

**\$500,000,000**



**FannieMae®**

**Guaranteed REMIC Pass-Through Certificates  
Fannie Mae REMIC Trust 2003-135**

**The Certificates**

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

**Payments to Certificateholders**

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

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

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

Class	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
FE .....	\$140,000,000	PAC/AD	(1)	FLT	31393USR5	August 2033
SE .....	140,000,000(2)	NTL	(1)	INV/IO	31393USS3	August 2033
IO .....	5,833,333(2)	NTL	6.00%	FIX/IO	31393UST1	August 2033
PB .....	12,264,000	PAC/AD	6.00	FIX	31393USU8	January 2034
FL(3) .....	59,464,000	TAC/AD	(1)	FLT	31393USV6	January 2034
SL(3) .....	32,436,000	TAC/AD	(1)	INV	31393USW4	January 2034
IE(3) .....	7,658,333(2)	NTL	6.00	FIX/IO	31393USX2	January 2034
EZ .....	100,000	TAC/AD	6.00	FIX/Z	31393USY0	January 2034
PG .....	140,000,000	PAC/AD	3.75	FIX	31393USZ7	August 2033
PZ .....	115,736,000	SUP	6.00	FIX/Z	31393UTA1	January 2034
R .....	0	NPR	0	NPR	31393UTB9	January 2034
RL .....	0	NPR	0	NPR	31393UTC7	January 2034

(1) Based on LIBOR.

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

(3) Exchangeable classes.

**The Fannie Mae Guaranty**

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

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

**The Trust and its Assets**

The trust will own Fannie Mae MBS.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be December 30, 2003.

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

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

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

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

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

**Merrill Lynch & Co.**

The date of this Prospectus Supplement is November 25, 2003

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## AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated April 1, 2003 (the “MBS 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](http://www.fanniemae.com).

You also can obtain copies of the Disclosure Documents 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 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](http://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 its Web 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.

### Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of December 1, 2003)

<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
\$500,000,000	360	341	16	6.50%

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 December 30, 2003.

### Distribution Dates

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

### Book-Entry and Physical Certificates

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

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

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

### Exchanging Certificates Through Combination and Recombination

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

### Interest Rates

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

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FE .....	1.4200%	8.00000%	0.25000%	LIBOR + 25 basis points
SE .....	6.5800%	7.75000%	0.00000%	7.75% – LIBOR
FL .....	1.7700%	8.50000%	0.60000%	LIBOR + 60 basis points
SL .....	12.3381%	14.48303%	0.00018%	14.48303% – (1.83327167 × 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

The notional classes will not receive any principal. Their notional principal balances are the balances used to calculate accrued interest. The notional principal balances will equal the percentages of the outstanding balances specified below immediately before the related distribution date:

<u>Class</u>	
SE .....	100% of the FE Class
IO .....	4.1666664286% of the PG Class
IE .....	8.3333329706% of the FL and SL Classes

### Distributions of Principal

#### *Principal Distribution Amount*

##### *EZ Accrual Amount*

To the FL and SL Classes, pro rata, to zero, and thereafter to the EZ Class.

##### *PZ Accrual Amount*

1. To Aggregate Group I to its Planned Balance.
2. To Aggregate Group II to its Targeted Balance.
3. Thereafter to the PZ Class.

##### *Cash Flow Distribution Amount*

1. To Aggregate Group I to its Planned Balance.
2. To Aggregate Group II to its Targeted Balance.
3. To the PZ Class to zero.
4. To Aggregate Group II to zero.
5. To Aggregate Group I to zero.

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

## Weighted Average Lives (years) \*

Classes	PSA Prepayment Assumption														
	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
FE, SE, IO and PG .....	8.9	3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.7	3.7	3.6	2.9	2.4	2.0
PB .....	15.3	9.1	9.1	9.1	9.1	9.1	9.1	9.1	9.1	12.8	12.9	12.7	9.5	7.6	6.3
FL, SL, IE, EG and EJ ..	16.9	12.1	12.1	12.2	12.9	14.3	9.1	7.2	5.7	2.5	2.5	2.4	1.5	1.2	1.0
EZ .....	18.2	15.0	15.0	15.5	17.5	27.9	26.1	24.9	23.8	22.9	4.7	4.2	2.1	1.6	1.3
PZ .....	25.1	17.9	16.6	10.4	7.5	3.6	1.4	1.1	1.0	0.8	0.8	0.8	0.6	0.5	0.4

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

mortgage loan characteristics and the actual mortgage loans could affect the weighted average lives of the classes of certificates.

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

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

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

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

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

*Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate.* We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed mar-



ket. 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 under-

stand 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 December 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 certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “MBS”).

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



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

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

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

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

Our 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 and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus.

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

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

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

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

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

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

*Class Factors.* On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the 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 Classes).

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

## **Combination and Recombination**

*General.* You are permitted to exchange all or a portion of the FL, SL and IE Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

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

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

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

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

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

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

## The MBS

The following table contains certain information about the MBS. The MBS will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the 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 MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance .....	\$500,000,000
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

## Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS 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](http://www.fanniemae.com).

## Distributions of Interest

### *Categories of Classes*

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

<u>Interest Type*</u>	<u>Classes</u>
Fixed Rate	IO, PB, IE, EZ, PG and PZ
Floating Rate	FE and FL
Inverse Floating Rate	SE and SL
Interest Only	SE, IO and IE
Accrual	EZ and PZ
RCR**	EG and EJ
No Payment Residual	R and RL

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

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

*General.* We will pay interest on the Certificates at the applicable annual interest rates specified on the cover or described in this prospectus supplement. We calculate interest based on an assumed 360-day year consisting of twelve 30-day months. We pay interest monthly (except in the case of the Accrual Classes) on each Distribution Date, beginning in the month after the Settlement Date specified in the Reference Sheet.

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

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

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
All 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 Classes.* The EZ and PZ Classes are Accrual Classes. Interest will accrue on the Accrual Classes at the annual rates specified on the cover of this prospectus supplement. However, we will not pay any interest on the Accrual Classes. Instead, interest accrued on the Accrual Classes will be added as principal to their principal balances on each Distribution Date. We will pay principal on the Accrual Classes as described under "*Distributions of Principal*" below.

*Notional Classes.* The Notional Classes will not have principal balances. During each Interest Accrual Period, the Notional Classes will bear interest on their notional principal balances at the 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 the Notional Classes will not have principal balances and will not be entitled to any principal payments, we will publish class factors for those Classes. 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—Index for Floating Rate Classes and Inverse Floating Rate Classes—*LIBOR*."

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 1.17%.

## Distributions of Principal

### *Categories of Classes*

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

<u>Principal Type*</u>	<u>Classes</u>
PAC	FE, PB and PG
TAC	FL, SL and EZ
Support	PZ
Accretion Directed	FE, PB, FL, SL, EZ and PG
Notional	SE, IO and IE
RCR**	EG and EJ
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 MBS (the “Cash Flow Distribution Amount”) plus any interest then accrued and added to the principal balance of the EZ and PZ Classes (the “EZ Accrual Amount” and the “PZ Accrual Amount,” respectively).

### *EZ Accrual Amount*

On each Distribution Date, we will pay the EZ Accrual Amount, concurrently, as principal of the FL and SL Classes, pro rata (or 64.7051142546% and 35.2948857454%, respectively), until their principal balances are reduced to zero. Thereafter, we will pay the EZ Accrual Amount as principal of the EZ Class.

### *PZ Accrual Amount*

On each Distribution Date, we will pay the PZ Accrual Amount, as principal of the Classes specified below 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 | } | Accretion Directed |
| (ii) to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date; and |             |   |                    |
| (iii) thereafter to the PZ Class.   |             |   | Accrual Class      |

### *Cash Flow Distribution Amount*

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

- (i) to Aggregate Group I, until the Aggregate I Balance is reduced to its Planned Balance for that Distribution Date; } PAC Group
- (ii) to Aggregate Group II, until the Aggregate II Balance is reduced to its Targeted Balance for that Distribution Date; } TAC Group
- (iii) to the PZ Class, until its principal balance is reduced to zero; } Support Class
- (iv) to Aggregate Group II, without regard to its Targeted Balance and until the Aggregate II Balance is reduced to zero; and } TAC Group
- (v) 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 FE, PG and PB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

*first*, concurrently, to the FE and PG Classes, pro rata (or 50% and 50%), until their principal balances are reduced to zero; and

*second*, to the PB Class, until its principal balance is 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 FL, SL and EZ Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II as follows:

*first*, concurrently, to the FL and SL Classes, pro rata (or 64.7051142546% and 35.2948857454%, respectively), until their principal balances are reduced to zero; and

*second*, to the EZ Class, until its principal balance is reduced to zero.

The “Aggregate II Balance” is equal to the aggregate of the principal balances of the Classes in Aggregate Group II. For determining principal payments on a Distribution Date, the Aggregate II Balance will include any increase in the principal balance of the EZ Class on that date.

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

### **Structuring Assumptions**

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

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

*Prepayment Assumptions.* Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement 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 Range and Rate.** 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 Range or at the applicable rate set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Groups (1)</u>	<u>Structuring Range and Rate</u>
Planned Balances	Aggregate Group I	Between 150% and 425% PSA
Targeted Balances	Aggregate Group II	120% PSA

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

**We cannot assure you that the balance of either Group listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of either 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 Structuring Range, principal distributions may be insufficient to reduce the applicable Group to its 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 specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Range or at the applicable rate specified above.

**Initial Effective Range.** 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 Range shown in the table below is based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Group</u>	<u>Initial Effective Range</u>
Aggregate Group I	Between 124% and 425% PSA

The actual Effective Range 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 Range calculated on the basis of the actual characteristics is likely to differ from the Initial Effective Range. As a result, the applicable Group might not be reduced to its scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Range. This is so particularly if the rate were at the lower or higher end of that range. In addition, even if prepayments occur at rates falling within the actual Effective Range, principal distributions may be insufficient to reduce the applicable Group to its 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 Range may narrow, widen or shift upward or downward to reflect actual prepayment experience over time. The stability in principal payment of the PAC Group will be supported in part by the related TAC Group and Support Class. When the TAC Group and Support Class are retired, the PAC Group, if still outstanding, may no longer have an Effective Range and will be more sensitive to prepayments.



## Yield Tables

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

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

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

We cannot assure you that

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

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

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

***The Fixed Rate Interest Only Classes.*** The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the 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 Classes would be 0% if prepayments of the Mortgage Loans were to occur at the constant rates shown in the table below:

<u>Class</u>	<u>% PSA</u>
IO .....	674% PSA
IE .....	476% PSA

For any of the Fixed Rate Interest Only Classes, if the actual prepayment rate of the 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 tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the Fixed Rate Interest Only Classes (expressed in each case as a percentage of the original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
IO.....	16.25%
IE.....	20.00%

\* 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 IO Class to Prepayments

	PSA Prepayment Assumption														
	<u>50%</u>	<u>120%</u>	<u>150%</u>	<u>200%</u>	<u>225%</u>	<u>250%</u>	<u>350%</u>	<u>390%</u>	<u>425%</u>	<u>492%</u>	<u>493%</u>	<u>500%</u>	<u>650%</u>	<u>780%</u>	<u>900%</u>
Pre-Tax Yields to Maturity.....	22.2%	10.8%	10.8%	10.8%	10.8%	10.8%	10.8%	10.8%	10.8%	11.6%	11.6%	11.3%	1.8%	(9.0)%	(20.5)%

### Sensitivity of the IE Class to Prepayments

	PSA Prepayment Assumption														
	<u>50%</u>	<u>120%</u>	<u>150%</u>	<u>200%</u>	<u>225%</u>	<u>250%</u>	<u>350%</u>	<u>390%</u>	<u>425%</u>	<u>492%</u>	<u>493%</u>	<u>500%</u>	<u>650%</u>	<u>780%</u>	<u>900%</u>
Pre-Tax Yields to Maturity.....	30.1%	30.0%	30.0%	30.1%	30.2%	30.4%	24.9%	19.7%	14.0%	(18.8)%	(19.3)%	(22.2)%	(70.2)%	*	*

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

***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 table below, it is possible that investors in the SE Class would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

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

<u>Class</u>	<u>Price*</u>
SE.....	10.70%
SL.....	98.00%

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

LIBOR	PSA Prepayment Assumption														
	50%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
0.17%	66.7%	56.1%	56.0%	56.0%	56.0%	56.0%	56.0%	56.0%	56.0%	56.2%	56.2%	56.1%	50.4%	42.0%	32.5%
1.17%	55.0%	44.3%	44.2%	44.2%	44.2%	44.2%	44.2%	44.2%	44.2%	44.5%	44.5%	44.3%	37.8%	28.9%	18.9%
3.17%	31.7%	20.5%	20.5%	20.5%	20.5%	20.5%	20.5%	20.5%	20.5%	21.1%	21.0%	20.8%	12.4%	2.1%	(8.9)%
5.17%	7.1%	(4.9)%	(4.9)%	(4.9)%	(4.9)%	(4.9)%	(4.9)%	(4.9)%	(4.9)%	(3.6)%	(3.6)%	(4.0)%	(15.2)%	(27.2)%	(39.5)%
7.17%	(27.8)%	(41.7)%	(41.7)%	(41.7)%	(41.7)%	(41.7)%	(41.7)%	(41.7)%	(41.7)%	(37.8)%	(37.9)%	(38.6)%	(54.8)%	(69.8)%	(84.0)%
7.75%	*	*	*	*	*	*	*	*	*	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption														
	50%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
0.17%	14.9%	14.9%	14.9%	14.9%	14.9%	14.9%	15.0%	15.1%	15.2%	15.6%	15.6%	15.6%	16.1%	16.5%	16.8%
1.17%	13.0%	13.0%	13.0%	13.0%	13.0%	13.0%	13.1%	13.2%	13.3%	13.7%	13.7%	13.7%	14.2%	14.6%	15.0%
3.17%	9.1%	9.1%	9.1%	9.1%	9.1%	9.1%	9.2%	9.3%	9.4%	9.9%	9.9%	9.9%	10.5%	10.9%	11.3%
5.17%	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%	5.4%	5.5%	5.6%	6.2%	6.2%	6.2%	6.8%	7.3%	7.8%
7.17%	1.6%	1.6%	1.6%	1.6%	1.6%	1.6%	1.7%	1.8%	1.9%	2.5%	2.5%	2.5%	3.2%	3.8%	4.2%
7.90%	0.2%	0.2%	0.2%	0.2%	0.2%	0.2%	0.3%	0.4%	0.5%	1.2%	1.2%	1.2%	1.9%	2.5%	2.9%

**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 Classes, and
- 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.

<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
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

Date	FE, SE†, IO† and PG Classes														
	PSA Prepayment Assumption														
	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2004 .....	96	86	86	86	86	86	86	86	86	86	86	86	86	86	86
December 2005 .....	92	69	69	69	69	69	69	69	69	69	69	69	69	56	43
December 2006 .....	87	54	54	54	54	54	54	54	54	54	54	54	41	27	17
December 2007 .....	83	40	40	40	40	40	40	40	40	40	40	40	23	12	5
December 2008 .....	78	27	27	27	27	27	27	27	27	27	27	26	12	4	*
December 2009 .....	72	16	16	16	16	16	16	16	16	16	18	17	5	*	0
December 2010 .....	66	8	8	8	8	8	8	8	8	11	11	10	1	0	0
December 2011 .....	60	2	2	2	2	2	2	2	2	6	6	6	0	0	0
December 2012 .....	53	0	0	0	0	0	0	0	0	3	3	2	0	0	0
December 2013 .....	46	0	0	0	0	0	0	0	0	1	1	*	0	0	0
December 2014 .....	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2015 .....	30	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2016 .....	21	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2017 .....	11	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2018 .....	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2019 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2020 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2021 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2022 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2023 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2024 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2025 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2026 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2027 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2028 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2029 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2030 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2031 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	8.9	3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.5	3.7	3.7	3.6	2.9	2.4	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																
Date	PSA Prepayment Assumption															
	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%	
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2004 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2005 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2006 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2007 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2008 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2009 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	45
December 2010 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	53	20	
December 2011 .....	100	100	100	100	100	100	100	100	100	100	100	100	79	28	9	
December 2012 .....	100	53	53	53	53	53	53	53	53	100	100	100	47	14	4	
December 2013 .....	100	0	0	0	0	0	0	0	0	100	100	100	28	7	2	
December 2014 .....	100	0	0	0	0	0	0	0	0	76	77	72	17	4	1	
December 2015 .....	100	0	0	0	0	0	0	0	0	52	52	49	10	2	*	
December 2016 .....	100	0	0	0	0	0	0	0	0	35	35	33	6	1	*	
December 2017 .....	100	0	0	0	0	0	0	0	0	23	24	22	3	1	*	
December 2018 .....	100	0	0	0	0	0	0	0	0	15	16	15	2	*	*	
December 2019 .....	0	0	0	0	0	0	0	0	0	10	11	10	1	*	*	
December 2020 .....	0	0	0	0	0	0	0	0	0	6	7	7	1	*	*	
December 2021 .....	0	0	0	0	0	0	0	0	0	4	5	4	*	*	*	
December 2022 .....	0	0	0	0	0	0	0	0	0	2	3	3	*	*	*	
December 2023 .....	0	0	0	0	0	0	0	0	0	1	2	2	*	*	*	
December 2024 .....	0	0	0	0	0	0	0	0	0	*	1	1	*	*	*	
December 2025 .....	0	0	0	0	0	0	0	0	0	0	1	1	*	*	*	
December 2026 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	
December 2027 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	
December 2028 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	
December 2029 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	
December 2030 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	0	
December 2031 .....	0	0	0	0	0	0	0	0	0	0	*	*	*	*	0	
December 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)** .....	15.3	9.1	9.1	9.1	9.1	9.1	9.1	9.1	9.1	12.8	12.9	12.7	9.5	7.6	6.3	

FL, SL, IE†, EG and EJ Classes																
Date	PSA Prepayment Assumption															
	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%	
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
December 2004 .....	100	100	100	100	100	100	100	100	100	100	100	100	100	72	43	
December 2005 .....	100	100	100	100	100	100	100	100	96	67	67	64	5	0	0	
December 2006 .....	100	100	100	100	100	100	97	75	57	25	24	21	0	0	0	
December 2007 .....	100	100	100	100	100	100	78	55	37	5	4	1	0	0	0	
December 2008 .....	100	100	100	100	100	100	69	46	29	0	0	0	0	0	0	
December 2009 .....	100	100	100	100	100	100	65	44	28	0	0	0	0	0	0	
December 2010 .....	100	100	100	100	100	100	61	42	28	0	0	0	0	0	0	
December 2011 .....	100	100	100	100	100	100	56	40	28	0	0	0	0	0	0	
December 2012 .....	100	100	100	100	100	100	52	38	28	0	0	0	0	0	0	
December 2013 .....	100	91	91	91	92	92	45	34	26	0	0	0	0	0	0	
December 2014 .....	100	70	70	70	74	76	35	25	18	0	0	0	0	0	0	
December 2015 .....	100	50	50	51	58	63	26	18	13	0	0	0	0	0	0	
December 2016 .....	100	32	32	34	44	51	20	14	9	0	0	0	0	0	0	
December 2017 .....	100	14	14	19	31	42	15	10	7	0	0	0	0	0	0	
December 2018 .....	100	0	0	5	21	34	11	7	5	0	0	0	0	0	0	
December 2019 .....	82	0	0	0	11	27	8	5	3	0	0	0	0	0	0	
December 2020 .....	46	0	0	0	3	22	6	4	2	0	0	0	0	0	0	
December 2021 .....	7	0	0	0	0	17	5	2	1	0	0	0	0	0	0	
December 2022 .....	0	0	0	0	0	14	3	2	1	0	0	0	0	0	0	
December 2023 .....	0	0	0	0	0	11	2	1	*	0	0	0	0	0	0	
December 2024 .....	0	0	0	0	0	8	1	1	*	0	0	0	0	0	0	
December 2025 .....	0	0	0	0	0	6	1	*	0	0	0	0	0	0	0	
December 2026 .....	0	0	0	0	0	4	*	0	0	0	0	0	0	0	0	
December 2027 .....	0	0	0	0	0	3	*	0	0	0	0	0	0	0	0	
December 2028 .....	0	0	0	0	0	2	0	0	0	0	0	0	0	0	0	
December 2029 .....	0	0	0	0	0	1	0	0	0	0	0	0	0	0	0	
December 2030 .....	0	0	0	0	0	*	0	0	0	0	0	0	0	0	0	
December 2031 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
December 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)** .....	16.9	12.1	12.1	12.2	12.9	14.3	9.1	7.2	5.7	2.5	2.5	2.4	1.5	1.2	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.

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

EZ Class															
PSA Prepayment Assumption															
Date	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2004 .....	106	106	106	106	106	106	106	106	106	106	106	106	106	106	106
December 2005 .....	113	113	113	113	113	113	113	113	113	113	113	113	113	0	0
December 2006 .....	120	120	120	120	120	120	120	120	120	120	120	120	0	0	0
December 2007 .....	127	127	127	127	127	127	127	127	127	127	127	127	0	0	0
December 2008 .....	135	135	135	135	135	135	135	135	135	130	0	0	0	0	0
December 2009 .....	143	143	143	143	143	143	143	143	143	130	0	0	0	0	0
December 2010 .....	152	152	152	152	152	152	152	152	152	130	0	0	0	0	0
December 2011 .....	161	161	161	161	161	161	161	161	161	130	0	0	0	0	0
December 2012 .....	171	171	171	171	171	171	171	171	171	130	0	0	0	0	0
December 2013 .....	182	182	182	182	182	182	182	182	182	130	0	0	0	0	0
December 2014 .....	193	193	193	193	193	193	193	193	193	130	0	0	0	0	0
December 2015 .....	205	205	205	205	205	205	205	205	205	130	0	0	0	0	0
December 2016 .....	218	218	218	218	218	218	218	218	218	130	0	0	0	0	0
December 2017 .....	231	231	231	231	231	231	231	231	231	130	0	0	0	0	0
December 2018 .....	245	0	0	245	245	245	245	245	245	130	0	0	0	0	0
December 2019 .....	261	0	0	0	261	261	261	261	261	130	0	0	0	0	0
December 2020 .....	277	0	0	0	277	277	277	277	277	130	0	0	0	0	0
December 2021 .....	294	0	0	0	0	294	294	294	294	130	0	0	0	0	0
December 2022 .....	0	0	0	0	0	312	312	312	312	130	0	0	0	0	0
December 2023 .....	0	0	0	0	0	331	331	331	331	130	0	0	0	0	0
December 2024 .....	0	0	0	0	0	351	351	351	351	130	0	0	0	0	0
December 2025 .....	0	0	0	0	0	373	373	373	338	102	0	0	0	0	0
December 2026 .....	0	0	0	0	0	396	396	396	219	62	0	0	0	0	0
December 2027 .....	0	0	0	0	0	421	421	265	137	37	0	0	0	0	0
December 2028 .....	0	0	0	0	0	446	347	162	82	21	0	0	0	0	0
December 2029 .....	0	0	0	0	0	474	200	91	44	11	0	0	0	0	0
December 2030 .....	0	0	0	0	0	503	96	42	20	5	0	0	0	0	0
December 2031 .....	0	0	0	0	0	175	23	10	5	1	0	0	0	0	0
December 2032 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	18.2	15.0	15.0	15.5	17.5	27.9	26.1	24.9	23.8	22.9	4.7	4.2	2.1	1.6	1.3

PZ Class															
PSA Prepayment Assumption															
Date	0%	120%	150%	200%	225%	250%	350%	390%	425%	492%	493%	500%	650%	780%	900%
Initial Percent .....	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
December 2004 .....	106	106	100	90	86	81	61	54	47	34	34	33	3	0	0
December 2005 .....	113	112	100	80	70	60	23	9	0	0	0	0	0	0	0
December 2006 .....	120	118	100	72	59	46	0	0	0	0	0	0	0	0	0
December 2007 .....	127	122	100	66	51	36	0	0	0	0	0	0	0	0	0
December 2008 .....	135	125	100	62	45	29	0	0	0	0	0	0	0	0	0
December 2009 .....	143	126	99	59	41	25	0	0	0	0	0	0	0	0	0
December 2010 .....	152	123	94	53	35	19	0	0	0	0	0	0	0	0	0
December 2011 .....	161	116	86	44	27	11	0	0	0	0	0	0	0	0	0
December 2012 .....	171	106	76	35	18	4	0	0	0	0	0	0	0	0	0
December 2013 .....	182	100	70	30	14	0	0	0	0	0	0	0	0	0	0
December 2014 .....	193	100	70	32	15	0	0	0	0	0	0	0	0	0	0
December 2015 .....	205	100	71	34	15	0	0	0	0	0	0	0	0	0	0
December 2016 .....	218	100	72	36	16	0	0	0	0	0	0	0	0	0	0
December 2017 .....	231	100	74	38	17	0	0	0	0	0	0	0	0	0	0
December 2018 .....	245	99	74	41	19	0	0	0	0	0	0	0	0	0	0
December 2019 .....	261	88	64	38	20	0	0	0	0	0	0	0	0	0	0
December 2020 .....	277	77	55	32	21	0	0	0	0	0	0	0	0	0	0
December 2021 .....	294	67	47	26	19	0	0	0	0	0	0	0	0	0	0
December 2022 .....	284	58	40	21	15	0	0	0	0	0	0	0	0	0	0
December 2023 .....	268	49	34	17	12	0	0	0	0	0	0	0	0	0	0
December 2024 .....	250	42	28	14	10	0	0	0	0	0	0	0	0	0	0
December 2025 .....	231	34	22	11	7	0	0	0	0	0	0	0	0	0	0
December 2026 .....	210	28	18	8	6	0	0	0	0	0	0	0	0	0	0
December 2027 .....	187	22	14	6	4	0	0	0	0	0	0	0	0	0	0
December 2028 .....	162	16	10	4	3	0	0	0	0	0	0	0	0	0	0
December 2029 .....	135	11	7	3	2	0	0	0	0	0	0	0	0	0	0
December 2030 .....	105	6	4	1	1	0	0	0	0	0	0	0	0	0	0
December 2031 .....	73	2	1	*	*	0	0	0	0	0	0	0	0	0	0
December 2032 .....	38	0	0	0	0	0	0	0	0	0	0	0	0	0	0
December 2033 .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)** .....	25.1	17.9	16.6	10.4	7.5	3.6	1.4	1.1	1.0	0.8	0.8	0.8	0.6	0.5	0.4

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

The Prepayment Assumption that will be used in determining the rate of accrual of OID will be 390% 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 that rate or any other rate. See “Description of the Certificates—Weighted Average Lives of the Certificates” in this prospectus supplement and “Description of Certificates—Weighted Average Life and Final Distribution Date” in the REMIC Prospectus.

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

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 6.02% (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 (each, a “Combination RCR Class”) will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of a Combination RCR Class (a “Combination RCR Certificate”) will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

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

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

### **Tax Return Disclosure Requirements**

The Treasury Department recently issued 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 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 MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

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

## Available Recombinations (1)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
SL	\$32,436,000	EJ	\$91,900,000	5.5%	FIX	TAC/AD	31393UTE3	January 2034
FL	59,464,000							
Recombination 2								
SL	32,436,000	EG	91,900,000	6.0	FIX	TAC/AD	31393UTD5	January 2034
FL	59,464,000							
IE	7,658,333 (3)							

(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) Notional principal balance.

## Principal Balance Schedules

### *Aggregate Group I Planned Balances*

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance .....	\$292,264,000.00	April 2007 .....	\$149,496,091.46	August 2010 .....	\$ 42,412,291.31
January 2004 .....	289,579,800.83	May 2007 .....	146,229,387.95	September 2010 .....	40,634,846.14
February 2004 .....	286,776,261.35	June 2007 .....	142,989,411.37	October 2010 .....	38,902,689.50
March 2004 .....	283,855,129.97	July 2007 .....	139,775,949.66	November 2010 .....	37,214,681.95
April 2004 .....	280,818,245.20	August 2007 .....	136,588,792.41	December 2010 .....	35,569,712.44
May 2004 .....	277,667,533.81	September 2007 .....	133,427,730.90	January 2011 .....	33,966,697.62
June 2004 .....	274,405,008.78	October 2007 .....	130,292,558.02	February 2011 .....	32,404,581.19
July 2004 .....	271,032,767.28	November 2007 .....	127,183,068.31	March 2011 .....	30,882,333.16
August 2004 .....	267,552,988.41	December 2007 .....	124,099,057.90	April 2011 .....	29,398,949.25
September 2004 .....	263,967,930.94	January 2008 .....	121,040,324.54	May 2011 .....	27,953,450.25
October 2004 .....	260,279,930.81	February 2008 .....	118,006,667.57	June 2011 .....	26,544,881.38
November 2004 .....	256,491,398.66	March 2008 .....	114,997,887.91	July 2011 .....	25,172,311.68
December 2004 .....	252,604,817.22	April 2008 .....	112,013,788.03	August 2011 .....	23,834,833.46
January 2005 .....	248,622,738.52	May 2008 .....	109,054,171.97	September 2011 .....	22,531,561.67
February 2005 .....	244,547,781.17	June 2008 .....	106,118,845.31	October 2011 .....	21,261,633.37
March 2005 .....	240,505,957.24	July 2008 .....	103,207,615.14	November 2011 .....	20,024,207.19
April 2005 .....	236,497,004.32	August 2008 .....	100,320,290.08	December 2011 .....	18,818,462.76
May 2005 .....	232,520,662.07	September 2008 .....	97,456,680.27	January 2012 .....	17,643,600.24
June 2005 .....	228,576,672.18	October 2008 .....	94,616,597.32	February 2012 .....	16,498,839.74
July 2005 .....	224,664,778.39	November 2008 .....	91,799,854.33	March 2012 .....	15,383,420.90
August 2005 .....	220,784,726.44	December 2008 .....	89,006,265.86	April 2012 .....	14,296,602.36
September 2005 .....	216,936,264.06	January 2009 .....	86,235,647.95	May 2012 .....	13,237,661.30
October 2005 .....	213,119,140.98	February 2009 .....	83,487,818.07	June 2012 .....	12,205,892.97
November 2005 .....	209,333,108.88	March 2009 .....	80,762,595.12	July 2012 .....	11,200,610.27
December 2005 .....	205,577,921.42	April 2009 .....	78,059,799.46	August 2012 .....	10,221,143.27
January 2006 .....	201,853,334.15	May 2009 .....	75,379,252.81	September 2012 .....	9,266,838.84
February 2006 .....	198,159,104.59	June 2009 .....	72,764,056.25	October 2012 .....	8,337,060.16
March 2006 .....	194,494,992.12	July 2009 .....	70,215,185.69	November 2012 .....	7,431,186.38
April 2006 .....	190,860,758.05	August 2009 .....	67,730,977.92	December 2012 .....	6,548,612.19
May 2006 .....	187,256,165.54	September 2009 .....	65,309,811.12	January 2013 .....	5,688,747.44
June 2006 .....	183,680,979.62	October 2009 .....	62,950,103.78	February 2013 .....	4,851,016.77
July 2006 .....	180,134,967.17	November 2009 .....	60,650,313.76	March 2013 .....	4,034,859.24
August 2006 .....	176,617,896.90	December 2009 .....	58,408,937.28	April 2013 .....	3,239,727.95
September 2006 .....	173,129,539.33	January 2010 .....	56,224,507.97	May 2013 .....	2,465,089.73
October 2006 .....	169,669,666.79	February 2010 .....	54,095,595.98	June 2013 .....	1,710,424.76
November 2006 .....	166,238,053.41	March 2010 .....	52,020,807.05	July 2013 .....	975,226.29
December 2006 .....	162,834,475.07	April 2010 .....	49,998,781.61	August 2013 .....	259,000.24
January 2007 .....	159,458,709.44	May 2010 .....	48,028,193.98	September 2013 and thereafter .....	0.00
February 2007 .....	156,110,535.91	June 2010 .....	46,107,751.47		
March 2007 .....	152,789,735.63	July 2010 .....	44,236,193.61		

### *Aggregate Group II Targeted Balances*

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance through June 2013 .....	\$92,000,000.00	November 2013 .....	\$85,974,678.80	May 2014 .....	\$75,815,460.55
July 2013 .....	91,994,092.23	December 2013 .....	84,254,036.26	June 2014 .....	74,160,195.63
August 2013 .....	90,944,707.27	January 2014 .....	82,544,461.12	July 2014 .....	72,515,590.36
September 2013 .....	89,449,444.32	February 2014 .....	80,845,884.36	August 2014 .....	70,881,578.25
October 2013 .....	87,706,458.19	March 2014 .....	79,158,237.39	September 2014 .....	69,258,093.24
		April 2014 .....	77,481,452.03	October 2014 .....	67,645,069.64

***Aggregate Group II (Continued)***

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
November 2014 .....	\$66,042,442.22	April 2016 .....	\$40,327,081.52	September 2017 .....	\$17,298,606.86
December 2014 .....	64,450,146.11	May 2016 .....	38,900,876.38	October 2017 .....	16,021,723.57
January 2015 .....	62,868,116.88	June 2016 .....	37,483,901.75	November 2017 .....	14,753,138.60
February 2015 .....	61,296,290.46	July 2016 .....	36,076,100.02	December 2017 .....	13,492,800.14
March 2015 .....	59,734,603.21	August 2016 .....	34,677,413.94	January 2018 .....	12,240,656.69
April 2015 .....	58,182,991.88	September 2016 .....	33,287,786.61	February 2018 .....	10,996,657.07
May 2015 .....	56,641,393.60	October 2016 .....	31,907,161.49	March 2018 .....	9,760,750.43
June 2015 .....	55,109,745.90	November 2016 .....	30,535,482.39	April 2018 .....	8,532,886.22
July 2015 .....	53,587,986.70	December 2016 .....	29,172,693.47	May 2018 .....	7,313,014.21
August 2015 .....	52,076,054.29	January 2017 .....	27,818,739.22	June 2018 .....	6,101,084.48
September 2015 .....	50,573,887.38	February 2017 .....	26,473,564.49	July 2018 .....	4,897,047.42
October 2015 .....	49,081,425.01	March 2017 .....	25,137,114.49	August 2018 .....	3,700,853.74
November 2015 .....	47,598,606.65	April 2017 .....	23,809,334.73	September 2018 .....	2,512,454.44
December 2015 .....	46,125,372.10	May 2017 .....	22,490,171.10	October 2018 .....	1,331,800.84
January 2016 .....	44,661,661.56	June 2017 .....	21,179,569.78	November 2018 .....	158,844.55
February 2016 .....	43,207,415.60	July 2017 .....	19,877,477.34	December 2018 and thereafter .....	0.00
March 2016 .....	41,762,575.15	August 2017 .....	18,583,840.63		

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No one is authorized to give information or to make representations in connection with the Certificates other than the information and representations contained in this Prospectus Supplement and the additional Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus Supplement and the additional Disclosure Documents do not constitute an offer or solicitation with regard to the Certificates if it is illegal to make such an offer or solicitation to you under state law. By delivering this Prospectus Supplement and the additional Disclosure Documents at any time, no one implies that the information contained herein or therein is correct after the date hereof or thereof.

The Securities and Exchange Commission has not approved or disapproved the Certificates or determined if this Prospectus Supplement is truthful and complete. Any representation to the contrary is a criminal offense.

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**\$500,000,000**



**Guaranteed  
REMIC Pass-Through Certificates**

**Fannie Mae REMIC Trust 2003-135**

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**PROSPECTUS SUPPLEMENT**

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**Merrill Lynch & Co.**

**November 25, 2003**

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