,429	310,191,542.52	19.39	357	39.51	6.778	635	80.27
13.000 - 13.499	890	172,026,308.37	10.75	356	40.29	7.256	606	78.02
13.500 - 13.999	1,705	301,386,753.78	18.84	357	40.97	7.767	588	77.37
14.000 - 14.499	876	136,332,589.87	8.52	357	40.92	8.251	570	75.83
14.500 - 14.999	1,200	177,587,171.66	11.10	356	41.09	8.754	566	76.50
15.000 - 15.499	452	61,573,732.49	3.85	357	41.20	9.255	564	77.07
15.500 - 15.999	710	96,748,487.67	6.05	356	41.95	9.770	557	78.64
16.000 - 16.499	286	34,678,767.47	2.17	356	42.76	10.247	560	76.75
16.500 - 16.999	318	37,984,292.52	2.37	356	42.29	10.720	554	78.05
17.000 - 17.499	87	9,700,763.53	0.61	357	41.03	11.243	562	77.65
17.500 - 17.999	136	14,860,250.31	0.93	356	43.51	11.744	538	77.92
18.000 - 18.499	20	3,083,085.71	0.19	355	42.95	12.225	568	80.23
18.500 - 18.999	18	2,935,826.98	0.18	359	43.17	12.582	562	80.67
19.000 - 19.499	1	76,484.02	0.00	359	28.00	13.400	582	85.00
20.000 - 20.499	1	87,500.00	0.01	360	53.00	14.350	540	70.00
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE TOTAL COLLATERAL

Minimum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MINIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	421	109,833,193.29	6.86	357	40.11	5.818	685	79.29
6.000 - 6.499	553	130,913,335.68	8.18	356	40.29	6.267	657	79.99
6.500 - 6.999	1,429	310,191,542.52	19.39	357	39.51	6.778	635	80.27
7.000 - 7.499	890	172,026,308.37	10.75	356	40.29	7.256	606	78.02
7.500 - 7.999	1,705	301,386,753.78	18.84	357	40.97	7.767	588	77.37
8.000 - 8.499	876	136,332,589.87	8.52	357	40.92	8.251	570	75.83
8.500 - 8.999	1,200	177,587,171.66	11.10	356	41.09	8.754	566	76.50
9.000 - 9.499	452	61,573,732.49	3.85	357	41.20	9.255	564	77.07
9.500 - 9.999	710	96,748,487.67	6.05	356	41.95	9.770	557	78.64
10.000 - 10.499	286	34,678,767.47	2.17	356	42.76	10.247	560	76.75
10.500 - 10.999	318	37,984,292.52	2.37	356	42.29	10.720	554	78.05
11.000 - 11.499	87	9,700,763.53	0.61	357	41.03	11.243	562	77.65
11.500 - 11.999	136	14,860,250.31	0.93	356	43.51	11.744	538	77.92
12.000 - 12.499	20	3,083,085.71	0.19	355	42.95	12.225	568	80.23
12.500 - 12.999	18	2,935,826.98	0.18	359	43.17	12.582	562	80.67
13.000 - 13.499	1	76,484.02	0.00	359	28.00	13.400	582	85.00
14.000 - 14.499	1	87,500.00	0.01	360	53.00	14.350	540	70.00
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21

DESCRIPTION OF THE TOTAL COLLATERAL
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Margins of the Adjustable-Rate Loans

RANGE OF MORTGAGE MARGINS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
3.000 - 3.249	9	1,658,432.96	0.10	359	41.79	7.287	598	73.51
3.250 - 3.499	4	685,679.24	0.04	359	39.34	6.623	594	74.06
3.500 - 3.749	23	5,369,461.93	0.34	359	40.65	6.324	608	79.28
3.750 - 3.999	67	17,069,305.27	1.07	359	40.72	6.216	620	77.48
4.000 - 4.249	57	14,593,756.17	0.91	358	40.31	6.489	623	79.26
4.250 - 4.499	297	49,432,668.47	3.09	357	41.98	8.436	611	79.82
4.500 - 4.749	61	12,015,205.16	0.75	359	40.34	6.481	719	85.14
4.750 - 4.999	370	79,850,331.27	4.99	358	39.85	6.455	727	82.77
5.000 - 5.249	437	90,094,276.73	5.63	355	41.88	6.759	685	81.89
5.250 - 5.499	489	104,121,801.68	6.51	356	40.20	6.746	664	81.43
5.500 - 5.749	596	119,375,112.20	7.46	356	40.40	6.836	643	82.30
5.750 - 5.999	1,058	202,938,526.64	12.68	357	40.13	7.338	616	80.76
6.000 - 6.249	2,350	416,380,625.29	26.02	356	40.09	7.866	587	79.71
6.250 - 6.499	731	121,953,770.33	7.62	357	40.43	8.569	568	77.14
6.500 - 6.749	1,531	221,698,779.75	13.86	356	41.64	9.014	541	73.06
6.750 - 6.999	1,023	142,762,352.78	8.92	356	41.82	8.911	533	67.30
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21

Next Rate Adjustment Date of the Adjustable-Rate Loans

NEXT RATE ADJUSTMENT DATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
September 2006	2	684,105.07	0.04	353	48.79	7.462	568	75.77
October 2006	76	16,165,044.33	1.01	353	43.09	7.323	616	82.24
November 2006	94	18,983,204.65	1.19	353	43.51	7.765	589	80.37
December 2006	596	112,123,529.79	7.01	354	43.90	7.899	598	80.00
January 2007	657	131,102,273.04	8.19	356	42.09	7.662	604	77.77
February 2007	288	43,188,024.54	2.70	356	36.56	7.842	591	69.27
March 2007	5,083	907,756,369.97	56.73	357	40.50	7.766	602	78.38
April 2007	1,514	239,753,428.26	14.98	357	40.13	8.166	599	78.14
February 2008	1	169,367.12	0.01	358	49.00	6.250	733	74.30
March 2008	596	100,261,647.10	6.27	356	39.74	7.328	620	78.62
April 2008	196	29,813,092.00	1.86	357	38.08	7.595	623	76.68
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21

DESCRIPTION OF THE TOTAL COLLATERAL
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Initial Periodic Rate Cap of the Adjustable-Rate Loans

INITIAL PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2.000	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21

Subsequent Periodic Rate Cap of the Adjustable-Rate Loans

SUBSEQUENT PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
1.000	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21
Total:	9,103	1,600,000,085.87	100.00	357	40.68	7.793	602	78.21



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Collateral Summary

Statistics given below are for the Mortgage Loans in the pool as of the Cut-off Date. Balances and percentages are based on the Cut-Off Date scheduled balances of such Mortgage Loans (except in the case of Debt-to-Income and FICO, which are determined at origination).

	<u>Summary Statistics</u>	<u>Range (if applicable)</u>
Number of Mortgage Loans:	3,665	
Aggregate Current Principal Balance:	\$591,997,436	
Average Current Principal Balance:	\$161,527	\$59,126 - \$599,000
Aggregate Original Principal Balance:	\$592,670,874	
Average Original Principal Balance:	\$161,711	\$60,000 - \$599,000
Fully Amortizing Mortgage Loans:	100.00%	
1st Lien:	100.00%	
Wtd. Avg. Mortgage Rates:	7.632%	5.500% - 12.600%
Wtd. Avg. Original Term to Maturity (months):	354	120 - 360
Wtd. Avg. Remaining Term to Maturity (months):	352	116 - 360
Wtd. Avg. Margin (ARM Loans Only):	5.824%	3.000% - 6.750%
Wtd. Avg. Maximum Mortgage Rate (ARM Loans Only):	13.822%	11.500% - 18.600%
Wtd. Avg. Minimum Mortgage Rate (ARM Loans Only):	7.822%	5.500% - 12.600%
Wtd. Avg. Original LTV:	77.54%	13.98% - 95.00%
Wtd. Avg. Borrower FICO:	617	500 - 802
Geographic Distribution (Top 5):	CA: 14.94%	
	FL: 10.42%	
	NY: 6.49%	
	NJ: 6.01%	
	TX: 4.96%	

DESCRIPTION OF THE GROUP I COLLATERAL
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Collateral Type

COLLATERAL TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2 Yr / 6 Mo Libor	2,696	431,485,791.70	72.89	356	42.40	7.870	599	78.34
Fixed	699	117,577,275.43	19.86	338	39.78	6.866	681	74.23
3 Yr / 6 Mo Libor	270	42,934,368.80	7.25	355	41.63	7.337	622	78.64
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Principal Balances at Origination

RANGE OF PRINCIPAL BALANCES AT ORIGINATION (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF ORIGINATION	% OF PRINCIPAL BALANCE AS OF ORIGINATION	REMAINING TERM TO MATURITY (months)*	DEBT-TO-INCOME (%)*	MORTGAGE RATES (%)*	FICO*	OLTV (%)*
50,000.01 - 100,000.00	962	74,876,090.00	12.63	345	40.60	8.764	590	72.60
100,000.01 - 150,000.00	986	123,357,039.00	20.81	349	41.75	7.943	607	78.15
150,000.01 - 200,000.00	704	122,093,509.00	20.60	354	41.66	7.500	618	77.67
200,000.01 - 250,000.00	456	101,831,578.00	17.18	355	41.72	7.437	622	78.15
250,000.01 - 300,000.00	300	82,095,929.00	13.85	355	42.13	7.213	626	79.21
300,000.01 - 350,000.00	196	63,588,461.00	10.73	357	42.59	7.018	633	78.76
350,000.01 - 400,000.00	33	12,003,857.00	2.03	353	43.87	7.230	637	77.67
400,000.01 - 450,000.00	16	6,919,536.00	1.17	351	43.81	6.781	666	76.00
450,000.01 - 500,000.00	8	3,696,500.00	0.62	358	45.74	7.169	650	79.24
500,000.01 - 550,000.00	2	1,056,875.00	0.18	359	50.38	7.047	588	78.99
550,000.01 - 600,000.00	2	1,151,500.00	0.19	360	39.44	6.786	637	79.67
Total:	3,665	592,670,874.00	100.00	352	41.83	7.631	617	77.54

*Based on the original balances of the Mortgage Loans.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Principal Balances as of the Cut-Off Date

RANGE OF PRINCIPAL BALANCES AS OF THE CUT-OFF DATE (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
50,000.01 - 100,000.00	965	75,100,138.23	12.69	345	40.64	8.763	590	72.67
100,000.01 - 150,000.00	984	123,069,435.72	20.79	350	41.72	7.942	607	78.14
150,000.01 - 200,000.00	703	121,802,308.77	20.57	354	41.66	7.501	618	77.66
200,000.01 - 250,000.00	457	101,962,834.72	17.22	355	41.70	7.435	622	78.17
250,000.01 - 300,000.00	299	81,760,253.78	13.81	355	42.16	7.214	625	79.20
300,000.01 - 350,000.00	197	63,857,374.91	10.79	357	42.61	7.020	634	78.70
350,000.01 - 400,000.00	32	11,636,966.22	1.97	353	43.78	7.227	637	78.02
400,000.01 - 450,000.00	16	6,910,051.83	1.17	351	43.81	6.781	666	76.00
450,000.01 - 500,000.00	8	3,691,121.11	0.62	358	45.74	7.169	650	79.23
500,000.01 - 550,000.00	2	1,056,016.63	0.18	359	50.38	7.047	588	78.99
550,000.01 - 600,000.00	2	1,150,934.01	0.19	360	39.44	6.787	637	79.67
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Remaining Term to Maturity

RANGE OF MONTHS REMAINING	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
61 - 120	10	1,015,282.79	0.17	118	39.02	6.803	698	56.39
121 - 180	87	10,413,703.36	1.76	179	40.04	7.434	643	72.11
181 - 240	96	12,342,502.64	2.08	239	39.27	7.291	658	72.31
241 - 300	13	1,912,089.47	0.32	299	39.82	6.537	704	72.40
301 - 360	3,459	566,313,857.67	95.66	359	41.93	7.648	615	77.81
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Mortgage Rate

RANGE OF CURRENT MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTIV (%)
5.500 - 5.999	291	62,499,063.45	10.56	349	40.14	5.824	697	72.87
6.000 - 6.499	293	60,777,612.04	10.27	347	40.16	6.272	678	78.52
6.500 - 6.999	600	112,644,820.16	19.03	353	41.27	6.773	650	80.70
7.000 - 7.499	357	62,853,415.30	10.62	352	41.48	7.247	620	77.39
7.500 - 7.999	625	102,151,099.52	17.26	354	42.42	7.768	593	77.63
8.000 - 8.499	335	47,228,402.31	7.98	355	42.61	8.246	571	76.65
8.500 - 8.999	434	59,695,365.87	10.08	353	42.81	8.760	571	76.96
9.000 - 9.499	158	19,395,708.83	3.28	354	42.93	9.249	560	78.12
9.500 - 9.999	253	31,154,653.31	5.26	354	43.57	9.776	553	76.01
10.000 - 10.499	103	11,651,333.77	1.97	353	44.01	10.238	559	78.37
10.500 - 10.999	115	11,924,865.71	2.01	353	42.97	10.725	554	75.94
11.000 - 11.499	33	3,101,249.56	0.52	353	41.21	11.237	552	77.34
11.500 - 11.999	55	4,803,378.49	0.81	359	44.00	11.720	532	76.22
12.000 - 12.499	7	1,145,664.96	0.19	348	47.52	12.226	534	79.56
12.500 - 12.999	6	970,802.65	0.16	359	45.92	12.539	560	83.22
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Original Loan-to-Value Ratios

RANGE OF ORIGINAL LOAN-TO-VALUE RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 25.00	21	2,187,300.33	0.37	344	40.96	7.672	605	21.37
25.01 - 30.00	22	2,690,180.56	0.45	332	39.69	6.989	657	27.91
30.01 - 35.00	30	3,105,806.69	0.52	352	38.40	7.702	609	32.67
35.01 - 40.00	34	4,426,936.17	0.75	343	41.78	7.292	624	38.03
40.01 - 45.00	51	7,622,972.30	1.29	344	39.94	7.448	617	42.82
45.01 - 50.00	64	8,914,166.53	1.51	350	41.70	7.182	633	47.83
50.01 - 55.00	97	13,916,104.29	2.35	346	40.04	7.466	615	52.67
55.01 - 60.00	139	22,337,504.88	3.77	347	40.90	7.447	602	57.81
60.01 - 65.00	176	26,056,648.94	4.40	346	40.80	7.604	610	62.99
65.01 - 70.00	243	38,577,684.12	6.52	347	42.18	7.564	608	67.66
70.01 - 75.00	633	96,220,640.72	16.25	354	43.15	8.213	579	73.78
75.01 - 80.00	547	87,827,384.05	14.84	353	41.53	7.561	613	78.92
80.01 - 85.00	437	76,335,340.42	12.89	356	41.81	7.745	612	83.72
85.01 - 90.00	1,077	184,880,407.75	31.23	354	41.94	7.475	635	89.17
90.01 - 95.00	94	16,898,358.18	2.85	355	40.15	6.967	712	93.34
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

DESCRIPTION OF THE GROUP I COLLATERAL
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FICO Score at Origination

RANGE OF FICO SCORES	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
500 - 519	254	34,946,723.29	5.90	356	44.12	8.909	509	67.03
520 - 539	377	49,940,930.30	8.44	356	43.84	9.158	529	72.30
540 - 559	418	60,791,205.81	10.27	355	42.99	8.507	551	76.86
560 - 579	384	58,153,479.55	9.82	356	41.93	8.255	570	78.69
580 - 599	322	49,693,705.67	8.39	355	42.01	8.163	589	78.91
600 - 619	337	58,059,461.86	9.81	352	41.58	7.665	609	78.67
620 - 639	364	59,169,877.36	9.99	354	41.29	7.394	629	80.97
640 - 659	305	52,747,727.30	8.91	350	41.24	6.942	649	80.61
660 - 679	294	54,175,059.46	9.15	351	41.21	6.669	669	77.93
680 - 699	221	41,905,189.79	7.08	349	41.20	6.532	689	78.68
700 - 719	143	28,196,008.65	4.76	345	41.23	6.532	710	79.98
720 - 739	84	15,788,758.17	2.67	346	40.51	6.306	729	78.02
740 - 759	91	16,360,699.36	2.76	351	39.10	6.387	750	80.60
760 - 779	46	7,367,213.30	1.24	338	37.13	6.218	768	76.47
780 - 799	23	4,398,584.49	0.74	337	38.16	6.060	790	59.93
800 >=	2	302,811.57	0.05	315	50.00	6.509	802	60.13
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Debt-to-Income Ratio

RANGE OF DEBT-TO-INCOME RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 20.00	1	240,823.00	0.04	360	12.00	7.150	605	67.84
20.01 - 25.00	52	7,042,893.05	1.19	349	24.94	7.441	625	73.89
25.01 - 30.00	371	53,682,500.08	9.07	347	28.23	7.478	629	76.73
30.01 - 35.00	465	74,749,433.63	12.63	352	33.01	7.409	624	76.96
35.01 - 40.00	607	95,774,308.98	16.18	353	38.09	7.516	624	77.39
40.01 - 45.00	749	124,952,705.15	21.11	351	43.11	7.559	620	76.87
45.01 - 50.00	1,157	195,030,357.73	32.94	354	48.24	7.656	618	79.48
50.01 - 55.00	263	40,524,414.31	6.85	355	53.23	8.666	553	73.46
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

DESCRIPTION OF THE GROUP I COLLATERAL
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Geographic Distribution

STATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
California	396	88,455,783.20	14.94	356	42.47	7.049	621	70.94
Florida	418	61,686,518.37	10.42	352	41.88	7.555	611	79.72
New York	185	38,442,655.88	6.49	356	42.79	7.719	629	70.45
New Jersey	175	35,550,114.50	6.01	355	42.52	8.139	615	74.10
Texas	282	29,371,662.87	4.96	336	42.06	8.404	603	76.29
Maryland	146	26,364,508.16	4.45	350	42.06	7.598	610	78.90
Massachusetts	105	25,908,227.81	4.38	356	41.60	6.274	641	76.15
Pennsylvania	166	23,748,441.32	4.01	345	41.84	7.729	610	79.06
Michigan	170	21,887,108.37	3.70	356	42.16	7.805	605	81.63
Georgia	121	16,225,864.98	2.74	357	43.02	8.870	590	82.20
Illinois	112	16,111,749.55	2.72	350	42.42	8.634	617	79.13
Washington	80	15,271,830.35	2.58	350	41.91	7.445	625	82.59
Wisconsin	92	14,499,535.77	2.45	350	41.62	7.812	624	82.36
Ohio	118	14,056,668.66	2.37	355	40.78	7.688	613	82.80
Connecticut	82	14,025,508.39	2.37	355	43.31	7.511	615	76.10
Arizona	85	13,449,451.48	2.27	357	41.84	7.331	633	85.01
Minnesota	71	11,689,106.55	1.97	353	39.86	7.523	623	80.23
Indiana	83	10,489,870.32	1.77	350	40.29	8.004	620	84.10
Hawaii	36	9,565,438.52	1.62	357	41.39	7.137	630	73.22
Nevada	44	9,243,126.25	1.56	355	41.21	7.293	613	76.18
Colorado	47	9,001,022.12	1.52	355	41.73	7.370	621	82.45
North Carolina	64	8,303,326.83	1.40	352	42.64	8.987	598	81.28
Missouri	61	7,787,790.45	1.32	348	39.82	7.677	618	82.26
New Hampshire	46	7,209,084.41	1.22	351	39.43	6.895	640	74.51
Rhode Island	31	6,346,891.65	1.07	356	40.44	6.776	636	78.26
Tennessee	54	6,256,147.28	1.06	348	40.07	7.985	595	82.71
Louisiana	44	4,955,391.72	0.84	352	40.61	8.555	572	78.84
Alabama	44	4,922,128.00	0.83	353	39.88	8.198	600	82.88
Utah	31	4,822,526.35	0.81	357	36.74	7.256	620	82.35
Maine	31	4,523,173.34	0.76	348	40.93	7.745	613	73.52
Oklahoma	34	4,038,338.82	0.68	355	42.54	8.047	596	80.13
Oregon	21	4,029,381.63	0.68	354	42.19	7.370	638	86.68
South Carolina	28	3,617,706.94	0.61	342	39.71	8.496	589	79.63
Mississippi	29	3,464,568.97	0.59	354	41.35	8.134	618	80.60
Delaware	19	3,305,199.80	0.56	342	39.41	7.037	651	83.55
Nebraska	24	2,757,641.05	0.47	350	40.15	7.773	610	84.77
Kansas	20	2,179,803.00	0.37	359	40.09	8.183	628	84.00
Arkansas	18	1,950,364.24	0.33	359	41.04	8.745	594	83.40
Iowa	11	1,078,108.72	0.18	359	38.46	8.544	600	83.84
Kentucky	11	1,023,786.28	0.17	328	42.61	8.410	586	80.59
Vermont	6	1,011,414.25	0.17	329	45.10	7.125	669	68.40
Idaho	3	802,122.12	0.14	359	39.36	6.862	684	81.93
Wyoming	6	701,929.13	0.12	336	37.38	8.137	620	81.43
South Dakota	5	505,937.46	0.09	298	38.08	9.672	617	82.09
Alaska	3	498,686.67	0.08	358	39.11	8.105	613	79.34
North Dakota	4	497,548.20	0.08	358	46.05	7.640	640	87.75
Montana	3	364,245.20	0.06	359	36.51	7.874	646	69.69
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Occupancy Status

OCCUPANCY STATUS*	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Owner Occupied	3,553	575,806,560.49	97.27	352	41.81	7.618	616	77.58
Non-Owner Occupied	91	13,759,340.43	2.32	356	42.64	8.158	633	77.06
Second Home	21	2,431,535.01	0.41	352	41.19	7.848	632	71.98
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

*Based on mortgagor representation at origination.

Documentation Type

INCOME DOCUMENTATION	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Full Documentation	2,682	436,152,878.65	73.67	352	41.65	7.453	620	78.42
Stated Documentation	535	84,048,185.85	14.20	355	42.29	8.389	608	71.64
Limited Documentation	448	71,796,371.43	12.13	352	42.35	7.832	605	79.12
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Loan Purpose

PURPOSE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Refinance-Debt Consolidation Cash Out**	3,460	561,126,402.17	94.79	352	41.82	7.638	616	77.50
Refinance-Debt Consolidation No Cash Out***	187	27,779,430.65	4.69	351	42.21	7.489	636	77.98
Purchase	18	3,091,603.11	0.52	359	39.12	7.728	623	81.08
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

** Cash proceeds to the borrower inclusive of debt consolidation payments exceed 2% or \$2,000 of the original principal balance of the related loan. Also includes all home equity loans originated in Texas with any cash proceeds.

*** Cash proceeds to the borrower inclusive of debt consolidation payments do not exceed 2% or \$2,000 of the original principal balance of the related loan. Excludes home equity loans originated in Texas with any cash proceeds.



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Credit Grade

RISK CATEGORY	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
8A	312	58,284,018.84	9.85	345	39.68	6.292	741	77.58
7A	284	54,015,394.88	9.12	348	41.31	6.545	693	79.10
6A	282	52,384,394.08	8.85	351	41.25	6.641	669	78.05
5A	272	47,753,218.45	8.07	349	41.19	6.855	649	81.02
4A	313	50,752,509.41	8.57	353	40.93	7.285	630	81.28
3A	251	43,006,503.21	7.26	353	41.63	7.529	612	78.23
2A	714	114,342,282.00	19.31	354	41.94	7.891	582	80.31
A	239	37,370,246.76	6.31	357	41.81	8.616	575	80.18
B	525	69,714,918.37	11.78	355	43.47	9.054	543	73.39
C	437	58,958,995.73	9.96	356	43.86	8.937	534	69.08
D	36	5,414,954.20	0.91	355	45.65	8.611	524	54.67
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Property Type

PROPERTY TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Single Family Detached	3,116	486,811,479.50	82.23	352	41.67	7.676	614	78.04
Two-to-Four Family	178	43,679,787.94	7.38	354	43.63	7.206	644	69.61
PUD Detached	197	33,303,391.84	5.63	346	42.43	7.536	617	79.71
Condominium	134	22,279,619.72	3.76	358	40.87	7.376	630	78.46
Single Family Attached	30	4,239,457.12	0.72	356	42.77	8.714	595	80.67
PUD Attached	10	1,683,699.81	0.28	355	39.14	8.481	558	77.50
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Prepayment Charge Term at Origination

PREPAYMENT CHARGE TERM AT ORIGINATION (months)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
0	1,403	222,480,919.75	37.58	352	42.38	8.047	610	76.95
12	88	18,120,767.28	3.06	352	40.98	6.721	675	68.76
30	17	3,383,104.53	0.57	356	43.51	8.134	626	82.55
36	2,157	348,012,644.37	58.79	352	41.50	7.409	618	78.33
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

DESCRIPTION OF THE GROUP I COLLATERAL
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Conforming Balance

CONFORMING BALANCE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Conforming	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54
Total:	3,665	591,997,435.93	100.00	352	41.83	7.632	617	77.54

Maximum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MAXIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
11.500 - 11.999	182	40,100,299.46	8.45	356	41.24	5.798	682	77.79
12.000 - 12.499	156	33,061,765.36	6.97	355	40.78	6.263	657	80.89
12.500 - 12.999	431	83,257,478.26	17.55	357	41.48	6.786	638	80.67
13.000 - 13.499	276	49,279,128.40	10.39	354	42.08	7.254	608	77.82
13.500 - 13.999	535	89,373,211.13	18.84	356	42.68	7.774	585	77.92
14.000 - 14.499	303	43,708,281.50	9.21	357	42.79	8.249	567	77.18
14.500 - 14.999	403	56,250,154.26	11.86	356	42.84	8.760	568	77.14
15.000 - 15.499	151	18,547,624.17	3.91	355	43.26	9.247	559	78.08
15.500 - 15.999	233	29,117,090.78	6.14	355	43.71	9.778	552	76.64
16.000 - 16.499	97	11,048,302.81	2.33	355	44.30	10.242	558	78.71
16.500 - 16.999	103	10,999,925.94	2.32	355	43.00	10.723	552	77.63
17.000 - 17.499	31	2,959,531.00	0.62	356	41.44	11.243	549	77.28
17.500 - 17.999	52	4,600,899.82	0.97	359	43.82	11.720	531	76.50
18.000 - 18.499	7	1,145,664.96	0.24	348	47.52	12.226	534	79.56
18.500 - 18.999	6	970,802.65	0.20	359	45.92	12.539	560	83.22
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Minimum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MINIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	182	40,100,299.46	8.45	356	41.24	5.798	682	77.79
6.000 - 6.499	156	33,061,765.36	6.97	355	40.78	6.263	657	80.89
6.500 - 6.999	431	83,257,478.26	17.55	357	41.48	6.786	638	80.67
7.000 - 7.499	276	49,279,128.40	10.39	354	42.08	7.254	608	77.82
7.500 - 7.999	535	89,373,211.13	18.84	356	42.68	7.774	585	77.92
8.000 - 8.499	303	43,708,281.50	9.21	357	42.79	8.249	567	77.18
8.500 - 8.999	403	56,250,154.26	11.86	356	42.84	8.760	568	77.14
9.000 - 9.499	151	18,547,624.17	3.91	355	43.26	9.247	559	78.08
9.500 - 9.999	233	29,117,090.78	6.14	355	43.71	9.778	552	76.64
10.000 - 10.499	97	11,048,302.81	2.33	355	44.30	10.242	558	78.71
10.500 - 10.999	103	10,999,925.94	2.32	355	43.00	10.723	552	77.63
11.000 - 11.499	31	2,959,531.00	0.62	356	41.44	11.243	549	77.28
11.500 - 11.999	52	4,600,899.82	0.97	359	43.82	11.720	531	76.50
12.000 - 12.499	7	1,145,664.96	0.24	348	47.52	12.226	534	79.56
12.500 - 12.999	6	970,802.65	0.20	359	45.92	12.539	560	83.22
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Margins of the Adjustable-Rate Loans

RANGE OF MORTGAGE MARGINS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
3.000 - 3.249	3	521,768.92	0.11	359	44.18	7.663	613	70.11
3.250 - 3.499	1	59,948.34	0.01	359	33.00	6.750	573	29.27
3.500 - 3.749	5	931,189.27	0.20	360	41.14	6.591	589	84.52
3.750 - 3.999	23	6,221,538.13	1.31	359	42.62	6.164	619	76.11
4.000 - 4.249	28	6,978,352.94	1.47	356	41.16	6.254	619	75.97
4.250 - 4.499	106	17,850,756.65	3.76	356	42.68	8.138	619	80.22
4.500 - 4.749	25	5,097,724.60	1.07	359	40.38	6.465	718	84.59
4.750 - 4.999	111	20,974,624.78	4.42	359	41.67	6.340	728	82.68
5.000 - 5.249	149	26,968,776.14	5.68	354	42.10	6.736	685	82.16
5.250 - 5.499	167	30,835,585.38	6.50	356	41.94	6.743	662	79.91
5.500 - 5.749	184	33,266,357.50	7.01	356	41.92	6.935	643	83.59
5.750 - 5.999	325	54,765,138.84	11.54	357	41.55	7.359	614	81.61
6.000 - 6.249	760	119,643,116.43	25.22	355	41.91	7.906	587	80.52
6.250 - 6.499	235	36,041,948.21	7.60	357	42.45	8.666	571	77.92
6.500 - 6.749	477	64,130,193.66	13.52	355	43.47	9.035	540	73.48
6.750 - 6.999	367	50,133,140.71	10.57	356	43.82	8.897	532	67.32
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Next Rate Adjustment Date of the Adjustable-Rate Loans

NEXT RATE ADJUSTMENT DATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
October 2006	20	3,800,612.61	0.80	354	40.50	7.615	606	81.42
November 2006	32	5,734,588.52	1.21	348	42.07	7.599	594	78.15
December 2006	183	28,470,624.19	6.00	351	44.70	7.991	591	77.74
January 2007	195	34,066,890.20	7.18	354	43.29	7.902	596	76.65
February 2007	84	10,914,032.34	2.30	358	40.48	7.863	591	72.67
March 2007	1,679	274,919,529.84	57.95	357	42.32	7.781	600	78.67
April 2007	503	73,579,514.00	15.51	356	41.84	8.176	599	78.78
March 2008	206	34,866,421.80	7.35	355	41.95	7.218	622	78.79
April 2008	64	8,067,947.00	1.70	355	40.25	7.849	619	78.02
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP I COLLATERAL

Initial Periodic Rate Cap of the Adjustable-Rate Loans

INITIAL PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2.000	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36

Subsequent Periodic Rate Cap of the Adjustable-Rate Loans

SUBSEQUENT PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
1.000	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36
Total:	2,966	474,420,160.50	100.00	356	42.33	7.822	601	78.36

DESCRIPTION OF THE GROUP II COLLATERAL

Collateral Summary		
<p>Statistics given below are for the Mortgage Loans in the pool as of the Cut-off Date. Balances and percentages are based on the Cut-Off Date scheduled balances of such Mortgage Loans (except in the case of Debt-to-Income and FICO, which are determined at origination).</p>		
	<u>Summary Statistics</u>	<u>Range (if applicable)</u>
Number of Mortgage Loans:	3,817	
Aggregate Current Principal Balance:	\$598,835,724	
Average Current Principal Balance:	\$156,886	\$59,606 - \$532,023
Aggregate Original Principal Balance:	\$599,523,822	
Average Original Principal Balance:	\$157,067	\$60,000 - \$532,500
Fully Amortizing Mortgage Loans:	100.00%	
1st Lien:	100.00%	
Wtd. Avg. Mortgage Rates:	7.635%	5.500% - 12.650%
Wtd. Avg. Original Term to Maturity (months):	353	120 - 360
Wtd. Avg. Remaining Term to Maturity (months):	352	116 - 360
Wtd. Avg. Margin (ARM Loans Only):	5.799%	3.000% - 6.750%
Wtd. Avg. Maximum Mortgage Rate (ARM Loans Only):	13.820%	11.500% - 18.650%
Wtd. Avg. Minimum Mortgage Rate (ARM Loans Only):	7.820%	5.500% - 12.650%
Wtd. Avg. Original LTV:	79.24%	8.57% - 95.00%
Wtd. Avg. Borrower FICO:	620	500 - 816
Geographic Distribution (Top 5):	CA: 12.10%	
	FL: 11.63%	
	NY: 6.24%	
	MD: 5.21%	
	NJ: 4.81%	



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP II COLLATERAL

Collateral Type

COLLATERAL TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2 Yr 6 Mo Libor	2,809	441,570,362.19	73.74	356	38.62	7.858	602	79.54
Fixed	748	119,310,289.37	19.92	334	36.00	6.894	684	77.76
3 Yr / 6 Mo Libor	260	37,955,072.42	6.34	356	37.50	7.374	628	80.45
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

Principal Balances at Origination

RANGE OF PRINCIPAL BALANCES AT ORIGINATION (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF ORIGINATION	% OF PRINCIPAL BALANCE AS OF ORIGINATION	REMAINING TERM TO MATURITY (months)*	DEBT-TO-INCOME (%)*	MORTGAGE RATES (%)*	FICO*	OLTV (%)*
50,000.01 - 100,000.00	1,024	80,183,134.00	13.37	345	34.77	8.598	598	73.72
100,000.01 - 150,000.00	1,092	135,927,169.00	22.67	350	37.73	7.891	614	79.40
150,000.01 - 200,000.00	760	131,321,153.00	21.90	352	37.82	7.485	623	79.92
200,000.01 - 250,000.00	419	93,487,530.00	15.59	355	38.40	7.409	624	80.52
250,000.01 - 300,000.00	274	74,451,389.00	12.42	353	39.08	7.275	623	79.51
300,000.01 - 350,000.00	198	64,062,823.00	10.69	357	40.36	7.174	629	81.78
350,000.01 - 400,000.00	30	10,985,124.00	1.83	358	40.81	7.095	645	80.08
400,000.01 - 450,000.00	13	5,647,500.00	0.94	359	41.82	6.669	692	79.94
450,000.01 - 500,000.00	3	1,378,500.00	0.23	359	38.27	6.909	682	85.03
500,000.01 - 550,000.00	4	2,079,500.00	0.35	359	43.57	6.470	689	82.44
Total:	3,817	599,523,822.00	100.00	352	38.02	7.635	620	79.24

*Based on the original balances of the Mortgage Loans.

DESCRIPTION OF THE GROUP II COLLATERAL

Principal Balances as of the Cut-Off Date

RANGE OF PRINCIPAL BALANCES AS OF THE CUT-OFF DATE (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
50,000.01 - 100,000.00	1,026	80,303,646.05	13.41	345	34.78	8.597	598	73.70
100,000.01 - 150,000.00	1,090	135,584,100.90	22.64	350	37.73	7.891	615	79.41
150,000.01 - 200,000.00	761	131,356,324.01	21.94	352	37.77	7.483	623	79.94
200,000.01 - 250,000.00	419	93,429,639.62	15.60	355	38.46	7.411	624	80.51
250,000.01 - 300,000.00	273	74,112,147.74	12.38	353	39.09	7.276	623	79.50
300,000.01 - 350,000.00	202	65,384,105.27	10.92	357	40.45	7.161	630	81.90
350,000.01 - 400,000.00	26	9,569,789.46	1.60	359	40.31	7.171	641	79.04
400,000.01 - 450,000.00	13	5,640,504.51	0.94	359	41.83	6.669	692	79.94
450,000.01 - 500,000.00	3	1,377,338.03	0.23	359	38.27	6.909	682	85.03
500,000.01 - 550,000.00	4	2,078,128.39	0.35	359	43.57	6.470	689	82.44
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

Remaining Term to Maturity

RANGE OF MONTHS REMAINING	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
61 - 120	14	1,462,373.54	0.24	119	31.28	7.454	668	59.34
121 - 180	87	10,665,011.99	1.78	179	34.61	7.346	655	73.32
181 - 240	99	12,435,651.37	2.08	239	35.30	7.352	657	75.41
241 - 300	28	4,363,002.23	0.73	298	32.39	6.911	674	74.47
301 - 360	3,589	569,909,684.85	95.17	359	38.21	7.653	618	79.52
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

Mortgage Rate									
RANGE OF CURRENT MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)	
5.500 - 5.999	277	57,990,338.19	9.68	347	35.68	5.846	701	76.99	
6.000 - 6.499	304	58,912,939.99	9.84	349	37.88	6.274	678	79.59	
6.500 - 6.999	699	124,274,870.78	20.75	352	37.22	6.763	650	81.88	
7.000 - 7.499	386	62,839,826.68	10.49	353	37.80	7.259	628	80.48	
7.500 - 7.999	681	106,463,542.13	17.78	352	38.60	7.763	595	79.15	
8.000 - 8.499	294	41,780,183.41	6.98	354	38.26	8.239	576	76.86	
8.500 - 8.999	448	60,664,151.24	10.13	354	38.54	8.755	571	76.81	
9.000 - 9.499	163	20,570,052.88	3.44	352	38.13	9.265	570	77.38	
9.500 - 9.999	258	31,424,769.09	5.25	355	39.88	9.766	560	80.30	
10.000 - 10.499	93	10,237,879.39	1.71	355	41.88	10.269	563	79.21	
10.500 - 10.999	123	14,175,362.77	2.37	354	40.16	10.709	554	77.37	
11.000 - 11.499	28	3,149,717.99	0.53	351	39.96	11.236	569	78.10	
11.500 - 11.999	51	5,096,249.95	0.85	349	41.92	11.755	541	77.95	
12.000 - 12.499	8	803,452.69	0.13	359	38.28	12.161	635	79.38	
12.500 - 12.999	4	452,386.80	0.08	359	37.55	12.602	589	80.77	
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24	

DESCRIPTION OF THE GROUP II COLLATERAL
Original Loan-to-Value Ratios

RANGE OF ORIGINAL LOAN-TO-VALUE RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 25.00	19	1,895,602.23	0.32	315	26.32	8.277	600	18.22
25.01 - 30.00	18	2,026,567.73	0.34	359	30.54	7.584	617	28.30
30.01 - 35.00	26	2,712,868.90	0.45	349	32.99	8.131	578	33.27
35.01 - 40.00	45	5,439,919.30	0.91	350	35.31	7.549	624	37.87
40.01 - 45.00	43	6,197,429.44	1.03	347	33.96	7.467	601	43.14
45.01 - 50.00	68	9,307,464.82	1.55	338	34.15	7.376	612	47.75
50.01 - 55.00	80	11,100,573.93	1.85	340	32.61	7.701	598	52.65
55.01 - 60.00	122	17,342,991.40	2.90	346	34.04	7.651	605	58.13
60.01 - 65.00	144	19,724,487.39	3.29	347	36.48	7.638	604	63.10
65.01 - 70.00	214	32,669,917.48	5.46	347	35.24	7.575	611	67.98
70.01 - 75.00	528	74,616,708.34	12.46	352	38.01	8.132	576	73.72
75.01 - 80.00	423	65,909,327.70	11.01	352	36.17	7.505	622	78.97
80.01 - 85.00	761	126,445,982.76	21.12	355	39.79	7.868	610	83.64
85.01 - 90.00	1,235	207,399,172.43	34.63	354	39.23	7.404	641	89.23
90.01 - 95.00	91	16,046,710.13	2.68	348	39.81	7.162	708	93.85
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

FICO Score at Origination

RANGE OF FICO SCORES	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
500 - 519	182	22,605,213.38	3.77	353	38.73	9.032	509	66.64
520 - 539	378	53,214,089.17	8.89	357	39.59	9.052	529	73.49
540 - 559	420	58,684,678.34	9.80	356	38.99	8.627	551	75.28
560 - 579	430	65,819,490.53	10.99	356	39.02	8.151	569	79.91
580 - 599	334	49,216,572.65	8.22	356	36.95	8.098	589	79.82
600 - 619	341	54,664,557.43	9.13	352	37.58	7.792	609	79.76
620 - 639	399	65,220,951.12	10.89	354	38.24	7.441	629	82.98
640 - 659	334	55,600,222.05	9.28	349	38.93	6.913	649	82.55
660 - 679	313	53,977,566.24	9.01	349	37.44	6.746	669	81.52
680 - 699	234	40,657,524.50	6.79	346	37.08	6.731	689	81.66
700 - 719	159	28,294,550.58	4.72	352	37.04	6.560	710	81.00
720 - 739	113	20,872,871.74	3.49	343	36.24	6.364	729	80.67
740 - 759	80	12,869,783.14	2.15	334	34.87	6.391	749	79.91
760 - 779	58	9,965,627.41	1.66	349	35.88	6.495	769	76.64
780 - 799	33	5,888,323.73	0.98	345	37.09	6.521	786	81.26
800 >=	9	1,283,701.97	0.21	341	33.53	6.162	806	78.21
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

Debt-to-Income Ratio

RANGE OF DEBT-TO-INCOME RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 20.00	419	56,347,349.36	9.41	350	14.21	7.543	620	72.87
20.01 - 25.00	363	50,621,676.42	8.45	344	23.00	7.594	621	75.72
25.01 - 30.00	287	43,298,193.93	7.23	353	28.18	7.360	638	77.90
30.01 - 35.00	388	60,745,157.30	10.14	350	33.12	7.469	624	80.26
35.01 - 40.00	493	78,201,821.15	13.06	354	38.10	7.629	623	80.31
40.01 - 45.00	619	98,677,108.40	16.48	353	43.14	7.642	621	80.55
45.01 - 50.00	1,034	176,362,472.66	29.45	353	48.20	7.588	623	81.64
50.01 - 55.00	214	34,581,944.76	5.77	357	53.07	8.726	564	76.23
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

Geographic Distribution

STATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
California	341	72,469,321.58	12.10	352	38.43	7.093	623	72.95
Florida	462	69,655,231.69	11.63	355	38.61	7.531	613	80.92
New York	182	37,387,562.25	6.24	351	39.47	7.605	625	71.06
Maryland	176	31,223,170.73	5.21	358	37.84	7.661	609	80.31
New Jersey	149	28,811,043.94	4.81	357	38.62	8.313	606	73.62
Texas	223	24,735,826.08	4.13	337	36.61	8.292	608	75.98
Michigan	192	24,735,343.87	4.13	355	39.33	7.732	612	83.68
Pennsylvania	152	21,208,366.08	3.54	343	39.77	7.481	631	82.34
Georgia	145	20,660,629.25	3.45	355	37.14	8.559	609	83.63
Massachusetts	80	19,024,871.25	3.18	356	38.63	6.196	647	77.42
Illinois	122	17,592,032.63	2.94	356	40.61	8.748	610	82.69
Connecticut	92	16,862,217.71	2.82	346	37.94	7.342	640	79.02
Minnesota	90	16,718,831.75	2.79	352	38.12	7.270	636	84.64
Arizona	105	16,300,378.80	2.72	350	38.81	7.534	619	82.37
Wisconsin	113	16,177,652.24	2.70	354	37.12	7.853	633	80.71
Washington	91	15,996,538.40	2.67	356	37.46	7.344	629	81.29
Ohio	111	12,681,912.13	2.12	352	36.73	7.779	612	83.97
Colorado	60	11,062,054.60	1.85	357	37.37	7.561	634	84.20
Indiana	87	10,000,205.92	1.67	346	37.06	7.823	619	82.23
Missouri	76	9,362,472.08	1.56	345	38.55	7.610	619	83.77
Hawaii	35	9,096,582.81	1.52	353	35.06	6.881	642	78.34
North Carolina	71	8,356,013.89	1.40	353	37.61	8.458	612	81.22
Tennessee	59	7,431,772.95	1.24	356	38.10	7.959	605	83.71
Nevada	36	7,361,881.09	1.23	359	38.77	7.851	591	79.13
New Hampshire	42	7,192,705.49	1.20	350	35.33	7.212	646	76.24
Oregon	44	6,902,127.23	1.15	355	36.89	7.272	640	82.56
Louisiana	59	6,715,365.46	1.12	347	36.91	8.002	597	78.79
Alabama	57	6,566,319.47	1.10	353	36.18	8.492	596	84.97
Utah	38	5,660,446.51	0.95	353	35.93	7.255	631	81.62
Rhode Island	27	5,271,705.70	0.88	349	37.21	6.964	617	76.92
Oklahoma	41	5,013,718.24	0.84	351	37.92	7.875	607	84.02
Maine	38	4,718,741.25	0.79	345	38.22	7.853	630	76.11
South Carolina	34	4,127,031.75	0.69	351	37.41	8.932	601	82.63
Mississippi	33	3,662,406.25	0.61	348	32.35	7.868	606	78.26
Nebraska	26	2,620,293.37	0.44	335	38.70	7.681	652	85.72
Kansas	24	2,595,120.23	0.43	336	33.13	8.117	640	82.00
Delaware	14	2,533,799.38	0.42	353	36.96	6.878	644	86.06
Iowa	24	2,527,358.76	0.42	359	34.40	8.467	624	85.83
Kentucky	17	2,099,226.77	0.35	352	36.44	7.491	614	84.11
Arkansas	16	1,593,091.22	0.27	353	32.04	7.983	633	80.19
South Dakota	7	1,038,898.70	0.17	345	34.87	7.487	626	83.88
Idaho	7	819,243.32	0.14	359	36.14	7.832	622	84.74
Vermont	7	807,909.75	0.13	344	27.65	7.778	642	79.15
Montana	5	619,515.08	0.10	359	25.57	8.283	633	82.99
Wyoming	4	460,602.91	0.08	359	40.53	8.058	602	78.01
Alaska	2	317,226.91	0.05	262	28.81	8.569	671	84.59
North Dakota	1	60,956.51	0.01	359	19.00	7.700	577	75.50
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

Occupancy Status

OCCUPANCY STATUS*	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Owner Occupied	3,664	577,694,798.85	96.47	352	38.24	7.614	619	79.29
Non-Owner Occupied	119	16,574,776.85	2.77	354	31.49	8.294	636	76.90
Second Home	34	4,566,148.28	0.76	340	34.30	7.990	649	81.05
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

*Based on mortgagor representation at origination.

Documentation Type

INCOME DOCUMENTATION	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Full Documentation	2,874	452,124,866.14	75.50	351	38.05	7.456	623	80.39
Limited Documentation	517	80,539,109.26	13.45	353	36.58	7.973	607	78.70
Stated Documentation	426	66,171,748.58	11.05	354	39.64	8.452	615	72.01
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

Loan Purpose

PURPOSE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Refinance-Debt Consolidation Cash Out**	3,598	566,002,267.82	94.52	352	38.04	7.647	619	79.16
Refinance-Debt Consolidation No Cash Out***	203	31,147,228.80	5.20	350	37.70	7.423	637	80.81
Purchase	16	1,686,227.36	0.28	356	38.51	7.551	659	78.22
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

** Cash proceeds to the borrower inclusive of debt consolidation payments exceed 2% or \$2,000 of the original principal balance of the related loan. Also includes all home equity loans originated in Texas with any cash proceeds.

*** Cash proceeds to the borrower inclusive of debt consolidation payments do not exceed 2% or \$2,000 of the original principal balance of the related loan. Excludes home equity loans originated in Texas with any cash proceeds.

DESCRIPTION OF THE GROUP II COLLATERAL

Credit Grade

RISK CATEGORY	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
8A	363	64,326,186.82	10.74	345	35.85	6.408	743	79.72
7A	304	51,932,683.43	8.67	346	37.17	6.672	693	81.83
6A	297	51,729,154.46	8.64	349	37.26	6.696	669	81.75
5A	313	52,489,373.88	8.77	349	38.97	6.866	650	82.58
4A	359	59,386,958.84	9.92	354	38.04	7.339	632	83.31
3A	268	43,751,242.18	7.31	352	38.29	7.622	611	80.17
2A	763	115,938,563.79	19.36	355	38.07	7.906	581	80.44
A	232	34,926,264.71	5.83	357	38.24	8.577	573	80.66
B	557	76,706,571.31	12.81	356	39.82	9.112	543	74.70
C	329	42,861,743.65	7.16	354	38.70	8.913	533	68.13
D	32	4,786,980.91	0.80	359	34.40	8.439	527	54.80
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

Property Type

PROPERTY TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Single Family Detached	3,189	491,089,847.07	82.01	352	37.71	7.667	618	79.62
Two-to-Four Family	141	33,144,285.92	5.53	354	40.97	7.397	646	73.43
PUD Detached	174	32,499,887.03	5.43	355	39.72	7.491	613	82.63
Condominium	136	21,480,524.59	3.59	354	36.91	7.315	626	78.64
Manufactured Housing	140	15,597,073.11	2.60	348	38.73	7.804	623	73.18
Single Family Attached	26	3,295,575.78	0.55	352	39.25	7.732	639	76.94
PUD Attached	11	1,728,530.48	0.29	359	45.06	8.239	589	84.09
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP II COLLATERAL

Prepayment Charge Term at Origination

PREPAYMENT CHARGE TERM AT ORIGINATION (months)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
0	1,376	215,181,792.46	35.93	354	38.11	8.072	613	78.16
12	79	14,811,287.47	2.47	342	36.15	6.899	661	70.48
24	4	490,910.68	0.08	359	30.05	7.822	647	86.55
30	17	3,021,953.58	0.50	352	38.20	7.194	640	79.85
36	2,341	365,329,779.79	61.01	351	38.06	7.411	622	80.21
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

DESCRIPTION OF THE GROUP II COLLATERAL

Conforming Balance

CONFORMING BALANCE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Conforming	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24
Total:	3,817	598,835,723.98	100.00	352	38.02	7.635	620	79.24

Maximum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MAXIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
11.500 - 11.999	170	36,212,104.91	7.55	356	37.43	5.843	684	80.83
12.000 - 12.499	183	36,073,612.11	7.52	355	38.93	6.275	663	81.31
12.500 - 12.999	485	89,400,489.02	18.64	357	37.47	6.780	635	81.70
13.000 - 13.499	298	49,320,505.18	10.29	357	38.00	7.266	614	80.51
13.500 - 13.999	585	92,802,043.49	19.35	357	38.80	7.767	587	79.02
14.000 - 14.499	258	37,565,554.18	7.83	358	38.59	8.243	570	76.97
14.500 - 14.999	411	56,659,516.38	11.82	356	38.41	8.755	568	76.71
15.000 - 15.499	146	18,732,501.65	3.91	358	38.13	9.265	570	78.07
15.500 - 15.999	245	30,330,972.15	6.33	356	40.05	9.766	560	80.86
16.000 - 16.499	91	10,102,976.44	2.11	357	41.93	10.267	563	79.36
16.500 - 16.999	116	13,647,735.38	2.85	356	40.56	10.715	554	78.38
17.000 - 17.499	25	2,873,072.38	0.60	355	39.85	11.237	569	78.51
17.500 - 17.999	46	4,764,129.99	0.99	348	43.12	11.765	540	78.53
18.000 - 18.499	6	587,834.55	0.12	359	36.67	12.202	612	77.30
18.500 - 18.999	4	452,386.80	0.09	359	37.55	12.602	589	80.77
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP II COLLATERAL

Minimum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MINIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	170	36,212,104.91	7.55	356	37.43	5.843	684	80.83
6.000 - 6.499	183	36,073,612.11	7.52	355	38.93	6.275	663	81.31
6.500 - 6.999	485	89,400,489.02	18.64	357	37.47	6.780	635	81.70
7.000 - 7.499	298	49,320,505.18	10.29	357	38.00	7.266	614	80.51
7.500 - 7.999	585	92,802,043.49	19.35	357	38.80	7.767	587	79.02
8.000 - 8.499	258	37,565,554.18	7.83	358	38.59	8.243	570	76.97
8.500 - 8.999	411	56,659,516.38	11.82	356	38.41	8.755	568	76.71
9.000 - 9.499	146	18,732,501.65	3.91	358	38.13	9.265	570	78.07
9.500 - 9.999	245	30,330,972.15	6.33	356	40.05	9.766	560	80.86
10.000 - 10.499	91	10,102,976.44	2.11	357	41.93	10.267	563	79.36
10.500 - 10.999	116	13,647,735.38	2.85	356	40.56	10.715	554	78.38
11.000 - 11.499	25	2,873,072.38	0.60	355	39.85	11.237	569	78.51
11.500 - 11.999	46	4,764,129.99	0.99	348	43.12	11.765	540	78.53
12.000 - 12.499	6	587,834.55	0.12	359	36.67	12.202	612	77.30
12.500 - 12.999	4	452,386.80	0.09	359	37.55	12.602	589	80.77
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61

DESCRIPTION OF THE GROUP II COLLATERAL

Margins of the Adjustable-Rate Loans

RANGE OF MORTGAGE MARGINS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
3.000 - 3.249	6	1,136,664.04	0.24	359	40.69	7.114	591	75.07
3.250 - 3.499	2	512,733.65	0.11	359	38.39	5.919	592	76.89
3.500 - 3.749	9	1,830,262.32	0.38	359	36.74	6.283	616	79.44
3.750 - 3.999	28	6,527,572.53	1.36	359	38.44	6.191	621	78.92
4.000 - 4.249	23	5,254,198.41	1.10	359	37.88	6.927	634	79.86
4.250 - 4.499	105	15,566,761.86	3.25	358	39.91	8.656	612	82.65
4.500 - 4.749	28	4,806,019.23	1.00	359	38.56	6.705	717	85.34
4.750 - 4.999	152	27,536,792.97	5.74	358	37.42	6.565	728	83.59
5.000 - 5.249	148	24,382,190.10	5.08	355	39.62	6.805	683	85.52
5.250 - 5.499	179	30,232,448.67	6.30	355	37.16	6.666	665	83.14
5.500 - 5.749	218	37,249,852.70	7.77	353	39.41	6.886	643	82.77
5.750 - 5.999	359	58,973,840.36	12.30	357	37.99	7.405	617	81.78
6.000 - 6.249	805	125,260,014.99	26.12	357	38.18	7.903	587	81.40
6.250 - 6.499	241	35,658,875.01	7.44	357	38.48	8.686	564	79.32
6.500 - 6.749	490	67,581,204.56	14.09	356	39.69	9.091	541	73.54
6.750 - 6.999	276	37,016,003.21	7.72	357	38.36	8.861	533	66.75
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61



Ameriquest Mortgage Securities Inc. Asset-Backed Pass-Through Certificates, Series 2005-R3

DESCRIPTION OF THE GROUP II COLLATERAL

Next Rate Adjustment Date of the Adjustable-Rate Loans

NEXT RATE ADJUSTMENT DATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
October 2006	32	5,632,656.09	1.17	350	42.41	7.336	603	79.06
November 2006	27	4,162,940.85	0.87	355	40.34	7.539	608	82.64
December 2006	169	28,967,465.47	6.04	356	41.91	7.894	600	82.57
January 2007	198	32,901,133.55	6.86	355	39.59	7.748	603	79.71
February 2007	105	14,530,835.74	3.03	353	31.20	7.889	589	68.54
March 2007	1,747	277,670,410.54	57.91	356	38.57	7.814	602	79.79
April 2007	531	77,704,919.95	16.20	358	38.18	8.098	601	79.34
March 2008	195	29,332,196.42	6.12	356	37.69	7.340	625	80.51
April 2008	65	8,622,876.00	1.80	355	36.82	7.492	641	80.24
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61

DESCRIPTION OF THE GROUP II COLLATERAL

Initial Periodic Rate Cap of the Adjustable-Rate Loans

INITIAL PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2.000	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61

Subsequent Periodic Rate Cap of the Adjustable-Rate Loans

SUBSEQUENT PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
1.000	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61
Total:	3,069	479,525,434.61	100.00	356	38.53	7.820	604	79.61



DESCRIPTION OF THE GROUP III COLLATERAL

Collateral Summary

Statistics given below are for the Mortgage Loans in the pool as of the Cut-off Date. Balances and percentages are based on the Cut-Off Date scheduled balances of such Mortgage Loans (except in the case of Debt-to-Income and FICO, which are determined at origination).

	<u>Summary Statistics</u>	<u>Range (if applicable)</u>
Number of Mortgage Loans:	3,796	
Aggregate Current Principal Balance:	\$809,167,003	
Average Current Principal Balance:	\$213,163	\$59,028 - \$852,126
Aggregate Original Principal Balance:	\$810,173,383	
Average Original Principal Balance:	\$213,428	\$60,000 - \$853,000
Fully Amortizing Mortgage Loans:	100.00%	
1st Lien:	100.00%	
Wtd. Avg. Mortgage Rates:	7.545%	5.500% - 14.350%
Wtd. Avg. Original Term to Maturity (months):	355	120 - 360
Wtd. Avg. Remaining Term to Maturity (months):	353	116 - 360
Wtd. Avg. Margin (ARM Loans Only):	5.863%	3.339% - 6.750%
Wtd. Avg. Maximum Mortgage Rate (ARM Loans Only):	13.752%	11.500% - 20.350%
Wtd. Avg. Minimum Mortgage Rate (ARM Loans Only):	7.752%	5.500% - 14.350%
Wtd. Avg. Original LTV:	76.57%	8.87% - 95.00%
Wtd. Avg. Borrower FICO:	619	500 - 817
Geographic Distribution (Top 5):	CA: 28.10%	
	NY: 10.97%	
	FL: 8.05%	
	NJ: 5.45%	
	MD: 4.02%	

DESCRIPTION OF THE GROUP III COLLATERAL
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Collateral Type								
COLLATERAL TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2 Yr / 6 Mo Libor	2,805	596,699,825.76	73.74	357	41.25	7.778	601	77.14
Fixed	728	163,112,512.01	20.16	339	38.46	6.723	687	74.68
3 Yr / 6 Mo Libor	263	49,354,665.00	6.10	358	38.85	7.443	613	76.00
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

Principal Balances at Origination								
RANGE OF PRINCIPAL BALANCES AT ORIGINATION (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF ORIGINATION	% OF PRINCIPAL BALANCE AS OF ORIGINATION	REMAINING TERM TO MATURITY (months)*	DEBT-TO-INCOME (%)*	MORTGAGE RATES (%)*	FICO*	OLTV (%)*
50,000.01 - 100,000.00	959	74,749,274.00	9.23	341	37.72	8.633	592	70.31
100,000.01 - 150,000.00	844	103,815,819.00	12.81	351	39.26	8.004	600	74.76
150,000.01 - 200,000.00	507	87,559,404.00	10.81	354	40.09	7.725	606	75.39
200,000.01 - 250,000.00	350	78,163,048.00	9.65	354	39.96	7.678	603	74.85
250,000.01 - 300,000.00	221	60,357,002.00	7.45	354	41.00	7.405	612	75.99
300,000.01 - 350,000.00	151	49,270,954.00	6.08	352	42.33	7.383	620	77.21
350,000.01 - 400,000.00	241	90,941,297.00	11.22	357	40.93	7.186	630	79.09
400,000.01 - 450,000.00	194	82,550,110.00	10.19	357	42.31	7.223	635	80.03
450,000.01 - 500,000.00	118	56,289,635.00	6.95	356	41.65	7.146	641	81.02
500,000.01 - 550,000.00	61	32,184,384.00	3.97	358	41.96	7.018	646	79.29
550,000.01 - 600,000.00	79	46,082,029.00	5.69	354	38.55	7.109	650	79.29
600,000.01 - 650,000.00	28	17,546,126.00	2.17	359	42.02	7.165	657	79.13
650,000.01 - 700,000.00	18	12,070,800.00	1.49	359	41.67	7.163	636	72.87
700,000.01 - 750,000.00	23	16,904,501.00	2.09	359	44.26	7.178	635	73.45
800,000.01 - 850,000.00	1	836,000.00	0.10	359	43.00	5.700	732	76.00
850,000.01 - 900,000.00	1	853,000.00	0.11	359	50.00	5.850	691	47.39
Total:	3,796	810,173,383.00	100.00	353	40.54	7.544	619	76.57

*Based on the original balances of the Mortgage Loans.

DESCRIPTION OF THE GROUP III COLLATERAL
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Principal Balances as of the Cut-Off Date

RANGE OF PRINCIPAL BALANCES AS OF THE CUT-OFF DATE (\$)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
50,000.01 - 100,000.00	960	74,773,749.15	9.24	341	37.73	8.631	592	70.30
100,000.01 - 150,000.00	843	103,603,133.65	12.80	351	39.26	8.006	600	74.77
150,000.01 - 200,000.00	507	87,459,049.96	10.81	354	40.09	7.725	606	75.39
200,000.01 - 250,000.00	351	78,320,652.80	9.68	354	40.00	7.676	603	74.90
250,000.01 - 300,000.00	220	60,045,364.81	7.42	354	40.95	7.407	612	75.93
300,000.01 - 350,000.00	151	49,209,544.41	6.08	352	42.33	7.383	620	77.21
350,000.01 - 400,000.00	243	91,616,139.45	11.32	357	40.98	7.206	629	79.15
400,000.01 - 450,000.00	192	81,619,207.10	10.09	357	42.27	7.202	635	79.97
450,000.01 - 500,000.00	118	56,188,692.77	6.94	356	41.65	7.146	641	81.02
500,000.01 - 550,000.00	62	32,694,964.68	4.04	358	42.09	7.008	647	79.38
550,000.01 - 600,000.00	78	45,476,617.87	5.62	354	38.41	7.118	650	79.23
600,000.01 - 650,000.00	29	18,175,429.62	2.25	359	41.66	7.195	653	79.34
650,000.01 - 700,000.00	17	11,408,801.64	1.41	359	42.22	7.116	640	72.18
700,000.01 - 750,000.00	23	16,888,409.83	2.09	359	44.26	7.179	635	73.46
800,000.01 - 850,000.00	1	835,118.85	0.10	359	43.00	5.700	732	76.00
850,000.01 - 900,000.00	1	852,126.18	0.11	359	50.00	5.850	691	47.39
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

Remaining Term to Maturity

RANGE OF MONTHS REMAINING	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
61 - 120	17	1,419,784.62	0.18	119	35.72	7.692	673	65.88
121 - 180	97	12,418,318.88	1.53	179	37.17	7.240	663	68.13
181 - 240	79	11,730,011.06	1.45	239	37.94	7.141	659	73.82
241 - 300	12	2,553,378.60	0.32	299	42.86	6.568	715	78.30
301 - 360	3,591	781,045,509.61	96.52	359	40.63	7.559	618	76.76
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Mortgage Rate

RANGE OF CURRENT MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	127	55,821,569.26	6.90	352	40.04	5.808	700	77.31
6.000 - 6.499	413	113,529,253.01	14.03	351	39.40	6.258	677	76.75
6.500 - 6.999	734	190,354,514.54	23.52	352	39.48	6.756	647	78.70
7.000 - 7.499	391	87,859,038.44	10.86	354	40.39	7.254	612	76.19
7.500 - 7.999	647	129,193,703.38	15.97	355	41.26	7.761	594	75.49
8.000 - 8.499	345	58,974,473.50	7.29	354	40.98	8.254	577	73.42
8.500 - 8.999	412	67,381,695.24	8.33	356	41.78	8.749	565	75.54
9.000 - 9.499	169	25,612,241.23	3.17	356	41.70	9.253	563	74.81
9.500 - 9.999	255	39,693,315.77	4.91	355	41.88	9.766	559	77.30
10.000 - 10.499	106	14,133,384.93	1.75	357	42.10	10.237	561	73.01
10.500 - 10.999	109	14,041,075.35	1.74	352	43.27	10.724	555	77.01
11.000 - 11.499	32	3,991,327.43	0.49	358	41.24	11.248	571	77.53
11.500 - 11.999	39	5,555,202.94	0.69	359	43.41	11.748	542	78.10
12.000 - 12.499	7	1,349,586.20	0.17	358	41.80	12.235	577	82.08
12.500 - 12.999	8	1,512,637.53	0.19	359	43.08	12.603	555	79.00
13.000 - 13.499	1	76,484.02	0.01	359	28.00	13.400	582	85.00
14.000 - 14.499	1	87,500.00	0.01	360	53.00	14.350	540	70.00
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Original Loan-to-Value Ratios

RANGE OF ORIGINAL LOAN-TO-VALUE RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 25.00	33	3,289,730.11	0.41	338	37.51	8.001	607	19.64
25.01 - 30.00	19	2,038,461.95	0.25	351	37.38	7.680	592	28.15
30.01 - 35.00	31	3,776,609.96	0.47	339	37.73	7.734	622	32.82
35.01 - 40.00	52	7,852,813.93	0.97	346	39.79	7.584	592	37.89
40.01 - 45.00	62	9,504,291.36	1.17	353	37.07	7.422	603	42.81
45.01 - 50.00	72	14,274,603.99	1.76	349	41.03	7.362	618	47.90
50.01 - 55.00	88	15,903,288.84	1.97	341	39.39	7.742	598	52.89
55.01 - 60.00	181	31,573,749.51	3.90	349	39.59	7.604	607	58.00
60.01 - 65.00	214	43,015,584.26	5.32	351	39.29	7.539	615	63.02
65.01 - 70.00	283	59,360,243.36	7.34	354	39.84	7.521	616	67.98
70.01 - 75.00	691	124,822,721.75	15.43	354	40.92	8.042	586	73.68
75.01 - 80.00	628	136,343,608.04	16.85	353	40.88	7.371	620	78.68
80.01 - 85.00	702	163,883,263.66	20.25	355	41.38	7.621	621	83.72
85.01 - 90.00	692	184,987,285.02	22.86	356	40.42	7.281	645	89.01
90.01 - 95.00	48	8,540,747.03	1.06	342	39.45	7.039	706	93.48
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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FICO Score at Origination

RANGE OF FICO SCORES	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
500 - 519	255	37,740,365.02	4.66	356	42.28	9.004	508	67.53
520 - 539	425	65,241,007.60	8.06	357	42.75	8.992	529	72.23
540 - 559	438	77,672,496.13	9.60	357	40.60	8.480	551	73.95
560 - 579	431	88,150,715.63	10.89	356	40.07	7.967	569	76.27
580 - 599	300	59,776,926.00	7.39	353	39.59	8.063	589	75.81
600 - 619	349	71,756,369.95	8.87	356	40.64	7.700	609	77.39
620 - 639	412	97,568,528.75	12.06	356	41.11	7.297	629	79.48
640 - 659	298	73,185,274.70	9.04	351	40.08	6.859	649	78.93
660 - 679	272	75,583,274.43	9.34	354	39.59	6.739	668	79.03
680 - 699	221	62,039,358.97	7.67	349	40.24	6.668	689	78.06
700 - 719	150	39,793,479.18	4.92	345	40.99	6.497	710	79.01
720 - 739	98	25,499,830.05	3.15	346	40.49	6.423	729	77.90
740 - 759	75	19,250,391.02	2.38	340	39.14	6.324	748	75.21
760 - 779	52	11,988,814.07	1.48	347	36.89	6.394	770	77.23
780 - 799	14	2,237,124.58	0.28	348	38.41	6.402	788	72.86
800 >=	6	1,683,046.69	0.21	360	42.22	6.542	805	79.49
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Debt-to-Income Ratio

RANGE OF DEBT-TO-INCOME RATIOS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
<= 20.00	221	44,582,476.07	5.51	353	13.88	7.337	621	74.37
20.01 - 25.00	190	37,542,311.97	4.64	351	23.10	7.340	634	77.86
25.01 - 30.00	319	53,723,073.65	6.64	350	28.13	7.499	618	74.21
30.01 - 35.00	429	79,443,615.95	9.82	352	33.01	7.479	623	75.42
35.01 - 40.00	532	107,343,664.36	13.27	352	38.03	7.538	617	76.00
40.01 - 45.00	703	151,336,076.78	18.70	353	43.08	7.492	623	76.69
45.01 - 50.00	1,078	253,556,496.88	31.34	355	48.24	7.552	623	77.61
50.01 - 55.00	324	81,639,287.11	10.09	357	53.27	7.929	594	77.18
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Geographic Distribution

STATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
California	682	227,409,795.47	28.10	357	41.29	7.083	631	75.58
New York	291	88,740,134.33	10.97	355	42.08	7.717	625	73.46
Florida	407	65,120,774.17	8.05	353	40.19	7.625	606	77.08
New Jersey	184	44,121,334.72	5.45	354	42.04	7.973	614	74.58
Maryland	144	32,525,718.13	4.02	358	40.83	7.775	603	77.08
Texas	257	31,315,347.21	3.87	337	39.35	8.376	603	77.08
Massachusetts	78	22,504,035.95	2.78	352	41.79	6.738	630	76.44
Connecticut	83	21,891,849.78	2.71	353	40.86	7.277	636	74.78
Pennsylvania	139	20,648,852.69	2.55	350	40.12	7.931	603	77.59
Washington	98	19,668,510.53	2.43	350	40.47	7.299	625	79.24
Michigan	139	18,843,694.84	2.33	354	40.74	7.836	594	78.00
Georgia	107	18,251,133.82	2.26	347	40.68	8.491	597	78.45
Arizona	74	15,352,558.26	1.90	352	39.38	7.407	622	79.37
Illinois	93	14,532,863.53	1.80	356	44.12	9.031	593	76.43
Ohio	116	14,504,212.44	1.79	352	38.08	7.817	601	79.72
Nevada	49	13,536,424.42	1.67	359	38.65	7.464	614	78.70
Wisconsin	76	11,659,524.69	1.44	349	40.72	7.737	630	79.13
Minnesota	57	11,509,320.31	1.42	353	38.78	7.171	641	77.56
Louisiana	70	9,988,841.86	1.23	345	34.41	7.450	625	77.89
Missouri	58	9,010,541.33	1.11	352	37.64	7.733	608	82.44
Hawaii	30	8,448,429.82	1.04	355	37.15	6.887	636	73.08
Tennessee	50	7,466,117.81	0.92	342	41.35	7.714	614	83.52
Indiana	55	7,442,824.90	0.92	352	35.75	7.517	630	82.34
Rhode Island	33	7,314,221.43	0.90	356	38.85	7.140	619	70.11
New Hampshire	39	7,245,892.52	0.90	349	33.77	7.284	621	74.04
Colorado	33	6,413,447.00	0.79	355	42.71	7.910	620	81.07
North Carolina	40	5,869,953.60	0.73	357	38.89	8.422	605	83.58
Oregon	27	5,608,240.47	0.69	358	35.54	6.741	664	81.41
Maine	37	5,526,475.88	0.68	349	38.44	7.793	639	78.33
Alabama	36	5,480,186.12	0.68	348	40.14	8.284	588	79.89
South Carolina	30	5,207,556.88	0.64	359	41.06	7.867	634	82.70
Utah	29	5,072,016.49	0.63	355	36.87	7.496	593	81.91
Oklahoma	27	3,362,433.49	0.42	352	40.86	7.896	583	79.69
Kansas	19	2,450,529.99	0.30	359	34.48	8.263	599	76.17
Delaware	18	2,346,683.09	0.29	346	40.17	7.660	578	72.98
Mississippi	17	1,902,611.95	0.24	359	40.00	8.863	558	78.79
Nebraska	12	1,884,080.97	0.23	351	37.31	7.626	643	84.17
Vermont	8	1,756,221.20	0.22	348	38.20	7.075	675	76.92
Iowa	16	1,583,276.34	0.20	351	42.21	8.951	575	78.80
Idaho	8	1,494,914.14	0.18	313	25.18	6.973	658	79.14
Arkansas	11	1,206,446.91	0.15	359	40.69	8.798	582	83.14
Wyoming	4	1,091,040.44	0.13	351	36.11	6.481	658	79.50
Montana	6	832,740.01	0.10	358	44.76	9.014	562	72.58
Kentucky	6	625,272.91	0.08	358	36.58	8.638	539	63.37
South Dakota	2	263,044.63	0.03	359	30.50	7.250	623	77.63
Alaska	1	136,875.30	0.02	359	53.00	8.400	560	64.00
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Occupancy Status

OCCUPANCY STATUS*	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Owner Occupied	3,646	785,788,175.14	97.11	354	40.59	7.532	619	76.69
Non-Owner Occupied	117	17,734,297.58	2.19	352	38.83	7.991	649	72.00
Second Home	33	5,644,530.05	0.70	346	38.31	7.964	636	74.43
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

*Based on mortgagor representation at origination.

Documentation Type

INCOME DOCUMENTATION	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Full Documentation	2,701	586,925,925.16	72.53	353	40.20	7.345	623	77.23
Stated Documentation	585	113,258,160.50	14.00	354	42.93	8.363	615	71.65
Limited Documentation	510	108,982,917.11	13.47	355	39.88	7.768	602	78.14
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

Loan Purpose

PURPOSE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Refinance-Debt Consolidation Cash Out**	3,572	765,422,872.71	94.59	354	40.48	7.550	618	76.42
Refinance-Debt Consolidation No Cash Out***	207	40,486,202.10	5.00	351	41.84	7.472	641	78.82
Purchase	17	3,257,927.96	0.40	358	38.96	7.140	675	83.83
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

** Cash proceeds to the borrower inclusive of debt consolidation payments exceed 2% or \$2,000 of the original principal balance of the related loan. Also includes all home equity loans originated in Texas with any cash proceeds.

*** Cash proceeds to the borrower inclusive of debt consolidation payments do not exceed 2% or \$2,000 of the original principal balance of the related loan. Excludes home equity loans originated in Texas with any cash proceeds.

DESCRIPTION OF THE GROUP III COLLATERAL
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Credit Grade

RISK CATEGORY	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
8A	310	81,142,250.70	10.03	346	39.86	6.392	739	77.54
7A	293	77,863,484.09	9.62	346	40.42	6.619	693	78.17
6A	260	72,099,270.93	8.91	354	39.97	6.704	668	79.22
5A	254	63,566,298.33	7.86	352	39.67	6.695	649	79.38
4A	350	83,147,824.12	10.28	356	40.70	7.219	630	80.28
3A	262	57,116,992.37	7.06	356	40.21	7.512	615	77.63
2A	712	152,667,543.64	18.87	355	40.15	7.741	582	77.16
A	253	52,259,237.30	6.46	356	40.38	8.373	578	75.77
B	598	95,135,556.94	11.76	357	41.57	8.936	544	73.16
C	465	68,615,833.48	8.48	356	42.36	8.951	533	68.57
D	39	5,552,710.87	0.69	354	42.13	8.822	522	55.94
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

Property Type

PROPERTY TYPE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Single Family Detached	3,136	670,906,289.31	82.91	353	40.44	7.543	617	76.94
Two-to-Four Family	177	46,467,411.24	5.74	353	42.08	7.430	642	69.88
PUD Detached	183	45,207,923.06	5.59	355	41.96	7.611	621	79.48
Condominium	123	25,554,478.39	3.16	355	39.41	7.463	629	77.13
Manufactured Housing	147	17,273,965.32	2.13	347	38.83	7.757	629	72.05
Single Family Attached	24	2,407,948.87	0.30	355	36.26	8.777	574	74.59
PUD Attached	6	1,348,986.58	0.17	358	38.44	6.707	645	80.66
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Prepayment Charge Term at Origination

PREPAYMENT CHARGE TERM AT ORIGINATION (months)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
0	1,397	297,123,623.69	36.72	354	40.95	8.095	610	76.03
12	117	32,824,363.38	4.06	349	41.19	6.841	674	72.98
24	10	3,324,713.10	0.41	359	40.24	7.209	601	82.66
30	12	3,274,533.50	0.40	359	38.10	7.786	610	86.30
36	2,260	472,619,769.10	58.41	353	40.25	7.248	621	77.05
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

DESCRIPTION OF THE GROUP III COLLATERAL
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Conforming Balance

CONFORMING BALANCE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
Conforming	3,070	468,796,483.50	57.94	351	39.92	7.839	605	74.54
Non-Conforming	726	340,370,519.27	42.06	356	41.38	7.140	639	79.37
Total:	3,796	809,167,002.77	100.00	353	40.54	7.545	619	76.57

Maximum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MAXIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
11.500 - 11.999	69	33,520,788.92	5.19	358	41.67	5.816	688	79.44
12.000 - 12.499	214	61,777,958.21	9.56	358	40.82	6.265	654	78.74
12.500 - 12.999	513	137,533,575.24	21.29	357	39.66	6.773	632	79.10
13.000 - 13.499	316	73,426,674.79	11.37	358	40.63	7.250	599	76.48
13.500 - 13.999	585	119,211,499.16	18.45	357	41.38	7.763	590	75.67
14.000 - 14.499	315	55,058,754.19	8.52	355	41.04	8.259	574	73.97
14.500 - 14.999	386	64,677,501.02	10.01	357	41.92	8.748	563	75.76
15.000 - 15.499	155	24,293,606.67	3.76	357	41.99	9.253	562	75.52
15.500 - 15.999	232	37,300,424.74	5.77	357	42.10	9.766	558	78.39
16.000 - 16.499	98	13,527,488.22	2.09	356	42.12	10.237	560	73.19
16.500 - 16.999	99	13,336,631.20	2.06	356	43.48	10.722	554	78.05
17.000 - 17.499	31	3,868,160.15	0.60	358	41.59	11.246	566	77.29
17.500 - 17.999	38	5,495,220.50	0.85	359	43.59	11.747	542	78.58
18.000 - 18.499	7	1,349,586.20	0.21	358	41.80	12.235	577	82.08
18.500 - 18.999	8	1,512,637.53	0.23	359	43.08	12.603	555	79.00
19.000 - 19.499	1	76,484.02	0.01	359	28.00	13.400	582	85.00
20.000 - 20.499	1	87,500.00	0.01	360	53.00	14.350	540	70.00
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

DESCRIPTION OF THE GROUP III COLLATERAL
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Minimum Mortgage Rates of the Adjustable-Rate Loans

RANGE OF MINIMUM MORTGAGE RATES (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
5.500 - 5.999	69	33,520,788.92	5.19	358	41.67	5.816	688	79.44
6.000 - 6.499	214	61,777,958.21	9.56	358	40.82	6.265	654	78.74
6.500 - 6.999	513	137,533,575.24	21.29	357	39.66	6.773	632	79.10
7.000 - 7.499	316	73,426,674.79	11.37	358	40.63	7.250	599	76.48
7.500 - 7.999	585	119,211,499.16	18.45	357	41.38	7.763	590	75.67
8.000 - 8.499	315	55,058,754.19	8.52	355	41.04	8.259	574	73.97
8.500 - 8.999	386	64,677,501.02	10.01	357	41.92	8.748	563	75.76
9.000 - 9.499	155	24,293,606.67	3.76	357	41.99	9.253	562	75.52
9.500 - 9.999	232	37,300,424.74	5.77	357	42.10	9.766	558	78.39
10.000 - 10.499	98	13,527,488.22	2.09	356	42.12	10.237	560	73.19
10.500 - 10.999	99	13,336,631.20	2.06	356	43.48	10.722	554	78.05
11.000 - 11.499	31	3,868,160.15	0.60	358	41.59	11.246	566	77.29
11.500 - 11.999	38	5,495,220.50	0.85	359	43.59	11.747	542	78.58
12.000 - 12.499	7	1,349,586.20	0.21	358	41.80	12.235	577	82.08
12.500 - 12.999	8	1,512,637.53	0.23	359	43.08	12.603	555	79.00
13.000 - 13.499	1	76,484.02	0.01	359	28.00	13.400	582	85.00
14.000 - 14.499	1	87,500.00	0.01	360	53.00	14.350	540	70.00
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

DESCRIPTION OF THE GROUP III COLLATERAL
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Margins of the Adjustable-Rate Loans

RANGE OF MORTGAGE MARGINS (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO-INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
3.250 - 3.499	1	112,997.25	0.02	359	47.00	9.750	615	85.00
3.500 - 3.749	9	2,608,010.34	0.40	358	43.22	6.257	609	77.29
3.750 - 3.999	16	4,320,194.61	0.67	359	41.42	6.329	618	77.29
4.000 - 4.249	6	2,361,204.82	0.37	359	43.20	6.208	612	87.67
4.250 - 4.499	86	16,015,149.96	2.48	357	43.21	8.553	602	76.61
4.500 - 4.749	8	2,111,461.33	0.33	359	44.27	6.012	728	85.99
4.750 - 4.999	107	31,338,913.52	4.85	358	40.76	6.434	724	82.10
5.000 - 5.249	140	38,743,310.49	6.00	357	43.16	6.747	686	79.42
5.250 - 5.499	143	43,053,767.63	6.66	357	41.08	6.804	664	81.31
5.500 - 5.749	194	48,858,902.00	7.56	358	40.11	6.729	644	81.06
5.750 - 5.999	374	89,199,547.44	13.81	358	40.66	7.281	617	79.57
6.000 - 6.249	785	171,477,493.87	26.54	357	40.22	7.811	588	77.91
6.250 - 6.499	255	50,252,947.11	7.78	357	40.37	8.416	568	75.05
6.500 - 6.749	564	89,987,381.53	13.93	357	41.80	8.940	540	72.41
6.750 - 6.999	380	55,613,208.86	8.61	355	42.31	8.957	533	67.64
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

DESCRIPTION OF THE GROUP III COLLATERAL
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Next Rate Adjustment Date of the Adjustable-Rate Loans

NEXT RATE ADJUSTMENT DATE	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
September 2006	2	684,105.07	0.11	353	48.79	7.462	568	75.77
October 2006	24	6,731,775.63	1.04	354	45.13	7.147	631	85.36
November 2006	35	9,085,675.28	1.41	355	45.87	7.973	577	80.74
December 2006	244	54,685,440.13	8.46	355	44.55	7.853	600	79.81
January 2007	264	64,134,249.29	9.93	356	42.74	7.489	609	77.38
February 2007	99	17,743,156.46	2.75	357	38.53	7.792	592	67.78
March 2007	1,657	355,166,429.59	54.97	357	40.60	7.716	602	77.05
April 2007	480	88,468,994.31	13.69	358	40.43	8.216	596	76.56
February 2008	1	169,367.12	0.03	358	49.00	6.250	733	74.30
March 2008	195	36,063,028.88	5.58	358	39.26	7.426	613	76.91
April 2008	67	13,122,269.00	2.03	359	37.58	7.506	612	73.51
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

DESCRIPTION OF THE GROUP III COLLATERAL
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Initial Periodic Rate Cap of the Adjustable-Rate Loans

INITIAL PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
2.000	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

Subsequent Periodic Rate Cap of the Adjustable-Rate Loans

SUBSEQUENT PERIODIC RATE CAP (%)	NUMBER OF MORTGAGE LOANS	PRINCIPAL BALANCE AS OF THE CUT- OFF DATE	% OF PRINCIPAL BALANCE AS OF THE CUT-OFF DATE	REMAINING TERM TO MATURITY (months)	DEBT-TO- INCOME (%)	MORTGAGE RATES (%)	FICO	OLTV (%)
1.000	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05
Total:	3,068	646,054,490.76	100.00	357	41.06	7.752	602	77.05

FOR ADDITIONAL INFORMATION PLEASE CALL:**Deutsche Bank Securities****ABS Banking**

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