



DATE: May 6, 2008  
TO: .  
AIG Financial Products Corp.  
Facsimile No.: (203) 222-4780  
Attention: Chief Financial Officer  
With Copy To: General Counsel

FROM: GOLDMAN SACHS CAPITAL MARKETS, L.P.  
Telephone No.: +1 212 357 2610  
Facsimile No.: +1 212 428 9189

**CREDIT EVENT NOTICE  
NOTICE OF PUBLICLY AVAILABLE INFORMATION**

Ladies and Gentlemen:

We refer to the Transaction specifying Independence V CDO Ltd. as the Reference Entity evidenced pursuant to the Confirmation with a Trade Date of February 19, 2004 (the "Confirmation") and Goldman Sachs Capital Markets, L.P. reference number NUUQ402B10 between AIG Financial Products Corp. and Goldman Sachs Capital Markets, L.P. ("GSCM"). Capitalized terms used in this letter and not otherwise defined shall have the meanings ascribed to such terms in the Confirmation.

GSCM notifies you that a "Failure To Pay" Credit Event occurred with respect to Independence V CDO Ltd on or about March 26, 2008

Annexed hereto please find a copy of the documents that constitute Publicly Available Information, confirming the occurrence of such Credit Event.

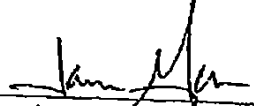
This document shall constitute a Credit Event Notice and a Notice of Publicly Available Information.

Nothing in this letter shall be construed of a waiver of any rights we may have with respect to the Transaction.

Very truly yours,

GOLDMAN SACHS CAPITAL MARKETS, L.P.

Very truly yours,

By:   
Name: James T. Gavin  
Title: Vice President



**THE BANK OF NEW YORK MELLON** The Bank of New York Trust Company, National Association

**INDEPENDENCE V CDO, LTD.  
INDEPENDENCE V CDO, INC.**

**NOTICE OF ACCELERATION**

**NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.**

March 18, 2008

To: The Holders of the Notes described as:

Note	Common Code Reg S*	Reg S CUSIP*	Rule 144A CUSIP*	Reg S ISIN*
Class A-1 Notes	018588919	G47546AA7	45343PAA3	USG47546AA77
Class A-2A Notes	018588994	G47546AB5	45343PAB1	USG47546AB50
Class A-2B Notes	018589036	G47546AC3	45343PAC9	USG47546AC34
Class B Notes	018589150	G47546AD1	45343PAD7	USG47546AD17
Class C Notes	018589320	G47546AE9	45343PAE5	USG47546AE99
Series 1 Preference Shares	018590549	G47542108	45343X207	KYG475421080
Series 2 Preference Shares	018591146	G47542207	45343X405	KYG475421080

To: Those Additional Parties Listed on Schedule I hereto

Ladies and Gentlemen:

Reference is hereby made to (i) that certain Indenture dated as of February 25, 2004 (as supplemented, amended or modified from time to time, the "Indenture"), among INDEPENDENCE V CDO, LTD., as Issuer (the "Issuer"), INDEPENDENCE V CDO, INC., as Co-Issuer (the "Co-Issuer", and together with the Issuer, the "Co-issuers") and THE BANK OF NEW YORK TRUST COMPANY, NATIONAL ASSOCIATION, as Trustee (the "Trustee"), as successor to JPMorgan Chase Bank and (ii) that Notice of Event of Default dated March 3, 2008 wherein the Trustee provided notice that an Event of Default had occurred under Section 5.1(i) of the Indenture. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Indenture.

\* No representation is made as to the correctness of the CUSIP, ISIN, or Common Code numbers either as printed on the Notes or Preference Shares or as contained in this notice. Such numbers are included solely for the convenience of the Holders of Notes or Preference Shares.

HOUSTON: 0023495.00671: 1241913v2

Pursuant to Section 5.2(a) of the Indenture, a Majority of the Controlling Class, by notice dated March 14, 2008 to the Co-Issuers and the Trustee, directed the Trustee to declare the principal of all of the Notes to be immediately due and payable.

Pursuant to the foregoing instruction, the Trustee hereby declares the principal of all of the Notes to be immediately due and payable, together with all accrued and unpaid interest thereon, and other amounts payable under the Indenture.

In addition to being mailed to the Co-Issuers, copies of this Notice of Acceleration are also being mailed to the addressees listed above and on Schedule I hereto, and, therefore, this Notice constitutes the notice required by Section 6.2 of the Indenture and Section 7.2(a) of the Preference Share Paying Agency Agreement.

Should you have any questions, please contact John Tocora at (312) 827-8656 or at john.tocora@bnymellon.com.

THE BANK OF NEW YORK TRUST  
COMPANY, NATIONAL ASSOCIATION, as  
Trustee and Preference Share Paying Agent

HOUSTON: 0023495.00671: 1241913v2

#### SCHEDULE I

##### Additional Parties

##### Issuer:

Independence V CDO, Ltd.

c/o Walkers SPV Limited  
P.O. Box 908GT Mary Street George Town  
Grand Cayman, Cayman Islands Attn: The  
Directors Fax: (345) 945-4757

##### Co-Issuer:

Independence V CDO, Inc.

c/o Puglisi & Associates 850  
Library Avenue, Suite 204  
Newark, Delaware 19711  
Attn: Donald Puglisi, Esq.  
Fax: (302) 738-7210

##### Rating Agencies:

Standard & Poor's  
55 Water Street New York, New York 10041  
Fax: 212-438-2644 Electronic mail address:  
CDO\_Surveillance@standardandpoors.com  
Attn: Structured Finance Ratings, Asset-Backed  
Surveillance Group - CBO/CLO

Moody's Investors Services, Inc.

7 World Trade Center 250 Greenwich Street  
New York, New York 10007 Fax: (212) 553-  
0355 Email: [cdomonitoring@moodys.com](mailto:cdomonitoring@moodys.com)  
Attn: CBO/CLO Monitoring

##### Fitch Ratings

One State Street Plaza New York, New York  
10004 Fax: (212) 514-6501 Attn: Managed  
Funds

##### Listing Agent and Paying Agent NCB Stockbrokers Limited

3 George's Dock  
Dublin 1, Ireland

##### Collateral Manager:

Declaration Management & Research LLC

1800 Tysons Boulevard, Suite 200 McLean,  
VA 22102 Attn: Michael Stern Fax: (703) 356-  
1157

##### Hedge Counterparty

AIG Financial Products Corp.

50 Danbury Road Wilton,  
Connecticut 06897-4444  
Attention: Chief Financial Officer

Fax: (203) 222-4780

With a copy to:  
**AIG Financial Products Corp.**  
50 Danbury Road Wilton,  
Connecticut 06897-4444  
Attention: General Counsel

**Auction Agent (Class A-2A Agent)**  
**Deutsche Bank Trust Company**  
**Americas**  
60 Wall Street, 27<sup>th</sup> Floor MS NYC60-2606  
New York, New York 10005 Attn: Auction  
Rate Securities

**Preference Sharing Paving Agent, Transfer**  
**Agent, Paving Agent and Collateral**  
**Administrator** The Bank of New York Trust  
Company, National Association,

**Company Announcements Office, Irish**  
**Stock Exchange:**  
The Company Announcements Office Irish  
Stock Exchange Limited 28 Anglesea Street  
Dublin 2, Ireland Fax: +353 1 677 6045  
HOUSTON: 0023495.00671: 1211915v2

April 10, 2008

The Bank on New York Trust Company, N.A.  
2 N. La Salle Street  
Chicago, Illinois 60602  
Attn: John Tocora

Moody's Investors Service  
99 Church Street  
New York, New York 10007  
Attn: Structured Finance Group

Asset Backed CBO/CLO Surveillance  
Standard & Poor's  
55 Water Street, 41st Floor  
New York, NY 10041

Loan Products Group  
Fitch IBCA  
1 State Street Plaza  
NC1-007-10-07  
New York, NY 10004

Declaration Research & Management LLC  
1650 Tysons Boulevard, Suite 1100  
McLean, VA 22102  
Attn: Michael Stern

RE: Independence V CDO, LTD.  
Monthly Report

Enclosed is the Monthly Report for the above referenced issue submitted pursuant to Section 10.07 (a) of the Indenture dated as of February 25, 2004, between Independence V CDO, LTD., as Issuer, Independence V CDO Inc., as Co-Issuer, and JPMorgan Chase Bank as Trustee. This Monthly Report contains information and instructions with respect to the Pledged Items for the benefit of the Noteholders, determined as of April 10, 2008.

If you should have any questions, please feel free to call John Tocora (312) 827-8656.

Very Truly Yours,

On Behalf of Independence V CDO, Ltd.:

X Signature on File

CONFIDENTIAL TREATMENT REQUESTED BY GOLDMAN, SACHS & CO.

# Independence V CDO, LTD

As of: 04/10/2008

Tests and Statistics						Asset Balances	
	Initial	Prior	Current	Trigger	Result		
Class A/B Overcollateralization Test	108.890%	82.348%	77.320%	103.81%	FAIL	Cash	\$5,220,952.74
Class C Overcollateralization Test	103.987%	77.558%	72.607%	101.91%	FAIL	Collateral Dist. Securities	\$395,404,692.16
Class A/B Interest Coverage Test	162.96%	120.35%	121.79%	116.0%	PASS		
Class C Interest Coverage Test	145.95%	110.73%	110.09%	110.0%	PASS		
Diversity Test	17.2	18.3	13.4	18	FAIL		
Moody's Maximum Rating Distribution Test	368	995	1270	400	FAIL		
Fitch Weighted Average Rating Factor Test	4.04	19.96	22.49	4.75	FAIL		
Weighted Average Life Test	4.67	3.63	4.57	6.5	PASS		
12.1(a)(v) Securities Sold	0.3%	0.0%	0.0%	0.0%	PASS		
Reinvestment Criteria	---	---	---	---	FAIL		
Weighted Average Coupon Test	6.048%	6.255%	6.291%	6.00%	PASS		
Weighted Average Spread Test	2.189%	2.266%	2.314%	2.16%	PASS		
Moody's Min Wgtd Avg Recovery Rate Test	30.0%	29.2%	29.2%	27%	PASS		
S&P Minimum Recovery Rate Test	---	---	---	---	FAIL		
Weighted Average Price Test	99.030%	89.070%	99.070%	99.80%	N/A		
S&P CDO Monitor Test	---	---	---	---	PASS		
	Initial	Prior	Current	Trigger	Result		
% Moody Rated derived from S&P/Fitch	0.00%	0.00%	0.00%	10.0%	PASS		
% Moody Rated derived from S&P	0.00%	0.00%	0.00%	7.5%	PASS		
% Moody Rated derived from Fitch	0.00%	0.00%	0.00%	7.5%	PASS		
% S&P Rated per (b)(iii)	3.20%	1.54%	1.56%	20.0%	PASS		

Notes Statistics		
	Outstanding Balances	Interest Rate
Class A-1 Notes	\$203,094,914.37	3.408130%
Class A-2A Notes	\$64,000,000.00	3.651250%
Class A-2B Notes	\$15,000,000.00	3.856130%
Class B Notes	\$58,400,000.00	4.158130%
Class C Notes	\$23,269,599.19	6.108130%
Preference Shares	\$24,600,000.00	