Global Structured Products

March 2004

Final Information



THE OFFERING: \$1501.5 million Collateralized Debt Obligation ("CDO") Notes and Preferred Shares issued by Lakeside CDO II, LTD



COLLATERAL MANAGER: Vanderbilt Capital Advisors, LLC

	CLASS A1 NOTES ⁽¹⁾	CLASS A2 NOTES ⁽¹⁾	CLASS B NOTES ⁽¹⁾	CLASS C NOTES ⁽¹⁾	PREFERRED SHARES ⁽¹⁾
Principal	\$1,170,000,000	\$279,900,000	\$15,000,000	\$15,000,000	\$21,600,000
Percentage	78.0%	18.7%	1.0%	1.0%	1.3%
Coupon Type	Floating	Floating	Floating	Floating	Residual
Coupon/Spread	L+38	Not Offered	L+165	L+325	
Rating	Aaa/AAA/AAA	Aaa/ /AAA	A3/A-/A-	Baa2/BBB/BBB	Not Rated
Rating Agency	(Moody's/S&P/Fitch)	(Moody's/S&P/Fitch)	(Moody's/S&P/Fitch)	(Moody's/S&P/Fitch)	N/A
Average Life ⁽²⁾	5.5 yrs.	8.5 yrs.	8.5 yrs.	8.3 yrs.	N/A
Legal Maturity	January 2, 2040				
Denomination	\$500,000 minimum \$1,000 increments	\$500,000 minimum \$1,000 increments	\$250,000 minimum \$1,000 increments	\$250,000 minimum \$1,000 increments	\$100,000 minimum \$1,000 increments

Payments on the Notes and Preferred Shares will be made quarterly.
 See "Transaction Highlights" in the Confidential Discussion Material for a description on modelling assumptions.

STRUCTURE

Issuer:	Lakeside CDO II, LTD
Collateral Manager:	Vanderbilt Capital Advisors, LLC
Closing Date:	March 31, 2004
Coupon Payment Dates:	Quarterly, beginning October 2, 2004
Static Pool Transaction:	At least 25% of the portfolio has been purchased or identified by closing
Non Call Period:	3 years (thereafter, all of the Notes and Preferred Shares may be called by a maiority vote of the Preferred Shares)
Reinvestment Period:	None. Immediate principal amortization
Trading:	No discretionary trading; Manager can sell Credit Risk Securities and proceeds
	are used to pay down the most senior tranche
Auction Call:	8.5 years
Equity Cap	Equity is capped at a 15% dividend yield and the excess cash that would
	otherwise be paid to the equity is used to pay down the principal of the Class C Notes.

COLLATERAL ASSUMPTIONS Portfolio Target

Weighted Average Coupon	5.00%
Weighted Average Reset Margin	0.79%
Maximum % Fixed	20%
Maximum Weighted Average Rating (1)	27 (Aa2/Aa3) ⁽²⁾
Diversity Score	>= 20(2)
Minimum Collateral Rating	A3
Max Weighted Average Life	7.5 Years
Maximum Single Issuer Concentration	2.0%
Max. Amount of Collateral Obligations Rated Below Aaa	55.0%
Max. Amount of Collateral Obligations Rated "A1", "A2", "A3"	10.0%
Maximum CDOs	50.0%
Max. Amount of Corporate CDOs/Synthetics	10.0%
Maximum Single Servicer Concentration	7.5%

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COVERAGE TESTS	Test Level ⁽¹⁾	Initial (2)		Test Level ⁽¹⁾	Initial (2)
Class C Overcollateralization Test	100.25%	101.36%	Class C Interest Coverage Test	104.75%	122.00%

MANAGEMENT FEE STRUCTURE

Senior Management Fee:	10.0 bps per annum
Subordinated Management Fee	9.0 bps per annum
Incentive Fee	25% of the equity cashflows once an IRR of 15% is achieved

For Further Information, Please Contact:					
Global Structured Products	CDO Marketing/Global Structure	ABS Trading and Syndicate			
	Institution Clients	Global Private Clients	Trading		
Christopher Ricciardi (212) 449-9638	US: Doug Mallach (212) 449-6190	Joe Aglione (212) 449-5383	Scott Soltas (212) 449-3659		
Harin De Silva (212) 449-9359	Canada: Barry Dennis (212) 449-0394	Cliff Lanier (212) 449-5383	Brian Stoker (212) 449-3659		
Cecilia Pan (212) 449-0867	Europe: Bill Berry 44-20-7995-4678	Marie Walsh (212) 449-5383			
Zachary Smith (212) 449-0192	Asia: Taro Masuyama 81-3-3213-7473		Syndicate		
·		Institutional Advisory Division	Andrew Phelps (212) 449-3659		
		Mike Foggia (212) 449-6190			



INVESTMENT HIGHLIGHTS(1)

- Lakeside CDO II will be primarily backed by Aaa and Aa rated CDO and ABS Securities Residential Mortgage Backed Securities ("RMBS"), and Collateralized Debt Obligations ("CDOs").
- Structured Finance Securities (RMBS, ABS) have historically exhibited lower default rates, higher recovery rates upon default and better stability when compared to corporate bonds with similar ratings
 - (1) See Structured Finance Market Overview Section in the Confidential Discussion Material

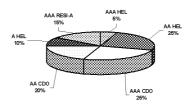
COLLATERAL MANAGER(1)

Vanderbilt Capital Advisors ("VCA") is a registered investment advisor under the Investment Advisors Act of 1940. VCA is a research-driven firm with longstanding experience in structured fixed income products and asset backed securities.

- Vanderbilt Capital Advisors manages \$3.75 Billion in both short duration and total investment grade fixed-income portfolios.
- Lakeside CDO II will be Vanderbilt's fourth ABS CDO.
- The three previous CDO's, Bristol CDO I, Ltd., Grand Central CDO I, Ltd. and Lakeside CDO I were for \$302MM, \$300MM and \$800mm respectively.

(1) Source: Provided by Vanderbilt Capital Advisors.

REPRESENTATIVE COLLATERAL MIX



BREAKEVEN DEFAULT RATES (1)	Based on a	Break in Yield	Based on 0% Yield	
Class Description (Moody's/S&P/Fitch)	Annual Default Rate	Cumulative Gross Defaults	Annual Default Rate	Cumulative Gross Defaults
Class A-1 First Priority Senior Secured Floating Rate Notes (Aaa/AAA/AAA)	11.1%	46.8%	20.8%	68.0%
Class A-2 Second Priority Senior Secured Floating Rate Notes (Aaa/ /AAA)	1.8%	10.0%	5.0%	25.2%
Class B Third Priority Senior Floating Rate Notes (A3/ A-/A-)	1.5%	8.4%	1.7%	9.5%
Class C Fourth Priority Mezzanine Floating Rate Notes (Baa2/BBB/BBB)	1.0%	5.7%	1.3%	7.6%

(1) Assumes constant annual default rate beginning immediately, 60% immediate recoveries and forward LIBOR

THIS SUMMARY OUTLINES CERTAIN CHARACTERISTICS OF A COLLATERALIZED DEBT OBLIGATION TRANSACTION ("CDO"). THIS SUMMARY IS A SUMMARY OF THE "CONFIDENTIAL DISCUSSION MATERIAL") AND SHOULD BE READ IN CONJUNCTION THEREWITH. INCLUDING "TRANSACTION HOLIDING" STANSACTION MATERIAL" AND SHOULD BE READ IN CONJUNCTION THEREWITH. INCLUDING "TRANSACTION HOLIDING" STANSACTION WITH THE GENERAL CHARACTERISTS DESCRIBED. THIS MATERIAL WILL BE SUMMARY INTEREST IN INVESTING IN A TRANSACTION WITH THE GENERAL CHARACTERISTS DESCRIBED. THIS MATERIAL WILL BE SUMMARY INTEREST TO THE STRUCTURE OF THE COPE FROM CIRCULAR IN WHICH WILL BE SHOULD SHOULD BE ADMINISTED. THE COPE FROM CIRCULAR IN WHICH WILL BE SHOULD SHOULD SHOULD BE ADMINISTED. THE COPE FROM CIRCULAR IN WHICH WILL BE SHOULD SHOULD