

**\$795,249,747**



**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2002-45**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

**The Fannie Mae Guaranty**

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

**The Trust and its Assets**

The trust will own underlying REMIC and RCR certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
PA .....	1	\$ 66,000,000	SC/SEQ	6.0%	FIX	31392DSY9	November 2025
PB .....	1	66,698,000	SC/SEQ	6.0	FIX	31392DSZ6	November 2025
EA(1) .....	2	88,360,065	SC/PT	(2)	PO	31392DTA0	December 2029
FA(1) .....	2	499,377,649	SC/PT	(3)	FLT	31392DTB8	December 2029
QA(1) .....	2	499,377,649 (4)	NTL	(3)	INV/IO	31392DTC6	December 2029
SA(1) .....	2	499,377,649 (4)	NTL	(3)	INV/IO	31392DTD4	December 2029
B .....	3	23,115,287	SC/PT	6.0	FIX	31392DTE2	May 2032
IB .....	3	3,454,204 (4)	NTL	6.5	FIX/IO	31392DTF9	May 2032
VZ .....	4	30,000,000	SC/SEQ	6.0	FIX/Z	31392DTG7	July 2028
ZA .....	4	21,698,746	SC/SEQ	6.0	FIX/Z	31392DTH5	May 2031
R .....		0	NPR	0	NPR	31392DTJ1	May 2032
RL .....		0	NPR	0	NPR	31392DTK8	May 2032

(1) Exchangeable classes.  
(2) Principal only class.

(3) Based on LIBOR.  
(4) Notional balances. These classes are interest only classes.

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The LA, LB, LC, LD, LE, FB and SB Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be June 28, 2002.

**Carefully consider the risk factors starting on page S-7 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.**

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

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

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

**Salomon Smith Barney**

The date of this Prospectus Supplement is June 12, 2002.

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## AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus supplement and the following documents (the “Disclosure Documents”):

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated May 1, 2002 (the “MBS Prospectus”);
- our Information Statement dated April 1, 2002 (the “Information Statement”); and
- the disclosure documents relating to the underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”).

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

Salomon Smith Barney Inc.  
Prospectus Department  
Brooklyn Army Terminal  
140 58th Street, Suite 8-G  
Brooklyn, New York 11220  
(telephone 718-765-6732).

## 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	Class 2001-81-QC REMIC Certificate
2	Class 2002-36-HP RCR Certificate Class 2002-36-HZ REMIC Certificate Class 2002-36-FL REMIC Certificate Class 2002-36-QL REMIC Certificate Class 2002-36-FK REMIC Certificate Class 2002-36-QH REMIC Certificate
3	Class 2002-36-CJ REMIC Certificate Class 2002-36-DJ REMIC Certificate Class 2002-28-YD REMIC Certificate Class 2002-28-YE RCR Certificate Class 2002-28-EI RCR Certificate
4	Class 2001-22-Z REMIC Certificate

### Characteristics of the Underlying REMIC and RCR Certificates

Exhibit A describes the underlying REMIC and RCR certificates, including certain information about the related mortgage loans. To learn more about the underlying REMIC and RCR certificates, you should obtain from us the current class factors and the disclosure documents for the underlying REMIC and RCR certificates as described on page S-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 principal payments in the same month). We publish the class factors on or shortly after the 11th day of each month.

### Settlement Date

We expect to issue the certificates on June 28, 2002.

### Distribution Dates

We will make payments on the certificates on the 25th day of each calendar month, or on the next business day if the 25th day is not a business day.

### Book-Entry and Physical Certificates

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

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

**Fed Book-Entry**

All Classes of certificates other than the R and RL Classes

**Physical**

R and RL Classes

**Exchanging Certificates Through Combination and Recombination**

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

**Interest Rates**

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

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>
FA .....	2.25%	8.50%	0.40%	LIBOR + 40 basis points
QA .....	0.05%	0.05%	0.00%	8.1% – LIBOR
SA .....	6.20%	8.05%	0.00%	8.05% – LIBOR
FB .....	2.30%	8.50%	0.45%	LIBOR + 45 basis points
SB .....	6.25%	8.10%	0.00%	8.1% – LIBOR

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

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

**Notional Classes**

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

<u>Class</u>	
QA .....	100% of the FA Class
SA .....	100% of the FA Class
SB .....	100% of the FA Class
IB .....	38.461538462% of the Class 2002-36-CJ REMIC Certificate
	38.461538462% of the Class 2002-36-DJ REMIC Certificate
	8.281113664% of the Class 2002-28-YD REMIC Certificate and
	the Class 2002-28-YE RCR Certificate

**Distributions of Principal**

*Group 1 Principal Distribution Amount*

To the PA and PB Classes, in that order, to zero.

*Group 2 Principal Distribution Amount*

To the FA and EA Classes, pro rata, to zero.

*Group 3 Principal Distribution Amount*

To the B Class to zero.

*Group 4 Principal Distribution Amount*

To the VZ and ZA Classes, in that order, to zero.

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

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

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>315%</u>	<u>450%</u>	<u>600%</u>
PA .....	17.5	5.2	4.3	3.2	2.5
PB .....	19.5	6.5	5.1	3.7	2.9
<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>490%</u>	<u>750%</u>	<u>1000%</u>
EA, FA, QA, SA, LA, LB, LC, LD, LE, FB and SB .....	18.4	9.1	2.8	1.8	1.4
<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>315%</u>	<u>450%</u>	<u>600%</u>
B .....	26.9	13.4	2.4	1.6	1.3
IB .....	26.9	12.9	2.3	1.6	1.3
<u>Group 4 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>216%</u>	<u>350%</u>	<u>500%</u>
VZ .....	20.3	16.5	11.4	8.1	5.9
ZA .....	27.5	22.4	17.7	13.0	9.6

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

## ADDITIONAL RISK FACTORS

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

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

*No interest payments will be made on the Group 4 Classes and it is likely that payments of principal of the Group 4 Classes will not commence for an extended period.* The Group 4 Underlying Certificate is an Accrual class and is not entitled to receive payments of interest. Instead, interest accrued on the Group 4 Underlying Certificate is added as principal to its principal balance on each distribution date. As a result, no payments of interest will be made on the Group 4 Classes. Further, because of the priority sequence affecting payments of principal of the Group 4 Underlying Certificate, it is likely that payments of principal of the Group 4 Classes will not commence for an extended period.

*Payments on the certificates also will be affected by the payment priorities governing the related underlying REMIC and RCR certificates.* The rate at which you receive payments also will be affected by the priority sequences governing principal payments on the related underlying REMIC and RCR certificates.

As described in the related disclosure documents, the underlying REMIC and RCR certificates may be subsequent in payment priority to certain other classes issued from the related underlying REMIC trusts. As a result, such other classes may receive principal before principal is paid on the underlying REMIC and RCR certificates, possibly for long periods.

In particular, certain of the underlying REMIC and RCR certificates have principal balance schedules. As a result, those underlying REMIC and RCR certificates may receive principal payments at rates faster or slower than would otherwise have been the case. In some cases, they may receive no principal payments for extended periods. Prepayments on the related mortgage loans may have occurred at rates faster or slower than the rates initially assumed. This prospectus supplement contains no information as to whether

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

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

*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.**



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

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

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

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

distribution date specified, your yield could be lower than you expect.

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

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

## DESCRIPTION OF THE CERTIFICATES

The material under this heading summarizes certain features of the Certificates. You will find additional information about the Certificates in the other sections of this prospectus supplement, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a capitalized term in this prospectus supplement without defining it, you will find the definition of that term in the applicable Disclosure Document or in the Trust Agreement.

### General

*Structure.* We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the “Trust”) and a separate trust (the “Lower Tier REMIC”) pursuant to a trust agreement dated as of June 1, 2002 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of the Issue Date (together with the trust agreement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The Trust and the Lower Tier REMIC each will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Trust.



- The R Class will be the “residual interest” in the Trust.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Trust will consist of the Lower Tier Regular Interests.

The assets of the Lower Tier REMIC will consist of four groups of previously issued REMIC and RCR certificates (the “Group 1 Underlying REMIC Certificate,” “Group 2 Underlying REMIC and RCR Certificates,” “Group 3 Underlying REMIC and RCR Certificates” and “Group 4 Underlying REMIC Certificate” and, together, the “Underlying REMIC and RCR Certificates”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The assets of the Underlying REMIC Trusts evidence beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “MBS”).

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

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

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

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

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

Our guaranty obligations with respect to the Underlying REMIC and RCR Certificates are described in the related Underlying REMIC Disclosure Documents.

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

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

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. 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” below.

The Holder of the R Class will receive the proceeds of any remaining assets of the Trust, and the Holder of the RL Class will receive the proceeds of any remaining assets of the Lower Tier REMIC, in each case only by presenting and surrendering the related Certificate at the office of the Paying Agent. State Street will be the initial Paying Agent.

*Authorized Denominations.* We will issue the Certificates, other than the R and RL Classes, 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 payments on the certificates on the 25th day of each month (or, if the 25th is not a business day, on the first business day after the 25th). We refer to each of these dates as a “Distribution Date.” We will make the first payments to Certificateholders the month after we issue the Certificates.

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

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

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

*Voting the Underlying REMIC and RCR Certificates.* Holders of the Underlying REMIC and RCR Certificates may be asked to vote on issues arising under the related trust agreements. If so, the Trustee will vote the related Underlying REMIC and RCR Certificates as instructed by Holders of Certificates of the Classes backed by the related Underlying REMIC and RCR Certificates. The Trustee must receive instructions from Holders of Certificates having principal balances totaling at least 51% of the aggregate principal balance of the related Classes. 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 EA, FA, QA and SA Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

Holders of RCR Certificates will be the beneficial owners of a proportionate interest in the related REMIC Certificates and will receive a proportionate share of the distributions on the related REMIC Certificates.

The Classes of REMIC Certificates and RCR Certificates that are outstanding at any given time, and the outstanding principal balances (or notional principal balances) of these Classes, will depend upon any related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates in any combination may be exchanged only in the proportions shown on Schedule 1.

*Procedures.* If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our

approval. The notice must include the outstanding principal balance of both the Certificates to be exchanged and the Certificates to be received, and the proposed exchange date. After receiving the Holder's notice, we will telephone the dealer with delivery and wire payment instructions. Notice becomes irrevocable on the second business day before the proposed exchange date.

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

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

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

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

### **The Underlying REMIC and RCR Certificates**

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

Each MBS evidences beneficial ownership interests in a pool of conventional Level Payment Mortgage Loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "Mortgage Loan Pools" and "Yield Considerations, Maturity and Prepayment Assumptions" in the MBS Prospectus.

For further information about the Underlying REMIC and RCR Certificates, telephone us at 1-800-237-8627 or 202-752-6547. You also may obtain certain information in electronic form by calling us at 1-800-752-6440 or 202-752-6000. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

## Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balances of the underlying REMIC and RCR certificates 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 and PB
<b>Group 2 Classes</b>	
Floating Rate	FA
Inverse Floating Rate	QA and SA
Interest Only	QA and SA
Principal Only	EA
RCR**	LA, LB, LC, LD, LE, FB and SB
<b>Group 3 Classes</b>	
Fixed Rate	B and IB
Interest Only	IB
<b>Group 4 Classes</b>	
Fixed Rate	VZ and ZA
Accrual	VZ and ZA
<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 specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

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

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

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes (collectively, the “No-Delay Classes”)	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

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

The Dealer will treat the EA Class as a No-Delay Class for the sole purpose of facilitating trading.

*Accrual Classes.* The VZ and ZA Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the applicable annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their respective principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under “—Distributions of Principal” below.

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

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

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

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

Our establishment of each Index value and our determination of the interest rate for each applicable Class for the related Interest Accrual Period will be final and binding in the absence of manifest error. You may obtain each such interest rate by telephoning us at 1-800-237-8627 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 1.85%.

## 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>	
Structured Collateral/Sequential Pay	PA and PB
<b>Group 2 Classes</b>	
Structured Collateral/Pass-Through	EA and FA
Notional	QA and SA
RCR**	LA, LB, LC, LD, LE, FB and SB
<b>Group 3 Classes</b>	
Structured Collateral/Pass-Through	B
Notional	IB
<b>Group 4 Classes</b>	
Structured Collateral/Sequential Pay	VZ and ZA
<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 then paid on the Group 1 Underlying REMIC Certificate (the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 Underlying REMIC and RCR Certificates (the “Group 2 Principal Distribution Amount”),
- the principal then paid on the Group 3 Underlying REMIC and RCR Certificates (the “Group 3 Principal Distribution Amount”), and
- the principal then paid on the Group 4 Underlying REMIC Certificate (the “Group 4 Principal Distribution Amount”).

The portion of each class of Underlying REMIC and RCR Certificates held by the Lower Tier REMIC is set forth in Exhibit A.

### *Group 1 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount, sequentially, as principal of the PA and PB Classes, in that order, until their principal balances are reduced to zero.

} Structured  
Collateral/  
Sequential  
Pay Classes

### *Group 2 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount, concurrently, as principal of the FA and EA Classes, pro rata (or 84.9660719577% and 15.0339280423%, respectively), until their principal balances are reduced to zero.

} Structured  
Collateral/  
Pass-Through  
Classes



### *Group 3 Principal Distribution Amount*

On each Distribution Date, we will pay the Group 3 Principal Distribution Amount as principal of the B 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, sequentially, as principal of the VZ and ZA Classes, in that order, until their principal balances are reduced to zero.

} Structured  
Collateral /  
Sequential  
Pay Classes

For further description of the VZ and ZA Classes, see “Additional Risk Factors” on page S-7 and “Description of the Certificates—Distributions of Interest—*Accrual Classes*” on page S-13 of this prospectus supplement.”

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

## **Structuring Assumptions**

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

- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is June 28, 2002; and
- each Distribution Date occurs on the 25th day of a month.

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

## **Yield Tables**

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

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

These calculations do not take into account variations in the interest rates at which you could reinvest distributions on the Certificates. Accordingly, these calculations do not illustrate the return on any investment in the Certificates when reinvestment rates are taken into account.

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or
- the aggregate purchase prices of the applicable Certificates will be as assumed.

In addition, it is unlikely that the Index will correspond to the levels shown here. Furthermore, because some of the Mortgage Loans are likely to have remaining terms to maturity shorter or longer than those assumed and interest rates higher or lower than those assumed, the principal payments on the Certificates are likely to differ from those assumed. This would be the case even if all Mortgage Loans prepay at the indicated constant percentages of PSA. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant PSA rate until maturity,
- all of the Mortgage Loans will prepay at the same rate, or
- the level of the Index will remain constant.

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

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

<u>Class</u>	<u>Price</u>
EA .....	83.875%

#### Sensitivity of the EA Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>490%</u>	<u>750%</u>	<u>1000%</u>
Pre-Tax Yields to Maturity .....	1.5%	2.0%	6.8%	10.3%	13.8%

***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 Inverse Floating Rate Classes would lose money on their initial investments under certain Index and prepayment scenarios.**

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

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

- the interest rates for the Inverse Floating Rate Classes for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and

- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
QA .....	0.4375%
SA .....	7.8750%
SB .....	8.0625%

\* 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 QA 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>490%</u>	<u>750%</u>	<u>1000%</u>
8.050% and below .....	4.5%	0.6%	(36.9)%	(65.0)%	(91.8)%
8.075% .....	(4.1)%	(8.4)%	(50.3)%	(80.1)%	*
8.100% .....	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>490%</u>	<u>750%</u>	<u>1000%</u>
0.85% .....	104.0%	100.5%	70.7%	48.0%	23.7%
1.85% .....	87.4%	83.9%	54.5%	31.9%	7.7%
3.85% .....	55.6%	52.3%	22.9%	(0.2)%	(24.6)%
5.85% .....	25.4%	22.0%	(9.6)%	(34.6)%	(60.1)%
7.85% .....	(10.9)%	(15.7)%	(61.7)%	(92.9)%	*
8.05% and above .....	*	*	*	*	*

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

### Sensitivity of the SB 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>490%</u>	<u>750%</u>	<u>1000%</u>
0.85% .....	101.9%	98.4%	68.6%	46.0%	21.7%
1.85% .....	85.8%	82.3%	52.9%	30.3%	6.1%
3.85% .....	54.8%	51.5%	22.1%	(1.1)%	(25.5)%
5.85% .....	25.4%	22.0%	(9.7)%	(34.7)%	(60.2)%
7.85% .....	(9.3)%	(14.0)%	(58.9)%	(89.8)%	*
8.10% .....	*	*	*	*	*

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

***The Fixed Rate Interest Only Class.*** The yield on the Fixed Rate Interest Only Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed

**Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the following constant rate:**

<u>Class</u>	<u>0% Yield Prepayment Rate</u>
IB.....	318% PSA

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

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

<u>Class</u>	<u>Price*</u>
IB.....	14.50%

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

#### **Sensitivity of the IB Class to Prepayments**

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>315%</u>	<u>450%</u>	<u>600%</u>
Pre-Tax Yields to Maturity .....	47.7%	47.4%	0.7%	(30.9)%	(60.9)%

#### **Weighted Average Lives of the Certificates**

The weighted average life of a Certificate is determined by

- multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,
- summing the results, and
- dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

For a description of the factors which may influence the weighted average life of a Certificate, see “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

In general, the weighted average lives of the Certificates will be shortened if the level of prepayments of principal of the related Mortgage Loans increases. However, the weighted average lives will depend upon a variety of other factors, including

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Group 1 and Group 4 Classes, and
- the priority sequences affecting principal payments on the Underlying REMIC and RCR Certificates.

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

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the

weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

### Decrement Tables

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

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 Underlying REMIC Certificate	360 months	354 months	9.00%
Group 2 Underlying REMIC and RCR Certificates	360 months	352 months	9.50%
Group 3 Class 2002-36-CJ REMIC Certificate	360 months	359 months	9.00%
Group 3 Class 2002-36-DJ REMIC Certificate	360 months	359 months	9.00%
Group 3 Class 2002-28-YD REMIC Certificate	360 months	358 months	9.00%
Group 3 Class 2002-28-YE RCR Certificate	360 months	358 months	9.00%
Group 3 Class 2002-28-EI RCR Certificate	360 months	358 months	9.00%
Group 4 Underlying REMIC Certificate	360 months	346 months	8.50%

It is unlikely

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

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

## Percent of Original Principal Balances Outstanding

Date	PA Class					PB Class					EA, FA, QA†, SA†, LA, LB, LC, LD, LE, FB and SB† Classes					B Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	315%	450%	600%	0%	100%	315%	450%	600%	0%	100%	490%	750%	1000%	0%	100%	315%	450%	600%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2003 .....	100	100	100	100	100	100	100	100	100	100	99	95	79	68	58	100	100	86	86	86
June 2004 .....	100	100	100	100	100	100	100	100	100	100	98	88	55	37	23	100	100	65	12	0
June 2005 .....	100	100	100	78	0	100	100	100	100	12	97	81	37	18	6	100	100	37	0	0
June 2006 .....	100	100	90	0	0	100	100	100	0	0	96	74	24	8	0	100	100	0	0	0
June 2007 .....	100	59	0	0	0	100	100	56	0	0	94	68	15	2	0	100	100	0	0	0
June 2008 .....	100	0	0	0	0	100	83	0	0	0	93	62	9	0	0	100	100	0	0	0
June 2009 .....	100	0	0	0	0	100	12	0	0	0	91	57	4	0	0	100	100	0	0	0
June 2010 .....	100	0	0	0	0	100	0	0	0	0	90	52	1	0	0	100	100	0	0	0
June 2011 .....	100	0	0	0	0	100	0	0	0	0	88	47	0	0	0	100	100	0	0	0
June 2012 .....	100	0	0	0	0	100	0	0	0	0	86	42	0	0	0	100	99	0	0	0
June 2013 .....	100	0	0	0	0	100	0	0	0	0	83	37	0	0	0	100	90	0	0	0
June 2014 .....	100	0	0	0	0	100	0	0	0	0	81	33	0	0	0	100	75	0	0	0
June 2015 .....	100	0	0	0	0	100	0	0	0	0	78	29	0	0	0	100	57	0	0	0
June 2016 .....	100	0	0	0	0	100	0	0	0	0	75	24	0	0	0	100	37	0	0	0
June 2017 .....	100	0	0	0	0	100	0	0	0	0	72	21	0	0	0	100	21	0	0	0
June 2018 .....	100	0	0	0	0	100	0	0	0	0	69	17	0	0	0	100	5	0	0	0
June 2019 .....	74	0	0	0	0	100	0	0	0	0	65	13	0	0	0	100	0	0	0	0
June 2020 .....	28	0	0	0	0	100	0	0	0	0	60	9	0	0	0	100	0	0	0	0
June 2021 .....	0	0	0	0	0	77	0	0	0	0	56	6	0	0	0	100	0	0	0	0
June 2022 .....	0	0	0	0	0	23	0	0	0	0	51	3	0	0	0	100	0	0	0	0
June 2023 .....	0	0	0	0	0	0	0	0	0	0	45	0	0	0	0	100	0	0	0	0
June 2024 .....	0	0	0	0	0	0	0	0	0	0	39	0	0	0	0	100	0	0	0	0
June 2025 .....	0	0	0	0	0	0	0	0	0	0	33	0	0	0	0	100	0	0	0	0
June 2026 .....	0	0	0	0	0	0	0	0	0	0	25	0	0	0	0	100	0	0	0	0
June 2027 .....	0	0	0	0	0	0	0	0	0	0	17	0	0	0	0	100	0	0	0	0
June 2028 .....	0	0	0	0	0	0	0	0	0	0	9	0	0	0	0	100	0	0	0	0
June 2029 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	39	0	0	0	0
June 2030 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2031 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	17.5	5.2	4.3	3.2	2.5	19.5	6.5	5.1	3.7	2.9	18.4	9.1	2.8	1.8	1.4	26.9	13.4	2.4	1.6	1.3

Date	IB† Class					VZ Class					ZA Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	315%	450%	600%	0%	100%	216%	350%	500%	0%	100%	216%	350%	500%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
June 2003 .....	100	100	86	86	86	106	106	106	106	106	106	106	106	106	106
June 2004 .....	100	100	65	11	0	113	113	113	113	113	113	113	113	113	113
June 2005 .....	100	100	31	0	0	120	120	120	120	120	120	120	120	120	120
June 2006 .....	100	100	0	0	0	127	127	127	127	127	127	127	127	127	127
June 2007 .....	100	100	0	0	0	135	135	135	135	132	135	135	135	135	135
June 2008 .....	100	100	0	0	0	143	143	143	143	54	143	143	143	143	143
June 2009 .....	100	100	0	0	0	152	152	152	137	0	152	152	152	152	149
June 2010 .....	100	100	0	0	0	161	161	161	73	0	161	161	161	161	101
June 2011 .....	100	100	0	0	0	171	171	171	22	0	171	171	171	171	69
June 2012 .....	100	97	0	0	0	182	182	159	0	0	182	182	182	154	47
June 2013 .....	100	85	0	0	0	193	193	105	0	0	193	193	193	118	32
June 2014 .....	100	68	0	0	0	205	205	56	0	0	205	205	205	89	21
June 2015 .....	100	47	0	0	0	196	196	13	0	0	218	218	218	68	14
June 2016 .....	100	24	0	0	0	186	186	0	0	0	231	231	196	51	10
June 2017 .....	100	12	0	0	0	176	176	0	0	0	245	245	161	38	6
June 2018 .....	100	3	0	0	0	165	136	0	0	0	261	261	132	28	4
June 2019 .....	100	0	0	0	0	153	84	0	0	0	277	277	107	21	3
June 2020 .....	100	0	0	0	0	141	33	0	0	0	294	294	86	15	2
June 2021 .....	100	0	0	0	0	128	0	0	0	0	312	291	68	11	1
June 2022 .....	100	0	0	0	0	114	0	0	0	0	331	244	53	8	1
June 2023 .....	100	0	0	0	0	99	0	0	0	0	351	200	40	5	*
June 2024 .....	100	0	0	0	0	84	0	0	0	0	373	159	30	4	*
June 2025 .....	100	0	0	0	0	67	0	0	0	0	396	120	21	2	*
June 2026 .....	100	0	0	0	0	49	0	0	0	0	421	83	13	1	*
June 2027 .....	100	0	0	0	0	30	0	0	0	0	446	48	7	1	*
June 2028 .....	100	0	0	0	0	0	0	0	0	0	462	21	3	*	*
June 2029 .....	27	0	0	0	0	0	0	0	0	0	311	11	1	*	*
June 2030 .....	0	0	0	0	0	0	0	0	0	0	148	3	*	*	*
June 2031 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
June 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	26.9	12.9	2.3	1.6	1.3	20.3	16.5	11.4	8.1	5.9	27.5	22.4	17.7	13.0	9.6

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

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

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



## Characteristics of the R and RL Classes

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

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” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. Any transferee of an R or RL Certificate must execute and deliver an affidavit and an Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) on which the transferee provides its taxpayer identification number. See “Description of Certificates—Special Characteristics of Residual Certificates” and “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*” in the REMIC Prospectus. The affidavit must also state that the transferee is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate and that, if the transferee is a partnership for U.S. federal income tax purposes, each person or entity that holds an interest (directly, or indirectly through a pass-through entity) in the partnership is a “U.S. Person” or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate. In addition, the transferee must receive an affidavit containing these same representations from any new transferee. Transferors of an R or RL Certificate should consult with their own tax advisors for further information regarding such transfers.

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

As discussed under the caption “Special Characteristics of Residual Certificates” in the REMIC Prospectus, the Regulations presume that a transferor does not have improper knowledge if two conditions are met. The Treasury Department has proposed an amendment to the Regulations that would add a third condition, effective February 4, 2000. According to the proposed amendment, a transferor of a Residual Certificate would be presumed not to have improper knowledge only if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The application of the proposed amendment to an actual transfer is uncertain, and you should consult your own tax advisor regarding its effect on the transfer of a Residual Certificate.

The IRS has since issued a Revenue Procedure creating a safe harbor that may be used for transfers of noneconomic residual interests pending the finalization of the proposed amendment. Under this safe harbor, a transferor of a noneconomic residual interest will be presumed not to have improper knowledge if, in addition to meeting the two conditions contained in the Regulations, either (i) the terms of the proposed amendment are complied with or (ii) the transferee’s gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee’s two fiscal years preceding the year of transfer), the transferee is

an “eligible corporation” as defined in section 860L(a)(2) of the Code, the transferee agrees in writing that any subsequent transfer of the residual interest will be to an eligible corporation and will comply with the safe harbor, and the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the residual interest will not be paid. The Revenue Procedure contains additional details regarding its application and you should consult your own tax advisor regarding the application of the Revenue Procedure to an actual transfer of a Residual Certificate.

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

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

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

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

We will elect to treat the Lower Tier REMIC and the Trust as REMICs for federal income tax purposes. The REMIC Certificates, other than the R and RL Classes, will be designated as the “regular interests,” and the R Class will be designated as the “residual interest,” in the REMIC constituted by the Trust. The Lower Tier Regular Interests will be designated as the “regular interests” and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC.

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

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

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

Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Regular Certificates Purchased at a Premium” in the REMIC Prospectus.

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

<u>Certificate Group</u>	<u>PSA Prepayment Assumption</u>
1	315%
2	490%
3	315%
4	216%

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount—*Daily Portions of Original Issue Discount*” in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at any of those rates or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

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

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 6.68% (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. Except in the case of a beneficial owner that acquires a Combination RCR Certificate in an exchange described under “—*Exchanges*” below, a beneficial owner of a Combination RCR Certificate must allocate its cost to acquire that Certificate among the underlying REMIC Certificates in proportion to their relative fair market values at the time of acquisition. Such an owner should account for its ownership interest in each underlying REMIC Certificate as described under “—Taxation of Beneficial Owners of Regular Certificates” 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 Salomon Smith Barney Inc. (the “Dealer”) in exchange for the Underlying REMIC and RCR 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.

## **LEGAL MATTERS**

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

## Underlying REMIC and RCR Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal or Notional Balance of Class	June 2002 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Underlying Security Type	Class Group
2001-081	QC	December 2001	31392BPN0	6.00%	FIX	November 2025	SCH	\$134,698,000	1.00000000	\$132,698,000	7.003%	349	9	MBS	1
2002-036	HP	May 2002	31392DNH1	6.50	FIX	December 2029	SC/SEQ/AD	450,000,000	0.97236032	340,326,110	7.541	343	14	MBS	2
2002-036	HZ	May 2002	31392DLN0	7.00	FIX/Z	December 2029	SC/SEQ	60,000,000	1.00583333	46,938,888	7.541	343	14	MBS	2
2002-036	FL	May 2002	31392DLL4	(2)	FLT	December 2029	SC/SEQ/AD	342,857,143	0.97236032	113,442,037	7.541	343	14	MBS	2
2002-036	QL	May 2002	31392DLM2	(2)	INV/IO	December 2029	NTL	342,857,143	0.97236032	113,442,037	7.541	343	14	MBS	2
2002-036	FK	May 2002	31392DLG5	(2)	FLT	December 2029	SC/PT	708,699,202	0.97540332	87,030,679	7.541	343	14	MBS	2
2002-036	QH	May 2002	31392DLH3	(2)	INV/IO	December 2029	NTL	708,699,202	0.97540332	87,030,679	7.541	343	14	MBS	2
2002-036	CJ	May 2002	31392DHR6	8.50	FIX	December 2031	SEG(SUP)/PAC	2,495,800	0.99235175	1,980,536	7.033	349	9	MBS	3
2002-036	DJ	May 2002	31392DMG4	8.50	FIX	January 2032	SCH	5,560,000	0.99390947	3,122,111	6.968	349	8	MBS	3
2002-028	YD	April 2002	31392CZW7	6.50	FIX	May 2032	PAC	41,900,000	0.98483539	1,073,471	7.024	346	11	MBS	3
2002-028	YE	April 2002	31392CA61	6.25	FIX	May 2032	PAC	41,900,000	0.98483539	16,939,169	7.024	346	11	MBS	3
2002-028	EI	April 2002	31392CA79	6.50	FIX/IO	May 2032	NTL	1,611,538	0.98483539	757,566	7.024	346	11	MBS	3
2001-022	Z	April 2001	31359SVT4	6.00	FIX/Z	May 2031	SEQ	48,212,000	1.07232113	51,698,746	6.665	318	33	MBS	4

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

(2) These Classes bear interest during their respective interest accrual periods, subject to the applicable maximum and minimum interest rates, as further described in the related Underlying REMIC Disclosure Documents.

## Available Recombinations (1)

REMIC Certificates			RCR Certificates					
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
EA	\$ 88,360,065	LA	\$214,588,729	5.00%	FIX	SC/PT	31392DTL6	December 2029
FA	126,228,664							
QA	126,228,664 (3)							
SA	126,228,664 (3)							
Recombination 2								
EA	88,360,065	LB	250,353,518	5.50	FIX	SC/PT	31392DTM4	December 2029
FA	161,993,453							
QA	161,993,453 (3)							
SA	161,993,453 (3)							
Recombination 3								
EA	88,360,065	LC	300,424,221	6.00	FIX	SC/PT	31392DTN2	December 2029
FA	212,064,156							
QA	212,064,156 (3)							
SA	212,064,156 (3)							
Recombination 4								
EA	88,360,065	LD	375,530,276	6.50	FIX	SC/PT	31392DTP7	December 2029
FA	287,170,211							
QA	287,170,211 (3)							
SA	287,170,211 (3)							
Recombination 5								
EA	88,360,065	LE	500,707,035	7.00	FIX	SC/PT	31392DTQ5	December 2029
FA	412,346,970							
QA	412,346,970 (3)							
SA	412,346,970 (3)							
Recombination 6								
FA	499,377,649	FB	499,377,649	(4)	FLT	SC/PT	31392DTR3	December 2029
QA	499,377,649 (3)							
Recombination 7								
QA	499,377,649 (3)	SB	499,377,649 (3)	(4)	INV/IO	NTL	31392DTS1	December 2029
SA	499,377,649 (3)							

(1) REMIC and RCR Certificates in any recombination may be exchanged only in the proportions shown in this table.

(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) Notional Principal Balance.

(4) For a description of these interest rates, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.



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.

**\$795,249,747**



## **Guaranteed REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2002-45**

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**Salomon Smith Barney**

**Prospectus Supplement  
June 12, 2002**