

Supplement to Prospectus Supplement dated May 11, 2001



**Guaranteed Pass-Through Certificates
Fannie Mae Trust 2001-29**

Notwithstanding anything set forth in the Prospectus Supplement, the actual original class balances of the Certificates are listed below set forth opposite their respective class designations:

<u>Class</u>	<u>Original Class Balance</u>
A	\$107,756,594
AI	107,756,594

Carefully consider the risk factors starting on page S-8 of the Prospectus Supplement and on page 11 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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 "exempted securities" under the Securities Exchange Act of 1934.

The date of this Supplement is June 28, 2001

\$916,547,512 (Approximate)



Guaranteed Pass-Through Certificates Fannie Mae Trust 2001-29

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 the accrual classes), 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 own

- certain Fannie Mae MBS, and
- two groups of single-family mortgage loans insured by the FHA or partially guaranteed by the VA, one group bearing fixed rates of interest and the other bearing adjustable rates of interest, and each having the characteristics described in this prospectus.

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

Class	Group	Original Class Balance (1)	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
F	1	\$ 39,867,844	SUP/AD	(2)	FLT	313920FU9	July 2031
GH(3)	1	73,776,000	PAC/AD	5.75%	FIX	313920FV7	January 2019
GY(3)	1	104,657,000	PAC/AD	5.75	FIX	313920FW5	February 2027
IC(3)	1	18,688,750 (4)	NTL	7.00	FIX/IO	313920FX3	February 2027
IP(3)	1	13,174,285 (4)	NTL	7.00	FIX/IO	313920FY1	January 2019
JA	1	23,484,000	TAC/AD/NSJ	7.00	FIX	313920FZ8	December 2029
JB	1	23,484,000	TAC/AD/NSJ	7.00	FIX	313920GA2	July 2031
JL	1	75,000,000	TAC/AD/NSJ	7.00	FIX	313920GB0	July 2031
PB	1	101,867,000	PAC/AD	7.00	FIX	313920GC8	July 2031
SG	1	4,100,693	SUP/AD	(2)	INV	313920GD6	July 2031
TS	1	1,594,713	SUP/AD	(2)	INV	313920GE4	July 2031
ZD(3)	1	26,084,000	SUP/NSJ	7.00	FIX/Z	313920GF1	September 2026
ZE(3)	1	13,042,000	SUP/NSJ	7.00	FIX/Z	313920GG9	July 2028
ZG(3)	1	13,042,750	SUP/NSJ	7.00	FIX/Z	313920GH7	August 2030
BH(3)	2	33,821,000	SEQ	6.50	FIX	313920GJ3	October 2029
BJ(3)	2	219,311,000	SEQ	6.00	FIX	313920GK0	May 2028
BE(3)	2	16,870,076 (4)	NTL	6.50	FIX/IO	313920GL8	May 2028
VA	2	17,700,000	SEQ/AD	6.50	FIX	313920GM6	April 2012
VB	2	11,472,000	SEQ/AD	6.50	FIX	313920GN4	August 2016
Z	2	17,696,000	SEQ	6.50	FIX/Z	313920GP9	July 2031
A	3	108,564,352	PT	7.00 (5)	(5)	313920GQ7	(6)
AI	3	108,564,352 (4)	NTL	(7)	WAC/IO	313920GR5	(6)
B	4	7,983,160	PT	(8)	WAC	313920GS3	(9)
R		0	NPR	0	NPR	313920GT1	July 2031
RL		0	NPR	0	NPR	313920GU8	July 2031

- (1) Approximate. May vary by plus or minus 5%.
- (2) Based on LIBOR.
- (3) Exchangeable classes.
- (4) Notional balances. These classes are interest only classes.
- (5) The A Class will bear interest at an annual rate equal to the lesser of 7.00% and the weighted average net mortgage interest rate of the Group 3 loans.
- (6) The assumed maturity date for the Group 3 Classes is January 2031. However, we will **not** guarantee payment in full of the principal balances of the Group 3 Classes on their assumed maturity date. We will guarantee payment in full of the principal balances of the Group 3 Classes on their Final Distribution Date of January 2041.
- (7) The AI Class will bear interest during the initial interest accrual period at an annual rate equal to approximately 0.448%. During each subsequent interest accrual period, the AI Class will bear interest as described in this prospectus.
- (8) The B Class will bear interest during the initial interest accrual period at an annual rate equal to approximately 6.779%. During each subsequent interest accrual period, the B Class will bear interest as described in this prospectus.
- (9) The assumed maturity date for the Group 4 Class is November 2030. However, we will **not** guarantee payment in full of the principal balance of the Group 4 Class on its assumed maturity date. We will guarantee payment in full of the principal balance of the Group 4 Class on its Final Distribution Date of November 2040.

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 GA, GB, PA, PG, PI, ZA, BA, BC, BD, BI, BG and BK Classes are the RCR classes, 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 June 29, 2001.

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 "exempted securities" under the Securities Exchange Act of 1934.

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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”):

- if you are purchasing Group 1 or Group 2 Classes or the R or RL Class, our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated September 18, 1998 (the “REMIC Prospectus”);
- if you are purchasing Group 1 or Group 2 Classes or the R or RL Class, our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates dated October 1, 1999 (the “MBS Prospectus”); and
- if you are purchasing Group 3 or Group 4 Classes, the portions of the REMIC Prospectus under the headings “Fannie Mae,” “Additional Information About Fannie Mae,” “Risk Factors,” and “Description of Certificates—Class Definitions and Abbreviations,” “Legal Investment Considerations,” “Legal Opinion” and “ERISA Considerations;”
- our Information Statement dated March 30, 2001 and its supplements (the “Information Statement”).

You can obtain copies of 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).

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

You also can obtain copies of the Disclosure Documents, by writing or calling the dealer at:

Bear, Stearns & Co. Inc.
Prospectus Department
One Metro Tech Center North
Brooklyn, New York 11201
(telephone 212-272-1581).

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 MBS
2	Group 2 MBS
3	Group 3 Mortgage Loans
4	Group 4 Mortgage Loans

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 MBS (as of June 1, 2001)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 MBS	\$500,000,000	360	357	2	7.60%
Group 2 MBS	\$300,000,000	360	327	25	7.10%

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

Certain Characteristics of the Group 3 and Group 4 Mortgage Loans

Each of the Group 3 and Group 4 Mortgage Loans was originated in accordance with the underwriting guidelines of the FHA or VA. Approximately 70% of the Group 3 Mortgage Loans (by outstanding principal balance) and all of the Group 4 Mortgage Loans were included in Ginnie Mae pools and subsequently repurchased after a delinquency was not cured for at least 90 days. The mortgage loans are now reperforming as and to the extent described in the section of this prospectus supplement entitled "The Group 3 and Group 4 Mortgage Loans (FHA/VA Loans)."

The tables appearing in Exhibit A set forth certain summary information regarding the assumed characteristics of the Group 3 and Group 4 Mortgage Loans.

Class Factors

The class factors are numbers that, when multiplied by the initial principal balance or notional balance of a certificate, can be used to calculate the current principal balance or notional balance of that certificate (after taking into account principal payments in the same month). We will publish the class factors for the Group 1 and Group 2 Classes on or shortly after the 11th day of each month and for the Group 3 and Group 4 Classes on or shortly after the 23rd day of each month.

Settlement Date

We expect to issue the certificates on June 29, 2001.

Distribution Dates

We will make payments on the certificates 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 1 and Group 2 Classes and related RCR Classes	All Group 3 and Group 4 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 all the available combinations of the certificates eligible for exchange and the related RCR certificates.

Interest Rates

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 or on Schedule 1.

During the initial interest accrual period, the A, AI and B Classes will bear interest at the rates specified on the cover of this prospectus supplement. During the subsequent interest accrual periods, the A, AI and B Classes will bear interest at the rates calculated as described in 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. 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	5.09000%	8.00000%	1.0%	LIBOR + 100 basis points
SG	23.43055%	63.19444%	0.0%	$63.19444\% - (9.72222 \times \text{LIBOR})$
TS	12.50000%	12.50000%	0.0%	$175\% - (25 \times \text{LIBOR})$

(1) We will establish LIBOR on the basis of the "BBA Method."

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:

Class

IC	17.8571428571% of the GY Class
IP	17.8571428571% of the GH Class
PI	17.8571428571% of the GY and GH Classes
BE	7.6923076923% of the BJ Class
BI	7.6923076923% of the BJ and BH Classes
AI	100% of the A Class

Distributions of Principal

Group 1 Principal Distribution Amount

1. To the GH, GY and PB Classes, in that order, to their Planned Balances.
2. If and only if the Group 1 MBS balance is less than the Targeted Group 1 MBS Balance, we will pay the remaining amount as follows:
first, to the ZD, ZE and ZG Classes, in that order, to zero;
second, (a) 61.4915387643% of the remaining amount to the JL Class to zero, and
(b) 38.5084612357% of such remaining amount to the JA and JB Classes, in that order, to zero; and
third, to the F, TS and SG Classes, pro rata, to zero.
3. (a) 61.4915387643% of the remaining amount to the JL Class to its Targeted Balance, and
(b) 38.5084612357% of such remaining amount to the JA and JB Classes, in that order, to their Targeted Balances.
4. To the ZD, ZE and ZG Classes, in that order, to zero.
5. To the F, TS and SG Classes, pro rata, to zero.
6. (a) 61.4915387643% of the remaining amount to the JL Class to zero, and
(b) 38.5084612357% of such remaining amount to the JA and JB Classes, in that order, to zero.
7. To the GH, GY and PB Classes, in that order, to zero.

Group 2 Principal Distribution Amount

Z Accrual Amount

To the VA and VB Classes, in that order, to zero, and thereafter to the Z Class.

Group 2 Cash Flow Distribution Amount

To the BJ, BH, VA, VB and Z Classes, in that order, to zero.

Group 3 Principal Distribution Amount

To the A Class to zero.

Group 4 Principal Distribution Amount

To the B 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) *

		PSA Prepayment Assumption							
<u>Group 1 Classes</u>	<u>0%</u>	<u>100%</u>	<u>115%</u>	<u>280%</u>	<u>333%</u>	<u>350%</u>	<u>351%</u>	<u>500%</u>	<u>600%</u>
F, SG and TS.....	29.6	26.9	26.2	16.8	14.0	13.1	13.1	4.0	3.0
ZD.....	23.6	15.2	14.3	6.3	2.6	1.9	0.8	0.6	0.5
ZE.....	26.1	18.2	17.1	8.7	6.0	4.9	1.4	1.1	0.9
ZG.....	28.1	21.8	20.7	10.8	8.2	7.3	1.8	1.3	1.1
ZA.....	25.9	18.4	17.4	8.5	5.8	4.7	1.3	0.9	0.8
		PSA Prepayment Assumption							
	<u>0%</u>	<u>100%</u>	<u>115%</u>	<u>333%</u>	<u>500%</u>	<u>600%</u>			
GH, IP and GA				4.4	1.7	1.6	1.6	1.6	1.6
GY, IC and GB.....				11.4	4.3	4.0	4.0	4.0	3.7
PB.....				16.5	8.3	8.1	8.1	8.1	6.8
PA, PG and PI.....				8.5	3.2	3.0	3.0	3.0	2.8
		PSA Prepayment Assumption							
	<u>0%</u>	<u>100%</u>	<u>115%</u>	<u>280%</u>	<u>333%</u>	<u>350%</u>	<u>351%</u>	<u>500%</u>	<u>600%</u>
JA.....	19.3	9.5	8.3	1.5	1.5	1.5	2.6	1.9	1.6
JB.....	21.1	12.2	11.3	3.4	3.4	3.4	5.3	2.7	2.3
JL.....	20.2	10.8	9.8	2.5	2.5	2.5	3.9	2.3	2.0
		PSA Prepayment Assumption							
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>182%</u>	<u>350%</u>	<u>500%</u>			
BH.....				27.6	17.0	11.5	6.3	4.3	
BJ, BE, BA and BC				18.3	6.4	4.0	2.1	1.5	
VA.....				6.0	6.0	6.0	5.4	4.3	
VB.....				13.0	13.0	12.7	8.4	6.1	
Z.....				29.2	22.9	18.6	12.5	9.1	
BD, BG, BK and BI				19.6	7.9	5.0	2.7	1.8	
		PSA Prepayment Assumption							
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>			
A and AI.....				17.4	10.1	5.4	4.0	2.7	
		PSA Prepayment Assumption							
<u>Group 4 Class</u>		<u>0%</u>	<u>100%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>			
B				17.9	10.2	5.5	4.0	2.7	

* Determined as specified under “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement.

ADDITIONAL RISK FACTORS

The rate of principal payments on the certificates will be affected by the rate of principal payments on the related underlying mortgage loans. The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the related underlying mortgage loans, including scheduled amortization payments, balloon payments or prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the underlying 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.

The rate of prepayment of the Group 3 and Group 4 Mortgage Loans will be affected by additional FHA and VA considerations. In addition to the factors described above, the rates of prepayment of the Group 3 and Group 4 Mortgage Loans are likely to vary considerably from time to time as a result of the liquidation of foreclosed mortgage loans and the receipt of FHA insurance payments and VA guarantee payments, as well as because borrowers generally may prepay their loans at any time without penalty. Prepayment rates also may be influenced by changes in FHA or VA program guidelines. In addition, both the FHA and VA have historically permitted borrowers to sell a mortgaged property without requiring the buyer to assume the mortgage and, at times, without verifying the buyer's creditworthiness. In this manner, property sales by borrowers can affect the rate of prepayment.

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 lose money on your investment if prepayments occur at a rapid rate.

In addition, if you buy certificates of the AI Class and a disproportionately high rate of prepayments occurs on Group 3 Mortgage Loans with interest rates higher than the rate paid on the AI Class, the yield on your certificates will decrease and may be lower than you expect. Similarly, if you buy certificates of the B Class and a disproportionately high rate of prepayments occurs on Group 4 Mortgage Loans with interest rates higher than the rate paid on the B Class, the yield on your certificates will decrease and may be lower than you expect.

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 Group 1 and Group 2 MBS and the Group 3 and Group 4 Mortgage Loans 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 related classes of certificates.

The weighted average lives of the Group 3 and Group 4 Classes may be extended if the servicer takes certain actions. The servicer has the right under certain circumstances to recast the amortization schedule (based on a 30-year term) and/or extend the scheduled date of final payment on Group 3 or Group 4 Mortgage Loans (but not beyond January 2041 or November 2040, respectively). To the extent that the servicer recasts the amortization schedule or extends the term of a Group 3 or Group 4

Mortgage Loan, the weighted average lives of the Group 3 or Group 4 Classes, as applicable, could be extended.

Exercise of the optional clean-up calls on the Group 3 and/or Group 4 Mortgage Loans will result in the prepayment in full of the Group 3 and/or Group 4 Classes. Once the aggregate principal balance of the Group 3 Mortgage Loans or the Group 4 Mortgage Loans is reduced to 5% or less of their respective aggregate balances as of the Issue Date, the servicer may purchase all the remaining Group 3 Mortgage Loans or Group 4 Mortgage Loans, as applicable. If the servicer does not purchase the Group 3 or Group 4 Mortgage Loans, Fannie Mae may do so. If the Group 3 Mortgage Loans or Group 4 Mortgage Loans are purchased in this way, it would have the same effect as a prepayment in full of all the Group 3 Mortgage Loans or Group 4 Mortgage Loans, as applicable.

Repurchases of delinquent Group 3 and Group 4 Mortgage Loans will have the same effect as borrower prepayments. Under the circumstances described in this prospectus supplement, EMC Mortgage Corporation will be required to repurchase from the trust delinquent Group 3 and Group 4 Mortgage Loans. A repurchase of loans will have the same effect on the Group 3 and Group 4 Classes as borrower prepayments of those loans.

Repurchases of modified Group 4 Mortgage Loans will have the same effect as borrower prepayments. Under the circumstances described in this prospectus supplement, EMC Mortgage Corporation will be required to repurchase from the trust any Group 4 Mortgage Loans where the mortgage interest rate has been reduced. A repurchase of Group 4 Mortgage loans will have the same effect on the Group 4 Class as borrower prepayments of those loans.

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.

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.

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 Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Upper Tier REMIC”) pursuant to a trust agreement dated as of June 1, 2001 (the “Issue Date”). We will issue the Guaranteed Pass-Through Certificates (the “Trust Certificates”) pursuant to that trust agreement. We will issue the Combinable and Recombinable Certificates (the “RCR Certificates” and, together with the Trust Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of the Issue Date (together with the trust agreement relating to the Trust Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of Trust Certificates and RCR Certificates.

The assets of the Trust will consist of

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS” and, together, the “MBS”),
- certain fixed-rate mortgage loans that are insured by the Federal Housing Administration (“FHA”) or partially guaranteed by the U.S. Department of Veterans Affairs (“VA”) of which approximately 70% (by outstanding principal balance) have been repurchased from Ginnie Mae pools as a result of past delinquency (the “Group 3 Mortgage Loans”), and
- certain adjustable-rate mortgage loans that are insured by the FHA or partially guaranteed by the VA and that, as a result of past delinquency, have been repurchased from Ginnie Mae pools (the “Group 4 Mortgage Loans” and, together with the Group 3 Mortgage Loans, the “FHA/VA Loans”).

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

The assets of the Upper Tier REMIC will consist of the Lower Tier Regular Interests and the assets of the Lower Tier REMIC will consist of the MBS. The Lower Tier REMIC will not include the FHA/VA Loans.

We will designate the Upper Tier REMIC and a portion of the Trust (the “Lower Tier REMIC”) as “real estate mortgage investment conduits” (each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The Group 1 and Group 2 Classes will be the “regular interests” in the Upper Tier REMIC.
- The R Class will be the “residual interest” in the Upper Tier REMIC.
- 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.

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 no later than its Final Distribution Date, whether or not we have received sufficient payments on the MBS or the FHA/VA Loans, as applicable.

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 guarantees 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 and “Description of Certificates—The Fannie Mae Guaranty” in the MBS Prospectus.

Characteristics of Certificates. We will issue the Certificates of the Group 1 and Group 2 Classes and the related RCR Classes in book-entry form on the book-entry system of the U.S. Federal Reserve Banks (the “Fed Book-Entry Certificates”). Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Fed Book-Entry Certificates deposited in their accounts are “Holders” or “Certificateholders.”

The Group 3 and Group 4 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 depository selected or approved by Fannie Mae. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC 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.

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 Upper Tier REMIC, 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 Classes, 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 Date. We will make monthly payments on the Certificates 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 in the case of the Group 1 and Group 2 Classes, and on or shortly after the 23rd calendar day of each month in the case of the Group 3 and Group 4 Classes, we will publish a factor (carried to eight decimal places) for each related Class of Certificates. When the factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any 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 the Accrual Classes).

Optional Repurchases of the Group 3 Mortgage Loans and Group 4 Mortgage Loans. Either the servicer or we may purchase the Group 3 Mortgage Loans and Group 4 Mortgage Loans from the Trust under the circumstances described in this prospectus supplement under “Additional Trust Agreement Provisions Relating to the Group 3 and Group 4 Classes — Termination.”

Optional Termination of the REMICs. We will not terminate the Lower Tier REMIC and the Upper Tier REMIC 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.

Termination of the Lower Tier REMIC and the Upper Tier REMIC will result in a final payment on the Group 1, Group 2, R and RL Classes. See “Description of Certificates—Termination” in the MBS Prospectus.

Combination and Recombination

General. You are permitted to exchange all or a portion of the GH, GY, IC, IP, ZD, ZE, ZG, BH, BJ and BE Classes of Trust Certificates for a proportionate interest in the related Combinable and Recombinable Certificates (“RCR Certificates”) in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related Trust 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 Trust Certificates and will receive a proportionate share of the distributions on the related Trust Certificates.

The Classes of Trust 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. Trust Certificates and RCR Certificates in any combination may only be exchanged in the proportions shown on Schedule 1.

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 Trust Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make that 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 Trust Certificates used to form those RCR Certificates. You should also consider a number of factors that will limit a Certificateholder's ability to exchange Trust 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 Trust 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 combinations listed on Schedule 1 are 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 the Federal Reserve Banks and Fannie Mae may be exercised only through the Holder of such Certificate. Neither the Federal Reserve Banks nor Fannie Mae will have any direct obligation to a beneficial owner of a Fed Book-Entry Certificate that is not the Holder of that 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 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 the Fed Book-Entry Certificates on our behalf by crediting Holders' accounts at the Federal Reserve Banks.

We 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 and Group 2 MBS

The following table contains certain information about the Group 1 and Group 2 MBS. The 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 Group 1 and Group 2 MBS provide that principal and interest on the related mortgage loans are passed through monthly. The mortgage loans underlying the Group 1 and Group 2 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 1 and Group 2 MBS and the related mortgage loans as of the Issue Date to be as follows:

Group 1 MBS

Aggregate Unpaid Principal Balance	\$500,000,000
MBS Pass-Through Rate	7.00%

Related Mortgage Loans

Range of WACs (annual percentages)	7.25% to 9.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	357 months
Approximate Weighted Average WALA.....	2 months

Group 2 MBS

Aggregate Unpaid Principal Balance	\$300,000,000
MBS Pass-Through Rate	6.50%

Related Mortgage Loans

Range of WACs (annual percentages)	6.75% to 9.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	327 months
Approximate Weighted Average WALA.....	25 months

The Group 3 and Group 4 Mortgage Loans (FHA/VA Loans)

General

We expect that the Trust will include approximately 1,234 Group 3 Mortgage Loans and 72 Group 4 Mortgage Loans, having aggregate principal balances of approximately \$108,564,352 and \$7,983,160, respectively, as of the Issue Date. These aggregate amounts may vary by plus or minus 5%. Fannie Mae and EMC Mortgage Corporation, as seller (the "Seller") and servicer (in such capacity, together with its subservicers, the "Servicer") will be parties to a sale and servicing agreement dated as of the Issue Date (the "Sale and Servicing Agreement").

The Group 3 Mortgage Loans are first lien, single-family, fully amortizing, fixed-rate mortgage loans and the Group 4 Mortgage Loans are first lien, single-family, fully amortizing, adjustable-rate

mortgage loans. All of the Group 3 and Group 4 Mortgage Loans are insured by the FHA or partially guaranteed by the VA. Each FHA/VA Loan is evidenced by a promissory note or similar evidence of indebtedness (a “Mortgage Note”) that is secured by a first mortgage or deed of trust on a single-family residential property. Each Mortgage Note requires the borrower to make monthly payments of principal and interest. We refer to the property that secures repayment of an FHA/VA Loan as the “Mortgaged Property.”

The FHA/VA Loans generally have terms not more than 30 years in length, although the Servicer has the right under certain circumstances to extend their terms (but not beyond January 2041 in the case of the Group 3 Mortgage Loans or November 2040 in the case of the Group 4 Mortgage Loans).

Each FHA/VA Loan provides that the obligor on the related Mortgage Note (the “borrower”) must make payments by a scheduled day of each month. This day is fixed at the time of origination. In addition, each FHA/VA Loan provides that the borrower must pay interest on the outstanding principal balance at the rate specified or described in the related Mortgage Note (the “Mortgage Interest Rate”). Interest is calculated on the basis of a 360-day year consisting of twelve 30-day months. If a borrower makes a payment earlier or later than the scheduled due date, the amortization schedule will not change, nor will the relative application of such payment to principal and interest.

The information shown on Exhibit A summarizes certain assumed characteristics of the Group 3 and Group 4 Mortgage Loans as of the Issue Date. The information in the tables is presented in aggregated form, on the basis of the characteristics specified in the tables, and does not reflect actual or assumed characteristics of any individual Group 3 or Group 4 Mortgage Loan. The information in the tables does not give effect to prepayments received on the Group 3 or Group 4 Mortgage Loans on or after the Issue Date.

Each of the FHA/VA Loans was originated in accordance with the underwriting guidelines of the FHA or VA, as the case may be, and was eligible to be included in a Ginnie Mae pool at the time of origination as permitted by Ginnie Mae’s rules. Approximately 70% of the Group 3 Mortgage Loans and all of the Group 4 Mortgage Loans were pooled with Ginnie Mae and then repurchased when the loan had a delinquency that was not cured for at least 90 days.

The table below shows the contractual delinquency of the Group 3 and Group 4 Mortgage Loans as of the Issue Date. An FHA/VA Loan is “contractually delinquent” as of the Issue Date if delinquencies that occurred at any time during the term of the related loan have not been cured.

<u>Contractually Delinquent</u>	<u>Group 3 Mortgage Loans</u>	<u>Group 4 Mortgage Loans</u>
Less than 30 days	69.27%	80.79%
30–59 days.....	17.92%	9.43%
60–89 days.....	8.71%	4.59%
90–119 days	4.10%	5.20%

As of the Issue Date, no Group 3 or Group 4 Mortgage Loan was more than 119 days contractually delinquent. Neither the Servicer nor Fannie Mae has the right to repurchase an FHA/VA Loan from the Trust based upon the Issue Date contractual delinquency of that loan. However, if at any time the aggregate principal balance of the FHA/VA Loans which are 90 days or more delinquent (“90+ Delinquent Loans”) exceeds 49.00% of the aggregate principal balance of the FHA/VA Loans taken as a whole, the Seller is required to repurchase sufficient 90+ Delinquent Loans to cause the percentage of 90+ Delinquent Loans to be less than or equal to 49.00%.

The Group 3 Mortgage Loans

The Group 3 Mortgage Loans are fixed-rate mortgage loans. The following tables set forth certain information, as of the Issue Date, as to the Group 3 Mortgage Loans. References to “Aggregate Principal Balance Outstanding” mean the aggregate of the Stated Principal Balances of the Group 3

Mortgage Loans as of the Issue Date. The sum of the percentage columns in the following tables may not equal 100% due to rounding.

Issue Date Principal Balances (1)

<u>Issue Date Principal Balances</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
\$ 1-\$ 50,000	206	\$ 6,903,855	6.36%
\$ 50,001-\$100,000	576	43,814,088	40.36
\$100,001-\$150,000	401	49,190,004	45.31
\$150,001-\$200,000	44	7,148,251	6.58
\$200,001-\$250,000	6	1,242,567	1.14
\$250,001-\$275,000	1	265,588	0.24
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

(1) As of the Issue Date, the average principal balance of the Group 3 Mortgage Loans is expected to be approximately \$87,978.

Mortgage Interest Rates (1)

<u>Mortgage Interest Rates (%)</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
7.001- 7.500	177	\$ 16,619,868	15.31%
7.501- 8.000	502	48,983,272	45.12
8.001- 8.500	328	25,072,248	23.09
8.501- 9.000	162	12,667,573	11.67
9.001- 9.500	53	4,334,265	3.99
9.501-10.000	8	664,432	0.61
10.001-10.500	3	182,693	0.17
10.501-11.000	1	40,002	0.04
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average mortgage interest rate of the Group 3 Mortgage Loans is expected to be approximately 8.092%.

Net Mortgage Interest Rates (1)

<u>Net Mortgage Interest Rates (%)</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
6.501- 7.0	369	\$ 37,178,182	34.25%
7.001- 7.5	311	28,525,161	26.27
7.501- 8.0	327	24,972,045	23.00
8.001- 8.5	162	12,667,573	11.67
8.501- 9.0	53	4,334,265	3.99
9.001- 9.5	8	664,432	0.61
9.501-10.0	3	182,693	0.17
10.001-10.5	1	40,002	0.04
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average net mortgage interest rate of the Group 3 Mortgage Loans is expected to be approximately 7.448%.

Original Terms to Stated Maturity (1)

<u>Original Terms to Stated Maturity (Months)</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
61-120	4	\$ 156,277	0.14%
121-180	31	1,417,524	1.31
181-240	9	457,826	0.42
241-359	119	10,919,484	10.06
360	<u>1,071</u>	<u>95,613,241</u>	<u>88.07</u>
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average original term to stated maturity of the Group 3 Mortgage Loans is expected to be approximately 352 months.

Remaining Terms to Stated Maturity (1)

<u>Remaining Terms to Stated Maturity (Months)</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
0- 60	19	\$ 126,695	0.12%
61-120	31	619,269	0.57
121-180	23	1,378,875	1.27
181-240	30	1,525,429	1.41
241-359	<u>1,131</u>	<u>104,914,084</u>	<u>96.64</u>
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 3 Mortgage Loans is expected to be approximately 314 months.

Geographic Distribution

<u>State</u>	<u>Number of Group 3 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 3 Mortgage Loans</u>
Texas	390	\$ 36,894,001	33.98%
California	164	17,175,218	15.82
New York	74	7,724,082	7.11
Florida	82	5,630,997	5.19
Maryland	43	4,413,511	4.07
New Jersey	38	3,604,166	3.32
Illinois	40	3,319,972	3.06
Other	<u>403</u>	<u>29,802,407</u>	<u>27.45</u>
Total	<u>1,234</u>	<u>\$108,564,352</u>	<u>100.00%</u>

The Group 4 Mortgage Loans

Each Group 4 Mortgage Loan has a Mortgage Interest Rate which is subject to adjustment on the dates (each such date, an “Interest Adjustment Date”) specified in the related Mortgage Note to equal the sum of the index, which is the weekly average yield on United States Treasury securities adjusted to a constant maturity of one year (“1 Year CMT”), plus a fixed percentage amount specified in the Mortgage Note (the “Interest Rate Margin”), subject to the limitations described in this paragraph. Generally, the index value used will be the value most recently published thirty days prior to the applicable Interest Adjustment Date. The Mortgage Interest Rate on each Group 4 Mortgage

Loan will not increase or decrease by more than 1% (the “Mortgage Interest Rate Periodic Cap”) on any Interest Adjustment Date. The Mortgage Interest Rate on each Group 4 Mortgage Loan will not exceed a specified maximum mortgage interest rate over the life of that loan (the “Mortgage Interest Rate Life Cap”) or be less than a minimum Mortgage Interest Rate over the life of that loan equal to its Interest Rate Margin.

The following tables set forth certain information, as of the Issue Date, as to the Group 4 Mortgage Loans. References to “Aggregate Principal Balance Outstanding” mean the aggregate of the Stated Principal Balances of the Group 4 Mortgage Loans as of the Issue Date. The sum of the percentage columns in the following tables may not equal 100% due to rounding.

Issue Date Principal Balances (1)

Issue Date Principal Balances	Number of Group 4 Mortgage Loans	Aggregate Principal Balance Outstanding	Percent of Group 4 Mortgage Loans
\$ 1–\$ 50,000	5	\$ 213,575	2.68%
50,001– 100,000	24	1,829,995	22.92
100,001– 150,000	29	3,403,411	42.63
150,001– 200,000	11	1,881,687	23.57
200,001– 250,000	3	654,493	8.20
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the average principal balance of the Group 4 Mortgage Loans is expected to be approximately \$110,877.

Mortgage Interest Rates (1)

Mortgage Interest Rates (%)	Number of Group 4 Mortgage Loans	Aggregate Principal Balance Outstanding	Percent of Group 4 Mortgage Loans
4.001–4.500	1	\$ 103,994	1.30%
4.501–5.000	1	122,472	1.53
5.001–5.500	2	208,208	2.61
5.501–6.000	1	102,039	1.28
6.001–6.500	5	599,256	7.51
6.501–7.000	16	1,963,034	24.59
7.001–7.500	17	2,264,266	28.36
7.501–8.000	10	870,372	10.90
8.001–8.500	7	557,049	6.98
8.501–9.000	<u>12</u>	<u>1,192,464</u>	<u>14.94</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate of the Group 4 Mortgage Loans is expected to be approximately 7.360%.

Net Mortgage Interest Rates (1)

<u>Net Mortgage Interest Rates (%)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
3.501-4.000	1	\$ 103,995	1.30%
4.001-4.500	1	122,473	1.53
4.501-5.000	2	208,208	2.61
5.001-5.500	1	102,040	1.28
5.501-6.000	5	599,257	7.51
6.001-6.500	16	1,963,035	24.59
6.501-7.000	17	2,264,267	28.36
7.001-7.500	10	870,373	10.90
7.501-8.000	7	557,050	6.98
8.001-8.500	12	1,192,464	14.94
Total	<u>72</u>	<u>\$7,893,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average net mortgage interest rate of the Group 4 Mortgage Loans is expected to be approximately 6.779%.

Original Terms to Stated Maturity

<u>Original Terms to Stated Maturity (Months)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
360	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

Remaining Terms to Stated Maturity (1)

<u>Remaining Terms to Stated Maturity (Months)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
241-359	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 4 Mortgage Loans is expected to be approximately 326 months.

Mortgage Interest Rate Life Caps (1)

<u>Mortgage Interest Rate Life Caps (%)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
9.001- 9.500	4	\$ 307,350	3.85%
9.501-10.000	10	1,218,923	15.27
10.001-10.500	11	1,437,588	18.01
10.501-11.000	22	2,221,987	27.83
11.001-11.500	14	1,447,203	18.13
11.501-12.000	6	758,219	9.50
12.001-12.500	4	550,763	6.90
12.501-13.000	<u>1</u>	<u>41,127</u>	<u>0.52</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate Life Cap of the Group 4 Mortgage Loans is expected to be approximately 10.883%.

Next Interest Adjustment Dates

<u>Next Interest Adjustment Dates</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
July 2001	3	\$ 382,535	4.79%
August 2001	13	1,041,299	13.04
October 2001	4	505,899	6.34
November 2001	10	1,292,294	16.19
December 2001	1	65,831	0.82
January 2002	8	858,718	10.76
February 2002	14	1,471,697	18.44
March 2002	1	159,489	2.00
April 2002	6	844,811	10.58
May 2002	<u>12</u>	<u>1,360,587</u>	<u>17.04</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

Interest Rate Margins (1)

<u>Interest Rate Margins (%)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
1.501-2.000	6	\$ 728,469	9.13%
2.001-2.500	5	369,058	4.62
2.501-3.000	<u>61</u>	<u>6,885,633</u>	<u>86.25</u>
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Interest Rate Margin of the Group 4 Mortgage Loans is expected to be approximately 2.669%.

Mortgage Interest Rate Periodic Caps

<u>Mortgage Interest Rate Periodic Caps (%)</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
1.000.....	72	\$7,983,160	100.00%
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

Geographic Distribution

<u>State</u>	<u>Number of Group 4 Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Group 4 Mortgage Loans</u>
Washington.....	9	\$1,292,650	16.19%
California	8	947,890	11.87
Illinois	6	765,964	9.59
Ohio	5	474,797	5.95
New York	2	384,086	4.81
Hawaii	2	318,876	3.99
Virginia	3	286,374	3.59
Kentucky.....	2	261,587	3.28
Georgia	3	252,468	3.16
Other	32	2,998,469	37.56
Total	<u>72</u>	<u>\$7,983,160</u>	<u>100.00%</u>

Fannie Mae Mortgage Purchase Program

General. We summarize below certain aspects of our program for purchasing residential mortgage loans for inclusion in a given pool. We may grant exceptions to the requirements of the program for a particular transaction. In several instances, the characteristics of the Group 3 and Group 4 Mortgage Loans do not match the criteria described below. For more specific details regarding the Group 3 and Group 4 Mortgage Loans, see “The Group 3 and Group 4 Mortgage Loans (FHA/VA Loans)” above.

Eligible Lenders. We purchase mortgage loans from the following types of eligible institutions:

- federally and state-chartered savings and loan associations, mutual savings banks, commercial banks and similar financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation (“FDIC”) or the National Credit Union Administration (“NCUA”);
- state-insured financial institutions; and
- financial institutions, principally mortgage bankers, and finance companies that are Fannie Mae-approved mortgage sellers.

We determine whether to approve a particular financial institution as a lender under our purchase program by applying certain criteria which generally include depth of mortgage origination experience, servicing experience and financial capacity.

We will enter into a Fannie Mae Mortgage Selling and Servicing Contract with each approved lender.

Eligible Mortgage Loans. We may include both residential property loans and cooperative share loans in a given pool. Unless we make an exception, each mortgage loan that we include in a pool will comply with the terms of our current Selling Guide and, if underwritten through Desktop Underwriter*, our Guide to Underwriting with Desktop Underwriter (or any of our multifamily guides in the case of a Mortgage Loan secured by a multifamily property). Generally, we do not include construction loans or land development loans in our pools.

* Desktop Underwriter® is our automated underwriting software application.

A “residential property loan” is a mortgage loan that is secured by a mortgage or similar instrument on (1) a single-family residence (including a unit in a condominium project or planned unit development) or a manufactured home or (2) a multifamily project with five or more apartments. A “cooperative share loan” is a mortgage loan secured by the stock, shares, membership agreement or other contractual agreements that evidence the borrower’s ownership in the cooperative as well as the assignment of the occupancy rights to the borrower’s dwelling unit in the cooperative. Each mortgage loan will be documented by an FHA or VA mortgage or other instrument that we accept. Each mortgage loan also will comply with all applicable federal and local laws, including laws covering usury, equal credit opportunity and disclosure.

We do not require that payments on every mortgage loan that we can include in a pool be due on the first day of the month.

In general, no mortgage loan can have a maturity date later than 30 years after origination.

Additional Considerations. Our Selling Guide requires that each lender that sells us conventional mortgage loans under our purchase program assume responsibility for underwriting these loans using the same underwriting criteria that we apply to our portfolio purchases. (We can, however, grant exceptions to these criteria.) Using a random selection process, we review the quality of the credit and property underwriting applied to these loans.

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including 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 MBS as of the Issue Date. The Final Data Statement also will 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 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>
Group 1 Classes	
Floating Rate	F
Fixed Rate	GH, GY, IC, IP, JA, JB, JL, PB, ZD, ZE and ZG
Inverse Floating Rate	SG and TS
Interest Only	IC and IP
Accrual	ZD, ZE and ZG
RCR**	GA, GB, PA, PG, PI and ZA
Group 2 Classes	
Fixed Rate	BH, BJ, BE, VA, VB and Z
Interest Only	BE
Accrual	Z
RCR**	BA, BC, BD, BI, BG and BK
Group 3 Classes	
Weighted Average Coupon	A and AI
Interest Only	AI

Interest Type*Classes**Group 4 Class**

Weighted Average Coupon

B

No Payment Residual

R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

General. We will pay interest on the Certificates at the applicable annual interest rates specified or described on the cover or otherwise 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 on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that 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 Period. Interest to be paid on each Distribution Date will accrue on the Certificates during the one-month period set forth below (each, an “Interest Accrual Period”).

<u>Classes</u>	<u>Interest Accrual Period</u>
All interest-bearing Classes of Certificates (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs

See “Additional Risk Factors—*Delay classes have lower yields and market values*” in this prospectus supplement.

Accrual Classes. The ZD, ZE, ZG, ZA and Z Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement or on Schedule 1. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances 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” in this prospectus supplement.

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 each Notional 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.

Weighted Average Coupon Classes. During the initial Interest Accrual Period, the A Class will bear interest at the annual rate of 7.00%. During each subsequent Interest Accrual Period, the A Class will bear interest at an annual rate equal to the *lesser* of 7.00% and the weighted average of the Net Mortgage Rates of the Group 3 Mortgage Loans.

During the initial Interest Accrual Period, the AI and B Classes are expected to bear interest at the approximate annual rates of 0.448% and 6.779%, respectively. During each subsequent Interest

Accrual Period, the AI Class will bear interest at an annual rate equal to the weighted average of the Net Mortgage Rates of the Group 3 Mortgage Loans during that period, weighted on the basis of their Stated Principal Balances as of the beginning of that period, minus 7.00%. During each subsequent Interest Accrual Period, the B Class will bear interest at an annual rate equal to the weighted average of the Net Mortgage Rates of the Group 4 Mortgage Loans during that period, weighted on the basis of their Stated Principal Balances at the beginning of that period. Our determination of the interest rates for the AI and B Classes 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.

The “Net Mortgage Rate” for any Group 3 or Group 4 Mortgage Loan is the Mortgage Interest Rate for that loan less the applicable servicing fee rate and guaranty fee rate. As of the Issue Date, the Mortgage Interest Rates of the Group 3 Mortgage Loans ranged from 7.500% to 11.000%, with a weighted average of 8.092%, weighted on the basis of their Stated Principal Balances as of the Issue Date. As of the Issue Date, the combined servicing and guaranty fee rates for the Group 3 Mortgage Loans ranged from 0.5750% to 0.8500%, with a weighted average of 0.643%, weighted on the basis of their Stated Principal Balances as of the Issue Date. As of the Issue Date, the Mortgage Interest Rates of the Group 4 Mortgage Loans ranged from 4.500% to 9.000%, with a weighted average of 7.360%, and the Interest Rate Margins of the Group 4 Mortgage Loans ranged from 2.000% to 2.875%, with a weighted average of 2.669%, in each case weighted on the basis of their Stated Principal Balances as of the Issue Date. As of the Issue Date, the combined servicing and guaranty fee rates for the Group 4 Mortgage Loans ranged from 0.5750% to 0.6200%, with a weighted average of 0.581%, weighted on the basis of their Stated Principal Balances as of the Issue Date.

The “Stated Principal Balance” of any FHA/VA Loan is the unpaid principal balance of that loan (or, if delinquent, its scheduled unpaid principal balance) as of the Issue Date, reduced by all amounts representing principal received or advanced by the Servicer and previously paid to Certificateholders with respect to that loan.

As a result of the above calculations, a disproportionately high rate of prepayments of Group 3 Mortgage Loans with Net Mortgage Rates above the sum of the current interest rate for the AI Class plus 7.00% relative to Group 3 Mortgage Loans with Net Mortgage Rates below that sum will have the effect of reducing the rate at which interest accrues on the AI Class during each related Interest Accrual Period. Similarly, a disproportionately high rate of prepayments of Group 4 Mortgage Loans with Net Mortgage Rates above the current interest rate for the B Class relative to Group 4 Mortgage Loans with Net Mortgage Rates below that rate will have the effect of reducing the rate at which interest accrues on the B Class during the related Interest Accrual Period.

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” in this prospectus supplement.

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”, 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 4.09%.

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>
Group 1 Classes	
PAC	GH, GY and PB
TAC	JA, JB and JL
Support	F, SG, TS, ZD, ZE and ZG
Non-Sticky Jump	JA, JB, JL, ZD, ZE and ZG
Accretion Directed	F, GH, GY, PB, SG and TS
Notional	IC and IP
RCR**	GA, GB, PA, PG, PI and ZA
Group 2 Classes	
Sequential Pay	BH, BJ, VA, VB and Z
Accretion Directed	VA and VB
Notional	BE
RCR**	BA, BC, BD, BI, BG and BK
Group 3 Classes	
Pass-Through	A
Notional	AI
Group 4 Class	
Pass-Through	B
No Payment Residual	R and RL

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

** See “—Combination and Recombination” above and Schedule 1 for a further description of the RCR Classes.

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 then paid on the Group 1 MBS plus any interest then accrued and added to the principal balances of the ZD, ZE and ZG Classes (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 Mortgage Loans (the “Group 3 Principal Distribution Amount”), and
- the principal then paid on the Group 4 Mortgage Loans (the “Group 4 Principal Distribution Amount”).

We will include principal payments (including prepayments and liquidation proceeds) on the FHA/VA Loans in amounts paid as principal of the Group 3 and Group 4 Classes as long as the Servicer provides us information about these principal payments in time for the published class factors to reflect these payments. See “Reference Sheet—Class Factors” in this prospectus supplement. If we do not receive the information on time, we will pay those principal payments on the next Distribution Date. For purposes of payments, we consider an FHA/VA Loan to be prepaid in full if, in our judgment, the full amount finally recoverable on that loan has been received, even if that amount is not equal to the principal balance of that loan.

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 in the following priority:

- (i) sequentially, to the GH, GY and PB Classes, in that order, until their principal balances are reduced to their Planned Balances for that Distribution Date; } PAC Classes
- (ii) if and only if the aggregate principal balance of the Group 1 MBS on that Distribution Date (after giving effect to distributions on that date) is less than the Targeted Group 1 MBS Balance for that date, the remaining amount as follows:
 - first*, sequentially, to the ZD, ZE and ZG Classes, in that order, until their principal balances are reduced to zero; } Support Classes
 - second*, to the Classes listed below, without regard to their Targeted Balances and until their principal balances are reduced to zero:
 - (a) 61.4915387643% of the remaining amount to the JL Class, and
 - (b) 38.5084612357% of such remaining amount, sequentially, to the JA and JB Classes, in that order; and
 } TAC Classes
 - third*, concurrently, to the F, TS and SG Classes, pro rata (or 87.5000005487%, 3.4999983539% and 9.0000010974%, respectively), until their principal balances are reduced to zero; } Support Classes
 - (iii) to the Classes listed below, until their principal balances are reduced to their Targeted Balances for that Distribution Date:
 - (a) 61.4915387643% of the remaining amount to the JL Class, and
 - (b) 38.5084612357% of such remaining amount, sequentially, to the JA and JB Classes, in that order;
 } TAC Classes
 - (iv) sequentially, to the ZD, ZE and ZG Classes, in that order, until their principal balances are reduced to zero; } Support Classes
 - (v) concurrently, to the F, TS and SG Classes, pro rata, until their principal balances are reduced to zero; } Support Classes
 - (vi) to the Classes listed below, without regard to their Targeted Balances and until their principal balances are reduced to zero:
 - (a) 61.4915387643% of the remaining amount to the JL Class, and
 - (b) 38.5084612357% of such remaining amount, sequentially, to the JA and JB Classes, in that order; and
 } TAC Classes
 - (vii) sequentially, to the GH, GY and PB Classes, in that order, without regard to their Planned Balances and until their principal balances are reduced to zero. } PAC Classes

Group 2 Principal Distribution Amount

Z Accrual Amount

On each Distribution Date, we will pay the Z Accrual Amount, sequentially, as principal of the VA and VB Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the Z Accrual Amount as principal of the Z Class.

} Accretion
Directed
Classes
and Accrual
Class

Group 2 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount, sequentially, as principal of the BJ, BH, VA, VB and Z Classes, in that order, until their principal balances are reduced to zero.

} Sequential Pay
Classes

Group 3 Principal Distribution Amount

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount as principal of the A Class, until its principal balance is reduced to zero.

} Pass-Through
Class

Group 4 Principal Distribution Amount

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the B Class, until its principal balance is reduced to zero.

} Pass-Through
Class

Principal payments on exchangeable Trust 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 following assumptions, collectively, the “Pricing Assumptions”):

- the mortgage loans underlying the Group 1 and Group 2 MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 and Group 2 MBS”;
- the Group 3 and Group 4 Mortgage Loans have the respective assumed characteristics set forth in Exhibit A and payments on all Group 3 and Group 4 Mortgage Loans are due and received on the first day of each month;
- the final Targeted Group 1 MBS Balances are identical to the Targeted Group 1 MBS Balances set forth beginning on page B-4 of this prospectus supplement;
- the mortgage loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is June 29, 2001;
- each Distribution Date occurs on the 25th day of a month;
- neither the Servicer nor Fannie Mae exercises its option to purchase the Group 3 and Group 4 Mortgage Loans; and
- the Fannie Mae option to repurchase mortgage loans underlying any MBS is not exercised.

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 Rate. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. 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</u>	<u>Structuring Range and Rate</u>
Planned Balances	GH, GY, PB, GA, GB, PA and PG	Between 115% and 500%
Targeted Balances	JA, JB and JL	280%

We cannot assure you that the balance of any Class listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of any Class 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 to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Class 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 the applicable Classes to their scheduled balances if the 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 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 Ranges. The Effective Range for a Class is the range of prepayment rates (measured by constant PSA rates) which would reduce that Class to its scheduled balance on each Distribution Date. The Initial Effective Ranges shown in the table below are based upon the assumed characteristics of the related mortgage loans specified in the Pricing Assumptions.

<u>Classes</u>	<u>Initial Effective Ranges</u>
GH	Between 115% and 758%
GY	Between 115% and 502%
PB	Between 115% and 500%
GA	Between 115% and 758%
GB	Between 115% and 502%
PA	Between 115% and 502%
PG	Between 115% and 502%

The actual Effective Ranges 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 Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Classes might not be reduced to their scheduled balances even if prepayments were to occur at a constant PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of those ranges. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Classes to their scheduled balances 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 Ranges may

narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the PAC Classes will be supported in part by the TAC and Support Classes. When the TAC and Support Classes are retired, the PAC Classes, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

Targeted Group 1 MBS Balances. We may recalculate the Targeted Group 1 MBS Balances based upon the actual characteristics of the Group 1 MBS delivered to the Trust (the “Settlement Characteristics”), which may vary from the characteristics assumed in preparing the Targeted Group 1 MBS Balances set forth beginning on page B-4 of this prospectus supplement. If recalculated, the Targeted Group 1 MBS Balances will reflect the aggregate unpaid principal amount of the Group 1 MBS for each Distribution Date assuming that the related mortgage loans prepay at a constant rate of approximately 350% PSA and that all of the mortgage loans underlying each related Pool have the same interest rate and remaining term as the WAC (or current WAC, if available) and Adjusted WAM (or current WAM, if available) of that Pool. If recalculated, the Targeted Group 1 MBS Balances will be included in the Final Data Statement to be made available shortly after the Settlement Date. Any such recalculation of the Targeted Group 1 MBS Balances will be final and binding regardless of any alleged defect in the methodology or information used in making the calculation. Investors should note that the Settlement Characteristics are likely to vary from the characteristics assumed in preparing the Targeted Group 1 MBS Balances set forth in this prospectus supplement.

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 the assumed streams of cash flows to equal the assumed aggregate purchase prices of those Classes, and
- converting the 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 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

- all of the mortgage loans will prepay at a constant PSA rate until maturity,
- all of the 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.

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” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of their original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
SG	91.125%
TS	96.125%

**Sensitivity of the SG 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>115%</u>	<u>280%</u>	<u>333%</u>	<u>350%</u>	<u>351%</u>	<u>500%</u>	<u>600%</u>
2.09%	50.1%	50.1%	50.1%	50.1%	50.2%	50.2%	50.2%	50.8%	51.4%
4.09%	26.6%	26.7%	26.7%	26.7%	26.7%	26.8%	26.8%	27.9%	28.6%
6.09%	4.6%	4.6%	4.6%	4.8%	4.9%	5.0%	5.0%	6.5%	7.3%
6.50% and above	0.3%	0.4%	0.4%	0.6%	0.7%	0.7%	0.7%	2.4%	3.1%

**Sensitivity of the TS 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>115%</u>	<u>280%</u>	<u>333%</u>	<u>350%</u>	<u>351%</u>	<u>500%</u>	<u>600%</u>
6.50% and below	13.3%	13.3%	13.3%	13.3%	13.3%	13.4%	13.4%	13.9%	14.1%
6.75%	6.6%	6.6%	6.6%	6.7%	6.7%	6.8%	6.8%	7.4%	7.7%
6.85%	4.0%	4.0%	4.0%	4.1%	4.1%	4.2%	4.2%	4.8%	5.1%
7.00%	0.1%	0.1%	0.2%	0.2%	0.3%	0.3%	0.3%	1.0%	1.3%

The IC, IP, PI, BE, BI and AI Classes. The yields to investors in the IC, IP, PI, BE, BI and AI Classes 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 IC, IP, PI, BE, BI and AI Classes would be 0% if prepayments of the related mortgage loans were to occur at constant rates of 876% PSA, 1,571% PSA, 915% PSA, 316% PSA, 360% PSA and 433% PSA, respectively. If the actual prepayment rate of the related mortgage loans were to exceed the respective levels specified for as little as one month while equaling such level for the remaining months, the investors in the IC, IP, PI, BE, BI and AI Classes would lose money on their initial investments.

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the IC, IP, PI, BE, BI and AI Classes (expressed in each case as a percentage of their original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IC	19.12500%
IP	8.500000%
PI	15.12500%
BE	14.93750%
BI	16.50000%
AI	1.39651%

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

Sensitivity of the IC Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>115%</u>	<u>333%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	30.7%	21.7%	18.8%	18.8%	18.8%	15.7%

Sensitivity of the IP Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>115%</u>	<u>333%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	49.2%	28.9%	23.4%	23.4%	23.4%	23.4%

Sensitivity of the PI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>115%</u>	<u>333%</u>	<u>500%</u>	<u>600%</u>
Pre-Tax Yields to Maturity	31.8%	21.0%	17.7%	17.7%	17.7%	15.1%

Sensitivity of the BE Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>182%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	38.5%	32.8%	21.9%	(6.2)%	(35.5)%

Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>182%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	35.1%	30.6%	22.3%	1.4%	(21.0)%

Sensitivity of the AI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>250%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	28.3%	24.8%	14.0%	6.5%	(5.3)%

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 the 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 the 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 the rate of principal payments,
- the priority sequences of payments of principal of the Group 1 and Group 2 Classes, and
- in the case of the Group 1 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above.

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 those 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 Group 1 or Group 2 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 MBS	360 months	360 months	9.50%
Group 2 MBS	360 months	360 months	9.00%

It is unlikely

- that all of the underlying mortgage loans will have the interest rates, 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 WALAs of the mortgage loans are identical to the dispersion specified in the Pricing Assumptions.

Percent of Original Principal Balances Outstanding

Date	F, SG and TS Classes										GH, IP† and GA Classes							GY, IC† and GB Classes						
	PSA Prepayment Assumption										PSA Prepayment Assumption							PSA Prepayment Assumption						
	0%	100%	115%	280%	333%	350%	351%	500%	600%		0%	100%	115%	333%	500%	600%		0%	100%	115%	333%	500%	600%	
Initial Percent	100	100	100	100	100	100	100	100	100		100	100	100	100	100	100		100	100	100	100	100	100	
June 2002	100	100	100	100	100	100	100	100	100		91	77	75	75	75	75		100	100	100	100	100	100	
June 2003	100	100	100	100	100	100	100	100	100		81	38	33	33	33	33		100	100	100	100	100	100	
June 2004	100	100	100	100	100	100	100	100	46		70	0	0	0	0	0		100	92	85	85	85	85	
June 2005	100	100	100	100	100	100	100	43	0		58	0	0	0	0	0		100	59	48	48	48	31	
June 2006	100	100	100	100	100	100	100	7	0		45	0	0	0	0	0		100	26	13	13	13	0	
June 2007	100	100	100	100	100	100	100	*	0		31	0	0	0	0	0		100	0	0	0	0	0	
June 2008	100	100	100	100	100	100	100	*	0		16	0	0	0	0	0		100	0	0	0	0	0	
June 2009	100	100	100	100	100	100	100	*	0		0	0	0	0	0	0		100	0	0	0	0	0	
June 2010	100	100	100	100	100	92	91	*	0		0	0	0	0	0	0		87	0	0	0	0	0	
June 2011	100	100	100	100	91	77	76	*	0		0	0	0	0	0	0		73	0	0	0	0	0	
June 2012	100	100	100	100	75	63	62	*	0		0	0	0	0	0	0		59	0	0	0	0	0	
June 2013	100	100	100	100	61	51	50	*	0		0	0	0	0	0	0		42	0	0	0	0	0	
June 2014	100	100	100	86	49	41	40	*	0		0	0	0	0	0	0		25	0	0	0	0	0	
June 2015	100	100	100	71	39	32	32	*	0		0	0	0	0	0	0		6	0	0	0	0	0	
June 2016	100	100	100	58	31	25	25	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2017	100	100	100	47	25	20	19	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2018	100	100	100	38	19	15	15	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2019	100	100	100	30	15	12	12	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2020	100	100	100	24	11	9	9	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2021	100	100	100	19	9	7	7	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2022	100	100	100	15	7	5	5	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2023	100	100	100	11	5	4	4	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2024	100	100	100	9	4	3	3	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2025	100	100	84	6	3	2	2	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2026	100	84	67	4	2	1	1	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2027	100	65	51	3	1	1	1	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2028	100	46	36	2	1	*	*	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2029	100	29	22	1	*	*	*	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2030	100	12	9	*	*	*	*	*	0		0	0	0	0	0	0		0	0	0	0	0	0	
June 2031	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0		0	0	0	0	0	0	
Weighted Average Life (years)**	29.6	26.9	26.2	16.8	14.0	13.1	13.1	4.0	3.0		4.4	1.7	1.6	1.6	1.6	1.6		11.4	4.3	4.0	4.0	4.0	3.7	

Date	JA Class										JB Class									
	PSA Prepayment Assumption										PSA Prepayment Assumption									
	0%	100%	115%	280%	333%	350%	351%	500%	600%		0%	100%	115%	280%	333%	350%	351%	500%	600%	
Initial Percent	100	100	100	100	100	100	100	100	100		100	100	100	100	100	100	100	100	100	
June 2002	100	100	100	77	77	77	100	100	100		100	100	100	100	100	100	100	100	100	
June 2003	100	100	100	26	26	26	94	31	0		100	100	100	100	100	100	100	100	90	
June 2004	100	100	100	0	0	0	20	0	0		100	100	100	67	67	67	100	20	0	
June 2005	100	100	100	0	0	0	0	0	0		100	100	100	23	23	23	72	0	0	
June 2006	100	100	100	0	0	0	0	0	0		100	100	100	0	0	0	44	0	0	
June 2007	100	100	98	0	0	0	0	0	0		100	100	100	0	0	0	31	0	0	
June 2008	100	100	86	0	0	0	0	0	0		100	100	100	0	0	0	19	0	0	
June 2009	100	94	63	0	0	0	0	0	0		100	100	100	0	0	0	6	0	0	
June 2010	100	65	33	0	0	0	0	0	0		100	100	100	0	0	0	0	0	0	
June 2011	100	32	0	0	0	0	0	0	0		100	100	99	0	0	0	0	0	0	
June 2012	100	0	0	0	0	0	0	0	0		100	96	62	0	0	0	0	0	0	
June 2013	100	0	0	0	0	0	0	0	0		100	58	24	0	0	0	0	0	0	
June 2014	100	0	0	0	0	0	0	0	0		100	18	0	0	0	0	0	0	0	
June 2015	100	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2016	100	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2017	100	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2018	100	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2019	100	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2020	66	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2021	12	0	0	0	0	0	0	0	0		100	0	0	0	0	0	0	0	0	
June 2022	0	0	0	0	0	0	0	0	0		54	0	0	0	0	0	0	0	0	
June 2023	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2024	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2025	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2026	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2027	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2028	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2029	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2030	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
June 2031	0	0	0	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	19.3	9.5	8.3	1.5	1.5	1.5	2.6	1.9	1.6		21.1	12.2	11.3	3.4	3.4	3.4	5.3	2.7	2.3	

* 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” above.

† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	JL Class									PB Class					
	PSA Prepayment Assumption									PSA Prepayment Assumption					
	0%	100%	115%	280%	333%	350%	351%	500%	600%	0%	100%	115%	333%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2002	100	100	100	89	89	89	100	100	100	100	100	100	100	100	100
June 2003	100	100	100	63	63	63	97	66	45	100	100	100	100	100	100
June 2004	100	100	100	33	33	33	60	10	0	100	100	100	100	100	100
June 2005	100	100	100	11	11	11	36	0	0	100	100	100	100	100	100
June 2006	100	100	100	0	0	0	22	0	0	100	100	100	100	100	83
June 2007	100	100	99	0	0	0	15	0	0	100	95	80	80	80	52
June 2008	100	100	93	0	0	0	10	0	0	100	64	55	55	55	33
June 2009	100	97	81	0	0	0	3	0	0	100	38	38	38	38	21
June 2010	100	83	66	0	0	0	0	0	0	100	26	26	26	26	13
June 2011	100	66	49	0	0	0	0	0	0	100	18	18	18	18	8
June 2012	100	48	31	0	0	0	0	0	0	100	12	12	12	12	5
June 2013	100	29	12	0	0	0	0	0	0	100	8	8	8	8	3
June 2014	100	9	0	0	0	0	0	0	0	100	6	6	6	6	2
June 2015	100	0	0	0	0	0	0	0	0	100	4	4	4	4	1
June 2016	100	0	0	0	0	0	0	0	0	85	3	3	3	3	1
June 2017	100	0	0	0	0	0	0	0	0	62	2	2	2	2	*
June 2018	100	0	0	0	0	0	0	0	0	37	1	1	1	1	*
June 2019	100	0	0	0	0	0	0	0	0	10	1	1	1	1	*
June 2020	83	0	0	0	0	0	0	0	0	1	1	1	1	1	*
June 2021	56	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2022	27	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2023	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2024	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2025	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2026	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2027	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2028	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2029	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2030	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.2	10.8	9.8	2.5	2.5	2.5	3.9	2.3	2.0	16.5	8.3	8.1	8.1	8.1	6.8

Date	ZD Class									ZE Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	115%	280%	333%	350%	351%	500%	600%	0%	100%	115%	280%	333%	350%	351%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2002	107	107	107	107	90	84	31	0	0	107	107	107	107	107	107	107	71	5
June 2003	115	115	115	115	61	44	0	0	0	115	115	115	115	115	115	0	0	0
June 2004	123	123	123	123	32	3	0	0	0	123	123	123	123	123	123	0	0	0
June 2005	132	132	132	132	19	0	0	0	0	132	132	132	132	132	100	0	0	0
June 2006	142	142	142	124	*	0	0	0	0	142	142	142	142	142	69	0	0	0
June 2007	152	152	152	84	0	0	0	0	0	152	152	152	152	69	0	0	0	0
June 2008	163	163	163	39	0	0	0	0	0	163	163	163	163	0	0	0	0	0
June 2009	175	175	175	0	0	0	0	0	0	175	175	175	148	0	0	0	0	0
June 2010	187	187	187	0	0	0	0	0	0	187	187	187	51	0	0	0	0	0
June 2011	201	201	201	0	0	0	0	0	0	201	201	201	0	0	0	0	0	0
June 2012	215	215	215	0	0	0	0	0	0	215	215	215	0	0	0	0	0	0
June 2013	231	231	231	0	0	0	0	0	0	231	231	231	0	0	0	0	0	0
June 2014	248	248	211	0	0	0	0	0	0	248	248	248	0	0	0	0	0	0
June 2015	266	215	136	0	0	0	0	0	0	266	266	266	0	0	0	0	0	0
June 2016	285	139	62	0	0	0	0	0	0	285	285	285	0	0	0	0	0	0
June 2017	305	63	0	0	0	0	0	0	0	305	305	284	0	0	0	0	0	0
June 2018	328	0	0	0	0	0	0	0	0	328	303	163	0	0	0	0	0	0
June 2019	351	0	0	0	0	0	0	0	0	351	179	46	0	0	0	0	0	0
June 2020	377	0	0	0	0	0	0	0	0	377	56	0	0	0	0	0	0	0
June 2021	404	0	0	0	0	0	0	0	0	404	0	0	0	0	0	0	0	0
June 2022	433	0	0	0	0	0	0	0	0	433	0	0	0	0	0	0	0	0
June 2023	441	0	0	0	0	0	0	0	0	464	0	0	0	0	0	0	0	0
June 2024	313	0	0	0	0	0	0	0	0	498	0	0	0	0	0	0	0	0
June 2025	173	0	0	0	0	0	0	0	0	534	0	0	0	0	0	0	0	0
June 2026	20	0	0	0	0	0	0	0	0	573	0	0	0	0	0	0	0	0
June 2027	0	0	0	0	0	0	0	0	0	320	0	0	0	0	0	0	0	0
June 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.6	15.2	14.3	6.3	2.6	1.9	0.8	0.6	0.5	26.1	18.2	17.1	8.7	6.0	4.9	1.4	1.1	0.9

* 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” above.

Date	ZG Class										BH Class				
	PSA Prepayment Assumption										PSA Prepayment Assumption				
	0%	100%	115%	280%	333%	350%	351%	500%	600%		0%	100%	182%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100		100	100	100	100	100
June 2002	107	107	107	107	107	107	107	107	107		100	100	100	100	100
June 2003	115	115	115	115	115	115	0	0	0		100	100	100	100	100
June 2004	123	123	123	123	123	123	0	0	0		100	100	100	100	100
June 2005	132	132	132	132	132	132	0	0	0		100	100	100	100	65
June 2006	142	142	142	142	142	142	0	0	0		100	100	100	100	1
June 2007	152	152	152	152	152	149	0	0	0		100	100	100	59	0
June 2008	163	163	163	163	162	94	0	0	0		100	100	100	14	0
June 2009	175	175	175	175	95	33	0	0	0		100	100	100	0	0
June 2010	187	187	187	187	29	0	0	0	0		100	100	100	0	0
June 2011	201	201	201	156	0	0	0	0	0		100	100	92	0	0
June 2012	215	215	215	79	0	0	0	0	0		100	100	61	0	0
June 2013	231	231	231	11	0	0	0	0	0		100	100	33	0	0
June 2014	248	248	248	0	0	0	0	0	0		100	100	9	0	0
June 2015	266	266	266	0	0	0	0	0	0		100	100	0	0	0
June 2016	285	285	285	0	0	0	0	0	0		100	100	0	0	0
June 2017	305	305	305	0	0	0	0	0	0		100	74	0	0	0
June 2018	328	328	328	0	0	0	0	0	0		100	49	0	0	0
June 2019	351	351	351	0	0	0	0	0	0		100	25	0	0	0
June 2020	377	377	309	0	0	0	0	0	0		100	3	0	0	0
June 2021	404	341	226	0	0	0	0	0	0		100	0	0	0	0
June 2022	433	253	148	0	0	0	0	0	0		100	0	0	0	0
June 2023	464	170	75	0	0	0	0	0	0		100	0	0	0	0
June 2024	498	91	7	0	0	0	0	0	0		100	0	0	0	0
June 2025	534	16	0	0	0	0	0	0	0		100	0	0	0	0
June 2026	573	0	0	0	0	0	0	0	0		100	0	0	0	0
June 2027	614	0	0	0	0	0	0	0	0		100	0	0	0	0
June 2028	657	0	0	0	0	0	0	0	0		86	0	0	0	0
June 2029	353	0	0	0	0	0	0	0	0		18	0	0	0	0
June 2030	18	0	0	0	0	0	0	0	0		0	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0		0	0	0	0	0
Weighted Average Life (years)**	28.1	21.8	20.7	10.8	8.2	7.3	1.8	1.3	1.1		27.6	17.0	11.5	6.3	4.3

Date	BJ, BE†, BA and BC Classes					VA Class					VB Class					Z Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	182%	350%	500%	0%	100%	182%	350%	500%	0%	100%	182%	350%	500%	0%	100%	182%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2002	99	90	84	71	59	93	93	93	93	93	100	100	100	100	100	107	107	107	107	107
June 2003	98	81	69	47	29	86	86	86	86	86	100	100	100	100	100	114	114	114	114	114
June 2004	97	72	56	28	9	79	79	79	79	79	100	100	100	100	100	121	121	121	121	121
June 2005	96	64	45	14	0	70	70	70	70	70	100	100	100	100	100	130	130	130	130	130
June 2006	94	57	35	3	0	62	62	62	62	62	100	100	100	100	100	138	138	138	138	138
June 2007	93	49	26	0	0	52	52	52	52	0	100	100	100	100	56	148	148	148	148	148
June 2008	91	42	18	0	0	43	43	43	43	0	100	100	100	100	0	157	157	157	157	126
June 2009	90	36	11	0	0	32	32	32	0	0	100	100	100	89	0	168	168	168	168	86
June 2010	88	30	4	0	0	21	21	21	0	0	100	100	100	0	0	179	179	179	174	59
June 2011	86	24	0	0	0	9	9	9	0	0	100	100	100	0	0	191	191	191	133	40
June 2012	83	19	0	0	0	0	0	0	0	0	94	94	94	0	0	204	204	204	102	27
June 2013	81	14	0	0	0	0	0	0	0	0	73	73	73	0	0	218	218	218	78	18
June 2014	78	9	0	0	0	0	0	0	0	0	50	50	50	0	0	232	232	232	59	12
June 2015	75	4	0	0	0	0	0	0	0	0	26	26	0	0	0	248	248	240	45	8
June 2016	72	0	0	0	0	0	0	0	0	0	1	1	0	0	0	264	264	204	34	6
June 2017	68	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	265	172	25	4
June 2018	64	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	265	144	19	2
June 2019	60	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	265	119	14	2
June 2020	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	265	98	10	1
June 2021	50	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	231	79	7	1
June 2022	44	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	194	63	5	*
June 2023	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	158	49	3	*
June 2024	32	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	124	36	2	*
June 2025	24	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	92	25	1	*
June 2026	16	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	62	16	1	*
June 2027	7	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	34	8	*	*
June 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	7	2	*	*
June 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	265	0	0	0	0
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	156	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.3	6.4	4.0	2.1	1.5	6.0	6.0	6.0	5.4	4.3	13.0	13.0	12.7	8.4	6.1	29.2	22.9	18.6	12.5	9.1

* 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” above.

† In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

Date	A and AI† Classes					B Class					PA, PG and PI† Classes					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	250%	350%	500%	0%	100%	250%	350%	500%	0%	100%	115%	333%	500%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2002	99	93	84	78	69	99	93	84	78	69	96	91	90	90	90	90
June 2003	98	86	71	61	48	98	86	70	61	48	92	74	72	72	72	72
June 2004	96	80	59	47	33	96	80	59	47	33	87	54	50	50	50	50
June 2005	95	74	49	37	23	95	74	49	37	23	83	34	28	28	28	18
June 2006	93	68	41	29	16	93	68	41	29	16	77	15	8	8	8	0
June 2007	91	63	34	22	11	91	63	34	22	11	71	0	0	0	0	0
June 2008	90	58	29	17	7	89	58	29	17	7	65	0	0	0	0	0
June 2009	87	53	24	13	5	87	53	24	13	5	58	0	0	0	0	0
June 2010	85	49	20	10	3	85	49	20	10	3	51	0	0	0	0	0
June 2011	83	45	16	8	2	83	45	16	8	2	43	0	0	0	0	0
June 2012	80	41	13	6	2	80	41	13	6	2	34	0	0	0	0	0
June 2013	77	37	11	5	1	78	37	11	5	1	25	0	0	0	0	0
June 2014	74	33	9	3	1	75	33	9	3	1	15	0	0	0	0	0
June 2015	71	30	7	3	*	72	30	7	3	*	3	0	0	0	0	0
June 2016	68	27	6	2	*	68	27	6	2	*	0	0	0	0	0	0
June 2017	64	24	5	1	*	65	24	5	1	*	0	0	0	0	0	0
June 2018	59	21	4	1	*	61	21	4	1	*	0	0	0	0	0	0
June 2019	55	18	3	1	*	57	19	3	1	*	0	0	0	0	0	0
June 2020	50	15	2	1	*	52	16	2	1	*	0	0	0	0	0	0
June 2021	45	13	2	*	*	47	14	2	*	*	0	0	0	0	0	0
June 2022	39	11	1	*	*	42	11	1	*	*	0	0	0	0	0	0
June 2023	32	8	1	*	*	37	9	1	*	*	0	0	0	0	0	0
June 2024	26	6	1	*	*	30	7	1	*	*	0	0	0	0	0	0
June 2025	18	4	*	*	*	24	5	*	*	*	0	0	0	0	0	0
June 2026	10	2	*	*	*	17	4	*	*	*	0	0	0	0	0	0
June 2027	2	*	*	*	*	9	2	*	*	*	0	0	0	0	0	0
June 2028	0	0	0	0	0	1	*	*	*	*	0	0	0	0	0	0
June 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.4	10.1	5.4	4.0	2.7	17.9	10.2	5.5	4.0	2.7	8.5	3.2	3.0	3.0	3.0	2.8

Date	ZA Class									BD, BG, BK and BI† Classes				
	PSA Prepayment Assumption									PSA Prepayment Assumption				
	0%	100%	115%	280%	333%	350%	351%	500%	600%	0%	100%	182%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2002	107	107	107	107	99	96	69	44	28	99	92	86	75	64
June 2003	115	115	115	115	88	80	0	0	0	98	84	73	54	39
June 2004	123	123	123	123	77	63	0	0	0	97	76	62	38	21
June 2005	132	132	132	132	75	58	0	0	0	96	69	52	25	9
June 2006	142	142	142	133	71	53	0	0	0	95	62	43	16	*
June 2007	152	152	152	118	55	37	0	0	0	94	56	36	8	0
June 2008	163	163	163	101	40	23	0	0	0	92	50	29	2	0
June 2009	175	175	175	81	24	8	0	0	0	91	44	23	0	0
June 2010	187	187	187	60	7	0	0	0	0	89	39	17	0	0
June 2011	201	201	201	39	0	0	0	0	0	87	34	12	0	0
June 2012	215	215	215	20	0	0	0	0	0	85	30	8	0	0
June 2013	231	231	231	3	0	0	0	0	0	83	25	4	0	0
June 2014	248	248	229	0	0	0	0	0	0	81	21	1	0	0
June 2015	266	240	201	0	0	0	0	0	0	78	17	0	0	0
June 2016	285	212	174	0	0	0	0	0	0	76	13	0	0	0
June 2017	305	184	147	0	0	0	0	0	0	72	10	0	0	0
June 2018	328	158	123	0	0	0	0	0	0	69	7	0	0	0
June 2019	351	132	99	0	0	0	0	0	0	65	3	0	0	0
June 2020	377	108	77	0	0	0	0	0	0	61	*	0	0	0
June 2021	404	85	56	0	0	0	0	0	0	57	0	0	0	0
June 2022	433	63	37	0	0	0	0	0	0	52	0	0	0	0
June 2023	453	43	19	0	0	0	0	0	0	47	0	0	0	0
June 2024	406	23	2	0	0	0	0	0	0	41	0	0	0	0
June 2025	354	4	0	0	0	0	0	0	0	34	0	0	0	0
June 2026	296	0	0	0	0	0	0	0	0	27	0	0	0	0
June 2027	233	0	0	0	0	0	0	0	0	20	0	0	0	0
June 2028	164	0	0	0	0	0	0	0	0	11	0	0	0	0
June 2029	88	0	0	0	0	0	0	0	0	2	0	0	0	0
June 2030	5	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	25.9	18.4	17.4	8.5	5.8	4.7	1.3	0.9	0.8	19.6	7.9	5.0	2.7	1.8

* 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” above.

† 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 Upper Tier REMIC remain after the principal balances of the Group 1 and Group 2 Classes are reduced to zero, we will pay the proceeds of those assets to the Holder of the R Class. If any assets of the Lower Tier REMIC remain after the principal balances of the Group 1 and Group 2 Classes are reduced to zero, we will pay the Holder of the RL Class the proceeds from those assets. 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” or a foreign person subject to United States income taxation on a net basis on income derived from the Residual Certificate. Any transferee of an R or RL Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) 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. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from the Residual Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from the Residual Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of an R or RL Certificate should consult with their own tax advisors for further information regarding such transfers.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” 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. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate knew or should have known that the transferee would be unwilling or unable to pay taxes due on its share of the taxable income of the REMIC trust (that is, the transferor had “improper knowledge”).

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has proposed an amendment to the Regulations that would add a third condition, effective February 4, 2000. According to the proposed amendment, a transferor of a Residual Certificate would be presumed not to have improper knowledge only if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The application of the proposed amendment to an actual transfer is uncertain, and you should consult your own tax advisor regarding its effect on the transfer of a Residual Certificate.

The IRS has since issued a Revenue Procedure creating a safe harbor that may be used for transfers of noneconomic residual interests pending the finalization of the proposed amendment. Under this safe harbor, a transferor of a noneconomic residual interest will be presumed not to have improper knowledge if, in addition to meeting the two conditions contained in the Regulations, either (i) the terms of the proposed amendment are complied with or (ii) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), the transferee is

an “eligible corporation” as defined in section 860L(a)(2) of the Code, the transferee agrees in writing that any subsequent transfer of the residual interest will be to an eligible corporation and will comply with the safe harbor, and the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the residual interest will not be paid. The Revenue Procedure contains additional details regarding its application, and you should consult your own tax advisor regarding the application of the Revenue Procedure to an actual transfer of a Residual Certificate.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Upper Tier REMIC, 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.

ADDITIONAL TRUST AGREEMENT PROVISIONS RELATING TO THE GROUP 3 AND GROUP 4 CLASSES

Certain provisions of the Trust Agreement are summarized under the heading “The Trust Agreement” in the REMIC Prospectus. We summarize below certain additional provisions of the Trust Agreement applicable to the FHA/VA Loans and to Holders of the Group 3 and Group 4 Classes (as well as to Holders of the R and RL Classes).

Transfer of FHA/VA Loans to the Trust

The Trust Agreement will contain a mortgage loan schedule that will identify the FHA/VA Loans that are being transferred to the Trust. As Trustee, we will hold on behalf of the Certificateholders the original Mortgage Notes, endorsed in blank, and assignments of the mortgage instruments to us in recordable form. Usually assignments are in a form suitable for recording but they are not recorded. However, a blanket assignment may be used for the transfer of a large number of mortgage loans, even if the properties are not located in the same recording jurisdiction, depending on the applicable Lender’s servicing experience and its financial condition.

At our option, we may choose to maintain the documents described above with one or more custodial institutions supervised and regulated by the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the FDIC or the NCUA. We will review the mortgage loan schedule before we issue the Certificates and will conduct random spot checks after issuing the Certificates to confirm that we have all the documents we need. We may change these document custody requirements at any time, as long as we determine that any such change will not have a materially adverse effect on the interests of Certificateholders.

If a liquidation, reorganization, or similar proceeding involving our assets or the assets of a Lender were to occur, it is not clear what law would be applicable. As a result, we cannot render a legal opinion about the Certificateholders’ rights to the FHA/VA Loans in the event of a proceeding of this type.

Servicing Through Lenders

Under the Trust Agreement, we are responsible for servicing and administering the FHA/VA Loans. We are permitted, in our discretion, to contract with the originator of each FHA/VA Loan, or another eligible servicing institution, to perform those functions under our supervision as more fully described below (each, a “Lender”). Any servicing contract or arrangement by us with a Lender for the direct servicing of FHA/VA Loans is a contract solely between us and the Lender. Therefore,

Certificateholders will not be deemed to be parties to the contract and will have no claims, rights, obligations, duties, or liabilities with respect to the Lender.

Unless we agree otherwise, Lenders will be obligated to perform diligently all services and duties customary to the servicing of mortgages in accordance with the applicable guide. We will monitor each Lender's performance and we have the right to remove any Lender for cause at any time we consider its removal to be in the best interest of Certificateholders. The duties performed by Lenders include general loan servicing responsibilities, collection and remittance of principal and interest payments, administration of mortgage escrow accounts, collection of insurance claims, and, if necessary, foreclosure.

Servicing Compensation and Payment of Certain Expenses by Fannie Mae

We will be entitled to retain an amount based on the principal balance of each FHA/VA Loan for Trust expenses and as compensation for our activities and obligations under the Trust Agreement. In addition, we may retain a portion of the proceeds from the liquidation of an FHA/VA Loan that exceeds (i) the principal balance of that loan and (ii) interest owed through the end of the month of such liquidation at the applicable Mortgage Interest Rate. We will pay all expenses incurred in connection with our servicing activities, including the fees to Lenders and any payments to cover mortgage insurance premiums, and we are not entitled to be reimbursed for those expenses out of Trust assets.

We will retain as additional servicing compensation any prepayment premiums, assumption fees, late payment charges and similar charges to the extent they are collected from borrowers.

Collection and Other Servicing Procedures

We are responsible for servicing the FHA/VA Loans and may, as set forth above, conduct servicing through Lenders or through other mortgage servicers that we approve. In connection with our servicing activities, we have full power to do anything we deem necessary or appropriate, including the foreclosure or comparable conversion of defaulted FHA/VA Loans.

With respect to each FHA/VA Loan, the applicable Lender makes certain warranties to Fannie Mae concerning the following matters:

- the recordation of the original mortgage,
- the validity of the FHA/VA Loan as a first lien on the Mortgaged Property, and
- compliance by the FHA/VA Loan with applicable state and federal laws.

In the event of a material breach of any warranty or a material defect in the mortgage loan documentation, we may withdraw the FHA/VA Loan from the Trust at a price equal to its stated principal balance together with interest thereon at the Net Mortgage Rate.

Subject to the limitations discussed below, we may:

- enforce or waive enforcement of any term of any FHA/VA Loan,
- enter into an agreement to modify any term of any FHA/VA Loan, or
- take any action or refrain from taking any action in servicing any FHA/VA Loan.

We may waive any assumption fee or late payment charge, or may exercise or refrain from exercising any "call option rider." If we decide to take or refrain from taking any of the actions discussed above, our decision must be consistent with the then-current policies or practices that we follow for comparable mortgage loans held in our own portfolio. In making our decisions, we may not take into account the ownership status of the related FHA/VA Loan.

Each FHA/VA Loan either will contain a standard “due-on-sale” clause or will be assumable upon the sale of the related Mortgaged Property, subject generally to the purchaser’s compliance with credit and underwriting guidelines. In connection with the transfer or prospective transfer of title to a Mortgaged Property securing any FHA/VA Loan, we must accelerate the maturity of the related loan if it contains a “due-on-sale” clause that permits acceleration under those conditions (unless applicable law prohibits enforcing the “due-on-sale” clause). FHA and VA, however, historically permitted borrowers to sell their homes subject to the existing FHA loan or VA loan, without requiring the new homeowner to assume the mortgage debt, and, in some cases, without requiring the lender to determine whether the new homeowner was creditworthy. In those instances, the original borrower is not relieved of the obligation under the FHA/VA Loan.

If for any reason we do not have to accelerate the maturity of an FHA/VA Loan upon the transfer, or prospective transfer, of title to the related mortgaged property, we may release the borrower from liability on the related loan and impose that liability on the transferee, provided that no such transaction will provide for reduction of the mortgage interest rate.

Repurchase of Group 4 Loans by Servicer if Mortgage Interest Rate Is Reduced

Under certain circumstances, the Mortgage Interest Rate on an FHA/VA Loan may be reduced. If the Servicer reduces the Mortgage Interest Rate on any Group 4 Loan, it must repurchase that loan from the Trust at a price equal to the outstanding Stated Principal Balance of that loan (including, in each case, one month’s interest at the applicable Net Mortgage Rate).

Termination

The Servicer has the right to purchase all of the Group 3 Mortgage Loans or all of the Group 4 Mortgage Loans remaining in the Trust if the aggregate principal balance of the remaining Group 3 Mortgage Loans or Group 4 Mortgage Loans is less than 5% of the aggregate principal balance of the Group 3 Mortgage Loans or Group 4 Mortgage Loans, as applicable, as of the Issue Date. The purchase price for any such optional purchase will be equal to the aggregate outstanding Stated Principal Balance of the Group 3 Mortgage Loans or Group 4 Mortgage Loans, as applicable (including, in each case, one month’s interest at the applicable Net Mortgage Rates).

If the Servicer chooses not to exercise its option to purchase the Group 3 or Group 4 Mortgage Loans, we may do so. However, we do not intend to exercise this option if (i) we have knowledge that any related Certificate has been pledged to secure an issue of cash flow obligations or is included in assets underlying an issue of cash flow obligations and (ii) the exercise of this option would take place prior to the earliest date upon which the issuer of such cash flow obligations can exercise an option to redeem the obligations or purchase the Certificates without a premium.

If an option to repurchase the Group 3 Mortgage Loans is exercised, the A and AI Classes will be paid in full, and the Trust Agreement will terminate with respect to those Classes. If an option to repurchase the Group 4 Mortgage Loans is exercised, the B Class will be paid in full, and the Trust Agreement will terminate with respect to that Class.

Additional Fannie Mae Matters

In the event that we are unable to fulfill our continuing guaranty obligations, the Trust Agreement may be modified to provide for monthly distributions to be made from then-available Group 3 or Group 4 Mortgage Loan payments, as applicable, and other recoveries in a manner similar to practices and procedures followed in the servicing of comparable whole loans for institutional investors. See “The Trust Agreement—Rights upon Event of Default” in the REMIC Prospectus.

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 discussion describes certain U.S. federal income tax consequences to beneficial owners of Certificates. The discussion is general and does not purport to deal with all aspects of federal taxation that may be relevant to particular investors. This discussion may not apply to your particular circumstances for one of the following, or other, reasons:

- This discussion is based on federal tax laws in effect as of the date of this prospectus supplement. Changes to any of these laws after the date of this prospectus supplement may affect the tax consequences discussed below.
- This discussion addresses only Certificates acquired at original issuance and held as “capital assets” (generally, property held for investment).
- This discussion does not address tax consequences to beneficial owners subject to special rules, such as dealers in securities, certain traders in securities, banks, tax-exempt organizations, life insurance companies, persons that hold Certificates as part of a hedging transaction or as a position in a straddle or conversion transaction, or persons whose functional currency is not the U.S. dollar.
- This discussion does not address taxes imposed by any state, local or foreign taxing jurisdiction.

For these reasons, 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.

The discussions under the captions “—REMIC Elections and Special Tax Attributes,” “—Taxation of Beneficial Owners of Regular Certificates” and “—Taxation of Beneficial Owners of Residual Certificates” supplement the discussion under the caption “Certain Federal Income Tax Consequences” in the REMIC Prospectus. When read together, these discussions describe the current federal income tax treatment of beneficial owners of Certificates of the Group 1 and Group 2 Classes and the R and RL Classes (the “REMIC Certificates”). For a discussion of the current federal income tax treatment of beneficial owners of Certificates of the Group 3 and Group 4 Classes, see “—Taxation of Beneficial Owners of Certificates of the Group 3 and Group 4 Classes” below.

Taxation of the Trust

Arnold & Porter, special tax counsel to Fannie Mae, will deliver its opinion that, assuming compliance with the Trust Agreement, the Trust will be classified as a trust under subpart E, part I of subchapter J of the Code and not as an association taxable as a corporation.

REMIC Elections and Special Tax Attributes

We will elect to treat the Lower Tier REMIC and the Upper Tier REMIC 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 Upper Tier REMIC. 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 Upper Tier REMIC will qualify as REMICs, 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, as “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 Accrual Classes and the IC, IP and BE 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 with respect to Group 1 and Group 2 Classes will be as follows:

<u>Group</u>	<u>Prepayment Assumption</u>
1	333% PSA
2	182% PSA

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 will prepay at either 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 Upper Tier REMIC (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 120% of the “federal long-term rate.” The rate will be published on or about May 20, 2001. 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 Classes 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 Classes will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. The ownership interest represented by RCR Class Certificates will be one of two types. A Certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying REMIC Certificates. A Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

The GA, GB, PA, PG, PI, ZA, BA, BC and BD Classes are Combination RCR Classes. The BI, BG and BK Classes are Strip RCR Classes.

Strip RCR Classes. The tax consequences to a beneficial owner of a Strip RCR Certificate will be determined under section 1286 of the Code, except as discussed below. Under section 1286, a beneficial owner of a Strip RCR Certificate will be treated as owning “stripped bonds” to the extent of its share

of principal payments and “stripped coupons” to the extent of its share of interest payments on the underlying REMIC Certificates. If a Strip RCR Certificate entitles the holder to payments of principal and interest on an underlying Trust Certificate, the IRS could contend that the Strip RCR Certificate should be treated (i) as an interest in the underlying REMIC Certificate to the extent that the Strip RCR Certificate represents an equal pro rata portion of principal and interest on the underlying REMIC Certificate, and (ii) with respect to the remainder, as an installment obligation consisting of “stripped bonds” to the extent of its share of principal payments or “stripped coupons” to the extent of its share of interest payments. For purposes of information reporting, however, Fannie Mae intends to treat each Strip RCR Certificate as a single debt instrument, regardless of whether it entitles the holder to payments of principal and interest. You should consult your own tax advisors as to the proper treatment of a Strip RCR Certificate in this regard.

Under section 1286, the beneficial owner of a Strip RCR Certificate must treat the Strip RCR Certificate as a debt instrument originally issued on the date the owner acquires it and as having OID equal to the excess, if any, of its “stated redemption price at maturity” over the price paid by the owner to acquire it. The stated redemption price at maturity for a Strip RCR Certificate is determined in the same manner as described with respect to Regular Certificates under “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus.

If a Strip RCR Certificate has OID, the beneficial owner must include the OID in its ordinary income for federal tax purposes as the OID accrues, which may be prior to the receipt of the cash attributable to that income. Although the matter is not entirely clear, a beneficial owner should accrue OID using a method similar to that described with respect to the accrual of OID on a Regular Certificate under “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus. A beneficial owner, however, determines its yield to maturity based on its purchase price. For a particular beneficial owner, it is not clear whether the prepayment assumption used for calculating OID would be one determined at the time the Strip RCR Certificate is acquired or would be the original Prepayment Assumption for the underlying REMIC Certificates. For purposes of information reporting, Fannie Mae will use the original yield to maturity of the Strip RCR Certificate, calculated based on the original Prepayment Assumption. You should consult your own tax advisors regarding the proper methods for accruing OID on a Strip RCR Certificate.

The rules of section 1286 of the Code also apply if (i) a beneficial owner of REMIC Certificates exchanges them for Strip RCR Certificates, (ii) the beneficial owner sells some, but not all, of the Strip RCR Certificates, and (iii) the combination of retained Strip RCR Certificates cannot be exchanged for the related REMIC Certificates. As of the date of such a sale, the beneficial owner must allocate its basis in the REMIC Certificates between the part of the REMIC Certificates underlying the Strip RCR Certificates sold and the part of the REMIC Certificates underlying the Strip RCR Certificates retained in proportion to their relative fair market values. Section 1286 of the Code treats the beneficial owner as purchasing the Strip RCR Certificates retained for the amount of the basis allocated to the retained Certificates, and the beneficial owner must then accrue any OID with respect to the retained Certificates as described above. Section 1286 does not apply, however, if a beneficial owner exchanges REMIC Certificates for the related RCR Certificates and retains all the RCR Certificates. See “—Taxation of Beneficial Owners of RCR Certificates—*Exchanges*” below.

Upon the sale of a Strip RCR Certificate, a beneficial owner will realize gain or loss on the sale in an amount equal to the difference between the amount realized and its adjusted basis in the Certificate. The owner’s adjusted basis generally is equal to the owner’s cost of the Certificate (or portion of the cost of REMIC Certificates allocable to the RCR Certificate), increased by income previously included, and reduced (but not below zero) by distributions previously received and by any amortized premium. If the beneficial owner holds the Strip RCR Certificate as a capital asset, any gain or loss realized will be capital gain or loss, except to the extent provided under “Certain Federal

Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Sales and Other Dispositions of Regular Certificates” in the REMIC Prospectus.

Although the matter is not free from doubt, if a beneficial owner acquires in one transaction (other than an exchange described under “—Taxation of Beneficial Owners of RCR Certificates—*Exchanges*”) a combination of Strip RCR Certificates that may be exchanged for underlying REMIC Certificates, the owner should be treated as owning the underlying REMIC Certificates, in which case section 1286 would not apply. If a beneficial owner acquires such a combination in separate transactions, the law is unclear as to whether the combination should be aggregated or each Strip RCR Certificate should be treated as a separate debt instrument. You should consult your tax advisors regarding the proper treatment of Strip RCR Certificates in this regard. For the treatment of Strip RCR Certificates received in exchange for REMIC Certificates, see “—Taxation of Beneficial Owners of RCR Certificates—*Exchanges*” below.

Combination RCR Classes. 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.

Taxation of Beneficial Owners of Certificates of the Group 3 and Group 4 Classes

Group 3 Classes. A beneficial owner of a Certificate of a Group 3 Class will be treated as owning, pursuant to section 1286 of the Code, “stripped bonds” to the extent of its share of principal payments and “stripped coupons” to the extent of its share of interest payments. Fannie Mae intends to treat each Certificate of a Group 3 Class as a single debt instrument representing rights to future cashflows from the Group 3 Mortgage Loans for purposes of information reporting. You should consult your own tax advisor as to the proper treatment of a Certificate of a Group 3 Class in this regard.

Under section 1286 of the Code, a beneficial owner of a Certificate of a Group 3 Class must treat the Certificate as a debt instrument originally issued on the date the owner acquires it and as having OID equal to the *excess*, if any, of its “stated redemption price at maturity” *over* the price paid by the owner to acquire it. The stated redemption price at maturity of a Certificate of a Group 3 Class generally is equal to the sum of all distributions to be made on that Certificate. For information reporting purposes, we intend to treat all amounts to be distributed on each Certificate of a Group 3 Class as included in the stated redemption price at maturity and, as a result, each Certificate of a Group 3 Class will be treated as if issued with OID.

The beneficial owner of a Certificate of a Group 3 Class must include in its ordinary income for federal income tax purposes, generally in advance of receipt of the cash attributable to that income,

the sum of the “daily portions” of OID on its Certificate for each day during its taxable year on which it held that Certificate. The daily portions of OID are determined as follows:

- first, the portion of OID that accrued during each “accrual period” is calculated;
- then, the OID accruing during an accrual period is allocated ratably to each day during the period to determine the daily portion of OID.

Final regulations issued by the Treasury Department relating to the tax treatment of debt instruments with OID (the “OID Regulations”) provide that a holder of a debt instrument may use an accrual period of any length, up to one year, as long as each distribution of principal or interest occurs on either the final day or the first day of an accrual period. We intend to report OID based on accrual periods of one month. Each of these accrual periods will begin on a Distribution Date and end on the day before the next Distribution Date.

Although the matter is not entirely clear, a beneficial owner of a Certificate of a Group 3 Class should determine the amount of OID accruing during any accrual period with respect to that Certificate using the method described in section 1272(a)(6) of the Code. Under section 1272(a)(6), the portion of OID treated as accruing with respect to a Certificate of a Group 3 Class for any accrual period equals the *excess*, if any, of

- the sum of (A) the present values of all the distributions remaining to be made on that Certificate, if any, as of the end of the accrual period; and (B) the distributions made on that Certificate during the accrual period of amounts included in the stated redemption price at maturity;

over

- the sum of the present values of all the distributions remaining to be made on that Certificate as of the beginning of the accrual period.

The present values of the remaining distributions with respect to a Certificate of a Group 3 Class are calculated based on the following:

- an assumption that the Group 3 Mortgage Loans prepay at a specified rate (the “Prepayment Assumption”),
- the yield to maturity of the Certificate giving effect to the Prepayment Assumption, and
- events (including actual prepayments) that have occurred prior to the end of the accrual period.

Each beneficial owner of a Certificate of a Group 3 Class determines its yield to maturity based on its purchase price. For a particular beneficial owner of a Certificate of a Group 3 Class, it is not clear whether the Prepayment Assumption used for calculating OID would be one determined at the time that Certificate is acquired or would be the original Prepayment Assumption for that Certificate. For information reporting purposes, we will use the original yield to maturity of that Certificate, calculated based on the original Prepayment Assumption. You should consult your own tax advisor regarding the proper method for accruing OID on a Certificate of a Group 3 Class.

The Code requires that the Prepayment Assumption be determined in the manner prescribed in Treasury Regulations. To date, no such regulations have been promulgated. For information reporting purposes, we will assume a Prepayment Assumption equal to 250% PSA. We make no representation, however, that the Group 3 Mortgage Loans will prepay at that rate or any other rate. You must make your own decision as to the appropriate prepayment assumption to be used in deciding whether or not to purchase a Certificate of a Group 3 Class.

Group 4 Class. Interest paid on a Certificate of the Group 4 Class is taxable as ordinary interest income. A beneficial owner of a Certificate of the Group 4 Class must report this income when it accrues or is paid, consistent with the beneficial owner’s method of accounting.

A beneficial owner that acquires a Certificate of the Group 4 Class for less than its principal amount generally has market discount in the amount of the difference between the principal amount and the beneficial owner's basis in that Certificate. In general, three consequences arise if a beneficial owner acquires an interest in a Certificate of the Group 4 Class with market discount. First, the beneficial owner must treat any principal payment with respect to that Certificate as ordinary income to the extent of the market discount that accrued while the beneficial owner held an interest in that Certificate. Second, the beneficial owner must treat gain on the disposition or retirement of that Certificate as ordinary income under the circumstances discussed below under “—*Sales and Other Dispositions of Certificates of the Group 3 and Group 4 Classes*.” Third, if the beneficial owner incurs or continues indebtedness to acquire that Certificate the beneficial owner may be required to defer the deduction of all or a portion of the interest on the indebtedness until the corresponding amount of market discount is included in income. Alternatively, a beneficial owner may elect to include market discount in income on a current basis as it accrues, in which case the three consequences discussed above will not apply. If a beneficial owner makes this election, the beneficial owner must also apply the election to all debt instruments acquired by the beneficial owner on or after the beginning of the first taxable year to which the election applies. A beneficial owner may revoke the election only with the consent of the IRS.

A beneficial owner of a Certificate of the Group 4 Class must determine the amount of accrued market discount for a period using a straight-line method, based on the maturity of that Certificate, unless the beneficial owner elects to determine accrued market discount using a constant yield method. The IRS has authority to provide regulations for determining the accrual of market discount in the case of debt instruments that provide for more than one principal payment, but has not yet issued such regulations. In addition, the legislative history to the Tax Reform Act of 1986 states that market discount on certain types of debt instruments may be treated as accruing in proportion to remaining accruals of OID, if any, or if none, in proportion to remaining distributions of interest. You should consult your own tax advisors regarding the method a beneficial owner should use to determine accrued market discount.

Notwithstanding the above rules, market discount on a Certificate of the Group 4 Class is considered to be zero if the discount is less than 0.25% of the principal balance of that Certificate multiplied by the number of complete years from the date the beneficial owner acquires that Certificate to the maturity of that Certificate (“*de minimis* market discount”). The IRS has authority to provide regulations to adjust the computation of *de minimis* market discount in the case of debt instruments that provide for more than one principal payment, but has not yet issued such regulations. The IRS could assert, nonetheless, that *de minimis* market discount should be calculated using the remaining weighted average life of that Certificate rather than its final maturity. You should consult your own tax advisors regarding the ability to compute *de minimis* market discount based on the final maturity of a Certificate of the Group 4 Class.

If a beneficial owner acquires a Certificate of the Group 4 Class for more than its principal amount, the beneficial owner generally will have premium with respect to that Certificate in the amount of the excess. In that event, the beneficial owner may elect to treat such premium as “amortizable bond premium.” If the election is made, a beneficial owner must also apply the election to all debt instruments the interest on which is not excludible from gross income (“fully taxable bonds”) held by the beneficial owner at the beginning of the first taxable year to which the election applies and to all fully taxable bonds thereafter acquired by the beneficial owner. A beneficial owner may revoke the election only with the consent of the IRS.

If a beneficial owner makes this election, the beneficial owner reduces the amount of any interest payment that must be included in the beneficial owner's income by the portion of the premium allocable to the period based on the yield to maturity of that Certificate. Correspondingly, a beneficial owner must reduce its basis in that Certificate by the amount of premium applied to reduce any interest income. The amount of premium to be allocated among the interest payments on a Certificate

of the Group 4 Class is determined by reference to an equivalent fixed rate debt instrument constructed as of the date the beneficial owner acquires an interest in that Certificate.

If a beneficial owner does not elect to amortize premium, (i) the beneficial owner must include the full amount of each interest payment in income, and (ii) the premium must be allocated to the principal distributions on that Certificate and, when each principal distribution is received, a loss equal to the premium allocated to that distribution will be recognized. Any tax benefit from premium not previously recognized will be taken into account in computing gain or loss upon the sale or disposition of that Certificate. See “—*Sales and Other Dispositions of Certificates of the Group 3 and Group 4 Classes.*”

A beneficial owner may elect to include in income its entire return on a Certificate of the Group 4 Class (i.e., the excess of all remaining payments to be received on the Group 4 Certificate over the amount of the beneficial owner's basis in that Certificate) based on the compounding of interest at a constant yield. Such an election for a Certificate of the Group 4 Class with amortizable bond premium (or market discount) will result in a deemed election to amortize premium for all the beneficial owner's debt instruments with amortizable bond premium (or to accrue market discount currently for all the beneficial owner's debt instruments with market discount) as discussed above.

Expenses of the Trust. Each beneficial owner of a Certificate of the Group 3 and Group 4 Classes will be required to include in income its allocable share of the expenses paid by the Trust with respect to the related FHA/VA Loans. Each beneficial owner of a Certificate of the Group 3 and Group 4 Classes can deduct its allocable share of such expenses as provided in section 162 or section 212 of the Code, consistent with its method of accounting. Fannie Mae intends to allocate expenses to beneficial owners in each monthly period in proportion to the respective amounts of income (including any OID) accrued for each Class of Certificates, provided, however, that a portion of the expenses in any monthly period may be specifically allocated to the AI Class in a manner intended to reflect the differences between the AI Class and the A Class for determining interest distributions on each such Class. A beneficial owner's ability to deduct its share of these expenses is limited under section 67 of the Code in the case of (i) estates and trusts, and (ii) individuals owning an interest in a Certificate of the Group 3 and Group 4 Classes directly or through an investment in a “pass-through entity” (other than in connection with such individual's trade or business). Pass-through entities include partnerships, S corporations, grantor trusts and non-publicly offered regulated investment companies, but do not include estates, non-grantor trusts, cooperatives, real estate investment trusts and publicly offered regulated investment companies. Generally, such a beneficial owner can deduct its share of these costs only to the extent that these costs, when aggregated with certain of the beneficial owner's other miscellaneous itemized deductions, exceed 2% of the beneficial owner's adjusted gross income. For this purpose, an estate or nongrantor trust computes adjusted gross income in the same manner as in the case of an individual, except that deductions for administrative expenses of the estate or trust that would not have been incurred if the property were not held in the trust or estate are treated as allowable in arriving at adjusted gross income. In addition, section 68 of the Code provides that certain itemized deductions otherwise allowable for a beneficial owner who is an individual are reduced by an amount equal to 3% of the beneficial owner's adjusted gross income in excess of a statutorily defined threshold, but not more than 80% of itemized deductions otherwise allowable. Further, a beneficial owner may not be able to deduct any portion of these costs in computing its alternative minimum tax liability.

Sales and Other Dispositions of Certificates of the Group 3 and Group 4 Classes. Upon the sale, exchange or other disposition of a Certificate of the Group 3 and Group 4 Classes, a beneficial owner generally will recognize gain or loss equal to the difference between the amount realized upon the disposition and the beneficial owner's adjusted basis in that Certificate. The adjusted basis of a Certificate of the Group 3 and Group 4 Classes generally will equal the cost of that Certificate to the beneficial owner, increased by any amounts of OID and market discount included in the beneficial owner's gross income with respect to that Certificate, and reduced by distributions on that Certificate previously received by the beneficial owner as principal (or as amounts constituting stated redemption

price at maturity in the case of a Certificate of a Group 3 Class) and by any premium that has reduced the beneficial owner's interest income with respect to that Certificate. Any such gain or loss generally will be capital gain or loss, except (i) as provided in section 582(c) of the Code (which generally applies to banks) or (ii) to the extent any gain represents OID or accrued market discount not previously included in income (to which extent such gain would be treated as ordinary income). Any capital gain (or loss) recognized upon the sale, exchange or other disposition of a Certificate of the Group 3 or Group 4 Classes will be long-term capital gain (or loss) if at the time of disposition the beneficial owner held that Certificate for more than one year. The ability to deduct capital losses is subject to limitations.

Special Tax Attributes. A Certificate of the Group 3 and Group 4 Classes may not constitute:

- a “real estate asset” within the meaning of section 856(c)(5)(B) of the Code,
- a “qualified mortgage” within the meaning of section 860G(a)(3) of the Code or a “permitted investment” within the meaning of section 860G(a)(5) of the Code, or
- an asset described in section 7701(a)(19)(c)(ix) of the Code.

In addition, distributions of interest may not constitute income described in section 856(c)(3)(B) of the Code with respect to a real estate investment trust. As a result, Certificates of the Group 3 and Group 4 Classes may not be a suitable investment for real estate investment trusts and generally will not be a suitable investment for REMICs.

Modifications of FHA/VA Loans. FHA/VA Loans that are in default (or FHA/VA Loans for which a default is reasonably foreseeable) may be modified. If a modification is a “significant modification” under section 1001 of the Code, the Trust will be deemed to have exchanged the old unmodified FHA/VA Loan for the new modified FHA/VA Loan. Gain or loss may be recognized by beneficial owners of the Certificates of the Group 3 Classes or the Group 4 Class, as applicable, upon such exchange. Information will be made available to assist Holders in determining their share of any gain or loss due to a significant modification of an FHA/VA Loan or to enable Holders to make such information available to beneficial owners or other financial intermediaries for which Holders hold Certificates as nominees.

Information Reporting and Backup Withholding. Within a reasonable time after the end of each calendar year, we will furnish or make available to each Holder of a Certificate of the Group 3 and Group 4 Classes that received a distribution on that Certificate during that year a statement setting forth such information as is required by the Code or Treasury Regulations and such other information as we deem necessary or desirable to assist Holders in preparing their federal income tax returns, or to enable Holders to make such information available to beneficial owners or other financial intermediaries for which the Holders hold Certificates as nominees.

Payments of interest and principal, as well as payments of proceeds from the sale of Certificates of the Group 3 and Group 4 Classes, may be subject to the “backup withholding tax” under section 3406 of the Code if recipients of the payments fail to furnish to the payor certain information, including their taxpayer identification numbers, or otherwise fail to establish an exemption from this tax. Any amounts deducted and withheld from a payment to a recipient would be allowed as a credit against the recipient's federal income tax. The IRS may impose certain penalties on a recipient of payments required to supply information who does not do so in the proper manner.

Foreign Investors. Additional rules apply to a beneficial owner of a Certificate of the Group 3 and Group 4 Classes that is not a U.S. Person (a “Non-U.S. Person”). The term “U.S. Person” means:

- a citizen or resident of the United States,
- a corporation, partnership or other entity created or organized in or under the laws of the United States or any of its political subdivisions,

- an estate the income of which is subject to U.S. federal income tax regardless of the source of its income, or
- a trust if a court within the United States can exercise primary supervision over its administration and at least one U.S. Person has the authority to control all substantial decisions of the trust.

Payments on a Certificate of the Group 3 and Group 4 Classes to, or on behalf of, a beneficial owner that is a Non-U.S. Person generally will be exempt from U.S. federal income and withholding taxes, provided the following conditions are satisfied:

- the beneficial owner is not subject to U.S. tax as a result of a connection to the United States other than ownership of that Certificate,
- the beneficial owner signs a statement under penalties of perjury that certifies that the beneficial owner is a Non-U.S. Person, and provides for the name and address of the beneficial owner, and
- the last U.S. Person in the chain of payment to the beneficial owner receives the statement from the beneficial owner or a financial institution holding on its behalf and does not have actual knowledge that the statement is false.

You should be aware that the IRS might take the position that this exemption does not apply to a beneficial owner that also owns 10% or more of the voting stock of Fannie Mae, or to a beneficial owner that is a “controlled foreign corporation” described in section 881(c)(3)(C) of the Code.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Bear, Stearns & Co. Inc. (the “Dealer”) in exchange for the MBS and the Group 3 and Group 4 Mortgage Loans. 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 or Group 2 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related MBS in principal balance, but we expect that all these additional MBS will have the same characteristics as described under “Description of the Certificates—The Group 1 and Group 2 MBS.” The proportion that the original principal balance of each Group 1 or Group 2 Class bears to the aggregate original principal balance of all Group 1 or Group 2 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

LEGAL MATTERS

Sidley Austin Brown & Wood LLP will provide legal representation for Fannie Mae. Stroock & Stroock & Lavan LLP will provide legal representation for the Dealer.

Certain Assumed Characteristics of the Group 3 and Group 4 Mortgage Loans
(As of June 1, 2001)

Group 3—Fixed Rate

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Remaining Term to Maturity ("WARM") (in months)	Weighted Average Loan Age ("WALA") (in months)	Weighted Average Original Term (in months)
\$108,564,352	7.448%	8.092%	314	38	352

Group 4—ARMs (1 Year CMT)

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	WARM (in months)	WALA (in months)	Weighted Average Original Term (in months)	Weighted Average Net Mortgage Interest Rate Life Cap	Mortgage Interest Rate Periodic Cap	Weighted Average Next Interest Adjustment Date (in months)
\$7,983,160	6.779%	7.360%	326	34	360	10.302%	1.0%	8

For any Distribution Date, the "Weighted Average Mortgage Rate" is the weighted average of the Mortgage Interest Rates of the related loans during the preceding calendar month, weighted on the basis of the Stated Principal Balances of the related loans immediately before that Distribution Date. For any Distribution Date, the "Weighted Average Net Mortgage Rate" is the weighted average of the Net Mortgage Rates of the related loans during the preceding calendar month, weighted on the basis of the Stated Principal Balances of the related loans immediately before that Distribution Date. The "Weighted Average Remaining Term to Maturity" is the weighted average remaining amortization term of the related loans during the preceding calendar month, weighted on the basis of the Stated Principal Balances of the related loans immediately before that Distribution Date. The "Weighted Average Loan Age" is the weighted average loan age of the related loans during the preceding calendar month, weighted on the basis of the Stated Principal Balances of the related loans immediately before that Distribution Date. The "Weighted Average Net Mortgage Interest Rate Margin" is the weighted average of the Interest Rate Margins of the Group 4 Mortgage Loans, weighted on the basis of their Stated Principal Balances immediately before that Distribution Date. The "Weighted Average Net Mortgage Interest Rate Life Cap" is the weighted average of the Mortgage Interest Rate Life Caps of the Group 4 Mortgage Loans, less the weighted average of the sum of the related annual servicing fee rates and guaranty fee rates, weighted in each case on the basis of their Stated Principal Balances immediately before that Distribution Date. The "Weighted Average Next Interest Adjustment Date" is the weighted average of the next Interest Adjustment Dates of the Group 4 Mortgage Loans weighted on the basis of their Stated Principal Balances immediately before that Distribution Date.

Available Recombinations (1)

Trust Certificates			RCR Certificates					
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
GH	\$ 73,776,000	GA	\$ 73,776,000	6.00%	FIX	PAC	313920GV6	January 2019
IP	2,634,857 (3)							
Recombination 2								
GY	104,657,000	GB	104,657,000	6.00	FIX	PAC	313920GW4	February 2027
IC	3,737,750 (3)							
Recombination 3								
GH	73,776,000	PA	178,433,000	5.75	FIX	PAC	313920GX2	February 2027
GY	104,657,000							
Recombination 4								
GH	73,776,000	PG	178,433,000	6.00	FIX	PAC	313920GY0	February 2027
IP	2,634,857 (3)							
GY	104,657,000							
IC	3,737,750 (3)							
Recombination 5								
IP	13,174,285 (3)	PI	31,863,035 (3)	7.00	FIX/IO	NTL	313920GZ7	February 2027
IC	18,688,750 (3)							
Recombination 6								
ZD	26,084,000	ZA	52,168,750	7.00	FIX/Z	SUP/NSJ	313920HA1	August 2030
ZE	13,042,000							
ZG	13,042,750							
Recombination 7								
BJ	219,311,000	BA	219,311,000	6.50	FIX	SEQ	313920HB9	May 2028
BE	16,870,076 (3)							
Recombination 8								
BJ	219,311,000	BC	219,311,000	6.25	FIX	SEQ	313920HC7	May 2028
BE	8,435,038 (3)							
Recombination 9								
BJ	219,311,000	BK	253,132,000	6.00	FIX	SEQ	313920HG8	October 2029
BE	16,870,076 (3)	BI	19,471,692 (3)	6.50	FIX/IO	NTL	313920HE3	October 2029
BH	33,821,000							
Recombination 10								
BJ	219,311,000	BG	253,132,000	6.25	FIX	SEQ	313920HF0	October 2029
BE	16,870,076 (3)	BI	9,735,846 (3)	6.50	FIX/IO	NTL	313920HE3	October 2029
BH	33,821,000							
Recombination 11								
BJ	219,311,000	BD	253,132,000	6.50	FIX	SEQ	313920HD5	October 2029
BE	16,870,076 (3)							
BH	33,821,000							

(1) Trust Certificates and RCR Certificates in any recombination may be exchanged only in the proportions shown above.

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

(3) Notional principal balance.

Principal Balance Schedules

GH Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$73,776,000.00	June 2002	\$55,687,711.68	May 2003	\$27,187,300.48
July 2001	72,812,006.21	July 2002	53,550,758.09	June 2003	24,075,997.18
August 2001	71,748,135.41	August 2002	51,320,059.37	July 2003	20,883,422.70
September 2001.....	70,584,582.62	September 2002.....	48,996,491.95	August 2003	17,610,999.53
October 2001	69,321,600.82	October 2002	46,580,986.20	September 2003.....	14,260,193.56
November 2001	67,959,500.91	November 2002	44,074,525.71	October 2003	10,832,512.85
December 2001	66,498,651.63	December 2002	41,478,146.56	November 2003	7,420,858.37
January 2002	64,939,479.43	January 2003	38,792,936.47	December 2003	4,025,110.42
February 2002	63,282,468.31	February 2003	36,020,034.01	January 2004	645,149.86
March 2002	61,528,159.50	March 2003	33,160,627.62	February 2004 and thereafter	0.00
April 2002.....	59,677,151.23	April 2003.....	30,215,954.68		
May 2002	57,730,098.29				

GY Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through January 2004	\$104,657,000.00	January 2005	\$ 65,931,431.21	January 2006	\$ 28,619,126.00
February 2004	101,937,858.11	February 2005	62,746,116.28	February 2006	25,596,708.95
March 2004	98,589,117.17	March 2005	59,574,978.19	March 2006	22,587,167.86
April 2004.....	95,255,809.57	April 2005.....	56,417,905.82	April 2006.....	19,594,559.28
May 2004	91,937,818.41	May 2005	53,274,788.57	May 2006	16,622,661.70
June 2004	88,635,027.34	June 2005	50,145,516.35	June 2006	13,671,141.70
July 2004	85,347,320.54	July 2005	47,029,979.55	July 2006	10,739,670.08
August 2004	82,074,582.73	August 2005	43,928,069.05	August 2006	7,827,921.87
September 2004.....	78,816,699.17	September 2005.....	40,839,676.22	September 2006.....	4,935,576.21
October 2004	75,573,555.66	October 2005	37,764,692.93	October 2006	2,062,316.29
November 2004	72,345,038.52	November 2005	34,703,011.50	November 2006 and thereafter	0.00
December 2004	69,131,034.58	December 2005	31,654,524.76		

PB Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through October 2006	\$101,867,000.00	May 2008	\$ 58,196,345.38	February 2010	\$ 30,223,001.31
November 2006	101,074,829.32	June 2008	56,414,911.21	March 2010	29,290,727.70
December 2006	98,238,806.43	July 2008	54,687,431.46	April 2010	28,386,847.51
January 2007	95,420,942.64	August 2008	53,012,284.76	May 2010	27,510,503.96
February 2007	92,620,936.77	September 2008.....	51,387,898.18	June 2010	26,660,865.96
March 2007	89,838,491.40	October 2008	49,812,745.80	July 2010	25,837,127.34
April 2007.....	87,100,495.04	November 2008	48,285,347.27	August 2010	25,038,506.07
May 2007	84,445,158.46	December 2008	46,804,266.52	September 2010.....	24,264,243.59
June 2007	81,870,003.64	January 2009	45,368,110.37	October 2010	23,513,604.08
July 2007	79,372,626.44	February 2009	43,975,527.33	November 2010	22,785,873.78
August 2007	76,950,694.43	March 2009	42,625,206.27	December 2010	22,080,360.36
September 2007.....	74,601,944.76	April 2009.....	41,315,875.32	January 2011	21,396,392.24
October 2007	72,324,182.07	May 2009	40,046,300.60	February 2011	20,733,318.01
November 2007.....	70,115,276.52	June 2009	38,815,285.18	March 2011	20,090,505.80
December 2007	67,973,161.78	July 2009	37,621,667.91	April 2011.....	19,467,342.70
January 2008	65,895,833.24	August 2009	36,464,322.40	May 2011	18,863,234.22
February 2008	63,881,346.08	September 2009.....	35,342,155.96	June 2011	18,277,603.71
March 2008	61,927,813.56	October 2009	34,254,108.61	July 2011	17,709,891.83
April 2008.....	60,033,405.25	November 2009	33,199,152.09	August 2011	17,159,556.05
		December 2009	32,176,288.93	September 2011.....	16,626,070.15
		January 2010	31,184,551.55	October 2011	16,108,923.71

PB Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2011	\$ 15,607,621.65	September 2016	\$ 2,413,386.94	July 2021	\$ 334,912.10
December 2011	15,121,683.77	October 2016	2,335,276.54	August 2021	323,182.85
January 2012	14,650,644.32	November 2016	2,259,625.34	September 2021	311,841.27
February 2012	14,194,051.55	December 2016	2,186,357.36	October 2021	300,874.97
March 2012	13,751,467.29	January 2017	2,115,398.91	November 2021	290,271.98
April 2012	13,322,466.55	February 2017	2,046,678.58	December 2021	280,020.68
May 2012	12,906,637.14	March 2017	1,980,127.11	January 2022	270,109.81
June 2012	12,503,579.27	April 2017	1,915,677.37	February 2022	260,528.48
July 2012	12,112,905.17	May 2017	1,853,264.28	March 2022	251,266.12
August 2012	11,734,238.77	June 2017	1,792,824.74	April 2022	242,312.50
September 2012	11,367,215.29	July 2017	1,734,297.58	May 2022	233,657.72
October 2012	11,011,480.97	August 2017	1,677,623.50	June 2022	225,292.18
November 2012	10,666,692.68	September 2017	1,622,745.01	July 2022	217,206.58
December 2012	10,332,517.65	October 2017	1,569,606.39	August 2022	209,391.91
January 2013	10,008,633.12	November 2017	1,518,153.62	September 2022	201,839.44
February 2013	9,694,726.07	December 2017	1,468,334.32	October 2022	194,540.74
March 2013	9,390,492.91	January 2018	1,420,097.72	November 2022	187,487.60
April 2013	9,095,639.20	February 2018	1,373,394.61	December 2022	180,672.11
May 2013	8,809,879.40	March 2018	1,328,177.29	January 2023	174,086.59
June 2013	8,532,936.56	April 2018	1,284,399.51	February 2023	167,723.59
July 2013	8,264,542.10	May 2018	1,242,016.45	March 2023	161,575.92
August 2013	8,004,435.55	June 2018	1,200,984.65	April 2023	155,636.59
September 2013	7,752,364.29	July 2018	1,161,262.00	May 2023	149,898.86
October 2013	7,508,083.33	August 2018	1,122,807.67	June 2023	144,356.17
November 2013	7,271,355.08	September 2018	1,085,582.08	July 2023	139,002.20
December 2013	7,041,949.13	October 2018	1,049,546.88	August 2023	133,830.80
January 2014	6,819,642.03	November 2018	1,014,664.89	September 2023	128,836.03
February 2014	6,604,217.08	December 2018	980,900.07	October 2023	124,012.13
March 2014	6,395,464.13	January 2019	948,217.49	November 2023	119,353.53
April 2014	6,193,179.38	February 2019	916,583.30	December 2023	114,854.84
May 2014	5,997,165.20	March 2019	885,964.67	January 2024	110,510.83
June 2014	5,807,229.94	April 2019	856,329.82	February 2024	106,316.44
July 2014	5,623,187.74	May 2019	827,647.90	March 2024	102,266.76
August 2014	5,444,858.36	June 2019	799,889.06	April 2024	98,357.06
September 2014	5,272,067.03	July 2019	773,024.32	May 2024	94,582.74
October 2014	5,104,644.26	August 2019	747,025.63	June 2024	90,939.35
November 2014	4,942,425.70	September 2019	721,865.79	July 2024	87,422.58
December 2014	4,785,251.97	October 2019	697,518.44	August 2024	84,028.28
January 2015	4,632,968.52	November 2019	673,958.04	September 2024	80,752.39
February 2015	4,485,425.49	December 2019	651,159.83	October 2024	77,591.01
March 2015	4,342,477.57	January 2020	629,099.82	November 2024	74,540.36
April 2015	4,203,983.82	February 2020	607,754.76	December 2024	71,596.78
May 2015	4,069,807.63	March 2020	587,102.11	January 2025	68,756.72
June 2015	3,939,816.47	April 2020	567,120.05	February 2025	66,016.74
July 2015	3,813,881.89	May 2020	547,787.40	March 2025	63,373.53
August 2015	3,691,879.31	June 2020	529,083.67	April 2025	60,823.87
September 2015	3,573,687.93	July 2020	510,988.99	May 2025	58,364.65
October 2015	3,459,190.61	August 2020	493,484.09	June 2025	55,992.85
November 2015	3,348,273.81	September 2020	476,550.33	July 2025	53,705.55
December 2015	3,240,827.39	October 2020	460,169.63	August 2025	51,499.94
January 2016	3,136,744.59	November 2020	444,324.46	September 2025	49,373.28
February 2016	3,035,921.87	December 2020	428,997.85	October 2025	47,322.92
March 2016	2,938,258.87	January 2021	414,173.35	November 2025	45,346.32
April 2016	2,843,658.25	February 2021	399,835.03	December 2025	43,440.98
May 2016	2,752,025.65	March 2021	385,967.44	January 2026	41,604.52
June 2016	2,663,269.59	April 2021	372,555.63	February 2026	39,834.61
July 2016	2,577,301.35	May 2021	359,585.09	March 2026	38,129.01
August 2016	2,494,034.93	June 2021	347,041.78	April 2026	36,485.55

PB Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2026	\$ 34,902.13	January 2028	\$ 13,141.36	August 2029	\$ 3,667.04
June 2026	33,376.70	February 2028	12,436.80	September 2029	3,350.33
July 2026	31,907.32	March 2028	11,759.98	October 2029	3,047.46
August 2026	30,492.06	April 2028	11,109.94	November 2029	2,757.90
September 2026	29,129.09	May 2028	10,485.72	December 2029	2,481.18
October 2026	27,816.63	June 2028	9,886.41	January 2030	2,216.81
November 2026	26,552.95	July 2028	9,311.14	February 2030	1,964.34
December 2026	25,336.38	August 2028	8,759.04	March 2030	1,723.32
January 2027	24,165.32	September 2028	8,229.28	April 2030	1,493.32
February 2027	23,038.19	October 2028	7,721.09	May 2030	1,273.92
March 2027	21,953.49	November 2028	7,233.67	June 2030	1,064.73
April 2027	20,909.77	December 2028	6,766.29	July 2030	865.36
May 2027	19,905.60	January 2029	6,318.23	August 2030	675.44
June 2027	18,939.62	February 2029	5,888.78	September 2030	494.60
July 2027	18,010.51	March 2029	5,477.29	October 2030	322.51
August 2027	17,116.98	April 2029	5,083.09	November 2030	158.81
September 2027	16,257.82	May 2029	4,705.57	December 2030	3.20
October 2027	15,431.81	June 2029	4,344.10	January 2031 and thereafter	0.00
November 2027	14,637.80	July 2029	3,998.12		
December 2027	13,874.68				

JL 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	\$75,000,000.00	February 2003	\$54,662,172.98	October 2004	\$18,956,999.48
July 2001	74,743,749.09	March 2003	52,923,272.60	November 2004	17,524,716.45
August 2001	74,401,951.36	April 2003	51,133,905.45	December 2004	16,132,239.91
September 2001	73,974,794.18	May 2003	49,297,323.83	January 2005	14,778,853.51
October 2001	73,462,636.91	June 2003	47,416,881.88	February 2005	13,463,852.52
November 2001	72,866,011.71	July 2003	45,496,027.83	March 2005	12,186,543.59
December 2001	72,185,623.84	August 2003	43,538,296.01	April 2005	10,946,244.64
January 2002	71,422,351.47	September 2003	41,547,298.56	May 2005	9,742,284.66
February 2002	70,577,245.13	October 2003	39,526,716.88	June 2005	8,574,003.53
March 2002	69,651,526.61	November 2003	37,556,397.73	July 2005	7,440,751.83
April 2002	68,646,587.45	December 2003	35,635,456.12	August 2005	6,341,890.73
May 2002	67,563,986.91	January 2004	33,763,021.27	September 2005	5,276,791.77
June 2002	66,405,449.53	February 2004	31,938,236.42	October 2005	4,244,836.74
July 2002	65,172,862.21	March 2004	30,160,258.60	November 2005	3,245,417.47
August 2002	63,868,270.80	April 2004	28,428,258.42	December 2005	2,277,935.71
September 2002	62,493,876.27	May 2004	26,741,419.84	January 2006	1,341,802.99
October 2002	61,052,030.43	June 2004	25,098,939.99	February 2006	436,440.42
November 2002	59,545,231.22	July 2004	23,500,028.95	March 2006 and thereafter	0.00
December 2002	57,976,117.49	August 2004	21,943,909.55		
January 2003	56,347,463.52	September 2004	20,429,817.15		

JA 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	\$23,484,000.00	February 2002	\$20,714,293.99	October 2002	\$14,749,223.54
July 2001	23,323,525.43	March 2002	20,134,572.03	November 2002	13,805,605.60
August 2001	23,109,478.02	April 2002	19,505,238.93	December 2002	12,822,963.82
September 2001	22,841,975.11	May 2002	18,827,271.16	January 2003	11,803,035.55
October 2001	22,521,241.74	June 2002	18,101,748.72	February 2003	10,747,639.21
November 2001	22,147,611.17	July 2002	17,329,853.23	March 2003	9,658,670.23
December 2001	21,721,525.07	August 2002	16,512,865.90	April 2003	8,538,096.95
January 2002	21,243,533.38	September 2002	15,652,165.07	May 2003	7,387,956.08

JA Class (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
June 2003	\$ 6,210,348.11	October 2003	\$ 1,269,211.18
July 2003	5,007,432.47	November 2003	35,318.52
August 2003	3,781,422.49	December 2003 and thereafter	0.00
September 2003	2,534,580.25		

JB 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 November 2003	\$23,484,000.00	September 2004	\$12,793,968.69	July 2005	\$ 4,659,696.43
December 2003	22,316,348.04	October 2004	11,871,631.36	August 2005	3,971,545.65
January 2004	21,143,754.44	November 2004	10,974,678.43	September 2005	3,304,538.08
February 2004	20,001,001.17	December 2004	10,102,653.92	October 2005	2,658,286.56
March 2004	18,887,560.34	January 2005	9,255,109.22	November 2005	2,032,410.23
April 2004	17,802,912.55	February 2005	8,431,603.00	December 2005	1,426,534.46
May 2004	16,746,546.76	March 2005	7,631,701.06	January 2006	840,290.71
June 2004	15,717,960.18	April 2005	6,854,976.24	February 2006	273,316.45
July 2004	14,716,658.13	May 2005	6,101,008.35	March 2006 and thereafter	0.00
August 2004	13,742,153.91	June 2005	5,369,383.97		

Targeted Group 1 MBS 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	\$500,000,000.00	February 2004	\$336,385,468.90	October 2006	\$173,486,129.75
July 2001	498,745,642.69	March 2004	329,534,138.02	November 2006	169,910,450.15
August 2001	497,194,408.34	April 2004	322,820,156.80	December 2006	166,406,986.44
September 2001	495,346,927.03	May 2004	316,240,799.52	January 2007	162,974,298.61
October 2001	493,204,356.57	June 2004	309,793,394.22	February 2007	159,610,975.16
November 2001	490,768,385.30	July 2004	303,475,321.58	March 2007	156,315,632.51
December 2001	488,041,233.46	August 2004	297,284,013.96	April 2007	153,086,914.42
January 2002	485,025,652.96	September 2004	291,216,954.35	May 2007	149,923,491.50
February 2002	481,724,925.60	October 2004	285,271,675.37	June 2007	146,824,060.67
March 2002	478,142,859.71	November 2004	279,445,758.29	July 2007	143,787,344.60
April 2002	474,283,785.21	December 2004	273,736,832.12	August 2007	140,812,091.28
May 2002	470,152,547.00	January 2005	268,142,572.62	September 2007	137,897,073.45
June 2002	465,754,496.87	February 2005	262,660,701.41	October 2007	135,041,088.15
July 2002	461,095,483.69	March 2005	257,288,985.06	November 2007	132,242,956.23
August 2002	456,181,842.08	April 2005	252,025,234.21	December 2007	129,501,521.90
September 2002	451,020,379.53	May 2005	246,867,302.72	January 2008	126,815,652.24
October 2002	445,618,361.96	June 2005	241,813,086.77	February 2008	124,184,236.77
November 2002	439,983,497.76	July 2005	236,860,524.12	March 2008	121,606,187.00
December 2002	434,123,920.43	August 2005	232,007,593.18	April 2008	119,080,436.01
January 2003	428,048,169.79	September 2005	227,252,312.30	May 2008	116,605,938.00
February 2003	421,765,171.75	October 2005	222,592,738.95	June 2008	114,181,667.92
March 2003	415,284,216.92	November 2005	218,026,968.96	July 2008	111,806,620.99
April 2003	408,614,937.88	December 2005	213,553,135.75	August 2008	109,479,812.37
May 2003	401,767,285.38	January 2006	209,169,409.62	September 2008	107,200,276.73
June 2003	394,751,503.33	February 2006	204,873,996.99	October 2008	104,967,067.89
July 2003	387,578,102.97	March 2006	200,665,139.73	November 2008	102,779,258.40
August 2003	380,257,836.01	April 2006	196,541,114.42	December 2008	100,635,939.22
September 2003	372,801,666.96	May 2006	192,500,231.70	January 2009	98,536,219.33
October 2003	365,220,744.84	June 2006	188,540,835.61	February 2009	96,479,225.38
November 2003	357,791,645.39	July 2006	184,661,302.87	March 2009	94,464,101.35
December 2003	350,511,357.64	August 2006	180,860,042.33	April 2009	92,490,008.19
January 2004	343,376,929.97	September 2006	177,135,494.25	May 2009	90,556,123.49

Targeted Group 1 MBS (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>
June 2009	\$ 88,661,641.20	April 2014	\$ 25,384,096.33	February 2019	\$ 6,743,404.32
July 2009	86,805,771.21	May 2014	24,829,755.32	March 2019	6,584,274.57
August 2009	84,987,739.12	June 2014	24,286,999.37	April 2019	6,428,610.40
September 2009	83,206,785.92	July 2014	23,755,592.50	May 2019	6,276,339.49
October 2009	81,462,167.64	August 2014	23,235,303.47	June 2019	6,127,391.01
November 2009	79,753,155.09	September 2014	22,725,905.68	July 2019	5,981,695.56
December 2009	78,079,033.57	October 2014	22,227,177.06	August 2019	5,839,185.13
January 2010	76,439,102.56	November 2014	21,738,900.02	September 2019	5,699,793.15
February 2010	74,832,675.47	December 2014	21,260,861.31	October 2019	5,563,454.35
March 2010	73,259,079.34	January 2015	20,792,851.97	November 2019	5,430,104.82
April 2010	71,717,654.58	February 2015	20,334,667.24	December 2019	5,299,681.95
May 2010	70,207,754.73	March 2015	19,886,106.47	January 2020	5,172,124.41
June 2010	68,728,746.15	April 2015	19,446,973.03	February 2020	5,047,372.11
July 2010	67,280,007.81	May 2015	19,017,074.25	March 2020	4,925,366.19
August 2010	65,860,931.03	June 2015	18,596,221.32	April 2020	4,806,049.00
September 2010	64,470,919.22	July 2015	18,184,229.23	May 2020	4,689,364.05
October 2010	63,109,387.67	August 2015	17,780,916.69	June 2020	4,575,256.03
November 2010	61,775,763.29	September 2015	17,386,106.07	July 2020	4,463,670.75
December 2010	60,469,484.38	October 2015	16,999,623.27	August 2020	4,354,555.11
January 2011	59,190,000.45	November 2015	16,621,297.73	September 2020	4,247,857.11
February 2011	57,936,771.93	December 2015	16,250,962.31	October 2020	4,143,525.82
March 2011	56,709,270.00	January 2016	15,888,453.23	November 2020	4,041,511.35
April 2011	55,506,976.37	February 2016	15,533,610.01	December 2020	3,941,764.83
May 2011	54,329,383.07	March 2016	15,186,275.40	January 2021	3,844,238.37
June 2011	53,175,992.23	April 2016	14,846,295.31	February 2021	3,748,885.10
July 2011	52,046,315.92	May 2016	14,513,518.77	March 2021	3,655,659.09
August 2011	50,939,875.90	June 2016	14,187,797.83	April 2021	3,564,515.35
September 2011	49,856,203.48	July 2016	13,868,987.53	May 2021	3,475,409.81
October 2011	48,794,839.29	August 2016	13,556,945.85	June 2021	3,388,299.31
November 2011	47,755,333.12	September 2016	13,251,533.61	July 2021	3,303,141.59
December 2011	46,737,243.74	October 2016	12,952,614.44	August 2021	3,219,895.23
January 2012	45,740,138.72	November 2016	12,660,054.72	September 2021	3,138,519.68
February 2012	44,763,594.22	December 2016	12,373,723.55	October 2021	3,058,975.22
March 2012	43,807,194.90	January 2017	12,093,492.64	November 2021	2,981,222.95
April 2012	42,870,533.65	February 2017	11,819,236.30	December 2021	2,905,224.75
May 2012	41,953,211.53	March 2017	11,550,831.39	January 2022	2,830,943.32
June 2012	41,054,837.52	April 2017	11,288,157.25	February 2022	2,758,342.10
July 2012	40,175,028.42	May 2017	11,031,095.64	March 2022	2,687,385.29
August 2012	39,313,408.69	June 2017	10,779,530.73	April 2022	2,618,037.82
September 2012	38,469,610.26	July 2017	10,533,349.04	May 2022	2,550,265.37
October 2012	37,643,272.42	August 2017	10,292,439.35	June 2022	2,484,034.29
November 2012	36,834,041.68	September 2017	10,056,692.73	July 2022	2,419,311.66
December 2012	36,041,571.57	October 2017	9,826,002.42	August 2022	2,356,065.22
January 2013	35,265,522.57	November 2017	9,600,263.84	September 2022	2,294,263.37
February 2013	34,505,561.95	December 2017	9,379,374.51	October 2022	2,233,875.18
March 2013	33,761,363.60	January 2018	9,163,234.05	November 2022	2,174,870.34
April 2013	33,032,607.95	February 2018	8,951,744.09	December 2022	2,117,219.20
May 2013	32,318,981.80	March 2018	8,744,808.26	January 2023	2,060,892.68
June 2013	31,620,178.24	April 2018	8,542,332.15	February 2023	2,005,862.33
July 2013	30,935,896.46	May 2018	8,344,223.26	March 2023	1,952,100.28
August 2013	30,265,841.71	June 2018	8,150,390.95	April 2023	1,899,579.24
September 2013	29,609,725.09	July 2018	7,960,746.44	May 2023	1,848,272.49
October 2013	28,967,263.51	August 2018	7,775,202.74	June 2023	1,798,153.86
November 2013	28,338,179.55	September 2018	7,593,674.63	July 2023	1,749,197.71
December 2013	27,722,201.31	October 2018	7,416,078.62	August 2023	1,701,378.95
January 2014	27,119,062.36	November 2018	7,242,332.91	September 2023	1,654,673.00
February 2014	26,528,501.61	December 2018	7,072,357.36	October 2023	1,609,055.81
March 2014	25,950,263.18	January 2019	6,906,073.47	November 2023	1,564,503.80

Targeted Group 1 MBS (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>
December 2023	\$ 1,520,993.90	June 2026	\$ 603,356.44	December 2028	\$ 173,557.46
January 2024	1,478,503.51	July 2026	582,969.25	January 2029	164,382.09
February 2024	1,437,010.52	August 2026	563,093.18	February 2029	155,462.00
March 2024	1,396,493.25	September 2026	543,716.77	March 2029	146,791.19
April 2024	1,356,930.50	October 2026	524,828.80	April 2029	138,363.83
May 2024	1,318,301.49	November 2026	506,418.30	May 2029	130,174.17
June 2024	1,280,585.89	December 2026	488,474.52	June 2029	122,216.62
July 2024	1,243,763.79	January 2027	470,986.95	July 2029	114,485.71
August 2024	1,207,815.68	February 2027	453,945.29	August 2029	106,976.06
September 2024	1,172,722.48	March 2027	437,339.47	September 2029	99,682.45
October 2024	1,138,465.50	April 2027	421,159.62	October 2029	92,599.73
November 2024	1,105,026.44	May 2027	405,396.11	November 2029	85,722.90
December 2024	1,072,387.37	June 2027	390,039.48	December 2029	79,047.04
January 2025	1,040,530.77	July 2027	375,080.49	January 2030	72,567.36
February 2025	1,009,439.45	August 2027	360,510.10	February 2030	66,279.16
March 2025	979,096.60	September 2027	346,319.45	March 2030	60,177.86
April 2025	949,485.76	October 2027	332,499.89	April 2030	54,258.96
May 2025	920,590.82	November 2027	319,042.94	May 2030	48,518.06
June 2025	892,395.98	December 2027	305,940.30	June 2030	42,950.89
July 2025	864,885.82	January 2028	293,183.85	July 2030	37,553.22
August 2025	838,045.20	February 2028	280,765.66	August 2030	32,320.96
September 2025	811,859.32	March 2028	268,677.94	September 2030	27,250.09
October 2025	786,313.69	April 2028	256,913.10	October 2030	22,336.68
November 2025	761,394.13	May 2028	245,463.68	November 2030	17,576.89
December 2025	737,086.73	June 2028	234,322.41	December 2030	12,966.96
January 2026	713,377.92	July 2028	223,482.16	January 2031	8,503.21
February 2026	690,254.38	August 2028	212,935.97	February 2031	4,182.06
March 2026	667,703.07	September 2028	202,677.00	March 2031 and thereafter	0.00
April 2026	645,711.26	October 2028	192,698.59		
May 2026	624,266.46	November 2028	182,994.20		

GA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$73,776,000.00	June 2002	\$55,687,711.68	May 2003	\$27,187,300.48
July 2001	72,812,006.21	July 2002	53,550,758.09	June 2003	24,075,997.18
August 2001	71,748,135.41	August 2002	51,320,059.37	July 2003	20,883,422.70
September 2001	70,584,582.62	September 2002	48,996,491.95	August 2003	17,610,999.53
October 2001	69,321,600.82	October 2002	46,580,986.20	September 2003	14,260,193.56
November 2001	67,959,500.91	November 2002	44,074,525.71	October 2003	10,832,512.85
December 2001	66,498,651.63	December 2002	41,478,146.56	November 2003	7,420,858.37
January 2002	64,939,479.43	January 2003	38,792,936.47	December 2003	4,025,110.42
February 2002	63,282,468.31	February 2003	36,020,034.01	January 2004	645,149.86
March 2002	61,528,159.50	March 2003	33,160,627.62	February 2004 and thereafter	0.00
April 2002	59,677,151.23	April 2003	30,215,954.68		
May 2002	57,730,098.29				

GB Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through January 2004	\$104,657,000.00	May 2004	\$ 91,937,818.41	November 2004	\$ 72,345,038.52
February 2004	101,937,858.11	June 2004	88,635,027.34	December 2004	69,131,034.58
March 2004	98,589,117.17	July 2004	85,347,320.54	January 2005	65,931,431.21
April 2004	95,255,809.57	August 2004	82,074,582.73	February 2005	62,746,116.28
		September 2004	78,816,699.17	March 2005	59,574,978.19
		October 2004	75,573,555.66	April 2005	56,417,905.82

GB Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
May 2005	\$ 53,274,788.57	December 2005	\$ 31,654,524.76	July 2006	\$ 10,739,670.08
June 2005	50,145,516.35	January 2006	28,619,126.00	August 2006	7,827,921.87
July 2005	47,029,979.55	February 2006	25,596,708.95	September 2006	4,935,576.21
August 2005	43,928,069.05	March 2006	22,587,167.86	October 2006	2,062,316.29
September 2005	40,839,676.22	April 2006	19,594,559.28	November 2006 and thereafter	0.00
October 2005	37,764,692.93	May 2006	16,622,661.70		
November 2005	34,703,011.50	June 2006	13,671,141.70		

PA Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$178,433,000.00	May 2003	\$131,844,300.48	March 2005	\$ 59,574,978.19
July 2001	177,469,006.21	June 2003	128,732,997.18	April 2005	56,417,905.82
August 2001	176,405,135.41	July 2003	125,540,422.70	May 2005	53,274,788.57
September 2001	175,241,582.62	August 2003	122,267,999.53	June 2005	50,145,516.35
October 2001	173,978,600.82	September 2003	118,917,193.56	July 2005	47,029,979.55
November 2001	172,616,500.91	October 2003	115,489,512.85	August 2005	43,928,069.05
December 2001	171,155,651.63	November 2003	112,077,858.37	September 2005	40,839,676.22
January 2002	169,596,479.43	December 2003	108,682,110.42	October 2005	37,764,692.93
February 2002	167,939,468.31	January 2004	105,302,149.86	November 2005	34,703,011.50
March 2002	166,185,159.50	February 2004	101,937,858.11	December 2005	31,654,524.76
April 2002	164,334,151.23	March 2004	98,589,117.17	January 2006	28,619,126.00
May 2002	162,387,098.29	April 2004	95,255,809.57	February 2006	25,596,708.95
June 2002	160,344,711.68	May 2004	91,937,818.41	March 2006	22,587,167.86
July 2002	158,207,758.09	June 2004	88,635,027.34	April 2006	19,594,559.28
August 2002	155,977,059.37	July 2004	85,347,320.54	May 2006	16,622,661.70
September 2002	153,653,491.95	August 2004	82,074,582.73	June 2006	13,671,141.70
October 2002	151,237,986.20	September 2004	78,816,699.17	July 2006	10,739,670.08
November 2002	148,731,525.71	October 2004	75,573,555.66	August 2006	7,827,921.87
December 2002	146,135,146.56	November 2004	72,345,038.52	September 2006	4,935,576.21
January 2003	143,449,936.47	December 2004	69,131,034.58	October 2006	2,062,316.29
February 2003	140,677,034.01	January 2005	65,931,431.21	November 2006 and thereafter	0.00
March 2003	137,817,627.62	February 2005	62,746,116.28		
April 2003	134,872,954.68				

PG Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$178,433,000.00	December 2002	\$146,135,146.56	June 2004	\$ 88,635,027.34
July 2001	177,469,006.21	January 2003	143,449,936.47	July 2004	85,347,320.54
August 2001	176,405,135.41	February 2003	140,677,034.01	August 2004	82,074,582.73
September 2001	175,241,582.62	March 2003	137,817,627.62	September 2004	78,816,699.17
October 2001	173,978,600.82	April 2003	134,872,954.68	October 2004	75,573,555.66
November 2001	172,616,500.91	May 2003	131,844,300.48	November 2004	72,345,038.52
December 2001	171,155,651.63	June 2003	128,732,997.18	December 2004	69,131,034.58
January 2002	169,596,479.43	July 2003	125,540,422.70	January 2005	65,931,431.21
February 2002	167,939,468.31	August 2003	122,267,999.53	February 2005	62,746,116.28
March 2002	166,185,159.50	September 2003	118,917,193.56	March 2005	59,574,978.19
April 2002	164,334,151.23	October 2003	115,489,512.85	April 2005	56,417,905.82
May 2002	162,387,098.29	November 2003	112,077,858.37	May 2005	53,274,788.57
June 2002	160,344,711.68	December 2003	108,682,110.42	June 2005	50,145,516.35
July 2002	158,207,758.09	January 2004	105,302,149.86	July 2005	47,029,979.55
August 2002	155,977,059.37	February 2004	101,937,858.11	August 2005	43,928,069.05
September 2002	153,653,491.95	March 2004	98,589,117.17	September 2005	40,839,676.22
October 2002	151,237,986.20	April 2004	95,255,809.57	October 2005	37,764,692.93
November 2002	148,731,525.71	May 2004	91,937,818.41	November 2005	34,703,011.50

PG Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
December 2005	\$ 31,654,524.76	May 2006	\$ 16,622,661.70	September 2006.....	\$ 4,935,576.21
January 2006	28,619,126.00	June 2006	13,671,141.70	October 2006	2,062,316.29
February 2006	25,596,708.95	July 2006	10,739,670.08	November 2006 and thereafter	0.00
March 2006	22,587,167.86				
April 2006.....	19,594,559.28	August 2006	7,827,921.87		

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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\$916,547,512
(Approximate)



Guaranteed
Pass-Through Certificates
Fannie Mae Trust 2001-29

PROSPECTUS SUPPLEMENT

Bear, Stearns & Co. Inc.

May 11, 2001