

\$711,153,643



**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2003-106**

**The Certificates**

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

**Payments to Certificateholders**

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

- interest accrued on the balance of your certificate, and
- principal to the extent available for payment on your class.

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own

- Fannie Mae MBS, and
- an underlying RCR certificate backed by Fannie Mae MBS.

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

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type</i>	<i>Interest Rate</i>	<i>Interest Type</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
FC(1) .....	1	\$19,420,000	SUP	(2)	FLT	31393TX35	November 2033
PF(1) .....	1	47,246,667	PAC	(2)	FLT	31393TX43	November 2033
SC(1) .....	1	7,282,500	SUP	(2)	INV	31393TX50	November 2033
SF(1) .....	1	23,623,333	PAC	(2)	INV	31393TX68	November 2033
TC(1) .....	1	2,427,500	SUP	(2)	INV	31393TX76	November 2033
F .....	2	41,416,334	SC/PT	(2)	FLT	31393TX84	August 2017
PO .....	2	2,958,309	SC/PT	(3)	PO	31393TX92	August 2017
S .....	2	41,416,334(4)	NTL	(2)	INV/IO	31393TY26	August 2017
WA .....	3	88,334,000	PAC	4.5%	FIX	31393TY34	August 2011
WB .....	3	75,578,000	PAC	4.5	FIX	31393TY42	October 2015
WC .....	3	65,774,000	PAC	4.5	FIX	31393TY59	August 2018
WD .....	3	56,153,000	PAC	4.5	FIX	31393TY67	September 2020
WE .....	3	68,809,000	PAC	4.5	FIX	31393TY75	November 2022
WG .....	3	36,509,000	PAC	4.5	FIX	31393TY83	November 2023
WH .....	3	40,616,000	PAC	4.5	FIX	31393TY91	November 2023
WF .....	3	18,690,188	SUP	(2)	FLT	31393TZ25	February 2023
WS .....	3	14,536,812	SUP	(2)	INV	31393TZ33	February 2023
UF .....	3	21,000,000	SUP	(2)	FLT	31393TZ41	November 2023
US .....	3	14,000,000	SUP	(2)	INV	31393TZ58	November 2023
A .....	4	4,671,000	SEQ	4.5	FIX	31393TZ66	September 2006
B .....	4	40,000,000	SEQ	4.5	FIX	31393TZ74	October 2019
C .....	4	22,108,000	SEQ	4.5	FIX	31393TZ82	November 2023
R .....		0	NPR	0	NPR	31393TZ90	November 2033
RL .....		0	NPR	0	NPR	31393T2A3	November 2033

- (1) Exchangeable classes. (3) Principal only class.  
(2) Based on LIBOR. (4) Notional balance. This class is an interest only class.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The FA, SA and SV Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be October 30, 2003.

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

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

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

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

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated April 1, 2003 (the “MBS Prospectus”);
- if you are purchasing any Group 2 Class or the R or RL Class, the disclosure document relating to the underlying RCR certificate (the “Underlying REMIC Disclosure Document”); and
- any Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we file with the SEC during the period specified in the final paragraph of this page.

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

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

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

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

Greenwich Capital Markets, Inc.  
Prospectus Department  
600 Steamboat Road  
Greenwich, Connecticut 06830  
(telephone 203-618-2318).

In the first quarter of 2003, we began filing periodic reports with the SEC under the Securities Exchange Act of 1934. These filings will include Form 10-Ks, Form 10-Qs and Form 8-Ks. Our SEC filings are available at the SEC’s Web site at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file with the SEC by visiting the SEC’s Public Reference Room at 450 Fifth Street, NW, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the Public Reference Room. We are providing the address of the SEC’s Web site solely for the information of prospective investors. We do not intend the Web address to be an active link.

Information contained in any Form 10-K, Form 10-Q and Form 8-K that we file with the SEC prior to the termination of the offering of the certificates is hereby incorporated by reference in this prospectus supplement. In cases where we “furnish” information to the SEC on Form 8-K, as provided under the Securities Exchange Act of 1934, that information is not incorporated by reference in this prospectus supplement.

## REFERENCE SHEET

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

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2002-46-C RCR Certificate
3	Group 3 MBS
4	Group 4 MBS

### Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS (as of October 1, 2003)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 MBS	\$100,000,000	360	345	11	6.50%
Group 3 MBS	\$500,000,000	240	238	1	5.00%
Group 4 MBS	\$ 66,779,000	240	238	1	5.00%

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

### Characteristics of the Group 2 Underlying RCR Certificate

Exhibit A describes the Group 2 Underlying RCR Certificate, including certain information about the related mortgage loans. To learn more about the Group 2 Underlying RCR Certificate, you should obtain from us its current class factor and the related disclosure document as described on page S-3.

### Class Factors

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

### Settlement Date

We expect to issue the certificates on October 30, 2003.

### Distribution Dates

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

### Book-Entry and Physical Certificates

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

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

<u>Fed Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the R and RL Classes	R and RL Classes

### Exchanging Certificates Through Combination and Recombination

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

### Interest Rates

During each interest accrual period, the fixed rate classes will bear interest at the applicable annual interest rates listed on the cover of this prospectus supplement or on Schedule 1.

During the initial interest accrual period, the floating rate and inverse floating rate classes will bear interest at the initial interest rates listed below. During subsequent interest accrual periods, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FC .....	2.02000%	9.00000%	0.90%	LIBOR + 90 basis points
PF .....	2.02000%	9.00000%	0.90%	LIBOR + 90 basis points
SC .....	15.94666%	18.93333%	0.00%	18.93333% - (2.66666667 × LIBOR)
SF .....	13.96000%	16.20000%	0.00%	16.2% - (2 × LIBOR)
TC .....	8.00000%	8.00000%	0.00%	64.8% - (8 × LIBOR)
F .....	1.52000%	7.50000%	0.40%	LIBOR + 40 basis points
S .....	5.98000%	7.10000%	0.00%	7.1% - LIBOR
WF .....	1.67000%	8.00000%	0.55%	LIBOR + 55 basis points
WS .....	8.13857%	9.57857%	0.00%	9.57857% - (1.28571428 × LIBOR)
UF .....	2.57000%	7.50000%	1.45%	LIBOR + 145 basis points
US .....	7.39500%	9.07500%	0.00%	9.075% - (1.5 × LIBOR)
FA .....	2.02000%	9.00000%	0.90%	LIBOR + 90 basis points
SA .....	13.96000%	16.20000%	0.00%	16.2% - (2 × LIBOR)
SV .....	13.96000%	16.20000%	0.00%	16.2% - (2 × LIBOR)

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

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

### Notional Class

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

<u>Class</u>	
S .....	100% of the F Class

## Distributions of Principal

### *Group 1 Principal Distribution Amount*

1. To Aggregate Group I to its Planned Balance.
2. To the FC, SC and TC Classes, pro rata, to zero.
3. To Aggregate Group I to zero

For a description of Aggregate Group I, see “Description of the Certificates—Distributions of Principal—*Group 1 Principal Distribution Amount*” in this prospectus supplement.

### *Group 2 Principal Distribution Amount*

To the PO and F Classes, pro rata, to zero.

### *Group 3 Principal Distribution Amount*

1. To Aggregate Group II to its Planned Balance.
2. To the WH Class to its Planned Balance.
3. To the WF and WS Classes, pro rata, to zero.
4. To the UF and US Classes, pro rata, to zero.
5. To the WH Class to zero.
6. To Aggregate Group II to zero.

For a description of Aggregate Group II, see “Description of the Certificates—Distributions of Principal—*Group 3 Principal Distribution Amount*” in this prospectus supplement.

### *Group 4 Principal Distribution Amount*

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

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

## Weighted Average Lives (years) \*

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
FC, SC, TC and SV .....	28.3	19.3	4.9	2.7	1.0
PF and SF .....	17.7	7.2	7.2	7.2	4.1
FA and SA .....	20.8	10.7	6.5	5.9	3.2
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>200%</u>	<u>463%</u>	<u>700%</u>	<u>950%</u>
F, PO and S .....	8.2	4.6	2.7	1.9	1.4

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>135%</u>	<u>180%</u>	<u>225%</u>	<u>500%</u>
WA .....	3.7	1.9	1.9	1.9	1.9	1.7
WB .....	8.4	4.0	4.0	4.0	4.0	2.8
WC .....	11.5	6.0	6.0	6.0	6.0	3.6
WD .....	13.7	8.0	8.0	8.0	8.0	4.5
WE .....	15.6	11.0	11.0	11.0	11.0	6.2
WG .....	17.4	16.0	16.0	16.0	16.0	9.9
WH .....	15.8	9.0	2.7	2.7	2.7	1.5
WF and WS .....	18.8	14.8	11.5	2.7	1.6	0.7
UF and US .....	19.6	18.1	17.0	13.0	4.0	1.5

<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>180%</u>	<u>350%</u>	<u>500%</u>
A .....	1.5	0.8	0.7	0.5	0.5
B .....	10.3	5.6	4.2	2.9	2.3
C .....	18.1	14.7	12.2	8.4	6.4

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

## ADDITIONAL RISK FACTORS

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

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

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

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

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

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

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

assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

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

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

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

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

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

*Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate.* We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small

or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you under-

stand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

## DESCRIPTION OF THE CERTIFICATES

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

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of October 1, 2003 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of the Issue Date (together with the trust agreement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

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

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

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

The assets of the Lower Tier REMIC will consist of

- three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 3 MBS” and “Group 4 MBS” and, together, the “Trust MBS”), and
- a previously issued RCR certificate (the “Group 2 Underlying RCR Certificate”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trust (the “Underlying REMIC Trust”), as further described in Exhibit A.

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

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

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

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

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

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

Our guaranty obligations with respect to the Group 2 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. Our guarantees are not backed by the full faith and credit of the United States. See “Description of the Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus, and “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying REMIC Disclosure Document.

*Characteristics of Certificates.* We will issue the Certificates (except the R and RL Classes) in book-entry form on the book-entry system of the U.S. Federal Reserve Banks (the “Fed Book-Entry Certificates”). Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.” A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

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

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

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

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

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

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

Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month.

*No Optional Termination.* We have no option to effect an early termination of the Lower Tier REMIC or the Trust. Further, we will not repurchase the Mortgage Loans underlying any MBS in a “clean-up call.” See “Description of the Certificates—Termination” in the MBS Prospectus.

*Voting the Group 2 Underlying RCR Certificate.* Holders of the Group 2 Underlying RCR Certificate may be asked to vote on issues arising under the related trust agreement. If so, the Trustee will vote the Group 2 Underlying RCR Certificate as instructed by Holders of Certificates of the Classes backed by the Group 2 Underlying RCR Certificate. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes. In the absence of such instructions, the Trustee will vote in a manner consistent, in its sole judgment, with the best interests of Certificateholders.

### **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the PF, FC, SF, SC and TC Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (or notional principal balances) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates may be exchanged only in the proportions shown on Schedule 1.

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

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

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

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

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.

- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

## The Trust MBS

The following table contains certain information about the Trust MBS. The Trust MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Trust MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 30 years in the case of the Group 1 MBS, and up to 20 years in the case of the Group 3 and Group 4 MBS. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus. We expect the characteristics of the Trust MBS and the related Mortgage Loans as of the Issue Date to be as follows:

### Group 1 MBS

Aggregate Unpaid Principal Balance .....	\$100,000,000
MBS Pass-Through Rate .....	6.00%
Range of WACs (annual percentages) .....	6.25% to 8.50%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	345 months
Approximate Weighted Average WALA (weighted average loan age) .....	11 months

### Group 3 MBS

Aggregate Unpaid Principal Balance .....	\$500,000,000
MBS Pass-Through Rate .....	4.50%
Range of WACs (annual percentages) .....	4.75% to 7.00%
Range of WAMs .....	181 months to 240 months
Approximate Weighted Average WAM .....	238 months
Approximate Weighted Average WALA .....	1 month

### Group 4 MBS

Aggregate Unpaid Principal Balance .....	\$66,779,000
MBS Pass-Through Rate .....	4.50%
Range of WACs (annual percentages) .....	4.75% to 7.00%
Range of WAMs .....	181 months to 240 months
Approximate Weighted Average WAM .....	238 months
Approximate Weighted Average WALA .....	1 month

## The Group 2 Underlying RCR Certificate

The Group 2 Underlying RCR Certificate represents beneficial ownership interests in the Underlying REMIC Trust. The assets of that trust evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Group 2 Underlying RCR Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 2 Underlying RCR Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for additional information about the Group 2 Underlying RCR Certificate.

Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

For further information about the Group 2 Underlying RCR Certificate, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

## Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balance of the Group 2 Underlying RCR Certificate as of the Issue Date and, with respect to the Trust MBS, the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the Trust MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Trust MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at [www.fanniemae.com](http://www.fanniemae.com).

## Distributions of Interest

### *Categories of Classes*

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

<u>Interest Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
Floating	FC and PF
Inverse Floating	SC, SF and TC
RCR**	FA, SA and SV
<b>Group 2 Classes</b>	
Floating Rate	F
Inverse Floating Rate	S
Interest Only	S
Principal Only	PO
<b>Group 3 Classes</b>	
Fixed Rate	WA, WB, WC, WD, WE, WG and WH
Floating Rate	WF and UF
Inverse Floating Rate	WS and US
<b>Group 4 Classes</b>	
Fixed Rate	A, B and C
<b>No Payment Residual</b>	R and RL

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

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

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

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

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

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
The Fixed Rate Classes (collectively, the "Delay Classes")	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

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

*Notional Class.* The Notional Class will not have a principal balance. During each Interest Accrual Period, the Notional Class will bear interest on its notional principal balance at the applicable interest rate. The notional principal balance of the Notional Class will be calculated as specified under "Reference Sheet—Notional Class" in this prospectus supplement.

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

*Floating Rate and Inverse Floating Rate Classes.* During each Interest Accrual Period, the Floating Rate and Inverse Floating Rate Classes will bear interest at rates determined as described under "Reference Sheet—Interest Rates" in this prospectus supplement.

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

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

## **Calculation of LIBOR**

On each Index Determination Date, we will calculate LIBOR for the related Interest Accrual Period. We will calculate LIBOR on the basis of the "BBA Method," as described in the REMIC Prospectus under "Description of Certificates—Indexes for Floating Rate Classes and Inverse Floating Rate Classes—*LIBOR*."

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 1.12%.

## Distributions of Principal

### *Categories of Classes*

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

<u>Principal Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
PAC	PF and SF
Support	FC, SC and TC
RCR**	FA, SA and SV
<b>Group 2 Classes</b>	
Structured Collateral/Pass-Through	F and PO
Notional	S
<b>Group 3 Classes</b>	
PAC	WA, WB, WC, WD, WE, WG and WH
Support	WF, WS, UF and US
<b>Group 4 Classes</b>	
Sequential Pay	A, B and C
<b>No Payment Residual</b>	
	R and RL

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

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

### *Principal Distribution Amount*

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

- the principal then paid on the Group 1 MBS (the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 Underlying RCR Certificate (the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 MBS (the “Group 3 Principal Distribution Amount”), and
- the principal then paid on the Group 4 MBS (the “Group 4 Principal Distribution Amount”).

### *Group 1 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount as principal of the Group 1 Classes in the following priority:

- |   |                      |
|---|----------------------|
| (i) to Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date;                           | } PAC<br>Group       |
| (ii) concurrently, to the FC, SC and TC Classes, pro rata (or 66.666666667%, 25.000000000% and 8.333333333%, respectively), until their principal balances are reduced to zero; and | } Support<br>Classes |
| (iii) to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero.   | } PAC<br>Group       |

“Aggregate Group I” consists of the PF and SF Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I, concurrently, to the PF and SF Classes, pro rata (or 66.6666671370% and 33.3333328630%, respectively), until their principal balances are reduced to zero.

The “Aggregate I Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group I.

*Group 2 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the Group 2 Classes, concurrently, to the PO and F Classes, pro rata (or 6.6666654648% and 93.3333345352%, respectively), until their principal balances are reduced to zero. } Structured Collateral/ Pass-Through Classes

*Group 3 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount as principal of the Group 3 Classes in the following priority:

- (i) to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Planned Balance for that Distribution Date; } PAC Group and Class
- (ii) to the WH Class, until its principal balance is reduced to its Planned Balance for that Distribution Date; }
- (iii) concurrently, to the WF and WS Classes, pro rata (or 56.2500015048% and 43.7499984952%, respectively), until their principal balances are reduced to zero; } Support Classes
- (iv) concurrently, to the UF and US Classes, pro rata (or 60.0000000000% and 40.0000000000%, respectively), until their principal balances are reduced to zero; }
- (v) to the WH Class, without regard to its Planned Balance and until its principal balance is reduced to zero; and } PAC Group and Class
- (vi) to Aggregate Group II, without regard to its Planned Balance and until the Aggregate II Balance is reduced to zero. }

“Aggregate Group II” consists of the WA, WB, WC, WD, WE and WG Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II, sequentially, to the WA, WB, WC, WD, WE and WG Classes, in that order, until their principal balances are reduced to zero.

The “Aggregate II Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group II.

*Group 4 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the Group 4 Classes, sequentially, to the A, B and C Classes, in that order, until their principal balances are reduced to zero. } Sequential Pay Classes

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

**Structuring Assumptions**

*Pricing Assumptions.* Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 2 Underlying RCR Certificate and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS” in this prospectus supplement;

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is October 30, 2003; and
- each Distribution Date occurs on the 25th day of a month.

*Prepayment Assumptions.* Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement with respect to all Classes and Principal Balances Schedules is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus.

It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

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

<u>Principal Balance Schedule References</u>	<u>Related Groups and Class (1)</u>	<u>Structuring Ranges</u>
Planned Balances	Aggregate Group I	Between 100% and 250% PSA
Planned Balances	Aggregate Group II	Between 100% and 225% PSA
Planned Balances	WH Class	Between 135% and 225% PSA

(1) The Structuring Ranges for the Aggregate Groups are associated with the related Aggregate Balances but not with the individual balances of the related Classes.

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

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

<u>Groups and Class</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 250% PSA
Aggregate Group II	Between 100% and 225% PSA
WH	Between 135% and 225% PSA

The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Groups and Class might

not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Groups and Class to their scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the PAC Groups and Class will be supported in part by the related Support Classes. When the related Support Classes are retired, the PAC Groups and Class, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

## Yield Tables

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

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

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

We cannot assure you that

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

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

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

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

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

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

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

<u>Class</u>	<u>Price*</u>
SC .....	99.500%
SF .....	108.000%
TC .....	100.250%
S .....	9.000%
WS .....	86.500%
US .....	71.000%
SA .....	106.000%
SV .....	99.750%

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.12% .....	19.4%	19.4%	19.5%	19.5%	19.7%
1.12% .....	16.6%	16.6%	16.7%	16.7%	17.1%
3.12% .....	11.0%	11.0%	11.1%	11.3%	11.8%
5.12% .....	5.4%	5.4%	5.7%	5.9%	6.6%
7.10% and above .....	0.1%	0.1%	0.3%	0.6%	1.6%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.12% .....	14.6%	14.3%	14.3%	14.3%	13.5%
1.12% .....	12.7%	12.3%	12.3%	12.3%	11.6%
3.12% .....	8.8%	8.5%	8.5%	8.5%	7.7%
5.12% .....	5.0%	4.7%	4.7%	4.7%	3.9%
7.12% .....	1.2%	0.9%	0.9%	0.9%	0.2%
8.10% .....	(0.7)%	(0.9)%	(0.9)%	(0.9)%	(1.6)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
7.10% and below . . . . .	8.1%	8.1%	8.1%	8.0%	7.9%
7.50% . . . . .	4.8%	4.8%	4.8%	4.8%	4.8%
8.10% . . . . .	0.0%	0.0%	0.1%	0.1%	0.3%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>200%</u>	<u>463%</u>	<u>700%</u>	<u>950%</u>
0.12% . . . . .	79.2%	68.3%	47.8%	27.7%	4.1%
1.12% . . . . .	65.3%	54.7%	34.8%	15.3%	(7.8)%
3.12% . . . . .	38.2%	28.2%	9.5%	(9.0)%	(30.8)%
5.12% . . . . .	10.7%	1.4%	(15.9)%	(33.2)%	(53.8)%
7.10% . . . . .	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>135%</u>	<u>180%</u>	<u>225%</u>	<u>500%</u>
0.12% . . . . .	11.4%	11.6%	11.8%	16.4%	20.0%	32.1%
1.12% . . . . .	10.0%	10.1%	10.4%	14.9%	18.6%	30.7%
3.12% . . . . .	7.0%	7.2%	7.5%	12.0%	15.7%	27.9%
5.12% . . . . .	4.2%	4.3%	4.6%	9.2%	12.8%	25.0%
7.12% . . . . .	1.3%	1.5%	1.8%	6.3%	10.0%	22.3%
7.45% . . . . .	0.9%	1.0%	1.3%	5.9%	9.6%	21.8%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>135%</u>	<u>180%</u>	<u>225%</u>	<u>500%</u>
0.12% . . . . .	13.4%	13.4%	13.5%	14.3%	20.4%	36.8%
1.12% . . . . .	11.3%	11.4%	11.5%	12.2%	18.4%	34.9%
3.12% . . . . .	7.3%	7.4%	7.6%	8.3%	14.6%	31.0%
5.12% . . . . .	3.6%	3.6%	3.8%	4.5%	10.8%	27.1%
6.05% . . . . .	1.9%	1.9%	2.1%	2.7%	9.1%	25.3%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.12% .....	15.2%	15.1%	14.7%	14.6%	13.7%
1.12% .....	13.2%	13.1%	12.7%	12.6%	11.7%
3.12% .....	9.3%	9.2%	8.8%	8.7%	7.9%
5.12% .....	5.4%	5.3%	4.9%	4.9%	4.1%
7.12% .....	1.5%	1.4%	1.1%	1.0%	0.3%
8.10% .....	(0.4)%	(0.5)%	(0.7)%	(0.8)%	(1.5)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>500%</u>
0.12% .....	16.5%	16.5%	16.5%	16.6%	16.6%
1.12% .....	14.4%	14.4%	14.5%	14.5%	14.7%
3.12% .....	10.2%	10.2%	10.3%	10.4%	10.7%
5.12% .....	6.1%	6.1%	6.3%	6.4%	6.9%
7.12% .....	2.0%	2.0%	2.2%	2.4%	3.0%
8.10% .....	0.1%	0.1%	0.3%	0.5%	1.2%

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

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

<u>Class</u>	<u>Price</u>
PO .....	84.0%

**Sensitivity of the PO Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>200%</u>	<u>463%</u>	<u>700%</u>	<u>950%</u>
Pre-Tax Yields to Maturity .....	2.7%	4.0%	6.9%	10.1%	14.1%

**Weighted Average Lives of the Certificates**

The weighted average life of a Certificate is determined by

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

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

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

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Group 1, Group 3 and Group 4 Classes, and
- in the case of the Group 1 and Group 3 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above.

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

### **Decrement Tables**

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

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 Underlying RCR Certificate	180 months	165 months	8.50%
Group 3 MBS	240 months	240 months	7.00%
Group 4 MBS	240 months	240 months	7.00%

It is unlikely

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

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

### Percent of Original Principal Balances Outstanding

Date	FC, SC, TC and SV Classes					PF and SF Classes					F, PO and S† Classes					WA Class					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	220%	250%	500%	0%	100%	220%	250%	500%	0%	200%	463%	700%	950%	0%	100%	135%	180%	225%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	86	82	52	99	93	93	93	93	96	86	74	63	52	92	84	84	84	84	84
October 2005	100	100	66	57	0	98	84	84	84	81	92	72	51	35	21	78	45	45	45	45	45
October 2006	100	100	49	37	0	97	75	75	75	56	87	59	34	19	9	62	0	0	0	0	0
October 2007	100	100	36	23	0	95	66	66	66	39	82	48	23	10	3	46	0	0	0	0	0
October 2008	100	100	27	12	0	94	58	58	58	27	76	39	15	5	1	28	0	0	0	0	0
October 2009	100	100	21	5	0	92	50	50	50	18	70	31	10	3	1	9	0	0	0	0	0
October 2010	100	100	17	2	0	90	43	43	43	13	63	24	6	1	*	0	0	0	0	0	0
October 2011	100	100	15	*	0	88	36	36	36	9	56	19	4	1	*	0	0	0	0	0	0
October 2012	100	100	14	*	0	86	30	30	30	6	48	14	2	*	*	0	0	0	0	0	0
October 2013	100	98	13	*	0	84	25	25	25	4	40	10	1	*	*	0	0	0	0	0	0
October 2014	100	94	12	*	0	81	21	21	21	3	30	6	1	*	*	0	0	0	0	0	0
October 2015	100	90	11	*	0	79	17	17	17	2	20	3	*	*	*	0	0	0	0	0	0
October 2016	100	86	10	*	0	76	14	14	14	1	9	1	*	*	*	0	0	0	0	0	0
October 2017	100	81	9	*	0	73	11	11	11	1	0	0	0	0	0	0	0	0	0	0	0
October 2018	100	75	8	*	0	69	9	9	9	1	0	0	0	0	0	0	0	0	0	0	0
October 2019	100	69	7	*	0	65	8	8	8	*	0	0	0	0	0	0	0	0	0	0	0
October 2020	100	63	6	*	0	61	6	6	6	*	0	0	0	0	0	0	0	0	0	0	0
October 2021	100	57	5	*	0	57	5	5	5	*	0	0	0	0	0	0	0	0	0	0	0
October 2022	100	51	4	*	0	52	4	4	4	*	0	0	0	0	0	0	0	0	0	0	0
October 2023	100	45	4	*	0	46	3	3	3	*	0	0	0	0	0	0	0	0	0	0	0
October 2024	100	39	3	*	0	41	2	2	2	*	0	0	0	0	0	0	0	0	0	0	0
October 2025	100	34	2	*	0	34	2	2	2	*	0	0	0	0	0	0	0	0	0	0	0
October 2026	100	28	2	*	0	27	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0
October 2027	100	23	2	*	0	20	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0
October 2028	100	18	1	*	0	12	1	1	1	*	0	0	0	0	0	0	0	0	0	0	0
October 2029	100	13	1	*	0	3	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
October 2030	83	8	*	*	0	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
October 2031	58	3	*	*	0	*	*	*	*	*	0	0	0	0	0	0	0	0	0	0	0
October 2032	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.3	19.3	4.9	2.7	1.0	17.7	7.2	7.2	7.2	4.1	8.2	4.6	2.7	1.9	1.4	3.7	1.9	1.9	1.9	1.9	1.7

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

Date	WB Class						WC Class						WD Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	135%	180%	225%	500%	0%	100%	135%	180%	225%	500%	0%	100%	135%	180%	225%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2006	100	99	99	99	99	14	100	100	100	100	100	100	100	100	100	100	100	100
October 2007	100	48	48	48	48	0	100	100	100	100	100	0	100	100	100	100	100	98
October 2008	100	0	0	0	0	0	100	99	99	99	99	0	100	100	100	100	100	4
October 2009	100	0	0	0	0	0	100	48	48	48	48	0	100	100	100	100	100	0
October 2010	86	0	0	0	0	0	100	0	0	0	0	0	100	99	99	99	99	0
October 2011	60	0	0	0	0	0	100	0	0	0	0	0	100	47	47	47	47	0
October 2012	33	0	0	0	0	0	100	0	0	0	0	0	100	2	2	2	2	0
October 2013	3	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
October 2014	0	0	0	0	0	0	68	0	0	0	0	0	100	0	0	0	0	0
October 2015	0	0	0	0	0	0	29	0	0	0	0	0	100	0	0	0	0	0
October 2016	0	0	0	0	0	0	0	0	0	0	0	0	85	0	0	0	0	0
October 2017	0	0	0	0	0	0	0	0	0	0	0	0	32	0	0	0	0	0
October 2018	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	8.4	4.0	4.0	4.0	4.0	2.8	11.5	6.0	6.0	6.0	6.0	3.6	13.7	8.0	8.0	8.0	8.0	4.5

Date	WE Class						WG Class						WH Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	135%	180%	225%	500%	0%	100%	135%	180%	225%	500%	0%	100%	135%	180%	225%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	100	100	100	100	100	100	100	100	100	88	81	74	74	74	74
October 2005	100	100	100	100	100	100	100	100	100	100	100	100	88	81	59	59	59	14
October 2006	100	100	100	100	100	100	100	100	100	100	100	100	88	81	40	40	40	0
October 2007	100	100	100	100	100	100	100	100	100	100	100	100	88	81	25	25	25	0
October 2008	100	100	100	100	100	100	100	100	100	100	100	100	88	81	14	14	14	0
October 2009	100	100	100	100	100	51	100	100	100	100	100	100	88	81	6	6	6	0
October 2010	100	100	100	100	100	16	100	100	100	100	100	100	88	81	1	1	1	0
October 2011	100	100	100	100	100	0	100	100	100	100	100	86	88	80	0	0	0	0
October 2012	100	100	100	100	100	0	100	100	100	100	100	56	88	73	0	0	0	0
October 2013	100	71	71	71	71	0	100	100	100	100	100	37	88	60	0	0	0	0
October 2014	100	46	46	46	46	0	100	100	100	100	100	24	88	44	0	0	0	0
October 2015	100	25	25	25	25	0	100	100	100	100	100	15	88	24	0	0	0	0
October 2016	100	7	7	7	7	0	100	100	100	100	100	9	88	2	0	0	0	0
October 2017	100	0	0	0	0	0	100	85	85	85	85	6	88	0	0	0	0	0
October 2018	80	0	0	0	0	0	100	63	63	63	63	3	88	0	0	0	0	0
October 2019	31	0	0	0	0	0	100	44	44	44	44	2	88	0	0	0	0	0
October 2020	0	0	0	0	0	0	59	29	29	29	29	1	88	0	0	0	0	0
October 2021	0	0	0	0	0	0	17	17	17	17	17	*	30	0	0	0	0	0
October 2022	0	0	0	0	0	0	7	7	7	7	7	*	0	0	0	0	0	0
October 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.6	11.0	11.0	11.0	11.0	6.2	17.4	16.0	16.0	16.0	16.0	9.9	15.8	9.0	2.7	2.7	2.7	1.5

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

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

Date	WF and WS Classes						UF and US Classes						A Class				
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption				
	0%	100%	135%	180%	225%	500%	0%	100%	135%	180%	225%	500%	0%	100%	180%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	90	80	19	100	100	100	100	100	100	66	36	19	0	0
October 2005	100	100	100	67	34	0	100	100	100	100	100	0	30	0	0	0	0
October 2006	100	100	100	38	0	0	100	100	100	100	79	0	0	0	0	0	0
October 2007	100	100	100	17	0	0	100	100	100	100	42	0	0	0	0	0	0
October 2008	100	100	100	2	0	0	100	100	100	100	17	0	0	0	0	0	0
October 2009	100	100	100	0	0	0	100	100	100	94	4	0	0	0	0	0	0
October 2010	100	100	100	0	0	0	100	100	100	90	*	0	0	0	0	0	0
October 2011	100	100	97	0	0	0	100	100	100	88	*	0	0	0	0	0	0
October 2012	100	100	89	0	0	0	100	100	100	83	*	0	0	0	0	0	0
October 2013	100	100	77	0	0	0	100	100	100	76	*	0	0	0	0	0	0
October 2014	100	100	61	0	0	0	100	100	100	69	*	0	0	0	0	0	0
October 2015	100	100	44	0	0	0	100	100	100	60	*	0	0	0	0	0	0
October 2016	100	100	25	0	0	0	100	100	100	52	*	0	0	0	0	0	0
October 2017	100	74	5	0	0	0	100	100	100	43	*	0	0	0	0	0	0
October 2018	100	43	0	0	0	0	100	100	86	35	*	0	0	0	0	0	0
October 2019	100	12	0	0	0	0	100	100	67	27	*	0	0	0	0	0	0
October 2020	100	0	0	0	0	0	100	82	48	19	*	0	0	0	0	0	0
October 2021	100	0	0	0	0	0	100	53	31	12	*	0	0	0	0	0	0
October 2022	22	0	0	0	0	0	100	24	14	5	*	0	0	0	0	0	0
October 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	18.8	14.8	11.5	2.7	1.6	0.7	19.6	18.1	17.0	13.0	4.0	1.5	1.5	0.8	0.7	0.5	0.5

Date	B Class					C Class					FA and SA Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	180%	350%	500%	0%	100%	180%	350%	500%	0%	100%	220%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2004	100	100	100	98	94	100	100	100	100	100	99	95	91	90	81
October 2005	100	93	86	73	61	100	100	100	100	100	98	89	79	76	58
October 2006	99	79	67	43	24	100	100	100	100	100	98	82	67	64	40
October 2007	94	66	50	19	0	100	100	100	100	97	97	76	58	54	27
October 2008	89	54	34	1	0	100	100	100	100	65	95	70	49	45	19
October 2009	83	43	21	0	0	100	100	100	77	43	94	65	42	37	13
October 2010	77	32	9	0	0	100	100	100	58	29	93	60	36	31	9
October 2011	71	22	0	0	0	100	100	98	43	19	92	55	30	26	6
October 2012	64	13	0	0	0	100	100	82	32	12	90	50	26	21	4
October 2013	56	4	0	0	0	100	100	68	23	8	89	46	22	18	3
October 2014	48	0	0	0	0	100	93	56	17	5	87	42	18	15	2
October 2015	40	0	0	0	0	100	79	45	12	3	85	38	15	12	1
October 2016	30	0	0	0	0	100	67	36	9	2	83	35	13	10	1
October 2017	21	0	0	0	0	100	55	28	6	1	81	32	11	8	1
October 2018	10	0	0	0	0	100	44	21	4	1	78	28	9	7	*
October 2019	0	0	0	0	0	98	33	15	3	*	75	25	7	5	*
October 2020	0	0	0	0	0	76	24	10	2	*	72	23	6	4	*
October 2021	0	0	0	0	0	52	15	6	1	*	69	20	5	3	*
October 2022	0	0	0	0	0	27	6	3	*	*	66	18	4	3	*
October 2023	0	0	0	0	0	0	0	0	0	0	62	15	3	2	*
October 2024	0	0	0	0	0	0	0	0	0	0	58	13	3	2	*
October 2025	0	0	0	0	0	0	0	0	0	0	53	11	2	1	*
October 2026	0	0	0	0	0	0	0	0	0	0	49	9	2	1	*
October 2027	0	0	0	0	0	0	0	0	0	0	43	7	1	1	*
October 2028	0	0	0	0	0	0	0	0	0	0	37	6	1	*	*
October 2029	0	0	0	0	0	0	0	0	0	0	31	4	1	*	*
October 2030	0	0	0	0	0	0	0	0	0	0	24	2	*	*	*
October 2031	0	0	0	0	0	0	0	0	0	0	17	1	*	*	*
October 2032	0	0	0	0	0	0	0	0	0	0	9	0	0	0	0
October 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	10.3	5.6	4.2	2.9	2.3	18.1	14.7	12.2	8.4	6.4	20.8	10.7	6.5	5.9	3.2

\* 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.

## Characteristics of the R and RL Classes

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

A Residual Certificate will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of a Residual Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of a Residual Certificate to any person that is not a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. Any transferee of a Residual Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly, or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of a Residual Certificate should consult with their own tax advisors for further information regarding such transfers.

Treasury Department regulations (the “Regulations”) provide that a transfer of a “noneconomic residual interest” will be disregarded for all federal tax purposes unless no significant purpose of the transfer is to impede the assessment or collection of tax. The R and RL Classes will constitute noneconomic residual interests under the Regulations. Having a significant purpose to impede the assessment or collection of tax means that the transferor of a Residual Certificate knew or should have known that the transferee would be unwilling or unable to pay taxes due on its share of the taxable income of the REMIC trust (that is, the transferor had “improper knowledge”).

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has amended the Regulations to provide additional requirements that a transferor must satisfy to avail itself of the safe harbor regarding the presumed lack of improper knowledge. For transfers occurring on or after August 19, 2002, a transferor of a Residual Certificate is presumed not to have improper knowledge if, in addition to meeting the two conditions discussed in the REMIC Prospectus, both (i) the transferee represents that it will not cause income from the Residual Certificate to be attributed to a foreign permanent establishment or fixed base of the transferee or another taxpayer and (ii) the transfer satisfies either the “asset test” or the “formula test.” The representation described in (i) will be included in the affidavit discussed above. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus.

A transfer satisfies the asset test if (i) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), (ii) the transferee is an “eligible corporation” and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the

taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

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

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

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

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

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

Because the Lower Tier REMIC and the Trust will qualify as REMICs, the REMIC Certificates and any related RCR Certificates generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—*REMIC Election and Special Tax Attributes*” in the REMIC Prospectus.

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

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

Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Regular Certificates Purchased at a Premium” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	220% PSA
2	463% PSA
3	180% PSA
4	180% PSA

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

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

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 120% of the “federal long-term rate.” The rate will be published on or about September 20, 2003. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

The Treasury Department recently issued proposed regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The proposed regulations set forth two safe harbor methods under which a taxpayer’s accounting for the inducement fee will be considered to clearly reflect income for these purposes. The proposed regulations also provide that an inducement fee shall be treated as income from sources within the United States. If finalized as proposed, the regulations would be effective for taxable years ending on or after the publication of the final regulations in the Federal Register. The proposed regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the proposed regulations.

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

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

The RCR Classes (each, a “Combination RCR Class”) will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

*Combination RCR Classes.* A beneficial owner of a Combination RCR Certificate will be treated as the beneficial owner of a proportionate interest in the REMIC Certificates underlying that Combination RCR Certificate. Except in the case of a beneficial owner that acquires a Combination

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

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

### **Tax Return Disclosure Requirements**

The Treasury Department recently issued Regulations directed at “tax shelters” that could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a “reportable transaction” disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a “reportable transaction” based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

### **PLAN OF DISTRIBUTION**

*General.* We are obligated to deliver the Certificates to Greenwich Capital Markets, Inc. (the “Dealer”) in exchange for the Trust MBS and the Group 2 Underlying RCR Certificate. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

*Increase in Certificates.* Before the Settlement Date, we and the Dealer may agree to offer Group 1, 3 or 4 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Trust MBS in principal balance, but we expect that all these additional Trust MBS will have the same characteristics as described under “Description of the Certificates—The Trust MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 3 or 4 Class bears to the aggregate original principal balance of all Group 1, 3 or 4 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

### **LEGAL MATTERS**

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

**Exhibit A**

**Group 2 Underlying RCR Certificate**

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	October 2003 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Underlying Security Type	Class Group
2002-046	C	July 2002	31392DWK4	7.0%	FIX	August 2017	PT	\$125,000,000	0.59166191	\$44,374,643	6.425%	160	17	MBS	2

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

Available Recombinations (1)

REMIC Certificates		RCR Certificates					Final Distribution Date	
Classes	Original Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	
<b>Recombination 1</b>								
PF	\$47,246,667 (3)	FA	\$66,666,667	(4)	FLT	PT	31393T2B1	November 2033
FC	19,420,000 (3)							
<b>Recombination 2</b>								
SF	23,623,333 (3)	SA	33,333,333	(4)	INV	PT	31393T2C9	November 2033
SC	7,282,500 (3)							
TC	2,427,500 (3)							
<b>Recombination 3</b>								
SC	7,282,500	SV	9,710,000	(4)	INV	SUP	31393T2D7	November 2033
TC	2,427,500							

(1) REMIC Certificates and RCR Certificates in any recombination may be exchanged only in the proportions shown in this Schedule 1, except as described in footnote (3) with respect to Recombinations 1 and 2.  
(2) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.  
(3) In any exchange under Recombination 1 or 2, the relative proportions of the REMIC Certificates to be delivered (or if applicable, received) in that exchange will equal the proportions reflected by the outstanding principal or notional principal balances of the related REMIC Classes at the time of exchange.  
(4) For a description of these interest rates, see "Description of the Certificates—Distributions of Interest" in this prospectus supplement.

## Principal Balance Schedules

### *Aggregate Group I Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$70,870,000.00	January 2008 .....	\$45,469,819.42	April 2012 .....	\$23,564,730.37
November 2003 .....	70,568,534.47	February 2008 .....	44,982,939.76	May 2012 .....	23,201,374.13
December 2003 .....	70,250,353.32	March 2008 .....	44,498,538.75	June 2012 .....	22,843,281.64
January 2004 .....	69,915,583.05	April 2008 .....	44,016,603.65	July 2012 .....	22,490,379.04
February 2004 .....	69,564,358.77	May 2008 .....	43,537,121.76	August 2012 .....	22,142,593.51
March 2004 .....	69,196,824.13	June 2008 .....	43,060,080.47	September 2012 .....	21,799,853.21
April 2004 .....	68,813,131.24	July 2008 .....	42,585,467.22	October 2012 .....	21,462,087.30
May 2004 .....	68,413,440.52	August 2008 .....	42,113,269.50	November 2012 .....	21,129,225.90
June 2004 .....	67,997,920.65	September 2008 .....	41,643,474.90	December 2012 .....	20,801,200.12
July 2004 .....	67,566,748.42	October 2008 .....	41,176,071.05	January 2013 .....	20,477,942.02
August 2004 .....	67,120,108.64	November 2008 .....	40,711,045.64	February 2013 .....	20,159,384.56
September 2004 .....	66,658,193.98	December 2008 .....	40,248,386.43	March 2013 .....	19,845,461.68
October 2004 .....	66,181,204.85	January 2009 .....	39,788,081.26	April 2013 .....	19,536,108.18
November 2004 .....	65,689,349.25	February 2009 .....	39,330,118.01	May 2013 .....	19,231,259.79
December 2004 .....	65,182,842.64	March 2009 .....	38,874,484.62	June 2013 .....	18,930,853.13
January 2005 .....	64,661,907.77	April 2009 .....	38,421,169.11	July 2013 .....	18,634,825.68
February 2005 .....	64,126,774.52	May 2009 .....	37,970,159.55	August 2013 .....	18,343,115.78
March 2005 .....	63,577,679.72	June 2009 .....	37,521,444.08	September 2013 .....	18,055,662.65
April 2005 .....	63,014,867.02	July 2009 .....	37,075,010.89	October 2013 .....	17,772,406.31
May 2005 .....	62,438,586.63	August 2009 .....	36,630,848.23	November 2013 .....	17,493,287.65
June 2005 .....	61,865,244.91	September 2009 .....	36,188,944.43	December 2013 .....	17,218,248.34
July 2005 .....	61,294,826.71	October 2009 .....	35,749,287.85	January 2014 .....	16,947,230.87
August 2005 .....	60,727,317.01	November 2009 .....	35,311,866.94	February 2014 .....	16,680,178.55
September 2005 .....	60,162,700.83	December 2009 .....	34,876,670.19	March 2014 .....	16,417,035.43
October 2005 .....	59,600,963.30	January 2010 .....	34,443,686.16	April 2014 .....	16,157,746.36
November 2005 .....	59,042,089.59	February 2010 .....	34,012,903.46	May 2014 .....	15,902,256.95
December 2005 .....	58,486,064.97	March 2010 .....	33,584,310.76	June 2014 .....	15,650,513.55
January 2006 .....	57,932,874.79	April 2010 .....	33,157,896.79	July 2014 .....	15,402,463.28
February 2006 .....	57,382,504.46	May 2010 .....	32,733,650.34	August 2014 .....	15,158,053.96
March 2006 .....	56,834,939.48	June 2010 .....	32,311,560.26	September 2014 .....	14,917,234.15
April 2006 .....	56,290,165.40	July 2010 .....	31,891,615.45	October 2014 .....	14,679,953.12
May 2006 .....	55,748,167.86	August 2010 .....	31,473,804.87	November 2014 .....	14,446,160.83
June 2006 .....	55,208,932.59	September 2010 .....	31,058,117.54	December 2014 .....	14,215,807.96
July 2006 .....	54,672,445.37	October 2010 .....	30,644,542.53	January 2015 .....	13,988,845.84
August 2006 .....	54,138,692.06	November 2010 .....	30,233,068.98	February 2015 .....	13,765,226.49
September 2006 .....	53,607,658.59	December 2010 .....	29,823,686.06	March 2015 .....	13,544,902.61
October 2006 .....	53,079,330.97	January 2011 .....	29,416,383.02	April 2015 .....	13,327,827.52
November 2006 .....	52,553,695.28	February 2011 .....	29,011,149.16	May 2015 .....	13,113,955.22
December 2006 .....	52,030,737.66	March 2011 .....	28,607,973.83	June 2015 .....	12,903,240.33
January 2007 .....	51,510,444.34	April 2011 .....	28,206,846.43	July 2015 .....	12,695,638.10
February 2007 .....	50,992,801.60	May 2011 .....	27,807,756.42	August 2015 .....	12,491,104.41
March 2007 .....	50,477,795.82	June 2011 .....	27,410,693.33	September 2015 .....	12,289,595.74
April 2007 .....	49,965,413.41	July 2011 .....	27,015,646.73	October 2015 .....	12,091,069.18
May 2007 .....	49,455,640.89	August 2011 .....	26,622,606.22	November 2015 .....	11,895,482.41
June 2007 .....	48,948,464.82	September 2011 .....	26,231,561.49	December 2015 .....	11,702,793.71
July 2007 .....	48,443,871.84	October 2011 .....	25,842,502.28	January 2016 .....	11,512,961.93
August 2007 .....	47,941,848.67	November 2011 .....	25,455,418.35	February 2016 .....	11,325,946.48
September 2007 .....	47,442,382.08	December 2011 .....	25,070,299.56	March 2016 .....	11,141,707.35
October 2007 .....	46,945,458.91	January 2012 .....	24,687,135.77	April 2016 .....	10,960,205.09
November 2007 .....	46,451,066.08	February 2012 .....	24,307,534.73	May 2016 .....	10,781,400.77
December 2007 .....	45,959,190.57	March 2012 .....	23,933,425.26	June 2016 .....	10,605,256.04

**Aggregate Group I (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
July 2016 .....	\$10,431,733.04	December 2020 .....	\$ 4,162,490.39	May 2025 .....	\$ 1,428,796.71
August 2016 .....	10,260,794.47	January 2021 .....	4,086,612.15	June 2025 .....	1,396,659.52
September 2016 .....	10,092,403.53	February 2021 .....	4,011,915.82	July 2025 .....	1,365,059.34
October 2016 .....	9,926,523.94	March 2021 .....	3,938,384.20	August 2025 .....	1,333,988.10
November 2016 .....	9,763,119.93	April 2021 .....	3,866,000.32	September 2025 .....	1,303,437.85
December 2016 .....	9,602,156.20	May 2021 .....	3,794,747.45	October 2025 .....	1,273,400.75
January 2017 .....	9,443,597.97	June 2021 .....	3,724,609.11	November 2025 .....	1,243,869.05
February 2017 .....	9,287,410.94	July 2021 .....	3,655,569.04	December 2025 .....	1,214,835.14
March 2017 .....	9,133,561.27	August 2021 .....	3,587,611.21	January 2026 .....	1,186,291.51
April 2017 .....	8,982,015.61	September 2021 .....	3,520,719.81	February 2026 .....	1,158,230.75
May 2017 .....	8,832,741.06	October 2021 .....	3,454,879.28	March 2026 .....	1,130,645.58
June 2017 .....	8,685,705.18	November 2021 .....	3,390,074.23	April 2026 .....	1,103,528.78
July 2017 .....	8,540,876.00	December 2021 .....	3,326,289.54	May 2026 .....	1,076,873.28
August 2017 .....	8,398,221.96	January 2022 .....	3,263,510.28	June 2026 .....	1,050,672.09
September 2017 .....	8,257,711.98	February 2022 .....	3,201,721.71	July 2026 .....	1,024,918.32
October 2017 .....	8,119,315.38	March 2022 .....	3,140,909.33	August 2026 .....	999,605.17
November 2017 .....	7,983,001.93	April 2022 .....	3,081,058.83	September 2026 .....	974,725.97
December 2017 .....	7,848,741.81	May 2022 .....	3,022,156.11	October 2026 .....	950,274.11
January 2018 .....	7,716,505.61	June 2022 .....	2,964,187.26	November 2026 .....	926,243.10
February 2018 .....	7,586,264.35	July 2022 .....	2,907,138.57	December 2026 .....	902,626.52
March 2018 .....	7,457,989.43	August 2022 .....	2,850,996.52	January 2027 .....	879,418.07
April 2018 .....	7,331,652.67	September 2022 .....	2,795,747.79	February 2027 .....	856,611.51
May 2018 .....	7,207,226.27	October 2022 .....	2,741,379.24	March 2027 .....	834,200.73
June 2018 .....	7,084,682.82	November 2022 .....	2,687,877.93	April 2027 .....	812,179.66
July 2018 .....	6,963,995.30	December 2022 .....	2,635,231.08	May 2027 .....	790,542.36
August 2018 .....	6,845,137.06	January 2023 .....	2,583,426.11	June 2027 .....	769,282.95
September 2018 .....	6,728,081.82	February 2023 .....	2,532,450.60	July 2027 .....	748,395.65
October 2018 .....	6,612,803.68	March 2023 .....	2,482,292.33	August 2027 .....	727,874.74
November 2018 .....	6,499,277.08	April 2023 .....	2,432,939.24	September 2027 .....	707,714.62
December 2018 .....	6,387,476.84	May 2023 .....	2,384,379.43	October 2027 .....	687,909.73
January 2019 .....	6,277,378.12	June 2023 .....	2,336,601.19	November 2027 .....	668,454.62
February 2019 .....	6,168,956.43	July 2023 .....	2,289,592.96	December 2027 .....	649,343.91
March 2019 .....	6,062,187.61	August 2023 .....	2,243,343.35	January 2028 .....	630,572.29
April 2019 .....	5,957,047.87	September 2023 .....	2,197,841.14	February 2028 .....	612,134.54
May 2019 .....	5,853,513.72	October 2023 .....	2,153,075.25	March 2028 .....	594,025.51
June 2019 .....	5,751,562.01	November 2023 .....	2,109,034.77	April 2028 .....	576,240.11
July 2019 .....	5,651,169.92	December 2023 .....	2,065,708.94	May 2028 .....	558,773.36
August 2019 .....	5,552,314.93	January 2024 .....	2,023,087.17	June 2028 .....	541,620.31
September 2019 .....	5,454,974.88	February 2024 .....	1,981,158.99	July 2028 .....	524,776.11
October 2019 .....	5,359,127.86	March 2024 .....	1,939,914.10	August 2028 .....	508,235.98
November 2019 .....	5,264,752.31	April 2024 .....	1,899,342.34	September 2028 .....	491,995.18
December 2019 .....	5,171,826.96	May 2024 .....	1,859,433.70	October 2028 .....	476,049.08
January 2020 .....	5,080,330.83	June 2024 .....	1,820,178.30	November 2028 .....	460,393.10
February 2020 .....	4,990,243.25	July 2024 .....	1,781,566.42	December 2028 .....	445,022.70
March 2020 .....	4,901,543.83	August 2024 .....	1,743,588.47	January 2029 .....	429,933.46
April 2020 .....	4,814,212.46	September 2024 .....	1,706,234.98	February 2029 .....	415,120.97
May 2020 .....	4,728,229.32	October 2024 .....	1,669,496.63	March 2029 .....	400,580.92
June 2020 .....	4,643,574.87	November 2024 .....	1,633,364.24	April 2029 .....	386,309.06
July 2020 .....	4,560,229.85	December 2024 .....	1,597,828.75	May 2029 .....	372,301.18
August 2020 .....	4,478,175.25	January 2025 .....	1,562,881.23	June 2029 .....	358,553.15
September 2020 .....	4,397,392.34	February 2025 .....	1,528,512.88	July 2029 .....	345,060.89
October 2020 .....	4,317,862.66	March 2025 .....	1,494,715.02	August 2029 .....	331,820.40
November 2020 .....	4,239,567.99	April 2025 .....	1,461,479.11	September 2029 .....	318,827.71

**Aggregate Group I (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2029 .....	\$ 306,078.93	October 2030 .....	\$ 170,774.58	October 2031 .....	\$ 64,082.65
November 2029 .....	293,570.21	November 2030 .....	160,866.68	November 2031 .....	56,318.02
December 2029 .....	281,297.77	December 2030 .....	151,153.75	December 2031 .....	48,713.78
January 2030 .....	269,257.87	January 2031 .....	141,632.65	January 2032 .....	41,267.32
February 2030 .....	257,446.86	February 2031 .....	132,300.32	February 2032 .....	33,976.07
March 2030 .....	245,861.09	March 2031 .....	123,153.73	March 2032 .....	26,837.49
April 2030 .....	234,497.01	April 2031 .....	114,189.87	April 2032 .....	19,849.09
May 2030 .....	223,351.10	May 2031 .....	105,405.82	May 2032 .....	13,008.40
June 2030 .....	212,419.89	June 2031 .....	96,798.68	June 2032 .....	6,313.01
July 2030 .....	201,699.97	July 2031 .....	88,365.58	July 2032 and thereafter .....	0.00
August 2030 .....	191,187.98	August 2031 .....	80,103.72		
September 2030 .....	180,880.60	September 2031 .....	72,010.31		

**Aggregate Group II Planned Balances**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through March 2004 .....	\$391,157,000.00	February 2007 .....	\$288,845,514.70	February 2010 .....	\$181,893,413.40
April 2004 .....	389,326,297.18	March 2007 .....	285,576,216.89	March 2010 .....	179,218,805.75
May 2004 .....	387,411,356.35	April 2007 .....	282,324,994.74	April 2010 .....	176,559,170.72
June 2004 .....	385,412,973.38	May 2007 .....	279,091,754.02	May 2010 .....	173,914,430.10
July 2004 .....	383,331,988.89	June 2007 .....	275,876,401.01	June 2010 .....	171,284,506.07
August 2004 .....	381,169,287.74	July 2007 .....	272,678,842.45	July 2010 .....	168,669,321.22
September 2004 .....	378,925,798.38	August 2007 .....	269,498,985.56	August 2010 .....	166,068,798.53
October 2004 .....	376,602,492.25	September 2007 .....	266,336,738.05	September 2010 .....	163,482,861.39
November 2004 .....	374,200,383.12	October 2007 .....	263,192,008.11	October 2010 .....	160,911,433.58
December 2004 .....	371,720,526.35	November 2007 .....	260,064,704.39	November 2010 .....	158,354,439.25
January 2005 .....	369,164,018.16	December 2007 .....	256,954,736.01	December 2010 .....	155,811,802.99
February 2005 .....	366,531,994.84	January 2008 .....	253,862,012.58	January 2011 .....	153,283,449.73
March 2005 .....	363,825,631.91	February 2008 .....	250,786,444.15	February 2011 .....	150,769,304.83
April 2005 .....	361,046,143.29	March 2008 .....	247,727,941.25	March 2011 .....	148,269,293.99
May 2005 .....	358,194,780.39	April 2008 .....	244,686,414.87	April 2011 .....	145,783,343.33
June 2005 .....	355,272,831.17	May 2008 .....	241,661,776.45	May 2011 .....	143,326,345.19
July 2005 .....	352,281,619.20	June 2008 .....	238,653,937.89	June 2011 .....	140,904,434.92
August 2005 .....	349,222,502.66	July 2008 .....	235,662,811.55	July 2011 .....	138,517,147.01
September 2005 .....	346,096,873.30	August 2008 .....	232,688,310.24	August 2011 .....	136,164,021.89
October 2005 .....	342,906,155.40	September 2008 .....	229,730,347.22	September 2011 .....	133,844,605.88
November 2005 .....	339,651,804.69	October 2008 .....	226,788,836.19	October 2011 .....	131,558,451.06
December 2005 .....	336,335,307.22	November 2008 .....	223,863,691.30	November 2011 .....	129,305,115.25
January 2006 .....	332,958,178.24	December 2008 .....	220,954,827.16	December 2011 .....	127,084,161.91
February 2006 .....	329,521,961.01	January 2009 .....	218,062,158.78	January 2012 .....	124,895,160.07
March 2006 .....	326,028,225.64	February 2009 .....	215,185,601.65	February 2012 .....	122,737,684.29
April 2006 .....	322,553,735.41	March 2009 .....	212,325,071.67	March 2012 .....	120,611,314.56
May 2006 .....	319,098,390.09	April 2009 .....	209,480,485.19	April 2012 .....	118,515,636.23
June 2006 .....	315,662,089.93	May 2009 .....	206,651,758.97	May 2012 .....	116,450,239.97
July 2006 .....	312,244,735.70	June 2009 .....	203,838,810.22	June 2012 .....	114,414,721.68
August 2006 .....	308,846,228.71	July 2009 .....	201,041,556.57	July 2012 .....	112,408,682.43
September 2006 .....	305,466,470.75	August 2009 .....	198,259,916.08	August 2012 .....	110,431,728.41
October 2006 .....	302,105,364.13	September 2009 .....	195,493,807.22	September 2012 .....	108,483,470.84
November 2006 .....	298,762,811.65	October 2009 .....	192,743,148.89	October 2012 .....	106,563,525.94
December 2006 .....	295,438,716.63	November 2009 .....	190,007,860.40	November 2012 .....	104,671,514.82
January 2007 .....	292,132,982.88	December 2009 .....	187,287,861.49	December 2012 .....	102,807,063.48
		January 2010 .....	184,583,072.31	January 2013 .....	100,969,802.70

**Aggregate Group II (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2013 .....	\$ 99,159,367.99	September 2016 .....	\$ 42,205,463.64	April 2020 .....	\$ 13,177,115.81
March 2013 .....	97,375,399.54	October 2016 .....	41,276,898.38	May 2020 .....	12,719,030.08
April 2013 .....	95,617,542.18	November 2016 .....	40,362,816.40	June 2020 .....	12,268,814.38
May 2013 .....	93,885,445.27	December 2016 .....	39,463,017.43	July 2020 .....	11,826,355.47
June 2013 .....	92,178,762.70	January 2017 .....	38,577,303.82	August 2020 .....	11,391,541.63
July 2013 .....	90,497,152.79	February 2017 .....	37,705,480.51	September 2020 .....	10,964,262.63
August 2013 .....	88,840,278.26	March 2017 .....	36,847,354.95	October 2020 .....	10,544,409.69
September 2013 .....	87,207,806.15	April 2017 .....	36,002,737.14	November 2020 .....	10,131,875.50
October 2013 .....	85,599,407.82	May 2017 .....	35,171,439.56	December 2020 .....	9,726,554.18
November 2013 .....	84,014,758.82	June 2017 .....	34,353,277.12	January 2021 .....	9,328,341.26
December 2013 .....	82,453,538.90	July 2017 .....	33,548,067.18	February 2021 .....	8,937,133.67
January 2014 .....	80,915,431.91	August 2017 .....	32,755,629.47	March 2021 .....	8,552,829.70
February 2014 .....	79,400,125.80	September 2017 .....	31,975,786.08	April 2021 .....	8,175,329.03
March 2014 .....	77,907,312.52	October 2017 .....	31,208,361.45	May 2021 .....	7,804,532.66
April 2014 .....	76,436,688.00	November 2017 .....	30,453,182.31	June 2021 .....	7,440,342.92
May 2014 .....	74,987,952.08	December 2017 .....	29,710,077.64	July 2021 .....	7,082,663.46
June 2014 .....	73,560,808.48	January 2018 .....	28,978,878.70	August 2021 .....	6,731,399.20
July 2014 .....	72,154,964.74	February 2018 .....	28,259,418.94	September 2021 .....	6,386,456.36
August 2014 .....	70,770,132.18	March 2018 .....	27,551,534.00	October 2021 .....	6,047,742.40
September 2014 .....	69,406,025.83	April 2018 .....	26,855,061.69	November 2021 .....	5,715,166.03
October 2014 .....	68,062,364.42	May 2018 .....	26,169,841.94	December 2021 .....	5,388,637.18
November 2014 .....	66,738,870.30	June 2018 .....	25,495,716.79	January 2022 .....	5,068,067.01
December 2014 .....	65,435,269.42	July 2018 .....	24,832,530.36	February 2022 .....	4,753,367.85
January 2015 .....	64,151,291.26	August 2018 .....	24,180,128.80	March 2022 .....	4,444,453.23
February 2015 .....	62,886,668.82	September 2018 .....	23,538,360.31	April 2022 .....	4,141,237.84
March 2015 .....	61,641,138.52	October 2018 .....	22,907,075.08	May 2022 .....	3,843,637.50
April 2015 .....	60,414,440.22	November 2018 .....	22,286,125.28	June 2022 .....	3,551,569.20
May 2015 .....	59,206,317.15	December 2018 .....	21,675,365.01	July 2022 .....	3,264,951.02
June 2015 .....	58,016,515.84	January 2019 .....	21,074,650.32	August 2022 .....	2,983,702.17
July 2015 .....	56,844,786.13	February 2019 .....	20,483,839.15	September 2022 .....	2,707,742.93
August 2015 .....	55,690,881.09	March 2019 .....	19,902,791.30	October 2022 .....	2,436,994.67
September 2015 .....	54,554,556.99	April 2019 .....	19,331,368.44	November 2022 .....	2,171,379.81
October 2015 .....	53,435,573.27	May 2019 .....	18,769,434.06	December 2022 .....	1,910,821.86
November 2015 .....	52,333,692.49	June 2019 .....	18,216,853.46	January 2023 .....	1,655,245.31
December 2015 .....	51,248,680.29	July 2019 .....	17,673,493.71	February 2023 .....	1,404,575.71
January 2016 .....	50,180,305.34	August 2019 .....	17,139,223.66	March 2023 .....	1,158,739.61
February 2016 .....	49,128,339.35	September 2019 .....	16,613,913.89	April 2023 .....	917,664.56
March 2016 .....	48,092,556.96	October 2019 .....	16,097,436.66	May 2023 .....	681,279.10
April 2016 .....	47,072,735.77	November 2019 .....	15,589,665.98	June 2023 .....	449,512.71
May 2016 .....	46,068,656.24	December 2019 .....	15,090,477.49	July 2023 .....	222,295.87
June 2016 .....	45,080,101.72	January 2020 .....	14,599,748.50	August 2023 and thereafter .....	0.00
July 2016 .....	44,106,858.36	February 2020 .....	14,117,357.93		
August 2016 .....	43,148,715.11	March 2020 .....	13,643,186.33		

**WH Class Planned Balances**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$40,616,000.00	March 2004 .....	\$32,170,758.81	August 2004 .....	\$30,892,093.42
November 2003 .....	39,158,383.60	April 2004 .....	31,969,641.90	September 2004 .....	30,556,515.58
December 2003 .....	37,584,258.72	May 2004 .....	31,740,835.23	October 2004 .....	30,195,411.08
January 2004 .....	35,894,376.40	June 2004 .....	31,484,703.21	November 2004 .....	29,809,311.97
February 2004 .....	34,089,570.83	July 2004 .....	31,201,644.88	December 2004 .....	29,398,781.89

**WH Class (Continued)**

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2005 .....	\$28,964,415.34	March 2007 .....	\$13,519,382.42	May 2009 .....	\$ 3,480,340.21
February 2005 .....	28,506,836.82	April 2007 .....	12,995,995.47	June 2009 .....	3,229,169.93
March 2005 .....	28,026,700.00	May 2007 .....	12,484,550.39	July 2009 .....	2,986,995.45
April 2005 .....	27,524,686.80	June 2007 .....	11,984,921.12	August 2009 .....	2,753,716.34
May 2005 .....	27,001,506.42	July 2007 .....	11,496,982.66	September 2009 .....	2,529,233.03
June 2005 .....	26,457,894.36	August 2007 .....	11,020,611.12	October 2009 .....	2,313,446.83
July 2005 .....	25,894,611.31	September 2007 .....	10,555,683.64	November 2009 .....	2,106,259.93
August 2005 .....	25,312,442.15	October 2007 .....	10,102,078.46	December 2009 .....	1,907,575.36
September 2005 .....	24,712,194.73	November 2007 .....	9,659,674.85	January 2010 .....	1,717,297.03
October 2005 .....	24,094,698.78	December 2007 .....	9,228,353.14	February 2010 .....	1,535,329.69
November 2005 .....	23,460,804.64	January 2008 .....	8,807,994.67	March 2010 .....	1,361,578.92
December 2005 .....	22,811,382.06	February 2008 .....	8,398,481.83	April 2010 .....	1,195,951.15
January 2006 .....	22,147,318.90	March 2008 .....	7,999,698.04	May 2010 .....	1,038,353.62
February 2006 .....	21,469,519.88	April 2008 .....	7,611,527.70	June 2010 .....	888,694.43
March 2006 .....	20,778,905.17	May 2008 .....	7,233,856.24	July 2010 .....	746,882.44
April 2006 .....	20,101,974.26	June 2008 .....	6,866,570.08	August 2010 .....	612,827.37
May 2006 .....	19,438,586.11	July 2008 .....	6,509,556.61	September 2010 .....	486,439.71
June 2006 .....	18,788,600.92	August 2008 .....	6,162,704.23	October 2010 .....	367,630.75
July 2006 .....	18,151,880.07	September 2008 .....	5,825,902.29	November 2010 .....	256,312.58
August 2006 .....	17,528,286.13	October 2008 .....	5,499,041.11	December 2010 .....	159,315.64
September 2006 .....	16,917,682.83	November 2008 .....	5,182,011.97	January 2011 .....	85,542.82
October 2006 .....	16,319,935.10	December 2008 .....	4,874,707.10	February 2011 .....	34,572.44
November 2006 .....	15,734,909.01	January 2009 .....	4,577,019.66	March 2011 .....	5,988.76
December 2006 .....	15,162,471.77	February 2009 .....	4,288,843.77	April 2011 and thereafter .....	0.00
January 2007 .....	14,602,491.74	March 2009 .....	4,010,074.44		
February 2007 .....	14,054,838.42	April 2009 .....	3,740,607.63		

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

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

**\$711,153,643**



**Guaranteed REMIC  
Pass-Through Certificates  
Fannie Mae REMIC Trust 2003-106**

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**PROSPECTUS SUPPLEMENT**

**RBS Greenwich Capital**

**September 11, 2003**