

\$806,303,809



Guaranteed REMIC Pass-Through Certificates Fannie Mae REMIC Trust 2004-60

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, 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 REMIC and RCR certificates backed by Fannie Mae MBS.

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
FA	1	\$250,931,053	PT	(1)	FLT	31394A V S 2	August 2024
EA(2)	1	38,604,777	PT	(3)	PO	31394A V T 0	August 2024
UA(2)	1	250,931,053 (4)	NTL	(1)	INV/IO	31394A V U 7	August 2024
UB(2)	1	250,931,053 (4)	NTL	(1)	INV/IO	31394A V V 5	August 2024
PA(2)	2	85,510,775	SC/PAC	5.5%	FIX	31394A V W 3	April 2034
PB(2)	2	10,000,000	SC/PAC	5.5	FIX	31394A V X 1	April 2034
JA(2)	2	21,300,000	SC/SUP	5.5	FIX	31394A V Y 9	April 2034
JB(2)	2	5,700,000	SC/SUP	5.5	FIX	31394A V Z 6	April 2034
JC(2)	2	2,800,000	SC/SUP	5.5	FIX	31394A W A 0	April 2034
JD(2)	2	314,657	SC/SUP	5.5	FIX	31394A W B 8	April 2034
EP(2)	3	212,900,000	SC/PAC	(3)	PO	31394A W C 6	April 2034
LF(2)	3	156,126,667 (4)	NTL	(1)	FLT/IO	31394A W D 4	April 2034
SL(2)	3	156,126,667 (4)	NTL	(1)	INV/IO	31394A W E 2	April 2034
JE	3	23,800,000	SC/PAC	5.5	FIX	31394A W F 9	April 2034
JG	3	3,750,000	SC/PAC	5.0	FIX	31394A W G 7	April 2034
JH	3	1,250,000	SC/PAC	7.0	FIX	31394A W H 5	April 2034
AB	3	47,700,000	SC/SUP	5.5	FIX	31394A W J 1	April 2034
AC	3	3,956,910	SC/SUP	5.5	FIX	31394A W K 8	April 2034
FW	3	97,785,637	SC/PT	(1)	FLT	31394A W L 6	April 2034
SW	3	97,785,637 (4)	NTL	(1)	INV/IO	31394A W M 4	April 2034
R		0	NPR	0	NPR	31394A W N 2	April 2034
RL		0	NPR	0	NPR	31394A W P 7	April 2034

(1) Based on LIBOR.

(2) Exchangeable classes.

(3) Principal only classes.

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

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The SA, SB, SC, SE, UC, PT, FL, LA, LB, LC, QA, QB and QC 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 July 30, 2004.

Carefully consider the risk factors starting on page S-8 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Citigroup

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
AVAILABLE INFORMATION	S- 3	<i>Group 3 Principal Distribution</i>	
REFERENCE SHEET	S- 4	<i>Amount</i>	S-17
ADDITIONAL RISK FACTORS	S- 8	STRUCTURING ASSUMPTIONS	S-17
DESCRIPTION OF THE		<i>Pricing Assumptions</i>	S-17
CERTIFICATES	S- 9	<i>Prepayment Assumptions</i>	S-17
GENERAL	S- 9	<i>Structuring Ranges</i>	S-18
<i>Structure</i>	S- 9	<i>Initial Effective Ranges</i>	S-18
<i>Fannie Mae Guaranty</i>	S-10	YIELD TABLES	S-19
<i>Characteristics of Certificates</i>	S-11	<i>General</i>	S-19
<i>Authorized Denominations</i>	S-11	<i>The Inverse Floating Rate Classes</i>	
<i>Distribution Dates</i>	S-11	<i>and the LF Class</i>	S-19
<i>Record Date</i>	S-11	<i>The Principal Only Classes</i>	S-23
<i>Class Factors</i>	S-11	WEIGHTED AVERAGE LIVES OF THE	
<i>No Optional Termination</i>	S-11	CERTIFICATES	S-24
<i>Voting the Group 2 and Group 3</i>		DECREMENT TABLES	S-25
<i>Underlying REMIC Certificates</i> ..	S-11	CHARACTERISTICS OF THE R AND	
COMBINATION AND RECOMBINATION ..	S-12	RL CLASSES	S-28
<i>General</i>	S-12	CERTAIN ADDITIONAL	
<i>Procedures</i>	S-12	FEDERAL INCOME TAX	
<i>Additional Considerations</i>	S-12	CONSEQUENCES	S-29
THE GROUP 1 MBS	S-13	REMIC ELECTIONS AND SPECIAL	
THE GROUP 2 AND GROUP 3		TAX ATTRIBUTES	S-29
UNDERLYING REMIC		TAXATION OF BENEFICIAL OWNERS OF	
CERTIFICATES	S-13	REGULAR CERTIFICATES	S-29
FINAL DATA STATEMENT	S-13	TAXATION OF BENEFICIAL OWNERS OF	
DISTRIBUTIONS OF INTEREST	S-14	RESIDUAL CERTIFICATES	S-30
<i>Categories of Classes</i>	S-14	TAXATION OF BENEFICIAL OWNERS OF	
<i>General</i>	S-14	RCR CERTIFICATES	S-30
<i>Interest Accrual Periods</i>	S-14	<i>General</i>	S-30
<i>Notional Classes</i>	S-15	<i>Combination RCR Classes</i>	S-30
<i>Floating Rate and Inverse Floating</i>		<i>Exchanges</i>	S-31
<i>Rate Classes</i>	S-15	TAX RETURN DISCLOSURE	
CALCULATION OF LIBOR	S-15	REQUIREMENTS	S-31
DISTRIBUTIONS OF PRINCIPAL	S-15	PLAN OF DISTRIBUTION	S-31
<i>Categories of Classes</i>	S-15	<i>General</i>	S-31
<i>Principal Distribution Amount</i>	S-16	<i>Increase in Certificates</i>	S-31
<i>Group 1 Principal Distribution</i>		LEGAL MATTERS	S-31
<i>Amount</i>	S-16	EXHIBIT A	A- 1
<i>Group 2 Principal Distribution</i>		SCHEDULE 1	A- 2
<i>Amount</i>	S-16	PRINCIPAL BALANCE	
		SCHEDULES	B- 1

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 2 or Group 3 Class or the R or RL Class, the disclosure documents relating to the applicable underlying REMIC and RCR certificates (the “Underlying REMIC Disclosure Documents”); and
- any Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we file with the SEC during the period specified in the final paragraph of this page.

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

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

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

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

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

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 Web address to be an active link.

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

REFERENCE SHEET

This reference sheet is not a summary of the transaction and does not contain complete information about the certificates. You should purchase the certificates only after reading this prospectus supplement and each of the additional disclosure documents listed on page S-3.

Assets Underlying Each Group of Classes

<u>Group</u>	<u>Assets</u>
1	Group 1 MBS
2	Class 2004-17-QG RCR Certificate Class 2004-17-QA REMIC Certificate Class 2004-17-FA REMIC Certificate
3	Class 2004-46-QM REMIC Certificate Class 2004-46-MG RCR Certificate Class 2004-46-FM REMIC Certificate Class 2004-17-SB RCR Certificate Class 2004-17-LM RCR Certificate Class 2004-17-SA REMIC Certificate Class 2004-17-FB REMIC Certificate

Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS (as of July 1, 2004)

<u>Approximate Principal Balance</u>	<u>Original Term to Maturity (in months)</u>	<u>Approximate Weighted Average Remaining Term to Maturity (in months)</u>	<u>Approximate Weighted Average Loan Age (in months)</u>	<u>Approximate Weighted Average Coupon</u>
\$289,535,830	240	210	30	6.937%

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 2 and Group 3 Underlying REMIC Certificates

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

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 July 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:

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

Exchanging Certificates Through Combination and Recombination

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

Interest Rates

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

During the initial interest accrual period, the FA, UA, UB, SA, SB, SC, SE and UC Classes will bear interest at the initial interest rates listed below. The initial interest rates listed for the LF, SL, FW, SW, FL, QA, QB and QC Classes are assumed rates. During subsequent interest accrual periods, the floating rate and inverse floating rate classes will bear interest based on the formulas indicated below, but always subject to the specified maximum and minimum interest rates:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FA	1.6500%	7.500%	0.40%	LIBOR + 40 basis points
UA	4.7500%	6.000%	0.00%	6% – LIBOR
UB	1.1000%	1.100%	0.00%	7.1% – LIBOR
LF	1.5700% (2)	7.500%	0.40%	LIBOR + 40 basis points
SL	5.9300% (2)	7.100%	0.00%	7.1% – LIBOR
FW	1.8000% (2)	7.500%	0.45%	LIBOR + 45 basis points
SW	5.7000% (2)	7.050%	0.00%	7.05% – LIBOR
SA	38.0250%	46.150%	0.00%	46.15% – (6.5 × LIBOR)
SB	14.6250%	17.750%	0.00%	17.75% – (2.5 × LIBOR)
SC	11.8750%	15.000%	0.00%	15% – (2.5 × LIBOR)
SE	11.7000%	14.200%	0.00%	14.2% – (2 × LIBOR)
UC	5.8500%	7.100%	0.00%	7.1% – LIBOR
FL	1.5700% (2)	7.500%	0.40%	LIBOR + 40 basis points
QA	8.8950% (2)	10.650%	0.00%	10.65% – (1.5 × LIBOR)
QB	11.8600% (2)	14.200%	0.00%	14.2% – (2 × LIBOR)
QC	16.3075% (2)	19.525%	0.00%	19.525% – (2.75 × LIBOR)

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

(2) Assumed initial rates. We will calculate the actual interest rates for these classes on July 22, 2004 using the applicable formulas.

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

Notional Classes

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

<u>Class</u>	
UA	100% of the FA Class
UB	100% of the FA Class
UC	100% of the FA Class
LF	73.3333333333% of the EP Class
SL	73.3333333333% of the EP Class
SW	100% of the FW Class

Distributions of Principal

Group 1 Principal Distribution Amount

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

Group 2 Principal Distribution Amount

1. To Aggregate Group I to its Planned Balance.
2. To the JA, JB, JC and JD Classes, in that order, to zero.
3. To Aggregate Group I to zero.

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

Group 3 Principal Distribution Amount

(a) 25.0000000639% of such amount to the FW Class to zero, and

(b) 74.9999999361% of such amount as follows:

first, to the EP Class to its Planned Balance;

second, to Aggregate Group II to its Planned Balance;

third, to the AB and AC Classes, in that order, to zero;

fourth, to Aggregate Group II to zero; and

fifth, to the EP Class to zero.

For a description of Aggregate Group II, see “Description of the Certificates—Distributions of Principal—*Group 3 Principal Distribution Amount*” in this prospectus supplement.

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

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
FA, EA, UA, UB, SA, SB, SC, SE and UC	12.9	7.3	3.8	2.8	1.9

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>165%</u>	<u>255%</u>	<u>500%</u>
PA	16.0	5.9	5.9	5.9	3.6
PB	25.2	18.4	18.4	18.4	10.4
JA	26.9	15.1	3.6	2.1	1.3
JB	28.2	20.9	12.3	4.8	2.0
JC	28.6	22.8	15.5	6.5	2.2
JD	28.8	23.6	16.7	7.9	2.2
PT	19.5	9.6	7.1	6.2	3.6

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>					
	<u>0%</u>	<u>100%</u>	<u>141%</u>	<u>250%</u>	<u>330%</u>	<u>500%</u>
EP, LF, SL, FL, LA, LB, LC, QA, QB and QC	12.9	5.6	5.6	5.6	5.6	4.1
JE, JG and JH	21.3	9.4	2.8	2.8	2.8	1.8
AB	25.1	15.2	11.5	3.0	1.9	1.2
AC	29.3	26.1	24.2	17.5	5.1	2.0
FW and SW	15.9	7.8	6.5	5.1	4.7	3.4

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

ADDITIONAL RISK FACTORS

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

Payments on the Group 2 and Group 3 Classes also will be affected by the payment priorities governing the related underlying REMIC certificates. If you invest in any Group 2 or Group 3 Classes, the rate at which you receive payments also will be affected by the priority sequences governing payments on the related underlying REMIC certificates.

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

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

- the underlying REMIC certificates have adhered to their principal balance schedules,

- any related Support classes remain outstanding, or
- the underlying REMIC certificates otherwise have performed as originally anticipated.

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

Yields may be lower than expected due to unexpected rate of principal payments. The actual yield on your certificates probably will be lower than you expect:

- if you buy your certificates at a premium and principal payments are faster than you expect, or
- if you buy your certificates at a discount and principal payments are slower than you expect.

Furthermore, in the case of interest only certificates and certificates purchased at a premium, you could lose money on your investment if prepayments occur at a rapid rate.

You must make your own decisions about the various applicable assumptions, including prepayment assumptions, when deciding whether to purchase the certificates.

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

Level of floating rate index affects yields on certain certificates. The yield on any floating rate or inverse floating rate certificate will be

affected by the level of its interest rate index. If the level of the index differs from the level you expect, then your actual yield may be lower than you expect.

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

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

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

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

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

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

Terrorist activities and related military and political actions by the U.S. government could cause reductions in investor confidence and substantial market volatility in real estate and securities markets. It is impossible to predict the extent to which terrorist activities may occur or, if they do occur, the extent of the effect on the certificates. Moreover, it is uncertain what effects any past or future terrorist activities or any related military or political actions on the part of the United States government and others will have on the United States and world financial markets, local, regional and national economies, real estate markets across the United States, or particular business sectors, including those affecting the performance of mortgage loan borrowers. Among other things, reduced investor confidence could result in substantial volatility in securities markets and a decline in real estate-related investments. In addition, defaults on the mortgage loans could increase, causing early payments of principal to you and, regardless of the performance of the underlying mortgage loans, the liquidity and market value of the certificates may be impaired.

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 July 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

- certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS”), and
- two groups of previously issued REMIC and RCR certificates (the “Group 2 Underlying REMIC Certificates” and “Group 3 Underlying REMIC Certificates” and, together, the “Underlying REMIC Certificates”) evidencing beneficial ownership interests in the related Fannie Mae REMIC trusts (the “Underlying REMIC Trusts”) as further described in Exhibit A.

The assets of the Underlying REMIC Trusts evidence direct or indirect beneficial ownership interests in certain Fannie Mae Guaranteed Mortgage Pass-Through Certificates (together with the Group 1 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 REMIC Certificates are described in the Underlying REMIC Disclosure Documents. Our guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus, and “Description of the Certificates—General—*Fannie Mae Guaranty*” in the Underlying REMIC Disclosure Documents.

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

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

<u>Classes</u>	<u>Denomination</u>
All Interest Only, Principal Only and Inverse Floating Rate Classes	\$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	\$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.

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 2 and Group 3 Underlying REMIC Certificates. Holders of the Underlying REMIC Certificates may be asked to vote on issues arising under the related trust agreements. If so, the Trustee will vote the related Underlying REMIC 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 EA, UA, UB, PA, PB, JA, JB, JC, JD, EP, LF and SL Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combinations shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

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

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

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

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

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

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

The Group 1 MBS

The following table contains certain information about the Group 1 MBS. The Group 1 MBS will have the aggregate unpaid principal balance and Pass-Through Rate shown below and the general characteristics described in the MBS Prospectus. The Group 1 MBS provides that principal and interest on the related Mortgage Loans are passed through monthly. The Mortgage Loans underlying the Group 1 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. See “The Mortgage Pools” and “Yield, Maturity, and Prepayment Considerations” in the MBS Prospectus.

We expect the characteristics of the Group 1 MBS and the related Mortgage Loans as of the Issue Date to be as follows:

Aggregate Unpaid Principal Balance	\$289,535,830
MBS Pass-Through Rate	6.50%
Range of WACs (annual percentages)	6.75% to 9.00%
Approximate Weighted Average WAM	210 months
Approximate Weighted Average WALA (weighted average loan age)	30 months

The Group 2 and Group 3 Underlying REMIC Certificates

The Underlying REMIC Certificates represent beneficial ownership interests in the related Underlying REMIC Trusts. The assets of those trusts evidence direct or indirect beneficial ownership interests in certain MBS having the general characteristics set forth in the MBS Prospectus. Distributions on the Underlying REMIC Certificates will be passed through monthly, beginning in the month after we issue the Certificates. The general characteristics of the Underlying REMIC Certificates are described in the related Underlying REMIC Disclosure Documents. See Exhibit A for additional information about the Underlying REMIC 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 Underlying REMIC Certificates, telephone us at 1-800-237-8627. There may have been material changes in facts and circumstances since the dates we prepared the Underlying REMIC Disclosure Documents. These may include changes in prepayment speeds, prevailing interest rates and other economic factors. As a result, the usefulness of the information set forth in those documents may be limited.

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the principal balances (or notional principal balances) of the Underlying REMIC Certificates as of the Issue Date and, with respect to the Group 1 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 Group 1 MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the Group 1 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:

<u>Interest Type*</u>	<u>Classes</u>
Group 1 Classes	
Floating Rate	FA
Inverse Floating Rate	UA and UB
Interest Only	UA and UB
Principal Only	EA
RCR**	SA, SB, SC, SE and UC
Group 2 Classes	
Fixed Rate	PA, PB, JA, JB, JC and JD
RCR**	PT
Group 3 Classes	
Fixed Rate	JE, JG, JH, AB and AC
Floating Rate	LF and FW
Inverse Floating Rate	SL and SW
Interest Only	LF, SL and SW
Principal Only	EP
RCR**	FL, LA, LB, LC, QA, QB and QC
No Payment Residual	R and RL

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

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

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

Interest to be paid on each Certificate on a Distribution Date will consist of one month’s interest on the outstanding balance of that Certificate immediately prior to that Distribution Date.

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

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

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

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

The Dealer will treat the EA and EP Classes as No-Delay Classes, for the sole purpose of facilitating trading.

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 1.25% in the case of the FA, UA, UB, SA, SB, SC, SE and UC Classes, 1.17% in the case of the LF, SL, FL, QA, QB and QC Classes, and 1.35% in the case of the FW and SW Classes.

Distributions of Principal

Categories of Classes

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

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Pass-Through	FA and EA
Notional	UA and UB
RCR**	SA, SB, SC, SE and UC
Group 2 Classes	
Structured Collateral/PAC	PA and PB
Structured Collateral/Support	JA, JB, JC and JD
RCR**	PT

Principal Type*

Classes

Group 3 Classes

Structured Collateral/PAC	EP, JE, JG and JH
Structured Collateral/Support	AB and AC
Structured Collateral/Pass-Through	FW
Notional	LF, SL and SW
RCR**	FL, LA, LB, LC, QA, QB and QC
No Payment Residual	R and RL

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

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

Principal Distribution Amount

On the Distribution Date in each month, we will pay principal on the Certificates in an aggregate amount (the “Principal Distribution Amount”) equal to the sum of

- the principal then paid on the Group 1 MBS (the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 Underlying REMIC Certificates (the “Group 2 Principal Distribution Amount”), and
- the principal then paid on the Group 3 Underlying REMIC Certificates (the “Group 3 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

On each Distribution Date, we will pay the Group 1 Principal Distribution Amount, concurrently, as principal of the FA and EA Classes, pro rata (or 86.6666667818% and 13.3333332182%, respectively), until their principal balances are reduced to zero. } Pass Through Classes

Group 2 Principal Distribution Amount

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

- | | | |
|---|-------------------|-------------------------|
| (i) to Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date; | } PAC Group | } Structured Collateral |
| (ii) sequentially, to the JA, JB, JC and JD Classes, in that order, until their principal balances are reduced to zero; and | } Support Classes | |
| (iii) to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero. | } PAC Group | |

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

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

Group 3 Principal Distribution Amount

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

- | | | |
|---|-----------------------|-------------------------|
| (a) 25.0000000639% of such amount to the FW Class, until its principal balance is reduced to zero, and | } Pass-Through Class | } Structured Collateral |
| (b) 74.9999999361% of such amount in the following priority: | | |
| <i>first</i> , to the EP Class, until its principal balance is reduced to its Planned Balance for that Distribution Date; | } PAC Class and Group | |
| <i>second</i> , to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Planned Balance for that Distribution Date; | | |
| <i>third</i> , sequentially, to the AB and AC Classes, in that order, until their principal balances are reduced to zero; | } Support Classes | |
| <i>fourth</i> , to Aggregate Group II, without regard to its Planned Balance and until the Aggregate II Balance is reduced to zero; and | } PAC Group and Class | |
| <i>fifth</i> , to the EP Class, without regard to its Planned Balance and until its principal balance is reduced to zero. | | |

“Aggregate Group II” consists of the JE, JG and JH Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group II, concurrently, to the JE, JG and JH Classes, pro rata (or 82.638888889%, 13.020833333% and 4.340277778%, respectively), until their principal balances are reduced to zero.

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the Group 1 MBS have the original term to maturity, remaining term to maturity, WALA and interest rate specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the Group 1 MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is July 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 is The Bond Market Association’s standard prepayment model (“PSA”). To assume a specified rate of PSA is to assume a

specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under “Description of Certificates—Prepayment Models” in the REMIC Prospectus.

It is highly unlikely that prepayments will occur at any *constant* PSA rate or at any other *constant* rate.

Structuring Ranges. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Groups (1) and Class</u>	<u>Structuring Ranges</u>
Planned Balances	Aggregate Group I	(2)
Planned Balances	EP	(3)
Planned Balances	Aggregate Group II	(4)

- (1) The Structuring Ranges for the Aggregate Groups are associated with the related Aggregate Balances but not with the individual balances of the related Classes.
- (2) The Planned Balances for Aggregate Group I have been structured at a range between 100% and 255% PSA, but will have an Initial Effective Range between 100% and 198% PSA.
- (3) The Planned Balances for the EP Class have been structured at a range between 100% and 330% PSA, but will have an Initial Effective Range between 101% and 330% PSA.
- (4) The Planned Balances for Aggregate Group II have been structured at a range between 141% and 330% PSA, but will have an Initial Effective Range between 143% and 330% PSA.

We cannot assure you that the balance of any Group or Class 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 Class 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 or Class to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Group or Class 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 and Class to their scheduled balances if the prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Groups and Class specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Ranges specified above.

Initial Effective Ranges. The Effective Range for a Group or Class is the range of prepayment rates (measured by *constant* PSA rates) which would reduce that Group or Class to its scheduled balance on each Distribution Date. The Initial Effective Ranges shown in the table below are based upon the assumed characteristics of the related Mortgage Loans specified in the Pricing Assumptions.

<u>Groups and Class</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 198% PSA
EP	Between 101% and 330% PSA
Aggregate Group II	Between 143% and 330% 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 and Class 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 and Class 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 Classes specified below will be supported by the corresponding supporting Classes as indicated in the following table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 2	
Planned	Support
Group 3	
EP	Aggregate Group II and Support
Aggregate Group II	Support

When the supporting Classes are retired, the Classes they support, 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 Inverse Floating Rate Classes and the LF Class. **The yields on the Inverse Floating Rate Classes and the LF Class 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 UA, UB, LF, SL, SW, SA, UC, QB and QC 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 and the LF Class for the initial Interest Accrual Period are the rates listed in the table under “Reference Sheet—Interest Rates” in this prospectus supplement and for each following Interest Accrual Period will be based on the specified level of the Index, and
- the aggregate purchase prices of those Classes (expressed in each case as a percentage of original principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
UA	7.39062%
UB	2.75000%
LF	20.00000%
SL	12.50000%
SW	11.37500%
SA	139.16403%
SB	100.60155%
SC	94.35155%
SE	95.78124%
UC	10.14062%
QA	99.50000%
QB	105.50000%
QC	114.50000%

* The prices do not include accrued interest. Accrued interest has been added to the prices in calculating the yields set forth in the tables below.

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	81.8%	77.7%	58.2%	46.3%	26.2%
1.25%	65.0%	61.1%	42.6%	31.4%	12.3%
3.25%	32.8%	29.2%	12.7%	2.7%	(14.2)%
5.25%	(1.4)%	(4.4)%	(18.7)%	(27.4)%	(42.1)%
6.00%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption				
	50%	100%	323%	450%	650%
6.00%	35.2%	31.7%	15.0%	4.9%	(12.2)%
6.55%	11.7%	8.5%	(6.7)%	(15.9)%	(31.4)%
7.10%	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	141%	250%	330%	500%
0.17%	(22.8)%	(27.3)%	(27.3)%	(27.3)%	(27.3)%	(42.0)%
1.17%	(9.9)%	(15.3)%	(15.3)%	(15.3)%	(15.3)%	(27.8)%
3.17%	5.7%	(0.1)%	(0.1)%	(0.1)%	(0.1)%	(10.1)%
5.17%	18.4%	12.5%	12.5%	12.5%	12.5%	4.3%
7.10%	29.8%	24.1%	24.1%	24.1%	24.1%	17.1%

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	141%	250%	330%	500%
0.17%	52.6%	47.2%	47.1%	47.1%	47.1%	42.1%
1.17%	43.0%	37.4%	37.4%	37.4%	37.4%	31.6%
3.17%	23.7%	17.9%	17.9%	17.9%	17.9%	10.3%
5.17%	3.0%	(2.8)%	(2.8)%	(2.8)%	(2.8)%	(13.2)%
7.10%	*	*	*	*	*	*

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

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

LIBOR	PSA Prepayment Assumption					
	50%	100%	141%	250%	330%	500%
0.35%	59.7%	56.2%	53.2%	47.3%	45.7%	37.1%
1.35%	49.2%	45.6%	42.6%	36.7%	35.2%	26.1%
3.35%	28.5%	24.7%	21.6%	15.9%	14.3%	4.1%
5.35%	7.4%	3.3%	0.0%	(5.6)%	(7.5)%	(19.6)%
7.05%	*	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	31.8%	30.8%	26.1%	23.0%	17.7%
1.25%	26.6%	25.7%	21.1%	18.2%	13.0%
3.25%	16.3%	15.5%	11.3%	8.5%	3.7%
5.25%	6.2%	5.4%	1.7%	(0.9)%	(5.4)%
7.10%	(3.4)%	(3.9)%	(7.1)%	(9.4)%	(13.7)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	17.5%	17.5%	17.4%	17.3%	17.2%
1.25%	14.9%	14.9%	14.8%	14.8%	14.7%
3.25%	9.8%	9.8%	9.7%	9.7%	9.7%
5.25%	4.7%	4.7%	4.7%	4.7%	4.7%
7.10%	0.0%	0.1%	0.1%	0.1%	0.2%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	16.2%	16.4%	17.3%	17.9%	18.9%
1.25%	13.5%	13.6%	14.5%	15.1%	16.2%
3.25%	8.0%	8.2%	9.1%	9.7%	10.9%
5.25%	2.7%	2.9%	3.8%	4.4%	5.6%
6.00%	0.8%	0.9%	1.8%	2.5%	3.6%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	15.1%	15.2%	15.9%	16.3%	17.1%
1.25%	12.9%	13.1%	13.7%	14.2%	15.0%
3.25%	8.7%	8.8%	9.4%	9.9%	10.8%
5.25%	4.4%	4.6%	5.2%	5.7%	6.6%
7.10%	0.6%	0.7%	1.4%	1.9%	2.8%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
0.25%	68.7%	64.7%	46.0%	34.6%	15.3%
1.25%	56.7%	52.9%	34.9%	24.0%	5.5%
3.25%	33.4%	29.9%	13.4%	3.3%	(13.7)%
5.25%	9.8%	6.6%	(8.4)%	(17.5)%	(33.0)%
7.10%	*	*	*	*	*

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

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>141%</u>	<u>250%</u>	<u>330%</u>	<u>500%</u>
0.17%	10.7%	10.7%	10.7%	10.7%	10.7%	10.8%
1.17%	9.2%	9.2%	9.2%	9.2%	9.2%	9.2%
3.17%	6.1%	6.1%	6.1%	6.1%	6.1%	6.2%
5.17%	3.1%	3.1%	3.1%	3.1%	3.1%	3.2%
7.10%	0.2%	0.2%	0.2%	0.2%	0.2%	0.3%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>141%</u>	<u>250%</u>	<u>330%</u>	<u>500%</u>
0.17%	12.9%	12.6%	12.6%	12.6%	12.6%	12.3%
1.17%	10.9%	10.7%	10.7%	10.7%	10.7%	10.3%
3.17%	7.0%	6.8%	6.8%	6.8%	6.8%	6.4%
5.17%	3.1%	2.9%	2.9%	2.9%	2.9%	2.6%
7.10%	(0.6)%	(0.8)%	(0.8)%	(0.8)%	(0.8)%	(1.1)%

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

<u>LIBOR</u>	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>141%</u>	<u>250%</u>	<u>330%</u>	<u>500%</u>
0.17%	15.8%	15.2%	15.2%	15.2%	15.2%	14.4%
1.17%	13.3%	12.6%	12.6%	12.6%	12.6%	11.8%
3.17%	8.2%	7.6%	7.6%	7.6%	7.6%	6.8%
5.17%	3.1%	2.6%	2.6%	2.6%	2.6%	1.8%
7.10%	(1.7)%	(2.2)%	(2.2)%	(2.2)%	(2.2)%	(3.0)%

The Principal Only Classes. The Principal Only Classes will not bear interest. As indicated in the tables below, a low rate of principal payments (including prepayments) on the 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 original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
EA	76.5%
EP	81.5%

Sensitivity of the EA Class to Prepayments

	<u>PSA Prepayment Assumption</u>				
	<u>50%</u>	<u>100%</u>	<u>323%</u>	<u>450%</u>	<u>650%</u>
Pre-Tax Yields to Maturity.....	3.2%	3.9%	8.0%	11.0%	16.6%

Sensitivity of the EP Class to Prepayments

	<u>PSA Prepayment Assumption</u>					
	<u>50%</u>	<u>100%</u>	<u>141%</u>	<u>250%</u>	<u>330%</u>	<u>500%</u>
Pre-Tax Yields to Maturity.....	2.9%	3.9%	3.9%	3.9%	3.9%	5.3%

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

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

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

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

- the timing of changes in the rate of principal payments,
- the priority sequences of payments of principal of the Group 2 and Group 3 Classes,
- in the case of the Group 2 and Group 3 Classes, the payment of principal of certain Classes in accordance with the Principal Balance Schedules, and
- in the case of the Group 2 and Group 3 Classes, the priority sequences affecting principal payments (or notional balance reductions) on the related Underlying REMIC Certificates.

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

The effect of these factors may differ as to various Classes and the effects on any Class may vary at different times during the life of that Class. Accordingly, we can give no assurance as to the weighted average life of any Class. Further, to the extent the prices of the Certificates represent discounts or premiums to their original principal balances, variability in the weighted average lives of

those Classes of Certificates could result in variability in the related yields to maturity. For an example of how the weighted average lives of the Classes may be affected at various constant prepayment rates, see the Decrement Tables below.

Decrement Tables

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

<u>Mortgage Loans Relating to Trust Assets Specified Below</u>	<u>Original Terms to Maturity</u>	<u>Remaining Terms to Maturity</u>	<u>Interest Rates</u>
Group 1 MBS	240 months	240 months	9.00%
Group 2 Underlying REMIC Certificates	360 months	356 months	8.00%
Group 3 Underlying REMIC Certificates	360 months	(1)	8.50%

(1) The remaining terms to maturity of the Class 2004-17-SB, Class 2004-17-LM, Class 2004-17-SA and Class 2004-17-FB Underlying REMIC Certificates are assumed to be 356 months. The remaining terms to maturity of the Class 2004-46-QM, Class 2004-46-MG, and Class 2004-46-FM Underlying REMIC Certificates are assumed to be 358 months.

It is unlikely

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

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

Percent of Original Principal Balances Outstanding

Date	FA, EA, UA†, UB†, SA, SB, SC, SE and UC† Classes					PA Class					PB Class					JA Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	323%	450%	650%	0%	100%	165%	255%	500%	0%	100%	165%	255%	500%	0%	100%	165%	255%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2005	98	91	78	71	59	99	94	94	94	94	100	100	100	100	100	100	100	89	81	81
July 2006	96	83	61	50	35	97	84	84	84	84	100	100	100	100	100	100	100	71	51	0
July 2007	94	75	47	35	20	96	74	74	74	58	100	100	100	100	100	100	100	52	22	0
July 2008	91	68	37	25	12	94	64	64	64	36	100	100	100	100	100	100	100	37	0	0
July 2009	89	61	28	17	7	92	54	54	54	21	100	100	100	100	100	100	100	25	0	0
July 2010	86	54	21	12	4	90	45	45	45	11	100	100	100	100	100	100	100	17	0	0
July 2011	83	48	16	8	2	88	37	37	37	4	100	100	100	100	100	100	100	10	0	0
July 2012	79	42	12	6	1	85	29	29	29	0	100	100	100	100	91	100	100	6	0	0
July 2013	75	36	9	4	1	83	22	22	22	0	100	100	100	100	62	100	99	3	0	0
July 2014	71	31	7	2	*	80	16	16	16	0	100	100	100	100	42	100	96	0	0	0
July 2015	66	26	5	2	*	77	11	11	11	0	100	100	100	100	29	100	90	0	0	0
July 2016	61	21	3	1	*	74	7	7	7	0	100	100	100	100	20	100	83	0	0	0
July 2017	56	17	2	1	*	70	4	4	4	0	100	100	100	100	13	100	74	0	0	0
July 2018	50	13	2	*	*	66	1	1	1	0	100	100	100	100	9	100	64	0	0	0
July 2019	43	9	1	*	*	62	0	0	0	0	100	85	85	85	6	100	53	0	0	0
July 2020	36	5	*	*	*	57	0	0	0	0	100	69	69	69	4	100	42	0	0	0
July 2021	28	2	*	*	*	53	0	0	0	0	100	55	55	55	3	100	31	0	0	0
July 2022	20	0	0	0	0	47	0	0	0	0	100	44	44	44	2	100	19	0	0	0
July 2023	10	0	0	0	0	41	0	0	0	0	100	35	35	35	1	100	8	0	0	0
July 2024	0	0	0	0	0	35	0	0	0	0	100	27	27	27	1	100	0	0	0	0
July 2025	0	0	0	0	0	28	0	0	0	0	100	21	21	21	*	100	0	0	0	0
July 2026	0	0	0	0	0	21	0	0	0	0	100	16	16	16	*	100	0	0	0	0
July 2027	0	0	0	0	0	13	0	0	0	0	100	12	12	12	*	100	0	0	0	0
July 2028	0	0	0	0	0	5	0	0	0	0	100	9	9	9	*	100	0	0	0	0
July 2029	0	0	0	0	0	0	0	0	0	0	61	6	6	6	*	100	0	0	0	0
July 2030	0	0	0	0	0	0	0	0	0	0	4	4	4	4	*	86	0	0	0	0
July 2031	0	0	0	0	0	0	0	0	0	0	2	2	2	2	*	43	0	0	0	0
July 2032	0	0	0	0	0	0	0	0	0	0	1	1	1	1	*	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	*	*	*	*	*	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.9	7.3	3.8	2.8	1.9	16.0	5.9	5.9	5.9	3.6	25.2	18.4	18.4	18.4	10.4	26.9	15.1	3.6	2.1	1.3

Date	JB Class					JC Class					JD Class					EP, LF†, SL†, FL, LA, LB, LC, QA, QB and QC Classes					
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					
	0%	100%	165%	255%	500%	0%	100%	165%	255%	500%	0%	100%	165%	255%	500%	0%	100%	141%	250%	330%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	98	92	92	92	92	92
July 2006	100	100	100	100	24	100	100	100	100	100	100	100	100	100	100	96	81	81	81	81	81
July 2007	100	100	100	100	0	100	100	100	100	0	100	100	100	100	0	93	70	70	70	70	62
July 2008	100	100	100	99	0	100	100	100	100	0	100	100	100	100	0	90	60	60	60	60	42
July 2009	100	100	100	35	0	100	100	100	100	0	100	100	100	100	0	88	50	50	50	50	29
July 2010	100	100	100	0	0	100	100	100	79	0	100	100	100	100	0	85	40	40	40	40	19
July 2011	100	100	100	0	0	100	100	100	18	0	100	100	100	100	0	81	31	31	31	31	13
July 2012	100	100	100	0	0	100	100	100	0	0	100	100	100	20	0	78	24	24	24	24	8
July 2013	100	100	100	0	0	100	100	100	0	0	100	100	100	*	0	74	18	18	18	18	5
July 2014	100	100	98	0	0	100	100	100	0	0	100	100	100	*	0	70	14	14	14	14	3
July 2015	100	100	80	0	0	100	100	100	0	0	100	100	100	*	0	65	10	10	10	10	1
July 2016	100	100	58	0	0	100	100	100	0	0	100	100	100	*	0	60	7	7	7	7	*
July 2017	100	100	35	0	0	100	100	100	0	0	100	100	100	*	0	55	5	5	5	5	*
July 2018	100	100	11	0	0	100	100	100	0	0	100	100	100	*	0	50	4	4	4	4	*
July 2019	100	100	0	0	0	100	100	74	0	0	100	100	100	*	0	44	2	2	2	2	*
July 2020	100	100	0	0	0	100	100	26	0	0	100	100	100	*	0	37	1	1	1	1	0
July 2021	100	100	0	0	0	100	100	0	0	0	100	100	*	*	0	30	*	*	*	*	0
July 2022	100	100	0	0	0	100	100	0	0	0	100	100	*	*	0	22	0	0	0	0	0
July 2023	100	100	0	0	0	100	100	0	0	0	100	100	*	*	0	14	0	0	0	0	0
July 2024	100	87	0	0	0	100	100	0	0	0	100	100	*	*	0	5	0	0	0	0	0
July 2025	100	46	0	0	0	100	100	0	0	0	100	100	*	*	0	0	0	0	0	0	0
July 2026	100	7	0	0	0	100	100	0	0	0	100	100	*	*	0	0	0	0	0	0	0
July 2027	100	0	0	0	0	100	35	0	0	0	100	100	*	*	0	0	0	0	0	0	0
July 2028	100	0	0	0	0	100	0	0	0	0	100	*	*	*	0	0	0	0	0	0	0
July 2029	100	0	0	0	0	100	0	0	0	0	100	*	*	*	0	0	0	0	0	0	0
July 2030	100	0	0	0	0	100	0	0	0	0	100	*	*	*	0	0	0	0	0	0	0
July 2031	100	0	0	0	0	100	0	0	0	0	100	*	*	*	0	0	0	0	0	0	0
July 2032	87	0	0	0	0	100	0	0	0	0	100	*	*	*	0	0	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.2	20.9	12.3	4.8	2.0	28.6	22.8	15.5	6.5	2.2	28.8	23.6	16.7	7.9	2.2	12.9	5.6	5.6	5.6	5.6	4.1

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

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

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

Date	JE, JG and JH Classes						AB Class						AC Class					
	PSA Prepayment Assumption						PSA Prepayment Assumption						PSA Prepayment Assumption					
	0%	100%	141%	250%	330%	500%	0%	100%	141%	250%	330%	500%	0%	100%	141%	250%	330%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
July 2005	100	100	84	84	84	84	100	100	100	81	75	64	100	100	100	100	100	100
July 2006	100	100	62	62	62	62	100	100	100	55	44	0	100	100	100	100	100	5
July 2007	100	100	42	41	41	0	100	100	100	33	18	0	100	100	100	100	100	0
July 2008	100	100	25	24	24	0	100	100	100	20	3	0	100	100	100	100	100	0
July 2009	100	100	11	11	11	0	100	100	100	12	0	0	100	100	100	100	30	0
July 2010	100	100	1	1	1	0	100	100	100	10	0	0	100	100	100	100	4	0
July 2011	100	98	0	0	0	0	100	100	95	9	0	0	100	100	100	100	3	0
July 2012	100	86	0	0	0	0	100	100	84	8	0	0	100	100	100	100	2	0
July 2013	100	65	0	0	0	0	100	100	70	7	0	0	100	100	100	100	2	0
July 2014	100	37	0	0	0	0	100	100	52	5	0	0	100	100	100	100	2	0
July 2015	100	5	0	0	0	0	100	100	34	4	0	0	100	100	100	100	2	0
July 2016	100	0	0	0	0	0	100	82	30	2	0	0	100	100	100	100	2	0
July 2017	100	0	0	0	0	0	100	58	27	1	0	0	100	100	100	100	2	0
July 2018	100	0	0	0	0	0	100	40	24	0	0	0	100	100	100	95	2	0
July 2019	100	0	0	0	0	0	100	36	21	0	0	0	100	100	100	81	2	0
July 2020	100	0	0	0	0	0	100	32	17	0	0	0	100	100	100	69	2	0
July 2021	100	0	0	0	0	0	100	28	14	0	0	0	100	100	100	58	2	0
July 2022	100	0	0	0	0	0	100	24	11	0	0	0	100	100	100	45	*	0
July 2023	100	0	0	0	0	0	100	20	8	0	0	0	100	100	100	29	0	0
July 2024	100	0	0	0	0	0	100	16	5	0	0	0	100	100	100	17	0	0
July 2025	68	0	0	0	0	0	100	12	2	0	0	0	100	100	100	7	0	0
July 2026	0	0	0	0	0	0	95	8	*	0	0	0	100	100	100	0	0	0
July 2027	0	0	0	0	0	0	72	5	0	0	0	0	100	100	75	0	0	0
July 2028	0	0	0	0	0	0	62	2	0	0	0	0	100	100	52	0	0	0
July 2029	0	0	0	0	0	0	52	0	0	0	0	0	100	85	31	0	0	0
July 2030	0	0	0	0	0	0	40	0	0	0	0	0	100	51	12	0	0	0
July 2031	0	0	0	0	0	0	28	0	0	0	0	0	100	18	0	0	0	0
July 2032	0	0	0	0	0	0	14	0	0	0	0	0	100	0	0	0	0	0
July 2033	0	0	0	0	0	0	0	0	0	0	0	0	97	0	0	0	0	0
July 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	21.3	9.4	2.8	2.8	2.8	1.8	25.1	15.2	11.5	3.0	1.9	1.2	29.3	26.1	24.2	17.5	5.1	2.0

Date	FW and SW† Classes						PT Class				
	PSA Prepayment Assumption						PSA Prepayment Assumption				
	0%	100%	141%	250%	330%	500%	0%	100%	165%	255%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100
July 2005	98	94	93	89	89	87	99	96	94	93	93
July 2006	97	86	83	75	74	65	98	89	84	81	69
July 2007	95	78	73	62	59	45	97	82	74	69	47
July 2008	93	71	63	50	47	31	96	75	65	58	33
July 2009	91	63	55	40	37	21	94	69	56	49	22
July 2010	89	56	47	32	29	14	93	63	49	41	15
July 2011	86	50	39	25	23	9	92	57	42	34	11
July 2012	84	43	32	20	17	6	90	52	36	28	7
July 2013	81	37	26	16	13	4	88	47	31	23	5
July 2014	78	31	20	12	10	2	86	42	26	19	3
July 2015	75	26	14	9	7	1	84	38	22	16	2
July 2016	71	20	12	7	5	*	82	34	18	13	2
July 2017	67	15	10	5	4	*	80	30	14	10	1
July 2018	63	10	8	4	3	*	77	26	11	8	1
July 2019	59	9	6	3	2	*	74	23	9	7	*
July 2020	54	7	5	2	1	0	71	20	6	5	*
July 2021	49	6	4	1	*	0	68	17	4	4	*
July 2022	44	5	3	1	*	0	64	14	3	3	*
July 2023	38	5	3	*	0	0	60	11	3	3	*
July 2024	31	4	2	*	0	0	56	9	2	2	*
July 2025	24	3	2	*	0	0	51	6	2	2	*
July 2026	17	3	1	0	0	0	46	4	1	1	*
July 2027	13	2	1	0	0	0	41	2	1	1	*
July 2028	11	2	1	0	0	0	35	1	1	1	*
July 2029	10	1	*	0	0	0	29	*	*	*	*
July 2030	8	1	*	0	0	0	22	*	*	*	*
July 2031	6	*	0	0	0	0	15	*	*	*	*
July 2032	4	0	0	0	0	0	7	*	*	*	*
July 2033	1	0	0	0	0	0	*	*	*	*	*
July 2034	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	15.9	7.8	6.5	5.1	4.7	3.4	19.5	9.6	7.1	6.2	3.6

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

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

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

Characteristics of the R and RL Classes

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

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

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

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

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

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

REMIC Elections and Special Tax Attributes

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

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes and the Principal Only 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 Conse-

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

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	323% PSA
2	165% PSA
3	250% 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 June 20, 2004. 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 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 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. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. The Regulations, which are effective for taxable years ending on or after May 11, 2004, contain additional details regarding their application. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

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 Citigroup Global Markets Inc. (the “Dealer”) in exchange for the Group 1 MBS and the Underlying REMIC 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 Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the Group 1 MBS in principal balance, but we expect that all these additional Group 1 MBS will have the same characteristics as described under “Description of the Certificates—The Group 1 MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1 Class bears to the aggregate original principal balance of all Group 1 Classes will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

LEGAL MATTERS

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

Underlying REMIC Certificates

Underlying REMIC Trust	Class	Date of Issue	CUSIP Number	Interest Rate	Interest Type (1)	Final Distribution Date	Principal Type (1)	Original Principal or Notional Balance of Class	July 2004 Class Factor	Principal or Notional Balance in the Lower Tier REMIC	Approximate Weighted Average WAC (in months)	Approximate Weighted Average WALA (in months)
Group 2	2004-017	FA	March 2004	31393XZJ9	(2)	FLT	PAC	\$100,000,000	0.98705697	\$ 98,705,697	351	7
	2004-017	QA	March 2004	31393XZL4	(2)	INV/IO	NTL	100,000,000	0.98705697	44,866,225	351	7
	2004-017	QG	March 2004	31393XC62	(2)	INV	PAC	27,272,727	0.98705697	26,919,735	351	7
Group 3	2004-017	FB	March 2004	31393XZY6	(2)	FLT	SCH/AD	100,000,000	0.94180874	94,180,874	343	13
	2004-017	SA	March 2004	31393XA23	(2)	INV/IO	NTL	100,000,000	0.94180874	62,787,250	343	13
	2004-017	LM	March 2004	31393XC21	6.0%	FIX	PAC/AD	186,348,000	0.97531920	1,881,976	343	13
	2004-017	SB	March 2004	31393XC96	(2)	INV	SCH/AD	16,666,667	0.94180874	15,696,813	343	13
	2004-046	FM	May 2004	31393YYP66	(2)	FLT	PAC/AD	176,625,000	0.98861601	111,753,154	346	10
	2004-046	MG	May 2004	31393YT21	5.0%	FIX	PAC/AD	169,560,000	0.98861601	167,629,730	346	10
	2004-046	QM	May 2004	31393YYP74	(2)	INV/IO	NTL	176,625,000	0.98861601	111,753,154	346	10

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

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

Available Recombinations (1)

REMIC Certificates			RCR Certificates					
Classes	Original Principal or Notional Balances	RCR Class	Original Principal or Notional Balances	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 1								
EA	\$ 38,604,777	SA	\$ 38,604,777	(3)	INV	PT	31394AWQ5	August 2024
UA	250,931,053 (4)							
UB	250,931,053 (4)							
Recombination 2								
EA	38,604,777	SB	38,604,777	(3)	INV	PT	31394AWR3	August 2024
UA	96,511,942 (4)							
UB	96,511,942 (4)							
Recombination 3								
EA	38,604,777	SC	38,604,777	(3)	INV	PT	31394AWS1	August 2024
UA	96,511,942 (4)							
Recombination 4								
UA	250,931,053 (4)	UC	250,931,053 (4)	(3)	INV/IO	NTL	31394AWU6	August 2024
UB	250,931,053 (4)							
Recombination 5								
EA	38,604,777	SE	38,604,777	(3)	INV	PT	31394AWT9	August 2024
UA	77,209,554 (4)							
UB	77,209,554 (4)							
Recombination 6								
PA	85,510,775	PT	125,625,432	5.5%	FIX	SC/PT	31394AWV4	April 2034
PB	10,000,000							
JA	21,300,000							
JB	5,700,000							
JC	2,800,000							
JD	314,657							
Recombination 7								
EP	156,126,667	FL	156,126,667	(3)	FLT	SC/PAC	31394AWW2	April 2034
LF	156,126,667 (4)							
Recombination 8								
EP	141,933,333	LA	141,933,333	4.5	FIX	SC/PAC	31394AWX0	April 2034
LF	85,160,000 (4)							
SL	85,160,000 (4)							

REMIC Certificates			RCR Certificates					
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal or Notional Principal Balances	Interest Rate	Interest Type (2)	Principal Type (2)	CUSIP Number	Final Distribution Date
Recombination 9								
EP	\$170,320,000	LB	\$170,320,000	5.0%	FIX	SC/PAC	31394AWY8	April 2034
LF	113,546,667 (4)							
SL	113,546,667 (4)							
Recombination 10								
EP	212,900,000	LC	212,900,000	5.5	FIX	SC/PAC	31394AWZ5	April 2034
LF	156,126,667 (4)							
SL	156,126,667 (4)							
Recombination 11								
EP	56,773,333	QA	56,773,333	(3)	INV	SC/PAC	31394AXA9	April 2034
SL	85,160,000 (4)							
Recombination 12								
EP	56,773,333	QB	56,773,333	(3)	INV	SC/PAC	31394AXB7	April 2034
SL	113,546,667 (4)							
Recombination 13								
EP	56,773,333	QC	56,773,333	(3)	INV	SC/PAC	31394AXC5	April 2034
SL	156,126,667 (4)							

(1) REMIC Certificates and RCR Certificates in any Recombination (other than Recombination 6) may be exchanged only in the proportions shown in this Schedule 1. In any exchange under Recombination 6, the relative proportions of the REMIC Certificates to be delivered (or if applicable, received) in such exchange will equal the proportions reflected by the outstanding principal balances of the related REMIC Classes at the time of exchange.

(2) See “Description of Certificates—Class Definitions and Abbreviations” in the REMIC Prospectus and “Description of the Certificates—Distributions of Interest” and “—Distributions of Principal” in this prospectus supplement.

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

(4) Notional principal balance.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$95,510,775.00	October 2008	\$62,322,676.12	January 2013	\$31,916,334.13
August 2004	95,191,197.53	November 2008	61,645,668.45	February 2013	31,405,516.57
September 2004	94,848,598.80	December 2008	60,972,167.51	March 2013	30,902,290.78
October 2004	94,483,104.47	January 2009	60,302,155.28	April 2013	30,406,547.38
November 2004	94,094,852.12	February 2009	59,635,613.79	May 2013	29,918,178.57
December 2004	93,683,991.13	March 2009	58,972,525.20	June 2013	29,437,078.04
January 2005	93,250,682.66	April 2009	58,312,871.73	July 2013	28,963,141.00
February 2005	92,795,099.48	May 2009	57,656,635.73	August 2013	28,496,264.15
March 2005	92,317,425.94	June 2009	57,003,799.60	September 2013	28,036,345.63
April 2005	91,817,857.79	July 2009	56,354,345.87	October 2013	27,583,285.04
May 2005	91,296,684.90	August 2009	55,708,257.12	November 2013	27,136,983.41
June 2005	90,754,230.88	September 2009	55,065,516.04	December 2013	26,697,343.16
July 2005	90,190,721.62	October 2009	54,426,105.42	January 2014	26,264,268.07
August 2005	89,606,398.52	November 2009	53,790,008.12	February 2014	25,837,663.33
September 2005	89,001,508.81	December 2009	53,157,207.10	March 2014	25,417,435.45
October 2005	88,376,310.22	January 2010	52,527,685.40	April 2014	25,003,492.24
November 2005	87,731,293.75	February 2010	51,901,426.14	May 2014	24,595,742.87
December 2005	87,066,733.58	March 2010	51,278,412.55	June 2014	24,194,097.75
January 2006	86,382,913.68	April 2010	50,658,627.92	July 2014	23,798,468.59
February 2006	85,680,127.63	May 2010	50,042,055.65	August 2014	23,408,768.34
March 2006	84,965,083.89	June 2010	49,428,679.21	September 2014	23,024,911.19
April 2006	84,238,019.93	July 2010	48,818,482.16	October 2014	22,646,812.53
May 2006	83,499,475.36	August 2010	48,211,448.14	November 2014	22,274,388.98
June 2006	82,749,656.98	September 2010	47,607,560.88	December 2014	21,907,558.33
July 2006	81,988,777.77	October 2010	47,006,804.19	January 2015	21,546,239.52
August 2006	81,217,112.49	November 2010	46,409,161.96	February 2015	21,190,352.66
September 2006	80,442,281.99	December 2010	45,814,618.18	March 2015	20,839,819.00
October 2006	79,671,461.46	January 2011	45,223,156.90	April 2015	20,494,560.90
November 2006	78,904,630.27	February 2011	44,634,762.27	May 2015	20,154,501.81
December 2006	78,141,767.89	March 2011	44,049,418.51	June 2015	19,819,566.28
January 2007	77,382,853.91	April 2011	43,467,109.91	July 2015	19,489,679.94
February 2007	76,627,868.02	May 2011	42,887,820.88	August 2015	19,165,936.73
March 2007	75,876,790.01	June 2011	42,311,535.87	September 2015	18,849,053.33
April 2007	75,129,599.78	July 2011	41,738,239.43	October 2015	18,537,052.92
May 2007	74,386,277.32	August 2011	41,167,916.18	November 2015	18,229,863.01
June 2007	73,646,802.75	September 2011	40,600,550.83	December 2015	17,927,412.16
July 2007	72,911,156.26	October 2011	40,036,128.16	January 2016	17,629,629.98
August 2007	72,179,318.16	November 2011	39,474,633.04	February 2016	17,336,447.06
September 2007	71,451,268.87	December 2011	38,916,050.39	March 2016	17,047,795.04
October 2007	70,726,988.89	January 2012	38,360,365.24	April 2016	16,763,606.55
November 2007	70,006,458.83	February 2012	37,807,562.68	May 2016	16,483,815.19
December 2007	69,289,659.41	March 2012	37,257,627.88	June 2016	16,208,355.52
January 2008	68,576,571.42	April 2012	36,710,546.09	July 2016	15,937,163.06
February 2008	67,867,175.77	May 2012	36,166,302.63	August 2016	15,670,174.28
March 2008	67,161,453.48	June 2012	35,624,882.89	September 2016	15,407,326.55
April 2008	66,459,385.64	July 2012	35,086,272.35	October 2016	15,148,558.19
May 2008	65,760,953.46	August 2012	34,550,456.56	November 2016	14,893,808.37
June 2008	65,066,138.23	September 2012	34,017,421.13	December 2016	14,643,017.17
July 2008	64,374,921.34	October 2012	33,487,151.78	January 2017	14,396,125.56
August 2008	63,687,284.29	November 2012	32,959,634.25	February 2017	14,153,075.34
September 2008	63,003,208.65	December 2012	32,434,854.40	March 2017	13,913,809.19

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
April 2017	\$13,678,270.58	September 2021	\$ 5,308,846.47	February 2026	\$ 1,796,165.33
May 2017	13,446,403.85	October 2021	5,209,751.86	March 2026	1,755,799.68
June 2017	13,218,154.13	November 2021	5,112,271.49	April 2026	1,716,138.19
July 2017	12,993,467.35	December 2021	5,016,380.67	May 2026	1,677,169.73
August 2017	12,772,290.25	January 2022	4,922,055.07	June 2026	1,638,883.33
September 2017	12,554,570.30	February 2022	4,829,270.73	July 2026	1,601,268.18
October 2017	12,340,255.79	March 2022	4,738,004.04	August 2026	1,564,313.64
November 2017	12,129,295.73	April 2022	4,648,231.74	September 2026	1,528,009.24
December 2017	11,921,639.89	May 2022	4,559,930.91	October 2026	1,492,344.65
January 2018	11,717,238.78	June 2022	4,473,078.98	November 2026	1,457,309.71
February 2018	11,516,043.61	July 2022	4,387,653.71	December 2026	1,422,894.40
March 2018	11,318,006.32	August 2022	4,303,633.17	January 2027	1,389,088.87
April 2018	11,123,079.55	September 2022	4,220,995.78	February 2027	1,355,883.40
May 2018	10,931,216.63	October 2022	4,139,720.27	March 2027	1,323,268.43
June 2018	10,742,371.57	November 2022	4,059,785.68	April 2027	1,291,234.53
July 2018	10,556,499.06	December 2022	3,981,171.38	May 2027	1,259,772.43
August 2018	10,373,554.45	January 2023	3,903,857.03	June 2027	1,228,872.99
September 2018	10,193,493.73	February 2023	3,827,822.59	July 2027	1,198,527.21
October 2018	10,016,273.56	March 2023	3,753,048.33	August 2027	1,168,726.23
November 2018	9,841,851.22	April 2023	3,679,514.81	September 2027	1,139,461.32
December 2018	9,670,184.61	May 2023	3,607,202.87	October 2027	1,110,723.89
January 2019	9,501,232.25	June 2023	3,536,093.64	November 2027	1,082,505.47
February 2019	9,334,953.28	July 2023	3,466,168.53	December 2027	1,054,797.72
March 2019	9,171,307.43	August 2023	3,397,409.23	January 2028	1,027,592.43
April 2019	9,010,255.01	September 2023	3,329,797.69	February 2028	1,000,881.51
May 2019	8,851,756.92	October 2023	3,263,316.15	March 2028	974,657.01
June 2019	8,695,774.64	November 2023	3,197,947.11	April 2028	948,911.08
July 2019	8,542,270.21	December 2023	3,133,673.30	May 2028	923,635.99
August 2019	8,391,206.23	January 2024	3,070,477.74	June 2028	898,824.15
September 2019	8,242,545.84	February 2024	3,008,343.69	July 2028	874,468.06
October 2019	8,096,252.73	March 2024	2,947,254.67	August 2028	850,560.35
November 2019	7,952,291.12	April 2024	2,887,194.43	September 2028	827,093.76
December 2019	7,810,625.75	May 2024	2,828,146.98	October 2028	804,061.13
January 2020	7,671,221.88	June 2024	2,770,096.56	November 2028	781,455.42
February 2020	7,534,045.29	July 2024	2,713,027.64	December 2028	759,269.69
March 2020	7,399,062.25	August 2024	2,656,924.93	January 2029	737,497.12
April 2020	7,266,239.53	September 2024	2,601,773.36	February 2029	716,130.98
May 2020	7,135,544.40	October 2024	2,547,558.09	March 2029	695,164.64
June 2020	7,006,944.60	November 2024	2,494,264.51	April 2029	674,591.59
July 2020	6,880,408.35	December 2024	2,441,878.21	May 2029	654,405.41
August 2020	6,755,904.32	January 2025	2,390,385.02	June 2029	634,599.77
September 2020	6,633,401.66	February 2025	2,339,770.96	July 2029	615,168.45
October 2020	6,512,869.97	March 2025	2,290,022.26	August 2029	596,105.31
November 2020	6,394,279.30	April 2025	2,241,125.38	September 2029	577,404.32
December 2020	6,277,600.14	May 2025	2,193,066.96	October 2029	559,059.54
January 2021	6,162,803.41	June 2025	2,145,833.84	November 2029	541,065.11
February 2021	6,049,860.46	July 2025	2,099,413.07	December 2029	523,415.27
March 2021	5,938,743.07	August 2025	2,053,791.89	January 2030	506,104.35
April 2021	5,829,423.43	September 2025	2,008,957.74	February 2030	489,126.76
May 2021	5,721,874.13	October 2025	1,964,898.22	March 2030	472,477.00
June 2021	5,616,068.20	November 2025	1,921,601.14	April 2030	456,149.65
July 2021	5,511,979.01	December 2025	1,879,054.49	May 2030	440,139.38
August 2021	5,409,580.37	January 2026	1,837,246.44	June 2030	424,440.94

Aggregate Group I (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
July 2030	\$ 409,049.16	October 2031	\$ 211,690.56	January 2033	\$ 67,252.42
August 2030	393,958.95	November 2031	200,563.88	February 2033	59,193.54
September 2030	379,165.30	December 2031	189,667.27	March 2033	51,312.20
October 2030	364,663.27	January 2032	178,996.82	April 2033	43,605.32
November 2030	350,448.01	February 2032	168,548.69	May 2033	36,069.87
December 2030	336,514.74	March 2032	158,319.11	June 2033	29,461.47
January 2031	322,858.74	April 2032	148,304.35	July 2033	24,552.09
February 2031	309,475.38	May 2032	138,500.74	August 2033	19,752.29
March 2031	296,360.10	June 2032	128,904.68	September 2033	15,060.17
April 2031	283,508.41	July 2032	119,512.62	October 2033	10,473.85
May 2031	270,915.88	August 2032	110,321.07	November 2033	5,991.48
June 2031	258,578.15	September 2032	101,326.59	December 2033	1,994.43
July 2031	246,490.94	October 2032	92,525.79	January 2034 and thereafter	0.00
August 2031	234,650.03	November 2032	83,915.34		
September 2031	223,051.27	December 2032	75,491.96		

EP Class Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$212,900,000.00	April 2007	\$155,245,663.92	January 2010	\$ 95,141,108.09
August 2004	211,755,608.68	May 2007	153,305,285.74	February 2010	93,437,341.27
September 2004	210,556,166.26	June 2007	151,372,853.94	March 2010	91,739,955.50
October 2004	209,302,078.94	July 2007	149,448,317.91	April 2010	90,048,906.48
November 2004	207,993,780.66	August 2007	147,531,627.26	May 2010	88,364,150.09
December 2004	206,631,732.81	September 2007	145,622,731.80	June 2010	86,685,642.38
January 2005	205,216,423.96	October 2007	143,721,581.55	July 2010	85,013,339.56
February 2005	203,748,369.52	November 2007	141,828,126.74	August 2010	83,347,198.01
March 2005	202,228,111.39	December 2007	139,942,317.81	September 2010	81,687,174.27
April 2005	200,656,217.63	January 2008	138,064,105.41	October 2010	80,033,225.05
May 2005	199,033,282.02	February 2008	136,193,440.38	November 2010	78,385,307.23
June 2005	197,362,184.32	March 2008	134,330,273.76	December 2010	76,743,377.85
July 2005	195,647,560.74	April 2008	132,474,556.81	January 2011	75,116,934.31
August 2005	193,902,705.57	May 2008	130,626,240.98	February 2011	73,522,380.38
September 2005	192,130,184.83	June 2008	128,785,277.92	March 2011	71,959,096.16
October 2005	190,331,708.11	July 2008	126,951,619.47	April 2011	70,426,473.68
November 2005	188,507,659.86	August 2008	125,125,217.67	May 2011	68,923,916.61
December 2005	186,658,528.81	September 2008	123,306,024.76	June 2011	67,450,840.04
January 2006	184,784,672.00	October 2008	121,493,993.17	July 2011	66,006,670.31
February 2006	182,886,460.57	November 2008	119,689,075.52	August 2011	64,590,844.75
March 2006	180,964,661.41	December 2008	117,891,224.63	September 2011	63,202,811.49
April 2006	179,020,323.24	January 2009	116,100,393.50	October 2011	61,842,029.25
May 2006	177,054,733.32	February 2009	114,316,535.32	November 2011	60,507,967.13
June 2006	175,069,791.53	March 2009	112,539,603.47	December 2011	59,200,104.43
July 2006	173,065,885.59	April 2009	110,769,551.52	January 2012	57,917,930.45
August 2006	171,058,597.88	May 2009	109,006,333.21	February 2012	56,660,944.28
September 2006	169,055,053.94	June 2009	107,249,902.48	March 2012	55,428,654.64
October 2006	167,057,668.10	July 2009	105,500,213.45	April 2012	54,220,579.68
November 2006	165,068,536.83	August 2009	103,757,220.41	May 2012	53,036,246.82
December 2006	163,087,660.11	September 2009	102,020,877.84	June 2012	51,875,192.54
January 2007	161,114,986.04	October 2009	100,291,140.40	July 2012	50,736,962.24
February 2007	159,150,462.93	November 2009	98,567,962.93	August 2012	49,621,110.05
March 2007	157,194,039.31	December 2009	96,851,300.43	September 2012	48,527,198.68

EP Class (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
October 2012	\$ 47,454,799.23	December 2015	\$ 19,135,923.45	February 2019	\$ 5,801,955.84
November 2012	46,403,491.06	January 2016	18,641,928.44	March 2019	5,567,921.91
December 2012	45,372,861.61	February 2016	18,157,638.62	April 2019	5,338,369.65
January 2013	44,362,506.25	March 2016	17,682,861.00	May 2019	5,113,207.45
February 2013	43,372,028.15	April 2016	17,217,406.32	June 2019	4,892,345.48
March 2013	42,401,038.10	May 2016	16,761,088.98	July 2019	4,675,695.66
April 2013	41,449,154.38	June 2016	16,313,726.97	August 2019	4,463,171.62
May 2013	40,516,002.63	July 2016	15,875,141.80	September 2019	4,254,688.70
June 2013	39,601,215.67	August 2016	15,445,158.47	October 2019	4,050,163.86
July 2013	38,704,433.41	September 2016	15,023,605.32	November 2019	3,849,515.71
August 2013	37,825,302.69	October 2016	14,610,314.05	December 2019	3,652,664.41
September 2013	36,963,477.14	November 2016	14,205,119.62	January 2020	3,459,531.71
October 2013	36,118,617.07	December 2016	13,807,860.18	February 2020	3,270,040.87
November 2013	35,290,389.33	January 2017	13,418,377.02	March 2020	3,084,116.65
December 2013	34,478,467.18	February 2017	13,036,514.51	April 2020	2,901,685.28
January 2014	33,682,530.19	March 2017	12,662,120.03	May 2020	2,722,674.42
February 2014	32,902,264.09	April 2017	12,295,043.93	June 2020	2,547,013.16
March 2014	32,137,360.69	May 2017	11,935,139.45	July 2020	2,374,631.96
April 2014	31,387,517.71	June 2017	11,582,262.69	August 2020	2,205,462.64
May 2014	30,652,438.73	July 2017	11,236,272.54	September 2020	2,039,438.36
June 2014	29,931,833.02	August 2017	10,897,030.63	October 2020	1,876,493.57
July 2014	29,225,415.48	September 2017	10,564,401.26	November 2020	1,716,564.02
August 2014	28,532,906.49	October 2017	10,238,251.39	December 2020	1,559,586.69
September 2014	27,854,031.83	November 2017	9,918,450.56	January 2021	1,405,499.82
October 2014	27,188,522.58	December 2017	9,604,870.81	February 2021	1,254,242.83
November 2014	26,536,115.01	January 2018	9,297,386.71	March 2021	1,105,756.34
December 2014	25,896,550.47	February 2018	8,995,875.24	April 2021	959,982.13
January 2015	25,269,575.30	March 2018	8,700,215.79	May 2021	816,863.11
February 2015	24,654,940.77	April 2018	8,410,290.08	June 2021	676,343.31
March 2015	24,052,402.91	May 2018	8,125,982.12	July 2021	538,367.86
April 2015	23,461,722.49	June 2018	7,847,178.20	August 2021	402,882.95
May 2015	22,882,664.89	July 2018	7,573,766.80	September 2021	269,835.84
June 2015	22,315,000.03	August 2018	7,305,638.58	October 2021	139,174.80
July 2015	21,758,502.27	September 2018	7,042,686.33	November 2021	77,336.49
August 2015	21,212,950.34	October 2018	6,784,804.92	December 2021	47,692.68
September 2015	20,678,127.25	November 2018	6,531,891.26	January 2022	18,661.76
October 2015	20,153,820.19	December 2018	6,283,844.28	February 2022 and thereafter	0.00
November 2015	19,639,820.47	January 2019	6,040,564.87		

Aggregate Group II Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance	\$28,800,000.00	May 2005	\$25,131,167.31	March 2006	\$20,062,495.95
August 2004	28,524,062.87	June 2005	24,661,765.41	April 2006	19,524,096.50
September 2004	28,226,946.75	July 2005	24,178,084.01	May 2006	18,982,059.12
October 2004	27,908,969.84	August 2005	23,685,865.16	June 2006	18,437,296.95
November 2004	27,570,476.60	September 2005	23,186,301.54	July 2006	17,890,108.69
December 2004	27,211,837.39	October 2005	22,680,219.80	August 2006	17,346,872.78
January 2005	26,833,448.00	November 2005	22,167,897.99	September 2006	16,810,461.27
February 2005	26,435,729.20	December 2005	21,649,663.53	October 2006	16,281,808.68
March 2005	26,019,126.21	January 2006	21,125,795.97	November 2006	15,761,703.54
April 2005	25,584,108.11	February 2006	20,596,587.30	December 2006	15,250,082.68

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
January 2007	\$14,746,862.49	May 2008	\$ 7,772,332.61	September 2009	\$ 2,614,946.97
February 2007	14,251,960.08	June 2008	7,399,807.69	October 2009	2,346,466.69
March 2007	13,765,293.29	July 2008	7,034,296.16	November 2009	2,083,936.92
April 2007	13,286,780.66	August 2008	6,675,727.14	December 2009	1,827,296.07
May 2007	12,816,341.42	September 2008	6,324,030.36	January 2010	1,576,483.09
June 2007	12,353,895.51	October 2008	5,979,136.17	February 2010	1,331,437.45
July 2007	11,899,363.56	November 2008	5,640,975.52	March 2010	1,092,099.16
August 2007	11,452,666.87	December 2008	5,309,479.96	April 2010	858,408.77
September 2007	11,013,727.44	January 2009	4,984,581.64	May 2010	637,784.98
October 2007	10,582,467.94	February 2009	4,666,213.30	June 2010	448,217.59
November 2007	10,158,811.71	March 2009	4,354,308.28	July 2010	289,026.76
December 2007	9,742,682.75	April 2009	4,048,800.48	August 2010	159,546.31
January 2008	9,334,005.70	May 2009	3,749,624.40	September 2010	59,123.53
February 2008	8,932,705.88	June 2009	3,456,715.10	October 2010 and thereafter	0.00
March 2008	8,538,709.26	July 2009	3,170,008.20		
April 2008	8,151,942.42	August 2009	2,889,439.91		

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

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

\$806,303,809



Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2004-60

TABLE OF CONTENTS

	<u>Page</u>
Table of Contents.....	S- 2
Available Information	S- 3
Reference Sheet	S- 4
Additional Risk Factors.....	S- 8
Description of the Certificates	S- 9
Certain Additional Federal Income Tax Consequences	S-29
Plan of Distribution	S-31
Legal Matters	S-31
Exhibit A	A- 1
Schedule 1	A- 2
Principal Balance Schedules	B- 1

Citigroup

**Prospectus Supplement
June 18, 2004**