

\$884,857,228



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2001-57**

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, 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

- Fannie Mae MBS,
- Fannie Mae Stripped MBS, and
- underlying REMIC certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
F	1	\$348,200,820	PT	(1)	FLT	313921 J D 1	June 2031
S	1	348,200,820(2)	NTL	(1)	INV/IO	313921 J E 9	June 2031
PK	2	23,292,923(2)	NTL	6.50%	FIX/IO	313921 J F 6	April 2026
PA	2	76,377,000	PAC	5.50	FIX	313921 J G 4	August 2018
PB	2	100,036,000	PAC	5.75	FIX	313921 J H 2	April 2026
PC	2	96,799,000	PAC	6.50	FIX	313921 J J 8	September 2030
PD	2	32,204,000	PAC	6.50	FIX	313921 J K 5	October 2031
D	2	18,680,000	SCH	6.50	FIX	313921 J L 3	October 2031
DA	2	27,231,000	SCH	6.50	FIX	313921 J M 1	March 2031
DB	2	9,700,000	SCH	6.50	FIX	313921 J N 9	August 2031
DC	2	5,947,000	SCH	6.50	FIX	313921 J P 4	October 2031
GA	2	9,414,000	SUP	6.50	FIX	313921 J Q 2	November 2030
GB	2	2,695,000	SUP	6.50	FIX	313921 J R 0	February 2031
GC	2	966,000	SUP	6.50	FIX	313921 J S 8	April 2031
GD	2	5,374,000	SUP	6.50	FIX	313921 J T 6	October 2031
EJ	2	3,000,000	SUP	6.50	FIX	313921 J U 3	October 2030
EK	2	3,000,000	SUP	7.00	FIX	313921 J V 1	October 2030
EA	2	24,206,000	SUP	6.75	FIX	313921 J W 9	October 2030
EB	2	9,992,000	SUP	6.75	FIX	313921 J X 7	February 2031
EC	2	2,480,000	SUP	6.75	FIX	313921 J Y 5	March 2031
ED	2	13,507,259	SUP	6.75	FIX	313921 J Z 2	October 2031
FD	2	5,062,500	SUP	(1)	FLT	313921 K A 5	October 2031
SD	2	845,454	SUP	(1)	INV	313921 K B 3	October 2031
TD	2	92,046	SUP	(1)	INV	313921 K C 1	October 2031
EO	2	2,391,741	SUP	(3)	PO	313921 K D 9	October 2031
FA	3	50,000,000	PT	(1)	FLT	313921 K E 7	June 2031
SA	3	50,000,000(2)	NTL	(1)	INV/IO	313921 K F 4	June 2031
A	4	13,500,000	SC/PT	6.50	FIX	313921 K G 2	March 2024
B	5	23,156,408	SC/PT	6.50	FIX	313921 K H 0	January 2009
R		0	NPR	0	NPR	313921 K J 6	October 2031
RL		0	NPR	0	NPR	313921 K K 3	October 2031

(1) Based on LIBOR.

(2) Notional balances. These classes are interest only classes.

(3) Principal only class.

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

Goldman, Sachs & Co.

The date of this Prospectus Supplement is September 5, 2001

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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”):

- the Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated September 18, 1998 (the “REMIC Prospectus”);
- the Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates dated October 1, 1999 (the “MBS Prospectus”);
- if you are purchasing any Group 1 or Group 3 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated March 30, 2000 (the “SMBS Prospectus”);
- if you are purchasing any Group 4 or Group 5 Classes or the R or RL Class, the disclosure documents relating to the underlying REMIC certificates (the “Underlying REMIC Disclosure Documents”); and
- 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, except the Underlying REMIC Disclosure Document, by writing or calling the dealer at:

Goldman, Sachs & Co.
Prospectus Department
85 Broad Street, Concourse Level
New York, New York 10004
(telephone 212-902-1171).

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 SMBS
2	Group 2 MBS
3	Group 3 SMBS
4	Class 1994-41-FE REMIC Certificate Class 1994-41-SE REMIC Certificate
5	Class 1994-7-F REMIC Certificate Class 1994-7-S REMIC Certificate

Assumed Characteristics of the Mortgage Loans Underlying the SMBS and the Group 2 MBS (as of September 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 SMBS*	\$348,200,820	360	354	5	6.729%
Group 2 MBS	\$450,000,000	360	358	2	7.050%
Group 3 SMBS**	\$ 50,000,000	360	354	5	6.729%

* The Group 1 SMBS will represent ownership of (i) interest payments at a pass-through rate of 6.00% on an initial notional principal amount of \$493,284,495 and (ii) principal payments on an initial principal amount of \$348,200,820 of MBS. See "Description of the Certificates—The SMBS—Group 1 SMBS" in this prospectus supplement.

** The Group 3 SMBS will represent ownership of (i) interest payments at a pass-through rate of 6.00% on an initial notional principal amount of \$75,000,000 and (ii) principal payments on an initial principal amount of \$50,000,000 of MBS. See "Description of the Certificates—The SMBS—Group 3 SMBS" in this prospectus supplement.

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.

Characteristics of the Underlying REMIC Certificates

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

Class Factors

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

Settlement Date

We expect to issue the certificates on September 28, 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, 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>Physical</u>
All Classes of certificates other than the R and RL Classes	R and RL Classes

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.

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below, except that the initial interest rates for the F, S, FA and SA Classes are assumed rates. 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	4.08000% (2)	8.50000%	0.50%	LIBOR + 50 basis points
S	4.42000% (2)	8.00000%	0.00%	8% - LIBOR
FD	4.88000%	8.00000%	1.30%	LIBOR + 130 basis points
SD	17.48467%	38.92137%	0.00%	38.92137% - (5.98790323 × LIBOR)
TD	11.00000%	11.00000%	0.00%	368.5% - (55 × LIBOR)
FA	3.95000% (2)	9.00000%	0.45%	LIBOR + 45 basis points
SA	5.05000% (2)	8.55000%	0.00%	8.55% - LIBOR

(1) We will establish LIBOR on the basis of the "BBA Method."
 (2) Assumed initial interest rate. We will calculate the actual interest rate for this Class on September 21, 2001.

Notional Classes

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

<u>Class</u>	
S	100% of the F Class
PK	15.3846153846% of the PA Class
	11.5384615385% of the PB Class
SA	100% of the FA Class

Distributions of Principal

Group 1 Principal Distribution Amount

To the F Class to zero.

Group 2 Principal Distribution Amount

1. To the PA, PB, PC and PD Classes, in that order, to their Planned Balances.
2. (a) 30.3453653465% of the remaining amount to the D Class to its Scheduled Balance, and
(b) 69.6546346535% of such remaining amount to the DA, DB and DC Classes, in that order, to their Scheduled Balances.
3. (a) 22.2207501265% of the remaining amount to the GA, GB, GC and GD Classes, in that order, to zero,
(b) 2.8807132705% of such remaining amount to the EO Class to zero, and
(c) 74.8985366030% of such remaining amount, as follows:
first, to the EA, EJ and EK Classes, pro rata, to zero;
second, to the EB and EC Classes, in that order, to zero; and
third, to the ED, FD, SD and TD Classes, pro rata, to zero.
4. (a) 30.3453653465% of the remaining amount to the D Class to zero, and
(b) 69.6546346535% of such remaining amount to the DA, DB and DC Classes, in that order, to zero.
5. To the PA, PB, PC and PD Classes, in that order, to zero.

Group 3 Principal Distribution Amount

To the FA Class to zero.

Group 4 Principal Distribution Amount

To the A Class to zero.

Group 5 Principal Distribution Amount

To the B Class to zero.

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>162%</u>	<u>300%</u>	<u>500%</u>	
F and S	20.8	11.2	8.5	5.4	3.5	
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>	
PK	13.1	4.2	4.2	4.2	3.0	
PA	8.6	2.6	2.6	2.6	2.3	
PB	17.7	5.9	5.9	5.9	3.7	
PC	23.1	11.0	11.0	11.0	6.0	
PD	25.7	19.6	19.6	19.6	10.8	
	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>138%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>
D	25.7	11.8	4.0	4.0	3.5	1.8
DA	24.6	9.0	1.9	1.9	1.9	1.4
DB	27.5	16.0	5.9	5.9	5.6	2.3
DC	27.8	17.5	10.4	10.4	7.3	2.5
GA	28.5	20.8	15.5	2.4	1.7	0.8
GB	29.2	24.5	20.7	5.3	3.0	1.4
GC	29.4	25.7	22.5	8.7	3.4	1.6
GD	29.7	27.9	26.1	19.6	4.5	1.8
EJ, EK and EA	28.5	20.6	15.3	2.3	1.6	0.8
EB	29.2	24.3	20.4	5.1	2.9	1.4
EC	29.4	25.5	22.2	7.0	3.3	1.6
ED, FD, SD and TD	29.7	27.7	25.9	19.0	4.4	1.8
EO	29.0	23.6	19.7	8.2	2.8	1.2
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>162%</u>	<u>300%</u>	<u>500%</u>	
FA and SA	20.8	11.2	8.5	5.4	3.5	
<u>Group 4 Class</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>298%</u>	<u>500%</u>	<u>600%</u>	
A	21.2	16.6	7.2	1.6	1.1	
<u>Group 5 Class</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>237%</u>	<u>400%</u>	<u>500%</u>	
B	6.5	5.5	4.7	3.6	2.9	

* 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 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 mortgage loans underlying the related MBS, including prepayments. Because borrowers generally may prepay their mortgage loans at any time without penalty, the rate of principal payments on the mortgage loans is likely to vary over time. It is highly unlikely that the mortgage loans will prepay

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

Payments on the Group 4 and Group 5 Classes also will be affected by the payment priority governing the Group 4 and Group 5 Underlying REMIC Certificates. If you invest in the Group 4 or Group 5 Classes, the rate at which you receive payments also will be affected by the priority sequence governing principal payments on the Group 4 or Group 5 Underlying REMIC Certificates, respectively.

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

In particular, each of the Group 4 Underlying REMIC Certificates consists of payment components that include a Support component and each of the Group 5 Underlying REMIC Certificates is a Support class. A Support component or class is entitled to receive principal payments on any distribution date only if scheduled payments have been made on other securities in the related underlying REMIC trust. Accordingly, a Support component or class may receive no principal payments for extended periods or may receive principal payments that vary widely from period to period.

In addition, each of the Group 4 Underlying REMIC Certificates consists of a payment component that has a principal balance schedule. As a result, those payment components may receive principal payments at rates faster or slower than would otherwise have been the case. In some cases, it may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. This prospectus supplement contains no information as to whether

- the applicable payment component has adhered to its principal balance schedule,
- any related Support class remains outstanding, or
- the applicable payment component otherwise has performed as originally anticipated.

You may obtain additional information about the Group 4 and Group 5 Underlying REMIC Certificates by reviewing their current class factors in light of other information available in the related disclosure documents. You may obtain these documents from us as described on page S-3.

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

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

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

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

Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans. We have assumed that the mortgage loans underlying the SMBS and the Group 2 MBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

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

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

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

Unpredictable timing of last payment affects yields on certificates. The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribution date listed on the cover page of this prospectus supplement. If you assume that the actual final payment will occur on the final distribution date specified, your yield could be lower than you expect.

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

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement (the “Trust Agreement”) dated as of September 1, 2001 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “Certificates”) pursuant to the Trust Agreement. We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”).

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

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

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

The assets of the Lower Tier REMIC will consist of

- two groups of Fannie Mae Stripped Mortgage-Backed Securities (the “Group 1 SMBS” and the “Group 3 SMBS” and, together, the “SMBS”),
- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS”), and
- certain previously issued REMIC certificates (the “Group 4 Underlying REMIC Certificates” and the “Group 5 Underlying REMIC Certificates” and, together, the “Underlying REMIC Certificates”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The SMBS represent beneficial ownership interests in certain interest and principal distributions on certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 2 MBS and the MBS underlying the Underlying REMIC Certificates, the “MBS”). The assets of the Underlying REMIC Trusts evidence beneficial ownership interests in certain MBS.

Each MBS represents a beneficial ownership interest in a pool of first lien, one- to four-family (“single-family”), fixed-rate residential mortgage loans (the “Mortgage Loans”) having the characteristics described in this prospectus supplement.

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

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

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

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

Our guaranty obligations with respect to the Underlying REMIC Certificates are described in the Underlying REMIC Disclosure Documents. 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, “Description of Certificates—The Fannie Mae Guaranty” in the MBS Prospectus, “The SMBS Certificates—Fannie Mae Obligations” in the SMBS Prospectus, and “Description of the Certificates—General—Fannie Mae Guaranty” in the Underlying REMIC Disclosure Documents.

Characteristics of Certificates. We will issue the Certificates (except the R and RL Classes) in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.” A Holder is not necessarily the beneficial owner

of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

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

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

Authorized Denominations. We will issue the Certificates, other than the R and RL 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 Dates. We will make monthly payments on the Certificates on the 25th day of each month (or, if the 25th is not a business day, on the first business day after the 25th). We refer to each of these dates as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

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

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of 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.

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

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

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

Voting the SMBS and the Underlying REMIC Certificates. Holders of the SMBS and the Underlying REMIC Certificates may be asked to vote on issues arising under the applicable trust indenture or trust agreement. If so, the Trustee will vote the related SMBS or Underlying REMIC Certificates, as applicable, as instructed by Holders of Certificates of the Classes backed by the related SMBS or Underlying REMIC Certificates. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes. In the absence of such instructions, the Trustee will vote in a manner consistent, in its sole judgment, with the best interests of Certificateholders.

The SMBS

The general characteristics of the SMBS are described in the SMBS Prospectus. The SMBS provide that certain payments on the related MBS will be passed through monthly. The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional Level Payment Mortgage Loans secured by first

mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield Considerations” in the MBS Prospectus.

Group 1 SMBS

The Group 1 SMBS represent ownership of:

- interest payments at a pass-through rate of 6.0% on an initial notional principal amount of \$493,284,495, and
- principal payments on an initial principal amount of \$348,200,820 of MBS held in the form of a Mega Certificate and included in a Fannie Mae Stripped Mortgage-Backed Security.

We expect the characteristics of the Mortgage Loans underlying the Group 1 SMBS as of the Issue Date to be as follows:

Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	354 months
Approximate Weighted Average WALA (Weighted Average Loan Age)	5 months

Group 3 SMBS

The Group 3 SMBS represent ownership of:

- interest payments at a pass-through rate of 6.0% on an initial notional principal amount of \$75,000,000, and
- principal payments on an initial principal amount of \$50,000,000 of MBS held in the form of a Mega Certificate and included in a Fannie Mae Stripped Mortgage-Backed Security.

We expect the characteristics of the Mortgage Loans underlying the Group 3 SMBS as of the Issue Date to be as follows:

Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	354 months
Approximate Weighted Average WALA	5 months

The Group 2 MBS

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

Aggregate Unpaid Principal Balance	\$450,000,000
MBS Pass-Through Rate	6.50%
Range of WACs (annual percentages)	6.75% to 9.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	358 months
Approximate Weighted Average WALA	2 months

The Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts evidence beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for additional information about the Underlying REMIC Certificates.

Each MBS evidences beneficial ownership interests in a pool of conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield Considerations” in the MBS Prospectus.

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

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balances of the Underlying REMIC Certificates as of the Issue Date and, with respect to the SMBS and the Group 2 MBS, the pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying the SMBS and the Group 2 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 SMBS and the Group 2 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
Inverse Floating Rate	S
Interest Only	S
Group 2 Classes	
Fixed Rate	PK, PA, PB, PC, PD, D, DA, DB, DC, GA, GB, GC, GD, EJ, EK, EA, EB, EC and ED
Floating Rate	FD
Inverse Floating Rate	SD and TD
Interest Only	PK
Principal Only	EO

<u>Interest Type*</u>	<u>Classes</u>
Group 3 Classes	
Floating Rate	FA
Inverse Floating Rate	SA
Interest Only	SA
Group 4 Class	
Fixed Rate	A
Group 5 Class	
Fixed Rate	B
No Payment Residual	R and RL

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

General. We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes and the FD, SD and TD Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
The F, S, FA and SA Classes	One-month period beginning on the 25th day of the 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.

The Dealer will treat the EO Class as a Delay Class for the sole purpose of facilitating trading.

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 that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

Floating Rate and Inverse Floating Rate Classes. During each Interest Accrual Period, the Floating Rate and Inverse Floating Rate Classes will bear interest at rates determined as described under “Reference Sheet—Interest Rates” 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 LIBOR as determined on September 21, 2001 in the case of the F, S, FA and SA Classes, and 3.58% in the case of the Group 2 Classes.

Distributions of Principal

Categories of Classes

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

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Pass-Through	F
Notional	S
Group 2 Classes	
PAC	PA, PB, PC and PD
Scheduled	D, DA, DB and DC
Support	GA, GB, GC, GD, EJ, EK, EA, EB, EC, ED, FD, SD, TD and EO
Notional	PK
Group 3 Classes	
Pass-Through	FA
Notional	SA
Group 4 Class	
Structured Collateral/Pass-Through	A
Group 5 Class	
Structured Collateral/Pass-Through	B
No Payment Residual	R and RL

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

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 SMBS (the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 MBS (the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 SMBS (the “Group 3 Principal Distribution Amount”),
- the principal then paid on the Group 4 Underlying REMIC Certificates (the “Group 4 Principal Distribution Amount”), and

- the principal then paid on the Group 5 Underlying REMIC Certificates (the “Group 5 Principal Distribution Amount”).

The portion of each class of the Underlying REMIC Certificates held by the Lower Tier REMIC will be set forth in Exhibit A.

Group 1 Principal Distribution Amount

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount as principal of the F Class, until its principal balance is reduced to zero. } Pass-Through Class

Group 2 Principal Distribution Amount

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

- (i) sequentially, to the PA, PB, PC and PD Classes, in that order, until their principal balances are reduced to their Planned Balances for that Distribution Date; } PAC Classes
- (ii) (a) 30.3453653465% of the remaining amount to the D Class, until its principal balance is reduced to its Scheduled Balance for that Distribution Date, and } Scheduled Classes
 - (b) 69.6546346535% of such remaining amount, sequentially, to the DA, DB and DC Classes, in that order, until their principal balances are reduced to their Scheduled Balances for that Distribution Date;
- (iii) (a) 22.2207501265% of the remaining amount, sequentially, to the GA, GB, GC and GD Classes, in that order, until their principal balances are reduced to zero, } Support Classes
 - (b) 2.8807132705% of such remaining amount to the EO Class, until its principal balance is reduced to zero, and
 - (c) 74.8985366030% of such remaining amount as follows:
 - first*, concurrently, to the EA, EJ and EK Classes, pro rata (or 80.1363967424%, 9.9318016288% and 9.9318016288%, respectively), until their principal balances are reduced to zero;
 - second*, sequentially, to the EB and EC Classes, in that order, until their principal balances are reduced to zero; and
 - third*, concurrently, to the ED, FD, SD and TD Classes, pro rata (or 69.2422190119%, 25.9518777087%, 4.3340481613% and 0.4718551181%, respectively), until their principal balances are reduced to zero;
- (iv) (a) 30.3453653465% of the remaining amount to the D Class, without regard to its Scheduled Balance and until its principal balance is reduced to zero, and } Scheduled Classes
 - (b) 69.6546346535% of such remaining amount, sequentially, to the DA, DB and DC Classes, in that order, without regard to their Scheduled Balances and until their principal balances are reduced to zero; and
- (v) sequentially, to the PA, PB, PC and PD Classes, in that order, without regard to their Planned Balances and until their principal balances are reduced to zero. } PAC Classes

Group 3 Principal Distribution Amount

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount as principal of the FA 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 A Class, until its principal balance is reduced to zero. } Structured Collateral/ Pass-Through Class

Group 5 Principal Distribution Amount

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount as principal of the B Class, until its principal balance is reduced to zero. } Structured Collateral/ Pass-Through Class

Structuring Assumptions

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

- the Mortgage Loans underlying the SMBS and the 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 SMBS and the Group 2 MBS” in 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 September 28, 2001;
- each Distribution Date occurs on the 25th day of a month; and
- the Fannie Mae repurchase option 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 Ranges. 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 set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Classes</u>	<u>Structuring Ranges</u>
Planned Balances	PA, PB, PC and PD	100% to 250%
Scheduled Balances	D, DA, DB and DC	138% to 203%

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 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>
PA	Between 100% and 340%
PB	Between 100% and 251%
PC	Between 100% and 250%
PD	Between 77% and 250%
D	Between 138% and 203%
DA	Between 138% and 272%
DB	Between 138% and 238%
DC	Between 138% and 203%

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 and Scheduled Classes will be supported in part by the related Support Classes. When the related Support Classes are retired, the PAC and Scheduled Classes, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

Yield Tables

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

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of 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

- 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 PK Class. The yield on the PK Class will be 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 PK Class would be 0% if prepayments of the related Mortgage Loans were to occur at a constant rate of 541% PSA. If the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the PK Class would lose money on their initial investments.

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

<u>Class</u>	<u>Price*</u>
PK	18.0%

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

Sensitivity of the PK Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>
Yields to Maturity	26.3%	17.6%	17.6%	17.6%	3.0%

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

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” 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 original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
S	10.0000%
SD	95.9375%
TD	97.0000%
SA	12.5000%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>162%</u>	<u>300%</u>	<u>500%</u>
1.58%	68.1%	65.6%	62.4%	55.2%	44.5%
3.58%	44.3%	41.7%	38.4%	30.9%	19.7%
5.58%	21.3%	18.6%	15.1%	7.2%	(4.7)%
7.58%	(4.3)%	(7.1)%	(10.7)%	(18.8)%	(31.4)%
8.00%	*	*	*	*	*

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

**Sensitivity of the SD 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>138%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>
1.58%	32.0%	32.0%	32.0%	32.0%	32.3%	33.0%
3.58%	18.7%	18.7%	18.7%	18.7%	19.2%	20.2%
5.58%	5.8%	5.9%	5.9%	5.9%	6.6%	7.9%
6.50% and above	0.1%	0.2%	0.2%	0.2%	1.0%	2.4%

**Sensitivity of the TD 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>138%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>
6.50% and below	11.5%	11.5%	11.5%	11.6%	11.9%	12.7%
6.60%	5.8%	5.8%	5.8%	5.8%	6.3%	7.2%
6.70%	0.1%	0.1%	0.1%	0.2%	0.7%	1.8%

**Sensitivity of the SA 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>162%</u>	<u>300%</u>	<u>500%</u>
1.50%	58.5%	55.9%	52.7%	45.4%	34.6%
3.50%	39.7%	37.1%	33.8%	26.2%	14.9%
5.50%	21.5%	18.7%	15.3%	7.4%	(4.5)%
7.50%	2.4%	(0.5)%	(4.0)%	(12.2)%	(24.8)%
8.55%	*	*	*	*	*

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

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

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

<u>Class</u>	<u>Price</u>
EO	81.125%

Sensitivity of the EO Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>138%</u>	<u>203%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	0.8%	0.9%	1.1%	2.9%	7.9%	17.9%

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 sequence of payments of principal of the Group 2 Classes, and
- in the case of the Group 4 and Group 5 Classes, the priority sequence affecting principal payments on the related Underlying REMIC Certificate.

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

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 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 SMBS	360 months	360 months	8.50%
Group 2 MBS	360 months	360 months	9.00%
Group 3 SMBS	360 months	360 months	8.50%
Group 4 Underlying REMIC Certificates	360 months	270 months	9.50%
Group 5 Underlying REMIC Certificates	180 months	88 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 and S† Classes					PK† Class					PA Class					PB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	162%	300%	500%	0%	100%	203%	250%	500%	0%	100%	203%	250%	500%	0%	100%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	99	97	95	92	87	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2003	98	91	87	78	66	98	85	85	85	85	96	70	70	70	70	100	100	100	100	100
September 2004	98	84	77	63	46	95	66	66	66	46	91	32	32	32	0	100	100	100	100	94
September 2005	97	78	69	51	31	93	48	48	48	12	86	0	0	0	0	100	97	97	97	25
September 2006	95	72	61	41	22	90	35	35	35	0	80	0	0	0	0	100	70	70	70	0
September 2007	94	67	54	33	15	87	23	23	23	0	73	0	0	0	0	100	46	46	46	0
September 2008	93	62	48	27	10	83	11	11	11	0	67	0	0	0	0	100	22	22	22	0
September 2009	92	57	43	22	7	79	*	*	*	0	59	0	0	0	0	100	1	1	1	0
September 2010	90	52	38	17	5	75	0	0	0	0	51	0	0	0	0	100	0	0	0	0
September 2011	89	48	33	14	3	71	0	0	0	0	42	0	0	0	0	100	0	0	0	0
September 2012	87	44	29	11	2	66	0	0	0	0	32	0	0	0	0	100	0	0	0	0
September 2013	85	40	26	9	2	60	0	0	0	0	21	0	0	0	0	100	0	0	0	0
September 2014	83	37	22	7	1	54	0	0	0	0	9	0	0	0	0	100	0	0	0	0
September 2015	81	33	20	6	1	48	0	0	0	0	0	0	0	0	0	97	0	0	0	0
September 2016	78	30	17	4	*	43	0	0	0	0	0	0	0	0	0	86	0	0	0	0
September 2017	75	27	15	3	*	37	0	0	0	0	0	0	0	0	0	75	0	0	0	0
September 2018	72	24	13	3	*	31	0	0	0	0	0	0	0	0	0	62	0	0	0	0
September 2019	69	22	11	2	*	24	0	0	0	0	0	0	0	0	0	48	0	0	0	0
September 2020	66	19	9	2	*	16	0	0	0	0	0	0	0	0	0	32	0	0	0	0
September 2021	62	17	8	1	*	8	0	0	0	0	0	0	0	0	0	15	0	0	0	0
September 2022	58	14	6	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2023	53	12	5	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2024	49	10	4	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2025	43	9	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2026	37	7	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2027	31	5	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2028	24	4	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2029	17	2	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 2030	9	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
September 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)**	20.8	11.2	8.5	5.4	3.5	13.1	4.2	4.2	4.2	3.0	8.6	2.6	2.6	2.6	2.3	17.7	5.9	5.9	5.9	3.7

* 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	PC Class					PD Class					D Class					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	203%	250%	500%	0%	100%	203%	250%	500%	0%	100%	138%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	100	100	100	100	100	100	100	100	100	100	95	80	76	76	76	76
September 2003	100	100	100	100	100	100	100	100	100	100	95	80	65	65	65	60
September 2004	100	100	100	100	100	100	100	100	100	100	95	80	51	51	51	0
September 2005	100	100	100	100	100	100	100	100	100	100	95	80	40	40	40	0
September 2006	100	100	100	100	76	100	100	100	100	100	95	80	31	31	31	0
September 2007	100	100	100	100	42	100	100	100	100	100	95	80	23	23	21	0
September 2008	100	100	100	100	19	100	100	100	100	100	95	80	18	18	8	0
September 2009	100	100	100	100	3	100	100	100	100	100	95	80	14	14	2	0
September 2010	100	79	79	79	0	100	100	100	100	74	95	80	11	11	*	0
September 2011	100	60	60	60	0	100	100	100	100	51	95	78	8	8	*	0
September 2012	100	44	44	44	0	100	100	100	100	35	95	74	5	5	*	0
September 2013	100	31	31	31	0	100	100	100	100	24	95	67	2	2	*	0
September 2014	100	20	20	20	0	100	100	100	100	16	95	58	0	0	*	0
September 2015	100	10	10	10	0	100	100	100	100	11	95	48	0	0	*	0
September 2016	100	2	2	2	0	100	100	100	100	7	95	37	0	0	*	0
September 2017	100	0	0	0	0	100	88	88	88	5	95	25	0	0	*	0
September 2018	100	0	0	0	0	100	71	71	71	3	95	13	0	0	*	0
September 2019	100	0	0	0	0	100	58	58	58	2	95	*	0	0	*	0
September 2020	100	0	0	0	0	100	46	46	46	1	95	0	0	0	*	0
September 2021	100	0	0	0	0	100	37	37	37	1	95	0	0	0	*	0
September 2022	97	0	0	0	0	100	29	29	29	1	95	0	0	0	*	0
September 2023	76	0	0	0	0	100	23	23	23	*	95	0	0	0	*	0
September 2024	53	0	0	0	0	100	17	17	17	*	95	0	0	0	*	0
September 2025	28	0	0	0	0	100	13	13	13	*	95	0	0	0	*	0
September 2026	1	0	0	0	0	100	9	9	9	*	95	0	0	0	*	0
September 2027	0	0	0	0	0	12	7	7	7	*	95	0	0	0	*	0
September 2028	0	0	0	0	0	4	4	4	4	*	48	0	0	0	*	0
September 2029	0	0	0	0	0	2	2	2	2	*	0	0	0	0	*	0
September 2030	0	0	0	0	0	1	1	1	1	*	0	0	0	0	*	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.1	11.0	11.0	11.0	6.0	25.7	19.6	19.6	19.6	10.8	25.7	11.8	4.0	4.0	3.5	1.8

Date	DA Class						DB Class						DC Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	92	69	61	61	61	61	100	100	100	100	100	100	100	100	100	100	100	100
September 2003	92	69	45	45	45	37	100	100	100	100	100	100	100	100	100	100	100	100
September 2004	92	69	23	23	23	0	100	100	100	100	100	0	100	100	100	100	100	0
September 2005	92	69	5	5	5	0	100	100	100	100	100	0	100	100	100	100	100	0
September 2006	92	69	0	0	0	0	100	100	75	75	75	0	100	100	100	100	100	0
September 2007	92	69	0	0	0	0	100	100	42	42	30	0	100	100	100	100	100	0
September 2008	92	69	0	0	0	0	100	100	18	18	0	0	100	100	100	100	61	0
September 2009	92	69	0	0	0	0	100	100	0	0	0	0	100	100	99	99	14	0
September 2010	92	69	0	0	0	0	100	100	0	0	0	0	100	100	79	79	*	0
September 2011	92	66	0	0	0	0	100	100	0	0	0	0	100	100	61	61	*	0
September 2012	92	59	0	0	0	0	100	100	0	0	0	0	100	100	39	39	*	0
September 2013	92	48	0	0	0	0	100	100	0	0	0	0	100	100	15	15	*	0
September 2014	92	34	0	0	0	0	100	100	0	0	0	0	100	100	0	0	*	0
September 2015	92	18	0	0	0	0	100	100	0	0	0	0	100	100	0	0	*	0
September 2016	92	*	0	0	0	0	100	100	0	0	0	0	100	100	0	0	*	0
September 2017	92	0	0	0	0	0	100	49	0	0	0	0	100	100	0	0	*	0
September 2018	92	0	0	0	0	0	100	0	0	0	0	0	100	91	0	0	*	0
September 2019	92	0	0	0	0	0	100	0	0	0	0	0	100	*	0	0	*	0
September 2020	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2021	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2022	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2023	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2024	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2025	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2026	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2027	92	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2028	18	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	*	0
September 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0
September 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.6	9.0	1.9	1.9	1.9	1.4	27.5	16.0	5.9	5.9	5.6	2.3	27.8	17.5	10.4	10.4	7.3	2.5

* 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	GA Class						GB Class						GC Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	100	100	100	88	80	35	100	100	100	100	100	100	100	100	100	100	100	100
September 2003	100	100	100	62	35	0	100	100	100	100	100	100	0	100	100	100	100	100
September 2004	100	100	100	31	0	0	100	100	100	100	41	0	100	100	100	100	100	0
September 2005	100	100	100	7	0	0	100	100	100	100	0	0	100	100	100	100	0	0
September 2006	100	100	100	0	0	0	100	100	100	61	0	0	100	100	100	100	0	0
September 2007	100	100	100	0	0	0	100	100	100	18	0	0	100	100	100	100	0	0
September 2008	100	100	100	0	0	0	100	100	100	0	0	0	100	100	100	75	0	0
September 2009	100	100	100	0	0	0	100	100	100	0	0	0	100	100	100	35	0	0
September 2010	100	100	100	0	0	0	100	100	100	0	0	0	100	100	100	25	0	0
September 2011	100	100	99	0	0	0	100	100	100	0	0	0	100	100	100	25	0	0
September 2012	100	100	95	0	0	0	100	100	100	0	0	0	100	100	100	25	0	0
September 2013	100	100	91	0	0	0	100	100	100	0	0	0	100	100	100	25	0	0
September 2014	100	100	82	0	0	0	100	100	100	0	0	0	100	100	100	3	0	0
September 2015	100	100	70	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2016	100	100	58	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2017	100	100	45	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2018	100	100	31	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2019	100	100	19	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2020	100	82	6	0	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2021	100	63	0	0	0	0	100	100	78	0	0	0	100	100	100	0	0	0
September 2022	100	45	0	0	0	0	100	100	37	0	0	0	100	100	100	0	0	0
September 2023	100	27	0	0	0	0	100	100	0	0	0	0	100	100	95	0	0	0
September 2024	100	10	0	0	0	0	100	100	0	0	0	0	100	100	0	0	0	0
September 2025	100	0	0	0	0	0	100	75	0	0	0	0	100	100	0	0	0	0
September 2026	100	0	0	0	0	0	100	17	0	0	0	0	100	100	0	0	0	0
September 2027	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2028	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2029	89	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2030	1	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	20.8	15.5	2.4	1.7	0.8	29.2	24.5	20.7	5.3	3.0	1.4	29.4	25.7	22.5	8.7	3.4	1.6

Date	GD Class					EJ, EK and EA Classes						EB Class						
	PSA Prepayment Assumption					PSA Prepayment Assumption						PSA Prepayment Assumption						
	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	100	100	100	100	100	100	100	100	100	88	79	31	100	100	100	100	100	100
September 2003	100	100	100	100	100	0	100	100	100	60	32	0	100	100	100	100	100	0
September 2004	100	100	100	100	100	0	100	100	100	27	0	0	100	100	100	100	31	0
September 2005	100	100	100	100	70	0	100	100	100	2	0	0	100	100	100	100	0	0
September 2006	100	100	100	100	23	0	100	100	100	0	0	0	100	100	100	50	0	0
September 2007	100	100	100	100	0	0	100	100	100	0	0	0	100	100	100	11	0	0
September 2008	100	100	100	100	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2009	100	100	100	100	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2010	100	100	100	100	0	0	100	100	100	0	0	0	100	100	100	0	0	0
September 2011	100	100	100	100	0	0	100	100	99	0	0	0	100	100	100	0	0	0
September 2012	100	100	100	100	0	0	100	100	95	0	0	0	100	100	100	0	0	0
September 2013	100	100	100	100	0	0	100	100	90	0	0	0	100	100	100	0	0	0
September 2014	100	100	100	100	0	0	100	100	82	0	0	0	100	100	100	0	0	0
September 2015	100	100	100	91	0	0	100	100	69	0	0	0	100	100	100	0	0	0
September 2016	100	100	100	82	0	0	100	100	55	0	0	0	100	100	100	0	0	0
September 2017	100	100	100	73	0	0	100	100	42	0	0	0	100	100	100	0	0	0
September 2018	100	100	100	64	0	0	100	100	28	0	0	0	100	100	100	0	0	0
September 2019	100	100	100	56	0	0	100	100	14	0	0	0	100	100	100	0	0	0
September 2020	100	100	100	49	0	0	100	81	1	0	0	0	100	100	100	0	0	0
September 2021	100	100	100	42	0	0	100	61	0	0	0	0	100	100	65	0	0	0
September 2022	100	100	100	35	0	0	100	42	0	0	0	0	100	100	28	0	0	0
September 2023	100	100	100	29	0	0	100	24	0	0	0	0	100	100	0	0	0	0
September 2024	100	100	99	24	0	0	100	5	0	0	0	0	100	100	0	0	0	0
September 2025	100	100	81	19	0	0	100	0	0	0	0	0	100	62	0	0	0	0
September 2026	100	100	65	15	0	0	100	0	0	0	0	0	100	9	0	0	0	0
September 2027	100	98	49	11	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2028	100	71	35	8	0	0	100	0	0	0	0	0	100	0	0	0	0	0
September 2029	100	45	22	5	0	0	89	0	0	0	0	0	100	0	0	0	0	0
September 2030	100	20	10	2	0	0	0	0	0	0	0	0	88	0	0	0	0	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.7	27.9	26.1	19.6	4.5	1.8	28.5	20.6	15.3	2.3	1.6	0.8	29.2	24.3	20.4	5.1	2.9	1.4

** Determined as specified under “—Weighted Average Lives of the Certificates” above.

Date	EC Class						ED, FD, SD and TD Classes						EO Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%	0%	100%	138%	203%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	94	90	67
September 2003	100	100	100	100	100	0	100	100	100	100	100	0	100	100	100	81	67	0
September 2004	100	100	100	100	100	0	100	100	100	100	100	0	100	100	100	65	40	0
September 2005	100	100	100	100	0	0	100	100	100	100	65	0	100	100	100	52	21	0
September 2006	100	100	100	100	0	0	100	100	100	100	22	0	100	100	100	43	7	0
September 2007	100	100	100	100	0	0	100	100	100	100	0	0	100	100	100	37	0	0
September 2008	100	100	100	43	0	0	100	100	100	100	0	0	100	100	100	33	0	0
September 2009	100	100	100	0	0	0	100	100	100	99	0	0	100	100	100	31	0	0
September 2010	100	100	100	0	0	0	100	100	100	97	0	0	100	100	100	30	0	0
September 2011	100	100	100	0	0	0	100	100	100	97	0	0	100	100	99	30	0	0
September 2012	100	100	100	0	0	0	100	100	100	97	0	0	100	100	98	30	0	0
September 2013	100	100	100	0	0	0	100	100	100	97	0	0	100	100	95	30	0	0
September 2014	100	100	100	0	0	0	100	100	100	93	0	0	100	100	91	29	0	0
September 2015	100	100	100	0	0	0	100	100	100	85	0	0	100	100	85	27	0	0
September 2016	100	100	100	0	0	0	100	100	100	76	0	0	100	100	78	24	0	0
September 2017	100	100	100	0	0	0	100	100	100	68	0	0	100	100	72	21	0	0
September 2018	100	100	100	0	0	0	100	100	100	60	0	0	100	100	65	19	0	0
September 2019	100	100	100	0	0	0	100	100	100	52	0	0	100	100	58	16	0	0
September 2020	100	100	100	0	0	0	100	100	100	45	0	0	100	91	52	14	0	0
September 2021	100	100	100	0	0	0	100	100	100	39	0	0	100	81	46	12	0	0
September 2022	100	100	100	0	0	0	100	100	100	33	0	0	100	72	40	10	0	0
September 2023	100	100	69	0	0	0	100	100	100	27	0	0	100	63	34	9	0	0
September 2024	100	100	0	0	0	0	100	100	92	22	0	0	100	54	29	7	0	0
September 2025	100	100	0	0	0	0	100	100	75	18	0	0	100	45	24	6	0	0
September 2026	100	100	0	0	0	0	100	100	60	14	0	0	100	37	19	4	0	0
September 2027	100	0	0	0	0	0	100	91	46	10	0	0	100	29	14	3	0	0
September 2028	100	0	0	0	0	0	100	66	33	7	0	0	100	21	10	2	0	0
September 2029	100	0	0	0	0	0	100	42	20	4	0	0	95	13	6	1	0	0
September 2030	100	0	0	0	0	0	100	19	9	2	0	0	49	6	3	1	0	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.4	25.5	22.2	7.0	3.3	1.6	29.7	27.7	25.9	19.0	4.4	1.8	29.0	23.6	19.7	8.2	2.8	1.2

Date	FA and SA† Classes					A Class					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	162%	300%	500%	0%	100%	298%	500%	600%	0%	100%	237%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
September 2002	99	97	95	92	87	100	100	100	73	47	100	100	100	100	96
September 2003	98	91	87	78	66	100	100	100	23	11	100	100	100	84	62
September 2004	98	84	77	63	46	100	100	84	11	0	100	100	100	64	45
September 2005	97	78	69	51	31	100	100	70	1	0	100	100	69	37	22
September 2006	95	72	61	41	22	100	100	58	0	0	100	66	39	18	9
September 2007	94	67	54	33	15	100	100	50	0	0	75	27	14	5	2
September 2008	93	62	48	27	10	100	100	43	0	0	20	*	0	0	0
September 2009	92	57	43	22	7	100	100	37	0	0	0	0	0	0	0
September 2010	90	52	38	17	5	100	100	30	0	0	0	0	0	0	0
September 2011	89	48	33	14	3	100	92	23	0	0	0	0	0	0	0
September 2012	87	44	29	11	2	100	89	18	0	0	0	0	0	0	0
September 2013	85	40	26	9	2	100	89	14	0	0	0	0	0	0	0
September 2014	83	37	22	7	1	100	89	11	0	0	0	0	0	0	0
September 2015	81	33	20	6	1	100	89	8	0	0	0	0	0	0	0
September 2016	78	30	17	4	*	100	77	6	0	0	0	0	0	0	0
September 2017	75	27	15	3	*	100	63	4	0	0	0	0	0	0	0
September 2018	72	24	13	3	*	100	49	3	0	0	0	0	0	0	0
September 2019	69	22	11	2	*	100	36	2	0	0	0	0	0	0	0
September 2020	66	19	9	2	*	89	23	1	0	0	0	0	0	0	0
September 2021	62	17	8	1	*	89	12	*	0	0	0	0	0	0	0
September 2022	58	14	6	1	*	68	2	*	0	0	0	0	0	0	0
September 2023	53	12	5	1	*	24	*	*	0	0	0	0	0	0	0
September 2024	49	10	4	1	*	0	0	0	0	0	0	0	0	0	0
September 2025	43	9	3	*	*	0	0	0	0	0	0	0	0	0	0
September 2026	37	7	3	*	*	0	0	0	0	0	0	0	0	0	0
September 2027	31	5	2	*	*	0	0	0	0	0	0	0	0	0	0
September 2028	24	4	1	*	*	0	0	0	0	0	0	0	0	0	0
September 2029	17	2	1	*	*	0	0	0	0	0	0	0	0	0	0
September 2030	9	1	*	*	*	0	0	0	0	0	0	0	0	0	0
September 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	11.2	8.5	5.4	3.5	21.2	16.6	7.2	1.6	1.1	6.5	5.5	4.7	3.6	2.9

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

Characteristics of the R and RL Classes

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

The R and RL Classes will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of an R or RL Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of an R or RL Certificate to any person that is not a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that 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 that 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 that 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 Trust, and the Holder of the RL Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Lower Tier REMIC. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, we will be obligated to provide to these Holders (i) information necessary to enable them to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

REMIC Elections and Special Tax Attributes

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

Because the Lower Tier REMIC and the Trust will qualify as REMICs, the 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 Notional Classes and the Principal Only Class will be issued with original issue discount (“OID”), and certain other Classes of 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 Certificates may be treated as having been issued at a premium. See “Certain Federal Income Tax Consequences—*Taxation of*

Beneficial Owners of Regular Certificates—Regular Certificates Purchased at a Premium” in the REMIC Prospectus.

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

<u>Certificate Group</u>	<u>PSA Prepayment Assumption</u>
1	162%
2	203%
3	162%
4	298%
5	237%

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 any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 6.54% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Goldman, Sachs & Co. (the “Dealer”) in exchange for the SMBS, the Group 2 MBS and the Underlying REMIC Certificates. 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 2 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Group 2 MBS in principal balance, but we expect that all these additional Group 2 MBS will have the same characteristics as described under “Description of the Certificates—The Group 2 MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 2 Class bears to the aggregate original principal balance of all Group 2 Classes 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. Cleary, Gottlieb, Steen & Hamilton will provide legal representation for the Dealer.

Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	September 2001 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)	Underlying Security Type	Class Group	
1994-41	FE	March 1994	31359HEJ9	(2)	FLT	March 2024	CPT	\$32,644,444	1.00000000	\$ 9,750,000	7.480%	252	91	MBS	4
1994-41	SE	March 1994	31359HEK6	(2)	INV	March 2024	CPT	12,555,556	1.00000000	3,750,000	7.480	252	91	MBS	4
1994-7	F	January 1994	31359GJJ6	(2)	FLT	January 2009	SUP	21,516,625	0.92379288	18,814,582	6.970	81	93	MBS	5
1994-7	S	January 1994	31359GJK3	(2)	INV	January 2009	SUP	4,965,375	0.92379288	4,341,826	6.970	81	93	MBS	5

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

(2) These Classes bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying REMIC Disclosure Documents.

Principal Balance Schedules

PC 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 September 2009	\$96,799,000.00	March 2012	\$50,306,198.06	October 2014	\$18,284,557.50
October 2009	95,605,269.02	April 2012	49,030,923.96	November 2014	17,475,088.47
November 2009	93,845,983.14	May 2012	47,774,070.65	December 2014	16,677,505.89
December 2009	92,095,449.88	June 2012	46,535,380.63	January 2015	15,891,642.22
January 2010	90,353,624.01	July 2012	45,314,599.96	February 2015	15,117,332.24
February 2010	88,620,460.54	August 2012	44,111,478.18	March 2015	14,354,413.01
March 2010	86,895,914.71	September 2012	42,925,768.28	April 2015	13,602,723.84
April 2010	85,179,941.99	October 2012	41,757,226.63	May 2015	12,862,106.26
May 2010	83,472,498.09	November 2012	40,605,612.96	June 2015	12,132,403.99
June 2010	81,773,538.93	December 2012	39,470,690.29	July 2015	11,413,462.90
July 2010	80,083,020.67	January 2013	38,352,224.92	August 2015	10,705,130.99
August 2010	78,400,899.69	February 2013	37,249,986.36	September 2015	10,007,258.37
September 2010	76,727,132.59	March 2013	36,163,747.27	October 2015	9,319,697.22
October 2010	75,071,914.57	April 2013	35,093,283.46	November 2015	8,642,301.75
November 2010	73,440,416.13	May 2013	34,038,373.82	December 2015	7,974,928.20
December 2010	71,832,307.06	June 2013	32,998,800.27	January 2016	7,317,434.79
January 2011	70,247,261.69	July 2013	31,974,347.74	February 2016	6,669,681.70
February 2011	68,684,958.81	August 2013	30,964,804.13	March 2016	6,031,531.04
March 2011	67,145,081.61	September 2013	29,969,960.24	April 2016	5,402,846.85
April 2011	65,627,317.63	October 2013	28,989,609.76	May 2016	4,783,495.02
May 2011	64,131,358.69	November 2013	28,023,549.22	June 2016	4,173,343.31
June 2011	62,656,900.85	December 2013	27,071,577.96	July 2016	3,572,261.32
July 2011	61,203,644.32	January 2014	26,133,498.08	August 2016	2,980,120.44
August 2011	59,771,293.45	February 2014	25,209,114.39	September 2016	2,396,793.84
September 2011	58,359,556.62	March 2014	24,298,234.41	October 2016	1,822,156.46
October 2011	56,968,146.23	April 2014	23,400,668.31	November 2016	1,256,084.96
November 2011	55,596,778.62	May 2014	22,516,228.86	December 2016	698,457.72
December 2011	54,245,174.03	June 2014	21,644,731.43	January 2017	149,154.79
January 2012	52,913,056.54	July 2014	20,785,993.93	February 2017 and thereafter	0.00
February 2012	51,600,154.02	August 2014	19,939,836.77		
		September 2014	19,106,082.85		

PD 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 2017	\$32,204,000.00	March 2018	\$25,473,617.75	June 2019	\$19,560,762.50
February 2017	31,812,057.89	April 2018	25,035,864.41	July 2019	19,212,900.87
March 2017	31,279,050.39	May 2018	24,604,727.60	August 2019	18,870,367.30
April 2017	30,754,017.25	June 2018	24,180,112.75	September 2019	18,533,085.14
May 2017	30,236,845.05	July 2018	23,761,926.59	October 2019	18,200,978.83
June 2017	29,727,421.93	August 2018	23,350,077.15	November 2019	17,873,973.85
July 2017	29,225,637.59	September 2018	22,944,473.75	December 2019	17,551,996.73
August 2017	28,731,383.25	October 2018	22,545,026.96	January 2020	17,234,975.02
September 2017	28,244,551.65	November 2018	22,151,648.60	February 2020	16,922,837.28
October 2017	27,765,037.02	December 2018	21,764,251.72	March 2020	16,615,513.06
November 2017	27,292,735.04	January 2019	21,382,750.58	April 2020	16,312,932.91
December 2017	26,827,542.85	February 2019	21,007,060.62	May 2020	16,015,028.35
January 2018	26,369,359.02	March 2019	20,637,098.47	June 2020	15,721,731.84
February 2018	25,918,083.53	April 2019	20,272,781.92	July 2020	15,432,976.80
		May 2019	19,914,029.91	August 2020	15,148,697.57

PD 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>
September 2020	\$14,868,829.41	May 2024	\$ 6,082,993.15	January 2028	\$ 1,846,948.87
October 2020	14,593,308.50	June 2024	5,947,320.68	February 2028	1,783,706.10
November 2020	14,322,071.89	July 2024	5,813,885.44	March 2028	1,721,607.98
December 2020	14,055,057.53	August 2024	5,682,654.18	April 2028	1,660,636.86
January 2021	13,792,204.23	September 2024	5,553,594.12	May 2028	1,600,775.35
February 2021	13,533,451.66	October 2024	5,426,672.94	June 2028	1,542,006.31
March 2021	13,278,740.33	November 2024	5,301,858.79	July 2028	1,484,312.84
April 2021	13,028,011.59	December 2024	5,179,120.27	August 2028	1,427,678.29
May 2021	12,781,207.60	January 2025	5,058,426.41	September 2028	1,372,086.25
June 2021	12,538,271.34	February 2025	4,939,746.70	October 2028	1,317,520.55
July 2021	12,299,146.60	March 2025	4,823,051.06	November 2028	1,263,965.25
August 2021	12,063,777.93	April 2025	4,708,309.83	December 2028	1,211,404.64
September 2021	11,832,110.68	May 2025	4,595,493.77	January 2029	1,159,823.24
October 2021	11,604,090.97	June 2025	4,484,574.07	February 2029	1,109,205.80
November 2021	11,379,665.66	July 2025	4,375,522.31	March 2029	1,059,537.28
December 2021	11,158,782.36	August 2025	4,268,310.49	April 2029	1,010,802.86
January 2022	10,941,389.42	September 2025	4,162,911.00	May 2029	962,987.95
February 2022	10,727,435.91	October 2025	4,059,296.63	June 2029	916,078.15
March 2022	10,516,871.63	November 2025	3,957,440.56	July 2029	870,059.28
April 2022	10,309,647.07	December 2025	3,857,316.34	August 2029	824,917.37
May 2022	10,105,713.42	January 2026	3,758,897.90	September 2029	780,638.65
June 2022	9,905,022.55	February 2026	3,662,159.56	October 2029	737,209.54
July 2022	9,707,527.03	March 2026	3,567,075.98	November 2029	694,616.67
August 2022	9,513,180.07	April 2026	3,473,622.20	December 2029	652,846.86
September 2022	9,321,935.55	May 2026	3,381,773.61	January 2030	611,887.13
October 2022	9,133,748.01	June 2026	3,291,505.95	February 2030	571,724.68
November 2022	8,948,572.61	July 2026	3,202,795.31	March 2030	532,346.90
December 2022	8,766,365.15	August 2026	3,115,618.12	April 2030	493,741.36
January 2023	8,587,082.06	September 2026	3,029,951.15	May 2030	455,895.82
February 2023	8,410,680.37	October 2026	2,945,771.50	June 2030	418,798.21
March 2023	8,237,117.73	November 2026	2,863,056.60	July 2030	382,436.64
April 2023	8,066,352.38	December 2026	2,781,784.20	August 2030	346,799.40
May 2023	7,898,343.15	January 2027	2,701,932.38	September 2030	311,874.94
June 2023	7,733,049.45	February 2027	2,623,479.51	October 2030	277,651.88
July 2023	7,570,431.26	March 2027	2,546,404.29	November 2030	244,119.02
August 2023	7,410,449.13	April 2027	2,470,685.72	December 2030	211,265.31
September 2023	7,253,064.17	May 2027	2,396,303.11	January 2031	179,079.88
October 2023	7,098,238.04	June 2027	2,323,236.05	February 2031	147,552.00
November 2023	6,945,932.93	July 2027	2,251,464.43	March 2031	116,671.10
December 2023	6,796,111.57	August 2027	2,180,968.43	April 2031	86,426.78
January 2024	6,648,737.22	September 2027	2,111,728.53	May 2031	56,808.77
February 2024	6,503,773.66	October 2027	2,043,725.46	June 2031	27,806.98
March 2024	6,361,185.18	November 2027	1,976,940.25	July 2031 and thereafter	0.00
April 2024	6,220,936.58	December 2027	1,911,354.20		

D Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance	\$18,680,000.00	January 2002	\$17,660,711.65	May 2002	\$16,133,772.79
October 2001	18,473,174.38	February 2002	17,326,223.80	June 2002	15,673,922.97
November 2001	18,234,296.79	March 2002	16,960,123.34	July 2002	15,183,260.82
December 2001	17,963,443.04	April 2002	16,562,576.69	August 2002	14,662,041.99

D Class (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
September 2002	\$14,110,544.05	September 2006	\$ 5,744,922.34	August 2010	\$ 2,078,635.77
October 2002	13,984,024.40	October 2006	5,618,080.83	September 2010	2,045,236.30
November 2002	13,849,778.58	November 2006	5,493,695.06	October 2010	2,012,407.34
December 2002	13,707,952.78	December 2006	5,371,740.72	November 2010	1,978,511.32
January 2003	13,558,702.78	January 2007	5,252,193.71	December 2010	1,943,580.60
February 2003	13,402,193.82	February 2007	5,135,030.13	January 2011	1,907,646.93
March 2003	13,238,600.35	March 2007	5,020,226.31	February 2011	1,870,741.40
April 2003	13,068,105.86	April 2007	4,907,758.75	March 2011	1,832,894.52
May 2003	12,890,902.58	May 2007	4,797,604.19	April 2011	1,794,136.19
June 2003	12,707,191.33	June 2007	4,689,739.52	May 2011	1,754,495.72
July 2003	12,517,181.14	July 2007	4,584,141.88	June 2011	1,714,001.80
August 2003	12,321,089.06	August 2007	4,480,788.57	July 2011	1,672,682.61
September 2003	12,119,139.87	September 2007	4,379,657.10	August 2011	1,630,565.71
October 2003	11,911,565.70	October 2007	4,280,725.18	September 2011	1,587,678.15
November 2003	11,698,605.83	November 2007	4,183,970.71	October 2011	1,544,046.40
December 2003	11,480,506.27	December 2007	4,089,371.77	November 2011	1,499,696.43
January 2004	11,257,519.45	January 2008	3,996,906.64	December 2011	1,454,653.65
February 2004	11,037,919.26	February 2008	3,906,553.78	January 2012	1,408,942.97
March 2004	10,821,673.48	March 2008	3,818,291.85	February 2012	1,362,588.79
April 2004	10,608,750.17	April 2008	3,732,099.66	March 2012	1,315,615.02
May 2004	10,399,117.64	May 2008	3,647,956.26	April 2012	1,268,045.06
June 2004	10,192,744.49	June 2008	3,565,840.83	May 2012	1,219,901.85
July 2004	9,989,599.58	July 2008	3,485,732.76	June 2012	1,171,207.83
August 2004	9,789,652.02	August 2008	3,407,611.60	July 2012	1,121,985.00
September 2004	9,592,871.20	September 2008	3,331,457.10	August 2012	1,072,254.89
October 2004	9,399,226.75	October 2008	3,257,249.16	September 2012	1,022,038.58
November 2004	9,208,688.57	November 2008	3,184,967.88	October 2012	971,356.70
December 2004	9,021,226.80	December 2008	3,114,593.52	November 2012	920,229.46
January 2005	8,836,811.87	January 2009	3,046,106.50	December 2012	868,676.65
February 2005	8,655,414.41	February 2009	2,979,487.43	January 2013	816,717.61
March 2005	8,477,005.33	March 2009	2,914,717.09	February 2013	764,371.29
April 2005	8,301,555.79	April 2009	2,851,776.40	March 2013	711,656.22
May 2005	8,129,037.17	May 2009	2,790,646.48	April 2013	658,590.57
June 2005	7,959,421.11	June 2009	2,731,308.61	May 2013	605,192.06
July 2005	7,792,679.49	July 2009	2,673,744.21	June 2013	551,478.08
August 2005	7,628,784.44	August 2009	2,617,934.88	July 2013	497,465.61
September 2005	7,467,708.29	September 2009	2,563,862.38	August 2013	443,171.26
October 2005	7,309,423.66	October 2009	2,511,508.62	September 2013	388,611.30
November 2005	7,153,903.34	November 2009	2,460,855.70	October 2013	333,801.62
December 2005	7,001,120.41	December 2009	2,411,885.82	November 2013	278,757.76
January 2006	6,851,048.14	January 2010	2,364,581.40	December 2013	223,494.93
February 2006	6,703,660.05	February 2010	2,318,924.96	January 2014	168,027.98
March 2006	6,558,929.87	March 2010	2,274,899.22	February 2014	112,371.45
April 2006	6,416,831.57	April 2010	2,232,487.01	March 2014	56,539.52
May 2006	6,277,339.33	May 2010	2,191,671.34	April 2014	546.09
June 2006	6,140,427.55	June 2010	2,152,435.35	May 2014 and thereafter	0.00
July 2006	6,006,070.87	July 2010	2,114,762.34		
August 2006	5,874,244.11				

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 through September 2002.....	\$76,377,000.00	September 2003.....	\$53,775,197.00	October 2004.....	\$22,203,103.76
October 2002.....	74,877,732.58	October 2003.....	51,459,035.73	November 2004.....	19,826,352.31
November 2002.....	73,306,186.99	November 2003.....	49,080,660.96	December 2004.....	17,461,541.29
December 2002.....	71,663,007.90	December 2003.....	46,641,125.08	January 2005.....	15,108,609.08
January 2003.....	69,948,877.02	January 2004.....	44,141,510.08	February 2005.....	12,767,494.39
February 2003.....	68,164,512.59	February 2004.....	41,654,469.37	March 2005.....	10,438,136.25
March 2003.....	66,310,668.95	March 2004.....	39,179,938.09	April 2005.....	8,120,473.99
April 2003.....	64,388,136.00	April 2004.....	36,717,851.70	May 2005.....	5,814,447.26
May 2003.....	62,397,738.67	May 2004.....	34,268,146.00	June 2005.....	3,519,996.02
June 2003.....	60,340,336.33	June 2004.....	31,830,757.11	July 2005.....	1,237,060.54
July 2003.....	58,216,822.22	July 2004.....	29,405,621.50	August 2005 and thereafter.....	0.00
August 2003.....	56,028,122.78	August 2004.....	26,992,675.94		
		September 2004.....	24,591,857.55		

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 July 2005.....	\$100,036,000.00	December 2006.....	\$ 64,168,650.96	June 2008.....	\$ 28,183,019.37
August 2005.....	99,001,581.39	January 2007.....	62,083,127.38	July 2008.....	26,277,347.09
September 2005.....	96,741,499.45	February 2007.....	60,008,041.22	August 2008.....	24,381,183.59
October 2005.....	94,492,755.91	March 2007.....	57,943,338.60	September 2008.....	22,494,479.75
November 2005.....	92,255,292.25	April 2007.....	55,888,965.91	October 2008.....	20,617,186.73
December 2005.....	90,029,050.26	May 2007.....	53,844,869.82	November 2008.....	18,749,255.91
January 2006.....	87,813,972.03	June 2007.....	51,810,997.28	December 2008.....	16,890,638.94
February 2006.....	85,609,999.93	July 2007.....	49,787,295.50	January 2009.....	15,041,287.72
March 2006.....	83,417,076.65	August 2007.....	47,773,711.98	February 2009.....	13,201,154.38
April 2006.....	81,235,145.17	September 2007.....	45,770,194.47	March 2009.....	11,370,191.32
May 2006.....	79,064,148.75	October 2007.....	43,776,691.00	April 2009.....	9,548,351.16
June 2006.....	76,904,030.95	November 2007.....	41,793,149.86	May 2009.....	7,735,586.78
July 2006.....	74,754,735.63	December 2007.....	39,819,519.61	June 2009.....	5,931,851.29
August 2006.....	72,616,206.92	January 2008.....	37,855,749.08	July 2009.....	4,137,098.05
September 2006.....	70,488,389.24	February 2008.....	35,901,787.35	August 2009.....	2,351,280.66
October 2006.....	68,371,227.31	March 2008.....	33,957,583.78	September 2009.....	574,352.96
November 2006.....	66,264,666.12	April 2008.....	32,023,087.97	October 2009 and thereafter.....	0.00
		May 2008.....	30,098,249.79		

DA Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance.....	\$27,231,000.00	July 2002.....	\$19,204,598.35	May 2003.....	\$13,942,728.11
October 2001.....	26,756,253.26	August 2002.....	18,008,194.67	June 2003.....	13,521,037.99
November 2001.....	26,207,934.56	September 2002.....	16,742,288.42	July 2003.....	13,084,889.33
December 2001.....	25,586,217.93	October 2002.....	16,451,875.70	August 2003.....	12,634,780.35
January 2002.....	24,891,329.46	November 2002.....	16,143,728.38	September 2003.....	12,171,226.93
February 2002.....	24,123,547.34	December 2002.....	15,818,181.98	October 2003.....	11,694,762.01
March 2002.....	23,283,201.73	January 2003.....	15,475,594.11	November 2003.....	11,205,934.74
April 2002.....	22,370,674.68	February 2003.....	15,116,344.04	December 2003.....	10,705,309.83
May 2002.....	21,386,399.86	March 2003.....	14,740,832.23	January 2004.....	10,193,466.76
June 2002.....	20,330,862.37	April 2003.....	14,349,479.81	February 2004.....	9,689,397.34

DA Class (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
March 2004	\$ 9,193,027.61	December 2004	\$ 5,060,289.24	August 2005	\$ 1,864,082.39
April 2004	8,704,284.25	January 2005	4,636,983.90	September 2005	1,494,348.84
May 2004	8,223,094.55	February 2005	4,220,604.88	October 2005	1,131,022.88
June 2004	7,749,386.43	March 2005	3,811,085.37	November 2005	774,042.16
July 2004	7,283,088.37	April 2005	3,408,359.15	December 2005	423,344.80
August 2004	6,824,129.52	May 2005	3,012,360.58	January 2006	78,869.49
September 2004	6,372,439.57	June 2005	2,623,024.54	February 2006 and thereafter	0.00
October 2004	5,927,948.84	July 2005	2,240,286.48		
November 2004	5,490,588.24				

DB Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance through January 2006	\$9,700,000.00	April 2007	\$5,318,250.53	August 2008	\$1,874,818.54
February 2006	9,440,555.43	May 2007	5,065,402.15	September 2008	1,700,013.79
March 2006	9,108,342.34	June 2007	4,817,810.02	October 2008	1,529,677.18
April 2006	8,782,170.44	July 2007	4,575,421.59	November 2008	1,363,763.01
May 2006	8,461,980.49	August 2007	4,338,184.80	December 2008	1,202,225.96
June 2006	8,147,713.74	September 2007	4,106,048.03	January 2009	1,045,021.12
July 2006	7,839,311.91	October 2007	3,878,960.09	February 2009	892,103.97
August 2006	7,536,717.29	November 2007	3,656,870.25	March 2009	743,430.36
September 2006	7,239,872.61	December 2007	3,439,728.21	April 2009	598,956.56
October 2006	6,948,721.09	January 2008	3,227,484.10	May 2009	458,639.19
November 2006	6,663,206.47	February 2008	3,020,088.50	June 2009	322,435.25
December 2006	6,383,272.94	March 2008	2,817,492.38	July 2009	190,302.15
January 2007	6,108,865.19	April 2008	2,619,647.19	August 2009	62,197.63
February 2007	5,839,928.38	May 2008	2,426,504.74	September 2009 and thereafter	0.00
March 2007	5,576,408.12	June 2008	2,238,017.30		
		July 2008	2,054,137.54		

DC Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance through August 2009	\$5,947,000.00	December 2010	\$4,461,287.43	June 2012	\$2,688,385.94
September 2009	5,885,079.82	January 2011	4,378,805.40	July 2012	2,575,400.05
October 2009	5,764,907.22	February 2011	4,294,092.60	August 2012	2,461,249.75
November 2009	5,648,638.68	March 2011	4,207,219.03	September 2012	2,345,983.41
December 2009	5,536,233.43	April 2011	4,118,253.31	October 2012	2,229,648.43
January 2010	5,427,651.03	May 2011	4,027,262.70	November 2012	2,112,291.17
February 2010	5,322,851.43	June 2011	3,934,313.14	December 2012	1,993,957.03
March 2010	5,221,794.89	July 2011	3,839,469.22	January 2013	1,874,690.45
April 2010	5,124,442.07	August 2011	3,742,794.26	February 2013	1,754,534.90
May 2010	5,030,753.93	September 2011	3,644,350.31	March 2013	1,633,532.96
June 2010	4,940,691.80	October 2011	3,544,198.17	April 2013	1,511,726.25
July 2010	4,854,217.34	November 2011	3,442,397.40	May 2013	1,389,155.53
August 2010	4,771,292.54	December 2011	3,339,006.37	June 2013	1,265,860.66
September 2010	4,694,627.51	January 2012	3,234,082.25	July 2013	1,141,880.64
October 2010	4,619,272.06	February 2012	3,127,681.05	August 2013	1,017,253.61
November 2010	4,541,467.26	March 2012	3,019,857.63	September 2013	892,016.88
		April 2012	2,910,665.74	October 2013	766,206.95
		May 2012	2,800,157.99	November 2013	639,859.50

DC Class (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
December 2013	\$ 513,009.41	April 2014	\$ 1,253.48
January 2014	385,690.79	May 2014 and	
February 2014	257,936.99	thereafter	0.00
March 2014	129,780.61		

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.

\$884,857,228



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2001-57**

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PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

September 5, 2001
