

Supplement
(To Prospectus dated December 5, 2002)

\$522,423,357 (Approximate)



Guaranteed Grantor Trust Pass-Through Certificates
Fannie Mae Grantor Trust 2002-T19

This is a supplement to the prospectus dated December 5, 2002 (the “Prospectus”). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus.

Notwithstanding anything set forth in the Prospectus, the CUSIPs of the Classes of Certificates are set forth opposite their respective Class designations.

<u>Class</u>	<u>CUSIP Number</u>
PO	31392GVV4

Carefully consider the risk factors starting on page 7 of the 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 of its agencies or instrumentalities other than Fannie Mae.

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

The date of this Supplement is January 7, 2003

\$522,423,357 (Approximate)



**Guaranteed Grantor Trust Pass-Through Certificates
Fannie Mae Grantor Trust 2002-T19**

Carefully consider the risk factors beginning on page 7 of this prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

The certificates, together with interest thereon, are not guaranteed by the United States and do not constitute a debt or obligation of the United States or any of its agencies or instrumentalities 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 and guarantee the certificates listed in the chart on this page. The certificates will represent beneficial ownership interests in the trust assets.

Payments to Certificateholders

You, the investor, will receive monthly payments on your certificates, including

- interest to the extent accrued or available for payment on your certificates as described in this prospectus, and
- principal to the extent available for payment as described in this prospectus.

The Fannie Mae Guaranty

We will guarantee that required payments of monthly interest and principal described above are paid to investors on time and that any outstanding principal balance of each class of certificates is paid on its final distribution date.

The Trust and Its Assets

The trust assets will be divided into two groups.

- Group 1 will consist of first lien, one- to four-family, fully amortizing, fixed-rate mortgage loans insured by the Federal Housing Administration or partially guaranteed by the U.S. Department of Veterans Affairs and having the characteristics described in this prospectus.
- Group 2 will consist of first lien, one- to four-family, fully amortizing, adjustable-rate mortgage loans insured by the FHA or partially guaranteed by the VA and having the characteristics described in this prospectus.

Class	Group	Original Class Balance (1)	Principal Type (2)	Interest Rate	Interest Type (2)	CUSIP Number	Assumed Maturity Date (3)
A1	1	\$336,582,938	PT	6.5 %	FIX	31392GVP7	July 2032
A2	1	58,660,125	PT	7.0	FIX	31392GVR3	July 2032
A3	1	74,540,080	PT	7.5	FIX	31392GVS1	July 2032
IO	1	216,765,259 (4)	NTL/CPT	(5)	WAC/IO	31392GVU6	July 2032
PO	1	8,587,070	PT	(6)	PO	3139G2VV4	July 2032
A4	2	44,053,142	PT	(7)	WAC	31392GVVT9	March 2032

(1) Approximate. May vary by plus or minus 5%.

(2) See “Description of the Certificates—Class Definitions and Abbreviations.”

(3) The Assumed Maturity Date is calculated assuming the maturity dates of the mortgage loans are not modified. Fannie Mae does not guarantee payment in full of the principal balances of the certificates on the related Assumed Maturity Date. Fannie Mae will guarantee payment in full of the principal balances of the certificates no later than the distribution date in July 2042 with respect to the Group 1 Classes and no later than the distribution date in March 2042 with respect to the Group 2 Class.

(4) The IO Class will be a notional class, will not have a principal balance and will bear interest on its notional principal balance.

(5) The IO Class will bear interest during the initial interest accrual period at an annual rate equal to approximately 0.46313%. During each subsequent interest accrual period, the IO Class will bear interest as described in this prospectus.

(6) The PO Class will be a principal only class and will not bear interest.

(7) The A4 Class will bear interest during the initial interest accrual period at an annual rate equal to approximately 5.61010%. During each subsequent interest accrual period, the A4 Class will bear interest as described in this prospectus.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 30, 2002.

LEHMAN BROTHERS

December 5, 2002

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Available Information	3	Yield Tables	26
Reference Sheet	4	<i>General</i>	26
Risk Factors	7	<i>The IO Class</i>	26
General	10	<i>The PO Class</i>	27
<i>Structure</i>	10	Weighted Average Lives of the Certificates ..	27
<i>Characteristics of Certificates</i>	10	Maturity Considerations and Final	
<i>Fannie Mae Guaranty</i>	10	Distribution Date for the Certificates ...	28
<i>Distribution Date</i>	11	Decrement Tables	28
<i>Record Date</i>	11	The Trust Agreement	30
<i>Class Factors</i>	11	Transfer of Mortgage Loans to the Trust ...	30
<i>Authorized Denominations</i>	11	Servicing Through Lenders	30
<i>Optional Repurchase of the Mortgage</i>		Distributions on the Trust Assets;	
<i>Loans</i>	11	Deposits in the Certificate Account	31
The Mortgage Loans	11	Reports to Certificateholders	31
General	11	Servicing Compensation and Payment of	
Group 1 Loans	12	Certain Expenses by Fannie Mae	31
Group 2 Loans	15	Collection and Other Servicing Procedures ...	32
Fannie Mae Mortgage Purchase Program	18	Certain Matters Regarding Fannie Mae ...	32
<i>General</i>	18	Events of Default	33
Selling and Servicing Guides	18	Rights upon Event of Default	33
Mortgage Loan Eligibility Standards—		Voting Rights	33
Government Insured Loans	18	Amendment	33
<i>Dollar Limitations</i>	18	Termination	34
<i>Loan-to-Value Ratios</i>	19	Certain Federal Income Tax	
<i>Underwriting Guidelines</i>	19	Consequences	34
Description of the Certificates	19	Taxation of Beneficial Owners of	
Book-Entry Procedures	19	Mortgage-Backed Certificates	35
<i>General</i>	19	<i>General</i>	35
<i>Method of Payment</i>	19	<i>Certificates of the IO and PO Classes</i> ...	35
Interest Payments on the Certificates	19	<i>Certificates of the A1, A2 and A3 Classes</i> ..	36
<i>Interest Calculation</i>	19	<i>Sales and Other Dispositions of</i>	
<i>Interest Accrual Period</i>	20	<i>Certificates</i>	38
<i>Notional Class and Components</i>	20	<i>Certificates of the A4 Class</i>	38
<i>A4 Class</i>	20	<i>Expenses of the Trust</i>	38
<i>Excess Prepayment Interest Shortfalls</i> ..	20	Special Tax Attributes	38
<i>Categories of Classes and</i>		Modifications of Mortgage Loans	39
<i>Components—Interest</i>	21	Information Reporting and Backup	
Principal Payments on the Certificates	21	Withholding	39
<i>General</i>	21	Foreign Investors	39
Group 1 Principal Distribution Amount	21	Legal Investment Considerations	40
Group 2 Principal Distribution Amount	22	Legal Opinion	40
<i>Categories of Classes and Components—</i>		ERISA Considerations	40
<i>Principal</i>	22	Plan of Distribution	41
Certain Definitions Relating to Payments		Legal Matters	41
on the Certificates	22	Index of Defined Terms	42
Class Definitions and Abbreviations	24	Exhibit A	A-1
Structuring Assumptions	25		

AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus and our current Information Statement dated April 1, 2002 and its supplements (the “Information Statement”), which we are incorporating by reference in this prospectus.

You can obtain the Information Statement or additional copies of this prospectus by writing or calling us at:

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

This prospectus, the Information Statement and the class factors for the certificates are available on our corporate web site located at www.fanniemae.com and our business to business web site at www.efanniemae.com.

You also can obtain additional copies of this prospectus by writing or calling Lehman Brothers Inc. (the “Dealer”) at:

Lehman Brothers Inc.
c/o ADP Financial Services
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(telephone: 631-254-7106).

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 in its entirety and the additional disclosure documents referred to on page 3 of this prospectus.

The Certificates

- The certificates will represent beneficial ownership interests in Fannie Mae Grantor Trust 2002-T19.
- The trust assets will be divided into two groups.
- Group 1 will consist of first lien, one- to four-family, fully amortizing, fixed-rate mortgage loans insured by the Federal Housing Administration or partially guaranteed by the U.S. Department of Veterans Affairs.
- Group 2 will consist of first lien, one- to four-family, fully amortizing, adjustable-rate mortgage loans insured by the FHA or partially guaranteed by the VA.

Certain Characteristics of the Mortgage Loans

Each of the mortgage loans was originated in accordance with the underwriting guidelines of the FHA or VA and included in a Ginnie Mae pool. Generally, each mortgage loan was subsequently repurchased from a Ginnie Mae pool after a delinquency on the loan was not cured for at least 90 days. The mortgage loans are now reperforming as and to the extent described in the section of this prospectus entitled "The Mortgage Loans."

The tables appearing in Exhibit A set forth certain summary information regarding the assumed characteristics of the mortgage loans.

Class Factors

The class factors are numbers that, when multiplied by the initial principal balance or notional balance of a certificate, can be used to calculate the current principal balance or notional balance of that certificate (after taking into account principal distributions in the same month). We will publish the class factors for the certificates on or shortly before each distribution date.

Settlement Date

We expect to issue the certificates on December 30, 2002.

Distribution Dates

We will make payments on the certificates on the 25th day of each calendar month, or the next business day if the 25th day is not a business day, beginning in January 2003.

Book-Entry Certificates

We will issue the certificates in book-entry form through The Depository Trust Company, which will electronically track ownership of the certificates and payments on them.

Interest Payments

We will pay monthly interest to holders of the certificates in amounts equal to the interest accrued on their principal balances (or notional principal balance) at the interest rates specified on the cover or described in this prospectus.

Principal Only Class

The PO Class is a principal only class and will not bear interest.

The PO Class will be entitled to receive the payments of principal with respect to the Category 1a Loans only.

See “Description of the Certificates—Principal Payments on the Certificates” and “—Yield Tables—*The PO Class*” in this prospectus.

Notional Class and Components

The IO Class is a notional class and will bear interest as described in this prospectus on its notional principal balance. The IO Class consists of three payment components, the IO-1 Component, the IO-2 Component and the IO-3 Component.

Each component of the IO Class will have the original notional principal balance, principal type, initial interest rate and interest type set forth below:

<u>Component</u>	<u>Original Notional Principal Balance</u>	<u>Principal Type</u>	<u>Initial Interest Rate</u>	<u>Interest Type</u>
IO-1	\$83,565,054	NTL	0.36881%*	WAC/IO
IO-2	\$58,660,125	NTL	0.33020%*	WAC/IO
IO-3	\$74,540,080	NTL	0.67348%*	WAC/IO

* Initial rates. For a description of the interest rates of the IO-1, IO-2 and IO-3 Components, see “Description of the Certificates—Interest Payments on the Certificates—*Notional Class*” in this prospectus.

The IO Class and its components will not receive any principal. The notional principal balance of a component is the balance used to calculate accrued interest. The notional principal balance of each component will equal the percentage of the aggregate stated principal balances specified below immediately before the related distribution date.

<u>Component</u>	
IO-1	100% of the Category 1b Loans
IO-2	100% of the Category 1c Loans
IO-3	100% of the Category 1d Loans

See “Description of the Certificates—Interest Payments on the Certificates—*Notional Class*” and “—Yield Tables—*The IO Class*” in this prospectus.

Payments of Principal

Group 1 Principal Distribution Amount

On each distribution date, we will pay the Category 1a PO Principal Distribution Amount as principal of the PO Class to zero.

On each distribution date, we will pay the sum of the Category 1a Non-PO Principal Distribution Amount and the Category 1b Principal Distribution Amount as principal of the A1 Class to zero.

On each distribution date, we will pay the Category 1c Principal Distribution Amount as principal of the A2 Class to zero.

On each distribution date, we will pay the Category 1d Principal Distribution Amount as principal of the A3 Class to zero.

For a description of the Category 1a PO Principal Distribution Amount, the Category 1a Non-PO Principal Distribution Amount, the Category 1b Principal Distribution Amount, the Category 1c Principal Distribution Amount and the Category 1d Principal Distribution Amount, see “Description of the Certificates—Certain Definitions Relating to Payments on the Certificates” in this prospectus.

Group 2 Principal Distribution Amount

On each distribution date, we will pay the Group 2 Principal Distribution Amount as principal of the A4 Class to zero.

Guaranty Payments

We guarantee interest and principal on the certificates will be paid as provided above, subject to the limitations described in this prospectus under the heading “General—*Fannie Mae Guaranty*.” In addition, we guarantee the payment of any principal balance that remains outstanding on the distribution date in July 2042 with respect to the Group 1 Classes and in March 2042 with respect to the Group 2 Class.

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>8%</u>	<u>16%</u>	<u>24%</u>	<u>32%</u>	<u>40%</u>
A1	17.1	8.5	5.1	3.4	2.5	1.9
A2	17.6	8.7	5.1	3.5	2.5	1.9
A3	15.9	8.3	5.1	3.4	2.5	1.9
IO	17.0	8.5	5.1	3.5	2.5	1.9
PO	16.9	8.5	5.1	3.4	2.5	1.9
<u>Group 2 Class</u>	<u>CPR Prepayment Assumption</u>					
	<u>0%</u>	<u>8%</u>	<u>16%</u>	<u>24%</u>	<u>32%</u>	<u>40%</u>
A4	15.2	7.9	4.9	3.3	2.5	1.9

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

RISK FACTORS

We describe below some of the risks associated with an investment in the certificates. Because each investor has different investment needs and a different risk tolerance, you should consult your own financial and legal advisors to determine whether the certificates are a suitable investment for you.

Suitability

The certificates may not be a suitable investment. The certificates are not a suitable investment for every investor. Before investing, you should consider carefully the following:

- You should have sufficient knowledge and experience to evaluate the merits and risks of the certificates and the information contained in this prospectus and the Information Statement.
- You should thoroughly understand the terms of the certificates.
- You should be able to evaluate (either alone or with the help of a financial advisor) the economic, interest rate and other factors that may affect your investment.
- You should have sufficient financial resources and liquidity to bear all risks associated with the certificates.
- You should investigate any legal investment restrictions that may apply to you.

You should exercise particular caution if your circumstances do not permit you to hold the certificates until maturity.

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 your purchase of the certificates is a legal investment for you or is subject to any investment restrictions.

Yield Considerations

A variety of factors can affect your yield. Your effective yield on the certificates will depend upon:

- the price you paid for the certificates;
- how quickly or slowly borrowers prepay the mortgage loans;

- if and when the mortgage loans are liquidated due to borrower defaults, casualties or condemnations affecting the properties securing those loans;
- if and when the mortgage loans are repurchased;
- the actual characteristics of the mortgage loans;
- in the case of the IO Class, fluctuations in the weighted average of the net mortgage rates of the Category 1b loans, Category 1c loans and Category 1d loans; and
- in the case of the A4 Class, fluctuations in the weighted average of the net mortgage rates of the Group 2 loans.

For a description of the mortgage loans, see “The Mortgage Loans—Group 1 Loans” and “—Group 2 Loans,” respectively, in this prospectus.

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

- if you buy your certificates (including the IO Class) at a premium and principal payments on the related loans are faster than you expect, or
- if you buy your certificates (including the PO Class) at a discount and principal payments on the related loans are slower than you expect.

Furthermore, in the case of certificates purchased at a premium (including the IO Class), you could lose money on your investment if prepayments occur at a rapid rate.

In addition, in the case of the IO Class and any other certificates purchased at a premium, if a disproportionately high rate of prepayments occurs on the related loans with relatively higher interest rates, the yield on those certificates will decrease and may be lower than you expect.

Even if the mortgage loans are prepaid at rates that on average are consistent with your expectations, variations in the prepayment rates over time could significantly affect your yield. Generally, the earlier the payment of principal, the greater the effect on the yield to maturity. As a result, if the rate of principal prepayments during any period is faster or slower than you expect, a corresponding reduction or increase in the prepayment rate during a later period may not fully offset the impact of the earlier prepayment rate on your yield.

We used certain assumptions concerning the mortgage loans in preparing certain tabular information in this prospectus. If the actual characteristics of the mortgage loans differ even slightly from those assumptions, the weighted average lives and yields of the certificates will be affected.

You must make your own decision as to the assumptions, including the principal prepayment assumptions, you will use in deciding whether to purchase the certificates.

Unpredictable timing of last payment affects yield on certificates. The actual final payment on the certificates may occur earlier, and could occur much earlier, than the distribution date occurring in July 2042 with respect to the Group 1 Classes and in March 2042 with respect to the Group 2 Class. If you assume that the actual final payment will occur on the distribution date occurring in July 2042 with respect to the Group 1 Classes and in March 2042 with respect to the Group 2 Class, your yield may be lower than you expect.

Delayed payments reduce yields and market value. Because the certificates 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.

Prepayment Considerations

The rate of principal payments on the certificates depends on numerous factors and cannot be predicted. The rate of principal payments on the certificates of a particular class generally will depend on the rate of principal payments on the related mortgage loans. Principal payments on the mortgage loans may occur

as a result of scheduled amortization or prepayments. The rate of principal payments is likely to vary considerably from time to time as a result of the liquidation of foreclosed mortgage loans and as a result of FHA insurance payments and VA guarantee payments. In addition, borrowers generally may prepay mortgage loans at any time without penalty.

It is highly unlikely that the mortgage loans will prepay:

- at the rates we assume,
- at any constant prepayment rate until maturity, or
- at the same rate.

The mortgage loans generally provide that the lender can require repayment in full if the borrower sells the property that secures the related loan. However, the mortgage loans generally may be assumed by creditworthy purchasers of mortgaged properties from the original borrowers. Accordingly, except in the case of mortgage loans that are assumed by purchasers, property sales by borrowers can affect the rate of prepayment. In addition, if borrowers are able to refinance their loans by obtaining new loans secured by the same properties, any refinancing will affect the rate of prepayment. Furthermore, the seller of the mortgage loans to Fannie Mae made representations and warranties with respect to those loans and may have to repurchase them if they fail to conform to the representations and warranties made by the seller. Any such repurchases will increase the rate of prepayment of the related classes.

The servicer of the mortgage loans has the right under certain circumstances to recast the amortization schedule (based on a 30-year term) and/or extend the scheduled date of final payment on a loan (but not beyond July 2042 with respect to the Group 1 Classes and March 2042 with respect to the Group 2 Class). To the extent that the servicer recasts the amortization schedule and/or extends the term of a mortgage loan, the weighted average lives of the related class or classes of certificates could be extended.

In general, prepayment rates may be influenced by:

- the level of current interest rates relative to the rates borne by the mortgage loans,

- homeowner mobility,
- existence of any prepayment premiums or prepayment restrictions,
- the general creditworthiness of the borrowers,
- repurchases of mortgage loans, and
- general economic conditions.

Because so many factors affect the prepayment rate of any group of mortgage loans, we cannot estimate the prepayment experience of the loans backing the underlying mortgage loans.

Exercise of any optional clean-up calls will have the same effect on the related classes as borrower prepayments of the related loans. Subject to certain conditions, the servicer has the option to purchase from the trust all of the mortgage loans on or after the first distribution date when the aggregate principal balance of the mortgage loans has been reduced to 5% or less of its original level on the issue date of the certificates. Repurchases of the mortgage loans will have the same effect on the related certificates as borrower prepayments of those loans.

Repurchases of delinquent mortgage loans will have the same effect as borrower prepayments. Under certain circumstances, Lehman Capital is required to repurchase delinquent mortgage loans. Its repurchase of any mortgage loans will have the same effect on the related class or classes of certificates, as borrower prepayments of the related loans.

Concentration of mortgaged properties in certain states could lead to increased delinquencies, with the same effect as borrower prepayments. As of the issue date, approximately 9.74%, 8.47% and 7.04% of the Group 1 Loans are secured by mortgaged properties located in Texas, California and Florida, respectively; and approximately 10.44%, 9.79% and 9.42% of the Group 2 Loans are secured by mortgaged properties located in Illinois, Maryland and California respectively. If the residential real estate markets in those states should experience an overall decline in property values, the rates of loan delinquencies in those states probably will increase and may increase substantially.

Reinvestment Risk

You may have to reinvest principal payments at a rate of return lower than that on your certificates. Generally, a borrower may prepay a mortgage loan at any time. As a result, we cannot predict the amount of principal payments on the certificates. The certificates may not be an appropriate investment for you if you require a specific amount of principal on a regular basis or on a specific date. Because interest rates fluctuate, you may not be able to reinvest the principal payments on the certificates at a rate of return that is as high as your rate of return on the certificates. You may have to reinvest those funds at a much lower rate of return. You should consider this risk in light of other investments that may be available to you.

Market and Liquidity Considerations

It may be difficult to resell your certificates and any resale may occur on adverse terms. 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.

A number of factors may affect the resale of certificates, including:

- the method, frequency and complexity of calculating principal and interest;
- the characteristics of the mortgage loans;
- past and expected prepayment levels of the mortgage loans and comparable loans;
- the outstanding principal amount of the certificates;
- the amount of certificates offered for resale from time to time;
- any legal restrictions or tax treatment limiting demand for the certificates;
- the availability of comparable securities;
- the level, direction and volatility of interest rates generally; and
- general economic conditions.

Fannie Mae Guaranty Considerations

Any failure of Fannie Mae to perform its guaranty obligations will adversely affect certificateholders. If we were unable to perform our guaranty obligations, certificateholders would receive only borrower payments and other re-

coveries on the mortgage loans. If that happened, delinquencies and defaults on the related mortgage loans could directly affect the amounts that certificateholders would receive each month.

GENERAL

The material under this heading summarizes certain features of the Certificates and is not complete. You will find additional information about the Certificates in the other sections of this prospectus, as well as in the Information Statement and the Trust Agreement. If we use a capitalized term in this prospectus without defining it, you will find the definition of that term in the Trust Agreement.

Structure. We, the Federal National Mortgage Association (“Fannie Mae”), a corporation organized and existing under the laws of the United States, under the authority contained in Section 304(d) of the Federal National Mortgage Association Charter Act (12 U.S.C. §1716 *et seq.*), will create the Fannie Mae Grantor Trust specified on the cover of this prospectus (the “Trust”) pursuant to a trust agreement (the “Trust Agreement”) dated as of December 1, 2002 (the “Issue Date”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). We will issue the Certificates pursuant to the Trust Agreement.

The assets of the Trust will consist of the Mortgage Loans. The Certificates will evidence the entire beneficial ownership interest in the payments of principal and interest on the Mortgage Loans. The Mortgage Loans are insured by the Federal Housing Administration (“FHA”) or partially guaranteed by the U.S. Department of Veterans Affairs (“VA”) and, as a result of past delinquency, have been repurchased from pools held by the Government National Mortgage Association (“Ginnie Mae”).

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

A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations.

See “Description of the Certificates—Book-Entry Procedures” in this prospectus.

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

- on each Distribution Date, interest accrued on the Certificates during the related Interest Accrual Period at the annual rates specified or described in this prospectus,
- on each Distribution Date, principal of the Group 1 and Group 2 Classes in the respective amounts required to be paid as described in this prospectus under the headings “Description of the Certificates—Principal Payments on the Certificates—*Group 1 Principal Distribution Amount*” and “—*Group 2 Principal Distribution Amount*,” respectively, and
- any remaining principal balances of the Group 1 and Group 2 Classes no later than the applicable Final Distribution Date shown on the cover of this prospectus, whether or not we have received sufficient payments on the related Mortgage Loans.

However, our guaranty will **not** cover any excess prepayment interest shortfall amounts as described in this prospectus under the heading “Description of the Certificates—Interest Payments on the Certificates—*Excess Prepayment Interest Shortfalls*.”

If we were unable to perform the guaranty obligations described above, Certificateholders would receive only the amounts paid or advanced and other recoveries on the related Mortgage Loans. If that happened, delinquencies and defaults on the related Mortgage Loans would directly affect the amounts that Certificateholders would receive each month. Our guaranty is not backed by the full faith and credit of the United States.

Distribution Date. We will make monthly payments on the 25th day of each calendar month, or the next business day if the 25th is not a business day. We refer to each such date as a “Distribution Date.” We will make the first payments to Certificateholders in January 2003.

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 before each Distribution Date, we will publish a class 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.

Authorized Denominations. We will issue the Classes of Certificates in minimum denominations of \$1,000 and whole dollar increments above that amount.

Optional Repurchase of the Mortgage Loans. The Servicer may repurchase the Mortgage Loans from the Trust under the circumstances described in this prospectus under “The Trust Agreement—Termination.”

THE MORTGAGE LOANS

General

We expect that the Trust will include approximately 5,817 mortgage loans (collectively, the “Mortgage Loans”) having an aggregate principal balance of approximately \$522,423,357 as of the Issue Date. This aggregate amount may vary by plus or minus 5%. Fannie Mae, as purchaser, Lehman Capital, A Division of Lehman Brothers Holdings Inc., as seller (the “Seller”), and Aurora Loan Services, Inc. (“Aurora”), as servicer (the “Servicer”) will be parties to a sale and servicing agreement dated as of the Issue Date (the “Sale and Servicing Agreement”).

The Mortgage Loans consist of two groups (“Loan Group 1” and “Loan Group 2” and each a “Loan Group”) of first lien, one- to four-family, fully amortizing loans. All of the Mortgage Loans in Loan Group 1 (the “Group 1 Loans”) bear fixed rates of interest, and all of the Mortgage Loans in Loan Group 2 (the “Group 2 Loans”) bear adjustable rates of interest. All of the Mortgage Loans are FHA-insured or partially guaranteed by the VA. Each Mortgage Loan is evidenced by a promissory note or similar evidence of indebtedness (a “Mortgage Note”) that is secured by a first mortgage or deed of trust on a one- to four-family residential property. Each Mortgage Note requires the borrower to make monthly payments of principal and interest. We refer to the property that secures repayment of a Mortgage Loan as the “Mortgaged Property.”

Each Mortgage Loan provides that the obligor on the related Mortgage Note (the “borrower”) must make payments by a scheduled day of each month. This day is fixed at the time of origination. In addition, each Mortgage Loan provides that each borrower must pay interest on its outstanding principal balance at the rate specified or described in the related Mortgage Note (the “Mortgage Interest Rate”). Interest is calculated on the basis of a 360-day year consisting of twelve 30-day

months. If a borrower makes a payment earlier or later than the scheduled due date, the amortization schedule will not change, nor will the relative application of such payment to principal and interest.

The information shown on Exhibit A summarizes certain assumed characteristics of the Group 1 and Group 2 Loans as of the Issue Date. The information in the tables is presented in aggregated form, on the basis of the characteristics specified in the tables, and does not reflect actual or assumed characteristics of any individual Group 1 or Group 2 Loan. The information in the tables does not give effect to prepayments received on the Mortgage Loans on or after the Issue Date.

Each of the Mortgage Loans was originated in accordance with the underwriting guidelines of FHA or VA, as the case may be, and was eligible to be included in a Ginnie Mae pool at the time of origination as permitted by the rules of Ginnie Mae. Substantially all of the Mortgage Loans were pooled with Ginnie Mae and then purchased from the related Ginnie Mae pool when the Mortgage Loan had a delinquency that was not cured for at least 90 days.

The table below shows the contractual delinquency rates of the Mortgage Loans in each Loan Group as of the Issue Date. A Mortgage Loan is “contractually delinquent” as of the Issue Date if delinquencies that occurred at any time during the term of the loan have not been cured.

<u>Contractually Delinquent</u>	<u>Loan Group 1</u>	<u>Loan Group 2</u>
Less than 30 days	48.55%	90.70%
30– 59 days	39.17%	7.49%
60– 89 days	10.94%	1.69%
90–119 days	0.79%	0.00%
120–149 days	0.31%	0.00%
150–180 days	0.24%	0.11%

As of the Issue Date, no Mortgage Loan was more than 180 days contractually delinquent. Neither the Servicer nor Fannie Mae has the right to repurchase a Mortgage Loan from the Trust based upon the Issue Date contractual delinquency of that loan. However, if at any time the aggregate principal balance of Mortgage Loans that are 90 days or more delinquent (“90+ Delinquent Loans”) exceeds 49.00% of the aggregate principal balance of the Mortgage Loans, the Seller is required to repurchase from the Trust 90+ Delinquent Loans of a sufficient amount to reduce the aggregate principal balance of 90+ Delinquent Loans to 49.00% of the aggregate principal balance of the Mortgage Loans.

Group 1 Loans

The Group 1 Loans are fixed-rate mortgage loans. The following tables set forth certain information, as of the Issue Date, as to the Group 1 Loans. References to “Aggregate Principal Balance Outstanding” mean the aggregate of the Stated Principal Balances of the Group 1 Loans as of the Issue Date. The sum of the percentage columns in the following tables may not equal 100% due to rounding.

Issue Date Mortgage Loan Principal Balances (1)

<u>Issue Date Mortgage Loan Principal Balances (\$)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 1</u>
0.01- 50,000.00	866	\$ 31,044,017.38	6.49%
50,000.01-100,000.00	2,623	196,814,161.02	41.14
100,000.01-150,000.00	1,437	173,551,142.18	36.28
150,000.01-200,000.00	381	64,076,865.58	13.39
200,000.01-250,000.00	51	11,052,601.37	2.31
250,000.01-300,000.00	3	835,036.97	0.17
300,000.01-350,000.00	2	630,593.28	0.13
350,000.01-400,000.00	1	365,797.64	0.08
Total:	5,364	\$478,370,215.42	100.00%

(1) As of the Issue Date, the average principal balance for the Group 1 Loans is expected to be approximately \$89,182.

Mortgage Interest Rates (1)

<u>Mortgage Interest Rates (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 1</u>
4.501- 5.000	1	\$ 91,291.14	0.02%
5.501- 6.000	8	848,509.48	0.18
6.001- 6.500	626	62,741,936.90	13.12
6.501- 7.000	2,048	197,923,217.10	41.37
7.001- 7.500	896	83,565,054.56	17.47
7.501- 8.000	683	58,660,125.55	12.26
8.001- 8.500	632	46,961,360.25	9.82
8.501- 9.000	244	17,115,280.93	3.58
9.001- 9.500	122	6,139,579.42	1.28
9.501-10.000	43	1,989,489.73	0.42
10.001-10.500	36	1,544,049.89	0.32
10.501-11.000	7	291,450.34	0.06
11.001-11.500	5	145,319.06	0.03
11.501-12.000	4	104,926.46	0.02
12.001-12.500	1	40,122.37	0.01
12.501-13.000	3	63,995.11	0.01
13.001-13.500	1	32,430.02	0.01
13.501-14.000	1	24,917.87	0.01
14.501-15.000	1	22,241.15	0.00
16.001-16.500	1	34,957.16	0.01
17.001-17.500	1	29,960.93	0.01
Total:	5,364	\$478,370,215.42	100.00%

(1) As of the Issue Date, the weighted average Mortgage Interest Rate of the Group 1 Loans is expected to be approximately 7.376%.

Original Terms to Stated Maturity (1)

<u>Original Terms to Stated Maturity (Months)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 1</u>
61-120	7	\$ 304,784.82	0.06%
121-180	248	12,927,994.50	2.70
181-240	95	8,135,714.31	1.70
241-300	56	5,036,137.40	1.05
301-360	<u>4,958</u>	<u>451,965,584.39</u>	<u>94.48</u>
Total:	<u>5,364</u>	<u>\$478,370,215.42</u>	<u>100.00%</u>

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

Remaining Terms to Stated Maturity (1)

<u>Remaining Terms to Stated Maturity (Months)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 1</u>
1- 12	10	\$ 12,796.00	0.00%
13- 24	5	25,505.86	0.01
25- 36	7	48,316.72	0.01
37- 48	8	46,681.28	0.01
49- 60	13	160,078.98	0.03
61- 72	51	1,421,901.99	0.30
73- 84	50	1,353,125.85	0.28
85- 96	4	148,806.23	0.03
97-108	25	1,197,992.18	0.25
109-120	13	559,613.53	0.12
121-132	42	2,338,481.65	0.49
133-144	41	2,529,476.06	0.53
145-156	6	228,804.36	0.05
157-168	96	6,126,275.30	1.28
169-180	44	1,891,753.36	0.40
181-192	27	1,485,400.02	0.31
193-204	31	1,577,792.66	0.33
205-216	42	2,236,785.04	0.47
217-228	97	7,127,332.00	1.49
229-240	88	5,550,314.65	1.16
241-252	181	12,354,075.75	2.58
253-264	151	10,395,518.44	2.17
265-276	106	7,603,514.63	1.59
277-288	229	17,445,163.32	3.65
289-300	183	13,964,778.61	2.92
301-312	734	66,842,237.49	13.97
313-324	801	72,853,703.27	15.23
325-336	401	35,994,235.28	7.52
337-348	1,558	168,443,469.10	35.21
349-360	<u>320</u>	<u>36,406,285.81</u>	<u>7.61</u>
Total:	<u>5,364</u>	<u>\$478,370,215.42</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 1 Loans is expected to be approximately 312 months.

Geographic Distribution of Mortgaged Properties

<u>State</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 1</u>
Texas	614	\$ 46,602,609.17	9.74%
California	334	40,529,210.89	8.47
Florida	434	33,654,144.30	7.04
Maryland	245	26,927,693.71	5.63
Georgia	266	24,442,564.68	5.11
Other	<u>3,471</u>	<u>306,213,992.67</u>	<u>64.01</u>
Total:	<u>5,364</u>	<u>\$478,370,215.42</u>	<u>100.00%</u>

Group 2 Loans

Each Group 2 Loan has a Mortgage Interest Rate which is subject to annual adjustment on the dates (each such date, an “Interest Adjustment Date”) specified in the related Mortgage Note to equal the sum of the index, which is the weekly average yield on United States Treasury securities adjusted to a constant maturity of one year (“1 Year CMT”) plus a fixed percentage amount specified in the Mortgage Note (the “Interest Rate Margin”), subject to the limitations described in this paragraph. Generally, the index value used will be the value most recently published 30 days prior to the applicable Interest Adjustment Date. The mortgage interest rate on each Group 2 Loan will not increase or decrease by more than 1% (the “Mortgage Interest Rate Periodic Cap”) on any Interest Adjustment Date. The mortgage interest rate on each Group 2 Loan will not exceed a specified maximum mortgage interest rate over the life of that Mortgage Loan (the “Mortgage Interest Rate Life Cap”) or be less than a specified minimum mortgage interest rate over the life of that Mortgage Loan (the “Mortgage Interest Rate Life Floor”).

The following tables set forth certain information, as of the Issue Date, as to the Group 2 Loans. References to “Aggregate Principal Balance Outstanding” represent the aggregate of the Stated Principal Balances of the related Mortgage Loans as of the Issue Date. The sum of the percentage columns in the following tables may not equal 100% due to rounding.

Issue Date Mortgage Loan Principal Balances (1)

<u>Issue Date Mortgage Loan Principal Balances (\$)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
0.01– 50,000.00	31	\$ 1,287,273.84	2.92%
50,000.01–100,000.00	225	17,078,659.10	38.77
100,000.01–150,000.00	158	18,857,748.23	42.81
150,000.01–200,000.00	35	6,004,639.54	13.63
200,000.01–250,000.00	<u>4</u>	<u>824,821.30</u>	<u>1.87</u>
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the average principal balance for the Group 2 Loans is expected to be approximately \$97,248.

Mortgage Interest Rates (1)

<u>Mortgage Interest Rates (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
4.001-4.500	3	\$ 344,839.66	0.78%
4.501-5.000	22	2,877,005.18	6.53
5.001-5.500	113	12,953,218.27	29.40
5.501-6.000	58	5,719,166.01	12.98
6.001-6.500	76	7,120,679.65	16.16
6.501-7.000	96	8,379,001.52	19.02
7.001-7.500	43	3,398,184.40	7.71
7.501-8.000	38	2,990,146.66	6.79
8.001-8.500	4	270,900.66	0.61
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate of the Group 2 Loans is expected to be approximately 6.182%.

Original Terms to Stated Maturity (1)

<u>Original Terms to Stated Maturity (Months)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
351-360	453	\$44,053,142.01	100.00%
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average original term to stated maturity of the Group 2 Loans is expected to be approximately 360 months.

Remaining Terms to Stated Maturity (1)

<u>Remaining Terms to Stated Maturity (Months)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
181-192	1	\$ 52,963.46	0.12%
193-204	1	33,471.20	0.08
217-228	4	200,475.65	0.46
229-240	9	619,088.40	1.41
241-252	10	731,914.75	1.66
253-264	38	2,929,640.27	6.65
265-276	22	2,083,797.39	4.73
277-288	52	4,415,368.21	10.02
289-300	89	7,093,983.94	16.10
301-312	25	2,424,094.45	5.50
313-324	77	8,217,564.27	18.65
325-336	81	9,171,105.93	20.82
337-348	32	4,453,702.79	10.11
349-360	12	1,625,971.30	3.69
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 2 Loans is expected to be approximately 307 months.

Mortgage Interest Rate Life Caps (1)

<u>Mortgage Interest Rate Life Caps (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
9.001- 9.500	5	\$ 458,831.82	1.04%
9.501-10.000	28	3,174,832.29	7.21
10.001-10.500	69	7,375,076.66	16.74
10.501-11.000	85	7,767,296.84	17.63
11.001-11.500	120	11,357,467.73	25.78
11.501-12.000	81	7,662,123.15	17.39
12.001-12.500	52	4,889,939.09	11.10
12.501-13.000	9	1,133,509.56	2.57
13.001-13.500	3	200,593.67	0.46
13.501-14.000	1	33,471.20	0.08
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate Life Cap of the Group 2 Loans is expected to be approximately 11.297%.

Mortgage Interest Rate Life Floors (1)

<u>Mortgage Interest Rate Life Floors (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
1.501-2.000	61	\$ 4,880,502.07	11.08%
2.001-2.500	40	3,054,453.34	6.93
2.501-3.000	348	35,884,121.73	81.46
3.001-3.500	3	200,593.67	0.46
3.501-4.000	1	33,471.20	0.08
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate Life Floor of the Group 2 Loans is expected to be approximately 2.690%.

Next Interest Adjustment Dates

<u>Next Interest Adjustment Dates</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
January 2003	113	\$10,666,649.96	24.21%
April 2003	87	8,447,350.10	19.18
July 2003	125	12,560,900.88	28.51
October 2003	<u>128</u>	<u>12,378,241.07</u>	<u>28.10</u>
Total	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

Mortgage Interest Rate Margins (1)

<u>Mortgage Interest Rate Margins (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
1.751-2.000	71	\$ 5,411,554.50	12.28%
2.001-2.250	2	195,387.03	0.44
2.251-2.500	31	2,477,760.67	5.62
2.501-2.750	264	28,388,296.63	64.44
2.751-3.000	85	7,580,143.18	17.21
Total:	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

(1) As of the Issue Date, the weighted average Mortgage Interest Rate Margin of the Group 2 Loans is expected to be approximately 2.680%.

Mortgage Interest Rate Periodic Cap

<u>Mortgage Interest Rate Periodic Cap (%)</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
1.000	453	\$44,053,142.01	100.00%
Total	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

Geographic Distribution of Mortgaged Properties

<u>State</u>	<u>Number of Mortgage Loans</u>	<u>Aggregate Principal Balance Outstanding</u>	<u>Percent of Loan Group 2</u>
Illinois	46	\$ 4,597,540.03	10.44%
Maryland	40	4,312,143.68	9.79
California	31	4,148,686.33	9.42
Florida	35	2,697,201.20	6.12
Washington	20	2,688,894.06	6.10
Other	<u>281</u>	<u>25,608,676.71</u>	<u>58.13</u>
Total:.....	<u>453</u>	<u>\$44,053,142.01</u>	<u>100.00%</u>

Fannie Mae Mortgage Purchase Program

General

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

The mortgage loans we purchase must meet standards required by the law under which we were chartered, which we refer to as the Charter Act. These standards require that the mortgage loans be, in our judgment, of a quality, type and class consistent with the purchase standards imposed by private institutional mortgage investors. Consistent with those requirements, and with the purposes for which we were chartered, we establish eligibility criteria and policies for the mortgage loans we purchase, for the sellers from whom we purchase loans, and for the servicers who service our mortgage loans.

Selling and Servicing Guides

Our eligibility criteria and policies, summarized below, are set forth in our Selling and Servicing Guides and updates and amendments to these Guides. We amend our Guides and our eligibility criteria and policies from time to time. This means it is possible that not all the mortgage loans in a particular pool will be subject to the same eligibility standards. It also means that the standards described in the Guides may not be the same as the standards that applied when loans in a particular pool were originated. We may also waive or modify our eligibility and loan underwriting requirements or policies when we purchase mortgage loans.

Mortgage Loan Eligibility Standards—Government Insured Loans

Dollar Limitations. The Charter Act sets no maximum dollar limitations on the loans that we can purchase if the loans are government loans.

The maximum loan amount for FHA-insured single-family mortgage loans is established by statute. As of January 2002, the basic maximum loan amount for most FHA-insured single-family mortgage loans is \$144,336 for a one-unit dwelling, \$184,752 for a two-unit dwelling, \$223,296 for a

three-unit dwelling, and \$277,512 for a four-unit dwelling. In high-cost areas, as designated by HUD/FHA, the maximum loan amount may be increased up to \$261,609 for a one-unit dwelling, \$334,863 for a two-unit dwelling, \$404,724 for a three-unit dwelling, and \$502,990 for a four-unit dwelling. In addition, the maximum loan amount for FHA-insured mortgages secured by property located in Alaska, Guam, Hawaii, and the Virgin Islands may be adjusted up to 150% of HUD/FHA's high-cost area limits. We purchase FHA mortgages up to the maximum original principal amount that the FHA will insure for the area in which the property is located.

The VA does not establish a maximum loan amount for VA guaranteed loans secured by single-family one- to four-unit properties. We will purchase VA mortgages up to our current maximum original principal amount for conforming loans secured by similar one- to four-unit properties.

Loan-to-Value Ratios. The maximum loan-to-value ratio for FHA-insured and VA-guaranteed mortgage loans we purchase is the maximum established by the FHA or VA for the particular program under which the mortgage was insured or guaranteed.

Underwriting Guidelines. FHA-insured and VA-guaranteed mortgage loans that we purchase must be originated in accordance with the applicable requirements and underwriting standards of the agency providing the insurance or guaranty. Each insured or guaranteed loan that we purchase must have in effect a valid mortgage insurance certificate or loan guaranty certificate. In the case of VA loans, the unguaranteed portion of the VA loan amount cannot be greater than 75% of the purchase price of the property or 75% of the VA's valuation estimate, whichever is less.

DESCRIPTION OF THE CERTIFICATES

Book-Entry Procedures

General. The Certificates will be registered at all times in the name of the nominee of DTC. Under its normal procedures, will record the amount of Certificates held by each firm which participates in the book-entry system of DTC (each, a "DTC Participant"), whether held for its own account or on behalf of another person. Initially, we will act as paying agent for the Certificates. In addition, State Street will perform certain administrative functions in connection with the Certificates.

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

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

Interest Payments on the Certificates

Interest Calculation. We will pay interest on the Certificates at the applicable annual interest rates shown on the cover or described in this prospectus. We will calculate interest based on a 360-day

year consisting of twelve 30-day months. We will pay interest monthly, on each Distribution Date, beginning in January 2003.

Interest Accrual Period. Interest to be paid on each Distribution Date will accrue on the interest-bearing Certificates (the “Delay Classes”) during the calendar month preceding the month in which that Distribution Date occurs (the “Interest Accrual Period”).

The Dealer will treat the PO Class as a Delay Class solely for the purpose of facilitating trading.

Notional Class and Components. The IO Class will be a Notional Class and will consist of three payment components, the IO-1 Component, the IO-2 Component and the IO-3 Component. The IO-1 Component, the IO-2 Component and the IO-3 Component will have no principal balances. The payment characteristics of the IO Class will reflect a combination of the payment characteristics of the related components. Components are not separately transferable from the related Class of Certificates.

During each Interest Accrual Period, the IO-1 Component will bear interest on its notional balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1b Loans (weighted on the basis of their respective Stated Principal Balances) *minus* 6.50%. The notional principal balance of the IO-1 Component will equal 100% of the aggregate Stated Principal Balance of the Category 1b Loans.

During each Interest Accrual Period, the IO-2 Component will bear interest on its notional balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1c Loans (weighted on the basis of their respective Stated Principal Balances) *minus* 7.00%. The notional principal balance of the IO-2 Component will equal 100% of the aggregate Stated Principal Balance of the Category 1c Loans.

During each Interest Accrual Period, the IO-3 Component will bear interest on its notional balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1d Loans (weighted on the basis of their respective Stated Principal Balances) *minus* 7.50%. The notional principal balance of the IO-3 Component will equal 100% of the aggregate Stated Principal Balance of the Category 1d Loans.

We define certain capitalized terms used in this paragraph under “— Certain Definitions Relating to Payments on the Certificates” below.

We use the notional principal balance of the Notional Class to determine interest payments 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 it. References in this prospectus to the principal balance of the Certificates generally shall refer also to the notional principal balance of the Notional Class.

A4 Class. We will pay interest on the A4 Class at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Group 2 Loans (weighted on the basis of their respective Stated Principal Balances).

Excess Prepayment Interest Shortfalls

When a borrower prepays all or a portion of a Mortgage Loan between scheduled monthly payment due dates, the borrower pays interest on the amount prepaid only to the date of prepayment. In order to mitigate the effect of any such shortfall in interest payments on the Group 1 Classes or the Group 2 Class, as applicable, on any Distribution Date, the servicing fee with respect to the Group 1 or Group 2 Loans, as applicable, otherwise payable to the Servicer for that month will, to the extent of such prepayment interest shortfall, be included in the payment of interest to the related Certificateholders on that Distribution Date as “compensating interest.” Prepayment interest shortfall amounts in excess of compensating interest on a Distribution Date for the Group 1 or Group 2 Loans will reduce the current interest amount otherwise payable to the Group 1 Classes or the Group 2 Class, as applicable, pro rata, based on the proportion that the amount of current interest otherwise payable on

that Distribution Date to each Class bears to the aggregate amount of current interest otherwise payable on that Distribution Date to the Group 1 Classes or the Group 2 Class, as applicable.

Categories of Classes and Components—Interest. For the purpose of interest payments, the Certificates will be categorized as follows:

<u>Interest Type*</u>	<u>Classes and Components</u>
Group 1 Classes and Components	
Fixed Rate.....	A1, A2 and A3
Principal Only	PO
Interest Only	IO-1, IO-2 and IO-3
Weighted Average Coupon	IO-1, IO-2 and IO-3
Group 2 Class	
Weighted Average Coupon	A4

* See “—Class Definitions and Abbreviations” below.

Principal Payments on the Certificates

General. The outstanding principal balance of any Certificate as of any date of determination is equal to the initial outstanding principal balance of that Certificate, reduced by all amounts previously paid as principal on that Certificate.

Group 1 Principal Distribution Amount

We define certain capitalized terms used in the following paragraphs under “—Certain Definitions Relating to Payments on the Certificates” below.

On the Distribution Date in each month, we will pay principal on the Group 1 Classes in an aggregate amount (the “Group 1 Principal Distribution Amount”) equal to the sum of the Category 1a PO Principal Distribution Amount, the Category 1a Non-PO Principal Distribution Amount, the Category 1b Principal Distribution Amount, the Category 1c Principal Distribution Amount and the Category 1d Principal Distribution Amount.

On each Distribution Date, we will pay the Category 1a PO Principal Distribution Amount as principal of the PO Class, until its principal balance is reduced to zero.

} Pass-Through Class

On each Distribution Date, we will pay the sum of (i) the Category 1a Non-PO Principal Distribution Amount and (ii) the Category 1b Principal Distribution Amount as principal of the A1 Class, until its principal balance is reduced to zero.

On each Distribution Date, we will pay the Category 1c Principal Distribution Amount as principal of the A2 Class, until its principal balance is reduced to zero.

} Pass-Through Classes

On each Distribution Date, we will pay the Category 1d Principal Distribution Amount as principal of the A3 Class, until its principal balance is reduced to zero.

We will include principal prepayments on the Group 1 Loans (including net liquidation proceeds) in amounts paid as principal of the PO, A1, A2 and A3 Classes on each Distribution Date, provided that the Servicer gives us information about them in time for the published class factors for that month. See “Reference Sheet—Class Factors” in this prospectus. If we do not receive the information on time, we will pay the prepayments on the Group 1 Loans on the next Distribution Date.

Group 2 Principal Distribution Amount

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the A4 Class, until its principal balance is reduced to zero. See “—Certain Definitions Relating to Payments on the Certificates” below. } Pass-Through Class

We will include principal prepayments on the Group 2 Loans (including net liquidation proceeds) in amounts paid as principal of the Group 2 Class on each Distribution Date, provided that the Servicer gives us information about them in time for the published factors for that month. See “Reference Sheet—Class Factors” in this prospectus. If we do not receive the information on time, we will pay the prepayments on the Group 2 Loans on the next Distribution Date.

Categories of Classes and Components—Principal. For the purpose of principal payments, the Classes and Components will be categorized as follows:

<u>Principal Type*</u>	<u>Classes and Components</u>
Group 1 Classes and Components	
Pass-Through.....	A1, A2, A3 and PO
Notional	IO-1, IO-2 and IO-3
Component	IO
Group 2 Class	
Pass-Through.....	A4

* See “—Class Definitions and Abbreviations” below.

Certain Definitions Relating to Payments on the Certificates

Category 1a Loans. Group 1 Loans having Net Mortgage Rates lower than or equal to 6.50%.

Category 1a Non-PO Percentage. For any Category 1a Loan, the related Net Mortgage Rate divided by 6.50%, expressed as a percentage.

Category 1a Non-PO Principal Distribution Amount. For any Distribution Date, the sum of the Category 1a Non-PO Percentage of the following, without duplication.

- all monthly payments of principal due on each Category 1a Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1a Loan that the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*
- for each Category 1a Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Category 1a Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Category 1a Loans.

Category 1a PO Percentage. For any Category 1a Loan, (6.50% *minus* the related Net Mortgage Rate) divided by 6.50%, expressed as a percentage.

Category 1a PO Principal Distribution Amount. For any Distribution Date, the sum of the Category 1a PO Percentage of the following, without duplication:

- all monthly payments of principal due on each Category 1a Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1a Loan that Fannie Mae, the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*

- for each Category 1a Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Category 1a Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Category 1a Loans.

Category 1b Loans. Group 1 Loans having Net Mortgage Rates greater than 6.50% and lower than or equal to 7.00%.

Category 1b Principal Distribution Amount. For any Distribution Date, the sum of the following, without duplication:

- all monthly payments of principal due on each Category 1b Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1b Loan that Fannie Mae, the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*
- for each Category 1b Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Category 1b Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Category 1b Loans.

Category 1c Loans. Group 1 Loans having Net Mortgage Rates greater than 7.00% and lower than or equal to 7.50%.

Category 1c Principal Distribution Amount. For any Distribution Date, the sum of the following, without duplication:

- all monthly payments of principal due on each Category 1c Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1c Loan that Fannie Mae, the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*
- for each Category 1c Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Category 1c Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Category 1c Loans.

Category 1d Loans. Group 1 Loans having Net Mortgage Rates greater than 7.50%.

Category 1d Principal Distribution Amount. For any Distribution Date, the sum of the following, without duplication:

- all monthly payments of principal due on each Category 1d Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1d Loan that the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*
- for each Category 1d Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Category 1d Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Category 1d Loans.

Group 2 Principal Distribution Amount. For any Distribution Date, the sum of the following, without duplication:

- all monthly payments of principal due on each Group 2 Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Group 2 Loan that the Servicer or the Seller repurchases during the Due Period related to that Distribution Date, *plus*
- for each Group 2 Loan that was reported as having become a Liquidated Loan during the related Due Period, the Stated Principal Balance of that Group 2 Loan, *plus*
- all partial and full principal prepayments that were reported as having been received during the related Due Period from borrowers on any Group 2 Loans.

Due Date. For any Distribution Date, the first day of the calendar month in which that Distribution Date occurs.

Due Period. For any Distribution Date, the period beginning on the second day of the month immediately preceding the month in which that Distribution Date occurs and ending on the first day of the month in which that Distribution Date occurs.

Liquidated Loan. A defaulted Mortgage Loan with respect to which the Servicer has concluded that the full amount finally recoverable on account of that loan has been received, whether or not this amount is equal to the principal balance of that loan.

Net Mortgage Rate. For any Mortgage Loan, the Mortgage Interest Rate of that loan minus the sum of (i) the Servicing Fee Rate and (ii) the rate at which the Guaranty Fee is calculated with respect to that loan.

Servicing Fee Rate. The percentage identified on the Asset Schedule with respect to each FHA/VA Loan.

Stated Principal Balance. The unpaid principal balance of a Mortgage Loan (or the scheduled unpaid principal balance thereof, in the case of Mortgage Loans that are delinquent) as of the Issue Date reduced by all amounts representing principal received or advanced by the Servicer and previously paid to the Group 1 Classes or the Group 2 Class, as applicable, with respect to that loan.

Class Definitions and Abbreviations

Classes of Certificates fall into different categories. The following chart identifies and generally defines the categories of Classes specified on the cover page of this prospectus.

<u>Abbreviation</u>	<u>Category of Class</u>	<u>Definition</u>
INTEREST TYPES		
FIX	Fixed Rate	Has an interest rate that is fixed throughout the life of the class.
IO	Interest Only	Receives some or all of the interest payments made on the related mortgage loans or other assets of the trust but little or no principal. Interest Only Classes have either a notional or a nominal principal balance. A notional principal balance is the amount used as a reference to calculate amount of interest due on an Interest Only Class. A nominal principal balance represents actual principal that will be paid on the Class. It is referred to as nominal since it is extremely small compared to other classes.

<u>Abbreviation</u>	<u>Category of Class</u>	<u>Definition</u>
PO	Principal Only	Does not bear interest and is entitled to receive only payments of principal.
WAC	Weighted Average Coupon	Has an interest rate that represents an effective weighted average interest rate that may change from period to period.
PRINCIPAL TYPES		
CPT	Component	Consists of two or more segments or “components.” The components of a Component class may have different principal payment characteristics but together constitute a single class.
NTL	Notional	Has no principal balance and bears interest on its notional principal balance. The notional principal balance is used to determine interest payments on an Interest Only Class that is not entitled to principal.
PT	Pass-Through	Is designed to receive principal payments in direct relation to actual or scheduled payments on the related mortgage loans.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus has been prepared on the basis of (i) the assumed characteristics of the Mortgage Loans set forth in this prospectus on Exhibit A and (ii) the following assumptions (collectively, the “Pricing Assumptions”):

- payments on all Mortgage Loans are due and received on the first day of each month;
- each year consists of twelve 30-day months;
- the Mortgage Loans prepay at the CPR levels specified in the related table;
- 1 year CMT is equal to 1.5%;
- the Servicer does not exercise its option to purchase the Mortgage Loans;
- the settlement date for the sale of the Certificates occurs on December 30, 2002;
- each Distribution Date for the Certificates occurs on the 25th day of the month, beginning in January 2003; and
- the final maturity date for the Group 1 Loans occurs in July 2032 and the final maturity date for the Group 2 Loans occurs in March 2032.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus 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. *This model does not purport to be an historical description of the prepayment experience of any pool of mortgage loans or a prediction of the anticipated rate of prepayment of any pool of mortgage loans, including the Group 1 and Group 2 Loans. It is highly unlikely that the Group 1 or Group 2 Loans will prepay at any constant percentage of the Prepayment Assumption or at any other constant rate.*

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 CPR. We calculated the yields set forth in the tables by

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

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

We cannot assure you that

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

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 related Classes are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of CPR. Moreover, it is unlikely that

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

***The IO Class.* The yield to investors in the IO Class will be very sensitive to the rate of principal payments (including prepayments) of the Category 1b, 1c and 1d Loans. The Mortgage Loans can be prepaid by the related borrowers with no prepayment premium. On the basis of the assumptions described below, the yield to maturity on the IO Class would be 0% if prepayments were to occur at a constant rate of approximately 28% CPR. If the actual prepayment rate of the Category 1b, 1c and 1d Loans were to exceed that level for as little as one month while equaling such level for the remaining months, the investors in the IO Class would lose money on their initial investments.**

We cannot assure you that:

- the Mortgage Loans will prepay at any of the assumed rates in this prospectus or at any other particular rate;
- the pre-tax yields on the IO Class will correspond to any of the pre-tax yields shown in this prospectus; or
- the aggregate purchase price of the IO Class will be the price assumed below.

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

<u>Class</u>	<u>Price*</u>
IO	1.3%

* 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 IO Class to Prepayments*
(Pre-Tax Yields to Maturity)

<u>Class</u>	<u>% of CPR</u>					
	<u>3%</u>	<u>8%</u>	<u>16%</u>	<u>24%</u>	<u>32%</u>	<u>40%</u>
IO	32.0%	26.1%	16.3%	6.0%	(4.9)%	(16.5)%

* Applies only to Category 1b Loans, Category 1c Loans and Category 1d Loans.

The PO Class. The PO Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the Category 1a Loans will have a negative effect on the yield to investors in the PO Class.

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

<u>Class</u>	<u>Price</u>
PO	65.0%

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

<u>Class</u>	<u>% of CPR</u>					
	<u>3%</u>	<u>8%</u>	<u>16%</u>	<u>24%</u>	<u>32%</u>	<u>40%</u>
PO	3.7%	6.0%	10.6%	16.1%	22.4%	29.7%

* Applies only to Category 1a Loans.

Weighted Average Lives of the Certificates

The “weighted average life” of a Certificate refers to the average length of time, weighted by principal, that will elapse from the time we issue that Certificate until we pay you the full amount of outstanding principal. We determine the weighted average life of a Certificate by:

- (a) multiplying the amount of the reduction, if any, of the principal balance of that 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).

The weighted average lives of the Certificates will be influenced by, among other factors, the rate at which principal payments are made on the related Mortgage Loans. For the purpose of the preceding sentence, principal payments include scheduled payments, principal prepayments, liquidations due to default, casualty and condemnation and payments made pursuant to either our guaranty

of payment or our option to repurchase. The interaction of the above factors may result in differing principal prepayment speeds on the Certificates. Accordingly, we cannot give any assurance as to the weighted average lives of the Certificates.

Maturity Considerations and Final Distribution Date for the Certificates

We expect the maturities of substantially all of the Mortgage Loans to be between 15 and 30 years. Each Mortgage Loan will provide for amortization of principal according to a schedule that, in the absence of prepayments, would result in repayment of that loan by its maturity date.

The “Final Distribution Date” for each Class of Certificates is the date by which the principal balance of that Class is required to be fully paid and will occur in July 2042 with respect to the Group 1 Classes and March 2042 with respect to the Group 2 Classes. The Final Distribution Date of the Certificates will be determined so that distributions on the Mortgage Loans will be sufficient to retire the Certificates on or before the related Final Distribution Date without the necessity of any call on our guaranty.

Decrement Tables

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

It is *unlikely* that all the Mortgage Loans:

- will have the interest rates or remaining terms to maturity assumed or
- will prepay at any constant percentage of the related CPR.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal payments than indicated in the tables at the specified constant percentages of CPR. This would be the case even if the weighted average maturities of the Mortgage Loans are identical to the weighted average maturities specified in the Pricing Assumptions.

Percent of Original Principal Balances Outstanding

Date	A1 Class						A2 Class						A3 Class					
	CPR Prepayment Assumption						CPR Prepayment Assumption						CPR Prepayment Assumption					
	0%	8%	16%	24%	32%	40%	0%	8%	16%	24%	32%	40%	0%	8%	16%	24%	32%	40%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2003	99	91	83	75	67	59	99	91	83	75	67	59	99	91	83	75	67	59
December 2004	97	82	69	56	45	35	98	83	69	56	45	35	97	82	69	56	45	35
December 2005	96	74	57	42	30	21	96	75	57	42	30	21	96	75	57	42	30	21
December 2006	94	67	47	31	20	12	95	68	47	32	20	12	94	67	47	31	20	12
December 2007	92	61	39	23	13	7	93	61	39	24	14	7	92	61	39	23	13	7
December 2008	90	55	32	17	9	4	91	55	32	18	9	4	90	55	32	17	9	4
December 2009	88	49	26	13	6	2	90	50	26	13	6	3	88	49	26	13	6	2
December 2010	86	44	21	10	4	1	88	45	22	10	4	1	86	44	21	10	4	1
December 2011	84	39	17	7	3	1	85	40	18	7	3	1	83	39	17	7	3	1
December 2012	81	35	14	5	2	*	83	36	15	5	2	1	80	35	14	5	2	*
December 2013	78	31	11	4	1	*	80	32	12	4	1	*	77	31	11	4	1	*
December 2014	75	28	9	3	1	*	78	29	10	3	1	*	74	27	9	3	1	*
December 2015	72	24	7	2	*	*	75	25	8	2	*	*	70	24	7	2	*	*
December 2016	69	21	6	1	*	*	71	22	6	2	*	*	66	21	6	1	*	*
December 2017	65	19	5	1	*	*	68	19	5	1	*	*	62	18	5	1	*	*
December 2018	61	16	4	1	*	*	64	17	4	1	*	*	57	15	4	1	*	*
December 2019	57	14	3	1	*	*	60	15	3	1	*	*	52	13	3	*	*	*
December 2020	53	12	2	*	*	*	56	12	2	*	*	*	46	10	2	*	*	*
December 2021	48	10	2	*	*	*	51	10	2	*	*	*	40	8	1	*	*	*
December 2022	43	8	1	*	*	*	46	9	1	*	*	*	34	6	1	*	*	*
December 2023	37	6	1	*	*	*	40	7	1	*	*	*	26	5	1	*	*	*
December 2024	31	5	1	*	*	*	34	5	1	*	*	*	18	3	*	*	*	*
December 2025	25	4	*	*	*	*	27	4	*	*	*	*	10	1	*	*	*	*
December 2026	18	2	*	*	*	*	20	3	*	*	*	*	0	0	0	0	0	0
December 2027	11	1	*	*	*	*	13	2	*	*	*	*	0	0	0	0	0	0
December 2028	3	*	*	*	*	*	4	1	*	*	*	*	0	0	0	0	0	0
December 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.1	8.5	5.1	3.4	2.5	1.9	17.6	8.7	5.1	3.5	2.5	1.9	15.9	8.3	5.1	3.4	2.5	1.9

Date	IO† Class						PO Class						A4 Class					
	CPR Prepayment Assumption						CPR Prepayment Assumption						CPR Prepayment Assumption					
	0%	8%	16%	24%	32%	40%	0%	8%	16%	24%	32%	40%	0%	8%	16%	24%	32%	40%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2003	99	91	83	75	67	59	99	91	83	75	67	59	98	90	82	75	67	59
December 2004	97	82	69	56	45	35	97	82	69	56	45	35	96	81	68	55	44	35
December 2005	96	75	57	42	30	21	95	74	57	42	30	21	94	73	55	41	29	20
December 2006	94	68	47	31	20	12	94	67	47	31	20	12	91	65	45	30	19	12
December 2007	93	61	39	24	13	7	92	61	38	23	13	7	88	58	37	22	13	7
December 2008	91	55	32	18	9	4	90	55	32	17	9	4	86	52	30	17	8	4
December 2009	89	50	26	13	6	2	88	49	26	13	6	2	83	46	24	12	6	2
December 2010	87	44	21	10	4	1	86	44	21	10	4	1	80	41	20	9	4	1
December 2011	84	40	18	7	3	1	83	39	17	7	3	1	77	36	16	6	2	1
December 2012	82	36	14	5	2	*	81	35	14	5	2	*	73	32	13	5	2	*
December 2013	79	32	12	4	1	*	78	31	11	4	1	*	70	28	10	3	1	*
December 2014	76	28	9	3	1	*	75	28	9	3	1	*	66	24	8	2	1	*
December 2015	73	25	8	2	*	*	72	24	7	2	*	*	63	21	7	2	*	*
December 2016	69	22	6	1	*	*	68	21	6	1	*	*	59	18	5	1	*	*
December 2017	66	19	5	1	*	*	65	18	5	1	*	*	55	16	4	1	*	*
December 2018	61	16	4	1	*	*	61	16	4	1	*	*	51	13	3	1	*	*
December 2019	57	14	3	1	*	*	56	14	3	1	*	*	46	11	2	*	*	*
December 2020	52	12	2	*	*	*	52	12	2	*	*	*	42	9	2	*	*	*
December 2021	47	10	2	*	*	*	47	10	2	*	*	*	37	8	1	*	*	*
December 2022	41	8	1	*	*	*	42	8	1	*	*	*	32	6	1	*	*	*
December 2023	35	6	1	*	*	*	37	6	1	*	*	*	27	5	1	*	*	*
December 2024	28	5	1	*	*	*	31	5	1	*	*	*	21	3	*	*	*	*
December 2025	21	3	*	*	*	*	24	4	*	*	*	*	16	2	*	*	*	*
December 2026	13	2	*	*	*	*	18	2	*	*	*	*	10	1	*	*	*	*
December 2027	8	1	*	*	*	*	10	1	*	*	*	*	4	*	*	*	*	*
December 2028	3	*	*	*	*	*	3	*	*	*	*	*	0	0	0	0	0	0
December 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.0	8.5	5.1	3.5	2.5	1.9	16.9	8.5	5.1	3.4	2.5	1.9	15.2	7.9	4.9	3.3	2.5	1.9

* 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.

THE TRUST AGREEMENT

We summarize below certain provisions of the Trust Agreement not discussed elsewhere in this prospectus. Certain capitalized terms that we use in these summaries are defined in the Trust Agreement. These summaries are, by definition, not complete. If there is ever a conflict between the information in this prospectus and the actual terms of the Trust Agreement, the terms of the Trust Agreement will prevail.

Transfer of Mortgage Loans to the Trust

The Trust Agreement will contain a mortgage loan schedule that will identify the Mortgage Loans that are being transferred to the Trust (the “Mortgage Loan Schedule”). As Trustee, we will hold, on behalf of the Certificateholders, the original Mortgage Notes, endorsed in blank, and assignments of the mortgage instruments to us in recordable form. Usually assignments are in a form suitable for recording but they are not recorded. However, a blanket assignment may be used for the transfer of a large number of Mortgage Loans, even if the Mortgaged Properties are not located in the same recording jurisdiction, depending on the applicable Lender’s servicing experience and its financial condition. We may change these document custody requirements at any time, as long as we determine that any such change will not have a materially adverse effect on the interests of Certificateholders.

At our option, we may choose to maintain the documents described above with one or more custodian institutions supervised and regulated by the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the FDIC or the NCUA. We will review the Mortgage Loan Schedule before we issue the Certificates and will conduct random spot checks after issuing the Certificates to confirm that we have all the documents we need.

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

Servicing Through Lenders

Pursuant to the Trust Agreement, we are responsible for servicing and administering the Mortgage Loans. We are permitted, in our discretion, to contract with the originator of each Mortgage Loan, or another eligible servicing institution, to perform such functions under our supervision as more fully described below (each, a “Lender”). Any servicing contract or arrangement by us with a Lender for the direct servicing of Mortgage Loans is a contract solely between us and that Lender. Therefore, Certificateholders will not be deemed to be parties to such contract and will have no claims, rights, obligations, duties, or liabilities with respect to any Lender.

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

Each month, we will retain an amount based on the principal balance of each Mortgage Loan to pay various Trust expenses. We are also entitled to retain prepayment premiums, late charges, assumption fees and similar charges to the extent they are collected from borrowers. We will compensate Lenders in an amount up to, but never exceeding, the amount described above, less a prescribed minimum amount to be retained by us to compensate us for providing our guaranty and for our servicing responsibilities (the “Guaranty Fee”).

Distributions on the Trust Assets; Deposits in the Certificate Account

We will deposit or credit to one or more accounts (collectively, the “Certificate Account”) an amount equal to the sum of the amounts collected as principal and interest on the Mortgage Loans as these amounts are received.

Any amounts deposited into the Certificate Account on a Distribution Date with respect to the Group 1 Loans will be available to pay (i) interest accrued and distributable on that date on the Group 1 Classes and Components entitled to distributions of interest and (ii) principal of the Group 1 Classes and Components entitled to distributions of principal as reflected in the related class factor. Any amounts deposited into the Certificate Account on a Distribution Date with respect to the Group 2 Loans will be available to pay (i) interest accrued and distributable on that date on the Group 2 Class and (ii) principal of the Group 2 Class as reflected in the related class factor. We will not include any reinvestment earnings on amounts in the Certificate Account when we calculate payments to Certificateholders.

The Trust Agreement permits the Trustee to maintain the Certificate Account in one of two ways:

- as a trust account with an eligible depository institution (which account may contain other funds that we hold in a trust capacity), or
- as part of our general assets (with appropriate credit entries to the Trust).

We are required to hold all such appropriately credited funds in our general accounts (and all funds in the Certificate Account that we have invested) for the benefit of the Certificateholders. Nevertheless, if a liquidation, reorganization or similar proceeding involving our assets were to occur, it is not clear what law would be applicable. As a result, we cannot render a legal opinion about the Certificateholders’ rights to those funds in the event of a proceeding of this type.

Reports to Certificateholders

We will publish a class factor for each Class of Certificates on or shortly before each Distribution Date. If you multiply the class factor for a Certificate by the original principal balance or notional balance of the Certificate, you will obtain the current principal balance or notional balance of that Certificate, after giving effect to the principal payment to be made on the following Distribution Date.

We will provide each Certificateholder with a statement of the total principal and interest paid on that Holder’s Certificates with respect to each Distribution Date. After the end of each calendar year, we will also furnish to each person who was a Certificateholder at any time during that year any information required by the Internal Revenue Service.

We, or a special agent that we engage, will make all the necessary numerical calculations.

Servicing Compensation and Payment of Certain Expenses by Fannie Mae

We will be entitled to retain an amount based on the principal balance of each Mortgage Loan for Trust expenses and as compensation for our activities and obligations under the Trust Agreement. In addition, we are entitled to retain a portion of the proceeds of the liquidation of each Mortgage Loan that exceeds (i) the principal balance of that loan and (ii) interest owed through the end of the month in which the liquidation occurs at the related Mortgage Interest Rate. We will pay all expenses incurred in connection with our servicing activities, including, without limitation, the fees to Lenders, and we are not entitled to be reimbursed for such expenses out of the assets of the Trust.

We will retain additional servicing compensation with respect to the Mortgage Loans in the form of assumption fees, late payment charges, or otherwise.

Collection and Other Servicing Procedures

We are responsible for servicing the Mortgage Loans and may, as set forth above, conduct such servicing through Lenders or through other Fannie Mae-approved mortgage servicers. In connection with our servicing activities, we have full power and authority to do or cause to be done any and all things we may deem necessary or appropriate, including the foreclosure or comparable conversion of a defaulted Mortgage Loan.

With respect to each Mortgage Loan, the Lender makes certain warranties to Fannie Mae concerning the following matters:

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

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

Subject to the limitations discussed below, we may:

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

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

Each Mortgage Loan will contain a “due-on-sale” clause, but will provide that the Mortgage Loan will be assumable upon the sale of the related Mortgaged Property, subject generally to the purchaser’s compliance with credit and underwriting guidelines.

Certain Matters Regarding Fannie Mae

We may not resign from our duties under the Trust Agreement unless a change in law requires it. Even then, our resignation would not become effective until a successor has assumed our duties under the Trust Agreement. In no event, however, would any successor take over our guaranty obligations. Even if our other duties under the Trust Agreement should terminate, we would still be obligated under that guaranty. In the event that we are unable to fulfill our continuing guaranty obligations, the Trust Agreement may be modified to provide for monthly distributions to be made

- in the case of the Group 1 Classes and Components, from then-available Group 1 Loan payments and other recoveries in a manner similar to practices and procedures followed in the servicing of whole loans for institutional investors, and
- in the case of the Group 2 Class, from then-available Group 2 Loan payments and other recoveries in a manner similar to practices and procedures followed in the servicing of whole loans for institutional investors.

See “—Rights upon Event of Default” below.

We are not liable under the Trust Agreement to the Trust or to Certificateholders for our errors in judgment or for anything we do, or do not do, in good faith. This also applies to our directors, officers,

employees and agents. Nevertheless, neither we nor they will be protected from liability if it results from willful misfeasance, bad faith or gross negligence or as a result of a willful disregard of duties.

The Trust Agreement also provides that we are free to refuse involvement in any legal action that we think will expose us to expense or liability unless the action is related to our duties under the Trust Agreement. On the other hand, we may decide to participate in legal actions if we think our participation would be in the interests of the Certificateholders. In this case, we will pay our legal expenses and costs.

If we merge or consolidate with another corporation, the successor corporation will be our successor under the Trust Agreement.

Events of Default

Any of the following will be considered an “Event of Default” under the Trust Agreement:

- if we fail to pay Certificateholders any required amount and our failure continues uncorrected for 15 days after Certificateholders owning at least 5% of the Certificates have given us written notice;
- if we fail in a material way to fulfill any of our obligations under the Trust Agreement and our failure continues uncorrected for 60 days after Certificateholders owning at least 25% of the Certificates have given us written notice; or
- if we become insolvent or unable to pay our debts or if other events of insolvency occur.

Rights upon Event of Default

If one of the Events of Default under the Trust Agreement has occurred and continues uncorrected, Certificateholders who own at least 25% of the Certificates have the right to terminate, in writing, all of our obligations under the Trust Agreement. These obligations include our duties as trustee as well as in our corporate capacity. However, our guaranty obligations will continue in effect. The same proportion of Certificateholders also may appoint, in writing, a successor to assume all of our terminated obligations. This successor will take legal title to the Mortgage Loans and any other assets of the Trust.

Voting Rights

Certain actions specified in the Trust Agreement that may be taken by holders of Certificates evidencing a specified percentage of all undivided interests in the Trust may be taken by holders of Certificates entitled in the aggregate to such percentage of voting rights. The percentage of the voting rights allocated among holders of the Notional Class will be 1.5%; the percentage of the voting rights allocated among holders of all other Classes in the aggregate will be 98.5%. The voting rights allocated to each Class of Certificates will be allocated among all holders of those Certificates in proportion to the outstanding principal balances of their Certificates.

Amendment

We may amend the Trust Agreement, without notifying the Certificateholders or obtaining their consent, for any of the following purposes:

- to add to our duties;
- to evidence that another party has become our successor and has assumed our duties under the Trust Agreement as Trustee or in our corporate capacity or both;
- to eliminate any of our rights in our corporate capacity under the Trust Agreement; or

- to cure any ambiguity or correct or add to any provision in the Trust Agreement, so long as no Certificateholder is adversely affected.

If Certificateholders who own at least 66% of the Certificates give their consent, we may amend the Trust Agreement to eliminate, change or add to its terms or to waive our compliance with any of those terms. Nevertheless, we may not terminate or change our guaranty obligations or reduce the percentage of Certificateholders who must give their consent to the types of amendments listed in the previous sentence. In addition, unless each affected Certificateholder consents, no amendment may reduce or delay the funds that we must pay on any Certificate. Similarly, unless all affected Holders of any residual interest give their consent, no amendment may adversely affect their rights.

Termination

The Trust Agreement will terminate with respect to the Group 1 and Group 2 Classes when the last Group 1 or Group 2 Loan, as applicable, remaining in the Trust has been paid off or liquidated, and the proceeds of that loan have been paid to Certificateholders. The Trust Agreement also will terminate with respect to the Group 1 and Group 2 Classes if the Servicer exercises its option to repurchase all remaining Mortgage Loans in the Trust. The purchase price for such optional repurchase will equal the outstanding stated principal balance of each Mortgage Loan (including one month's interest at the applicable Net Mortgage Rate).

The Servicer may not exercise the option to repurchase the Mortgage Loans unless the aggregate principal balance of the remaining Mortgage Loans is less than 5% of the aggregate principal balance of all the Mortgage Loans as of the Issue Date. If the Servicer exercises the option to repurchase the Mortgage Loans, we will have to retire the Certificates.

In no event, however, will the Trust continue beyond the expiration of 21 years from the death of the last survivor of the persons named in the Trust Agreement. We will notify each affected Certificateholder in writing of the termination of the Trust Agreement, and will make the final payment to each person entitled to it.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates generally are subject to taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following discussion describes certain U.S. federal income tax consequences to beneficial owners of Certificates. The discussion is general and does not purport to deal with all aspects of federal taxation that may be relevant to particular investors. This discussion may not apply to your particular circumstances for various reasons, including the following:

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

For these reasons, you should consult your own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

Taxation of Beneficial Owners of Mortgage-Backed Certificates

General. Our special tax counsel, Dewey Ballantine LLP, will deliver its opinion that, assuming compliance with the Trust Agreement, the Trust will be classified as a trust under subpart E of part 1 of subchapter J of the Internal Revenue Code of 1986, as amended (the “Code”) and not as an association taxable as a corporation. The Mortgage Loans will be the assets of the Trust.

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

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

The beneficial owner of a Certificate of the IO or PO Class must include in its ordinary income for federal income tax purposes, generally in advance of receipt of the cash attributable to that income, the sum of the “daily portions” of OID on its Certificate for each day during its taxable year on which it held the Certificate. The daily portions of OID are determined as follows:

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

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

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

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

over

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

The present values of the remaining distributions are calculated based on the following:

- an assumption that the related Mortgage Loans prepay at a specified rate (the “Prepayment Assumption”),
- the yield to maturity of the Certificate, giving effect to the Prepayment Assumption,
- events (including actual prepayments) that have occurred prior to the end of the accrual period, and
- in the case of a Mortgage Loan calling for a variable rate of interest, an assumption that the value of the index upon which the variable rate is based remains the same as its value on the settlement date over the entire life of the Mortgage Loan.

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

The Code requires that the Prepayment Assumption be determined in the manner prescribed in Treasury Regulations. To date, no such regulations have been promulgated. For information reporting purposes, we will assume a Prepayment Assumption for the Group 1 Loans equal to 16% CPR. We make no representation, however, that the Group 1 Loans held by the Trust will prepay at that rate or any other rate. You must make your own decision as to the appropriate prepayment assumption to be used in deciding whether or not to purchase a Certificate of the IO or PO Class.

Certificates of the A1, A2 and A3 Classes. Interest paid on a Certificate of the A1, A2 or A3 Class is taxable as ordinary interest income. A beneficial owner of such a Certificate of the A1, A2 or A3 Class must report this income when it accrues or is paid, consistent with the beneficial owner’s method of accounting.

A beneficial owner that acquires a Certificate of the A1, A2 or A3 Class for less than its principal amount generally has market discount in the amount of the difference between the principal amount and the beneficial owner’s basis in that Certificate. In general, three consequences arise if a beneficial owner acquires an interest in a Certificate of the A1, A2 or A3 Class with market discount. First, the beneficial owner must treat any principal payment with respect to that Certificate as ordinary income to the extent of the market discount that accrued while the beneficial owner held an interest in that Certificate. Second, the beneficial owner must treat gain on the disposition or retirement of that Certificate as ordinary income under the circumstances discussed below under “— *Sales and Other Dispositions of Certificates.*” Third, if the beneficial owner incurs or continues indebtedness to acquire that Certificate the beneficial owner may be required to defer the deduction of all or a portion of the interest on the indebtedness until the corresponding amount of market discount is included in income. Alternatively, a beneficial owner may elect to include market discount in income on a current basis as it accrues, in which case the three consequences discussed above will not apply. If a beneficial owner makes this election, the beneficial owner must also apply the election to all debt instruments acquired by the beneficial owner on or after the beginning of the first taxable year to which the election applies. A beneficial owner may revoke the election only with the consent of the IRS.

A beneficial owner of a Certificate of the A1, A2 or A3 Class must determine the amount of accrued market discount for a period using a straight-line method unless the beneficial owner elects to determine accrued market discount using a constant yield method. The IRS has authority to provide regulations for determining the accrual of market discount in the case of debt instruments that

provide for more than one principal payment, but has not yet issued such regulations. In addition, the legislative history to the Tax Reform Act of 1986 states that market discount on certain types of debt instruments may be treated as accruing in proportion to remaining accruals of OID, if any, or if none, in proportion to remaining distributions of interest. You should consult your own tax advisor regarding the method a beneficial owner should use to determine accrued market discount.

Notwithstanding the above rules, market discount on a Certificate of the A1, A2 or A3 Class is considered to be zero if the discount is less than 0.25% of the principal balance of that Certificate multiplied by the number of complete years from the date the beneficial owner acquires that Certificate to the maturity of that Certificate (“*de minimis* market discount”). The IRS has authority to provide regulations to adjust the computation of *de minimis* market discount in the case of debt instruments that provide for more than one principal payment, but has not yet issued such regulations. The IRS could assert, nonetheless, that *de minimis* market discount should be calculated using the remaining weighted average life of that Certificate rather than its final maturity. You should consult your own tax advisor regarding the ability to compute *de minimis* market discount based on the final maturity of a Certificate of the A1, A2 or A3 Class.

If a beneficial owner acquires a Certificate of the A1, A2 or A3 Class for more than its principal amount, the beneficial owner generally will have premium with respect to that Certificate in the amount of the excess. In that event, the beneficial owner may elect to treat such premium as “amortizable bond premium.” If the election is made, a beneficial owner must also apply the election to all debt instruments the interest on which is not excludible from gross income (“fully taxable bonds”) held by the beneficial owner at the beginning of the first taxable year to which the election applies and to all fully taxable bonds thereafter acquired by the beneficial owner. A beneficial owner may revoke the election only with the consent of the IRS.

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

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

A beneficial owner may elect to include in income its entire return on a Certificate of the A1, A2 or A3 Class (*i.e.*, the excess of all remaining payments to be received on the Certificate over the amount of the beneficial owner’s basis in that Certificate) based on the compounding of interest at a constant yield. Such an election for a Certificate of the A1, A2 or A3 Class with amortizable bond premium (or market discount) will result in a deemed election to amortize premium for all the beneficial owner’s debt instruments with amortizable bond premium (or to accrue market discount currently for all the beneficial owner’s debt instruments with market discount) as discussed above.

The application of the market discount and premium provisions to a Certificate of the A1, A2 or A3 Class is not clear. You should be aware that the IRS could assert that a beneficial owner of a Certificate of the A1, A2 or A3 Class should (i) allocate its purchase price of that Certificate among the related Mortgage Loans in proportion to their relative fair market values at the time that Certificate was acquired and (ii) apply the market discount and premium provisions to each Mortgage Loan in light of the amount of the purchase price allocated to such loan. Given the lack of clear guidance in this regard, you should consult your tax advisor regarding the proper application of the market discount and premium provisions to a Certificate of the A1, A2 or A3 Class.

Sales and Other Dispositions of Certificates. Upon the sale, exchange or other disposition of a Certificate, a beneficial owner generally will recognize gain or loss equal to the difference between the amount realized upon the disposition and the beneficial owner's adjusted basis in that Certificate. The adjusted basis of a Certificate generally will equal the cost of that Certificate to the beneficial owner, increased by OID and market discount included in the beneficial owner's gross income with respect to that Certificate, and reduced (but not below zero) by distributions on that Certificate previously received by the beneficial owner as principal or as stated redemption price at maturity and by any premium that has reduced the beneficial owner's interest income with respect to that Certificate. Any such gain or loss generally will be capital gain or loss, except (i) as provided in section 582(c) of the Code (which generally applies to banks) or (ii) to the extent any gain represents OID or accrued market discount not previously included in income (to which extent such gain would be treated as ordinary income). Any capital gain (or loss) recognized upon the sale, exchange or other disposition of a Certificate will be long-term capital gain (or loss) if at the time of disposition the beneficial owner held that Certificate for more than one year. The ability to deduct capital losses is subject to limitations.

Certificates of the A4 Class. A beneficial owner of an interest in a Certificate of the A4 Class will be treated as owning an undivided beneficial ownership interest in the Group 2 Loans. Such beneficial owner should (i) allocate its purchase price of that Certificate among the related Group 2 Loans in proportion to their relative fair market values at the time that Certificate was acquired and (ii) apply the market discount and premium provisions to each Group 2 Loan in light of the amount of the purchase price allocated to such loan.

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

Special Tax Attributes

Although the Certificates will represent beneficial ownership of the Mortgage Loans, we cannot determine with certainty that a Certificate will constitute:

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

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

Modifications of Mortgage Loans

Mortgage Loans that are in default (or Mortgage Loans for which a default is reasonably foreseeable) may be modified. If such modification is a “significant modification” under section 1001 of the Code, the Trust will be deemed to have exchanged the old unmodified Mortgage Loan for the new modified Mortgage Loan. Gain or loss may be recognized by beneficial owners of the related Certificates upon such exchange. Information will be made available to assist Holders in determining their share of any gain or loss due to a significant modification of a Mortgage Loan.

Information Reporting and Backup Withholding

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

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

Foreign Investors

Additional rules apply to a beneficial owner of a Certificate that is not a U.S. Person (a “Non-U.S. Person”). The term “U.S. Person” means:

- a citizen or resident of the United States,
- a corporation, partnership or other entity created or organized in or under the laws of the United States or any of its political subdivisions,
- an estate the income of which is subject to U.S. federal income tax regardless of the source of its income, or
- a trust if a court within the United States can exercise primary supervision over its administration and at least one U.S. Person has the authority to control all substantial decisions of the trust.

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

- the beneficial owner is not subject to U.S. tax as a result of a connection to the United States other than ownership of the Certificate,
- the beneficial owner signs a statement under penalties of perjury that certifies that the beneficial owner is a Non-U.S. Person, and provides for the name and address of the beneficial owner, and

- the last U.S. Person in the chain of payment to the beneficial owner receives the statement from the beneficial owner or a financial institution holding on its behalf and does not have actual knowledge that the statement is false.

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

LEGAL INVESTMENT CONSIDERATIONS

If you are an institution whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities, you may be subject to restrictions on investment in certain classes of the Certificates. If you are a financial institution that is subject to the jurisdiction of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Office of Thrift Supervision, the National Credit Union Administration, the Department of the Treasury or other federal or state agencies with similar authority, you should review the rules, guidelines and regulations that apply to you prior to purchasing or pledging the Certificates. In addition, if you are a financial institution, you should consult your regulators concerning the risk-based capital treatment of any Certificate. **Investors should consult their own legal advisors in determining whether and to what extent the Certificates constitute legal investments or are subject to restrictions on investment and whether and to what extent the Certificates can be used as collateral for various types of borrowings.**

LEGAL OPINION

If you purchase Certificates, we will send you, upon request, an opinion of our General Counsel (or one of our Deputy General Counsels) as to the validity of the Certificates and the Trust Agreement.

ERISA CONSIDERATIONS

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and the Code impose certain requirements on employee benefit plans subject to ERISA (such as employer-sponsored retirement plans) and upon other types of benefit plans and arrangements subject to section 4975 of the Code (such as individual retirement accounts). ERISA and the Code also impose these requirements on certain entities in which the benefit plans or arrangements that are subject to ERISA and the Code invest. We refer to these plans, arrangements and entities as “Plans.” Any person who is a fiduciary of a Plan is also subject to the requirements imposed by ERISA and the Code. Before a Plan invests in Certificates, the Plan fiduciary must consider whether the governing instruments for the Plan would permit the investment, whether the Certificates would be a prudent and appropriate investment for the Plan under its investment policy and whether such an investment might result in a prohibited transaction under ERISA or the Code for which no exemption is available.

The U.S. Department of Labor issued a final regulation covering the acquisition by a Plan of a “guaranteed governmental mortgage pool certificate,” defined to include certificates which are “backed by, or evidencing an interest in specified mortgages or participation interests therein” and are guaranteed by Fannie Mae as to the payment of interest and principal. Under the regulation, investment by a Plan in a “guaranteed governmental mortgage pool certificate” does not cause the assets of the Plan to include the mortgages underlying the certificate or cause the sponsor, trustee and other servicers of the mortgage pool to be subject to the fiduciary responsibility provisions of ERISA or section 4975 of the Code in providing services with respect to the mortgages in the pool. At the time the regulation was originally issued, certificates similar to the Certificates did not exist. However, we have been advised by our counsel, Sidley Austin Brown & Wood LLP, that the Certificates qualify

under the definition of “guaranteed governmental mortgage pool certificates” and, as a result, the purchase and holding of Certificates by Plans will not cause the underlying mortgage loans or the assets of Fannie Mae to be subject to the fiduciary requirements of ERISA or to the prohibited transaction requirements of ERISA and the Code.

PLAN OF DISTRIBUTION

We will acquire the Mortgage Loans from the Seller in exchange for delivery to the Dealer of the Certificates pursuant to the Sale and Servicing Agreement. The Dealer, which has been retained by the Seller, 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 such transactions to or through dealers.

LEGAL MATTERS

Fannie Mae will be represented by Sidley Austin Brown & Wood LLP and, with respect to federal tax matters, by Dewey Ballantine LLP. Morgan, Lewis & Bockius LLP will provide legal representation for the Dealer.

INDEX OF DEFINED TERMS

1 Year CMT	15	Guaranty Fee	30
90+ Delinquent Loans	12	Holder	10
Aggregate Principal Balance		Information Statement	3
Outstanding	12	Interest Accrual Period	20
Aurora	11	Interest Adjustment Date	15
beneficial owner	19	Interest Rate Margin	15
borrower	12	investor	19
capital assets	30	Issue Date	10
Category 1a Loans	22	Lender	30
Category 1a Non-PO Percentage	22	Liquidated Loan	24
Category 1a Non-PO Principal		Loan Group	11
Distribution Amount	22	Loan Group 1	11
Category 1a PO Percentage	23	Loan Group 2	11
Category 1a PO Principal Distribution		Mortgage Interest Rate	12
Amount	23	Mortgage Interest Rate Life Cap	15
Category 1b Loans	23	Mortgage Interest Rate Life Floor	15
Category 1b Principal Distribution		Mortgage Interest Rate Periodic Cap	15
Amount	23	Mortgage Loans	11
Category 1c Loans	23	Mortgage Loan Schedule	30
Category 1c Principal Distribution		Mortgage Note	11
Amount	23	Mortgaged Property	11
Category 1d Loans	23	Net Mortgage Rate	24
Category 1d Principal Distribution		Non-U.S. Person	39
Amount	24	OID Regulations	35
Certificate Account	31	pass-through entity	38
Certificateholder	10	permitted investment	33
Code	35	Prepayment Assumption	36
Constant Prepayment Rate	26	Pricing Assumption	25
CPR	26	qualified mortgage	38
daily portions	35	real estate asset	38
Delay Classes	20	Sale and Servicing Agreement	11
Distribution Date	11	Seller	11
DTC	10	Servicer	11
DTC Certificates	10	Servicing Fee Rate	24
DTC Participant	19	stated redemption price at maturity	35
Due Date	24	Stated Principal Balance	24
Due Period	24	stripped bonds	35
ERISA	40	stripped coupons	35
Event of Default	33	Trust	10
Fannie Mae	1, 10	Trust Agreement	10
FHA	10	Trustee	10
financial intermediary	19	U.S. Person	39
Final Distribution Date	28	VA	10
Ginnie Mae	12	weighted average life	27
Group 1 Loans	11	Weighted Average Loan Age	A-1
Group 1 Principal Distribution		Weighted Average Mortgage Rate	A-1
Amount	21	Weighted Average Net Mortgage Rate ...	A-1
Group 2 Loans	11	Weighted Average Original Term	A-1
Group 2 Principal Distribution		Weighted Average Remaining Term to	
Amount	24	Maturity	A-1

Certain Assumed Characteristics of the Underlying Mortgage Loans
(as of December 1, 2002)

Loan Group 1—Fixed Rate

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Remaining Term (in Months) ("WARM")	Weighted Average Loan Age (in Months) ("WALA")	Weighted Average Original Term (in Months)
\$261,604,954.62	6.2866402838%	6.8516573926%	316	32	348
83,565,054.56	6.8688172111	7.4365285040	319	36	355
58,660,125.55	7.3302000736	7.8955962017	318	39	357
74,540,080.69	8.1734821749	8.7379578813	288	69	357

Loan Group 2—ARMs (1 Year CMT)

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Remaining Term (in Months) ("WARM")	Weighted Average Loan Age (in Months) ("WALA")	Weighted Average Original Term (in Months)	Weighted Average Periodic Rate Cap	Weighted Average Lifetime Rate Cap	Weighted Average Months to Rate Change	Rate Reset Frequency (in months)
\$10,666,649.96	6.3030976641%	6.8749092133%	307	53	360	2.6600127560%	11.31855%	2.66720%	1
8,447,350.10	5.5380466347	6.1059271376	306	54	360	2.6502574452	10.91338	2.66402	4
12,560,900.88	5.2269585256	5.7990970041	310	50	360	2.6955518637	11.31915	2.70302	7
12,378,241.07	5.4509214410	6.0240812391	306	54	360	2.7008545240	11.51754	2.71508	10

For any date of determination in any calendar month: the "Weighted Average Mortgage Rate" for any group of Mortgage Loans is the weighted average of the Mortgage Interest Rates of such Mortgage Loans during that calendar month; the "Weighted Average Net Mortgage Rate" for any group of Mortgage Loans is the weighted average of the Net Mortgage Rates of such Mortgage Loans during that calendar month; the "Weighted Average Remaining Term to Maturity" for any group of Mortgage Loans is the weighted average remaining amortization term of such Mortgage Loans during that calendar month; the "Weighted Average Loan Age" for any group of Mortgage Loans is the weighted average loan age of such Mortgage Loans during that calendar month; the "Weighted Average Margin" for any group of Mortgage Loans is the weighted average margin of such Mortgage Loans during that calendar month; the "Weighted Average Periodic Rate Cap" for any group of Mortgage Loans is the weighted average periodic rate cap of such Mortgage Loans during that calendar month; the "Weighted Average Lifetime Rate Cap" for any group of Mortgage Loans is the weighted average Mortgage Interest Lifetime Rate Cap of such Mortgage Loans during that calendar month; the "Weighted Average Lifetime Rate Floor" for any group of Mortgage Loans is the weighted average of the Mortgage Interest Rate Life Floors of such Mortgage Loans during that calendar month; and the "Weighted Average Months to Rate Change" for any group of Mortgage Loans is the weighted average number of months to rate change of such Mortgage Loans during that calendar month. For each of the above definitions, the "weighted average" is calculated on the basis of the Stated Principal Balances of the Mortgage Loans in the related group at the beginning of the related calendar month.

No one is authorized to give information or to make representations in connection with this offering other than those contained in this Prospectus and the other Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus and the other 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 and the other Disclosure Documents at any time, no one implies that the information contained in these documents is correct after their dates.

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

\$522,423,357
(Approximate)



FannieMae®

**Guaranteed Grantor Trust
Pass-Through Certificates
Fannie Mae Grantor Trust 2002-T19**

TABLE OF CONTENTS

	<u>Page</u>
Table of Contents	2
Available Information	3
Reference Sheet	4
Risk Factors	7
General	10
The Mortgage Loans	11
Description of the Certificates	19
The Trust Agreement	30
Certain Federal Income Tax Consequences ..	34
Legal Investment Considerations	40
Legal Opinion	40
ERISA Considerations	40
Plan of Distribution	41
Legal Matters	41
Exhibit A	A-1

PROSPECTUS

LEHMAN BROTHERS

December 5, 2002
