

FORM OF AUDITOR ATTESTATION

[Do not include this attestation in the offering document. The original signed attestation shall be delivered to the FRBNY at the following address: FRBNY, TALF Compliance, 33 Liberty Street, New York, NY 10045 and, electronically, to talf.compliance@ny.frb.org.]

We have examined management's assertion that the [identify applicable class(es) of securities] (the "Securities"), CUSIP#_____ of [name of issuer] issued pursuant to the [offering memorandum][prospectus] dated [], included under the heading "Certification as to TALF Eligibility", are eligible collateral under the Federal Reserve Bank of New York's Term Asset-Backed Securities Loan Facility ("TALF"). In order to be eligible collateral:

- All or substantially all (defined as at least 95% of the dollar amount) of the credit exposures underlying the securities are exposures to U.S.-domiciled obligors.
- The underlying credit exposures are [*insert one asset type:*] [auto loans] [student loans] [credit card loans] and do not include exposures that are themselves cash or synthetic ABS.
- [*if auto loan ABS:* All or substantially all of the credit exposures underlying the securities (except auto dealer floorplan exposures) were originated on or after October 1, 2007.] [*if student loan ABS:* All or substantially all of the credit exposures underlying the securities had a first disbursement date on or after May 1, 2007.] [*if auto loan floorplan or credit card:* The securities are being issued to refinance existing credit card or auto dealer floorplan ABS, maturing in 2009 and have been issued in amounts no greater than the amount of the maturing ABS.] "Substantially all" for purposes of this paragraph means 85% or more of the dollar amount.

Management's assertion that the collateral is eligible under the criteria set forth in the bullet points above is referred to as the "Eligibility Assertion." Our responsibility is to express an opinion on the Eligibility Assertion based on our examination. Terms used in the Eligibility Assertion that are defined or explained in the TALF terms and conditions, or in FAQs or other interpretative material issued by the Federal Reserve Bank of New York, shall have the meanings provided in such terms and conditions, FAQs or other interpretative material.

Our examination was conducted in accordance with standards of the American Institute of Certified Public Accountants (AICPA)¹ and, accordingly, included examining, on a test basis, evidence supporting management's Eligibility Assertion and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Our examination included testing of less than all of the underlying credit exposures underlying the Securities. Our examination does not provide a legal determination on the issuer's compliance with the eligible collateral criteria and does not address other eligibility criteria for TALF other than those included in the bullet points above.

In our opinion, management's Eligibility Assertion is fairly stated in all material respects based on the criteria set forth in the bullet points above.

¹ Auditors will be permitted to instead refer to PCAOB standards.

Name of Class of Security to which the Undertaking relates:
CUSIP #:

This report is intended solely for the information and use of the [name of issuer], the Federal Reserve Bank of New York and the United States Department of the Treasury, and is not intended to be and should not be used by anyone other than these specified parties.

/s/: [name of auditor]

Date: _____