

\$459,243,531



**FannieMae**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 1999-29**

**The Certificates**

We, the Federal National Mortgage Association (“Fannie Mae”), will issue the classes of certificates listed in the chart on this page.

**Payments to Certificateholders**

We will make monthly payments on the certificates. You, the investor, will receive

- interest accrued on the balance of your certificate (except in the case of an accrual class), and
- principal to the extent available for payment on your class.

We may pay principal at rates that vary from time to time. We may not pay principal to certain classes for long periods of time.

**The Fannie Mae Guaranty**

We will guarantee that required payments of principal and interest on the certificates are distributed to investors on time.

**The Trust and its Assets**

The trust will indirectly own

- Ginnie Mae certificates
- Fannie Mae MBS and
- an underlying REMIC certificate backed directly or indirectly by Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS and the Ginnie Mae certificates are first lien, single-family, fixed-rate loans.

In addition, the mortgage loans underlying the Ginnie Mae certificates are either insured or guaranteed by the Federal Housing Administration, the Department of Veterans Affairs or the Rural Housing Service.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
HH(1)	1	(1)	RTL	6.4%	FIX	31359V Q48	June 2029
J	1	\$ 67,592,593	SEQ	6.5	FIX	31359V Q55	February 2027
IO	1	384,615(2)	NTL	6.5	FIX/IO	31359V Q63	June 2029
PB	2	150,000,000	TAC	6.0	FIX	31359V R54	June 2029
MA	2	78,064,500	SEG(SCH)/TAC	6.0	FIX	31359V R62	June 2029
Z	2	750,000	SEG(SCH)/SUP	6.0	FIX/Z	31359V R70	June 2029
B	2	65,500	SEG(SCH)/SEQ	6.0	FIX	31359V R88	June 2029
F	2	15,840,000	SUP	(3)	FLT	31359V R96	June 2029
S	2	5,280,000	SUP	(3)	INV	31359V S20	June 2029
D	3	75,000,000	SEQ	6.5	FIX	31359V S38	December 2026
VB	3	10,800,589	SEQ/AD	6.5	FIX	31359V S46	August 2010
ZB	3	10,060,349	SEQ	6.5	FIX/Z	31359V S53	June 2029
H(4)	4	20,790,000	SC/PT	(5)	PO	31359V S61	August 2023
SH(4)	4	20,790,000(2)	NTL	(3)	INV/IO	31359V S79	August 2023
R		0	NPR	0	NPR	31359V S87	June 2029
RL		0	NPR	0	NPR	31359V S95	June 2029

- (1) The HH Class with an original principal balance of \$25,000,000 is being offered by means of the retail class supplement and is not offered hereby.
- (2) Notional balances. These classes are interest only classes.
- (3) Based on LIBOR.
- (4) Exchangeable classes.
- (5) Principal only class.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The SI Class is an RCR class, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be May 28, 1999.

**Carefully consider the risk factors starting on page S-8 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

You should read the REMIC prospectus as well as this prospectus supplement.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any agency or instrumentality thereof other than Fannie Mae.

The certificates are exempt from registration under the Securities Act of 1933 and are “exempt securities” under the Securities Exchange Act of 1934.

**PaineWebber Incorporated**

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## AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Guaranteed REMIC Pass-Through Certificates dated September 18, 1998 (the “REMIC Prospectus”);
- our Prospectus for Guaranteed Mortgage Pass-Through Certificates dated October 1, 1998 (the “MBS Prospectus”);
- our Information Statement dated March 31, 1999 and its supplements (the “Information Statement”); and
- the disclosure document relating to the underlying REMIC certificate (the “Underlying REMIC Disclosure Document”).

You can obtain the Disclosure Documents by writing or calling us at:

Fannie Mae  
MBS Helpline  
3900 Wisconsin Avenue, N.W., Area 2H-3S  
Washington, D.C. 20016  
(telephone 1-800-237-8627 or 202-752-6547).

Most of the Disclosure Documents, together with the class factors, are available on our website located at <http://www.fanniemae.com>.

You also can obtain the Disclosure Documents, except the Underlying REMIC Disclosure Document, by writing or calling the dealer at:

PaineWebber Incorporated  
Prospectus Department  
1000 Harbor Boulevard  
Weehawken, New Jersey 07087  
(telephone 201-902-6858).

## REFERENCE SHEET

This reference sheet is not a summary of the transaction and does not contain complete information about the certificates. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3.

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 Ginnie Mae Certificates
2	Group 2 MBS
3	Group 3 MBS
4	Class 1993-141-S REMIC Certificate

### Assumed Characteristics of the Mortgage Loans Underlying the Group 1 Ginnie Mae Certificates and the Trust MBS (as of May 1, 1999)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity or WARM (in months)</u>	<u>Approximate Calculated Loan Age or WALA (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 Ginnie Mae Certificates	\$ 92,592,593	360	340	12	7.25%
Group 2 MBS	\$150,000,000	360	357	2	6.65%
	100,000,000	360	351	8	6.80%
Group 3 MBS	\$ 95,860,938	360	335	20	7.20%

The actual remaining terms to maturity, calculated loan ages and interest rates of most of the mortgage loans will differ from the weighted averages shown above, perhaps significantly.

### Characteristics of the Underlying REMIC Certificate

Exhibit A describes the underlying REMIC certificate, including certain information about the related mortgage loans. To learn more about the underlying REMIC certificate, you should obtain the current class factor and disclosure document for the underlying REMIC certificate from us as described on page S-3.

### Class Factors

The class factors are numbers that, when multiplied by the initial principal balance of a certificate, can be used to calculate the current principal balance of that certificate (after taking into account principal payments in the same month). We publish the class factors on or shortly after the 11th day of each month.

### Settlement Date

We expect to issue the certificates on May 28, 1999.

### Distribution Dates

We will make payments on the Group 1 Classes on the first business day following the 20th day of each calendar month, or on the 20th day if the 19th and 20th days are both business days. We will make payments on the Group 2, Group 3 and Group 4 Classes on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

## Book-Entry and Physical Certificates

We will issue the book-entry certificates through the U.S. Federal Reserve Banks and DTC, as applicable, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

We will issue the classes of certificates in the following forms:

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All Group 2, 3 and 4 Classes and the RCR Class	All Group 1 Classes	R and RL Classes

## Exchanging Certificates Through Combination and Recombination

If you own certain certificates, you will be able to exchange them for a proportionate interest in the related RCR certificates as shown on Schedule 1. We will issue the RCR certificates upon such exchange. You can exchange your certificates by notifying us and paying an exchange fee. We use the principal and interest of the certificates exchanged to pay principal and interest on the related RCR certificates. Schedule 1 lists the available combination of the certificates eligible for exchange and the related RCR certificates.

## Interest Payments

During each interest accrual period, the fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement.

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below, except that the initial interest rates listed for the SH and SI Classes are assumed rates. We will calculate actual initial interest rates for the SH and SI Classes on May 21, 1999, using the applicable formulas. During subsequent interest accrual periods, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
F .....	6.00000%	8.00000%	1.00%	LIBOR + 100 basis points
S .....	6.00000%	21.00000%	0.00%	21% - (3 × LIBOR)
SH .....	8.86670%(2)	20.53333%	0.00%	20.53333% - (2.3333333 × LIBOR)
SI .....	8.86670%(2)	20.53333%	0.00%	20.53333% - (2.3333333 × LIBOR)

(1) We will establish LIBOR on the basis of the "BBA Method" in the case of the F and S Classes, and on the basis of the "LIBO Method" in the case of the SH and SI Classes.

(2) Assumed initial interest rates.

We will apply interest payments from exchanged certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

## Notional Classes

A notional class will not receive any principal. Its notional principal balance is the balance used to calculate accrued interest. The notional principal balances will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
IO .....	1.5384615385% of the HH Class
SH .....	100% of the H Class

## **Distributions of Principal**

### *Group 1 Principal Distribution Amount*

- A. Beginning in June 2002, on each Distribution Date we will pay an amount of up to \$25,000 to the HH Class to zero.
- B. Beginning in June 1999, on each Distribution Date we will pay the excess of the Group 1 Principal Distribution Amount over the amount applied pursuant to A. above to the J and HH Classes, in that order, to zero.

### *Group 2 Principal Distribution Amount*

#### *Z Accrual Amount*

To the MA Class to its Targeted Balance, and then to the Z Class.

### *Group 2 Cash Flow Distribution Amount*

1. To the PB Class to its Targeted Balance.
2. To the Aggregate Group to its Scheduled Balance.
3. To the F and S Classes, pro rata, to zero.
4. To the Aggregate Group to zero.
5. To the PB Class to zero.

For a description of the Aggregate Group, see “Description of the Certificates—Distributions of Principal” in this prospectus supplement.

### *Group 3 Principal Distribution Amount*

#### *ZB Accrual Amount*

To the VB Class, to zero, and then to the ZB Class.

### *Group 3 Cash Flow Distribution Amount*

To the D, VB and ZB Classes, in that order, to zero.

### *Group 4 Principal Distribution Amount*

To the H Class to zero.

We will apply principal payments from exchanged certificates to the corresponding RCR certificates, on a pro rata basis, following any exchange.

**Weighted Average Lives (years) \***

<u>Group 1 Classes</u>		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>100%</u>	<u>175%</u>	<u>350%</u>	<u>500%</u>				
HH and IO .....		24.9	20.2	16.0	9.5	6.7				
J .....		18.9	7.3	4.6	2.5	1.8				
<u>Group 2 Classes</u>		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>90%</u>	<u>100%</u>	<u>148%</u>	<u>300%</u>	<u>500%</u>			
PB .....		17.4	10.5	10.5	10.7	7.9	5.0			
		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>90%</u>	<u>100%</u>	<u>124%</u>	<u>139%</u>	<u>148%</u>	<u>180%</u>	<u>300%</u>	<u>500%</u>
MA .....		24.4	9.6	8.0	4.5	3.2	3.2	3.2	2.1	1.6
		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>100%</u>	<u>139%</u>	<u>148%</u>	<u>180%</u>	<u>300%</u>	<u>500%</u>		
Z .....		29.0	23.8	0.6	0.6	0.6	0.6	0.6	0.6	
B .....		29.7	29.7	29.6	29.6	29.6	3.3	2.3		
		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>100%</u>	<u>148%</u>	<u>300%</u>	<u>500%</u>				
F and S .....		29.6	26.7	19.6	1.1	0.6				
<u>Group 3 Classes</u>		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>300%</u>	<u>500%</u>				
D .....		18.9	7.2	4.5	2.9	1.7				
VB .....		6.3	6.3	6.3	5.6	4.0				
ZB .....		28.8	22.0	16.8	12.4	8.0				
<u>Group 4 Classes</u>		<u>PSA Prepayment Assumption</u>								
		<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>				
H, SH and SI .....		19.9	16.4	8.7	2.5	1.6				

\* Determined as specified under "Description of the Certificates—Weighted Average Lives of the Certificates" herein.

## ADDITIONAL RISK FACTORS

### Risk Factors Affecting the Certificates

*The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans.* The rate that you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the related MBS or Ginnie Mae certificates, including prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

- at any of the prepayment rates we assumed in this prospectus supplement, or
- at any constant prepayment rate until maturity.

*Principal payments on the H Class will also be affected by payment priorities governing the underlying REMIC certificate.* If you invest in the H Class, the rate at which you receive principal payments also will be affected by the priority sequences governing principal payments on the underlying REMIC certificate.

As described in the related disclosure document, the underlying REMIC certificate is subsequent in payment priority to certain other classes issued from the underlying REMIC trust. As a result, such other classes may receive principal before principal is paid on the underlying REMIC certificate, possibly for long periods.

In particular, the underlying REMIC certificate consists in part of a support component. A support component is entitled to receive principal payments on any distribution date only if scheduled payments have been made on other classes in the related underlying REMIC trust. Accordingly, the underlying REMIC certificate may receive no principal payments for extended periods or may receive principal payments that vary widely from period to period.

In addition, as described in the related disclosure document, the underlying REMIC certificate consists in part of a component that has a principal balance schedule and, as a result, may receive principal payments at rates faster

or slower than would otherwise have been the case. In some cases, that component may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at a rate faster or slower than the rate initially assumed. This prospectus supplement contains no information as to whether

- such component has adhered to its principal balance schedule,
- any related support classes remain outstanding, or
- such component otherwise has performed as originally anticipated.

You may obtain additional information about the underlying REMIC certificate by reviewing our current class factor in light of other information available in the related disclosure document. You may obtain this document from us as described on page S-3.

*Yields may be lower than expected due to unexpected rate of principal payments.* The actual yield on your certificates probably will be lower than you expect:

- if you buy your certificates at a premium and principal payments are faster than you expect, or
- if you buy your certificates at a discount and principal payments are slower than you expect.

Furthermore, in the case of interest only certificates and certificates purchased at a premium, you could fail to recoup your investment if prepayments occur at a rapid rate.

**You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.**

*Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans.* We have assumed that the mortgage loans underlying the MBS and the Group 1 Ginnie Mae certificates have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a

result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

*Level of floating rate index affects yields on certain certificates.* The yield on any floating rate or inverse floating rate certificate will be affected by the level of its interest rate index. If the level of the index differs from the level you expect, then your actual yield may be lower than you expect.

*Delay classes have lower yields and market values.* Since certain classes do not receive interest immediately following each interest accrual period, these classes have lower yields and lower market values than they would if there were no such delay.

*Reinvestment of certificate payments may not achieve same yields as certificates.* The rate of principal payments of the certificates is uncertain. You may be unable to reinvest the payments on the certificates at the same yields provided by the certificates.

*Unpredictable timing of last payment affects yields on certificates.* The actual final payment of your class is likely to occur earlier, and

could occur much earlier, than the final distribution date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

*Some investors may be unable to buy certain classes.* Investors whose investment activities are subject to legal investment laws and regulations, or to review by regulatory authorities, may be unable to buy certain certificates. You should obtain legal advice to determine whether you may purchase the certificates.

*Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate.* We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

## DESCRIPTION OF THE CERTIFICATES

The material under this heading summarizes certain features of the Certificates. You will find additional information about the Certificates in the other sections of this Prospectus Supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this Prospectus Supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of May 1, 1999 (the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) and the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to the Trust Agreement. In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The Trust and the Lower Tier REMIC each will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Trust.
- The R Class will be the “residual interest” in the Trust.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Trust will consist of the Lower Tier Regular Interests. The assets of the Lower Tier REMIC will consist of

- certain “fully modified pass-through” mortgage-backed securities guaranteed as to timely payment of principal and interest by Ginnie Mae (the “Group 1 Ginnie Mae Certificates”),
- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS” and “Group 3 MBS” and, together, the “Trust MBS”), and
- a previously issued REMIC certificate (the “Group 4 Underlying REMIC Certificate”) evidencing beneficial ownership interests in the related REMIC trust (the “Underlying REMIC Trust”) as further described in Exhibit A.

The assets of the Underlying REMIC Trust evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

Each MBS represents a beneficial ownership interest in a pool of first lien, single-family, fixed-rate residential mortgage loans having the characteristics described herein.

Each Group 1 Ginnie Mae Certificate is based on and backed by a pool of mortgage loans (together with the pools and mortgage loans underlying the MBS, the “Pools” and “Mortgage Loans”) which are either insured or guaranteed by the Federal Housing Administration (“FHA”), the Department of Veterans Affairs (“VA”) or the Rural Housing Service (“FmHA”).

*Fannie Mae Guaranty.* We guarantee that we will distribute to Certificateholders:

- required installments of principal and interest on the Certificates on time, and
- the principal balance of each Class of Certificates no later than its Final Distribution Date, whether or not we have received sufficient payments on the MBS or the Group 1 Ginnie Mae Certificates.

In addition, we guarantee that we will distribute to each holder of an MBS:

- scheduled installments of principal and interest on the underlying Mortgage Loans on time, whether or not the related borrowers pay us, and
- the full principal balance of any foreclosed Mortgage Loan, whether or not we recover it.

Our guaranty obligations with respect to the Group 4 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. Our guaranties are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, “Description of Certificates—The Fannie Mae Guaranty” in the MBS Prospectus, and “Description of the Certificates—General—Fannie Mae Guaranty” in the Underlying REMIC Disclosure Document.

*Characteristics of Certificates.* We will issue the Certificates of the Group 2, Group 3 and Group 4 Classes and the RCR Class in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

The Group 1 Classes will be represented by one or more certificates (the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. State Street Bank and Trust Company in Boston, Massachusetts (“State Street”) will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

The Holder of the R Class will receive the proceeds of any remaining assets of the Trust, and the Holder of the RL Class will receive the proceeds of any remaining assets of the Lower Tier REMIC, in each case only by presenting and surrendering the related Certificate at the office of the Paying Agent. State Street will be the initial Paying Agent.

*Authorized Denominations.* We will issue the Certificates, other than the R and RL Certificates, in minimum denominations of \$1,000 and whole dollar increments. We will issue the R and RL Classes as single Certificates with no principal balances.

*Distribution Dates.* We will make monthly payments on the Group 1 Classes on the first business day following the 20th day of each month (or, if the 19th and 20th days are both business days, on the 20th day). We will make monthly payments on the Group 2, Group 3 and Group 4 Classes on the 25th day of each month (or, if the 25th day is not a business day, on the first business day after the 25th). We refer to each such date as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

*Record Date.* On each Distribution Date, we will make each monthly payment on the Certificates to Holders of record on the last day of the preceding month.

*Class Factors.* On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of that Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of an Accrual Class).

*Optional Termination.* We will not terminate the Lower Tier REMIC or the Trust by exercising our right to repurchase the Mortgage Loans underlying any MBS unless

- only one Mortgage Loan remains in the related Pool, or
- the principal balance of the Pool is less than one percent of its original level.

See “Description of Certificates—Termination” in the MBS Prospectus.

*Voting the Group 4 Underlying REMIC Certificate.* Holders of the Group 4 Underlying REMIC Certificate may be asked to vote on issues arising under the applicable trust agreement. If so, the Trustee will vote the Group 4 Underlying REMIC Certificate as instructed by Holders of Certificates of the Classes backed by the Underlying REMIC Certificate. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal

balance of all such Classes outstanding. In the absence of such instructions, the Trustee will vote in a manner consistent, in its sole judgment, with the best interests of Certificateholders.

### **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the H and SH Classes of REMIC Certificates for a proportionate interest in the related Combinable and Recombinable REMIC Certificates (“RCR Certificates”) in the combination shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

Holders of RCR Certificates will be the beneficial owners of a proportionate interest in the related REMIC Certificates and will receive a proportionate share of the distributions on the related REMIC Certificates.

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (or notional principal balances) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. The principal balances and/or notional principal balances of the REMIC Certificates and RCR Certificates involved in any exchange will bear the same relationship as that borne by the original principal balances and/or original notional principal balances of the related Classes.

*Procedures.* If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder’s notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

In connection with each exchange, the Holder must pay us a fee equal to  $1/32$  of 1% of the outstanding principal balance (exclusive of any notional principal balance) of the Certificates to be exchanged. In no event, however, will our fee be less than \$2,000.

We will make the first distribution on a REMIC Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make such distribution to the Holder of record as of the close of business on the last day of the month of the exchange.

*Additional Considerations.* The characteristics of RCR Certificates will reflect the characteristics of the REMIC Certificates used to form such RCR Certificates. You should also consider a number of factors that will limit a Certificateholder’s ability to exchange REMIC Certificates for RCR Certificates or vice versa:

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combination listed on Schedule 1 is permitted.

## **Book-Entry Procedures**

*General.* The Fed Book-Entry Certificates will be issued and maintained only on the book-entry system of the Federal Reserve Banks. The Fed Book-Entry Certificates may be held of record only by entities eligible to maintain book-entry accounts with the Federal Reserve Banks. Beneficial owners ordinarily will hold Fed Book-Entry Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. A Holder that is not the beneficial owner of a Fed Book-Entry Certificate, and each other financial intermediary in the chain to the beneficial owner, will have to establish and maintain accounts for their respective customers. A beneficial owner's rights with respect to us and the Federal Reserve Banks may be exercised only through the Holder of such Certificate. Neither we nor the Federal Reserve Banks will have any direct obligation to a beneficial owner of a Fed Book-Entry Certificate that is not the Holder of such Certificate. The Federal Reserve Banks will act only upon the instructions of the Holder in recording transfers of a Fed Book-Entry Certificate. See "Description of Certificates—Denominations and Form" in the REMIC Prospectus.

The DTC Certificates will be registered at all times in the name of the nominee of DTC. Under its normal procedures, DTC will record the amount of DTC Certificates held by each firm which participates in the book-entry system of DTC (each, a "DTC Participant"), whether held for its own account or on behalf of another person.

A "beneficial owner" or an "investor" is anyone who acquires a beneficial ownership interest in the DTC Certificates. As an investor, you will not receive a physical certificate. Instead, your interest will be recorded on the records of the brokerage firm, bank, thrift institution or other financial intermediary (a "financial intermediary") that maintains an account for you. In turn, the record ownership of the financial intermediary that holds your DTC Certificates will be recorded by DTC. If the intermediary is not a DTC Participant, the record ownership of the intermediary will be recorded by a DTC Participant acting on its behalf. Therefore, you must rely on these various arrangements to record your ownership of the DTC Certificates and to relay the payments to your account. You may transfer your beneficial ownership interest in the DTC Certificates only under the procedures of your financial intermediary and of DTC Participants. In general, ownership of DTC Certificates will be subject to the prevailing rules, regulations and procedures governing the DTC and DTC Participants.

*Method of Payment.* Our fiscal agent for the Fed Book-Entry Certificates is the Federal Reserve Bank of New York. On each applicable Distribution Date, the Federal Reserve Banks will make payments on such Certificates on our behalf by crediting Holders' accounts at the Federal Reserve Banks.

State Street will direct payments on the DTC Certificates to DTC in immediately available funds. In turn, DTC will credit the payments to the accounts of the appropriate DTC Participants, in accordance with the DTC's procedures. These procedures currently provide for payments made in same-day funds to be settled through the New York Clearing House. DTC Participants and financial intermediaries will direct the payments to the investors in DTC Certificates that they represent.

## **The Group 1 Ginnie Mae Certificates**

The Group 1 Ginnie Mae Certificates will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the REMIC Prospectus. All of the Group 1 Ginnie Mae Certificates are Ginnie Mae II Certificates. See "Ginnie Mae and the Ginnie

Mae Programs” in the REMIC Prospectus. We expect the characteristics of the Group 1 Ginnie Mae Certificates and the related Mortgage Loans as of the Issue Date to be as follows:

<b>Group 1 Ginnie Mae Certificates</b>	
Aggregate Unpaid Principal Balance .....	\$92,592,593
Ginnie Mae Pass-Through Rate .....	6.50%
<b>Related Mortgage Loans</b>	
Range of WACs .....	7.00% to 8.00%
Range of WARMs .....	241 months to 360 months
Approximate Weighted Average WARM .....	340 months
Approximate Weighted Average WALA .....	12 months

**The Group 4 Underlying REMIC Certificate**

The Group 4 Underlying REMIC Certificate represents a beneficial ownership interest in the Underlying REMIC Trust. The assets of this trust evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a Pool of conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield Considerations” in the MBS Prospectus. Distributions on the Group 4 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying REMIC Certificate are described in the related Underlying REMIC Disclosure Document.

See Exhibit A for additional information about the Group 4 Underlying REMIC Certificate.

For further information about the Group 4 Underlying REMIC Certificate, telephone us at 1-800-237-8627 or 202-752-6547. You also may obtain certain information in electronic form by calling us at 1-800-752-6440 or 202-752-6000. There may have been material changes in facts and circumstances since the date the Underlying REMIC Disclosure Document was prepared. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

**The Trust MBS**

The following table contains certain information about the Trust MBS. The Trust MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Trust MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on one- to four-family (“single-family”) residential properties. These Mortgage Loans have original maturities of up to 30 years. See “The Mortgage Pools” and “Yield Considerations” in the MBS Prospectus. We expect the characteristics of the Group 2 MBS and Group 3 MBS and the related Mortgage Loans as of May 1, 1999 (the “Issue Date”) to be as follows:

<b>Group 2 MBS</b>	
Aggregate Unpaid Principal Balance .....	\$250,000,000
MBS Pass-Through Rate .....	6.00%

**Related Mortgage Loans**

Range of WACs (per annum percentages) .....	6.25% to 8.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	355 months
Approximate Weighted Average CAGE .....	4 months

**Group 3 MBS**

Aggregate Unpaid Principal Balance .....	\$95,860,938
MBS Pass-Through Rate .....	6.50%

**Related Mortgage Loans**

Range of WACs (per annum percentages) .....	6.75% to 9.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	335 months
Approximate Weighted Average CAGE .....	20 months

**Final Data Statement**

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balance of the Group 4 Underlying REMIC Certificate as of the Issue Date and (a) with respect to the Trust MBS, the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying the Trust MBS, and (b) with respect to each Group 1 Ginnie Mae Certificate, the Pool number, the original unpaid principal balance, the unpaid principal balance as of the Issue Date, and the remaining term to maturity of the latest maturity Mortgage Loan underlying that Group 1 Ginnie Mae Certificate as of the Issue Date. The Final Data Statement will also include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Trust MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627 or 202-752-6547. The contents of the Final Data Statement and other data specific to the Certificates are available in electronic form by calling us at 1-800-752-6440 or 202-752-6000.

**Distributions of Interest***Categories of Classes*

For the purpose of interest payments, the Classes will be categorized as follows:

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Fixed Rate	HH, J and IO
Interest Only	IO
Retail	HH
<b>Group 2 Classes</b>	
Fixed Rate	PB, MA, Z and B
Floating Rate	F
Inverse Floating Rate	S
Accrual	Z
<b>Group 3 Classes</b>	
Fixed Rate	D, VB and ZB
Accrual	ZB

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 4 Classes</b>	
Inverse Floating Rate	SH
Interest Only	SH
Principal Only	H
RCR**	SI
<b>No Payment Residual</b>	R and RL

\* See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

\*\* See “—Combination and Recombination” herein and Schedule 1 for a further description of the RCR Class.

*General.* We will pay interest on the interest-bearing Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on a 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

Interest to be paid (or added to principal, in the case of the Accrual Classes) on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to such Distribution Date. For a description of the Accrual Classes, see “—Accrual Classes” below.

Interest payments on exchangeable REMIC Certificates will be applied to the corresponding RCR Certificates, on a pro rata basis, following any exchange.

*Interest Accrual Periods.* Interest to be paid on each Distribution Date will accrue on the interest-bearing Certificates during the applicable one-month periods set forth below (each, an “Interest Accrual Period”).

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes and the F and S Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All other Floating Rate and Inverse Floating Rate Classes and the SI Class (collectively, the “No Delay Classes”)	One month period ending on the day preceding the Distribution Date

See “Additional Risk Factors” in this prospectus supplement.

We will treat the H Class as a No Delay Class for the sole purpose of facilitating trading.

*Accrual Classes.* The Z and ZB Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on each Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

*Notional Classes.* The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at their applicable interest rates. The notional principal balances of the Notional Classes will be calculated as specified under “Reference Sheet—Notional Classes.”

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

*Floating Rate and Inverse Floating Rate Classes.* During each Interest Accrual Period, the Floating Rate and Inverse Floating Rate Classes will bear interest at rates determined as described under “Reference Sheet—Interest Rates.”

Changes in the specified interest rate index (the “Index”) will affect the yields with respect to the related Classes. These changes may not correspond to changes in mortgage interest rates. Lower mortgage interest rates could occur while an increase in the level of the Index occurs. Similarly, higher mortgage interest rates could occur while a decrease in the level of the Index occurs.

Our establishment of each Index value and our determination of the interest rate for each applicable Class for the related Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627 or 202-752-6547.

### **Calculation of LIBOR**

On each Index Determination Date, we will calculate LIBOR for the related Interest Accrual Period. We will calculate LIBOR on the basis of

- the “BBA Method” in the case of the F and S Classes, and
- the “LIBO Method” in the case of the SH and SI Classes,

as described in the REMIC Prospectus under “Description of Certificates—Indexes for Floating Rate Classes and Inverse Floating Rate Classes—*LIBOR*.”

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 5.0% in the case of the F and S Classes, and will be equal to LIBOR as determined for that Interest Accrual Period for the Group 4 Underlying REMIC Certificate in the case of the SH and SI Classes.

## Distributions of Principal

### *Categories of Classes*

For the purpose of principal payments, the Classes fall into the following categories:

<u>Principal Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Sequential Pay	J
Notional	IO
Retail	HH
<b>Group 2 Classes</b>	
TAC	PB
Segment (SCH) /TAC	MA
Segment (SCH) /Support	Z
Segment (SCH) /Sequential Pay	B
Support	F and S
Accretion Directed	MA
<b>Group 3 Classes</b>	
Sequential Pay	D, VB and ZB
Accretion Directed	VB
<b>Group 4 Classes</b>	
Structured Collateral/Pass-Through	H
Notional	SH
RCR**	SI
<b>No Payment Residual</b>	R and RL

\* See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.

\*\* See "—Combination and Recombination" herein and Schedule 1 for a further description of the RCR Class.

### *Principal Distribution Amount*

On the Distribution Date in each month, we will pay principal on the Certificates in an aggregate amount (the "Principal Distribution Amount") equal to the sum of

- the principal payable on the Group 1 Ginnie Mae Certificates, calculated as described below (the "Group 1 Principal Distribution Amount"),
- the principal then paid on the Group 2 MBS (the "Group 2 Cash Flow Distribution Amount") plus any interest then accrued and added to the principal balance of the Z Class (the "Z Accrual Amount," and, together with the Group 2 Cash Flow Distribution Amount, the "Group 2 Principal Distribution Amount"),
- the principal then paid on the Group 3 MBS (the "Group 3 Cash Flow Distribution Amount") plus any interest then accrued and added to the principal balance of the ZB Class (the "ZB Accrual Amount," and together with the Group 3 Cash Flow Distribution Amount, the "Group 3 Principal Distribution Amount"), and
- the principal then paid on the Group 4 Underlying REMIC Certificate (the "Group 4 Principal Distribution Amount").

The portion of the class of Group 4 Underlying REMIC Certificate held by the Lower Tier REMIC will be set forth in Exhibit A.

*Certain Calculations Relating to the Group 1 Ginnie Mae Certificates*

On or about the eighth business day of each month, we will aggregate the amount of principal reported to be payable on the Group 1 Ginnie Mae Certificates that month based on published Ginnie Mae factors applicable to the Group 1 Ginnie Mae Certificates.

For any Group 1 Ginnie Mae Certificate for which a factor is not then available, we will calculate the amount of scheduled principal payments distributable in respect of that Certificate during that month based on the assumed amortization schedules of the related Mortgage Loans. The amortization schedules will be prepared on the assumptions that:

- each Mortgage Loan underlying a Group 1 Ginnie Mae Certificate amortizes on a level installment basis, had an original term to maturity of 360 months, and a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying that Group 1 Ginnie Mae Certificate at its origination, adjusted to the Issue Date; and
- each Mortgage Loan underlying a Group 1 Ginnie Mae Certificate bears an annual interest rate of 8.00%.

All such amounts (whether reported in Ginnie Mae factors or calculated by us) will be reflected in the class factors for the Distribution Date in that month. We will pay those amounts to Holders of Certificates of the Group 1 Classes on that Distribution Date, whether or not we receive them. The class factors will also reflect (and we will also pay) the excess of

- (a) the distributions of principal of the Group 1 Ginnie Mae Certificates that we receive during the month prior to the month of that Distribution Date

over

- (b) the amount of principal that we calculated and paid previously in accordance with the Ginnie Mae factors and the assumed distribution schedules specified above.

*Group 1 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount as principal of the Group 1 Classes as specified below.

- A. Beginning in June 2002, on each Distribution Date we will pay an amount of up to \$25,000 to the HH Class, until its principal balance is reduced to zero.
- B. Beginning in June 1999, on each Distribution Date we will pay the excess of the Group 1 Distribution Amount over the amount applied pursuant to A. above, sequentially, to the J and HH Classes, in that order, until their principal balances are reduced to zero.

} Sequential Pay Classes

*Group 2 Principal Distribution Amount*

*Z Accrual Amount*

On each Distribution Date, we will pay the Z Accrual Amount as principal of the MA Class, until its principal balance is reduced to its Targeted Balance for such Distribution Date. Thereafter, we will pay the Z Accrual Amount as principal of the Z Class.

} Accretion Directed Class and Accrual Class

*Group 2 Cash Flow Distribution Amount*

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount as principal of the Group 2 Classes in the following priority:

- (i) to the PB Class, until its principal balance is reduced to its Targeted Balance for such Distribution Date; } TAC Class
- (ii) to the Aggregate Group (as described below), until the Aggregate Balance (as described below) is reduced to its Scheduled Balance for such Distribution Date; } Scheduled Group
- (iii) concurrently, to the F and S Classes, pro rata (or 75% and 25%, respectively), until their principal balances are reduced to zero; } Support Classes
- (iv) to the Aggregate Group, without regard to its Scheduled Balance and until the Aggregate Balance is reduced to zero; and } Scheduled Group
- (v) to the PB Class, without regard to its Targeted Balance and until its principal balance is reduced to zero. } TAC Class

The “Aggregate Group” consists of the MA, Z and B Classes. We will apply payments of principal of the Aggregate Group as follows:

- first*, to the MA Class, until its principal balance is reduced to its Targeted Balance for such Distribution Date;
- second*, to the Z Class, until its principal balance is reduced to zero;
- third*, to the MA Class, without regard to its Targeted Balance and until its principal balance is reduced to zero; and
- fourth*, to the B Class, until its principal balance is reduced to zero.

The “Aggregate Balance” for any Distribution Date is equal to \$78,880,000 minus the sum of all amounts previously applied to it as specified above.

*Group 3 Principal Distribution Amount*

*ZB Accrual Amount*

On each Distribution Date, we will pay the ZB Accrual Amount, as principal of the VB Class, until its principal balance is reduced to zero. Thereafter, we will pay the ZB Accrual Amount as principal of the ZB Class. } Accretion Directed Class and Accrual Class

*Group 3 Cash Flow Distribution Amount*

On each Distribution Date we will pay the Group 3 Principal Distribution Amount, sequentially, to the D, VB and ZB Classes, in that order, until their principal balances are reduced to zero. } Sequential Pay Classes

*Group 4 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the H Class, until its principal balance is reduced to zero. } Structured Collateral/Pass-Through Class

Principal payments on exchangeable REMIC Certificates will be applied to the corresponding RCR Certificates, on a pro rata basis, following any exchange.

## Structuring Assumptions

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each Pool of Mortgage Loans underlying the Group 4 Underlying REMIC Certificate, the priority sequences affecting the principal payments on the Group 4 Underlying REMIC Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates and the Trust MBS have the original terms to maturity, remaining terms to maturity or WARMs, CAGEs or WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates and the Trust MBS”;
- we pay all payments (including prepayments) on the Mortgage Loans underlying the Group 1 Ginnie Mae Certificates in the month we receive them;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table; and
- the settlement date for the sale of the Certificates is May 28, 1999.

*Prepayment Assumptions.* Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used here is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other constant rate.

*Structuring Range and Rates.* The Principal Balance Schedules are found beginning on page B-1. The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Range or at the applicable rate set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Classes and Group (1)</u>	<u>Structuring Range and Rates</u>
Targeted Balances	PB	90%
Targeted Balances	MA	124%
Scheduled Balances	Aggregate Group	Between 139% and 180%

(1) The Structuring Range for the Aggregate Group is associated with the Aggregate Group Balance but not with the individual balances of the related Classes.

**We cannot assure you that the balance of any Class or Group listed above will conform on any Distribution Date to the specified percentage in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of any Class or Group listed above will begin or end on the Distribution Dates specified in the Principal Balance Schedules.** We will distribute any excess of principal payments over the amount needed to reduce a Class or Group to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Class or Group to its scheduled balance will not be improved by the averaging of high and low principal payments from month to month. In addition, even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Range, principal distributions may be insufficient to reduce such Group to its scheduled balance if such prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Classes and Group specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Range or at the applicable rate specified above.

*Initial Effective Range.* The Effective Range for a Group is the range of prepayment rates (measured by *constant* PSA rates) that would reduce that Group to its scheduled balance on each Distribution Date. The Initial Effective Range shown in the table below is based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

	<u>Initial Effective Range</u>
Aggregate Group	Between 139% and 180%

The actual Effective Range at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the applicable Group might not be reduced to its scheduled balance even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if such rate were at the lower or higher end of such range. In addition, even if prepayments occur at rates falling within the actual Effective Range, principal distributions may be insufficient to reduce the applicable Group to its scheduled balance if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the Scheduled Group will be supported in part by the related Support Classes. When the related Support Classes are retired, the Scheduled Group, if still outstanding, may no longer have an Effective Range and will be more sensitive to prepayments.

## Yield Tables

*General.* The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. We calculated the yields set forth in the tables by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of such assumed streams of cash flows to equal the assumed aggregate purchase prices of such Classes, and
- converting such monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations in the interest rates at which you could reinvest distributions on the Certificates. Accordingly, these calculations do not illustrate the return on any investment in the Certificates when such reinvestment rates are taken into account.

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here or
- the aggregate purchase prices of the applicable Certificates will be as assumed.

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant PSA rate until maturity,
- all of such Mortgage Loans will prepay at the same rate or
- the level of the Index will remain constant.

*The Inverse Floating Rate Classes.* The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from Pool to Pool. As illustrated in the applicable table below, it is possible that investors in the SH Class would lose money on their initial investments under certain Index and prepayment scenarios.

Changes in the Index may not correspond to changes in prevailing mortgage interest rates. It is possible that lower prevailing mortgage interest rates, which might be expected to result in faster prepayments, could occur while the level of the Index increased.

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of such Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
S .....	68.4375%
SH .....	22.5000%
SI .....	91.9750%

\* The prices do not include accrued interest. Accrued interest has been added to such prices in calculating the yields set forth in the tables below.

**Sensitivity of the S Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>148%</u>	<u>300%</u>	<u>500%</u>
3.0% .....	18.0%	18.0%	19.5%	55.8%	88.8%
5.0% .....	9.2%	9.3%	10.4%	47.3%	79.9%
6.0% .....	5.2%	5.2%	6.1%	43.1%	75.5%
7.0% .....	1.3%	1.4%	2.1%	39.0%	71.1%

**Sensitivity of the SH Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
3.0% .....	66.7%	66.6%	62.1%	23.5%	(2.9)%
5.0% .....	41.9%	41.9%	36.3%	(0.1)%	(21.5)%
7.0% .....	17.8%	17.6%	10.3%	(25.9)%	(44.4)%
8.8% .....	*	*	*	*	*

\* The pre-tax yield to maturity would be less than (99.9)%.

**Sensitivity of the SI Class to Prepayments and LIBOR  
(Pre-Tax Yields to Maturity)**

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
3.00% .....	15.3%	15.3%	15.8%	18.4%	20.9%
5.00% .....	10.1%	10.1%	10.6%	13.3%	15.7%
7.00% .....	5.0%	5.0%	5.5%	8.2%	10.6%
8.80% .....	0.5%	0.6%	1.1%	3.7%	6.1%

*The IO Class.* The yield to investors in the IO Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the IO Class would be 0% if prepayments of the related Mortgage Loans were to occur at a constant rate of 623% PSA. If the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling such level for the remaining months, the investors in the IO Class would lose money on their initial investments.

The information shown in the yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the IO Class (expressed as a percentage of the original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
IO .....	34.0%

\* The price does not include accrued interest. Accrued interest has been added to such price in calculating the yields set forth in the table below.

**Sensitivity of the IO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity .....	18.7%	18.6%	17.8%	13.0%	6.5%

*The Principal Only Class.* The Principal Only Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the related Mortgage Loans will have a negative effect on the yield to investors in the Principal Only Class.

The information shown in the following table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the H Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price</u>
H .....	69.0%

**Sensitivity of the H Class to Prepayments  
(Pre-Tax Yields to Maturity)**

<u>Class</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
H .....	2.1%	2.3%	4.6%	17.4%	31.4%

## **Weighted Average Lives of the Certificates**

The weighted average life of a Certificate is determined by

- (a) multiplying the amount of the reduction, if any, of the principal balance of such Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the reductions in principal balance of such Certificate referred to in clause (a).

For a description of the factors which may influence the weighted average life of a Certificate, see “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including

- the timing of changes in such rate of principal payments,
- the priority sequences of distributions of principal of the Group 1, Group 2 and Group 3 Classes,
- in the case of the Group 4 Classes, the priority sequences affecting distributions on the Group 4 Underlying REMIC Certificate, and
- in the case of certain Group 2 Classes, the payment of principal of such Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the Underlying REMIC Disclosure Document.

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of such Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

## Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA rates and the corresponding weighted average lives of such Classes. The tables have been prepared on the basis of the Pricing Assumptions. However, in the case of the information set forth for each Class under 0% PSA, we assumed that the underlying Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Ginnie Mae Certificates	360 months	360 months	8.0%
Group 2 MBS	360 months	360 months	8.5%
Group 3 MBS	360 months	360 months	9.0%
Group 4 Underlying REMIC Certificate	360 months	291 months	9.5%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rates, CAGEs or WALAs or remaining terms to maturity assumed or
- that the underlying Mortgage Loans will prepay at any *constant* PSA level.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal distributions than indicated in the tables at the specified constant PSA rates. This is the case even if the dispersion of weighted average remaining terms to maturity and the weighted average CAGEs or WALAs of the Mortgage Loans are identical to the dispersion specified in the Pricing Assumptions.

## Percent of Original Principal Balances Outstanding

Date	HH and IO† Classes					J Class					PB Class					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	175%	350%	500%	0%	100%	175%	350%	500%	0%	90%	100%	148%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2000	100	100	100	100	100	99	93	90	81	73	100	100	100	100	100	100
May 2001	100	100	100	100	100	98	84	76	56	41	100	100	100	100	100	100
May 2002	100	100	100	100	100	96	76	62	36	17	100	100	100	100	100	78
May 2003	99	99	99	99	99	95	68	51	20	*	99	94	94	94	86	54
May 2004	98	98	98	98	69	94	61	41	8	0	97	86	86	86	70	37
May 2005	96	96	96	92	47	93	54	32	0	0	95	78	78	78	56	25
May 2006	95	95	95	71	33	91	47	24	0	0	93	70	70	70	45	17
May 2007	94	94	94	55	22	90	41	18	0	0	91	63	63	63	36	12
May 2008	93	93	93	43	15	88	35	11	0	0	88	56	56	56	29	8
May 2009	92	92	92	33	10	86	30	6	0	0	86	50	50	50	23	6
May 2010	90	90	90	25	7	84	25	1	0	0	83	43	43	43	19	4
May 2011	89	89	82	19	5	82	20	0	0	0	80	37	37	37	15	3
May 2012	88	88	71	15	3	79	16	0	0	0	76	32	32	32	12	2
May 2013	87	87	61	11	2	77	12	0	0	0	72	27	27	27	9	1
May 2014	86	86	52	9	1	74	8	0	0	0	68	22	22	22	7	1
May 2015	84	84	45	6	1	70	4	0	0	0	64	17	17	18	6	1
May 2016	83	83	38	5	1	67	1	0	0	0	59	12	12	15	5	*
May 2017	82	75	32	4	*	63	0	0	0	0	53	8	8	11	4	*
May 2018	81	66	27	3	*	58	0	0	0	0	48	4	4	8	3	*
May 2019	80	57	22	2	*	53	0	0	0	0	41	0	0	5	2	*
May 2020	78	49	18	1	*	48	0	0	0	0	34	0	0	3	2	*
May 2021	77	41	14	1	*	43	0	0	0	0	27	0	0	1	1	*
May 2022	76	34	11	1	*	36	0	0	0	0	19	0	0	0	1	*
May 2023	75	27	8	*	*	30	0	0	0	0	10	0	0	0	1	*
May 2024	74	20	6	*	*	22	0	0	0	0	*	0	0	0	*	*
May 2025	72	14	4	*	*	14	0	0	0	0	0	0	0	0	*	*
May 2026	71	8	2	*	*	6	0	0	0	0	0	0	0	0	*	*
May 2027	60	2	*	*	*	0	0	0	0	0	0	0	0	0	*	*
May 2028	31	0	0	0	0	0	0	0	0	0	0	0	0	0	*	*
May 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.9	20.2	16.0	9.5	6.7	18.9	7.3	4.6	2.5	1.8	17.4	10.5	10.5	10.7	7.9	5.0

Date	MA Class										Z Class						
	PSA Prepayment Assumption										PSA Prepayment Assumption						
	0%	90%	100%	124%	139%	148%	180%	300%	500%	0%	100%	139%	148%	180%	300%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
May 2000	98	90	89	88	88	88	88	88	88	88	106	106	0	0	0	0	
May 2001	95	74	72	67	65	65	65	60	23	113	113	0	0	0	0	0	
May 2002	92	54	51	42	38	38	38	12	0	120	120	0	0	0	0	0	
May 2003	91	47	42	30	25	25	25	0	0	127	127	0	0	0	0	0	
May 2004	91	46	40	25	18	18	18	0	0	135	135	0	0	0	0	0	
May 2005	91	44	37	21	13	13	13	0	0	143	143	0	0	0	0	0	
May 2006	91	43	35	17	9	9	9	0	0	152	152	0	0	0	0	0	
May 2007	90	42	33	15	5	5	5	0	0	161	161	0	0	0	0	0	
May 2008	90	41	32	12	2	2	2	0	0	171	171	0	0	0	0	0	
May 2009	90	40	30	10	1	1	1	0	0	182	182	0	0	0	0	0	
May 2010	90	39	29	9	*	*	*	0	0	193	193	0	0	0	0	0	
May 2011	90	38	28	8	0	0	0	0	0	205	205	0	0	0	0	0	
May 2012	90	37	27	7	0	0	0	0	0	218	218	0	0	0	0	0	
May 2013	90	36	26	7	0	0	0	0	0	231	231	0	0	0	0	0	
May 2014	90	35	26	7	0	0	0	0	0	245	245	0	0	0	0	0	
May 2015	90	34	25	6	0	0	0	0	0	261	261	0	0	0	0	0	
May 2016	89	33	25	6	0	0	0	0	0	277	277	0	0	0	0	0	
May 2017	89	32	24	6	0	0	0	0	0	294	294	0	0	0	0	0	
May 2018	89	31	24	6	0	0	0	0	0	312	312	0	0	0	0	0	
May 2019	89	30	24	6	0	0	0	0	0	331	331	0	0	0	0	0	
May 2020	89	23	16	4	0	0	0	0	0	351	351	0	0	0	0	0	
May 2021	88	15	9	0	0	0	0	0	0	373	373	0	0	0	0	0	
May 2022	88	8	3	0	0	0	0	0	0	396	396	0	0	0	0	0	
May 2023	88	1	0	0	0	0	0	0	0	421	49	0	0	0	0	0	
May 2024	88	0	0	0	0	0	0	0	0	446	0	0	0	0	0	0	
May 2025	68	0	0	0	0	0	0	0	0	474	0	0	0	0	0	0	
May 2026	46	0	0	0	0	0	0	0	0	503	0	0	0	0	0	0	
May 2027	22	0	0	0	0	0	0	0	0	534	0	0	0	0	0	0	
May 2028	0	0	0	0	0	0	0	0	0	114	0	0	0	0	0	0	
May 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	24.4	9.6	8.0	4.5	3.2	3.2	3.2	2.1	1.6	29.0	23.8	0.6	0.6	0.6	0.6	0.6	

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
 \*\* Determined as specified under "Weighted Average Lives of the Certificates" herein.  
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	B Class							F and S Classes					D Class				
	PSA Prepayment Assumption							PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	139%	148%	180%	300%	500%	0%	100%	148%	300%	500%	0%	100%	184%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2000	100	100	100	100	100	100	100	100	100	98	59	7	99	92	86	79	65
May 2001	100	100	100	100	100	100	100	100	100	93	0	0	98	83	72	58	37
May 2002	100	100	100	100	100	100	100	100	100	88	0	0	97	75	60	42	17
May 2003	100	100	100	100	100	100	0	0	100	85	0	0	96	68	49	28	3
May 2004	100	100	100	100	100	0	0	100	100	82	0	0	95	60	40	18	0
May 2005	100	100	100	100	100	0	0	100	100	79	0	0	93	54	31	9	0
May 2006	100	100	100	100	100	0	0	100	100	78	0	0	92	47	24	2	0
May 2007	100	100	100	100	100	0	0	100	100	77	0	0	90	41	17	0	0
May 2008	100	100	100	100	100	0	0	100	100	76	0	0	88	36	11	0	0
May 2009	100	100	100	100	100	0	0	100	100	76	0	0	86	30	6	0	0
May 2010	100	100	100	100	100	0	0	100	100	74	0	0	84	25	1	0	0
May 2011	100	100	99	99	99	0	0	100	100	72	0	0	82	20	0	0	0
May 2012	100	100	99	99	99	0	0	100	100	71	0	0	79	16	0	0	0
May 2013	100	100	99	99	99	0	0	100	100	71	0	0	77	12	0	0	0
May 2014	100	100	99	99	99	0	0	100	100	71	0	0	74	8	0	0	0
May 2015	100	100	99	99	99	0	0	100	100	71	0	0	70	4	0	0	0
May 2016	100	100	99	99	99	0	0	100	100	71	0	0	67	*	0	0	0
May 2017	100	100	99	99	99	0	0	100	100	71	0	0	63	0	0	0	0
May 2018	100	100	99	99	99	0	0	100	100	71	0	0	58	0	0	0	0
May 2019	100	100	99	99	99	0	0	100	100	71	0	0	53	0	0	0	0
May 2020	100	100	99	99	99	0	0	100	100	71	0	0	48	0	0	0	0
May 2021	100	100	99	99	99	0	0	100	100	71	0	0	42	0	0	0	0
May 2022	100	100	99	99	99	0	0	100	100	62	0	0	36	0	0	0	0
May 2023	100	100	99	99	99	0	0	100	100	49	0	0	29	0	0	0	0
May 2024	100	99	99	99	99	0	0	100	81	38	0	0	22	0	0	0	0
May 2025	100	99	99	99	99	0	0	100	61	28	0	0	14	0	0	0	0
May 2026	100	99	99	99	99	0	0	100	43	19	0	0	5	0	0	0	0
May 2027	100	99	99	99	99	0	0	100	25	11	0	0	0	0	0	0	0
May 2028	100	99	99	99	99	0	0	100	8	3	0	0	0	0	0	0	0
May 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.7	29.7	29.6	29.6	29.6	3.3	2.3	29.6	26.7	19.6	1.1	0.6	18.9	7.2	4.5	2.9	1.7

Date	VB Class					ZB Class					H, SH† and SI Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	184%	300%	500%	0%	100%	184%	300%	500%	0%	100%	225%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
May 2000	94	94	94	94	94	107	107	107	107	107	100	100	100	70	48
May 2001	87	87	87	87	87	114	114	114	114	114	100	100	96	52	20
May 2002	80	80	80	80	80	121	121	121	121	121	100	100	86	23	20
May 2003	72	72	72	72	72	130	130	130	130	130	100	100	80	20	20
May 2004	64	64	64	64	18	138	138	138	138	138	99	99	74	19	5
May 2005	56	56	56	56	0	148	148	148	148	108	93	93	64	13	0
May 2006	47	47	47	47	0	157	157	157	157	74	86	86	54	0	0
May 2007	37	37	37	7	0	168	168	168	168	51	80	80	44	0	0
May 2008	26	26	26	0	0	179	179	179	141	35	80	80	42	0	0
May 2009	15	15	15	0	0	191	191	191	113	24	80	80	36	0	0
May 2010	3	3	3	0	0	204	204	204	90	16	80	80	31	0	0
May 2011	0	0	0	0	0	207	207	187	71	11	80	80	26	0	0
May 2012	0	0	0	0	0	207	207	161	56	7	80	80	22	0	0
May 2013	0	0	0	0	0	207	207	137	44	5	80	80	18	0	0
May 2014	0	0	0	0	0	207	207	117	35	3	80	66	14	0	0
May 2015	0	0	0	0	0	207	207	99	27	2	80	58	11	0	0
May 2016	0	0	0	0	0	207	207	83	21	1	80	56	9	0	0
May 2017	0	0	0	0	0	207	186	69	16	1	80	54	7	0	0
May 2018	0	0	0	0	0	207	162	57	12	1	80	48	5	0	0
May 2019	0	0	0	0	0	207	140	47	9	*	80	35	3	0	0
May 2020	0	0	0	0	0	207	118	38	7	*	80	23	2	0	0
May 2021	0	0	0	0	0	207	98	30	5	*	80	11	*	0	0
May 2022	0	0	0	0	0	207	80	23	4	*	48	1	0	0	0
May 2023	0	0	0	0	0	207	62	17	2	*	14	*	0	0	0
May 2024	0	0	0	0	0	207	45	11	1	*	0	0	0	0	0
May 2025	0	0	0	0	0	207	29	7	1	*	0	0	0	0	0
May 2026	0	0	0	0	0	207	13	3	*	*	0	0	0	0	0
May 2027	0	0	0	0	0	168	0	0	0	0	0	0	0	0	0
May 2028	0	0	0	0	0	88	0	0	0	0	0	0	0	0	0
May 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.3	6.3	6.3	5.6	4.0	28.8	22.0	16.8	12.4	8.0	19.9	16.4	8.7	2.5	1.6

\* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.  
\*\* Determined as specified under "Weighted Average Lives of the Certificates" herein.  
† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

## **Characteristics of the R and RL Classes**

The R and RL Classes will not have principal balances and will not bear interest. If any assets of the Trust remain after the principal balances of all Classes are reduced to zero, we will pay the Holder of the R Class the proceeds from those assets. If any assets of the Lower Tier REMIC remain after the principal balances of the Lower Tier Regular Interests are reduced to zero, we will pay the proceeds of those assets to the Holder of the RL Class. Fannie Mae does not expect that any material assets will remain in either case.

The R and RL Classes will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of an R or RL Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of an R or RL Certificate to any person that is not a “U.S. Person” without our written consent. Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” to a U.S. Person will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. The R and RL Classes will constitute noneconomic residual interests under the Regulations. Any transferee of an R or RL Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. Transferors of an R or RL Certificate should consult with their own tax advisors for further information regarding such transfers.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Trust, and the Holder of the RL Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Lower Tier REMIC. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, we will be obligated to provide to these Holders (i) information necessary to enable them to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

The Certificates and payments on the Certificates are not generally exempt from taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following tax discussion supplements the discussion under the caption “Certain Federal Income Tax Consequences” in the REMIC Prospectus. When read together, the two discussions describe the current federal income tax treatment of beneficial owners of Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of beneficial owners, some of which may be subject to special rules. In addition, these discussions may not apply to your particular circumstances for one of the reasons explained in the REMIC Prospectus. You should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

## **REMIC Elections and Special Tax Attributes**

We will elect to treat the Lower Tier REMIC and the Trust as REMICs for federal income tax purposes. The REMIC Certificates, other than the R and RL Classes, will be designated as the “regular interests,” and the R Class will be designated as the “residual interest,” in the REMIC constituted by the Trust. The Lower Tier Regular Interests will be designated as the “regular interests” and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC.

Because the Lower Tier REMIC and the Trust will qualify as REMICs, the REMIC Certificates and any related RCR Certificates generally will be treated as “regular or residual interests in a

REMIC” for domestic building and loan associations, “real estate assets” for real estate investment trusts, and, except for the R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—*REMIC Election and Special Tax Attributes*” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of Regular Certificates**

The Notional Classes, the Principal Only Class, the Accrual Classes, and the B and S Classes will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Treatment of Original Issue Discount*” in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Regular Certificates Purchased at a Premium*” in the REMIC Prospectus.

The Prepayment Assumptions that will be used in determining the rate of accrual of OID will be as follows:

<u>Certificate Group</u>	<u>PSA Prepayment Assumption</u>
1	175%
2	148%
3	184%
4	225%

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates—Treatment of Original Issue Discount—Daily Portions of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS or the Group 1 Ginnie Mae Certificates will prepay at any of those rates or any other rate. See “Description of the Certificates—*Weighted Average Lives of the Certificates*” in this prospectus supplement and “Description of Certificates—*Weighted Average Life and Final Distribution Date*” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of Residual Certificates**

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 6.64% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates—Treatment of Excess Inclusions*” and “—*Foreign Investors—Residual Certificates*” in the REMIC Prospectus.

### **Taxation of Beneficial Owners of RCR Certificates**

*General.* The RCR Class will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The REMIC Certificates that are exchanged for RCR Certificates (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest in those REMIC Certificates. For a general discussion of the federal income tax treatment of beneficial owners of REMIC Certificates, see “Certain Federal Income Tax Consequences” in the REMIC Prospectus.

The RCR Class (the “Combination RCR Class”) will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class

(a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

*Combination RCR Class.* A beneficial owner of a Combination RCR Certificate will be treated as the beneficial owner of a proportionate interest in the REMIC Certificates underlying that Combination RCR Certificate. A beneficial owner of a Combination RCR Certificate must allocate its cost to acquire that Certificate among the underlying REMIC Certificates in proportion to their relative fair market values at the time of acquisition. Such owner should account for its ownership interest in each underlying REMIC Certificate as described under “—Taxation of Beneficial Owners of Regular Certificates” in this prospectus supplement and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*” in the REMIC Prospectus. When a beneficial owner sells a Combination RCR Certificate, the owner must allocate the sale proceeds among the underlying REMIC Certificates in proportion to their relative fair market values at the time of sale.

*Exchanges.* If a beneficial owner exchanges one or more REMIC Certificates for the related RCR Certificate or Certificates in the manner described under “Description of the Certificates—Combination and Recombination” in this prospectus supplement, the exchange will not be taxable. Likewise, if a beneficial owner exchanges one or more RCR Certificates for the related REMIC Certificate or Certificates in the manner described in that discussion, the exchange will not be a taxable exchange. In each of these cases, the beneficial owner will be treated as continuing to own after the exchange the same combination of interests in the related REMIC Certificates (or the same interest in the related REMIC Certificate) that it owned immediately prior to the exchange.

## PLAN OF DISTRIBUTION

*General.* We are obligated to deliver the Certificates to PaineWebber Incorporated (the “Dealer”) in exchange for the Group 1 Ginnie Mae Certificates, the Trust MBS and the Group 4 Underlying REMIC Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

*Increase in Certificates.* Before the Settlement Date, we and the Dealer may agree to offer Group 1, Group 2 or Group 3 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Group 1 Ginnie Mae Certificates or Trust MBS in principal balance, but we expect that all these additional Group 1 Ginnie Mae Certificates or Trust MBS will have the same characteristics as described under “Description of the Certificates—The Group 1 Ginnie Mae Certificates” and “—The Trust MBS.” The proportion that the original principal balance of each Group 1, Group 2 or Group 3 Class bears to the aggregate original principal balance of all Group 1, Group 2 or Group 3 Classes, respectively, will remain the same.

## LEGAL MATTERS

Brown & Wood LLP will provide legal representation for Fannie Mae. Cleary, Gottlieb, Steen & Hamilton will provide legal representation for the Dealer.

**Exhibit A**

**Underlying REMIC Certificate**

<u>Underlying REMIC Trust</u>	<u>Class</u>	<u>Date of Issue</u>	<u>CUSIP Number</u>	<u>Interest Rate</u>	<u>Interest Type (1)</u>	<u>Final Distribution Date</u>	<u>Principal Type (1)</u>	<u>Original Principal Balance of Class</u>	<u>May 1999 Class Factor</u>	<u>Principal Balance in the Lower Tier REMIC</u>	<u>Approximate Weighted Average WAC</u>	<u>Approximate Weighted Average WAM (in months)</u>	<u>Approximate Weighted Average CAGE (in months)</u>	<u>Underlying Security Type</u>	<u>Class Group</u>
1993-141	S	August 1993	31359B4K0	(2)	INV	August 2023	CPT	\$20,790,000	1.00000000	\$20,790,000	7.514%	276	71	MBS	5

(1) See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus.

(2) This Class bears interest during its respective interest accrual period, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying REMIC Disclosure Document.

## Available Recombination (1)

REMIC Certificates		RCR Certificates						
<u>Classes</u>	<u>Original Principal or Notional Principal Balance</u>	<u>RCR Class</u>	<u>Original Principal Balance</u>	<u>Interest Rate</u>	<u>Interest Type(2)</u>	<u>Principal Type(2)</u>	<u>CUSIP Number</u>	<u>Final Distribution Date</u>
<b>Recombination 1</b>								
H	\$20,790,000	SI	\$20,790,000	(3)	INV	SC/PT	31359VT29	August 2023
SH	20,790,000							

(1) The principal balances and/or notional principal balances of the REMIC Certificates and RCR Certificates involved in any exchange will bear the same relationship as the borne by the original principal balances and/or original notional principal balances of the related Classes.

(2) See “Description of the Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus and “Description of the Certificates—Distributions of Interest” and “—Distributions of Principal” herein.

(3) For a description of this interest rate, see “Description of the Certificates—Distributions of Interest” herein.

## Principal Balance Schedules

### *PB Class Targeted Balances*

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance through September 2002.....	\$150,000,000.00	January 2007 .....	\$ 97,815,534.42	July 2011 .....	\$ 54,825,387.77
October 2002 .....	148,879,310.40	February 2007 .....	96,924,260.80	August 2011 .....	54,120,039.22
November 2002 .....	147,763,578.60	March 2007 .....	96,036,875.24	September 2011.....	53,417,708.68
December 2002 .....	146,652,781.53	April 2007.....	95,153,359.57	October 2011 .....	52,718,382.01
January 2003 .....	145,546,896.19	May 2007 .....	94,273,695.72	November 2011 .....	52,022,045.11
February 2003 .....	144,445,899.72	June 2007 .....	93,397,865.69	December 2011 .....	51,328,683.96
March 2003 .....	143,349,769.34	July 2007 .....	92,525,851.58	January 2012 .....	50,638,284.59
April 2003.....	142,258,482.40	August 2007 .....	91,657,635.55	February 2012 .....	49,950,833.10
May 2003 .....	141,172,016.33	September 2007.....	90,793,199.87	March 2012 .....	49,266,315.67
June 2003 .....	140,090,348.67	October 2007 .....	89,932,526.86	April 2012.....	48,584,718.53
July 2003 .....	139,013,457.07	November 2007 .....	89,075,598.94	May 2012 .....	47,906,027.96
August 2003 .....	137,941,319.29	December 2007 .....	88,222,398.61	June 2012 .....	47,230,230.33
September 2003.....	136,873,913.17	January 2008 .....	87,372,908.46	July 2012 .....	46,557,312.04
October 2003 .....	135,811,216.67	February 2008 .....	86,527,111.13	August 2012 .....	45,887,259.60
November 2003 .....	134,753,207.85	March 2008 .....	85,684,989.37	September 2012.....	45,220,059.53
December 2003 .....	133,699,864.86	April 2008.....	84,846,526.00	October 2012 .....	44,555,698.45
January 2004 .....	132,651,165.96	May 2008 .....	84,011,703.91	November 2012 .....	43,894,163.02
February 2004 .....	131,607,089.52	June 2008 .....	83,180,506.07	December 2012 .....	43,235,439.98
March 2004 .....	130,567,613.98	July 2008 .....	82,352,915.56	January 2013 .....	42,579,516.10
April 2004.....	129,532,717.91	August 2008 .....	81,528,915.48	February 2013 .....	41,926,378.25
May 2004 .....	128,502,379.96	September 2008.....	80,708,489.07	March 2013 .....	41,276,013.33
June 2004 .....	127,476,578.89	October 2008 .....	79,891,619.59	April 2013.....	40,628,408.32
July 2004 .....	126,455,293.55	November 2008 .....	79,078,290.43	May 2013 .....	39,983,550.24
August 2004 .....	125,438,502.88	December 2008 .....	78,268,485.01	June 2013 .....	39,341,426.19
September 2004.....	124,426,185.93	January 2009 .....	77,462,186.86	July 2013 .....	38,702,023.31
October 2004 .....	123,418,321.86	February 2009 .....	76,659,379.56	August 2013 .....	38,065,328.82
November 2004 .....	122,414,889.89	March 2009 .....	75,860,046.79	September 2013.....	37,431,329.99
December 2004 .....	121,415,869.35	April 2009.....	75,064,172.29	October 2013 .....	36,800,014.14
January 2005 .....	120,421,239.69	May 2009 .....	74,271,739.88	November 2013 .....	36,171,368.65
February 2005 .....	119,430,980.43	June 2009 .....	73,482,733.45	December 2013 .....	35,545,380.97
March 2005 .....	118,445,071.18	July 2009 .....	72,697,136.97	January 2014 .....	34,922,038.60
April 2005.....	117,463,491.65	August 2009 .....	71,914,934.48	February 2014 .....	34,301,329.10
May 2005 .....	116,486,221.66	September 2009.....	71,136,110.08	March 2014 .....	33,683,240.08
June 2005 .....	115,513,241.10	October 2009 .....	70,360,647.98	April 2014.....	33,067,759.21
July 2005 .....	114,544,529.96	November 2009 .....	69,588,532.43	May 2014 .....	32,454,874.23
August 2005 .....	113,580,068.33	December 2009 .....	68,819,747.77	June 2014 .....	31,844,572.92
September 2005.....	112,619,836.38	January 2010 .....	68,054,278.39	July 2014 .....	31,236,843.12
October 2005 .....	111,663,814.39	February 2010 .....	67,292,108.77	August 2014 .....	30,631,672.73
November 2005 .....	110,711,982.70	March 2010 .....	66,533,223.46	September 2014.....	30,029,049.69
December 2005 .....	109,764,321.77	April 2010.....	65,777,607.09	October 2014 .....	29,428,962.03
January 2006 .....	108,820,812.13	May 2010 .....	65,025,244.33	November 2014 .....	28,831,397.80
February 2006 .....	107,881,434.41	June 2010 .....	64,276,119.96	December 2014 .....	28,236,345.12
March 2006 .....	106,946,169.33	July 2010 .....	63,530,218.80	January 2015 .....	27,643,792.17
April 2006.....	106,014,997.70	August 2010 .....	62,787,525.74	February 2015 .....	27,053,727.16
May 2006 .....	105,087,900.40	September 2010.....	62,048,025.77	March 2015 .....	26,466,138.40
June 2006 .....	104,164,858.43	October 2010 .....	61,311,703.91	April 2015.....	25,881,014.19
July 2006 .....	103,245,852.85	November 2010 .....	60,578,545.29	May 2015 .....	25,298,342.95
August 2006 .....	102,330,864.82	December 2010 .....	59,848,535.06	June 2015 .....	24,718,113.11
September 2006.....	101,419,875.58	January 2011 .....	59,121,658.48	July 2015 .....	24,140,313.16
October 2006 .....	100,512,866.46	February 2011 .....	58,397,900.86	August 2015 .....	23,564,931.65
November 2006 .....	99,609,818.88	March 2011 .....	57,677,247.58	September 2015.....	22,991,957.19
December 2006 .....	98,710,714.33	April 2011.....	56,959,684.08	October 2015 .....	22,421,378.42
		May 2011 .....	56,245,195.88	November 2015 .....	21,853,184.06
		June 2011 .....	55,533,768.56	December 2015 .....	21,287,362.86

**PB Class (Continued)**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
January 2016 .....	\$ 20,723,903.62	March 2017 .....	\$ 13,077,335.08	May 2018 .....	\$ 5,862,147.47
February 2016 .....	20,162,795.22	April 2017 .....	12,547,996.87	June 2018 .....	5,362,541.10
March 2016 .....	19,604,026.56	May 2017 .....	12,020,848.40	July 2018 .....	4,864,983.84
April 2016 .....	19,047,586.60	June 2017 .....	11,495,879.34	August 2018 .....	4,369,466.00
May 2016 .....	18,493,464.36	July 2017 .....	10,973,079.37	September 2018 .....	3,875,977.92
June 2016 .....	17,941,648.90	August 2017 .....	10,452,438.25	October 2018 .....	3,384,509.97
July 2016 .....	17,392,129.33	September 2017 .....	9,933,945.77	November 2018 .....	2,895,052.60
August 2016 .....	16,844,894.82	October 2017 .....	9,417,591.77	December 2018 .....	2,407,596.28
September 2016 .....	16,299,934.59	November 2017 .....	8,903,366.13	January 2019 .....	1,922,131.52
October 2016 .....	15,757,237.89	December 2017 .....	8,391,258.79	February 2019 .....	1,438,648.88
November 2016 .....	15,216,794.03	January 2018 .....	7,881,259.72	March 2019 .....	957,138.98
December 2016 .....	14,678,592.39	February 2018 .....	7,373,358.97	April 2019 .....	477,592.45
January 2017 .....	14,142,622.37	March 2018 .....	6,867,546.59	May 2019 and thereafter .....	0.00
February 2017 .....	13,608,873.43	April 2018 .....	6,363,812.70		

**Aggregate Group Scheduled Balances**

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance .....	\$78,880,000.00	May 2002 .....	\$29,746,208.75	May 2005 .....	\$10,073,530.82
June 1999 .....	78,340,290.37	June 2002 .....	28,066,660.23	June 2005 .....	9,764,881.94
July 1999 .....	77,741,531.41	July 2002 .....	26,399,637.72	July 2005 .....	9,461,589.95
August 1999 .....	77,084,234.26	August 2002 .....	24,745,050.00	August 2005 .....	9,163,604.55
September 1999 .....	76,368,694.70	September 2002 .....	23,102,806.51	September 2005 .....	8,870,875.87
October 1999 .....	75,595,250.43	October 2002 .....	22,593,506.97	October 2005 .....	8,583,354.45
November 1999 .....	74,764,280.85	November 2002 .....	22,091,414.70	November 2005 .....	8,300,991.22
December 1999 .....	73,876,206.79	December 2002 .....	21,596,464.21	December 2005 .....	8,023,737.55
January 2000 .....	72,931,490.22	January 2003 .....	21,108,590.51	January 2006 .....	7,751,545.20
February 2000 .....	71,930,633.94	February 2003 .....	20,627,729.16	February 2006 .....	7,484,366.32
March 2000 .....	70,874,181.13	March 2003 .....	20,153,816.23	March 2006 .....	7,222,153.48
April 2000 .....	69,762,714.97	April 2003 .....	19,686,788.34	April 2006 .....	6,964,859.62
May 2000 .....	68,596,858.05	May 2003 .....	19,226,582.59	May 2006 .....	6,712,438.09
June 2000 .....	67,377,271.95	June 2003 .....	18,773,136.64	June 2006 .....	6,464,842.62
July 2000 .....	66,104,656.53	July 2003 .....	18,326,388.62	July 2006 .....	6,222,027.34
August 2000 .....	64,779,749.37	August 2003 .....	17,886,277.19	August 2006 .....	5,983,946.73
September 2000 .....	63,403,325.08	September 2003 .....	17,452,741.51	September 2006 .....	5,750,555.69
October 2000 .....	61,976,194.51	October 2003 .....	17,025,721.24	October 2006 .....	5,521,809.47
November 2000 .....	60,499,204.06	November 2003 .....	16,605,156.53	November 2006 .....	5,297,663.69
December 2000 .....	58,973,234.80	December 2003 .....	16,190,988.02	December 2006 .....	5,078,074.36
January 2001 .....	57,399,201.63	January 2004 .....	15,783,156.85	January 2007 .....	4,862,997.85
February 2001 .....	55,778,052.37	February 2004 .....	15,381,604.62	February 2007 .....	4,652,390.89
March 2001 .....	54,110,766.84	March 2004 .....	14,986,273.44	March 2007 .....	4,446,210.57
April 2001 .....	52,420,532.51	April 2004 .....	14,597,105.88	April 2007 .....	4,244,414.36
May 2001 .....	50,707,889.83	May 2004 .....	14,214,044.97	May 2007 .....	4,046,960.06
June 2001 .....	48,973,398.36	June 2004 .....	13,837,034.24	June 2007 .....	3,853,805.83
July 2001 .....	47,217,636.16	July 2004 .....	13,466,017.66	July 2007 .....	3,664,910.19
August 2001 .....	45,441,199.17	August 2004 .....	13,100,939.67	August 2007 .....	3,480,232.00
September 2001 .....	43,644,700.57	September 2004 .....	12,741,745.17	September 2007 .....	3,299,730.48
October 2001 .....	41,861,579.43	October 2004 .....	12,388,379.51	October 2007 .....	3,123,365.17
November 2001 .....	40,091,738.38	November 2004 .....	12,040,788.49	November 2007 .....	2,951,095.96
December 2001 .....	38,335,080.73	December 2004 .....	11,698,918.37	December 2007 .....	2,782,883.08
January 2002 .....	36,591,510.52	January 2005 .....	11,362,715.83	January 2008 .....	2,618,687.10
February 2002 .....	34,860,932.47	February 2005 .....	11,032,128.02	February 2008 .....	2,458,468.90
March 2002 .....	33,143,251.98	March 2005 .....	10,707,102.51	March 2008 .....	2,302,189.72
April 2002 .....	31,438,375.15	April 2005 .....	10,387,587.29	April 2008 .....	2,149,811.10

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
May 2008 .....	\$ 2,001,294.91	December 2012 .....	\$ 65,085.12	July 2017 .....	\$ 65,085.12
June 2008 .....	1,856,603.35	January 2013 .....	65,085.12	August 2017 .....	65,085.12
July 2008 .....	1,717,579.68	February 2013 .....	65,085.12	September 2017 .....	65,085.12
August 2008 .....	1,584,760.73	March 2013 .....	65,085.12	October 2017 .....	65,085.12
September 2008 .....	1,458,067.95	April 2013 .....	65,085.12	November 2017 .....	65,085.12
October 2008 .....	1,337,423.63	May 2013 .....	65,085.12	December 2017 .....	65,085.12
November 2008 .....	1,222,750.87	June 2013 .....	65,085.12	January 2018 .....	65,085.12
December 2008 .....	1,113,973.61	July 2013 .....	65,085.12	February 2018 .....	65,085.12
January 2009 .....	1,011,016.60	August 2013 .....	65,085.12	March 2018 .....	65,085.12
February 2009 .....	913,805.37	September 2013 .....	65,085.12	April 2018 .....	65,085.12
March 2009 .....	822,266.29	October 2013 .....	65,085.12	May 2018 .....	65,085.12
April 2009 .....	736,326.46	November 2013 .....	65,085.12	June 2018 .....	65,085.12
May 2009 .....	655,913.81	December 2013 .....	65,085.12	July 2018 .....	65,085.12
June 2009 .....	580,957.02	January 2014 .....	65,085.12	August 2018 .....	65,085.12
July 2009 .....	511,385.52	February 2014 .....	65,085.12	September 2018 .....	65,085.12
August 2009 .....	447,129.53	March 2014 .....	65,085.12	October 2018 .....	65,085.12
September 2009 .....	388,120.00	April 2014 .....	65,085.12	November 2018 .....	65,085.12
October 2009 .....	334,288.61	May 2014 .....	65,085.12	December 2018 .....	65,085.12
November 2009 .....	285,567.79	June 2014 .....	65,085.12	January 2019 .....	65,085.12
December 2009 .....	241,890.70	July 2014 .....	65,085.12	February 2019 .....	65,085.12
January 2010 .....	203,191.20	August 2014 .....	65,085.12	March 2019 .....	65,085.12
February 2010 .....	169,403.89	September 2014 .....	65,085.12	April 2019 .....	65,085.12
March 2010 .....	140,464.05	October 2014 .....	65,085.12	May 2019 .....	65,085.12
April 2010 .....	116,307.66	November 2014 .....	65,085.12	June 2019 .....	65,085.12
May 2010 .....	96,871.41	December 2014 .....	65,085.12	July 2019 .....	65,085.12
June 2010 .....	82,092.66	January 2015 .....	65,085.12	August 2019 .....	65,085.12
July 2010 .....	71,909.44	February 2015 .....	65,085.12	September 2019 .....	65,085.12
August 2010 .....	66,260.47	March 2015 .....	65,085.12	October 2019 .....	65,085.12
September 2010 .....	65,085.12	April 2015 .....	65,085.12	November 2019 .....	65,085.12
October 2010 .....	65,085.12	May 2015 .....	65,085.12	December 2019 .....	65,085.12
November 2010 .....	65,085.12	June 2015 .....	65,085.12	January 2020 .....	65,085.12
December 2010 .....	65,085.12	July 2015 .....	65,085.12	February 2020 .....	65,085.12
January 2011 .....	65,085.12	August 2015 .....	65,085.12	March 2020 .....	65,085.12
February 2011 .....	65,085.12	September 2015 .....	65,085.12	April 2020 .....	65,085.12
March 2011 .....	65,085.12	October 2015 .....	65,085.12	May 2020 .....	65,085.12
April 2011 .....	65,085.12	November 2015 .....	65,085.12	June 2020 .....	65,085.12
May 2011 .....	65,085.12	December 2015 .....	65,085.12	July 2020 .....	65,085.12
June 2011 .....	65,085.12	January 2016 .....	65,085.12	August 2020 .....	65,085.12
July 2011 .....	65,085.12	February 2016 .....	65,085.12	September 2020 .....	65,085.12
August 2011 .....	65,085.12	March 2016 .....	65,085.12	October 2020 .....	65,085.12
September 2011 .....	65,085.12	April 2016 .....	65,085.12	November 2020 .....	65,085.12
October 2011 .....	65,085.12	May 2016 .....	65,085.12	December 2020 .....	65,085.12
November 2011 .....	65,085.12	June 2016 .....	65,085.12	January 2021 .....	65,085.12
December 2011 .....	65,085.12	July 2016 .....	65,085.12	February 2021 .....	65,085.12
January 2012 .....	65,085.12	August 2016 .....	65,085.12	March 2021 .....	65,085.12
February 2012 .....	65,085.12	September 2016 .....	65,085.12	April 2021 .....	65,085.12
March 2012 .....	65,085.12	October 2016 .....	65,085.12	May 2021 .....	65,085.12
April 2012 .....	65,085.12	November 2016 .....	65,085.12	June 2021 .....	65,085.12
May 2012 .....	65,085.12	December 2016 .....	65,085.12	July 2021 .....	65,085.12
June 2012 .....	65,085.12	January 2017 .....	65,085.12	August 2021 .....	65,085.12
July 2012 .....	65,085.12	February 2017 .....	65,085.12	September 2021 .....	65,085.12
August 2012 .....	65,085.12	March 2017 .....	65,085.12	October 2021 .....	65,085.12
September 2012 .....	65,085.12	April 2017 .....	65,085.12	November 2021 .....	65,085.12
October 2012 .....	65,085.12	May 2017 .....	65,085.12	December 2021 .....	65,085.12
November 2012 .....	65,085.12	June 2017 .....	65,085.12	January 2022 .....	65,085.12

**Aggregate Group (Continued)**

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
February 2022 .....	\$ 65,085.12	July 2024 .....	\$ 65,085.12	December 2026 .....	\$ 65,085.12
March 2022 .....	65,085.12	August 2024 .....	65,085.12	January 2027 .....	65,085.12
April 2022 .....	65,085.12	September 2024 .....	65,085.12	February 2027 .....	65,085.12
May 2022 .....	65,085.12	October 2024 .....	65,085.12	March 2027 .....	65,085.12
June 2022 .....	65,085.12	November 2024 .....	65,085.12	April 2027 .....	65,085.12
July 2022 .....	65,085.12	December 2024 .....	65,085.12	May 2027 .....	65,085.12
August 2022 .....	65,085.12	January 2025 .....	65,085.12	June 2027 .....	65,085.12
September 2022 .....	65,085.12	February 2025 .....	65,085.12	July 2027 .....	65,085.12
October 2022 .....	65,085.12	March 2025 .....	65,085.12	August 2027 .....	65,085.12
November 2022 .....	65,085.12	April 2025 .....	65,085.12	September 2027 .....	65,085.12
December 2022 .....	65,085.12	May 2025 .....	65,085.12	October 2027 .....	65,085.12
January 2023 .....	65,085.12	June 2025 .....	65,085.12	November 2027 .....	65,085.12
February 2023 .....	65,085.12	July 2025 .....	65,085.12	December 2027 .....	65,085.12
March 2023 .....	65,085.12	August 2025 .....	65,085.12	January 2028 .....	65,085.12
April 2023 .....	65,085.12	September 2025 .....	65,085.12	February 2028 .....	65,085.12
May 2023 .....	65,085.12	October 2025 .....	65,085.12	March 2028 .....	65,085.12
June 2023 .....	65,085.12	November 2025 .....	65,085.12	April 2028 .....	65,085.12
July 2023 .....	65,085.12	December 2025 .....	65,085.12	May 2028 .....	65,085.12
August 2023 .....	65,085.12	January 2026 .....	65,085.12	June 2028 .....	65,085.12
September 2023 .....	65,085.12	February 2026 .....	65,085.12	July 2028 .....	65,085.12
October 2023 .....	65,085.12	March 2026 .....	65,085.12	August 2028 .....	65,085.12
November 2023 .....	65,085.12	April 2026 .....	65,085.12	September 2028 .....	65,085.12
December 2023 .....	65,085.12	May 2026 .....	65,085.12	October 2028 .....	65,085.12
January 2024 .....	65,085.12	June 2026 .....	65,085.12	November 2028 .....	65,085.12
February 2024 .....	65,085.12	July 2026 .....	65,085.12	December 2028 .....	65,085.12
March 2024 .....	65,085.12	August 2026 .....	65,085.12	January 2029 .....	36,569.62
April 2024 .....	65,085.12	September 2026 .....	65,085.12	February 2029 and thereafter .....	0.00
May 2024 .....	65,085.12	October 2026 .....	65,085.12		
June 2024 .....	65,085.12	November 2026 .....	65,085.12		

**MA Class Targeted Balances**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance .....	\$78,064,500.00	February 2001 .....	\$56,810,225.73	November 2002 .....	\$25,973,902.62
June 1999 .....	77,555,083.62	March 2001 .....	55,285,355.75	December 2002 .....	25,591,544.19
July 1999 .....	76,993,093.72	April 2001 .....	53,738,959.81	January 2003 .....	25,214,010.36
August 1999 .....	76,378,746.33	May 2001 .....	52,171,483.35	February 2003 .....	24,841,261.05
September 1999 .....	75,712,291.01	June 2001 .....	50,583,387.41	March 2003 .....	24,473,256.46
October 1999 .....	74,994,010.81	July 2001 .....	48,975,148.19	April 2003 .....	24,109,957.09
November 1999 .....	74,224,222.06	August 2001 .....	47,347,256.57	May 2003 .....	23,751,323.74
December 1999 .....	73,403,274.21	September 2001 .....	45,700,217.69	June 2003 .....	23,397,317.50
January 2000 .....	72,531,549.61	October 2001 .....	44,063,909.84	July 2003 .....	23,047,899.75
February 2000 .....	71,609,463.22	November 2001 .....	42,438,263.68	August 2003 .....	22,703,032.15
March 2000 .....	70,637,462.35	December 2001 .....	40,823,210.33	September 2003 .....	22,362,676.65
April 2000 .....	69,616,026.30	January 2002 .....	39,218,681.33	October 2003 .....	22,026,795.48
May 2000 .....	68,545,666.01	February 2002 .....	37,624,608.66	November 2003 .....	21,695,351.17
June 2000 .....	67,426,923.66	March 2002 .....	36,040,924.76	December 2003 .....	21,368,306.49
July 2000 .....	66,260,372.25	April 2002 .....	34,467,562.47	January 2004 .....	21,045,624.53
August 2000 .....	65,046,615.07	May 2002 .....	32,904,455.08	February 2004 .....	20,727,268.63
September 2000 .....	63,786,285.28	June 2002 .....	31,351,536.31	March 2004 .....	20,413,202.41
October 2000 .....	62,480,045.33	July 2002 .....	29,808,740.29	April 2004 .....	20,103,389.76
November 2000 .....	61,128,586.40	August 2002 .....	28,276,001.59	May 2004 .....	19,797,794.85
December 2000 .....	59,732,627.80	September 2002 .....	26,753,255.18	June 2004 .....	19,496,382.10
January 2001 .....	58,292,916.36	October 2002 .....	26,361,126.06	July 2004 .....	19,199,116.21

**MA Class (Continued)**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
August 2004 .....	\$18,905,962.14	March 2009 .....	\$ 8,192,467.74	October 2013 .....	\$ 5,222,757.39
September 2004 .....	18,616,885.10	April 2009 .....	8,080,996.70	November 2013 .....	5,213,870.30
October 2004 .....	18,331,850.58	May 2009 .....	7,972,020.65	December 2013 .....	5,204,938.76
November 2004 .....	18,050,824.32	June 2009 .....	7,865,517.04	January 2014 .....	5,195,962.57
December 2004 .....	17,773,772.31	July 2009 .....	7,761,463.45	February 2014 .....	5,186,941.50
January 2005 .....	17,500,660.80	August 2009 .....	7,659,837.67	March 2014 .....	5,177,875.32
February 2005 .....	17,231,456.29	September 2009 .....	7,560,617.64	April 2014 .....	5,168,763.82
March 2005 .....	16,966,125.54	October 2009 .....	7,463,781.46	May 2014 .....	5,159,606.75
April 2005 .....	16,704,635.56	November 2009 .....	7,369,307.43	June 2014 .....	5,150,403.90
May 2005 .....	16,446,953.58	December 2009 .....	7,277,173.99	July 2014 .....	5,141,155.03
June 2005 .....	16,193,047.12	January 2010 .....	7,187,359.74	August 2014 .....	5,131,859.92
July 2005 .....	15,942,883.90	February 2010 .....	7,099,843.47	September 2014 .....	5,122,518.34
August 2005 .....	15,696,431.91	March 2010 .....	7,014,604.11	October 2014 .....	5,113,130.05
September 2005 .....	15,453,659.37	April 2010 .....	6,931,620.76	November 2014 .....	5,103,694.81
October 2005 .....	15,214,534.74	May 2010 .....	6,850,872.68	December 2014 .....	5,094,212.40
November 2005 .....	14,979,026.72	June 2010 .....	6,772,339.29	January 2015 .....	5,084,682.58
December 2005 .....	14,747,104.25	July 2010 .....	6,696,000.17	February 2015 .....	5,075,105.11
January 2006 .....	14,518,736.49	August 2010 .....	6,621,835.05	March 2015 .....	5,065,479.75
February 2006 .....	14,293,892.83	September 2010 .....	6,549,823.82	April 2015 .....	5,055,806.26
March 2006 .....	14,072,542.92	October 2010 .....	6,479,946.53	May 2015 .....	5,046,084.41
April 2006 .....	13,854,656.60	November 2010 .....	6,412,183.36	June 2015 .....	5,036,313.95
May 2006 .....	13,640,203.97	December 2010 .....	6,346,514.69	July 2015 .....	5,026,494.63
June 2006 .....	13,429,155.32	January 2011 .....	6,282,920.99	August 2015 .....	5,016,626.22
July 2006 .....	13,221,481.21	February 2011 .....	6,221,382.93	September 2015 .....	5,006,708.47
August 2006 .....	13,017,152.37	March 2011 .....	6,161,881.31	October 2015 .....	4,996,741.12
September 2006 .....	12,816,139.80	April 2011 .....	6,104,397.07	November 2015 .....	4,986,723.95
October 2006 .....	12,618,414.67	May 2011 .....	6,048,911.31	December 2015 .....	4,976,656.68
November 2006 .....	12,423,948.42	June 2011 .....	5,995,405.27	January 2016 .....	4,966,539.08
December 2006 .....	12,232,712.67	July 2011 .....	5,943,860.34	February 2016 .....	4,956,370.89
January 2007 .....	12,044,679.25	August 2011 .....	5,894,258.04	March 2016 .....	4,946,151.86
February 2007 .....	11,859,820.23	September 2011 .....	5,846,580.04	April 2016 .....	4,935,881.73
March 2007 .....	11,678,107.88	October 2011 .....	5,800,808.17	May 2016 .....	4,925,560.26
April 2007 .....	11,499,514.66	November 2011 .....	5,756,924.37	June 2016 .....	4,915,187.18
May 2007 .....	11,324,013.27	December 2011 .....	5,714,910.74	July 2016 .....	4,904,762.23
June 2007 .....	11,151,576.60	January 2012 .....	5,674,749.51	August 2016 .....	4,894,285.15
July 2007 .....	10,982,177.75	February 2012 .....	5,636,423.04	September 2016 .....	4,883,755.69
August 2007 .....	10,815,790.01	March 2012 .....	5,599,913.85	October 2016 .....	4,873,173.59
September 2007 .....	10,652,386.89	April 2012 .....	5,565,204.58	November 2016 .....	4,862,538.57
October 2007 .....	10,491,942.10	May 2012 .....	5,532,278.00	December 2016 .....	4,851,850.38
November 2007 .....	10,334,429.54	June 2012 .....	5,501,117.01	January 2017 .....	4,841,108.75
December 2007 .....	10,179,823.30	July 2012 .....	5,471,704.67	February 2017 .....	4,830,313.41
January 2008 .....	10,028,097.69	August 2012 .....	5,444,024.14	March 2017 .....	4,819,464.09
February 2008 .....	9,879,227.20	September 2012 .....	5,418,058.73	April 2017 .....	4,808,560.52
March 2008 .....	9,733,186.52	October 2012 .....	5,393,791.87	May 2017 .....	4,797,602.44
April 2008 .....	9,589,950.53	November 2012 .....	5,371,207.13	June 2017 .....	4,786,589.57
May 2008 .....	9,449,494.29	December 2012 .....	5,350,288.18	July 2017 .....	4,775,521.63
June 2008 .....	9,311,793.07	January 2013 .....	5,331,018.86	August 2017 .....	4,764,398.36
July 2008 .....	9,176,822.31	February 2013 .....	5,313,383.09	September 2017 .....	4,753,219.46
August 2008 .....	9,044,557.65	March 2013 .....	5,297,364.94	October 2017 .....	4,741,984.68
September 2008 .....	8,914,974.92	April 2013 .....	5,282,948.62	November 2017 .....	4,730,693.72
October 2008 .....	8,788,050.10	May 2013 .....	5,270,118.42	December 2017 .....	4,719,346.30
November 2008 .....	8,663,759.39	June 2013 .....	5,258,858.79	January 2018 .....	4,707,942.15
December 2008 .....	8,542,079.17	July 2013 .....	5,249,154.28	February 2018 .....	4,696,480.97
January 2009 .....	8,422,985.97	August 2013 .....	5,240,399.17	March 2018 .....	4,684,962.49
February 2009 .....	8,306,456.52	September 2013 .....	5,231,600.28	April 2018 .....	4,673,386.42

**MA Class (Continued)**

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
May 2018 .....	\$ 4,661,752.47	May 2019 .....	\$ 4,517,523.56	April 2020 .....	\$ 3,288,436.97
June 2018 .....	4,650,060.35	June 2019 .....	4,505,110.30	May 2020 .....	2,908,760.29
July 2018 .....	4,638,309.76	July 2019 .....	4,492,634.96	June 2020 .....	2,531,538.88
August 2018 .....	4,626,500.43	August 2019 .....	4,480,097.25	July 2020 .....	2,156,756.07
September 2018 .....	4,614,632.04	September 2019 .....	4,467,496.86	August 2020 .....	1,784,395.32
October 2018 .....	4,602,704.32	October 2019 .....	4,454,833.46	September 2020 .....	1,414,440.15
November 2018 .....	4,590,716.96	November 2019 .....	4,442,106.74	October 2020 .....	1,046,874.23
December 2018 .....	4,578,669.66	December 2019 .....	4,429,316.39	November 2020 .....	681,681.29
January 2019 .....	4,566,562.12	January 2020 .....	4,416,462.09	December 2020 .....	318,845.18
February 2019 .....	4,554,394.05	February 2020 .....	4,055,223.30	January 2021 and thereafter .....	0.00
March 2019 .....	4,542,165.13	March 2020 .....	3,670,585.68		
April 2019 .....	4,529,875.07				

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No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$459,243,531**



**Guaranteed  
REMIC Pass-Through  
Certificates**

**Fannie Mae REMIC Trust  
1999-29**

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**PROSPECTUS SUPPLEMENT**

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PaineWebber Incorporated

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**April 21, 1999**