



KPMG LLP  
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September 22, 2010

The Members of the Board of Directors and Audit Committee  
Fiscal Year 2005 Securitization Corporation

The Management of Fiscal Year 2005 Securitization Corporation  
75 Park Place  
New York, NY 10007

Dear Members of the Board of Directors, Audit Committee and Management:

In planning and performing our audit of the financial statements of Fiscal Year 2005 Securitization Corporation (the Corporation) as of and for the year ended June 30, 2010, in accordance with auditing standards generally accepted in the United States of America, we considered the Corporation's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control that we consider material weaknesses, as defined above.

This communication is intended solely for the information and use of the board of directors, the audit committee, management, and others within the organization, and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

**KPMG LLP**