

\$2,610,000,000



FannieMae®

**Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2003-3**

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own

- Fannie Mae Stripped MBS and
- Fannie Mae MBS.

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

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The HA, HB, HC, BD, HE, GC, GD, GE, GI, GM and GN 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 January 30, 2003.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
FA...	1	\$110,000,000	PT	(1)	FLT	31392HVS9	February 2033
SA...	1	110,000,000 (2)	NTL	(1)	INV/IO	31392HVT7	February 2033
PA...	2	54,605,600	PAC	4.500%	FIX	31392HVU4	August 2009
PI...	2	5,460,560 (2)	NTL	5.000	FIX/IO	31392HVV2	August 2009
PB...	2	38,724,000	PAC	5.000	FIX	31392HVV0	July 2012
PC...	2	51,704,800	PAC	5.000	FIX	31392HVX8	August 2015
PD...	2	18,138,400	PAC	5.000	FIX	31392HVV6	August 2016
PE...	2	33,528,133	PAC	5.000	FIX	31392HVZ3	February 2018
JA...	2	64,976,800	SCH/NSJ/AD	5.000	FIX	31392HWA7	February 2018
ZJ...	2	18,314,800	SUP/NSJ/AD	5.000	FIX/Z	31392HWB5	February 2018
JZ...	2	7,467	SUP	5.000	FIX/Z	31392HWC3	February 2018
HD(3)	3	508,800,000	SEQ	4.000	FIX	31392HWD1	September 2016
HJ...	3	121,600,000	SEQ	5.000	FIX	31392HWE9	February 2018
HF(3)	3	169,600,000	SEQ	(1)	FLT	31392HWF6	September 2016
HS(3)	3	169,600,000 (2)	NTL	(1)	INV/IO	31392HWW4	September 2016
BA(3)	4	527,693,419	SEQ	4.125	FIX	31392HWH2	February 2017
BF(3)	4	153,910,581	SEQ	(1)	FLT	31392HWJ8	February 2017
BS(3)	4	153,910,581 (2)	NTL	(1)	INV/IO	31392HWK5	February 2017
BC...	4	88,396,000	SEQ	5.000	FIX	31392HWL3	February 2018
DA...	5	90,600,000	SEQ	4.250	FIX	31392HWM1	October 2015
DF...	5	22,650,000	SEQ	(1)	FLT	31392HWN9	October 2015
DS...	5	22,650,000 (2)	NTL	(1)	INV/IO	31392HWP4	October 2015
DB...	5	14,200,000	SEQ	5.000	FIX	31392HWQ2	September 2016
DC...	5	22,550,000	SEQ	5.000	FIX	31392HWR0	February 2018
GA(3)	6	371,520,000	PAC/AD	5.500	FIX	31392HWS8	April 2030
FG(3)	6	36,753,750	TAC/AD	(1)	FLT	31392HWT6	October 2030
SG(3)	6	61,256,250	TAC/AD	(1)	INV	31392HWU3	October 2030
GZ(3)	6	10,470,000	SUP/AD	5.500	FIX/Z	31392HVV1	November 2030
ZG...	6	20,000,000	SEQ	5.500	FIX/Z	31392HWW9	February 2033
R...		0	NPR	0	NPR	31392HWX7	February 2033
RL...		0	NPR	0	NPR	31392HWY5	February 2033

(1) Based on LIBOR.

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

(3) Exchangeable classes.

Carefully consider the risk factors starting on page S-9 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 December 4, 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 and its supplements (the “Information Statement”); and
- if you are purchasing any Group 1 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (the “SMBS Prospectus”).

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 corporate web site at www.fanniemae.com and our business to business web site at www.efanniemae.com.

You also can obtain copies of the 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	Group 1 SMBS
2	Group 2 MBS
3	Group 3 MBS
4	Group 4 MBS
5	Group 5 MBS
6	Group 6 MBS

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 SMBS and the Trust MBS (as of January 1, 2003)

	<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
Group 1 SMBS*	\$110,000,000	360	357	3	6.020%
Group 2 MBS	\$280,000,000	180	180	0	5.600%
Group 3 MBS	\$800,000,000	180	178	1	5.460%
Group 4 MBS	\$770,000,000	180	178	1	5.500%
Group 5 MBS	\$150,000,000	180	178	1	5.500%
Group 6 MBS	\$187,500,000	360	359	0	6.000%
	\$312,500,000	360	301	48	6.211%

* The Group 1 SMBS will represent ownership of (i) interest payments at a pass-through rate of 5.5% on an initial notional principal amount of \$170,000,000 and (ii) principal payments on an initial principal amount of \$110,000,000 of MBS. See "Description of the Certificates—The Group 1 SMBS" in this prospectus supplement.

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

Class Factors

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

Settlement Date

We expect to issue the certificates on January 30, 2003.

Distribution Dates

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

Book-Entry and Physical Certificates

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

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

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

Exchanging Certificates Through Combination and Recombination

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

Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FA	1.95%	8.50%	0.55%	LIBOR + 55 basis points
SA	6.55%	7.95%	0.00%	7.95% — LIBOR
HF	1.75%	8.00%	0.35%	LIBOR + 35 basis points
HS	6.25%	7.65%	0.00%	7.65% — LIBOR
BF	1.73%	8.00%	0.35%	LIBOR + 35 basis points
BS	6.27%	7.65%	0.00%	7.65% — LIBOR
DF	1.73%	8.00%	0.35%	LIBOR + 35 basis points
DS	6.27%	7.65%	0.00%	7.65% — LIBOR
FG	2.40%	8.00%	1.00%	LIBOR + 100 basis points
SG	7.36%	8.20%	4.00%	8.20% — (LIBOR × 0.60)

(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>	
SA	100% of the FA Class
PI	10% of the PA Class
HS	100% of the HF Class
BS	100% of the BF Class
DS	100% of the DF Class
GI	18.18181818% of the GA Class

Distributions of Principal

Group 1 Principal Distribution Amount

To the FA Class to zero.

Group 2 Principal Distribution Amount

Group 2 Cash Flow Distribution Amount

To Aggregate Group I to its Planned Balance.

ZJ Accrual Amount, JZ Accrual Amount and Remaining Group 2 Cash Flow Distribution Amount

1. If and only if the principal balance of the Group 2 MBS is *less* than the Group 2 MBS First Specified Balance, the ZJ Class Specified Amount to the ZJ Class to zero.
2. To the JA Class to its Scheduled Balance.
3. To the ZJ Class to zero.
4. To the JA Class to zero.
5. To the JZ Class to zero.
6. To Aggregate Group I to zero.

For a description of Aggregate Group I and the ZJ Class Specified Amount, see “Description of the Certificates—Distribution of Principal—*Group 2 Principal Distribution Amount*” in this prospectus supplement.

Group 3 Principal Distribution Amount

1. To the HD and HF Classes, pro rata, to zero.
2. To the HJ Class to zero.

Group 4 Principal Distribution Amount

1. To the BA and BF Classes, pro rata, to zero.
2. To the BC Class to zero.

Group 5 Principal Distribution Amount

1. To the DA and DF Classes, pro rata, to zero.
2. To the DB and DC Classes, in that order, to zero.

Group 6 Principal Distribution Amount

Group 6 Cash Flow Distribution Amount

To the GA Class to its Planned Balance.

GZ Accrual Amount, ZG Accrual Amount and Remaining Group 6 Cash Flow Distribution Amount.

1. To Aggregate Group II to its Targeted Balance.
2. To the GZ Class to zero.
3. To Aggregate Group II to zero.
4. To the GA Class to zero.
5. To the ZG Class to zero.

For a description of Aggregate Group II, see “Description of the Certificates—Distributions of Principal—*Group 6 Principal Distribution Amount*” in this prospectus supplement.

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

Weighted Average Lives (years) *

<u>Group 1 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>326%</u>	<u>500%</u>	<u>700%</u>			
FA and SA		20.5	11.1	5.2	3.6	2.8			
<u>Group 2 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>201%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
PA and PI		3.2	2.1	2.1	2.1	2.1	2.1	2.1	2.1
PB		6.4	4.0	4.0	4.0	4.0	4.0	4.0	3.2
PC		9.0	6.0	6.0	6.0	6.0	6.0	6.0	4.3
PD		10.6	8.0	8.0	8.0	8.0	8.0	8.0	5.7
PE		12.0	11.0	11.0	11.0	11.0	11.0	11.0	8.2
JA		9.7	7.3	6.0	6.0	6.0	5.1	2.7	1.7
ZJ		14.3	12.7	11.5	2.7	2.6	1.9	0.5	0.4
JZ		15.0	15.0	15.0	15.0	15.0	15.0	6.0	2.6
<u>Group 3 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>317%</u>	<u>500%</u>	<u>700%</u>			
HD, HF, HS, HA, HB and HC		7.9	5.5	3.3	2.6	2.1			
HJ		14.3	13.2	10.0	7.7	5.9			
<u>Group 4 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>305%</u>	<u>500%</u>	<u>700%</u>			
BA, BF, BS, BD and HE		8.2	5.7	3.6	2.7	2.2			
BC		14.5	13.6	10.9	8.2	6.3			
<u>Group 5 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>100%</u>	<u>305%</u>	<u>500%</u>	<u>700%</u>			
DA, DF and DS		7.3	4.8	3.0	2.3	1.9			
DB		13.1	10.8	7.0	5.0	3.9			
DC		14.3	13.2	10.3	7.7	5.9			
<u>Group 6 Classes</u>		<u>PSA Prepayment Assumption</u>							
		<u>0%</u>	<u>120%</u>	<u>170%</u>	<u>200%</u>	<u>500%</u>			
GA, GC, GD, GE and GI		17.8	6.0	6.0	6.0	3.2			
FG, SG and GM		16.2	12.3	5.7	4.5	0.8			
GZ		27.2	18.2	15.6	4.5	0.1			
ZG		28.9	22.8	20.8	19.5	10.5			
GN		20.7	14.1	7.5	4.5	0.7			

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

ADDITIONAL RISK FACTORS

The rate of principal payments on the certificates will be affected by the rate of principal payments on the underlying mortgage loans. The rate at which you receive principal payments on the certificates will be sensitive to the rate of principal payments on the mortgage loans underlying the 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.

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 of the Non-Sticky Jump classes are especially sensitive to prepayments under certain scenarios. The weighted average lives of the Non-Sticky Jump classes are especially sensitive to the rate of principal payments, including prepayments, of the related mortgage loans. This sensitivity to prepayments is not necessarily proportional to the changes in prepayment rates. In some scenarios, small changes in prepayment rates of the related mortgage loans may have a dramatic effect on

the weighted average lives of the Non-Sticky Jump classes. For an illustration of this sensitivity, see the related decrement tables for these classes in this prospectus supplement.

Weighted average lives and yields on the certificates are affected by actual characteristics of the underlying mortgage loans. We have assumed that the mortgage loans underlying the Group 1 SMBS and Trust MBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

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

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

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

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

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

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be

sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

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 January 1, 2003 (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 include

- certain Fannie Mae Stripped Mortgage-Backed Securities (the “Group 1 SMBS”), and
- five groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 2 MBS,” “Group 3 MBS,” “Group 4 MBS,” “Group 5 MBS” and “Group 6 MBS” and, together, the “Trust MBS”).

The Group 1 SMBS represent beneficial ownership interests in certain interest and principal distributions on certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the “MBS”).

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

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

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

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

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

Our 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 “The SMBS Certificates—Fannie Mae Obligations” in the SMBS Prospectus.

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

We will issue the R and RL Certificates in fully registered, certificated form. The “Holder” or “Certificateholder” of the R or RL Certificate is its registered owner. The R or RL Certificate can be transferred at the corporate trust office of the Transfer Agent, or at the office of the Transfer Agent in New York, New York. U.S. Bank National Association in Boston, Massachusetts (“US Bank”) will be the initial Transfer Agent. We may impose a service charge for any registration of transfer of the R or RL Certificate and may require payment to cover any tax or other governmental charge. See also “—Characteristics of the R and RL Classes” below.

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

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

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

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the 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 Group 1 SMBS. Holders of the Group 1 SMBS may be asked to vote on issues arising under the applicable trust indenture. If so, the Trustee will vote the Group 1 SMBS, as instructed by Holders of Certificates of the Classes backed by the Group 1 SMBS. 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 HD, HF, HS, BA, BF, BS, GA, FG, SG and GZ 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 $1/32$ 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 Group 1 SMBS

The general characteristics of the Group 1 SMBS are described in the SMBS Prospectus. The Group 1 SMBS provide that certain principal and interest payments on the related MBS are passed through monthly. The general characteristics of the MBS are described in the MBS Prospectus. Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully amortizing mortgage loans secured by first mortgages or deed of trust on single-family residential properties, as described under "Mortgage Loan Pools" and "Yield Considerations, Maturity and Prepayment Assumptions" in the MBS Prospectus.

The Group 1 SMBS represent ownership of

- interest payments at a pass-through rate of 5.5% on an initial notional principal amount of \$170,000,000, and
- principal payments on an initial principal amount of \$110,000,000 of MBS.

We expect the characteristics of the Mortgage Loans underlying the Group 1 SMBS as of the Issue Date to be as follows:

Range of WACs (annual percentages)	5.75% to 8.00%
Approximate Weighted Average WAM	357 months
Approximate Weighted Average WALA	3 months

The Trust MBS

The following table contains certain information about the Trust MBS. The Trust MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Trust MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 15 years in the case of the Group 2, Group 3, Group 4 and Group 5 MBS and up to 30 years in the case of the Group 6 MBS.

See "Mortgage Loan Pools" and "Yield Considerations, Maturity and Prepayment Assumptions" in the MBS Prospectus.

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

Group 2 MBS

Aggregate Unpaid Principal Balance	\$280,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	121 months to 180 months
Approximate Weighted Average WAM.....	180 months
Approximate Weighted Average WALA.....	0 months

Group 3 MBS

Aggregate Unpaid Principal Balance	\$800,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	121 months to 180 months
Approximate Weighted Average WAM.....	178 months
Approximate Weighted Average WALA.....	1 month

Group 4 MBS

Aggregate Unpaid Principal Balance	\$770,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (per annum percentages)	5.25% to 7.50%
Range of WAMs	121 months to 180 months
Approximate Weighted Average WAM.....	178 months
Approximate Weighted Average WALA.....	1 month

Group 5 MBS

Aggregate Unpaid Principal Balance	\$150,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	121 months to 180 months
Approximate Weighted Average WAM.....	178 months
Approximate Weighted Average WALA.....	1 month

Group 6 MBS

Aggregate Unpaid Principal Balance	\$500,000,000
MBS Pass-Through Rate	5.50%
Range of WACs (per annum percentages)	5.75% to 8.00%
Range of WAMs	200 months to 360 months
Approximate Weighted Average WAM.....	323 months
Approximate Weighted Average WALA.....	30 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the Group 1 SMBS and the Trust MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Group 1 SMBS and the Trust 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>
Group 1 Classes	
Floating Rate	FA
Inverse Floating Rate	SA
Interest Only	SA
Group 2 Classes	
Fixed Rate	PA, PI, PB, PC, PD, PE, JA, ZJ and JZ
Interest Only	PI
Accrual	ZJ and JZ
Group 3 Classes	
Fixed Rate	HD and HJ
Floating Rate	HF
Inverse Floating Rate	HS
Interest Only	HS
RCR**	HA, HB and HC
Group 4 Classes	
Fixed Rate	BA and BC
Floating Rate	BF
Inverse Floating Rate	BS
Interest Only	BS
RCR**	BD and HE
Group 5 Classes	
Fixed Rate	DA, DB and DC
Floating Rate	DF
Inverse Floating Rate	DS
Interest Only	DS
Group 6 Classes	
Fixed Rate	GA, GZ and ZG
Floating Rate	FG
Inverse Floating Rate	SG
Accrual	GZ and ZG
RCR**	GC, GD, GE, GI, GM and GN
No Payment Residual	R and RL

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

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

General. We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (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 Classes other than the Floating Rate and Inverse Floating Rate Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
The Floating Rate and Inverse Floating Rate Classes	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

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

Accrual Classes. The ZJ, JZ, GZ and ZG 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 1.40% in the case of the FA, SA, HF, HS, FG and SG Classes, and 1.38% in the case of the BF, BS DF and DS Classes.

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>
Group 1 Classes	
Pass-Through	FA
Notional	SA
Group 2 Classes	
PAC	PA, PB, PC, PD and PE
Scheduled	JA
Support	ZJ and JZ
Non-Sticky Jump	JA and ZJ
Accretion Directed	JA and ZJ Classes
Notional	PI
Group 3 Classes	
Sequential Pay	HD, HJ and HF
Notional	HS
RCR**	HA, HB and HC
Group 4 Classes	
Sequential Pay	BA, BF and BC
Notional	BS
RCR**	BD and HE
Group 5 Classes	
Sequential Pay	DA, DF, DB and DC
Notional	DS
Group 6 Classes	
PAC	GA
TAC	FG and SG
Sequential Pay	ZG
Support	GZ
Accretion Directed	GA, FG, SG and GZ
RCR**	GC, GD, GE, GI, GM and GN
No Payment Residual	R and RL

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

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

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 SMBS the (“Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 MBS (the “Group 2 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the ZJ and JZ Classes (the

“ZJ Accrual Amount” and the “JZ Accrual Amount,” respectively, and, together with the Group 2 Cash Flow Distribution Amount, the “Group 2 Principal Distribution Amount”),

- the principal then paid on the Group 3 MBS (the “Group 3 Principal Distribution Amount”),
- the principal then paid on the Group 4 MBS (the “Group 4 Principal Distribution Amount”),
- the principal then paid on the Group 5 MBS (the “Group 5 Principal Distribution Amount”), and
- the principal then paid on the Group 6 MBS (the “Group 6 Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balances of the GZ and ZG Classes (the “GZ Accrual Amount” and the “ZG Accrual Amount,” respectively, and, together with the Group 6 Cash Flow Distribution Amount, the “Group 6 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount as principal of the FA Class, until its principal balance is reduced to zero. } Pass-Through Class

Group 2 Principal Distribution Amount

Group 2 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount as principal of Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date. } PAC Group

ZJ Accrual Amount, JZ Accrual Amount and Remaining Group 2 Cash Flow Distribution Amount

On each Distribution Date, we will pay the ZJ Accrual Amount and the JZ Accrual Amount, together with the Group 2 Cash Flow Distribution Amount remaining after giving effect to the payments specified under the caption “*Group 2 Cash Flow Distribution Amount*” above, as principal of the Group 2 Classes in the following priority:

- (i) if and only if the principal balance of the Group 2 MBS on that Distribution Date (after giving effect to distributions made on that date) is *less* than the Group 2 MBS First Specified Balance for that Distribution Date, an amount equal to the ZJ Class Specified Amount (described below) to the ZJ Class, until its principal balance is reduced to zero; } Support / Non-Sticky Jump / Accretion Directed Class
- (ii) to the JA Class, until its principal balance is reduced to its Scheduled Balance for that Distribution Date; } Scheduled / Non-Sticky Jump / Accretion Directed Class
- (iii) to the ZJ Class, until its principal balance is reduced to zero; } Support / Accretion Directed Class
- (iv) to the JA Class, without regard to its Scheduled Balance and until its principal balance is reduced to zero; } Scheduled / Accretion Directed Class
- (v) to the JZ Class, until its principal balance is reduced to zero; and } Support Class
- (vi) to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero. } PAC Group

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

The “Aggregate I Balance” for any Distribution Date is equal to \$196,700,933 *minus* the sum of all amounts applied to it as specified above.

The “ZJ Class Specified Amount” for any Distribution Date is equal to

- the sum for that Distribution Date of (x) the ZJ Accrual Amount and (y) the Group 2 Cash Flow Distribution Amount remaining after giving effect to the payments specified under the caption “*Group 2 Cash Flow Distribution Amount*” above

multiplied by

- a fraction, expressed as a positive percentage (not to exceed 99%), the numerator of which is equal to the principal balance of the Group 2 MBS on that Distribution Date (after giving effect to distributions made on that date) *minus* the Group 2 MBS First Specified Balance for that Distribution Date, and the denominator of which is equal to the Group 2 MBS Second Specified Balance for that Distribution Date *minus* the Group 2 MBS First Specified Balance for 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 Group 3 Classes in the following priority:

- (i) concurrently, to the HD and HF Classes, pro rata (or 75% and 25%, respectively), until their principal balances are reduced to zero; and
- (ii) to the HJ Class, until its principal balance is reduced to zero.

} Sequential Pay
Classes

Group 4 Principal Distribution Amount

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

- (i) concurrently, to the BA and BF Classes, pro rata (or 77.4193547867% and 22.5806452133%, respectively), until their principal balances are reduced to zero; and
- (ii) to the BC Class, until its principal balance is reduced to zero.

} Sequential Pay
Classes

Group 5 Principal Distribution Amount

On each Distribution Date, we will pay the Group 5 Principal Distribution Amount as principal of the Group 5 Classes in the following priority:

- (i) concurrently, to the DA and DF Classes, pro rata (or 80% and 20%, respectively) until their principal balances are reduced to zero; and
- (ii) sequentially, to the DB and DC Classes, in that order, until their principal balances are reduced to zero.

} Sequential Pay
Classes

Group 6 Principal Distribution Amount

Group 6 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 6 Cash Flow Distribution Amount as principal of the GA Class, until its principal balance has been reduced to its Planned Balance for that Distribution Date.

} PAC Class

GZ Accrual Amount, ZG Accrual Amount and Remaining Group 6 Cash Flow Distribution Amount

On each Distribution Date, we will pay the GZ Accrual Amount and the ZG Accrual Amount, together with the Group 6 Cash Flow Distribution Amount remaining after giving effect to the payments specified under the caption “*Group 6 Cash Flow Distribution Amount*” above, as principal of the Group 6 Classes, in the following priority:

- | | |
|--|---|
| (i) to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date; | } TAC /
Accretion
Directed
Group |
| (ii) to the GZ Class, until its principal balance is reduced to zero; | } Support /
Accretion
Directed
Class |
| (iii) to Aggregate Group II, without regard to its Targeted Balance and until the Aggregate II Balance is reduced to zero; | } TAC /
Accretion
Directed
Group |
| (iv) to the GA Class, without regard to its Planned Balance and until its principal balance is reduced to zero; and | } PAC /
Accretion
Directed Class |
| (v) to the ZG Class, until its principal balance is reduced to zero. | } Sequential
Pay Class |

“Aggregate Group II” consists of the FG and SG Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II, concurrently, to the FG and SG Classes, pro rata (or 37.5% and 62.5%, respectively), until their principal balances are reduced to zero.

The “Aggregate II Balance” for any Distribution Date is equal to \$98,010,000 *minus* the sum of all amounts previously applied to it as specified above.

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Group 1 SMBS and the Trust MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 SMBS and the Trust MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is January 30, 2003; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement with respect to all 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. It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other constant rate.

Structuring Ranges and Rates. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the

basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges and Rates set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Classes and Groups (1)</u>	<u>Structuring Ranges and Rates</u>
Planned Balances	Aggregate Group I	Between 100% and 300% PSA
Group 2 MBS First Specified Balances	Group 2 MBS	200% PSA
Group 2 MBS Second Specified Balances	Group 2 MBS	300% PSA
Scheduled Balances	JA	(2)
Planned Balances	GA	Between 120% and 200% PSA
Targeted Balances	Aggregate Group II	200% PSA

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

(2) The Scheduled Balances for the JA Class have been structured at 150% and 200% PSA but the JA Class has an Initial Effective Range (described below) of between 142% and 196% PSA.

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

Initial Effective Ranges. The Effective Range for a Class or Group is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that Class or Group 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>Class or Group</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 300%
JA	Between 142% and 196%
GA	Between 120% and 200%

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 and Group might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of their 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 and Group 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 Class and Group and Scheduled Class will be supported in part by the related TAC Group and Support Classes. When the related TAC Group and Support Classes are retired, the PAC Class and Group and Scheduled Class, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

Yield Tables

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

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

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

We cannot assure you that

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

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

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

The Fixed Rate Interest Only Classes. The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yields to maturity on the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the constant rates shown in the table below:

<u>Class</u>	<u>% PSA</u>
PI	721%
GI	363%

For any Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in that Class would lose money on their initial investments.

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

<u>Class</u>	<u>Price*</u>
PI	9.0625%
GI	23.0000%

* 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 PI Class to Prepayments

	PSA Prepayment Assumption							
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>201%</u>	<u>225%</u>	<u>300%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	20.5%	11.4%	11.4%	11.4%	11.4%	11.4%	11.4%	9.1%

Sensitivity of the GI Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>120%</u>	<u>170%</u>	<u>200%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	16.6%	9.0%	9.0%	9.0%	(11.2)%

The Inverse Floating Rate Classes. The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SA, HS, BS and DS 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>
SA	17.31250%
HS	12.75000%
BS	12.98438%
DS	11.28125%
SG	101.50000%

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	326%	500%	700%
0.40%	43.3%	40.9%	29.4%	20.2%	9.4%
1.40%	36.7%	34.1%	22.4%	13.1%	2.0%
3.40%	23.5%	20.8%	8.6%	(1.3)%	(13.1)%
5.40%	10.2%	7.5%	(5.4)%	(15.9)%	(28.5)%
7.95%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	317%	500%	700%
0.40%	52.8%	50.1%	37.5%	26.1%	13.8%
1.40%	43.2%	40.4%	27.0%	15.1%	2.2%
3.40%	24.0%	20.9%	5.5%	(8.1)%	(22.4)%
5.40%	3.3%	(0.4)%	(18.9)%	(35.2)%	(51.4)%
7.65%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	305%	500%	700%
0.38%	52.3%	49.7%	38.6%	27.4%	15.7%
1.38%	42.9%	40.3%	28.6%	16.7%	4.4%
3.38%	24.2%	21.2%	8.0%	(5.6)%	(19.3)%
5.38%	4.0%	0.7%	(15.1)%	(31.4)%	(47.2)%
7.65%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	305%	500%	700%
0.38%	60.9%	57.8%	44.1%	30.5%	17.2%
1.38%	49.9%	46.7%	32.1%	17.8%	3.9%
3.38%	27.9%	24.1%	7.2%	(9.1)%	(24.1)%
5.38%	4.4%	(0.2)%	(21.1)%	(40.2)%	(56.8)%
7.65%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption				
	50%	120%	170%	200%	500%
0.40%	7.9%	7.9%	7.7%	7.6%	5.9%
1.40%	7.3%	7.3%	7.1%	7.0%	5.4%
3.40%	6.1%	6.1%	5.9%	5.8%	4.3%
5.40%	4.9%	4.9%	4.7%	4.7%	3.2%
7.00%	3.9%	3.9%	3.8%	3.7%	2.3%

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

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

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

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

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Group 2, Group 3, Group 4, Group 5 and Group 6 Classes, and
- in the case of the Group 2 and Group 6 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules.

See “—Distributions of Principal” above.

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

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 such 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 SMBS	360 months	360 months	8.00%
Group 2 MBS	180 months	180 months	7.50%
Group 3 MBS	180 months	180 months	7.50%
Group 4 MBS	180 months	180 months	7.50%
Group 5 MBS	180 months	180 months	7.50%
Group 6 MBS	360 months	360 months	8.00%

It is unlikely

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

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

Percent of Original Principal Balances Outstanding

Date	FA and SA† Classes					PA and PI† Classes								PB Class							
	PSA Prepayment Assumption					PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	326%	500%	700%	0%	100%	150%	200%	201%	225%	300%	500%	0%	100%	150%	200%	201%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	99	97	93	89	85	98	97	97	97	97	97	97	97	100	100	100	100	100	100	100	100
January 2005	98	91	79	69	59	78	57	57	57	57	57	57	57	100	100	100	100	100	100	100	100
January 2006	97	85	62	48	34	55	9	9	9	9	9	9	0	100	100	100	100	100	100	100	70
January 2007	96	78	49	33	19	31	0	0	0	0	0	0	0	100	47	47	47	47	47	47	0
January 2008	95	73	39	23	11	5	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
January 2009	94	67	31	16	6	0	0	0	0	0	0	0	0	68	0	0	0	0	0	0	0
January 2010	92	62	24	11	4	0	0	0	0	0	0	0	0	26	0	0	0	0	0	0	0
January 2011	91	57	19	7	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2012	89	52	15	5	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2013	88	48	12	3	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2014	86	44	9	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2015	84	40	7	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2016	82	36	6	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2017	79	33	4	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	77	30	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	74	27	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	71	24	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	68	21	2	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	64	19	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	60	16	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	56	14	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	52	12	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	47	10	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	42	8	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	36	7	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	30	5	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	23	4	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	16	2	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	8	1	*	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	20.5	11.1	5.2	3.6	2.8	3.2	2.1	2.1	2.1	2.1	2.1	2.1	2.1	6.4	4.0	4.0	4.0	4.0	4.0	4.0	3.2

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

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

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

Date	PC Class								PD Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	200%	201%	225%	300%	500%	0%	100%	150%	200%	201%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	66	100	100	100	100	100	100	100	100
January 2008	100	90	90	90	90	90	90	9	100	100	100	100	100	100	100	100
January 2009	100	47	47	47	47	47	47	0	100	100	100	100	100	100	100	15
January 2010	100	10	10	10	10	10	10	0	100	100	100	100	100	100	100	0
January 2011	85	0	0	0	0	0	0	0	100	46	46	46	46	46	46	0
January 2012	48	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
January 2013	8	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0
January 2014	0	0	0	0	0	0	0	0	1	0	0	0	0	0	0	0
January 2015	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2016	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2017	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	9.0	6.0	6.0	6.0	6.0	6.0	6.0	4.3	10.6	8.0	8.0	8.0	8.0	8.0	8.0	5.7

Date	PE Class								JA Class							
	PSA Prepayment Assumption								PSA Prepayment Assumption							
	0%	100%	150%	200%	201%	225%	300%	500%	0%	100%	150%	200%	201%	225%	300%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	84	77	75	75	75	78	96	85
January 2005	100	100	100	100	100	100	100	100	82	75	69	69	69	69	69	32
January 2006	100	100	100	100	100	100	100	100	81	74	60	60	60	60	36	0
January 2007	100	100	100	100	100	100	100	100	79	72	53	53	53	46	15	0
January 2008	100	100	100	100	100	100	100	100	77	70	49	49	49	37	4	0
January 2009	100	100	100	100	100	100	100	100	75	69	46	46	46	34	0	0
January 2010	100	100	100	100	100	100	100	69	73	64	44	44	43	31	0	0
January 2011	100	100	100	100	100	100	100	43	71	55	39	39	39	28	0	0
January 2012	100	90	90	90	90	90	90	27	69	43	34	34	33	24	0	0
January 2013	100	63	63	63	63	63	63	16	67	29	28	28	27	19	0	0
January 2014	100	43	43	43	43	43	43	9	65	22	22	22	21	15	0	0
January 2015	29	27	27	27	27	27	27	5	62	16	16	16	15	11	0	0
January 2016	15	15	15	15	15	15	15	2	27	10	10	10	10	7	0	0
January 2017	6	6	6	6	6	6	6	1	5	5	5	5	5	3	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.0	11.0	11.0	11.0	11.0	11.0	11.0	8.2	9.7	7.3	6.0	6.0	6.0	5.1	2.7	1.7

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

Date	ZJ Class								JZ Class								HD, HF, HS†, HA, HB and HC Classes					
	PSA Prepayment Assumption								PSA Prepayment Assumption								PSA Prepayment Assumption					
	0%	100%	150%	200%	201%	225%	300%	500%	0%	100%	150%	200%	201%	225%	300%	500%	0%	100%	317%	500%	700%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
January 2004	105	105	100	90	90	78	0	0	105	105	105	105	105	105	105	105	96	93	89	86	83	
January 2005	110	110	100	66	66	50	0	0	110	110	110	110	110	110	110	110	91	83	71	62	51	
January 2006	116	116	100	37	35	6	0	0	116	116	116	116	116	116	116	0	86	72	51	35	21	
January 2007	122	121	100	16	15	0	0	0	122	122	122	122	122	122	122	0	80	62	34	17	3	
January 2008	128	128	100	5	3	0	0	0	128	128	128	128	128	128	128	0	74	52	21	5	0	
January 2009	135	134	100	*	0	0	0	0	135	135	135	135	135	135	135	34	68	42	11	0	0	
January 2010	142	141	99	0	0	0	0	0	142	142	142	142	142	142	0	0	61	34	4	0	0	
January 2011	149	148	93	0	0	0	0	0	149	149	149	149	149	149	0	0	53	25	0	0	0	
January 2012	157	156	84	0	0	0	0	0	157	157	157	157	157	157	0	0	45	18	0	0	0	
January 2013	165	164	73	0	0	0	0	0	165	165	165	165	165	165	0	0	37	11	0	0	0	
January 2014	173	140	60	0	0	0	0	0	173	173	173	173	173	173	0	0	27	4	0	0	0	
January 2015	182	108	45	0	0	0	0	0	182	182	182	182	182	182	0	0	17	0	0	0	0	
January 2016	191	74	30	0	0	0	0	0	191	191	191	191	191	191	0	0	6	0	0	0	0	
January 2017	135	38	15	0	0	0	0	0	201	201	201	201	201	201	0	0	0	0	0	0	0	
January 2018	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average																						
Life (years)**	14.3	12.7	11.5	2.7	2.6	1.9	0.5	0.4	15.0	15.0	15.0	15.0	15.0	15.0	15.0	6.0	2.6	7.9	5.5	3.3	2.6	2.1

Date	HJ Class					BA, BF, BS†, BD and HE Classes					BC Class					DA, DF and DS† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	317%	500%	700%	0%	100%	305%	500%	700%	0%	100%	305%	500%	700%	0%	100%	305%	500%	700%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	96	93	90	87	83	100	100	100	100	100	95	92	88	84	81
January 2005	100	100	100	100	100	91	84	73	63	54	100	100	100	100	100	90	81	69	57	45
January 2006	100	100	100	100	100	86	73	54	38	24	100	100	100	100	100	84	69	46	27	11
January 2007	100	100	100	100	100	81	63	38	21	7	100	100	100	100	100	78	57	28	7	0
January 2008	100	100	100	100	63	75	54	26	9	0	100	100	100	100	84	71	46	13	0	0
January 2009	100	100	100	82	34	69	45	16	1	0	100	100	100	100	45	64	35	2	0	0
January 2010	100	100	100	52	18	62	36	9	0	0	100	100	100	69	24	56	25	0	0	0
January 2011	100	100	87	33	9	55	29	3	0	0	100	100	100	43	12	48	16	0	0	0
January 2012	100	100	62	20	5	48	21	0	0	0	100	100	88	27	6	39	8	0	0	0
January 2013	100	100	43	12	2	39	14	0	0	0	100	100	61	16	3	29	0	0	0	0
January 2014	100	100	28	7	1	30	8	0	0	0	100	100	41	9	1	18	0	0	0	0
January 2015	100	87	17	4	*	21	2	0	0	0	100	100	25	5	1	7	0	0	0	0
January 2016	100	54	9	2	*	10	0	0	0	0	100	72	14	2	*	0	0	0	0	0
January 2017	70	24	4	1	*	0	0	0	0	0	93	32	5	1	*	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																				
Life (years)**	14.3	13.2	10.0	7.7	5.9	8.2	5.7	3.6	2.7	2.2	14.5	13.6	10.9	8.2	6.3	7.3	4.8	3.0	2.3	1.9

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

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

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

Date	DB Class					DC Class					GA, GC, GD, GE and GI† Classes					FG, SG and GM Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	305%	500%	700%	0%	100%	305%	500%	700%	0%	120%	170%	200%	500%	0%	120%	170%	200%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	100	100	100	100	100	100	100	100	100	100	99	91	91	91	91	98	98	88	84	29
January 2005	100	100	100	100	100	100	100	100	100	100	98	82	82	82	71	96	96	75	67	0
January 2006	100	100	100	100	100	100	100	100	100	100	96	71	71	71	47	94	94	63	52	0
January 2007	100	100	100	100	30	100	100	100	100	100	95	62	62	62	30	92	92	53	40	0
January 2008	100	100	100	45	0	100	100	100	100	64	93	53	53	53	18	90	90	45	31	0
January 2009	100	100	100	0	0	100	100	100	83	34	92	45	45	45	10	88	88	38	24	0
January 2010	100	100	45	0	0	100	100	100	53	18	90	37	37	37	4	85	85	33	20	0
January 2011	100	100	0	0	0	100	100	94	33	9	88	30	30	30	0	83	83	29	17	0
January 2012	100	100	0	0	0	100	100	67	20	5	86	24	24	24	0	80	80	26	15	0
January 2013	100	97	0	0	0	100	100	47	12	2	83	19	19	19	0	77	75	22	14	0
January 2014	100	37	0	0	0	100	100	31	7	1	81	14	14	14	0	74	70	18	12	0
January 2015	100	0	0	0	0	100	88	19	4	*	78	10	10	10	0	71	63	13	10	0
January 2016	59	0	0	0	0	100	55	10	2	*	75	6	6	6	0	68	55	8	8	0
January 2017	0	0	0	0	0	71	24	4	1	*	72	3	3	3	0	64	47	6	6	0
January 2018	0	0	0	0	0	0	0	0	0	0	69	*	*	*	0	60	38	3	3	0
January 2019	0	0	0	0	0	0	0	0	0	0	65	0	0	0	0	56	21	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	61	0	0	0	0	52	4	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	57	0	0	0	0	48	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	52	0	0	0	0	43	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	47	0	0	0	0	38	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0	33	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0	27	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	29	0	0	0	0	21	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	22	0	0	0	0	15	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	14	0	0	0	0	9	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	6	0	0	0	0	2	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.1	10.8	7.0	5.0	3.9	14.3	13.2	10.3	7.7	5.9	17.8	6.0	6.0	6.0	3.2	16.2	12.3	5.7	4.5	0.8

Date	GZ Class					ZG Class					GN Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	120%	170%	200%	500%	0%	120%	170%	200%	500%	0%	120%	170%	200%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2004	106	106	106	84	0	106	106	106	106	106	99	99	89	84	26
January 2005	112	112	112	67	0	112	112	112	112	112	98	98	79	67	0
January 2006	118	118	118	52	0	118	118	118	118	118	97	97	68	52	0
January 2007	125	125	125	40	0	125	125	125	125	125	95	95	60	40	0
January 2008	132	132	132	31	0	132	132	132	132	132	94	94	53	31	0
January 2009	139	139	139	24	0	139	139	139	139	139	93	93	48	24	0
January 2010	147	147	147	20	0	147	147	147	147	147	91	91	44	20	0
January 2011	155	155	155	17	0	155	155	155	155	149	90	90	41	17	0
January 2012	164	164	164	15	0	164	164	164	164	102	88	88	39	15	0
January 2013	173	173	173	14	0	173	173	173	173	69	87	85	37	14	0
January 2014	183	183	183	12	0	183	183	183	183	47	85	80	34	12	0
January 2015	193	193	193	10	0	193	193	193	193	31	83	75	30	10	0
January 2016	204	204	203	8	0	204	204	204	204	21	81	70	27	8	0
January 2017	216	216	185	6	0	216	216	216	216	14	79	63	23	6	0
January 2018	228	228	165	3	0	228	228	228	228	9	76	57	19	3	0
January 2019	241	241	80	0	0	241	241	241	207	6	74	42	8	0	0
January 2020	254	254	0	0	0	254	254	236	170	4	72	28	0	0	0
January 2021	269	150	0	0	0	269	269	196	138	3	69	15	0	0	0
January 2022	284	19	0	0	0	284	284	160	111	2	66	2	0	0	0
January 2023	300	0	0	0	0	300	244	129	87	1	63	0	0	0	0
January 2024	317	0	0	0	0	317	198	102	67	1	60	0	0	0	0
January 2025	334	0	0	0	0	334	156	78	51	*	57	0	0	0	0
January 2026	353	0	0	0	0	353	118	57	36	*	53	0	0	0	0
January 2027	373	0	0	0	0	373	83	39	24	*	50	0	0	0	0
January 2028	394	0	0	0	0	394	50	23	14	*	46	0	0	0	0
January 2029	417	0	0	0	0	417	37	16	10	*	42	0	0	0	0
January 2030	278	0	0	0	0	440	26	11	7	*	27	0	0	0	0
January 2031	0	0	0	0	0	406	16	7	4	*	0	0	0	0	0
January 2032	0	0	0	0	0	211	8	3	2	*	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	27.2	18.2	15.6	4.5	0.1	28.9	22.8	20.8	19.5	10.5	20.7	14.1	7.5	4.5	0.7

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

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

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

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

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

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

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

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

REMIC Elections and Special Tax Attributes

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

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the 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	326%
2	225%
3	317%
4	305%
5	305%
6	170%

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

Taxation of Beneficial Owners of Residual Certificates

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 120% of the “federal long-term rate.” The rate will be published on or about December 20, 2002. 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 will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. The ownership interest represented by RCR Certificates will be one of two types. A Certificate of a Strip RCR Class (a “Strip RCR Certificate”) will represent the right to receive a disproportionate part of the principal or interest payments on one or more underlying REMIC Certificates. A Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interest in two or more underlying REMIC Certificates.

The HA, HB, HC, BD, HE, GM and GN Classes are Combination RCR Classes. The remaining RCR Classes are Strip RCR Classes.

Strip RCR Classes. The tax consequences to a beneficial owner of a Strip RCR Certificate will be determined under section 1286 of the Code, except as discussed below. Under section 1286, a beneficial owner of a Strip RCR Certificate will be treated as owning “stripped bonds” to the extent of its share of principal payments and “stripped coupons” to the extent of its share of interest payments on the underlying REMIC Certificates. If a Strip RCR Certificate entitles the holder to payments of principal

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

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

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

The rules of section 1286 of the Code also apply if (i) a beneficial owner of REMIC Certificates exchanges them for Strip RCR Certificates, (ii) the beneficial owner sells some, but not all, of the Strip RCR Certificates, and (iii) the combination of retained Strip RCR Certificates cannot be exchanged for the related REMIC Certificates. As of the date of such a sale, the beneficial owner must allocate its basis in the REMIC Certificates between the part of the REMIC Certificates underlying the Strip RCR Certificates sold and the part of the REMIC Certificates underlying the Strip RCR Certificates retained in proportion to their relative fair market values. Section 1286 of the Code treats the beneficial owner as purchasing the Strip RCR Certificates retained for the amount of the basis allocated to the retained Certificates, and the beneficial owner must then accrue any OID with respect to the retained Certificates as described above. Section 1286 does not apply, however, if a beneficial owner exchanges REMIC Certificates for the related RCR Certificates and retains all the RCR Certificates, see “—*Exchanges*” below.

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

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

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

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

Tax Return Disclosure Requirements

The Treasury Department recently issued temporary Regulations directed at “tax shelters” that are quite broad and could be read to apply to transactions generally not considered to be tax shelters. These Regulations require taxpayers that participate in a “reportable transaction” to disclose such transaction on their tax returns by attaching IRS Form 8886 and to retain information related to the transaction. A transaction may be a “reportable transaction” based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates and you should be aware that we and others may be required to disclose information relating to the Certificates.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Salomon Smith Barney Inc. (the “Dealer”) in exchange for the Group 1 SMBS and the Trust MBS. 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 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Group 1 SMBS or Trust MBS, as applicable, in principal balance, but we expect that all these additional Group 1 SMBS or Trust MBS, as applicable, will have the same

characteristics as described under “Description of the Certificates—The Group 1 SMBS” and “—The Trust MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 2, 3, 4, 5 or 6 Class bears to the aggregate original principal balance of all Group 1, 2, 3, 4, 5 or 6 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

LEGAL MATTERS

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

Available Recombinations (1)

REMIC Certificates			RCR Certificates					
Classes	Original Principal or Notional Principal Balances	RCR Classes	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1	HD	HA	\$508,800,000	5.00%	FIX	SEQ	31392HWZ2	September 2016
	HF							
	HS							
Recombination 2	HD	HB	508,800,000	4.50	FIX	SEQ	31392HXA6	September 2016
	HF							
	HS							
Recombination 3	HD	HC	508,800,000	4.25	FIX	SEQ	31392HXB4	September 2016
	HF							
	HS							
Recombination 4	BA	BD	527,693,419	5.00	FIX	SEQ	31392HXC2	February 2017
	BF							
	BS							
Recombination 5	BA	HE	527,693,419	4.50	FIX	SEQ	31392HXD0	February 2017
	BF							
	BS							
Recombination 6	GA	GC	371,520,000	4.50	FIX / IO	PAC / AD NTL	31392HXE8	April 2030
			67,549,090 (3)				31392HXXH1	April 2030
Recombination 7	GA	GD	371,520,000	5.00	FIX / IO	PAC / AD NTL	31392HXF5	April 2030
			33,774,545 (3)				31392HXXH1	April 2030
Recombination 8	GA	GE	371,520,000	5.25	FIX / IO	PAC / AD NTL	31392HXG3	April 2030
			16,887,273 (3)				31392HXXH1	April 2030
Recombination 9	FG	GM	36,753,750	5.50	FIX	TAC	31392HXXJ7	October 2030
	SG		61,256,250					
Recombination 10	FG (4)	GN (5)	36,753,750	5.50	FIX	SUP / AD	31392HXXK4	November 2030
	SG (4)							
	GZ (4)							

(1) REMIC Certificates and RCR Certificates in any Recombination may be exchanged only in the proportions shown above, except as described in footnote (4) below with respect to Recombination 10.
(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) In any exchange under Recombination 10, the relative proportions of the FG, SG and GZ Classes to be delivered (or, if applicable, received) in such exchange will equal the proportions reflected by the outstanding principal balances of such respective Classes at the time of exchange.

(5) Principal payments on the REMIC Certificates in Recombination 10 from the GZ Accrual Amount will be paid as interest on the related RCR Certificates and thus will not reduce the principal balances of those RCR Certificates.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through		February 2008	\$ 96,161,615.21	May 2012	\$ 26,921,389.44
December 2003	\$196,700,933.00	March 2008	94,274,993.88	June 2012	26,148,050.27
January 2004	195,128,613.05	April 2008	92,398,594.12	July 2012	25,391,313.96
February 2004	193,511,848.25	May 2008	90,532,363.09	August 2012	24,650,861.91
March 2004	191,851,367.46	June 2008	88,676,248.24	September 2012	23,926,381.30
April 2004	190,147,923.32	July 2008	86,830,197.28	October 2012	23,217,564.95
May 2004	188,402,291.62	August 2008	84,994,158.20	November 2012	22,524,111.29
June 2004	186,615,270.79	September 2008	83,168,079.23	December 2012	21,845,724.21
July 2004	184,787,681.27	October 2008	81,351,908.91	January 2013	21,182,112.98
August 2004	182,920,364.89	November 2008	79,545,596.01	February 2013	20,532,992.13
September 2004	181,014,184.24	December 2008	77,749,089.58	March 2013	19,898,081.42
October 2004	179,070,022.02	January 2009	75,962,338.91	April 2013	19,277,105.68
November 2004	177,088,780.35	February 2009	74,185,293.59	May 2013	18,669,794.77
December 2004	175,071,380.06	March 2009	72,441,180.00	June 2013	18,075,883.46
January 2005	173,018,760.01	April 2009	70,731,901.49	July 2013	17,495,111.36
February 2005	170,931,876.34	May 2009	69,056,813.14	August 2013	16,927,222.82
March 2005	168,811,701.73	June 2009	67,415,281.48	September 2013	16,371,966.88
April 2005	166,659,224.62	July 2009	65,806,684.27	October 2013	15,829,097.14
May 2005	164,475,448.47	August 2009	64,230,410.35	November 2013	15,298,371.73
June 2005	162,261,390.94	September 2009	62,685,859.40	December 2013	14,779,553.17
July 2005	160,018,083.11	October 2009	61,172,441.80	January 2014	14,272,408.36
August 2005	157,786,839.66	November 2009	59,689,578.38	February 2014	13,776,708.46
September 2005	155,567,598.27	December 2009	58,236,700.33	March 2014	13,292,228.81
October 2005	153,360,296.97	January 2010	56,813,248.92	April 2014	12,818,748.89
November 2005	151,164,874.08	February 2010	55,418,675.40	May 2014	12,356,052.22
December 2005	148,981,268.24	March 2010	54,052,440.81	June 2014	11,903,926.30
January 2006	146,809,418.42	April 2010	52,714,015.78	July 2014	11,462,162.53
February 2006	144,649,263.89	May 2010	51,402,880.39	August 2014	11,030,556.15
March 2006	142,500,744.24	June 2010	50,118,524.01	September 2014	10,608,906.17
April 2006	140,363,799.36	July 2010	48,860,445.13	October 2014	10,197,015.31
May 2006	138,238,369.48	August 2010	47,628,151.18	November 2014	9,794,689.92
June 2006	136,124,395.10	September 2010	46,421,158.42	December 2014	9,401,739.91
July 2006	134,021,817.04	October 2010	45,238,991.76	January 2015	9,017,978.73
August 2006	131,930,576.43	November 2010	44,081,184.61	February 2015	8,643,223.25
September 2006	129,850,614.70	December 2010	42,947,278.71	March 2015	8,277,293.74
October 2006	127,781,873.58	January 2011	41,836,824.05	April 2015	7,920,013.79
November 2006	125,724,295.10	February 2011	40,749,378.67	May 2015	7,571,210.26
December 2006	123,677,821.59	March 2011	39,684,508.52	June 2015	7,230,713.23
January 2007	121,642,395.68	April 2011	38,641,787.35	July 2015	6,898,355.90
February 2007	119,617,960.28	May 2011	37,620,796.57	August 2015	6,573,974.61
March 2007	117,604,458.61	June 2011	36,621,125.11	September 2015	6,257,408.70
April 2007	115,601,834.18	July 2011	35,642,369.27	October 2015	5,948,500.52
May 2007	113,610,030.78	August 2011	34,684,132.62	November 2015	5,647,095.36
June 2007	111,628,992.51	September 2011	33,746,025.87	December 2015	5,353,041.37
July 2007	109,658,663.72	October 2011	32,827,666.72	January 2016	5,066,189.55
August 2007	107,698,989.09	November 2011	31,928,679.77	February 2016	4,786,393.66
September 2007	105,749,913.56	December 2011	31,048,696.38	March 2016	4,513,510.20
October 2007	103,811,382.36	January 2012	30,187,354.57	April 2016	4,247,398.37
November 2007	101,883,340.99	February 2012	29,344,298.87	May 2016	3,987,919.98
December 2007	99,965,735.25	March 2012	28,519,180.24	June 2016	3,734,939.42
January 2008	98,058,511.21	April 2012	27,711,655.94	July 2016	3,488,323.65

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
August 2016	\$ 3,247,942.10	March 2017	\$ 1,729,366.14	September 2017	\$ 635,165.50
September 2016	3,013,666.67	April 2017	1,534,443.23	October 2017	469,649.90
October 2016	2,785,371.65	May 2017	1,344,684.67	November 2017	308,680.95
November 2016	2,562,933.69	June 2017	1,159,982.51	December 2017	152,162.45
December 2016	2,346,231.79	July 2017	980,230.86	January 2018 and thereafter	0.00
January 2017	2,135,147.20	August 2017	805,325.82		
February 2017	1,929,563.41				

JA Class Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance	\$64,976,800.00	June 2006	\$36,812,263.36	November 2009	\$28,684,000.70
February 2003	63,910,900.59	July 2006	36,444,560.83	December 2009	28,494,684.75
March 2003	62,771,100.08	August 2006	36,087,971.25	January 2010	28,297,562.93
April 2003	61,558,031.67	September 2006	35,742,367.50	February 2010	28,092,929.67
May 2003	60,272,388.65	October 2006	35,407,623.62	March 2010	27,881,072.45
June 2003	58,914,923.86	November 2006	35,083,614.84	April 2010	27,662,271.97
July 2003	57,486,449.06	December 2006	34,770,217.55	May 2010	27,436,802.26
August 2003	55,987,834.19	January 2007	34,467,309.29	June 2010	27,204,930.82
September 2003	54,420,006.61	February 2007	34,174,768.75	July 2010	26,966,918.76
October 2003	52,783,950.19	March 2007	33,892,475.75	August 2010	26,723,020.93
November 2003	51,080,704.37	April 2007	33,620,311.23	September 2010	26,473,486.02
December 2003	49,311,363.14	May 2007	33,358,157.26	October 2010	26,218,556.72
January 2004	49,049,393.84	June 2007	33,105,896.99	November 2010	25,958,469.81
February 2004	48,768,121.03	July 2007	32,863,414.69	December 2010	25,693,456.30
March 2004	48,468,066.46	August 2007	32,630,595.71	January 2011	25,423,741.54
April 2004	48,149,777.79	September 2007	32,407,326.47	February 2011	25,149,545.33
May 2004	47,813,827.74	October 2007	32,193,494.46	March 2011	24,871,082.06
June 2004	47,460,813.20	November 2007	31,988,988.23	April 2011	24,588,560.77
July 2004	47,091,354.29	December 2007	31,793,697.38	May 2011	24,302,185.30
August 2004	46,706,093.36	January 2008	31,607,512.55	June 2011	24,012,154.39
September 2004	46,305,694.01	February 2008	31,430,325.40	July 2011	23,718,661.78
October 2004	45,890,839.98	March 2008	31,262,028.63	August 2011	23,421,896.30
November 2004	45,462,234.10	April 2008	31,102,515.94	September 2011	23,122,041.99
December 2004	45,020,597.11	May 2008	30,951,682.05	October 2011	22,819,278.19
January 2005	44,566,666.54	June 2008	30,809,422.65	November 2011	22,513,779.64
February 2005	44,101,195.46	July 2008	30,675,634.44	December 2011	22,205,716.57
March 2005	43,624,951.29	August 2008	30,550,215.10	January 2012	21,895,254.80
April 2005	43,138,714.55	September 2008	30,433,063.26	February 2012	21,582,555.83
May 2005	42,643,277.56	October 2008	30,324,078.52	March 2012	21,267,776.93
June 2005	42,139,443.15	November 2008	30,223,161.45	April 2012	20,951,071.22
July 2005	41,628,023.36	December 2008	30,130,213.54	May 2012	20,632,587.77
August 2005	41,129,338.33	January 2009	30,045,137.24	June 2012	20,312,471.67
September 2005	40,643,245.88	February 2009	29,967,835.91	July 2012	19,990,864.13
October 2005	40,169,605.16	March 2009	29,874,937.27	August 2012	19,667,902.55
November 2005	39,708,276.62	April 2009	29,764,393.26	September 2012	19,343,720.61
December 2005	39,259,121.99	May 2009	29,638,575.24	October 2012	19,018,448.33
January 2006	38,822,004.28	June 2009	29,502,683.97	November 2012	18,692,212.17
February 2006	38,396,787.78	July 2009	29,357,066.54	December 2012	18,365,135.10
March 2006	37,983,338.03	August 2009	29,202,062.04	January 2013	18,037,336.65
April 2006	37,581,521.82	September 2009	29,038,001.75	February 2013	17,708,933.02
May 2006	37,191,207.18	October 2009	28,865,209.27	March 2013	17,380,037.13

JA Class (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
April 2013	\$17,050,758.69	December 2014	\$10,528,180.56	August 2016	\$ 4,496,080.52
May 2013	16,721,204.28	January 2015	10,211,213.05	September 2016	4,214,081.48
June 2013	16,391,477.40	February 2015	9,895,591.84	October 2016	3,934,168.69
July 2013	16,061,678.56	March 2015	9,581,369.47	November 2016	3,656,364.50
August 2013	15,731,905.32	April 2015	9,268,596.60	December 2016	3,380,690.09
September 2013	15,402,252.37	May 2015	8,957,322.08	January 2017	3,107,165.51
October 2013	15,072,811.59	June 2015	8,647,592.95	February 2017	2,835,809.72
November 2013	14,743,672.11	July 2015	8,339,454.51	March 2017	2,566,640.59
December 2013	14,414,920.36	August 2015	8,032,950.36	April 2017	2,299,674.96
January 2014	14,086,640.15	September 2015	7,728,122.42	May 2017	2,034,928.63
February 2014	13,758,912.71	October 2015	7,425,010.99	June 2017	1,772,416.43
March 2014	13,431,816.75	November 2015	7,123,654.78	July 2017	1,512,152.20
April 2014	13,105,428.51	December 2015	6,824,090.94	August 2017	1,254,148.85
May 2014	12,779,821.84	January 2016	6,526,355.12	September 2017	998,418.36
June 2014	12,455,068.23	February 2016	6,230,481.48	October 2017	744,971.82
July 2014	12,131,236.87	March 2016	5,936,502.73	November 2017	493,819.44
August 2014	11,808,394.69	April 2016	5,644,450.17	December 2017	244,970.59
September 2014	11,486,606.43	May 2016	5,354,353.74	January 2018 and thereafter	0.00
October 2014	11,165,934.68	June 2016	5,066,242.02		
November 2014	10,846,439.91	July 2016	4,780,142.28		

Group 2 MBS First Specified Balance

<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>
Initial Balance	\$280,000,000.00	May 2005	\$217,411,271.18	September 2007	\$139,566,537.97
February 2003	278,910,775.41	June 2005	214,213,196.62	October 2007	137,262,823.59
March 2003	277,724,452.57	July 2005	210,973,532.15	November 2007	134,988,451.62
April 2003	276,441,836.47	August 2005	207,773,994.47	December 2007	132,743,081.66
May 2003	275,063,835.75	September 2005	204,614,123.71	January 2008	130,526,377.08
June 2003	273,591,461.94	October 2005	201,493,465.08	February 2008	128,338,005.01
July 2003	272,025,828.46	November 2005	198,411,568.83	March 2008	126,177,636.26
August 2003	270,368,149.42	December 2005	195,367,990.17	April 2008	124,044,945.32
September 2003	268,619,738.25	January 2006	192,362,289.24	May 2008	121,939,610.29
October 2003	266,782,006.19	February 2006	189,394,031.02	June 2008	119,861,312.85
November 2003	264,856,460.54	March 2006	186,462,785.32	July 2008	117,809,738.24
December 2003	262,844,702.77	April 2006	183,568,126.70	August 2008	115,784,575.19
January 2004	260,748,426.41	May 2006	180,709,634.43	September 2008	113,785,515.89
February 2004	258,569,414.84	June 2006	177,886,892.43	October 2008	111,812,255.98
March 2004	256,309,538.84	July 2006	175,099,489.24	November 2008	109,864,494.47
April 2004	253,970,754.03	August 2006	172,347,017.94	December 2008	107,941,933.74
May 2004	251,555,098.10	September 2006	169,629,076.12	January 2009	106,044,279.48
June 2004	249,064,687.96	October 2006	166,945,265.83	February 2009	104,171,240.66
July 2004	246,501,716.62	November 2006	164,295,193.53	March 2009	102,322,529.50
August 2004	243,868,450.06	December 2006	161,678,470.03	April 2009	100,497,861.43
September 2004	241,167,223.91	January 2007	159,094,710.46	May 2009	98,696,955.05
October 2004	238,400,439.92	February 2007	156,543,534.22	June 2009	96,919,532.12
November 2004	235,570,562.46	March 2007	154,024,564.94	July 2009	95,165,317.47
December 2004	232,680,114.77	April 2007	151,537,430.39	August 2009	93,434,039.05
January 2005	229,731,675.19	May 2007	149,081,762.50	September 2009	91,725,427.80
February 2005	226,727,873.23	June 2007	146,657,197.27	October 2009	90,039,217.71
March 2005	223,671,385.56	July 2007	144,263,374.76	November 2009	88,375,145.72
April 2005	220,564,931.97	August 2007	141,899,938.99	December 2009	86,732,951.71

Group 2 MBS (Continued)

<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>
January 2010	\$ 85,112,378.48	October 2012	\$ 42,237,579.78	July 2015	\$ 15,239,376.79
February 2010	83,513,171.70	November 2012	41,217,889.96	August 2015	14,608,491.34
March 2010	81,935,079.88	December 2012	40,212,425.81	September 2015	13,987,097.48
April 2010	80,377,854.36	January 2013	39,221,016.12	October 2015	13,375,077.87
May 2010	78,841,249.26	February 2013	38,243,491.64	November 2015	12,772,316.50
June 2010	77,325,021.44	March 2013	37,279,685.03	December 2015	12,178,698.67
July 2010	75,828,930.49	April 2013	36,329,430.85	January 2016	11,594,111.02
August 2010	74,352,738.71	May 2013	35,392,565.53	February 2016	11,018,441.48
September 2010	72,896,211.04	June 2013	34,468,927.34	March 2016	10,451,579.27
October 2010	71,459,115.07	July 2013	33,558,356.39	April 2016	9,893,414.88
November 2010	70,041,221.00	August 2013	32,660,694.61	May 2016	9,343,840.04
December 2010	68,642,301.59	September 2013	31,775,785.72	June 2016	8,802,747.76
January 2011	67,262,132.16	October 2013	30,903,475.20	July 2016	8,270,032.24
February 2011	65,900,490.57	November 2013	30,043,610.30	August 2016	7,745,588.93
March 2011	64,557,157.14	December 2013	29,196,040.00	September 2016	7,229,314.45
April 2011	63,231,914.67	January 2014	28,360,614.97	October 2016	6,721,106.63
May 2011	61,924,548.43	February 2014	27,537,187.62	November 2016	6,220,864.48
June 2011	60,634,846.05	March 2014	26,725,612.00	December 2016	5,728,488.16
July 2011	59,362,597.60	April 2014	25,925,743.84	January 2017	5,243,878.98
August 2011	58,107,595.47	May 2014	25,137,440.50	February 2017	4,766,939.40
September 2011	56,869,634.40	June 2014	24,360,560.97	March 2017	4,297,572.99
October 2011	55,648,511.45	July 2014	23,594,965.83	April 2017	3,835,684.44
November 2011	54,444,025.94	August 2014	22,840,517.27	May 2017	3,381,179.54
December 2011	53,255,979.48	September 2014	22,097,079.03	June 2017	2,933,965.18
January 2012	52,084,175.90	October 2014	21,364,516.41	July 2017	2,493,949.29
February 2012	50,928,421.23	November 2014	20,642,696.25	August 2017	2,061,040.90
March 2012	49,788,523.70	December 2014	19,931,486.89	September 2017	1,635,150.08
April 2012	48,664,293.69	January 2015	19,230,758.19	October 2017	1,216,187.93
May 2012	47,555,543.72	February 2015	18,540,381.50	November 2017	804,066.60
June 2012	46,462,088.45	March 2015	17,860,229.61	December 2017	398,699.24
July 2012	45,383,744.60	April 2015	17,190,176.79	January 2018 and thereafter	0.00
August 2012	44,320,330.97	May 2015	16,530,098.73		
September 2012	43,271,668.41	June 2015	15,879,872.56		

Group 2 MBS Second Specified Balance

<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>
Initial Balance	\$280,000,000.00	April 2004	\$248,668,539.71	July 2005	\$193,506,055.88
February 2003	278,864,060.58	May 2004	245,590,355.30	August 2005	189,453,241.92
March 2003	277,584,457.80	June 2004	242,407,123.29	September 2005	185,477,282.90
April 2003	276,162,268.32	July 2004	239,122,939.43	October 2005	181,576,795.63
May 2003	274,598,794.69	August 2004	235,742,050.43	November 2005	177,750,421.09
June 2003	272,895,564.36	September 2004	232,268,844.73	December 2005	173,996,823.95
July 2003	271,054,328.06	October 2004	228,707,843.00	January 2006	170,314,692.21
August 2003	269,077,057.68	November 2004	225,063,688.25	February 2006	166,702,736.79
September 2003	266,965,943.48	December 2004	221,341,135.48	March 2006	163,159,691.14
October 2003	264,723,390.73	January 2005	217,545,041.14	April 2006	159,684,310.81
November 2003	262,352,015.80	February 2005	213,680,352.26	May 2006	156,275,373.16
December 2003	259,854,641.60	March 2005	209,752,095.29	June 2006	152,931,676.91
January 2004	257,234,292.55	April 2005	205,765,364.79	July 2006	149,652,041.80
February 2004	254,494,188.84	May 2005	201,725,311.85	August 2006	146,435,308.24
March 2004	251,637,740.33	June 2005	197,637,132.50	September 2006	143,280,336.92

Group 2 MBS (Continued)

<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>	<u>Distribution Date</u>	<u>Specified Balance</u>
October 2006	\$140,186,008.53	August 2010	\$ 47,628,151.15	June 2014	\$ 11,903,926.29
November 2006	137,151,223.34	September 2010	46,421,158.40	July 2014	11,462,162.52
December 2006	134,174,900.90	October 2010	45,238,991.74	August 2014	11,030,556.14
January 2007	131,255,979.73	November 2010	44,081,184.58	September 2014	10,608,906.17
February 2007	128,393,416.95	December 2010	42,947,278.69	October 2014	10,197,015.31
March 2007	125,586,188.00	January 2011	41,836,824.03	November 2014	9,794,689.91
April 2007	122,833,286.29	February 2011	40,749,378.64	December 2014	9,401,739.91
May 2007	120,133,722.93	March 2011	39,684,508.49	January 2015	9,017,978.72
June 2007	117,486,526.38	April 2011	38,641,787.33	February 2015	8,643,223.24
July 2007	114,890,742.20	May 2011	37,620,796.55	March 2015	8,277,293.73
August 2007	112,345,432.71	June 2011	36,621,125.09	April 2015	7,920,013.78
September 2007	109,849,676.75	July 2011	35,642,369.25	May 2015	7,571,210.26
October 2007	107,402,569.36	August 2011	34,684,132.60	June 2015	7,230,713.22
November 2007	105,003,221.50	September 2011	33,746,025.85	July 2015	6,898,355.90
December 2007	102,650,759.81	October 2011	32,827,666.70	August 2015	6,573,974.60
January 2008	100,344,326.29	November 2011	31,928,679.75	September 2015	6,257,408.69
February 2008	98,083,078.10	December 2011	31,048,696.36	October 2015	5,948,500.52
March 2008	95,866,187.23	January 2012	30,187,354.55	November 2015	5,647,095.36
April 2008	93,692,840.29	February 2012	29,344,298.85	December 2015	5,353,041.37
May 2008	91,562,238.24	March 2012	28,519,180.22	January 2016	5,066,189.54
June 2008	89,473,596.16	April 2012	27,711,655.93	February 2016	4,786,393.65
July 2008	87,426,142.98	May 2012	26,921,389.42	March 2016	4,513,510.20
August 2008	85,419,121.27	June 2012	26,148,050.25	April 2016	4,247,398.37
September 2008	83,451,786.97	July 2012	25,391,313.95	May 2016	3,987,919.97
October 2008	81,523,409.19	August 2012	24,650,861.90	June 2016	3,734,939.42
November 2008	79,633,269.99	September 2012	23,926,381.28	July 2016	3,488,323.65
December 2008	77,780,664.11	October 2012	23,217,564.94	August 2016	3,247,942.10
January 2009	75,964,898.79	November 2012	22,524,111.28	September 2016	3,013,666.67
February 2009	74,185,293.54	December 2012	21,845,724.20	October 2016	2,785,371.65
March 2009	72,441,179.95	January 2013	21,182,112.96	November 2016	2,562,933.69
April 2009	70,731,901.45	February 2013	20,532,992.12	December 2016	2,346,231.79
May 2009	69,056,813.10	March 2013	19,898,081.41	January 2017	2,135,147.19
June 2009	67,415,281.44	April 2013	19,277,105.67	February 2017	1,929,563.41
July 2009	65,806,684.23	May 2013	18,669,794.76	March 2017	1,729,366.14
August 2009	64,230,410.31	June 2013	18,075,883.45	April 2017	1,534,443.23
September 2009	62,685,859.37	July 2013	17,495,111.35	May 2017	1,344,684.67
October 2009	61,172,441.76	August 2013	16,927,222.81	June 2017	1,159,982.51
November 2009	59,689,578.35	September 2013	16,371,966.87	July 2017	980,230.85
December 2009	58,236,700.29	October 2013	15,829,097.13	August 2017	805,325.82
January 2010	56,813,248.89	November 2013	15,298,371.72	September 2017	635,165.50
February 2010	55,418,675.37	December 2013	14,779,553.16	October 2017	469,649.90
March 2010	54,052,440.78	January 2014	14,272,408.35	November 2017	308,680.95
April 2010	52,714,015.75	February 2014	13,776,708.45	December 2017	152,162.44
May 2010	51,402,880.36	March 2014	13,292,228.80	January 2018 and thereafter	0.00
June 2010	50,118,523.98	April 2014	12,818,748.88		
July 2010	48,860,445.10	May 2014	12,356,052.21		

GA 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	\$371,520,000.00	March 2003	\$366,304,557.58	May 2003	\$360,996,134.07
February 2003	368,923,889.42	April 2003	363,661,974.41	June 2003	358,307,054.97

GA 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>
July 2003	\$355,594,779.77	December 2007	\$199,814,254.91	May 2012	\$ 82,190,726.04
August 2003	352,859,375.30	January 2008	197,181,550.53	June 2012	80,450,075.30
September 2003.....	350,100,932.54	February 2008	194,565,854.97	July 2012	78,729,790.69
October 2003	347,319,566.48	March 2008	191,967,061.90	August 2012	77,029,645.78
November 2003	344,515,416.03	April 2008.....	189,385,065.64	September 2012.....	75,349,416.59
December 2003	341,688,643.90	May 2008	186,819,761.18	October 2012	73,688,881.56
January 2004	338,839,436.39	June 2008	184,271,044.15	November 2012	72,047,821.56
February 2004	335,968,003.23	July 2008	181,738,810.84	December 2012	70,426,019.81
March 2004	333,074,577.38	August 2008	179,222,958.18	January 2013	68,823,261.91
April 2004.....	330,159,414.76	September 2008.....	176,723,383.74	February 2013	67,239,335.78
May 2004	327,222,794.02	October 2008	174,239,985.73	March 2013	65,674,031.64
June 2004	324,265,016.24	November 2008	171,772,662.98	April 2013.....	64,127,142.00
July 2004	321,286,404.63	December 2008	169,321,314.97	May 2013	62,598,461.61
August 2004	318,287,304.20	January 2009	166,885,841.79	June 2013	61,087,787.46
September 2004.....	315,268,081.41	February 2009	164,466,144.15	July 2013	59,594,918.75
October 2004	312,229,123.79	March 2009	162,062,123.39	August 2013	58,119,656.86
November 2004	309,170,839.54	April 2009.....	159,673,681.45	September 2013.....	56,661,805.32
December 2004	306,093,657.13	May 2009	157,300,720.88	October 2013	55,221,169.82
January 2005	302,998,024.85	June 2009	154,943,144.85	November 2013	53,797,558.14
February 2005	299,884,410.35	July 2009	152,600,857.12	December 2013	52,390,780.16
March 2005	296,753,300.16	August 2009	150,273,762.05	January 2014	51,000,647.82
April 2005.....	293,605,199.21	September 2009.....	147,961,764.59	February 2014	49,626,975.13
May 2005	290,440,630.28	October 2009	145,664,770.29	March 2014	48,269,578.10
June 2005	287,260,133.50	November 2009	143,382,685.29	April 2014.....	46,928,274.75
July 2005	284,064,265.77	December 2009	141,115,416.30	May 2014	45,602,885.08
August 2005	280,888,925.65	January 2010	138,862,870.62	June 2014	44,293,231.06
September 2005.....	277,733,984.94	February 2010	136,624,956.12	July 2014	42,999,136.59
October 2005	274,599,316.23	March 2010	134,401,581.24	August 2014	41,720,427.48
November 2005	271,484,792.91	April 2010.....	132,192,655.00	September 2014.....	40,456,931.45
December 2005	268,390,289.15	May 2010	129,998,086.99	October 2014	39,208,478.09
January 2006	265,315,679.91	June 2010	127,817,787.34	November 2014	37,974,898.85
February 2006	262,260,840.91	July 2010	125,651,666.75	December 2014	36,756,027.02
March 2006	259,225,648.66	August 2010	123,499,636.49	January 2015	35,551,697.70
April 2006.....	256,209,980.43	September 2010.....	121,361,608.36	February 2015	34,361,747.79
May 2006	253,213,714.25	October 2010	119,237,494.71	March 2015	33,186,015.97
June 2006	250,236,728.92	November 2010	117,127,208.45	April 2015.....	32,024,342.67
July 2006	247,278,903.98	December 2010	115,030,663.02	May 2015	30,876,570.07
August 2006	244,340,119.72	January 2011	112,947,772.40	June 2015	29,742,542.07
September 2006.....	241,420,257.18	February 2011	110,878,451.10	July 2015	28,622,104.27
October 2006	238,519,198.14	March 2011	108,822,614.18	August 2015	27,515,103.96
November 2006	235,636,825.11	April 2011.....	106,780,177.21	September 2015.....	26,421,390.09
December 2006	232,773,021.34	May 2011	104,752,992.30	October 2015	25,340,813.26
January 2007	229,927,670.79	June 2011	102,749,353.48	November 2015	24,273,225.70
February 2007	227,100,658.14	July 2011	100,768,999.83	December 2015	23,218,481.25
March 2007	224,291,868.81	August 2011	98,811,673.24	January 2016	22,176,435.36
April 2007.....	221,501,188.91	September 2011.....	96,877,118.40	February 2016	21,146,945.04
May 2007	218,728,505.27	October 2011	94,965,082.78	March 2016	20,129,868.88
June 2007	215,973,705.41	November 2011	93,075,316.58	April 2016.....	19,125,067.00
July 2007	213,236,677.57	December 2011	91,207,572.70	May 2016	18,132,401.05
August 2007.....	210,517,310.66	January 2012	89,361,606.74	June 2016	17,151,734.20
September 2007.....	207,815,494.30	February 2012	87,537,176.94	July 2016	16,182,931.12
October 2007	205,131,118.79	March 2012	85,734,044.16	August 2016	15,225,857.94
November 2007	202,464,075.11	April 2012.....	83,951,971.85	September 2016.....	14,280,382.26

GA 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>
October 2016	\$ 13,346,373.14	April 2017	\$ 7,975,961.62	October 2017	\$ 2,986,899.66
November 2016	12,423,701.07	May 2017	7,118,670.25	November 2017	2,190,670.60
December 2016	11,512,237.94	June 2017	6,271,848.14	December 2017	1,404,218.41
January 2017	10,611,857.06	July 2017	5,435,376.68	January 2018	627,432.07
February 2017	9,722,433.11	August 2017	4,609,138.58	February 2018 and thereafter	0.00
March 2017	8,843,842.16	September 2017	3,793,017.82		

Aggregate Group II Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$98,010,000.00	July 2006	\$44,363,806.53	January 2010	\$19,218,863.56
February 2003	96,667,189.17	August 2006	43,386,411.70	February 2010	18,938,431.30
March 2003	95,325,546.98	September 2006	42,431,449.94	March 2010	18,669,441.29
April 2003	93,984,739.33	October 2006	41,498,588.02	April 2010	18,411,695.60
May 2003	92,644,472.82	November 2006	40,587,496.81	May 2010	18,164,998.79
June 2003	91,304,494.87	December 2006	39,697,851.15	June 2010	17,929,157.87
July 2003	89,964,593.84	January 2007	38,829,329.84	July 2010	17,703,982.28
August 2003	88,624,599.01	February 2007	37,981,615.60	August 2010	17,489,283.83
September 2003	87,284,380.51	March 2007	37,154,394.99	September 2010	17,284,876.72
October 2003	85,943,849.15	April 2007	36,347,358.41	October 2010	17,090,577.50
November 2003	84,602,956.26	May 2007	35,560,200.01	November 2010	16,906,204.99
December 2003	83,261,693.28	June 2007	34,792,617.69	December 2010	16,731,580.33
January 2004	81,920,091.46	July 2007	34,044,313.04	January 2011	16,566,526.90
February 2004	80,578,221.38	August 2007	33,314,991.29	February 2011	16,410,870.32
March 2004	79,236,192.40	September 2007	32,604,361.27	March 2011	16,264,438.40
April 2004	77,894,152.05	October 2007	31,912,135.37	April 2011	16,127,061.14
May 2004	76,552,285.34	November 2007	31,238,029.51	May 2011	15,996,821.53
June 2004	75,210,814.01	December 2007	30,581,763.09	June 2011	15,865,985.00
July 2004	73,869,995.67	January 2008	29,943,058.95	July 2011	15,734,548.79
August 2004	72,530,122.91	February 2008	29,321,643.32	August 2011	15,602,510.17
September 2004	71,191,522.29	March 2008	28,717,245.80	September 2011	15,469,866.38
October 2004	69,854,553.34	April 2008	28,129,599.33	October 2011	15,336,614.63
November 2004	68,519,607.38	May 2008	27,558,440.10	November 2011	15,202,752.14
December 2004	67,187,106.38	June 2008	27,003,507.58	December 2011	15,068,276.13
January 2005	65,857,501.71	July 2008	26,464,544.42	January 2012	14,933,183.76
February 2005	64,531,272.83	August 2008	25,941,296.46	February 2012	14,797,472.22
March 2005	63,208,925.90	September 2008	25,433,512.67	March 2012	14,661,138.66
April 2005	61,890,992.42	October 2008	24,940,945.12	April 2012	14,524,180.25
May 2005	60,578,027.72	November 2008	24,463,348.95	May 2012	14,386,594.11
June 2005	59,270,609.45	December 2008	24,000,482.31	June 2012	14,248,377.36
July 2005	57,969,336.04	January 2009	23,552,106.35	July 2012	14,109,527.12
August 2005	56,695,217.38	February 2009	23,117,985.19	August 2012	13,970,040.49
September 2005	55,447,863.22	March 2009	22,697,885.86	September 2012	13,829,914.54
October 2005	54,226,888.03	April 2009	22,291,578.27	October 2012	13,689,146.35
November 2005	53,031,910.90	May 2009	21,898,835.22	November 2012	13,547,732.97
December 2005	51,862,555.51	June 2009	21,519,432.29	December 2012	13,405,671.45
January 2006	50,718,450.09	July 2009	21,153,147.88	January 2013	13,262,958.82
February 2006	49,599,227.36	August 2009	20,799,763.14	February 2013	13,119,592.08
March 2006	48,504,524.46	September 2009	20,459,061.94	March 2013	12,975,568.25
April 2006	47,433,982.92	October 2009	20,130,830.84	April 2013	12,830,884.30
May 2006	46,387,248.62	November 2009	19,814,859.07	May 2013	12,685,537.22
June 2006	45,363,971.69	December 2009	19,510,938.49	June 2013	12,539,523.97

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
July 2013	\$12,392,841.49	April 2015	\$ 9,152,358.98	December 2016	\$ 5,763,002.66
August 2013	12,245,486.71	May 2015	8,990,151.99	January 2017	5,585,261.12
September 2013	12,097,456.56	June 2015	8,827,201.56	February 2017	5,406,704.94
October 2013	11,948,747.94	July 2015	8,663,504.27	March 2017	5,227,330.37
November 2013	11,799,357.73	August 2015	8,499,056.69	April 2017	5,047,133.67
December 2013	11,649,282.81	September 2015	8,333,855.40	May 2017	4,866,111.06
January 2014	11,498,520.06	October 2015	8,167,896.93	June 2017	4,684,258.77
February 2014	11,347,066.31	November 2015	8,001,177.82	July 2017	4,501,573.00
March 2014	11,194,918.40	December 2015	7,833,694.59	August 2017	4,318,049.91
April 2014	11,042,073.14	January 2016	7,665,443.72	September 2017	4,133,685.67
May 2014	10,888,527.35	February 2016	7,496,421.71	October 2017	3,948,476.43
June 2014	10,734,277.80	March 2016	7,326,625.01	November 2017	3,762,418.31
July 2014	10,579,321.27	April 2016	7,156,050.07	December 2017	3,575,507.43
August 2014	10,423,654.52	May 2016	6,984,693.34	January 2018	3,387,739.88
September 2014	10,267,274.31	June 2016	6,812,551.22	February 2018	3,072,806.20
October 2014	10,110,177.35	July 2016	6,639,620.11	March 2018	2,198,668.46
November 2014	9,952,360.37	August 2016	6,465,896.40	April 2018	1,332,100.82
December 2014	9,793,820.05	September 2016	6,291,376.46	May 2018	473,003.33
January 2015	9,634,553.10	October 2016	6,116,056.64	June 2018 and thereafter	0.00
February 2015	9,474,556.16	November 2016	5,939,933.27		
March 2015	9,313,825.91				

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.

\$2,610,000,000



Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2003-3

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Salomon Smith Barney

**Prospectus Supplement
December 4, 2002**