

**Prospectus Supplement
(To Prospectus dated December 29, 1992)**

**\$55,000,000
Federal National Mortgage Association**



**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 1994-54**

The Guaranteed REMIC Pass-Through Certificates offered hereby (the "Certificates") will represent beneficial ownership interests in Fannie Mae REMIC Trust 1994-54 (the "Trust"). The assets of the Trust will consist of "principal only" Fannie Mae Stripped Mortgage-Backed Securities (the "SMBS") evidencing the beneficial ownership interest in certain distributions of principal made in respect of certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "MBS") held in the form of Fannie Mae Guaranteed MBS Pass-Through Certificates (the "Mega Certificates") and included in Fannie Mae Stripped Mortgage-Backed Security Trusts 000203-CL, 000237-CL and 000251-CL (the "SMBS Trusts"). Each MBS will represent a beneficial interest in a pool (the "Pool") of first lien, single-family, fixed-rate residential mortgage loans (the "Mortgage Loans") having the characteristics described herein. The Certificates will be issued and guaranteed as to timely distribution of principal by Fannie Mae and offered by Fannie Mae pursuant to its Prospectus for Guaranteed Mortgage Pass-Through Certificates (the "MBS Prospectus"), its Prospectus for Stripped Mortgage-Backed Securities (the "SMBS Prospectus") and its Prospectus for Guaranteed MBS Pass-Through Certificates (the "Mega Prospectus"), each available as described herein, and its Prospectus for Guaranteed REMIC Pass-Through Certificates (the "REMIC Prospectus"), accompanying this Prospectus Supplement.

An election will be made to treat the Trust as a "real estate mortgage investment conduit" ("REMIC") pursuant to the Internal Revenue Code of 1986, as amended (the "Code"). The R Class will be subject to transfer restrictions. See "Description of the Certificates—Characteristics of the R Class" and "Certain Additional Federal Income Tax Consequences" herein, and "Description of the Certificates—Additional Characteristics of Residual Certificates" and "Certain Federal Income Tax Consequences" in the REMIC Prospectus.

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THE CERTIFICATES, TOGETHER WITH ANY INTEREST THEREON, ARE NOT GUARANTEED BY THE UNITED STATES. THE OBLIGATIONS OF FANNIE MAE UNDER ITS GUARANTY OF THE CERTIFICATES ARE OBLIGATIONS SOLELY OF FANNIE MAE AND DO NOT CONSTITUTE AN OBLIGATION OF THE UNITED STATES OR ANY AGENCY OR INSTRUMENTALITY THEREOF OTHER THAN FANNIE MAE. THE CERTIFICATES ARE EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933 AND ARE "EXEMPTED SECURITIES" WITHIN THE MEANING OF THE SECURITIES EXCHANGE ACT OF 1934.

<u>Class</u>	<u>Original Principal Balance</u>	<u>Principal Type (1)</u>	<u>Interest Rate</u>	<u>Interest Type (1)</u>	<u>Final Distribution Date</u>
A	\$18,700,000	PAC	(2)	PO	November 2023
B	7,700,000	PAC	(2)	PO	November 2023
C	11,000,000	PAC	(2)	PO	November 2023
D	6,600,000	TAC	(2)	PO	October 2023
E	550,000	TAC	(2)	PO	November 2023
G	10,450,000	SUP	(2)	PO	November 2023
R	0	NPR	0	NPR	November 2023

(1) See "Description of the Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Principal" herein.

(2) These Classes will be Principal Only Classes and will bear no interest.

The Certificates will be offered by Greenwich Capital Markets, Inc. (the "Dealer") from time to time in negotiated transactions, at varying prices to be determined at the time of sale.

The Certificates will be offered by the Dealer, subject to issuance by Fannie Mae and to prior sale or to withdrawal or modification of the offer without notice, when, as and if delivered to and accepted by the Dealer, and subject to approval of certain legal matters by counsel. It is expected that the Certificates, except for the R Class, will be available through the book-entry system of the Federal Reserve Banks on or about March 30, 1994 (the "Settlement Date"). It is expected that the R Class in registered, certificated form will be available for delivery at the offices of the Dealer, Greenwich, Connecticut, on or about the Settlement Date.

**GREENWICH CAPITAL
M A R K E T S, I N C.**

February 23, 1994

(Cover continued from previous page)

THE CERTIFICATES MAY NOT BE SUITABLE INVESTMENTS FOR ALL INVESTORS. NO INVESTOR SHOULD PURCHASE CERTIFICATES UNLESS SUCH INVESTOR UNDERSTANDS AND IS ABLE TO BEAR THE PREPAYMENT, YIELD, LIQUIDITY AND OTHER RISKS ASSOCIATED WITH SUCH CERTIFICATES.

The yield to investors in each Class will be sensitive in varying degrees to the rate of principal payments of the Mortgage Loans, the characteristics of the Mortgage Loans actually included in the Pool and the purchase price paid for the related Class. Accordingly, investors should consider the following risks:

- The Mortgage Loans generally may be prepaid at any time without penalty, and, accordingly, the rate of principal payments thereon is likely to vary considerably from time to time.
- Slight variations in Mortgage Loan characteristics could substantially affect the weighted average lives and yields of some or all of the Classes.
- In the case of any Certificates purchased at a discount to their principal amounts, a slower than anticipated rate of principal payments is likely to result in a lower than anticipated yield.

See “Description of the Certificates—Yield Considerations” herein.

In addition, investors should purchase Certificates only after considering the following:

- The actual final payment of any Class will likely occur earlier, and could occur much earlier, than the Final Distribution Date for such Class specified on the cover page. See “Description of the Certificates—Weighted Average Lives of the Certificates” herein and “Description of the Certificates—Weighted Average Life and Final Distribution Dates” in the REMIC Prospectus.
- The rate of principal distributions of the Certificates is uncertain and investors may be unable to reinvest the distributions thereon at yields equaling the yields on the Certificates. See “Description of the Certificates—Reinvestment Risk” in the REMIC Prospectus.
- Investors whose investment activities are subject to legal investment laws and regulations or to review by regulatory authorities may be subject to restrictions on investment in certain Classes of the Certificates. Investors should consult their legal advisors to determine whether and to what extent the Certificates constitute legal investments or are subject to restrictions on investment. See “Legal Investment Considerations” in the REMIC Prospectus.

The Dealer intends to make a market for the Certificates but is not obligated to do so. There can be no assurance that such a secondary market will develop or, if developed, that it will continue. Thus, investors may not be able to sell their Certificates readily or at prices that will enable them to realize their anticipated yield. No investor should purchase Certificates unless such investor understands and is able to bear the risk that the value of the Certificates will fluctuate over time and that the Certificates may not be readily salable.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this Prospectus Supplement, the REMIC Prospectus, the SMBS Prospectus, the Mega Prospectus or the MBS Prospectus. Any representation to the contrary is a criminal offense.

This Prospectus Supplement does not contain complete information about the Certificates. Investors should purchase Certificates only after reading this Prospectus Supplement, the REMIC Prospectus, the MBS Prospectus dated January 1, 1994, the SMBS Prospectus dated December 31, 1993, the Mega Prospectus dated December 31, 1993 and the Fannie Mae Information Statement dated February 16, 1993 and any supplements thereto (the “Information Statement”). The MBS Prospectus, the SMBS Prospectus, the Mega Prospectus and the Information Statement are incorporated herein by reference and may be obtained from Fannie Mae by writing or calling its MBS Helpline at 3900 Wisconsin Avenue, N.W., Area 2H-3S, Washington, D.C. 20016 (telephone 1-800-BEST-MBS or 202-752-6547). Such documents may also be obtained from Greenwich Capital Markets, Inc. by writing or calling its Prospectus Department at 600 Steamboat Road, Greenwich, CT 06830 (telephone 203-622-5628).

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DESCRIPTION OF THE CERTIFICATES

The following summaries describing certain provisions of the Certificates do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus, the Mega Prospectus and the provisions of the Trust Agreement (defined below). Capitalized terms used and not otherwise defined in this Prospectus Supplement have the respective meanings assigned to such terms in the REMIC Prospectus (including the Glossary contained therein), the MBS Prospectus, the SMBS Prospectus, the Mega Prospectus or the Trust Agreement (as the context may require).

General

Structure. The Trust will be created pursuant to a trust agreement dated as of September 1, 1987, as supplemented by an issue supplement thereto, dated as of March 1, 1994 (together, the “Trust Agreement”), executed by the Federal National Mortgage Association (“Fannie Mae”) in its corporate capacity and in its capacity as Trustee, and the Certificates in the Classes and aggregate original principal balances set forth on the cover hereof will be issued by Fannie Mae pursuant thereto. A description of Fannie Mae and its business, together with certain financial statements and other financial information, is contained in the Information Statement.

The Certificates (other than the R Class) 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 assets of the Trust will consist of the SMBS.

SMBS Distributions. The SMBS will provide that certain principal payments on the MBS will be passed through monthly, commencing on the 25th day of the month following the month of the initial issuance of the SMBS (or, if such 25th day is not a business day, on the first business day next succeeding such 25th day).

Fannie Mae Guaranty. Fannie Mae guarantees to each holder of an MBS the timely payment of scheduled installments of principal of and interest on the underlying Mortgage Loans, whether or not received, together with the full principal balance of any foreclosed Mortgage Loan, whether or not such balance is actually recovered. In addition, Fannie Mae will be obligated to distribute on a timely basis to the Holders of Certificates required installments of principal and to distribute the principal balance of each Class of Certificates in full no later than the applicable Final Distribution Date, whether or not sufficient funds are available in the MBS Account. The guaranty obligations of Fannie Mae with respect to the SMBS and the Mega Certificates are described in the SMBS Prospectus and the Mega Prospectus, respectively. The guaranties of Fannie Mae are not backed by the full faith and credit of the United States. See “Description of the Certificates—Fannie Mae’s Guaranty” in the REMIC Prospectus, “The SMBS Certificates—Fannie Mae Obligations” in the SMBS Prospectus, “The Certificates—Fannie Mae’s Guaranty” in the Mega Prospectus and “Description of Certificates—The Corporation’s Guaranty” in the MBS Prospectus.

Characteristics of Certificates. The Certificates, other than the R Certificate, will be issued and maintained and may be transferred by Holders only on the book-entry system of the Federal Reserve Banks. Such entities whose names appear on the book-entry records of a Federal Reserve Bank as the entities for whose accounts such Certificates have been deposited are herein referred to as “Holders” or “Certificateholders.” A Holder is not necessarily the beneficial owner of a book-entry Certificate. Beneficial owners will ordinarily hold book-entry Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of the Certificates—Denominations, Book-Entry Form” in the REMIC Prospectus.

The R Certificate will not be issued in book-entry form but will be issued in fully registered, certificated form. As to the R Certificate, “Holder” or “Certificateholder” refers to the registered owner thereof. The R Certificate will be transferable and, if applicable, exchangeable at the corporate trust office of the Transfer Agent, or at the agency of the Transfer Agent in New York, New York.

The Transfer Agent initially will be State Street Bank and Trust Company in Boston, Massachusetts (“State Street”). A service charge may be imposed for any exchange, if applicable, or registration of transfer of the R Certificate and Fannie Mae may require payment of a sum sufficient to cover any tax or other governmental charge. See also “Characteristics of the R Class” herein.

The distribution to the Holder of the R Certificate of the proceeds of any remaining assets of the Trust will be made only upon presentation and surrender of such Certificate at the office of the Paying Agent. The Paying Agent initially will be State Street.

Authorized Denominations. The Certificates, other than the R Certificate, will be issued in minimum denominations of \$1,000 and integral multiples of \$1 in excess thereof. The R Class will be issued as a single certificate and will not have a principal balance.

Distribution Dates. Distributions on the Certificates will be made on the 25th day of each month (or, if such 25th day is not a business day, on the first business day next succeeding such 25th day), commencing in the month following the Settlement Date.

Calculation of Distributions. Principal on the Certificates will be distributed on each Distribution Date in an amount equal to the aggregate distributions of principal concurrently made on the SMBS. See “Distributions of Principal” herein.

Record Date. Each monthly distribution on the Certificates will be made to Holders of record on the last day of the preceding month.

REMIC Trust Factors. As soon as practicable following the eleventh calendar day of each month, Fannie Mae will publish or otherwise make available for each Class of Certificates the factor (carried to eight decimal places) which, when multiplied by the original principal balance of a Certificate of such Class, will equal the remaining principal balance of such Certificate after giving effect to the distribution of principal to be made on the following Distribution Date.

Optional Termination. Consistent with its policy described under “Description of Certificates—Termination” in the MBS Prospectus, Fannie Mae will agree not to effect indirectly an early termination of the Trust through the exercise of its right to repurchase the Mortgage Loans underlying any MBS unless only one Mortgage Loan remains in the related Pool or the principal balance of such Pool at the time of repurchase is less than one percent of the original principal balance thereof.

The SMBS

The “principal only” SMBS underlying the Certificates will represent principal payments on a principal amount of \$55,000,000 of MBS having the general characteristics described in the MBS Prospectus. The MBS underlying the SMBS have a Pass-Through Rate of 8.00% and are held in the form of Mega Certificates CL-190203, CL-190237 and CL-190251, the general characteristics of which are described in the Mega Prospectus.

The Mortgage Loans will be conventional Level Payment Mortgage Loans secured by a first mortgage or deed of trust on a one- to four-family (“single-family”) residential property and having an original maturity of up to 30 years, as described under “The Mortgage Pools” and “Yield

Considerations” in the MBS Prospectus. The characteristics of the MBS and Mortgage Loans in the SMBS Trusts as of March 1, 1994 (the “Issue Date”) are expected to be as follows:

SMBS Trust 000203-CL

Principal Balance	\$18,333,333
Approximate Weighted Average WAC	8.455%
Approximate Weighted Average WAM	340 months
Approximate Weighted Average CAGE	16 months

SMBS Trust 000237-CL

Principal Balance	\$18,333,333
Approximate Weighted Average WAC	8.477%
Approximate Weighted Average WAM	339 months
Approximate Weighted Average CAGE	18 months

SMBS Trust 000251-CL

Principal Balance	\$18,333,334
Approximate Weighted Average WAC	8.478%
Approximate Weighted Average WAM	339 months
Approximate Weighted Average CAGE	17 months

Following the issuance of the Certificates, Fannie Mae will prepare a Final Data Statement setting forth, among other information, the unpaid principal balance of each SMBS as of the Issue Date. The Final Data Statement will not accompany this Prospectus Supplement but will be made available by Fannie Mae. To request the Final Data Statement, telephone Fannie Mae at 1-800-BEST-MBS or 202-752-6547. The contents of the Final Data Statement and other data specific to the Certificates are available in electronic form by calling Fannie Mae at 1-800-752-6440 or 202-752-6000.

Distributions of Principal

Categories of Classes

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

<u>Principal Type*</u>	<u>Classes</u>
PAC I	A and B
PAC II	C
TAC	D and E
Support	G
No Payment Residual	R

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

Principal Distribution Amount

Principal will be distributed monthly on the Certificates in an amount (the “Principal Distribution Amount”) equal to the aggregate distributions of principal concurrently made on the SMBS.

On each Distribution Date, the Principal Distribution Amount will be distributed as principal of the Classes in the following order of priority:

- (i) sequentially, to the A and B Classes, in that order, until the principal balances thereof are reduced to their respective Planned Balances for such Distribution Date; } **PAC I
Classes**
- (ii) to the C Class, until the principal balance thereof is reduced to its Planned Balance for such Distribution Date; } **PAC II
Class**

- (iii) sequentially, to the D and E Classes, in that order, until the principal balances thereof are reduced to their respective Targeted Balances for such Distribution Date; } TAC Classes
- (iv) to the G Class, until the principal balance thereof is reduced to zero; } Support Class
- (v) to the C Class, without regard to its Planned Balance and until the principal balance thereof is reduced to zero; } PAC II Class
- (vi) sequentially, to the D and E Classes, in that order, without regard to their Targeted Balances and until the respective principal balances thereof are reduced to zero; and } TAC Classes
- (vii) sequentially, to the B and A Classes, in that order, without regard to their Planned Balances and until the respective principal balances thereof are reduced to zero. } PAC I Classes

Structuring Assumptions

Pricing Assumptions. Unless otherwise specified, the information in the tables in this Prospectus Supplement has been prepared on the basis of the following assumptions (the “Pricing Assumptions”):

- the Mortgage Loans underlying each SMBS Trust have original terms to maturity of 360 months and a per annum interest rate of 8.48%, and the following principal amounts of the Mortgage Loans have the remaining terms to maturity and CAGEs, respectively, as specified:

\$11,000,000	352 months	8 months
\$11,000,000	345 months	12 months
\$11,000,000	342 months	16 months
\$11,000,000	338 months	19 months
\$11,000,000	320 months	32 months
- the Mortgage Loans prepay at the *constant* percentages of PSA specified in the related table;
- the closing date for the sale of the Certificates is the Settlement Date; and
- the first Distribution Date for the Certificates occurs in the month following the Settlement Date.

PSA Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this Prospectus Supplement is the Public Securities Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA (for example, 400% 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 the Certificates—Prepayment Considerations and Risks” in the REMIC Prospectus. There is no assurance that prepayments will occur at any PSA rate or at any other constant rate.

The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the Mortgage Loans prepay at the approximate *constant* levels set forth in the following table.

<u>Principal Balance Schedule References</u>	<u>Related Classes</u>	<u>PSA Levels</u>
Planned Balances	A and B	Between 140% and 450%
Planned Balance	C	Between 275% and 450%
Targeted Balances	D and E	400%

There is no assurance that the principal balances of the Classes listed above will conform on any Distribution Date to the applicable balances specified for such Distribution Date in the Principal Balance Schedules below or that distributions of principal on the related Classes will begin or end on the respective Distribution Dates specified in such Schedules. Because any excess of the principal available for distribution on any Distribution Date over the amount necessary to reduce the principal balances of the applicable Classes to their respective scheduled balances will be distributed, the ability to so reduce the principal balances of such Classes will not be enhanced by the averaging of high and low principal payments. In addition, even if prepayments remain within the ranges specified above, the principal available for distribution may be insufficient to reduce the applicable Classes to such respective balances, if 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 Classes specified above may not be reduced to their respective scheduled amounts, even if prepayments occur at a *constant* level within the ranges or at the rate specified above.

Principal Balance Schedules

<u>Distribution Date</u>	<u>A Class Planned Balance</u>	<u>B Class Planned Balance</u>	<u>C Class Planned Balance</u>	<u>D Class Targeted Balance</u>	<u>E Class Targeted Balance</u>
Initial Balance	\$18,700,000.00	\$7,700,000.00	\$11,000,000.00	\$6,600,000.00	\$550,000.00
April 1994	18,426,057.93	7,700,000.00	10,760,720.24	6,365,332.57	550,000.00
May 1994	18,142,723.03	7,700,000.00	10,514,394.44	6,126,034.97	550,000.00
June 1994	17,850,099.05	7,700,000.00	10,261,266.27	5,882,433.39	550,000.00
July 1994	17,548,296.90	7,700,000.00	10,001,599.46	5,634,885.15	550,000.00
August 1994	17,237,434.59	7,700,000.00	9,735,677.21	5,383,777.13	550,000.00
September 1994	16,917,637.12	7,700,000.00	9,463,801.57	5,129,524.22	550,000.00
October 1994	16,589,036.33	7,700,000.00	9,186,292.63	4,872,567.46	550,000.00
November 1994	16,251,770.79	7,700,000.00	8,903,487.80	4,613,372.23	550,000.00
December 1994	15,905,985.65	7,700,000.00	8,615,740.99	4,352,426.21	550,000.00
January 1995	15,551,832.55	7,700,000.00	8,323,421.68	4,090,237.23	550,000.00
February 1995	15,189,469.38	7,700,000.00	8,026,914.04	3,827,331.16	550,000.00
March 1995	14,821,642.91	7,700,000.00	7,729,194.86	3,566,738.65	550,000.00
April 1995	14,448,466.53	7,700,000.00	7,430,513.69	3,308,755.44	550,000.00
May 1995	14,070,058.20	7,700,000.00	7,131,130.77	3,053,691.19	550,000.00
June 1995	13,689,084.73	7,700,000.00	6,833,790.49	2,804,193.01	550,000.00
July 1995	13,305,617.17	7,700,000.00	6,538,616.34	2,560,346.79	550,000.00
August 1995	12,919,729.60	7,700,000.00	6,245,739.20	2,322,249.56	550,000.00
September 1995	12,531,499.04	7,700,000.00	5,955,296.77	2,090,008.20	550,000.00
October 1995	12,143,507.62	7,700,000.00	5,669,798.27	1,865,898.65	550,000.00
November 1995	11,755,783.10	7,700,000.00	5,389,243.00	1,649,810.72	550,000.00
December 1995	11,368,354.73	7,700,000.00	5,113,634.54	1,441,642.75	550,000.00
January 1996	10,981,253.19	7,700,000.00	4,842,980.38	1,241,300.87	550,000.00
February 1996	10,596,982.39	7,700,000.00	4,579,580.78	1,050,747.02	550,000.00
March 1996	10,215,521.72	7,700,000.00	4,323,303.76	869,677.05	550,000.00
April 1996	9,836,850.70	7,700,000.00	4,074,019.48	697,794.97	550,000.00
May 1996	9,460,949.00	7,700,000.00	3,831,600.21	534,812.75	550,000.00
June 1996	9,087,796.44	7,700,000.00	3,595,920.31	380,450.08	550,000.00
July 1996	8,717,373.00	7,700,000.00	3,366,856.15	234,434.23	550,000.00
August 1996	8,349,658.79	7,700,000.00	3,144,286.16	96,499.81	550,000.00
September 1996	7,984,634.07	7,700,000.00	2,928,090.71	0.00	516,388.64
October 1996	7,622,279.25	7,700,000.00	2,718,152.16	0.00	393,849.51
November 1996	7,262,574.87	7,700,000.00	2,514,354.75	0.00	278,638.06
December 1996	6,905,501.62	7,700,000.00	2,316,584.64	0.00	170,516.55
January 1997	6,551,040.33	7,700,000.00	2,124,729.85	0.00	69,253.75
February 1997	6,199,171.98	7,700,000.00	1,938,680.21	0.00	0.00
March 1997	5,849,877.66	7,700,000.00	1,758,327.38	0.00	0.00
April 1997	5,503,138.63	7,700,000.00	1,583,564.78	0.00	0.00
May 1997	5,158,936.27	7,700,000.00	1,414,287.60	0.00	0.00
June 1997	4,817,252.08	7,700,000.00	1,250,392.71	0.00	0.00
July 1997	4,478,067.74	7,700,000.00	1,091,778.71	0.00	0.00
August 1997	4,141,365.01	7,700,000.00	938,345.87	0.00	0.00
September 1997	3,807,125.83	7,700,000.00	789,996.07	0.00	0.00
October 1997	3,475,332.24	7,700,000.00	646,632.83	0.00	0.00
November 1997	3,145,966.42	7,700,000.00	508,161.26	0.00	0.00
December 1997	2,819,010.69	7,700,000.00	374,488.03	0.00	0.00
January 1998	2,494,447.47	7,700,000.00	245,521.35	0.00	0.00
February 1998	2,172,259.35	7,700,000.00	121,170.96	0.00	0.00
March 1998	1,852,429.02	7,700,000.00	1,348.07	0.00	0.00
April 1998	1,534,939.29	7,700,000.00	0.00	0.00	0.00
May 1998	1,219,773.12	7,700,000.00	0.00	0.00	0.00
June 1998	906,913.56	7,700,000.00	0.00	0.00	0.00

<u>Distribution Date</u>	<u>A Class Planned Balance</u>	<u>B Class Planned Balance</u>	<u>C Class Planned Balance</u>	<u>D Class Targeted Balance</u>	<u>E Class Targeted Balance</u>
July 1998	\$ 596,343.83	\$7,700,000.00	\$ 0.00	\$ 0.00	\$ 0.00
August 1998	288,047.23	7,700,000.00	0.00	0.00	0.00
September 1998	0.00	7,682,007.20	0.00	0.00	0.00
October 1998	0.00	7,378,207.29	0.00	0.00	0.00
November 1998	0.00	7,076,631.20	0.00	0.00	0.00
December 1998	0.00	6,777,262.71	0.00	0.00	0.00
January 1999	0.00	6,480,085.73	0.00	0.00	0.00
February 1999	0.00	6,185,084.31	0.00	0.00	0.00
March 1999	0.00	5,892,242.58	0.00	0.00	0.00
April 1999	0.00	5,601,544.82	0.00	0.00	0.00
May 1999	0.00	5,312,975.40	0.00	0.00	0.00
June 1999	0.00	5,026,518.81	0.00	0.00	0.00
July 1999	0.00	4,742,159.67	0.00	0.00	0.00
August 1999	0.00	4,459,882.67	0.00	0.00	0.00
September 1999	0.00	4,179,672.67	0.00	0.00	0.00
October 1999	0.00	3,904,447.54	0.00	0.00	0.00
November 1999	0.00	3,636,573.29	0.00	0.00	0.00
December 1999	0.00	3,375,855.34	0.00	0.00	0.00
January 2000	0.00	3,122,104.21	0.00	0.00	0.00
February 2000	0.00	2,875,135.44	0.00	0.00	0.00
March 2000	0.00	2,634,769.38	0.00	0.00	0.00
April 2000	0.00	2,400,831.15	0.00	0.00	0.00
May 2000	0.00	2,173,150.44	0.00	0.00	0.00
June 2000	0.00	1,951,561.43	0.00	0.00	0.00
July 2000	0.00	1,735,902.69	0.00	0.00	0.00
August 2000	0.00	1,526,017.00	0.00	0.00	0.00
September 2000	0.00	1,321,751.32	0.00	0.00	0.00
October 2000	0.00	1,122,956.60	0.00	0.00	0.00
November 2000	0.00	929,487.76	0.00	0.00	0.00
December 2000	0.00	741,203.49	0.00	0.00	0.00
January 2001	0.00	557,966.26	0.00	0.00	0.00
February 2001	0.00	379,642.11	0.00	0.00	0.00
March 2001	0.00	206,100.65	0.00	0.00	0.00
April 2001	0.00	37,214.91	0.00	0.00	0.00
May 2001 and thereafter	0.00	0.00	0.00	0.00	0.00

Characteristics of the R Class

The R Certificate will not have a principal balance and will not bear interest. The Holder of the R Certificate will be entitled to receive the proceeds of the remaining assets of the Trust, if any, after the principal balances of all Classes have been reduced to zero. It is not anticipated that there will be any material assets remaining in such circumstance.

The R Class will be subject to certain transfer restrictions. No transfer of record or beneficial ownership of an R Certificate will be allowed to a “disqualified organization.” In addition, no transfer of record or beneficial ownership of an R Certificate will be allowed to any person that is not a “U.S. Person” without the written consent of Fannie Mae. Under regulations issued by the Treasury Department on December 23, 1992 (the “Regulations”), a transfer of a “noneconomic residual interest” to a U.S. Person 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 Certificate will constitute a noneconomic residual interest under the Regulations. Any transferee of the R Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 on which the transferee provides its taxpayer identification number. See “Description of the Certificates—Additional Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates” in the REMIC Prospectus. Transferors of the R Certificate should consult with their own tax advisors for further information regarding such transfers.

The Holder of the R Certificate will be considered to be the holder of the “residual interest” in the REMIC constituted by the Trust. See “Certain Federal Income Tax Consequences” in the REMIC Prospectus. Pursuant to the Trust Agreement, Fannie Mae will be obligated to provide to such Holder (i) such information as is necessary to enable it to prepare its federal income tax return and (ii) any reports regarding the Certificate that may be required under the Code.

Yield Considerations

General. There can be no assurance that the Mortgage Loans will have the characteristics assumed herein or will prepay at any of the rates assumed herein or at any other particular rate, that the pre-tax yields on the Certificates will correspond to any of the pre-tax yields shown herein or that the aggregate purchase prices of the Certificates will be as assumed. Because the rate of principal distributions on the Certificates will be related to the amortization of the Mortgage Loans in each Pool, which are likely to include Mortgage Loans that have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal distributions on the Certificates are likely to differ from those assumed, even if all Mortgage Loans prepay at the indicated constant percentages of PSA. In addition, it is not likely that the Mortgage Loans will prepay at a constant PSA rate until maturity or that all of such Mortgage Loans will prepay at the same rate.

The timing of changes in the rate of prepayments may significantly affect the actual yield to maturity to investors, even if the average rate of principal prepayments is consistent with the expectations of investors. In general, the earlier the payment of principal of the Mortgage Loans, the greater the effect on an investor’s yield to maturity. As a result, the effect on an investor’s yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the issuance of the Certificates will not be offset by a subsequent like reduction (or increase) in the rate of principal prepayments. Investors must make their own decisions as to the appropriate assumptions, including prepayment assumptions, to be used in deciding whether to purchase the Certificates.

The table below indicates the sensitivity of the pre-tax corporate bond equivalent yields to maturity of certain Classes to various constant percentages of PSA. The yields set forth in the table were calculated 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 value of such

assumed streams of cash flows to equal the assumed aggregate purchase prices of such Classes and converting such monthly rates to corporate bond equivalent rates. Such calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on the Certificates and consequently do not purport to reflect the return on any investment in the Certificates when such reinvestment rates are considered.

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

The information set forth in the following table has been prepared on the basis of the Pricing Assumptions and on the assumption that the aggregate purchase prices (expressed as percentages of original principal balances) of the Principal Only Classes are as follows:

<u>Class</u>	<u>Price</u>
A	87.9375%
B	68.7500
C	82.0000
D	81.0000
E	65.0000
G	81.2500

**Sensitivity of the Principal Only Classes to Prepayments
(Pre-Tax Yields to Maturity)**

<u>Class</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>140%</u>	<u>275%</u>	<u>400%</u>	<u>450%</u>	<u>600%</u>
A	2.8%	5.9%	5.9%	5.9%	5.9%	5.9%
B	3.3%	6.7%	6.7%	6.7%	6.7%	6.1%
C	1.2%	2.2%	12.0%	12.0%	12.0%	12.0%
D	1.0%	1.6%	3.1%	19.9%	19.9%	19.9%
E	1.9%	2.8%	5.0%	16.6%	16.6%	16.6%
G	0.8%	1.0%	1.6%	2.4%	3.2%	14.7%

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 such 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 such 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 the Certificates—Weighted Average Life and Final Distribution Dates” 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 such rate of principal payments, the priority sequence of distributions of principal of the Classes and the distribution of principal of certain Classes in accordance with the Principal Balance Schedules herein. In particular, if the amount distributable as principal of the Certificates on any Distribution Date exceeds the amount required to reduce the principal balances of certain Classes with higher principal payment priorities to their respective scheduled amounts as set forth in the Principal Balance Schedules, such excess principal will be distributed on the remaining Classes on such Distribution Date. Conversely, if the principal distributable on any Distribution Date is less than the amount so required to reduce certain Classes to their respective scheduled amounts, no principal will be distributed on the remaining Classes on such Distribution Date. Accordingly, the rate of principal payments on the Mortgage Loans is expected to have a greater effect on the weighted average life of the Support Class

and, under certain prepayment scenarios, the weighted average lives of the TAC Classes and the PAC II Class, than on the weighted average lives of the PAC I Classes. See “Distributions of Principal” herein.

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

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each of the dates shown at various *constant* PSA levels and the corresponding weighted average lives of such Classes. The tables have been prepared on the basis of the Pricing Assumptions, except that with respect to the information set forth for each such Class under 0% PSA it has been assumed that each underlying Mortgage Loan bears an interest rate of 10.5% per annum and has an original term to maturity of 360 months and a remaining term to maturity of 356 months. It is not likely that (i) all of the underlying Mortgage Loans will have the interest rate, original or remaining terms to maturity assumed in the preceding sentence or (ii) the underlying Mortgage Loans will prepay at a *constant* PSA level. In addition, the diverse remaining terms to maturity of the Mortgage Loans (which may include recently originated Mortgage Loans) could produce slower or faster principal distributions than indicated in the tables at the specified *constant* PSA levels, even if the distributions of the weighted average remaining terms to maturity and the weighted average CAGEs of the Mortgage Loans are identical to the distributions of the remaining terms to maturity and CAGEs specified in the Pricing Assumptions.

Percent of Original Principal Balances Outstanding

Date	A Class					B Class					C Class					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	140%	400%	450%	600%	0%	140%	400%	450%	600%	0%	140%	275%	400%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 1995	98	79	79	79	79	100	100	100	100	100	100	100	70	70	70	70
March 1996	97	55	55	55	55	100	100	100	100	100	100	100	39	39	39	39
March 1997	95	31	31	31	31	100	100	100	100	100	100	100	16	16	16	16
March 1998	93	10	10	10	10	100	100	100	100	100	100	100	*	*	*	1
March 1999	90	0	0	0	0	100	77	77	77	78	100	100	0	0	0	0
March 2000	88	0	0	0	0	100	34	34	34	47	100	99	0	0	0	0
March 2001	85	0	0	0	0	100	3	3	3	27	100	93	0	0	0	0
March 2002	82	0	0	0	0	100	0	0	0	14	100	70	0	0	0	0
March 2003	78	0	0	0	0	100	0	0	0	6	100	46	0	0	0	0
March 2004	74	0	0	0	0	100	0	0	0	1	100	25	0	0	0	0
March 2005	70	0	0	0	0	100	0	0	0	0	100	5	0	0	0	0
March 2006	65	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2007	60	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2008	54	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2009	47	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2010	40	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2011	32	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2012	23	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2013	13	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2014	2	0	0	0	0	100	0	0	0	0	100	0	0	0	0	0
March 2015	0	0	0	0	0	74	0	0	0	0	100	0	0	0	0	0
March 2016	0	0	0	0	0	41	0	0	0	0	100	0	0	0	0	0
March 2017	0	0	0	0	0	4	0	0	0	0	100	0	0	0	0	0
March 2018	0	0	0	0	0	0	0	0	0	0	74	0	0	0	0	0
March 2019	0	0	0	0	0	0	0	0	0	0	42	0	0	0	0	0
March 2020	0	0	0	0	0	0	0	0	0	0	7	0	0	0	0	0
March 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
March 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.4	2.3	2.3	2.3	2.3	21.7	5.7	5.7	5.7	6.3	24.7	8.9	1.8	1.8	1.8	1.8

Date	D Class					E Class					G Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	140%	400%	450%	600%	0%	140%	400%	450%	600%	0%	140%	400%	450%	600%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
March 1995	100	100	54	54	54	100	100	100	100	100	100	100	100	88	53
March 1996	100	100	13	13	13	100	100	100	100	100	100	100	100	79	21
March 1997	100	100	0	0	0	100	100	0	0	0	100	100	99	74	10
March 1998	100	100	0	0	0	100	100	0	0	0	100	100	93	68	7
March 1999	100	100	0	0	0	100	100	0	0	0	100	100	82	58	5
March 2000	100	100	0	0	0	100	100	0	0	0	100	100	78	57	5
March 2001	100	100	0	0	0	100	100	0	0	0	100	100	75	57	5
March 2002	100	100	0	0	0	100	100	0	0	0	100	100	58	43	5
March 2003	100	100	0	0	0	100	100	0	0	0	100	100	43	30	5
March 2004	100	100	0	0	0	100	100	0	0	0	100	100	32	22	5
March 2005	100	100	0	0	0	100	100	0	0	0	100	100	24	16	4
March 2006	100	79	0	0	0	100	100	0	0	0	100	100	18	11	2
March 2007	100	52	0	0	0	100	100	0	0	0	100	100	13	8	1
March 2008	100	27	0	0	0	100	100	0	0	0	100	100	10	6	1
March 2009	100	4	0	0	0	100	100	0	0	0	100	100	7	4	1
March 2010	100	0	0	0	0	100	0	0	0	0	100	94	5	3	*
March 2011	100	0	0	0	0	100	0	0	0	0	100	82	4	2	*
March 2012	100	0	0	0	0	100	0	0	0	0	100	71	3	1	*
March 2013	100	0	0	0	0	100	0	0	0	0	100	61	2	1	*
March 2014	100	0	0	0	0	100	0	0	0	0	100	52	1	1	*
March 2015	100	0	0	0	0	100	0	0	0	0	100	43	1	*	*
March 2016	100	0	0	0	0	100	0	0	0	0	100	35	1	*	*
March 2017	100	0	0	0	0	100	0	0	0	0	100	28	*	*	*
March 2018	100	0	0	0	0	100	0	0	0	0	100	22	*	*	*
March 2019	100	0	0	0	0	100	0	0	0	0	100	16	*	*	*
March 2020	100	0	0	0	0	100	0	0	0	0	100	11	*	*	*
March 2021	46	0	0	0	0	100	0	0	0	0	100	6	*	*	*
March 2022	0	0	0	0	0	0	0	0	0	0	88	2	*	*	*
March 2023	0	0	0	0	0	0	0	0	0	0	37	*	*	*	*
March 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.0	13.1	1.2	1.2	1.2	27.7	15.4	2.7	2.7	2.7	28.8	20.8	9.0	6.8	1.8

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

The following tax discussion, when read in conjunction with the discussion of “Certain Federal Income Tax Consequences” in the REMIC Prospectus, describes the current federal income tax treatment of investors in the Certificates. These two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules. Investors should consult their own tax advisors in determining the federal, state, local and any other tax consequences to them of the purchase, ownership and disposition of the Certificates.

REMIC Election and Special Tax Attributes

An election will be made to treat the Trust as a REMIC for federal income tax purposes. The Certificates, other than the R Class, 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.

As a consequence of the qualification of the Trust as a REMIC, the Certificates generally will be treated as “qualifying real property loans” for mutual savings banks and domestic building and loan associations, “regular or residual interests in a REMIC” for domestic building and loan associations, “real estate assets” for real estate investment trusts, and, except for the R Class, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—Special Tax Attributes” in the REMIC Prospectus.

Taxation of Beneficial Owners of Regular Certificates

The Principal Only Classes will be issued with original issue discount for federal income tax purposes, which generally will result in recognition of some taxable income in advance of the receipt of the cash attributable to such income. The Prepayment Assumption that will be used in determining the rate of accrual of original issue discount will be 400% PSA. See “Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—*Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at that or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” herein and “Description of the Certificates—Weighted Average Life and Final Distribution Dates” in the REMIC Prospectus.

The Treasury Department has issued final regulations relating to the tax treatment of debt instruments with original issue discount (the “OID Regulations”). These regulations replace proposed OID regulations issued on December 22, 1992 (the “1992 Proposed OID Regulations”). The OID Regulations apply to debt instruments issued on or after April 4, 1994, and to sales or exchanges that occur on or after that date. Further, investors may rely on the OID Regulations for debt instruments issued after December 21, 1992, and for sales or exchanges that occur after that date. The OID Regulations do not provide guidance under section 1272(a)(6) of the Code, which contains special original issue discount rules applicable to the Regular Certificates.

The OID Regulations provide that for purposes of measuring the accrual of original issue discount on a debt instrument, Holders may use an interest accrual period of any length as long as each distribution date falls on either the final day or the first day of an accrual period. Fannie Mae intends to report original issue discount based on accrual periods of one month, beginning on a payment date and ending on the day before a payment date.

Taxation of Beneficial Owners of Residual Certificates

Under the Regulations, the R Certificate will not have significant value. As a result, an organization to which section 593 of the Code applies and which is the beneficial owner of the R Certificate may not use its allowable deductions to offset any “excess inclusions” with respect to such Certificate. See “Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates—*Excess Inclusions*” in the REMIC Prospectus.

For purposes of determining the portion of the taxable income of the Trust that generally will not be treated as excess inclusions, the rate to be used is 7.43% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Residual Certificates—*Excess Inclusions*” and “—Foreign Investors—*Residual Certificates*” in the REMIC Prospectus. The federal income tax consequences of any consideration paid to a transferee on the transfer of the R Certificate are unclear; any transferee receiving such consideration should consult its own tax advisors.

PLAN OF DISTRIBUTION

General. The Dealer will receive the Certificates in exchange for the SMBS pursuant to a Fannie Mae commitment. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect such transactions to or through dealers.

Increase in Certificates. Fannie Mae and the Dealer may agree to offer hereby Certificates in addition to those contemplated as of the date hereof. In such event, the SMBS will be increased in principal balances, but it is expected that all additional MBS will have the same characteristics as described herein under “Description of the Certificates—The SMBS.” The proportion that the original principal balance of each Class (and any Component) bears to the aggregate original principal balance of all the Certificates will remain the same. The dollar amounts reflected in the Principal Balance Schedules will be increased in pro rata amounts that correspond to the increase of the principal balance of the Certificates.

LEGAL MATTERS

Certain legal matters will be passed upon for the Dealer by Brown & Wood. Brown & Wood also performs legal services for Fannie Mae.

No dealer, salesman or other person has been authorized to give any information or to make any representations in connection with this offering other than those contained in this Prospectus Supplement, the REMIC Prospectus, the MBS Prospectus, the SMBS Prospectus, the Mega Prospectus and the Information Statement and, if given or made, such information or representations must not be relied upon as having been authorized. This Prospectus Supplement and the aforementioned documents do not constitute an offer to sell or a solicitation of an offer to buy any of the Certificates offered hereby in any state to any person to whom it is unlawful to make such offer or solicitation in such state. The delivery of this Prospectus Supplement and the aforementioned documents at any time does not imply that the information contained herein or therein is correct as of any time subsequent to the date hereof or thereof.

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\$55,000,000

**Federal National
Mortgage Association**



**Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 1994-54**

PROSPECTUS SUPPLEMENT

**GREENWICH CAPITAL
M A R K E T S, I N C.**

February 23, 1994