

\$900,000,000



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2003-126**

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.

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

<i>Class</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)	\$224,799,529	PAC	(2)	FLT	31393UCC5	December 2033
SA	93,666,471	PAC	(2)	INV	31393UCD3	December 2033
IC(1)	224,799,529(3)	NTL	(2)	INV/IO	31393UCE1	December 2033
IB(1)	224,799,529(3)	NTL	(2)	INV/IO	31393UCF8	December 2033
PL	318,466,000	PAC	6.0%	FIX	31393UCG6	December 2033
FE(1)	150,324,571	SUP	(2)	FLT	31393UCH4	December 2033
IE(1)	150,324,571(3)	NTL	(2)	INV/IO	31393UCJ0	December 2033
ID(1)	150,324,571(3)	NTL	(2)	INV/IO	31393UCK7	December 2033
S	112,743,429	SUP	(2)	INV	31393UCL5	December 2033
SI	65,767,000(3)	NTL	(2)	INV/IO	31393UCM3	December 2033
R	0	NPR	0	NPR	31393UCN1	December 2033
RL	0	NPR	0	NPR	31393UCP6	December 2033

(1) Exchangeable classes.
(2) Based on LIBOR.

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

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 FB, FA, FD and F 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 November 26, 2003.

Carefully consider the risk factors starting on page S-7 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Goldman, Sachs & Co.

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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”); 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 located at www.fanniemae.com.

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

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

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. 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.

Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of November 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>
\$900,000,000	360	350	9	6.57%

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

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 November 26, 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:

Fed Book-Entry

All classes of certificates other than the R and RL Classes

Physical

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	1.42000%	8.50000%	0.30%	LIBOR + 30 basis points
SA	16.75199%	19.43999%	0.00%	$19.43999\% - (2.39999999 \times \text{LIBOR})$
IC	0.05000%	0.05000%	0.00%	8.2% – LIBOR
IB	0.05000%	0.05000%	0.00%	8.15% – LIBOR
FE	2.52000%	7.50000%	1.40%	LIBOR + 140 basis points
IE	0.05000%	0.05000%	0.00%	6.10% – LIBOR
ID	0.05000%	0.05000%	0.00%	6.05% – LIBOR
S	7.65999%	8.49999%	4.00%	$8.49999\% - (0.74999999 \times \text{LIBOR})$
SI	4.88000%	6.00000%	0.00%	6.0% – LIBOR
FB	1.47000%	8.50000%	0.35%	LIBOR + 35 basis points
FA	1.52000%	8.50000%	0.40%	LIBOR + 40 basis points
FD	2.57000%	7.50000%	1.45%	LIBOR + 145 basis points
F	2.62000%	7.50000%	1.50%	LIBOR + 150 basis points

(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 Classes

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

<u>Class</u>	
IC	100.0000000000% of the FC Class
IB	100.0000000000% of the FC Class
SI	43.7500001247% of the FE Class
IE	100.0000000000% of the FE Class
ID	100.0000000000% of the FE Class

Distributions of Principal

Principal Distribution Amount

1. To the Aggregate Group to its Planned Balance.
2. To the FE and S Classes, pro rata, to zero.
3. To the Aggregate Group to zero.

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

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>Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>450%</u>	<u>800%</u>
FC, SA, IC, IB, PL, FB and FA	17.7	7.3	7.3	7.3	4.6	2.7
FE, IE, ID, S, SI, FD and F	28.3	19.6	5.0	2.8	1.3	0.7

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

ADDITIONAL RISK FACTORS

The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans. The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the MBS, including prepayments. 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 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.

The delay class has a lower yield and market value. Since the PL Class does not receive interest immediately following each interest accrual period, this class has a lower yield and lower market value than it would if there were no such delay.

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

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

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

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of November 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 Fannie Mae Guaranteed Mortgage Pass-Through Certificates (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 guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus.

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

Combination and Recombination

General. You are permitted to exchange all or a portion of the FC, IC, IB, FE, IE and ID 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 in any combination 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 MBS

The following table contains certain information about the MBS. The MBS will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus. We expect the characteristics of the MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance	\$900,000,000
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	350 months
Approximate Weighted Average WALA (weighted average loan age)	9 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at 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>
Fixed Rate	PL
Floating Rate	FC and FE
Inverse Floating Rate	SA, IC, IB, IE, ID, S and SI
Interest Only	IC, IB, IE, ID and SI
RCR**	FB, FA, FD and F
No Payment Residual	R and RL

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

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

General. We will pay interest on the Certificates at the applicable annual interest rates specified 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 PL Class (the “Delay Class”)	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—*The delay class has a lower yield and market value*” in this prospectus supplement.

Notional Classes. The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at their applicable interest rates. The notional principal balances of the Notional Classes will be calculated as specified under “Reference Sheet—Notional Classes” in this prospectus supplement.

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any

principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

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

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

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

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>
PAC	FC, SA and PL
Support	FE and S
Notional	IC, IB, IE, ID and SI
RCR**	FB, FA, FD and F
No Payment Residual	R and RL

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

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

Principal Distribution Amount

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

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

- (i) to the Aggregate Group (described below), until the Aggregate Balance (described below) has been reduced to its Planned Balance for that Distribution Date; } PAC Group
- (ii) concurrently, to the FE and S Classes, pro rata (or 57.1428569799% and 42.8571430201%, respectively), until their principal balances are reduced to zero; and } Support Classes
- (iii) to the Aggregate Group, without regard to its Planned Balance and until the Aggregate Balance is reduced to zero. } PAC Group

The “Aggregate Group” consists of the FC, SA and PL Classes. On each Distribution Date, we will apply payments of principal of the Aggregate Group, concurrently, to the FC, SA and PL Classes, pro rata (or 35.2941175824%, 14.7058824176% and 50.0000000000%, respectively), until their principal balances are reduced to zero.

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

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 following assumptions (the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original term to maturity, remaining term to maturity, WALA and interest rate specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the 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 November 26, 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 here is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other constant rate.

Structuring Range. The Principal Balance Schedule is found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule has been prepared on the basis of the Pricing Assumptions and the assumption that the Mortgage Loans will prepay at a constant PSA rate within the Structuring Range set forth below.

<u>Principal Balance Schedule Reference</u>	<u>Related Group (1)</u>	<u>Structuring Range</u>
Planned Balances	Aggregate Group	Between 100% and 250% PSA

(1) The Structuring Range for the Aggregate Group is associated with the related Aggregate Balances but not with the individual balances of the related Classes.

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

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

<u>Group</u>	<u>Initial Effective Range</u>
Aggregate Group	Between 100% and 250% PSA

The actual Effective Range at any time will be based upon the actual characteristics of the Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the Group might not be reduced to its scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate were at the lower or higher end of that range. In addition, even if prepayments occur at rates falling within the actual Effective Range, principal distributions may be insufficient to reduce the Group to its scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the PAC Group will be supported in part by the Support Classes. When the Support Classes are retired, the PAC Group, if still outstanding, may no longer have an Effective Range 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 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 tables below, it is possible that investors in the SA, IC, IB, IE, ID and SI Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

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

<u>Class</u>	<u>Price*</u>
SA	114.25000%
IC	0.15625%
IB	0.15625%
IE	0.03125%
ID	0.03125%
S	99.75000%
SI	7.00000%

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

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>450%</u>	<u>800%</u>
0.12%	16.4%	15.8%	15.8%	15.8%	14.9%	12.8%
1.12%	14.2%	13.6%	13.6%	13.6%	12.6%	10.6%
3.12%	9.7%	9.2%	9.2%	9.2%	8.2%	6.3%
5.12%	5.3%	4.8%	4.8%	4.8%	3.9%	2.0%
7.12%	0.9%	0.5%	0.5%	0.5%	(0.4)%	(2.3)%
8.10% and above ...	(1.2)%	(1.6)%	(1.6)%	(1.6)%	(2.5)%	(4.4)%

Sensitivity of the IC 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>450%</u>	<u>800%</u>
8.150% and below ..	27.2%	22.4%	22.4%	22.4%	13.8%	(7.7)%
8.175%	8.2%	3.3%	3.3%	3.3%	(7.6)%	(31.3)%
8.200%	*	*	*	*	*	*

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

**Sensitivity of the IB 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>450%</u>	<u>800%</u>
8.100% and below ..	27.2%	22.4%	22.4%	22.4%	13.8%	(7.7)%
8.125%	8.2%	3.3%	3.3%	3.3%	(7.6)%	(31.3)%
8.150% and above ..	*	*	*	*	*	*

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

**Sensitivity of the IE 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>450%</u>	<u>800%</u>
6.050% and below ..	223.7%	223.7%	196.9%	189.5%	133.0%	38.5%
6.075%	101.7%	101.7%	77.1%	68.9%	9.6%	(68.3)%
6.100%	*	*	*	*	*	*

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

**Sensitivity of the ID 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>450%</u>	<u>800%</u>
6.000% and below ..	223.7%	223.7%	196.9%	189.5%	133.0%	38.5%
6.025%	101.7%	101.7%	77.1%	68.9%	9.6%	(68.3)%
6.050% and above ..	*	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>220%</u>	<u>250%</u>	<u>450%</u>	<u>800%</u>
0.12%	8.6%	8.6%	8.6%	8.6%	8.7%	8.8%
1.12%	7.8%	7.8%	7.9%	7.9%	8.0%	8.1%
3.12%	6.3%	6.3%	6.3%	6.4%	6.6%	6.8%
5.12%	4.7%	4.7%	4.8%	4.9%	5.1%	5.4%
6.00% and above ...	4.1%	4.1%	4.2%	4.2%	4.5%	4.8%

**Sensitivity of the SI 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>450%</u>	<u>800%</u>
0.12%	98.9%	98.9%	74.2%	65.9%	5.8%	(72.1)%
1.12%	80.7%	80.6%	56.1%	47.1%	(14.7)%	(89.2)%
3.12%	45.9%	45.8%	22.2%	9.4%	(58.0)%	*
5.12%	12.8%	11.8%	(6.1)%	(33.4)%	*	*
6.00% and above ...	*	*	*	*	*	*

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

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

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

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

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

- the timing of changes in the rate of principal payments,
- the priority sequence of payments of principal of the Classes, and
- the payment of principal of certain Classes in accordance with the Principal Balance Schedule.

See “—Distributions of Principal” above.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each date shown at various constant PSA rates, and the corresponding weighted average lives of such Classes. The tables have been prepared on the basis of the Pricing Assumptions. However, in the case of the information set forth for each 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 rate specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Term to Maturity</u>	<u>Remaining Term to Maturity</u>	<u>Interest Rate</u>
MBS	360 months	360 months	8.50%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rate, WALA or remaining term 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 term to maturity and the weighted average WALA of the Mortgage Loans are identical to the dispersion specified in the Pricing Assumptions.

Percent of Original Principal Balances Outstanding

Date	FC, SA, IC†, IB†, PL, FB and FA Classes						FE, IE†, ID†, S, SI†, FD and F Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	220%	250%	450%	800%	0%	100%	220%	250%	450%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
November 2004	99	94	94	94	94	94	100	100	87	84	63	26
November 2005	98	85	85	85	85	59	100	100	68	60	11	0
November 2006	97	76	76	76	65	30	100	100	51	40	0	0
November 2007	95	67	67	67	46	15	100	100	38	24	0	0
November 2008	94	59	59	59	33	8	100	100	28	13	0	0
November 2009	92	51	51	51	24	4	100	100	22	6	0	0
November 2010	90	44	44	44	17	2	100	100	18	2	0	0
November 2011	88	37	37	37	12	1	100	100	15	*	0	0
November 2012	86	31	31	31	9	1	100	100	14	*	0	0
November 2013	84	26	26	26	6	*	100	98	14	*	0	0
November 2014	81	21	21	21	4	*	100	95	13	*	0	0
November 2015	79	18	18	18	3	*	100	91	11	*	0	0
November 2016	76	14	14	14	2	*	100	87	10	*	0	0
November 2017	73	12	12	12	2	*	100	82	9	*	0	0
November 2018	69	10	10	10	1	*	100	76	8	*	0	0
November 2019	65	8	8	8	1	*	100	70	7	*	0	0
November 2020	61	6	6	6	1	*	100	65	6	*	0	0
November 2021	57	5	5	5	*	*	100	59	5	*	0	0
November 2022	52	4	4	4	*	*	100	53	5	*	0	0
November 2023	46	3	3	3	*	*	100	47	4	*	0	0
November 2024	41	2	2	2	*	*	100	41	3	*	0	0
November 2025	34	2	2	2	*	*	100	35	3	*	0	0
November 2026	27	1	1	1	*	*	100	30	2	*	0	0
November 2027	20	1	1	1	*	*	100	25	2	*	0	0
November 2028	12	1	1	1	*	*	100	19	1	*	0	0
November 2029	3	1	1	1	*	*	100	14	1	*	0	0
November 2030	*	*	*	*	*	0	83	10	1	*	0	0
November 2031	*	*	*	*	*	0	58	5	*	*	0	0
November 2032	*	*	*	*	*	0	30	1	*	*	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.7	7.3	7.3	7.3	4.6	2.7	28.3	19.6	5.0	2.8	1.3	0.7

* 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.

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 the 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 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, we will treat the SA Class, and we may treat certain other Classes of REMIC Certificates, 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 Assumption that will be used in determining the rate of accrual of OID will be 220% 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 that rate 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 5.88% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

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 interest 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 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 Goldman, Sachs & Co. (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

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

LEGAL MATTERS

Sidley Austin Brown & Wood LLP will provide legal representation for Fannie Mae. Cleary, Gottlieb, Steen & Hamilton will provide legal representation for the Dealer.

Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balances	Interest Rate	Interest Type(2)	Principal Type(2)	CUSIP Number	Final Distribution Date
Recombination 1								
FC	\$224,799,529	FB	\$224,799,529	(3)	FLT	PAC	31393UCS0	December 2033
IC	224,799,529(4)							
Recombination 2								
FC	224,799,529	FA	224,799,529	(3)	FLT	PAC	31393UCT8	December 2033
IC	224,799,529(4)							
IB	224,799,529(4)							
Recombination 3								
FE	150,324,571	FD	150,324,571	(3)	FLT	SUP	31393UCQ4	December 2033
IE	150,324,571(4)							
Recombination 4								
FE	150,324,571	F	150,324,571	(3)	FLT	SUP	31393UCR2	December 2033
IE	150,324,571(4)							
ID	150,324,571(4)							

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

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

(3) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

(4) Notional principal balance.

Principal Balance Schedule

Aggregate Group 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	\$636,932,000.00	February 2008	\$414,675,030.77	May 2012	\$217,337,526.13
December 2003	634,564,042.42	March 2008	410,292,717.89	June 2012	214,005,332.74
January 2004	632,044,438.21	April 2008	405,932,670.87	July 2012	210,721,253.06
February 2004	629,374,148.99	May 2008	401,594,775.11	August 2012	207,484,613.38
March 2004	626,554,214.81	June 2008	397,278,916.60	September 2012	204,294,749.27
April 2004	623,585,753.51	July 2008	392,984,981.92	October 2012	201,151,005.45
May 2004	620,469,960.08	August 2008	388,712,858.24	November 2012	198,052,735.67
June 2004	617,208,105.91	September 2008	384,462,433.29	December 2012	194,999,302.58
July 2004	613,801,537.98	October 2008	380,233,595.40	January 2013	191,990,077.61
August 2004	610,251,677.97	November 2008	376,026,233.46	February 2013	189,024,440.84
September 2004	606,560,021.33	December 2008	371,840,236.94	March 2013	186,101,780.91
October 2004	602,728,136.28	January 2009	367,675,495.88	April 2013	183,221,494.87
November 2004	598,757,662.72	February 2009	363,531,900.87	May 2013	180,382,988.09
December 2004	594,650,311.12	March 2009	359,409,343.07	June 2013	177,585,674.13
January 2005	590,407,861.30	April 2009	355,307,714.21	July 2013	174,828,974.64
February 2005	586,032,161.18	May 2009	351,226,906.57	August 2013	172,112,319.25
March 2005	581,525,125.46	June 2009	347,166,812.98	September 2013	169,435,145.44
April 2005	576,888,734.24	July 2009	343,127,326.82	October 2013	166,796,898.46
May 2005	572,125,031.60	August 2009	339,108,342.03	November 2013	164,197,031.22
June 2005	567,236,124.09	September 2009	335,109,753.08	December 2013	161,635,004.17
July 2005	562,224,179.19	October 2009	331,131,455.00	January 2014	159,110,285.20
August 2005	557,091,423.71	November 2009	327,173,343.35	February 2014	156,622,349.55
September 2005	551,984,796.18	December 2009	323,235,314.22	March 2014	154,170,679.70
October 2005	546,904,162.14	January 2010	319,317,264.25	April 2014	151,754,765.28
November 2005	541,849,387.82	February 2010	315,419,090.59	May 2014	149,374,102.96
December 2005	536,820,340.14	March 2010	311,540,690.95	June 2014	147,028,196.37
January 2006	531,816,886.71	April 2010	307,681,963.54	July 2014	144,716,555.99
February 2006	526,838,895.81	May 2010	303,842,807.10	August 2014	142,438,699.06
March 2006	521,886,236.41	June 2010	300,023,120.90	September 2014	140,194,149.49
April 2006	516,958,778.14	July 2010	296,222,804.71	October 2014	137,982,437.78
May 2006	512,056,391.31	August 2010	292,441,758.83	November 2014	135,803,100.90
June 2006	507,178,946.90	September 2010	288,679,884.08	December 2014	133,655,682.23
July 2006	502,326,316.55	October 2010	284,937,081.77	January 2015	131,539,731.46
August 2006	497,498,372.55	November 2010	281,213,253.72	February 2015	129,454,804.51
September 2006	492,694,987.87	December 2010	277,508,302.27	March 2015	127,400,463.43
October 2006	487,916,036.10	January 2011	273,822,130.26	April 2015	125,376,276.35
November 2006	483,161,391.51	February 2011	270,154,641.01	May 2015	123,381,817.35
December 2006	478,430,929.01	March 2011	266,505,738.36	June 2015	121,416,666.41
January 2007	473,724,524.14	April 2011	262,875,326.63	July 2015	119,480,409.33
February 2007	469,042,053.09	May 2011	259,263,310.64	August 2015	117,572,637.64
March 2007	464,383,392.69	June 2011	255,669,595.70	September 2015	115,692,948.52
April 2007	459,748,420.40	July 2011	252,094,087.60	October 2015	113,840,944.72
May 2007	455,137,014.30	August 2011	248,536,692.62	November 2015	112,016,234.50
June 2007	450,549,053.11	September 2011	244,997,317.52	December 2015	110,218,431.55
July 2007	445,984,416.18	October 2011	241,475,869.53	January 2016	108,447,154.90
August 2007	441,442,983.46	November 2011	237,972,256.38	February 2016	106,702,028.86
September 2007	436,924,635.53	December 2011	234,486,386.26	March 2016	104,982,682.96
October 2007	432,429,253.58	January 2012	231,018,167.83	April 2016	103,288,751.84
November 2007	427,956,719.42	February 2012	227,567,510.22	May 2016	101,619,875.22
December 2007	423,506,915.45	March 2012	224,134,323.03	June 2016	99,975,697.81
January 2008	419,079,724.70	April 2012	220,718,516.33	July 2016	98,355,869.25

Aggregate Group (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>
August 2016	\$ 96,760,044.03	January 2021	\$ 39,001,656.50	June 2025	\$ 13,682,861.90
September 2016	95,187,881.44	February 2021	38,300,727.22	July 2025	13,383,941.23
October 2016	93,639,045.50	March 2021	37,610,645.87	August 2025	13,089,966.21
November 2016	92,113,204.88	April 2021	36,931,255.10	September 2025	12,800,862.87
December 2016	90,610,032.86	May 2021	36,262,399.76	October 2025	12,516,558.29
January 2017	89,129,207.25	June 2021	35,603,926.90	November 2025	12,236,980.59
February 2017	87,670,410.33	July 2021	34,955,685.70	December 2025	11,962,058.92
March 2017	86,233,328.80	August 2021	34,317,527.46	January 2026	11,691,723.45
April 2017	84,817,653.70	September 2021	33,689,305.57	February 2026	11,425,905.33
May 2017	83,423,080.37	October 2021	33,070,875.49	March 2026	11,164,536.70
June 2017	82,049,308.39	November 2021	32,462,094.70	April 2026	10,907,550.68
July 2017	80,696,041.49	December 2021	31,862,822.70	May 2026	10,654,881.33
August 2017	79,362,987.54	January 2022	31,272,920.94	June 2026	10,406,463.67
September 2017	78,049,858.46	February 2022	30,692,252.85	July 2026	10,162,233.63
October 2017	76,756,370.19	March 2022	30,120,683.76	August 2026	9,922,128.08
November 2017	75,482,242.60	April 2022	29,558,080.90	September 2026	9,686,084.77
December 2017	74,227,199.47	May 2022	29,004,313.37	October 2026	9,454,042.36
January 2018	72,990,968.41	June 2022	28,459,252.12	November 2026	9,225,940.39
February 2018	71,773,280.84	July 2022	27,922,769.92	December 2026	9,001,719.25
March 2018	70,573,871.90	August 2022	27,394,741.32	January 2027	8,781,320.20
April 2018	69,392,480.43	September 2022	26,875,042.64	February 2027	8,564,685.33
May 2018	68,228,848.90	October 2022	26,363,551.96	March 2027	8,351,757.58
June 2018	67,082,723.36	November 2022	25,860,149.06	April 2027	8,142,480.69
July 2018	65,953,853.41	December 2022	25,364,715.43	May 2027	7,936,799.22
August 2018	64,841,992.13	January 2023	24,877,134.22	June 2027	7,734,658.52
September 2018	63,746,896.04	February 2023	24,397,290.24	July 2027	7,536,004.73
October 2018	62,668,325.05	March 2023	23,925,069.93	August 2027	7,340,784.77
November 2018	61,606,042.43	April 2023	23,460,361.32	September 2027	7,148,946.31
December 2018	60,559,814.75	May 2023	23,003,054.03	October 2027	6,960,437.78
January 2019	59,529,411.82	June 2023	22,553,039.24	November 2027	6,775,208.36
February 2019	58,514,606.67	July 2023	22,110,209.67	December 2027	6,593,207.95
March 2019	57,515,175.51	August 2023	21,674,459.55	January 2028	6,414,387.18
April 2019	56,530,897.65	September 2023	21,245,684.61	February 2028	6,238,697.39
May 2019	55,561,555.49	October 2023	20,823,782.06	March 2028	6,066,090.62
June 2019	54,606,934.46	November 2023	20,408,650.55	April 2028	5,896,519.61
July 2019	53,666,823.01	December 2023	20,000,190.19	May 2028	5,729,937.77
August 2019	52,741,012.52	January 2024	19,598,302.48	June 2028	5,566,299.19
September 2019	51,829,297.29	February 2024	19,202,890.33	July 2028	5,405,558.62
October 2019	50,931,474.50	March 2024	18,813,858.03	August 2028	5,247,671.47
November 2019	50,047,344.17	April 2024	18,431,111.21	September 2028	5,092,593.79
December 2019	49,176,709.10	May 2024	18,054,556.85	October 2028	4,940,282.27
January 2020	48,319,374.86	June 2024	17,684,103.24	November 2028	4,790,694.22
February 2020	47,475,149.73	July 2024	17,319,659.98	December 2028	4,643,787.58
March 2020	46,643,844.68	August 2024	16,961,137.96	January 2029	4,499,520.89
April 2020	45,825,273.33	September 2024	16,608,449.32	February 2029	4,357,853.29
May 2020	45,019,251.89	October 2024	16,261,507.45	March 2029	4,218,744.52
June 2020	44,225,599.15	November 2024	15,920,226.98	April 2029	4,082,154.90
July 2020	43,444,136.45	December 2024	15,584,523.74	May 2029	3,948,045.33
August 2020	42,674,687.62	January 2025	15,254,314.77	June 2029	3,816,377.27
September 2020	41,917,078.96	February 2025	14,929,518.29	July 2029	3,687,112.75
October 2020	41,171,139.20	March 2025	14,610,053.67	August 2029	3,560,214.35
November 2020	40,436,699.48	April 2025	14,295,841.44	September 2029	3,435,645.18
December 2020	39,713,593.30	May 2025	13,986,803.26	October 2029	3,313,368.90

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2029	\$ 3,193,349.71	January 2031	\$ 1,731,216.97	February 2032	\$ 688,458.54
December 2029	3,075,552.31	February 2031	1,641,094.40	March 2032	619,028.46
January 2030	2,959,941.92	March 2031	1,552,722.11	April 2032	551,016.65
February 2030	2,846,484.27	April 2031	1,466,072.22	May 2032	484,400.12
March 2030	2,735,145.60	May 2031	1,381,117.27	June 2032	419,156.24
April 2030	2,625,892.63	June 2031	1,297,830.19	July 2032	355,262.71
May 2030	2,518,692.56	July 2031	1,216,184.32	August 2032	292,697.56
June 2030	2,413,513.09	August 2031	1,136,153.39	September 2032	231,439.14
July 2030	2,310,322.38	September 2031	1,057,711.52	October 2032	171,466.13
August 2030	2,209,089.06	October 2031	980,833.21	November 2032	112,757.53
September 2030	2,109,782.21	November 2031	905,493.33	December 2032	55,292.64
October 2030	2,012,371.37	December 2031	831,667.12	January 2033 and thereafter	0.00
November 2030	1,916,826.53	January 2032	759,330.20		
December 2030	1,823,118.11				

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.

\$900,000,000



**Guaranteed
REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2003-126**

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PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

November 6, 2003
