

Form of DTC "Important Notice" for a proposed Rule 144A Section 3(c)(7) issue:

**THE DEPOSITORY TRUST COMPANY**  
**IMPORTANT**

**B#:** 0435-06

**DATE:** October 19, 2006

**TO:** ALL PARTICIPANTS

**FROM:** Robin Bainlardi, Director, Underwriting Department

**ATTENTION:** Managing Partner/Officer; Cashier, Operations,  
Data Processing and Underwriting Managers

**SUBJECT:** Section 3(c)(7) restrictions for ABACUS 2006-14, Ltd. / ABACUS 2006-14, Inc.  
Class A-2 Variable Rate Notes, Due 2045;  
Class B Variable Rate Notes, Due 2045;  
Class C Variable Rate Notes, Due 2045.

(A) CUSIP Number 002560AB6 with respect to the Class A-2 Variable Rate Notes, Due 2045;  
002560AC4 with respect to the Class B Variable Rate Notes, Due 2045; and  
00257MAA9 with respect to the Class C Variable Rate Notes, Due 2045.

(B) Security Description ABACUS 2006-14, Ltd. / ABACUS 2006-14, Inc. Class A-2 Variable Rate Notes,  
Due 2045; Class B Variable Rate Notes, Due 2045; and Class C Variable Rate  
Notes.

(C) Offer Amount Up to U.S. \$36,684,375 Class A-2 Variable Rate Notes, Due 2045;  
Up to U.S. \$36,684,375 Class B Variable Rate Notes, Due 2045; and  
Up to U.S. \$25,155,000 Class C Variable Rate Notes, Due 2045.

(D) Managing Underwriter Goldman, Sachs & Co.

(E) Paying Agent LaSalle Bank National Association

(F) Closing Date October 19, 2006

**Special Instructions**  
**See Attached Important**  
**Instructions from the Issuer.**

ABACUS 2006-14, LTD.  
P.O. Box 1093 GT  
Queensgate House  
South Church Street  
George Town, Grand Cayman  
Cayman Islands

Up to U.S. \$36,684,375 Class A-2 Variable Rate Notes, Due 2045;  
Up to U.S. \$36,684,375 Class B Variable Rate Notes, Due 2045; and  
Up to U.S. \$25,155,000 Class C Variable Rate Notes, Due 2045.

CUSIP NUMBER

002560AB6 with respect to the Class A-2 Variable Rate Notes, Due 2045;  
002560AC4 with respect to the Class B Variable Rate Notes, Due 2045; and  
00257MAA9 with respect to the Class C Variable Rate Notes, Due 2045.

The Issuer and the Initial Purchaser are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced Notes.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales by ABACUS 2006-14, Ltd. (the "Issuer") and ABACUS 2006-14, Inc. (the "Co-Issuer") of Class A-2 Variable Rate Notes, Due 2045 (the "Class A-2 Notes") and Class B Variable Rate Notes, Due 2045 (the "Class B Notes" and, together with the Class A-2 Notes, the "Co-Issued Notes") and (ii) by ABACUS 2006-14, Ltd. of Class C Variable Rate Notes, Due 2045 (the "Class C Notes" or the "Issuer Notes" and the Issuer Notes together with the Co-Issued Notes, the "Notes") within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000, with respect to the Class A-2 Variable Rate Notes, Due 2045, the Class B Variable Rate Notes, Due 2045 and the Class C Variable Rate Notes, Due 2045 to qualified institutional buyers ("QIBs") within the meaning of Rule 144A that are also qualified purchasers ("QPs") within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Notes (1) represents to and agrees with the Issuer and the Initial Purchaser that (A) (i) the purchaser is a QIB who is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer that owns and invests on a discretionary basis less than \$25 million in notes of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of the Notes; and (vii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Notes outside the United States and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Notes have not been registered under the Securities Act and represents to and agrees with the Issuer and the Initial Purchaser that, for so long as the Notes are outstanding, it will not offer, resell, pledge or otherwise transfer the Notes in the United States or to a U.S. Person except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Notes will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Circular, dated on or about October 18, 2006, with respect to, among other things, the Class A-2 Variable Rate Notes, Due 2045, the Class B Variable Rate Notes, Due 2045 and the Class C Variable Rate Notes, Due 2045.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to (1) require any holder of Notes that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Notes to a QIB that is also a QP or (2) if the holder does not comply with subclause (1) above, sell any Notes held by such a holder on specified terms. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Notes to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. As used herein, the terms United States and U.S. Person have the meanings given such terms in Regulation S under the 1933 Act.

The restrictions on transfer required by the issuer (outlined above) will be reflected under the notation 3(c)(7) in DTC's User Manuals and in upcoming editions of DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to John Dykstra at (345) 814-5530.