

Broderick CDO 1

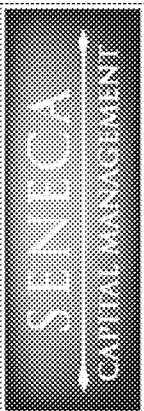
Managed by:

Seneca Capital Management LLC

November 2005



Global Markets & Investment Banking Group



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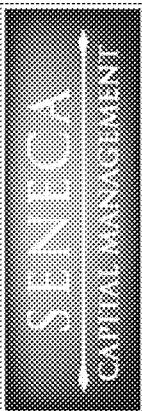
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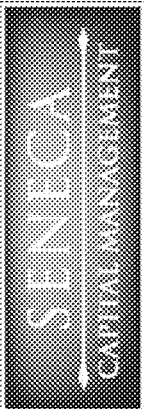
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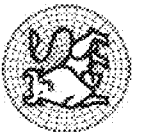


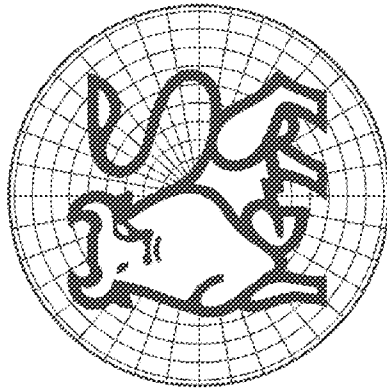
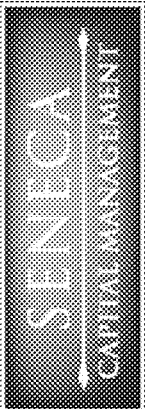


Seneca Capital Management – Broderick CDO 1 Ltd.

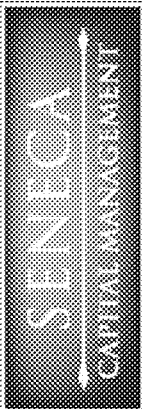
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1. Executive Summary



Transaction Summary

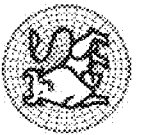
- Broderick CDO 1 Ltd. ("Broderick 1") is a newly formed collateralized debt obligation ("CDO") incorporated under the laws of the Cayman Islands that will be managed by Seneca Capital Management LLC ("Seneca" or the "Collateral Manager").
- Broderick CDO 1 plans to issue \$[999.5]MM aggregate principal amount of securities (the "Offered Securities") backed by a portfolio of Residential Mortgage Backed Securities ("RMBS"), Commercial Mortgage Backed Securities ("CMBS"), other Asset-Backed Securities ("ABS") and other CDO Securities (collectively with the ABS, CMBS and RMBS, "Structured Finance Securities") and Synthetic Securities (credit default swaps, credit linked notes and total return swaps referencing such securities).⁽¹⁾
- Broderick CDO 1 is expected to issue the following classes of Offered Securities:

Assets of Broderick CDO 1 Ltd.

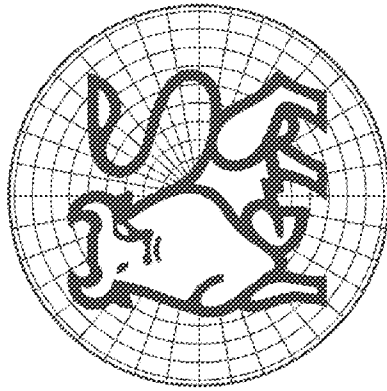
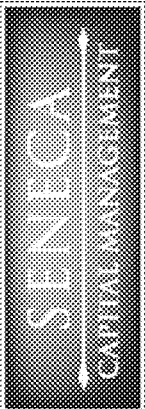
**ABS, RMBS,
CMBS, CDO Securities,
& Synthetic Securities**

Securities to be issued by Broderick CDO 1 Ltd.

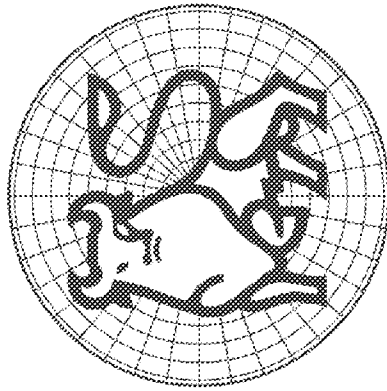
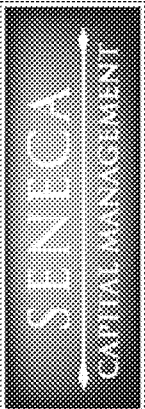
\$655.0MM Class A1 [AAA/AA+/Aaa] (Moody's/S&P/Fitch)
\$100.0MM Class A2 [AAA/AA+/Aaa] (Moody's/S&P/Fitch)
\$43.0MM Class B [Aa2/AA+/Aa1] (Moody's/S&P/Fitch)
\$23.5MM Class C [Baa2/BBB/BBB] ⁽²⁾ (Moody's/S&P/Fitch)
\$18.0MM Preferred Shares



(1) These elements of the underlying collateral already exist as investment vehicles. They should not be confused with the Offered Securities.
 (2) A credit rating is not a recommendation to buy, hold or sell securities and is subject to revision at any time. Please see "Risk Factors – Credit Ratings."

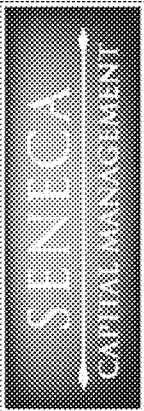


2. Asset Class Selection



A. Structured Finance Market Overview





Structured Finance Market Overview

Historical Defaults (1) (2) (6)

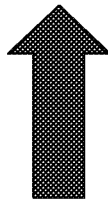
The Offered Securities will be backed by a pool of assets that consists primarily of "Aaa," "Aa," and A-rated rated Structured Finance Securities

Historical default rates for Aaa-Rated Structured Finance Securities



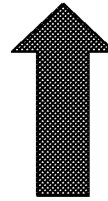
RMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (3)
CMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (4)
ABS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (5)

Historical default rates for Aa-Rated Structured Finance Securities



RMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (3)
CMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (4)
ABS 1-year cumulative impairment rate (1993 - 2004) ~0.25% (5)

Historical default rates for A-Rated Structured Finance Securities



RMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (3)
CMBS 1-year cumulative impairment rate (1993 - 2004) ~0.00% (4)
ABS 1-year cumulative impairment rate (1993 - 2004) ~0.03% (5)

(1) Source: Moody's Investors Service, "Default & Loss Rates of Structured Finance Securities: 1993-2004," July 2005. Impairments is defined in the study as uncured payment defaults or securities downgraded to Ca or C. Payment defaults include shortfalls of interest or losses of principal. Impairment rates calculated using original ratings.

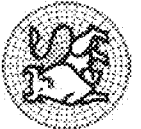
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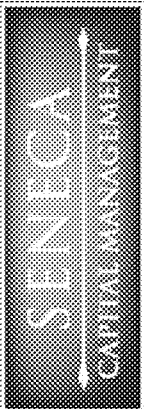
(3) This number denotes the cumulative percentage of material impairments of RMBS from 1993-2004. The total number of RMBS ratings outstanding in 2004 across all rating categories is 5,750.

(4) This number denotes the cumulative percentage of material impairments of CMBS from 1993-2004. The total number of CMBS ratings outstanding in 2004 across all rating categories is 3,496.

(5) This number denotes the cumulative percentage of material impairments of ABS from 1993-2004. The total number of ABS ratings outstanding in 2004 across all rating categories is 9,993.

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Structured Finance Market Overview

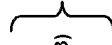
Historical Defaults ⁽¹⁾

S&P and Moody's rating transition data shows that, historically, very few Aaa, Aa, and A-rated Structured Finance CDOs and RMBS securities have defaulted. ⁽²⁾⁽³⁾

For Aaa/Aa/A rated hypothetical portfolio consisting of:
20% "Aaa" RMBS,
35% "Aa" RMBS,
25% "Aa" CDOs,
20% "A" RMBS



1-year cumulative impairment rate (1993-2004)



<0.01%⁽³⁾

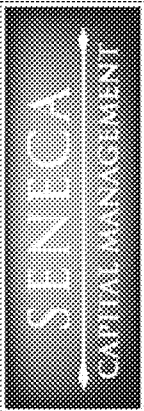
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(2) Source: Standard and Poor's, "Rating Transitions 2004: U.S RMBS Stellar Performance Continues", January 21, 2005.

(3) Source: Moody's, "Default & Loss Rates of Structured Finance Securities: 1993-2004", July 2005. Impairments is defined in the study as uncured payment defaults or securities downgraded to Ca or C. Payment defaults include shortfalls of interest or losses of principal. Impairment rates calculated using original ratings. Assumes 1993-2004 data.

Past performance is no guarantee of future performance or success.





Structured Finance Market Overview

Historical Recovery Rates of Structured Finance Securities (1)(2)(3)

- A Moody's study on recovery rates of RMBS/Home Equity Loan ("HEL") collateral has concluded the following:
 - Moody's estimates that the recovery rate for A-rated RMBS/HEL is 72%. (1)(5)
 - Moody's estimates that the recovery rate for Aa-rated RMBS/HEL is 93%. (1)(5)
 - Moody's estimates that the recovery rate for Aaa-rated RMBS/HEL is 98%. (1)(5)
- Structured Finance Securities may receive more substantial cashflow in respect of interest and principal after a default than comparable corporate securities would.
- Moody's assumes that "commercial mortgage-backed securities (CMBS) and non-HEL ABS would, on average, sustain the same level of loss severity by rating category as those in RMBS and HEL. This assumption is based on Moody's research on loss severity rates to date for defaulted CMBS and non-HEL ABS securities over different seasoning horizons and Moody's study of final loss severity rates for defaulted RMBS and HEL securities." (4)

(1) Source: Moody's Investors Service, "Default & Loss Rates of Structured Finance Securities: 1993-2004," July 2005.

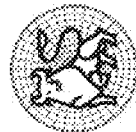
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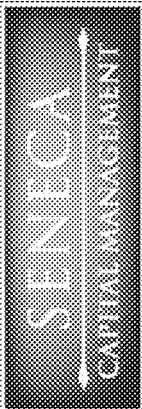
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(4) Source: Moody's Investors Service, "Default & Loss Rates of Structured Finance Securities: 1993 - 2003", September 2004, p. 3.

(5) Data is based on a limited number of defaults. Moody's records the number of defaulted RMBS/HEL Securities that originated as Aaa, Aa, and A as 11, 29, and 16, respectively. Data for recovery rates is updated through January 2005, with defaults identified as of December 31, 2004. Information includes both matured and non-matured tranches.

Past performance is not a guarantee or indication of future performance.





Structured Finance Market Overview (1)

Rating Stability (1) (2)

According to a recent Moody's study, the long-term historical average (1983-2004) of unchanged ratings of Structured Finance Securities and CDOs was 92.3%, which compares favorably to the 77.6% average of unchanged ratings of corporate bonds in each year for the same period.

One-Year Rating Transition Matrices in All Structured Finance Categories

Structured Finance Securities and CDOs (2004 only)

Rating from:	Rating to:						
	Aaa	Aa	A	Baa	Ba	B	Caa or below
Aaa	99.15%	0.33%	0.22%	0.22%	0.09%	0.08%	0.03%
Aa	6.67%	90.52%	1.46%	0.39%	0.18%	0.30%	0.48%
A	1.45%	4.56%	91.30%	1.55%	0.52%	0.17%	0.45%
Baa	0.29%	0.92%	3.70%	90.58%	2.48%	0.73%	1.29%
Ba	0.19%	0.25%	1.02%	2.952%	86.47%	4.13%	5.02%
B			0.11%	0.22%	3.65%	81.07%	14.94%
Caa or below						0.70%	99.30%

Structured Finance Securities and CDOs (1983-2004)

Rating from:	Rating to:						
	Aaa	Aa	A	Baa	Ba	B	Caa or below
Aaa	98.97%	0.69%	0.20%	0.07%	0.03%	0.02%	0.03%
Aa	5.70%	91.01%	2.12%	0.71%	0.19%	0.19%	0.13%
A	1.12%	2.85%	92.83%	2.05%	0.66%	0.24%	0.25%
Baa	0.40%	0.60%	2.54%	90.48%	3.34%	1.34%	1.29%
Ba	0.13%	0.10%	0.71%	3.38%	86.12%	3.72%	5.84%
B	0.06%		0.08%	0.47%	2.00%	85.98%	11.42%
Caa or below					0.05%	0.42%	99.53%

(1) Source: "Structured Finance Rating Transitions: 1983-2004", Moody's Investors Service, February 2005.

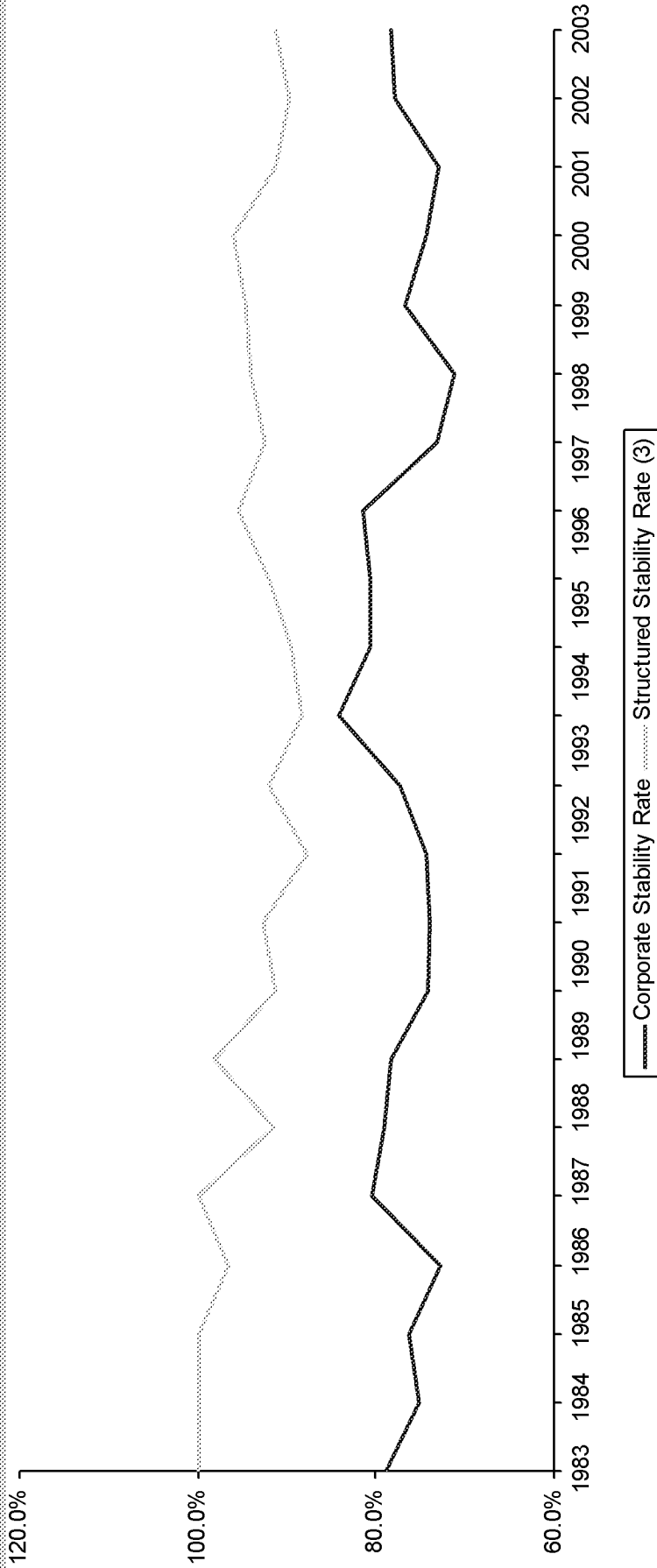
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Structured Finance Market Overview

Rating Stability (cont'd)⁽¹⁾⁽²⁾⁽⁴⁾

According to a recent Moody's study, rating stability in Structured Finance Securities was more than 10 percentage points higher than in corporate bonds in 2004. The same study also reported that rating stability in Structured Finance Securities has been higher than in corporate bonds in every year from 1983 to 2004.

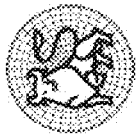


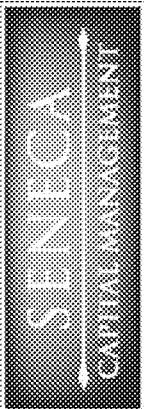
(1) Source: "Structured Finance Rating Transitions: 1983-2004", Moody's Investors Service, February 2005.

(2) The information upon which the historical information is based has been obtained from third party sources and neither Merrill Lynch nor any of its affiliates nor Seneca Capital Management nor any of its affiliates makes any representation or warranty, express or implied as to the accuracy or the completeness of such information. Certain of the information is presented in summary form. Potential investors are urged to conduct their own investigation regarding the underlying asset class including reviewing any sources cited herein and obtaining additional information regarding the underlying collateral. The data discussed in this Overview relates only to historical investment performance. Future investment performance may vary. See "Important Notice".

(3) "Structured Stability Rate" refers to the ratings stability for Structured Finance Securities including CDO Securities.

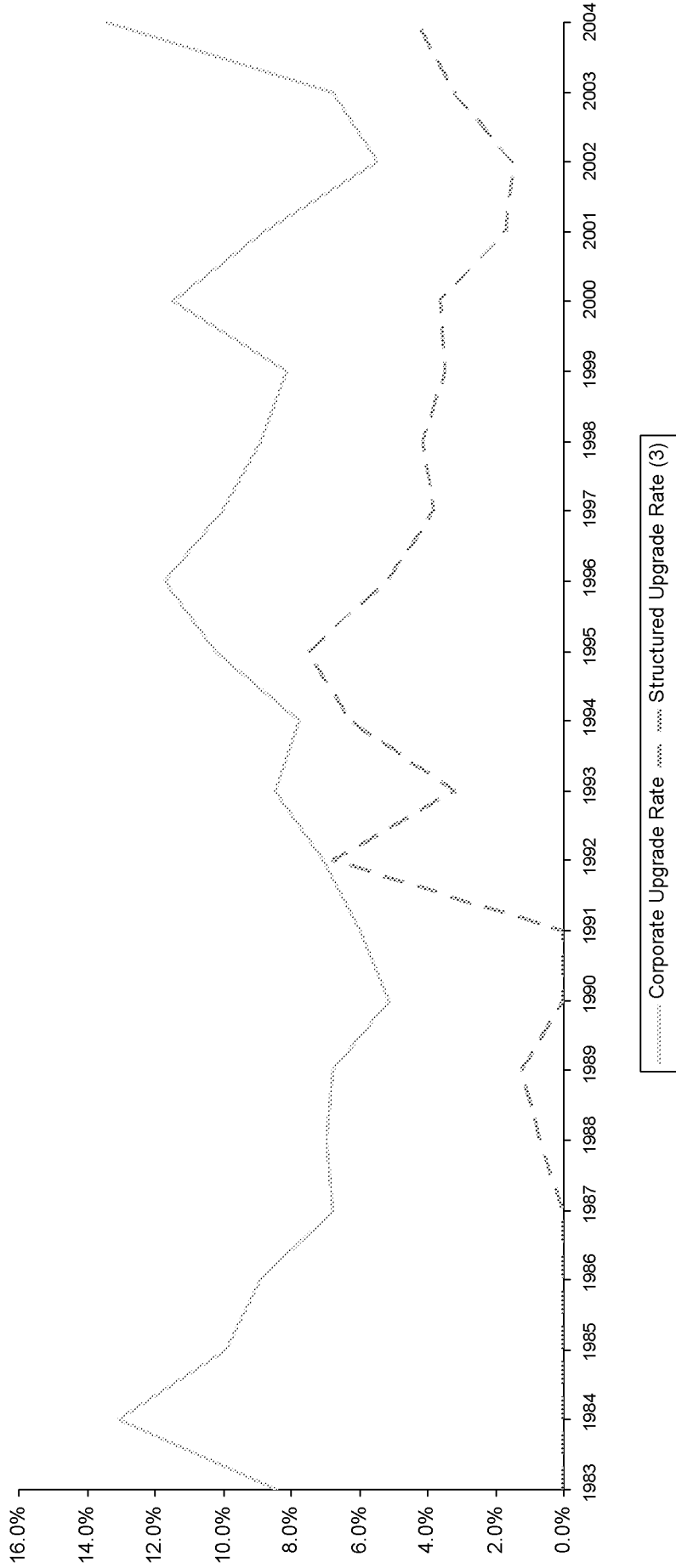
(4) Past Performance is no guarantee of future performance or success.



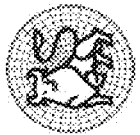


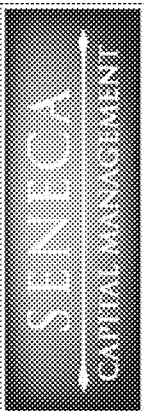
Structured Finance Market Overview

Ratings Volatility - Upgrade Rates by Moody's (1)(2)(4)



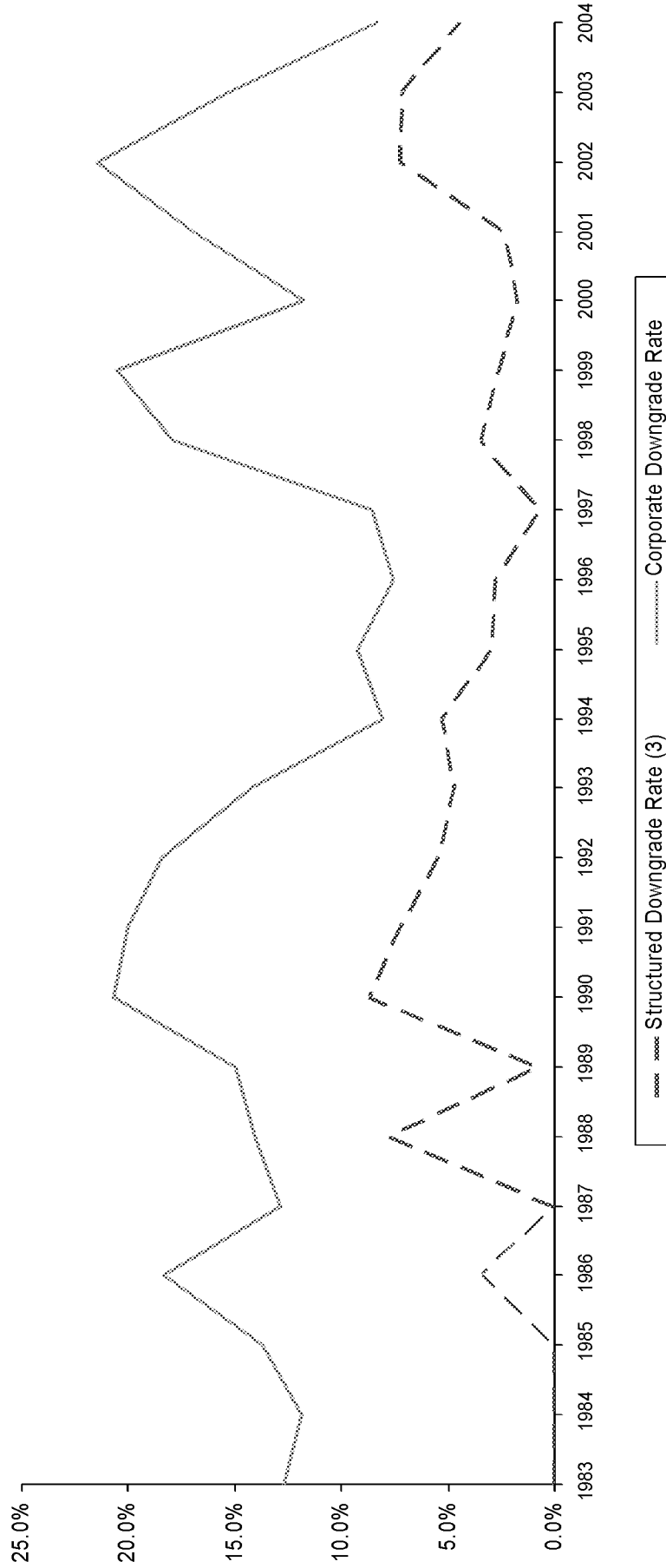
(1) Source: "Structured Finance Rating Transitions: 1983-2004", Moody's Investors Service, February 2005.
 (2) The information upon which the historical information is based has been obtained from third party sources and neither Merrill Lynch nor any of its affiliates nor Seneca Capital Management nor any of its affiliates makes any representation or warranty, express or implied as to the accuracy or the completeness of such information. Certain of the information is presented in summary form. Potential investors are urged to conduct their own investigation regarding the underlying asset class including reviewing any sources cited herein and obtaining additional information regarding the underlying collateral. The data discussed in this Overview relates only to historical investment performance. Future investment performance may vary. See "Important Notice".
 (3) "Structured Stability Rate" refers to the ratings stability for Structured Finance Securities including CDO Securities.
 (4) Past Performance is no guarantee of future performance or success.





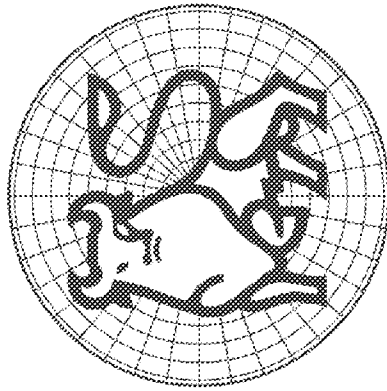
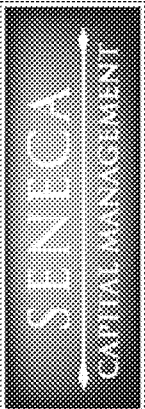
Structured Finance Market Overview

Ratings Volatility - Downgrade Rates by Moody's (1)(2)(4)



(1) Source: "Structured Finance Rating Transitions: 1983-2004", Moody's Investors Service, February 2005.
 (2) The information upon which the historical information is based has been obtained from third party sources and neither Merrill Lynch nor any of its affiliates nor Seneca Capital Management nor any of its affiliates makes any representation or warranty, express or implied as to the accuracy or the completeness of such information. Certain of the information is presented in summary form. Potential investors are urged to conduct their own investigation regarding the underlying asset class including reviewing any sources cited herein and obtaining additional information regarding the underlying collateral. The data discussed in this Overview relates only to historical investment performance. Future investment performance may vary. See "Important Notice".
 (3) "Structured Stability Rate" refers to the ratings stability for Structured Finance Securities including CDO Securities.
 (4) Past Performance is no guarantee of future performance or success.



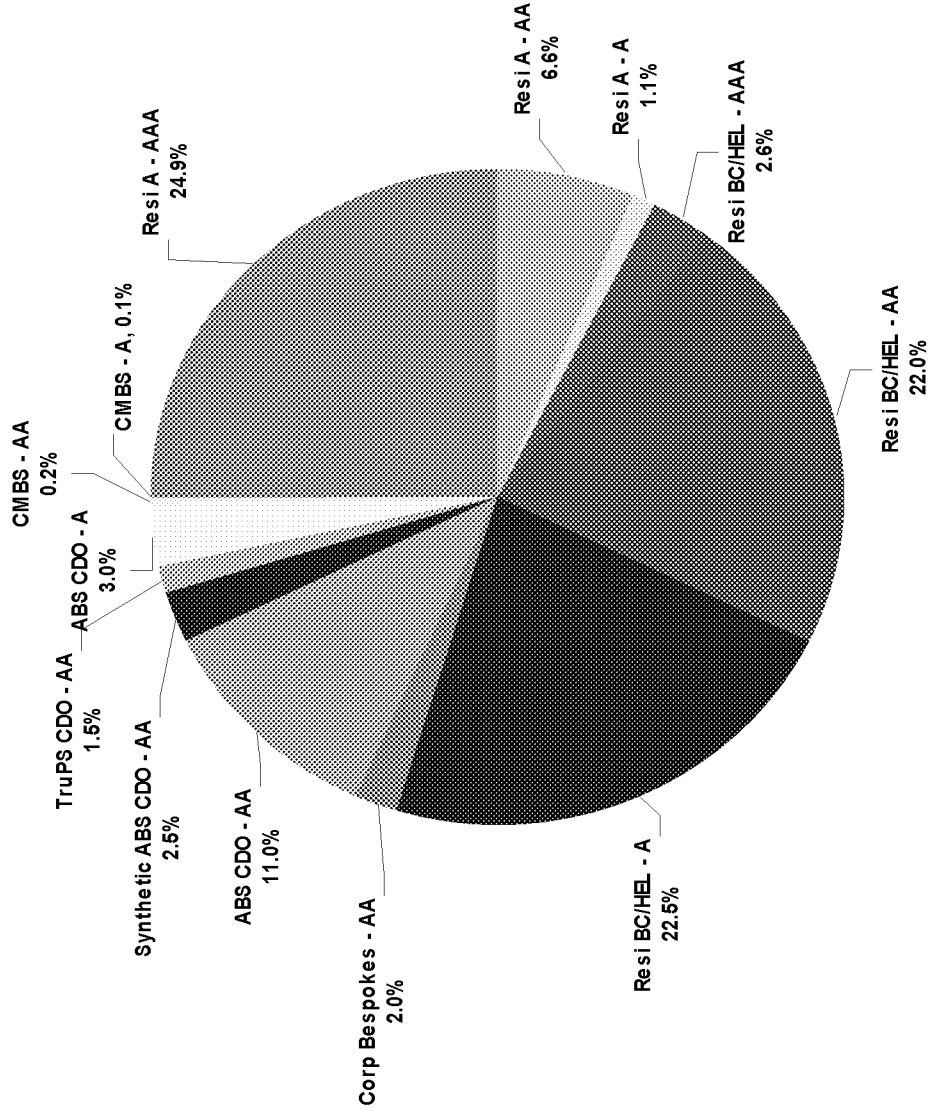


B. Broderick CDO 1 Ltd. Portfolio



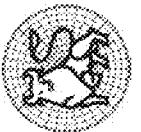
Broderick CDO 1 Ltd. Portfolio Portfolio Composition for Illustrative Purposes

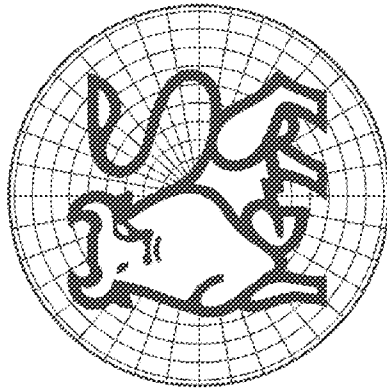
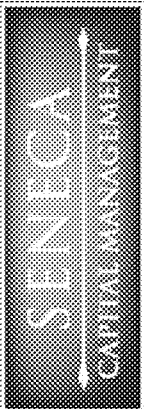
Representative Portfolio⁽¹⁾⁽²⁾



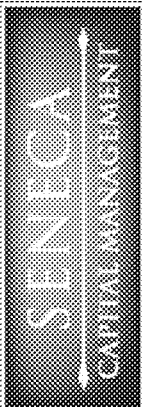
(1) This is an indicative portfolio. All information shown on this page is for illustrative purposes only. The actual structure of the final transaction, including the composition of the collateral to be acquired, will be determined at or around the time of pricing of the Notes based upon market conditions and other factors applicable at that time. The actual portfolio on the effective date may be materially different from the one presented above and the portfolio may change over time. The Representative Portfolio is a target portfolio assumed for modeling purposes, and the actual portfolio of the Issuer is expected to vary from the Representative Portfolio and, depending on the availability and relative prices of the various different types of collateral, may vary significantly from Representative Portfolio.

(2) The assets held by Broderick CDO 1 Ltd. which back the Securities consist of (i) RMBS, (ii) CMBS, (iii) ABS and (iv) CDOs. It is anticipated that up to [20]% of the assets held by Broderick CDO 1 Ltd. may consist of underlying CDO collateral. As a result, purchasers of the Securities must understand that if they hold debt or equity issued by other CDOs, their credit exposure to such CDOs will increase to the extent securities issued by those CDOs are also included in the assets of Broderick CDO 1 Ltd.





3. Transaction Highlights



Transaction Highlights⁽¹⁾

Summary of Terms

Type ABS CDO Cash Flow Transaction
Issuer Broderick CDO 1 Ltd.
Manager Seneca Capital Management LLC
Total Size \$[999.5]MM

Class	Type	Expected Ratings ⁽⁶⁾	Par/Investment Amount	Average Life ⁽⁴⁾	Legal Maturity Date	Minimum Denomination
A1	First Priority Senior Secured Floating Rate Delayed Draw Notes ⁽²⁾⁽³⁾	[Aaa/AAA/AAA]	\$[855.0] MM	[5.9] yrs	[2045]	[\$250,000 minimum] [\$1,000 increments]
A2	Second Priority Senior Secured Floating Rate Notes ⁽²⁾	[Aaa/AAA/AAA]	\$[70.0] MM	[6.1] yrs	[2045]	[\$250,000 minimum] [\$1,000 increments]
B	Third Priority Senior Secured Floating Rate Notes ⁽²⁾	[Aa2/AA/AA]	\$[43.0] MM	[6.1] yrs	[2045]	[\$250,000 minimum] [\$1,000 increments]
C	Fourth Priority Subordinate Secured Fixed Rate Notes ⁽²⁾⁽⁷⁾	[Baa2/BBB/BBB]	\$[23.5] MM	[6.1] yrs	[2045]	[\$250,000 minimum] [\$1,000 increments]
	Preferred Shares ⁽²⁾	[NR/NR]	\$[8.0] MM	NA	[2045]	[\$250,000 minimum] ⁽⁵⁾ [\$1,000 increments]

Closing Date: [December 2005]

Coupon Payment Dates: Quarterly, beginning [May 2006]

Ramp-up Period: At least [80]% of the portfolio will be purchased or identified by closing; ramp-up period will be [120] days

Non-Call Period: [4] years (thereafter, all of the Notes and Preferred Shares may be called by a majority vote of the Preferred Shares)

Substitution Period: [2] years; manager may substitute up to [15]% of the collateral to improve portfolio.

Auction Call: [8] years – Equity IRR for successful auction call; [8]% in years [8-9], [6]% in year [10-11], [4]% in year [12] and on

Pro Rata Paydown: Principal amortization will be used to pay down the Notes on a pro rata basis until either [50]% of the collateral has amortized or the Sequential Pay Test is triggered. If any coverage test is not in compliance, it must be cured before pro rata paydowns can continue.

Tax Treatment: U.S. investors in the Securities should apprise themselves of the information and forms necessary to report any "phantom income" and other tax consequences often arising from this type of investment. U.S. investors in the Securities will need to file certain tax disclosure forms in order to avoid the imposition of penalties associated with an undisclosed investment in a foreign entity (see "Tax Considerations").

(1) Merrill Lynch may but is under no obligation to make a market in the Offered Securities.

(2) Payments on the Notes and Preferred Shares will be made quarterly.

(3) The Class A-1 Notes will not be fully funded at Closing.

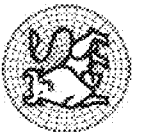
(4) Please see "Transaction Highlights – Structuring Assumptions" for a description of modeling assumptions.

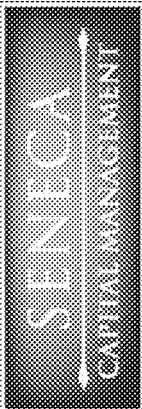
(5) Some limited exceptions may be permitted on the Closing Date to the minimum denomination requirements for the Preferred Shares.

(6) The Notes will be rated by Moody's, S&P and Fitch.

(7) The Class C Notes will not be co-issued.

Note: All information shown in these materials is for illustrative purposes only. The actual structure of the final transaction, including the composition of the collateral to be acquired, will be determined at or around the time of pricing of the Securities based upon market conditions and other factors applicable at that time and may differ from those presented above.





Transaction Highlights Structuring Assumptions⁽¹⁾

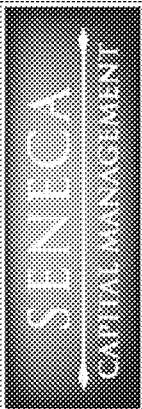
Collateral Assumptions

Weighted Average Floating Rate Spread	[0.65]%
Weighted Average Fixed Rate Coupon	[5.45]%
Maximum Fixed Rate Obligations	[25.0]%
Maximum Weighted Average Rating	[55] (Aa3/A1) ⁽²⁾
Maximum Moody's Asset Correlation	<=[25]% ⁽²⁾
Minimum Rating at Original Purchase	[A3]
Maximum Weighted Average Life	[6.5] Years
Maximum Single Issuer Concentration	[1.00]% ⁽³⁾
Maximum Synthetic Securities	[20.0]%
Maximum CDO Securities	[20.0]% ⁽⁴⁾
Maximum Corporate Bespokes	[2]%
Maximum Single Servicer Concentration	[7.5]% ⁽⁵⁾
Max. Amount of Collateral Obligations Rated Below Aaa	[75]%
Max. Amount of Collateral Obligations Rated "A1", "A2", "A3"	[30]%

(1) These assumptions are general and are not conclusive or exhaustive. None of the assumptions contained herein are meant to be historical descriptions nor predictors of future performance. The models used herein contain simplifying assumptions designed to approximate the effects of the composition of the collateral and the interest rate at which the collateral accrues interest and therefore contain inherent limitations. No representation or warranty is made by Merrill Lynch or Seneca Capital Management as to the reasonableness of such assumptions or as to any other financial information contained in such models (including the assumptions on which they are based). These assumptions have certain inherent limitations, and will be affected by any changes in the structure or assets for this transaction. As a sophisticated investor, you should review each assumption carefully and make your own determination as to its accuracy or reasonableness. Actual collateral characteristics may be different from those assumed and even if they are the same on a weighted average basis, the use of individual securities in the actual CDO structure may substantially change the results indicated. No representation is made that such assumptions are accurate or complete or do not contain errors, or that alternative modeling techniques or assumptions would not be more appropriate or produce significantly different results. The attached material is provided to you on the understanding that as a sophisticated investor, you will understand and accept its inherent limitations, and will use it only for the purpose of discussing with Merrill Lynch your preliminary interest in investing in a transaction of the type described. Any investor should rely only upon the final offering materials for the definitive conditions and terms of the offering. Neither Merrill Lynch nor Seneca Capital Management assumes any responsibility for the accuracy or validity of the results of such models.

(2) Based on Moody's Weighted Average Rating Factor (WARF)-Correlation Matrix.
 (3) With a limited number of exceptions up to [2]%.
 (4) Minimum CDO Rating at initial purchase is [A2].
 (5) With a limited number of exceptions.





Transaction Highlights Structuring Assumptions⁽¹⁾

Annual Fees and Expenses

Senior Management Fees	[8.0] bps per annum
Subordinate Management Fees	[2.0] bps per annum
Trustee and Admin Fees	[4.5] bps per annum

Closing Fees : On the Closing Date, the Co-Issuers will use a portion of the gross proceeds from the offering to pay various fees and expenses, including expenses, fees and commissions incurred in connection with the acquisition of the Collateral payable to Seneca, structuring and placement agency fees payable to Merrill Lynch, Pierce, Fenner & Smith Inc. and legal, accounting, rating agency and other fees. Closing fees and expenses reduce the amount of the gross proceeds of the offering available to purchase Collateral and, therefore, the return to purchasers of the Securities. Rating agencies will consider the amount of net proceeds available to purchase Collateral in determining any ratings assigned by them to the Securities. For information about the amount of fees and expenses, please review the final Offering Circular before investing.

Coverage Tests

	Test Level ⁽²⁾	Initial ⁽³⁾
Class A/B Overcollateralization Test ⁽⁴⁾	[102.0]%	[103.3]%
Class C Overcollateralization Test ⁽⁵⁾	[100.4]%	[100.9]%
Sequential Pay Test	[106.4]%	[108.1]%

Benchmark Assumptions⁽⁶⁾

First Period LIBOR	[4.28]%
10-Year Swap	[5.22]%

(1) These assumptions are general and are not conclusive or exhaustive. None of the assumptions contained herein are meant to be historical descriptions nor predictors of future performance. The models used herein contain simplifying assumptions designed to approximate the effects of the composition of the collateral and the interest rate at which the collateral accrues interest and therefore contain inherent limitations. No representation or warranty is made by Merrill Lynch or Seneca Capital Management as to the reasonableness of such assumptions or as to any other financial information contained in such models (including the assumptions on which they are based). These assumptions have certain inherent limitations, and will be affected by any changes in the structure or assets for this transaction. As a sophisticated investor, you should review each assumption carefully and make your own determination as to its accuracy or reasonableness. Actual collateral characteristics may be different from those assumed and even if they are the same on a weighted average basis, the use of individual securities in the actual CDO structure may substantially change the results indicated. No representation is made that such assumptions are accurate or complete or do not contain errors, or that alternative modeling techniques or assumptions would not be more appropriate or produce significantly different results. The attached material is provided to you on the understanding that as a sophisticated investor, you will understand and accept its inherent limitations, and will use it only for the purpose of discussing with Merrill Lynch your preliminary interest in investing in a transaction of the type described. Any investor should rely only upon the final offering materials for the definitive conditions and terms of the offering. Neither Merrill Lynch nor Seneca Capital Management assumes any responsibility for the accuracy or validity of the results of such models.

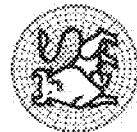
(2) Test Level represents the Levels that must be passed in order not to cause accelerated redemption of the Notes.

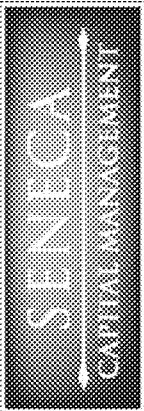
(3) Initial represents expected characteristics of target portfolio.

(4) In the event that the Class A/B O/C Test is breached in the interest waterfall, interest will be used first to pay down the Class A-1 Notes and then the Class A-2 Notes followed by the Class B Notes. In the event that the Class A/B O/C Test is breached in the principal waterfall, principal will be used first to pay down the Class A-1 Notes, followed by the Class A-2 Notes and then the Class B Notes.

(5) In the event that the Class C O/C Test is breached in the interest waterfall, interest will be used to pay down the Class C Notes. In the event that the Class C O/C Test is breached in the principal waterfall, principal will be used to pay down the Notes on a sequential basis beginning with the most senior outstanding class of Notes.

(6) As of 11/4/05.





Transaction Highlights Structuring Assumptions ⁽¹⁾⁽²⁾⁽³⁾

Structuring Assumptions

- **Distribution Dates** - Distribution Dates occur quarterly except for the 1st distribution date which will occur [5] months after closing.
- **Ramp-Up** - It is assumed that [80]% of the Collateral Debt Securities will be purchased at closing and the deal will be fully ramped within [120] days after closing.
- **Mandatory Auction Call** - [8] years.
- **Minimum Preferred Share IRR for Successful Auction Call** - [8]% in years [8-9], [6]% in years [10-11] and [4]% thereafter.
- **Substitution Period** - [2] years; manager may substitute up to [15]% of the collateral to improve the portfolio.
- **Default and Recoveries** - Defaults are stated as constant immediate annual rates and are applied on the outstanding collateral balance at the beginning of each quarterly Distribution Date. Defaulted assets are assumed to be sold immediately after default at a price equal to the applicable recovery rate.
- **Interest Rates** - Floating rate collateral accrues interest at the 3M LIBOR curve plus its applicable spreads. The Notes accrue interest at the 3M LIBOR curve plus applicable spreads. The 3M LIBOR curve assumed is the forward curve as of [11]/[4]/[2005].
- **Intraperiod Reinvestment** - Principal and interest proceeds are assumed to be reinvested and accrue interest at the 3M LIBOR curve minus [0.25]%.
- **Reset Frequency** - CDO assets and liabilities are assumed to reset based on the same quarterly LIBOR rates.
- **First Period Interest Calculation** - First period interest is assumed to be [95]% of a full quarterly period's assumed interest.
- **Yield Calculations** - Preferred Shares (and Preferred Share combination) yields are calculated using annual compounding.

(1) *These assumptions are not exhaustive. Actual collateral characteristics may be different from those assumed and even if they are the same on a weighted average basis, the use of individual securities in the actual CDO structure may substantially change the results indicated.*

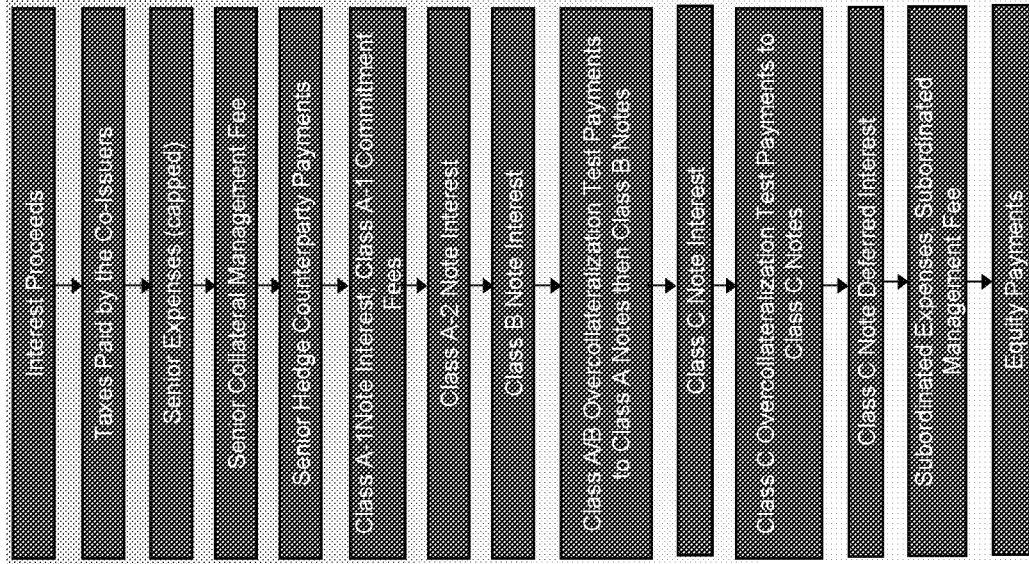
(2) *Please see "Important Notice - Forward Looking Statements" for disclaimers on hypothetical illustrations, forecasts, and estimates.*

(3) *The assumptions shown are for illustrative purposes only. No representation or warranty is made by Merrill Lynch, Seneca, or any of their affiliates as to the reasonableness of the assumptions set forth above or that such assumptions are accurate or complete or do not contain errors, or that alternative assumptions would not be more appropriate or produce significantly different results than those set forth herein. Future market or economic conditions that differ from those on which the assumptions are based may have a negative impact on the results of the illustrations contained herein. The assumptions have certain inherent limitations, and will be affected by any changes in the structure or assets for this transaction.*



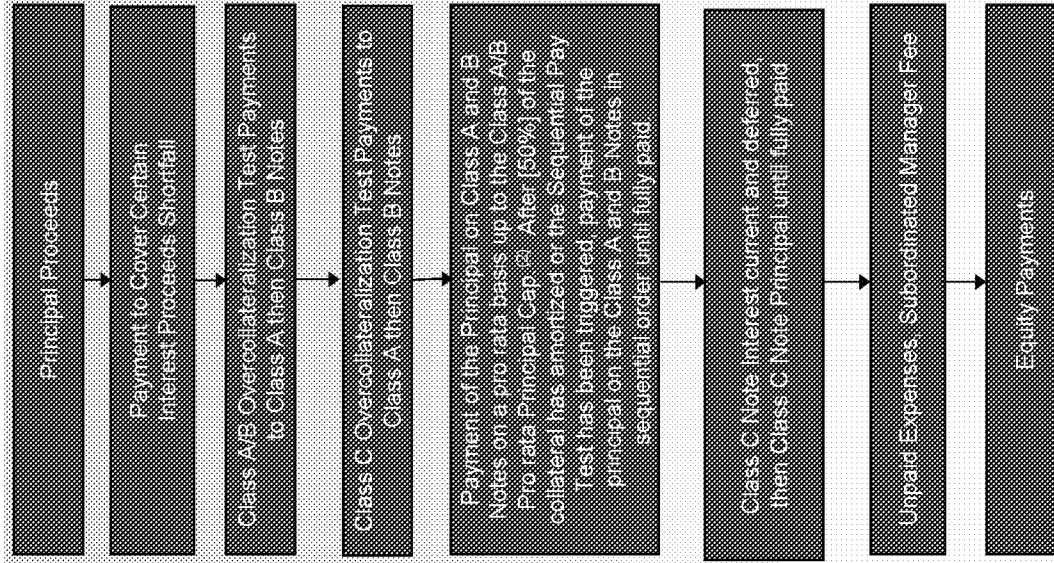
Transaction Highlights⁽¹⁾

Interest Proceeds Payment Waterfall



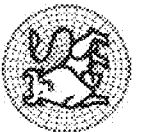
Priority of Payments

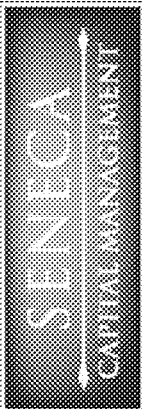
Principal Proceeds Payment Waterfall



(1) All information on this slide is for illustrative purposes only. This transaction is at a structuring phase and the actual structure of the transaction may differ from those presented herein.

(2) The Class A/B Pro rata Principal Payment Cap is the sum of the outstanding balances of the Class A-1, Class A-2, and Class B Notes, and undrawn amount on Class A-1 divided by the sum of the outstanding balances of the Class A-1, Class A-2, Class B, and Class C Notes and the undrawn amount on Class A-1.





Break Even Default Rates (1)(2)(3)(4)

Class Description (Moody's/S&P/Fitch)	Based on a Break in Yield		Based on 0% Yield	
	Annual Default Rate	Cumulative Gross Defaults	Annual Default Rate	Cumulative Gross Defaults
Class A-1 First Priority Senior Secured Floating Rate Delayed Draw Notes (Aaa/AAA/AAA)	[6.9]%	[35.4]%	[35.6]%	[85.0]%
Class A-2 Second Priority Senior Secured Floating Rate Notes (Aaa/AAA/AAA)	[4.1]%	[22.9]%	[6.3]%	[32.9]%
Class B Third Priority Senior Secured Floating Rate Notes (Aa2/AA/AA)	[2.6]%	[15.3]%	[3.8]%	[21.6]%
Class C Fourth Priority Subordinate Fixed Rate Notes (Baa2/BBB/BBB)	[0.7]%	[4.6]%	[1.6]%	[9.8]%

Future market and economic conditions are impossible to predict. Future market or economic conditions that materially differ from those on which the assumptions are based may have a negative impact on the performance of Broderick CDO 1 Ltd. For these and other reasons, there are limitations on the value of this or any hypothetical illustration.

This information is not intended to be either an express or an implied guaranty of investment performance.

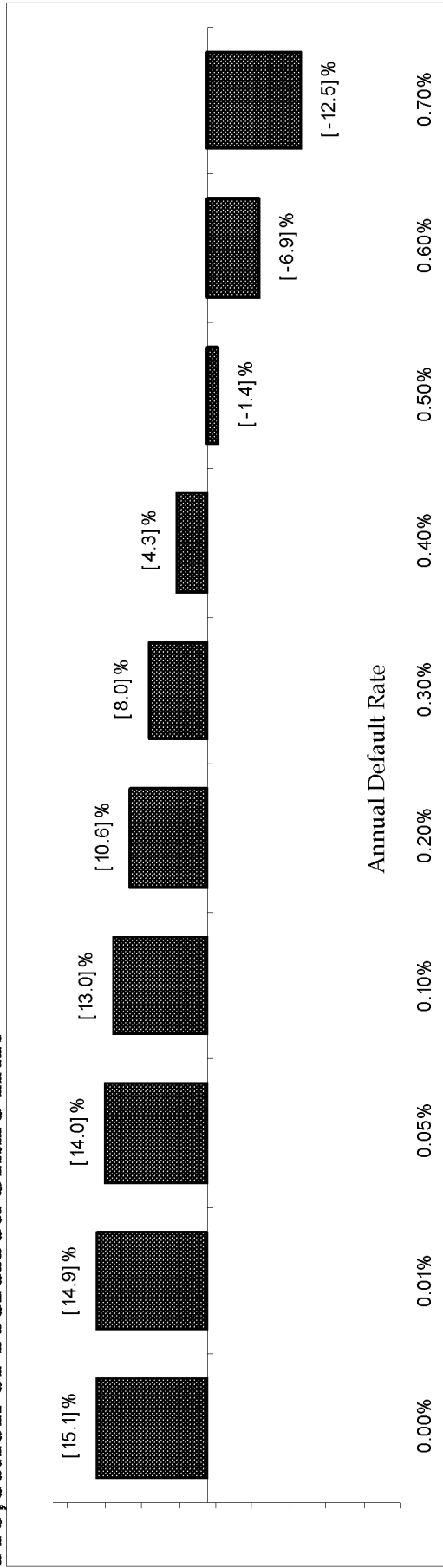
- (1) Break in yield is the default rate at which the first dollar loss in principal occurs, and 0% Yield is the default rate at which total cashflow received does not equal initial investment. Please see Appendix for a description of Collateral Cashflow Formulas.
- (2) Assuming annual constant defaults beginning immediately, [75]% recovery rate, forward LIBOR. Please see "Transaction Details - Structuring Assumptions" for a description of modeling assumptions. Assumes a weighted average spread of [0.65]% and a weighted average coupon of [5.45]%.
19 would apply on and after the ramp-up completion date.
- (3) All the information shown on this page is for illustrative purposes only. The transaction is at a structuring phase, and the actual structure of the transaction and characteristics of the offered securities may differ from those presented herein. It is contemplated that the "Collateral Assumptions" on page 19 would apply on and after the ramp-up completion date.
- (4) Defaults are stated as constant immediate annual rates and are applied on the outstanding collateral balance at the beginning of each quarterly Distribution Date. Defaulted assets are assumed to be sold in [12] months at a price equal to the applicable recovery rate.



Transaction Highlights

Transaction Analysis

Projection of Preferred Share IRR (1)(2)(3)(4)(5)



- Assuming the transaction experiences 0.01% default rate every year, which is approximately the average one-year default rate for AAA, AA, and A-rated RMBS, ABS, and CMBS Securities, the Preferred Share return would be [14.9]%.⁽¹⁾⁽²⁾
- Assuming the transaction experiences 0.10% default rate every year, which is approximately 10 times the average one-year default rate for AAA, AA, and A-rated RMBS, ABS, and CMBS Securities, the Preferred Share return would be [13.0]%.⁽¹⁾⁽²⁾

Future market and economic conditions are impossible to predict. Future market or economic conditions that materially differ from those on which the assumptions are based may have a negative impact on the performance of Broderick CDO 1 Ltd. For these and other reasons, there are limitations on the value of this or any projection.

This information is not intended to be either an express or an implied guaranty of investment performance.

(1) This material includes illustrative return information that is based in part on hypothetical assumptions. None of the assumptions contained herein are meant to be historical descriptions nor predictors of future performance. The models used herein contain simplifying assumptions designed to approximate the effects of the composition of the collateral and the interest rate at which the collateral accrues interest and therefore contain inherent limitations. Such results are presented for illustrative purposes only and are based on various assumptions, not all of which are described herein. You should review each assumption carefully and make your own determination as to its accuracy or reasonableness. The actual performance of any securities issued will differ, and may differ substantially, from that set forth in the attached illustrations. No representation is made that such illustrations are accurate or complete or do not contain errors, or that alternative modeling techniques or assumptions would not be more appropriate or produce significantly different results. The information in the graph above should not be considered a prediction of the performance of the Issuer or the Preferred Shares. The attached material is provided to you on the understanding that as a sophisticated investor, you will understand and accept its inherent limitations, and will use it only for the purpose of discussing with Merrill Lynch your preliminary interest in investing in a transaction of the type described. Any investor should rely only upon the final offering materials for the definitive conditions and terms of the offering. Neither Merrill Lynch nor Seneca assumes any responsibility for the accuracy or validity of the results of such models.

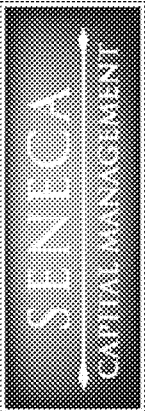
(2) Please see Structured Finance Market Overview for details and "Transaction Details - Structuring Assumptions" for a description of modeling assumptions. Assumes a weighted average spread of [0.65] % and a weighted average coupon of [5.45] %.

(3) Forward LIBOR refers to the curve containing the expected rates that investors in the market are willing to pay to borrow money for a 3-month period at some given point in the future. For this information, Forward LIBOR was set on [11]/[4]/[2005].

(4) Defaults are stated as constant immediate annual rates and are applied on the outstanding collateral balance at the beginning of each quarterly Distribution Date. Defaulted assets are assumed to be sold immediately after default at a price equal to the applicable recovery. Recovery Assumptions: [75] %. Immediate Recoveries.

(5) These calculations are based on a collateral average life of [6.5] years. If the collateral amortization occurs differently than is assumed, actual results could differ materially from those herein.

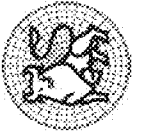




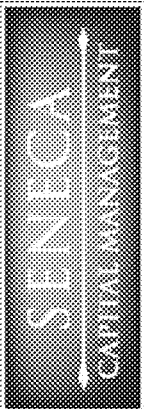
Transaction Highlights

Key Dates

Beginning of Warehousing ⁽¹⁾	↑	[May 2005]
Debt Pricing	↑	[November 2005]
Closing Date	↑	[December 2005]
Ramp-up completion date	↑	[April 2006]
End of Substitution Period	↑	[February 2008]
End of Non-Call Period	↑	[February 2010]
First Auction Call Date	↑	[February 2014]
Stated Maturity	↑	[2045]



(1) At least [80]% of the Collateral Portfolio is expected to be purchased or identified by the closing date



Transaction Highlights

Form of Offering⁽¹⁾

Form of Offering

Form of Securities

Rated Notes: DTC/Euroclear
Preferred Shares: Physical/Euroclear

U.S. Investors

Rated Notes: Qualified Purchasers/QIBs
Preferred Shares: Qualified Purchasers /Accredited
Investors or QIBs/Qualified Purchasers

SEC Registration Exemption

4(2) / Rule 144A / Regulation S

Investment Company Act Exemption

3(c)(7)

Domicile/Form of Issuer

Cayman Islands Exempted Company

Domicile/Form of Co-Issuer

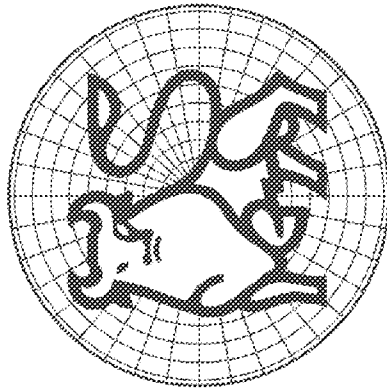
Delaware Corporation

Listed

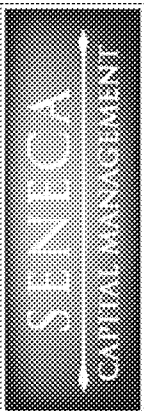
[Irish Stock Exchange] (Notes Only)
[Channel Islands Stock Exchange] (Preferred Shares)



⁽¹⁾ The Class C Notes may not be co-issued.



4. Risk Factors



Risk Factors

An investment in the Securities described in this Information, if such offering is consummated, will involve certain risks. Set forth below is a summary description of certain of the risks to which an investor in the Securities would be subject. A detailed list of risk factors will be included in the Offering Circular (including the preliminary and final versions thereof). An investor should not make any decision to invest in the Securities until after such investor has had an opportunity to read and review carefully the Offering Circular.

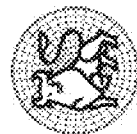
Limited Liquidity. There is currently no market for the Offered Securities. Although Merrill Lynch may from time to time make a market in any class of Offered Securities, it is under no obligation to do so. In the event that Merrill Lynch commences any market-making, it may discontinue the same at any time. There can be no assurance that a secondary market for any of the Offered Securities will develop, or if a secondary market does develop, that it will provide the holders of such Offered Securities with liquidity of investment or that it will continue for the life of the Offered Securities. In addition, the Offered Securities are subject to transfer restrictions and can only be transferred to certain transferees. Consequently, an investor in the Offered Securities must be prepared to hold its Offered Securities for an indefinite period of time.

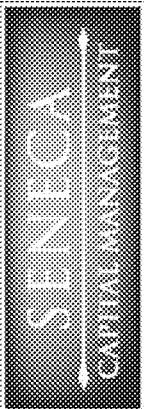
Limited-Recourse Obligations. The Notes will be limited-recourse obligations of the Co-issuers, payable solely from the collateral pledged by the Issuer to secure the Notes. None of the security holders, members, officers, directors, managers or incorporators of the Issuer, the Co-issuer, the trustee, the administrator of the issuer, the Manager, Merrill Lynch, any of their respective affiliates and any other person or entity will be obligated to make payments on the Notes. Consequently, the holders of the Notes must rely solely on amounts received in respect of the collateral for the payment of principal thereof and interest thereon. There can be no assurance that the distributions on the collateral pledged by the Issuer to secure the Notes will be sufficient to make payments on any class of Notes, in particular after making payments on more senior classes of Notes and certain other required amounts ranking senior to such Notes. The Issuer's ability to make payments in respect of any Class of Notes will be constrained by the terms of the Notes of classes more senior to such class and the indenture. If distributions on the collateral are insufficient to make payments on the Notes, no other assets will be available for payment of the deficiency and, following liquidation of all of the collateral, the obligations of the co-issuers to pay such deficiencies will be extinguished.

Payments in respect of the Preferred Shares. The Issuer will pledge substantially all of its assets to secure the Notes and certain other obligations pursuant to the indenture. The proceeds of such assets will only be available to make payments in respect of the Preferred Shares as and when such proceeds are released from the lien of the indenture in accordance with the priority of payments that will be set forth therein. There can be no assurance that, after payment of principal and interest on the Notes and other fees and expenses of the Co-issuers in accordance with such priority of payments, the Issuer will have funds remaining to make distributions in respect of the Preferred Shares.

Subordination of Each Class of Subordinate Notes. No payment of interest on any class of Notes will be made until all accrued and unpaid interest on the Notes of each class that is senior to such class and that remain outstanding has been paid in full. Except as otherwise described in, and subject to, the priority of payments that will be set forth in the offering circular, no payment of principal of any class of Notes will be made until all principal of, and all accrued and unpaid interest on the Notes of each class that is senior to such class and that remain outstanding have been paid in full. If an event of default occurs, so long as any Notes are outstanding, the holders of the most senior class of Notes then outstanding will be entitled to determine the remedies to be exercised under the indenture. It is anticipated that so long as any Class A and Class B Notes are outstanding, the failure on any payment date to make payment in respect of interest on the Class C Notes will not constitute an event of default under the indenture and such interest will be deferred and capitalized. Remedies pursued by the holders of the class or classes of Notes entitled to determine the exercise of such remedies could be adverse to the interest of the holders of the other classes of Notes. It is anticipated that, to the extent that any losses are suffered by any of the holders of any Offered Securities, such losses will be borne, first, by the holders of the Preferred Shares, second, by the holders of the Class C Notes, third, by the holders of the Class B Notes, fourth, by the holders of the Class A-2 Notes, and fifth, by the holders of the Class A-1 Notes.

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Risk Factors

Volatility of the Preferred Shares. The Preferred Shares represent a leveraged investment in the underlying collateral. Therefore, it is expected that changes in the value of the Preferred Shares will be greater than the change in the value of the underlying collateral, which will be subject to credit, liquidity, interest rate and other risks. Utilization of leverage is a speculative investment technique and involves certain risks to investors. The indebtedness of the issuer under the Notes will result in interest expense and other costs incurred in connection with such indebtedness that may not be covered by proceeds received from the Collateral. The use of leverage generally magnifies the Issuer's opportunities for gain and risk of loss.

Ongoing Commitments – the Class A-1 Notes. The Class A-1 Notes may not be fully drawn at closing. If this is the case, it is anticipated that holders of the Class A-1 Notes will be obligated during a commitment period expected to run from the closing date to [4] months following the closing date, subject to compliance by the issuer with certain borrowing conditions, to advance funds to the Issuer until the aggregate principal amount advanced under the Class A-1 Notes equals the aggregate amount of commitments to make such advances.

Nature of Collateral. The collateral will be subject to credit, liquidity, interest rate, market, fraud, operations and structural risk. The amount and nature of the collateral securing the Notes will be established with a view to withholding certain assumed deficiencies in payment occasioned by defaults in respect of the securities included in the collateral. If any deficiencies exceed such assumed levels, however, payments on the Notes and distributions on the Preferred Shares could be adversely affected. To the extent that a default occurs with respect to any security included in the collateral, it is not likely that the issuer will receive the full amount of principal and interest owing to the issuer in respect of such security. The market value of the collateral generally will fluctuate with, among other things, the financial condition of the obligors on or issuers of the securities included in the collateral, the remaining term thereof to maturity, general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates.

It is currently anticipated that [80]% of the collateral will have been purchased by the closing date. The issuer expects that it will have purchased 100% of the collateral by the ramp-up completion date, and that the collateral will satisfy the coverage tests. However, there can be no assurance that this will occur. Failure to satisfy the coverage tests may result in repayment or redemption of all or a portion of the Notes (in accordance with the priority of payments to be specified in the Offering Circular).

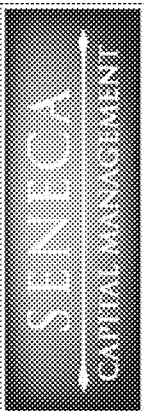
Average Life of the Offered Securities. The average life of each class of Offered Securities is expected to be shorter than the number of years until their stated maturity. Such average lives will be affected by numerous factors described in the Offering Circular.

Early Redemption of the Notes. In addition to the risk of early redemption of the Notes discussed in the immediately preceding paragraph, the Notes may be subject to early redemption [4] years after the closing date at the election of a majority in interest of the holders of the Preferred Shares. It is anticipated that if a coverage test is breached, interest proceeds and then principal proceeds will be applied to pay principal on the Notes until the applicable coverage test is met, in accordance with the Priority of Payments. In addition, it is anticipated that if the Notes have not been paid in full prior to [February 2014], an auction of the collateral will be conducted and subject to satisfaction of certain conditions, will be sold and used to redeem the Notes. The Notes may also be subject to early redemption on the occurrence of certain adverse tax events to be described in the Offering Circular.

Certain Conflicts of Interest. The activities of the Manager, Merrill Lynch and their respective affiliates may result in certain conflicts of interest.

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Risk Factors

Conflicts of Interest Involving the Manager. Various potential and actual conflicts of interest may arise from the overall investment activities of the Manager and its affiliates for their own accounts or for the accounts of others. The Manager and its affiliates may invest for their own accounts or for the accounts of others in debt obligations that would be appropriate investments for the Issuer and they have no duty, in making such investments, to act in a way that is favorable to the Issuer or the holders of the Offered Securities. Such investments may be different from those made on behalf of the Issuer. The Manager and its affiliates may have economic interests in or other relationships with issuers in whose obligations or securities the Issuer may invest. In particular, such persons may make and/or hold an investment in an securities that may be *pari passu*, senior or junior in ranking to an investment in securities of the same issuer that are held by the Issuer or in which partners, security holders, officers, directors, agents or employees of such persons serve on boards of directors or otherwise have ongoing relationships. Each of such ownership and other relationships may result in securities laws restrictions on transactions in such securities by the Issuer and otherwise create conflicts of interest for the Issuer. In such instances, the Manager and its affiliates may in their discretion, subject to certain restrictions, make investment recommendations and decisions that may be the same as or different from those made with respect to the Issuer's investments.

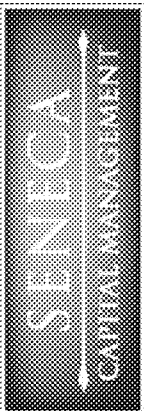
Although the officers and employees of the Manager will devote as much time to the Issuer as the Manager deems appropriate, the principals and employees may have conflicts in allocating their time and services among the Issuer and other accounts advised by the Manager and/or its affiliates. In addition, the Manager and its affiliates, in connection with their other business activities, may acquire material non-public confidential information that may restrict the Manager from purchasing securities or selling securities for itself or its clients (including the Issuer) or otherwise using such information for the benefit of its clients or itself.

The Manager and any of its affiliates may engage in any other business and furnish investment management and advisory services to others, which may include, without limitation, serving as investment advisor or investment manager for, investing in, lending to, or being affiliated with, other entities organized to issue collateralized bond obligations secured by securities such as those included in the Collateral and other trusts and pooled investment vehicles that acquire interests in, provide financing to, or otherwise deal with securities issued by issuers that would be suitable for inclusion in the Collateral. The Manager will be free, in its sole discretion, to make recommendations to others, or effect transactions on behalf of itself or for others, that may be the same as or different from those effected on behalf of the Issuer, and the Manager may furnish investment management and advisory services to others who may have investment policies similar to those followed by the Manager with respect to the Issuer and who may own securities of the same class, or which are the same type as, the securities included in the Collateral.

Although the Manager or one of its affiliates may at times be a holder of the Offered Securities, its interests and incentives will not necessarily be completely aligned with those of the other holders of the Offered Securities (or of the holders of any particular class of the Notes or of the Preferred Shares). Furthermore, although the Manager or one of its affiliates may purchase Preferred Shares, there can be no assurance that such Manager or affiliate will continue to hold Preferred Shares.

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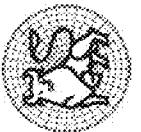


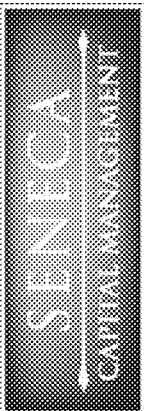
Risk Factors

Conflicts of Interest Involving Merrill Lynch. Certain of the Collateral Debt Securities acquired or to be acquired by the Issuer will consist of obligations of issuers or obligors, or obligations sponsored or serviced by companies, for which Merrill Lynch or an affiliate thereof has acted as underwriter, agent, placement agent or dealer or for which Merrill Lynch or an affiliate thereof has acted as lender or provided other commercial or investment banking services. Merrill Lynch or an affiliate thereof may structure issuers of Collateral Debt Securities and arrange to place such Collateral Debt Securities with the Issuer. Merrill Lynch or an affiliate thereof may also act as counterparty with respect to one or more Synthetic Securities. In its role as counterparty with respect to Synthetic Securities, Merrill Lynch or one of more of its affiliates may manage a pool of Reference Obligations with respect to the Synthetic Securities and make determinations regarding those Reference Obligations. In addition, an affiliate of Merrill Lynch may act as Hedge Counterparty under one or more Hedge Agreements with the Issuer. Moreover, Merrill Lynch or its affiliates may from time to time enter into derivative transactions with third parties with respect to the Offered Securities or with respect to Collateral Debt Securities acquired by the Issuer, and Merrill Lynch or its affiliates may, in connection therewith, acquire (or establish long, short or derivative financial positions with respect to) Offered Securities, Collateral Debt Securities or one or more portfolios of financial assets similar to the portfolio of Collateral Debt Securities acquired by (or intended to be acquired by) the Issuer. Merrill Lynch, its employees, affiliates and employees of affiliates will receive compensation in connection with the structuring of the Issuer and/or distribution of the Offered Securities. These activities may create certain conflicts of interest, and there can be no assurance that the terms on which the Issuer entered into (or enters into) any of the foregoing transactions with Merrill Lynch (or an affiliate thereof) were or are the most favorable terms available in the market at the time from other potential counterparties.

Synthetic Security Risk Factor. A portion of the Collateral Debt Securities may consist of Synthetic Securities the reference obligations of which are Asset-Backed Securities or a specified pool of financial assets (including credit default swaps), either static or revolving, that by their terms convert into cash within a finite period of time. Synthetic Securities may consist of credit default swaps, total return swaps, and credit linked notes or a combination of the foregoing. Investments in such types of assets through the purchase of (or entry into) Synthetic Securities present risks in addition to those resulting from direct purchases of such Collateral Debt Securities. Each Synthetic Security which is funded at the time it is entered into by the Issuer ("Defeased Synthetic Securities") will require the Issuer to purchase collateral ("Synthetic Security Collateral") to secure its obligations thereunder, which will expose the Issuer to the risk of loss on the Synthetic Security Collateral. With respect to Synthetic Securities, the Issuer will usually have a contractual relationship only with the counterparty of such Synthetic Security, and not the reference obligor(s) on the reference obligation(s). The Issuer generally will have no right directly to enforce compliance by the reference obligor(s) with the terms of either the reference obligation(s) or any rights of set off against the reference obligor(s), nor will the Issuer generally have any voting or other consensual rights of ownership with respect to the reference obligation(s). The Issuer will not directly benefit from any collateral supporting the reference obligation(s) and will not have the benefit of the remedies that would normally be available to a holder of such reference obligation(s). In addition, in the event of the insolvency of the counterparty, the Issuer will be treated as a general creditor of such counterparty, and will not have any claim of title with respect to the reference obligation(s). Consequently, the Issuer will be subject to the credit risk of the Synthetic Security Counterparty as well as that of the reference obligor(s). As a result, concentrations of Synthetic Securities entered into with any one Synthetic Security Counterparty will subject the Offered Securities to an additional degree of risk with respect to defaults by such Synthetic Security Counterparty as well as by the reference obligor(s). One or more affiliates of Merrill Lynch may act as counterparty with respect to all or a portion of the Synthetic Securities purchased by the Issuer, which relationship may create certain conflicts of interest. Furthermore, such affiliates may, in their role as Synthetic Security Counterparty to all or a portion of the Synthetic Securities, make determinations regarding reference obligations and approve or designate the Synthetic Security Collateral to be purchased by the Issuer.

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Risk Factors

Purchase of Collateral Debt Securities. It is anticipated that many of the securities that will be purchased by the issuer on the date on which the Offered Securities are issued will be purchased from one or more portfolios of securities held by affiliates of Merrill Lynch pursuant to separate warehousing agreements between such affiliates of Merrill Lynch and the Manager. Some of the securities subject to such warehousing agreements may have been originally acquired by Merrill Lynch from the Manager or one of its Affiliates. The Issuer will purchase securities included in such warehouse portfolios only to the extent that such purchases are consistent with the investment guidelines of the Issuer, the restrictions contained in the indenture and the collateral management agreement and applicable law. The purchase price payable by the Issuer for such securities will be based on the purchase price paid when such securities were acquired under the warehousing agreements, accrued and unpaid interest on such securities as of the date they are acquired by the Issuer and gains or losses incurred in connection with hedging arrangements entered into with respect to such securities. Accordingly, the Issuer will bear the risk of market changes subsequent to the acquisition of such securities and related hedging arrangements pursuant to the warehousing agreements as if it had acquired such securities directly.

Redemption and Diversion of Interest Proceeds. The Securities will be subject to redemption under certain circumstances described in the Offering Circular (including, under certain circumstances, upon the failure of certain financial coverage tests to be satisfied). Any such redemption may cause the economic return from an investment in the Securities to vary from the economic returns that may be modeled in this Information. In addition, the failure to satisfy certain financial coverage tests could result in an elimination, deferral or reduction in the payments to be made to holders of one or more classes of Notes or the Preferred Shares, which could adversely impact the economic return realized by such holders.

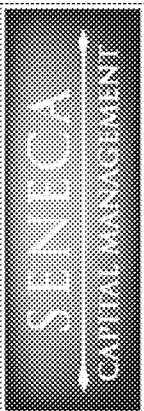
Auction Call Redemption. If the Notes have not been redeemed in full prior to the Payment Date occurring in [February 2014], then an auction of the Collateral Debt Securities will be conducted and, provided that certain conditions are satisfied, in particular with respect to the sufficiency of anticipated proceeds from the proposed sale of the Collateral Debt Securities, the Collateral Debt Securities will be sold and the Notes will be redeemed on such Payment Date. If such conditions are not satisfied and the auction is not successfully conducted on such Payment Date, the Manager will conduct auctions on each Payment Date thereafter. However, the Notes will not be redeemed until the conditions are satisfied.

Application of Principal Proceeds. Principal Proceeds from the Collateral Debt Securities will be used to pay principal on the Notes. The Issuers cannot predict the actual rate of principal payments that will be experienced on the Collateral Debt Securities.

Investment in CDO Equity. CDO equity securities are a first loss, leveraged credit position. An investor in a CDO is exposed to a portfolio of diversified credits, but only a portion of those credits need to default (recovery values adjust this range upward) for clients that invest in CDO equity securities to lose 100% of their original investment — hence the leveraged credit position. Client loss is limited to original investment. CDO debt tranche investors effectively loan money to CDO equity investors. Criteria governing a CDO will divert cashflow intended for equity to start paying down debt in the event that certain coverage ratios (over-collateralization tests) are triggered. Collateral deterioration is the cause for these ratios to be triggered. This may result in a cutoff of cashflow to CDO equity securities for some time and “phantom income” tax. Equity investors are leveraged. Spread movement in the underlying collateral portfolio will have exaggerated mark-to-market effect on client positions. These cashflows are amortizing in nature, i.e. investors do not normally receive their full principal at maturity. CDO equity returns are projected in terms of the IRR of this stream of cashflows. The earlier cash is received, the higher the IRR will be.

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Risk Factors

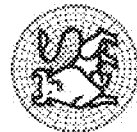
Tax Treatment of the Securities. Because the Issuer will be a passive foreign investment company, a United States person holding Preferred Shares may be subject to additional taxes unless it elects to treat the Issuer as a qualified electing fund and to recognize currently its proportionate share of the Issuer's income. The Issuer also may be a controlled foreign corporation, in which case United States persons holding Preferred Shares could be subjected to different tax treatments. Holders will be required to treat the Class C Notes as debt for U.S. Federal income tax purposes. It is possible that the treatment of the Class C Notes as debt of the Issuer could be challenged by the U.S. Internal Revenue Service. If a challenge were successful, the Class C Notes would be treated as equity interests in the Issuer, and the U.S. federal income tax consequences of investing in the Class C Notes would be similar to the consequences of investing in the Preferred Shares without electing to treat the Issuer as a qualified electing fund.

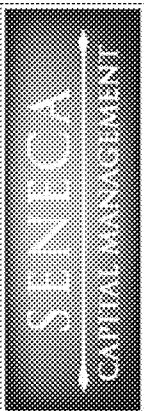
U.S. Taxes on the Issuer. The Issuer expects to conduct its affairs so that its income generally will not be subject to tax on a net income basis in the United States or any other jurisdiction. The Issuer also expects that payments received under the Collateral Debt Securities generally will not be subject to withholding tax imposed by the United States or other countries that may be treated as the source of the payments. The Issuer's income might become subject to net income or withholding taxes in the United States or other jurisdictions, however, due to unanticipated circumstances, change in law, contrary positions of relevant tax authorities or other causes. The imposition of unanticipated net income or withholding taxes on the Issuer could materially impair the Issuer's ability to make payments on the Securities.

Non registration under the Securities Act; Restrictions on Transfer of the Securities. The Securities have not been and will not be registered under the Securities Act or under any U.S. state securities "Blue Sky" laws or the securities laws of any other jurisdiction and are being issued and sold in reliance on exemptions from registration provided by such laws and may only be transferred in a transaction that does not make the Co-issuers subject to the registration requirements of the Investment Company Act. Therefore, none of Securities may be sold or transferred unless such sale or transfer is in compliance with the transfer restrictions set forth in the Offering Circular. In addition, transfers are subject to the restrictions resulting from the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

In addition, it is expected that certain Collateral Debt Securities purchased by the Issuer will not have been registered or qualified under the Securities Act, or the securities laws of any other jurisdiction, and no person will be obligated to register or qualify any of such Collateral Debt Securities under the Securities Act or any other securities law. Consequently, the issuer's purchase and any subsequent sale of such Collateral Debt Securities will be subject to satisfaction of legal requirements applicable to transfers that do not require registration or qualification under the Securities Act or any applicable Blue Sky laws and upon satisfaction of certain other provisions of the respective agreements pursuant to which the Collateral Debt Securities were issued. Such requirements may affect the liquidity of the Collateral Debt Securities.

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Risk Factors

CDO of CDOs. The assets held by Broderick 1 which back the Offered Securities consist of (i) Asset Backed Securities including RMBS and CMBS and (ii) ABS CDOs. It is anticipated that up to [30]% of the assets held by Broderick 1 may consist of such CDO securities; provided that the securities issued by any one CDO may not exceed [1]% of Broderick 1 portfolio (with some exceptions). As a result, purchasers of the Offered Securities must understand that if they hold debt or equity issued by other CDOs, their credit exposure to such CDOs will increase to the extent securities issued by those CDOs are also included in the assets of Broderick 1.

Relation to Prior Investment Results. Any prior investment results of any person or entity described herein will not be indicative of the CDO issuer's future investment results. Such results are intended only to give potential investors information concerning the general experience of the relevant person or entity as an asset manager or adviser and are not intended as a representation or warranty by Merrill Lynch or any other person or entity as to the actual composition of or performance of any future investments that would be made by the CDO issuer. The nature of, and risks associated with, the CDO issuer's future investments may differ substantially from (and will be subject to constraints that were not applicable to) those investments and strategies undertaken historically by such persons and entities. There can be no assurance that the CDO issuer's investments will perform as well as, or in a manner similar to, the past investments of any such persons or entities.

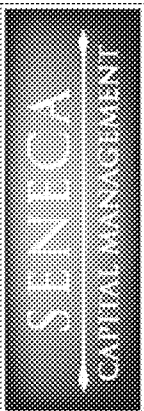
Interest Rate Risk. The Notes will bear interest at a rate based on three-month LIBOR. Certain of the collateral debt securities included in the collateral will include obligations that bear interest at fixed rates. Accordingly, the notes are subject to interest rate risk to the extent that there is an interest rate mismatch between the floating rate at which interest accrues on the notes and the rates at which interest accrues on fixed rate securities included in the collateral. A portion of such interest rate mismatch will be mitigated by one or more hedge agreements which the CDO issuer will enter into in connection with the transaction. There can be no assurance that the collateral debt securities and eligible investments, together with such hedge agreements, will in all circumstances generate sufficient interest proceeds to make timely payments of interest on the notes.

Currency Risk. The notes will be denominated in U.S. dollars. The eligibility criteria may permit collateral debt securities (and, with respect to synthetic securities, reference obligations) to be denominated in U.S. dollars, in sterling or in euros which, in each case, are not convertible into or payable in any other currency. Notwithstanding the fact each such collateral debt security will be required, upon acquisition thereof by the CDO issuer, to have an associated hedge agreement and will include currency protection provisions with respect to scheduled payments thereunder, losses may be incurred due to fluctuations in the U.S. dollar/sterling or U.S. dollar/euro exchange rates in the event of (i) a default under any such hedge agreement, (ii) certain termination events under any such hedge agreement or (iii) any increase in the scheduled coupon or interest payment in respect of such security related to such hedge agreement.

Significant Fees Reduce Proceeds Available for Purchase of Collateral Debt Securities. On the Closing Date, the Co-Issuers will use a portion of the gross proceeds from the offering to pay various fees and expenses, including expenses, fees and commissions incurred in connection with the acquisition of the Collateral, structuring and placement agency fees payable to Merrill Lynch and legal, accounting, rating agency and other fees. Closing fees and expenses reduce the amount of the gross proceeds of the offering available to purchase Collateral and, therefore, the return to purchasers of the Securities. Rating agencies will consider the amount of net proceeds available to purchase Collateral in determining any ratings assigned by them to the Securities. For information about the amount of such fees and expenses, please review the final Offering Circular before investing.

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Risk Factors

Credit Ratings. Credit ratings of debt securities (including any securities issued by the Issuer or any collateral debt security comprising the investment portfolio of the Issuer) represent the rating agencies' opinions regarding their credit quality and are not a guarantee of quality. Rating agencies attempt to evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value, and therefore, credit ratings do not fully reflect all risks of an investment. Also, rating agencies may fail to make timely changes in credit ratings in response to subsequent events, and the credit quality of a debt security may be worse than a rating indicates.

Hypothetical Illustrations, Forecasts and Estimates. Any hypothetical illustrations, forecasts and estimates contained herein are forward looking statements and are based upon assumptions that are disclosed herein. Hypothetical illustrations are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the hypothetical illustrations will not materialize or will vary significantly from actual results. Accordingly, the hypothetical illustrations are only an estimate. Actual results may vary from the hypothetical illustrations, and the variations may be material.

Certain hypothetical performance analyses are based on assumptions that may prove to be incorrect. Prospective investors should understand those assumptions and evaluate whether they are appropriate for their purposes. Certain analyses are based on mathematical models that use hypothetical inputs to calculate results. As with all models, results may vary significantly depending upon the values of the inputs used. Models used in any analysis may be proprietary, making the results difficult for any third party to reproduce. Moreover, hypothetical performance analyses will address only certain aspects of the characteristics of the Offered Securities and will not provide a complete assessment of the results that may follow from all possible contingencies (including default, interest rate and other scenarios and certain economic features of the Offered Securities, including call features and cash flow diversion events). Prospective investors should consider whether the behavior of these securities should be tested based on assumptions different from those used to prepare these analyses.

Mandatory Repayment of the Notes. If any coverage test applicable to a class of Notes is not met, first, interest proceeds, then, to the extent that the application of interest proceeds is insufficient, principal proceeds, will be used to the extent that funds are available in accordance with the priority of payments and to the extent necessary to restore the relevant overcollateralization tests to certain minimum required levels, will be used to repay principal of one or more classes of Notes.

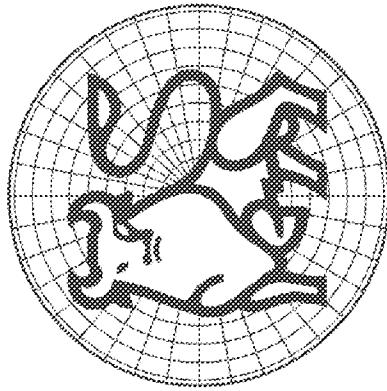
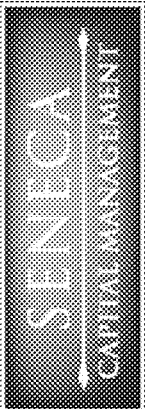
In addition, if the CDO issuer is unable to obtain confirmation of the ratings of the Notes from each of the rating agencies rating the Notes by the 30th day following the ramp-up completion date, first uninvested proceeds, then, to the extent that the application of uninvested proceeds is insufficient, interest proceeds, then, to the extent that the application of uninvested proceeds and interest proceeds is insufficient, principal proceeds, will be applied on the first distribution date following such 30th day to redeem first the Class A-1 Notes, then the Class A-2 Notes, then the Class B Notes, then the Class C Notes, in each case to the extent necessary to obtain such rating confirmation from each of the rating agencies.

Either of the foregoing could result in an elimination, deferral or reduction in the payments in respect of interest or commitment fee or the principal repayments made to the holders of one or more classes of Notes that are subordinate to any other outstanding class of Notes, which could adversely impact the returns of such holders.

The Collateral Manager may, on any distribution date occurring prior to the last day of the reinvestment period, in its sole discretion elect to apply all or a portion of the principal proceeds available for reinvestment to the payment of principal of the Notes in accordance with the priority of payments, which application may result in additional payments of principal on the Notes.

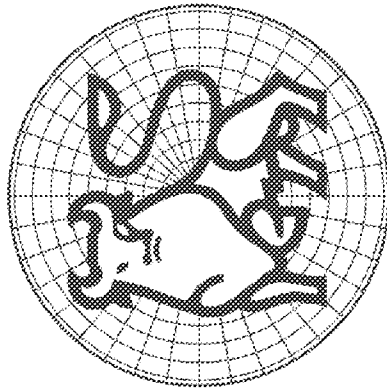
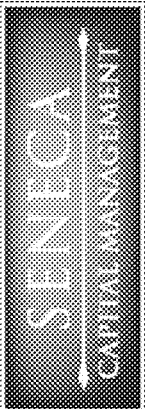
The summary risk factors presented above are subject in their entirety to the complete presentation of risk factors in the final Offering Circular. THE ATTENTION OF POTENTIAL INVESTORS IS DRAWN TO THE RISK FACTORS WHICH ARE DESCRIBED IN THE OFFERING CIRCULAR TO BE PROVIDED.



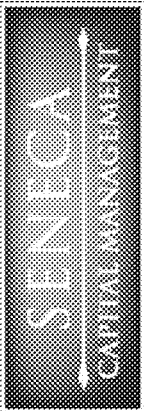


5. About The Collateral Manager

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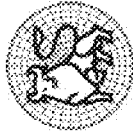


A. Introduction to Seneca Capital Management

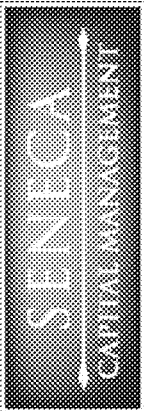


Seneca Capital Management LLC Seneca Capital Management LLC

- Founded in 1989, Seneca Capital Management LLC is an indirect, wholly-owned subsidiary of The Phoenix Companies, Inc. (NYSE: PNX). Although wholly-owned by Phoenix, Seneca is independently managed by a committee of senior executives. The firm provides investment management services to pension funds, foundations, endowments, corporations, multi-employer plans and private clients. Seneca's growth and success are attributable to its track record and client service.
- Highlights of Seneca include:
 - Registered with the Securities Exchange Commission since 1989
 - As of September 30, 2005:
 - Portfolios with \$13.6 billion in fixed income exposure
 - Portfolios with \$2.1 billion in equity exposure
 - 36 investment professionals with an average of 17 years of investment experience, including 14 CFA charterholders
 - Team-oriented approach
 - Consistency across portfolios and performance
- Investment specialties include:
 - Active fixed income and growth equity management
 - Structured investment funds (CDOs, hedge funds, REITs, total return swaps); and
 - Tax sensitive management

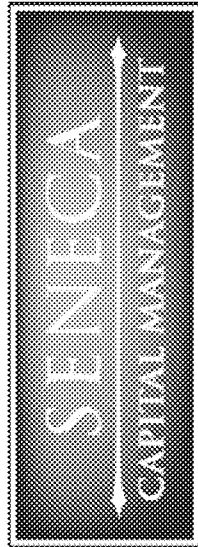


(1) See pages 43-45 for CDO transaction experience.
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Seneca Capital Management LLC

Seneca Overview

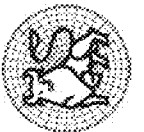


Growth Equity

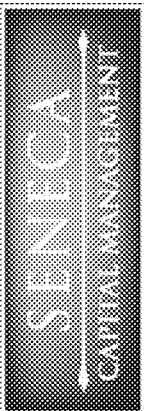
- Large Cap
- Mid Cap
- Small Cap

Fixed Income

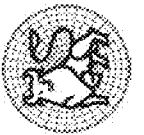
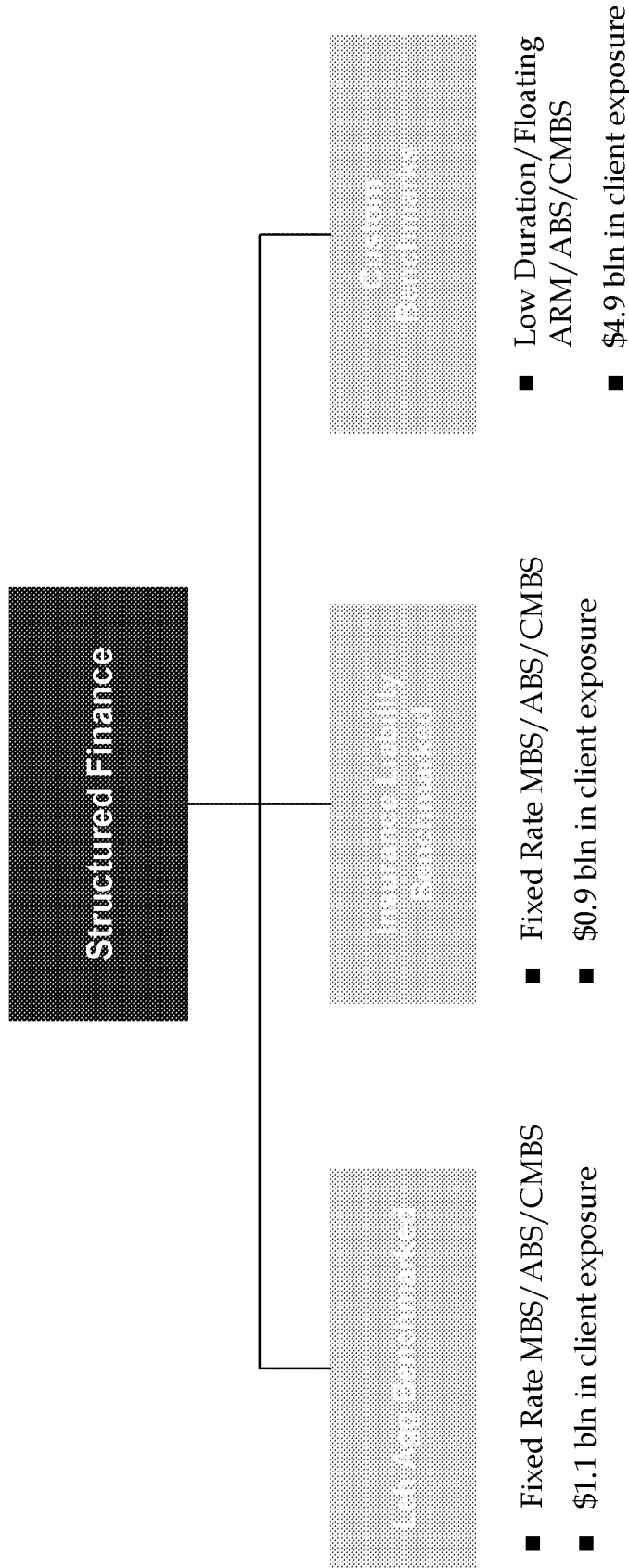
- Structured Finance
(MBS/ABS/CMBS/Derivatives)
- Government/Agencies
- Investment Grade Corporates
- High Yield
- Municipals
- Cash



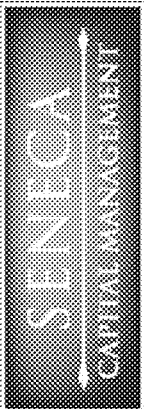
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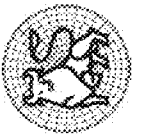
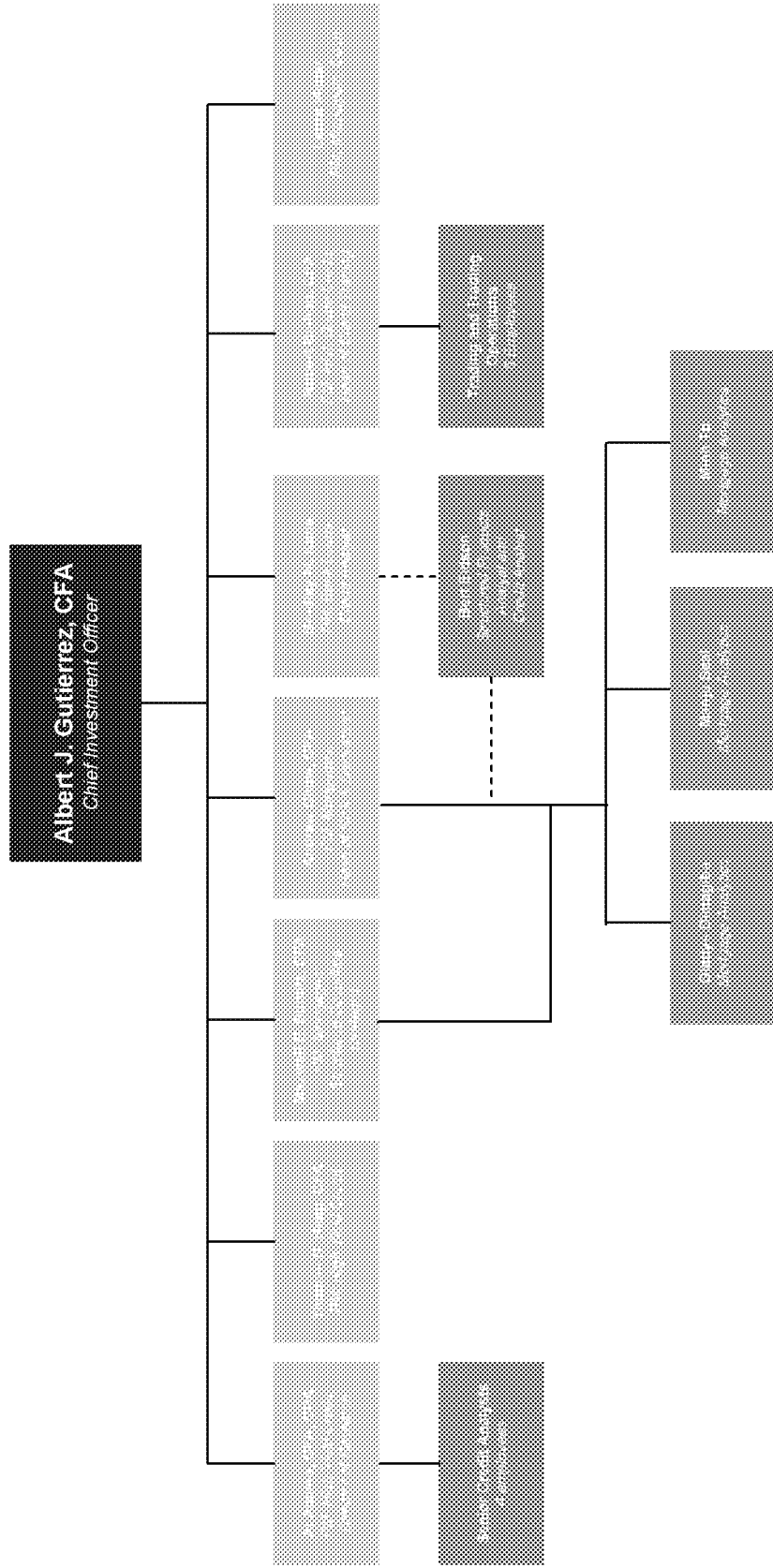
Seneca Capital Management LLC Structured Finance Overview



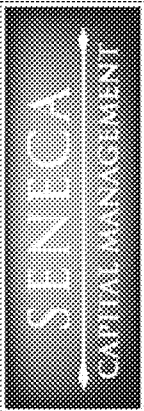
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Seneca Capital Management LLC Fixed Income Organizational Chart

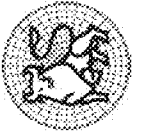


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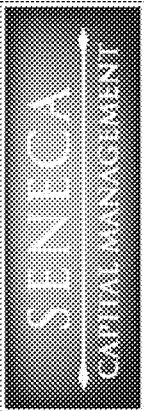


Seneca Capital Management LLC Collateralized Debt Obligation Investment Expertise

- Seneca began managing CDOs in 1999 with the closing of Gibraltar Limited, a \$400 million CBO
 - Seneca subsequently closed three additional CDOs each backed by assets consisting of high yield bonds, leveraged loans and credit derivatives
- Highlights of Seneca's platform include:
 - Disciplined credit research and CDO analytics process
 - Proprietary CDO analytics system used for compliance testing, projections and investor reporting
 - Intex CDO analytics system used for third party compliance testing, projections, and investor reporting
- Seneca currently manages the following four CDOs:
 - Gibraltar Limited – a \$400 million cash flow CBO closed in February 1999 (reinvestment period ended in February 2004)
 - Seneca CBO II, L.P. – a \$290 million cash flow CBO closed in September 1999 (reinvestment period ended in October 2004)
 - Seneca CBO III, Limited – a \$250 million cash flow CBO closed in November 2000; and
 - Seneca CBO IV, Limited – a \$285 million cash flow CBO closed in October 2001



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Seneca Capital Management LLC Collateralized Debt Obligation Investment Expertise (cont'd)

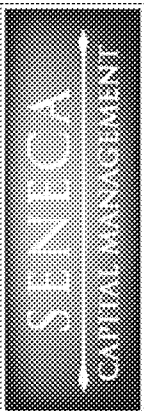
- Seneca has demonstrated a strong track record in managing CDOs through a difficult credit environment:
 - Gibraltar Limited ranked 8th out of 47 vintage 1999 cash-flow CBOs ⁽¹⁾
 - Seneca CBO III, L.P. ranked 9th out of 30 vintage 2000 cash-flow CBOs ⁽¹⁾
 - Seneca CBO IV, Limited ranked 10th out of 28 vintage 2001 cash-flow CBOs ⁽¹⁾
- The current leveraged finance team has made significant efforts to improve the quality and performance of Seneca CBO II, L.P. (currently ranked 19th out of 47 vintage 1999 cash-flow CBOs): ⁽¹⁾
 - Amended indenture in April 2004 to allow for reinvestment of proceeds from calls and tenders:
 - Reinvested over \$63 million of proceeds in 45 trades with an average rating of B1
 - Improved the portfolio's weighted average rating factor by approximately 200 points since 12/31/02 ⁽²⁾
 - Improved the senior O/C cushion by over 14 percentage points since 12/31/02 ⁽²⁾



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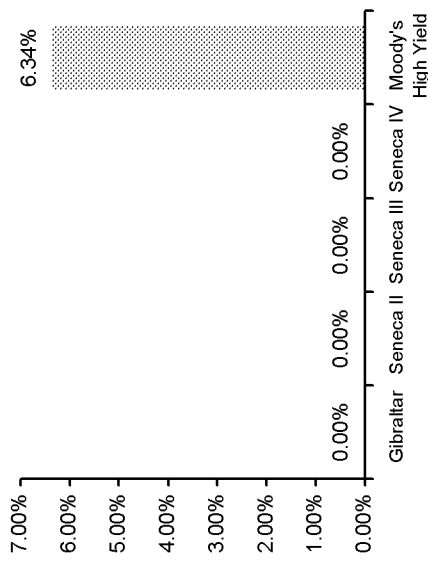
⁽¹⁾ Moody's Deal Score Report: CDO Deal Summary Performance, April 2005.

⁽²⁾ As of March 31, 2005.

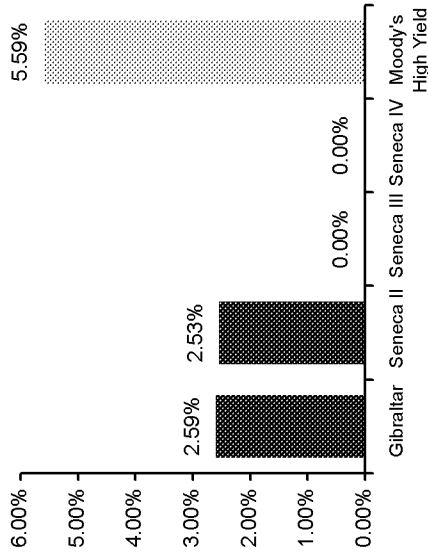


Seneca Capital Management LLC Fund by Fund CBO Default Rates (1)(2)

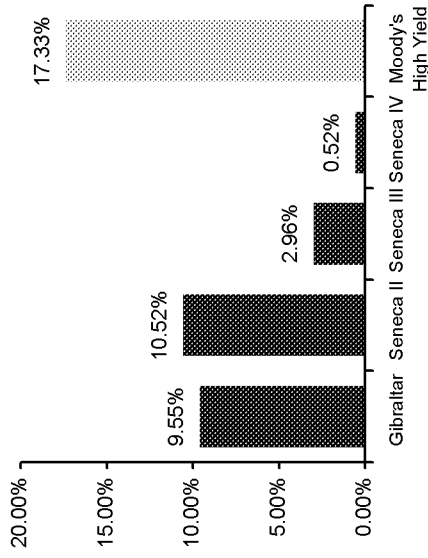
1999 Default Rates



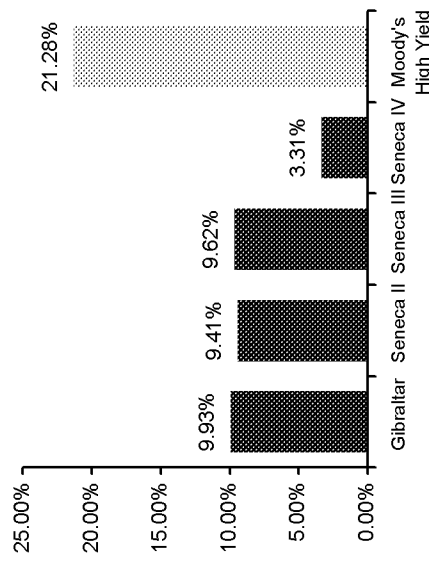
2000 Default Rates (3)



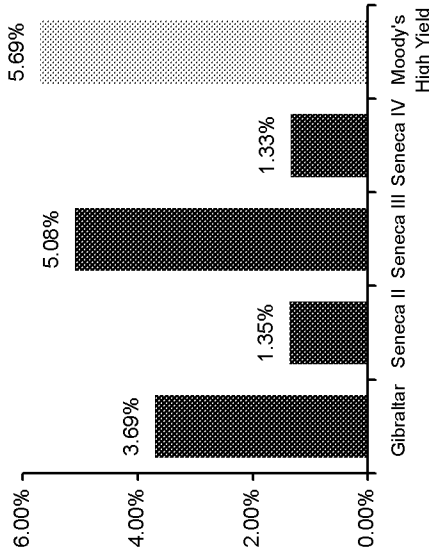
2001 Default Rates (4)



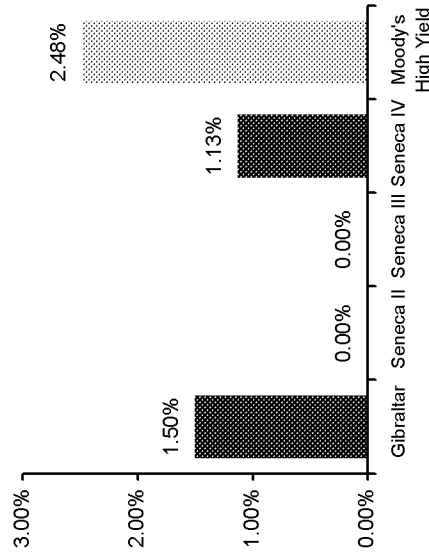
2002 Default Rates



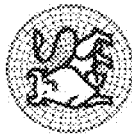
2003 Default Rates

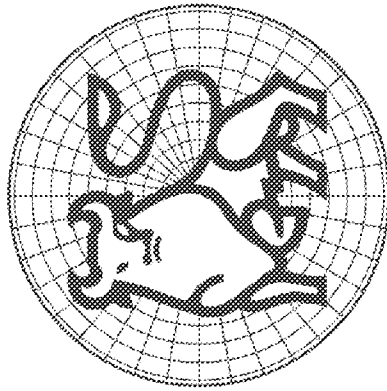
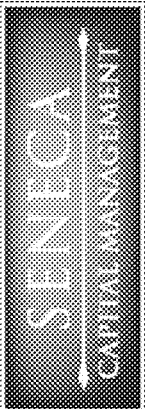


2004 Default Rates



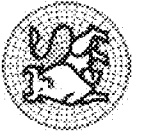
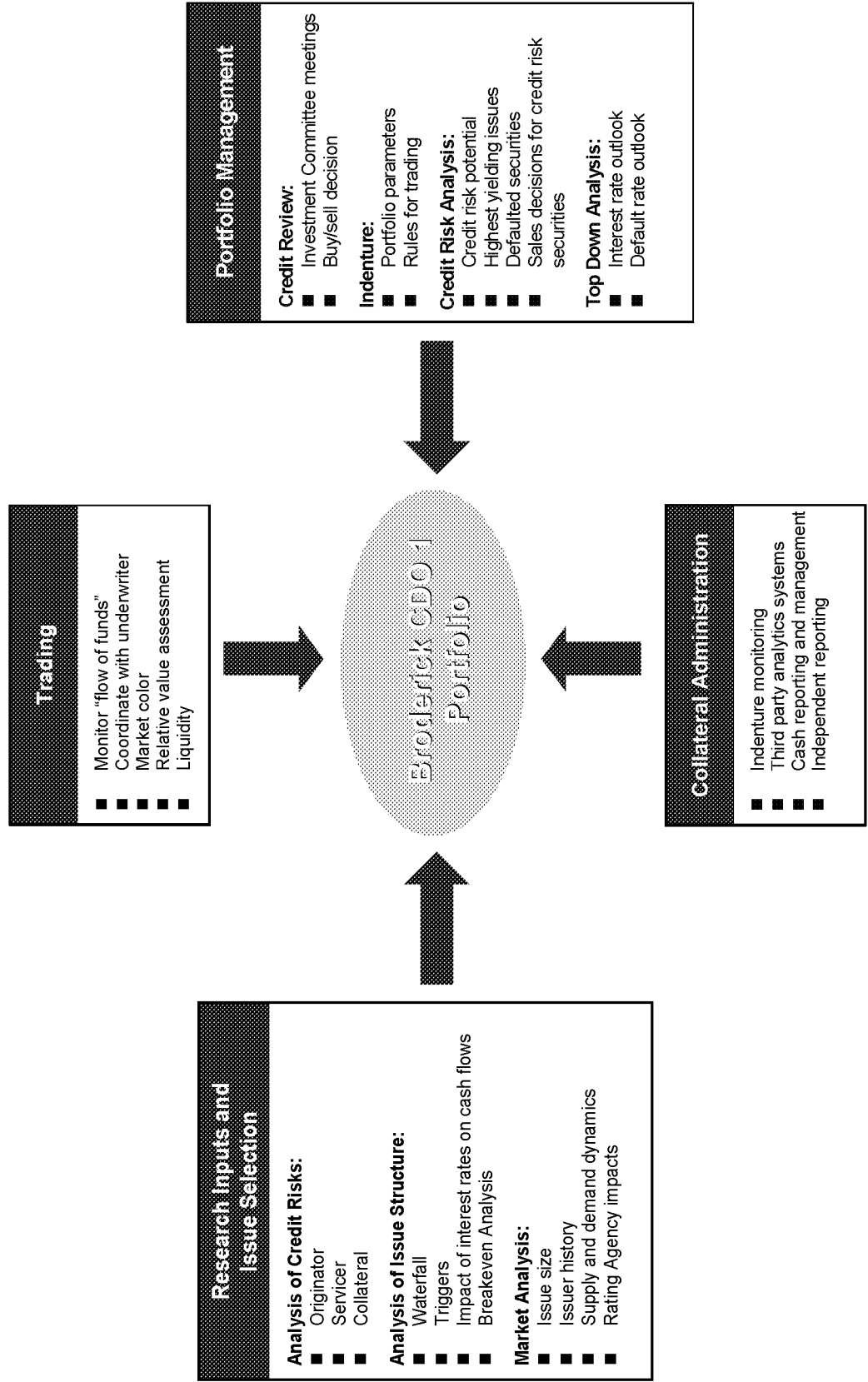
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 (1) Par amount of defaults as a percentage of average assets under management for each CBO. Only assets held at the time of default are included. Average assets under management determined based on beginning and year end assets under management (except as provided in footnote (3) & (4)).
 (2) Moody's high yield data represents the Annual Global Dollar Volume-Weighted Default Rates for speculative-grade issuers, from "Default & Recovery Rates of Corporate Bond Issuers: 1920-2004," January 2005.
 (3) Seneca II average assets under management for 2000 calculated based on March 2000 and year end assets under management.
 (4) Seneca IV default rate for 2001 calculated as a percentage of year end assets under management.



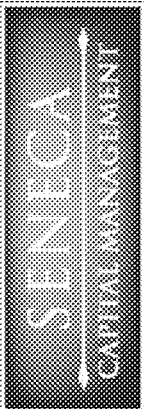


B. CDO Investment Process

Seneca Capital Management LLC CDO Investment Process

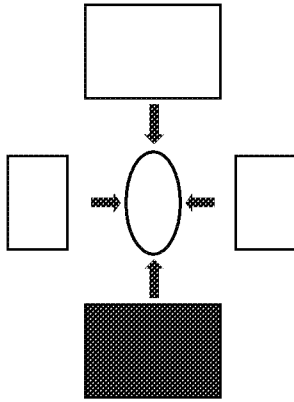


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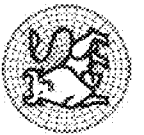


Seneca Capital Management LLC CDO Investment Process

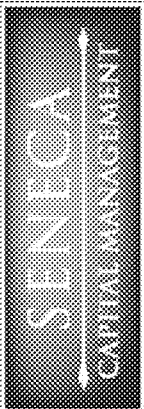
Research Inputs and Issue Selection



Analysis of Credit Risks	
<ul style="list-style-type: none"> ■ Originator <ul style="list-style-type: none"> ○ Historical performance ○ Quality of senior management ○ Financial strength of originator or parent ○ Regional/customer predisposition ■ Servicer <ul style="list-style-type: none"> ○ Quality of master servicer, servicer, or subservicer ○ Servicing transfers ○ Requirement to advance 	<ul style="list-style-type: none"> ■ Collateral <ul style="list-style-type: none"> ○ FICO: emphasis on distribution ○ LTV: emphasis on distribution ○ Loan size: emphasis on distribution ○ OOC v. investor/2nd home borrowers ○ Loan status (delinquency, foreclosure, bankruptcy, REO), evolution ○ Seasoning/HPA ○ Lien status ○ Prop Type ○ Doc Type ○ MI ○ Geographics ○ Loan purpose ○ DTI ○ Principal Type (Am, Bal, IO, NegAm) ○ PPP

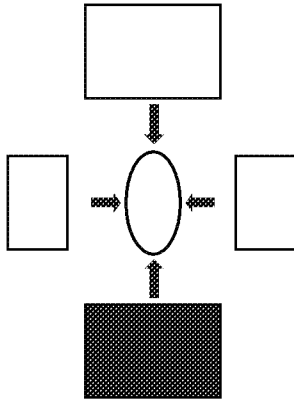


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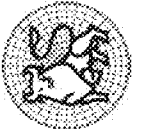
Seneca Capital Management LLC CDO Investment Process

Research Inputs and Issue Selection

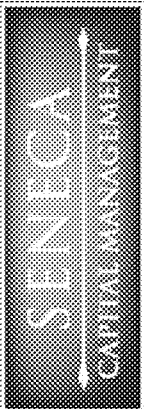


Analysis of Issue Structure & Non-Credit Risk

- CE
- Interest and principal waterfalls
- Overcollateralization, prefunding
- Delinquency triggers, lag effects
- Loss triggers
- Excess Spread
- Fixed v. Floating
- Interest rate hedging and available funds caps
- Yield Maintenance
- Prepayments & PPP
- Cleanup call

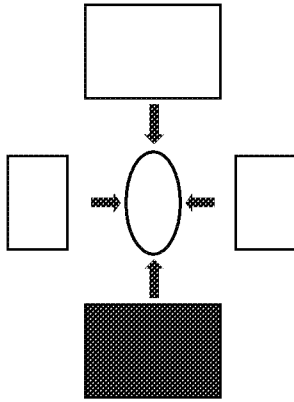


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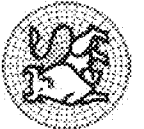


Seneca Capital Management LLC CDO Investment Process

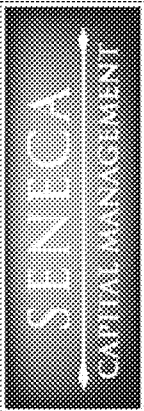
Research Inputs and Issue Selection



Market Analysis	
■ Issue size	■ Issuer history
■ Underwriter support	■ Relative value vs. other securities in the industry
■ Supply and demand dynamics	■ Regulatory
■ Rating agency impacts	
■ Impact of new loan structures	



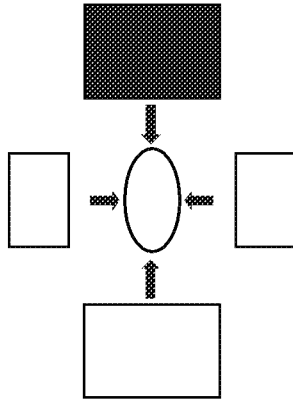
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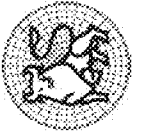
Seneca Capital Management LLC

CDO Investment Process

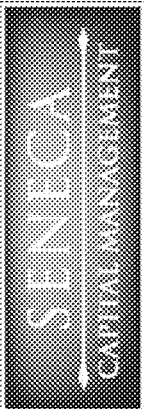
Portfolio Management



- **Credit Review:**
 - Regularly scheduled formal meetings with all fixed income professionals:
 - Daily meetings at 7:00 a.m. to discuss market activity and recent events
 - Weekly meetings for in-depth discussion of credit in all portfolios
- **Credit Risk Analysis:**
 - Credit risk potential
 - Highest yielding issues
 - Defaulted securities
 - Sale decisions for credit risk securities
- **Top-Down Analysis:**
 - Macroeconomic growth/trends
 - Interest rate environment
 - Regional economics
 - Home affordability
 - HPA
- **Indenture:**
 - Develop portfolio parameters
 - Manage within rules for trading

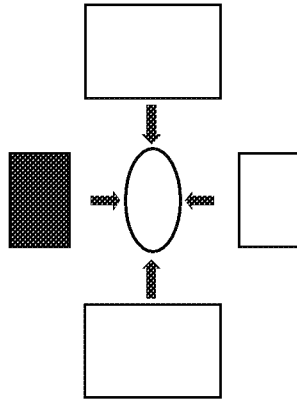


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Seneca Capital Management LLC CDO Investment Process

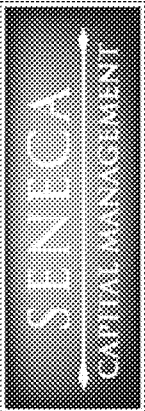
Trading



- Trading's Role:
 - Monitor "flow of funds"
 - Coordinate with underwriters on upcoming new issues
 - Evaluate relative value compared to other debt of the same issuer as well as other issuers in the same industry
 - Assess liquidity of an issue based on how well it is syndicating or trading
 - Best execution on assets
 - Assess likely investor reception to new asset structures/products
 - Liability pricing information/analysis

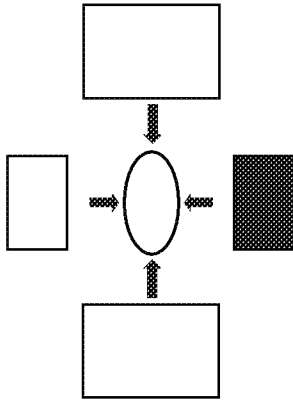


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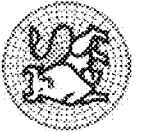


Seneca Capital Management LLC CDO Investment Process

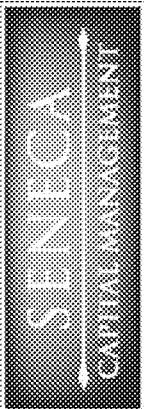
Collateral Administration



- Collateral Administration:
 - Active Indenture compliance monitoring via Seneca's in-house system coupled with trustee reporting
 - Use Intex as third party portfolio management software in addition to proprietary systems
 - Cash reporting and cash management
 - Stress testing of the structure using asset-by-asset cash flow projections
 - Generate internal and external reporting
 - Verify each calculation on the trustee's monthly reports prior to delivery to investors



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Seneca Capital Management LLC

CDO Investment Process

Example Investment Writeup

	AL	Rating (S/M)	CE	Sprd	AI Type
Grp 1	Conform	AAA/Aaa	19.60%		Actual/360
Grp 2r	non-con	AAA/Aaa	19.60		
M1	4.67(c)	AA/Aa1	16.40	1L+46	(all)
M2	4.59	AA/Aa2	13.60	49	
M3	4.55	AA-/Aa3	12.00	53	
M4	4.52	A+/A1	9.90	71	
M5	4.50	A/A2	8.15	75	
M6	4.49	A-/A3	7.05	80	

Group/Structure Notes: Y structure
 OC Prefunded: Y

Settlement: corp

Legal Final Maturity: 2035

Clean Up Call: 10%

Pricing Speed:

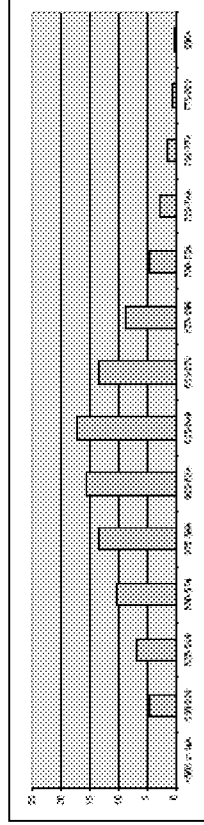
- Floating: 2CPR, 30CPR@t+12, 50CPR in 5 mo window, 35CPR@t+28 & thereafter
- Fixed: 4CPR, 20CPR@t+12 & thereafter

Largest Servicer (advance status): XXXX - required

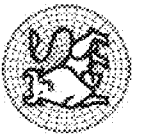
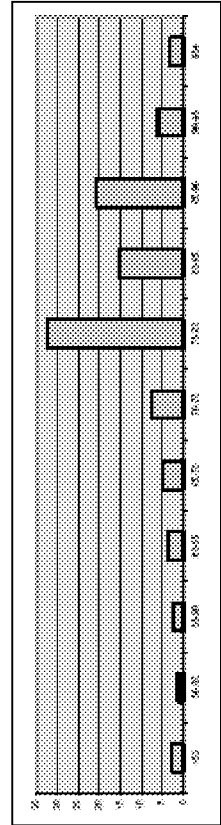
Master Servicer (if different):

Originator: XXXX

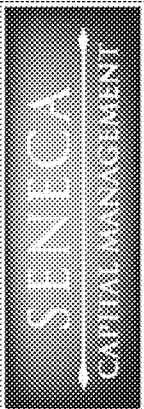
WA FICO: 623



WA OLTV: 80.5%



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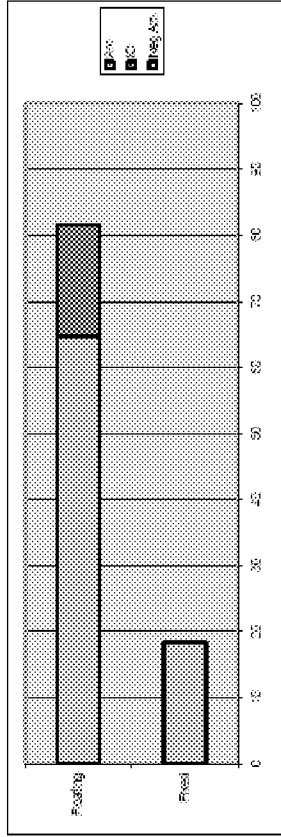
Seneca Capital Management LLC

CDO Investment Process

Example Investment Writeup (continued)

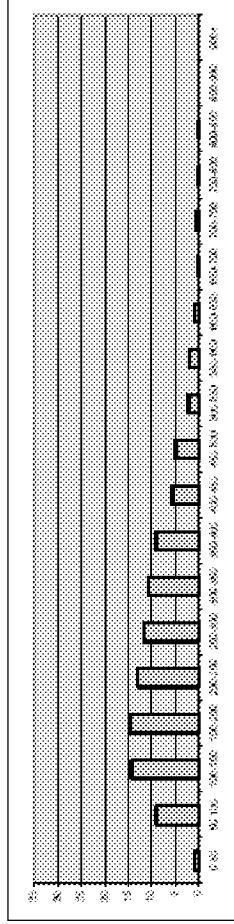
Geographics	CA	FL	NV	OH	IN	TX	L1	L2	L3	Other
	37.9%	7.5%	2.7%	1.4%	0.6%	3.0%			NY 6.2	

Coupon Type:



WA Roll (months): 24 (floating only)
 OOC: 92%
 Doc Type (Full/Limited/No): 49/5/56%
 2nd Lien: 2%
 WA Balance (current): \$187k

SF+ pucl: 84%
 Purpose (Pur/Refi/CO Refi): 32/8/60%
 Mt: N



WAM (months): 355
 WA Gross Cpn: 7.06%
 PPP remaining (No/>12/12-24/25-36/37+): 29/3/53/15/0%

Gross Margin: 5.63%
 HOEPA Loans: 0%

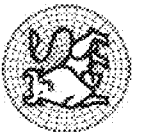
Step: 3/08&2x CE&OC>6.4%

Triggers: 60D:40% of CE

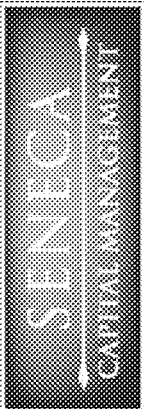
CumLoss: 3.00->7.00%

Notes/Comments:

- + Low IO%
- + lack of mo ave. 60D trigger
- + larger CE
- purchase %
- FICO distribution
- LTV

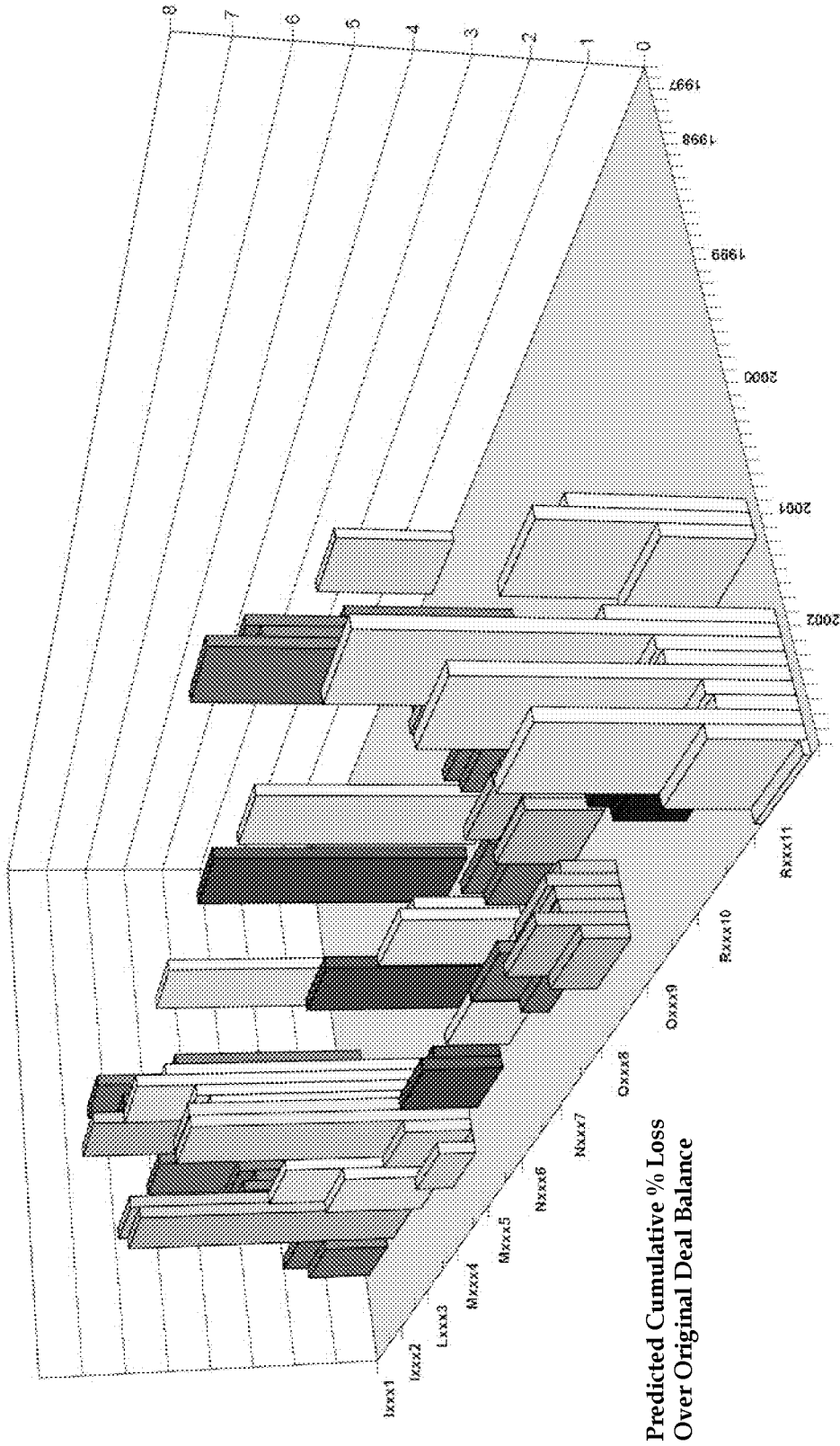


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Seneca Capital Management LLC CDO Investment Process

Collateral Administration Deal/Issuer Shelf Level Surveillance Process Example

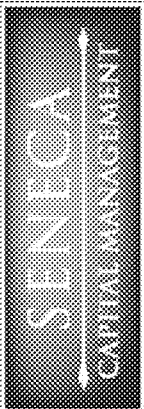


Predicted Cumulative % Loss
Over Original Deal Balance



9/20/05 2:59 AM

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Seneca Capital Management LLC

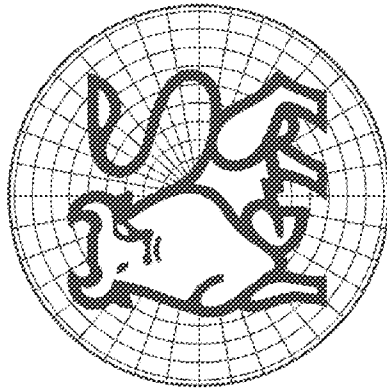
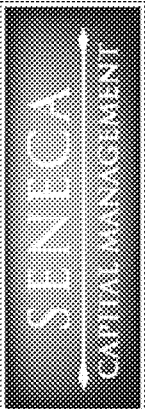
CDO Investment Process

Tranche Level Surveillance Tracking Example

Amort	IO	Neg Amort	# Mos Reset	# Mos lo Period	Excess Spread	Current Excess Int	Delinq 30-59	Delinq 60-89	Delinq 90+	Foreclosures	REO	Cum Loss %	Credit Enhmt	Cur Balance \$	Current SubAmt	OC Actual
19.4	10.7%		53.2	2.48%	2,112,900	1.45	0.41	0.25	1.42	0.02	0.02	0	16.82%	1,023,489,839	154,200,000	18,000,000
23.6	22.1%		35.4	2.67%	3,227,240	0.14	0	0	0	0	0	0	21.44%	1,450,543,540	298,541,000	12,408,798
23.6	28.5%		48.3	2.92%	1,124,478	1.38	0.01	0	0	0	0	0	16.60%	462,068,404	65,086,000	11,597,720
31.1	21.0%		38.1	1.82%	3,253,330	0.09	0	0	0	0	0	0	7.77%	2,142,744,961	166,515,000	-
20.9	23.6%		46.1	1.95%	1,211,744	2.73	0.35	0.02	0.06	0	0	0	8.15%	745,438,702	57,200,000	3,571,814
29.4	27.9%		32.5	2.82%	3,926,596	0.72	0.08	0	0.08	0	0	0	8.63%	1,669,401,595	128,350,100	15,685,643
22.8	13.0%		51.3	2.86%	2,321,020	1.45	0.28	0.02	0.02	0	0	0	13.33%	973,812,213	123,558,000	6,223,849
27.1	63.1%		56.9	2.37%	2,142,689	0	0.38	0	0	0	0	0	15.85%	1,085,939,224	145,633,000	26,478,532
21.6	31.4%		54.5	2.41%	1,458,685	6.71	1.55	1.92	0	0	0	0	15.13%	727,055,160	89,746,000	20,291,278
21.4	100.0%		24.1	4.01%	2,530,137	3.3	1.49	0.93	0.08	0	0	0	9.84%	757,388,898	55,151,000	19,365,978
23.9	19.8%		24.1	2.36%	3,761,730	3.09	0.91	0	0	0	0	0	14.94%	1,914,472,937	256,000,000	30,000,100
26.3	100.0%		26.3	2.68%	5,314,709	0	0.01	0	0	0	0	0	10.30%	2,376,942,539	213,600,000	31,200,035
30.0	97.3%	2.7%	58.7	12.98%	1,880,807	0.11	0	0	0	0	0	0	68.37%	173,858,473	118,875,000	-

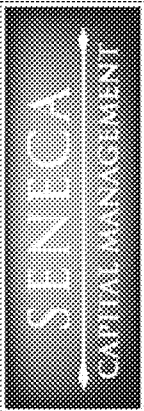


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C. Biographies





Senior Management and Fixed Income Investment Team

Al Alaimo, CFA, CPA

Fixed Income Portfolio Manager & Director of Research

- Primary focus: high yield, media, printing, packaging, consumer products, food and restaurants
- Previous experience: Managing Director, Banc of America Securities LLC, Institutional Investor-ranked analyst in high yield research
- Education: BS, accounting and finance, Syracuse University, MBA, finance, William E. Simon Graduate School of Business Administration, University of Rochester
- Member, Security Analysts Society of San Francisco
- Joined Seneca 2001, investment experience: 20 years

Samuel M. Austin

Senior Portfolio Advisor

- Responsible for developing and managing institutional client relationships, specializing in public fund relationships. Senior member of investment strategy teams
- Previous experience: Principal, public fund business development, Barclays Global Investors, responsible for developing and maintaining relationships with U.S. institutional clients; Principal, Bankers Trust Company. Served as product specialist and portfolio manager for quantitative equities, working closely with corporate, public fund, TaffHartley, endowment and foundation clients
- Education: BS, business, Boston University, cum laude; MBA, finance, Boston University; finance coursework, Sloan School of Management, MIT
- Joined Seneca 2003, investment experience: 17 years

Robert L. Bishop, CFA

Fixed Income Portfolio Manager & Trader

- Primary focus: investment grade
- Previous experience: restructuring corporate pension funds, Salomon Brothers; quantitative portfolio design, Goldman Sachs; Director, corporate bond sales, Merrill Lynch
- Education: BA, economics, UCLA; MBA, finance, Kellogg School of Management, Northwestern University
- Joined Seneca 2002, investment experience: 26 years

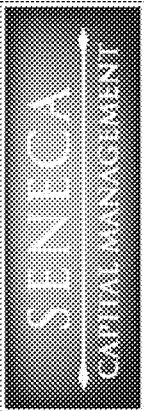
Maxwell E. Bublitz, CFA

Fixed Income Portfolio Manager

- Primary focus: economic analysis, mortgage backed securities, structured securities
- Previous experience: President, CEO of Conesco Capital Management, which managed over \$40 billion of fixed income assets for insurance, institutional and retail clients; experienced with research trading and portfolio management for mortgage backed securities
- Education: MBA, investment and finance, University of Southern California
- Joined Seneca 2005, investment experience: 21 years



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Senior Management and Fixed Income Investment Team

Pearl C. Chang

Fixed Income Analyst

- Primary focus: healthcare, gaming, lodging/leisure, consumer products, food, restaurants
- Previous experience: Senior Analyst, Creditsights; Director, Global Credit Research, Deutsche Bank; Vice President, Fixed Income Research, Lehman Brothers
- Education: BA, English, Princeton University; MBA, Stanford University
- Joined Seneca 2005, investment experience: 14 years

Andrew S. Chow, CFA

Fixed Income Portfolio Manager

- Primary focus: structured product
- Previous experience: managed a sizeable and highly ranked convertible bond fund of investment grade and high yield securities, ING Pilgrim; managed mortgage-backed portfolios and equity derivatives funds, Conesco Capital Management
- Education: BA, economics, University of California, Berkeley; MBA, Carnegie Mellon
- Other business interests: Senior Vice President, Luminent Mortgage Capital, Inc., a real estate investment trust, formed April 2003, managed and advised by Seneca Capital Management LLC
- Joined Seneca 2002, investment experience: 19 years

Gladys Dimagiba, CFA

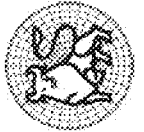
Fixed Income Quantitative Analyst

- Primary focus: credit securities, structured products and risk management
- Previous experience: public finance, Stone & Youngberg
- Education: BA with distinction, University of California, Berkeley
- Joined Seneca 1999, investment experience: 8 years

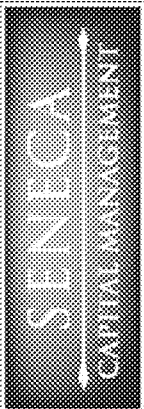
Meera R. Dolasia, CFA

Product Manager

- Responsible for coordinating product information and market positioning of all of Seneca's products
- Previous experience: securities analyst and portfolio manager, Spare, Kaplan, Bischel & Associates, San Francisco; Assistant Vice President, Bankers Trust Company, private client group
- Education: BS, financial services, University of Manchester
- Joined Seneca 2001, investment experience: 12 years



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Senior Management and Fixed Income Investment Team

William G. Drobný, CFA **Chief Marketing Officer**

- Manager of Seneca's marketing and performance departments, responsible for all information supplied to clients, consultants and portfolio advisors
- Previous experience: Principal, senior member of U.S. marketing & relationship management teams, Barclays Global Investors; Senior Vice President Security Research, Liquidity Fund Investments
- Education: BS, finance, Haas School of Business, University of California; MBA, finance, Olin School of Business, Washington University in St. Louis
- Joined Seneca 2004, investment experience: 21 years

C. Bertram Eidson

Fixed Income Analyst

- Primary focus: CBO portfolio management
- Previous experience: Redwood Trust, Inc., CDO structuring; Banc of America Securities LLC, CDO structuring
- Education: BS, management with highest honors, Georgia Institute of Technology; MBA, University of North Carolina at Chapel Hill
- Joined Seneca 2005, investment experience: 6 years

Warren H. Goodrich, CFA

Fixed Income Analyst

- Primary focus: homebuilders/building products, chemicals, industrials, services, REITs; CBO portfolio management
- Previous experience: Barclays Global Investors, asset-backed securities research; Banc of America Securities, CDO structuring
- Education: BA, economics, Wake Forest University, magna cum laude
- Member, CFA Institute and Security Analysts of San Francisco
- Joined Seneca 2001, investment experience: 10 years

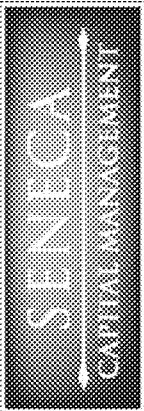
Albert Gutierrez, CFA

Fixed Income CIO - Executive Committee - Chair

- Previous experience: headed portfolio management, trading and investment systems at American General Investment Previous experience: headed portfolio management, trading and investment systems at American General Investment Management, managing \$75 billion in client assets; spent twelve years in a similar capacity at Conesco Capital Management, managing \$75 billion in client assets; spent twelve years in a similar capacity at Conesco Capital Management
- Education: BS, economics, The Wharton School, University of Pennsylvania
- Joined Seneca 2002, investment experience: 23 years



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Senior Management and Fixed Income Investment Team

Thomas N. Haag, CFA

Fixed Income Portfolio Manager

- Primary focus: high yield
 - Previous experience: extensive experience in the high yield market, managed a large high yield fund in the 1990s, managed a high yield trading operation, led a distressed securities group, securities analyst in the late 1980s
 - Education: BBA, MBA, University of Wisconsin-Madison
- Joined Seneca 2002, investment experience: 20 years

Eric Hernandez

Fixed Income Trader

- Trading, high yield group
- Previous experience: high yield trader, Alliance Capital Management Corporation, New York; fixed income trading, high yield analysis, Travelers Inc.; Associate, Waterhouse Securities
- Education: BS, Syracuse University
- Joined Seneca 2004, investment experience: 11 years

Catherine G. Jaquet

Fixed Income Analyst

- Primary focus: energy, utilities, metals/mining, sovereigns/foreign governments
- Previous experience: emerging markets research analyst, Credit Suisse First Boston, New York
- Education: BS, economics, MS, economics and public policy, London School of Economics
- Joined Seneca 2000, investment experience: 11 years

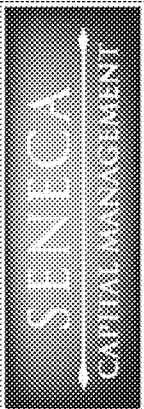
Bradley M. Kane

Fixed Income Analyst

- Primary focus: bank loan management, gaming, lodging/leisure, retailers/supermarkets, transportation, aerospace/defense
- Previous experience: Vice President at GSC Partners, formerly Greenwich Street Capital Partners, participated in development of CBO business, experience in distressed debt restructuring and private equity investing; Vice President, high yield mutual funds at Mitchell Hutchins Asset Management (a division of Painwebber)
- Education: BS, business and economics, Lehigh University
- Joined Seneca 2002, investment experience: 13 years



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Senior Management and Fixed Income Investment Team

James Spencer Lee, CFA

Fixed Income Trader

- Areas of expertise: treasuries, U.S. government agencies, mortgages, corporates
- Previous experience: director of trading, SunTrust Robinson Humphrey; trader, First New York Securities Corp.
- Education: BA, Vanderbilt University
- Joined Seneca 2004, investment experience: 11 years

Laura Milner

Fixed Income Portfolio Manager & Trader

- Primary focus: municipals, short duration
- Previous experience: Senior Portfolio Manager, Wells Fargo Capital Management for 12 years, institutional sales at Salomon Smith Barney
- Education: University of Minnesota
- Member, Society of Municipal Analysts
- Joined Seneca 2000, investment experience: 24 years

Harold C. Nathan, Ph.D.

Senior Portfolio Advisor

- Previous experience: Senior Portfolio Manager, member of the asset management division equity strategy committee, Wells Fargo Bank; Research Economist, Continental Illinois National Bank; Research Associate, Federal Deposit Insurance Corporation
- Education: Ph.D., monetary economics; University of California
- Board member, Spirit Rock Foundation, Chairman, Foundation for the People of Burma, a nonprofit organization
- Joined Seneca 1991, investment experience: 28 years

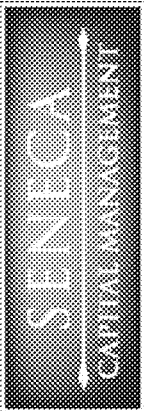
Thomas W. Neukranz

Senior Portfolio Advisor

- Responsible for developing and managing relationships with institutional investors and investment consultants, works closely with equity and fixed income teams on product management
- Previous experience: managed global fixed income and equities futures client business, Goldman Sachs, Tokyo, London, and New York; managed the exchange traded futures businesses, J.P. Morgan, New York and San Francisco; held a variety of marketing positions at major Wall Street firms, including Lehman Brothers and Banc of America Securities
- Education: BS, Purdue University
- Joined Seneca 2000, investment experience: 23 years



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Senior Management and Fixed Income Investment Team

Manju M. Seal

Fixed Income Quantitative Analyst

- Primary focus: mortgage-backed securities, structured products and risk management
- Previous experience: Vice President, risk and performance analytics group, fixed income team manager, Goldman Sachs Asset Management; quantitative analyst, CMBS desk, Goldman Sachs; structured finance analyst, Arthur Andersen
- Education: BS, St. Xavier's College, Bombay, India; MA, mathematics, Wake Forest University, MA, University of Wisconsin-Madison
- Joined Seneca 2003, investment experience: 9 years

Diane M. Spirandelli, CFA

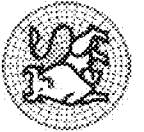
Senior Portfolio Advisor - Executive Committee

- Manages Seneca's private client group, senior member of investment strategy teams
- Previous experience: director and manager of private banking investment services at Bankers Trust and Swiss Bank Corporation; Vice President, Senior Portfolio Manager, Wells Fargo Bank, responsible for the San Francisco investment department, managing \$5 billion in client assets
- Education: Graduate, Oxford College of Technology, U.K.; Graduate, University of Washington, Pacific Coast Banking School 3-year advanced studies program
- Member, CFA Institute and Security Analysts of San Francisco
- Joined Seneca 1997, investment experience: 33 years

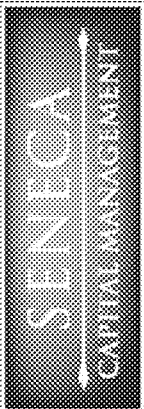
Susan A. Stannard

Senior Portfolio Advisor - Executive Committee

- Senior member of investment strategy teams, manages client portfolios
- Previous experience: Director of Treasury Investments for Fluor Corporation, responsible for over \$3 billion in assets in addition to holding a variety of positions within the treasury and other financial and accounting areas, 1981-1997
- Education: BS, accounting and finance, California State University, Long Beach
- Joined Seneca 1997, investment experience: 20 years



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Senior Management and Fixed Income Investment Team

Timothy Sweeney

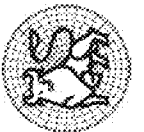
Portfolio Advisor

- Responsible for managing private client accounts
- Previous experience: managed institutional advisory services group, Montgomery Asset Management, San Francisco; similar positions with Franklin Templeton
- Education: BS, business administration, University of Arizona, Tucson; MBA, University of San Francisco
- Certified Investment Management Consultant (CIMC) designation
- Joined Seneca 1998, investment experience: 15 years

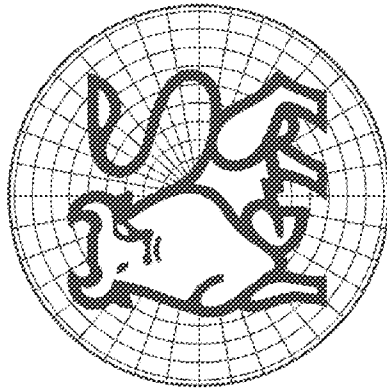
Patrick Wang, CPA

Fixed Income Analyst

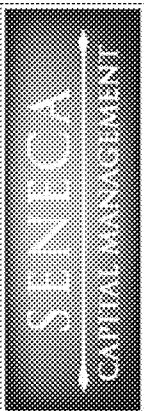
- Primary focus: paper and forest products, cable and satellite television, wireline telecommunications, technology
- Previous experience: Vice President and Research Analyst, Banc of America Capital Management; Equity Research Associate Analyst, Credit Suisse First Boston; began career in public and private accounting
- Education: BS, Accounting/Computer Information Systems, University of Nevada, Reno; MBA, Logistics and Finance, University of Nevada, Reno
- CFA Level III Candidate
- Joined Seneca 2005, investment experience: 6 years



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6. Tax Considerations



Tax Considerations

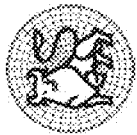
The following is a general discussion of the U.S. federal income tax consequences of investment in securities issued by CDO issuers. The precise tax consequences of investment in the Offered Securities may vary based on the terms thereof and the circumstances of particular prospective investors.

U.S. Federal Income Tax Considerations

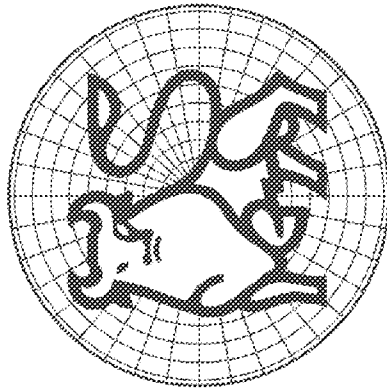
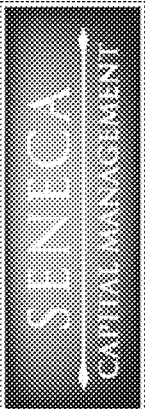
THE STATEMENTS ABOUT U.S. FEDERAL INCOME TAX ISSUES ARE MADE TO SUPPORT MARKETING OF THE NOTES. NO TAXPAYER CAN RELY ON THEM TO AVOID U.S. FEDERAL TAX PENALTIES. EACH PROSPECTIVE PURCHASER SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISOR ABOUT THE TAX CONSEQUENCES UNDER ITS OWN PARTICULAR CIRCUMSTANCES OF INVESTING IN OFFERED SECURITIES UNDER THE LAWS OF THE CAYMAN ISLANDS, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS AND ANY OTHER JURISDICTION WHERE THE PURCHASER MAY BE SUBJECT TO TAXATION.

- Noteholders will be required to treat the Notes as debt for U.S. Federal income tax purposes. It is expected that the Class A Notes and the Class B Notes [will] be treated as debt for U.S. Federal income tax purposes.⁽¹⁾
- The issuer will treat all interest (including interest on accrued but unpaid interest) due on the Class C Notes as original issue discount ("OID") because it will not determine whether the likelihood of interest being deferred on the Class C Notes is remote. A U.S. holder of a Note issued with OID generally must accrue OID into income on a constant yield to maturity basis without regard to cash payments actually received from the Issuer which could result in such U.S. holder owing tax on "phantom income."
- U.S. holders of Preferred Shares (and any Notes that are treated as equity interests for U.S. Federal income tax purposes) will be treated as owning an interest in a "passive foreign investment company" ("PFIC") and are strongly urged to consult their tax advisors on the advisability and availability of electing to treat the Issuer as a "Qualifying Electing Fund" ("QEF").
 - Upon such election, a U.S. holder will be required to currently include its pro rata share of the Issuer's ordinary income and net capital gains without regard to the cash distributions actually received from the Issuer which could result in a U.S. holder owing tax on significant amounts of "phantom income."
 - In the absence of such an election, a U.S. holder will be subject to potentially significant additional tax charges on gains on disposition (or constructive disposition) and certain "excess" distributions (generally, distributions in any year exceeding 125% of the average amount received during the three preceding years or, if shorter, the U.S. holder's holding period). Gains therefore do not benefit from the preferential rate on capital gains. QEF inclusions or distributions from a PFIC are not eligible for either (i) the dividends received deduction or (ii) the preferential rate on dividend income.
- The Issuer could also be a controlled foreign corporation if U.S. persons that each own at least 10% of the Issuer's voting equity (for U.S. Federal income tax purposes) together own more than 50% of the Issuer's equity shares. If the Issuer were a CFC, a U.S. holder that owned 10% or more of the Issuer's Preferred Shares (i) would not be subject to the PFIC rules described above and (ii) would recognize each year as ordinary income its pro rata share of the Issuer's "subpart F income" (which in the case of the Issuer would be its net earnings) without regard to the cash distributions actually received from the Issuer which could result in such 10% U.S. holder owing tax on significant amounts of "phantom income." Subpart F inclusions are generally not eligible for either (i) the dividends received deduction or (ii) the preferential rate on dividend income.
- U.S. investors that acquire Preferred Shares (and/or any Notes that are treated as equity interests for U.S. Federal income tax purposes) at issuance will be required to file a Form 926 or a similar form with the U.S. Internal Revenue Service. In the event that such U.S. holder fails to file any such required form, such U.S. holder could be subject to a penalty (generally up to a maximum of \$100,000), computed in the amount of 10% of the fair market value of the securities purchased by such U.S. holder. Certain tax shelter reporting requirements may also apply to such a U.S. holder.
- A U.S. tax-exempt investor should generally not be subject to unrelated business income tax ("UBIT") as a result of an investment in the Notes or the Preferred Shares unless such investor either (i) holds more than 50% of the Preferred Shares and also holds Notes or (ii) holds Notes or Preferred Shares that are debt-financed property.
- The Issuer expects to conduct its affairs so that it generally will not be treated as engaged in a trade or business within the United States for U.S. Federal income tax purposes, and accordingly expects that its income will not be subject to U.S. Federal income tax on a net income basis. The Issuer also expects that interest income from Collateral Debt Securities generally will not be subject to withholding tax imposed by the United States or other countries.
- If the assets of the Issuer were insufficient to repay the U.S. holders of the Preferred Shares or Notes in full, such holders would generally recognize a capital loss on their investment for U.S. Federal income tax purposes. A U.S. holder may be limited in its ability to use such capital losses to offset income previously recognized with respect to the Preferred Shares or Notes.

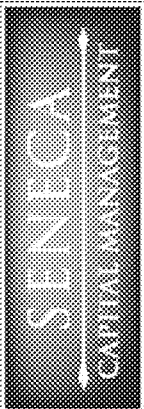
PROSPECTIVE INVESTORS SHOULD READ THE DISCUSSION OF U.S. TAX CONSIDERATIONS IN THE OFFERING CIRCULAR TO BE PROVIDED, WHICH WILL INCLUDE MORE DETAILED INFORMATION REGARDING THE MATTERS ABOVE. NEITHER THIS OUTLINE NOR THE DISCUSSION OF U.S. TAX CONSIDERATIONS IN THE OFFERING CIRCULAR CONSIDERS THE CIRCUMSTANCES OF PARTICULAR INVESTORS. THEY ARE NOT SUBSTITUTES FOR TAX ADVICE. AND PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS.



(1) This expected treatment is based on transaction numbers as of the date of this document and may be subject to change.



Appendix: Collateral Cashflow Formulas



Appendix Collateral Cashflow Formulas

Calculation of Collateral Defaults in each Period

$$\text{Defaults} = B * D / \text{PPY}$$

where:

B= Beginning performing collateral balance (w/o reduction for current amortization or prepayments)

D = Annual Default rate (%)

PPY = number of payments per year (e.g 4 for quarterly)

Calculation of Interest Payments in each Period

$$\text{Interest} = (B - \text{Defaults}) * C * \text{DCF}$$

where:

B= Beginning performing collateral balance (w/o reduction for current amortization or prepayments)

Defaults = defaults in the current period

C = collateral interest rate for the period

DCF = collateral daycount fraction for the period (expressed in years)

