\$506,227,757



## Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2004-2

This is a supplement to the prospectus supplement dated December 17, 2003 (the "Prospectus Supplement"). If we use a capitalized term in this supplement without defining it, you will find the definition of that term in the Prospectus Supplement.

As stated on page S-21 of the Prospectus Supplement, the Preliminary Principal Balance Schedules for the Aggregate Group II Targeted Balances and the Group 1 MBS Second Specified Balances were provided for illustrative purposes only. The related final Principal Balance Schedules are set forth on the following pages and replace the Preliminary Principal Balance Schedules beginning on page B-7 of the Prospectus Supplement.

Carefully consider the risk factors starting on page S-9 of the 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.

The certificates, together with any 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.

## **Principal Balance Schedules**

## Aggregate Group II Targeted Balances

Distribution	Targeted Balance	Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
Initial Balance	\$51,138,467.00	August 2006	\$22,722,088.57	February 2009	\$ 5,845,615.60
February 2004	50,338,266.01	September 2006	21,928,655.60	March 2009	5,496,462.36
March 2004	49,464,826.18	October 2006	21,153,337.60	April 2009	5,158,982.96
April 2004	48,518,693.61	November 2006	20,395,880.60	May 2009	4,833,000.19
May 2004	47,500,490.69	December 2006	19,656,033.62	June 2009	4,518,339.00
June 2004	46,410,915.61	January 2007	18,933,548.65	July 2009	4,214,826.42
July 2004	45,250,741.63	February 2007	18,228,180.63	August 2009	3,922,291.59
August 2004	44,020,816.37	March 2007	17,539,687.38	September 2009	3,640,565.70
September 2004	42,722,060.81	April 2007	16,867,829.58	October 2009	3,369,481.98
October 2004	41,355,468.25	May 2007	16,212,370.78	November 2009	3,108,875.70
November 2004	39,922,103.11	June 2007	15,573,077.32	December 2009	2,858,584.09
December 2004	38,423,099.62	July 2007	14,949,718.28	January 2010	2,618,446.39
January 2005	36,859,660.38	August 2007	14,342,065.53	February 2010	2,388,303.78
February 2005	36,307,428.80	September 2007	13,749,893.61	March 2010	, ,
March 2005	35,727,091.01	October 2007	13,172,979.76		2,167,999.35
April 2005	35,118,816.71	November 2007	12,611,103.88	April 2010	1,957,378.11
May 2005	34,483,555.33	December 2007	12,064,048.48	May 2010	1,756,286.95
June 2005	33,822,299.08	January 2008	11,531,598.64	June 2010	1,564,574.63
July 2005	33,136,081.24	February 2008	11,013,542.02	July 2010	1,382,091.76
August 2005	32,425,974.25	March 2008	10,509,668.83	August 2010	1,208,690.73
September 2005	31,693,087.81	April 2008	10,019,771.76	September 2010	1,044,225.79
October 2005	30,938,658.89	May 2008	, ,	October 2010	888,552.92
November 2005	30,163,862.13	, and the second	9,543,645.97	November 2010	741,529.87
December 2005	29,370,668.39	June 2008	9,081,089.10	December 2010	603,016.16
January 2006	28,560,283.72	July 2008	8,631,901.17	January 2011	472,872.99
February 2006	27,735,474.85	August 2008	8,195,884.63	February 2011	350,963.28
March 2006	26,898,909.14	September 2008	7,772,844.27	March 2011	237,151.63
April 2006	26,068,999.35	October 2008	7,362,587.24	April 2011	127,780.04
May 2006	25,213,662.69	November 2008	6,964,922.99	May 2011	15,231.46
June 2006	24,364,330.49	December 2008	6,579,663.26	June 2011 and	
July 2006	23,533,893.50	January 2009	6,206,622.04	thereafter	0.00

## Group 1 MBS Second Specified Balances

Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance
Initial Balance	\$215,000,000.00	June 2004	\$209,885,865.42	October 2004	\$205,820,038.34
February 2004	213,974,310.89	July 2004	208,867,302.69	November 2004	204,807,072.23
March 2004	212,950,058.70	July 2004	200,001,002.00	December 2004 and thereafter	0.00
April 2004	211,927,237.62	August 2004	207,850,147.79		
May 2004	210,905,841.80	September 2004	206,834,394.93		

## \$506,227,757



### Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2004-2

#### The Certificates

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

### Payments to Certificateholders

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

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

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

### The Fannie Mae Guaranty

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

### The Trust and its Assets

The trust will own

- · Fannie Mae MBS and
- · underlying RCR certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
IA(1)	1	\$ 18,863,240(2)	NTL	5.0%	FIX/IO	31393U2P7	March 2016
OW(1)	1	62,877,467	PAC	3.5	FIX	31393U2Q5	March 2016
IB(1)	1	6,002,800(2)	NTL	5.0	FIX/IO	31393U2R3	May 2019
NA(1)	1	30,014,000	PAC	4.0	FIX	31393U2S1	May 2019
OD	1	21,257,767	PAC	5.0	FIX	31393U2T9	April 2021
OE	1	27,908,433	PAC	5.0	FIX	31393U2U6	May 2023
GI(1)	1	11,770,533(2)	NTL	5.0	FIX/IO	31393U2V4	February 2024
GO(1)	1	11,770,533	PAC	(3)	PO	31393U2W2	February 2024
IJ(1)	1	5,103,846(2)	NTL	5.0	FIX/IO	31393U2X0	February 2024
JB(1)	1	51,038,467	NSJ/TAC/AD	4.5	FIX	31393U2Y8	February 2024
ZA	1	100,000	NSJ/TAC/AD	5.0	FIX/Z	31393U2Z5	February 2024
ZB	1	10,033,333	NSJ/SUP	5.0	FIX/Z	31393U3A9	February 2024
FW	2	49,253,016	PT	(4)	FLT	31393U3B7	February 2034
$SW\dots\dots$	2	49,253,016(2)	NTL	(4)	INV/IO	31393U3C5	February 2034
IC	3	4,458,375(2)	NTL	4.0	FIX/IO	31393U3D3	November 2009
QP	3	35,667,000	PAC	3.5	FIX	31393U3E1	November 2009
ID(1)	3	4,920,500(2)	NTL	4.0	FIX/IO	31393U3F8	November 2013
QU(1)	3	39,364,000	PAC	3.5	FIX	31393U3G6	November 2013
QJ	3	26,357,000	PAC	4.0	FIX	31393U3H4	January 2016
QK	3	22,517,000	PAC	4.0	FIX	31393U 3 J 0	September 2017
LI(1)	3	22,755,000(2)	NTL	4.0	FIX/IO	31393U3K7	February 2019
LO(1)	3	22,755,000	PAC	(3)	PO	31393U3L5	February 2019
JD	3	37,313,333	NSJ/TAC/AD	4.5	FIX	31393U3M3	February 2019
ZC	3	100,000	NSJ/TAC/AD	4.5	FIX/Z	31393U3N1	February 2019
ZD	3	10,000,000	NSJ/SUP	4.5	FIX/Z	31393U3P6	February 2019
PO	3	5,926,667	SUP	(3)	PO	31393U3Q4	February 2019
FG	4	41,974,741	SC/PT	(4)	FLT	31393U3R2	July 2022
$SG\ \dots\dots$	4	41,974,741(2)	NTL	(4)	INV/IO	31393U3S0	July 2022
R		0	NPR	0	NPR	31393U3T8	February 2034
$RL\;\dots\dots$		0	NPR	0	NPR	31393U3U5	February 2034
		•					

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 OU, OC, NB, OG, JA, QH and QL Classes are the RCR classes, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be January 30, 2004.

Carefully consider the risk factors starting on page S-9 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

## UBS Investment Bank

Exchangeable classes.
 Notional balances. These classes are interest only classes.

<sup>(3)</sup> Principal only classes.(4) Based on LIBOR.

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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");
- if you are purchasing any Group 4 Class or the R or RL Class, the disclosure document relating to the underlying RCR Certificates (the "Underlying Disclosure Document"); 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 Disclosure Document, by writing or calling the dealer at:

UBS Securities LLC Prospectus Department 1000 Harbor Boulevard Weehawken, New Jersey 07087 (telephone 201-352-6858).

In the first quarter of 2003, we began filing periodic reports with the SEC under the Securities Exchange Act of 1934. These filings 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	Group 1 MBS
2	Group 2 MBS
3	Group 3 MBS
4	Class 2003-68-IL RCR Certificate
	Class 2003-68-QP RCR Certificate

# Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS (as of January 1, 2004)

	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 1 MBS	\$215,000,000	240	237	3	5.500%
Group 2 MBS Group 3 MBS	\$ 49,253,016 \$200,000,000	360 180	$\begin{array}{c} 278 \\ 174 \end{array}$	83 5	$7.945\% \ 4.500\%$

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.

### Characteristics of the Group 4 Underlying RCR Certificates

Exhibit A describes the Group 4 Underlying RCR Certificates, including certain information about the related mortgage loans. To learn more about the Group 4 Underlying RCR Certificates, you should obtain from us the current class factors and the related disclosure documents as described on page S-3.

### **Class Factors**

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

### **Settlement Date**

We expect to issue the certificates on January 30, 2004.

### **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	R and RL Classes
than the 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)
FW	1.50%	7.50%	0.40%	LIBOR + 40 basis points
SW	6.00%	7.10%	0.00%	7.1% - LIBOR
FG	1.42%	8.00%	0.30%	LIBOR + 30 basis points
SG	6.58%	7.70%	0.00%	7.7% - LIBOR

<sup>(1)</sup> 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	
IA	30% of the OW Class
IB	20% of the NA Class
GI	100% of the GO Class
IJ	10% of the JB Class
SW	100% of the FW Class
IC	12.5% of the QP Class
ID	12.5% of the QU Class
LI	100% of the LO Class
SG	100% of the FG Class

### **Distributions of Principal**

Group 1 Principal Distribution Amount

ZA Accrual Amount

To the JB Class to zero, and thereafter to the ZA Class.

ZB Accrual Amount

To Aggregate Group II to its Targeted Balance, and thereafter to the ZB Class.

Group 1 Cash Flow Distribution Amount

- 1. To Aggregate Group I to its Planned Balance.
- 2. If and only if the principal balance of the Group 1 MBS is less than either
  - the Group 1 MBS First Specified Balance

or

• the Group 1 MBS Second Specified Balance,

to the ZB Class to zero.

- 3. To Aggregate Group II to its Targeted Balance.
- 4. To the ZB Class to zero.
- 5. To Aggregate Group II to zero.
- 6. To Aggregate Group I to zero.

For a description of Aggregate Groups I and II, see "Description of the Certificates—Distributions of Principal—Group 1 Principal Distribution Amount" in this prospectus supplement.

Group 2 Principal Distribution Amount

To the FW Class to zero.

Group 3 Principal Distribution Amount

ZC Accrual Amount

To the JD Class to zero, and thereafter to the ZC Class.

ZD Accrual Amount

To Aggregate Group IV to its Targeted Balance, and thereafter to the ZD Class.

Group 3 Cash Flow Distribution Amount

- 1. To Aggregate Group III to its Planned Balance.
- 2. (a) 11.1111117360% of the remaining amount to the PO Class to zero, and
  - (b) 88.888882640% of such remaining amount as follows:

first, if and only if the principal balance of the Group 3 MBS is less than either

• the Group 3 MBS First Specified Balance

or

• the Group 3 MBS Second Specified Balance,

to the ZD Class to zero;

second, to Aggregate Group IV to its Targeted Balance;

third, to the ZD Class to zero;

fourth, to Aggregate Group IV to zero.

3. To Aggregate Group III to zero.

For a description of Aggregate Groups III and IV, see "Description of the Certificates—Distributions of Principal—Group 3 Principal Distribution Amount" in this prospectus supplement.

Group 4 Principal Distribution Amount

To the FG Class to zero.

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

#### Weighted Average Lives (years)\* **PSA Prepayment Assumption** 500% **Group 1 Classes** 0% $\boldsymbol{100\,\%}$ $\mathbf{220}\,\%$ $\boldsymbol{221\%}$ 223% 224% 225% 226% 249% 250% 350%IA, OW and OU..... 5.9 3.0 3.0 3.0 3.0 3.0 3.0 3.0 3.0 3.0 2.8 2.4 IB, NA, OC and NB.... 11.3 6.0 3.7 6.0 6.0 6.0 6.0 6.0 6.0 6.0 6.0 4.8 8.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 6.3 OD ..... 13.54.7 OE ..... 15.3 11.0 11.0 11.0 11.0 11.0 11.0 11.0 11.0 11.0 8.7 6.5 GI, GO and OG ..... 17.0 16.0 16.0 16.0 16.0 16.0 16.0 16.0 16.0 16.0 13.6 10.5 IJ, JB and JA ..... 14.0 9.12.92.8 3.0 3.0 4.1 4.1 2.8 2.81.8 1.4 9.1 6.9 2.2 ZA ..... 18.715.4 9.310.6 10.4 19.4 19.4 14.8 3.1 8.0 6.8 6.7 0.9 0.3 ZB ..... 19.4 17.6 8.1 0.40.40.40.4**PSA Prepayment Assumption Group 2 Classes** 0% $\mathbf{350}\,\%$ **699**% 1050% 1400% FW and SW..... 21.6 3.9 1.8 1.0 0.6 **PSA Prepayment Assumption Group 3 Classes** 0% 100% 172%173% 182% 208% 225% 226% 249% $250\,\%$ 350% 3.0 2.0 2.0 2.0 2.0 2.0 2.0 2.0 2.0 2.0 IC and QP... 2.0 . . . . . . . . . . ID, QU and QH . . . . . . . . 6.54.0 4.0 4.0 4.0 4.0 4.0 4.0 4.0 4.0 3.4 2.7 3.8 9.0 6.0 6.0 6.0 6.0 6.0 6.0 6.0 6.0 6.0 4.9 QJ\_ ..... QK ..... 10.78.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 6.5 5.0 LI, LO and QL ..... 12.311.3 11.3 11.3 11.3 11.3 11.3 11.3 11.3 11.3 9.9 7.9 9.4 5.7 3.9 3.8 3.9 4.0 3.2 3.2 2.22.2 1.5 1.1 JD ..... 11.2 13.9 11.1 14.3 14.3 5.6 2.6 11.4 11.1 11.6 14.4 1.8 ZD ..... 14.513.0 7.6 7.55.9 0.60.4 0.40.40.4 0.3 0.3 PO ..... 11.8 8.2 4.7 4.7 4.3 3.3 2.7 2.6 1.8 1.2 0.9 1.8 **PSA Prepayment Assumption Group 4 Classes** 0% 100% 257% $350\,\%$ **500**% FG and SG..... 11.2 6.8 3.2 2.4

<sup>\*</sup> 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.

Any change in principal priority of a Non-Sticky Jump Class may remain in effect for an extended period. Once a change in principal priority of a Non-Sticky Jump Class occurs, under most prepayment scenarios the new payment priority may continue in effect for subsequent periods. Moreover, it is possible that under various prepayment scenarios the change in payment priority would remain in effect indefinitely.

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 Trust MBS have certain characteristics. However, the actual mortgage loans probably will have different characteristics from those we assumed. As a result, your yields could be lower than you expect, even if the mortgage loans prepay at the indicated constant prepayment rates. In addition, slight differences between the assumed mortgage 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 understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

### DESCRIPTION OF THE CERTIFICATES

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

### General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") and a separate trust (the "Lower Tier REMIC") pursuant to a trust agreement dated as of January 1, 2004 (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

• three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the "Group 1 MBS," "Group 2 MBS" and "Group 3 MBS" and, together, the "Trust MBS"), and

• certain previously issued RCR certificates (the "Group 4 Underlying RCR Certificates") evidencing beneficial ownership interests in the related Fannie Mae REMIC trust (the "Underlying REMIC Trust") as further described in Exhibit A.

The assets of the Underlying REMIC Trust evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Trust MBS, the "MBS").

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

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

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

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

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

Our guaranty obligations with respect to the Underlying RCR Certificates are described in the Underlying 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, and "Description of the Certificates—General—Fannie Mae Guaranty" in the Underlying 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 in the following denominations:

Classes	Denominations
---------	---------------

All Interest Only, Principal Only, Inverse Floating Rate and Non-Sticky Jump Classes

All other Classes (except the R and RL Classes)

\$100,000 minimum plus whole dollar increments

\$1,000 minimum plus 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.

Voting the Group 4 Underlying RCR Certificates. Holders of the Group 4 Underlying RCR Certificates may be asked to vote on issues arising under the related trust agreements. If so, the Trustee will vote the Group 4 Underlying RCR Certificates 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 IA, OW, IB, NA, GI, GO, IJ, JB, ID, QU, LI and LO 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 Trust MBS

The following table contains certain information about the Trust MBS. The Trust MBS included in each specified Group will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Trust MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Trust MBS are conventional, fixed-rate, fully-amortizing mortgage loans secured by first mortgages or deeds of trust on single-family residential properties. These Mortgage Loans have original maturities of up to 20 years in the case of the Group 1 MBS, up to 30 years in the case of the Group 2 MBS, and up to 15 years in the case of the Group 3 MBS. See "The Mortgage Pools" and "Yield, Maturity, and Prepayment Considerations" in the MBS Prospectus.

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

### **Group 1 MBS**

Aggregate Unpaid Principal Balance	\$215,000,000
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	181 months to 240 months
Approximate Weighted Average WAM	
Approximate Weighted Average WALA (weighted average	
loan age)	3 months

### Group 2 MBS

Aggregate Unpaid Principal Balance	\$49,253,016
MBS Pass-Through Rate	7.50%
Range of WACs (annual percentages)	7.75% to 10.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	278 months
Approximate Weighted Average WALA	83 months
Group 3 MBS	
Aggregate Unpaid Principal Balance	\$200,000,000
MBS Pass-Through Rate	4.00%
Range of WACs (annual percentages)	4.25% to 6.50%
Range of WAMs	121 months to 180 months
Approximate Weighted Average WAM	174 months
Approximate Weighted Average WALA	5 months

### The Group 4 Underlying RCR Certificates

Each of the Group 4 Underlying RCR Certificates 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 4 Underlying RCR Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Group 4 Underlying RCR Certificates are described in the Underlying Disclosure Document. See Exhibit A for additional information about the Group 4 Underlying RCR Certificates.

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 4 Underlying RCR Certificates, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the date we prepared the Underlying 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.

### Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal or notional principal balances of the Group 4 Underlying RCR Certificates as of the Issue Date and, with respect to the Trust MBS, the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the Trust MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Trust 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.

### **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** 

Fixed Rate IA, OW, IB, NA, OD, OE, GI, IJ, JB, ZA and ZB

Accrual ZA and ZB Interest Only IA, IB, GI and IJ

Principal Only GO

RCR\*\* OU, OC, NB, OG and JA

**Group 2 Classes** 

Floating Rate FW
Inverse Floating Rate SW
Interest Only SW

**Group 3 Classes** 

Fixed Rate IC, QP, ID, QU, QJ, QK, LI, JD, ZC and ZD

Accrual ZC and ZD
Interest Only IC, ID and LI
Principal Only LO and PO
RCR\*\* QH and QL

**Group 4 Classes** 

Floating Rate FG
Inverse Floating Rate SG
Interest Only SG

### No Payment Residual R and RL

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").

### Classes

## All Fixed Rate Classes (collectively, the "Delay Classes")

All Floating Rate and Inverse Floating Rate Classes

### **Interest Accrual Periods**

Calendar month preceding the month in which the Distribution Date occurs

One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

<sup>\*</sup> See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.

<sup>\*\*</sup> See "—Combination and Recombination" above and Schedule 1 for a further description of the RCR Classes.

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

The Dealer will treat the GO, LO and PO Classes as Delay Classes for the sole purpose of facilitating trading.

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

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

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

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

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

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

### Calculation of LIBOR

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

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 1.10% in the case of the FW and SW Classes, and 1.12% in the case of the FG and SG Classes.

### **Distributions of Principal**

Categories of Classes

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

Principal Type*	Classes
Group 1 Classes PAC TAC Support Non-Sticky Jump Accretion Directed Notional RCR**	OW, NA, OD, OE and GO JB and ZA ZB JB, ZA and ZB JB and ZA IA, IB, GI and IJ OC, OG, JA, OU and NB
Group 2 Classes Pass-Through Notional	FW SW
Group 3 Classes PAC TAC Support Non-Sticky Jump Accretion Directed Notional RCR**	QP, QU, QJ, QK and LO JD and ZC ZD and PO JD, ZC and ZD JD and ZC IC, ID and LI QH and QL
Group 4 Classes Structured Collateral/Pass-Through Notional No Payment Residual	FG SG R and RL

<sup>\*</sup> 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 MBS (the "Group 1 Cash Flow Distribution Amount") plus any interest then accrued and added to the principal balances of the ZA and ZB Classes (the "ZA Accrual Amount" and "ZB Accrual Amount," respectively, and together with the Group 1 Cash Flow Distribution Amount, the "Group 1 Principal Distribution Amount"),
- the principal then paid on the Group 2 MBS (the "Group 2 Principal Distribution Amount"),
- the principal then paid on the Group 3 MBS (the "Group 3 Cash Flow Distribution Amount") plus any interest then accrued and added to the principal balances of the ZC and ZD Classes (the "ZC Accrual Amount" and "ZD Accrual Amount," respectively, and together with the Group 3 Cash Flow Distribution Amount, the "Group 3 Principal Distribution Amount"), and
- the principal then paid on the Group 4 Underlying RCR Certificates (the "Group 4 Principal Distribution Amount").

### Group 1 Principal Distribution Amount

### ZA Accrual Amount

On each Distribution Date, we will pay the ZA Accrual Amount as principal of the JB Class, until its principal balance is reduced to zero. Thereafter, we will pay the ZA Accrual Amount as principal of the ZA Class.

Accretion Directed Class and Accrual

### ZB Accrual Amount

On each Distribution Date, we will pay the ZB Accrual Amount as principal of Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date. Thereafter, we will pay the ZB Accrual Amount as principal of the ZB Class.

Accretion
Directed/TAC
Group
and Accrual
Class

### Group 1 Cash Flow Distribution Amount

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

(i) to Aggregate Group I (described below), until the Aggregate I Balance PAC Group (described below) is reduced to its Planned Balance for that Distribution Date; (ii) if and only if the aggregate principal balance of the Group 1 MBS (after giving effect to distributions made on that Distribution Date) is less than either • the Group 1 MBS First Specified Balance for that Distribution Date Non-Sticky Jump/ Support Class or• the Group 1 MBS Second Specified Balance for that Distribution Date, to the ZB Class, until its principal balance is reduced to zero; Non-Sticky Jump/TAC Group (iii) to Aggregate Group II, until the Aggregate II Balance is reduced to its Targeted Balance for that Distribution Date: Support (iv) to the ZB Class, until its principal balance is reduced to zero; (v) to Aggregate Group II, without regard to its Targeted Balance and until the Group Aggregate II Balance is reduced to zero; and (vi) to Aggregate Group I, without regard to its Planned Balance and until the

"Aggregate Group I" consists of the OW, NA, OD, OE and GO Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I, sequentially, to the OW, NA, OD, OE and GO 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 included in Aggregate Group I.

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

The "Aggregate II Balance" is equal to the aggregate of the principal balances of the Classes included 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 ZA Class on that date.

### Group 2 Principal Distribution Amount

Aggregate I Balance is reduced to zero.

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the FW Class, until its principal balance is reduced to zero.

Pass-Through

PAC Group

### Group 3 Principal Distribution Amount

### ZC Accrual Amount

On each Distribution Date, we will pay the ZC Accrual Amount as principal of the JD Class, until its principal balance is reduced to zero. Thereafter, we will pay the ZC Accrual Amount as principal of the ZC Class.

Accretion Directed Class and Accrual Class

### ZD Accrual Amount

On each Distribution Date, we will pay the ZD Accrual Amount as principal of Aggregate Group IV (described below), until the Aggregate IV Balance (described below) is reduced to its Targeted Balance for that Distribution Date. Thereafter, we will pay the ZD Accrual Amount as principal of the ZD Class.

Accretion Directed/TAC Group and Accrual Class

### Group 3 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 3 Cash Flow Distribution Amount as principal of the Group 3 Classes as follows:

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

(ii) (a) 11.1111117360% of the remaining amount to the PO Class, until its principal balance is reduced to zero, and

(b) 88.888882640% of such remaining amount in the following priority:

first, if and only if the aggregate principal balance of the Group 3 MBS (after giving effect to distributions made on that Distribution Date) is less than either

• the Group 3 MBS First Specified Balance for that Distribution Date

Non-Sticky Jump / Support Class

• the Group 3 MBS Second Specified Balance for that Distribution Date, to the ZD Class, until its principal balance is reduced to zero;

second, to Aggregate Group IV, until the Aggregate IV Balance is reduced to its Targeted Balance for that Distribution Date;

Non-Sticky Jump/TAC Group

third, to the ZD Class, until its principal balance is reduced to zero; and

Support Class

fourth, to Aggregate Group IV, without regard its Targeted Balance and until the Aggregate IV Balance is reduced to zero; and

TAC Group

(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 QP, QU, QJ, QK and LO Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group III, sequentially, to the QP, QU, QJ, QK and LO 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 included in Aggregate Group III.

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

The "Aggregate IV Balance" is equal to the aggregate of the principal balances of the Classes included in Aggregate Group IV. For determining principal payments on a Distribution Date, the Aggregate IV Balance will include any increase in the principal balance of the ZC Class on that date.

Group 4 Principal Distribution Amount

On each Distribution Date, we will pay the Group 4 Principal Distribution Amount as principal of the FG Class, until its principal balance is reduced to zero.

Structured Collateral / Pass-Through Class

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

### **Structuring Assumptions**

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus supplement has been prepared based on the actual characteristics of each pool of Mortgage Loans backing the Group 4 Underlying RCR Certificates, the priority sequence affecting principal payments on the Group 4 Underlying RCR Certificates, and the following assumptions (such characteristics and assumptions, collectively, the "Pricing Assumptions"):

- the Mortgage Loans underlying the Trust MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under "Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Trust MBS" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related tables;
- the preliminary Principal Balance Schedules remain in effect;
- the settlement date for the sale of the Certificates is January 30, 2004; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement with respect to all Classes and Principal Balances Schedules (other than the Group 1 MBS Second Specified Balances and the Group 3 MBS Second Specified Balances) is The Bond Market Association's standard prepayment model ("PSA"). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under "Description of Certificates—Prepayment Models" in the REMIC Prospectus.

The model used in this prospectus supplement with respect to the Group 1 MBS Second Specified Balances and the Group 3 MBS Second Specified Balances is the constant prepayment rate model ("CPR"). CPR represents the annual rate of prepayment relative to the then outstanding principal balance of a pool of new mortgage loans. Thus, "0% CPR" means no prepayments, "15% CPR" means an annual prepayment rate of 15%, and so forth.

It is highly unlikely that prepayments will occur at any *constant* PSA or CPR rate, as applicable, 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 for the Groups and MBS listed below (including the Preliminary Principal Balance Schedules for the Aggregate Group II Targeted Balances and the Group 1 MBS Second Specified Balances) 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 or CPR rates set forth below.

The final Principal Balance Schedules for the Aggregate Group II Targeted Balances and the Group 1 MBS Second Specified Balances will be calculated on or before the Settlement Date on the basis of the actual characteristics of the Group 1 MBS and the assumption that the related Mortgage Loans will prepay at the applicable structuring rate set forth below. The final Principal Balance Schedules for the Aggregate Group II Targeted Balances and the Group 1 MBS Second Specified Balances will be included in a supplement to this prospectus supplement. The calculation of the final Principal Balance Schedules will be final and binding on all persons regardless of any defect or alleged defect in the methodology or information used in making such calculation. The Preliminary Principal Balance Schedules, which are provided for illustrative purposes only, are found beginning on page B-7. You should note, however, that the actual characteristics of the related Mortgage Loans will differ from the characteristics assumed in preparing the Preliminary Principal Balance Schedules and that the weighted average lives of the applicable Group 1 Classes may vary as a result.

Principal Balance Schedule References	Related Groups (1) and MBS	Structuring Ranges and Rates
Planned Balances	Aggregate Group I	Between 100% and 250% PSA
Targeted Balances	Aggregate Group II	(2)
First Specified Balances	Group 1 MBS	225% PSA
Second Specified Balances	Group 1 MBS	(3)
Planned Balances	Aggregate Group III	Between 100% and 250% PSA
Targeted Balances	Aggregate Group IV	(4)
First Specified Balances	Group 3 MBS	225% PSA
Second Specified Balances	Group 3 MBS	(3)

- (1) The Structuring Ranges and rates 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 220% PSA but do not hold at any constant percentage of PSA.
- (3) The Second Specified Balances for the Group 1 MBS and Group 3 MBS have been structured at 2.9% CPR but do not hold at any constant percentage of CPR.
- (4) The Targeted Balances of Aggregate Group IV have been structured at 172% PSA but do not hold at any constant percentage of PSA.

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 or MBS 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 or 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 100% and 250% PSA
Aggregate Group III	Between 100% and 250% 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 Groups and Support Classes. When the related TAC Groups 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 Classes. The yields to investors in the Fixed Rate Interest Only Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans generally can be prepaid at any time without penalty. On the basis of the assumptions described below, the yield to

maturity on the Fixed Rate Interest Only Classes would be 0% if prepayments of the related Mortgage Loans were to occur at the constant rates shown in the table below:

Class	% PSA
IA	500% PSA
IB	451% PSA
GI	782% PSA
IJ	239% PSA
IC	478% PSA
ID	379% PSA
LI	661% PSA

For any Fixed Rate Interest Only Class, if the actual prepayment rate of the related Mortgage Loans were to exceed the level specified for as little as one month while equaling that level for the remaining months, the investors in 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:

Class	Price*
IA	11.50%
IB	19.50%
GI	34.00%
IJ	16.50%
IC	7.00%
ID	12.75%
LI	25.00%

<sup>\*</sup> 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 IA Class to Prepayments

		PSA Prepayment Assumption										
	50%	100%	$\underline{220\%}$	$\underline{221\%}$	$\underline{223\%}$	$\underline{224\%}$	$\underline{225\%}$	$\underline{226\%}$	249%	$\underline{250\%}$	350%	500%
Pre-Tax Yields to												
Maturity	24.3%	14.7%	14.7%	14.7%	14.7%	14.7%	14.7%	14.7%	14.7%	14.7%	11.3%	0.0%

### Sensitivity of the IB Class to Prepayments

		PSA Prepayment Assumption											
	50%	100%	<b>220</b> %	$\underline{221\%}$	$\underline{223\%}$	$\underline{224\%}$	$\underline{225\%}$	$\underline{226\%}$	<b>249</b> %	$\underline{250\%}$	350%	$\underline{500\%}$	
Pre-Tax Yields to													
Maturity	20.2%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	8.1%	(4.0)%	)

### Sensitivity of the GI Class to Prepayments

	PSA Prepayment Assumption											
	<b>50</b> %	100%	$\underline{220\%}$	$\underline{221\%}$	$\underline{223\%}$	$\underline{224\%}$	$\underline{225\%}$	$\underline{226\%}$	<b>249</b> %	$\underline{250\%}$	350%	500%
Pre-Tax Yields to												
Maturity	12.9%	12.9%	12.9%	12.9%	12.9%	12.9%	12.9%	12.9%	12.9%	12.9%	11.6%	8.6%

### Sensitivity of the IJ Class to Prepayments

		rsa rrepayment Assumption										
	$\boldsymbol{50\%}$	100%	<b>220</b> %	221%	$\underline{223\%}$	$\underline{224\%}$	$\underline{225\%}$	<b>226</b> %	249%	250%	350%	500%
Pre-Tax Yields to Maturity	24.7%	22.4%	(7.0)%	(7.6)%	(4.3)%	(4.8)%	5.3%	5.8%	(9.2)%	(9.9)%	(44.6)%	(76.7)%

### Sensitivity of the IC Class to Prepayments

	PSA Prepayment Assumption											
	$\boldsymbol{50\%}$	100%	$\boldsymbol{172\%}$	173%	182%	208%	$\textcolor{red}{\mathbf{225\%}}$	226%	249%	250%	350%	500%
Pre-Tax Yields to												
Maturity	17.9%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	8.5%	7.9%	(1.7)%

### Sensitivity of the ID Class to Prepayments

		PSA Prepayment Assumption										
	$\boldsymbol{50\%}$	100%	$\boldsymbol{172\%}$	173%	182%	208%	$\boldsymbol{225\%}$	226%	$\textcolor{red}{249\%}$	250%	350%	500%
Pre-Tax Yields to Maturity	16.9%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	2.9%	(11.8)%

### Sensitivity of the LI Class to Prepayments

	PSA Prepayment Assumption											
	$\boldsymbol{50\%}$	100%	172%	173%	182%	208%	$\boldsymbol{225\%}$	226%	249%	250%	350%	500%
Pre-Tax Yields to	11.7%	11.7%	11.7%	11.7%	11.7%	11.7%	11.7%	11.7%	11.7%	11.7%	9.8%	5.7%

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

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

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

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

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

Class	Price*
SW	7.75%
SG	12.25%

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 SW Class to Prepayments and LIBOR

(Pre-Tax Yields to Maturity) **PSA Prepayment Assumption** 

	1 SA 1 repayment Assumption											
LIBOR	50%	350%	699%	1050%	1400%							
0.1%	101.2%	73.5%	36.6%	(8.5)%	(70.7)%							
1.1%	84.5%	58.1%	23.1%	(19.8)%	(78.7)%							
3.1%	52.6%	28.8%	(2.7)%	(41.2)%	(93.9)%							
5.1%	22.3%	1.0%	(27.1)%	(61.5)%	*							
7.1%	*	*	*	*	*							

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

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

	PSA Prepayment Assumption										
LIBOR	<b>50</b> %	100%	257%	350%	500%						
0.12%	61.8%	58.5%	47.6%	40.5%	28.4%						
1.12%	51.9%	48.6%	37.5%	30.2%	17.7%						
3.12%	32.5%	29.1%	17.2%	9.3%	(4.3)%						
5.12%	12.9%	9.2%	(4.3)%	(13.4)%	(28.9)%						
7.70%	*	*	*	*	*						

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

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

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 Principal Only Classes (expressed in each case as a percentage of its original principal balance) are as follows:

Class	Price
GO	60.75%
LO	67.50%
P0	82.00%

### Sensitivity of the GO Class to Prepayments

		PSA Prepayment Assumption										
	<b>50</b> %	100%	$\underline{220\%}$	$\underline{221\%}$	$\underline{223\%}$	$\underline{224\%}$	$\underline{225\%}$	<b>226</b> %	$\underline{249\%}$	$\underline{250\%}$	$\underline{350\%}$	<b>500</b> %
Pre-Tax Yields to												
Maturity	3.1%	3.1%	3.1%	3.1%	3.1%	3.1%	3.1%	3.1%	3.1%	3.1%	3.7%	4.9%

### Sensitivity of the LO Class to Prepayments

	PSA Prepayment Assumption											
	50%	100%	<b>172</b> %	173%	182%	208%	$\boldsymbol{225\%}$	226%	249%	250%	350%	500%
Pre-Tax Yields to Maturity	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	4.0%	5.1%

### Sensitivity of the PO Class to Prepayments

	PSA Prepayment Assumption											
	<b>50</b> %	100%	$\boldsymbol{172\%}$	173%	182%	208%	225%	226%	249%	250%	350%	500%
Pre-Tax Yields to												
Maturity	2.1%	2.5%	4.7%	4.7%	5.2%	7.0%	8.6%	8.7%	11.7%	11.9%	17.6%	23.6%

### 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 1 and Group 3 Classes, and
- in the case of the Group 1 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 MBS	240 months	240 months	7.50%
Group 2 MBS	360 months	360 months	10.00%
Group 3 MBS	180 months	180 months	6.50%
Group 4 Underlying RCR Certificates	240 months	233 months	7.50%

### 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

	IA†, OW and OU Classes											
							repayment imption					
Date	0%	100%	220%	221%	$\boldsymbol{223\%}$	$\boldsymbol{224\%}$	$\boldsymbol{225\%}$	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	92	76	76	76	76	76	76	76	76	76	76	76
January 2007	83	49	49	49	49	49	49	49	49	49	49	10
January 2008	73	22	22	22	22	22	22	22	22	22	4	0
January 2009	63	0	0	0	0	0	0	0	0	0	0	0
January 2010	52	0	0	0	0	0	0	0	0	0	0	0
January 2011	40	0	0	0	0	0	0	0	0	0	0	0
January 2012	27	0	0	0	0	0	0	0	0	0	0	0
January 2013	13	0	0	0	0	0	0	0	0	0	0	0
January 2014	0	0	0	0	0	0	0	0	0	0	0	0
January 2015	0	0	0	0	0	0	0	0	0	0	0	0
January 2016	0	0	0	0	0	0	0	0	0	0	0	0
January 2017	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	5.9	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	2.8	2.4

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

IB†, NA, OC and NB Classes

OD Class PSA Prepayment Assumption

	PSA Prepayment Assumption											
Date	0%	100%	$\boldsymbol{220\%}$	$\boldsymbol{221\%}$	223%	$\boldsymbol{224\%}$	$\boldsymbol{225\%}$	$\boldsymbol{226\%}$	$\boldsymbol{249\%}$	$\boldsymbol{250\%}$	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	100	100	100	100	100
January 2008	100	100	100	100	100	100	100	100	100	100	100	15
January 2009	100	96	96	96	96	96	96	96	96	96	32	0
January 2010	100	48	48	48	48	48	48	48	48	48	0	0
January 2011	100	3	3	3	3	3	3	3	3	3	0	0
January 2012	100	0	0	0	0	0	0	0	0	0	0	0
January 2013	100	0	0	0	0	0	0	0	0	0	0	0
January 2014	95	0	0	0	0	0	0	0	0	0	0	0
January 2015	61	0	0	0	0	0	0	0	0	0	0	0
January 2016	25	0	0	0	0	0	0	0	0	0	0	0
January 2017	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	11.3	6.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	4.8	3.7

						Asst	шрион							
Date	0%	100%	$\boldsymbol{220\%}$	221%	223%	$\boldsymbol{224\%}$	$\boldsymbol{225\%}$	$\boldsymbol{226\%}$	249%	250%	350%	500%		
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100		
January 2005	100	100	100	100	100	100	100	100	100	100	100	100		
January 2006	100	100	100	100	100	100	100	100	100	100	100	100		
January 2007	100	100	100	100	100	100	100	100	100	100	100	100		
January 2008	100	100	100	100	100	100	100	100	100	100	100	100		
January 2009	100	100	100	100	100	100	100	100	100	100	100	20		
January 2010	100	100	100	100	100	100	100	100	100	100	64	0		
January 2011	100	100	100	100	100	100	100	100	100	100	1	0		
January 2012	100	46	46	46	46	46	46	46	46	46	0	0		
January 2013	100	0	0	0	0	0	0	0	0	0	0	0		
January 2014	100	0	0	0	0	0	0	0	0	0	0	0		
January 2015	100	0	0	0	0	0	0	0	0	0	0	0		
January 2016	100	0	0	0	0	0	0	0	0	0	0	0		
January 2017	79	0	0	0	0	0	0	0	0	0	0	0		
January 2018	20	0	0	0	0	0	0	0	0	0	0	0		
January 2019	0	0	0	0	0	0	0	0	0	0	0	0		
January 2020	0	0	0	0	0	0	0	0	0	0	0	0		
January 2021	0	0	0	0	0	0	0	0	0	0	0	0		
January 2022	0	0	0	0	0	0	0	0	0	0	0	0		
January 2023	0	0	0	0	0	0	0	0	0	0	0	0		
January 2024	0	0	0	0	0	0	0	0	0	0	0	0		
January 2025	0	0	0	0	0	0	0	0	0	0	0	0		
January 2026	0	0	0	0	0	0	0	0	0	0	0	0		
January 2027	0	0	0	0	0	0	0	0	0	0	0	0		
January 2028	0	0	0	0	0	0	0	0	0	0	0	0		
January 2029	0	0	0	0	0	0	0	0	0	0	0	0		
January 2030	0	0	0	0	0	0	0	0	0	0	0	0		
January 2031	0	0	0	0	0	0	0	0	0	0	0	0		
January 2032	0	0	0	0	0	0	0	0	0	0	0	0		
January 2033	0	0	0	0	0	0	0	0	0	0	0	0		
January 2034	0	0	0	0	0	0	0	0	0	0	0	0		
Weighted Average														
Life (years)**	13.5	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	6.3	4.7		

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

OE Class PSA Prepayment Assumption 0% 100% 220% 221% 223% 225% 226% 249% 250% 350% 500% Date 224% Initial Percent . . . . . . . . January 2005. January 2006. January 2007.  $\begin{array}{c} 100 \\ 100 \end{array}$ January 2009 . January 2010 . January 2010 . 100 100  $\frac{100}{100}$ January 2011 January 2012 January 2013 65 37 100 100 100 100 100 100 100 99 70 45 25 9 100 100  $100 \\ 100 \\ 99 \\ 70 \\ 45 \\ 25$ 70 45 25 70 45 25 70 45 25 70 45 25 70 45 25 70 45 25 70 45 25 January 2015. January 2015. January 2016. 100 January 2017 January 2018 January 2019 January 2020 January 2021. January 2022 January 2023. January 2024 January 2025 January 2026 January 2027 January 2028. January 2029. January 2030. Õ January 2034.... Weighted Average Life (years)\*\* 11.0 11.0 11.0 11.0 11.0 11.0 11.0 11.0 11.0 8.7 6.5

	GI†, GO and OG Classes											
	PSA Prepayment Assumption											
Date	0%	100%	220%	221%	223%	224%	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	100	100	100	100	100
January 2008	100	100	100	100	100	100	100	100	100	100	100	100
January 2009	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	100	100	100	100	100	100	100	100	100
January 2011	100	100	100	100	100	100	100	100	100	100	100	100
January 2012	100	100	100	100	100	100	100	100	100	100	100	100
January 2013	100	100	100	100	100	100	100	100	100	100	100	72
January 2014	100	100	100	100	100	100	100	100	100	100	100	47
January 2015	100	100	100	100	100	100	100	100	100	100	100	30
January 2016	100	100	100	100	100	100	100	100	100	100	72	19
January 2017	100	100	100	100	100	100	100	100	100	100	51	12
January 2018	100	90	90	90	90	90	90	90	90	90	35	7
January 2019	100	65	65	65	65	65	65	65	65	65	23	4
January 2020	100	45	45	45	45	45	45	45	45	45	15	2
January 2021	29	29	29	29	29	29	29	29	29	29	9	1
January 2022	16	16	16	16	16	16	16	16	16	16	5	1
January 2023	6	6	6	6	6	6	6	6	6	6	2	*
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	17.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	13.6	10.5

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

IJ†, JB and JA Classes

	PSA Prepayment Assumption											
Date	0%	100%	220%	221%	223%	$\boldsymbol{224\%}$	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	90	79	81	81	84	84	84	90	88	88	80	68
January 2006	88	78	62	62	64	64	68	70	65	64	42	9
January 2007	87	77	40	40	42	42	48	48	39	39	2	0
January 2008	86	76	25	24	26	26	33	32	21	20	0	0
January 2009	85	74	14	13	15	15	22	21	9	9	0	0
January 2010	84	73	7	7	9	8	16	15	3	2	0	0
January 2011	82	72	4	3	5	5	13	13	*	0	0	0
January 2012	81	69	2	2	4	4	12	12	*	0	0	0
January 2013	79	64	*	0	3	2	11	11	*	0	0	0
January 2014	78	57	0	0	1	*	10	10	*	0	0	0
January 2015	76	48	0	0	0	0	9	8	0	0	0	0
January 2016	74	38	0	0	0	0	7	7	0	0	0	0
January 2017	72	28	0	0	0	0	6	6	0	0	0	0
January 2018	70	16	0	0	0	0	5	5	0	0	0	0
January 2019	68	4	0	0	0	0	4	4	0	0	0	0
January 2020	66	0	0	0	0	0	3	3	0	0	0	0
January 2021	56	0	0	0	0	0	2	2	0	0	0	0
January 2022	23	0	0	0	0	0	1	1	0	0	0	0
January 2023	0	0	0	0	0	0	*	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	14.0	9.1	2.9	2.8	3.0	3.0	4.1	4.1	2.8	2.8	1.8	1.4

	ZA Class											
	PSA Prepayment Assumption											
Date	0%	100%	220%	221%	223%	$\boldsymbol{224\%}$	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	105	105	105	105	105	105	105	105	105	105	105	105
January 2006	110	110	110	110	110	110	110	110	110	110	110	110
January 2007	116	116	116	116	116	116	116	116	116	116	116	0
January 2008	122	122	122	122	122	122	122	122	122	122	0	0
January 2009	128	128	128	128	128	128	128	128	128	128	0	0
January 2010	135	135	135	135	135	135	135	135	135	135	0	0
January 2011	142	142	142	142	142	142	142	142	142	27	0	0
January 2012	149	149	149	149	149	149	149	149	149	*	0	0
January 2013	157	157	157	147	157	157	157	157	157	*	0	0
January 2014	165	165	0	0	165	165	165	165	165	*	0	0
January 2015	173	173	0	0	0	0	173	173	172	*	0	0
January 2016	182	182	0	0	0	0	182	182	146	*	0	0
January 2017	191	191	0	0	0	0	191	191	121	*	0	0
January 2018	201	201	0	0	0	0	201	201	98	*	0	0
January 2019	211	211	0	0	0	0	211	211	76	*	0	0
January 2020	222	0	0	0	0	0	222	222	56	*	0	0
January 2021	234	0	0	0	0	0	234	234	38	*	0	0
January 2022	246	0	0	0	0	0	246	246	23	*	0	0
January 2023	0	0	0	0	0	0	258	248	9	*	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (years)**	18.7	15.4	9.3	9.1	10.6	10.4	19.4	19.4	14.8	6.9	3.1	2.2

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

	ZB Class													FW :	and SW	† Classe	s
					]		epaym								A Prep Assum	ayment otion	
Date	0%	100%	220%	221%	223%	224%	225%	226%	249%	250%	350%	500%	0%	350%	699%	1050%	1400%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	105	105	46	45	33	33	32	0	0	0	0	0	99	78	57	36	16
January 2006	110	110	48	48	35	34	11	0	0	0	0	0	99	60	33	13	2
January 2007	116	116	50	50	36	36	0	0	0	0	0	0	98	47	19	5	*
January 2008	122	122	53	53	38	38	0	0	0	0	0	0	97	36	11	2	*
January 2009	128	128	56	55	40	40	0	0	0	0	0	0	97	28	6	1	*
January 2010	135	135	58	58	42	42	0	0	0	0	0	0	96	21	3	*	*
	142	142	61	61	44	44	0	0	0	0	0	0	95	17	2	*	*
January 2012	149	149	65	64	47	46	0	0	0	0	0	0	94	13	1	*	*
January 2013	157	157	68	67	49	49	0	0	0	0	0	0	92	10	1	*	*
January 2014	165	165	64	62	52	51	0	0	0	0	0	0	91	7	*	*	0
January 2015	173	173	57	54	50	48	0	0	0	0	0	0	89	6	*	*	0
January 2016	182	182	49	47	43	41	0	0	0	0	0	0	88	4	*	*	0
January 2017	191	191	41	39	36	35	0	0	0	0	0	0	86	3	*	*	0
January 2018	201	201	33	32	29	28	0	0	0	0	0	0	84	2	*	*	0
January 2019	211	211	26	25	23	22	0	0	0	0	0	0	82	2	*	*	0
January 2020	222	185	19	19	17	16	0	0	0	0	0	0	79	1	*	*	0
January 2021	234	135	13	13	12	11	0	0	0	0	0	0	76	1	*	*	0
January 2022	246	85	8	8	7	7	0	0	0	0	0	0	73	1	*	0	0
January 2023	192	36	3	3	3	3	0	0	0	0	0	0	70	*	*	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	66	*	*	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	62	*	*	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	58	*	*	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	53	*	*	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	47	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	41	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0
January 2031	Õ	Ō	Õ	Ō	Ō	Õ	Ō	Ō	Õ	Ō	Ō	Õ	27	Ō	Õ	Õ	Õ
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	19	0	0	0	0
January 2033	Ō	Ō	0	0	Ō	0	0	Ō	0	0	0	Õ	10	0	Ō	Õ	Ō
January 2034	ŏ	ŏ	ŏ	ő	ŏ	ŏ	ő	ŏ	ŏ	ő	ő	ő	0	ŏ	ő	ő	ő
Weighted Average		Ü			Ü			Ü						Ü		Ü	
Life (years)**	19.4	17.6	8.1	8.0	6.8	6.7	0.9	0.4	0.4	0.4	0.4	0.3	21.6	3.9	1.8	1.0	0.6

						IC† and	QP Classes	s					
	PSA Prepayment Assumption												
Date	0%	100%	172%	173%	182%	208%	225%	226%	249%	250%	350%	500%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	
January 2005	100	100	100	100	100	100	100	100	100	100	100	100	
January 2006	76	48	48	48	48	48	48	48	48	48	48	29	
January 2007	50	0	0	0	0	0	0	0	0	0	0	0	
January 2008	22	0	0	0	0	0	0	0	0	0	0	0	
January 2009	0	0	0	0	0	0	0	0	0	0	0	0	
January 2010	0	0	0	0	0	0	0	0	0	0	0	0	
January 2011	0	0	0	0	0	0	0	0	0	0	0	0	
January 2012	0	0	0	0	0	0	0	0	0	0	0	0	
January 2013	0	0	0	0	0	0	0	0	0	0	0	0	
January 2014	0	0	0	0	0	0	0	0	0	0	0	0	
January 2015	0	0	0	0	0	0	0	0	0	0	0	0	
January 2016	0	0	0	0	0	0	0	0	0	0	0	0	
January 2017	0	0	0	0	0	0	0	0	0	0	0	0	
January 2018	0	0	0	0	0	0	0	0	0	0	0	0	
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	
January 2034	Õ	Ō	Ō	Ō	Ō	Ō	Ō	Õ	Ō	Ō	Ō	Õ	
Weighted Average													
Life (years)**	3.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	1.8	

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

ID†, QU and QH Classes

	PSA Prepayment Assumption											
Date	0%	100%	$\boldsymbol{172\%}$	173%	182%	208%	$\boldsymbol{225\%}$	226%	$\boldsymbol{249\%}$	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	94	94	94	94	94	94	94	94	94	78	21
January 2008	100	48	48	48	48	48	48	48	48	48	9	0
January 2009	93	4	4	4	4	4	4	4	4	4	0	0
January 2010	64	0	0	0	0	0	0	0	0	0	0	0
January 2011	34	0	0	0	0	0	0	0	0	0	0	0
January 2012	1	0	0	0	0	0	0	0	0	0	0	0
January 2013	0	0	0	0	0	0	0	0	0	0	0	0
January 2014	0	0	0	0	0	0	0	0	0	0	0	0
January 2015	0	0	0	0	0	0	0	0	0	0	0	0
January 2016	0	0	0	0	0	0	0	0	0	0	0	0
January 2017	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average												
Life (vears)**	6.5	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	4.0	3.4	2.7

	QJ Class											
	PSA Prepayment Assumption											
Date	0%	100%	172%	173%	182%	208%	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	100	100	100	100	100
January 2008	100	100	100	100	100	100	100	100	100	100	100	26
January 2009	100	100	100	100	100	100	100	100	100	100	37	0
January 2010	100	47	47	47	47	47	47	47	47	47	0	0
January 2011	100	0	0	0	0	0	0	0	0	0	0	0
January 2012	100	0	0	0	0	0	0	0	0	0	0	0
January 2013	50	0	0	0	0	0	0	0	0	0	0	0
January 2014	0	0	0	0	0	0	0	0	0	0	0	0
January 2015	0	0	0	0	0	0	0	0	0	0	0	0
January 2016	0	0	0	0	0	0	0	0	0	0	0	0
January 2017	0	0	0	0	0	0	0	0	0	0	0	0
January 2018	0	0	0	0	0	0	0	0	0	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	Õ	Ō	Ö	Õ	Õ	Õ	Ō	Õ	Ō	Õ	Õ	Ō
January 2034	Õ	0	0	0	0	0	0	0	0	0	0	0
Weighted Average	_	_	_	_	_	_	_	-	_	_	_	_
Life (years)**	9.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	6.0	4.9	3.8

<sup>\*\*</sup> 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.

PSA Prepayment Assumption 0% 100% 172% 173% 182% 208% 225% 226% 249% 250% 350% 500% Date Initial Percent . . . . . . . . 100 100 100 100 100 100 100 100 100 100 100 100 January 2005. January 2006. January 2007. 100 100 100 100 100 100 100 100 100 100 100 100  $\frac{100}{100}$  $\begin{array}{c} 100 \\ 100 \end{array}$ 100 100 100 100  $\begin{array}{c} 100 \\ 100 \end{array}$ 100 100 100 100 January 2008...... January 2009...... January 2010..... 100 100 100 100 100 100  $100 \\ 100 \\ 100 \\ 95 \\ 46 \\ 7 \\ 0$ 100 100 100  $100 \\ 100 \\ 75 \\ 24 \\ 0 \\ 0$ 100 48 0 0  $\frac{100}{100}$ 100 100 100 100 100 100 100 100 January 2011. January 2012. January 2013. 95 46 7 95 46 7 95 46 7 95 46 7 0 100 100 95 46 7 0 0  $\frac{46}{7}$  $\frac{46}{7}$ 46 7 January 2015. January 2015. January 2016. 94 24 January 2017 January 2018 0 January 2019 January 2020. January 2021. January 2022 January 2023 . January 2024 . January 2026. January 2026. January 2027. January 2028... January 2029... January 2030... 0 0 0 January 2031 January 2032 January 2033 January 2033 January 2034 Weighted Average Life (years)\*\* 0 0 0 0 0 0 0 0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 8.0 6.5 5.0

QK Class

		LI†, LO and QL Classes										
	PSA Prepayment Assumption											
Date	0%	100%	$\boldsymbol{172\%}$	173%	182%	208%	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	100	100	100	100	100	100	100	100	100	100	100	100
January 2006	100	100	100	100	100	100	100	100	100	100	100	100
January 2007	100	100	100	100	100	100	100	100	100	100	100	100
January 2008	100	100	100	100	100	100	100	100	100	100	100	100
January 2009	100	100	100	100	100	100	100	100	100	100	100	100
January 2010	100	100	100	100	100	100	100	100	100	100	100	95
January 2011	100	100	100	100	100	100	100	100	100	100	100	60
January 2012	100	100	100	100	100	100	100	100	100	100	87	37
January 2013	100	100	100	100	100	100	100	100	100	100	59	22
January 2014	100	76	76	76	76	76	76	76	76	76	39	13
January 2015	100	51	51	51	51	51	51	51	51	51	25	7
January 2016	51	32	32	32	32	32	32	32	32	32	14	4
January 2017	17	17	17	17	17	17	17	17	17	17	7	2
January 2018	5	5	5	5	5	5	5	5	5	5	2	*
January 2019	0	0	0	0	0	0	0	0	0	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	Õ	Ō	Ō	Ō	Õ	Õ	Ō	Õ	Ō	Õ	Õ	Ō
January 2029	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	Õ	Ō	Õ	Õ	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō
January 2032	Õ	0	Ō	Ō	0	0	0	0	0	0	0	0
January 2033	Õ	0	0	Ō	0	0	0	0	0	0	0	0
January 2034	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ő
Weighted Average	-	_	-	-	-	-	-	-	-	-		· ·
Life (years)**	12.3	11.3	11.3	11.3	11.3	11.3	11.3	11.3	11.3	11.3	9.9	7.9

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

PSA Prepayment Assumption 0% 100% 172% 173% 182% 208% 225% 226% 249% 250% 350% 500% Date Initial Percent . . . . . . . 100 100 100 100 100 100 100 100 100 100 100 100 January 2005... January 2006... January 2007... 77 50 25 77 50 25 66 22 0 0 73 59 45 36 30 27 24 19 13 7 75 60 45 35 29 26 23 19 14 79 57 35 22 15 12 79 56 35 21 14 12 61 42 31 24 22 20 18 15 78 77 75 74 72 71 69 67 65 63 63 62 60 59 57 52 44 33 20 58 45 35 30 27 24 19 13 7 10 2 January 2011 January 2012 January 2013 11 10 8 7 5 3 11 10 12 9 January 2017. January 2018. January 2019. 36 0 0 0 0 January 2022 January 2023. January 2024. January 2025 January 2026. January 2027. January 2028 January 2028
January 2029
January 2030
January 2031
January 2032
January 2032
January 2034
Weighted Average
Life (years)\*\* 0 0 0 0 0 0 5.7 3.9 3.8 3.9 4.0 3.2 3.2 2.2 2.2 1.5 1.1

JD Class

						ZC	Class					
	PSA Prepayment Assumption											
Date	0%	100%	172%	173%	182%	208%	225%	226%	249%	250%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	105	105	105	105	105	105	105	105	105	105	105	105
January 2006	109	109	109	109	109	109	109	109	109	109	109	0
January 2007	114	114	114	114	114	114	114	114	114	114	0	Ō
January 2008	120	120	120	120	120	120	120	120	120	120	0	0
January 2009	125	125	125	125	125	125	125	125	125	125	0	0
January 2010	131	131	131	131	131	131	131	131	131	*	Ō	Ō
January 2011	137	137	137	137	137	137	137	137	137	*	0	0
January 2012	143	143	143	143	143	143	143	143	143	*	0	Ō
January 2013	150	150	150	150	150	150	150	150	124	*	ŏ	ŏ
January 2014	157	157	157	157	157	157	157	157	99	*	0	Ō
January 2015	164	164	164	140	164	164	164	164	74	*	ŏ	ŏ
January 2016	171	0	0	0	0	171	171	171	51	*	ŏ	ŏ
January 2017	179	ő	ŏ	ŏ	ő	179	179	179	29	*	ŏ	ŏ
January 2018	0	ő	ŏ	ŏ	ő	188	188	188	9	*	ŏ	ŏ
January 2019	ŏ	ő	ŏ	ŏ	ŏ	0	0	0	Ö	0	ŏ	ŏ
January 2020	Õ	0	Ō	Ō	Ō	0	0	Ō	0	0	0	Ō
January 2021	Ö	ő	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ő	ő	ŏ	ŏ
January 2022	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ
January 2023	Õ	0	Ō	0	Ō	0	0	Ō	0	Ō	0	Ō
January 2024	Ö	ő	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ő	ő	ŏ	ŏ
January 2025	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	Ö	ŏ	ŏ	ŏ
January 2026	Õ	0	0	0	0	0	0	0	0	0	0	0
January 2027	Õ	0	Ō	Ō	Ō	0	0	Ō	0	Ō	0	Ō
January 2028	Õ	0	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō
January 2029	Õ	0	0	0	0	0	0	0	0	0	0	0
January 2030	Õ	0	0	0	0	0	0	0	0	0	0	0
January 2031	Õ	0	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō	Ō
January 2032	Õ	0	0	0	0	0	0	0	0	0	0	0
January 2033	Õ	0	0	0	0	0	0	0	0	0	0	Ō
January 2034	ŏ	ő	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ŏ	ő
Weighted Average	Ü	Ü	Ü	Ü	Ü	Ü	Ü	Ü	Ü	Ü	Ü	
Life (years)**	13.9	11.4	11.1	11.1	11.6	14.4	14.3	14.3	11.2	5.6	2.6	1.8

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

PSA Prepayment Assumption 0% 100% 172% 173% 182% 208% 225% 226% 249% 250% 350% 500% Date Initial Percent . . . . . . . 100 100 100 100 100 100 100 100 100 100 100 100 January 2005. January 2006. January 2007. 33 35 36 109 49 48 50 53 55 58 60 63 66 69 72 52 30 0 0 0  $_{0}^{0}$ 51 53 56 58 61 64 66 69 73 53 31 10 0 January 2009 January 2009 January 2010 120 125 120 125  $\begin{array}{r}
 38 \\
 40 \\
 42 \\
 44 \\
 46
 \end{array}$ January 2012. January 2012. January 2013. 137  $\frac{143}{150}$ 157 164 133 80 27 January 2015. January 2015. January 2016.  $\begin{array}{r}
 48 \\
 50 \\
 44 \\
 26
 \end{array}$ January 2016. January 2017. January 2018. January 2020. January 2021. January 2023. January 2023. January 2024. January 2026. January 2026. January 2027. January 2028... January 2029... January 2030... January 2031 January 2032 January 2033 January 2033 January 2034 Weighted Average Life (years)\*\* 0 0 0 0 13.0 7.6 7.5 5.9 0.6 0.4 0.4 0.4 0.4 0.3 0.3

ZD Class

	PO Class									FG a	nd SG†	Classe	s				
						PSA Pr	epayme								Prepa		
D .	0.07	1000	1500	1500	1000				0.400	0700	0700	700M	0.07				<b>500</b> 0
Date	0%	100%	172%	173%	182%	208%	225%	226%	249%	250%	350%	500%	0%	100%	257%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
January 2005	85	73	67	67	66	64	63	63	61	61	52	40	97	93	88	85	80
January 2006	85	73	57	56	54	49	45	45	40	39	18	0	94	85	72	65	54
January 2007	85	73	46	46	43	34	28	28	20	20	0	0	91	76	56	46	32
January 2008	85	73	40	39	35	24	17	17	8	8	0	0	88	67	44	32	18
January 2009	85	73	36	35	31	19	12	11	2	1	0	0	84	59	33	21	8
January 2010	85	73	34	34	29	17	10	10	*	0	0	0	81	52	24	13	1
January 2011	85	70	32	32	27	16	9	9	*	0	0	0	76	45	17	7	0
January 2012	85	65	29	28	25	14	8	8	*	0	0	0	72	38	11	2	0
January 2013	85	58	25	25	21	12	7	7	*	0	0	0	67	32	6	0	0
January 2014	85	49	20	20	17	10	6	5	*	0	0	0	62	26	2	0	0
January 2015	85	39	16	16	13	8	4	4	*	0	0	0	56	21	0	0	0
January 2016	85	28	11	11	9	5	3	3	*	0	0	0	50	16	0	0	0
January 2017	66	17	6	6	5	3	2	2	*	0	0	0	44	11	0	0	0
January 2018	36	6	2	2	2	1	1	1	*	0	0	0	37	7	0	0	0
January 2019	0	0	0	0	0	0	0	0	0	0	0	0	29	3	0	0	0
January 2020	0	0	0	0	0	0	0	0	0	0	0	0	21	0	0	0	0
January 2021	0	0	0	0	0	0	0	0	0	0	0	0	12	0	0	0	0
January 2022	0	0	0	0	0	0	0	0	0	0	0	0	3	0	0	0	0
January 2023	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
January 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average																	
Life (years)**	11.8	8.2	4.7	4.7	4.3	3.3	2.7	2.6	1.8	1.8	1.2	0.9	11.2	6.8	4.1	3.2	2.4

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

<sup>\*\*</sup> Determined as specified under "—Weighted Average Lives of the Certificates" above.

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

#### Characteristics of the R and RL Classes

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

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

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

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

A transfer satisfies the asset test if (i) the transferee's gross assets exceed \$100 million and its net assets exceed \$10 million (in each case, at the time of the transfer and at the close of each of the transferee's two fiscal years preceding the year of 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, the Principal Only Classes and the Accrual Classes will be issued with original issue discount ("OID"), and certain other Classes of REMIC Certificates may be issued with OID. If a Class is issued with OID, a beneficial owner of a Certificate of that Class generally must recognize some taxable income in advance of the receipt of the cash attributable to that income. See "Certain Federal Income Tax Consequences—Taxation of Beneficial Owners of Regular Certificates—Treatment of Original Issue Discount" in the REMIC Prospectus. In addition, certain Classes of REMIC Certificates may be treated as having been issued at a premium. See "Certain Federal

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

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

Group	Prepayment Assumption
1	220% PSA
2	699% PSA
3	172% PSA
4	257% 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 120% of the "federal long-term rate." The rate will be published on or about December 20, 2003. 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 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 UBS Securities LLC (the "Dealer") in exchange for the Trust MBS and the Underlying RCR Certificates. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

Increase in Certificates. Before the Settlement Date, we and the Dealer may agree to offer Group 1, 2 or 3 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related Trust MBS in principal balance, but we expect that all these additional Trust MBS will have the same characteristics as described under "Description of the Certificates—The Trust MBS" in this prospectus supplement. The proportion that the original principal balance of each Group 1, 2 or 3 Class bears to the aggregate original principal balance of all Group 1, 2 or 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. Cleary, Gottlieb, Steen & Hamilton will provide legal representation for the Dealer.

Group 4 Underlying RCR Certificates

Underlying Security Type	MBS	MBS
Approximate Weighted Average WALA (in months)	œ	œ
Approximate Weighted Average WAM (in months)	231	231
Approximate Weighted Average WAC	2.606%	5.606
Principal or Notional Principal Balance in the Lower Tier REMIC	\$41,974,741	41,974,741
January 2004 Class Factor	0.92162990	0.92162990
Original Principal or Notional Principal Balance of Class	\$180,000,000	72,000,000
Principal Type (1)	SEQ	NTL
Final Distribution Date	July 2022	July $2022$
Interest Type (1)	FIX	FIX/IO
- 1	3.0%	
CUSIP	31393C6K4	31393C6N8
Date of Issue	June 2003	June 2003
Class	QP	П
Underlying REMIC Trust	2003-068	2003-068

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

Available Recombinations (1)

REMIC Certificat  Original Prints Pri	Cortificates	RCR Class OU OC NB	Original Principal Balance \$62,877,467 30,014,000	Interest Rate 4.00% 5.00	RCR C Interest Type (2) FIX FIX FIX	RCR Certificates  t Type(2)  PAC  PAC  PAC	CUSIP Number 31393U3Y7 31393U3V3 31393U3Z4	Final Distribution Date March 2016 May 2019 May 2019
GI 11,7 GO 11,7 Recombination 5	GI 11,770,533(3) GO 11,770,533 <b>Recombination 5</b>	0G	11,770,533	5.00	FIX	PAC NSI/HAC/AD	31393U3W1	February 2024
Recombination 6 ID 4,92 QU 39,36 Recombination 7	51,038,467 tion 6 4,920,500(3) 39,364,000 tion 7	QH	39,364,000	4.00	FIX	PAC	$31393\mathrm{U4A8}$	November 2013
LO	22,755,000(3) 22,755,000	QL	22,755,000	4.00	FIX	PAC	$31393\mathrm{U}4\mathrm{B}6$	February 2019

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

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance		March 2009	\$ 87,188,312.58	June 2013	\$ 35,855,158.59
through January 2005	\$153,828,200.00	April 2009	85,963,715.95	July 2013	35,160,361.43
February 2005	152,753,825.95	May 2009	84,745,717.17	August 2013	34,476,808.11
March 2005	151,645,726.18	June 2009	83,534,282.13	September 2013	33,804,330.43
April 2005	150,505,128.73	July 2009	82,329,376.90	October 2013	33,142,762.61
May 2005	149,332,543.25	August 2009	81,130,967.72	November 2013	32,491,941.25
June 2005	148,128,495.89	September 2009	79,939,021.01	December 2013	31,851,705.29
July 2005	146,893,528.92	October 2009	78,753,503.36	January 2014	31,221,895.99
August 2005	145,628,200.31	November 2009	77,574,381.53	February 2014	30,602,356.88
September 2005	144,333,083.33	December 2009	76,401,622.46	March 2014	29,992,933.76
October 2005	143,008,766.11	January 2010	75,235,193.24	April 2014	29,393,474.64
November 2005	141,655,851.21	February 2010	74,075,061.15	May 2014	28,803,829.70
December 2005	140,274,955.14	March 2010	72,921,193.62	June 2014	28,223,851.30
January 2006	138,866,707.90	April 2010	71,773,558.26	July 2014	27,653,393.91
February 2006	137,431,752.52	May 2010	70,632,122.85	August 2014	27,092,314.10
March 2006	135,970,744.52	June 2010	69,496,855.33	September 2014	26,540,470.52
April 2006	134,484,351.46	July 2010	68,367,723.80	October 2014	25,997,723.83
May 2006	133,005,909.04	August 2010	67,244,696.53	November 2014	25,463,936.72
June 2006	131,535,376.18	September 2010	66,127,741.95	December 2014	24,938,973.86
July 2006	130,072,712.03	October 2010	65,016,828.66	January 2015	24,422,701.86
August 2006	128,617,875.94	November 2010	63,911,925.42	February 2015	23,914,989.26
September 2006	127,170,827.48	December 2010	62,813,001.14	March 2015	23,415,706.51
October 2006	125,731,526.41	January 2011	61,720,024.90	April 2015	22,924,725.92
November 2006	124,299,932.71	February 2011	60,632,965.94	May 2015	22,441,921.64
December 2006	122,876,006.57	March 2011	59,551,793.65	June 2015	21,967,169.66
January 2007	121,459,708.37	April 2011	58,480,001.84	July 2015	21,500,347.74
February 2007	120,050,998.70	May 2011	57,425,045.18	August 2015	21,041,335.43
March 2007	118,649,838.36	June 2011	56,386,675.62	September 2015	20,590,014.00
April 2007	117,256,188.35	July 2011	55,364,648.62	October 2015	20,146,266.46
May 2007	115,870,009.86	August 2011	54,358,723.15	November 2015	19,709,977.51
June 2007	114,491,264.28	September 2011	53,368,661.59	December 2015	19,281,033.51
July 2007	113,119,913.22	October 2011	52,394,229.72	January 2016	18,859,322.48
August 2007	111,755,918.46	November 2011	51,435,196.64	February 2016	18,444,734.05
September 2007	110,399,242.00	December 2011	50,491,334.75	March 2016	18,037,159.47
October 2007	109,049,846.02	January 2012	49,562,419.70	April 2016	17,636,491.55
November 2007	107,707,692.90	February 2012	48,648,230.33	May 2016	17,242,624.67
December 2007	106,372,745.21	March 2012	47,748,548.63	June 2016	16,855,454.75
January 2008	105,044,965.72	April 2012	46,863,159.72	July 2016	16,474,879.20
February 2008	103,724,317.39	May 2012	45,991,851.76	August 2016	16,100,796.93
March 2008	102,410,763.36	June 2012	45,134,415.96	September 2016	15,733,108.34
April 2008	101,104,266.97	July 2012	44,290,646.49	October 2016	15,371,715.25
May 2008	99,804,791.75	August 2012	43,460,340.48	November 2016	15,016,520.93
June 2008	98,512,301.41	September 2012	42,643,297.94	December 2016	14,667,430.05
July 2008	97,226,759.86	October 2012	41,839,321.75	January 2017	14,324,348.67
August 2008	95,948,131.18	November 2012	41,048,217.62	February 2017	13,987,184.22
September 2008	94,676,379.64	December 2012	40,269,794.01	March 2017	13,655,845.48
October 2008	93,411,469.69	January 2013	39,503,862.14	April 2017	13,330,242.56
November 2008	92,153,365.98	February 2013	38,750,235.94	May 2017	13,010,286.89
December 2008	90,902,033.32	March 2013	38,008,731.98	June 2017	12,695,891.18
January 2009	89,657,436.72	April 2013	37,279,169.48	July 2017	12,386,969.42
February 2009	88,419,541.35	May 2013	36,561,370.23	August 2017	12,083,436.86
	, , , , , , , , , , , ,		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		, ,, ,, , , , , , , , , , , , , , , , ,

# Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date		Planned Balance	Distribution Date	Planned Balance
September 2017	\$ 11,785,209.99	October 2019	\$ 5	5,833,017.32	November 2021	\$ 2,106,149.69
October 2017	11,492,206.52	November 2019	5	5,647,096.31	December 2021	1,991,949.31
November 2017	11,204,345.37	December 2019	5	5,464,635.91	January 2022	1,880,051.97
December 2017	10,921,546.64	January 2020	5	5,285,581.00	February 2022	1,770,419.85
January 2018	10,643,731.60	February 2020	5	5,109,877.27	March 2022	1,663,015.69
February 2018	10,370,822.67	March 2020	4	1,937,471.22	April 2022	1,557,802.80
March 2018	10,102,743.42	April 2020	4	1,768,310.15	May 2022	1,454,745.03
April 2018	9,839,418.54	May 2020	4	4,602,342.15	June 2022	1,353,806.78
May 2018	9,580,773.82	June 2020	4	1,439,516.06	July 2022	1,254,952.99
June 2018	9,326,736.13	July 2020	4	1,279,781.51	August 2022	1,158,149.14
July 2018	9,077,233.44	August 2020	4	1,123,088.85	September 2022	1,063,361.22
August 2018	8,832,194.75	September 2020	3	3,969,389.19	October 2022	970,555.73
September 2018	8,591,550.13	October 2020	3	3,818,634.37	November 2022	879,699.69
October 2018	8,355,230.66	November 2020	3	3,670,776.93	December 2022	790,760.62
November 2018	8,123,168.45	December 2020	3	3,525,770.14	January 2023	703,706.53
December 2018	7,895,296.59	January 2021	3	3,383,567.96	February 2023	618,505.91
January 2019	7,671,549.18	February 2021	3	3,244,125.03	March 2023	535,127.73
February 2019	7,451,861.27	March 2021	3	3,107,396.67	April 2023	453,541.44
March 2019	7,236,168.89	April 2021	2	2,973,338.88	May 2023	373,716.95
April 2019	7,024,408.99	May 2021	2	2,841,908.31	June 2023	295,624.62
May 2019	6,816,519.47	June 2021	2	2,713,062.26	July 2023	219,235.28
June 2019	6,612,439.14	July 2021	2	2,586,758.68	August 2023	144,520.19
July 2019	6,412,107.71	August 2021	2	2,462,956.13	September 2023	71,451.05
August 2019	6,215,465.80	September 2021	2	2,341,613.81	October 2023 and	, , ,
September 2019	6,022,454.88	October 2021	2	2,222,691.53	thereafter	0.00

# Group 1 MBS First Specified Balances

-	First		First		First
Distribution Date	Specified Balance	Distribution Date	Specified Balance	Distribution Date	Specified Balance
Initial Balance	\$215,000,000.00	December 2005	\$177,208,888.88	November 2007	\$125,566,046.07
February 2004	214,171,726.35	January 2006	174,822,394.60	December 2007	123,650,079.72
March 2004	213,261,522.33	February 2006	172,390,732.57	January 2008	121,760,179.86
April 2004	212,270,053.67	March 2006	169,916,285.19	February 2008	119,896,010.53
May 2004	211,198,082.24	April 2006	167,401,471.85	March 2008	118,057,239.96
June 2004	210,046,465.33	May 2006	164,920,413.38	April 2008	116,243,540.56
July 2004	208,816,154.75	June 2006	162,472,677.72	May 2008	114,454,588.85
August 2004	207,508,195.74	July 2006	160,057,838.26	June 2008	112,690,065.36
September 2004	206,123,725.70	August 2006	157,675,473.68	July 2008	110,949,654.66
October 2004	204,663,972.70	September 2006	155,325,167.93	August 2008	109,233,045.27
November 2004	203,130,253.84	October 2006	153,006,510.16	September 2008	107,539,929.60
December 2004	201,523,973.46	November 2006	150,719,094.62	October 2008	105,870,003.95
January 2005	199,846,621.09	December 2006	148,462,520.64	November 2008	104,222,968.38
February 2005	198,099,769.23	January 2007	146,236,392.55	December 2008	102,598,526.74
March 2005	196,285,071.07	February 2007	144,040,319.65	January 2009	100,996,386.61
April 2005	194,404,257.95	March 2007	141,873,916.07	February 2009	99,416,259.22
May 2005	192,459,136.61	April 2007	139,736,800.82	March 2009	97,857,859.41
June 2005	190,451,586.42	May 2007	137,628,597.61	April 2009	96,320,905.65
July 2005	188,383,556.38	June 2007	135,548,934.89	May 2009	94,805,119.90
August 2005	186,257,061.93	July 2007	133,497,445.75	June 2009	93,310,227.64
September 2005	184,074,181.73	August 2007	131,473,767.86	July 2009	91,835,957.76
October 2005	181,837,054.23	September 2007	129,477,543.42	August 2009	90,382,042.62
November 2005	179,547,874.17	October 2007	127,508,419.12	September 2009	88,948,217.89

Group 1 MBS First Specified Balances (Continued)

Distribution Date	First Specified Balance	Distribution Date	First Specified Balance	Distribution Date	First Specified Balance
October 2009	\$ 87,534,222.59	March 2014	\$ 35,186,875.92	August 2018	\$ 11,193,982.51
November 2009	86,139,799.01	April 2014	34,533,912.74	September 2018	10,904,873.06
December 2009	84,764,692.69	May 2014	33,890,516.89	October 2018	10,620,394.00
January 2010	83,408,652.36	June 2014	33,256,560.58	November 2018	10,340,481.03
February 2010	82,071,429.94	July 2014	32,631,917.59	December 2018	10,065,070.73
March 2010	80,752,780.43	August 2014	32,016,463.32	January 2019	9,794,100.45
April 2010	79,452,461.97	September 2014	31,410,074.79	February 2019	9,527,508.41
May 2010	78,170,235.68	October 2014	30,812,630.59	March 2019	9,265,233.58
June 2010	76,905,865.73	November 2014	30,224,010.82	April 2019	9,007,215.78
July 2010	75,659,119.27	December 2014	29,644,097.19	May 2019	8,753,395.56
August 2010	74,429,766.37	January 2015	29,072,772.83	June 2019	8,503,714.31
September 2010	73,217,579.99	February 2015	28,509,922.44	July 2019	8,258,114.15
October 2010	72,022,335.95	March 2015	27,955,432.15	August 2019	8,016,537.95
November 2010	70,843,812.92	April 2015	27,409,189.59	September 2019	7,778,929.32
December 2010	69,681,792.36	May 2015	26,871,083.77	October 2019	7,545,232.63
January 2011	68,536,058.45	June 2015	26,341,005.20	November 2019	7,315,392.99
February 2011	67,406,398.14	July 2015	25,818,845.72	December 2019	7,089,356.21
March 2011	66,292,601.06	August 2015	25,304,498.62	January 2020	6,867,068.78
April 2011	65,194,459.47	September 2015	24,797,858.50	February 2020	6,648,477.94
May 2011	64,111,768.28	October 2015	24,298,821.35	March 2020	6,433,531.60
June 2011	63,044,324.98	November 2015	23,807,284.48	April 2020	6,222,178.37
July 2011	61,991,929.63	December 2015	23,323,146.52	May 2020	6,014,367.50
August 2011	60,954,384.80	January 2016	22,846,307.43	June 2020	5,810,048.93
September 2011	59,931,495.57	February 2016	22,376,668.41	July 2020	5,609,173.26
October 2011	58,923,069.49	March 2016	21,914,131.94	August 2020	5,411,691.73
November 2011	57,928,916.52	April 2016	21,458,601.78	September 2020	5,217,556.23
December 2011	56,948,849.05	May 2016	21,009,982.91	October 2020	5,026,719.26
January 2012	55,982,681.83	June 2016	20,568,181.54	November 2020	4,839,133.99
February 2012	55,030,231.96	July 2016	20,133,105.09	December 2020	4,654,754.14
March 2012	54,091,318.88	August 2016	19,704,662.14	January 2021	4,473,534.13
April 2012	53,165,764.26	September 2016	19,282,762.49	February 2021	4,295,428.87
May 2012	52,253,392.08	October 2016	18,867,317.09	March 2021	4,120,393.97
June 2012	51,354,028.53	November 2016	18,458,238.01	April 2021	3,948,385.57
July 2012	50,467,502.03	December 2016	18,055,438.50	May 2021	3,779,360.39
August 2012	49,593,643.12	January 2017	17,658,832.89	June 2021	3,613,275.74
September 2012	48,732,284.55	February 2017	17,268,336.65	July 2021	3,450,089.48
October 2012	47,883,261.16	March 2017	16,883,866.29	August 2021	3,289,760.02
November 2012	47,046,409.88	April 2017	16,505,339.46	September 2021	3,132,246.35
December 2012	46,221,569.73	May 2017	16,132,674.84	October 2021	2,977,507.97
January 2013	45,408,581.78	June 2017	15,765,792.16	November 2021	2,825,504.96
February 2013	44,607,289.09	July 2017	15,404,612.21	December 2021	2,676,197.87
March 2013	43,817,536.73	August 2017	15,049,056.77	January 2022	2,529,547.80
April 2013	43,039,171.75	September 2017	14,699,048.65	February 2022	2,385,516.40
May 2013	42,272,043.12	October 2017	14,354,511.66	March 2022	2,244,065.78
June 2013	41,516,001.76	November 2017	14,015,370.62	April 2022	2,105,158.57
July 2013	40,770,900.45	December 2017	13,681,551.29	May 2022	1,968,757.91
August 2013	40,036,593.88	January 2018	13,352,980.39	June 2022	1,834,827.40
September 2013	39,312,938.58	February 2018	13,029,585.60	July 2022	1,703,331.16
October 2013	38,599,792.89	March 2018	12,711,295.57	August 2022	1,574,233.76
November 2013	37,897,016.95	April 2018	12,711,293.57	September 2022	1,447,500.26
December 2013	37,204,472.74	May 2018	12,089,748.85	October 2022	1,323,096.17
January 2014	36,522,023.91	June 2018	11,786,353.98	November 2022	1,323,096.17
				December 2022	
February 2014	35,849,535.92	July 2018	11,487,787.48	December 2022	1,081,140.57

# Group 1 MBS First Specified Balances (Continued)

Distribution Date	First Specified Balance	Distribution Date	First Specified Balance	Distribution Date	First Specified Balance
January 2023	\$ 963,522.40	May 2023	\$ 514,689.63	September 2023	\$ 98,979.13
February 2023	848,100.24	June 2023	407,733.44	October 2023 and	
March 2023	734,841.86	July 2023	302,816.32	thereafter	0.00
April 2023	623.715.46	August 2023	199.908.13		

# Aggregate Group III Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance		August 2008	\$ 80,310,221.44	April 2012	\$ 30,795,842.48
through	¢146 660 000 00	September 2008	78,904,885.50	May 2012	30,030,035.35
January 2005	\$146,660,000.00	October 2008	77,507,896.29	June 2012	29,277,958.20
February 2005	145,346,204.26	November 2008	76,119,209.31	July 2012	28,539,392.90
March 2005	143,919,694.15	December 2008	74,738,780.29	August 2012	27,814,124.59
April 2005	142,465,901.07	January 2009	73,366,565.18	September 2012	27,101,941.61
May 2005	140,985,500.36	February 2009	72,002,520.15	October 2012	26,402,635.46
June 2005	139,479,180.57	March 2009	70,646,601.62	November 2012	25,716,000.78
July 2005	137,947,642.94	April 2009	69,298,766.23	December 2012	25,041,835.28
August 2005	136,391,600.86	May 2009	67,958,970.83	January 2013	24,379,939.70
September 2005	134,811,779.31	June 2009	66,627,172.51	February 2013	23,730,117.76
October 2005	133,208,914.27	July 2009	65,303,328.58	March 2013	23,092,176.14
November 2005	131,583,752.18	August 2009	63,987,396.57	April 2013	22,465,924.41
December 2005	129,937,049.32	September 2009	62,679,334.23	May 2013	21,851,175.01
January 2006	128,269,571.23	October 2009	61,379,099.53	June 2013	21,247,743.18
February 2006	126,582,092.09	November 2009	60,086,650.66	July 2013	20,655,446.97
March 2006	124,904,460.87	December 2009	58,811,269.90	August 2013	20,074,107.13
April 2006	123,236,625.28	January 2010	57,557,600.82	September 2013	19,503,547.14
May 2006	121,578,533.28	February 2010	56,325,306.93	October 2013	18,943,593.12
June 2006	119,930,133.12	March 2010		November 2013	
July 2006	118,291,373.31	April 2010	55,114,056.70		18,394,073.82
August 2006	116,662,202.63	*	53,923,523.49	December 2013	17,854,820.57
September 2006	115,042,570.12	May 2010	52,753,385.48	January 2014	17,325,667.24
October 2006	113,432,425.08	June 2010	51,603,325.59	February 2014	16,806,450.21
November 2006	111,831,717.09	July 2010	50,473,031.43	March 2014	16,297,008.34
December 2006	110,240,395.98	August 2010	49,362,195.23	April 2014	15,797,182.92
January 2007	108,658,411.85	September 2010	48,270,513.76	May 2014	15,306,817.63
February 2007	107,085,715.04	October 2010	47,197,688.28	June 2014	14,825,758.53
March 2007	105,522,256.17	November 2010	46,143,424.46	July 2014	14,353,854.01
April 2007	103,967,986.10	December 2010	45,107,432.33	August 2014	13,890,954.75
May 2007	102,422,855.95	January 2011	44,089,426.22	September 2014	13,436,913.70
June 2007	100,886,817.09	February 2011	43,089,124.69	October 2014	12,991,586.04
July 2007	99,359,821.16	March 2011	42,106,250.46	November 2014	12,554,829.14
August 2007	97,841,820.03	April 2011	41,140,530.37	December 2014	12,126,502.55
September 2007	96,332,765.82	May 2011	40,191,695.32	January 2015	11,706,467.94
October 2007	94,832,610.92	June 2011	39,259,480.19	February 2015	11,294,589.10
November 2007	93,341,307.94	July 2011	38,343,623.80	March 2015	10,890,731.88
December 2007	91,858,809.76	August 2011	37,443,868.85	April 2015	10,494,764.18
January 2008	90,385,069.49	September 2011	36,559,961.87	May 2015	10,106,555.90
February 2008	88,920,040.49	October 2011	35,691,653.16	June 2015	9,725,978.95
March 2008	87,463,676.35	November 2011	34,838,696.72	July 2015	9,352,907.17
April 2008	86,015,930.92	December 2011	34,000,850.23	August 2015	8,987,216.33
May 2008	84,576,758.28	January 2012	33,177,874.98	September 2015	8,628,784.11
June 2008	83,146,112.74	February 2012	32,369,535.80	October 2015	8,277,490.05
July 2008	81,723,948.86	March 2012	31,575,601.03	November 2015	7,933,215.54

# Aggregate Group III (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
December 2015	\$ 7,595,843.78	November 2016	\$ 4,308,671.43	October 2017	\$ 1,704,968.16
January 2016	7,265,259.76	December 2016	4,045,648.24	November 2017	1,497,926.36
February 2016	6,941,350.24	January 2017	3,788,163.08	December 2017	1,295,465.16
March 2016	6,624,003.70	February 2017	3,536,121.95	January 2018	1,097,505.42
April 2016	6,313,110.35	March 2017	3,289,432.30	February 2018	903,969.26
May 2016	6,008,562.09	April 2017	3,048,003.02	March 2018	714,780.00
June 2016	5,710,252.46	May 2017	2,811,744.41	April 2018	529,862.16
July 2016	5,418,076.65	June 2017	2,580,568.16	May 2018	349,141.44
August 2016	5,131,931.47	July 2017	2,354,387.34	June 2018	172,544.72
September 2016	4,851,715.31	August 2017	2,133,116.35	July 2018 and	,
October 2016	4,577,328.13	September 2017	1,916,670.94	thereafter	0.00

# Aggregate Group IV Targeted Balances

Distribution Date	Targeted Balance	Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
Initial Balance	\$37,413,333.00	February 2007	\$14,935,978.59	March 2010	\$ 9,304,043.75
February 2004	36,390,816.30	March 2007	14,688,182.78	April 2010	9,186,621.98
March 2004	35,324,645.58	April 2007	14,446,696.34	May 2010	9,061,642.78
April 2004	34,215,449.17	May 2007	14,211,441.55	June 2010	8,929,297.38
May 2004	33,063,889.13	June 2007	13,982,341.45	July 2010	8,789,773.59
June 2004	31,870,660.56	July 2007	13,759,319.75	August 2010	8,643,255.79
July 2004	30,636,490.89	August 2007	13,542,300.89	September 2010	8,489,925.04
August 2004	29,362,139.20	September 2007	13,331,210.04	October 2010	8,329,959.09
September 2004	28,048,395.43	October 2007	13,125,973.01	November 2010	8,163,532.48
October 2004	26,696,079.54	November 2007	12,926,516.35	December 2010	7,990,816.52
November 2004	25,306,040.63	December 2007	12,732,767.26	January 2011	7,811,979.41
December 2004	23,879,156.12	January 2008	12,544,653.65	February 2011	7,627,186.24
January 2005	22,416,330.73	February 2008	12,362,104.08	March 2011	7,436,599.09
February 2005	22,086,313.97	March 2008	12,185,047.80	April 2011	7,240,377.01
March 2005	21,822,434.38	April 2008	12,013,414.69	May 2011	7,038,676.13
April 2005	21,549,733.68	May 2008	11,847,135.30	June 2011	6,831,649.66
May 2005	21,268,615.51	June 2008	11,686,140.86	July 2011	6,619,447.99
June 2005	20,979,493.88	July 2008	11,530,363.20	August 2011	6,402,218.67
July 2005	20,682,792.51	August 2008	11,379,734.81	September 2011	6,180,106.50
August 2005	20,378,944.10	September 2008	11,234,188.81	October 2011	5,953,253.56
September 2005	20,068,389.68	October 2008	11,093,658.96	November 2011	5,721,799.26
October 2005	19,751,577.90	November 2008	10,958,079.64	December 2011	5,485,880.36
November 2005	19,428,964.27	December 2008	10,827,385.82	January 2012	5,245,631.04
December 2005	19,101,010.46	January 2009	10,701,513.11	February 2012	5,001,182.92
January 2006	18,768,183.52	February 2009	10,580,397.74	March 2012	4,752,665.14
February 2006	18,430,955.16	March 2009	10,463,976.51	April 2012	4,500,204.34
March 2006	18,101,114.87	April 2009	10,352,186.81	May 2012	4,243,924.73
April 2006	17,778,574.96	May 2009	10,244,966.67	June 2012	3,983,948.16
May 2006	17,463,248.58	June 2009	10,142,254.67	July 2012	3,720,394.10
June 2006	17,155,049.67	July 2009	10,043,989.96	August 2012	3,453,379.70
July 2006	16,853,892.96	August 2009	9,950,112.30	September 2012	3,183,019.85
August 2006	16,559,693.98	September 2009	9,860,562.01	October 2012	2,909,427.22
September 2006	16,272,369.01	October 2009	9,775,279.95	November 2012	2,632,712.22
October 2006	15,991,835.13	November 2009	9,694,207.58	December 2012	2,352,983.14
November 2006	15,718,010.18	December 2009	9,608,999.01	January 2013	2,070,346.12
December 2006	15,450,812.76	January 2010	9,515,432.39	February 2013	1,784,905.19
January 2007	15,190,162.19	February 2010	9,413,713.32	March 2013	1,496,762.33

# Aggregate Group IV (Continued)

Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
April 2013	\$ 1,206,017.48	August 2013	\$ 18,947.83
May 2013	912,768.59	September 2013 and	
June 2013	617,111.64	thereafter	0.00
July 2013	319.140.67		

# Group 3 MBS First Specified Balances

First First First					
Distribution Date	Specified Balance	Distribution Date	Specified Balance	Distribution Date	First Specified Balance
Initial Balance	\$200,000,000.00	September 2007	\$107,176,275.13	May 2011	\$ 44,985,491.26
February 2004	198,729,195.45	October 2007	105,255,241.75	June 2011	44,006,191.63
March 2004	197,383,829.47	November 2007	103,362,548.68	July 2011	43,042,302.37
April 2004	195,965,100.20	December 2007	101,497,811.73	August 2011	42,093,608.06
May 2004	194,474,294.06	January 2008	99,660,651.73	September 2011	41,159,896.14
June 2004	192,912,784.06	February 2008	97,850,694.38	October 2011	40,240,956.83
July 2004	191,282,027.78	March 2008	96,067,570.27	November 2011	39,336,583.12
August 2004	189,583,565.26	April 2008	94,310,914.75	December 2011	38,446,570.76
September 2004	187,819,016.68	May 2008	92,580,367.94	January 2012	37,570,718.15
October 2004	185,990,079.87	June 2008	90,875,574.59	February 2012	36,708,826.40
November 2004	184,098,527.72	July 2008	89,196,184.10	March 2012	35,860,699.22
December 2004	182,146,205.30	August 2008	87,541,850.40	April 2012	35,026,142.91
January 2005	180,135,026.99	September 2008	85,912,231.92	May 2012	34,204,966.37
February 2005	178,066,973.30	October 2008	84,306,991.54	June 2012	33,396,980.98
March 2005	175,944,087.68	November 2008	82,725,796.53	July 2012	32,602,000.66
April 2005	173,768,473.16	December 2008	81,168,318.45	August 2012	31,819,841.77
May 2005	171,542,288.79	January 2009	79,634,233.19	September 2012	31,050,323.10
June 2005	169,267,746.07	February 2009	78,123,220.81	October 2012	30,293,265.87
July 2005	166,947,105.24	March 2009	76,634,965.57	November 2012	29,548,493.65
August 2005	164,582,671.41	April 2009	75,169,155.82	December 2012	28,815,832.34
September 2005	162,176,790.67	May 2009	73,725,484.00	January 2013	28,095,110.19
October 2005	159,731,846.08	June 2009	72,303,646.52	February 2013	27,386,157.70
November 2005	157,250,253.64	July 2009	70,903,343.79	March 2013	26,688,807.62
December 2005	154,734,458.10	August 2009	69,524,280.11	April 2013	26,002,894.96
January 2006	152,186,928.82	September 2009	68,166,163.62	May 2013	25,328,256.88
February 2006	149,610,155.52	October 2009	66,828,706.32	June 2013	24,664,732.73
March 2006	147,070,555.47	November 2009	65,511,623.92	July 2013	24,012,164.01
April 2006	144,567,630.45	December 2009	64,214,635.88	August 2013	23,370,394.31
May 2006	142,100,888.67	January 2010	62,937,465.32	September 2013	22,739,269.32
June 2006	139,669,844.64	February 2010	61,679,838.96	October 2013	22,118,636.77
July 2006	137,274,019.15	March 2010	60,441,487.13	November 2013	21,508,346.44
August 2006	134,912,939.16	April 2010	59,222,143.66	December 2013	20,908,250.12
September 2006	132,586,137.72	May 2010	58,021,545.88	January 2014	20,318,201.56
October 2006	130,293,153.91	June 2010	56,839,434.57	February 2014	19,738,056.47
November 2006	128,033,532.74	July 2010	55,675,553.87	March 2014	19,167,672.49
December 2006	125,806,825.11	August 2010	54,529,651.31	April 2014	18,606,909.18
January 2007	123,612,587.71	September 2010	53,401,477.73	May 2014	18,055,627.96
February 2007	121,450,382.95	October 2010	52,290,787.21	June 2014	17,513,692.11
March 2007	119,319,778.89	November 2010	51,197,337.08	July 2014	16,980,966.75
April 2007	117,220,349.17	December 2010	50,120,887.86	August 2014	16,457,318.80
May 2007	115,151,672.95	January 2011	49,061,203.21	September 2014	15,942,616.96
June 2007	113,113,334.83	February 2011	48,018,049.88	October 2014	15,436,731.72
July 2007	111,104,924.76	March 2011	46,991,197.71	November 2014	14,939,535.27
August 2007	109,126,038.03	April 2011	45,980,419.55	December 2014	14,450,901.54

## Group 3 MBS First Specified Balances (Continued)

Distribution Date	First Specified Balance	Distribution Date	First Specified Balance	Distribution Date	First Specified Balance
January 2015	\$ 13,970,706.15	April 2016	\$ 7,700,737.83	July 2017	\$ 2,935,373.36
February 2015	13,498,826.41	May 2016	7,339,941.68	August 2017	2,663,379.66
March 2015	13,035,141.24	June 2016	6,985,708.57	September 2017	2,396,620.06
April 2015	12,579,531.23	July 2016	6,637,941.15	October 2017	2,135,015.37
May 2015	12,131,878.57	August 2016	6,296,543.38	November 2017	1,878,487.43
June 2015	11,692,067.01	September 2016	5,961,420.53		1,626,959.21
July 2015	11,259,981.91	October 2016	5,632,479.17		, ,
August 2015	10,835,510.15	November 2016	5,309,627.12		1,380,354.71
September 2015	10,418,540.15	December 2016	4,992,773.49	February 2018	1,138,598.98
October 2015	10,008,961.82	January 2017	4,681,828.59	March 2018	901,618.09
November 2015	9,606,666.58	February 2017	4,376,703.99	April 2018	669,339.15
December 2015	9,211,547.31	March 2017	4,077,312.44	May 2018	441,690.26
January 2016	8,823,498.33	April 2017	3,783,567.89	June 2018	218,600.52
February 2016	8,442,415.41	May 2017	3,495,385.48	July 2018 and	
March 2016	8,068,195.72	June 2017	3,212,681.49	- · · J	0.00

#### Group 3 MBS Second Specified Balances

Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance
Initial Balance	\$200,000,000.00	May 2004	\$194,793,326.35	September 2004	\$189,620,634.92
February 2004	198,695,122.71	June 2004	193,496,984.08	October 2004	188,332,722.62
March 2004	197,392,389.07	July 2004	192,202,759.12	November 2004 and	
April 2004	196,091,792.48	August 2004	190,910,644.92	thereafter	0.00

# Preliminary Principal Balance Schedule for the Aggregate Group II Targeted Balances

The Preliminary Principal Balance Schedule for the Aggregate Group II Targeted Balances is set forth below. The final Principal Balance Schedule for the Aggregate Group II Targeted Balances will be calculated on or before the Settlement Date and will be included in a supplement to this prospectus supplement. The final Principal Balance Schedule for the Aggregate Group II Targeted Balances, which will be used in determining the actual principal payments on the applicable Group 1 Classes, will differ from those reflected in the preliminary schedule below.

#### Aggregate Group II Targeted Balances

Distribution Date	Targeted Balance	Distribution Date	Targeted Balance	Distribution Date	Targeted Balance
Initial Balance	\$51,138,467.00	March 2005	\$35,276,197.45	May 2006	\$24,380,162.00
February 2004	50,304,703.16	April 2005	34,638,455.73	June 2006	23,538,736.15
March 2004	49,397,771.71	May 2005	33,974,262.62	July 2006	22,716,142.76
April 2004	48,418,253.18	June 2005	33,284,639.68	August 2006	21,912,119.08
May 2004	47,366,804.71	July 2005	32,570,648.72	September 2006	21,126,405.49
June 2004	46,244,159.15	August 2005	31,833,389.86	October 2006	20,358,745.43
July 2004	45,051,124.38	September 2005	31,073,999.54	November 2006	19,608,885.36
August 2004	43,788,582.36	October 2005	30,293,648.44	December 2006	18,876,574.72
September 2004	42,457,488.25	November 2005	29,493,539.38	January 2007	18,161,565.97
October 2004	41,058,869.20	December 2005	28,674,905.05	February 2007	17,463,614.47
November 2004	39,593,823.13	January 2006	27,839,005.79	March 2007	16,782,478.43
December 2004	38,063,517.35	February 2006	26,987,127.17	April 2007	16,117,918.99
January 2005	36,469,187.05	March 2006	26,120,577.67	May 2007	15,469,700.12
February 2005	35,886,508.25	April 2006	25,240,686.16	June 2007	14,837,588.56

## Aggregate Group II (Continued)

DistributionDate	Targeted Balance	Distribution Date	Targeted Balance	DistributionDate	Targeted Balance
July 2007	\$14,221,353.82	October 2008	\$ 6,734,449.23	January 2010	\$ 2,078,979.67
August 2007	13,620,768.18	November 2008	6,343,041.97	February 2010	1,854,367.69
September 2007	13,035,606.59	December 2008	5,963,988.30	March 2010	1,639,548.26
October 2007	12,465,646.71	January 2009	5,597,102.58	April 2010	1,434,366.71
November 2007	11,910,668.81	February 2009	5,242,201.42	May 2010	1,238,670.27
December 2007	11,370,455.82	March 2009	4,899,103.63	·	
January 2008	10,844,793.23	April 2009	4,567,630.21	June 2010	1,052,308.01
February 2008	10,333,469.11	May 2009	4,247,604.31	July 2010	875,130.88
March 2008	9,836,274.01	June 2009	3,938,851.23	August 2010	706,991.61
April 2008	9,353,001.06	July 2009	3,641,198.35	September 2010	547,744.74
May 2008	8,883,445.81	August 2009	3,354,475.16	October 2010	397,246.60
June 2008	8,427,406.24	September 2009	3,078,513.22	November 2010	255,355.27
July 2008	7,984,682.80	October 2009	2,813,146.10	December 2010	121,930.56
August 2008	7,555,078.31	November 2009	2,558,209.41		,
September 2008	7,138,397.95	December 2009	2,313,540.74	January 2011 and thereafter	0.00

# Preliminary Principal Balance Schedule for the Group 1 MBS Second Specified Balances

The Preliminary Principal Balance Schedule for the Group 1 MBS Second Specified Balances is set forth below. The final Principal Balance Schedule for the Group 1 MBS Second Specified Balances will be calculated on or before the Settlement Date and will be included in a supplement to this prospectus supplement. The final Principal Balance Schedule for the Group 1 MBS Second Specified Balances, which will be used in determining the actual principal payments on the applicable Group 1 Classes, will differ from those reflected in the preliminary schedule below.

Group 1 MBS Second Specified Balances

Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance	Distribution Date	Second Specified Balance
Initial Balance	\$215,000,000.00	June 2004	\$209,868,331.91	October 2004	\$205,788,787.75
February 2004	213,970,769.83	July 2004	208,846,314.06	November 2004 December 2004 and	204,772,435.49
March 2004	212,942,993.76	•		thereafter	0.00
April 2004	211,916,665.97	August 2004	207,825,721.27		
May 2004	210,891,780.62	September 2004	206,806,547.76		

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.

\$506,227,757



# Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2004-2

PROSPECTUS SUPPLEMENT

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# UBS Investment Bank

December 17, 2003