

\$560,526,810



Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2004-49

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.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
FM	1	\$125,639,647	PT	(1)	FLT	31393Y5X9	July 2034
SM	1	125,639,647 (2)	NTL	(1)	INV / IO	31393Y5Y7	July 2034
QL	2	80,091,000	PAC	4.25%	FIX	31393Y5Z4	November 2025
QY	2	16,275,000	PAC	5.50	FIX	31393Y6A8	October 2027
QC	2	32,966,000	PAC	5.50	FIX	31393Y6B6	January 2031
QD	2	22,678,000	PAC	5.50	FIX	31393Y6C4	October 2032
QE	2	25,768,000	PAC	5.50	FIX	31393Y6D2	July 2034
LF (3)	2	21,203,500	SUP	(1)	FLT	31393Y6E0	May 2033
LS (3)	2	21,203,500	SUP	(1)	INV	31393Y6F7	May 2033
KB	2	21,966,000	SUP	6.50	FIX	31393Y6G5	July 2034
KO	2	7,849,000	SUP	(4)	PO	31393Y6H3	July 2034
QK	2	18,202,500 (2)	NTL	5.50	FIX / IO	31393Y6J9	November 2025
EA	3	35,330,000	SEQ	5.00	FIX	31393Y6K6	February 2021
EB	3	14,670,000	SEQ	5.00	FIX	31393Y6L4	July 2024
FN	4	61,623,948	PT	(1)	FLT	31393Y6M2	July 2034
SN	4	61,623,948 (2)	NTL	(1)	INV / IO	31393Y6N0	July 2034
BA (3)	5	11,887,000	PAC	5.00	FIX	31393Y6P5	March 2034
BL (3)	5	470,000	PAC	5.00	FIX	31393Y6Q3	July 2034
FR (3)	5	1,434,776	SUP	(1)	FLT	31393Y6R1	July 2034
SR (3)	5	860,867	SUP	(1)	INV	31393Y6S9	July 2034
FQ	5	58,610,572	PT	(1)	FLT	31393Y6T7	July 2034
SQ	5	58,610,572 (2)	NTL	(1)	INV / IO	31393Y6U4	July 2034
R		0	NPR	0	NPR	31393Y6V2	July 2034
RL		0	NPR	0	NPR	31393Y6W0	July 2034

(1) Based on LIBOR.

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

(3) Exchangeable classes.

(4) Principal 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 KA, B and H 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 June 30, 2004.

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

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

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

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

Goldman, Sachs & Co.

The date of this Prospectus Supplement is May 13, 2004

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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 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 include the 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.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS

Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of June 1, 2004)

	<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	\$125,639,647	360	330	26	8.20%
Group 2 MBS	\$250,000,000	360	348	11	5.98%
Group 3 MBS	\$ 50,000,000	240	236	3	5.45%
Group 4 MBS	\$ 61,623,948	360	290	59	8.10%
Group 5 MBS	\$ 73,263,215	360	280	67	7.64%

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.

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 June 30, 2004.

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>
FM	1.50000%	7.50000%	0.40%	LIBOR + 40 basis points
SM	6.00000%	7.10000%	0.00%	7.1% – LIBOR
LF	2.00000%	8.00000%	0.90%	LIBOR + 90 basis points
LS	10.00000%	11.10000%	4.00%	11.1% – LIBOR
FN	1.50000%	7.50000%	0.40%	LIBOR + 40 basis points
SN	6.00000%	7.10000%	0.00%	7.1% – LIBOR
FR	2.45000%	8.00000%	1.35%	LIBOR + 135 basis points
SR	9.24998%	11.08332%	0.00%	11.08332% – (1.66666396 × LIBOR)
FQ	1.55000%	7.50000%	0.45%	LIBOR + 45 basis points
SQ	5.95000%	7.05000%	0.00%	7.05% – 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 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>	
SM	100% of the FM Class
QK	22.7272727273% of the QL Class
SN	100% of the FN Class
SQ	100% of the FQ Class

Distributions of Principal

Group 1 Principal Distribution Amount

To the FM Class to zero.

Group 2 Principal Distribution Amount

1. To Aggregate Group I to its Planned Balance.
2. (a) 91.6666666667% of the remaining amount as follows:
 - first*, to the LF and LS Classes, pro rata, to zero; and
 - second*, to the KB and KO Classes, in the proportions of 92.3076923077% and 7.6923076923%, respectively, to zero, and
- (b) 8.3333333333% of such remaining amount to the KO Class 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 2 Principal Distribution Amount*” in this prospectus supplement.

Group 3 Principal Distribution Amount

To the EA and EB Classes, in that order, to zero.

Group 4 Principal Distribution Amount

To the FN Class to zero.

Group 5 Principal Distribution Amount

- (a) 20% of that amount as follows:
 - first*, to Aggregate Group II to its Planned Balance;
 - second*, to the FR and SR Classes, pro rata, to zero; and
 - third*, to Aggregate Group II to zero, and
- (b) 80% of that amount to the FQ Class to zero.

For a description of Aggregate Group II, see “Description of the Certificates—Distributions of Principal—*Group 5 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) *

		PSA Prepayment Assumption				
<u>Group 1 Classes</u>		<u>0%</u>	<u>300%</u>	<u>591%</u>	<u>900%</u>	<u>1200%</u>
FM and SM		21.6	4.7	2.3	1.3	0.8
		PSA Prepayment Assumption				
<u>Group 2 Classes</u>		<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>
QL and QK		11.1	2.7	2.7	2.7	2.0
QY		18.9	6.0	6.0	6.0	3.3
QC		21.3	8.0	8.0	8.0	4.2
QD		23.7	11.0	11.0	11.0	5.7
QE		25.4	17.2	17.2	17.2	9.2
LF, LS and KA		27.5	16.0	3.0	1.6	0.7
KB		29.4	25.1	17.0	4.6	1.6
KO		28.5	20.6	10.1	3.1	1.2
		PSA Prepayment Assumption				
<u>Group 3 Classes</u>		<u>0%</u>	<u>100%</u>	<u>180%</u>	<u>250%</u>	<u>500%</u>
EA		10.0	5.4	4.0	3.3	2.1
EB		18.4	15.1	12.6	10.8	6.5
		PSA Prepayment Assumption				
<u>Group 4 Classes</u>		<u>0%</u>	<u>250%</u>	<u>496%</u>	<u>750%</u>	<u>1000%</u>
FN and SN		21.6	5.3	2.7	1.7	1.1
		PSA Prepayment Assumption				
<u>Group 5 Classes</u>		<u>0%</u>	<u>300%</u>	<u>370%</u>	<u>450%</u>	<u>800%</u>
BA		19.5	3.0	3.0	3.0	1.6
BL		28.2	12.7	12.7	12.7	6.6
FR, SR and H		29.2	10.4	5.3	1.1	0.2
FQ and SQ		21.3	4.5	3.7	3.0	1.5
B		19.9	3.4	3.4	3.4	1.8

* 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 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 compa-

rable 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.

Terrorist activities and related military and political actions by the U.S. government could cause reductions in investor confidence and substantial market volatility in real estate and securities markets. It is impossible to predict the extent to which terrorist activities may occur or, if they do occur, the extent of the effect on the certificates. Moreover, it is uncertain what effects any past or future terrorist activities or any related military or political actions on the part

of the United States government and others will have on the United States and world financial markets, local, regional and national economies, real estate markets across the United States, or particular business sectors, including those affecting the performance of mortgage loan borrowers. Among other things, reduced investor confidence could result in substantial volatility in securities markets and a decline in real estate-related investments. In addition, defaults on the mortgage loans could increase, causing early payments of principal to you and, regardless of the performance of the underlying mortgage loans, the liquidity and market value of the certificates may be impaired.

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 June 1, 2004 (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 five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS” and “Group 5 MBS” and, together, 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 (“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 in the following denominations:

<u>Classes</u>	<u>Denomination</u>
The Interest Only, Principal Only and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus 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.

Combination and Recombination

General. You are permitted to exchange all or a portion of the LF, LS, BA, BL, FR and SR 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 MBS

The following table contains certain information about the MBS. The 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 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 in the case of the Group 1, Group 2, Group 4 and Group 5 MBS, and up to 20 years in the case of the Group 3 MBS. 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:

Group 1 MBS

Aggregate Unpaid Principal Balance	\$125,639,647
MBS Pass-Through Rate	7.50%
Range of WACs (annual percentages)	7.75% to 10.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	330 months
Approximate Weighted Average WALA (weighted average loan age)	26 months

Group 2 MBS

Aggregate Unpaid Principal Balance	\$250,000,000
MBS Pass-Through Rate	5.50%
Range of WACs (annual percentages)	5.75% to 8.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	348 months
Approximate Weighted Average WALA	11 months

Group 3 MBS

Aggregate Unpaid Principal Balance	\$50,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	181 months to 240 months
Approximate Weighted Average WAM	236 months
Approximate Weighted Average WALA	3 months

Group 4 MBS

Aggregate Unpaid Principal Balance	\$61,623,948
MBS Pass-Through Rate	7.50%
Range of WACs (annual percentages)	7.75% to 10.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	290 months
Approximate Weighted Average WALA	59 months

Group 5 MBS

Aggregate Unpaid Principal Balance	\$73,263,215
MBS Pass-Through Rate	7.00%
Range of WACs (annual percentages)	7.25% to 9.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	280 months
Approximate Weighted Average WALA	67 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>
Group 1 Classes	
Floating Rate	FM
Inverse Floating Rate	SM
Interest Only	SM
Group 2 Classes	
Fixed Rate	QL, QY, QC, QD, QE, KB and QK
Floating Rate	LF
Inverse Floating Rate	LS
Interest Only	QK
Principal Only	KO
RCR**	KA
Group 3 Classes	
Fixed Rate	EA and EB
Group 4 Classes	
Floating Rate	FN
Inverse Floating Rate	SN
Interest Only	SN
Group 5 Classes	
Fixed Rate	BA and BL
Floating Rate	FR and FQ
Inverse Floating Rate	SR and SQ
Interest Only	SQ
RCR**	B and H
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>
All Fixed Rate Classes and the FR and SR Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All other 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.

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

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

We use the notional principal balance of a Notional Class to determine interest payments on that Class. Although a Notional Class will not have a principal balance and will not be entitled to any principal payments, we will publish a class factor for that Class. References in this prospectus supplement to the principal balances of the Certificates generally shall refer also to the notional principal balances of the Notional Classes.

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

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

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

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 1.10%.

Distributions of Principal

Categories of Classes

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

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Pass-Through	FM
Notional	SM
Group 2 Classes	
PAC	QL, QY, QC, QD and QE
Support	LF, LS, KB and KO
Notional	QK
RCR**	KA
Group 3 Classes	
Sequential Pay	EA and EB
Group 4 Classes	
Pass-Through	FN
Notional	SN
Group 5 Classes	
PAC	BA and BL
Support	FR and SR
Pass-Through	FQ
Notional	SQ
RCR**	B and H
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 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 MBS (the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 MBS (the “Group 3 Principal Distribution Amount”),
- the principal then paid on the Group 4 MBS (the “Group 4 Principal Distribution Amount”), and
- the principal then paid on the Group 5 MBS (the “Group 5 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 FM Class, until its principal balance is reduced to zero.

} Pass-Through Class

Group 2 Principal Distribution Amount

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

- (i) to Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date; } PAC Group
- (ii) (a) 91.6666666667% of the remaining amount as follows: }
 - first*, concurrently, to the LF and LS Classes, pro rata (or 50% and 50%, respectively), until their principal balances are reduced to zero; and
 - second*, concurrently, to the KB and KO Classes, in the proportions of 92.3076923077% and 7.6923076923%, respectively, until their principal balances are reduced to zero, and } Support Classes
- (b) 8.3333333333% of such remaining amount to the KO Class, until its principal balance is reduced to zero; and }
- (iii) to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero. } PAC Group

“Aggregate Group I” consists of the QL, QY, QC, QD and QE Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I, sequentially, to the QL, QY, QC, QD and QE Classes, in that order, 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 3 Principal Distribution Amount

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount, sequentially, as principal of the EA and EB Classes, in that order, until their principal balances are reduced to zero. } Sequential Pay Classes

Group 4 Principal Distribution Amount

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the FN Class, until its principal balance is reduced to zero. } Pass-Through Class

Group 5 Principal Distribution Amount

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount as principal of the Group 5 Classes in the following priority:

- (a) 20% of such amount as follows: }
 - first*, 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
 - second*, concurrently, to the FR and SR Classes, pro rata (or 62.4999618843% and 37.5000381157%, respectively), until their principal balances are reduced to zero; and } Support Classes

third, to Aggregate Group II, without regard to its Planned Balance and until the Aggregate II Balance is reduced to zero, and } PAC Group

(b) 80% of such amount to the FQ Class, until its principal balance is reduced to zero. } Pass-Through Class

“Aggregate Group II” consists of the BA and BL Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II, sequentially, to the BA and BL 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 included in Aggregate Group II.

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 terms to maturity, remaining terms to maturity, WALAs and interest rates 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 June 30, 2004; 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 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 (1)</u>	<u>Structuring Ranges</u>
Planned Balances	Aggregate Group I	Between 100% and 250% PSA
Planned Balances	Aggregate Group II	Between 300% and 450% 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 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 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 to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a 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 related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges, principal distributions may be insufficient to reduce the applicable Groups 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 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 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 Ranges shown in the table below are based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Groups</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 250% PSA
Aggregate Group II	Between 300% and 450% 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 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 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 Classes specified below will be supported by the corresponding supporting Classes as indicated in the following table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 2	
PAC	Support
Group 5	
PAC	Support

When the supporting Classes are retired, the Classes they support, 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 SM, SN and SQ 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>
SM.....	7.75%
LS.....	99.00%
SN.....	7.75%
SR.....	90.00%
SQ.....	8.75%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>300%</u>	<u>591%</u>	<u>900%</u>	<u>1200%</u>
0.1%	102.1%	79.5%	50.2%	14.3%	(28.8)%
1.1%	85.4%	63.8%	35.9%	1.7%	(39.3)%
3.1%	53.4%	33.9%	8.7%	(22.2)%	(59.2)%
5.1%	23.3%	5.7%	(16.9)%	(44.7)%	(78.1)%
7.1%	*	*	*	*	*

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

**Sensitivity of the LS 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>184%</u>	<u>250%</u>	<u>500%</u>
0.1%	11.4%	11.4%	11.7%	11.9%	12.7%
1.1%	10.3%	10.3%	10.6%	10.9%	11.7%
3.1%	8.2%	8.3%	8.6%	8.9%	9.9%
5.1%	6.2%	6.2%	6.6%	7.0%	8.0%
7.1%	4.1%	4.2%	4.6%	5.0%	6.1%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>250%</u>	<u>496%</u>	<u>750%</u>	<u>1000%</u>
0.1%	101.5%	83.3%	59.0%	30.9%	(1.2)%
1.1%	84.7%	67.5%	44.3%	17.6%	(12.8)%
3.1%	52.8%	37.2%	16.4%	(7.6)%	(34.9)%
5.1%	22.6%	8.6%	(10.0)%	(31.4)%	(55.8)%
7.1%	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>300%</u>	<u>370%</u>	<u>450%</u>	<u>800%</u>
0.10%	12.4%	12.9%	14.4%	22.3%	64.4%
1.10%	10.6%	11.1%	12.5%	20.5%	62.9%
3.10%	6.9%	7.4%	8.7%	16.9%	59.8%
5.10%	3.2%	3.8%	5.0%	13.3%	56.8%
6.65%	0.5%	1.0%	2.1%	10.5%	54.5%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>300%</u>	<u>370%</u>	<u>450%</u>	<u>800%</u>
0.10%	86.3%	64.4%	57.9%	50.3%	13.1%
1.10%	72.0%	51.0%	44.8%	37.5%	2.1%
3.10%	44.4%	25.4%	19.7%	13.0%	(19.2)%
5.10%	17.9%	0.7%	(4.5)%	(10.5)%	(39.6)%
7.05%	*	*	*	*	*

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

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>
KO	59.625%

Sensitivity of the KO Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	2.1%	2.6%	6.3%	19.0%	53.4%

The Fixed Rate Interest Only Class. The yields to investors in the Fixed Rate Interest Only Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the constant rate shown in the table below:

<u>Class</u>	<u>% PSA</u>
QK	385% PSA

If the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in the Fixed Rate Interest Only Class would lose money on their initial investments.

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

<u>Class</u>	<u>Price*</u>
QK.....	12.65625%

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

Sensitivity of the QK Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	25.9%	8.8%	8.8%	8.8%	(14.0)%

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 2, Group 3 and Group 5 Classes, and
- in the case of the Group 2 and Group 5 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	10.00%
Group 2 MBS	360 months	360 months	8.00%
Group 3 MBS	240 months	240 months	7.50%
Group 4 MBS	360 months	360 months	10.00%
Group 5 MBS	360 months	360 months	9.50%

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, as applicable.

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. 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

<u>Date</u>	<u>FM and SM† Classes</u>					<u>QL and QK† Classes</u>					<u>QY Class</u>					<u>QC Class</u>				
	<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>300%</u>	<u>591%</u>	<u>900%</u>	<u>1200%</u>	<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>184%</u>	<u>250%</u>	<u>500%</u>
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2005	99	81	64	46	29	97	85	85	85	85	100	100	100	100	100	100	100	100	100	100
June 2006	99	66	41	21	8	95	64	64	64	58	100	100	100	100	100	100	100	100	100	100
June 2007	98	54	26	10	2	92	44	44	44	2	100	100	100	100	100	100	100	100	100	100
June 2008	97	43	17	4	1	88	24	24	24	0	100	100	100	100	0	100	100	100	100	60
June 2009	97	35	11	2	*	85	6	6	6	0	100	100	100	100	0	100	100	100	100	0
June 2010	96	28	7	1	*	81	0	0	0	0	100	47	47	47	0	100	100	100	100	0
June 2011	95	23	4	*	*	77	0	0	0	0	100	0	0	0	0	100	84	84	84	0
June 2012	94	18	3	*	*	72	0	0	0	0	100	0	0	0	0	100	47	47	47	0
June 2013	92	15	2	*	*	67	0	0	0	0	100	0	0	0	0	100	14	14	14	0
June 2014	91	12	1	*	*	62	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2015	89	9	1	*	*	56	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2016	88	7	*	*	*	50	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2017	86	6	*	*	*	43	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2018	84	5	*	*	*	35	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2019	82	4	*	*	0	28	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2020	79	3	*	*	0	19	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2021	76	2	*	*	0	10	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2022	73	2	*	*	0	0	0	0	0	0	97	0	0	0	0	100	0	0	0	0
June 2023	70	1	*	*	0	0	0	0	0	0	43	0	0	0	0	100	0	0	0	0
June 2024	66	1	*	*	0	0	0	0	0	0	0	0	0	0	0	93	0	0	0	0
June 2025	62	1	*	*	0	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0
June 2026	58	1	*	*	0	0	0	0	0	0	0	0	0	0	0	28	0	0	0	0
June 2027	53	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2028	47	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2029	41	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2030	35	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031	27	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2032	19	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2033	10	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.6	4.7	2.3	1.3	0.8	11.1	2.7	2.7	2.7	2.0	18.9	6.0	6.0	6.0	3.3	21.3	8.0	8.0	8.0	4.2

* 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.

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

Date	QD Class					QE Class					LF, LS and KA Classes					KB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	184%	250%	500%	0%	100%	184%	250%	500%	0%	100%	184%	250%	500%	0%	100%	184%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2005	100	100	100	100	100	100	100	100	100	100	100	100	84	72	25	100	100	100	100	100
June 2006	100	100	100	100	100	100	100	100	100	100	100	100	62	33	0	100	100	100	100	0
June 2007	100	100	100	100	100	100	100	100	100	100	100	100	43	2	0	100	100	100	100	0
June 2008	100	100	100	100	100	100	100	100	100	100	100	100	28	0	0	100	100	100	62	0
June 2009	100	100	100	100	93	100	100	100	100	100	100	100	17	0	0	100	100	100	33	0
June 2010	100	100	100	100	28	100	100	100	100	100	100	100	9	0	0	100	100	100	14	0
June 2011	100	100	100	100	0	100	100	100	100	86	100	100	3	0	0	100	100	100	4	0
June 2012	100	100	100	100	0	100	100	100	100	59	100	100	*	0	0	100	100	100	*	0
June 2013	100	100	100	100	0	100	100	100	100	40	100	99	0	0	0	100	100	97	*	0
June 2014	100	80	80	80	0	100	100	100	100	27	100	96	0	0	0	100	100	92	*	0
June 2015	100	46	46	46	0	100	100	100	100	19	100	91	0	0	0	100	100	86	*	0
June 2016	100	18	18	18	0	100	100	100	100	13	100	85	0	0	0	100	100	79	*	0
June 2017	100	0	0	0	0	100	95	95	95	8	100	77	0	0	0	100	100	72	*	0
June 2018	100	0	0	0	0	100	78	78	78	6	100	69	0	0	0	100	100	65	*	0
June 2019	100	0	0	0	0	100	63	63	63	4	100	60	0	0	0	100	100	59	*	0
June 2020	100	0	0	0	0	100	51	51	51	3	100	51	0	0	0	100	100	52	*	0
June 2021	100	0	0	0	0	100	41	41	41	2	100	42	0	0	0	100	100	46	*	0
June 2022	100	0	0	0	0	100	33	33	33	1	100	32	0	0	0	100	100	40	*	0
June 2023	100	0	0	0	0	100	26	26	26	1	100	23	0	0	0	100	100	34	*	0
June 2024	100	0	0	0	0	100	21	21	21	*	100	14	0	0	0	100	100	29	*	0
June 2025	100	0	0	0	0	100	16	16	16	*	100	5	0	0	0	100	100	24	*	0
June 2026	100	0	0	0	0	100	12	12	12	*	100	0	0	0	0	100	93	20	*	0
June 2027	87	0	0	0	0	100	9	9	9	*	100	0	0	0	0	100	78	16	*	0
June 2028	29	0	0	0	0	100	7	7	7	*	100	0	0	0	0	100	64	13	*	0
June 2029	0	0	0	0	0	71	5	5	5	*	100	0	0	0	0	100	50	9	*	0
June 2030	0	0	0	0	0	11	3	3	3	*	100	0	0	0	0	100	37	7	*	0
June 2031	0	0	0	0	0	2	2	2	2	*	69	0	0	0	0	100	24	4	*	0
June 2032	0	0	0	0	0	1	1	1	1	*	31	0	0	0	0	100	12	2	*	0
June 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	81	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.7	11.0	11.0	11.0	5.7	25.4	17.2	17.2	17.2	9.2	27.5	16.0	3.0	1.6	0.7	29.4	25.1	17.0	4.6	1.6

Date	KO Class					EA Class					EB Class					FN and SN† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	184%	250%	500%	0%	100%	180%	250%	500%	0%	100%	180%	250%	500%	0%	250%	496%	750%	1000%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2005	100	100	92	86	63	97	93	91	89	83	100	100	100	100	100	99	84	69	54	39
June 2006	100	100	81	67	0	93	83	77	72	53	100	100	100	100	100	99	70	48	29	16
June 2007	100	100	72	52	0	90	72	61	51	22	100	100	100	100	100	98	59	33	16	6
June 2008	100	100	65	31	0	86	61	46	34	2	100	100	100	100	100	97	49	23	9	2
June 2009	100	100	59	17	0	81	51	33	20	0	100	100	100	100	70	97	41	16	5	1
June 2010	100	100	55	7	0	77	41	22	9	0	100	100	100	100	47	96	34	11	2	*
June 2011	100	100	53	2	0	72	32	12	0	0	100	100	100	98	31	95	28	7	1	*
June 2012	100	100	51	*	0	67	24	4	0	0	100	100	100	78	20	94	23	5	1	*
June 2013	100	100	49	*	0	61	16	0	0	0	100	100	92	62	13	92	19	3	*	*
June 2014	100	98	47	*	0	55	9	0	0	0	100	100	76	49	9	91	16	2	*	*
June 2015	100	96	44	*	0	48	2	0	0	0	100	100	62	38	6	89	13	2	*	*
June 2016	100	92	40	*	0	41	0	0	0	0	100	89	50	30	4	88	10	1	*	*
June 2017	100	89	37	*	0	33	0	0	0	0	100	75	40	22	2	86	8	1	*	*
June 2018	100	85	33	*	0	24	0	0	0	0	100	62	31	17	1	84	7	*	*	*
June 2019	100	80	30	*	0	15	0	0	0	0	100	49	23	12	1	82	5	*	*	*
June 2020	100	76	26	*	0	6	0	0	0	0	100	37	17	8	*	79	4	*	*	*
June 2021	100	71	23	*	0	0	0	0	0	0	88	26	11	5	*	76	3	*	*	*
June 2022	100	67	20	*	0	0	0	0	0	0	61	16	6	3	*	73	2	*	*	*
June 2023	100	62	17	*	0	0	0	0	0	0	32	6	2	1	*	70	2	*	*	*
June 2024	100	58	15	*	0	0	0	0	0	0	0	0	0	0	0	66	1	*	*	0
June 2025	100	53	12	*	0	0	0	0	0	0	0	0	0	0	0	62	1	*	*	0
June 2026	100	48	10	*	0	0	0	0	0	0	0	0	0	0	0	58	1	*	*	0
June 2027	100	40	8	*	0	0	0	0	0	0	0	0	0	0	0	53	*	*	*	0
June 2028	100	32	6	*	0	0	0	0	0	0	0	0	0	0	0	47	*	*	0	0
June 2029	100	25	5	*	0	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0
June 2030	100	19	3	*	0	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0
June 2031	85	12	2	*	0	0	0	0	0	0	0	0	0	0	0	27	0	0	0	0
June 2032	66	6	1	*	0	0	0	0	0	0	0	0	0	0	0	19	0	0	0	0
June 2033	41	0	0	0	0	0	0	0	0	0	0	0	0	0	0	10	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.5	20.6	10.1	3.1	1.2	10.0	5.4	4.0	3.3	2.1	18.4	15.1	12.6	10.8	6.5	21.6	5.3	2.7	1.7	1.1

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

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

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

Date	BA Class					BL Class					FR, SR and H Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	300%	370%	450%	800%	0%	300%	370%	450%	800%	0%	300%	370%	450%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2005	99	76	76	76	59	100	100	100	100	100	100	100	74	43	0
June 2006	98	57	57	57	28	100	100	100	100	100	100	100	59	14	0
June 2007	97	41	41	41	12	100	100	100	100	100	100	100	51	2	0
June 2008	96	29	29	29	4	100	100	100	100	100	100	100	49	*	0
June 2009	95	19	19	19	*	100	100	100	100	100	100	94	45	*	0
June 2010	94	12	12	12	0	100	100	100	100	54	100	86	40	*	0
June 2011	93	8	8	8	0	100	100	100	100	27	100	76	34	*	0
June 2012	91	4	4	4	0	100	100	100	100	14	100	66	28	*	0
June 2013	90	2	2	2	0	100	100	100	100	7	100	56	23	*	0
June 2014	88	*	*	*	0	100	100	100	100	3	100	46	19	*	0
June 2015	86	0	0	0	0	100	72	72	72	2	100	38	15	*	0
June 2016	84	0	0	0	0	100	50	50	50	1	100	31	12	*	0
June 2017	81	0	0	0	0	100	34	34	34	*	100	25	9	*	0
June 2018	79	0	0	0	0	100	23	23	23	*	100	20	7	*	0
June 2019	76	0	0	0	0	100	16	16	16	*	100	15	5	*	0
June 2020	73	0	0	0	0	100	10	10	10	*	100	12	4	*	0
June 2021	69	0	0	0	0	100	7	7	7	*	100	9	3	*	0
June 2022	66	0	0	0	0	100	4	4	4	*	100	6	2	*	0
June 2023	61	0	0	0	0	100	3	3	3	*	100	4	1	*	0
June 2024	57	0	0	0	0	100	2	2	2	*	100	3	1	*	0
June 2025	52	0	0	0	0	100	1	1	1	*	100	2	*	*	0
June 2026	46	0	0	0	0	100	*	*	*	*	100	1	*	*	0
June 2027	40	0	0	0	0	100	*	*	*	*	100	*	*	*	0
June 2028	33	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2029	26	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2030	18	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2031	9	0	0	0	0	100	0	0	0	0	100	0	0	0	0
June 2032	0	0	0	0	0	83	0	0	0	0	100	0	0	0	0
June 2033	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.5	3.0	3.0	3.0	1.6	28.2	12.7	12.7	12.7	6.6	29.2	10.4	5.3	1.1	0.2

Date	FQ and SQ† Classes					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	300%	370%	450%	800%	0%	300%	370%	450%	800%
Initial Percent	100	100	100	100	100	100	100	100	100	100
June 2005	99	81	77	72	51	99	77	77	77	61
June 2006	99	65	59	52	26	98	58	58	58	31
June 2007	98	52	45	37	13	98	43	43	43	16
June 2008	97	42	34	26	7	97	31	31	31	8
June 2009	96	34	26	19	3	96	22	22	22	4
June 2010	95	27	20	13	2	94	16	16	16	2
June 2011	94	21	15	9	1	93	11	11	11	1
June 2012	93	17	11	7	*	92	8	8	8	1
June 2013	92	13	8	5	*	90	6	6	6	*
June 2014	90	11	6	3	*	88	4	4	4	*
June 2015	89	8	5	2	*	87	3	3	3	*
June 2016	87	6	3	2	*	84	2	2	2	*
June 2017	85	5	3	1	*	82	1	1	1	*
June 2018	83	4	2	1	*	80	1	1	1	*
June 2019	81	3	1	1	*	77	1	1	1	*
June 2020	78	2	1	*	*	74	*	*	*	*
June 2021	75	2	1	*	*	71	*	*	*	*
June 2022	72	1	*	*	*	67	*	*	*	*
June 2023	69	1	*	*	*	63	*	*	*	*
June 2024	65	1	*	*	*	58	*	*	*	*
June 2025	61	*	*	*	*	54	*	*	*	*
June 2026	56	*	*	*	*	48	*	*	*	*
June 2027	51	*	*	*	0	42	*	*	*	*
June 2028	46	0	0	0	0	36	0	0	0	0
June 2029	40	0	0	0	0	29	0	0	0	0
June 2030	33	0	0	0	0	21	0	0	0	0
June 2031	26	0	0	0	0	13	0	0	0	0
June 2032	18	0	0	0	0	3	0	0	0	0
June 2033	10	0	0	0	0	0	0	0	0	0
June 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.3	4.5	3.7	3.0	1.5	19.9	3.4	3.4	3.4	1.8

* 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 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 and the Principal Only Class 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	591% PSA
2	184% PSA
3	180% PSA
4	496% PSA
5	370% 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 May 20, 2004. 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 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 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. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. The Regulations, which are effective for taxable years ending on or after May 11, 2004, contain additional details regarding their application. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

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 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 related 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 Group 1, 2, 3, 4 or 5 Class bears to the aggregate original principal balance of all Group 1, 2, 3, 4 or 5 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. Cleary, Gottlieb, Steen & Hamilton will provide legal representation for the Dealer.

Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Principal Balances	RCR Classes	Original Principal Balances	Interest Rate	Interest Type(2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
LF	\$21,203,500	KA	\$42,407,000	6.0%	FIX	SUP	31393Y6X8	May 2033
LS	21,203,500							
Recombination 2								
BA	11,887,000	B	12,357,000	5.0	FIX	PAC	31393Y6Y6	July 2034
BL	470,000							
Recombination 3								
FR	1,434,776	H	2,295,643	5.0	FIX	SUP	31393Y6Z3	July 2034
SR	860,867							

(1) REMIC Certificates and RCR Certificates in Recombinations 1 and 3 may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 2, the relative proportions of the REMIC Certificates to be delivered (or, if applicable, received) in such exchange will equal the proportions reflected by the outstanding principal balances of the related REMIC Classes at the time of exchange.

(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 the 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	\$177,778,000.00	September 2008	\$113,493,244.52	December 2012	\$ 58,408,181.86
July 2004	177,004,461.59	October 2008	112,265,467.76	January 2013	57,502,666.61
August 2004	176,189,229.73	November 2008	111,044,055.99	February 2013	56,610,354.90
September 2004	175,332,631.11	December 2008	109,828,976.46	March 2013	55,731,060.40
October 2004	174,435,013.89	January 2009	108,620,196.62	April 2013	54,864,599.35
November 2004	173,496,747.49	February 2009	107,417,684.03	May 2013	54,010,790.52
December 2004	172,518,222.31	March 2009	106,221,406.47	June 2013	53,169,455.22
January 2005	171,499,849.54	April 2009	105,031,331.86	July 2013	52,340,417.22
February 2005	170,442,060.83	May 2009	103,847,428.28	August 2013	51,523,502.73
March 2005	169,345,308.02	June 2009	102,669,663.99	September 2013	50,718,540.38
April 2005	168,210,062.84	July 2009	101,498,007.41	October 2013	49,925,361.16
May 2005	167,036,816.53	August 2009	100,332,427.11	November 2013	49,143,798.42
June 2005	165,826,079.56	September 2009	99,172,891.83	December 2013	48,373,687.82
July 2005	164,578,381.21	October 2009	98,019,370.48	January 2014	47,614,867.29
August 2005	163,294,269.25	November 2009	96,871,832.11	February 2014	46,867,177.02
September 2005	161,974,309.47	December 2009	95,730,245.95	March 2014	46,130,459.40
October 2005	160,619,085.32	January 2010	94,594,581.37	April 2014	45,404,559.03
November 2005	159,229,197.48	February 2010	93,464,807.92	May 2014	44,689,322.64
December 2005	157,805,263.40	March 2010	92,340,895.27	June 2014	43,984,599.12
January 2006	156,347,916.83	April 2010	91,222,813.29	July 2014	43,290,239.43
February 2006	154,898,116.26	May 2010	90,110,531.97	August 2014	42,606,096.61
March 2006	153,455,822.85	June 2010	89,004,021.47	September 2014	41,932,025.76
April 2006	152,020,997.98	July 2010	87,903,252.11	October 2014	41,267,883.96
May 2006	150,593,603.24	August 2010	86,808,194.34	November 2014	40,613,530.29
June 2006	149,173,600.41	September 2010	85,718,818.79	December 2014	39,968,825.80
July 2006	147,760,951.46	October 2010	84,635,096.22	January 2015	39,333,633.46
August 2006	146,355,618.55	November 2010	83,556,997.55	February 2015	38,707,818.14
September 2006	144,957,564.06	December 2010	82,484,493.84	March 2015	38,091,246.59
October 2006	143,566,750.53	January 2011	81,417,556.31	April 2015	37,483,787.44
November 2006	142,183,140.73	February 2011	80,356,156.32	May 2015	36,885,311.11
December 2006	140,806,697.59	March 2011	79,300,265.39	June 2015	36,295,689.84
January 2007	139,437,384.24	April 2011	78,249,855.17	July 2015	35,714,797.64
February 2007	138,075,164.00	May 2011	77,204,897.47	August 2015	35,142,510.30
March 2007	136,720,000.40	June 2011	76,165,364.23	September 2015	34,578,705.30
April 2007	135,371,857.11	July 2011	75,131,227.55	October 2015	34,023,261.85
May 2007	134,030,698.04	August 2011	74,102,459.66	November 2015	33,476,060.83
June 2007	132,696,487.25	September 2011	73,079,032.95	December 2015	32,936,984.80
July 2007	131,369,188.99	October 2011	72,060,919.92	January 2016	32,405,917.93
August 2007	130,048,767.71	November 2011	71,048,093.26	February 2016	31,882,746.02
September 2007	128,735,188.03	December 2011	70,040,525.75	March 2016	31,367,356.45
October 2007	127,428,414.75	January 2012	69,038,190.34	April 2016	30,859,638.19
November 2007	126,128,412.86	February 2012	68,041,060.11	May 2016	30,359,481.72
December 2007	124,835,147.51	March 2012	67,049,108.29	June 2016	29,866,779.10
January 2008	123,548,584.07	April 2012	66,062,308.22	July 2016	29,381,423.85
February 2008	122,268,688.04	May 2012	65,080,633.42	August 2016	28,903,310.99
March 2008	120,995,425.14	June 2012	64,104,057.50	September 2016	28,432,337.01
April 2008	119,728,761.23	July 2012	63,132,554.24	October 2016	27,968,399.84
May 2008	118,468,662.37	August 2012	62,166,097.53	November 2016	27,511,398.84
June 2008	117,215,094.78	September 2012	61,205,851.79	December 2016	27,061,234.76
July 2008	115,968,024.86	October 2012	60,259,581.49	January 2017	26,617,809.76
August 2008	114,727,419.20	November 2012	59,327,089.61	February 2017	26,181,027.34

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>
March 2017	\$ 25,750,792.37	August 2021	\$ 10,247,409.66	January 2026	\$ 3,529,423.64
April 2017	25,327,011.02	September 2021	10,060,430.91	February 2026	3,450,751.24
May 2017	24,909,590.82	October 2021	9,876,386.69	March 2026	3,373,403.33
June 2017	24,498,440.53	November 2021	9,695,233.94	April 2026	3,297,359.84
July 2017	24,093,470.25	December 2021	9,516,930.23	May 2026	3,222,600.96
August 2017	23,694,591.28	January 2022	9,341,433.70	June 2026	3,149,107.17
September 2017	23,301,716.20	February 2022	9,168,703.11	July 2026	3,076,859.25
October 2017	22,914,758.80	March 2022	8,998,697.79	August 2026	3,005,838.24
November 2017	22,533,634.06	April 2022	8,831,377.65	September 2026	2,936,025.45
December 2017	22,158,258.18	May 2022	8,666,703.18	October 2026	2,867,402.49
January 2018	21,788,548.51	June 2022	8,504,635.40	November 2026	2,799,951.19
February 2018	21,424,423.57	July 2022	8,345,135.93	December 2026	2,733,653.69
March 2018	21,065,803.01	August 2022	8,188,166.89	January 2027	2,668,492.34
April 2018	20,712,607.61	September 2022	8,033,690.95	February 2027	2,604,449.80
May 2018	20,364,759.26	October 2022	7,881,671.33	March 2027	2,541,508.93
June 2018	20,022,180.96	November 2022	7,732,071.76	April 2027	2,479,652.86
July 2018	19,684,796.76	December 2022	7,584,856.47	May 2027	2,418,864.98
August 2018	19,352,531.79	January 2023	7,439,990.23	June 2027	2,359,128.90
September 2018	19,025,312.24	February 2023	7,297,438.28	July 2027	2,300,428.47
October 2018	18,703,065.32	March 2023	7,157,166.37	August 2027	2,242,747.78
November 2018	18,385,719.25	April 2023	7,019,140.73	September 2027	2,186,071.15
December 2018	18,073,203.30	May 2023	6,883,328.09	October 2027	2,130,383.11
January 2019	17,765,447.68	June 2023	6,749,695.64	November 2027	2,075,668.46
February 2019	17,462,383.62	July 2023	6,618,211.02	December 2027	2,021,912.17
March 2019	17,163,943.30	August 2023	6,488,842.36	January 2028	1,969,099.45
April 2019	16,870,059.85	September 2023	6,361,558.24	February 2028	1,917,215.74
May 2019	16,580,667.34	October 2023	6,236,327.66	March 2028	1,866,246.66
June 2019	16,295,700.77	November 2023	6,113,120.10	April 2028	1,816,178.07
July 2019	16,015,096.06	December 2023	5,991,905.45	May 2028	1,766,996.02
August 2019	15,738,790.01	January 2024	5,872,654.03	June 2028	1,718,686.77
September 2019	15,466,720.34	February 2024	5,755,336.61	July 2028	1,671,236.76
October 2019	15,198,825.61	March 2024	5,639,924.35	August 2028	1,624,632.66
November 2019	14,935,045.27	April 2024	5,526,388.82	September 2028	1,578,861.32
December 2019	14,675,319.62	May 2024	5,414,702.02	October 2028	1,533,909.77
January 2020	14,419,589.79	June 2024	5,304,836.34	November 2028	1,489,765.24
February 2020	14,167,797.74	July 2024	5,196,764.55	December 2028	1,446,415.16
March 2020	13,919,886.26	August 2024	5,090,459.82	January 2029	1,403,847.11
April 2020	13,675,798.92	September 2024	4,985,895.72	February 2029	1,362,048.90
May 2020	13,435,480.12	October 2024	4,883,046.18	March 2029	1,321,008.47
June 2020	13,198,875.01	November 2024	4,781,885.50	April 2029	1,280,713.96
July 2020	12,965,929.54	December 2024	4,682,388.35	May 2029	1,241,153.69
August 2020	12,736,590.41	January 2025	4,584,529.79	June 2029	1,202,316.14
September 2020	12,510,805.07	February 2025	4,488,285.19	July 2029	1,164,189.95
October 2020	12,288,521.71	March 2025	4,393,630.32	August 2029	1,126,763.95
November 2020	12,069,689.25	April 2025	4,300,541.27	September 2029	1,090,027.12
December 2020	11,854,257.35	May 2025	4,208,994.47	October 2029	1,053,968.61
January 2021	11,642,176.36	June 2025	4,118,966.71	November 2029	1,018,577.71
February 2021	11,433,397.34	July 2025	4,030,435.10	December 2029	983,843.89
March 2021	11,227,872.03	August 2025	3,943,377.08	January 2030	949,756.76
April 2021	11,025,552.87	September 2025	3,857,770.41	February 2030	916,306.10
May 2021	10,826,392.97	October 2025	3,773,593.17	March 2030	883,481.82
June 2021	10,630,346.07	November 2025	3,690,823.77	April 2030	851,273.99
July 2021	10,437,366.62	December 2025	3,609,440.92	May 2030	819,672.82

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>
June 2030	\$ 788,668.68	July 2031	\$ 435,807.87	August 2032	\$ 163,685.76
July 2030	758,252.07	August 2031	412,225.91	September 2032	145,632.17
August 2030	728,413.62	September 2031	389,112.36	October 2032	127,956.68
September 2030	699,144.12	October 2031	366,459.62	November 2032	110,653.05
October 2030	670,434.49	November 2031	344,260.21	December 2032	93,715.12
November 2030	642,275.77	December 2031	322,506.78	January 2033	77,136.85
December 2030	614,659.14	January 2032	301,192.06	February 2033	60,912.27
January 2031	587,575.93	February 2032	280,308.90	March 2033	45,035.51
February 2031	561,017.57	March 2032	259,850.27	April 2033	29,500.78
March 2031	534,975.64	April 2032	239,809.22	May 2033	14,302.38
April 2031	509,441.82	May 2032	220,178.92	June 2033 and thereafter	0.00
May 2031	484,407.94	June 2032	200,952.65		
June 2031	459,865.94	July 2032	182,123.77		

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	\$12,357,000.00	May 2007	\$ 5,502,169.65	April 2010	\$ 2,070,542.34
July 2004	12,097,993.71	June 2007	5,361,197.53	May 2010	2,012,339.78
August 2004	11,843,424.93	July 2007	5,222,670.15	June 2010	1,955,734.35
September 2004	11,593,218.97	August 2007	5,086,546.07	July 2010	1,900,682.93
October 2004	11,347,302.35	September 2007	4,952,784.55	August 2010	1,847,143.53
November 2004	11,105,602.86	October 2007	4,821,345.52	September 2010	1,795,075.31
December 2004	10,868,049.45	November 2007	4,692,189.58	October 2010	1,744,438.51
January 2005	10,634,572.29	December 2007	4,565,277.99	November 2010	1,695,194.43
February 2005	10,405,102.69	January 2008	4,440,572.66	December 2010	1,647,305.41
March 2005	10,179,573.11	February 2008	4,318,036.15	January 2011	1,600,734.78
April 2005	9,957,917.15	March 2008	4,198,543.73	February 2011	1,555,446.87
May 2005	9,740,069.50	April 2008	4,082,296.20	March 2011	1,511,406.96
June 2005	9,525,965.94	May 2008	3,969,206.58	April 2011	1,468,581.25
July 2005	9,315,543.33	June 2008	3,859,190.21	May 2011	1,426,936.86
August 2005	9,108,739.59	July 2008	3,752,164.66	June 2011	1,386,441.76
September 2005	8,905,493.66	August 2008	3,648,049.70	July 2011	1,347,064.81
October 2005	8,705,745.49	September 2008	3,546,767.22	August 2011	1,308,775.68
November 2005	8,509,436.07	October 2008	3,448,241.21	September 2011	1,271,544.88
December 2005	8,316,507.33	November 2008	3,352,397.65	October 2011	1,235,343.68
January 2006	8,126,902.20	December 2008	3,259,164.51	November 2011	1,200,144.13
February 2006	7,940,564.56	January 2009	3,168,471.68	December 2011	1,165,919.04
March 2006	7,757,439.20	February 2009	3,080,250.89	January 2012	1,132,641.93
April 2006	7,577,471.87	March 2009	2,994,435.72	February 2012	1,100,287.04
May 2006	7,400,609.20	April 2009	2,910,961.48	March 2012	1,068,829.32
June 2006	7,226,798.71	May 2009	2,829,765.23	April 2012	1,038,244.35
July 2006	7,055,988.82	June 2009	2,750,785.69	May 2012	1,008,508.39
August 2006	6,888,128.78	July 2009	2,673,963.23	June 2012	979,598.35
September 2006	6,723,168.72	August 2009	2,599,239.78	July 2012	951,491.73
October 2006	6,561,059.57	September 2009	2,526,558.85	August 2012	924,166.66
November 2006	6,401,753.12	October 2009	2,455,865.43	September 2012	897,601.84
December 2006	6,245,201.92	November 2009	2,387,105.97	October 2012	871,776.55
January 2007	6,091,359.35	December 2009	2,320,228.39	November 2012	846,670.62
February 2007	5,940,179.55	January 2010	2,255,181.94	December 2012	822,264.44
March 2007	5,791,617.43	February 2010	2,191,917.27	January 2013	798,538.91
April 2007	5,645,628.66	March 2010	2,130,386.33	February 2013	775,475.45

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>
March 2013	\$ 753,055.97	August 2017	\$ 150,556.15	January 2022	\$ 24,481.12
April 2013	731,262.89	September 2017	145,853.08	February 2022	23,562.53
May 2013	710,079.08	October 2017	141,287.49	March 2022	22,673.20
June 2013	689,487.88	November 2017	136,855.51	April 2022	21,812.28
July 2013	669,473.09	December 2017	132,553.39	May 2022	20,978.91
August 2013	650,018.91	January 2018	128,377.46	June 2022	20,172.29
September 2013	631,110.02	February 2018	124,324.17	July 2022	19,391.62
October 2013	612,731.47	March 2018	120,390.06	August 2022	18,636.13
November 2013	594,868.73	April 2018	116,571.75	September 2022	17,905.07
December 2013	577,507.65	May 2018	112,865.98	October 2022	17,197.71
January 2014	560,634.49	June 2018	109,269.57	November 2022	16,513.34
February 2014	544,235.85	July 2018	105,779.41	December 2022	15,851.28
March 2014	528,298.70	August 2018	102,392.51	January 2023	15,210.85
April 2014	512,810.38	September 2018	99,105.92	February 2023	14,591.42
May 2014	497,758.54	October 2018	95,916.82	March 2023	13,992.34
June 2014	483,131.20	November 2018	92,822.42	April 2023	13,413.01
July 2014	468,916.67	December 2018	89,820.04	May 2023	12,852.83
August 2014	455,103.60	January 2019	86,907.07	June 2023	12,311.23
September 2014	441,680.93	February 2019	84,080.95	July 2023	11,787.64
October 2014	428,637.92	March 2019	81,339.22	August 2023	11,281.52
November 2014	415,964.10	April 2019	78,679.47	September 2023	10,792.34
December 2014	403,649.30	May 2019	76,099.35	October 2023	10,319.58
January 2015	391,683.61	June 2019	73,596.61	November 2023	9,862.76
February 2015	380,057.39	July 2019	71,169.01	December 2023	9,421.37
March 2015	368,761.28	August 2019	68,814.43	January 2024	8,994.95
April 2015	357,786.16	September 2019	66,530.76	February 2024	8,583.05
May 2015	347,123.15	October 2019	64,315.97	March 2024	8,185.21
June 2015	336,763.63	November 2019	62,168.10	April 2024	7,801.02
July 2015	326,699.20	December 2019	60,085.21	May 2024	7,430.04
August 2015	316,921.68	January 2020	58,065.44	June 2024	7,071.87
September 2015	307,423.14	February 2020	56,106.98	July 2024	6,726.13
October 2015	298,195.84	March 2020	54,208.06	August 2024	6,392.42
November 2015	289,232.26	April 2020	52,366.97	September 2024	6,070.36
December 2015	280,525.09	May 2020	50,582.03	October 2024	5,759.61
January 2016	272,067.20	June 2020	48,851.63	November 2024	5,459.82
February 2016	263,851.68	July 2020	47,174.20	December 2024	5,170.62
March 2016	255,871.80	August 2020	45,548.19	January 2025	4,891.71
April 2016	248,120.99	September 2020	43,972.13	February 2025	4,622.76
May 2016	240,592.88	October 2020	42,444.56	March 2025	4,363.45
June 2016	233,281.29	November 2020	40,964.08	April 2025	4,113.48
July 2016	226,180.17	December 2020	39,529.32	May 2025	3,872.57
August 2016	219,283.66	January 2021	38,138.94	June 2025	3,640.42
September 2016	212,586.06	February 2021	36,791.67	July 2025	3,416.75
October 2016	206,081.81	March 2021	35,486.24	August 2025	3,201.31
November 2016	199,765.51	April 2021	34,221.44	September 2025	2,993.83
December 2016	193,631.93	May 2021	32,996.07	October 2025	2,794.05
January 2017	187,675.94	June 2021	31,808.98	November 2025	2,601.73
February 2017	181,892.58	July 2021	30,659.06	December 2025	2,416.63
March 2017	176,277.03	August 2021	29,545.22	January 2026	2,238.53
April 2017	170,824.57	September 2021	28,466.39	February 2026	2,067.19
May 2017	165,530.63	October 2021	27,421.55	March 2026	1,902.40
June 2017	160,390.78	November 2021	26,409.70	April 2026	1,743.96
July 2017	155,400.69	December 2021	25,429.87	May 2026	1,591.64

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>
June 2026	\$	1,445.26		December 2026	\$	681.19		May 2027	\$	175.52
July 2026		1,304.62		January 2027		571.27		June 2027		86.85
August 2026		1,169.53		February 2027		465.88		July 2027		2.01
September 2026		1,039.82		March 2027		364.90		August 2027 and		
October 2026		915.31		April 2027		268.15		thereafter		0.00
November 2026		795.82								

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.

\$560,526,810



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2004-49**

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PROSPECTUS SUPPLEMENT

Goldman, Sachs & Co.

May 13, 2004
