

Supplement (To Prospectus Supplement dated September 19, 2001)

\$306,409,124 (Approximate)



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae Multifamily REMIC Trust 2001-M3**

This is a supplement to the prospectus supplement dated September 19, 2001 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

Notwithstanding anything set forth in the Prospectus Supplement, we will issue the X Class Certificates in fully registered, certificated form. The "Holder" or "Certificateholder" of an X Class Certificate is its registered owner. The X Class Certificates can be transferred at the corporate office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. State Street Bank and Trust Company, Boston, Massachusetts, will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of an X Class Certificate and may require payment to cover any tax or other governmental charge.

Carefully consider the risk factors starting on page S-6 of the Prospectus Supplement and on page 11 of the Multifamily REMIC Prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the Certificates.

The certificates, together with any 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.

PROSPECTUS SUPPLEMENT

(To Multifamily REMIC Prospectus dated January 1, 1999)

\$306,409,124 (Approximate)



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae Multifamily REMIC Trust 2001-M3**

Carefully consider the risk factors starting on page S-6 of this prospectus supplement and on page 11 of the Multifamily REMIC Prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

You should read the Multifamily 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.

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the X Class, which will not receive any interest until the principal balances of the A, B and C Classes are reduced to zero), 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. **We will not guarantee the payment to certificateholders of any prepayment premiums or yield maintenance charges.**

The Trust and its Assets

The trust will own Fannie Mae MBS.

The mortgage loans underlying the Fannie Mae MBS are first lien, multifamily, fixed-rate loans. In addition, the mortgage loans are either fully amortizing or provide for balloon payments at maturity.

<i>Class</i>	<i>Original Class Balance(1)</i>	<i>Principal Type</i>	<i>Interest Rate</i>	<i>Interest Type</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
A	\$195,011,000	SEQ	4.99% (2)	WAC	313921 L 2 2	January 2009
B	71,521,000	SEQ	5.47 (2)	WAC	313921 L 3 0	August 2009
C	39,877,124	SEQ	5.87 (2)	WAC	313921 L 4 8	August 2014
X	18,000,000 (3)	NTL	6.00 (2) (4)	WAC/IO	313921 L 5 5	August 2031
R	0	NPR	0	NPR	313921 L 6 3	August 2031
RL	0	NPR	0	NPR	313921 L 7 1	August 2031

(1) Subject to a permitted variance of plus or minus 5%.

(2) Each of these classes will bear interest at an annual rate equal to the *lesser* of (i) the applicable rate listed above and (ii) the weighted average MBS pass-through rate.

(3) Notional balance. This class is an interest only class.

(4) After the principal balances of the A, B and C Classes are reduced to zero, all cash flow from the MBS will be paid to the X Class as interest.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be October 25, 2001.

Bear, Stearns & Co. Inc.

September 19, 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”):

- our Prospectus for Guaranteed Multifamily REMIC Pass-Through Certificates dated January 1, 1999 (the “Multifamily REMIC Prospectus”);
- our Prospectus for Guaranteed Mortgage Pass-Through Certificates dated October 1, 1999 (the “MBS Prospectus”); and
- our Information Statement dated March 30, 2001 and its supplements (the “Information Statement”).

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

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

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

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

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

REFERENCE SHEET

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

Certain Characteristics of the Mortgage Loans Underlying the MBS (as of October 1, 2001)

Exhibit A contains certain information about the individual MBS and related mortgage loans as of October 1, 2001, including information about yield maintenance charges applicable to the mortgage loans. To learn more about the MBS and the related mortgage loans, you should obtain the final data statement from us as described on page S-9.

Prepayment Premiums

The mortgage loans provide for the payment of prepayment premiums in the form of yield maintenance charges. If any yield maintenance charges are included in the distributions received on the MBS with respect to any distribution date, we will allocate these yield maintenance charges among the classes of certificates as described in this prospectus supplement.

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 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 October 25, 2001.

Distribution Dates

We will make payments on the classes of 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 issue 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>
A, B and C Classes	X, R and RL Classes

Interest Rates

The certificates will bear interest at the applicable annual interest rates specified on the cover and further described in this prospectus supplement.

Notional Class

The X Class will not receive any principal. Its notional principal balance is the balance used to calculate accrued interest. The notional principal balance of the X Class will be calculated as described below:

- to and including the distribution date on which the principal balance of the C Class is reduced to zero, the *greater* of
 - \$18,000,000 and
 - the *excess* of the principal balance of the MBS *over* the aggregate principal balance of the A, B and C Classes; and
- on each distribution date thereafter, the principal balance of the MBS.

Distributions of Principal

Principal Distribution Amount

To the A, B and C Classes, in that order, to zero.

Weighted Average Lives (years) *

Class	CPR Prepayment Assumption**				
	0%	25%	50%	75%	100%
A	5.1	5.0	5.0	4.9	4.7
B	7.4	7.4	7.4	7.3	7.1
C	10.1	9.9	9.8	9.7	9.5
X	18.8	15.9	15.0	14.6	14.1

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

** Assumes no prepayment during any applicable yield maintenance periods. See “Additional Risk Factors” 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 MBS, including prepayments.

The mortgage loans provide for the payment of prepayment premiums in the form of yield maintenance charges. Subject to any applicable yield maintenance charges, the mortgage loans may be prepaid at any time. Therefore, 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 the prepayment rates we assumed, or
- at a constant prepayment rate until maturity.

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.

Defaults may increase the risk of prepayment. Multifamily lending is generally viewed as exposing the lender to a greater risk of loss than single family lending. Mortgage loan defaults may result in distributions of the full principal balance of the related MBS, thereby affecting prepayment rates.

Yield maintenance charges may reduce the prepayment rate of the related mortgage loans. The mortgage loans impose a yield maintenance charge in connection with prepayments occurring during certain periods. A yield maintenance charge would not be imposed, however, if a borrower defaults on its mortgage loan. Mortgage loans having yield maintenance charges

may be less likely to prepay than mortgage loans without such charges.

Allocation of yield maintenance charges to certain classes may not offset the adverse effect on yields of the corresponding prepayments. If any yield maintenance charges are included in the payments received on the MBS with respect to any distribution date, we will pay these amounts to the holders of the A, B, C and X Classes on that distribution date. We do not, however, guarantee that any yield maintenance charges will in fact be collected from mortgagors, or paid to holders of the MBS or the related certificateholders. Accordingly, holders of the applicable classes will receive yield maintenance charges only to the extent we receive them. Moreover, even if we pay the yield maintenance charges to the holders of these classes, the additional amounts may not offset the reductions in yield caused by the related prepayments.

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

Delay classes have lower yields and market values. Since the classes do not receive interest immediately following each interest accrual period, they 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. If you assumed 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 get 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 certifi-

icates. 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 such term in the applicable Disclosure Document or in the Trust Agreement.

General

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

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

The assets of the Trust will consist of the Lower Tier Regular Interests. The assets of the Lower Tier REMIC will consist of certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “MBS”).

Each MBS represents a beneficial ownership interest in one or more first lien, multifamily mortgage loans (the “Mortgage Loans”) having the characteristics described herein and in the Multifamily REMIC Prospectus and the MBS Prospectus.

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 guarantees are not backed by the full faith and credit of the United States. *We will not guarantee the collection or the payment to the Certificateholders of any prepayment premiums or yield maintenance charges.* Accordingly, Certificateholders entitled to receive yield maintenance charges will receive them only to the extent actually received in respect of the MBS. See “Description of the Certificates—Fannie Mae’s Guaranty” in the Multifamily REMIC Prospectus and “Description of Certificates—The Fannie Mae Guaranty” in the MBS Prospectus.

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 the Certificates—Denominations and Form” in the Multifamily 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”.

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

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

Distribution Date. We will make monthly payments 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 such date as the “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

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

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

The MBS

The following table contains certain information about the MBS. The MBS will have the aggregate unpaid principal balance and weighted average Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The MBS will provide that principal and interest on the related Mortgage Loans will be passed through monthly, beginning in the month after we issue the MBS. The Mortgage Loans underlying the MBS will be conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on multifamily residential properties, each either fully amortizing or providing for a balloon payment at maturity. See “The Mortgage

Pools” and “Yield Considerations” in the MBS Prospectus. We expect the characteristics of the MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance	\$306,409,124
Weighted Average MBS Pass-Through Rate	6.4503%
Related Mortgage Loans	
WAC (per annum percentage)	7.3018%
WAM	114 months
Weighted Average Certificate Age	34 months

Exhibit A contains certain information about the individual MBS and related mortgage loans as of the Issue Date, including information about yield maintenance charges applicable to the mortgage loans.

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the current unpaid principal balances of the Mortgage Loans underlying the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627 or 202-752-6547. The contents of the Final Data Statement and other data specific to the Certificates are available in electronic form by calling us at 1-800-752-6440 or 202-752-6000.

Distributions of Interest

Categories of Classes

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

<u>Interest Type*</u>	<u>Classes</u>
Weighted Average Coupon	A, B, C and X
Interest Only	X
No Payment Residual	R and RL

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

General. We will calculate interest on the Certificates at the applicable annual interest rates shown on the cover and further described in this prospectus supplement. We calculate interest based on a 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the X Class, which will not receive any interest until the principal balances of the A, B and C Classes are reduced to zero) 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. For a description of the X Class, see “—*Notional Class*” below.

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

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

See “Additional Risk Factors” in this prospectus supplement.

Weighted Average Coupon Classes. The A, B and C Classes each will bear interest during each Interest Accrual Period at an annual rate equal to the *lesser* of

- the applicable rate listed on the cover of this prospectus supplement for that Class

and

- the weighted average MBS Pass-Through Rate.

During each Interest Accrual Period prior to the Crossover Date (described below), interest on the X Class will be calculated at an annual rate equal to the *lesser* of

- 6.0% and
- the weighted average MBS Pass-Through Rate.

The amount of interest so calculated will not be paid to Holders of the X Class but will be included in the Principal Distribution Amount for the related Distribution Date.

During the Interest Accrual Period relating to the Distribution Date on which the principal balance of the C Class is reduced to zero (the “Crossover Date”), the X Class will bear interest in an amount equal to the *excess* of all amounts distributed on the MBS on that Distribution Date *over* the amount of interest and principal then payable to the Holders of all other Classes.

During each subsequent Interest Accrual Period, the X Class will bear interest in an amount equal to the sum of all amounts distributed on the MBS on the related Distribution Date.

Our determination of the rates of interest for these Classes for the related Interest Accrual Periods shall (in the absence of manifest error) be final and binding. You may obtain each such rate of interest by telephoning us at 1-800-237-8627 or 202-752-6547.

Notional Class. The Notional Class will not have a principal balance. The notional principal balance of the Notional Class will be calculated as specified under “Reference Sheet—Notional Class.”

Prior to the Crossover Date, we use the notional principal balance of the Notional Class to determine interest accruals on that Class. Although the 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 will refer also to the notional principal balance of the Notional Class.

Allocation of Prepayment Premiums

The Mortgage Loans provide for the payment of prepayment premiums in the form of yield maintenance charges. On each Distribution Date, we will pay any yield maintenance charges that we have collected and passed through to the Trust during the related Interest Accrual Period to the X, A, B and C Classes in pro rata proportions reflecting the following amounts:

- in the case of the X Class, any positive result of *subtracting*
 - (A) the present value (discounted at the applicable Class Discount Rate, as defined below) of the aggregate interest that would have been paid in respect of the X Class from the Distribution Date in the following month until the notional principal balance of the X Class would be reduced to zero after taking into account the related prepayment
 - from*
 - (B) the present value (discounted at the applicable Class Discount Rate) of the aggregate interest that would have been paid in respect of the X Class from the Distribution Date in the following month until the notional principal balance of the X Class would have been reduced to zero had the related prepayment not occurred; and
- in the case of each of the A, B and C Classes, any positive result of *subtracting*

- (A) the sum of (i) the Class Prepayment Amount (defined below) paid in respect of that Class and (ii) the present value (discounted at the applicable Class Discount Rate) of the aggregate principal and interest that would have been paid in respect of that Class from the Distribution Date in the following month until the principal balance of that Class is to be reduced to zero after taking into account receipt of the applicable Class Prepayment Amount

from

- (B) the present value (discounted at the applicable Class Discount Rate) of the aggregate principal and interest that would have been paid in respect of such Class from the Distribution Date in the following month until the principal balance of such Class would have been reduced to zero had the related prepayment not occurred.

The foregoing calculations will be made on the basis of the Pricing Assumptions except that it will be assumed that no prepayments of the Mortgage Loans occur following the end of the period in which any prepayment was received.

The “Class Prepayment Amount” for each Class and Distribution Date is the sum of all prepayments of the Mortgage Loans, including both principal and interest, but exclusive of any yield maintenance charges, paid in respect of that Class on that Distribution Date.

For each Class and each computation of present value, (i) the “Class Discount Rate” is the rate which, when compounded monthly, is equivalent to the Class Treasury Rate when compounded semi-annually and (ii) the “Class Treasury Rate” is the yield calculated by the linear interpolation of the yields, as reported in Federal Reserve Statistical Release H.15 — Selected Interest Rates under the heading “U.S. government securities/Treasury constant maturities” for the week ending on or before the Determination Date relating to the Distribution Date on which the yield maintenance charge will be paid, of U.S. Treasury constant maturities with a maturity date (one longer and one shorter) most nearly approximating the projected remaining weighted average life of such Class. If Release H.15 is no longer published, the Trustee will select a comparable publication to determine the Treasury Rate.

Solely for purposes of determining the Class Treasury Rate, the “Determination Date” for any Distribution Date is the date in any calendar month on which Fannie Mae calculates payments on the Certificates for that Distribution Date.

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>
Sequential Pay	A, B and C
Notional	X
No Payment Residual	R and RL

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

Principal Distribution Amount

On each Distribution Date to and including the Crossover Date, the “Principal Distribution Amount” will be equal to the sum of:

- the principal then distributed on the MBS,
- any interest accrued but not paid on the notional principal balance of the X Class, and

- the *excess* of the interest then distributed on the MBS *over* the aggregate amount of interest then accrued on the Certificates,

but in no event in excess of the amount necessary to reduce the principal balance of the A, B and C Classes to zero. Thereafter, the Principal Distribution Amount will be zero.

On each Distribution Date, we will pay the Principal Distribution Amount, sequentially, as principal of the A, B and C Classes, in that order, until their principal balances are reduced to zero. } Sequential Pay Classes

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 the MBS (as described in Exhibit A) and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- we pay all payments (including prepayments) on the Mortgage Loans on the Distribution Date relating to the month in which we receive them;
- the Mortgage Loans underlying the MBS prepay at the percentages of CPR specified in the related tables, provided that no prepayments occur during the related yield maintenance periods;
- payments on the Certificates are always received on the 25th of the month, whether or not a business day;
- no yield maintenance charges are received on the MBS; and
- the settlement date for the sale of the Certificates is October 25, 2001.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used here is the “Constant Prepayment Rate” or “CPR” model. The CPR model represents an assumed constant rate of prepayment each month, expressed as an annual percentage of the then outstanding principal balance of the pool of mortgage loans.

It is highly unlikely that prepayments will occur at any particular level of CPR, or at any other *constant* rate.

Yield Table

General. The table below illustrates the sensitivity of the pre-tax corporate bond equivalent yield to maturity of the applicable Class to various constant percentages of CPR. We calculated the yields set forth in the table by

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

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

We cannot assure you that

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

Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant percentage of CPR until maturity or at any other constant rate, or
- all of such Mortgage Loans will prepay at the same rate.

***The Interest Only Class.* As indicated in the table below, the yield to investors in the X Class will be highly sensitive to the rate of principal payments (including prepayments) of the Mortgage Loans. Subject to certain restrictions, the Mortgage Loans may be prepaid prior to their stated maturities.**

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 X Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
X	92.48417%

* The price does not include accrued interest.

Sensitivity of the X Class to Prepayments*

	<u>CPR Prepayment Assumption</u>				
	<u>0%</u>	<u>25%</u>	<u>50%</u>	<u>75%</u>	<u>100%</u>
Pre-Tax Yields to Maturity	7.4%	7.4%	7.3%	7.3%	7.1%

* Assumes no prepayment before any applicable yield maintenance charge end dates.

A portion of any yield maintenance charges actually received by the Trust will be allocated to the X Class and increase the yield on that Class. However, any such allocation may be insufficient to offset fully the adverse effects on the anticipated yield arising out of the corresponding prepayment.

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

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

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

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

- the timing of changes in such rate of principal payments, and
- the priority sequence of payments of principal of the Certificates.

See “Distributions of Principal” in this prospectus supplement.

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent

discounts or premiums to their original principal balances, variability in the weighted average lives of such Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at the constant percentages of CPR and the corresponding weighted average lives of such Classes. The tables have been prepared on the basis of the Pricing Assumptions.

It is unlikely that the underlying Mortgage Loans will prepay at any *constant* CPR level. We do not represent that the Mortgage Loans will prepay at the CPRs shown or at any other constant prepayment rate.

Percent of Original Principal Balances Outstanding††

Date	A Class					B Class				
	CPR Prepayment Assumption					CPR Prepayment Assumption				
	0%	25%	50%	75%	100%	0%	25%	50%	75%	100%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2002	96	96	96	96	96	100	100	100	100	100
October 2003	91	91	91	91	91	100	100	100	100	100
October 2004	86	86	86	86	86	100	100	100	100	100
October 2005	81	81	81	80	78	100	100	100	100	100
October 2006	66	64	60	56	33	100	100	100	100	100
October 2007	28	27	26	25	25	100	100	100	100	100
October 2008	23	19	15	10	0	100	100	100	100	39
October 2009	0	0	0	0	0	0	0	0	0	0
October 2010	0	0	0	0	0	0	0	0	0	0
October 2011	0	0	0	0	0	0	0	0	0	0
October 2012	0	0	0	0	0	0	0	0	0	0
October 2013	0	0	0	0	0	0	0	0	0	0
October 2014	0	0	0	0	0	0	0	0	0	0
October 2015	0	0	0	0	0	0	0	0	0	0
October 2016	0	0	0	0	0	0	0	0	0	0
October 2017	0	0	0	0	0	0	0	0	0	0
October 2018	0	0	0	0	0	0	0	0	0	0
October 2019	0	0	0	0	0	0	0	0	0	0
October 2020	0	0	0	0	0	0	0	0	0	0
October 2021	0	0	0	0	0	0	0	0	0	0
October 2022	0	0	0	0	0	0	0	0	0	0
October 2023	0	0	0	0	0	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0
October 2025	0	0	0	0	0	0	0	0	0	0
October 2026	0	0	0	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	5.1	5.0	5.0	4.9	4.7	7.4	7.4	7.4	7.3	7.1

Date	C Class					X† Class				
	CPR Prepayment Assumption					CPR Prepayment Assumption				
	0%	25%	50%	75%	100%	0%	25%	50%	75%	100%
Initial Percent	100	100	100	100	100	100	100	100	100	100
October 2002	100	100	100	100	100	100	100	100	100	100
October 2003	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	100	100	100	100	100	100	100	100
October 2006	100	100	100	100	100	117	116	116	116	114
October 2007	100	100	100	100	100	135	134	134	133	130
October 2008	100	100	100	100	100	152	151	151	150	146
October 2009	96	97	97	98	100	166	165	164	163	158
October 2010	84	84	85	85	87	180	179	178	176	171
October 2011	35	32	27	23	14	194	193	192	190	185
October 2012	22	14	7	3	3	208	207	206	204	198
October 2013	9	0	0	0	0	223	217	201	194	193
October 2014	0	0	0	0	0	233	194	173	161	153
October 2015	0	0	0	0	0	221	175	155	148	146
October 2016	0	0	0	0	0	126	115	105	93	0
October 2017	0	0	0	0	0	121	83	51	22	0
October 2018	0	0	0	0	0	112	58	24	5	0
October 2019	0	0	0	0	0	97	37	10	1	0
October 2020	0	0	0	0	0	91	27	5	*	0
October 2021	0	0	0	0	0	85	19	2	*	0
October 2022	0	0	0	0	0	79	13	1	*	0
October 2023	0	0	0	0	0	72	9	*	*	0
October 2024	0	0	0	0	0	64	6	*	*	0
October 2025	0	0	0	0	0	56	4	*	*	0
October 2026	0	0	0	0	0	37	2	*	*	0
October 2027	0	0	0	0	0	30	1	*	*	0
October 2028	0	0	0	0	0	23	1	*	*	0
October 2029	0	0	0	0	0	16	*	*	0	0
October 2030	0	0	0	0	0	7	*	*	0	0
October 2031	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.1	9.9	9.8	9.7	9.5	18.8	15.9	15.0	14.6	14.1

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.

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

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

†† Assumes no prepayment during any applicable yield maintenance periods.

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 the Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the Multifamily 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 Multifamily 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 Multifamily 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 Multifamily 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 Multifamily REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Notional 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 Multifamily 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 Multifamily REMIC Prospectus.

The Prepayment Assumption that will be used in determining the rate of accrual of OID will be applied on a pool-by-pool basis. 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 Multifamily REMIC Prospectus. The Prepayment Assumption that will be used for each pool will be 0% CPR until the yield maintenance end date for each such pool and 100% CPR thereafter. The yield maintenance end dates are provided on Exhibit A. Because the yield maintenance end date for each pool is not the same, during the period beginning on the earliest yield maintenance end date of the pools and ending on the last yield maintenance end date of the pools, the effective Prepayment Assumption will increase, from 0% CPR to 100% CPR, as each pool reaches its yield maintenance end date. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at the rate reflected in the Prepayment Assumption or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of the Certificates—Weighted Average Lives and Final Distribution Dates” in the Multifamily 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 120% of the “federal long-term rate.” The rate will be published on or about September 20, 2001. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the Multifamily REMIC Prospectus.

PLAN OF DISTRIBUTION

We are obligated to deliver the Certificates to Bear, Stearns & Co. Inc. (the “Dealer”) in exchange for the MBS. 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.

LEGAL MATTERS

Sidley Austin Brown & Wood LLP will provide legal representation for Fannie Mae. Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 will provide legal representation for the Dealer.

The MBS and Mortgage Loans

Exhibit A

Pool Number	City	State	Approximate Principal Balance as of Issue Date [†]	MBS Pass-Through Rate	Mortgage Interest Rate	Original Amortization Term (mos.)	Remaining Amortization Term (mos.)	Remaining Term to Maturity (mos.)	Remaining Term to Balloon (mos.)	Original Yield Maintenance Term (mos.)
73202	Clay	NY	\$ 165,405	6.920%	7.995%	300	228	48	48	114
73212	Tyler	TX	87,781	6.800	7.875	300	228	48	48	114
73215	Oklahoma City	OK	96,206	6.750	7.825	360	288	48	48	114
73226	Menands	NY	142,538	6.710	7.560	300	228	48	48	114
73241	Orlando	FL	258,864	6.730	7.805	360	289	49	49	114
73253	Flagstaff	AZ	96,539	6.690	7.765	300	230	50	50	114
73257	Dallas	TX	432,274	6.600	7.675	300	229	49	49	114
73258	Various		157,372	6.580	7.655	300	230	50	50	114
73258	Various		197,802	6.580	7.655	300	230	50	50	114
73269	Lockport	NY	97,136	6.550	7.625	300	230	50	50	114
73273	Austin	TX	282,604	6.640	7.490	300	229	50	50	113
73281	Norman	OK	297,685	6.530	7.605	360	290	50	50	114
73286	Cincinnati	OH	114,894	6.500	7.575	360	291	51	51	114
73293	Northfield	MN	261,703	6.570	7.645	360	292	51	51	114
73296	Norman	OK	310,885	6.500	7.575	360	290	50	50	114
73298	Griffith	IN	277,917	6.525	7.600	360	291	51	51	114
73299	Union Township	OH	240,884	6.580	7.655	360	291	51	51	114
73329	Winter Park	FL	3,153,316	6.300	7.375	300	231	51	51	114
73353	Irvine	CA	11,030,627	6.720	7.370	360	291	171	171	180
73412	Arlington	TX	518,144	6.620	7.575	360	294	54	54	114
73416	Mesquite	TX	384,824	6.605	7.680	360	294	54	54	114
73419	Austin	TX	140,098	6.610	7.910	360	295	54	54	113
73420	Worcester	MA	207,549	6.625	7.475	360	294	54	54	114
73422	Lubbock	TX	179,324	6.740	7.980	360	294	54	54	113
73426	Charlottesville	VA	460,208	6.980	7.935	300	234	54	54	114
73430	Astoria	NY	189,122	7.030	7.985	300	234	54	54	114
73441	Overland Park	KS	185,498	6.845	7.800	360	284	54	54	114
73455	Stanton	CA	385,405	6.970	8.045	360	295	55	55	114
73463	Bayside	NY	1,126,160	6.840	7.705	360	295	55	55	114
73465	Portsmouth	NH	175,375	6.850	7.500	360	295	55	55	114
73467	Minneapolis	MN	256,528	6.950	8.025	300	235	55	55	114
73474	Mesa	AZ	748,355	7.145	8.100	360	295	55	55	114
73476	Tarzana	CA	385,140	7.225	8.300	300	235	55	55	114
73478	Syracuse	NY	253,328	7.115	8.190	300	235	56	56	114
73485	Eules	TX	89,581	7.070	8.145	360	295	55	55	114
73494	Elkhart	IN	582,253	7.250	8.325	360	296	56	56	114
73501	Dallas	TX	308,814	7.475	8.550	360	296	56	56	114
73502	Fort Worth	TX	380,899	7.420	8.495	360	296	56	56	114
73504	Liverpool	NY	213,505	7.390	8.465	300	238	57	57	114
73522	Lynnwood	WA	260,832	7.180	8.075	360	296	56	56	114

Pool Number	City	State	Approximate Principal Balance as of Issue Date†	MBS Pass-Through Rate	Mortgage Interest Rate	Original Amortization Term (mos.)	Remaining Amortization Term (mos.)	Remaining Term to Maturity (mos.)	Remaining Term to Balloon (mos.)	Original Yield Maintenance Term (mos.)
73523	Laredo	TX	\$ 163,799	7.170%	8.245%	360	296	56	56	114
73524	Denver	CO	225,848	7.200	8.155	360	296	56	56	114
73525	Colorado Springs	CO	258,204	7.200	8.275	360	296	56	56	114
73527	Westland	MI	138,940	7.195	7.845	300	236	56	56	114
73529	Santa Cruz	CA	138,521	7.220	8.355	360	296	56	56	114
73530	Kansas City	MO	112,695	7.275	8.350	300	238	57	57	114
73543	Aurora	CO	469,363	7.375	8.450	360	296	56	56	114
73546	Virings	GA	477,019	7.405	8.480	360	297	57	57	114
73548	Lubbock	TX	291,123	7.480	8.555	300	237	57	57	114
73554	Garland	TX	73,149	7.514	8.469	360	297	57	57	114
73568	Chandler	AZ	344,841	7.530	8.605	360	297	57	57	114
73582	Dallas	TX	309,410	7.500	8.575	360	297	57	57	114
73626	Southgate	MI	368,999	7.435	8.225	360	298	58	58	114
73642	Garland	TX	2,901,308	7.170	8.245	360	299	59	59	114
73733	Sacramento	CA	61,868	7.060	8.015	360	301	25	25	78
73781	Miami	FL	3,818,237	7.145	8.220	360	301	61	61	114
73783	Baltimore	MD	2,923,805	7.110	8.185	360	302	62	62	114
73785	Austin	TX	1,902,267	7.140	8.095	360	302	61	61	113
73797	Omaha	NE	2,128,392	6.905	7.860	360	301	61	61	114
73803	Plano	TX	3,896,029	6.920	7.875	360	302	62	62	114
73807	Lafayette	IN	469,743	6.905	7.980	360	302	62	62	114
73808	Miami	FL	4,235,457	6.855	7.930	360	302	62	62	114
73826	Waltham	MA	82,881	6.765	7.615	360	302	63	63	114
73831	Flint Township	MI	335,830	6.730	7.380	300	242	62	62	114
73839	Bedford	TX	468,790	6.680	7.755	360	302	62	62	114
73842	Suffern	NY	1,997,269	6.735	7.855	360	302	63	63	114
73850	Bedford	TX	254,027	6.905	7.980	300	243	63	63	114
73853	Mesa	AZ	460,235	6.710	7.785	360	302	62	62	114
73854	Cincinnati	OH	495,137	6.630	7.705	360	303	63	63	114
73855	Cincinnati	OH	23,779	6.630	7.705	360	303	63	63	114
73868	Concord	OH	1,851,354	6.645	7.660	360	303	63	63	114
73877	Norman	OK	2,468,472	6.585	7.660	360	303	63	63	114
73882	Syracuse	NY	2,421,994	6.620	7.705	360	303	63	63	114
73893	Canton	OH	2,404,543	6.790	7.865	360	303	63	63	114
73901	Lancaster	PA	2,044,550	6.765	7.840	360	303	63	63	114
73911	Batavia	NY	211,678	6.900	7.975	300	243	63	63	114
73925	Rancho Cucamonga	CA	2,662,552	6.880	7.835	360	304	63	63	113
73930	Littleton	CO	4,521,409	6.875	7.950	360	303	63	63	114
73941	Omaha	NE	6,301,548	6.810	7.765	360	303	63	63	114
73947	West Allis	WI	1,802,493	6.840	7.915	300	243	64	64	120
73948	Fairfield	CA	2,139,741	6.770	7.845	360	303	63	63	114
73949	New York	NY	2,303,164	6.850	7.700	360	303	63	63	114

Pool Number	City	State	Approximate Principal Balance as of Issue Date†	MBS Pass-Through Rate	Mortgage Interest Rate	Original Amortization Term (mos.)	Remaining Amortization Term (mos.)	Remaining Term to Maturity (mos.)	Remaining Term to Balloon (mos.)	Original Yield Maintenance Term (mos.)
73951	Glendale	AZ	\$ 2,142,280	6.905%	7.980%	360	304	63	63	113
73958	Lakeland	FL	1,668,562	7.070	8.025	360	304	64	64	114
73975	Bellevue	WA	214,393	7.060	7.910	360	304	64	64	114
73980	Arlington	TX	105,111	7.040	7.995	360	305	65	65	114
73984	Miami	FL	349,100	7.050	8.125	360	304	64	64	114
73989	Spokane	WA	465,233	7.175	8.250	360	304	65	65	114
73993	Murray	UT	621,982	7.210	8.165	360	305	65	65	114
73997	Houston	TX	2,539,632	7.096	8.051	360	304	64	64	114
375005	Phoenix	AZ	305,488	6.940	8.015	360	305	65	65	114
375021	Ogden	NY	297,013	6.920	7.875	300	245	65	65	114
375022	Los Angeles	CA	2,856,732	6.800	7.755	360	305	65	65	114
375028	Nashville	TN	342,098	6.880	7.730	300	245	65	65	114
375033	Orlando	FL	446,379	6.805	7.880	360	305	65	65	114
375092	Austin	TX	399,358	7.240	8.315	360	306	66	66	114
375100	Dallas	TX	388,564	7.225	8.300	360	308	67	67	114
375105	Arlington	TX	874,256	7.305	8.260	360	307	67	67	114
375109	Phoenix	AZ	481,188	7.360	8.435	360	307	67	67	114
375147	Seattle	WA	326,662	7.320	8.170	300	248	68	68	114
375148	Laurel	MD	416,194	7.335	8.095	300	248	68	68	114
375154	Las Vegas	NV	1,431,035	7.385	8.280	360	307	67	67	114
375155	Mentor	OH	864,812	7.455	8.530	360	308	68	68	114
375177	Anaheim	CA	319,391	7.190	7.720	360	308	68	68	114
375296	Puyallup	WA	623,843	6.920	7.920	360	310	70	70	114
380776	Jacksonville	FL	11,169,828	5.630	6.200	360	325	85	85	114
380874	Gainesville	FL	10,021,575	5.830	6.510	360	325	85	85	117
380889	Richmond	VA	9,755,288	5.805	6.375	360	325	85	85	114
380988	Rohnert Park	CA	4,421,075	6.050	6.800	360	326	86	86	114
381075	Orange	CA	3,713,880	5.745	6.295	360	327	87	87	114
381216	Philadelphia	PA	9,709,425	6.375	7.125	360	326	87	87	114
381242	San Rafael	CA	5,746,607	5.970	6.720	360	328	88	88	118
381305	Mesa	AZ	6,890,884	5.810	6.610	360	328	88	88	114
381353	Los Angeles	CA	3,338,451	5.790	6.890	360	328	88	88	114
381364	Bellevue	WA	8,100,767	5.650	6.350	360	329	89	89	114
381398	Seattle	WA	10,112,167	5.750	6.500	360	329	89	89	117
381401	El Paso	TX	16,334,465	5.890	6.990	360	329	89	89	114
381447	San Leandro	CA	5,939,782	6.130	6.980	360	330	90	90	114
381452	Oceanside	CA	4,017,954	5.980	6.930	360	329	89	89	114
381458	Boise	ID	7,175,625	6.065	6.915	360	329	89	89	114
381483	Los Angeles	CA	3,814,502	5.940	6.890	360	330	90	90	114
381825	Dallas	TX	1,326,608	6.930	7.700	360	334	94	94	84
382722	Kingsville	TX	992,131	7.240	8.300	360	348	204	204	180
383803	West Hills	CA	8,002,083	6.420	6.840	144	140	140	140	137
383887	Framingham	MA	1,196,367	6.690	7.490	300	298	117	117	114

Pool Number	City	State	Approximate Principal Balance as of Issue Date†	MBS Pass-Through Rate	Mortgage Interest Rate	Original Amortization Term (mos.)	Remaining Amortization Term (mos.)	Remaining Term to Maturity (mos.)	Remaining Term to Balloon (mos.)	Original Yield Maintenance Term (mos.)
383892	Kansas City	MO	\$ 889,915	7.460%	8.380%	314	311	311	—	180
383906	Martinsburg	WV	885,155	7.050	7.870	360	357	213	213	180
383971	San Marcos	CA	991,211	7.000	7.920	180	177	177	—	174
383978	Maple Valley	WA	2,596,458	6.530	7.250	360	358	118	118	114
383980	Indianapolis	IN	4,938,954	6.570	7.520	360	358	177	177	174
383984	Phoenix	AZ	1,272,193	5.870	7.190	300	298	54	54	48
383985	Beaverton	OR	4,193,384	6.560	8.005	360	357	88	88	56
383995	Cincinnati	OH	8,988,077	7.280	8.080	360	358	358	—	180
384039	Sunnyvale	CA	5,992,558	6.450	6.970	300	299	119	119	114
384096	Irondequoit	NY	5,121,939	7.140	7.890	360	358	298	—	180
384130	Downey	CA	1,729,984	6.850	7.370	300	299	299	—	120
384136	New York	NY	9,985,464	7.100	7.620	360	358	358	—	180
384143	Boulder	CO	2,997,596	6.215	7.115	360	359	119	119	114
384173	Orlando	FL	3,685,550	6.500	7.320	170	168	169	169	164
384185	Commerce	TX	1,645,765	6.550	7.450	360	359	215	215	180
384222	Houston	TX	3,800,000	6.240	7.140	360	360	120	120	114
384267	Tyler	TX	699,494	6.320	7.640	360	360	69	69	63
384289	West Palm Beach	FL	8,067,000	6.555	7.555	300	300	180	180	144
380684	Los Angeles	CA	1,575,818	6.190	6.810	360	323	83	83	114
Total/Weighted Average		<u>\$306,409,125</u>	6.450%	7.302%					

(†) The principal balances of the MBS have been rounded to the nearest dollar and the sum of those balances may not equal the total.

NOTE:

The information with respect to the MBS and the Mortgage Loans set forth on this Exhibit A has been collected and summarized by the Dealer and provided to Fannie Mae. Fannie Mae has made no independent verification of such information and, therefore, does not warrant its truth or accuracy.

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

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

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\$306,409,124
(Approximate)



Guaranteed REMIC
Pass-Through Certificates
Fannie Mae Multifamily
REMIC Trust 2001-M3

PROSPECTUS SUPPLEMENT

Bear, Stearns & Co. Inc.

September 19, 2001
