

**\$624,300,443 (Approximate)**



**FannieMae**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 1999-62**

**The Certificates**

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

**Payments to Certificateholders**

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

- interest accrued on the balance of your certificate (except in the case of the accrual class), subject to the limitations described in this prospectus supplement in the case of the Group 3, 4, 5, 6, 7 and 8 Classes, and
- principal to the extent available for payment on your class.

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

**The Fannie Mae Guaranty**

We will guarantee that the monthly payments of principal and interest described in this prospectus supplement are distributed to investors on time and that the full principal balance of each class of certificates is paid no later than the applicable final distribution date listed in the chart on this cover.

**The Trust and its Assets**

The trust will indirectly own

- Fannie Mae MBS and
- the underlying REMIC securities listed on Exhibit A.

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

The underlying REMIC securities represent direct or indirect interests in the related pools established by Green Tree Financial Corporation and consisting of manufactured housing contracts that bear interest generally at fixed rates.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
PA .....	1	\$146,756,000	PAC	7.080%	FIX	31359XEN5	April 2028
PB .....	1	28,767,000	PAC	7.500	FIX	31359XEP0	December 2029
PI .....	1	8,218,336(1)	NTL	7.500	FIX/IO	31359XEQ8	April 2028
F .....	1	57,950,000	SUP	(2)	FLT	31359XER6	April 2028
ST .....	1	5,795,000	SUP	(2)	INV	31359XES4	April 2028
PS(3) .....	1	5,795,000	SUP	(4)	PO	31359XET2	April 2028
S(3) .....	1	57,950,000(1)	NTL	(2)	INV/IO	31359XEU9	April 2028
Z .....	1	4,937,000	SUP	7.500	FIX/Z	31359XEV7	December 2029
QA .....	2	156,000,000	SEQ	7.000	FIX	31359XEW5	August 2028
FQ .....	2	52,000,000	SEQ	(2)	FLT	31359XEX3	August 2028
SQ .....	2	52,000,000(1)	NTL	(2)	INV/IO	31359XEY1	August 2028
LL(5) .....	2	30,000,000	RTL	7.100	FIX	31359XEZ8	September 2029
LI .....	2	30,000,000(1)	NTL	0.400	FIX/IO	31359XFA2	September 2029
B .....	2	12,000,000	SEQ	7.500	FIX	31359XFB0	December 2029
A1 .....	3	15,059,000(6)	SC/PT	6.285(7)	AFC	31359XFC8	July 2028
A2 .....	4	19,496,000(6)	SC/PT	6.773(7)	AFC	31359XFD6	July 2028
A3 .....	5	33,586,000(6)	SC/PT	7.180(7)	AFC	31359XFE4	March 2028
A4 .....	6	36,467,000(6)	SC/PT	7.510(7)	AFC	31359XFF1	June 2028
A5 .....	7	29,692,443(6)	SC/PT	6.960(7)	FIX	31359XFG9	July 2029
A6 .....	8	20,000,000(6)	SC/PT	7.790(7)	AFC	31359XFH7	April 2031
R .....		0	NPR	0	NPR	31359XFJ3	April 2031
RL .....		0	NPR	0	NPR	31359XFK0	April 2031

- (1) Notional balances. These are interest only classes.
- (2) Based on LIBOR.
- (3) Exchangeable classes.
- (4) Principal only class.
- (5) The LL Class, with an original principal balance of \$30,000,000, is being offered by means of the retail class supplement and is not offered by this prospectus supplement.

- (6) Subject to a permitted variance of plus or minus 5%.
- (7) Subject to the limitations described in this prospectus supplement.

If you own certificates of certain classes, you can exchange them for other certificates to be issued at the time of the exchange. The SL, SM and SN Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 30, 1999.

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. For this issue of certificates, references in the REMIC prospectus to mortgage loans backing the underlying securities generally should be understood to refer also to the manufactured housing contracts backing the underlying REMIC securities, except as otherwise provided in 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.

**LEHMAN BROTHERS**

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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”):

- the Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated September 18, 1998 (the “REMIC Prospectus”) and
- our Information Statement dated March 31, 1999 and its supplements (the “Information Statement”).

In addition, you should read and understand the documents listed below (the “Underlying REMIC Disclosure Documents”) that are related to the certificates that you are purchasing.

If you are purchasing certificates in Group 1 or Group 2, the Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates dated October 1, 1999 (the “MBS Prospectus”).

If you are purchasing certificates in Group 3 or Group 4, the Prospectus Supplement for Lehman Manufactured Housing Asset-Backed Trust 1998-1 dated February 24, 1998, together with the following:

- Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1995-9 dated November 9, 1995
- Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1996-3 dated April 15, 1996
- Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1996-5 dated June 20, 1996
- Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1996-6 dated July 24, 1996
- Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1996-8 dated September 18, 1996

If you are purchasing certificates in Group 5, the Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1997-1 dated February 19, 1997.

If you are purchasing certificates in Group 6, the Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1997-2 dated March 13, 1997.

If you are purchasing certificates in Group 7, the Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1997-6 dated September 4, 1997.

If you are purchasing certificates in Group 8, the Prospectus Supplement for Green Tree Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates, Series 1999-5 dated August 24, 1999.

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 or 202-752-6547).

In addition, the Disclosure Documents, together with the class factors, are available on our website located at <http://www.fanniemae.com>.

You also can obtain copies of the Disclosure Documents, together with copies of the Underlying REMIC Disclosure Documents, by writing or calling the dealer at:

Lehman Brothers Inc.  
Prospectus Department  
536 Broadhollow Road  
Melville, New York 11747  
(telephone 516-254-7106).

## REFERENCE SHEET

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

### Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Group 2 MBS
3	LMH 1998-1 Class II-A1 REMIC Security
4	LMH 1998-1 Class II-A2 REMIC Security
5	GT 1997-1 Class A6 REMIC Security
6	GT 1997-2 Class A7 REMIC Security
7	GT 1997-6 Class A8 REMIC Security
8	GT 1999-5 Class M1 REMIC Security

### Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of November 1, 1999)

	<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 Calculated Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 MBS	\$250,000,000	360	325	30	8.00%
Group 2 MBS	\$250,000,000	360	325	30	8.00%

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

### Characteristics of the Underlying REMIC Securities and Assumed Characteristics of the Related Contracts

Exhibit A contains certain information about the underlying REMIC securities, including the assumed characteristics of the related manufactured housing contracts. You can obtain certain additional information about the underlying REMIC securities by reviewing the applicable underlying REMIC disclosure documents. You can obtain copies of the underlying REMIC disclosure documents as described on page 3 of this prospectus supplement.

### 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 distributions in the same month). We publish the class factors on or shortly after the 11th day of each month in the case of the Group 1 and Group 2 Classes, and on or shortly before each distribution date in the case of the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes.

### Settlement Date

We expect to issue the certificates on November 30, 1999.

## Distribution Dates

We will make payments on the Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7 Classes on the 18th day of each calendar month, or on the next business day if the 18th day is not a business day. We will make payments on the Group 8 Class on the 4th day of each calendar month, or on the next business day if the 4th day is not a business day.

## Book-Entry and Physical Certificates

We issue book-entry certificates through the U.S. Federal Reserve Banks and DTC, as applicable, which will electronically track ownership of the certificates and payments on them. We will issue physical certificates in registered, certificated form.

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

<u>Fed Book-Entry</u>	<u>DTC Book-Entry</u>	<u>Physical</u>
The Group 1 and Group 2 Classes (except for the LL Class) and the related RCR Classes	The LL Class and the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 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 all of the available combinations of the certificates eligible for exchange and the related RCR certificates.

## Interest Rates

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

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>
F .....	6.0%	9.0%	0.6%	LIBOR + 60 basis points
ST .....	9.0%	9.0%	0.0%	84% - (10 × LIBOR)
S .....	2.1%	7.5%	0.0%	7.5% - LIBOR
FQ .....	5.9%	9.0%	0.5%	LIBOR + 50 basis points
SQ .....	3.1%	8.5%	0.0%	8.5% - LIBOR
SL .....	12.6%	45.0%	0.0%	45% - (6 × LIBOR)
SM .....	14.7%	52.5%	0.0%	52.5% - (7 × LIBOR)
SN .....	16.8%	60.0%	0.0%	60% - (8 × LIBOR)

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

During each interest accrual period, the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes will bear interest at the applicable annual interest rates listed on the cover or described in this prospectus supplement.

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>	
PI .....	5.6% of the PA Class
S .....	100% of the F Class
SQ .....	100% of the FQ Class
LI .....	100% of the LL Class

## Distributions of Principal

### *Group 1 Principal Distribution Amount*

#### *Z Accrual Amount*

To the F, ST and PS Classes, pro rata, to zero, and thereafter to the Z Class.

#### *Group 1 Cash Flow Distribution Amount*

1. To the PA and PB Classes, in that order, to their Planned Balances.
2. To the F, ST and PS Classes, pro rata, to zero.
3. To the Z Class to zero.
4. To the PA and PB Classes, in that order, to zero.

### *Group 2 Principal Distribution Amount*

A. Beginning in December 2002, on each Distribution Date to the LL Class, an amount up to \$30,000.

B. Beginning in December 1999, on each Distribution Date, the amount remaining after giving effect to A. above in the following priority:

*first*, to the QA and FQ Classes, pro rata, to zero;

*second*, to the LL and B Classes, in the proportions specified in this prospectus supplement under “Description of the Certificates—Distributions of Principal—*Group 2 Principal Distribution Amount*,” until the LL Class is reduced to zero; and

*third*, to the B Class to zero.

*Group 3 Principal Distribution Amount*

To the A1 Class to zero.

*Group 4 Principal Distribution Amount*

To the A2 Class to zero.

*Group 5 Principal Distribution Amount*

To the A3 Class to zero.

*Group 6 Principal Distribution Amount*

To the A4 Class to zero.

*Group 7 Principal Distribution Amount*

To the A5 Class to zero.

*Group 8 Principal Distribution Amount*

To the A6 Class to zero.

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



# **Weighted Average Lives (years) \***

		<b>PSA Prepayment Assumption</b>				
		<b>0%</b>	<b>100%</b>	<b>175%</b>	<b>250%</b>	<b>500%</b>
<b><u>Group 1 Classes</u></b>						
PA and PI .....		17.2	5.0	5.0	5.0	2.6
PB .....		25.9	16.2	16.2	16.2	8.5
F, ST, PS, S, SL, SM and SN .....		23.0	15.1	5.8	1.9	0.6
Z .....		29.2	24.2	20.7	5.8	1.3
		<b>PSA Prepayment Assumption</b>				
		<b>0%</b>	<b>100%</b>	<b>190%</b>	<b>300%</b>	<b>500%</b>
<b><u>Group 2 Classes</u></b>						
QA, FQ and SQ .....		20.6	8.0	4.8	3.1	1.7
LL and LI .....		25.1	20.3	15.6	10.9	6.5
B .....		29.6	24.8	21.1	16.0	9.8
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 3 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A1 .....		11.7	5.9	3.7	2.4	1.9
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 4 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A2 .....		19.8	16.3	12.1	7.8	5.6
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 5 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A3 .....		19.9	15.1	10.3	6.1	4.0
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 6 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A4 .....		20.4	15.6	10.6	6.3	4.2
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 7 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A5 .....		9.8	9.6	7.8	4.6	2.6
		<b>MHP Prepayment Assumption</b>				
<b><u>Group 8 Class</u></b>		<b>0%</b>	<b>100%</b>	<b>200%</b>	<b>350%</b>	<b>500%</b>
A6 .....		22.2	14.6	10.0	7.5	6.3

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

## ADDITIONAL RISK FACTORS

### General

*The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans and manufactured housing contracts.* The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments (including prepayments) on the mortgage loans underlying the related MBS or the contracts backing the related underlying REMIC securities, as applicable. Because borrowers generally may prepay their mortgage loans or contracts at any time without penalty, the rate of principal payments on the mortgage loans and contracts is likely to vary over time. It is highly unlikely that the mortgage loans or contracts will prepay

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

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

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

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

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

*Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans and contracts.* We have assumed that the mortgage loans underlying the Group 1 and Group 2 MBS and the contracts directly or indirectly backing the underlying REMIC securities, respectively, have certain characteristics. However, the actual mortgage loans and contracts are likely to have

different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans or contracts, as applicable, prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed characteristics and the actual characteristics could affect the weighted average lives of the related classes of certificates.

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

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

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

*Unpredictable timing of last payment affects yields on certificates.* The actual final payment of your class is likely to occur earlier, and could occur much earlier, than the final distribution date listed on the cover page. If you assumed 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 get 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.

**Additional Risk Factors Relating to the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes**

*Fannie Mae guaranty will not cover certain interest reductions.* Our guaranty will **not** cover

- reductions in the certificate interest rates of the Group 3, Group 4, Group 5, Group 6 and Group 8 Classes due to the available funds limitations described in this prospectus supplement or
- reductions in the interest amounts payable on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes due to certain interest shortfalls arising from prepayments in full of the underlying contracts that are allocated to the related underlying REMIC securities.

*Principal payments on the Group 3 and Group 4 Classes also will be affected by payment priorities governing the underlying manufactured housing contract pass-through certificates.* As described in the applicable underlying REMIC disclosure documents, the Group 3 and Group 4 Classes are backed indirectly by manufactured housing contract pass-through certificates representing principal payment entitlements that are subsequent in payment priority to the senior classes of the related series. Accordingly, if you invest in the Group 3 or Group 4 Classes, the rate at which you receive principal payments will be affected by those priority sequences since the senior classes of the related series will continue to receive principal payments before any principal is paid on the pass-through certificates that indirectly back the Group 3 and Group 4 Classes. It is therefore possible that for an extended period only a limited amount of principal will be available for payment on the Group 3 and Group 4 Classes. See the related underlying REMIC disclosure documents for a description of the payment features of the Group 3 and Group 4 underlying REMIC securities.

*Principal payments on the Group 5, Group 6, Group 7 and Group 8 Classes also will be affected by payment priorities governing the related underlying REMIC securities.* If you invest in the Group 5, Group 6, Group 7 or Group 8 Classes, the rate at which you receive principal payments will be affected by the priority sequences governing principal payments on the related underlying REMIC securities. As described in the applicable underlying REMIC disclosure documents, each of the underlying REMIC securities is subsequent in payment priority to certain other classes in the same trust. As a result, such other classes generally will continue to receive principal before any principal is paid on the underlying REMIC securities. It is possible that for an extended period only a limited amount of principal will be available for payment on the Group 5, Group 6, Group 7 and Group 8 Classes. See the related underlying REMIC disclosure documents for a description of the payment features of the Group 5, Group 6, Group 7 and Group 8 underlying REMIC securities.

*Early termination of the underlying trusts will result in prepayment of the related certificates.* In general, the servicer of the manufactured housing contracts in an underlying REMIC trust may terminate that trust once the related pool balance is reduced to less than 10% of its original level. If the servicer terminates an underlying REMIC trust, all of the manufactured housing contracts in the related contract pool would be purchased from that pool. Such a purchase would have the same effect as a prepayment in full of those contracts. Any of the underlying REMIC trusts may also be terminated for failing to qualify as a REMIC and for other reasons. Because of the potential impact of such terms on the weighted average lives of the related classes of certificates, you should read the underlying REMIC disclosure documents applicable to your certificates.

*Contracts may be less sensitive than mortgage loans to interest rate fluctuations.* Because contracts generally have smaller balances and shorter maturities than single-family mortgage loans, the prepayment rate of the contracts backing the underlying REMIC securities may be less sensitive than mortgage loans to fluctuations in the level of prevailing interest rates.

### *Certain Additional Considerations Relating to Manufactured Housing Contracts*

Although certain of the contracts backing the underlying REMIC securities are secured by first-lien mortgages or deeds of trust on the real estate to which the manufactured homes are permanently affixed, most of the contracts represent borrowers' obligations to repay their loans and the grant of a security interest by the borrowers in their manufactured homes as collateral to assure repayment of their loans. These security interests may be "perfected" under the Uniform Commercial Code or under state titling statutes. Under certain circumstances, the security interest assigned to the trust may become subordinate to the interests of other parties or may be vulnerable to the creditors of Green Tree Financial Corporation in a bankruptcy situation. Further, even if steps are

taken initially to perfect the security interests in certain of the manufactured homes, if borrowers relocate or sell their manufactured homes, the related security interests could cease to be perfected. Certain other laws, including federal and state bankruptcy and insolvency laws and general equity principles may limit or delay a lender's ability to repossess and resell the collateral. You should read the underlying REMIC disclosure documents carefully to understand the legal issues related to manufactured housing contracts. Any losses on the contracts that are allocated to the underlying REMIC certificates will be covered by our guaranty of the related class or classes of certificates. However, in the event that we were unable to perform our guaranty obligations, those losses would be borne by the holders of the related certificates.

## **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, the Underlying REMIC 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 such term in the applicable Disclosure Documents or in the Trust Agreement. In addition, except as otherwise provided in this prospectus supplement, references in the REMIC Prospectus to mortgage loans backing the underlying securities generally should be understood to refer also to the manufactured housing contracts directly or indirectly backing the Underlying REMIC Securities.

### **General**

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover (the "Trust") and a separate trust (the "Lower Tier REMIC") pursuant to a trust agreement dated as of November 1, 1999. 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 November 1, 1999 (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

- two groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS” and “Group 2 MBS” and, together, the “MBS”), and
- six groups of previously issued REMIC securities (the “Group 3 Underlying REMIC Security,” the “Group 4 Underlying REMIC Security,” the “Group 5 Underlying REMIC Security,” the “Group 6 Underlying REMIC Security,” the “Group 7 Underlying REMIC Security” and the “Group 8 Underlying REMIC Security” and, together, the “Underlying REMIC Securities”) representing ownership interests in the related REMIC trusts (the “Underlying REMIC Trusts”).

Each MBS represents a beneficial ownership interest in a pool (together with the pools directly or indirectly backing the Underlying REMIC Securities, the “Pools”) of first lien, single-family residential mortgage loans (the “Mortgage Loans”) bearing interest generally at fixed rates of interest and having the characteristics described in this prospectus supplement.

The Underlying REMIC Trust related to the Group 3 and Group 4 Underlying REMIC Securities was established by Lehman ABS Corporation and is comprised of certain manufactured housing contract pass-through certificates issued by various REMIC trusts established by Green Tree Financial Corporation (“Green Tree”) (each, an “Underlying Series”) and representing subordinate ownership interests in five separate Pools of manufactured housing installment sales contracts and installment sale agreements (together with the contracts and agreements referred to in the two following paragraphs, the “Contracts”) that bear interest generally at fixed rates.

Each of the Underlying REMIC Trusts related to the Group 5, Group 6 and Group 7 Underlying REMIC Securities was established by Green Tree and represents a senior ownership interest in a Pool of Contracts that bear interest generally at fixed rates.

The Underlying REMIC Trust related to the Group 8 Underlying REMIC Security was established by Green Tree and represents a subordinate ownership interest in a Pool of Contracts that bear interest generally at fixed rates.

*Fannie Mae Guaranty.* We guarantee that we will pay to Certificateholders of the Group 1 and Group 2 Classes:

- required installments of principal and interest on the related 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 related MBS.

In addition, we guarantee that we will pay 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.

We guarantee that we will pay to Certificateholders of the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes:

- the monthly payments of interest and principal on the related Certificates described in this prospectus supplement under “—Distributions of Interest” and “—Distributions of Principal” below, and
- the full principal balance of each Class of Certificates no later than its Final Distribution Date, whether or not we have received sufficient payments on the related Underlying REMIC Securities.

In addition, we guarantee that we will pay to Certificateholders of each of the Group 3, Group 4 and Group 8 Classes the amount by which the principal balance of the related Underlying REMIC Certificate was reduced due to liquidated losses on the related Contracts.



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 Certificates—The Fannie Mae Guaranty” in the MBS Prospectus.

If we were unable to perform our guaranty obligations, Certificateholders of the Group 1 and Group 2 Classes would receive only the amounts paid on the related Mortgage Loans.

If we were unable to perform our guaranty obligations, Certificateholders of the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes would receive only the amounts paid on the Underlying REMIC Securities, which we do not guaranty. If that happened, delinquencies and defaults on the Contracts directly or indirectly backing the Underlying REMIC Securities could directly affect the amounts that Certificateholders would receive each month. **Moreover, our guaranty does not cover reductions in the interest rates on the Group 3, Group 4, Group 5, Group 6 and Group 8 Certificates due to the available funds limitations described in this prospectus supplement or reductions in the interest amounts payable on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Certificates due to interest shortfalls arising from prepayments in full on the related Contracts.**

*Characteristics of Certificates.* We will issue the Certificates of the Group 1 and Group 2 Classes (except for the LL Class) and the related RCR Classes in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. Entities whose names appear on the book-entry records of a Federal Reserve Bank as having had Certificates deposited in their accounts are “Holders” or “Certificateholders.”

The LL Class and the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes will be represented by one or more certificates (the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities.

A Holder is not necessarily the beneficial owner of a Certificate. Beneficial owners ordinarily will hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. See “Description of Certificates—Denominations and Form” in the REMIC Prospectus.

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. State Street Bank and Trust Company in Boston, Massachusetts (“State Street”) 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” in this prospectus supplement.

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. State Street will be the initial Paying Agent.

*Authorized Denominations.* We will issue the Certificates, other than the R and RL Certificates, in minimum denominations of \$1,000 and whole dollar increments. We will issue the R and RL Classes as single Certificates with no principal balances.

*Distribution Dates.* We will make monthly payments on the Group 1, Group 2, Group 3, Group 4, Group 5, Group 6 and Group 7 Classes on the 18th day of each month (or, if the 18th is not a business day, on the first business day after the 18th). We will make monthly payments on the Group 8 Class on the 4th day of each month (or, if the 4th day is not a business day, on the first

business day after the 4th. We refer to each such date as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

*Record Dates.* On each Distribution Date, we will make each monthly payment on the Group 1 and Group 2 Classes to Holders of record on the last day of the preceding month. On each Distribution Date, we will make each monthly payment on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes to Holders of record on the day immediately preceding the remittance date for the related Underlying REMIC Securities.

*Class Factors.* On or shortly after the eleventh calendar day of each month in the case of the Group 1 and Group 2 Classes, and on or shortly before each Distribution Date in the case of the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of that Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of the Accrual Class).

*Optional Termination.* We will not terminate the Lower Tier REMIC or the Trust by exercising our right to repurchase the Mortgage Loans underlying any MBS unless

- only one Mortgage Loan remains in the related Pool, or
- the principal balance of the Pool is less than one percent of its original level.

See “Description of Certificates—Termination” in the MBS Prospectus.

*Termination of the Underlying REMIC Trusts and Underlying Series.* In general, Green Tree or a successor servicer of an Underlying REMIC Trust or Underlying Series may terminate that trust or series when the principal balance of the related Pool is reduced to less than 10% of its original level. If Green Tree or the servicer terminates an Underlying REMIC Trust or Underlying Series, all of the Contracts in the related Pool would be purchased, having the effect of a prepayment in full of those Contracts. Any of the Underlying REMIC Trusts and Underlying Series also may be terminated for failing to qualify as a REMIC and for other reasons. For a further discussion of termination of the Underlying REMIC Trusts and Underlying Series, see the applicable Underlying REMIC Disclosure Documents.

*Voting the Underlying REMIC Securities.* Holders of the Underlying REMIC Securities may have to vote on issues arising under the documents governing the related Underlying REMIC Trusts. If so, the Trustee will vote the Underlying REMIC Securities as instructed by Holders of the applicable Classes of Certificates backed by those Underlying REMIC Securities. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of all the related Classes outstanding. In the absence of such instructions, the Trustee will vote in a manner consistent, in its sole judgment, with the best interests of Certificateholders.

## **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the PS and S Classes of REMIC Certificates for a proportionate interest in the related Combinable and Recombinable REMIC Certificates (“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. The principal balances and/or notional principal balances of the REMIC Certificates and RCR Certificates involved in any exchange will bear the same relationship as that borne by the original principal balances and/or original notional principal balances of the related Classes.

*Procedures.* If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder’s notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

In connection with each exchange, the Holder must pay us a fee equal to  $1/32$  of 1% of the outstanding principal balance (exclusive of any notional principal balance) of the Certificates to be exchanged. In no event, however, will our fee be less than \$2,000.

We will make the first distribution on a REMIC Certificate or an RCR Certificate received in an exchange transaction on the Distribution Date in the following month. We will make that distribution to the Holder of record as of the close of business on the last day of the month of the exchange.

*Additional Considerations.* The characteristics of RCR Certificates will reflect the characteristics of the REMIC Certificates used to form those RCR Certificates. You should also consider a number of factors that will limit a Certificateholder’s ability to exchange REMIC Certificates for RCR Certificates or vice versa:

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

## **Book-Entry Procedures**

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

The DTC Certificates will be registered at all times in the name of the nominee of DTC. Under its normal procedures, DTC will record the amount of DTC Certificates held by each firm which



participates in the book-entry system of DTC (each, a “DTC Participant”), whether held for its own account or on behalf of another person.

A “beneficial owner” or an “investor” is anyone who acquires a beneficial ownership interest in the DTC Certificates. As an investor, you will not receive a physical certificate. Instead, your interest will be recorded on the records of the brokerage firm, bank, thrift institution or other financial intermediary (a “financial intermediary”) that maintains an account for you. In turn, the record ownership of the financial intermediary that holds your DTC Certificates will be recorded by DTC. If the intermediary is not a DTC Participant, the record ownership of the intermediary will be recorded by a DTC Participant acting on its behalf. Therefore, you must rely on these various arrangements to record your ownership of the DTC Certificates and to relay the payments to your account. You may transfer your beneficial ownership interest in the DTC Certificates only under the procedures of your financial intermediary and of DTC Participants. In general, ownership of DTC Certificates will be subject to the prevailing rules, regulations and procedures governing the DTC and DTC Participants.

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

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

## The MBS

The following table contains certain information about the MBS. The MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The MBS will provide that principal and interest on the related Mortgage Loans will be passed through monthly. The Mortgage Loans underlying the MBS will be conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on one- to four-family (“single-family”) residential properties. These Mortgage Loans will have original maturities of up to 30 years. See “The Mortgage Pools” and “Yield Considerations” in the MBS Prospectus. We expect the characteristics of the Group 1 MBS, Group 2 MBS and the related Mortgage Loans as of November 1, 1999 (the “Issue Date”) to be as follows:

### Group 1 MBS

Aggregate Unpaid Principal Balance .....	\$250,000,000
MBS Pass-Through Rate .....	7.50%

### Related Mortgage Loans

Range of WACs (per annum percentages) .....	7.75% to 10.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	325 months
Approximate Weighted Average CAGE .....	30 months

### Group 2 MBS

Aggregate Unpaid Principal Balance .....	\$250,000,000
MBS Pass-Through Rate .....	7.50%

### Related Mortgage Loans

Range of WACs (per annum percentages) .....	7.75% to 10.00%
Range of WAMs .....	241 months to 360 months
Approximate Weighted Average WAM .....	325 months
Approximate Weighted Average CAGE .....	30 months

## **The Underlying REMIC Securities**

Each of the Group 3 and Group 4 Underlying REMIC Securities indirectly represents a portion of the subordinated ownership interests in five separate Pools of Contracts, each held in a separate Underlying Series. Each of the Group 5, Group 6 and Group 7 Underlying REMIC Securities directly represents a portion of the senior beneficial ownership interests in a particular Pool of Contracts held in the related Underlying REMIC Trust. Each of the Group 8 REMIC Securities directly represents a portion of the subordinated beneficial ownership interests in the Pool of Contracts held in the related Underlying REMIC Trust. The Group 3 and Group 4 Underlying REMIC Trust was established by Lehman ABS Corporation. The Group 5, Group 6, Group 7 and Group 8 Underlying REMIC Trusts and each Underlying Series was established by Green Tree.

Each Contract was originated or purchased by Green Tree under various of its programs and guidelines. Each Contract is currently serviced by Green Tree. Each Contract provides for amortization of principal according to a schedule that, in the absence of prepayments, is intended to result in repayment of the Contract by its maturity date.

Each of the Underlying REMIC Securities represents, directly or indirectly, an entitlement to monthly interest and principal due on the related Contracts. Required payments of interest and principal on the Underlying REMIC Securities will be passed through to Holders of the Certificates in the related Class Group.

Interest on the Underlying REMIC Securities will accrue on their outstanding principal balances at the annual rates indicated on Exhibit A. However, the interest rate on each of the Underlying REMIC Securities (other than the Group 7 Underlying REMIC Security) is subject to reduction due to the available funds limitations described in the related Underlying REMIC Disclosure Document. In addition, the amount of interest payable on each of the Underlying REMIC Securities may be reduced as a result of certain shortfalls in interest arising from prepayments in full on the related Contracts that are not absorbed by certain subordinated interests in the related Underlying REMIC Trust or Underlying Series.

- Interest payments on the pass-through certificates backing the Group 3 and Group 4 Underlying REMIC Securities are subsequent in priority to interest payments on the senior classes of the Underlying Series.
- Interest payments on each of the Group 5, Group 6 and Group 7 Underlying REMIC Securities are concurrent with interest payments on any other senior classes of the related Underlying REMIC Trusts.
- Interest payments on the Group 8 Underlying REMIC Security are subsequent in priority to interest payments on the senior classes of the related Underlying REMIC Trust.

Principal on each of the Underlying REMIC Securities will be passed through based on a particular cash flow sequence and will be subject to the payment priorities described in the related Underlying REMIC Disclosure Documents.

- In the case of the pass-through certificates backing the Group 3 and Group 4 Underlying REMIC Securities, principal payments are subsequent in priority to principal payments on the senior classes in the Underlying Series. Further, principal generally is not payable on any of the pass-through certificates backing the Group 3 and Group 4 Underlying REMIC Securities unless the related Underlying Series meets certain performance tests.
- In the case of each of the Group 5, Group 6 and Group 7 Underlying REMIC Securities, principal payments are subsequent in priority to principal payments on certain other senior classes in the related Underlying REMIC Trusts. In addition, if the related Underlying REMIC Trusts meet certain performance tests, the Group 5, Group 6 and Group 7 Underlying REMIC Securities will share principal with other classes representing subordinate interests in those Underlying REMIC Trusts.

- In the case of the Group 8 Underlying REMIC Security, principal payments are subsequent in priority to principal payments on the senior classes in the related Underlying REMIC Trust. Further, principal generally is not payable on the Group 8 Underlying REMIC Security unless the related Underlying REMIC Trust meets certain performance tests.
- In the case of each of the Group 3, Group 4 and Group 8 Classes, an amount of principal equal to the liquidated losses on the related Contracts that are allocated to reduce the principal balance of the related Underlying REMIC Certificate will be paid on the related Class.

As a result of the foregoing, the rate of principal payments on the Underlying REMIC Securities may vary considerably from time to time. Moreover, it is possible that little or no principal will be paid on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes for extended periods following the issuance of the Certificates.

Please see Exhibit A for certain information about each of the Underlying REMIC Securities.

Additional information relating to the Underlying REMIC Securities, the Underlying REMIC Trusts and the related Contracts is contained in the Underlying REMIC Disclosure Documents. Prospective investors are urged to read these documents, which may be obtained as described on page 3 of this prospectus supplement. However, it should be noted that there may have been material changes in facts and circumstances since the dates that the Underlying REMIC Disclosure Documents were prepared. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in the Underlying REMIC Disclosure Documents, especially for the Pools formed in previous years, may be limited.

### **Final Data Statement**

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balances of the Underlying REMIC Securities as of the Issue Date and, with respect to the MBS, the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying the MBS. The Final Data Statement will also include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS, as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627 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 us at 1-800-752-6440 or 202-752-6000.

## 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>
<b>Group 1 Classes</b>	
Fixed Rate	PA, PB, PI and Z
Floating Rate	F
Inverse Floating Rate	ST and S
Accrual	Z
Interest Only	PI and S
Principal Only	PS
RCR**	SL, SM and SN
<b>Group 2 Classes</b>	
Fixed Rate	QA, LL, LI and B
Floating Rate	FQ
Inverse Floating Rate	SQ
Interest Only	SQ and LI
<b>Group 3 Classes</b>	
Available Funds	A1
<b>Group 4 Class</b>	
Available Funds	A2
<b>Group 5 Class</b>	
Available Funds	A3
<b>Group 6 Class</b>	
Available Funds	A4
<b>Group 7 Class</b>	
Fixed Rate	A5
<b>Group 8 Class</b>	
Available Funds	A6
<b>No Payment Residual</b>	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 shown on the cover or described in this prospectus supplement, subject to the limitations described in this prospectus supplement in the case of the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes. We calculate interest based on a 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Class) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

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

Interest payments on exchangeable REMIC Certificates will be applied 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 interest-bearing 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	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes (collectively, the “No Delay Classes”)	One month period beginning on the 18th day of the month preceding the month in which the Distribution Date occurs
All Group 3, Group 4, Group 5, Group 6 and Group 7 Classes	One month period beginning on the 15th day of the month preceding the month in which the Distribution Date occurs.
The Group 8 Class	One month period beginning on the 1st day of the month preceding the month in which the Distribution Date occurs.

We refer to all Fixed Rate Classes and all Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes, collectively, as the “Delay Classes.” See “Additional Risk Factors” in this prospectus supplement.

We will treat the PS Class as a No Delay Class for the sole purpose of facilitating trading.

*Available Funds Classes.* We will pay interest on the Group 3, Group 4 and Group 8 Classes on each Distribution Date equal to the interest accrued on their respective principal balances at annual rates equal to the **lesser** of:

- the applicable interest rates listed on the cover of this prospectus supplement
- and
- the interest rate of the related Underlying REMIC Security minus 0.26%;

subject to any adjustments described below.

We will pay interest on the Group 5 and Group 6 Classes on each Distribution Date equal to the interest accrued on their respective principal balances at annual rates equal to the **lesser** of:

- the applicable interest rates listed on the cover of this prospectus supplement
- and
- the interest rate of the related Underlying REMIC Security minus 0.11%;

subject to any adjustments described below.

*Interest Adjustment Amounts Applicable to the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes.* Each of the interest rates on the Underlying REMIC Certificates backing the Group 3, Group 4, Group 5, Group 6 and Group 8 Classes is subject to reduction so as to equal the weighted average of the net interest rates of the related Contracts. If the interest rate on any Underlying REMIC Security is reduced as a result of the application of this weighted average interest rate cap, we will make a corresponding reduction in the amount of interest to be paid on the related Class of Certificates.

In addition, we will reduce the interest to be paid on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Certificates on each Distribution Date by the applicable portions of shortfalls in interest allocated to the related Underlying REMIC Securities due to prepayments in full of the related Contracts, determined on a pro rata basis and calculated based on their then current interest entitlements relative to the interest entitlements of the other interests in the related series.

Any additional amounts paid as interest on the Group 3, Group 4, Group 5, Group 6, Group 7 or Group 8 Underlying REMIC Securities will be paid on the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Certificates, respectively, in proportions that correspond to any prior interest deficiencies.

*Accrual Class.* The Z Class is an Accrual Class. Interest will accrue on the Accrual Class at the annual rate listed on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Class. Instead, interest accrued on the Accrual Class will be added as principal to its principal balance on each Distribution Date. We will pay principal on the Accrual Class as described under “—Distributions of Principal” below.

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

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” above.

Changes in the 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 or 202-752-6547.

### **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 5.40%.



## Distributions of Principal

### *Categories of Classes*

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

<u>Principal Type*</u>	<u>Classes</u>
<b>Group 1 Classes</b>	
PAC	PA and PB
Support	F, ST, PS, S and Z
Accretion Directed	F, ST and PS
Notional	PI and S
RCR**	SL, SM and SN
<b>Group 2 Classes</b>	
Sequential Pay	QA, FQ, LL and B
Retail	LL
Notional	SQ and LI
<b>Group 3 Classes</b>	
Structured Collateral/Pass-Through	A1
<b>Group 4 Class</b>	
Structured Collateral/Pass-Through	A2
<b>Group 5 Class</b>	
Structured Collateral/Pass-Through	A3
<b>Group 6 Class</b>	
Structured Collateral/Pass-Through	A4
<b>Group 7 Class</b>	
Structured Collateral/Pass-Through	A5
<b>Group 8 Class</b>	
Structured Collateral/Pass-Through	A6
<b>No Payment Residual</b>	R and RL

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

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

### *Principal Distribution Amount*

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

- the principal to be paid on the Group 1 MBS (the “Group 1 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the Z Class (the “Z Accrual Amount” and, together with the Group 1 Cash Flow Distribution Amount, the “Group 1 Principal Distribution Amount”),
- the principal to be paid on the Group 2 MBS (the “Group 2 Principal Distribution Amount”),
- the aggregate principal amount payable on the Group 3 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 3 Underlying REMIC Security (the “Group 3 Principal Distribution Amount”),
- the aggregate principal amount payable on the Group 4 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 4 Underlying REMIC Security (the “Group 4 Principal Distribution Amount”),
- the aggregate principal amount payable on the Group 5 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 5 Underlying REMIC Security (the “Group 5 Principal Distribution Amount”),

- the aggregate principal amount payable on the Group 6 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 6 Underlying REMIC Security (the “Group 6 Principal Distribution Amount”),
- the aggregate principal amount payable on the Group 7 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 7 Underlying REMIC Security (the “Group 7 Principal Distribution Amount”), and
- the aggregate principal amount payable on the Group 8 Underlying REMIC Security in the month of that Distribution Date whether or not that amount is actually paid on the Group 8 Underlying REMIC Security (the “Group 8 Principal Distribution Amount”).

#### *Group 1 Principal Distribution Amount*

##### *Z Accrual Amount*

On each Distribution Date, we will pay the Z Accrual Amount, concurrently, as principal of the F, ST and PS Classes, pro rata (or 83.3333333334%, 8.3333333333% and 8.3333333333%, respectively), until their principal balances are reduced to zero. Thereafter, we will pay the Z Accrual Amount to the Z Class.

Accretion  
Directed  
Classes  
and Accrual  
Class

##### *Group 1 Cash Flow Distribution Amount*

On each Distribution Date, we will pay the Group 1 Cash Flow Distribution Amount as principal of the Group 1 Classes in the following priority:

- (i) sequentially, to the PA and PB Classes, in that order, until their principal balances are reduced to their Planned Balances for that Distribution Date;
- (ii) concurrently, to the F, ST and PS Classes, pro rata, until their principal balances are reduced to zero;
- (iii) to the Z Class, until its principal balance is reduced to zero; and
- (iv) sequentially, to the PA and PB Classes, in that order, without regard to their Planned Balances and until their principal balances are reduced to zero.

PAC  
Classes

Support  
Classes

PAC  
Classes

#### *Group 2 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the Group 2 Classes as specified below.

A. Beginning in December 2002, we will pay an amount up to \$30,000 as principal of the LL Class, until its principal balance is reduced to zero.

B. Beginning in December 1999, on each Distribution Date, we will pay the Group 2 Principal Distribution Amount for that date remaining after giving effect to A. above in the following priority:

*first*, concurrently, to the QA and FQ Classes, pro rata (or 75% and 25%, respectively), until their principal balances are reduced to zero;

*second*, concurrently, to the LL and B Classes, in the proportions specified below, until the principal balance of the LL Class is reduced to zero; and

*third*, to the B Class, until its principal balance is reduced to zero.

Sequential  
Pay  
Classes



On each applicable Distribution Date, we will calculate the proportions of the Group 2 Principal Distribution Amount that we will pay to the LL and B Classes pursuant to clause *second* of B. above as follows:

(a) the proportion payable to the LL Class will be a fraction, the numerator of which is the principal balance of the LL Class and the denominator of which is the sum of the principal balances of the LL and B Classes minus \$7,000,000, and

(b) the proportion payable to the B Class will be a fraction, the numerator of which is the principal balance of the B Class minus \$7,000,000 and the denominator of which is the sum of the principal balances of the LL and B Classes minus \$7,000,000.

When making the above calculations, we will use the principal balances of the LL and B Classes before taking into account payments to be made on that Distribution Date.

*Group 3 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount as principal of the A1 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

*Group 4 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the A2 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

*Group 5 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount as principal of the A3 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

*Group 6 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 6 Principal Distribution Amount as principal of the A4 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

*Group 7 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 7 Principal Distribution Amount as principal of the A5 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

*Group 8 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 8 Principal Distribution Amount as principal of the A6 Class, until its principal balance is reduced to zero. } Structured  
Collateral /  
Pass-Through  
Class

Principal payments on exchangeable REMIC Certificates will be applied to the corresponding RCR Certificates, on a pro rata basis, following any exchange.

**Allocation of Liquidated Losses to the Group 3, Group 4 and Group 8 Classes**

In the case of the Group 3, Group 4 and Group 8 Classes, the related Underlying REMIC Disclosure Documents discuss certain circumstances in which liquidated losses on the related Contracts might be allocated to the related Underlying REMIC Securities. In that event, we will be obligated under our guaranty to pay to Certificateholders of the corresponding Classes the amount of the liquidated losses so allocated.

## Structuring Assumptions

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

### *Assumptions Relating to the Group 1 and Group 2 Classes*

- The Mortgage Loans underlying the Group 1 and Group 2 MBS have the original terms to maturity, remaining terms to maturity, CAGEs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans underlying the Group 1 and Group 2 MBS” above;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table; and
- the settlement date for the sale of the Certificates is November 30, 1999.

### *Assumptions Relating to the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes*

- The Contracts backing the Underlying REMIC Securities have the assumed characteristics specified on Exhibit A;
- each Contract bears a fixed rate of interest throughout its term;
- the related Contracts’ prepayment rates are the indicated multiple of MHP;
- all prepayments are prepayments in full, and include 30 days’ interest on the amount prepaid;
- no Contract is ever delinquent;
- no option to terminate an Underlying REMIC Trust or Underlying Series is exercised; and
- the settlement date for the sale of the Certificates is October 30, 1999.

*Prepayment Assumptions.* Prepayments of mortgage loans and manufactured housing contracts commonly are measured relative to a prepayment standard or model.

The model used here with respect to the Group 1 and Group 2 Classes 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.

The model used here with respect to the Group 3, Group 4, Group 5, Group 6, Group 7 and Group 8 Classes is the Manufactured Housing Prepayment Model (“MHP”) which represents an assumed rate at which a pool of new manufactured housing contracts will prepay. When we refer to “100% MHP,” we mean an annual prepayment rate of 3.7% of the then unpaid principal balance of the pool in the first month after the origination of those contracts and an additional 0.1% each month until the 24th month. (For example, the assumed annual prepayment rate would be 3.8% of the then unpaid principal balance in month 2, 3.9% in month 3 and so on, and would level out at 6% of the then unpaid principal balance at month 24.) Beginning in month 24 and for all later months, “100% MHP” means a constant annual prepayment rate of 6%.

Multiples of MHP are calculated in the same way. Thus, “50% MHP” assumes that contracts will prepay at one-half of the assumed prepayment rate at 100% MHP; “200% MHP” assumes that contracts will prepay at twice the assumed prepayment rate at 100% MHP; and so on.

It is highly unlikely that prepayments will occur at any *constant* PSA rate, any *constant* percentage of MHP or at any other *constant* rate.

*Structuring Range.* The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the

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

<u>Principal Balance Schedule References</u>	<u>Related Classes</u>	<u>Structuring Range</u>
Planned Balances	PA and PB	Between 100% and 250%

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

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

<u>Classes</u>	<u>Initial Effective Ranges</u>
PA	Between 100% and 250%
PB	Between 90% and 250%

The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Classes might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within their Initial Effective Ranges. This is so particularly if such rate were at the lower or higher end of such ranges. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Classes to their scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the PAC Classes will be supported in part by the related Support Classes. When such related Support Classes are retired, the PAC Classes, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

## Yield Tables

*General.* The tables below illustrate the sensitivity of the pre-tax corporate bond equivalent yields to maturity of the applicable Classes to various constant percentages of PSA and, where specified, to changes in the Index. We calculated the yields set forth in the tables by

- determining the monthly discount rates that, when applied to the assumed streams of cash flows to be paid on the applicable Classes, would cause the discounted present values of the assumed streams of cash flows to equal the assumed aggregate purchase prices of those Classes, and
- converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations in the interest rates at which you could reinvest distributions on the Certificates. Accordingly, these calculations do not illustrate the return on any investment in the Certificates when the 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 such Mortgage Loans will prepay at the same rate or
- the level of the Index will remain constant.

***The Inverse Floating Rate Classes.*** The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from Pool to Pool. As illustrated in the tables below, it is possible that investors in the S and SQ Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

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

<u>Class</u>	<u>Price*</u>
S .....	2.7500%
ST .....	96.0000%
SQ .....	5.9375%
SL .....	94.5000%
SM .....	97.2500%
SN .....	100.0000%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
3.4% .....	194.0%	194.0%	163.2%	125.5%	(42.0)%
5.4% .....	88.7%	88.7%	66.0%	30.6%	*
7.4% .....	(3.0)%	(6.1)%	(21.1)%	(87.9)%	*
7.5% and above .....	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
7.5% and below .....	9.7%	9.7%	10.3%	11.7%	17.2%
8.0% .....	4.4%	4.4%	5.0%	6.5%	12.2%
8.4% .....	0.2%	0.3%	0.8%	2.4%	8.3%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>190%</u>	<u>300%</u>	<u>500%</u>
3.4% .....	93.6%	88.1%	77.8%	64.0%	34.1%
5.4% .....	51.7%	46.9%	37.4%	23.9%	(6.3)%
7.4% .....	12.8%	8.0%	(2.6)%	(18.8)%	(53.1)%
8.5% .....	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
3.4% .....	27.4%	27.4%	28.3%	30.1%	37.3%
5.4% .....	13.8%	13.9%	14.7%	16.8%	24.5%
7.4% .....	1.0%	1.0%	1.8%	4.0%	12.3%
7.5% .....	0.3%	0.4%	1.1%	3.4%	11.7%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
3.4% .....	31.2%	31.2%	31.6%	32.3%	35.2%
5.4% .....	15.6%	15.7%	16.1%	17.1%	20.9%
7.4% .....	0.9%	0.9%	1.3%	2.6%	7.1%
7.5% .....	0.2%	0.2%	0.6%	1.9%	6.4%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
3.4% .....	34.8%	34.8%	34.7%	34.4%	33.3%
5.4% .....	17.4%	17.4%	17.4%	17.4%	17.4%
7.4% .....	0.8%	0.9%	0.9%	1.2%	2.2%
7.5% .....	0.0%	0.1%	0.1%	0.4%	1.5%

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

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

<u>Class</u>	<u>Price</u>
PS .....	78.0%

**Sensitivity of the PS Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity .....	1.3%	1.7%	4.8%	14.5%	52.3%

*The PI and LI Classes.* **The yields to investors in the PI and LI Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yields to maturity on the PI and LI Classes would be 0% if prepayments of the related Mortgage Loans were to occur at constant rates of 379% PSA and 526% PSA, respectively. If the actual prepayment rates of the related Mortgage Loans were to exceed the level specified with respect to each Class for as little as one month while equaling that level for the remaining months, investors in the PI and LI Classes 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 PI and LI Classes (expressed in each case as a percentage of the original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
PI .....	26.1250%
LI .....	2.4375%

\* 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 PI Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>175%</u>	<u>250%</u>	<u>500%</u>
Pre-Tax Yields to Maturity .....	19.8%	10.9%	10.9%	10.9%	(15.0)%



### Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption				
	50%	100%	190%	300%	500%
Pre-Tax Yields to Maturity . . . . .	15.7%	15.5%	14.6%	11.6%	1.7%

### 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 that 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 Live and Final Distribution Date” in the REMIC Prospectus.

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans or Contracts, as applicable, 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 sequences of payments of principal of the Group 1 and Group 2 Classes,
- in the case of the Group 3 and Group 4 Classes, the priority sequences affecting distributions on the Underlying Series,
- in the case of the Group 5, Group 6, Group 7 and Group 8 Classes, the priority sequences affecting distributions on the related Underlying REMIC Securities, and
- in the case of certain Group 1 Classes, the payment of principal of those Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above and with respect to the Group 5, Group 6, Group 7 and Group 8 Classes, “Description of the Certificates” in the related Underlying REMIC Disclosure Documents and, with respect to the Group 3 and Group 4 Classes, “Description of the Offered Certificates—Distributions on the Offered Certificates” in the Underlying REMIC Disclosure Document for the related Underlying REMIC Trust and “Description of the Certificates” in the Underlying REMIC Disclosure Documents for the related manufactured housing contract pass-through certificates.

The effects 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 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 date shown at various constant PSA rates or constant percentages of MHP, as applicable, 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 Group 1 and Group 2 Class under 0% PSA, we assumed that the underlying Mortgage Loans have the original and remaining terms to maturity of 360 months and bear interest at an annual rate of 10.0%

It is unlikely

- that all of the underlying Mortgage Loans will have the interest rates, CAGEs or remaining terms to maturity assumed,
- that the underlying Mortgage Loans will prepay at any *constant* PSA rate,
- that all of the Contracts backing the Underlying REMIC Securities will have the interest rates, ages or remaining terms to maturity assumed or
- that the Contracts directly or indirectly backing the Underlying REMIC Securities will prepay at any *constant* MHP rate.

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



## Percent of Original Principal Balances Outstanding

Date	PA and PI† Classes					PB Class					F, ST, PS, S†, SL, SM and SN Classes					Z Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	175%	250%	500%	0%	100%	175%	250%	500%	0%	100%	175%	250%	500%	0%	100%	175%	250%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2000 . . . . .	99	88	88	88	88	100	100	100	100	100	99	99	83	67	14	108	108	108	108	108
November 2001 . . . . .	98	77	77	77	62	100	100	100	100	100	99	99	70	42	0	116	116	116	116	0
November 2002 . . . . .	97	66	66	66	37	100	100	100	100	100	98	98	59	23	0	125	125	125	125	0
November 2003 . . . . .	96	56	56	56	19	100	100	100	100	100	98	98	50	9	0	135	135	135	135	0
November 2004 . . . . .	94	47	47	47	7	100	100	100	100	100	97	97	43	0	0	145	145	145	133	0
November 2005 . . . . .	93	38	38	38	0	100	100	100	100	94	96	96	38	0	0	157	157	157	52	0
November 2006 . . . . .	91	29	29	29	0	100	100	100	100	65	95	95	34	0	0	169	169	169	10	0
November 2007 . . . . .	89	21	21	21	0	100	100	100	100	44	94	94	31	0	0	182	182	182	*	0
November 2008 . . . . .	87	14	14	14	0	100	100	100	100	30	93	92	29	0	0	196	196	196	*	0
November 2009 . . . . .	85	9	9	9	0	100	100	100	100	21	92	88	25	0	0	211	211	211	*	0
November 2010 . . . . .	82	4	4	4	0	100	100	100	100	14	91	83	21	0	0	228	228	228	*	0
November 2011 . . . . .	79	0	0	0	0	100	98	98	98	10	90	77	17	0	0	245	245	245	*	0
November 2012 . . . . .	76	0	0	0	0	100	80	80	80	6	88	71	13	0	0	264	264	264	*	0
November 2013 . . . . .	73	0	0	0	0	100	65	65	65	4	87	63	8	0	0	285	285	285	*	0
November 2014 . . . . .	69	0	0	0	0	100	53	53	53	3	85	56	4	0	0	307	307	307	*	0
November 2015 . . . . .	65	0	0	0	0	100	43	43	43	2	84	47	0	0	0	331	331	320	*	0
November 2016 . . . . .	60	0	0	0	0	100	34	34	34	1	82	39	0	0	0	356	356	280	*	0
November 2017 . . . . .	55	0	0	0	0	100	27	27	27	1	80	30	0	0	0	384	384	242	*	0
November 2018 . . . . .	49	0	0	0	0	100	21	21	21	1	78	21	0	0	0	414	414	206	*	0
November 2019 . . . . .	43	0	0	0	0	100	16	16	16	*	75	12	0	0	0	446	446	173	*	0
November 2020 . . . . .	36	0	0	0	0	100	12	12	12	*	73	3	0	0	0	481	481	142	*	0
November 2021 . . . . .	28	0	0	0	0	100	9	9	9	*	70	0	0	0	0	518	436	113	*	0
November 2022 . . . . .	20	0	0	0	0	100	6	6	6	*	67	0	0	0	0	558	345	86	*	0
November 2023 . . . . .	10	0	0	0	0	100	4	4	4	*	64	0	0	0	0	602	257	62	*	0
November 2024 . . . . .	*	0	0	0	0	100	3	3	3	*	61	0	0	0	0	648	171	40	*	0
November 2025 . . . . .	0	0	0	0	0	42	1	1	1	*	58	0	0	0	0	699	88	20	*	0
November 2026 . . . . .	0	0	0	0	0	*	*	*	*	*	44	0	0	0	0	753	7	1	*	0
November 2027 . . . . .	0	0	0	0	0	0	0	0	0	0	11	0	0	0	0	811	0	0	0	0
November 2028 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	505	0	0	0	0
November 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	17.2	5.0	5.0	5.0	2.6	25.9	16.2	16.2	16.2	8.5	23.0	15.1	5.8	1.9	0.6	29.2	24.2	20.7	5.8	1.3

Date	QA, FQ and SQ† Classes					LL and LI† Classes					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	190%	300%	500%	0%	100%	190%	300%	500%	0%	100%	190%	300%	500%
Initial Percent . . . . .	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2000 . . . . .	99	92	85	77	63	100	100	100	100	100	100	100	100	100	100
November 2001 . . . . .	99	84	72	59	37	100	100	100	100	100	100	100	100	100	100
November 2002 . . . . .	98	76	60	44	20	100	100	100	100	100	100	100	100	100	100
November 2003 . . . . .	97	69	50	32	7	99	99	99	99	99	100	100	100	100	100
November 2004 . . . . .	96	63	42	22	0	98	98	98	98	92	100	100	100	100	98
November 2005 . . . . .	95	57	34	14	0	96	96	96	96	57	100	100	100	100	83
November 2006 . . . . .	94	51	27	8	0	95	95	95	95	33	100	100	100	100	73
November 2007 . . . . .	93	45	21	2	0	94	94	94	94	16	100	100	100	100	66
November 2008 . . . . .	92	40	16	0	0	93	93	93	82	5	100	100	100	95	61
November 2009 . . . . .	90	35	11	0	0	92	92	92	62	0	100	100	100	87	49
November 2010 . . . . .	89	31	7	0	0	90	90	90	45	0	100	100	100	79	34
November 2011 . . . . .	87	27	4	0	0	89	89	89	32	0	100	100	100	74	23
November 2012 . . . . .	85	23	1	0	0	88	88	88	21	0	100	100	100	69	15
November 2013 . . . . .	83	19	0	0	0	87	87	74	12	0	100	100	94	65	10
November 2014 . . . . .	80	15	0	0	0	86	86	60	5	0	100	100	88	62	7
November 2015 . . . . .	77	12	0	0	0	84	84	47	0	0	100	100	82	58	5
November 2016 . . . . .	74	8	0	0	0	83	83	36	0	0	100	100	77	45	3
November 2017 . . . . .	71	5	0	0	0	82	82	26	0	0	100	100	72	34	2
November 2018 . . . . .	67	2	0	0	0	81	81	18	0	0	100	100	68	26	1
November 2019 . . . . .	63	0	0	0	0	80	78	10	0	0	100	99	65	19	1
November 2020 . . . . .	58	0	0	0	0	78	62	4	0	0	100	91	61	14	1
November 2021 . . . . .	53	0	0	0	0	77	47	0	0	0	100	84	55	10	*
November 2022 . . . . .	47	0	0	0	0	76	32	0	0	0	100	77	40	7	*
November 2023 . . . . .	40	0	0	0	0	75	19	0	0	0	100	69	28	4	*
November 2024 . . . . .	33	0	0	0	0	74	6	0	0	0	100	62	17	3	*
November 2025 . . . . .	25	0	0	0	0	72	0	0	0	0	100	39	8	1	*
November 2026 . . . . .	17	0	0	0	0	71	0	0	0	0	100	3	1	*	*
November 2027 . . . . .	7	0	0	0	0	70	0	0	0	0	100	0	0	0	0
November 2028 . . . . .	0	0	0	0	0	48	0	0	0	0	88	0	0	0	0
November 2029 . . . . .	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** . . . . .	20.6	8.0	4.8	3.1	1.7	25.1	20.3	15.6	10.9	6.5	29.6	24.8	21.1	16.0	9.8

\* 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.

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

Date	A1 Class					A2 Class					A3 Class				
	MHP Prepayment Assumption					MHP Prepayment Assumption					MHP Prepayment Assumption				
	0%	100%	200%	350%	500%	0%	100%	200%	350%	500%	0%	100%	200%	350%	500%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2000 .....	99	96	93	88	82	100	100	100	100	100	100	100	100	100	100
October 2001 .....	97	85	74	57	41	100	100	100	100	100	100	100	100	100	88
October 2002 .....	94	75	57	33	13	100	100	100	100	100	100	100	100	94	60
October 2003 .....	91	65	43	15	0	100	100	100	100	87	100	100	100	73	42
October 2004 .....	88	56	30	*	0	100	100	100	100	56	100	100	100	57	28
October 2005 .....	85	47	19	0	0	100	100	100	77	34	100	100	88	44	17
October 2006 .....	81	39	9	0	0	100	100	100	56	19	100	100	76	33	10
October 2007 .....	77	31	*	0	0	100	100	100	40	8	100	100	65	24	5
October 2008 .....	72	23	0	0	0	100	100	85	28	1	100	100	55	17	1
October 2009 .....	67	16	0	0	0	100	100	70	18	0	100	93	47	11	0
October 2010 .....	61	9	0	0	0	100	100	57	10	0	100	84	38	7	0
October 2011 .....	55	2	0	0	0	100	100	45	4	0	100	75	31	4	0
October 2012 .....	47	0	0	0	0	100	92	35	*	0	100	66	25	1	0
October 2013 .....	40	0	0	0	0	100	79	26	0	0	100	58	19	0	0
October 2014 .....	31	0	0	0	0	100	65	18	0	0	100	50	14	0	0
October 2015 .....	21	0	0	0	0	100	52	11	0	0	100	42	10	0	0
October 2016 .....	11	0	0	0	0	100	39	6	0	0	100	33	6	0	0
October 2017 .....	0	0	0	0	0	97	27	2	0	0	88	25	3	0	0
October 2018 .....	0	0	0	0	0	69	16	0	0	0	71	18	*	0	0
October 2019 .....	0	0	0	0	0	41	7	0	0	0	52	10	0	0	0
October 2020 .....	0	0	0	0	0	18	1	0	0	0	28	3	0	0	0
October 2021 .....	0	0	0	0	0	0	0	0	0	0	2	0	0	0	0
October 2022 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2023 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2024 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2025 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2026 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2027 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2028 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	11.7	5.9	3.7	2.4	1.9	19.8	16.3	12.1	7.8	5.6	19.9	15.1	10.3	6.1	4.0

Date	A4 Class					A5 Class					A6 Class				
	MHP Prepayment Assumption					MHP Prepayment Assumption					MHP Prepayment Assumption				
	0%	100%	200%	350%	500%	0%	100%	200%	350%	500%	0%	100%	200%	350%	500%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
October 2000 .....	100	100	100	100	100	97	97	97	97	97	100	100	100	100	100
October 2001 .....	100	100	100	100	92	93	93	93	93	85	100	100	100	100	100
October 2002 .....	100	100	100	99	64	89	89	89	89	30	100	100	100	100	100
October 2003 .....	100	100	100	77	44	85	85	85	65	0	100	100	99	98	97
October 2004 .....	100	100	100	60	30	81	81	81	35	0	100	100	86	76	67
October 2005 .....	100	100	93	46	19	76	76	76	22	0	100	100	75	60	46
October 2006 .....	100	100	80	35	11	71	71	71	3	0	100	93	65	46	32
October 2007 .....	100	100	69	25	5	66	66	66	0	0	100	85	56	36	22
October 2008 .....	100	100	59	18	2	60	60	46	0	0	100	79	48	28	13
October 2009 .....	100	99	50	12	0	53	53	23	0	0	100	72	41	21	5
October 2010 .....	100	89	41	8	0	46	46	0	0	0	100	66	36	16	0
October 2011 .....	100	80	33	4	0	39	39	0	0	0	100	61	30	11	0
October 2012 .....	100	71	27	1	0	31	31	0	0	0	100	55	26	7	0
October 2013 .....	100	63	21	0	0	22	22	0	0	0	100	50	22	4	0
October 2014 .....	100	54	16	0	0	13	0	0	0	0	100	45	18	1	0
October 2015 .....	100	46	11	0	0	3	0	0	0	0	100	40	15	0	0
October 2016 .....	100	37	7	0	0	0	0	0	0	0	98	35	11	0	0
October 2017 .....	97	29	4	0	0	0	0	0	0	0	92	31	9	0	0
October 2018 .....	80	21	1	0	0	0	0	0	0	0	84	27	6	0	0
October 2019 .....	62	13	0	0	0	0	0	0	0	0	76	23	4	0	0
October 2020 .....	39	6	0	0	0	0	0	0	0	0	66	19	2	0	0
October 2021 .....	14	0	0	0	0	0	0	0	0	0	56	14	1	0	0
October 2022 .....	0	0	0	0	0	0	0	0	0	0	45	10	0	0	0
October 2023 .....	0	0	0	0	0	0	0	0	0	0	32	5	0	0	0
October 2024 .....	0	0	0	0	0	0	0	0	0	0	18	1	0	0	0
October 2025 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2026 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2027 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2028 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
October 2029 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	20.4	15.6	10.6	6.3	4.2	9.8	9.6	7.8	4.6	2.6	22.2	14.6	10.0	7.5	6.3

\* 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.

## **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.

The R and RL Classes will be subject to certain transfer restrictions. We will not permit transfer of record or beneficial ownership of an R or RL Certificate to a “disqualified organization.” In addition, we will not permit transfer of record or beneficial ownership of an R or RL Certificate to any person that is not a “U.S. Person” without our written consent. Treasury Department regulations (the “Regulations”) provide that 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 and RL Classes will constitute noneconomic residual interests under the Regulations. Any transferee of an R or RL 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 Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. Transferors of an R or RL Certificate should consult with their own tax advisors for further information regarding such transfers.

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

## **CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES**

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

## **REMIC Elections and Special Tax Attributes**

We will elect to treat the Trust and Lower Tier REMIC as REMICs under the Code. Assuming compliance with the Trust Agreement, the Trust and the Lower Tier REMIC will qualify as REMICs if each of the Underlying REMIC Securities qualifies as a “regular interest” in a REMIC. Qualification as a regular interest in a REMIC requires initial and ongoing compliance with certain conditions. The Underlying REMIC Disclosure Documents state that each Underlying REMIC Security qualified as a “regular interest” in a REMIC as of the date of the applicable Disclosure Document and that each Underlying REMIC Security will continue to qualify as a regular interest in a REMIC, provided that

certain requirements are met after that date. We are relying on the correctness of these statements in electing to treat the Trust and the Lower Tier REMIC as REMICs, and the remainder of this discussion assumes that each of the Underlying REMIC Securities is, and will continue to be, a regular interest in a REMIC. You should consult your tax advisors regarding the tax consequences to a beneficial owner of a Certificate if an Underlying REMIC Security were to fail to qualify as a regular interest in a REMIC.

Our special tax counsel, Arnold & Porter, will deliver its opinion that, assuming compliance with the Trust Agreement, the Trust and Lower Tier REMIC will be treated as REMICs for federal income tax purposes. In delivering this opinion, Arnold & Porter will assume that each of the Underlying REMIC Securities is, and will continue to be, a regular interest in a REMIC.

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.

The REMIC Certificates and any related RCR Certificates generally will be treated as “regular or residual interests in a REMIC” for domestic building and loan associations, as “real estate assets” for real estate investment trusts, and, except for the R and RL Classes, as “qualified mortgages” for other REMICs. See “Certain Federal Income Tax Consequences—*REMIC Election and Special Tax Attributes*” in the REMIC Prospectus.

## **Taxation of Beneficial Owners of Regular Certificates**

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

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

<u>Certificate Group</u>	<u>Prepayment Assumption</u>
1	175% PSA
2	190% PSA
3	200% MHP
4	200% MHP
5	200% MHP
6	200% MHP
7	200% MHP
8	200% MHP

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 or the Contracts will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

## **Taxation of Beneficial Owners of Residual Certificates**

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 7.48% (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.

## **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. 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 owner should account for its ownership interest in each underlying REMIC Certificate as described under “—Taxation of Beneficial Owners of Regular Certificates” in this prospectus supplement 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.

## **PLAN OF DISTRIBUTION**

*General.* We are obligated to deliver the Certificates to Lehman Brothers Inc. (the “Dealer”) in exchange for the MBS and the Underlying REMIC Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

*Increase in Certificates.* Before the Settlement Date, we and the Dealer may agree to offer Group 1 or Group 2 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related MBS in principal balance, but we expect that all these additional MBS will have the same characteristics as described above under “Description of the Certificates—The MBS.” The proportion that the original principal balance of each Group 1 or

Group 2 Class bears to the aggregate original principal balance of all Group 1 or Group 2 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

#### **LEGAL MATTERS**

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



## Assumed Characteristics of the Underlying REMIC Securities and Assumed Characteristics of the Related Contracts

Issuer	Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Class Coupon	Interest Type	Final Distribution Date	Principal Type	Original Principal Balance of Class	November 1999 Class Factor	Principal Balance in the Lower Tier REMIC	Assumed Gross Contract Rate (1)	Assumed Net Contract Rate (1)	Assumed Term to Maturity (1) (in months)	Assumed Contract Age (1) (in months)	Class Group
Lehman ABS	LMH 98-1	II-A1	February 1998	525170BD7	6.545%	AFC	July 2028	SC/P/T	\$ 50,059,000	1.00000000	\$15,059,000	(2)	(2)	(2)	(2)	3
Lehman ABS	LMH 98-1	II-A2	February 1998	525170BE5	7.033	AFC	July 2028	SC/P/T	24,496,000	1.00000000	19,496,000	(2)	(2)	(2)	(2)	4
Green Tree	GT 97-1	A6	February 1997	393505SJ2	7.290	AFC	March 2028	SEQ	124,386,000	1.00000000	33,586,000	10.334	9.834	268	31	5
Green Tree	GT 97-2	A7	March 1997	393505SU7	7.620	AFC	June 2028	SEQ	136,617,000	1.00000000	36,467,000	10.159	9.659	273	30	6
Green Tree	GT 97-6	A8	September 1997	393505XE7	7.070	FIX	July 2029	SEQ	127,837,000	0.94166063	29,692,443	9.807	9.307	281	24	7
Green Tree	GT 99-5	M1	September 1999	3935053R1	8.050	AFC	April 2031	SEQ	120,000,000	1.00000000	20,000,000	10.315	9.815	314	0	8

(1) The numbers listed in this column represent assumed characteristics of the related Contracts.

(2) The Group 3 and Group 4 Underlying REMIC Securities are backed by manufactured housing contract pass-through certificates having the assumed characteristics described below:

### Assumed Characteristics of the Underlying Series

Issuer	Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Class Coupon	Interest Type	Final Distribution Date	Principal Type	Original Principal Balance of Class	November 1999 Class Factor	Principal Balance in the Lower Tier REMIC	Assumed Gross Contract Rate (1)	Assumed Net Contract Rate (1)	Assumed Term to Maturity (1) (in months)	Assumed Contract Age (1) (in months)
Green Tree	GT 95-9	M1	November 1995	393505KE1	7.200%	AFC	February 2027	SEQ	\$35,900,000	1.00000000	\$16,400,000	10.078%	9.578%	237	47
Green Tree	GT 96-3	M1	April 1996	393505MG4	7.700	AFC	June 2027	SEQ	33,470,000	1.00000000	5,000,000	9.861	9.361	242	41
Green Tree	GT 96-5	M1	June 1996	393505NC2	8.050	AFC	August 2027	SEQ	41,405,000	1.00000000	9,405,000	10.201	9.701	253	39
Green Tree	GT 96-6	M1	July 1996	393505PD8	7.950	AFC	September 2027	SEQ	38,000,000	1.00000000	15,000,000	10.288	9.788	261	38
Green Tree	GT 96-8	M1	September 1996	393505QQ8	7.850	AFC	December 2027	SEQ	48,000,000	1.00000000	28,750,000	10.282	9.782	267	36

## Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balance	RCR Classes	Original Principal Balance	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1	PS	SL	\$ 5,795,000	(3)	INV	SUP	31359XFL8	April 2028
	S		34,770,000					
Recombination 2	PS	SM	5,795,000	(3)	INV	SUP	31359XFM6	April 2028
	S		40,565,000					
Recombination 3	PS	SN	5,795,000	(3)	INV	SUP	31359XFN4	April 2028
	S		46,360,000					

(1) The principal balances and/or notional principal balances of the REMIC Certificates and RCR Certificate involved in any exchange will bear the same relationship as that borne by the original principal balances and/or original notional principal balances of the related Classes.

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

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



## Principal Balance Schedules

### *PA Class Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$146,756,000.00	December 2003 .....	\$ 81,192,042.84	December 2007 .....	\$ 30,504,946.37
December 1999 .....	145,253,971.61	January 2004 .....	80,010,849.61	January 2008 .....	29,597,782.64
January 2000 .....	143,759,346.06	February 2004 .....	78,835,384.78	February 2008 .....	28,703,577.14
February 2000 .....	142,272,084.79	March 2004 .....	77,665,618.40	March 2008 .....	27,822,150.37
March 2000 .....	140,792,149.46	April 2004 .....	76,501,520.62	April 2008 .....	26,953,325.29
April 2000 .....	139,319,501.90	May 2004 .....	75,343,061.78	May 2008 .....	26,096,927.24
May 2000 .....	137,854,104.14	June 2004 .....	74,190,212.36	June 2008 .....	25,252,783.99
June 2000 .....	136,395,918.43	July 2004 .....	73,042,942.99	July 2008 .....	24,420,725.62
July 2000 .....	134,944,907.18	August 2004 .....	71,901,224.45	August 2008 .....	23,600,584.56
August 2000 .....	133,501,033.01	September 2004 .....	70,765,027.68	September 2008 .....	22,792,195.51
September 2000 .....	132,064,258.74	October 2004 .....	69,634,323.75	October 2008 .....	21,995,395.44
October 2000 .....	130,634,547.36	November 2004 .....	68,509,083.90	November 2008 .....	21,210,023.55
November 2000 .....	129,211,862.06	December 2004 .....	67,389,279.49	December 2008 .....	20,435,921.22
December 2000 .....	127,796,166.22	January 2005 .....	66,274,882.04	January 2009 .....	19,672,932.02
January 2001 .....	126,387,423.40	February 2005 .....	65,165,863.24	February 2009 .....	18,920,901.62
February 2001 .....	124,985,597.36	March 2005 .....	64,062,194.88	March 2009 .....	18,179,677.85
March 2001 .....	123,590,652.04	April 2005 .....	62,963,848.93	April 2009 .....	17,449,110.58
April 2001 .....	122,202,551.55	May 2005 .....	61,870,797.48	May 2009 .....	16,729,051.75
May 2001 .....	120,821,260.20	June 2005 .....	60,783,012.78	June 2009 .....	16,019,355.32
June 2001 .....	119,446,742.49	July 2005 .....	59,700,467.21	July 2009 .....	15,319,877.24
July 2001 .....	118,078,963.08	August 2005 .....	58,623,133.30	August 2009 .....	14,630,475.45
August 2001 .....	116,717,886.83	September 2005 .....	57,550,983.72	September 2009 .....	13,951,009.80
September 2001 .....	115,363,478.76	October 2005 .....	56,483,991.26	October 2009 .....	13,281,342.09
October 2001 .....	114,015,704.09	November 2005 .....	55,422,128.88	November 2009 .....	12,621,336.00
November 2001 .....	112,674,528.21	December 2005 .....	54,365,369.66	December 2009 .....	11,970,857.06
December 2001 .....	111,339,916.69	January 2006 .....	53,313,686.81	January 2010 .....	11,329,772.66
January 2002 .....	110,011,835.26	February 2006 .....	52,267,053.71	February 2010 .....	10,697,951.98
February 2002 .....	108,690,249.85	March 2006 .....	51,225,443.84	March 2010 .....	10,075,266.03
March 2002 .....	107,375,126.55	April 2006 .....	50,188,830.83	April 2010 .....	9,461,587.54
April 2002 .....	106,066,431.62	May 2006 .....	49,157,188.45	May 2010 .....	8,856,791.01
May 2002 .....	104,764,131.51	June 2006 .....	48,130,490.59	June 2010 .....	8,260,752.65
June 2002 .....	103,468,192.83	July 2006 .....	47,108,711.29	July 2010 .....	7,673,350.37
July 2002 .....	102,178,582.35	August 2006 .....	46,091,824.72	August 2010 .....	7,094,463.74
August 2002 .....	100,895,267.04	September 2006 .....	45,079,805.16	September 2010 .....	6,523,974.00
September 2002 .....	99,618,214.01	October 2006 .....	44,072,627.05	October 2010 .....	5,961,763.99
October 2002 .....	98,347,390.55	November 2006 .....	43,070,264.96	November 2010 .....	5,407,718.18
November 2002 .....	97,082,764.12	December 2006 .....	42,072,693.55	December 2010 .....	4,861,722.61
December 2002 .....	95,824,302.34	January 2007 .....	41,079,887.67	January 2011 .....	4,323,664.87
January 2003 .....	94,571,973.01	February 2007 .....	40,091,822.24	February 2011 .....	3,793,434.11
February 2003 .....	93,325,744.07	March 2007 .....	39,108,472.36	March 2011 .....	3,270,921.00
March 2003 .....	92,085,583.65	April 2007 .....	38,129,813.21	April 2011 .....	2,756,017.69
April 2003 .....	90,851,460.03	May 2007 .....	37,155,820.14	May 2011 .....	2,248,617.83
May 2003 .....	89,623,341.65	June 2007 .....	36,186,468.59	June 2011 .....	1,748,616.50
June 2003 .....	88,401,197.13	July 2007 .....	35,221,734.15	July 2011 .....	1,255,910.25
July 2003 .....	87,184,995.21	August 2007 .....	34,261,592.52	August 2011 .....	770,397.04
August 2003 .....	85,974,704.84	September 2007 .....	33,306,019.53	September 2011 .....	291,976.20
September 2003 .....	84,770,295.09	October 2007 .....	32,358,879.04	October 2011 and thereafter .....	0.00
October 2003 .....	83,571,735.22	November 2007 .....	31,425,250.34		
November 2003 .....	82,378,994.61				

### ***PB Class Planned Balances***

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through September 2011.....	\$28,767,000.00	January 2016 .....	\$11,870,303.35	July 2020 .....	\$ 3,936,022.81
October 2011 .....	28,587,548.49	February 2016 .....	11,654,369.66	August 2020 .....	3,844,315.19
November 2011 .....	28,123,015.99	March 2016 .....	11,441,727.42	September 2020.....	3,754,107.66
December 2011 .....	27,665,282.15	April 2016 .....	11,232,329.69	October 2020 .....	3,665,378.21
January 2012 .....	27,214,251.74	May 2016 .....	11,026,130.19	November 2020 .....	3,578,105.15
February 2012 .....	26,769,830.81	June 2016 .....	10,823,083.27	December 2020 .....	3,492,267.06
March 2012 .....	26,331,926.74	July 2016 .....	10,623,143.93	January 2021 .....	3,407,842.86
April 2012 .....	25,900,448.16	August 2016 .....	10,426,267.77	February 2021 .....	3,324,811.74
May 2012 .....	25,475,304.95	September 2016.....	10,232,411.01	March 2021 .....	3,243,153.19
June 2012 .....	25,056,408.25	October 2016 .....	10,041,530.50	April 2021 .....	3,162,846.99
July 2012 .....	24,643,670.39	November 2016 .....	9,853,583.66	May 2021 .....	3,083,873.21
August 2012 .....	24,237,004.93	December 2016 .....	9,668,528.50	June 2021 .....	3,006,212.18
September 2012.....	23,836,326.61	January 2017 .....	9,486,323.64	July 2021 .....	2,929,844.53
October 2012 .....	23,441,551.33	February 2017 .....	9,306,928.26	August 2021 .....	2,854,751.15
November 2012 .....	23,052,596.15	March 2017 .....	9,130,302.08	September 2021.....	2,780,913.20
December 2012 .....	22,669,379.29	April 2017 .....	8,956,405.42	October 2021 .....	2,708,312.11
January 2013 .....	22,291,820.07	May 2017 .....	8,785,199.12	November 2021 .....	2,636,929.55
February 2013 .....	21,919,838.94	June 2017 .....	8,616,644.58	December 2021 .....	2,566,747.49
March 2013 .....	21,553,357.41	July 2017 .....	8,450,703.74	January 2022 .....	2,497,748.11
April 2013 .....	21,192,298.11	August 2017 .....	8,287,339.05	February 2022 .....	2,429,913.86
May 2013 .....	20,836,584.71	September 2017.....	8,126,513.50	March 2022 .....	2,363,227.45
June 2013 .....	20,486,141.94	October 2017 .....	7,968,190.57	April 2022 .....	2,297,671.82
July 2013 .....	20,140,895.55	November 2017 .....	7,812,334.28	May 2022 .....	2,233,230.14
August 2013 .....	19,800,772.33	December 2017 .....	7,658,909.12	June 2022 .....	2,169,885.85
September 2013.....	19,465,700.07	January 2018 .....	7,507,880.09	July 2022 .....	2,107,622.58
October 2013 .....	19,135,607.55	February 2018 .....	7,359,212.68	August 2022 .....	2,046,424.23
November 2013 .....	18,810,424.55	March 2018 .....	7,212,872.84	September 2022.....	1,986,274.90
December 2013 .....	18,490,081.79	April 2018 .....	7,068,827.02	October 2022 .....	1,927,158.94
January 2014 .....	18,174,510.96	May 2018 .....	6,927,042.12	November 2022 .....	1,869,060.89
February 2014 .....	17,863,644.69	June 2018 .....	6,787,485.50	December 2022 .....	1,811,965.55
March 2014 .....	17,557,416.52	July 2018 .....	6,650,124.97	January 2023 .....	1,755,857.89
April 2014 .....	17,255,760.94	August 2018 .....	6,514,928.82	February 2023 .....	1,700,723.12
May 2014 .....	16,958,613.32	September 2018.....	6,381,865.74	March 2023 .....	1,646,546.66
June 2014 .....	16,665,909.92	October 2018 .....	6,250,904.88	April 2023 .....	1,593,314.12
July 2014 .....	16,377,587.88	November 2018 .....	6,122,015.81	May 2023 .....	1,541,011.33
August 2014 .....	16,093,585.22	December 2018 .....	5,995,168.54	June 2023 .....	1,489,624.31
September 2014.....	15,813,840.79	January 2019 .....	5,870,333.48	July 2023 .....	1,439,139.28
October 2014 .....	15,538,294.32	February 2019 .....	5,747,481.45	August 2023 .....	1,389,542.67
November 2014 .....	15,266,886.33	March 2019 .....	5,626,583.69	September 2023.....	1,340,821.08
December 2014 .....	14,999,558.20	April 2019 .....	5,507,611.85	October 2023 .....	1,292,961.30
January 2015 .....	14,736,252.07	May 2019 .....	5,390,537.95	November 2023 .....	1,245,950.34
February 2015 .....	14,476,910.94	June 2019 .....	5,275,334.42	December 2023 .....	1,199,775.36
March 2015 .....	14,221,478.55	July 2019 .....	5,161,974.06	January 2024 .....	1,154,423.72
April 2015.....	13,969,899.42	August 2019 .....	5,050,430.07	February 2024 .....	1,109,882.95
May 2015 .....	13,722,118.87	September 2019.....	4,940,676.00	March 2024 .....	1,066,140.76
June 2015 .....	13,478,082.95	October 2019 .....	4,832,685.79	April 2024 .....	1,023,185.04
July 2015 .....	13,237,738.44	November 2019 .....	4,726,433.74	May 2024 .....	981,003.85
August 2015 .....	13,001,032.89	December 2019 .....	4,621,894.50	June 2024 .....	939,585.41
September 2015.....	12,767,914.55	January 2020 .....	4,519,043.08	July 2024 .....	898,918.13
October 2015 .....	12,538,332.40	February 2020 .....	4,417,854.84	August 2024 .....	858,990.57
November 2015 .....	12,312,236.12	March 2020 .....	4,318,305.48	September 2024.....	819,791.44
December 2015 .....	12,089,576.08	April 2020 .....	4,220,371.06	October 2024 .....	781,309.64
		May 2020 .....	4,124,027.94	November 2024 .....	743,534.21
		June 2020 .....	4,029,252.85	December 2024 .....	706,454.35

***PB Class (Continued)***

<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>	<u>Distribution Date</u>		<u>Planned Balance</u>
January 2025 .....	\$	670,059.42	October 2025 .....	\$	371,643.81	June 2026 .....	\$	146,529.01
February 2025 .....		634,338.92	November 2025 .....		341,545.08	July 2026 .....		120,805.96
March 2025 .....		599,282.51	December 2025 .....		312,023.75	August 2026 .....		95,592.20
April 2025 .....		564,879.99	January 2026 .....		283,070.89	September 2026 .....		70,879.76
May 2025 .....		531,121.31	February 2026 .....		254,677.66	October 2026 .....		46,660.77
June 2025 .....		497,996.57	March 2026 .....		226,835.37	November 2026 .....		22,927.50
July 2025 .....		465,496.01	April 2026 .....		199,535.44	December 2026 and thereafter .....		0.00
August 2025 .....		433,610.00	May 2026 .....		172,769.43			
September 2025 .....		402,329.05						

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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.

**\$624,300,443**  
**(Approximate)**



**FannieMae**

Guaranteed  
REMIC Pass-Through  
Certificates

Fannie Mae REMIC Trust  
1999-62

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**PROSPECTUS SUPPLEMENT**

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**LEHMAN BROTHERS**

October 28, 1999

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