

Supplement

(To Prospectus Supplement dated September 16, 2005)

\$1,330,781,330**FannieMae®**
Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2005-99

This is a supplement to the prospectus supplement dated September 16, 2005 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

Notwithstanding anything set forth on the cover of the Prospectus Supplement, the Final Distribution Date for the WA class is November 2035 and the original class balances of the Group 5 Classes are as follows:

WA	\$161,787,000
XA	2,161,549

Notwithstanding anything set forth on pages S-7 or S-19 of the Prospectus Supplement, the assumed characteristics of the Mortgage Loans underlying the Group 5 MBS as of the Issue Date are as follows:

<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>
\$163,948,549	360	356	3	6.054%

Notwithstanding anything set forth on page S-23 of the Prospectus Supplement, during the initial Interest Accrual Period, the A and B Classes will bear interest at the annual rates of approximately 5.24280% and 5.17833%, respectively.

Notwithstanding anything set forth on pages S-12 and S-43 of the Prospectus Supplement, the weighted average lives and the Decrement Tables for the WA, XA, A and B Classes are as set forth below:

Date	WA Class					XA Class					A Class					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%
Initial Percent.....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006.....	99	93	87	81	75	100	100	100	100	100	99	93	88	82	77	100	100	100	100	100
November 2007.....	98	80	63	48	35	100	100	100	100	100	98	80	64	49	36	100	100	100	100	100
November 2008.....	97	64	40	21	9	100	100	100	100	100	97	65	40	22	9	100	100	100	100	100
November 2009.....	96	52	25	9	1	100	100	100	100	100	96	52	25	9	1	100	100	100	100	100
November 2010.....	95	41	15	3	0	100	100	100	100	58	95	41	15	3	0	100	100	100	100	45
November 2011.....	94	33	9	1	0	100	100	100	100	16	93	33	9	*	0	100	100	100	99	12
November 2012.....	92	26	5	0	0	100	100	100	71	4	92	26	5	0	0	100	100	100	54	3
November 2013.....	91	21	3	0	0	100	100	100	32	1	90	21	2	0	0	100	100	100	24	1
November 2014.....	89	16	1	0	0	100	100	100	14	*	89	16	1	0	0	100	100	100	11	*
November 2015.....	88	13	*	0	0	100	100	100	6	*	87	12	*	0	0	100	100	81	5	*
November 2016.....	86	10	0	0	0	100	100	73	3	*	85	10	0	0	0	100	100	54	2	*
November 2017.....	84	8	0	0	0	100	100	45	1	*	83	7	0	0	0	100	100	34	1	*
November 2018.....	81	6	0	0	0	100	100	28	1	*	81	5	0	0	0	100	100	21	*	*
November 2019.....	79	4	0	0	0	100	100	17	*	*	78	4	0	0	0	100	100	13	*	*
November 2020.....	76	3	0	0	0	100	100	11	*	*	76	3	0	0	0	100	100	8	*	*
November 2021.....	74	2	0	0	0	100	100	7	*	*	73	2	0	0	0	100	100	5	*	*
November 2022.....	71	1	0	0	0	100	100	4	*	*	70	1	0	0	0	100	100	3	*	*
November 2023.....	67	1	0	0	0	100	100	2	*	*	66	*	0	0	0	100	96	2	*	*
November 2024.....	64	*	0	0	0	100	100	1	*	0	63	*	0	0	0	100	82	1	*	0
November 2025.....	60	0	0	0	0	100	93	1	*	0	59	0	0	0	0	100	68	1	*	0
November 2026.....	56	0	0	0	0	100	70	1	*	0	55	0	0	0	0	100	52	*	*	0
November 2027.....	51	0	0	0	0	100	52	*	*	0	50	0	0	0	0	100	38	*	*	0
November 2028.....	46	0	0	0	0	100	38	*	*	0	45	0	0	0	0	100	28	*	*	0
November 2029.....	41	0	0	0	0	100	28	*	*	0	40	0	0	0	0	100	20	*	*	0
November 2030.....	35	0	0	0	0	100	19	*	*	0	34	0	0	0	0	100	14	*	*	0
November 2031.....	29	0	0	0	0	100	13	*	*	0	28	0	0	0	0	100	9	*	*	0
November 2032.....	22	0	0	0	0	100	8	*	*	0	22	0	0	0	0	100	6	*	*	0
November 2033.....	15	0	0	0	0	100	4	*	*	0	14	0	0	0	0	100	3	*	*	0
November 2034.....	7	0	0	0	0	100	1	*	*	0	7	0	0	0	0	100	1	*	*	0
November 2035.....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.4	5.3	3.0	2.2	1.7	29.9	22.8	12.4	7.9	5.4	20.2	5.2	3.0	2.2	1.7	29.9	21.7	11.8	7.5	5.2

(continued on next page)

Carefully consider the risk factors starting on page S-13 of the 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.

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

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

Bear, Stearns & Co. Inc.

The date of this Supplement is November 29, 2005

Finally, the information set forth below replaces the information with respect to Recombinations 10 and 11 appearing on pages A-2 and A-3 of the Prospectus Supplement.

Available Recombinations (1) (2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 10								
XA	\$ 2,161,549	B(4)	\$ 6,060,487	(5)	WAC	SEQ	31394U6Q0	December 2035
XB	3,898,938							
Recombination 11								
WA	\$161,787,000	A(6)	\$333,159,000	(7)	WAC	SEQ	31394U6P2	November 2035
WB	171,372,000							

- (1) In any exchange under Recombination 10 or 11, 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) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.
- (3) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" same proportionate relationship as that borne by the original balances of the related Classes.
- (4) The B Class is formed from a combination of the XA Class in Group 5 and the XB Class in Group 6.
- (5) During each Interest Accrual Period, the RCR Certificates of this Class will bear interest at an annual rate equal to the weighted average of the interest rates of the XA and XB Classes, weighted on the basis of their principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).
- (6) The A Class is formed from a combination of the WA Class in Group 5 and the WB Class in Group 6.
- (7) During each Interest Accrual Period, the RCR Certificates of this Class will bear interest at an annual rate equal to the weighted average of the interest rates of the WA and WB Classes, weighted on the basis of their principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).

\$1,332,718,919



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2005-99**

The Certificates

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

Payments to Certificateholders

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

- interest accrued on the balance of your certificate (except in the case of the accrual classes), and
- principal to the extent available for payment on your class.

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae MBS and
- underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

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 SA, AB, OC, CL, CJ, ZK, BC, KG, SD, KC, B and A Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 2005.

<i>Class</i>	<i>Group</i>	<i>Original Class Balance</i>	<i>Principal Type</i>	<i>Interest Rate</i>	<i>Interest Type</i>	<i>CUSIP Number</i>	<i>Final Distribution Date</i>
AC	1	\$ 1,154,000	TAC/AD	5.5%	FIX	31394U4J8	December 2035
AE	1	21,894,000	PAC	5.5	FIX	31394U4K5	December 2035
AF	1	103,333,333	PT	(1)	FLT	31394U4L3	December 2035
AI	1	103,333,333 (2)	NTL	(1)	INV/IO	31394U4M1	December 2035
AZ	1	25,000	TAC/AD	5.5	FIX/Z	31394U4N9	December 2035
FA	1	96,405,571	PAC/AD	(1)	FLT	31394U4P4	November 2035
HF (3)	1	41,231,667	TAC/AD	(1)	FLT	31394U4Q2	December 2035
HS (3)	1	11,245,000	TAC/AD	(1)	INV	31394U4R0	December 2035
NO (3)	1	26,292,429	PAC/AD	(4)	PO	31394U4S8	November 2035
SY (3)	1	26,292,429 (2)	NTL	(1)	INV/IO	31394U4T6	November 2035
Z	1	8,119,000	SUP	5.5	FIX/Z	31394U4U3	December 2035
ZA	1	300,000	PAC	5.5	FIX/Z	31394U4V1	December 2035
CD	2	57,706,000	SC/PAC	4.5	FIX	31394U4W9	April 2022
CE (3)	2	16,701,000	SC/PAC	4.5	FIX	31394U4X7	April 2022
CG	2	55,000	SC/SUP	4.5	FIX	31394U4Y5	April 2022
BA	3	37,473,689	SC/TAC/AD	5.5	FIX	31394U4Z2	May 2019
BO	3	6,179,427	SC/PT	(4)	PO	31394U5A6	November 2035
IB	3	3,406,699 (2)	NTL	5.5	FIX/IO	31394U5B4	May 2019
ZB	3	7,500,000	SC/CPT/SUP	6.0	FIX/Z	31394U5C2	November 2035
ZC (3)	3	15,500,000	SC/TAC/AD	6.0	FIX/Z	31394U5D0	November 2035
ZD (3)	3	7,500,000	SC/TAC/AD	6.0	FIX/Z	31394U5E8	November 2035
AS (3)	4	3,095,570	SUP	(1)	INV	31394U5F5	February 2035
AT (3)	4	24,900,000	SEG (PAC) / PAC	5.5	FIX	31394U5G3	December 2035
AU (3)	4	1,669,000	SEG (PAC) / SUP	5.5	FIX	31394U5H1	December 2035
FB	4	100,000,000	SUP	(1)	FLT	31394U5J7	December 2035
GS (3)	4	15,899,975	SUP	(1)	INV	31394U5K4	February 2035
IC (3) ..	4	47,495,000 (2)	NTL	5.5	FIX/IO	31394U5L2	June 2034
KD	4	30,515,000	PAC	5.5	FIX	31394U5M0	October 2029
KE	4	67,238,000	PAC	5.5	FIX	31394U5N8	September 2032
KI (3)	4	16,919,636 (2)	NTL	5.5	FIX/IO	31394U5P3	February 2028
KZ	4	23,607,000	PAC	5.5	FIX/Z	31394U5Q1	December 2035
LB (3)	4	186,116,000	PAC	5.0	FIX	31394U5R9	February 2028
OG (3)	4	47,495,000	PAC	(4)	PO	31394U5S7	June 2034
SG	4	5,242,215	SUP	(1)	INV	31394U5T5	December 2035
T	4	3,034,967	SUP	(1)	INV	31394U5U2	December 2035
VA	4	19,218,000	PAC/AD	5.5	FIX	31394U5V0	November 2016
VB	4	4,916,000	PAC/AD	5.5	FIX	31394U5W8	November 2018
WA (3)	5	161,992,000	SEQ	5.5	FIX	31394U5X6	September 2035
XA (3)	5	3,894,138	SEQ	5.5	FIX	31394U5Y4	December 2035
WB (3)	6	171,372,000	SEQ	5.0	FIX	31394U5Z1	September 2035
XB (3)	6	3,898,938	SEQ	5.0	FIX	31394U6A5	December 2035
R		0	NPR	0	NPR	31394U6B3	December 2035
RL		0	NPR	0	NPR	31394U6C1	December 2035

(1) Based on LIBOR.

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

(3) Exchangeable classes.

(4) Principal only classes.

Carefully consider the risk factors starting on page S-13 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.

Bear, Stearns & Co. Inc.

The date of this Prospectus Supplement is September 16, 2005

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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 July 1, 2004 (the “MBS Prospectus”);
- if you are purchasing any Group 2 or Group 3 Classes or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC or RCR certificates (the “Underlying Disclosure Documents”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

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, except the Underlying Disclosure Documents, by writing or calling the dealer at:

Bear, Stearns & Co. Inc.
c/o ADP Financial Services
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(telephone 631-254-7106).

INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus and the Underlying REMIC Disclosure Document described above. In addition, we are incorporating by reference the documents listed below. This means that we are disclosing information to you by referring you to these documents. These documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with these documents.

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the REMIC Prospectus and the MBS Prospectus and any applicable supplements or amendments.

We incorporate by reference the following documents we have filed, or may file, with the Securities and Exchange Commission (“SEC”):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (“Form 10-K”);
- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the Form 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and

- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

Any information incorporated by reference in this prospectus supplement is deemed to be modified or superseded for purposes of this prospectus supplement to the extent information contained or incorporated by reference in this prospectus supplement modifies or supersedes such information. In such case, the information will constitute a part of this prospectus supplement only as so modified or superseded.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can obtain copies of the periodic reports we file with the SEC without charge by calling or writing our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue, NW, Washington, DC 20016, telephone: (202) 752-7115. The periodic and current reports that we file with the SEC are also available on our Web site. Information appearing on our Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC’s Web site at www.sec.gov. You also may read and copy any document we file with the SEC by visiting the SEC’s Public Reference Room at 100 F Street, N.E., Washington, DC 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. Information appearing on the SEC’s Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

RECENT DEVELOPMENTS

On December 21, 2004, our Board of Directors (the “Board”) announced the retirement of Chairman and Chief Executive Officer Franklin D. Raines and the resignation of Vice Chairman and Chief Financial Officer J. Timothy Howard. The Board further announced that the Audit Committee of the Board dismissed KPMG LLP as our independent auditor. On January 4, 2005, the Audit Committee of the Board approved the engagement of Deloitte & Touche LLP (“Deloitte”) as our independent auditor. Deloitte will serve as our auditor for each of the fiscal years 2001, 2002, 2003 and 2004.

Stephen B. Ashley, a member of the Board, currently is serving as the non-executive Chairman of the Board. On June 1, 2005, the Board announced that it had selected Daniel H. Mudd, the former Chief Operating Officer of Fannie Mae, to be the new President and Chief Executive Officer. Mr. Mudd had been serving as the interim Chief Executive Officer since the retirement of Mr. Raines. Executive Vice President Robert Levin currently is serving as the interim Chief Financial Officer.

On December 15, 2004, the Office of the Chief Accountant of the Securities and Exchange Commission (“SEC”) issued a statement (the “Statement”) regarding certain accounting issues relating to Fannie Mae, including determinations by the SEC that we should (i) restate our financial statements to eliminate the use of hedge accounting under Financial Accounting Standard No. 133, Accounting for Derivative Instruments and Hedging Activities (“FAS 133”), (ii) evaluate the accounting under Financial Accounting Standard No. 91, Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases (“FAS 91”) and restate our financial statements filed with the SEC if the amounts required for correction are material, and (iii) re-evaluate the information prepared under generally accepted accounting principles (“GAAP”) and non-GAAP information that we previously provided to investors. On

December 16, 2004, we filed a Current Report on Form 8-K with the SEC that includes a copy of the Statement.

As a result of the SEC's findings, we will restate our financial results from 2001 through June 30, 2004 to comply fully with the SEC's determination. In a Form 12b-25 filed with the SEC on November 15, 2004, we estimated that a loss of hedge accounting under FAS 133 for all derivatives could result in recording into earnings a net cumulative loss on derivative transactions of approximately \$9.0 billion as of September 30, 2004. (We estimate that as of December 31, 2004, this net cumulative after-tax loss was approximately \$8.4 billion.) We also stated that there would be a corresponding decrease to retained earnings and, accordingly, regulatory capital. In a Form 12b-25 filed with the SEC on March 17, 2005, we stated that if we do not qualify for hedge accounting for mortgage commitments accounted for as derivatives since our July 1, 2003 adoption of Financial Accounting Standard No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities ("FAS 149"), we estimate that we would be required to record in earnings a net cumulative after-tax loss related to these commitments of approximately \$2.4 billion as of December 31, 2004.

We are working to determine the effect of the restatement, including the effect on each prior reporting period. We expect that the impact will be material to our reported GAAP and core business results for many, if not all, periods and will vary substantially from period to period based on the amount and types of derivatives held and fluctuations in interest rates and volatility. Our restated financial statements also will reflect corrections as a result of our misapplication of FAS 91 for each prior reporting period described above. We also will consider the impact, if any, of the SEC's decision on FAS 91 for periods prior to those described above.

Accordingly, on December 17, 2004, the Audit Committee of the Board concluded that our previously filed interim and audited financial statements and the independent auditor's reports thereon for the periods from January 2001 through the second quarter of 2004 should no longer be relied upon because such financial statements were prepared applying accounting practices that did not comply with GAAP. We have not yet filed our quarterly reports on Form 10-Q for the quarters ended September 30, 2004, March 31, 2005 and June 30, 2005, or our annual report on Form 10-K for the year ended December 31, 2004. The financial information regarding our anticipated results of operations for the quarter ended September 30, 2004 that was contained in our Form 12b-25 filed on November 15, 2004 and in a Form 8-K filed on November 16, 2004 was prepared applying the same policies and practices, and, accordingly, should not be relied upon. The Audit Committee has discussed the matters described above and in a Form 8-K filed with the SEC on December 22, 2004 with KPMG LLP, our independent auditor through December 21, 2004.

On September 20, 2004, the Office of Federal Housing Enterprise Oversight ("OFHEO") delivered its report to the Board of its findings to date of the agency's special examination. Among other matters, the OFHEO report raised a number of questions and concerns about our accounting policies and practices with respect to FAS 91 and FAS 133. On February 23, 2005, we announced that OFHEO notified our Board and management of several additional accounting and internal control issues and questions that OFHEO identified in its ongoing special examination, and directed that these matters be included in the internal reviews by the Board and management and reviewed by Deloitte. OFHEO indicated that it has not completed its review of all aspects of these issues, but has identified policies that it believes appear to be inconsistent with generally accepted accounting principles as well as internal control deficiencies that raise safety and soundness concerns. The issues and questions include the following areas: securities accounting, loan accounting, consolidations, accounting for commitments, and practices to smooth certain income and expense amounts. OFHEO also raised concerns regarding journal entry controls, systems limitations, and database modifications, as well as FAS 149 and new developments relating to FAS 91. A summary of the additional questions raised in OFHEO's ongoing special examination of Fannie Mae has been filed as an exhibit to a Form 8-K that we filed with the SEC on February 23, 2005.

Our Board and management are addressing the issues and questions raised by OFHEO. In addition, the Board designated its Special Review Committee to review the findings of OFHEO's September 2004 special examination report. This review, led by former Senator Warren Rudman of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison ("Paul Weiss"), is focused on: accounting issues, including accounting policies, procedures and controls regarding FAS 91 and FAS 133; organization, structure and governance, including Board oversight and management responsibilities and resources; and executive compensation. Paul Weiss' work continues as it examines these areas and other issues that may arise in the course of its review, reporting regularly to the Board. We will report to OFHEO regarding each of these issues and will continue to work with OFHEO to resolve these matters as part of our ongoing internal reviews and restatement process. In light of the foregoing, management has initiated a comprehensive review of accounting routines and controls, the financial reporting process and the application of GAAP, which will include the issues OFHEO has identified, as well as issues identified by management and/or Deloitte. Management, working with accounting consultants, will develop a view on these issues, which then will be reviewed with the Audit Committee, Deloitte and OFHEO. Upon conclusion of this review, our financial statements will be restated where necessary and submitted to Deloitte for review as part of its audit. We are providing periodic updates to the SEC and the New York Stock Exchange on the restatement. In addition, the SEC and the U.S. Attorney's Office for the District of Columbia are conducting ongoing investigations into these matters.

OFHEO is required to review our capital classification quarterly, and as of September 30, 2004 and December 31, 2004, classified us as "significantly undercapitalized." As a result of this classification, we submitted a capital restoration plan to OFHEO in January 2005, and on February 23, 2005, we announced that OFHEO approved our proposed capital restoration plan. Under the plan, we detail how we expect to meet our minimum capital requirement on an ongoing basis, as well as achieve OFHEO's 30 percent surplus capital requirement by September 30, 2005. A summary of the capital restoration plan was filed as an exhibit to a Form 8-K that we filed with the SEC on February 23, 2005. On May 19, 2005, OFHEO classified us as "adequately capitalized" as of March 31, 2005. OFHEO has noted that this classification is subject to revision pending the outcome of ongoing accounting reviews, and that this classification does not amend any existing capital restoration plans currently in place between Fannie Mae and OFHEO.

In a Form 12b-25 filed with the SEC on August 9, 2005, we reported that, based on our current assessment, we are not likely to complete and file our Annual Report on Form 10-K for the year ended December 31, 2004, which will contain restated financial information, prior to the second half of 2006. We also reported in that Form 12b-25 that we are uncertain whether Deloitte will be able to opine on either the effectiveness of our internal control over financial reporting or management's process for assessing the effectiveness of internal control over financial reporting as of December 31, 2004 or December 31, 2005. We also reported in that Form 12b-25 that current NYSE listing standards allow the NYSE to continue to list the securities of a listed company for up to nine months after a company is delinquent in filing its Annual Report on Form 10-K (until December 16, 2005, in the case of Fannie Mae). The NYSE, in its sole discretion, also may extend the listing of a company's securities for another three months after that date, depending on the company's circumstances. Under the rules of the NYSE, Fannie Mae would have a right to a review of any decision to delist its securities by a committee of the NYSE Board of Directors.

Forms 8-K that we file with the SEC prior to the completion of the offering of the certificates are incorporated by reference in this prospectus supplement. This means that we are disclosing information to you by referring you to those documents. You should refer to "Incorporation by Reference" above for further details on the information that we incorporate by reference in this prospectus supplement and where to find it.

REFERENCE SHEET

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

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2005-69-JL REMIC Certificate
3	Class 2005-80-YX RCR Certificate
	Class 2005-80-AK RCR Certificate
	Class 2005-97-BA REMIC Certificate
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS (as of November 1, 2005)

	<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	\$310,000,000	360	343	14	6.490%
Group 4 MBS	\$532,946,727	360	333	27	5.970%
Group 5 MBS	\$165,886,138	360	357	2	6.055%
Group 6 MBS	\$175,270,938	360	356	2	5.650%

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

Characteristics of the Underlying REMIC and RCR Certificates

Exhibit A describes the underlying REMIC and RCR certificates, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Class Factors

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

Settlement Date

We expect to issue the certificates on November 30, 2005.

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 and DTC, as applicable, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

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

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
All classes of certificates other than the A, B, R and RL Classes	A and B	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 each interest accrual period, the A and B Classes will bear interest at the applicable weighted average coupon rates described 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 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>
AF	4.18000%	7.00000%	0.35%	LIBOR + 35 basis points
AI	2.82000%	6.65000%	0.00%	6.65% – LIBOR
FA	4.13000%	7.00000%	0.30%	LIBOR + 30 basis points
HF	4.40000%	7.00000%	0.70%	LIBOR + 70 basis points
HS	9.53333%	23.10000%	0.00%	23.1% – (3.66666667 × LIBOR)
SY	10.52333%	24.56667%	0.00%	24.56667% – (3.66666667 × LIBOR)
AS	9.00000%	9.00000%	0.00%	144% – (22.5 × LIBOR)
FB	4.54000%	7.00000%	0.60%	LIBOR + 60 basis points
GS	9.02389%	26.28319%	0.00%	26.28319% – (4.38053089 × LIBOR)
SG	9.03158%	31.84211%	0.00%	31.84211% – (5.78947397 × LIBOR)
T	9.00000%	9.00000%	0.00%	64% – (10 × LIBOR)
SA	10.52333%	24.56667%	0.00%	24.56667% – (3.66666667 × LIBOR)
SD	9.02000%	23.46667%	0.00%	23.46667% – (3.66666667 × 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>	
AI	100% of the AF Class
SY	100% of the NO Class
IB	9.0909090909% of the BA Class
IC	100% of the OG Class
KI	9.0909090909% of the LB Class

Components

The ZB Class is made up of payment components. Each component will have the original principal balance, principal type and interest type as set forth below.

	<u>Original Principal Balance</u>	<u>Principal Type</u>	<u>Interest Type</u>
ZB1	\$ 75,000	SUP	FIX/Z
ZB2	\$7,425,000	SEQ	FIX/Z

Distributions of Principal

Group 1 Principal Distribution Amount

AZ Accrual Amount

1. To the HF and HS Classes, pro rata, to zero.
2. To the AC Class to zero.
3. Thereafter to the AZ Class.

ZA Accrual Amount

To the FA and NO Classes, pro rata, to zero, and thereafter to the ZA Class.

Group 1 Cash Flow Distribution Amount and Z Accrual Amount

- (a) 33.3333332258% of the Group 1 Cash Flow Distribution Amount to the AF Class to zero, and
- (b) 66.6666667742% of the Group 1 Cash Flow Distribution Amount and, beginning with clause *third*, 100% of the Z Accrual Amount, as follows:

- first*, to Aggregate Group I to its Planned Balance;
- second*, to the AE Class to its Planned Balance;
- third*, to Aggregate Group II to its Targeted Balance;
- fourth*, to the Z Class to zero;
- fifth*, to Aggregate Group II to zero;
- sixth*, to the AE Class to zero; and
- seventh*, to Aggregate Group I to zero.

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

Group 2 Principal Distribution Amount

1. To the CD Class to its Planned Balance.
2. To the CE Class to its Planned Balance.
3. To the CG Class to zero.
4. To the CE Class to zero.
5. To the CD Class to zero.

Group 3 Principal Distribution Amount

ZC Accrual Amount

To the BA Class to zero, and thereafter to the ZC Class.

ZD Accrual Amount

To the BA and ZC Classes, in that order, to zero, and thereafter to the ZD Class.

Group 3 Cash Flow Distribution Amount and ZB1 and ZB2 Accrual Amounts

- (a) 8.3333342324% of the Group 3 Cash Flow Distribution Amount to the BO Class to zero, and
- (b) 91.6666657676% of the Group 3 Cash Flow Distribution Amount, together with 100% of the ZB1 Accrual Amount and the ZB2 Accrual Amount, as follows:

first, to Aggregate Group III to its Targeted Balance;

second, to the ZB1 Component to zero;

third, to Aggregate Group III to zero; and

fourth, to the ZB2 Component to zero.

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

Group 4 Principal Distribution Amount

KZ Accrual Amount

To the VA and VB Classes, in that order, to zero, and thereafter to the KZ Class.

Group 4 Cash Flow Distribution Amount

1. To Aggregate Group IV to its Planned Balance.
2. To Aggregate Group V to its Planned Balance.
3. (a) 78.5714287398% of the remaining amount to the FB Class to zero, and
- (b) 21.4285712602% of such remaining amount as follows:
 - first*, up to 99.5% of such amount, to the AS and GS Classes, pro rata, to zero; and
 - second*, to the T and SG Classes, pro rata, to zero.
4. To Aggregate Group V to zero.

5. To Aggregate Group IV to zero.

For a description of Aggregate Group IV and Aggregate Group V, see “Description of the Certificates — Distributions of Principal—*Group 4 Principal Distribution Amount*” in this prospectus supplement.

Group 5 Principal Distribution Amount

To the WA and XA Classes, in that order, to zero.

Group 6 Principal Distribution Amount

To the WB and XB Classes, in that order, to zero.

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

Weighted Average Lives (years) *

PSA Prepayment Assumption								
Group 1 Classes	0%	100%	145%	180%	201%	340%	350%	500%
AC	27.8	20.9	18.0	15.8	14.5	14.7	5.0	2.1
AE	25.4	10.8	3.0	3.0	3.0	3.0	2.9	1.9
AF and AI	20.8	10.6	8.6	7.4	6.9	4.4	4.3	3.0
AZ	27.9	21.1	18.2	16.1	14.8	24.7	5.2	2.1
FA, NO, SY and SA	16.1	5.6	5.6	5.6	5.6	5.6	5.6	4.2
HF, HS and AB	21.6	15.4	12.1	8.5	6.8	2.3	2.1	1.2
Z	29.0	24.6	22.6	20.8	19.7	0.4	0.4	0.2
ZA	24.7	22.9	22.9	22.9	22.9	22.9	22.9	17.7
PSA Prepayment Assumption								
Group 2 Classes	0%	100%	125%	160%	225%	300%	400%	
CD	9.4	5.2	5.2	5.2	5.2	5.2	5.2	4.2
CE, CJ, CL and OC	12.8	7.8	7.4	7.4	7.4	4.1	4.1	2.9
CG	13.5	8.5	7.1	7.1	7.9	3.2	3.2	2.7
PSA Prepayment Assumption								
Group 3 Classes	0%	100%	195%	350%	500%			
BA and IB	7.6	7.1	4.0	0.9	0.5			
BO	27.4	19.4	12.9	1.8	1.0			
ZC	20.1	14.0	11.2	2.5	1.3			
ZD	25.9	20.6	15.1	2.8	1.5			
ZK	23.9	17.1	12.9	2.6	1.4			
ZB	28.8	25.1	21.0	3.1	1.6			
PSA Prepayment Assumption								
Group 4 Classes	0%	100%	120%	155%	250%	500%		
AS, GS and SD	28.1	17.7	15.0	8.1	1.2	0.4		
AT	26.6	10.8	2.8	2.8	2.8	1.1		
AU	26.9	12.8	2.8	2.8	2.8	1.0		
FB	28.6	20.0	17.8	12.2	2.1	0.5		
IC, OG and KG	23.9	11.0	11.0	11.0	11.0	5.5		
KD	19.6	6.0	6.0	6.0	6.0	3.0		
KE	21.8	7.9	7.9	7.9	7.9	3.9		
KI, LB and KC	11.7	2.6	2.6	2.6	2.6	1.6		
KZ	25.5	17.1	17.1	17.1	17.1	9.8		
SG and T	29.6	25.0	24.1	21.7	4.1	0.9		
VA	6.0	6.0	6.0	6.0	6.0	5.0		
VB	11.9	11.9	11.9	11.9	11.9	7.1		
BC	26.6	10.9	2.8	2.8	2.8	1.1		

<u>Group 5 Classes</u>		<u>PSA Prepayment Assumption</u>				
		<u>0%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
WA		20.3	5.2	3.0	2.2	1.8
XA		29.9	21.0	11.3	7.2	5.0
<u>Group 6 Classes</u>		<u>PSA Prepayment Assumption</u>				
		<u>0%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
WB		20.0	5.2	3.0	2.2	1.8
XB		29.9	21.1	11.4	7.3	5.0
<u>Groups 5 and 6 Classes</u>		<u>PSA Prepayment Assumption</u>				
		<u>0%</u>	<u>300%</u>	<u>600%</u>	<u>900%</u>	<u>1200%</u>
A [†]		20.1	5.2	3.0	2.2	1.8
B ^{††}		29.9	21.1	11.4	7.2	5.0

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

† The A Class is formed from a combination of the WA Class in Group 5 and the WB Class in Group 6.

†† The B Class is formed from a combination of the XA Class in Group 5 and the XB Class in Group 6.

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.

Payments on the Group 2 and Group 3 Classes also will be affected by the payment priorities governing the related underlying REMIC or RCR certificates. If you invest in any Group 2 or Group 3 Classes, the rate at which you receive payments also will be affected by the applicable priority sequence governing principal payments on the related underlying REMIC or RCR certificates.

In particular, as described in the related underlying disclosure documents, principal payments on the Class 2005-69-JL REMIC Certificate and the Class 2005-80-AK RCR Certificate are governed by principal balance schedules. As a result, those underlying certificates may receive principal payments at rates faster or slower than would otherwise have been the case. In some cases, those underlying certificates may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. This prospectus supplement contains no information as to whether

- those underlying certificates have adhered to their principal balance schedules,
- any related support classes remain outstanding, or
- those underlying certificates otherwise have performed as originally anticipated.

In addition, as described in the related underlying disclosure documents, the Class 2005-97-BA REMIC Certificate is a support class, and the Class 2005-80-YX RCR Certificate is backed by REMIC certificates that are support classes. A support class is entitled to receive principal payments on any distribution date only if scheduled payments of principal have been made on certain other classes in the related underlying REMIC trust. Accordingly, a support class may receive no principal payments for extended periods or may receive principal payments that vary widely from period to period.

You may obtain additional information about the underlying REMIC and RCR certificates by reviewing their current class factors in light of other information available in the related disclosure documents. You may obtain those documents from us as described on page S-3.

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.

Recent hurricanes in the Gulf Coast region may present risk of increased mortgage loan prepayments. In August and September 2005, Hurricane Katrina and Hurricane Rita and related events caused catastrophic damage to extensive areas along the Gulf Coast of the United States, including portions of coastal and inland Alabama, Florida, Louisiana, Mississippi, and Texas. The full extent of the physical damage resulting from severe flooding, high winds and environmental contamination remains uncertain at this time. Hundreds of thousands of people have been displaced and interruptions in

the regional economy have been significant. Although the long-term effects are unclear, these events could lead to a general economic downturn in the Gulf Coast region, including job losses and declines in real estate values. Accordingly, defaults on any mortgage loans in the affected areas may increase, in turn resulting in early payments of principal of the certificates backed by those mortgage loans. Additionally, casualty losses on mortgage properties with hurricane or flood damage may result in early payment of principal of the related certificates.

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

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

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

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

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

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

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

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you 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 November 1, 2005 (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

- four groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS” and, together, the “Trust MBS”) and
- two groups of previously issued REMIC and RCR Certificates (the “Group 2 Underlying REMIC Certificate” and the “Group 3 Underlying RCR and REMIC Certificates” and, together, the “Underlying REMIC Certificates”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

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

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

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

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

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

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

Our guaranty obligations with respect to the Underlying REMIC Certificates are described in the Underlying Disclosure Documents. 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, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus, and “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying Disclosure Documents.

Characteristics of Certificates. We will issue the Certificates (except the A, B, 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.”

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

A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of 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 (and each related Component). 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 (as well as any addition to principal in the case of the Accrual Classes and Components). Similarly, when the applicable class factor for a Component is multiplied by the original principal balance of that Component, the product will equal the current principal balance of that Component after taking into account payments on the Distribution Date in the same month.

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

Voting the Underlying REMIC Certificates. Holders of the Underlying REMIC Certificates may be asked to vote on issues arising under the related trust agreements. If so, the Trustee will vote each related Underlying REMIC Certificate, as instructed by Holders of Certificates of the related Classes. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes.

Combination and Recombination

General. You are permitted to exchange all or a portion of the HF, HS, NO, SY, CE, ZC, ZD, AS, AT, AU, GS, IC, KI, LB, OG, WA, XA, WB and XB 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.
- If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange.
- 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.

Book-Entry Procedures

General. The Fed Book-Entry Certificates will be issued and maintained only on the book-entry system of the Federal Reserve Banks. The Fed Book-Entry Certificates may be held of record only by entities eligible to maintain book-entry accounts with the Federal Reserve Banks. Beneficial owners ordinarily will hold Fed Book-Entry Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. A Holder that is not the beneficial owner of a Fed Book-Entry Certificate, and each other financial intermediary in the chain to the beneficial owner, will have to establish and maintain accounts for their respective customers. A beneficial owner's rights with respect to the Federal Reserve Banks and Fannie Mae may be exercised only through the Holder of such Certificate. Neither the Federal Reserve Banks nor Fannie Mae will have any direct obligation to a beneficial owner of a Fed Book-Entry Certificate that is not the Holder of that Certificate. The Federal Reserve Banks will act only upon the instructions of the Holder in recording transfers of a Fed Book-Entry Certificate. See "Description of Certificates—Denominations and Form" in the REMIC Prospectus.

The DTC Certificates will be registered at all times in the name of the nominee of DTC. Under its normal procedures DTC will record the interest in the DTC Certificates held by each firm which participates in the book-entry system of DTC (each, a "DTC Participant"), whether held for its own account or on behalf of another person.

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

payments to your account. You may transfer your beneficial ownership interest in the DTC Certificates only under the procedures of your financial intermediary and of DTC Participants. In general, ownership of the DTC Certificates will be subject to the prevailing rules, regulations and procedures governing DTC and DTC Participants.

Method of Payment. Our fiscal agent for the Fed Book-Entry Certificates is the Federal Reserve Bank of New York. On each applicable Distribution Date, the Federal Reserve Banks will make payments on the Fed Book-Entry Certificates on our behalf by crediting Holders' accounts at the Federal Reserve Banks.

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

The Trust MBS

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

We expect the characteristics of the Trust MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Group 1 MBS

Aggregate Unpaid Principal Balance	\$310,000,000
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	343 months
Approximate Weighted Average WALA (weighted average loan age)	14 months

Group 4 MBS

Aggregate Unpaid Principal Balance	\$532,946,727
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	333 months
Approximate Weighted Average WALA	27 months

Group 5 MBS

Aggregate Unpaid Principal Balance	\$165,886,138
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	357 months
Approximate Weighted Average WALA	2 months

Group 6 MBS

Aggregate Unpaid Principal Balance	\$175,270,938
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	356 months
Approximate Weighted Average WALA	2 months

The Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the Underlying Disclosure Documents. See Exhibit A for additional information about the Underlying REMIC Certificates.

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

For further information about the Underlying REMIC Certificates, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the dates we prepared the Underlying Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Final Data Statement

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

Distributions of Interest

Categories of Classes and Components

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

<u>Interest Type*</u>	<u>Classes and Components</u>
Group 1 Classes	
Fixed Rate	AC, AE, AZ, Z and ZA
Floating Rate	AF, FA and HF
Inverse Floating Rate	AI, HS and SY
Accrual	AZ, Z and ZA
Interest Only	AI and SY
Principal Only	NO
RCR**	AB and SA
Group 2 Classes	
Fixed Rate	CD, CE and CG
RCR**	CJ, CL and OC
Group 3 Classes and Components	
Fixed Rate	BA, IB, ZC, ZD, ZB1 and ZB2
Accrual	ZC, ZD, ZB1 and ZB2
Interest Only	IB
Principal Only	BO
Component	ZB
RCR**	ZK
Group 4 Classes	
Fixed Rate	AT, AU, IC, KD, KE, KI, KZ, LB, VA and VB
Floating Rate	FB
Inverse Floating Rate	AS, GS, SG and T
Interest Only	IC and KI
Principal Only	OG
Accrual	KZ
RCR**	BC, KC, KG and SD
Group 5 Classes	
Fixed Rate	WA and XA
RCR**	A† and B††
Group 6 Classes	
Fixed Rate	WB and XB
RCR**	A† and B††
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.

† The A Class is formed from a combination of the WA Class in Group 5 and the WB Class in Group 6.

†† The B Class is formed from a combination of the XA Class in Group 5 and the XB Class in Group 6.

Components. For purposes of calculating the payments it receives, the ZB Class consists of the payment components having the designations and original principal balances specified in this prospectus supplement under “Reference Sheet—Components.” The payment characteristics of the ZB Class will reflect a combination of the payment characteristics of the related components. Components are not separately transferable from the related Class of Certificates.

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 (except in the case of the Accrual Classes and Components) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

Interest to be paid on each Certificate (or added to principal, in the case of the Accrual Classes) on a Distribution Date will consist of one month's interest on the outstanding balance of that Certificate immediately prior to that Distribution Date. For a description of the Accrual Classes and Components, see “—*Accrual Classes and Components*” below.

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 A and B Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes (collectively, the “No-Delay 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 NO Class as a No-Delay Class, and the BO, OG and OC Classes as Delay Classes, for the sole purpose of facilitating trading.

Accrual Classes and Components. The AZ, Z, ZA, ZB, ZC, ZD, KZ and ZK Classes are Accrual Classes and the ZB1 and ZB2 Components are Accrual Components. Interest will accrue on the Accrual Classes (and, in the case of the ZB Class, on the related Components) at the applicable annual rates specified on the cover of this prospectus supplement or on Schedule 1. However, we will not pay any interest on the Accrual Classes (or Components). Instead, interest accrued on the Accrual Classes (and Components) will be added as principal to their respective principal balances on each Distribution Date. We will pay principal on the Accrual Classes (and Components) as described under “—Distributions of Principal” below.

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.

The Weighted Average Coupon Classes

The A Class will bear interest during each Interest Accrual Period at an annual rate equal to the weighted average of the interest rates of the WA and WB Classes, weighted on the basis of their outstanding principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).

The B Class will bear interest during each Interest Accrual Period at an annual rate equal to the weighted average of the interest rates of the XA and XB Classes, weighted on the basis of their outstanding principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).

During the initial Interest Accrual Period, the A and B Classes will bear interest at the annual rates of approximately 5.24296% and 5.24984%, respectively.

Our determination of the interest rates for these Classes for the related Interest Accrual Periods 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 3.83% in the case of the AF, AI, FA, SY and SA Classes; 3.70% in the case of the HF and HS Classes; and 3.94% in the case of all other Floating Rate and Inverse Floating Rate Classes.

Distributions of Principal

Categories of Classes and Components

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

<u>Principal Type*</u>	<u>Classes and Components</u>
Group 1 Classes	
PAC	FA, NO, ZA and AE
TAC	HF, HS, AC and AZ
Support	Z
Pass-Through	AF
Accretion Directed	AC, AZ, FA, HF, HS and NO
Notional	AI and SY
RCR**	AB and SA

<u>Principal Type*</u>	<u>Classes and Components</u>
Group 2 Classes	
Structured Collateral/PAC	CD and CE
Structured Collateral/Support	CG
RCR**	CJ, CL and OC
Group 3 Classes and Components	
Structured Collateral/TAC	BA, ZC and ZD
Structured Collateral/Support	ZB1
Structured Collateral/Pass-Through	BO
Structured Collateral/Sequential Pay	ZB2
Component	ZB
Accretion Directed	BA, ZC and ZD
Notional	IB
RCR**	ZK
Group 4 Classes	
PAC	LB, KD, KE, OG, VA, VB and KZ
Support	FB, AS, GS, T and SG
Segment (PAC) /PAC	AT
Segment (PAC) /SUP	AU
Accretion Directed	VA and VB
Notional	IC and KI
RCR**	BC, KC, KG and SD
Group 5 Classes	
Sequential Pay	WA and XA
RCR**	A† and B††
Group 6 Classes	
Sequential Pay	WB and XB
RCR**	A† and B††
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.

† The A Class is formed from a combination of the WA Class in Group 5 and the WB Class in Group 6.

†† The B Class is formed from a combination of the XA Class in Group 5 and the XB Class in Group 6.

Components. For purposes of calculating the principal payments it receives, the ZB Class consists of the payment components having the designations and original principal balances specified in this prospectus supplement under “Reference Sheet—Components.” The payment characteristics of the ZB Class will reflect a combination of the payment characteristics of the related components. Components are not separately transferable from the related Class of Certificates.

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 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the AZ, Z and ZA Classes (the “AZ Accrual Amount,” “Z Accrual Amount” and “ZA Accrual Amount,” respectively, and together with the Group 1 Cash Flow Distribution Amount, the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 Underlying REMIC Certificate (the “Group 2 Principal Distribution Amount”),

- the principal then paid on the Group 3 Underlying RCR and REMIC Certificates (the “Group 3 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the ZC and ZD Classes and the ZB1 and ZB2 Components (the “ZC Accrual Amount,” “ZD Accrual Amount,” “ZB1 Accrual Amount” and “ZB2 Accrual Amount,” respectively, and together with the Group 3 Cash Flow Distribution Amount, the “Group 3 Principal Distribution Amount”),
- the principal then paid on the Group 4 MBS (the “Group 4 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the KZ Class (the “KZ Accrual Amount,” and together with the Group 4 Cash Flow Distribution Amount, the “Group 4 Principal Distribution Amount”),
- the principal then paid on the Group 5 MBS (the “Group 5 Principal Distribution Amount”), and
- the principal then paid on the Group 6 MBS (the “Group 6 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

AZ Accrual Amount

On each Distribution Date, we will pay the AZ Accrual Amount as principal of the Classes specified below in the following priority:

- | | |
|--|------------------------------|
| (i) concurrently, to the HF and HS Classes, pro rata (or 78.5714287075% and 21.4285712925%, respectively), until their principal balances are reduced to zero; | } Accretion Directed Classes |
| (ii) to the AC Class, until its principal balance is reduced to zero; and | |
| (iii) thereafter to the AZ Class. | } Accrual Class |

ZA Accrual Amount

On each Distribution Date, we will pay the ZA Accrual Amount, concurrently, as principal of the FA and NO Classes, pro rata (or 78.5714282221% and 21.4285717779%, respectively), until their principal balances are reduced to zero. Thereafter, we will pay the ZA Accrual Amount as principal of the ZA Class.

} Accretion Directed Classes and Accrual Class

Group 1 Cash Flow Distribution Amount and Z Accrual Amount

(a) On each Distribution Date, we will pay 33.3333332258% of the Group 1 Cash Flow Distribution Amount as principal of the AF Class, until its principal balance is reduced to zero, and

} Pass-Through Class

(b) on each Distribution Date, we will pay 66.6666667742% of the Group 1 Cash Flow Distribution Amount, and beginning with clause *third* below, 100% of the Z Accrual Amount, as principal of the Group 1 Classes specified below as follows:

- | | |
|---|-----------------------|
| <i>first</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 and Class |
| <i>second</i> , to the AE Class, until its principal balance is reduced to its Planned Balance for that Distribution Date; | |
| <i>third</i> , to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date; | } TAC Group |

<i>fourth</i> , to the Z Class, until its principal balance is reduced to zero;	}	Support Class
<i>fifth</i> , to Aggregate Group II, without regard to its Targeted Balance and until the Aggregate II Balance is reduced to zero;	}	TAC Group
<i>sixth</i> , to the AE Class, without regard to its Planned Balance and until its principal balance is reduced to zero; and	}	PAC Class and Group
<i>seventh</i> , to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero.		

“Aggregate Group I” consists of the FA, NO and ZA Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

first, concurrently, to the FA and NO Classes, pro rata, until their principal balances are reduced to zero; and

second, to the ZA Class, until its principal balance is reduced to zero.

The “Aggregate I Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group I. For determining principal payments on a Distribution Date, the Aggregate I Balance will include any increase in the principal balance of the ZA Class on that date.

“Aggregate Group II” consists of the HF, HS, AC and AZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

first, concurrently, to the HF and HS Classes, pro rata, until their principal balances are reduced to zero; and

second, sequentially, to the AC and AZ Classes, in that order, until their principal balances are reduced to zero.

The “Aggregate II Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group II. For determining principal payments on a Distribution Date, the Aggregate II Balance will include any increase in the principal balance of the AZ Class on that date.

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 the CD Class, until its principal balance has been reduced to its Planned Balance for that Distribution Date;	}	PAC Classes	}	Structured Collateral
(ii) to the CE Class, until its principal balance has been reduced to its Planned Balance for that Distribution Date;				
(iii) to the CG Class, until its principal balance has been reduced to zero;	}	Support Class		
(iv) to the CE Class, without regard to its Planned Balance and until its principal balance has been reduced to zero; and				
(v) to the CD Class, without regard to its Planned Balance and until its principal balance has been reduced to zero.	}	PAC Classes		

Group 3 Principal Distribution Amount

ZC Accrual Amount

On each Distribution Date, we will pay the ZC Accrual Amount as principal of the BA Class, until its principal balance is reduced to zero. Thereafter, we will pay the ZC Accrual Amount as principal of the ZC Class.

Accretion
Directed
Classes and
Accrual
Class

ZD Accrual Amount

On each Distribution Date, we will pay the ZD Accrual Amount, sequentially, as principal of the BA and ZC Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the ZD Accrual Amount as principal of the ZD Class.

Accretion
Directed
Classes and
Accrual
Class

Group 3 Cash Flow Distribution Amount and ZB1 and ZB2 Accrual Amounts

(a) On each Distribution Date, we will pay 8.3333342324% of the Group 3 Cash Flow Distribution Amount as principal of the BO Class, until its principal balance is reduced to zero, and

Pass-
Through
Class

(b) on each Distribution Date, we will pay 91.6666657676% of the Group 3 Cash Flow Distribution Amount, together with 100% of the ZB1 Accrual Amount and the ZB2 Accrual Amount, as principal of the Group 3 Classes specified below as follows:

first, to Aggregate Group III (described below), until the Aggregate III Balance (described below) is reduced to its Targeted Balance for that Distribution Date;

TAC
Group

second, to the ZB1 Component, until its principal balance is reduced to zero;

Support
Component

third, to Aggregate Group III, without regard to its Targeted Balance and until the Aggregate III Balance is reduced to zero; and

TAC
Group

fourth, to the ZB2 Component, until its principal balance is reduced to zero.

Sequential
Pay
Component

Structured
Collateral

“Aggregate Group III” consists of the BA, ZC and ZD Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III, sequentially, to the BA, ZC and ZD Classes, in that order, until their principal balances are reduced to zero.

The “Aggregate III Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group III. For determining principal payments on a Distribution Date, the Aggregate III Balance will include any increase in the principal balances of the ZC and ZD Classes on that date.

Group 4 Principal Distribution Amount

KZ Accrual Amount

On each Distribution Date, we will pay the KZ Accrual Amount, sequentially, as principal of the VA and VB Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the KZ Accrual Amount as principal of the KZ Class.

Accretion
Directed
Classes and
Accrual
Class

Group 4 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 4 Cash Flow Distribution Amount as principal of the Group 4 Classes in the following priority:

- | | |
|---|-------------------|
| (i) to Aggregate Group IV (described below), until the Aggregate IV Balance (described below) is reduced to its Planned Balance for that Distribution Date; | } PAC Groups |
| (ii) to Aggregate Group V (described below), until the Aggregate V Balance (described below) is reduced to its Planned Balance for that Distribution Date; | |
| (iii) (a) 78.5714287398% of the remaining amount to the FB Class, until its principal balance is reduced to zero, and | } Support Classes |
| (b) 21.4285712602% of such remaining amount as follows: | |
| <i>first</i> , up to 99.5% of such amount, concurrently, to the AS and GS Classes, pro rata (or 16.2962947365% and 83.7037052635%, respectively), until their principal balances are reduced to zero; and | |
| <i>second</i> , concurrently, to the T and SG Classes, pro rata (or 36.6666698884% and 63.3333301116%, respectively), until their principal balances are reduced to zero; | |
| (iv) to Aggregate Group V, without regard to its Planned Balance and until the Aggregate V Balance is reduced to zero; and | } PAC Groups |
| (v) to Aggregate Group IV, without regard to its Planned Balance and until the Aggregate IV Balance is reduced to zero. | |

“Aggregate Group IV” consists of the LB, KD, KE, OG, VA, VB and KZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group IV, sequentially, to the LB, KD, KE, OG, VA, VB and KZ Classes, in that order, until their principal balances are reduced to zero.

The “Aggregate IV Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group IV. For determining principal payments on a Distribution Date, the Aggregate IV Balance will include any increase in the principal balance of the KZ Class on that date.

“Aggregate Group V” consists of the AT and AU Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group V as follows:

- first*, to the AT Class, until its principal balance is reduced to its Planned Balance for that Distribution Date;
- second*, to the AU Class, until its principal balance is reduced to zero; and
- third*, to the AT Class, without regard to its Planned Balance and until its principal balance is reduced to zero.

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

Group 5 Principal Distribution Amount

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount, sequentially, as principal of the WA and XA Classes, in that order, until their principal balances are reduced to zero.	} Sequential Pay Classes
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Group 6 Principal Distribution Amount

On each Distribution Date, we will pay the Group 6 Principal Distribution Amount, sequentially, as principal of the WB and XB Classes, in that order, until their principal balances are reduced to zero. } Sequential Pay Classes

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Underlying REMIC Certificates, the priority sequences affecting principal payments on the Underlying REMIC Certificates, and the following assumptions (such characteristics and assumptions, collectively, the “Pricing Assumptions”):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the settlement date for the sale of the Certificates is November 30, 2005;
- 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 and Rates. 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 or at the applicable PSA rates set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Groups (1) and Classes</u>	<u>Structuring Ranges and Rates</u>
Planned Balances	Aggregate Group I	Between 100% and 350% PSA
Targeted Balances	Aggregate Group II	201% PSA
Planned Balances	AE Class	Between 145% and 340% PSA
Planned Balances	CD Class	Between 100% and 300% PSA
Planned Balances	CE Class	Between 125% and 225% PSA
Targeted Balances	Aggregate Group III	(2)
Planned Balances	Aggregate Group IV	Between 100% and 250% PSA
Planned Balances	Aggregate Group V	Between 120% and 250% PSA
Planned Balances	AT Class	Between 120% and 250% PSA

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

(2) The Targeted Balances for Aggregate Group III have been structured at 195% PSA, but do not hold at 195% PSA.

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

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

<u>Groups and Classes</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 350% PSA
AE Class	Between 145% and 340% PSA
CD Class	Between 100% and 300% PSA
CE Class	Between 120% and 225% PSA
Aggregate Group IV	Between 100% and 250% PSA
Aggregate Group V	Between 120% and 250% PSA
AT Class	Between 119% and 250% PSA

The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Groups and Classes might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Groups and Classes 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 follow table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 1	
Aggregate Group I	AE, TAC and Support
AE	TAC and Support
Group 2	
CD	CE and Support
CE	Support

ClassesSupporting Classes**Group 4**

Aggregate Group IV

Aggregate Group V

AT

Aggregate Group V and Support

Support

AU

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 Fixed Rate Interest Only Classes. The yields to investors in the Fixed Rate Interest Only Classes 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 each Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the applicable constant rates shown in the table below:

<u>Class</u>	<u>% PSA</u>
IB	212% PSA
IC	487% PSA
KI	378% PSA

For any Fixed Rate Interest Only Class, 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 applicable Class would lose money on their initial investments.

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the Fixed Rate Interest Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IB	15.2500000%
IC	30.5323130%
KI	11.2325550%

* 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 IB Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>195%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	29.4%	29.0%	13.5%	(90.2)%	*

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

Sensitivity of the IC Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
Pre-tax Yields to Maturity	16.7%	14.2%	14.2%	14.2%	14.2%	(1.0)%

Sensitivity of the KI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	31.4%	12.4%	12.4%	12.4%	12.4%	(22.7)%

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

The information shown in the yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the Principal Only Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
NO	72.0489090%
BO	67.7812500%
OG	54.2005520%
OC	63.4626940%

Sensitivity of the NO Class to Prepayments

		PSA Prepayment Assumption							
		<u>50%</u>	<u>100%</u>	<u>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields	to Maturity	4.5%	6.5%	6.5%	6.5%	6.5%	6.5%	6.5%	8.6%

Sensitivity of the BO Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>195%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	1.8%	2.1%	3.2%	24.3%	48.7%

Sensitivity of the OG Class to Prepayments

		PSA Prepayment Assumption					
		<u>50%</u>	<u>100%</u>	<u>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity		4.2%	5.7%	5.7%	5.7%	5.7%	11.6%

Sensitivity of the OC Class to Prepayments

		PSA Prepayment Assumption						
		<u>50%</u>	<u>100%</u>	<u>125%</u>	<u>160%</u>	<u>225%</u>	<u>300%</u>	<u>400%</u>
Pre-Tax Yields to Maturity		4.8%	5.9%	6.3%	6.3%	6.3%	11.4%	16.6%

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 AI, SY and SA Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

The information shown in the 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>
AI	6.8125000%
HS	100.0000000%
SY.....	33.2948410%
AS.....	98.2466460%
GS.....	100.0000000%
SG.....	75.0000000%
T	98.6250000%
SA.....	105.8437500%
SD.....	93.6406250%

* 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 AI 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>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
1.83%	75.1%	71.7%	68.7%	66.3%	64.8%	54.9%	54.2%	43.0%
3.83%	40.2%	37.0%	34.1%	31.8%	30.4%	21.0%	20.3%	9.6%
5.83%	6.6%	3.6%	0.8%	(1.4)%	(2.7)%	(11.7)%	(12.4)%	(22.6)%
6.65% and above	*	*	*	*	*	*	*	*

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

Sensitivity of the HS 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>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
1.70%	17.4%	17.4%	17.4%	17.3%	17.3%	17.2%	17.2%	16.9%
3.70%	9.7%	9.7%	9.7%	9.7%	9.7%	9.7%	9.7%	9.7%
5.70%	2.2%	2.2%	2.3%	2.3%	2.3%	2.4%	2.5%	2.7%
6.30% and above	0.0%	0.0%	0.1%	0.1%	0.1%	0.3%	0.3%	0.6%

Sensitivity of the SY 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>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
1.830000%	50.0%	43.5%	43.5%	43.5%	43.5%	43.5%	43.5%	39.0%
3.830000%	24.2%	17.3%	17.3%	17.3%	17.3%	17.3%	17.3%	10.6%
5.830000%	(4.6)%	(11.4)%	(11.4)%	(11.4)%	(11.4)%	(11.4)%	(11.4)%	(21.7)%
6.700001% and above	*	*	*	*	*	*	*	*

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

**Sensitivity of the AS 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>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
6.0% and below	9.4%	9.4%	9.4%	9.5%	10.8%	14.4%
6.2%	4.7%	4.7%	4.7%	4.9%	6.4%	10.5%
6.4%	0.1%	0.1%	0.2%	0.3%	2.0%	6.7%

**Sensitivity of the GS 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>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
1.94%	18.3%	18.3%	18.3%	18.3%	17.8%	16.6%
3.94%	9.2%	9.2%	9.2%	9.2%	9.2%	9.2%
6.00% and above	0.0%	0.0%	0.0%	0.1%	0.5%	1.7%

**Sensitivity of the SG 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>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
1.94%	28.8%	28.8%	28.8%	28.9%	33.5%	61.8%
3.94%	12.5%	12.6%	12.6%	12.7%	18.5%	46.7%
5.50% and above	1.1%	1.2%	1.2%	1.4%	7.4%	35.3%

**Sensitivity of the T 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>120%</u>	<u>155%</u>	<u>250%</u>	<u>500%</u>
5.50% and below	9.3%	9.3%	9.3%	9.3%	9.6%	10.8%
5.95%	4.7%	4.7%	4.7%	4.7%	5.0%	6.5%
6.40%	0.1%	0.1%	0.1%	0.1%	0.5%	2.2%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>							
	<u>50%</u>	<u>100%</u>	<u>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
1.83%	16.8%	16.4%	16.4%	16.4%	16.4%	16.4%	16.4%	16.1%
3.83%	9.6%	9.2%	9.2%	9.2%	9.2%	9.2%	9.2%	8.9%
5.83%	2.4%	2.2%	2.2%	2.2%	2.2%	2.2%	2.2%	1.9%
6.7% and above	(0.6)%	(0.9)%	(0.9)%	(0.9)%	(0.9)%	(0.9)%	(0.9)%	(1.2)%

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	120%	155%	250%	500%
1.94%	18.0%	18.1%	18.1%	18.7%	23.2%	36.4%
3.94%	9.9%	10.0%	10.1%	10.6%	15.4%	29.4%
6.40%	0.3%	0.4%	0.5%	0.9%	6.1%	21.0%

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 Classes, and
- in the case of the Group 1, Group 2, Group 3 and Group 4 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules, and
- in the case of the Group 2 and Group 3 Classes, the priority sequences affecting principal payments on the applicable Underlying REMIC Certificates.

See “—Distributions of Principal” above and “Description of the Certificates—Distributions of Principal” in the Underlying Disclosure Documents.

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

Decrement Tables

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

assumed that the underlying Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	360 months	360 months	8.50%
Group 2 Underlying REMIC Certificate	240 months	236 months	7.00%
Group 3 Underlying RCR and REMIC Certificates	360 months	(1)	8.00%
Group 4 MBS	360 months	360 months	8.00%
Group 5 MBS	360 months	360 months	8.00%
Group 6 MBS	360 months	360 months	7.50%

(1) The Mortgage Loans underlying the Class 2005-80-AK RCR Certificate, the Class 2005-80-YX RCR Certificate and the Class 2005-97-BA REMIC Certificate are assumed to have remaining terms to maturity of 357 months, 352 months and 359 months, respectively.

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 rate.

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

Percent of Original Principal Balances Outstanding

<u>Date</u>	<u>AC Class</u>								<u>AE Class</u>							
	<u>PSA Prepayment Assumption</u>								<u>PSA Prepayment Assumption</u>							
	<u>0%</u>	<u>100%</u>	<u>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>145%</u>	<u>180%</u>	<u>201%</u>	<u>340%</u>	<u>350%</u>	<u>500%</u>
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	100	100	100	100	100	83	83	83	83	83	83
November 2007	100	100	100	100	100	100	100	100	100	100	61	61	61	61	61	61
November 2008	100	100	100	100	100	100	100	0	100	100	43	43	43	43	43	0
November 2009	100	100	100	100	100	100	100	0	100	100	28	28	28	28	28	0
November 2010	100	100	100	100	100	100	35	0	100	100	17	17	17	17	17	0
November 2011	100	100	100	100	100	100	0	0	100	100	8	8	8	8	4	0
November 2012	100	100	100	100	100	98	0	0	100	100	4	4	4	4	*	0
November 2013	100	100	100	100	100	97	0	0	100	95	3	3	3	3	*	0
November 2014	100	100	100	100	100	97	0	0	100	84	2	2	2	2	*	0
November 2015	100	100	100	100	100	97	0	0	100	68	1	1	1	1	*	0
November 2016	100	100	100	100	100	94	0	0	100	49	0	0	0	0	*	0
November 2017	100	100	100	100	100	79	0	0	100	29	0	0	0	0	*	0
November 2018	100	100	100	100	100	64	0	0	100	7	0	0	0	0	*	0
November 2019	100	100	100	100	100	52	0	0	100	0	0	0	0	0	*	0
November 2020	100	100	100	100	0	41	0	0	100	0	0	0	0	0	*	0
November 2021	100	100	100	0	0	32	0	0	100	0	0	0	0	0	*	0
November 2022	100	100	100	0	0	24	0	0	100	0	0	0	0	0	*	0
November 2023	100	100	53	0	0	18	0	0	100	0	0	0	0	0	*	0
November 2024	100	100	0	0	0	12	0	0	100	0	0	0	0	0	*	0
November 2025	100	100	0	0	0	8	0	0	100	0	0	0	0	0	*	0
November 2026	100	0	0	0	0	4	0	0	100	0	0	0	0	0	*	0
November 2027	100	0	0	0	0	1	0	0	100	0	0	0	0	0	*	0
November 2028	100	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0
November 2029	100	0	0	0	0	0	0	0	100	0	0	0	0	0	*	0
November 2030	100	0	0	0	0	0	0	0	71	0	0	0	0	0	*	0
November 2031	100	0	0	0	0	0	0	0	12	0	0	0	0	0	*	0
November 2032	100	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.8	20.9	18.0	15.8	14.5	14.7	5.0	2.1	25.4	10.8	3.0	3.0	3.0	3.0	2.9	1.9

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

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

Date	AF and AI† Classes								AZ Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	145%	180%	201%	340%	350%	500%	0%	100%	145%	180%	201%	340%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	99	95	93	91	91	85	85	78	106	106	106	106	106	106	106	106
November 2007	98	88	84	81	79	67	66	55	112	112	112	112	112	112	112	112
November 2008	98	81	75	71	68	53	52	38	118	118	118	118	118	118	118	0
November 2009	97	75	68	62	59	41	40	26	125	125	125	125	125	125	125	0
November 2010	95	70	61	55	51	32	31	18	132	132	132	132	132	132	132	0
November 2011	94	64	54	48	44	25	24	12	139	139	139	139	139	139	139	0
November 2012	93	59	49	42	38	20	19	8	147	147	147	147	147	147	147	0
November 2013	92	54	44	36	33	15	14	6	155	155	155	155	155	155	155	0
November 2014	90	50	39	32	28	12	11	4	164	164	164	164	164	164	164	0
November 2015	89	46	34	28	24	9	9	3	173	173	173	173	173	173	173	0
November 2016	87	42	31	24	21	7	7	2	183	183	183	183	183	183	183	0
November 2017	85	38	27	21	17	5	5	1	193	193	193	193	193	193	193	0
November 2018	83	34	24	18	15	4	4	1	204	204	204	204	204	204	204	0
November 2019	81	31	21	15	13	3	3	1	216	216	216	216	216	216	216	0
November 2020	78	28	18	13	11	2	2	*	228	228	228	228	2	228	0	0
November 2021	75	25	16	11	9	2	2	*	241	241	241	2	2	241	0	0
November 2022	72	22	14	9	7	1	1	*	254	254	254	2	2	254	0	0
November 2023	69	20	12	8	6	1	1	*	269	269	269	2	2	269	0	0
November 2024	66	17	10	7	5	1	1	*	284	284	2	2	2	284	0	0
November 2025	62	15	8	5	4	1	*	*	300	300	2	2	2	300	0	0
November 2026	58	13	7	4	3	*	*	*	317	223	2	2	2	317	0	0
November 2027	53	11	6	3	3	*	*	*	334	2	2	2	2	334	0	0
November 2028	49	9	5	3	2	*	*	*	353	2	2	2	2	270	0	0
November 2029	43	7	4	2	1	*	*	*	373	2	2	2	2	190	0	0
November 2030	37	5	3	1	1	*	*	*	394	2	2	2	2	128	0	0
November 2031	31	4	2	1	1	*	*	*	417	2	2	2	2	79	0	0
November 2032	24	2	1	1	*	*	*	*	440	2	2	2	2	43	0	0
November 2033	17	1	*	*	*	*	*	*	2	2	2	2	2	15	0	0
November 2034	9	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.8	10.6	8.6	7.4	6.9	4.4	4.3	3.0	27.9	21.1	18.2	16.1	14.8	24.7	5.2	2.1

Date	FA, NO, SY† and SA Classes								HF, HS and AB Classes							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	145%	180%	201%	340%	350%	500%	0%	100%	145%	180%	201%	340%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	99	91	91	91	91	91	91	91	99	99	99	94	90	84	83	59
November 2007	97	80	80	80	80	80	80	80	98	98	98	86	78	49	46	*
November 2008	96	69	69	69	69	69	69	63	97	97	97	80	69	26	21	0
November 2009	94	58	58	58	58	58	58	43	96	96	96	75	62	11	6	0
November 2010	92	49	49	49	49	49	49	30	95	95	95	71	57	3	0	0
November 2011	90	40	40	40	40	40	40	20	94	94	94	68	53	*	0	0
November 2012	88	31	31	31	31	31	31	14	93	93	92	64	50	0	0	0
November 2013	86	24	24	24	24	24	24	9	91	91	87	59	44	0	0	0
November 2014	83	18	18	18	18	18	18	6	90	90	81	53	38	0	0	0
November 2015	81	14	14	14	14	14	14	4	89	89	73	45	31	0	0	0
November 2016	78	11	11	11	11	11	11	3	87	87	64	38	24	0	0	0
November 2017	74	8	8	8	8	8	8	2	86	86	54	29	17	0	0	0
November 2018	71	6	6	6	6	6	6	1	84	84	45	21	9	0	0	0
November 2019	67	4	4	4	4	4	4	*	82	75	35	13	2	0	0	0
November 2020	63	3	3	3	3	3	3	*	80	64	26	5	0	0	0	0
November 2021	58	2	2	2	2	2	2	0	78	53	17	0	0	0	0	0
November 2022	53	1	1	1	1	1	1	0	76	41	8	0	0	0	0	0
November 2023	48	1	1	1	1	1	1	0	74	30	0	0	0	0	0	0
November 2024	42	*	*	*	*	*	*	0	71	19	0	0	0	0	0	0
November 2025	36	*	*	*	*	*	*	0	69	8	0	0	0	0	0	0
November 2026	29	0	0	0	0	0	0	0	66	0	0	0	0	0	0	0
November 2027	21	0	0	0	0	0	0	0	64	0	0	0	0	0	0	0
November 2028	13	0	0	0	0	0	0	0	61	0	0	0	0	0	0	0
November 2029	4	0	0	0	0	0	0	0	58	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	54	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	51	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	25	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	16.1	5.6	5.6	5.6	5.6	5.6	5.6	4.2	21.6	15.4	12.1	8.5	6.8	2.3	2.1	1.2

* 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	Z Class								ZA Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	145%	180%	201%	340%	350%	500%	0%	100%	145%	180%	201%	340%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	106	106	106	106	106	0	0	0	106	106	106	106	106	106	106	106
November 2007	112	112	112	112	112	0	0	0	112	112	112	112	112	112	112	112
November 2008	118	118	118	118	118	0	0	0	118	118	118	118	118	118	118	118
November 2009	125	125	125	125	125	0	0	0	125	125	125	125	125	125	125	125
November 2010	132	132	132	132	132	0	0	0	132	132	132	132	132	132	132	132
November 2011	139	139	139	139	139	0	0	0	139	139	139	139	139	139	139	139
November 2012	147	147	147	147	147	0	0	0	147	147	147	147	147	147	147	147
November 2013	155	155	155	155	155	0	0	0	155	155	155	155	155	155	155	155
November 2014	164	164	164	164	164	0	0	0	164	164	164	164	164	164	164	164
November 2015	173	173	173	173	173	0	0	0	173	173	173	173	173	173	173	173
November 2016	183	183	183	183	183	0	0	0	183	183	183	183	183	183	183	183
November 2017	193	193	193	193	193	0	0	0	193	193	193	193	193	193	193	193
November 2018	204	204	204	204	204	0	0	0	204	204	204	204	204	204	204	204
November 2019	216	216	216	216	216	0	0	0	216	216	216	216	216	216	216	216
November 2020	228	228	228	228	213	0	0	0	228	228	228	228	228	228	228	228
November 2021	241	241	241	239	183	0	0	0	241	241	241	241	241	241	241	173
November 2022	254	254	254	206	156	0	0	0	254	254	254	254	254	254	254	115
November 2023	269	269	269	176	132	0	0	0	269	269	269	269	269	269	269	75
November 2024	284	284	238	148	110	0	0	0	284	284	284	284	284	284	284	49
November 2025	300	300	203	124	90	0	0	0	300	300	300	300	300	300	300	32
November 2026	317	317	170	102	73	0	0	0	317	244	244	244	244	244	244	20
November 2027	334	268	140	82	58	0	0	0	334	172	172	172	172	172	172	13
November 2028	353	221	112	64	45	0	0	0	353	119	119	119	119	119	119	8
November 2029	373	176	87	49	34	0	0	0	373	80	80	80	80	80	80	5
November 2030	394	134	64	35	24	0	0	0	51	51	51	51	51	51	51	3
November 2031	417	94	44	24	16	0	0	0	30	30	30	30	30	30	30	1
November 2032	440	56	25	13	9	0	0	0	15	15	15	15	15	15	15	1
November 2033	430	20	9	5	3	0	0	0	4	4	4	4	4	4	4	*
November 2034	224	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	29.0	24.6	22.6	20.8	19.7	0.4	0.4	0.2	24.7	22.9	22.9	22.9	22.9	22.9	22.9	17.7

Date	CD Class							CE, CJ, CL and OC Classes								CG Class							
	PSA Prepayment Assumption							PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	125%	160%	225%	300%	400%	0%	100%	125%	160%	225%	300%	400%	0%	100%	125%	160%	225%	300%	400%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
November 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
November 2007	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
November 2008	100	100	100	100	100	100	100	100	100	100	100	100	100	100	15	100	100	100	100	100	100	0	
November 2009	100	79	79	79	79	79	56	100	100	94	94	94	47	0	100	100	100	100	100	100	0	0	
November 2010	100	52	52	52	52	52	20	100	100	92	92	92	14	0	100	100	100	100	100	100	0	0	
November 2011	100	27	27	27	27	27	0	100	100	89	89	89	1	0	100	100	100	100	100	100	0	0	
November 2012	90	4	4	4	4	4	0	100	97	85	85	85	*	0	100	100	48	48	100	0	0		
November 2013	74	0	0	0	0	0	0	100	35	27	27	27	0	0	100	100	1	1	35	0	0		
November 2014	58	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0		
November 2015	41	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0		
November 2016	22	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0		
November 2017	2	0	0	0	0	0	0	100	0	0	0	0	0	0	100	0	0	0	0	0	0		
November 2018	0	0	0	0	0	0	0	33	0	0	0	0	0	0	100	0	0	0	0	0	0		
November 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Weighted Average Life (years)**	9.4	5.2	5.2	5.2	5.2	5.2	4.2	12.8	7.8	7.4	7.4	7.4	4.1	2.9	13.5	8.5	7.1	7.1	7.9	3.2	2.7		

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

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

Date	BA and IB† Classes					BO Class					ZC Class					ZD Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	195%	350%	500%	0%	100%	195%	350%	500%	0%	100%	195%	350%	500%	0%	100%	195%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	95	95	86	32	20	100	100	95	65	59	106	106	106	106	106	106	106	106	106	106
November 2007	90	90	70	14	0	100	100	89	58	0	113	113	113	113	0	113	113	113	113	0
November 2008	84	84	56	0	0	100	100	84	11	0	120	120	120	0	0	120	120	120	0	0
November 2009	78	78	45	0	0	100	100	82	0	0	127	127	127	0	0	127	127	127	0	0
November 2010	72	72	36	0	0	100	100	80	0	0	135	135	135	0	0	135	135	135	0	0
November 2011	65	65	29	0	0	100	100	80	0	0	143	143	143	0	0	143	143	143	0	0
November 2012	58	58	21	0	0	100	100	80	0	0	152	152	152	0	0	152	152	152	0	0
November 2013	50	50	7	0	0	100	100	76	0	0	161	161	161	0	0	161	161	161	0	0
November 2014	42	42	0	0	0	100	100	72	0	0	171	171	151	0	0	171	171	171	0	0
November 2015	33	22	0	0	0	100	94	68	0	0	182	182	122	0	0	182	182	182	0	0
November 2016	24	0	0	0	0	100	83	64	0	0	193	179	92	0	0	193	193	193	0	0
November 2017	14	0	0	0	0	100	79	58	0	0	205	150	57	0	0	205	205	205	0	0
November 2018	4	0	0	0	0	100	76	52	0	0	218	121	18	0	0	218	218	218	0	0
November 2019	0	0	0	0	0	100	72	46	0	0	215	92	0	0	0	231	231	184	0	0
November 2020	0	0	0	0	0	100	69	40	0	0	201	64	0	0	0	245	245	116	0	0
November 2021	0	0	0	0	0	100	66	34	0	0	186	37	0	0	0	261	261	51	0	0
November 2022	0	0	0	0	0	100	63	29	0	0	171	10	0	0	0	277	277	0	0	0
November 2023	0	0	0	0	0	100	61	25	0	0	154	0	0	0	0	294	260	0	0	0
November 2024	0	0	0	0	0	100	59	20	0	0	137	0	0	0	0	312	224	0	0	0
November 2025	0	0	0	0	0	100	57	17	0	0	118	0	0	0	0	331	189	0	0	0
November 2026	0	0	0	0	0	100	56	13	0	0	98	0	0	0	0	351	152	0	0	0
November 2027	0	0	0	0	0	100	47	10	0	0	77	0	0	0	0	373	49	0	0	0
November 2028	0	0	0	0	0	100	38	8	0	0	55	0	0	0	0	396	0	0	0	0
November 2029	0	0	0	0	0	100	29	6	0	0	32	0	0	0	0	421	0	0	0	0
November 2030	0	0	0	0	0	100	21	4	0	0	6	0	0	0	0	446	0	0	0	0
November 2031	0	0	0	0	0	72	13	2	0	0	0	0	0	0	0	179	0	0	0	0
November 2032	0	0	0	0	0	51	6	1	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	51	2	*	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	20	*	*	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	7.6	7.1	4.0	0.9	0.5	27.4	19.4	12.9	1.8	1.0	20.1	14.0	11.2	2.5	1.3	25.9	20.6	15.1	2.8	1.5

Date	ZK Class					ZB Class					AS, GS and SD Classes					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	195%	350%	500%	0%	100%	195%	350%	500%	0%	100%	120%	155%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	106	106	106	106	106	106	106	106	105	105	100	100	100	88	54	0
November 2007	113	113	113	113	0	113	113	113	112	0	100	100	100	78	20	0
November 2008	120	120	120	0	0	120	120	120	100	0	100	100	100	70	0	0
November 2009	127	127	127	0	0	127	127	127	0	0	100	100	100	64	0	0
November 2010	135	135	135	0	0	135	135	135	0	0	100	100	100	59	0	0
November 2011	143	143	143	0	0	143	143	143	0	0	100	100	100	56	0	0
November 2012	152	152	152	0	0	152	152	152	0	0	100	100	100	54	0	0
November 2013	161	161	161	0	0	161	161	161	0	0	100	100	99	52	0	0
November 2014	171	171	158	0	0	171	171	171	0	0	100	100	96	49	0	0
November 2015	182	182	142	0	0	182	182	182	0	0	100	100	91	44	0	0
November 2016	193	184	125	0	0	193	193	193	0	0	100	100	84	39	0	0
November 2017	205	168	105	0	0	205	205	205	0	0	100	100	77	33	0	0
November 2018	218	152	83	0	0	218	218	218	0	0	100	98	69	26	0	0
November 2019	220	137	60	0	0	231	231	231	0	0	100	89	60	20	0	0
November 2020	216	123	38	0	0	245	245	245	0	0	100	78	51	14	0	0
November 2021	211	110	17	0	0	261	261	261	0	0	100	68	42	8	0	0
November 2022	205	97	0	0	0	277	277	265	0	0	100	57	33	2	0	0
November 2023	200	85	0	0	0	294	294	223	0	0	100	47	25	0	0	0
November 2024	194	73	0	0	0	312	312	185	0	0	100	36	16	0	0	0
November 2025	188	62	0	0	0	331	331	151	0	0	100	26	8	0	0	0
November 2026	181	50	0	0	0	351	351	121	0	0	100	16	*	0	0	0
November 2027	174	16	0	0	0	373	373	95	0	0	100	6	0	0	0	0
November 2028	166	0	0	0	0	396	340	71	0	0	100	0	0	0	0	0
November 2029	158	0	0	0	0	421	263	51	0	0	100	0	0	0	0	0
November 2030	150	0	0	0	0	446	189	34	0	0	100	0	0	0	0	0
November 2031	59	0	0	0	0	474	120	18	0	0	100	0	0	0	0	0
November 2032	0	0	0	0	0	462	56	7	0	0	97	0	0	0	0	0
November 2033	0	0	0	0	0	462	14	2	0	0	54	0	0	0	0	0
November 2034	0	0	0	0	0	178	1	*	0	0	8	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.9	17.1	12.9	2.6	1.4	28.8	25.1	21.0	3.1	1.6	28.1	17.7	15.0	8.1	1.2	0.4

* 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	AT Class						AU Class						FB Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	76	76	76	76	100	100	76	76	76	76	100	100	100	91	68	7
November 2007	100	100	57	57	57	0	100	100	57	57	57	0	100	100	100	84	44	0
November 2008	100	100	40	40	40	0	100	100	40	40	40	0	100	100	100	79	26	0
November 2009	100	100	27	27	27	0	100	100	27	27	27	0	100	100	100	75	14	0
November 2010	100	100	16	16	16	0	100	100	16	16	16	0	100	100	100	71	6	0
November 2011	100	100	8	8	8	0	100	100	8	8	8	0	100	100	100	69	2	0
November 2012	100	100	2	2	2	0	100	100	2	2	2	0	100	100	100	68	*	0
November 2013	100	99	0	0	0	0	100	100	0	0	0	0	100	100	99	66	*	0
November 2014	100	90	0	0	0	0	100	100	0	0	0	0	100	100	97	64	*	0
November 2015	100	73	0	0	0	0	100	100	0	0	0	0	100	100	94	61	*	0
November 2016	100	49	0	0	0	0	100	100	0	0	0	0	100	100	89	57	*	0
November 2017	100	20	0	0	0	0	100	100	0	0	0	0	100	100	84	53	*	0
November 2018	100	0	0	0	0	0	100	0	0	0	0	0	100	99	78	49	*	0
November 2019	100	0	0	0	0	0	100	0	0	0	0	0	100	92	72	44	*	0
November 2020	100	0	0	0	0	0	100	0	0	0	0	0	100	85	66	40	*	0
November 2021	100	0	0	0	0	0	100	0	0	0	0	0	100	78	60	35	*	0
November 2022	100	0	0	0	0	0	100	0	0	0	0	0	100	70	53	31	*	0
November 2023	100	0	0	0	0	0	100	0	0	0	0	0	100	63	47	27	*	0
November 2024	100	0	0	0	0	0	100	0	0	0	0	0	100	55	41	23	*	0
November 2025	100	0	0	0	0	0	100	0	0	0	0	0	100	48	36	20	*	0
November 2026	100	0	0	0	0	0	100	0	0	0	0	0	100	41	30	16	*	0
November 2027	100	0	0	0	0	0	100	0	0	0	0	0	100	34	25	13	*	0
November 2028	100	0	0	0	0	0	100	0	0	0	0	0	100	28	20	10	*	0
November 2029	100	0	0	0	0	0	100	0	0	0	0	0	100	21	15	8	*	0
November 2030	100	0	0	0	0	0	100	0	0	0	0	0	100	15	11	5	*	0
November 2031	100	0	0	0	0	0	100	0	0	0	0	0	100	10	7	3	*	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	98	4	3	1	*	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	68	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.6	10.8	2.8	2.8	2.8	1.1	26.9	12.8	2.8	2.8	2.8	1.0	28.6	20.0	17.8	12.2	2.1	0.5

Date	IC†, OG and KG Classes						KD Class						KE Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2007	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2008	100	100	100	100	100	100	100	100	100	100	100	41	100	100	100	100	100	100
November 2009	100	100	100	100	100	100	100	100	100	100	100	0	100	100	100	100	100	37
November 2010	100	100	100	100	100	73	100	100	100	100	100	0	100	100	100	100	100	0
November 2011	100	100	100	100	100	18	100	46	46	46	46	0	100	100	100	100	100	0
November 2012	100	100	100	100	100	0	100	0	0	0	0	0	100	81	81	81	81	0
November 2013	100	100	100	100	100	0	100	0	0	0	0	0	100	43	43	43	43	0
November 2014	100	100	100	100	100	0	100	0	0	0	0	0	100	11	11	11	11	0
November 2015	100	78	78	78	78	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2016	100	46	46	46	46	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2017	100	20	20	20	20	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2018	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2019	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2020	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2021	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2022	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2023	100	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2024	100	0	0	0	0	0	86	0	0	0	0	0	100	0	0	0	0	0
November 2025	100	0	0	0	0	0	20	0	0	0	0	0	100	0	0	0	0	0
November 2026	100	0	0	0	0	0	0	0	0	0	0	0	76	0	0	0	0	0
November 2027	100	0	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0	0
November 2028	100	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0	0
November 2029	45	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	23.9	11.0	11.0	11.0	11.0	5.5	19.6	6.0	6.0	6.0	6.0	3.0	21.8	7.9	7.9	7.9	7.9	3.9

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

Date	KI†, LB and KC Classes						KZ Class						SG and T Classes					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	98	79	79	79	79	79	106	106	106	106	106	106	100	100	100	100	99	22
November 2007	95	59	59	59	59	33	112	112	112	112	112	112	100	100	100	100	99	0
November 2008	92	41	41	41	41	0	118	118	118	118	118	118	100	100	100	100	87	0
November 2009	89	23	23	23	23	0	125	125	125	125	125	125	100	100	100	100	46	0
November 2010	86	7	7	7	7	0	132	132	132	132	132	132	100	100	100	100	20	0
November 2011	82	0	0	0	0	0	139	139	139	139	139	139	100	100	100	99	6	0
November 2012	78	0	0	0	0	0	147	147	147	147	147	147	100	100	100	99	*	0
November 2013	74	0	0	0	0	0	155	155	155	155	155	112	100	100	100	99	*	0
November 2014	70	0	0	0	0	0	164	164	164	164	164	76	100	100	100	99	*	0
November 2015	65	0	0	0	0	0	173	173	173	173	173	52	100	100	100	99	*	0
November 2016	60	0	0	0	0	0	183	183	183	183	183	35	100	100	100	99	*	0
November 2017	54	0	0	0	0	0	193	193	193	193	193	24	100	100	100	99	*	0
November 2018	48	0	0	0	0	0	202	198	198	198	198	16	100	100	100	99	*	0
November 2019	41	0	0	0	0	0	202	161	161	161	161	11	100	100	100	99	*	0
November 2020	34	0	0	0	0	0	202	130	130	130	130	7	100	100	99	99	*	0
November 2021	26	0	0	0	0	0	202	105	105	105	105	5	100	100	99	99	*	0
November 2022	17	0	0	0	0	0	202	83	83	83	83	3	100	100	99	99	*	0
November 2023	8	0	0	0	0	0	202	66	66	66	66	2	100	99	99	89	*	0
November 2024	0	0	0	0	0	0	202	52	52	52	52	1	100	99	99	77	*	0
November 2025	0	0	0	0	0	0	202	40	40	40	40	1	100	99	99	65	*	0
November 2026	0	0	0	0	0	0	202	30	30	30	30	1	100	99	99	54	*	0
November 2027	0	0	0	0	0	0	202	23	23	23	23	*	100	99	82	44	*	0
November 2028	0	0	0	0	0	0	202	16	16	16	16	*	100	91	65	35	*	0
November 2029	0	0	0	0	0	0	202	11	11	11	11	*	100	70	50	26	*	0
November 2030	0	0	0	0	0	0	165	7	7	7	7	*	100	50	35	18	*	0
November 2031	0	0	0	0	0	0	27	4	4	4	4	*	100	31	22	11	*	0
November 2032	0	0	0	0	0	0	2	2	2	2	2	*	100	13	9	4	*	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	99	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	99	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	11.7	2.6	2.6	2.6	2.6	1.6	25.5	17.1	17.1	17.1	17.1	9.8	29.6	25.0	24.1	21.7	4.1	0.9

Date	VA Class						VB Class						BC Class						
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption						
	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%	0%	100%	120%	155%	250%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	93	93	93	93	93	93	100	100	100	100	100	100	100	100	100	100	76	76	76
November 2007	86	86	86	86	86	86	100	100	100	100	100	100	100	100	100	100	57	57	0
November 2008	78	78	78	78	78	78	100	100	100	100	100	100	100	100	100	100	40	40	0
November 2009	70	70	70	70	70	70	100	100	100	100	100	100	100	100	100	100	27	27	0
November 2010	61	61	61	61	61	61	100	100	100	100	100	100	100	100	100	100	16	16	0
November 2011	52	52	52	52	52	52	100	100	100	100	100	100	100	100	100	100	8	8	0
November 2012	42	42	42	42	42	0	100	100	100	100	100	100	81	100	100	2	2	0	0
November 2013	32	32	32	32	32	0	100	100	100	100	100	100	0	100	99	0	0	0	0
November 2014	22	22	22	22	22	0	100	100	100	100	100	100	0	100	91	0	0	0	0
November 2015	10	10	10	10	10	0	100	100	100	100	100	100	0	100	74	0	0	0	0
November 2016	0	0	0	0	0	0	93	93	93	93	93	0	100	52	0	0	0	0	0
November 2017	0	0	0	0	0	0	43	43	43	43	43	0	100	25	0	0	0	0	0
November 2018	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2019	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2020	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2021	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2022	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2023	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.0	6.0	6.0	6.0	6.0	5.0	11.9	11.9	11.9	11.9	11.9	7.1	26.6	10.9	2.8	2.8	2.8	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	WA Class					XA Class					WB Class					XB Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	99	94	88	83	78	100	100	100	100	100	99	93	88	83	78	100	100	100	100	100
November 2007	98	81	65	51	37	100	100	100	100	100	98	80	65	50	37	100	100	100	100	100
November 2008	97	65	41	22	9	100	100	100	100	100	97	65	40	22	9	100	100	100	100	100
November 2009	96	52	25	9	1	100	100	100	100	100	96	52	25	9	1	100	100	100	100	100
November 2010	95	41	15	3	0	100	100	100	100	36	94	41	15	3	0	100	100	100	100	38
November 2011	94	33	8	0	0	100	100	100	94	10	93	33	8	0	0	100	100	100	99	10
November 2012	92	26	4	0	0	100	100	100	42	3	92	26	4	0	0	100	100	100	44	3
November 2013	91	20	2	0	0	100	100	100	19	1	90	20	2	0	0	100	100	100	20	1
November 2014	89	16	*	0	0	100	100	100	9	*	88	16	*	0	0	100	100	100	9	*
November 2015	87	12	0	0	0	100	100	68	4	*	86	12	0	0	0	100	100	71	4	*
November 2016	86	9	0	0	0	100	100	42	2	*	85	9	0	0	0	100	100	44	2	*
November 2017	83	7	0	0	0	100	100	26	1	*	82	7	0	0	0	100	100	27	1	*
November 2018	81	5	0	0	0	100	100	16	*	*	80	5	0	0	0	100	100	17	*	*
November 2019	79	3	0	0	0	100	100	10	*	*	78	3	0	0	0	100	100	10	*	*
November 2020	76	2	0	0	0	100	100	6	*	*	75	2	0	0	0	100	100	6	*	*
November 2021	73	1	0	0	0	100	100	4	*	*	72	1	0	0	0	100	100	4	*	*
November 2022	70	*	0	0	0	100	100	2	*	*	69	*	0	0	0	100	100	2	*	*
November 2023	67	0	0	0	0	100	91	1	*	*	65	0	0	0	0	100	93	1	*	*
November 2024	63	0	0	0	0	100	70	1	*	0	62	0	0	0	0	100	72	1	*	0
November 2025	60	0	0	0	0	100	53	1	*	0	58	0	0	0	0	100	55	1	*	0
November 2026	55	0	0	0	0	100	40	*	*	0	54	0	0	0	0	100	41	*	*	0
November 2027	51	0	0	0	0	100	30	*	*	0	49	0	0	0	0	100	31	*	*	0
November 2028	46	0	0	0	0	100	22	*	*	0	44	0	0	0	0	100	22	*	*	0
November 2029	40	0	0	0	0	100	16	*	*	0	39	0	0	0	0	100	16	*	*	0
November 2030	35	0	0	0	0	100	11	*	*	0	33	0	0	0	0	100	11	*	*	0
November 2031	28	0	0	0	0	100	7	*	*	0	27	0	0	0	0	100	7	*	*	0
November 2032	22	0	0	0	0	100	5	*	*	0	21	0	0	0	0	100	5	*	*	0
November 2033	14	0	0	0	0	100	2	*	0	0	14	0	0	0	0	100	2	*	0	0
November 2034	6	0	0	0	0	100	1	*	0	0	6	0	0	0	0	100	1	*	0	0
November 2035	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.3	5.2	3.0	2.2	1.8	29.9	21.0	11.3	7.2	5.0	20.0	5.2	3.0	2.2	1.8	29.9	21.1	11.4	7.3	5.0

Date	A Class					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	300%	600%	900%	1200%	0%	300%	600%	900%	1200%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2006	99	94	88	83	78	100	100	100	100	100
November 2007	98	81	65	51	37	100	100	100	100	100
November 2008	97	65	40	22	9	100	100	100	100	100
November 2009	96	52	25	9	1	100	100	100	100	100
November 2010	95	41	15	3	0	100	100	100	100	37
November 2011	93	33	8	0	0	100	100	100	96	10
November 2012	92	26	4	0	0	100	100	100	43	3
November 2013	90	20	2	0	0	100	100	100	20	1
November 2014	89	16	*	0	0	100	100	100	9	*
November 2015	87	12	0	0	0	100	100	70	4	*
November 2016	85	9	0	0	0	100	100	43	2	*
November 2017	83	7	0	0	0	100	100	27	1	*
November 2018	81	5	0	0	0	100	100	17	*	*
November 2019	78	3	0	0	0	100	100	10	*	*
November 2020	76	2	0	0	0	100	100	6	*	*
November 2021	73	1	0	0	0	100	100	4	*	*
November 2022	70	*	0	0	0	100	100	2	*	*
November 2023	66	0	0	0	0	100	92	1	*	*
November 2024	63	0	0	0	0	100	71	1	*	0
November 2025	59	0	0	0	0	100	54	1	*	0
November 2026	55	0	0	0	0	100	41	*	*	0
November 2027	50	0	0	0	0	100	30	*	*	0
November 2028	45	0	0	0	0	100	22	*	*	0
November 2029	40	0	0	0	0	100	16	*	*	0
November 2030	34	0	0	0	0	100	11	*	*	0
November 2031	28	0	0	0	0	100	7	*	*	0
November 2032	21	0	0	0	0	100	5	*	*	0
November 2033	14	0	0	0	0	100	2	*	0	0
November 2034	6	0	0	0	0	100	1	*	0	0
November 2035	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.1	5.2	3.0	2.2	1.8	29.9	21.1	11.4	7.2	5.0

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

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

Characteristics of the R and RL Classes

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

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

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

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

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

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

U.S. Treasury Circular 230 Notice

The tax discussions contained in the REMIC Prospectus (including the sections entitled “Certain Federal Income Tax Consequences” and “ERISA Considerations”) and this prospectus supplement were not intended or written to be used, and cannot be used, for the purpose of avoiding United States federal tax penalties. These discussions were written to support the promotion or marketing of the transactions or matters addressed in this prospectus supplement. You should seek advice based on your particular circumstances from an independent tax advisor.

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	180% PSA
2	160% PSA
3	195% PSA
4	155% PSA
5	600% PSA
6	600% 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 October 20, 2005. 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 will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. The ownership interest represented by RCR Certificates will be one of two types. A Certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying REMIC Certificates. A Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

The OC, CL and CJ Classes are Strip RCR Classes. The other RCR Classes are Combination RCR Classes.

Strip RCR Classes. The tax consequences to a beneficial owner of a Strip RCR Certificate will be determined under section 1286 of the Code, except as discussed below. Under section 1286, a beneficial owner of a Strip RCR Certificate will be treated as owning “stripped bonds” to the extent of its share of principal payments and “stripped coupons” to the extent of its share of interest payments on the underlying REMIC Certificates. If a Strip RCR Certificate entitles the holder to payments of principal and interest on an underlying REMIC Certificate, the IRS could contend that the Strip RCR Certificate should be treated (i) as an interest in the underlying REMIC Certificate to the extent that the Strip RCR Certificate represents an equal pro rata portion of principal and interest on the underlying REMIC Certificate, and (ii) with respect to the remainder, as an installment obligation consisting of “stripped bonds” to the extent of its share of principal payments or “stripped coupons” to the extent of its share of interest payments. For purposes of information reporting, however, Fannie Mae intends to treat each Strip RCR Certificate as a single debt instrument, regardless of whether it entitles the holder to payments of principal and interest. You should consult your own tax advisors as to the proper treatment of a Strip RCR Certificate in this regard.

Under section 1286, the beneficial owner of a Strip RCR Certificate must treat the Strip RCR Certificate as a debt instrument originally issued on the date the owner acquires it and as having OID equal to the excess, if any, of its “stated redemption price at maturity” over the price paid by the owner to acquire it. The stated redemption price at maturity for a Strip RCR Certificate is determined in the same manner as described with respect to Regular Certificates under “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus.

If a Strip RCR Certificate has OID, the beneficial owner must include the OID in its ordinary income for federal income tax purposes as the OID accrues, which may be prior to the receipt of the cash attributable to that income. Although the matter is not entirely clear, a beneficial owner should accrue OID using a method similar to that described with respect to the accrual of OID on a Regular Certificate under “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus. A beneficial owner, however, determines its yield to maturity based on its purchase price. For a particular beneficial owner, it is not clear whether the prepayment assumption used for calculating OID would be one determined at the time the Strip RCR Certificate is acquired or would be the original Prepayment Assumption for the underlying REMIC Certificates. For purposes of information reporting, Fannie Mae will use the original yield to maturity of the Strip RCR Certificate, calculated based on the original Prepayment Assumption. You should consult your own tax advisors regarding the proper method for accruing OID on a Strip RCR Certificate.

The rules of section 1286 of the Code also apply if (i) a beneficial owner of REMIC Certificates exchanges them for Strip RCR Certificates, (ii) the beneficial owner sells some, but not all, of the Strip RCR Certificates, and (iii) the combination of retained Strip RCR Certificates cannot be exchanged for the related REMIC Certificates. As of the date of such a sale, the beneficial owner must allocate its basis in the REMIC Certificates between the part of the REMIC Certificates underlying

the Strip RCR Certificates sold and the part of the REMIC Certificates underlying the Strip RCR Certificates retained in proportion to their relative fair market values. Section 1286 of the Code treats the beneficial owner as purchasing the Strip RCR Certificates retained for the amount of the basis allocated to the retained Certificates, and the beneficial owner must then accrue any OID with respect to the retained Certificates as described above. Section 1286 does not apply, however, if a beneficial owner exchanges REMIC Certificates for the related RCR Certificates and retains all the RCR Certificates, see “—*Exchanges*” below.

Upon the sale of a Strip RCR Certificate, a beneficial owner will realize gain or loss on the sale in an amount equal to the difference between the amount realized and its adjusted basis in the Certificate. The owner’s adjusted basis generally is equal to the owner’s cost of the Certificate (or portion of the cost of REMIC Certificates allocable to the RCR Certificate), increased by income previously included, and reduced (but not below zero) by distributions previously received and by any amortized premium. If the beneficial owner holds the Certificate as a capital asset, any gain or loss realized will be capital gain or loss, except to the extent provided under “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Sales and Other Dispositions of Regular Certificates” in the REMIC Prospectus.

Although the matter is not free from doubt, if a beneficial owner acquires in one transaction (other than an exchange described under “—*Taxation of Beneficial Owners of RCR Certificates—Exchanges*”) a combination of Strip RCR Certificates that may be exchanged for underlying REMIC Certificates, the owner should be treated as owning the underlying REMIC Certificates, in which case section 1286 would not apply. If a beneficial owner acquires such a combination in separate transactions, the law is unclear as to whether the combination should be aggregated or each Strip RCR Certificate should be treated as a separate debt instrument. You should consult your tax advisors regarding the proper treatment of Strip RCR Certificates in this regard. For the treatment of Strip RCR Certificates received in exchange for REMIC Certificates, see “—*Exchanges*” below.

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

Treasury Department Regulations that are directed at “tax shelters” 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 Bear, Stearns & Co. Inc. (the “Dealer”) in exchange for the Trust MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

Increase in Certificates. Before the Settlement Date, we and the Dealer may agree to offer Group 1, 4, 5 or 6 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Trust MBS in principal balance, but we expect that all these additional MBS will have the same characteristics as described under “Description of the Certificates—The Trust MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 4, 5 or 6 Class bears to the aggregate original principal balance of all Group 1, 4, 5 or 6 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. Stroock & Stroock & Lavan LLP will provide legal representation for the Dealer.

Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal Balance of Class	November 2005 Class Factor	Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC%	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)
Group 2													
2005-069	JL	July 2005	31394EN61	4.5%	FIX	April 2022	PAC	\$74,462,000	1.00000000	\$74,462,000	5.182%	231	8
Group 3													
2005-080	AK	August 2005	31394FRC1	5.5	FIX	September 2035	PAC	\$61,324,000	1.00000000	\$36,324,000	5.925%	318	35
2005-080	YX	August 2005	31394FRX5	5.5	FIX	April 2035	SC/PT	\$41,949,970	0.73194364	\$30,705,014	(2)	(2)	(2)
2005-097	BA	October 2005	31394UNL2	5.5	FIX	November 2035	SUP	\$ 7,124,103	1.00000000	\$ 7,124,103	5.936%	328	29

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

(2) The Class 2005-80-YX RCR Certificate is backed by the following Fannie Mae certificates:

Class	Interest Type		Principal Type	Approximate Weighted Average WAC		Approximate Weighted Average WAM (in months)	
2005-27-XF REMIC Certificate	FLT/T		SUP	5.989%	338	18	
2005-27-XS REMIC Certificate	INV/T		SUP	5.989%	338	18	

Available Recombinations (1) (2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal Balances	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 1		SA	\$ 26,292,429	(4)	INV	PAC/AD	31394U6E7	November 2035
NO	\$ 26,292,429							
SY	26,292,429(5)							
Recombination 2		AB	52,476,667	5.5%	FIX	TAC/AD	31394U6D9	December 2035
HF	41,231,667							
HS	11,245,000							
Recombination 3		OC	3,036,545	(6)	PO	SC/PAC	31394U6H0	April 2022
CE	16,701,000	CL	13,664,454	5.5	FIX	SC/PAC	31394U6G2	April 2022
Recombination 4		OC	1,670,100	(6)	PO	SC/PAC	31394U6H0	April 2022
CE	16,701,000	CJ	15,030,900	5.0	FIX	SC/PAC	31394U6F4	April 2022
Recombination 5		ZK	23,000,000	6.0	FIX/Z	SC/TAC/AD	31394U6J6	November 2035
ZC	15,500,000							
ZD	7,500,000							
Recombination 6		BC	26,569,000	5.5	FIX	PAC	31394U6K3	December 2035
AT	24,900,000							
AU	1,669,000							
Recombination 7		KG	47,495,000	5.5	FIX	PAC	31394U6M9	June 2034
IC	47,495,000(5)							
OG	47,495,000							
Recombination 8		SD	18,995,545	(4)	INV	SUP	31394U6N7	February 2035
AS	3,095,570							
GS	15,899,975							
Recombination 9		KC	186,116,000	5.5	FIX	PAC	31394U6L1	February 2028
LB	186,116,000							
KI	16,919,636(5)							
Recombination 10		B(7)	7,793,076	(8)	WAC	SEQ	31394U6Q0	December 2035
XA	3,894,138							
XB	3,898,938							

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal Balances	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 11								
WA	\$161,992,000	A (9)	\$333,364,000	(10)	WAC	SEQ	31394U6P 2	September 2035
WB	171,372,000							
(1) REMIC Certificates and RCR Certificates in Recombinations 1, 2, 3, 4, 7, 8 and 9 may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 5, 6, 10, or 11, 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) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General— <i>Authorized Denominations</i> ” in this prospectus supplement.								
(3) See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus and “Description of the Certificates—Distributions of Interest” and “—Distributions of Principal” in this prospectus supplement.								
(4) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.								
(5) Notional principal balance.								
(6) Principal only class.								
(7) The B Class is formed from a combination of the XA Class in Group 5 and the XB Class in Group 6.								
(8) During each Interest Accrual Period, the RCR Certificates of this Class will bear interest at an annual rate equal to the weighted average of the interest rates of the XA and XB Classes, weighted on the basis of their principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).								
(9) The A Class is formed from a combination of the WA Class in Group 5 and the WB Class in Group 6.								
(10) During each Interest Accrual Period, the RCR Certificates of this Class will bear interest at an annual rate equal to the weighted average of the interest rates of the WA and WB Classes, weighted on the basis of their principal balances (after giving effect to all payments on those Classes during that Interest Accrual Period).								

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	\$122,998,000.00	February 2010	\$ 69,003,730.70	May 2014	\$ 26,182,301.02
December 2005	122,266,096.12	March 2010	68,004,090.68	June 2014	25,620,967.60
January 2006	121,500,161.07	April 2010	67,009,540.89	July 2014	25,071,289.26
February 2006	120,700,511.72	May 2010	66,020,055.14	August 2014	24,533,028.85
March 2006	119,867,482.37	June 2010	65,035,607.38	September 2014	24,005,954.01
April 2006	119,001,424.47	July 2010	64,056,171.67	October 2014	23,489,837.05
May 2006	118,102,706.43	August 2010	63,081,722.23	November 2014	22,984,454.83
June 2006	117,171,713.36	September 2010	62,112,233.41	December 2014	22,489,588.70
July 2006	116,208,846.80	October 2010	61,147,679.67	January 2015	22,005,024.42
August 2006	115,214,524.42	November 2010	60,188,035.63	February 2015	21,530,552.01
September 2006	114,189,179.75	December 2010	59,233,276.03	March 2015	21,065,965.76
October 2006	113,133,261.86	January 2011	58,283,375.72	April 2015	20,611,064.07
November 2006	112,047,235.05	February 2011	57,338,309.71	May 2015	20,165,649.40
December 2006	110,931,578.48	March 2011	56,398,053.13	June 2015	19,729,528.16
January 2007	109,786,785.85	April 2011	55,462,581.22	July 2015	19,302,510.69
February 2007	108,613,365.01	May 2011	54,531,869.36	August 2015	18,884,411.12
March 2007	107,411,837.64	June 2011	53,605,893.06	September 2015	18,475,047.33
April 2007	106,216,439.24	July 2011	52,684,627.96	October 2015	18,074,240.86
May 2007	105,027,138.29	August 2011	51,768,049.82	November 2015	17,681,816.84
June 2007	103,843,903.39	September 2011	50,856,134.50	December 2015	17,297,603.93
July 2007	102,666,703.36	October 2011	49,948,858.03	January 2016	16,921,434.23
August 2007	101,495,507.14	November 2011	49,046,196.54	February 2016	16,553,143.22
September 2007	100,330,283.83	December 2011	48,148,126.27	March 2016	16,192,569.72
October 2007	99,171,002.72	January 2012	47,254,623.59	April 2016	15,839,555.76
November 2007	98,017,633.22	February 2012	46,365,665.02	May 2016	15,493,946.58
December 2007	96,870,144.92	March 2012	45,481,227.16	June 2016	15,155,590.53
January 2008	95,728,507.56	April 2012	44,601,286.76	July 2016	14,824,339.02
February 2008	94,592,691.03	May 2012	43,725,820.66	August 2016	14,500,046.45
March 2008	93,462,665.40	June 2012	42,854,805.85	September 2016	14,182,570.17
April 2008	92,338,400.86	July 2012	41,988,219.42	October 2016	13,871,770.40
May 2008	91,219,867.78	August 2012	41,126,038.59	November 2016	13,567,510.17
June 2008	90,107,036.65	September 2012	40,268,240.68	December 2016	13,269,655.29
July 2008	88,999,878.16	October 2012	39,415,753.93	January 2017	12,978,074.28
August 2008	87,898,363.10	November 2012	38,580,828.45	February 2017	12,692,638.31
September 2008	86,802,462.45	December 2012	37,763,108.79	March 2017	12,413,221.15
October 2008	85,712,147.31	January 2013	36,962,246.62	April 2017	12,139,699.11
November 2008	84,627,388.96	February 2013	36,177,900.57	May 2017	11,871,951.03
December 2008	83,548,158.79	March 2013	35,409,736.09	June 2017	11,609,858.17
January 2009	82,474,428.36	April 2013	34,657,425.35	July 2017	11,353,304.21
February 2009	81,406,169.39	May 2013	33,920,647.06	August 2017	11,102,175.16
March 2009	80,343,353.70	June 2013	33,199,086.37	September 2017	10,856,359.35
April 2009	79,285,953.31	July 2013	32,492,434.75	October 2017	10,615,747.38
May 2009	78,233,940.34	August 2013	31,800,389.81	November 2017	10,380,232.03
June 2009	77,187,287.07	September 2013	31,122,655.26	December 2017	10,149,708.29
July 2009	76,145,965.94	October 2013	30,458,940.72	January 2018	9,924,073.26
August 2009	75,109,949.49	November 2013	29,808,961.63	February 2018	9,703,226.10
September 2009	74,079,210.45	December 2013	29,172,439.15	March 2018	9,487,068.05
October 2009	73,053,721.65	January 2014	28,549,100.00	April 2018	9,275,502.34
November 2009	72,033,456.08	February 2014	27,938,676.41	May 2018	9,068,434.13
December 2009	71,018,386.87	March 2014	27,340,905.96	June 2018	8,865,770.56
January 2010	70,008,487.27	April 2014	26,755,531.50	July 2018	8,667,420.60

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>
August 2018	\$ 8,473,295.09	January 2023	\$ 2,436,992.47	June 2027	\$ 599,557.74
September 2018.....	8,283,306.68	February 2023	2,377,755.22	July 2027	582,327.57
October 2018	8,097,369.78	March 2023	2,319,837.47	August 2027	565,511.15
November 2018	7,915,400.56	April 2023.....	2,263,211.20	September 2027.....	549,099.31
December 2018	7,737,316.86	May 2023	2,207,848.94	October 2027	533,083.09
January 2019	7,563,038.22	June 2023	2,153,723.82	November 2027	517,453.70
February 2019	7,392,485.79	July 2023	2,100,809.50	December 2027	502,202.56
March 2019	7,225,582.34	August 2023	2,049,080.19	January 2028	487,321.26
April 2019.....	7,062,252.20	September 2023.....	1,998,510.64	February 2028	472,801.58
May 2019	6,902,421.23	October 2023	1,949,076.12	March 2028	458,635.45
June 2019	6,746,016.82	November 2023	1,900,752.41	April 2028.....	444,814.99
July 2019	6,592,967.81	December 2023	1,853,515.78	May 2028	431,332.50
August 2019	6,443,204.52	January 2024	1,807,343.02	June 2028	418,180.40
September 2019.....	6,296,658.65	February 2024	1,762,211.37	July 2028	405,351.33
October 2019	6,153,263.33	March 2024	1,718,098.56	August 2028	392,838.03
November 2019	6,012,953.02	April 2024.....	1,674,982.79	September 2028.....	380,633.43
December 2019	5,875,663.53	May 2024	1,632,842.68	October 2028	368,730.60
January 2020	5,741,331.98	June 2024	1,591,657.32	November 2028	357,122.77
February 2020	5,609,896.75	July 2024	1,551,406.23	December 2028	345,803.29
March 2020	5,481,297.51	August 2024	1,512,069.36	January 2029	334,765.67
April 2020.....	5,355,475.14	September 2024.....	1,473,627.06	February 2029	324,003.56
May 2020	5,232,371.72	October 2024	1,436,060.10	March 2029	313,510.74
June 2020	5,111,930.52	November 2024	1,399,349.64	April 2029.....	303,281.11
July 2020	4,994,095.98	December 2024	1,363,477.26	May 2029	293,308.73
August 2020	4,878,813.65	January 2025	1,328,424.89	June 2029	283,587.76
September 2020.....	4,766,030.21	February 2025	1,294,174.85	July 2029	274,112.51
October 2020	4,655,693.43	March 2025	1,260,709.83	August 2029	264,877.39
November 2020	4,547,752.13	April 2025.....	1,228,012.88	September 2029.....	255,876.94
December 2020	4,442,156.20	May 2025	1,196,067.40	October 2029	247,105.82
January 2021	4,338,856.52	June 2025	1,164,857.14	November 2029	238,558.80
February 2021	4,237,805.02	July 2025	1,134,366.20	December 2029	230,230.77
March 2021	4,138,954.58	August 2025	1,104,578.98	January 2030	222,116.71
April 2021.....	4,042,259.05	September 2025.....	1,075,480.24	February 2030	214,211.73
May 2021	3,947,673.24	October 2025	1,047,055.03	March 2030	206,511.04
June 2021	3,855,152.86	November 2025	1,019,288.75	April 2030.....	199,009.95
July 2021	3,764,654.56	December 2025	992,167.07	May 2030	191,703.87
August 2021	3,676,135.85	January 2026	965,675.97	June 2030	184,588.31
September 2021.....	3,589,555.12	February 2026	939,801.73	July 2030	177,658.89
October 2021	3,504,871.62	March 2026	914,530.92	August 2030	170,911.31
November 2021	3,422,045.42	April 2026	889,850.37	September 2030.....	164,341.36
December 2021	3,341,037.43	May 2026	865,747.22	October 2030	157,944.93
January 2022	3,261,809.36	June 2026	842,208.85	November 2030	151,718.01
February 2022	3,184,323.68	July 2026	819,222.92	December 2030	145,656.65
March 2022	3,108,543.66	August 2026	796,777.34	January 2031	139,757.01
April 2022.....	3,034,433.32	September 2026.....	774,860.29	February 2031	134,015.31
May 2022	2,961,957.40	October 2026	753,460.19	March 2031	128,427.89
June 2022	2,891,081.39	November 2026	732,565.69	April 2031.....	122,991.13
July 2022	2,821,771.48	December 2026	712,165.70	May 2031	117,701.51
August 2022	2,753,994.54	January 2027	692,249.35	June 2031	112,555.58
September 2022.....	2,687,718.15	February 2027	672,806.01	July 2031	107,549.97
October 2022	2,622,910.54	March 2027	653,825.26	August 2031	102,681.38
November 2022	2,559,540.60	April 2027.....	635,296.92	September 2031.....	97,946.59
December 2022	2,497,577.86	May 2027	617,211.00	October 2031	93,342.43

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>
November 2031	\$ 88,865.83	October 2032	\$ 47,224.01	September 2033	\$ 17,190.59
December 2031	84,513.76	November 2032	44,060.58	October 2033	14,935.07
January 2032	80,283.28	December 2032	40,990.26	November 2033	12,750.42
February 2032	76,171.49	January 2033	38,010.79	December 2033	10,634.87
March 2032	72,175.56	February 2033	35,119.95	January 2034	8,586.70
April 2032	68,292.75	March 2033	32,315.59	February 2034	6,604.23
May 2032	64,520.34	April 2033	29,595.60	March 2034	4,685.81
June 2032	60,855.70	May 2033	26,957.92	April 2034	2,829.85
July 2032	57,296.25	June 2033	24,400.53	May 2034	1,034.76
August 2032	53,839.45	July 2033	21,921.45	June 2034 and thereafter	0.00
September 2032	50,482.84	August 2033	19,518.77		

Aggregate Group II Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$53,655,667.00	December 2008	\$37,157,778.25	January 2012	\$28,757,171.81
December 2005	53,314,935.09	January 2009	36,815,087.24	February 2012	28,629,207.50
January 2006	52,956,223.77	February 2009	36,480,106.09	March 2012	28,497,368.27
February 2006	52,580,014.79	March 2009	36,152,712.30	April 2012	28,357,635.25
March 2006	52,186,821.81	April 2009	35,832,784.97	May 2012	28,210,262.41
April 2006	51,777,189.59	May 2009	35,520,204.73	June 2012	28,055,497.68
May 2006	51,351,692.98	June 2009	35,214,853.75	July 2012	27,893,582.98
June 2006	50,910,935.90	July 2009	34,916,615.71	August 2012	27,724,754.45
July 2006	50,455,550.27	August 2009	34,625,375.78	September 2012	27,549,242.48
August 2006	49,986,194.77	September 2009	34,341,020.62	October 2012	27,367,271.89
September 2006	49,503,553.66	October 2009	34,063,438.33	November 2012	27,179,062.02
October 2006	49,008,335.46	November 2009	33,792,518.48	December 2012	26,984,826.88
November 2006	48,501,271.59	December 2009	33,528,152.05	January 2013	26,784,775.23
December 2006	47,983,114.96	January 2010	33,270,231.41	February 2013	26,579,110.68
January 2007	47,454,638.47	February 2010	33,018,650.34	March 2013	26,368,031.87
February 2007	46,916,633.55	March 2010	32,773,303.99	April 2013	26,151,732.49
March 2007	46,369,908.50	April 2010	32,534,088.86	May 2013	25,930,401.45
April 2007	45,834,025.94	May 2010	32,300,902.81	June 2013	25,704,222.95
May 2007	45,308,823.63	June 2010	32,073,644.99	July 2013	25,473,376.59
June 2007	44,794,141.37	July 2010	31,852,215.90	August 2013	25,238,037.48
July 2007	44,289,820.99	August 2010	31,636,517.29	September 2013	24,998,376.32
August 2007	43,795,706.30	September 2010	31,426,452.21	October 2013	24,754,559.49
September 2007	43,311,643.10	October 2010	31,221,924.98	November 2013	24,506,749.17
October 2007	42,837,479.12	November 2010	31,022,841.14	December 2013	24,255,103.41
November 2007	42,373,064.03	December 2010	30,829,107.47	January 2014	23,999,776.23
December 2007	41,918,249.39	January 2011	30,640,631.99	February 2014	23,740,917.69
January 2008	41,472,888.65	February 2011	30,457,323.88	March 2014	23,478,674.01
February 2008	41,036,837.11	March 2011	30,279,093.53	April 2014	23,213,187.60
March 2008	40,609,951.91	April 2011	30,105,852.51	May 2014	22,944,597.22
April 2008	40,192,092.00	May 2011	29,937,513.52	June 2014	22,673,037.96
May 2008	39,783,118.11	June 2011	29,773,990.43	July 2014	22,398,641.43
June 2008	39,382,892.76	July 2011	29,615,198.22	August 2014	22,121,535.74
July 2008	38,991,280.20	August 2011	29,461,053.01	September 2014	21,841,845.63
August 2008	38,608,146.43	September 2011	29,311,471.99	October 2014	21,559,692.55
September 2008	38,233,359.13	October 2011	29,166,373.46	November 2014	21,275,194.69
October 2008	37,866,787.70	November 2011	29,025,676.79	December 2014	20,988,467.08
November 2008	37,508,303.17	December 2011	28,889,302.41	January 2015	20,699,621.67

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
February 2015	\$20,408,767.38	July 2019	\$ 3,636,140.45	December 2023	\$ 555.66
March 2015	20,116,010.14	August 2019	3,324,863.82	January 2024	555.66
April 2015	19,821,453.03	September 2019	3,014,559.11	February 2024	555.66
May 2015	19,525,196.28	October 2019	2,705,240.52	March 2024	555.66
June 2015	19,227,337.35	November 2019	2,396,921.47	April 2024	555.66
July 2015	18,927,971.01	December 2019	2,089,614.59	May 2024	555.66
August 2015	18,627,189.36	January 2020	1,783,331.72	June 2024	555.66
September 2015	18,325,081.93	February 2020	1,478,083.98	July 2024	555.66
October 2015	18,021,735.74	March 2020	1,173,881.72	August 2024	555.66
November 2015	17,717,235.30	April 2020	870,734.60	September 2024	555.66
December 2015	17,411,662.74	May 2020	568,651.61	October 2024	555.66
January 2016	17,105,097.80	June 2020	267,641.02	November 2024	555.66
February 2016	16,797,617.94	July 2020	555.66	December 2024	555.66
March 2016	16,489,298.34	August 2020	555.66	January 2025	555.66
April 2016	16,180,211.99	September 2020	555.66	February 2025	555.66
May 2016	15,870,429.71	October 2020	555.66	March 2025	555.66
June 2016	15,560,020.24	November 2020	555.66	April 2025	555.66
July 2016	15,249,050.23	December 2020	555.66	May 2025	555.66
August 2016	14,937,584.34	January 2021	555.66	June 2025	555.66
September 2016	14,625,685.26	February 2021	555.66	July 2025	555.66
October 2016	14,301,725.82	March 2021	555.66	August 2025	555.66
November 2016	13,973,173.61	April 2021	555.66	September 2025	555.66
December 2016	13,644,495.00	May 2021	555.66	October 2025	555.66
January 2017	13,315,746.84	June 2021	555.66	November 2025	555.66
February 2017	12,986,984.13	July 2021	555.66	December 2025	555.66
March 2017	12,658,260.00	August 2021	555.66	January 2026	555.66
April 2017	12,329,625.86	September 2021	555.66	February 2026	555.66
May 2017	12,001,131.33	October 2021	555.66	March 2026	555.66
June 2017	11,672,824.39	November 2021	555.66	April 2026	555.66
July 2017	11,344,751.32	December 2021	555.66	May 2026	555.66
August 2017	11,016,956.81	January 2022	555.66	June 2026	555.66
September 2017	10,689,483.98	February 2022	555.66	July 2026	555.66
October 2017	10,362,374.40	March 2022	555.66	August 2026	555.66
November 2017	10,035,668.16	April 2022	555.66	September 2026	555.66
December 2017	9,709,403.86	May 2022	555.66	October 2026	555.66
January 2018	9,383,618.69	June 2022	555.66	November 2026	555.66
February 2018	9,058,348.46	July 2022	555.66	December 2026	555.66
March 2018	8,733,627.60	August 2022	555.66	January 2027	555.66
April 2018	8,409,489.23	September 2022	555.66	February 2027	555.66
May 2018	8,085,965.18	October 2022	555.66	March 2027	555.66
June 2018	7,763,086.00	November 2022	555.66	April 2027	555.66
July 2018	7,440,881.04	December 2022	555.66	May 2027	555.66
August 2018	7,119,378.43	January 2023	555.66	June 2027	555.66
September 2018	6,798,605.15	February 2023	555.66	July 2027	555.66
October 2018	6,478,587.03	March 2023	555.66	August 2027	555.66
November 2018	6,159,348.78	April 2023	555.66	September 2027	555.66
December 2018	5,840,914.06	May 2023	555.66	October 2027	555.66
January 2019	5,523,305.44	June 2023	555.66	November 2027	555.66
February 2019	5,206,544.49	July 2023	555.66	December 2027	555.66
March 2019	4,890,651.75	August 2023	555.66	January 2028	555.66
April 2019	4,575,646.81	September 2023	555.66	February 2028	555.66
May 2019	4,261,548.30	October 2023	555.66	March 2028	555.66
June 2019	3,948,373.91	November 2023	555.66	April 2028	555.66

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
May 2028	\$ 555.66	June 2030	\$ 555.66	July 2032	\$ 555.66
June 2028	555.66	July 2030	555.66	August 2032	555.66
July 2028	555.66	August 2030	555.66	September 2032	555.66
August 2028	555.66	September 2030	555.66	October 2032	555.66
September 2028	555.66	October 2030	555.66	November 2032	555.66
October 2028	555.66	November 2030	555.66	December 2032	555.66
November 2028	555.66	December 2030	555.66	January 2033	555.66
December 2028	555.66	January 2031	555.66	February 2033	555.66
January 2029	555.66	February 2031	555.66	March 2033	555.66
February 2029	555.66	March 2031	555.66	April 2033	555.66
March 2029	555.66	April 2031	555.66	May 2033	555.66
April 2029	555.66	May 2031	555.66	June 2033	555.66
May 2029	555.66	June 2031	555.66	July 2033	555.66
June 2029	555.66	July 2031	555.66	August 2033	555.66
July 2029	555.66	August 2031	555.66	September 2033	555.66
August 2029	555.66	September 2031	555.66	October 2033	555.66
September 2029	555.66	October 2031	555.66	November 2033	555.66
October 2029	555.66	November 2031	555.66	December 2033	555.66
November 2029	555.66	December 2031	555.66	January 2034	555.66
December 2029	555.66	January 2032	555.66	February 2034	555.66
January 2030	555.66	February 2032	555.66	March 2034	555.66
February 2030	555.66	March 2032	555.66	April 2034	555.66
March 2030	555.66	April 2032	555.66	May 2034	555.66
April 2030	555.66	May 2032	555.66	June 2034 and thereafter	0.00
May 2030	555.66	June 2032	555.66		

AE Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$21,894,000.00	October 2007	\$13,734,803.70	September 2009	\$ 6,666,859.96
December 2005	21,653,620.91	November 2007	13,365,219.75	October 2009	6,422,380.80
January 2006	21,398,721.55	December 2007	13,001,706.81	November 2009	6,182,697.15
February 2006	21,129,587.72	January 2008	12,644,203.83	December 2009	5,947,759.25
March 2006	20,846,523.63	February 2008	12,292,650.35	January 2010	5,717,517.79
April 2006	20,549,851.47	March 2008	11,946,986.38	February 2010	5,491,923.90
May 2006	20,239,911.04	April 2008	11,607,152.51	March 2010	5,270,929.15
June 2006	19,917,059.30	May 2008	11,273,089.82	April 2010	5,054,485.53
July 2006	19,581,669.89	June 2008	10,944,739.92	May 2010	4,842,545.46
August 2006	19,234,132.62	July 2008	10,622,044.94	June 2010	4,635,061.79
September 2006	18,874,852.98	August 2008	10,304,947.51	July 2010	4,431,987.80
October 2006	18,504,251.55	September 2008	9,993,390.78	August 2010	4,233,277.17
November 2006	18,122,763.44	October 2008	9,687,318.39	September 2010	4,038,883.99
December 2006	17,730,837.68	November 2008	9,386,674.46	October 2010	3,848,762.79
January 2007	17,328,936.61	December 2008	9,091,403.65	November 2010	3,662,868.49
February 2007	16,917,535.20	January 2009	8,801,451.08	December 2010	3,481,156.40
March 2007	16,497,120.40	February 2009	8,516,762.34	January 2011	3,303,582.25
April 2007	16,083,284.68	March 2009	8,237,283.54	February 2011	3,130,102.17
May 2007	15,675,962.54	April 2009	7,962,961.23	March 2011	2,960,672.66
June 2007	15,275,089.09	May 2009	7,693,742.47	April 2011	2,795,250.63
July 2007	14,880,599.97	June 2009	7,429,574.75	May 2011	2,633,793.38
August 2007	14,492,431.42	July 2009	7,170,406.06	June 2011	2,476,258.58
September 2007	14,110,520.22	August 2009	6,916,184.83	July 2011	2,322,604.29

AE Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2011	\$ 2,172,788.95	June 2013	\$ 695,845.42	March 2015	\$ 313,305.78
September 2011.....	2,026,771.36	July 2013	677,937.41	April 2015.....	295,354.46
October 2011	1,884,510.71	August 2013	659,938.42	May 2015	277,474.99
November 2011	1,745,966.55	September 2013.....	641,859.61	June 2015	259,672.09
December 2011	1,611,098.79	October 2013	623,711.74	July 2015	241,950.23
January 2012	1,479,867.71	November 2013	605,505.18	August 2015	224,313.71
February 2012	1,352,233.95	December 2013	587,249.89	September 2015.....	206,766.59
March 2012	1,236,123.24	January 2014	568,955.49	October 2015	189,312.77
April 2012.....	1,135,440.37	February 2014	550,631.22	November 2015	171,955.91
May 2012	1,049,818.59	March 2014	532,285.96	December 2015	154,699.54
June 2012	978,898.58	April 2014.....	513,928.28	January 2016	137,546.97
July 2012	922,328.28	May 2014	495,566.39	February 2016	120,501.36
August 2012	879,762.79	June 2014	477,208.19	March 2016	103,565.69
September 2012.....	850,864.18	July 2014	458,861.25	April 2016.....	86,742.78
October 2012	834,350.62	August 2014	440,532.87	May 2016	70,035.29
November 2012	817,625.23	September 2014.....	422,230.03	June 2016	53,445.74
December 2012	800,703.41	October 2014	403,959.44	July 2016	36,976.49
January 2013	783,600.04	November 2014	385,727.51	August 2016	20,629.76
February 2013	766,329.47	December 2014	367,540.42	September 2016.....	4,407.63
March 2013	748,905.58	January 2015	349,404.04	October 2016 and thereafter	0.00
April 2013.....	731,341.74	February 2015	331,324.03		
May 2013	713,650.86				

CD Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through		June 2010	\$36,546,104.35	November 2011	\$15,556,277.42
February 2009	\$57,706,000.00	July 2010	35,256,072.39	December 2011	14,382,024.21
March 2009	56,774,060.65	August 2010	33,973,138.69	January 2012	13,214,267.14
April 2009.....	55,372,994.36	September 2010.....	32,697,266.34	February 2012	12,052,972.40
May 2009	53,979,603.35	October 2010	31,428,418.64	March 2012	10,898,106.38
June 2009	52,593,847.73	November 2010	30,166,559.05	April 2012.....	9,753,683.16
July 2009	51,215,687.84	December 2010	28,911,651.25	May 2012	8,631,011.36
August 2009	49,845,084.21	January 2011	27,663,659.10	June 2012	7,529,698.00
September 2009.....	48,481,997.58	February 2011	26,422,546.62	July 2012	6,449,356.97
October 2009	47,126,388.91	March 2011	25,188,278.05	August 2012	5,389,608.93
November 2009	45,778,219.31	April 2011.....	23,960,817.79	September 2012.....	4,350,081.20
December 2009	44,437,450.15	May 2011	22,740,130.44	October 2012	3,330,407.63
January 2010	43,104,042.96	June 2011	21,526,180.77	November 2012	2,330,228.50
February 2010	41,777,959.48	July 2011	20,318,933.73	December 2012	1,349,190.40
March 2010	40,459,161.65	August 2011	19,118,354.48	January 2013	386,946.13
April 2010.....	39,147,611.60	September 2011.....	17,924,408.31	February 2013 and thereafter	0.00
May 2010	37,843,271.66	October 2011	16,737,060.73		

CE Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through		March 2009	\$15,993,934.64	July 2009	\$15,844,789.13
January 2009	\$16,701,000.00	April 2009.....	15,956,215.15	August 2009	15,808,219.12
February 2009	16,508,787.93	May 2009	15,918,785.50	September 2009.....	15,771,932.38
		June 2009	15,881,644.05	October 2009	15,735,927.30

CE Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
November 2009	\$15,700,202.27	June 2011	\$15,072,552.73	January 2013	\$13,963,066.88
December 2009	15,664,755.67	July 2011	15,042,102.94	February 2013	13,289,368.59
January 2010	15,629,585.93	August 2011	15,011,901.24	March 2013	12,243,853.12
February 2010	15,594,691.44	September 2011.....	14,981,946.21	April 2013	11,213,266.39
March 2010	15,560,070.64	October 2011	14,952,236.42	May 2013	10,197,677.17
April 2010.....	15,525,721.95	November 2011	14,922,770.45	June 2013	9,198,308.28
May 2010	15,491,643.81	December 2011	14,893,546.89	July 2013	8,214,917.62
June 2010	15,457,834.67	January 2012	14,864,564.33	August 2013	7,247,266.58
July 2010	15,424,292.99	February 2012	14,835,821.37	September 2013.....	6,295,119.96
August 2010	15,391,017.22	March 2012	14,807,316.64	October 2013	5,358,245.97
September 2010.....	15,358,005.85	April 2012.....	14,775,001.21	November 2013	4,436,416.14
October 2010	15,325,257.34	May 2012	14,727,531.79	December 2013	3,529,405.29
November 2010	15,292,770.19	June 2012	14,665,266.91	January 2014	2,636,991.49
December 2010	15,260,542.89	July 2012	14,588,558.37	February 2014	1,758,955.99
January 2011	15,228,573.94	August 2012	14,497,751.38	March 2014	895,083.20
February 2011	15,196,861.87	September 2012.....	14,397,894.86	April 2014.....	45,160.64
March 2011	15,165,405.18	October 2012	14,294,353.69	May 2014 and thereafter	0.00
April 2011.....	15,134,202.40	November 2012	14,187,274.12		
May 2011	15,103,252.07	December 2012	14,076,798.81		

Aggregate Group III Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$60,473,689.00	April 2008.....	\$50,374,631.93	September 2010.....	\$44,726,300.72
December 2005	60,184,863.82	May 2008	50,063,001.10	October 2010	44,637,426.82
January 2006	59,882,075.42	June 2008	49,761,028.48	November 2010	44,554,365.36
February 2006	59,565,937.90	July 2008	49,468,556.07	December 2010	44,477,008.05
March 2006	59,237,095.08	August 2008	49,185,427.84	January 2011	44,405,247.92
April 2006.....	58,896,569.79	September 2008.....	48,911,489.79	February 2011	44,338,979.48
May 2006	58,546,765.76	October 2008	48,646,589.87	March 2011	44,278,098.57
June 2006	58,188,853.24	November 2008	48,390,577.96	April 2011.....	44,222,502.44
July 2006	57,859,008.08	December 2008	48,143,305.90	May 2011	44,170,643.31
August 2006	57,562,302.39	January 2009	47,904,627.37	June 2011	44,118,524.87
September 2006.....	57,256,243.61	February 2009	47,674,397.97	July 2011	44,066,145.85
October 2006	56,941,102.54	March 2009	47,452,475.15	August 2011	44,013,504.93
November 2006	56,617,169.39	April 2009.....	47,238,718.18	September 2011.....	43,960,600.80
December 2006	56,284,753.09	May 2009	47,032,988.12	October 2011	43,907,432.16
January 2007	55,944,180.63	June 2009	46,835,147.86	November 2011	43,853,997.67
February 2007	55,595,796.30	July 2009	46,645,062.01	December 2011	43,800,296.01
March 2007	55,239,960.97	August 2009	46,462,596.99	January 2012	43,746,325.84
April 2007.....	54,860,822.25	September 2009.....	46,287,620.88	February 2012	43,692,085.82
May 2007	54,461,825.34	October 2009	46,120,003.49	March 2012	43,637,574.60
June 2007	54,052,758.48	November 2009	45,959,616.32	April 2012.....	43,582,790.83
July 2007	53,641,030.65	December 2009	45,806,332.53	May 2012	43,527,733.13
August 2007	53,235,020.61	January 2010	45,660,026.94	June 2012	43,472,400.15
September 2007.....	52,840,185.63	February 2010	45,520,575.96	July 2012	43,416,460.89
October 2007	52,456,348.45	March 2010	45,387,857.63	August 2012	43,331,931.60
November 2007	52,083,334.07	April 2010.....	45,261,751.55	September 2012.....	43,219,442.43
December 2007	51,720,969.67	May 2010	45,142,138.96	October 2012	43,079,612.07
January 2008	51,369,084.65	June 2010	45,028,902.54	November 2012	42,913,047.97
February 2008	51,027,510.54	July 2010	44,921,926.60	December 2012	42,720,346.52
March 2008	50,696,081.04	August 2010	44,821,096.91	January 2013	42,502,093.26

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
February 2013	\$42,258,863.01	May 2016	\$30,717,193.42	August 2019	\$15,036,279.19
March 2013	41,999,772.97	June 2016	30,406,610.71	September 2019	14,599,378.09
April 2013	41,737,250.51	July 2016	30,096,224.92	October 2019	14,163,637.28
May 2013	41,471,447.99	August 2016	29,786,082.48	November 2019	13,729,087.92
June 2013	41,202,513.74	September 2016	29,476,228.14	December 2019	13,295,759.94
July 2013	40,930,592.14	October 2016	29,166,705.06	January 2020	12,863,681.93
August 2013	40,655,823.75	November 2016	28,816,574.94	February 2020	12,432,881.29
September 2013	40,378,345.33	December 2016	28,434,802.29	March 2020	12,003,384.19
October 2013	40,098,289.98	January 2017	28,052,206.60	April 2020	11,575,215.60
November 2013	39,815,787.18	February 2017	27,668,869.38	May 2020	11,148,399.36
December 2013	39,530,962.87	March 2017	27,284,869.84	June 2020	10,722,958.16
January 2014	39,243,939.56	April 2017	26,900,284.88	July 2020	10,298,913.59
February 2014	38,954,836.38	May 2017	26,515,189.19	August 2020	9,876,286.18
March 2014	38,663,769.15	June 2017	26,129,655.30	September 2020	9,455,095.37
April 2014	38,370,850.48	July 2017	25,743,753.58	October 2020	9,035,359.64
May 2014	38,076,189.79	August 2017	25,357,552.32	November 2020	8,617,096.37
June 2014	37,779,893.44	September 2017	24,971,117.78	December 2020	8,200,322.05
July 2014	37,482,064.76	October 2017	24,584,514.22	January 2021	7,785,052.18
August 2014	37,182,804.12	November 2017	24,197,803.93	February 2021	7,371,301.34
September 2014	36,882,209.02	December 2017	23,811,047.31	March 2021	6,959,083.18
October 2014	36,580,374.11	January 2018	23,424,302.87	April 2021	6,548,410.47
November 2014	36,277,391.30	February 2018	23,037,627.31	May 2021	6,139,295.15
December 2014	35,973,349.80	March 2018	22,603,924.48	June 2021	5,731,748.26
January 2015	35,668,336.17	April 2018	22,153,491.80	July 2021	5,325,780.06
February 2015	35,362,434.41	May 2018	21,703,457.62	August 2021	4,921,399.99
March 2015	35,055,725.97	June 2018	21,253,880.52	September 2021	4,518,616.71
April 2015	34,748,289.86	July 2018	20,804,817.14	October 2021	4,117,438.12
May 2015	34,440,202.67	August 2018	20,356,322.24	November 2021	3,717,871.36
June 2015	34,131,538.63	September 2018	19,908,448.78	December 2021	3,319,922.87
July 2015	33,822,369.70	October 2018	19,461,247.89	January 2022	2,923,598.38
August 2015	33,512,765.54	November 2018	19,014,768.98	February 2022	2,528,902.89
September 2015	33,202,793.67	December 2018	18,569,059.73	March 2022	2,135,840.80
October 2015	32,892,519.41	January 2019	18,124,166.14	April 2022	1,744,415.80
November 2015	32,582,006.02	February 2019	17,680,132.58	May 2022	1,354,630.95
December 2015	32,271,314.70	March 2019	17,237,001.82	June 2022	966,488.72
January 2016	31,960,504.64	April 2019	16,794,815.04	July 2022	579,990.95
February 2016	31,649,633.08	May 2019	16,353,611.95	August 2022	195,138.89
March 2016	31,338,755.35	June 2019	15,913,430.71	September 2022 and thereafter	0.00
April 2016	31,027,924.92	July 2019	15,474,308.02		

Aggregate Group IV 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	\$379,105,000.00	August 2006	\$349,698,717.98	May 2007	\$321,365,271.61
December 2005	375,926,466.91	September 2006	346,484,749.24	June 2007	318,298,109.00
January 2006	372,669,997.28	October 2006	343,287,430.85	July 2007	315,246,841.50
February 2006	369,337,040.32	November 2006	340,106,677.13	August 2007	312,211,387.33
March 2006	366,021,345.82	December 2006	336,942,402.88	September 2007	309,191,665.13
April 2006	362,722,824.97	January 2007	333,794,523.32	October 2007	306,187,593.98
May 2006	359,441,389.43	February 2007	330,662,954.10	November 2007	303,199,093.36
June 2006	356,176,951.30	March 2007	327,547,611.32	December 2007	300,226,083.16
July 2006	352,929,423.15	April 2007	324,448,411.51	January 2008	297,268,483.70

Aggregate Group IV (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
February 2008	\$294,326,215.69	July 2012	\$158,387,474.41	December 2016	\$ 68,595,854.62
March 2008	291,399,200.26	August 2012	156,165,944.68	January 2017	67,474,836.73
April 2008	288,487,358.94	September 2012	153,955,959.52	February 2017	66,370,592.70
May 2008	285,590,613.67	October 2012	151,757,459.51	March 2017	65,282,882.42
June 2008	282,708,886.79	November 2012	149,570,385.59	April 2017	64,211,469.14
July 2008	279,842,101.03	December 2012	147,394,678.94	May 2017	63,156,119.38
August 2008	276,990,179.53	January 2013	145,230,281.10	June 2017	62,116,602.97
September 2008	274,153,045.82	February 2013	143,077,133.87	July 2017	61,092,692.93
October 2008	271,330,623.81	March 2013	140,935,179.37	August 2017	60,084,165.46
November 2008	268,522,837.83	April 2013	138,804,360.02	September 2017	59,090,799.88
December 2008	265,729,612.58	May 2013	136,684,618.51	October 2017	58,112,378.62
January 2009	262,950,873.14	June 2013	134,575,897.86	November 2017	57,148,687.12
February 2009	260,186,545.00	July 2013	132,481,294.61	December 2017	56,199,513.84
March 2009	257,436,554.01	August 2013	130,417,296.84	January 2018	55,264,650.21
April 2009	254,700,826.42	September 2013	128,383,472.07	February 2018	54,343,890.56
May 2009	251,979,288.84	October 2013	126,379,393.86	March 2018	53,437,032.11
June 2009	249,271,868.27	November 2013	124,404,641.66	April 2018	52,543,874.91
July 2009	246,578,492.09	December 2013	122,458,800.75	May 2018	51,664,221.82
August 2009	243,899,088.03	January 2014	120,541,462.15	June 2018	50,797,878.46
September 2009	241,233,584.23	February 2014	118,652,222.59	July 2018	49,944,653.17
October 2009	238,581,909.16	March 2014	116,790,684.35	August 2018	49,104,356.98
November 2009	235,943,991.68	April 2014	114,956,455.27	September 2018	48,276,803.56
December 2009	233,319,761.01	May 2014	113,149,148.60	October 2018	47,461,809.21
January 2010	230,709,146.75	June 2014	111,368,382.97	November 2018	46,659,192.78
February 2010	228,112,078.82	July 2014	109,613,782.32	December 2018	45,868,775.69
March 2010	225,528,487.56	August 2014	107,884,975.77	January 2019	45,090,381.85
April 2010	222,958,303.61	September 2014	106,181,597.64	February 2019	44,323,837.64
May 2010	220,401,458.00	October 2014	104,503,287.30	March 2019	43,568,971.87
June 2010	217,857,882.11	November 2014	102,849,689.13	April 2019	42,825,615.78
July 2010	215,327,507.67	December 2014	101,220,452.47	May 2019	42,093,602.95
August 2010	212,810,266.77	January 2015	99,615,231.50	June 2019	41,372,769.32
September 2010	210,306,091.82	February 2015	98,033,685.24	July 2019	40,662,953.12
October 2010	207,814,915.62	March 2015	96,475,477.43	August 2019	39,963,994.87
November 2010	205,336,671.28	April 2015	94,940,276.49	September 2019	39,275,737.30
December 2010	202,871,292.28	May 2015	93,427,755.46	October 2019	38,598,025.39
January 2011	200,418,712.42	June 2015	91,937,591.92	November 2019	37,930,706.28
February 2011	197,978,865.85	July 2015	90,469,467.92	December 2019	37,273,629.26
March 2011	195,551,687.07	August 2015	89,023,069.97	January 2020	36,626,645.73
April 2011	193,137,110.90	September 2015	87,598,088.91	February 2020	35,989,609.22
May 2011	190,735,072.49	October 2015	86,194,219.90	March 2020	35,362,375.28
June 2011	188,345,507.36	November 2015	84,811,162.34	April 2020	34,744,801.51
July 2011	185,968,351.31	December 2015	83,448,619.80	May 2020	34,136,747.52
August 2011	183,603,540.52	January 2016	82,106,300.01	June 2020	33,538,074.89
September 2011	181,251,011.46	February 2016	80,783,914.74	July 2020	32,948,647.16
October 2011	178,910,700.95	March 2016	79,481,179.80	August 2020	32,368,329.78
November 2011	176,582,546.12	April 2016	78,197,814.95	September 2020	31,796,990.11
December 2011	174,266,484.43	May 2016	76,933,543.84	October 2020	31,234,497.38
January 2012	171,962,453.67	June 2016	75,688,094.00	November 2020	30,680,722.64
February 2012	169,670,391.94	July 2016	74,461,196.74	December 2020	30,135,538.80
March 2012	167,390,237.65	August 2016	73,252,587.13	January 2021	29,598,820.52
April 2012	165,121,929.54	September 2016	72,062,003.91	February 2021	29,070,444.28
May 2012	162,865,406.67	October 2016	70,889,189.50	March 2021	28,550,288.25
June 2012	160,620,608.40	November 2016	69,733,889.89	April 2021	28,038,232.36

Aggregate Group IV (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>
May 2021	\$ 27,534,158.23	July 2025	\$ 10,320,869.09	September 2029	\$ 2,855,166.79
June 2021	27,037,949.13	August 2025	10,100,105.90	October 2029	2,763,412.79
July 2021	26,549,490.01	September 2025	9,883,012.38	November 2029	2,673,348.84
August 2021	26,068,667.42	October 2025	9,669,533.17	December 2029	2,584,948.31
September 2021	25,595,369.54	November 2025	9,459,613.75	January 2030	2,498,184.97
October 2021	25,129,486.11	December 2025	9,253,200.33	February 2030	2,413,032.96
November 2021	24,670,908.44	January 2026	9,050,239.93	March 2030	2,329,466.82
December 2021	24,219,529.39	February 2026	8,850,680.33	April 2030	2,247,461.44
January 2022	23,775,243.32	March 2026	8,654,470.03	May 2030	2,166,992.11
February 2022	23,337,946.08	April 2026	8,461,558.32	June 2030	2,088,034.46
March 2022	22,907,535.03	May 2026	8,271,895.17	July 2030	2,010,564.48
April 2022	22,483,908.94	June 2026	8,085,431.32	August 2030	1,934,558.54
May 2022	22,066,968.05	July 2026	7,902,118.19	September 2030	1,859,993.33
June 2022	21,656,614.00	August 2026	7,721,907.91	October 2030	1,786,845.89
July 2022	21,252,749.82	September 2026	7,544,753.29	November 2030	1,715,093.62
August 2022	20,855,279.94	October 2026	7,370,607.83	December 2030	1,644,714.23
September 2022	20,464,110.11	November 2026	7,199,425.71	January 2031	1,575,685.77
October 2022	20,079,147.44	December 2026	7,031,161.77	February 2031	1,507,986.61
November 2022	19,700,300.36	January 2027	6,865,771.48	March 2031	1,441,595.45
December 2022	19,327,478.60	February 2027	6,703,210.97	April 2031	1,376,491.30
January 2023	18,960,593.17	March 2027	6,543,437.02	May 2031	1,312,653.48
February 2023	18,599,556.34	April 2027	6,386,407.02	June 2031	1,250,061.62
March 2023	18,244,281.63	May 2027	6,232,078.96	July 2031	1,188,695.65
April 2023	17,894,683.80	June 2027	6,080,411.48	August 2031	1,128,535.80
May 2023	17,550,678.81	July 2027	5,931,363.77	September 2031	1,069,562.59
June 2023	17,212,183.82	August 2027	5,784,895.66	October 2031	1,011,756.84
July 2023	16,879,117.17	September 2027	5,640,967.53	November 2031	955,099.64
August 2023	16,551,398.36	October 2027	5,499,540.34	December 2031	899,572.38
September 2023	16,228,948.05	November 2027	5,360,575.63	January 2032	845,156.71
October 2023	15,911,688.01	December 2027	5,224,035.49	February 2032	791,834.56
November 2023	15,599,541.15	January 2028	5,089,882.55	March 2032	739,588.14
December 2023	15,292,431.45	February 2028	4,958,080.01	April 2032	688,399.91
January 2024	14,990,283.99	March 2028	4,828,591.58	May 2032	638,252.60
February 2024	14,693,024.92	April 2028	4,701,381.51	June 2032	589,129.20
March 2024	14,400,581.45	May 2028	4,576,414.57	July 2032	541,012.95
April 2024	14,112,881.81	June 2028	4,453,656.04	August 2032	493,887.35
May 2024	13,829,855.27	July 2028	4,333,071.70	September 2032	447,736.13
June 2024	13,551,432.12	August 2028	4,214,627.84	October 2032	402,543.27
July 2024	13,277,543.61	September 2028	4,098,291.24	November 2032	358,293.01
August 2024	13,008,122.02	October 2028	3,984,029.17	December 2032	314,969.79
September 2024	12,743,100.56	November 2028	3,871,809.35	January 2033	272,558.33
October 2024	12,482,413.41	December 2028	3,761,600.01	February 2033	231,043.53
November 2024	12,225,995.70	January 2029	3,653,369.81	March 2033	190,410.56
December 2024	11,973,783.48	February 2029	3,547,087.89	April 2033	150,644.79
January 2025	11,725,713.72	March 2029	3,442,723.84	May 2033	111,731.81
February 2025	11,481,724.28	April 2029	3,340,247.69	June 2033	73,657.43
March 2025	11,241,753.93	May 2029	3,239,629.90	July 2033	36,407.69
April 2025	11,005,742.30	June 2029	3,140,841.38	August 2033 and thereafter	0.00
May 2025	10,773,629.91	July 2029	3,043,853.45		
June 2025	10,545,358.11	August 2029	2,948,637.87		

Aggregate Group V 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	\$26,569,000.00	June 2008	\$12,365,481.20	January 2011	\$ 3,853,865.32
December 2005	26,042,347.86	July 2008	12,009,766.31	February 2011	3,657,962.98
January 2006	25,502,753.03	August 2008	11,659,950.23	March 2011	3,466,484.42
February 2006	24,950,779.91	September 2008	11,315,979.58	April 2011	3,279,387.80
March 2006	24,406,447.86	October 2008	10,977,801.40	May 2011	3,096,631.59
April 2006	23,869,690.08	November 2008	10,645,363.14	June 2011	2,918,174.62
May 2006	23,340,440.31	December 2008	10,318,612.65	July 2011	2,743,976.02
June 2006	22,818,632.78	January 2009	9,997,498.18	August 2011	2,573,995.25
July 2006	22,304,202.23	February 2009	9,681,968.41	September 2011	2,408,192.08
August 2006	21,797,083.90	March 2009	9,371,972.40	October 2011	2,246,526.63
September 2006	21,297,213.53	April 2009	9,067,459.59	November 2011	2,088,959.30
October 2006	20,804,527.33	May 2009	8,768,379.85	December 2011	1,935,450.83
November 2006	20,318,962.02	June 2009	8,474,683.42	January 2012	1,785,962.26
December 2006	19,840,454.80	July 2009	8,186,320.92	February 2012	1,640,454.93
January 2007	19,368,943.36	August 2009	7,903,243.37	March 2012	1,498,890.51
February 2007	18,904,365.85	September 2009	7,625,402.17	April 2012	1,361,230.96
March 2007	18,446,660.92	October 2009	7,352,749.10	May 2012	1,227,438.54
April 2007	17,995,767.66	November 2009	7,085,236.30	June 2012	1,097,475.81
May 2007	17,551,625.64	December 2009	6,822,816.30	July 2012	971,305.64
June 2007	17,114,174.92	January 2010	6,565,442.01	August 2012	848,891.20
July 2007	16,683,355.99	February 2010	6,313,066.69	September 2012	730,195.92
August 2007	16,259,109.81	March 2010	6,065,643.96	October 2012	615,183.56
September 2007	15,841,377.80	April 2010	5,823,127.84	November 2012	503,818.14
October 2007	15,430,101.81	May 2010	5,585,472.66	December 2012	396,064.00
November 2007	15,025,224.16	June 2010	5,352,633.16	January 2013	291,885.73
December 2007	14,626,687.62	July 2010	5,124,564.39	February 2013	191,248.22
January 2008	14,234,435.37	August 2010	4,901,221.79	March 2013	111,730.19
February 2008	13,848,411.07	September 2010	4,682,561.11	April 2013	53,473.94
March 2008	13,468,558.78	October 2010	4,468,538.49	May 2013	16,079.49
April 2008	13,094,823.01	November 2010	4,259,110.39	June 2013 and thereafter	0.00
May 2008	12,727,148.69	December 2010	4,054,233.62		

AT Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$24,900,000.00	February 2007	\$17,716,839.54	May 2008	\$11,927,660.15
December 2005	24,406,430.87	March 2007	17,287,886.52	June 2008	11,588,711.73
January 2006	23,900,732.07	April 2007	16,865,317.27	July 2008	11,255,341.98
February 2006	23,383,432.57	May 2007	16,449,075.18	August 2008	10,927,500.50
March 2006	22,873,294.13	June 2007	16,039,104.05	September 2008	10,605,137.25
April 2006	22,370,254.17	July 2007	15,635,348.12	October 2008	10,288,202.60
May 2006	21,874,250.58	August 2007	15,237,752.06	November 2008	9,976,647.30
June 2006	21,385,221.74	September 2007	14,846,260.95	December 2008	9,670,422.48
July 2006	20,903,106.46	October 2007	14,460,820.32	January 2009	9,369,479.65
August 2006	20,427,844.07	November 2007	14,081,376.10	February 2009	9,073,770.69
September 2006	19,959,374.34	December 2007	13,707,874.65	March 2009	8,783,247.87
October 2006	19,497,637.49	January 2008	13,340,262.74	April 2009	8,497,863.82
November 2006	19,042,574.21	February 2008	12,978,487.54	May 2009	8,217,571.54
December 2006	18,594,125.66	March 2008	12,622,496.65	June 2009	7,942,324.41
January 2007	18,152,233.42	April 2008	12,272,238.05	July 2009	7,672,076.14

AT Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2009	\$ 7,406,780.84	December 2010	\$ 3,799,556.52	April 2012	\$ 1,275,721.74
September 2009	7,146,392.95	January 2011	3,611,774.87	May 2012	1,150,333.83
October 2009	6,890,867.27	February 2011	3,428,178.64	June 2012	1,028,535.05
November 2009	6,640,158.98	March 2011	3,248,728.29	July 2012	910,290.58
December 2009	6,394,223.57	April 2011	3,073,384.63	August 2012	795,565.91
January 2010	6,153,016.90	May 2011	2,902,108.72	September 2012	684,326.79
February 2010	5,916,495.18	June 2011	2,734,861.99	October 2012	576,539.22
March 2010	5,684,614.95	July 2011	2,571,606.12	November 2012	472,169.51
April 2010	5,457,333.10	August 2011	2,412,303.12	December 2012	371,184.22
May 2010	5,234,606.85	September 2011	2,256,915.31	January 2013	273,550.18
June 2010	5,016,393.76	October 2011	2,105,405.29	February 2013	179,234.48
July 2010	4,802,651.71	November 2011	1,957,735.96	March 2013	104,711.57
August 2010	4,593,338.95	December 2011	1,813,870.52	April 2013	50,114.84
September 2010	4,388,414.01	January 2012	1,673,772.45	May 2013	15,069.42
October 2010	4,187,835.77	February 2012	1,537,405.54	June 2013 and thereafter	0.00
November 2010	3,991,563.43	March 2012	1,404,733.85		

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

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

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\$1,332,718,919



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2005-99**

PROSPECTUS SUPPLEMENT

Bear, Stearns & Co. Inc.

September 16, 2005
