Prospectus Supplement
(To REMIC Prospectus dated May 1, 2002)

$383,247,161

FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2003-127

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 class), 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

- an underlying REMIC certificate backed by Fannie Mae MBS,
- Fannie Mae Stripped MBS, and
- Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
SX(1)	1	$ 33,247,161	SC/PT	(2)	INV	31393UHP1	November 2031
PG	2	139,996,000	PAC/AD	3.75%	FIX	31393UHQ9	July 2033
PI	2	52,498,500(3)	NTL	6.00	FIX/IO	31393UHR7	July 2033
PB	2	6,000,000	PAC/AD	6.00	FIX	31393UHS5	December 2033
PF(1)	2	34,500,000	NSJ/TAC/AD	(2)	FLT	31393UHT3	December 2033
PS(1)	2	11,500,000	NSJ/TAC/AD	(2)	INV	31393UHU0	December 2033
PZ	2	58,004,000	NSJ/SUP	6.00	FIX/Z	31393UHV8	December 2033
GA	3	72,000,000	PAC	4.50	FIX	31393UHW6	May 2033
GB	3	4,205,000	PAC	4.50	FIX	31393UHX4	December 2033
FL(1)	3	14,277,000	SUP	(2)	FLT	31393UHY2	December 2033
SL(1)	3	9,518,000	SUP	(2)	INV	31393UHZ9	December 2033
R		0	NPR	0	NPR	31393UJA2	December 2033
RL		0	NPR	0	NPR	31393UJB0	December 2033

(1) Exchangeable classes.
(2) Based on LIBOR.
(3) Notional balance. This class is an interest only class.

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 ST, SA, EG and MJ Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be November 28, 2003.

Carefully consider the risk factors starting on page S-8 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.

Merrill Lynch & Co.

The date of this Prospectus Supplement is November 7, 2003

TABLE OF CONTENTS

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 April 1, 2003 (the "MBS Prospectus");
- if you are purchasing any Group 1 Class or the R or RL Class, the disclosure document relating to the Group 1 Underlying REMIC Certificate (the "Underlying REMIC Disclosure Document");
- if you are purchasing any Group 1 or Group 3 Class or the R or RL Class, our Prospectus for Fannie Mae Stripped Mortgage-Backed Securities dated May 1, 2002 (the "SMBS Prospectus"); and
- any Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we file with the SEC during the period specified in the final paragraph of this page.

You can obtain copies of the Disclosure Documents by writing or calling us at:

Fannie Mae
MBS Helpline
3900 Wisconsin Avenue, N.W., Area 2H-3S
Washington, D.C. 20016
(telephone 1-800-237-8627).

In addition, the Disclosure Documents, together with the class factors, are available on our corporate Web site at www.fanniemae.com.

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

Merrill Lynch, Pierce, Fenner & Smith Incorporated
Prospectus Department
44B Colonial Drive
Piscataway, New Jersey 08854
(telephone 732-885-2760).

In the first quarter of 2003, we began filing periodic reports with the SEC under the Securities Exchange Act of 1934. These filings will include the Form 10-Ks, Form 10-Qs and Form 8-Ks. Our SEC filings are available at the SEC's Web site at www.sec.gov. You may also read and copy any document we file with the SEC by visiting the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the Public Reference Room. We are providing the address of the SEC's Web site solely for the information of prospective investors. We do not intend the Internet address to be an active link.

Information contained in any Form 10-K, Form 10-Q and Form 8-K that we file with the SEC prior to the termination of the offering of the certificates is hereby incorporated by reference in this prospectus supplement. In cases where we "furnish" information to the SEC on Form 8-K, as provided under the Securities Exchange Act of 1934, that information is not incorporated by reference in this prospectus supplement.

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

Group	Assets
1	Class 2002-8-SA REMIC Certificate
	Class 316-PO-SMBS Certificate
2	Group 2 MBS
3	Group 3 SMBS

Characteristics of the Group 1 Underlying REMIC Certificate and the Group 1 SMBS

Exhibit A describes the Group 1 Underlying REMIC Certificate and the Group 1 SMBS, including certain information about the related mortgage loans. To learn more about the Group 1 Underlying REMIC Certificate and the Group 1 SMBS, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

Assumed Characteristics of the Mortgage Loans Underlying the Group 2 MBS and the Group 3 SMBS (as of November 1, 2003)

	Approximate Principal Balance	Original Term to Maturity (in months)	Approximate Weighted Average Remaining Term to Maturity (in months)	Approximate Weighted Average Loan Age (in months)	Approximate Weighted Average Coupon
Group 2 MBS	$250,000,000	360	341	16	6.500%
Group 3 SMBS(1)	$100,000,000	360	347	10	6.505%

(1) The Group 3 SMBS will represent ownership of (i) interest payments at a pass-through rate of 6.00% on an initial notional principal amount of $75,000,000 and (ii) principal payments on an initial principal amount of $100,000,000 of MBS. See "Description of the Certificates—The Group 3 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 November 28, 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:

Fed Book-Entry	Physical
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:

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate(1)
SX	13.260%	15.500%	0.00%	15.5% − (2 × LIBOR)
PF	1.620%	8.000%	0.50%	LIBOR + 50 basis points
PS	19.140%	22.500%	0.00%	22.5% − (3 × LIBOR)
FL	2.470%	7.500%	1.35%	LIBOR + 135 basis points
SL	7.545%	9.225%	0.00%	9.225% − (1.49999994 × LIBOR)
ST	6.630%	7.750%	0.00%	7.75% − LIBOR
SA	6.630%	7.750%	0.00%	7.75% − LIBOR

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

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

Notional Classes

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

Class	
SA	100% of the SX Class
PI	37.5% of the PG Class

Distributions of Principal

Group 1 Principal Distribution Amount

To the SX Class to zero.

Group 2 Principal Distribution Amount

PZ Accrual Amount

1. (a) 25% of such amount to the PG and PB Classes, in that order, to zero, and

   (b) 75% of such amount to the PF and PS Classes, pro rata, to zero.

2. Thereafter to the PZ Class.

Group 2 Cash Flow Distribution Amount

1. To Aggregate Group I to its Planned Balance.

2. If and only if the principal balance of the Group 2 MBS is *less* than the Group 2 MBS Specified Balance, to the PZ Class to zero.

3. To Aggregate Group II to its Targeted Balance.

4. To the PZ Class to zero.

5. To Aggregate Group II to zero.

6. To Aggregate Group I to zero.

For a description of Aggregate Group I and Aggregate Group II, see "Description of the Certificates—Distributions of Principal—*Group 2 Principal Distribution Amount*" in this prospectus supplement.

Group 3 Principal Distribution Amount

1. To Aggregate Group III to its Planned Balance.

2. To the FL and SL Classes, pro rata, to zero.

3. To Aggregate Group III to zero.

For a description of Aggregate Group III, see "Description of the Certificates—Distributions of Principal—*Group 3 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)*

Group 1 Classes	0%	100%	300%	500%	625%	800%	1000%	1350%
	PSA Prepayment Assumption							
SX, ST and SA	19.3	10.2	4.6	2.7	2.1	1.5	1.1	0.7

Group 2 Classes	0%	120%	150%	324%	325%	326%	395%	425%	500%	700%	900%
	PSA Prepayment Assumption										
PG and PI	13.3	3.9	3.6	3.6	3.6	3.6	3.6	3.6	3.6	2.7	2.0
PB	21.4	9.1	9.1	9.1	9.1	9.1	9.1	9.1	12.8	8.7	6.3
PF, PS and EG	6.8	6.3	5.4	6.0	6.0	10.2	6.9	5.7	2.4	1.4	1.0
PZ	26.3	16.8	16.1	5.5	5.4	1.8	1.2	1.0	0.8	0.5	0.4

Group 3 Classes	0%	150%	270%	300%	450%	600%	900%
	PSA Prepayment Assumption						
GA	17.9	5.3	5.3	5.3	3.8	2.9	2.0
GB	26.8	18.5	18.5	18.5	12.9	9.6	5.9
FL, SL and MJ	28.6	17.0	4.3	2.3	1.2	0.8	0.6

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

ADDITIONAL RISK FACTORS

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

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

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 2 MBS and the Group 3 SMBS 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 November 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 consist of

- a previously issued REMIC certificate (the "Group 1 Underlying REMIC Certificate") evidencing a beneficial ownership interest in the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A,

- certain Fannie Mae Stripped Mortgage-Backed Securities (the "Group 1 SMBS" and "Group 3 SMBS" and, together, the "SMBS"), and
- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 2 MBS").

The assets of the Underlying REMIC Trust evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates.

The Group 1 SMBS are further described in Exhibit A. The SMBS represent beneficial ownership interests in certain principal and interest distributions on certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 2 MBS and the Fannie Mae Guaranteed Mortgage Pass-Through Certificates backing the Group 1 Underlying REMIC Certificate, the "MBS").

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

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

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

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

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

Our guaranty obligations with respect to the Group 1 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. Our guarantees are not backed by the full faith and credit of the United States. See "Description of the Certificates—The Fannie Mae Guaranty" in the REMIC Prospectus, "Description of the Certificates—Fannie Mae Guaranty" in the MBS Prospectus, "The SMBS Certificates—Fannie Mae Obligations" in the SMBS Prospectus, and "Description of the Certificates—General—*Fannie Mae Guaranty*" in the Underlying REMIC Disclosure Document.

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

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

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

Authorized Denominations. We will issue the Certificates, 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 applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of the Accrual Class).

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 Underlying REMIC Certificate and the SMBS. Holders of the Group 1 Underlying REMIC Certificate and the SMBS may be asked to vote on issues arising under the related trust agreement or trust indenture, as applicable. If so, the Trustee will vote the Group 1 Underlying REMIC Certificate or the related SMBS, as applicable, as instructed by Holders of Certificates of the related Classes. 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 SX, PF, PS, FL and SL Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

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

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

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

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

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

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- 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 Underlying REMIC Certificate and Group 1 SMBS

The Group 1 Underlying REMIC Certificate represents a beneficial ownership interest in the Underlying REMIC Trust. The assets of that trust evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Group 1 Underlying REMIC Certificate will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 1 Underlying REMIC Certificate are described in the Underlying REMIC Disclosure Document. See Exhibit A for additional information about the Group 1 Underlying REMIC Certificate.

The general characteristics of the Group 1 SMBS are described in the SMBS Prospectus. The Group 1 SMBS provide that certain principal payments on the related MBS are passed through monthly. See Exhibit A for additional information about the Group 1 SMBS. For further information about the Group 1 SMBS, telephone us at 1-800-237-8627.

Each MBS evidences beneficial ownership interests in a pool of conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties, as described under "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

For further information about the Group 1 Underlying REMIC Certificate and the Group 1 SMBS, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the date we prepared the Underlying REMIC Disclosure Document. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in that document may be limited.

The Group 2 MBS

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

We expect the characteristics of the Group 2 MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance	$250,000,000
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	341 months
Approximate Weighted Average WALA (weighted average loan age)	16 months

The Group 3 SMBS

The general characteristics of the Group 3 SMBS are described in the SMBS Prospectus. The Group 3 SMBS provide that certain 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 "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

The Group 3 SMBS represent ownership of

- interest payments at a pass-through rate of 6.0% on an initial notional principal amount of 75,000,000, and
- principal payments on an initial principal amount of $100,000,000 of MBS.

We expect the characteristics of the Mortgage Loans underlying the Group 3 SMBS as of the Issue Date to be as follows:

Range of WACs (annual percentages)	6.25% to 8.50%
Approximate Weighted Average WAM	347 months
Approximate Weighted Average WALA	10 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the notional principal balance of the Group 1 Underlying REMIC Certificate and the principal balance of the Group 1 SMBS as of the Issue Date and, with respect to the Group 2 MBS and Group 3 SMBS, 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 2 MBS and Group 3 SMBS 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 2 MBS and Group 3 SMBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

Distributions of Interest

Categories of Classes

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

Interest Type*	Classes
Group 1 Classes	
Inverse Floating Rate	SX
RCR**	ST and SA
Group 2 Classes	
Fixed Rate	PG, PI, PB and PZ
Floating Rate	PF
Inverse Floating Rate	PS
Accrual	PZ
Interest Only	PI
RCR**	EG
Group 3 Classes	
Fixed Rate	GA and GB
Floating Rate	FL
Inverse Floating Rate	SL
RCR**	MJ
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 Class) 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 Class) 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 Class, see "*—Accrual Class*" 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").

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

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

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

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

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

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

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

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

Calculation of LIBOR

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

Notwithstanding anything set forth under "Description of Certificates—Indexes for Floating Rate Classes and Inverse Floating Rate Classes—*General*" in the REMIC Prospectus, the Index Determination Date for the SX, ST and SA Classes for each Interest Accrual Period will be the second business day before the 18th day of the month in which such Interest Accrual Period begins.

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 1.12%.

Distributions of Principal

Categories of Classes

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

Interest Type*	Classes
Group 1 Classes	
Structured Collateral/Pass-Through	SX
RCR**	ST and SA

Principal Type*	Classes
Group 2 Classes	
PAC	PG and PB
TAC	PF and PS
Support	PZ
Non-Sticky Jump	PF, PS and PZ
Notional	PI
Accretion Directed	PG, PB, PF and PS
RCR**	EG
Group 3 Classes	
PAC	GA and GB
Support	FL and SL
RCR**	MJ
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 balance of the PZ Class (the "PZ Accrual Amount," and together with the Group 2 Cash Flow Distribution Amount, the "Group 2 Principal Distribution Amount"), and
- the principal then paid on the Group 3 SMBS (the "Group 3 Principal Distribution Amount").

Group 1 Principal Distribution Amount

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount to the SX Class, until its principal balance is reduced to zero. **Structured Collateral/ Pass-Through Class**

Group 2 Principal Distribution Amount

PZ Accrual Amount

On each Distribution Date, we will pay the PZ Accrual Amount as principal of the Classes specified below, as follows:

(i) (a) 25% of such amount, sequentially, to the PG and PB Classes, in that order, until their principal balances are reduced to zero, and

(b) 75% of such amount, concurrently, to the PF and PS Classes, pro rata (or 75% and 25%, respectively), until their principal balances are reduced to zero; and

(ii) thereafter to the PZ Class.

Accretion Directed Classes and Accrual Class

Group 2 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 2 Cash Flow Distribution Amount as principal of the Group 2 Classes in the following priority:

(i) to Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date; **PAC Group**

(ii) if and only if the principal balance of the Group 2 MBS for that Distribution Date (after giving effect to distributions made on that date) is *less* than the Group 2 MBS Specified Balance for that Distribution Date, to the PZ Class, until its principal balance is reduced to zero;

Non-Sticky Jump/ Support Class

(iii) to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date;

Non-Sticky Jump/ TAC Group

(iv) to the PZ Class, until its principal balance is reduced to zero;

Support Class

(v) to Aggregate Group II, without regard to its Targeted Balance and until the Aggregate II Balance is reduced to zero; and

TAC Group

(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 PG and PB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I, sequentially, to the PG and PB Classes, in that order, until their principal balances are reduced to zero.

The "Aggregate I Balance" is equal to the aggregate of the principal balances of the Classes in Aggregate Group I.

"Aggregate Group II" consists of the PF and PS Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II, concurrently, to the PF and PS Classes, pro rata (or 75% and 25%, respectively), until their principal balances are reduced to zero.

The "Aggregate II Balance" is equal to the aggregate of the principal balances of the Classes in Aggregate Group II.

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) to Aggregate Group III (described below), until the Aggregate III Balance (described below) is reduced to its Planned Balance for that Distribution Date;

PAC Group

(ii) concurrently, to the FL and SL Classes, pro rata (or 60% and 40%, respectively), until their principal balances are reduced to zero; and

Support Classes

(iii) to Aggregate Group III, without regard to its Planned Balance and until the Aggregate III Balance is reduced to zero.

PAC Group

"Aggregate Group III" consists of the GA and GB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III, sequentially, to the GA and GB Classes, in that order, until their principal balances are reduced to zero.

The "Aggregate III Balance" is equal to the aggregate of the principal balances of the Classes in Aggregate Group III.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage

Loans backing the Group 1 Underlying REMIC Certificate and Group 1 SMBS and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Group 2 MBS and the Group 3 SMBS 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 2 MBS and the Group 3 SMBS" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is November 28, 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 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 or at the applicable PSA rates set forth below.

Principal Balance Schedule References	Related Groups(1) and MBS	Structuring Ranges and Rates
Planned Balances	Aggregate Group I	Between 150% and 425% PSA
Specified Balance	Group 2 MBS	325% PSA
Targeted Balances	Aggregate Group II	(2)
Planned Balances	Aggregate Group III	Between 150% and 300% PSA

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

(2) The Targeted Balances for Aggregate Group II have been structured at 120% PSA, but do not hold at any *constant* PSA rate.

We cannot assure you that the balance of any Group or MBS 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 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 Group to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a 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, principal distributions may be insufficient to reduce the applicable 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 Groups and MBS 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 rates specified above.

Initial Effective Ranges. The Effective Range for a Group is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that 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.

Groups	Initial Effective Ranges
Aggregate Group I	Between 144% and 425% PSA
Aggregate Group III	Between 150% and 300% PSA

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 Groups 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 this range. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Groups 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 Groups 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 Groups, 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 Class. **The yield to investors in the Fixed Rate Interest Only Class will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to maturity on the Fixed Rate Interest Only Class would be 0% if prepayments of the related Mortgage Loans were to occur at the constant rate shown in the table below:**

Class	% PSA
PI	642% PSA

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

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

Class	Price*
PI	17.125%

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

Sensitivity of the PI Class to Prepayments

	PSA Prepayment Assumption										
	50%	120%	150%	324%	325%	326%	395%	425%	500%	700%	900%
Pre-Tax Yields to Maturity	24.9%	12.0%	8.4%	8.4%	8.4%	8.4%	8.4%	8.4%	9.0%	(4.6)%	(23.1)%

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 SX, PS, ST and SA 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:

Class	Price*
SX	105.203125%
PS	106.000000%
SL	99.750000%
ST	106.000000%
SA	8.000000%

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

LIBOR	PSA Prepayment Assumption							
	50%	100%	300%	500%	625%	800%	1000%	1350%
0.12%	14.6%	14.5%	13.8%	13.0%	12.4%	11.5%	10.2%	6.9%
1.12%	12.7%	12.5%	11.8%	11.0%	10.5%	9.6%	8.4%	5.2%
3.12%	8.7%	8.6%	8.0%	7.2%	6.7%	5.9%	4.7%	1.7%
5.12%	4.8%	4.7%	4.1%	3.4%	3.0%	2.2%	1.1%	(1.6)%
7.12%	0.9%	0.8%	0.3%	(0.3)%	(0.7)%	(1.5)%	(2.4)%	(5.0)%
7.75%	(0.3)%	(0.4)%	(0.9)%	(1.5)%	(1.9)%	(2.6)%	(3.5)%	(6.1)%

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

LIBOR	PSA Prepayment Assumption										
	50%	120%	150%	324%	325%	326%	395%	425%	500%	700%	900%
0.12%	21.1%	21.1%	20.9%	21.0%	21.0%	21.4%	21.0%	20.8%	19.6%	17.6%	15.8%
1.12%	18.1%	18.1%	17.9%	18.0%	18.0%	18.4%	18.0%	17.8%	16.6%	14.7%	13.0%
3.12%	12.1%	12.1%	11.9%	12.0%	12.0%	12.4%	12.1%	11.9%	10.7%	8.9%	7.4%
5.12%	6.3%	6.2%	6.1%	6.1%	6.2%	6.5%	6.2%	6.0%	4.9%	3.3%	1.9%
7.12%	0.4%	0.4%	0.3%	0.4%	0.4%	0.7%	0.5%	0.3%	(0.8)%	(2.2)%	(3.4)%
7.50%	(0.7)%	(0.7)%	(0.8)%	(0.7)%	(0.7)%	(0.4)%	(0.6)%	(0.8)%	(1.9)%	(3.3)%	(4.5)%

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

LIBOR	PSA Prepayment Assumption						
	50%	150%	270%	300%	450%	600%	900%
0.12%	9.2%	9.2%	9.3%	9.3%	9.3%	9.4%	9.5%
1.12%	7.7%	7.7%	7.7%	7.8%	7.9%	8.0%	8.1%
3.12%	4.6%	4.6%	4.7%	4.8%	5.0%	5.2%	5.5%
5.12%	1.6%	1.6%	1.7%	1.9%	2.2%	2.4%	2.8%
6.15%	0.0%	0.0%	0.2%	0.4%	0.7%	1.0%	1.5%

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

LIBOR	PSA Prepayment Assumption 50%	100%	300%	500%	625%	800%	1000%	1350%
0.12%	6.9%	6.8%	6.0%	5.2%	4.5%	3.5%	2.1%	(1.5)%
1.12%	6.0%	5.8%	5.1%	4.2%	3.6%	2.6%	1.2%	(2.3)%
3.12%	4.0%	3.9%	3.2%	2.4%	1.8%	0.8%	(0.5)%	(4.0)%
5.12%	2.1%	2.0%	1.3%	0.5%	(0.1)%	(1.0)%	(2.3)%	(5.6)%
7.12%	0.2%	0.1%	(0.5)%	(1.3)%	(1.9)%	(2.8)%	(4.0)%	(7.3)%
7.75%	(0.4)%	(0.5)%	(1.1)%	(1.9)%	(2.5)%	(3.3)%	(4.6)%	(7.8)%

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

LIBOR	PSA Prepayment Assumption 50%	100%	300%	500%	625%	800%	1000%	1350%
0.12%	108.9%	104.4%	85.9%	65.8%	52.4%	32.1%	6.1%	(52.0)%
1.12%	92.5%	88.2%	70.5%	51.4%	38.5%	19.2%	(5.7)%	(61.1)%
3.12%	61.0%	57.2%	41.1%	23.7%	12.0%	(5.6)%	(28.1)%	(78.2)%
5.12%	31.3%	27.8%	13.3%	(2.4)%	(13.0)%	(28.8)%	(49.2)%	(94.6)%
7.12%	1.2%	(1.9)%	(14.9)%	(28.8)%	(38.1)%	(52.5)%	(71.5)%	*
7.75%	*	*	*	*	*	*	*	*

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

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 and Group 3 Classes, and
- in the case of the Group 2 and Group 3 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 those Classes. The tables have been prepared on the basis of the Pricing Assumptions. However, in the case of the information set forth for each Class under 0% PSA, we assumed that the underlying Mortgage Loans have the original and remaining terms to maturity and bear interest at the annual rates specified in the table below.

Mortgage Loans Relating to Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 Underlying REMIC Certificate	360 months	335 months	9.00%
Group 1 SMBS	360 months	335 months	9.00%
Group 2 MBS	360 months	360 months	8.50%
Group 3 SMBS	360 months	360 months	8.50%

It is unlikely

• that all of the underlying Mortgage Loans will have the interest rates, WALAs or remaining terms to maturity assumed or

• that the underlying Mortgage Loans will prepay at any *constant* PSA level.

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

Percent of Original Principal Balances Outstanding

	SX, ST and SA† Classes							
	PSA Prepayment Assumption							
Date	0%	100%	300%	500%	625%	800%	1000%	1350%
Initial Percent	100	100	100	100	100	100	100	100
November 2004	99	93	81	70	62	52	40	20
November 2005	98	86	66	48	38	27	16	4
November 2006	97	80	53	33	24	14	6	1
November 2007	96	74	43	23	15	7	2	*
November 2008	95	68	34	16	9	4	1	*
November 2009	94	63	28	11	5	2	*	*
November 2010	92	58	22	7	3	1	*	*
November 2011	91	53	18	5	2	*	*	*
November 2012	89	49	14	3	1	*	*	*
November 2013	87	44	11	2	1	*	*	*
November 2014	85	41	9	2	*	*	*	*
November 2015	83	37	7	1	*	*	*	*
November 2016	80	33	6	1	*	*	*	*
November 2017	78	30	4	*	*	*	*	*
November 2018	75	27	3	*	*	*	*	*
November 2019	71	24	3	*	*	*	*	0
November 2020	68	21	2	*	*	*	*	0
November 2021	64	18	2	*	*	*	*	0
November 2022	60	16	1	*	*	*	*	0
November 2023	55	14	1	*	*	*	*	0
November 2024	50	11	1	*	*	*	*	0
November 2025	45	9	*	*	*	*	*	0
November 2026	39	7	*	*	*	*	*	0
November 2027	32	6	*	*	*	*	*	0
November 2028	25	4	*	*	*	*	*	0
November 2029	17	2	*	*	*	*	0	0
November 2030	9	1	*	*	*	*	0	0
November 2031	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.3	10.2	4.6	2.7	2.1	1.5	1.1	0.7

	PG and PI† Classes										
	PSA Prepayment Assumption										
Date	0%	120%	150%	324%	325%	326%	395%	425%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
November 2004	98	88	86	86	86	86	86	86	86	86	86
November 2005	96	73	69	69	69	69	69	69	69	65	43
November 2006	94	59	54	54	54	54	54	54	54	35	17
November 2007	91	46	40	40	40	40	40	40	40	18	5
November 2008	88	34	27	27	27	27	27	27	27	9	*
November 2009	85	23	16	16	16	16	16	16	17	3	0
November 2010	82	12	8	8	8	8	8	8	10	0	0
November 2011	79	2	2	2	2	2	2	2	6	0	0
November 2012	75	0	0	0	0	0	0	0	3	0	0
November 2013	71	0	0	0	0	0	0	0	*	0	0
November 2014	67	0	0	0	0	0	0	0	0	0	0
November 2015	62	0	0	0	0	0	0	0	0	0	0
November 2016	57	0	0	0	0	0	0	0	0	0	0
November 2017	52	0	0	0	0	0	0	0	0	0	0
November 2018	46	0	0	0	0	0	0	0	0	0	0
November 2019	40	0	0	0	0	0	0	0	0	0	0
November 2020	33	0	0	0	0	0	0	0	0	0	0
November 2021	26	0	0	0	0	0	0	0	0	0	0
November 2022	19	0	0	0	0	0	0	0	0	0	0
November 2023	10	0	0	0	0	0	0	0	0	0	0
November 2024	2	0	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	13.3	3.9	3.6	3.6	3.6	3.6	3.6	3.6	3.6	2.7	2.0

* 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.

	PB Class										
	PSA Prepayment Assumption										
Date	**0%**	**120%**	**150%**	**324%**	**325%**	**326%**	**395%**	**425%**	**500%**	**700%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
November 2004	100	100	100	100	100	100	100	100	100	100	100
November 2005	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	100	100	100	100	100	100
November 2007	100	100	100	100	100	100	100	100	100	100	100
November 2008	100	100	100	100	100	100	100	100	100	100	100
November 2009	100	100	100	100	100	100	100	100	100	100	46
November 2010	100	100	100	100	100	100	100	100	100	97	21
November 2011	100	100	100	100	100	100	100	100	100	55	9
November 2012	100	52	52	52	52	52	52	52	100	31	4
November 2013	100	0	0	0	0	0	0	0	100	18	2
November 2014	100	0	0	0	0	0	0	0	73	10	1
November 2015	100	0	0	0	0	0	0	0	50	6	*
November 2016	100	0	0	0	0	0	0	0	34	3	*
November 2017	100	0	0	0	0	0	0	0	23	2	*
November 2018	100	0	0	0	0	0	0	0	15	1	*
November 2019	100	0	0	0	0	0	0	0	10	1	*
November 2020	100	0	0	0	0	0	0	0	7	*	*
November 2021	100	0	0	0	0	0	0	0	4	*	*
November 2022	100	0	0	0	0	0	0	0	3	*	*
November 2023	100	0	0	0	0	0	0	0	2	*	*
November 2024	100	0	0	0	0	0	0	0	1	*	*
November 2025	0	0	0	0	0	0	0	0	1	*	*
November 2026	0	0	0	0	0	0	0	0	*	*	*
November 2027	0	0	0	0	0	0	0	0	*	*	*
November 2028	0	0	0	0	0	0	0	0	*	*	*
November 2029	0	0	0	0	0	0	0	0	*	*	*
November 2030	0	0	0	0	0	0	0	0	*	*	0
November 2031	0	0	0	0	0	0	0	0	*	*	0
November 2032	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.4	9.1	9.1	9.1	9.1	9.1	9.1	9.1	12.8	8.7	6.3

	PF, PS and EG Classes										
	PSA Prepayment Assumption										
Date	**0%**	**120%**	**150%**	**324%**	**325%**	**326%**	**395%**	**425%**	**500%**	**700%**	**900%**
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
November 2004	94	94	92	92	92	95	95	96	96	92	43
November 2005	88	88	84	84	84	92	93	94	64	0	0
November 2006	81	81	75	75	75	90	73	57	21	0	0
November 2007	74	74	66	66	66	90	53	37	2	0	0
November 2008	67	67	56	56	56	84	44	29	0	0	0
November 2009	59	59	46	50	50	79	42	29	0	0	0
November 2010	51	51	34	43	43	74	40	29	0	0	0
November 2011	42	42	23	35	35	68	39	29	0	0	0
November 2012	33	18	10	27	27	62	37	29	0	0	0
November 2013	23	0	0	16	17	54	32	26	0	0	0
November 2014	12	0	0	3	3	42	24	19	0	0	0
November 2015	1	0	0	0	0	33	18	13	0	0	0
November 2016	0	0	0	0	0	26	13	10	0	0	0
November 2017	0	0	0	0	0	20	10	7	0	0	0
November 2018	0	0	0	0	0	15	7	5	0	0	0
November 2019	0	0	0	0	0	12	5	3	0	0	0
November 2020	0	0	0	0	0	9	4	2	0	0	0
November 2021	0	0	0	0	0	7	3	2	0	0	0
November 2022	0	0	0	0	0	5	2	1	0	0	0
November 2023	0	0	0	0	0	4	1	1	0	0	0
November 2024	0	0	0	0	0	3	1	1	0	0	0
November 2025	0	0	0	0	0	2	1	*	0	0	0
November 2026	0	0	0	0	0	1	*	*	0	0	0
November 2027	0	0	0	0	0	1	*	*	0	0	0
November 2028	0	0	0	0	0	1	*	*	0	0	0
November 2029	0	0	0	0	0	*	*	*	0	0	0
November 2030	0	0	0	0	0	*	*	*	0	0	0
November 2031	0	0	0	0	0	*	*	*	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	6.8	6.3	5.4	6.0	6.0	10.2	6.9	5.7	2.4	1.4	1.0

* 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.

PZ Class — PSA Prepayment Assumption

Date	0%	120%	150%	324%	325%	326%	395%	425%	500%	700%	900%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
November 2004	106	106	106	73	73	70	57	51	36	0	0
November 2005	113	113	113	45	45	38	12	1	0	0	0
November 2006	120	120	120	30	29	17	0	0	0	0	0
November 2007	127	127	127	23	22	3	0	0	0	0	0
November 2008	135	135	135	23	22	0	0	0	0	0	0
November 2009	143	143	142	24	24	0	0	0	0	0	0
November 2010	152	152	146	26	25	0	0	0	0	0	0
November 2011	161	161	147	27	27	0	0	0	0	0	0
November 2012	171	171	147	29	28	0	0	0	0	0	0
November 2013	182	172	142	31	30	0	0	0	0	0	0
November 2014	193	155	126	32	31	0	0	0	0	0	0
November 2015	205	140	111	27	26	0	0	0	0	0	0
November 2016	209	125	97	21	20	0	0	0	0	0	0
November 2017	212	111	85	16	16	0	0	0	0	0	0
November 2018	215	99	74	12	12	0	0	0	0	0	0
November 2019	218	87	64	9	9	0	0	0	0	0	0
November 2020	222	77	55	7	7	0	0	0	0	0	0
November 2021	225	67	47	5	5	0	0	0	0	0	0
November 2022	228	58	40	4	4	0	0	0	0	0	0
November 2023	232	49	33	3	3	0	0	0	0	0	0
November 2024	235	42	28	2	2	0	0	0	0	0	0
November 2025	230	34	22	2	2	0	0	0	0	0	0
November 2026	209	28	18	1	1	0	0	0	0	0	0
November 2027	186	22	14	1	1	0	0	0	0	0	0
November 2028	162	16	10	*	*	0	0	0	0	0	0
November 2029	134	11	7	*	*	0	0	0	0	0	0
November 2030	105	6	4	*	*	0	0	0	0	0	0
November 2031	73	2	1	*	*	0	0	0	0	0	0
November 2032	38	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.3	16.8	16.1	5.5	5.4	1.8	1.2	1.0	0.8	0.5	0.4

GA Class — PSA Prepayment Assumption

Date	0%	150%	270%	300%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100
November 2004	99	92	92	92	92	92	90
November 2005	98	79	79	79	79	67	42
November 2006	97	67	67	67	56	40	16
November 2007	95	56	56	56	39	23	4
November 2008	94	46	46	46	26	12	0
November 2009	92	37	37	37	17	6	0
November 2010	90	29	29	29	11	1	0
November 2011	88	22	22	22	6	0	0
November 2012	86	16	16	16	3	0	0
November 2013	84	12	12	12	*	0	0
November 2014	82	8	8	8	0	0	0
November 2015	79	5	5	5	0	0	0
November 2016	76	3	3	3	0	0	0
November 2017	73	1	1	1	0	0	0
November 2018	70	0	0	0	0	0	0
November 2019	66	0	0	0	0	0	0
November 2020	62	0	0	0	0	0	0
November 2021	57	0	0	0	0	0	0
November 2022	52	0	0	0	0	0	0
November 2023	47	0	0	0	0	0	0
November 2024	42	0	0	0	0	0	0
November 2025	35	0	0	0	0	0	0
November 2026	29	0	0	0	0	0	0
November 2027	21	0	0	0	0	0	0
November 2028	13	0	0	0	0	0	0
November 2029	4	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.9	5.3	5.3	5.3	3.8	2.9	2.0

GB Class — PSA Prepayment Assumption

Date	0%	150%	270%	300%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100
November 2004	100	100	100	100	100	100	100
November 2005	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	100	100
November 2007	100	100	100	100	100	100	100
November 2008	100	100	100	100	100	100	75
November 2009	100	100	100	100	100	100	34
November 2010	100	100	100	100	100	100	15
November 2011	100	100	100	100	100	77	7
November 2012	100	100	100	100	100	48	3
November 2013	100	100	100	100	100	30	1
November 2014	100	100	100	100	73	19	1
November 2015	100	100	100	100	51	12	*
November 2016	100	100	100	100	36	7	*
November 2017	100	100	100	100	25	4	*
November 2018	100	95	95	95	18	3	*
November 2019	100	74	74	74	12	2	*
November 2020	100	58	58	58	9	1	*
November 2021	100	45	45	45	6	1	*
November 2022	100	34	34	34	4	*	*
November 2023	100	26	26	26	3	*	*
November 2024	100	20	20	20	2	*	*
November 2025	100	14	14	14	1	*	*
November 2026	100	10	10	10	1	*	*
November 2027	100	7	7	7	*	*	*
November 2028	100	5	5	5	*	*	*
November 2029	100	3	3	3	*	*	*
November 2030	13	2	2	2	*	*	0
November 2031	1	1	1	1	*	*	0
November 2032	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0
Weighted Average Life (years)**	26.8	18.5	18.5	18.5	12.9	9.6	5.9

FL, SL and MJ Classes — PSA Prepayment Assumption

Date	0%	150%	270%	300%	450%	600%	900%
Initial Percent	100	100	100	100	100	100	100
November 2004	100	100	83	79	59	38	0
November 2005	100	100	60	51	5	0	0
November 2006	100	100	42	28	0	0	0
November 2007	100	100	29	14	0	0	0
November 2008	100	100	21	5	0	0	0
November 2009	100	100	17	1	0	0	0
November 2010	100	100	16	0	0	0	0
November 2011	100	98	15	0	0	0	0
November 2012	100	95	14	0	0	0	0
November 2013	100	90	12	0	0	0	0
November 2014	100	84	11	0	0	0	0
November 2015	100	78	10	0	0	0	0
November 2016	100	72	8	0	0	0	0
November 2017	100	65	7	0	0	0	0
November 2018	100	59	6	0	0	0	0
November 2019	100	52	5	0	0	0	0
November 2020	100	46	4	0	0	0	0
November 2021	100	41	4	0	0	0	0
November 2022	100	35	3	0	0	0	0
November 2023	100	30	2	0	0	0	0
November 2024	100	26	2	0	0	0	0
November 2025	100	21	2	0	0	0	0
November 2026	100	17	1	0	0	0	0
November 2027	100	14	1	0	0	0	0
November 2028	100	10	1	0	0	0	0
November 2029	100	7	*	0	0	0	0
November 2030	100	4	*	0	0	0	0
November 2031	71	2	*	0	0	0	0
November 2032	37	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.6	17.0	4.3	2.3	1.2	0.8	0.6

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

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

Characteristics of the R and RL Classes

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

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

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

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

A transfer satisfies the asset test if (i) the transferee's gross assets exceed $100 million and its net assets exceed $10 million (in each case, at the time of the transfer and at the close of each of the transferee's two fiscal years preceding the year of transfer), (ii) the transferee is an "eligible corporation" and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

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

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

Group	Prepayment Assumption
1	625% PSA
2	395% PSA
3	270% PSA

See ''Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Treatment of Original Issue Discount—*Daily Portions of Original Issue Discount*'' in the REMIC Prospectus. No representation is made as to whether the Mortgage Loans underlying the MBS will prepay at 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 5.88% (which is 120% of the ''federal long-term rate''). See ''Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions'' and ''—*Foreign Investors*—Residual Certificates'' in the REMIC Prospectus.

The Treasury Department recently issued proposed regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The proposed regulations set forth two safe harbor methods under which a taxpayer's accounting for the inducement fee will be considered to clearly reflect income for these purposes. The proposed regulations also provide that an inducement fee shall be treated as income from sources within the United States. If finalized as proposed, the regulations would be effective for taxable years ending on or after the publication of the final regulations in the Federal Register. The proposed regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the proposed regulations.

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 interests in two or more underlying REMIC Certificates.

The ST and SA Classes are Strip RCR Classes. The EG and MJ Classes are Combination RCR Classes.

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.

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.

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 Regulations directed at "tax shelters" that could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a "reportable transaction" disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a "reportable transaction" based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Merrill Lynch, Pierce, Fenner & Smith Incorporated (the "Dealer") in exchange for the Group 1 Underlying REMIC Certificate, the SMBS and the Group 2 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 Group 2 or Group 3 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Group 2 MBS or Group 3 SMBS, as applicable, in principal balance, but we expect that all these additional Group 2 MBS or Group 3 SMBS, as applicable, will have the same characteristics as described under ''Description of the Certificates—The Group 2 MBS'' and ''—The Group 3 SMBS'' in this prospectus supplement. The proportion that the original principal balance of each Group 2 or Group 3 Class bears to the aggregate original principal balance of all Group 2 or Group 3 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. Milbank, Tweed, Hadley & McCloy LLP will provide legal representation for the Dealer.

Exhibit A

Group 1 Underlying REMIC Certificate and Group 1 SMBS

Underlying REMIC or SMBS Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal or Notional Principal Balance of Class	November 2003 Class Factor	Principal or Notional Principal Balance in the Lower Tier REMIC	Approximate Weighted Average WAC	Approximate Weighted Average WAM (in months)	Approximate Weighted Average WALA (in months)	Underlying Security Type
2002-008	SA	February 2002	31392BC53	(2)	INV/IO	March 2032	NTL	$ 402,204,304	0.22003103	$66,494,323	7.04%	328	27	MBS
316	PO	October 2001	3136FADJ6	(3)	PO	November 2031	STP	1,610,000,000	0.21022235	33,247,161	7.04	328	27	MBS

(1) See "Description of the Certificates—Definitions and Abbreviations" in the REMIC Prospectus.
(2) This class bears interest during each interest accrual period as described in the related Underlying REMIC Disclosure Document.
(3) This class is a Principal Only class and bears no interest.

Schedule 1

Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original 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								
SX	$33,247,161	ST	$33,247,161	(3)	INV	SC/PT	31393UJC8	November 2031
		SA	33,247,161 (4)	(3)	INV/IO	NTL	31393UJD6	November 2031
Recombination 2								
PS	11,500,000	EG	46,000,000	6.00%	FIX	NSJ/TAC/AD	31393UJE4	December 2033
PF	34,500,000							
Recombination 3								
SL	9,518,000	MJ	23,795,000	4.50%	FIX	SUP	31393UJF1	December 2033
FL	14,277,000							

(1) REMIC Certificates and RCR Certificates in any recombination may be exchanged only in the proportions shown in this Schedule 1.
(2) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.
(3) For a description of these interest rates, see "Description of the Certificates—Distributions of Interest" in this prospectus supplement.
(4) Notional principal balance.

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$145,996,000.00	March 2007	$ 74,612,045.73	June 2010	$ 21,982,096.80
December 2003	144,653,900.42	April 2007	72,978,693.97	July 2010	21,070,145.66
January 2004	143,252,130.67	May 2007	71,358,705.68	August 2010	20,181,423.07
February 2004	141,791,564.98	June 2007	69,751,974.83	September 2010	19,315,344.75
March 2004	140,273,122.60	July 2007	68,158,396.21	October 2010	18,471,340.97
April 2004	138,697,766.90	August 2007	66,577,865.45	November 2010	17,648,856.22
May 2004	137,066,504.39	September 2007	65,010,279.01	December 2010	16,847,348.81
June 2004	135,380,383.64	October 2007	63,455,534.15	January 2011	16,066,290.60
July 2004	133,640,494.21	November 2007	61,913,528.95	February 2011	15,305,166.58
August 2004	131,847,965.47	December 2007	60,384,162.27	March 2011	14,563,474.63
September 2004	130,003,965.40	January 2008	58,867,333.78	April 2011	13,840,725.13
October 2004	128,109,699.33	February 2008	57,362,943.95	May 2011	13,136,440.69
November 2004	126,166,408.61	March 2008	55,870,894.01	June 2011	12,450,155.84
December 2004	124,175,369.26	April 2008	54,391,085.99	July 2011	11,781,416.73
January 2005	122,137,890.59	May 2008	52,923,422.65	August 2011	11,129,780.83
February 2005	120,116,978.62	June 2008	51,467,807.57	September 2011	10,494,816.68
March 2005	118,112,502.16	July 2008	50,024,145.04	October 2011	9,876,103.59
April 2005	116,124,331.03	August 2008	48,592,340.14	November 2011	9,273,231.38
May 2005	114,152,336.09	September 2008	47,172,298.66	December 2011	8,685,800.12
June 2005	112,196,389.20	October 2008	45,763,927.16	January 2012	8,113,419.87
July 2005	110,256,363.22	November 2008	44,367,132.93	February 2012	7,555,710.45
August 2005	108,332,132.03	December 2008	42,981,823.97	March 2012	7,012,301.18
September 2005	106,423,570.49	January 2009	41,607,909.03	April 2012	6,482,830.65
October 2005	104,530,554.44	February 2009	40,245,297.56	May 2012	5,966,946.49
November 2005	102,652,960.71	March 2009	38,893,899.73	June 2012	5,464,305.13
December 2005	100,790,667.08	April 2009	37,553,626.40	July 2012	4,974,571.64
January 2006	98,943,552.29	May 2009	36,246,028.12	August 2012	4,497,419.42
February 2006	97,111,496.06	June 2009	34,971,592.84	September 2012	4,032,530.08
March 2006	95,294,379.02	July 2009	33,729,488.96	October 2012	3,579,593.19
April 2006	93,492,082.77	August 2009	32,518,905.56	November 2012	3,138,306.09
May 2006	91,704,489.81	September 2009	31,339,051.89	December 2012	2,708,373.72
June 2006	89,931,483.58	October 2009	30,189,156.88	January 2013	2,289,508.39
July 2006	88,172,948.45	November 2009	29,068,468.64	February 2013	1,881,429.62
August 2006	86,428,769.66	December 2009	27,976,253.99	March 2013	1,483,863.97
September 2006	84,698,833.39	January 2010	26,911,797.99	April 2013	1,096,544.86
October 2006	82,983,026.70	February 2010	25,874,403.52	May 2013	719,212.38
November 2006	81,281,237.53	March 2010	24,863,390.81	June 2013	351,613.14
December 2006	79,593,354.72	April 2010	23,878,096.99	July 2013 and thereafter	0.00
January 2007	77,919,267.96	May 2010	22,917,875.74		
February 2007	76,258,867.82				

Aggregate Group II Targeted Balances

Distribution Date	Targeted Balance	Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
Initial Balance	$46,000,000.00	May 2004	$44,237,982.95	November 2004	$42,422,440.20
December 2003	45,709,980.00	June 2004	43,939,152.86	December 2004	42,114,532.40
January 2004	45,418,509.90	July 2004	43,638,828.62	January 2005	41,805,085.06
February 2004	45,125,582.45	August 2004	43,337,002.77	February 2005	41,494,090.49
March 2004	44,831,190.36	September 2004	43,033,667.78	March 2005	41,181,540.94
April 2004	44,535,326.31	October 2004	42,728,816.12	April 2005	40,867,428.65

Aggregate Group II (Continued)

Distribution Date	Targeted Balance
May 2005	$40,551,745.79
June 2005	40,234,484.52
July 2005	39,915,636.94
August 2005	39,595,195.13
September 2005	39,273,151.10
October 2005	38,949,496.86
November 2005	38,624,224.34
December 2005	38,297,325.46
January 2006	37,968,792.09
February 2006	37,638,616.05
March 2006	37,306,789.13
April 2006	36,973,303.08
May 2006	36,638,149.59
June 2006	36,301,320.34
July 2006	35,962,806.94
August 2006	35,622,600.98
September 2006	35,280,693.98
October 2006	34,937,077.45
November 2006	34,591,742.84
December 2006	34,244,681.55
January 2007	33,895,884.96
February 2007	33,545,344.38
March 2007	33,193,051.11
April 2007	32,838,996.36
May 2007	32,483,171.34
June 2007	32,125,567.20
July 2007	31,766,175.04
August 2007	31,404,985.91
September 2007	31,041,990.84
October 2007	30,677,180.80
November 2007	30,310,546.70
December 2007	29,942,079.43
January 2008	29,571,769.83
February 2008	29,199,608.68
March 2008	$28,825,586.72
April 2008	28,449,694.66
May 2008	28,071,923.13
June 2008	27,692,262.75
July 2008	27,310,704.06
August 2008	26,927,237.58
September 2008	26,541,853.77
October 2008	26,154,543.04
November 2008	25,765,295.75
December 2008	25,374,102.23
January 2009	24,980,952.74
February 2009	24,585,837.51
March 2009	24,188,746.69
April 2009	23,789,670.43
May 2009	23,388,598.78
June 2009	22,985,521.77
July 2009	22,580,429.38
August 2009	22,173,311.53
September 2009	21,764,158.09
October 2009	21,352,958.88
November 2009	20,939,703.67
December 2009	20,524,382.19
January 2010	20,106,984.10
February 2010	19,687,499.02
March 2010	19,265,916.52
April 2010	18,842,226.10
May 2010	18,416,417.23
June 2010	17,988,479.31
July 2010	17,558,401.71
August 2010	17,126,173.72
September 2010	16,691,784.59
October 2010	16,255,223.51
November 2010	15,816,479.63
December 2010	15,375,542.03
January 2011	$14,932,399.74
February 2011	14,487,041.74
March 2011	14,039,456.94
April 2011	13,589,634.23
May 2011	13,137,562.40
June 2011	12,683,230.21
July 2011	12,226,626.36
August 2011	11,767,739.50
September 2011	11,306,558.19
October 2011	10,843,070.98
November 2011	10,377,266.34
December 2011	9,909,132.67
January 2012	9,438,658.33
February 2012	8,965,831.63
March 2012	8,490,640.78
April 2012	8,013,073.99
May 2012	7,533,119.36
June 2012	7,050,764.95
July 2012	6,565,998.78
August 2012	6,078,808.77
September 2012	5,589,182.82
October 2012	5,097,108.73
November 2012	4,602,574.27
December 2012	4,105,567.15
January 2013	3,606,074.98
February 2013	3,104,085.36
March 2013	2,599,585.78
April 2013	2,092,563.71
May 2013	1,583,006.53
June 2013	1,067,947.68
July 2013	22,089.82
August 2013 and thereafter	0.00

Group 2 MBS Specified Balances

Distribution Date	Specified Balance
Initial Balance	$250,000,000.00
December 2003	247,319,811.77
January 2004	244,517,254.58
February 2004	241,596,054.19
March 2004	238,560,135.90
April 2004	235,413,616.13
May 2004	232,160,793.31
June 2004	228,806,138.24
July 2004	225,354,283.99
August 2004	221,810,015.17
September 2004	218,178,256.84
October 2004	214,464,062.93
November 2004	210,672,604.26
December 2004	206,809,156.23
January 2005	$202,879,086.18
February 2005	199,022,256.33
March 2005	195,237,318.92
April 2005	191,522,950.80
May 2005	187,877,852.97
June 2005	184,300,750.12
July 2005	180,790,390.26
August 2005	177,345,544.20
September 2005	173,965,005.23
October 2005	170,647,588.67
November 2005	167,392,131.46
December 2005	164,197,491.79
January 2006	161,062,548.70
February 2006	157,986,201.72
March 2006	$154,967,370.48
April 2006	152,004,994.33
May 2006	149,098,032.04
June 2006	146,245,461.37
July 2006	143,446,278.79
August 2006	140,699,499.11
September 2006	138,004,155.14
October 2006	135,359,297.39
November 2006	132,763,993.72
December 2006	130,217,329.05
January 2007	127,718,405.02
February 2007	125,266,339.72
March 2007	122,860,267.36
April 2007	120,499,338.01

Group 2 MBS (Continued)

Distribution Date	Specified Balance	Distribution Date	Specified Balance	Distribution Date	Specified Balance
May 2007	$118,182,717.28	October 2011	$ 41,609,825.39	March 2016	$ 14,057,782.59
June 2007	115,909,586.05	November 2011	40,784,729.05	April 2016	13,765,237.38
July 2007	113,679,140.20	December 2011	39,975,417.11	May 2016	13,478,445.54
August 2007	111,490,590.33	January 2012	39,181,594.18	June 2016	13,197,297.55
September 2007	109,343,161.48	February 2012	38,402,970.30	July 2016	12,921,685.93
October 2007	107,236,092.90	March 2012	37,639,260.87	August 2016	12,651,505.22
November 2007	105,168,637.76	April 2012	36,890,186.56	September 2016	12,386,651.90
December 2007	103,140,062.91	May 2012	36,155,473.18	October 2016	12,127,024.40
January 2008	101,149,648.63	June 2012	35,434,851.59	November 2016	11,872,523.05
February 2008	99,196,688.38	July 2012	34,728,057.66	December 2016	11,623,050.03
March 2008	97,280,488.58	August 2012	34,034,832.10	January 2017	11,378,509.36
April 2008	95,400,368.35	September 2012	33,354,920.43	February 2017	11,138,806.84
May 2008	93,555,659.29	October 2012	32,688,072.86	March 2017	10,903,850.05
June 2008	91,745,705.25	November 2012	32,034,044.25	April 2017	10,673,548.28
July 2008	89,969,862.10	December 2012	31,392,593.95	May 2017	10,447,812.52
August 2008	88,227,497.55	January 2013	30,763,485.78	June 2017	10,226,555.43
September 2008	86,517,990.86	February 2013	30,146,487.92	July 2017	10,009,691.31
October 2008	84,840,732.73	March 2013	29,541,372.85	August 2017	9,797,136.06
November 2008	83,195,124.97	April 2013	28,947,917.25	September 2017	9,588,807.13
December 2008	81,580,580.43	May 2013	28,365,901.93	October 2017	9,384,623.57
January 2009	79,996,522.67	June 2013	27,795,111.76	November 2017	9,184,505.89
February 2009	78,442,385.88	July 2013	27,235,335.59	December 2017	8,988,376.12
March 2009	76,917,614.61	August 2013	26,686,366.19	January 2018	8,796,157.75
April 2009	75,421,663.59	September 2013	26,148,000.16	February 2018	8,607,775.69
May 2009	73,953,997.60	October 2013	25,620,037.85	March 2018	8,423,156.28
June 2009	72,514,091.20	November 2013	25,102,283.34	April 2018	8,242,227.23
July 2009	71,101,428.64	December 2013	24,594,544.32	May 2018	8,064,917.60
August 2009	69,715,503.61	January 2014	24,096,632.04	June 2018	7,891,157.80
September 2009	68,355,819.13	February 2014	23,608,361.27	July 2018	7,720,879.52
October 2009	67,021,887.31	March 2014	23,129,550.19	August 2018	7,554,015.75
November 2009	65,713,229.27	April 2014	22,660,020.37	September 2018	7,390,500.74
December 2009	64,429,374.89	May 2014	22,199,596.69	October 2018	7,230,269.98
January 2010	63,169,862.71	June 2014	21,748,107.25	November 2018	7,073,260.15
February 2010	61,934,239.76	July 2014	21,305,383.38	December 2018	6,919,409.15
March 2010	60,722,061.38	August 2014	20,871,259.51	January 2019	6,768,656.03
April 2010	59,532,891.09	September 2014	20,445,573.16	February 2019	6,620,940.98
May 2010	58,366,300.45	October 2014	20,028,164.86	March 2019	6,476,205.34
June 2010	57,221,868.88	November 2014	19,618,878.10	April 2019	6,334,391.53
July 2010	56,099,183.55	December 2014	19,217,559.29	May 2019	6,195,443.07
August 2010	54,997,839.22	January 2015	18,824,057.67	June 2019	6,059,304.54
September 2010	53,917,438.11	February 2015	18,438,225.30	July 2019	5,925,921.55
October 2010	52,857,589.76	March 2015	18,059,916.99	August 2019	5,795,240.77
November 2010	51,817,910.90	April 2015	17,688,990.23	September 2019	5,667,209.84
December 2010	50,798,025.31	May 2015	17,325,305.19	October 2019	5,541,777.40
January 2011	49,797,563.69	June 2015	16,968,724.62	November 2019	5,418,893.07
February 2011	48,816,163.57	July 2015	16,619,113.82	December 2019	5,298,507.41
March 2011	47,853,469.12	August 2015	16,276,340.62	January 2020	5,180,571.90
April 2011	46,909,131.09	September 2015	15,940,275.28	February 2020	5,065,038.97
May 2011	45,982,806.65	October 2015	15,610,790.50	March 2020	4,951,861.91
June 2011	45,074,159.30	November 2015	15,287,761.33	April 2020	4,840,994.93
July 2011	44,182,858.74	December 2015	14,971,065.17	May 2020	4,732,393.09
August 2011	43,308,580.75	January 2016	14,660,581.68	June 2020	4,626,012.28
September 2011	42,451,007.09	February 2016	14,356,192.78	July 2020	4,521,809.25

Group 2 MBS (Continued)

Distribution Date	Specified Balance
August 2020	$ 4,419,741.57
September 2020	4,319,767.60
October 2020	4,221,846.48
November 2020	4,125,938.16
December 2020	4,032,003.30
January 2021	3,940,003.35
February 2021	3,849,900.47
March 2021	3,761,657.53
April 2021	3,675,238.13
May 2021	3,590,606.54
June 2021	3,507,727.71
July 2021	3,426,567.26
August 2021	3,347,091.47
September 2021	3,269,267.26
October 2021	3,193,062.16
November 2021	3,118,444.34
December 2021	3,045,382.57
January 2022	2,973,846.21
February 2022	2,903,805.20
March 2022	2,835,230.07
April 2022	2,768,091.90
May 2022	2,702,362.32
June 2022	2,638,013.50
July 2022	2,575,018.15
August 2022	2,513,349.49
September 2022	2,452,981.26
October 2022	2,393,887.71
November 2022	2,336,043.56
December 2022	2,279,424.03
January 2023	2,224,004.81
February 2023	2,169,762.05
March 2023	2,116,672.37
April 2023	2,064,712.83
May 2023	2,013,860.91
June 2023	1,964,094.57
July 2023	1,915,392.14
August 2023	1,867,732.40
September 2023	1,821,094.53
October 2023	1,775,458.11
November 2023	1,730,803.10
December 2023	1,687,109.86
January 2024	1,644,359.12
February 2024	1,602,531.99
March 2024	1,561,609.93
April 2024	1,521,574.77
May 2024	1,482,408.69
June 2024	1,444,094.20
July 2024	1,406,614.16
August 2024	$ 1,369,951.75
September 2024	1,334,090.49
October 2024	1,299,014.20
November 2024	1,264,707.04
December 2024	1,231,153.44
January 2025	1,198,338.17
February 2025	1,166,246.25
March 2025	1,134,863.04
April 2025	1,104,174.15
May 2025	1,074,165.47
June 2025	1,044,823.18
July 2025	1,016,133.73
August 2025	988,083.80
September 2025	960,660.37
October 2025	933,850.64
November 2025	907,642.09
December 2025	882,022.43
January 2026	856,979.59
February 2026	832,501.76
March 2026	808,577.36
April 2026	785,195.01
May 2026	762,343.59
June 2026	740,012.17
July 2026	718,190.05
August 2026	696,866.71
September 2026	676,031.88
October 2026	655,675.45
November 2026	635,787.53
December 2026	616,358.43
January 2027	597,378.62
February 2027	578,838.79
March 2027	560,729.80
April 2027	543,042.69
May 2027	525,768.66
June 2027	508,899.11
July 2027	492,425.60
August 2027	476,339.84
September 2027	460,633.74
October 2027	445,299.32
November 2027	430,328.80
December 2027	415,714.54
January 2028	401,449.04
February 2028	387,524.96
March 2028	373,935.10
April 2028	360,672.41
May 2028	347,729.97
June 2028	335,101.01
July 2028	$ 322,778.88
August 2028	310,757.07
September 2028	299,029.20
October 2028	287,589.01
November 2028	276,430.37
December 2028	265,547.27
January 2029	254,933.83
February 2029	244,584.27
March 2029	234,492.94
April 2029	224,654.29
May 2029	215,062.90
June 2029	205,713.43
July 2029	196,600.67
August 2029	187,719.52
September 2029	179,064.95
October 2029	170,632.07
November 2029	162,416.05
December 2029	154,412.19
January 2030	146,615.87
February 2030	139,022.56
March 2030	131,627.83
April 2030	124,427.33
May 2030	117,416.81
June 2030	110,592.09
July 2030	103,949.08
August 2030	97,483.79
September 2030	91,192.29
October 2030	85,070.74
November 2030	79,115.36
December 2030	73,322.48
January 2031	67,688.48
February 2031	62,209.82
March 2031	56,883.02
April 2031	51,704.71
May 2031	46,671.53
June 2031	41,780.24
July 2031	37,027.65
August 2031	32,410.62
September 2031	27,926.09
October 2031	23,571.07
November 2031	19,342.60
December 2031	15,237.82
January 2032	11,253.90
February 2032	7,388.08
March 2032	3,637.67
April 2032 and thereafter	0.00

Aggregate Group III Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$76,205,000.00	February 2008	$42,646,631.87	May 2012	$17,924,925.31
December 2003	75,829,025.13	March 2008	42,036,136.36	June 2012	17,596,304.42
January 2004	75,427,073.23	April 2008	41,430,641.48	July 2012	17,273,456.71
February 2004	75,000,452.58	May 2008	40,830,107.53	August 2012	16,956,283.24
March 2004	74,549,411.28	June 2008	40,234,495.15	September 2012	16,644,686.76
April 2004	74,074,216.41	July 2008	39,643,765.25	October 2012	16,338,571.63
May 2004	73,575,153.80	August 2008	39,057,879.09	November 2012	16,037,843.86
June 2004	73,052,527.79	September 2008	38,476,798.20	December 2012	15,742,411.03
July 2004	72,506,660.92	October 2008	37,900,484.44	January 2013	15,452,182.27
August 2004	71,937,893.59	November 2008	37,328,899.94	February 2013	15,167,068.26
September 2004	71,346,583.77	December 2008	36,762,007.15	March 2013	14,886,981.20
October 2004	70,733,106.61	January 2009	36,199,768.82	April 2013	14,611,834.74
November 2004	70,097,854.05	February 2009	35,642,147.97	May 2013	14,341,544.02
December 2004	69,441,234.42	March 2009	35,089,107.92	June 2013	14,076,025.59
January 2005	68,763,672.02	April 2009	34,540,612.30	July 2013	13,815,197.44
February 2005	68,065,606.65	May 2009	33,996,624.99	August 2013	13,558,978.92
March 2005	67,347,493.15	June 2009	33,457,110.17	September 2013	13,307,290.75
April 2005	66,609,800.91	July 2009	32,922,032.32	October 2013	13,060,055.00
May 2005	65,853,013.34	August 2009	32,391,356.17	November 2013	12,817,195.06
June 2005	65,077,627.38	September 2009	31,865,046.75	December 2013	12,578,635.59
July 2005	64,284,152.92	October 2009	31,343,069.34	January 2014	12,344,302.56
August 2005	63,497,129.60	November 2009	30,825,389.52	February 2014	12,114,123.18
September 2005	62,716,506.33	December 2009	30,311,973.13	March 2014	11,888,025.88
October 2005	61,942,232.43	January 2010	29,802,786.27	April 2014	11,665,940.31
November 2005	61,174,257.60	February 2010	29,297,795.32	May 2014	11,447,797.32
December 2005	60,412,531.96	March 2010	28,796,966.91	June 2014	11,233,528.92
January 2006	59,657,006.00	April 2010	28,300,267.95	July 2014	11,023,068.28
February 2006	58,907,630.60	May 2010	27,807,665.60	August 2014	10,816,349.69
March 2006	58,164,357.05	June 2010	27,319,127.28	September 2014	10,613,308.58
April 2006	57,427,136.99	July 2010	26,834,620.67	October 2014	10,413,881.44
May 2006	56,695,922.46	August 2010	26,354,113.68	November 2014	10,218,005.86
June 2006	55,970,665.87	September 2010	25,878,122.95	December 2014	10,025,620.48
July 2006	55,251,320.01	October 2010	25,410,423.41	January 2015	9,836,664.99
August 2006	54,537,838.04	November 2010	24,950,873.74	February 2015	9,651,080.09
September 2006	53,830,173.48	December 2010	24,499,334.94	March 2015	9,468,807.49
October 2006	53,128,280.22	January 2011	24,055,670.41	April 2015	9,289,789.89
November 2006	52,432,112.52	February 2011	23,619,745.79	May 2015	9,113,970.98
December 2006	51,741,624.98	March 2011	23,191,429.01	June 2015	8,941,295.38
January 2007	51,056,772.58	April 2011	22,770,590.23	July 2015	8,771,708.66
February 2007	50,377,510.64	May 2011	22,357,101.78	August 2015	8,605,157.31
March 2007	49,703,794.83	June 2011	21,950,838.15	September 2015	8,441,588.75
April 2007	49,035,581.18	July 2011	21,551,675.92	October 2015	8,280,951.26
May 2007	48,372,826.05	August 2011	21,159,493.79	November 2015	8,123,194.04
June 2007	47,715,486.16	September 2011	20,774,172.46	December 2015	7,968,267.11
July 2007	47,063,518.55	October 2011	20,395,594.68	January 2016	7,816,121.37
August 2007	46,416,880.62	November 2011	20,023,645.14	February 2016	7,666,708.54
September 2007	45,775,530.09	December 2011	19,658,210.49	March 2016	7,519,981.18
October 2007	45,139,425.01	January 2012	19,299,179.30	April 2016	7,375,892.63
November 2007	44,508,523.78	February 2012	18,946,441.99	May 2016	7,234,397.05
December 2007	43,882,785.09	March 2012	18,599,890.86	June 2016	7,095,449.36
January 2008	43,262,168.00	April 2012	18,259,420.01	July 2016	6,959,005.25

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
August 2016	$ 6,825,021.19	January 2021	$ 2,332,509.20	June 2025	$ 689,086.92
September 2016	6,693,454.36	February 2021	2,283,372.91	July 2025	671,753.81
October 2016	6,564,262.69	March 2021	2,235,162.96	August 2025	654,771.75
November 2016	6,437,404.80	April 2021	2,187,862.84	September 2025	638,134.25
December 2016	6,312,840.05	May 2021	2,141,456.28	October 2025	621,834.91
January 2017	6,190,528.48	June 2021	2,095,927.35	November 2025	605,867.48
February 2017	6,070,430.80	July 2021	2,051,260.35	December 2025	590,225.80
March 2017	5,952,508.40	August 2021	2,007,439.87	January 2026	574,903.81
April 2017	5,836,723.33	September 2021	1,964,450.77	February 2026	559,895.57
May 2017	5,723,038.28	October 2021	1,922,278.17	March 2026	545,195.25
June 2017	5,611,416.58	November 2021	1,880,907.43	April 2026	530,797.11
July 2017	5,501,822.20	December 2021	1,840,324.18	May 2026	516,695.52
August 2017	5,394,219.70	January 2022	1,800,514.31	June 2026	502,884.95
September 2017	5,288,574.26	February 2022	1,761,463.94	July 2026	489,359.96
October 2017	5,184,851.67	March 2022	1,723,159.43	August 2026	476,115.21
November 2017	5,083,018.27	April 2022	1,685,587.39	September 2026	463,145.47
December 2017	4,983,040.99	May 2022	1,648,734.63	October 2026	450,445.57
January 2018	4,884,887.35	June 2022	1,612,588.23	November 2026	438,010.47
February 2018	4,788,525.38	July 2022	1,577,135.48	December 2026	425,835.20
March 2018	4,693,923.70	August 2022	1,542,363.87	January 2027	413,914.87
April 2018	4,601,051.44	September 2022	1,508,261.14	February 2027	402,244.69
May 2018	4,509,878.27	October 2022	1,474,815.22	March 2027	390,819.95
June 2018	4,420,374.38	November 2022	1,442,014.26	April 2027	379,636.04
July 2018	4,332,510.45	December 2022	1,409,846.62	May 2027	368,688.40
August 2018	4,246,257.69	January 2023	1,378,300.85	June 2027	357,972.58
September 2018	4,161,587.79	February 2023	1,347,365.71	July 2027	347,484.20
October 2018	4,078,472.93	March 2023	1,317,030.16	August 2027	337,218.96
November 2018	3,996,885.76	April 2023	1,287,283.33	September 2027	327,172.62
December 2018	3,916,799.40	May 2023	1,258,114.56	October 2027	317,341.05
January 2019	3,838,187.44	June 2023	1,229,513.38	November 2027	307,720.16
February 2019	3,761,023.91	July 2023	1,201,469.48	December 2027	298,305.95
March 2019	3,685,283.31	August 2023	1,173,972.75	January 2028	289,094.49
April 2019	3,610,940.53	September 2023	1,147,013.26	February 2028	280,081.92
May 2019	3,537,970.95	October 2023	1,120,581.23	March 2028	271,264.45
June 2019	3,466,350.33	November 2023	1,094,667.07	April 2028	262,638.35
July 2019	3,396,054.87	December 2023	1,069,261.35	May 2028	254,199.98
August 2019	3,327,061.15	January 2024	1,044,354.80	June 2028	245,945.73
September 2019	3,259,346.20	February 2024	1,019,938.34	July 2028	237,872.08
October 2019	3,192,887.39	March 2024	996,003.02	August 2028	229,975.57
November 2019	3,127,662.53	April 2024	972,540.04	September 2028	222,252.81
December 2019	3,063,649.77	May 2024	949,540.79	October 2028	214,700.44
January 2020	3,000,827.66	June 2024	926,996.79	November 2028	207,315.19
February 2020	2,939,175.12	July 2024	904,899.70	December 2028	200,093.84
March 2020	2,878,671.43	August 2024	883,241.33	January 2029	193,033.23
April 2020	2,819,296.20	September 2024	862,013.66	February 2029	186,130.26
May 2020	2,761,029.44	October 2024	841,208.77	March 2029	179,381.87
June 2020	2,703,851.46	November 2024	820,818.92	April 2029	172,785.08
July 2020	2,647,742.95	December 2024	800,836.47	May 2029	166,336.94
August 2020	2,592,684.89	January 2025	781,253.93	June 2029	160,034.56
September 2020	2,538,658.62	February 2025	762,063.95	July 2029	153,875.13
October 2020	2,485,645.80	March 2025	743,259.30	August 2029	147,855.84
November 2020	2,433,628.38	April 2025	724,832.87	September 2029	141,973.97
December 2020	2,382,588.65	May 2025	706,777.70	October 2029	136,226.84

Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
November 2029	$ 130,611.81	December 2030	$ 68,523.30	December 2031	$ 26,370.21
December 2029	125,126.30	January 2031	64,506.56	January 2032	23,406.57
January 2030	119,767.78	February 2031	60,587.73	February 2032	20,519.56
February 2030	114,533.74	March 2031	56,764.84	March 2032	17,707.61
March 2030	109,421.74	April 2031	53,035.97	April 2032	14,969.18
April 2030	104,429.37	May 2031	49,399.23	May 2032	12,302.77
May 2030	99,554.29	June 2031	45,852.77	June 2032	9,706.88
June 2030	94,794.17	July 2031	42,394.76	July 2032	7,180.08
July 2030	90,146.75	August 2031	39,023.43	August 2032	4,720.92
August 2030	85,609.78	September 2031	35,737.01	September 2032	2,328.02
September 2030	81,181.08	October 2031	32,533.79	October 2032 and thereafter	0.00
October 2030	76,858.51	November 2031	29,412.08		
November 2030	72,639.93				

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.

TABLE OF CONTENTS

$383,247,161

FannieMae®

Guaranteed
REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2003-127

PROSPECTUS SUPPLEMENT

Merrill Lynch & Co.

November 7, 2003