

\$500,000,000



Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2005-111

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

Class	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
AP(1)	\$103,585,000	PAC	4.5%	FIX	31394UVR0	September 2023
AI(1)	18,833,636(2)	NTL	5.5	FIX/IO	31394UVS8	September 2023
BP(1)	59,049,000	PAC	4.5	FIX	31394UVT6	April 2028
BI(1)	10,736,181(2)	NTL	5.5	FIX/IO	31394UVU3	April 2028
PC(1)	53,302,000	PAC	5.5	FIX	31394UVV1	May 2031
PD(1)	41,239,000	PAC	5.5	FIX	31394UVW9	April 2033
PE(1)	44,590,000	PAC	5.5	FIX	31394UVX7	February 2035
PG(1)	23,763,000	PAC	5.5	FIX	31394UVY5	December 2035
JF(1)	5,000,000	SUP	(3)	FLT	31394UVZ2	July 2033
JA(1)	69,341,181	SUP	5.5	FIX	31394UWB4	July 2033
JS(1)	12,615,699	CPT/SUP	(3)	INV	31394UWA6	December 2035
FA(1)	87,515,120	SUP	(3)	FLT	31394UWC2	December 2035
R	0	NPR	0	NPR	31394UWD0	December 2035
RL	0	NPR	0	NPR	31394UWE8	December 2035

(1) Exchangeable classes.

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

(3) Based on LIBOR.

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 PA, CP, PB, DP, HP, GP, EP, J and P Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the JF, JS, JA, FA, R and RL Classes from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 22, 2005. Fannie Mae initially will retain the AP, AI, BP, BI, PC, PD, PE and PG Classes.

Carefully consider the risk factors starting on page S-10 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.

NOMURA

November 1, 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”); 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 by writing or calling the dealer at:

Nomura Securities International, Inc.
Prospectus Department
2 World Financial Center, Building B
New York, New York 10281
(telephone 212-667-1120).

INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus 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, 2004 and 2005.

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 (the "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.

Assumed Characteristics of the Mortgage Loans Underlying the 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>
\$500,000,000	360	329	30	5.95%

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

Class Factors

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

Settlement Date

We expect to issue the certificates on November 22, 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, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

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

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

Exchanging Certificates Through Combination and Recombination

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

Components

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

	<u>Original Principal Balance</u>	<u>Principal Type</u>	<u>Interest Type</u>
JS1.....	\$ 681,819	SUP	INV
JS2.....	\$11,933,880	SUP	INV

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
JF	5.42000%	6.25%	1.42%	LIBOR + 142 basis points
JS	5.53171%	35.42%	0.00%	$35.42\% - (7.33333285 \times \text{LIBOR})$
FA	5.50000%	6.25%	1.42%	LIBOR + 142 basis points

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

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

Notional Classes

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

<u>Class</u>	
AI	18.1818178308% of the AP Class
BI	18.1818167962% of the BP Class

Distributions of Principal

1. To the Aggregate Group to its Planned Balance.
2. To the JF and JA Classes and the JS1 Component, pro rata, to zero.
3. To the FA Class and the JS2 Component, pro rata, to zero.
4. To the Aggregate Group to zero.

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

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

Weighted Average Lives (years) *

<u>Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>
AP, AI, PA and CP	8.3	1.5	1.5	1.5	1.5	1.3
BP, BI, PB and DP	16.2	4.0	4.0	4.0	3.3	2.6
PC	19.6	6.0	6.0	6.0	4.5	3.6
PD	21.9	8.0	8.0	8.0	6.0	4.7
PE	23.6	11.0	11.0	11.0	8.3	6.5
PG	24.9	17.2	17.2	17.2	13.4	10.7
JF and JA	26.4	12.5	1.5	0.7	0.4	0.3
FA	28.8	21.4	11.9	3.0	1.7	1.1
JS	28.7	20.9	11.4	2.9	1.6	1.1
HP, GP and EP	11.2	2.4	2.4	2.4	2.2	1.8
J	27.8	17.6	7.4	2.0	1.1	0.8
P	16.6	6.0	6.0	6.0	4.7	3.7

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

ADDITIONAL RISK FACTORS

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

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

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

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

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

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 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, inverse floating rate or toggle 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 certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “MBS”).

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

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

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

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

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

Our guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus.

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

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association (“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 and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$1,000 minimum plus whole dollar increments

We will issue the R and RL Classes as single Certificates with no principal balances.

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

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

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month.

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

Combination and Recombination

General. You are permitted to exchange all or a portion of the 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.

The MBS

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

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

Aggregate Unpaid Principal Balance	\$500,000,000
MBS Pass-Through Rate	5.50%
Range of WACs (annual percentages)	5.75% to 8.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	329 months
Approximate Weighted Average WALA (weighted average loan age)	30 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted average of all the current or original WACs and the weighted average of all the

current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

Distributions of Interest

Categories of Classes

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

<u>Interest Type*</u>	<u>Classes</u>
Fixed Rate	AP, AI, BP, BI, PC, PD, PE, PG and JA
Floating Rate	JF and FA
Inverse Floating Rate	JS
Interest Only	AI and BI
RCR**	PA, CP, PB, DP, HP, GP, EP, J and P
No Payment Residual	R and RL

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

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

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

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

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

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

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

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

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

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

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

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

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

Calculation of LIBOR

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

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 4.00% in the case of the JF Class, 4.075676% in the case of the JS Class, and 4.08% in the case of the FA Class.

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>
PAC	AP, BP, PC, PD, PE and PG
Support	JF, JS1, JS2, JA and FA
Component	JS
Notional	AI and BI
RCR**	PA, CP, PB, DP, HP, GP, EP, J and P
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.

Components. For purposes of calculating the principal payments it receives, the JS 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 JS 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 MBS.

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

- | | |
|---|----------------------------------|
| (i) to the Aggregate Group (described below), until the Aggregate Balance (described below) is reduced to its Planned Balance for that Distribution Date; | } PAC Group |
| (ii) concurrently, to the JF and JA Classes and the JS1 Component, pro rata (or 6.6646228490%, 92.4265638537% and 0.9088132973%, respectively), until their principal balances are reduced to zero; | |
| (iii) concurrently, to the FA Class and the JS2 Component, pro rata (or 88% and 12%, respectively), until their principal balances are reduced to zero; and | } Support Classes and Components |
| (iv) to the Aggregate Group, without regard to its Planned Balance and until the Aggregate Balance is reduced to zero. | |
| | } PAC Group |

The “Aggregate Group” consists of the AP, BP, PC, PD, PE and PG Class. On each Distribution Date, we will apply payments of principal of the Aggregate Group, sequentially, to the AP, BP, PC, PD, PE and PG Classes, in that order, until their principal balances are reduced to zero.

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

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

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the following assumptions (the “Pricing Assumptions”):

- the Mortgage Loans underlying the MBS have the original term to maturity, remaining term to maturity, WALA and interest rate specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is November 22, 2005; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Structuring Range. The Principal Balance Schedule is found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedule has been prepared on the basis of the Pricing

Assumptions and the assumption that the Mortgage Loans will prepay at a constant PSA rate within the Structuring Range set forth below.

<u>Principal Balance Schedule Reference</u>	<u>Related Group (1)</u>	<u>Structuring Range</u>
Planned Balances	Aggregate Group	Between 100% and 300% PSA

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

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

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

<u>Group</u>	<u>Initial Effective Range</u>
Aggregate Group	Between 100% and 300% PSA

The actual Effective Range at any time will be based upon the actual characteristics of the Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the Aggregate Group might not be reduced to its scheduled balance even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at rates falling within the actual Effective Range, principal distributions may be insufficient to reduce the Aggregate Group to its scheduled balance if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

The stability in principal payment of the Classes specified below will be supported by the corresponding supporting Classes as indicated in the follow table:

<u>Classes</u>	<u>Supporting Classes</u>
PAC	Support

When the supporting Classes are retired, the Classes they support, if still outstanding, may no longer have an Effective Range and will be more sensitive to prepayments.

Yield Tables

General. The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, 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 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 Mortgage Loans were to occur at the applicable constant rate shown in the table below:**

<u>Class</u>	<u>% PSA</u>
AI	469% PSA
BI	405% PSA

For either Fixed Rate Interest Only Class, if the actual prepayment rate of the 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>
AI	7.265625%
BI	17.781250%

* 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

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	43.5%	7.1%	7.1%	7.1%	6.6%	(4.4)%

Sensitivity of the BI Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>200%</u>	<u>300%</u>	<u>400%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	24.2%	9.7%	9.7%	9.7%	0.8%	(15.6)%

The Inverse Floating Rate Class. The yield on the Inverse Floating Rate Class will be sensitive to the rate of principal payments, including prepayments, of the 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.

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 table has been prepared on the basis of the Pricing Assumptions and the assumptions that

- the interest rate for the Inverse Floating Rate Class for the initial Interest Accrual Period is the applicable rate 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 price of the Inverse Floating Rate Class (expressed as a percentage of original principal balance) is as follows:

<u>Class</u>	<u>Price*</u>
JS	74.609375%

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

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	200%	300%	400%	500%
1.075676%	38.7%	38.8%	40.1%	46.7%	55.4%	64.8%
2.075676%	28.1%	28.2%	29.7%	36.8%	45.6%	55.0%
4.075676%	8.0%	8.2%	9.8%	17.8%	26.9%	36.3%
4.830000%	1.3%	1.4%	2.8%	11.0%	20.1%	29.5%

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 Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including

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

See “—Distributions of Principal” above.

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

As described under “Reference Sheet—Components,” the JS Class consists of multiple payment components for purposes of calculating payments. Since these components are not divisible, the payment characteristics of the JS Class will reflect a combination of the payment of the payment characteristics of the related components.

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 term to maturity and bear interest at the annual rate specified in the table below.

<u>Original Term to Maturity</u>	<u>Remaining Term to Maturity</u>	<u>Interest Rate</u>
360 months	360 months	8.00%

It is unlikely

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

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

Percent of Original Principal Balances Outstanding

Date	AP, AI†, PA and CP Classes						BP, BI†, PB and DP Classes						PC Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	96	64	64	64	64	64	100	100	100	100	100	100	100	100	100	100	100	100
November 2007	92	31	31	31	31	15	100	100	100	100	100	100	100	100	100	100	100	100
November 2008	87	0	0	0	0	0	100	98	98	98	78	1	100	100	100	100	100	100
November 2009	82	0	0	0	0	0	100	46	46	46	0	0	100	100	100	100	87	5
November 2010	76	0	0	0	0	0	100	0	0	0	0	0	100	97	97	97	12	0
November 2011	70	0	0	0	0	0	100	0	0	0	0	0	100	47	47	47	0	0
November 2012	64	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2013	57	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2014	49	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2015	41	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2016	32	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2017	22	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2018	12	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2019	*	0	0	0	0	0	100	0	0	0	0	0	100	0	0	0	0	0
November 2020	0	0	0	0	0	0	79	0	0	0	0	0	100	0	0	0	0	0
November 2021	0	0	0	0	0	0	55	0	0	0	0	0	100	0	0	0	0	0
November 2022	0	0	0	0	0	0	30	0	0	0	0	0	100	0	0	0	0	0
November 2023	0	0	0	0	0	0	3	0	0	0	0	0	100	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	70	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	34	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
November 2027	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
November 2029	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
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)**	8.3	1.5	1.5	1.5	1.5	1.3	16.2	4.0	4.0	4.0	3.3	2.6	19.6	6.0	6.0	6.0	4.5	3.6

Date	PD Class						PE Class						PG Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	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	100	100	100	100	100	100	100
November 2009	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	21	100	100	100	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	43	0	100	100	100	100	100	65	100	100	100	100	100	100
November 2012	100	98	98	98	0	0	100	100	100	100	90	27	100	100	100	100	100	100
November 2013	100	45	45	45	0	0	100	100	100	100	53	2	100	100	100	100	100	100
November 2014	100	2	2	2	0	0	100	100	100	100	25	0	100	100	100	100	100	70
November 2015	100	0	0	0	0	0	100	70	70	70	5	0	100	100	100	100	100	48
November 2016	100	0	0	0	0	0	100	45	45	45	0	0	100	100	100	100	80	32
November 2017	100	0	0	0	0	0	100	24	24	24	0	0	100	100	100	100	58	22
November 2018	100	0	0	0	0	0	100	8	8	8	0	0	100	100	100	100	42	15
November 2019	100	0	0	0	0	0	100	0	0	0	0	0	100	89	89	89	31	10
November 2020	100	0	0	0	0	0	100	0	0	0	0	0	100	70	70	70	22	6
November 2021	100	0	0	0	0	0	100	0	0	0	0	0	100	54	54	54	16	4
November 2022	100	0	0	0	0	0	100	0	0	0	0	0	100	41	41	41	11	3
November 2023	100	0	0	0	0	0	100	0	0	0	0	0	100	31	31	31	8	2
November 2024	100	0	0	0	0	0	100	0	0	0	0	0	100	24	24	24	6	1
November 2025	100	0	0	0	0	0	100	0	0	0	0	0	100	18	18	18	4	1
November 2026	95	0	0	0	0	0	100	0	0	0	0	0	100	13	13	13	3	*
November 2027	40	0	0	0	0	0	100	0	0	0	0	0	100	9	9	9	2	*
November 2028	0	0	0	0	0	0	83	0	0	0	0	0	100	6	6	6	1	*
November 2029	0	0	0	0	0	0	25	0	0	0	0	0	100	4	4	4	1	*
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	27	2	2	2	*	*
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	*
November 2032	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)**	21.9	8.0	8.0	8.0	6.0	4.7	23.6	11.0	11.0	11.0	8.3	6.5	24.9	17.2	17.2	17.2	13.4	10.7

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

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

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

Date	JF and JA Classes						FA Class						JS Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	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	61	21	0	0	100	100	100	100	86	57	100	100	98	96	82	54
November 2007	100	100	29	0	0	0	100	100	100	73	26	0	100	100	96	69	25	0
November 2008	100	100	5	0	0	0	100	100	100	42	0	0	100	100	95	39	0	0
November 2009	100	100	0	0	0	0	100	100	90	21	0	0	100	100	85	20	0	0
November 2010	100	100	0	0	0	0	100	100	81	8	0	0	100	100	76	8	0	0
November 2011	100	100	0	0	0	0	100	100	74	2	0	0	100	100	70	2	0	0
November 2012	100	100	0	0	0	0	100	100	70	*	0	0	100	100	66	*	0	0
November 2013	100	97	0	0	0	0	100	100	66	*	0	0	100	100	63	*	0	0
November 2014	100	91	0	0	0	0	100	100	62	*	0	0	100	100	59	*	0	0
November 2015	100	82	0	0	0	0	100	100	57	*	0	0	100	99	54	*	0	0
November 2016	100	71	0	0	0	0	100	100	52	*	0	0	100	98	49	*	0	0
November 2017	100	58	0	0	0	0	100	100	46	*	0	0	100	98	44	*	0	0
November 2018	100	45	0	0	0	0	100	100	41	*	0	0	100	97	39	*	0	0
November 2019	100	31	0	0	0	0	100	100	36	*	0	0	100	96	34	*	0	0
November 2020	100	16	0	0	0	0	100	100	31	*	0	0	100	95	30	*	0	0
November 2021	100	2	0	0	0	0	100	100	27	*	0	0	100	95	26	*	0	0
November 2022	100	0	0	0	0	0	100	91	23	*	0	0	100	86	22	*	0	0
November 2023	100	0	0	0	0	0	100	80	19	*	0	0	100	76	18	*	0	0
November 2024	100	0	0	0	0	0	100	70	16	*	0	0	100	66	15	*	0	0
November 2025	100	0	0	0	0	0	100	60	13	*	0	0	100	57	12	*	0	0
November 2026	100	0	0	0	0	0	100	51	10	*	0	0	100	48	10	*	0	0
November 2027	100	0	0	0	0	0	100	42	8	*	0	0	100	40	8	*	0	0
November 2028	100	0	0	0	0	0	100	33	6	*	0	0	100	31	6	*	0	0
November 2029	100	0	0	0	0	0	100	25	4	*	0	0	100	24	4	*	0	0
November 2030	100	0	0	0	0	0	100	17	3	*	0	0	100	16	3	*	0	0
November 2031	67	0	0	0	0	0	100	10	2	*	0	0	98	9	1	*	0	0
November 2032	23	0	0	0	0	0	100	3	*	*	0	0	96	3	*	*	0	0
November 2033	0	0	0	0	0	0	82	0	0	0	0	0	77	0	0	0	0	0
November 2034	0	0	0	0	0	0	42	0	0	0	0	0	40	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)**	26.4	12.5	1.5	0.7	0.4	0.3	28.8	21.4	11.9	3.0	1.7	1.1	28.7	20.9	11.4	2.9	1.6	1.1

Date	HP, GP and EP Classes						J Class						P Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%	0%	100%	200%	300%	400%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	97	77	77	77	77	77	100	100	83	66	49	32	99	89	89	89	89	89
November 2007	95	56	56	56	56	46	100	100	70	41	15	0	97	78	78	78	78	73
November 2008	92	36	36	36	28	*	100	100	59	24	0	0	96	68	68	68	64	50
November 2009	88	17	17	17	0	0	100	100	52	12	0	0	94	58	58	58	48	34
November 2010	85	0	0	0	0	0	100	100	46	5	0	0	92	50	50	50	36	24
November 2011	81	0	0	0	0	0	100	100	42	1	0	0	91	41	41	41	27	16
November 2012	77	0	0	0	0	0	100	100	40	*	0	0	88	33	33	33	20	11
November 2013	72	0	0	0	0	0	100	99	38	*	0	0	86	27	27	27	15	8
November 2014	68	0	0	0	0	0	100	96	35	*	0	0	84	21	21	21	11	5
November 2015	62	0	0	0	0	0	100	92	32	*	0	0	81	17	17	17	8	3
November 2016	57	0	0	0	0	0	100	87	29	*	0	0	78	13	13	13	6	2
November 2017	50	0	0	0	0	0	100	82	26	*	0	0	75	11	11	11	4	2
November 2018	44	0	0	0	0	0	100	76	23	*	0	0	72	8	8	8	3	1
November 2019	36	0	0	0	0	0	100	70	21	*	0	0	68	7	7	7	2	1
November 2020	29	0	0	0	0	0	100	64	18	*	0	0	64	5	5	5	2	*
November 2021	20	0	0	0	0	0	100	58	15	*	0	0	60	4	4	4	1	*
November 2022	11	0	0	0	0	0	100	52	13	*	0	0	55	3	3	3	1	*
November 2023	1	0	0	0	0	0	100	46	11	*	0	0	51	2	2	2	1	*
November 2024	0	0	0	0	0	0	100	40	9	*	0	0	45	2	2	2	*	*
November 2025	0	0	0	0	0	0	100	34	7	*	0	0	39	1	1	1	*	*
November 2026	0	0	0	0	0	0	100	29	6	*	0	0	33	1	1	1	*	*
November 2027	0	0	0	0	0	0	100	24	5	*	0	0	26	1	1	1	*	*
November 2028	0	0	0	0	0	0	100	19	3	*	0	0	19	*	*	*	*	*
November 2029	0	0	0	0	0	0	100	14	2	*	0	0	11	*	*	*	*	*
November 2030	0	0	0	0	0	0	100	10	2	*	0	0	2	*	*	*	*	*
November 2031	0	0	0	0	0	0	86	6	1	*	0	0	*	*	*	*	*	*
November 2032	0	0	0	0	0	0	67	2	*	*	0	0	*	*	*	*	*	*
November 2033	0	0	0	0	0	0	46	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	24	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)**	11.2	2.4	2.4	2.4	2.2	1.8	27.8	17.6	7.4	2.0	1.1	0.8	16.6	6.0	6.0	6.0	4.7	3.7

* 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.

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 and the JS Class will be issued with original issue discount (“OID”), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount” in the REMIC Prospectus. In addition, certain other 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 200% PSA. See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount—*Daily Portions of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at that rate or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

Taxation of Beneficial Owners of Residual Certificates

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 5.38% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

The Treasury Department recently issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer’s accounting for the inducement fee will be considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. The Regulations, which are effective for taxable years ending on or after May 11, 2004, contain additional details regarding their application. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

Taxation of Beneficial Owners of RCR Certificates

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

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

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

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

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

Tax Return Disclosure Requirements

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. The MBS will be provided by Fannie Mae. We will sell the JF, JS, JA, FA, R and RL Classes to Nomura Securities International, Inc. (the “Dealer”) for cash proceeds estimated to be approximately \$170,206,523. The Dealer proposes to offer the JF, JS, JA, FA, R and RL Classes 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. The AP, AI, BP, BI, PC, PD, PE and PG Classes initially will be retained by Fannie Mae.

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

LEGAL MATTERS

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

Available Recombinations (1) (2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type(3)	Principal Type(3)	CUSIP Number	Final Distribution Date
Recombination 1								
AP	\$103,585,000	PA	\$103,585,000	5.5%	FIX	PAC	31394UWF 5	September 2023
AI	18,833,636(4)							
Recombination 2								
AP	103,585,000	CP	103,585,000	5.0	FIX	PAC	31394UWG 3	September 2023
AI	9,416,818(4)							
Recombination 3								
BP	59,049,000	PB	59,049,000	5.5	FIX	PAC	31394UWH1	April 2028
BI	10,736,181(4)							
Recombination 4								
BP	59,049,000	DP	59,049,000	5.0	FIX	PAC	31394UW J 7	April 2028
BI	5,368,090(4)							
Recombination 5								
AP	103,585,000	HP	162,634,000	5.5	FIX	PAC	31394UWK 4	April 2028
AI	18,833,636(4)							
BP	59,049,000							
BI	10,736,181(4)							
Recombination 6								
AP	103,585,000	GP	162,634,000	5.0	FIX	PAC	31394UWL 2	April 2028
AI	9,416,818(4)							
BP	59,049,000							
BI	5,368,090(4)							
Recombination 7								
AP	103,585,000	EP	162,634,000	4.5	FIX	PAC	31394UWM0	April 2028
BP	59,049,000							

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 8								
JF	\$ 5,000,000	J	\$174,472,000	5.5%	FIX	SUP	31394UWN8	December 2035
JA	69,341,181							
FA	87,515,120							
JS	12,615,699							
Recombination 9								
AP	103,585,000	P	325,528,000	5.5	FIX	PAC	31394UWP3	December 2035
AI	18,833,636(4)							
BP	59,049,000							
BI	10,736,181(4)							
PC	53,302,000							
PD	41,239,000							
PE	44,590,000							
PG	23,763,000							

- (1) REMIC Certificates and RCR Certificates in Recombinations 1 through 4 may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 5, 6, 7, 8 or 9, 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” in this prospectus supplement.
- (4) Notional principal balance.

Principal Balance Schedule

Aggregate Group Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$325,528,000.00	February 2010	\$182,944,894.24	May 2014	\$ 77,703,343.84
December 2005	322,353,444.99	March 2010	180,510,076.32	June 2014	76,246,096.16
January 2006	319,195,343.51	April 2010	178,087,906.10	July 2014	74,814,856.11
February 2006	316,053,610.91	May 2010	175,678,318.50	August 2014	73,409,172.86
March 2006	312,928,162.98	June 2010	173,281,248.79	September 2014	72,028,603.22
April 2006	309,818,915.93	July 2010	170,896,632.55	October 2014	70,672,711.58
May 2006	306,725,786.42	August 2010	168,524,405.72	November 2014	69,341,069.74
June 2006	303,648,691.54	September 2010	166,164,504.55	December 2014	68,033,256.78
July 2006	300,587,548.78	October 2010	163,816,865.62	January 2015	66,748,858.96
August 2006	297,542,276.08	November 2010	161,481,425.84	February 2015	65,487,469.59
September 2006	294,512,791.79	December 2010	159,158,122.44	March 2015	64,248,688.91
October 2006	291,499,014.69	January 2011	156,846,892.98	April 2015	63,032,123.99
November 2006	288,500,863.96	February 2011	154,547,675.34	May 2015	61,837,388.56
December 2006	285,518,259.22	March 2011	152,260,407.71	June 2015	60,664,102.99
January 2007	282,551,120.49	April 2011	149,985,028.61	July 2015	59,511,894.07
February 2007	279,599,368.19	May 2011	147,721,476.87	August 2015	58,380,395.01
March 2007	276,662,923.16	June 2011	145,469,691.64	September 2015	57,269,245.24
April 2007	273,741,706.66	July 2011	143,229,612.37	October 2015	56,178,090.37
May 2007	270,835,640.34	August 2011	141,001,178.83	November 2015	55,106,582.04
June 2007	267,944,646.25	September 2011	138,784,331.10	December 2015	54,054,377.86
July 2007	265,068,646.85	October 2011	136,579,009.57	January 2016	53,021,141.27
August 2007	262,207,564.99	November 2011	134,385,154.94	February 2016	52,006,541.47
September 2007	259,361,323.94	December 2011	132,202,708.20	March 2016	51,010,253.30
October 2007	256,529,847.33	January 2012	130,031,610.66	April 2016	50,031,957.19
November 2007	253,713,059.20	February 2012	127,871,803.92	May 2016	49,071,338.99
December 2007	250,910,883.99	March 2012	125,723,229.88	June 2016	48,128,089.95
January 2008	248,123,246.51	April 2012	123,585,830.76	July 2016	47,201,906.59
February 2008	245,350,071.97	May 2012	121,459,549.04	August 2016	46,292,490.63
March 2008	242,591,285.97	June 2012	119,344,327.54	September 2016	45,399,548.89
April 2008	239,846,814.46	July 2012	117,240,109.33	October 2016	44,522,793.20
May 2008	237,116,583.82	August 2012	115,146,837.81	November 2016	43,661,940.33
June 2008	234,400,520.76	September 2012	113,064,456.64	December 2016	42,816,711.92
July 2008	231,698,552.40	October 2012	110,992,909.80	January 2017	41,986,834.34
August 2008	229,010,606.23	November 2012	108,944,628.29	February 2017	41,172,038.66
September 2008	226,336,610.10	December 2012	106,932,567.29	March 2017	40,372,060.59
October 2008	223,676,492.23	January 2013	104,956,102.45	April 2017	39,586,640.32
November 2008	221,030,181.23	February 2013	103,014,620.04	May 2017	38,815,522.54
December 2008	218,397,606.07	March 2013	101,107,516.72	June 2017	38,058,456.28
January 2009	215,778,696.06	April 2013	99,234,199.41	July 2017	37,315,194.91
February 2009	213,173,380.91	May 2013	97,394,085.07	August 2017	36,585,496.00
March 2009	210,581,590.67	June 2013	95,586,600.57	September 2017	35,869,121.29
April 2009	208,003,255.76	July 2013	93,811,182.49	October 2017	35,165,836.63
May 2009	205,438,306.94	August 2013	92,067,277.01	November 2017	34,475,411.88
June 2009	202,886,675.35	September 2013	90,354,339.69	December 2017	33,797,620.83
July 2009	200,348,292.46	October 2013	88,671,835.34	January 2018	33,132,241.18
August 2009	197,823,090.12	November 2013	87,019,237.87	February 2018	32,479,054.44
September 2009	195,311,000.51	December 2013	85,396,030.13	March 2018	31,837,845.89
October 2009	192,811,956.17	January 2014	83,801,703.74	April 2018	31,208,404.49
November 2009	190,325,889.97	February 2014	82,235,758.98	May 2018	30,590,522.83
December 2009	187,852,735.15	March 2014	80,697,704.62	June 2018	29,983,997.06
January 2010	185,392,425.27	April 2014	79,187,057.80	July 2018	29,388,626.86

Aggregate Group (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2018	\$ 28,804,215.33	January 2023	\$ 9,400,432.42	June 2027	\$ 2,512,024.22
September 2018	28,230,568.99	February 2023	9,191,491.23	July 2027	2,441,194.25
October 2018	27,667,497.66	March 2023	8,986,607.97	August 2027	2,371,867.34
November 2018	27,114,814.46	April 2023	8,785,708.82	September 2027	2,304,014.92
December 2018	26,572,335.72	May 2023	8,588,721.24	October 2027	2,237,608.92
January 2019	26,039,880.94	June 2023	8,395,573.96	November 2027	2,172,621.75
February 2019	25,517,272.72	July 2023	8,206,196.98	December 2027	2,109,026.36
March 2019	25,004,336.74	August 2023	8,020,521.52	January 2028	2,046,796.17
April 2019	24,500,901.68	September 2023	7,838,480.00	February 2028	1,985,905.06
May 2019	24,006,799.16	October 2023	7,660,006.05	March 2028	1,926,327.40
June 2019	23,521,863.71	November 2023	7,485,034.43	April 2028	1,868,038.03
July 2019	23,045,932.75	December 2023	7,313,501.08	May 2028	1,811,012.23
August 2019	22,578,846.46	January 2024	7,145,343.06	June 2028	1,755,225.72
September 2019	22,120,447.82	February 2024	6,980,498.52	July 2028	1,700,654.69
October 2019	21,670,582.49	March 2024	6,818,906.73	August 2028	1,647,275.74
November 2019	21,229,098.83	April 2024	6,660,508.00	September 2028	1,595,065.87
December 2019	20,795,847.80	May 2024	6,505,243.70	October 2028	1,544,002.55
January 2020	20,370,682.94	June 2024	6,353,056.25	November 2028	1,494,063.62
February 2020	19,953,460.33	July 2024	6,203,889.07	December 2028	1,445,227.33
March 2020	19,544,038.54	August 2024	6,057,686.59	January 2029	1,397,472.32
April 2020	19,142,278.59	September 2024	5,914,394.19	February 2029	1,350,777.64
May 2020	18,748,043.90	October 2024	5,773,958.26	March 2029	1,305,122.70
June 2020	18,361,200.26	November 2024	5,636,326.11	April 2029	1,260,487.29
July 2020	17,981,615.78	December 2024	5,501,445.98	May 2029	1,216,851.56
August 2020	17,609,160.87	January 2025	5,369,267.04	June 2029	1,174,196.04
September 2020	17,243,708.18	February 2025	5,239,739.34	July 2029	1,132,501.61
October 2020	16,885,132.56	March 2025	5,112,813.84	August 2029	1,091,749.48
November 2020	16,533,311.03	April 2025	4,988,442.35	September 2029	1,051,921.22
December 2020	16,188,122.77	May 2025	4,866,577.53	October 2029	1,012,998.73
January 2021	15,849,449.03	June 2025	4,747,172.89	November 2029	974,964.26
February 2021	15,517,173.14	July 2025	4,630,182.77	December 2029	937,800.35
March 2021	15,191,180.44	August 2025	4,515,562.30	January 2030	901,489.88
April 2021	14,871,358.28	September 2025	4,403,267.43	February 2030	866,016.05
May 2021	14,557,595.95	October 2025	4,293,254.87	March 2030	831,362.35
June 2021	14,249,784.68	November 2025	4,185,482.12	April 2030	797,512.59
July 2021	13,947,817.60	December 2025	4,079,907.42	May 2030	764,450.87
August 2021	13,651,589.66	January 2026	3,976,489.75	June 2030	732,161.58
September 2021	13,360,997.69	February 2026	3,875,188.85	July 2030	700,629.39
October 2021	13,075,940.29	March 2026	3,775,965.13	August 2030	669,839.27
November 2021	12,796,317.82	April 2026	3,678,779.75	September 2030	639,776.45
December 2021	12,522,032.38	May 2026	3,583,594.53	October 2030	610,426.45
January 2022	12,252,987.80	June 2026	3,490,371.99	November 2030	581,775.03
February 2022	11,989,089.55	July 2026	3,399,075.31	December 2030	553,808.25
March 2022	11,730,244.79	August 2026	3,309,668.33	January 2031	526,512.39
April 2022	11,476,362.25	September 2026	3,222,115.53	February 2031	499,874.00
May 2022	11,227,352.31	October 2026	3,136,382.03	March 2031	473,879.89
June 2022	10,983,126.86	November 2026	3,052,433.59	April 2031	448,517.09
July 2022	10,743,599.37	December 2026	2,970,236.54	May 2031	423,772.90
August 2022	10,508,684.81	January 2027	2,889,757.86	June 2031	399,634.82
September 2022	10,278,299.63	February 2027	2,810,965.08	July 2031	376,090.61
October 2022	10,052,361.75	March 2027	2,733,826.35	August 2031	353,128.25
November 2022	9,830,790.51	April 2027	2,658,310.36	September 2031	330,735.94
December 2022	9,613,506.68	May 2027	2,584,386.38	October 2031	308,902.10

Aggregate Group (Continued)

<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>
November 2031	\$	287,615.37	June 2032	\$	153,016.26	December 2032	\$	55,873.77
December 2031		266,864.59	July 2032		135,721.94	January 2033		41,165.40
January 2032		246,638.83	August 2032		118,881.56	February 2033		26,857.11
February 2032		226,927.34	September 2032		102,485.69	March 2033		12,940.50
March 2032		207,719.58	October 2032		86,525.11	April 2033 and		
April 2032		189,005.21	November 2032		70,990.77	thereafter		0.00
May 2032		170,774.09						

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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\$500,000,000



**Guaranteed
REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2005-111**

PROSPECTUS SUPPLEMENT

NOMURA

November 1, 2005
