

\$582,898,688



FannieMae®

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2004-96

The Certificates

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

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The EB, EH, EZ, EC, BA, BK, BC, BP, B, BT, BV, ID, BG, QC, KT, KB, KA, HS, SW, DF, DS, GS, MS, NS and ZE Classes are the RCR classes, as further described in this prospectus supplement.

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
IG(1)	1	\$ 20,000,000(2)	NTL	5.0%	FIX/IO	31394BVQ4	December 2027
EK(1)	1	100,000,000	AS/SEQ/AD	4.0	FIX	31394BVR2	December 2027
GZ(1)	1	4,488,992	AS/SEQ/AD	5.0	FIX/Z	31394BVS0	March 2029
HZ(1)	1	6,733,809	AS/SEQ/AD	5.0	FIX/Z	31394BVT8	March 2031
IE(1)	1	3,707,426(2)	NTL	5.0	FIX/IO	31394BVU5	June 2024
EW(1)	1	37,074,267	NAS/SEQ/AD	4.5	FIX	31394BVV3	June 2024
Z	1	12,024,087	SEQ	5.0	FIX/Z	31394BVW1	December 2034
IB(1)	2	12,870,641(2)	NTL	5.0	FIX/IO	31394BVX9	June 2021
BH(1)	2	64,353,205	AS/SEQ	4.0	FIX	31394BYY7	June 2021
IC(1)	2	4,290,213(2)	NTL	5.0	FIX/IO	31394BVZ4	September 2016
BM(1)	2	21,451,068	NAS/SEQ	4.0	FIX	31394BWA8	September 2016
BD(1)	2	22,807,907	SEQ	5.0	FIX	31394BWB6	October 2023
BE(1)	2	13,965,353	SEQ	5.0	FIX	31394BWC4	December 2024
QA	3	48,045,000	PAC	4.0	FIX	31394BWD2	April 2029
FP	3	55,442,000	PAC	(3)	FLT	31394BWE0	February 2032
SP	3	55,442,000(2)	NTL	(3)	INV/IO	31394BWF7	February 2032
QB	3	22,191,000	PAC	5.0	FIX	31394BWG5	February 2032
QI(1)	3	30,918,000(2)	NTL	5.5	FIX/IO	31394BWH3	August 2034
QO(1)	3	30,918,000	PAC	(4)	PO	31394BWJ9	August 2034
QD	3	5,678,000	PAC	5.5	FIX	31394BWK6	December 2034
SJ(1)	3	12,958,200(2)	NTL	(3)	INV/IO	31394BWL4	December 2034
FJ(1)	3	47,513,400	SEG(TAC)/SCH/AD	(3)	FLT	31394BWM2	December 2034
KS(1)	3	9,132,446	SEG(TAC)/SCH/AD	(3)	INV	31394BWN0	December 2034
LT(1)	3	6,170,571	SEG(TAC)/SCH/AD	(3)	INV	31394BWP5	December 2034
MT(1)	3	1,974,583	SEG(TAC)/SCH/AD	(3)	INV	31394BWQ3	December 2034
LF(1)	3	46,049,143	SEG(TAC)/SUP/AD	(3)	FLT	31394BWR1	December 2034
LS(1)	3	46,049,143(2)	NTL	(3)	INV/IO	31394BWS9	December 2034
DO(1)	3	12,558,857	SEG(TAC)/SUP/AD	(4)	PO	31394BWT7	December 2034
ES(1)	3	46,049,143(2)	NTL	(3)	INV/IO	31394BWU4	December 2034
ZB(1)	3	11,601,000	SEG(TAC)/SUP/AD	5.5	FIX/Z	31394BVW2	December 2034
ZC(1)	3	2,726,000	SUP	5.5	FIX/Z	31394BWW0	December 2034
R		0	NPR	0	NPR	31394BWV8	December 2034
RL		0	NPR	0	NPR	31394BWW6	December 2034

(1) Exchangeable classes.

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

(3) Based on LIBOR.

(4) Principal only classes.

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

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

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

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

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

UBS Investment Bank

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AVAILABLE INFORMATION

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

- our Prospectus for Fannie Mae Guaranteed REMIC Pass-Through Certificates dated May 1, 2002 (the “REMIC Prospectus”);
- our Prospectus for Fannie Mae Guaranteed Mortgage Pass-Through Certificates (Single-Family Residential Mortgage Loans) dated July 1, 2004 (the “MBS Prospectus”); and
- any information incorporated by reference in this prospectus supplement as discussed below under the heading “Incorporation by Reference.”

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 by writing or calling the dealer at:

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

INCORPORATION BY REFERENCE

In this prospectus supplement, we are incorporating by reference the MBS Prospectus described above. In addition, we are incorporating by reference the documents listed below. This means that we are disclosing information to you by referring you to these documents. These documents are considered part of this prospectus supplement, so you should read this prospectus supplement, and any applicable supplements or amendments, together with these documents.

You should rely only on the information provided or incorporated by reference in this prospectus supplement, the REMIC Prospectus, the MBS Prospectus and any applicable supplements or amendments.

We incorporate by reference the following documents we have filed, or may file, with the Securities and Exchange Commission (“SEC”):

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (“Form 10-K”);
- all other reports we have filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the Form 10-K until the date of this prospectus supplement, excluding any information “furnished” to the SEC on Form 8-K; and
- all proxy statements that we file with the SEC and all documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this prospectus supplement and prior to the completion of the offering of the certificates, excluding any information we “furnish” to the SEC on Form 8-K.

Any information incorporated by reference in this prospectus supplement is deemed to be modified or superseded for purposes of this prospectus supplement to the extent information contained or incorporated by reference in this prospectus supplement modifies or supersedes such information. In such case, the information will constitute a part of this prospectus supplement only as so modified or superseded.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can obtain copies of the periodic reports we file with the SEC without charge by calling or writing our Office of Investor Relations, Fannie Mae, 3900 Wisconsin Avenue, NW, Washington, DC 20016, telephone: (202) 752-7115. The periodic and current reports that we file with the SEC are also available on our Web site. Information appearing on our Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC's Web site at www.sec.gov. You also may read and copy any document we file with the SEC by visiting the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, DC 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 internet site solely for the information of prospective investors. Information appearing on the SEC's Web site is not incorporated in this prospectus supplement except as specifically stated in this prospectus supplement.

RECENT DEVELOPMENTS

On November 15, 2004, we filed a Form 12b-25 with the Securities and Exchange Commission, stating that we were not able to file our Form 10-Q for the September 30, 2004 quarter by the November 15, 2004 due date. We included an announcement about the Form 12b-25 as an exhibit to a Form 8-K that we filed with the SEC on November 16, 2004.

We were not able to timely file a Form 10-Q that complies with the SEC's rules because we have been advised by our independent auditor that it is unable to complete its review of our interim unaudited financial statements for the quarter ended September 30, 2004. The SEC's rules require that such a review be completed for interim financial statements on Form 10-Q, and the absence of such a review renders a Form 10-Q non-compliant and untimely.

On September 20, 2004, the Office of Federal Housing Enterprise Oversight ("OFHEO") delivered its report to Fannie Mae's Board of Directors of its findings to date of the agency's special examination. Among other matters, the OFHEO report raises a number of questions and concerns about our accounting policies and practices with respect to Financial Accounting Standard No. 91, *Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases* ("FAS 91") and Financial Accounting Standard No. 133, *Accounting for Derivative Instruments and Hedging Activities* ("FAS 133"). We have submitted letters to the SEC Staff presenting our views on our accounting policies and practices under FAS 91 and FAS 133, and our independent auditor concurred with our accounting interpretations as set forth in the letters. On November 5, 2004, we, accompanied by our independent auditor, presented our views to the SEC's Office of the Chief Accountant ("OCA"). We will modify our accounting, if necessary, to comply with the SEC's views.

Completion of the review by our independent auditor is subject to resolution of the issues before OCA described above and the independent auditor's completion of certain other procedures, including its evaluation of results that are not yet available of the investigation of certain matters in the OFHEO report being conducted by independent counsel on behalf of the Board of Directors.

The Form 8-K that we filed with the SEC on November 16 includes discussions of our results of operations for the quarter ended September 30, 2004 and of the impact on our financial results in prior

periods if it is determined that we have not been in compliance with generally accepted accounting principles (“GAAP”) in our application of FAS 133 or FAS 91, or both. The Form 8-K also addresses the impact on our financial results in 2001, 2002 and 2003 arising from our recent determination that our methodology for performing calculations to measure the catch-up adjustment required by FAS 91 in 2001 and 2002 was not consistent with GAAP.

Forms 8-K that we file with the SEC prior to the completion of the offering of the certificates are incorporated by reference in this prospectus supplement. This means that we are disclosing information to you by referring you to those documents. You should refer to the heading “Incorporation by Reference” above for further details on the information that we incorporate by reference in this prospectus supplement and where to find it.

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	Group 2 MBS
3	Group 3 MBS

Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of November 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>
Group 1 MBS	\$160,321,155	360	344	13	5.514%
Group 2 MBS	\$122,577,533	240	233	7	5.449%
Group 3 MBS	\$300,000,000	360	340	16	5.892%

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

Class Factors

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

Settlement Date

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

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate (1)</u>
FP	2.35000%	7.00000%	0.30%	LIBOR + 30 basis points
SP	4.65000%	6.70000%	0.00%	6.7% – LIBOR
SJ	5.10000%	7.15000%	0.00%	7.15% – LIBOR
FJ	2.40000%	7.50000%	0.35%	LIBOR + 35 basis points
KS	13.05405%	20.81081%	0.00%	$20.81081\% - (3.783784 \times \text{LIBOR})$
LT	7.00000%	7.00000%	0.00%	$37.8\% - (5.6 \times \text{LIBOR})$
MT	7.00000%	7.00000%	0.00%	$125.125\% - (17.5 \times \text{LIBOR})$
LF	3.05000%	7.00000%	1.00%	LIBOR + 100 basis points
LS	0.20000%	0.20000%	0.00%	6% – LIBOR
ES	3.75000%	5.80000%	0.00%	5.8% – LIBOR
KT	7.00000%	7.00000%	0.00%	$30.33333\% - (4.242424 \times \text{LIBOR})$
HS	10.20000%	14.30000%	0.00%	$14.3\% - (2 \times \text{LIBOR})$
SW	10.61289%	15.24193%	0.00%	$15.24193\% - (2.258065 \times \text{LIBOR})$
DF	3.25000%	7.00000%	1.20%	LIBOR + 120 basis points
DS	13.75000%	21.26667%	0.00%	$21.26667\% - (3.666667 \times \text{LIBOR})$
GS	11.25000%	17.40000%	0.00%	$17.4\% - (3 \times \text{LIBOR})$
MS	14.48333%	22.00000%	0.00%	$22\% - (3.666667 \times \text{LIBOR})$
NS	11.85000%	18.00000%	0.00%	$18\% - (3 \times \text{LIBOR})$

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>	
IG	20% of the EK Class
IE	10% of the EW Class
IB	20% of the BH Class
IC	20% of the BM Class
SP	100% of the FP Class
QI	100% of the QO Class
SJ	27.27272727% of the FJ Class
LS	100% of the LF Class
ES	366.6666719750% of the DO Class
ID	20% of the BH and BM Classes

Distributions of Principal

Group 1 Principal Distribution Amount

GZ Accrual Amount

To the EK Class to zero, and thereafter to the GZ Class.

HZ Accrual Amount

To the EK and GZ Classes, in that order, to zero, and thereafter to the HZ Class.

Group 1 Cash Flow Distribution Amount

Beginning in April 2007, to the EW Class the amount specified in this prospectus supplement under “Description of the Certificates—Distributions of Principal—*Group 1 Principal Distribution Amount*.”

Z Accrual Amount and Remaining Group 1 Cash Flow Distribution Amount

1. To the EK, GZ and HZ Classes, in that order, to zero.
2. To the EW and Z Classes, in that order, to zero.

Group 2 Principal Distribution Amount

1. Beginning in April 2007, to the BM Class the amount specified in this prospectus supplement under “Description of the Certificates—Distributions of Principal—*Group 2 Principal Distribution Amount*.”

2. To the BH Class to zero.
3. To the BM, BD and BE Classes, in that order, to zero.

Group 3 Principal Distribution Amount

ZB Accrual Amount

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

Group 3 Cash Flow Distribution Amount

To Aggregate Group I to its Planned Balance.

ZC Accrual Amount and Remaining Group 3 Cash Flow Distribution Amount

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

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

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

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
IG, EK, EB and EH	15.9	7.2	3.7	2.2	1.4
GZ	23.6	14.9	9.7	7.0	3.4
HZ	25.3	16.8	11.1	8.1	4.8
IE, EW and EC	9.9	4.7	4.5	4.4	4.3
Z	28.2	22.8	16.9	12.4	9.1
EZ	24.7	16.1	10.6	7.7	4.3

<u>Group 2 Classes</u>	<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>245%</u>	<u>350%</u>	<u>500%</u>
IB, BH, BA and BK	11.4	5.7	3.1	2.2	1.5
IC, BM, BC and BP	5.3	3.5	3.0	2.9	2.8
BD	17.7	13.2	8.5	6.5	4.8
BE	19.4	17.5	13.9	11.3	8.5
B, BT, BV and ID	9.9	5.1	3.1	2.4	1.9
BG	18.3	14.8	10.6	8.3	6.2

<u>Group 3 Classes</u>	<u>PSA Prepayment Assumption</u>								
	<u>0%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
QA	11.5	3.5	3.5	3.5	3.5	3.5	3.5	2.8	2.2
FP and SP	12.6	4.0	4.0	4.0	4.0	4.0	4.0	3.1	2.4
QB	19.6	7.3	7.3	7.3	7.3	7.3	7.3	5.1	3.8
QI, QO and QC	22.0	11.0	11.0	11.0	11.0	11.0	11.0	7.7	5.7
QD	23.4	18.5	18.5	18.5	18.5	18.5	18.5	13.3	10.0
SJ, FJ, KS, LT, MT, KA, KB, KT, HS and SW	17.4	7.2	3.0	3.0	3.0	3.3	2.3	1.4	1.1
LF, LS, DO, ES, DS, GS, DF, MS and NS	26.1	16.4	12.3	6.6	2.3	2.5	1.8	1.0	0.7
ZB	28.4	22.6	19.8	16.8	0.5	0.5	0.5	0.3	0.2
ZC	29.8	27.0	25.7	23.9	17.1	1.2	0.3	0.1	0.1
ZE	28.7	23.7	21.4	18.8	5.8	0.6	0.4	0.2	0.2

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

ADDITIONAL RISK FACTORS

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

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

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

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

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

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

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

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

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

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

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

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

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

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed 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 November 1, 2004 (the “Issue Date”). We will issue the Guaranteed REMIC Pass-Through Certificates (the “REMIC Certificates”) pursuant to that trust agreement. We will issue the Combinable and Recombinable REMIC Certificates (the “RCR Certificates” and, together with the REMIC Certificates, the “Certificates”) pursuant to a separate trust agreement dated as of the Issue Date (together with the trust agreement relating to the REMIC Certificates, the “Trust Agreement”). We will execute the Trust Agreement in our corporate capacity and as trustee (the “Trustee”). In general, the term “Classes” includes the Classes of REMIC Certificates and RCR Certificates.

The Trust and the Lower Tier REMIC each will constitute a “real estate mortgage investment conduit” (“REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”).

- The REMIC Certificates (except the R and RL Classes) will be “regular interests” in the Trust.
- The R Class will be the “residual interest” in the Trust.
- The interests in the Lower Tier REMIC other than the RL Class (the “Lower Tier Regular Interests”) will be the “regular interests” in the Lower Tier REMIC.
- The RL Class will be the “residual interest” in the Lower Tier REMIC.

The assets of the Trust will consist of the Lower Tier Regular Interests.

The assets of the Lower Tier REMIC will consist of three groups of Fannie Mae Guaranteed Mortgage Pass-Through Certificates (the “Group 1 MBS,” “Group 2 MBS” and “Group 3 MBS” and, together, the MBS”).

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

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

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

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

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

Our guarantees are not backed by the full faith and credit of the United States. See “Description of Certificates—The Fannie Mae Guaranty” in the REMIC Prospectus, and “Description of the Certificates—Fannie Mae Guaranty” in the MBS Prospectus.

Characteristics of Certificates. We will issue the Certificates (except the R and RL Classes) in book-entry form on the book-entry system of the U.S. Federal Reserve Banks. 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 (as well as any addition to principal in the case of the Accrual Classes).

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

Combination and Recombination

General. You are permitted to exchange all or a portion of the IG, EK, GZ, HZ, IE, EW, IB, BH, IC, BM, BD, BE, QI, QO, SJ, FJ, KS, LT, MT, LF, LS, DO, ES, ZB and ZC 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.

- If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange.
- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combinations listed on Schedule 1 are permitted.

The MBS

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

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

Group 1 MBS

Aggregate Unpaid Principal Balance	\$160,321,155
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	344 months
Approximate Weighted Average WALA	13 months

Group 2 MBS

Aggregate Unpaid Principal Balance	\$122,577,533
MBS Pass-Through Rate	5.00%
Range of WACs (annual percentages)	5.25% to 7.50%
Range of WAMs	181 months to 240 months
Approximate Weighted Average WAM	233 months
Approximate Weighted Average WALA	7 months

Group 3 MBS

Aggregate Unpaid Principal Balance	\$300,000,000
MBS Pass-Through Rate	5.50%
Range of WACs (annual percentages)	5.75% to 8.00%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	340 months
Approximate Weighted Average WALA	16 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the

Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

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	
Fixed Rate	IG, EK, GZ, HZ, IE, EW and Z
Accrual	GZ, HZ and Z
Interest Only	IG and IE
RCR**	EB, EH, EZ and EC
Group 2 Classes	
Fixed Rate	IB, BH, IC, BM, BD and BE
Interest Only	IB and IC
RCR**	BA, BK, BC, BP, B, BT, BV, ID and BG
Group 3 Classes	
Fixed Rate	QA, QB, QI, QD, ZB and ZC
Floating Rate	FP, FJ and LF
Inverse Floating Rate	SP, SJ, KS, LT, MT, LS, and ES
Accrual	ZB and ZC
Interest Only	SP, QI, SJ, LS and ES
Principal Only	QO and DO
RCR**	QC, KT, KB, KA, HS, SW, DF, DS, GS, MS, NS and ZE
No Payment Residual	R and RL

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

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

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

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

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

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

<u>Classes</u>	<u>Interest Accrual Periods</u>
All Fixed Rate Classes (collectively, the “Delay Classes”)	Calendar month preceding the month in which the Distribution Date occurs
All Floating Rate and Inverse Floating Rate Classes (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 QO Class as a Delay Class, and the DO Class as a No-Delay Class, for the sole purpose of facilitating trading.

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

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

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

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

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

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

Calculation of LIBOR

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

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 2.05%.

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	
Sequential Pay	EK, GZ, HZ, EW and Z
NAS†	EW
AS††	EK, GZ and HZ
Accretion Directed	EK, GZ, HZ and EW
Notional	IG and IE
RCR**	EB, EH, EZ and EC
Group 2 Classes	
Sequential Pay	BH, BM, BD and BE
NAS†	BM
AS††	BH
Notional	IB and IC
RCR**	BA, BK, BC, BP, B, BT, BV, ID and BG
Group 3 Classes	
PAC	QA, FP, QB, QO and QD
SEG(TAC)/SCH	FJ, KS, LT and MT
SEG(TAC)/SUP	LF, DO and ZB
Support	ZC
Accretion Directed	FJ, KS, LT, MT, LF, DO and ZB
Notional	SP, QI, SJ, LS and ES
RCR**	QC, KT, KB, KA, HS, SW, DF, DS, GS, MS, NS and ZE
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.

† The “NAS” designation refers to a “non-accelerated security” that is designed to receive limited or no principal prepayments prior to a designated date and thereafter to receive a gradually increasing percentage of principal prepayments in each month.

†† The “AS” designation refers to an “accelerated security” that is generally expected to receive principal payments more rapidly than the related NAS Class during the period in which the NAS Class is receiving limited or no principal prepayments.

Principal Distribution Amount

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

- the principal then paid on the Group 1 MBS (the “Group 1 Cash Flow Distribution Amount”), plus any interest then accrued and added to the principal balances of the GZ, HZ and Z Classes (the “GZ Accrual Amount,” “HZ Accrual Amount” and “Z Accrual Amount,” respectively and, together with the Group 1 Cash Flow Distribution Amount, the “Group 1 Principal Distribution Amount”),
- the principal then paid on the Group 2 MBS (the “Group 2 Principal Distribution Amount”), and
- the principal then paid on the Group 3 MBS (the “Group 3 Cash Flow Distribution Amount”), plus any interest then accrued and added to the principal balances of the ZB and ZC Classes (the “ZB Accrual Amount” and “ZC Accrual Amount,” respectively, and, together with the Group 3 Cash Flow Distribution Amount, the “Group 3 Principal Distribution Amount”).

Group 1 Principal Distribution Amount

GZ Accrual Amount

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

} Accretion
Directed
Class
and
Accrual
Class

HZ Accrual Amount

On each Distribution Date, we will pay the HZ Accrual Amount, sequentially, as principal of the EK and GZ Classes, in that order, until their principal balances are reduced to zero. Thereafter, we will pay the HZ Accrual Amount as principal of the HZ Class.

} Accretion
Directed
Classes
and
Accrual
Class

Group 1 Cash Flow Distribution Amount

On each Distribution Date beginning in April 2007, we will pay the Group 1 Cash Flow Distribution Amount as principal of the EW Class as follows:

an amount equal to the *lesser* of

- 99.0% of the Group 1 Cash Flow Distribution Amount

and

- the *sum* of

(A) the *product* of

- the aggregate amount of scheduled payments of principal included in the Group 1 Cash Flow Distribution Amount for that Distribution Date *multiplied* by
- the EW Class Specified Percentage (described below) for that date *multiplied* by
- 2.0

plus

(B) the *product* of

- the aggregate amount of unscheduled payments of principal included in the Group 1 Cash Flow Distribution Amount for that Distribution Date *multiplied* by
- the EW Class Specified Percentage for that date *multiplied* by
- 100% minus the EW Class Lockout Percentage (described below) for that date.

} Sequential
Pay Classes

} NAS
Class

Z Accrual Amount and Remaining Group 1 Cash Flow Distribution Amount

On each Distribution Date, will pay the Z Accrual Amount and the Group 1 Cash Flow Distribution Amount remaining after giving effect to the payment described above, as principal of the Group 1 Classes in the following priority:

(i) sequentially, to the EK, GZ and HZ Classes, in that order, until their principal balances are reduced to zero; and

(ii) sequentially, to the EW and Z Classes, in that order, until their principal balances are reduced to zero.

} AS
Classes

The “EW Class Specified Percentage” for any Distribution Date will be equal to

- the principal balance of the EW Class on that date (before taking into account payments made on that date) *plus* \$160,321,155

divided by

- the aggregate principal balance of the EK, EW, GZ and HZ Classes on that date (before taking into account payments made on that date).

The “EW Class Lockout Percentage” for any Distribution Date during the periods specified below will be as follows:

<u>Distribution Date in</u>	<u>EW Class Lockout Percentage</u>
December 2004 through November 2009	100%
December 2009 through November 2010	70%
December 2010 through November 2011	60%
December 2011 through November 2012	40%
December 2012 through November 2013	20%
December 2013 and thereafter	0%

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:

- | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------------------------|---|--------------|
| <p>(i) beginning in April 2007, to the BM Class an amount equal to the <i>lesser of</i></p> <ul style="list-style-type: none"> • 99.0% of the Group 2 Principal Distribution Amount <p style="text-align: center;"><i>and</i></p> <ul style="list-style-type: none"> • the <i>sum of</i> <p style="padding-left: 40px;">(A) the <i>product of</i></p> <ul style="list-style-type: none"> • the aggregate amount of scheduled payments of principal included in the Group 2 Principal Distribution Amount for that Distribution Date <i>multiplied by</i> • the BM Class Specified Percentage (described below) for that date <i>multiplied by</i> • 2.0 <p style="text-align: right;"><i>plus</i></p> | } | Sequential
Pay Classes | } | NAS
Class |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------------------------|---|--------------|

- (B) the *product* of
- the aggregate amount of unscheduled payments of principal included in the Group 2 Principal Distribution Amount for that Distribution Date *multiplied* by
 - the BM Class Specified Percentage for that date *multiplied* by
 - 100% minus the BM Class Lockout Percentage (described below) for that date;
- (ii) to the BH Class, until its principal balance is reduced to zero; and
- (iii) sequentially, to the BM, BD and BE Classes, in that order, until their principal balances are reduced to zero.

Sequential
Pay Classes

NAS
Class

AS
Class

The “BM Class Specified Percentage” for any Distribution Date will be equal to

- the principal balance of the BM Class on that date (before taking into account payments made on that date) *plus* \$122,577,533
- divided by*
- the aggregate principal balance of the BH and BM Classes on that date (before taking into account payments made on that date).

The “BM Class Lockout Percentage” for any Distribution Date during the periods specified below will be as follows:

<u>Distribution Date in</u>	<u>BM Class Lockout Percentage</u>
December 2004 through November 2009	100%
December 2009 through November 2010	70%
December 2010 through November 2011	60%
December 2011 through November 2012	40%
December 2012 through November 2013	20%
December 2013 and thereafter	0%

Group 3 Principal Distribution Amount

ZB Accrual Amount

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

Accretion
Directed / TAC
Group and
Accrual
Class

Group 3 Cash Flow Distribution Amount

On each Distribution Date, we will pay the Group 3 Cash Flow Distribution Amount as principal of Aggregate Group I (described below), until the Aggregate I Balance (described below) is reduced to its Planned Balance for that Distribution Date.

PAC
Group

ZC Accrual Amount and Remaining Group 3 Cash Flow Distribution Amount

On each Distribution Date, we will pay the ZC Accrual Amount and the Group 3 Cash Flow Distribution Amount remaining after giving effect to the payment described above, as principal of the Group 3 Classes in the following priority:

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| (i) to Aggregate Group II (described below), until the Aggregate II Balance (described below) is reduced to its Targeted Balance for that Distribution Date; | } Accretion Directed / TAC Group |
| (ii) to the ZC Class, until its principal balance is reduced to zero; | } Support Class |
| (iii) to Aggregate Group II, without regard to its Targeted Balance and until the Aggregate II Balance is reduced to zero; and | } TAC Group |
| (iv) 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 FP, QA, QB, QO and QD Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

first, concurrently, to the FP and QA Classes, in the proportions of 50% and 50%, respectively, until the principal balance of the QA Class is reduced to zero;

second, concurrently, to the FP and QB Classes, in the proportions of 25% and 75%, respectively, until their principal balances are reduced to zero; and

third, sequentially, to the QO and QD Classes, in that order, until their principal balances are reduced to zero.

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

“Aggregate Group II” consists of Aggregate Group III and the ZB Class. On each Distribution Date, we will apply payment of principal of Aggregate Group II as follows:

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

second, to the ZB Class, until its principal balance is reduced to zero; and

third, to Aggregate Group III, without regard to its Targeted Balance and until the Aggregate III Balance is reduced to zero.

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

“Aggregate Group III” consists of Aggregate Group IV (described below) and the LF and DO Classes. On each Distribution Date, we will apply payment of principal of Aggregate Group III as follows:

first, to Aggregate Group IV, until the Aggregate IV Balance (described below) is reduced to its Scheduled Balance for that Distribution Date;

second, concurrently, to the LF and DO Classes, pro rata (or 78.5714288152% and 21.4285711848%, respectively), until their principal balances are reduced to zero; and

third, to Aggregate Group IV, without regard to its Scheduled Balance and until the Aggregate IV Balance is reduced to zero.

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

“Aggregate Group IV” consists of the FJ, KS, LT and MT Classes. On each Distribution Date, we will apply payment of principal of Aggregate Group IV, concurrently, to the FJ, KS, LT and MT Classes, pro rata (or 73.3333333334%, 14.0952385362%, 9.5238088623% and 3.0476192681%, respectively), until their principal balances are reduced to zero.

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

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under “Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the MBS” in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is November 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 and Rates. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges or at the applicable PSA rates set forth below.

<u>Principal Balance Schedule References</u>	<u>Related Groups (1)</u>	<u>Structuring Ranges and Rates</u>
Planned Balances	Aggregate Group I	Between 100% and 350% PSA
Targeted Balances	Aggregate Group II	310% PSA
Targeted Balances	Aggregate Group III	200% PSA
Scheduled Balances	Aggregate Group IV	Between 150% and 310% PSA

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

We cannot assure you that the balance of any Group listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of any Group listed above will begin or end on the Distribution Dates specified in the Principal Balance Schedules. We will distribute any

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

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

<u>Groups</u>	<u>Initial Effective Ranges</u>
Aggregate Group I	Between 100% and 350% PSA
Aggregate Group IV	Between 150% and 310% PSA

The actual Effective Ranges at any time will be based upon the actual characteristics of the related Mortgage Loans at that time, which are likely to vary (and may vary considerably) from the Pricing Assumptions. The actual Effective Ranges calculated on the basis of the actual characteristics are likely to differ from the Initial Effective Ranges. As a result, the applicable Groups might not be reduced to their scheduled balances even if prepayments were to occur at a *constant* PSA rate within the Initial Effective Ranges. This is so particularly if the rate were at the lower or higher end of this range. In addition, even if prepayments occur at rates falling within the actual Effective Ranges, principal distributions may be insufficient to reduce the applicable Groups to their scheduled balances if such prepayments do not occur at a *constant* PSA rate. It is highly unlikely that the related Mortgage Loans will prepay at any *constant* PSA rate. In general, the actual Effective Ranges may narrow, widen or shift upward or downward to reflect actual prepayment experience over time.

The stability in principal payment of the Classes specified below will be supported by the corresponding supporting Classes as indicated in the follow table:

<u>Classes</u>	<u>Supporting Classes</u>
Group 3	
Aggregate Group I	Scheduled, TAC and Support
Aggregate Group IV	LF and DO

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

<u>Class</u>	<u>% PSA</u>
IG	260% PSA
IE	644% PSA
IB	267% PSA
IC	583% PSA
QI	617% PSA
ID	275% PSA

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

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

<u>Class</u>	<u>Price*</u>
IG	15.500%
IE	18.000%
IB	14.000%
IC	13.750%
QI	33.000%
ID	13.875%

* 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 IG Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	27.0%	22.0%	5.6%	(18.7)%	(57.3)%	

Sensitivity of the IE Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	13.4%	10.3%	9.2%	8.5%	7.1%	

Sensitivity of the IB Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>245%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	27.9%	22.6%	3.3%	(13.7)%	(42.9)%	

Sensitivity of the IC Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>245%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	17.4%	12.5%	5.1%	2.7%	0.7%	

Sensitivity of the QI Class to Prepayments

		PSA Prepayment Assumption								
		<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
Pre-Tax Yields to Maturity	14.1%	12.2%	12.2%	12.2%	12.2%	12.2%	12.2%	12.2%	6.2%	(2.0)%

Sensitivity of the ID Class to Prepayments

		PSA Prepayment Assumption				
		<u>50%</u>	<u>100%</u>	<u>245%</u>	<u>350%</u>	<u>500%</u>
Pre-Tax Yields to Maturity	26.4%	21.2%	3.9%	(9.6)%	(28.5)%	

The Inverse Floating Rate Classes. The yields on the Inverse Floating Rate Classes will be sensitive in varying degrees to the rate of principal payments, including prepayments, of the related Mortgage Loans and to the level of the Index. The Mortgage Loans generally can be prepaid at any time without penalty. In addition, the rate of principal payments (including prepayments) of the Mortgage Loans is likely to vary, and may vary considerably, from pool to pool. As illustrated in the applicable tables below, it is possible that investors in the SP, SJ, ES and LS Classes would lose money on their initial investments under certain Index and prepayment scenarios.

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

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

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

<u>Class</u>	<u>Price*</u>
SP	8.875%
SJ	5.500%
KS	100.000%
LT	97.875%
MT	98.750%
LS	0.250%
ES	7.000%
KT	99.000%
HS	100.000%
SW	97.500%
DS	95.750%
GS	91.000%
MS	96.500%
NS	91.750%

* 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 SP 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	77.4%	71.4%	71.4%	71.4%	71.4%	71.4%	71.4%	66.7%	55.7%
2.05%	47.9%	40.4%	40.4%	40.4%	40.4%	40.4%	40.4%	33.3%	19.9%
4.05%	18.2%	8.3%	8.3%	8.3%	8.3%	8.3%	8.3%	(2.8)%	(19.3)%
6.05%	(19.0)%	(34.3)%	(34.3)%	(34.3)%	(34.3)%	(34.3)%	(34.3)%	(53.3)%	(74.6)%
6.70%	*	*	*	*	*	*	*	*	*

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

Sensitivity of the SJ 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	142.2%	129.5%	104.9%	104.9%	104.9%	105.0%	103.8%	83.4%	52.8%
2.05%	95.7%	86.1%	62.5%	62.5%	62.5%	62.6%	59.8%	32.2%	(1.2)%
4.05%	53.8%	47.1%	24.2%	24.2%	24.2%	24.9%	17.4%	(20.0)%	(55.6)%
6.05%	15.0%	8.9%	(12.7)%	(12.7)%	(12.7)%	(7.7)%	(30.3)%	(81.9)%	*
7.15%	*	*	*	*	*	*	*	*	*

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

**Sensitivity of the KS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	21.4%	21.3%	21.2%	21.2%	21.2%	21.2%	21.2%	21.0%	20.9%
2.05%	13.4%	13.4%	13.4%	13.4%	13.4%	13.4%	13.4%	13.4%	13.4%
4.05%	5.6%	5.6%	5.8%	5.8%	5.8%	5.7%	5.8%	6.0%	6.1%
5.50%	0.1%	0.1%	0.3%	0.3%	0.3%	0.3%	0.4%	0.6%	0.9%

**Sensitivity of the LT 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
5.50%	7.4%	7.5%	8.0%	8.0%	8.0%	8.0%	8.2%	8.8%	9.3%
6.05%	4.2%	4.4%	4.9%	4.9%	4.9%	4.8%	5.1%	5.7%	6.3%
6.75%	0.2%	0.4%	0.9%	0.9%	0.9%	0.8%	1.2%	1.9%	2.5%

**Sensitivity of the MT 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
6.75%	7.3%	7.4%	7.6%	7.6%	7.6%	7.6%	7.7%	8.1%	8.4%
6.95%	3.7%	3.8%	4.1%	4.1%	4.1%	4.1%	4.2%	4.7%	5.0%
7.15%	0.2%	0.2%	0.6%	0.6%	0.6%	0.5%	0.8%	1.3%	1.6%

**Sensitivity of the LS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
5.80%	94.5%	94.5%	94.5%	77.7%	51.4%	51.5%	36.8%	(36.0)%	(90.4)%
5.90%	44.8%	44.7%	44.1%	30.6%	(3.7)%	0.3%	(25.2)%	(96.3)%	*
6.00%	*	*	*	*	*	*	*	*	*

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

**Sensitivity of the ES 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	95.4%	95.4%	95.4%	78.5%	52.3%	52.4%	37.7%	(35.2)%	(89.9)%
2.05%	59.9%	59.9%	59.6%	44.9%	13.3%	14.2%	(5.0)%	(77.1)%	*
4.05%	26.7%	26.3%	25.0%	12.8%	(22.8)%	(10.5)%	(52.8)%	*	*
5.80%	*	*	*	*	*	*	*	*	*

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

**Sensitivity of the KT 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
5.50%	7.2%	7.3%	7.5%	7.5%	7.5%	7.5%	7.6%	7.9%	8.1%
6.05%	4.9%	4.9%	5.2%	5.2%	5.2%	5.1%	5.3%	5.6%	5.9%
7.15%	0.1%	0.2%	0.5%	0.5%	0.5%	0.5%	0.7%	1.1%	1.4%

**Sensitivity of the HS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	14.6%	14.6%	14.5%	14.5%	14.5%	14.5%	14.5%	14.4%	14.3%
2.05%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%	10.4%
4.05%	6.3%	6.3%	6.4%	6.4%	6.4%	6.4%	6.4%	6.5%	6.6%
6.05%	2.3%	2.3%	2.4%	2.4%	2.4%	2.4%	2.5%	2.6%	2.7%
7.15%	0.1%	0.1%	0.2%	0.2%	0.2%	0.2%	0.3%	0.5%	0.7%

**Sensitivity of the SW 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	16.1%	16.3%	16.8%	16.8%	16.8%	16.8%	17.0%	17.6%	18.1%
2.05%	11.3%	11.5%	12.0%	12.0%	12.0%	12.0%	12.3%	12.9%	13.5%
4.05%	6.6%	6.7%	7.4%	7.4%	7.4%	7.3%	7.6%	8.4%	9.1%
6.05%	1.9%	2.1%	2.7%	2.7%	2.7%	2.6%	3.0%	3.9%	4.6%
6.75%	0.3%	0.5%	1.1%	1.1%	1.1%	1.0%	1.4%	2.4%	3.1%

**Sensitivity of the DS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	22.9%	23.0%	23.0%	23.5%	24.6%	24.5%	25.0%	26.9%	28.7%
2.05%	14.8%	14.9%	15.0%	15.4%	16.7%	16.7%	17.2%	19.3%	21.2%
4.05%	6.9%	7.0%	7.1%	7.5%	9.0%	8.9%	9.6%	11.9%	14.0%
5.80%	0.3%	0.3%	0.4%	0.8%	2.4%	2.3%	3.1%	5.6%	7.8%

**Sensitivity of the GS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	19.7%	19.7%	19.9%	20.9%	23.6%	23.5%	24.6%	29.2%	33.3%
2.05%	12.8%	12.9%	13.1%	14.0%	16.9%	16.8%	18.0%	22.7%	27.0%
4.05%	6.1%	6.2%	6.5%	7.3%	10.3%	10.2%	11.5%	16.4%	20.7%
5.80%	0.5%	0.6%	0.8%	1.6%	4.7%	4.5%	6.0%	10.9%	15.3%

**Sensitivity of the MS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	23.6%	23.6%	23.6%	24.0%	24.9%	24.9%	25.2%	26.8%	28.1%
2.05%	15.5%	15.5%	15.6%	16.0%	17.0%	17.0%	17.5%	19.2%	20.8%
4.05%	7.7%	7.7%	7.8%	8.2%	9.4%	9.3%	9.9%	11.8%	13.6%
6.00%	0.2%	0.3%	0.4%	0.7%	2.1%	1.9%	2.6%	4.8%	6.7%

**Sensitivity of the NS 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>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
0.05%	20.2%	20.3%	20.4%	21.3%	23.7%	23.7%	24.7%	28.8%	32.6%
2.05%	13.4%	13.4%	13.6%	14.5%	17.1%	17.0%	18.1%	22.4%	26.3%
4.05%	6.7%	6.8%	7.0%	7.8%	10.5%	10.5%	11.7%	16.1%	20.1%
6.00%	0.5%	0.6%	0.8%	1.5%	4.3%	4.1%	5.5%	10.1%	14.1%

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 its original principal balance) are as follows:

<u>Class</u>	<u>Price</u>
QO	68.25%
DO	70.00%

Sensitivity of the QO Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
Pre-Tax Yields to Maturity	2.9%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	5.1%	6.8%

Sensitivity of the DO Class to Prepayments

	<u>PSA Prepayment Assumption</u>								
	<u>50%</u>	<u>100%</u>	<u>150%</u>	<u>200%</u>	<u>310%</u>	<u>320%</u>	<u>350%</u>	<u>500%</u>	<u>650%</u>
Pre-Tax Yields to Maturity	1.8%	2.2%	2.9%	6.0%	17.6%	17.4%	22.2%	41.3%	59.6%

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

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

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

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

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

See “—Distributions of Principal” above.

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

Decrement Tables

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

<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	360 months	360 months	7.50%
Group 2 MBS	240 months	240 months	7.50%
Group 3 MBS	360 months	360 months	8.00%

It is unlikely

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

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

Percent of Original Principal Balances Outstanding

<u>Date</u>	<u>IG†, EK, EB and EH Classes</u>					<u>GZ Class</u>					<u>HZ Class</u>					<u>IE†, EW and EC Classes</u>				
	<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>					<u>PSA Prepayment Assumption</u>				
	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>	<u>0%</u>	<u>100%</u>	<u>225%</u>	<u>350%</u>	<u>500%</u>
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	97	90	83	75	66	105	105	105	105	105	105	105	105	105	105	100	100	100	100	100
November 2006	94	78	60	44	26	110	110	110	110	110	110	110	110	110	110	100	100	100	100	100
November 2007	93	71	46	24	2	116	116	116	116	116	116	116	116	116	116	97	86	86	86	85
November 2008	91	67	37	13	0	122	122	122	122	0	122	122	122	122	79	92	65	64	63	59
November 2009	90	65	31	6	0	128	128	128	128	0	128	128	128	128	44	87	43	41	37	28
November 2010	88	63	29	5	0	135	135	135	135	0	135	135	135	135	31	81	20	10	6	4
November 2011	87	60	21	0	0	142	142	142	70	0	142	142	142	142	0	75	0	0	0	0
November 2012	85	51	11	0	0	149	149	149	0	0	149	149	149	74	0	68	0	0	0	0
November 2013	83	42	2	0	0	157	157	157	0	0	157	157	157	0	0	61	0	0	0	0
November 2014	81	33	0	0	0	165	165	29	0	0	165	165	165	0	0	53	0	0	0	0
November 2015	79	25	0	0	0	173	173	0	0	0	173	173	92	0	0	45	0	0	0	0
November 2016	77	17	0	0	0	182	182	0	0	0	182	182	10	0	0	36	0	0	0	0
November 2017	75	9	0	0	0	191	191	0	0	0	191	191	0	0	0	26	0	0	0	0
November 2018	73	1	0	0	0	201	201	0	0	0	201	201	0	0	0	16	0	0	0	0
November 2019	70	0	0	0	0	211	80	0	0	0	211	211	0	0	0	4	0	0	0	0
November 2020	65	0	0	0	0	222	0	0	0	0	222	176	0	0	0	0	0	0	0	0
November 2021	57	0	0	0	0	234	0	0	0	0	234	91	0	0	0	0	0	0	0	0
November 2022	49	0	0	0	0	246	0	0	0	0	246	10	0	0	0	0	0	0	0	0
November 2023	41	0	0	0	0	258	0	0	0	0	258	0	0	0	0	0	0	0	0	0
November 2024	31	0	0	0	0	271	0	0	0	0	271	0	0	0	0	0	0	0	0	0
November 2025	22	0	0	0	0	285	0	0	0	0	285	0	0	0	0	0	0	0	0	0
November 2026	11	0	0	0	0	300	0	0	0	0	300	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	312	0	0	0	0	315	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	60	0	0	0	0	331	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	209	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 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)**	15.9	7.2	3.7	2.2	1.4	23.6	14.9	9.7	7.0	3.4	25.3	16.8	11.1	8.1	4.8	9.9	4.7	4.5	4.4	4.3

** 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	Z Class					IB†, BH, BA and BK Classes					IC†, BM, BC and BP Classes					BD Class				
	PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	225%	350%	500%	0%	100%	245%	350%	500%	0%	100%	245%	350%	500%	0%	100%	245%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	105	105	105	105	105	96	89	82	77	69	100	100	100	100	100	100	100	100	100	100
November 2006	110	110	110	110	110	91	75	56	43	25	100	100	100	100	100	100	100	100	100	100
November 2007	116	116	116	116	116	89	69	46	31	10	90	70	50	41	31	100	100	100	100	100
November 2008	122	122	122	122	122	89	69	41	20	0	74	27	0	0	0	100	100	100	100	86
November 2009	128	128	128	128	128	89	65	23	1	0	57	0	0	0	0	100	100	100	100	38
November 2010	135	135	135	135	135	89	52	8	0	0	39	0	0	0	0	100	100	100	62	5
November 2011	142	142	142	142	112	89	40	0	0	0	19	0	0	0	0	100	100	88	31	0
November 2012	149	149	149	149	76	88	29	0	0	0	0	0	0	0	0	100	100	59	8	0
November 2013	157	157	157	147	52	81	19	0	0	0	0	0	0	0	0	100	100	34	0	0
November 2014	165	165	165	112	35	72	9	0	0	0	0	0	0	0	0	100	100	14	0	0
November 2015	173	173	173	86	24	63	0	0	0	0	0	0	0	0	0	100	99	0	0	0
November 2016	182	182	182	66	16	53	0	0	0	0	0	0	0	0	0	100	75	0	0	0
November 2017	191	191	156	50	11	43	0	0	0	0	0	0	0	0	0	100	52	0	0	0
November 2018	201	201	129	38	7	32	0	0	0	0	0	0	0	0	0	100	31	0	0	0
November 2019	211	211	107	28	5	19	0	0	0	0	0	0	0	0	0	100	11	0	0	0
November 2020	222	222	88	21	3	6	0	0	0	0	0	0	0	0	0	100	0	0	0	0
November 2021	234	234	72	16	2	0	0	0	0	0	0	0	0	0	0	78	0	0	0	0
November 2022	246	246	58	12	1	0	0	0	0	0	0	0	0	0	0	35	0	0	0	0
November 2023	258	219	47	9	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2024	271	189	37	6	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2025	285	162	29	5	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2026	300	135	22	3	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2027	315	111	17	2	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2028	331	88	12	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2029	348	67	9	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	366	47	6	1	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	300	28	3	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	207	11	1	*	*	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	107	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 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)**	28.2	22.8	16.9	12.4	9.1	11.4	5.7	3.1	2.2	1.5	5.3	3.5	3.0	2.9	2.8	17.7	13.2	8.5	6.5	4.8

Date	BE Class					QA Class								
	PSA Prepayment Assumption					PSA Prepayment Assumption								
	0%	100%	245%	350%	500%	0%	100%	150%	200%	310%	320%	350%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	97	78	78	78	78	78	78	78	62
November 2007	100	100	100	100	100	94	58	58	58	58	58	58	44	10
November 2008	100	100	100	100	100	91	38	38	38	38	38	38	9	0
November 2009	100	100	100	100	100	87	20	20	20	20	20	20	0	0
November 2010	100	100	100	100	100	83	3	3	3	3	3	3	0	0
November 2011	100	100	100	100	72	79	0	0	0	0	0	0	0	0
November 2012	100	100	100	100	47	75	0	0	0	0	0	0	0	0
November 2013	100	100	100	83	31	70	0	0	0	0	0	0	0	0
November 2014	100	100	100	61	20	64	0	0	0	0	0	0	0	0
November 2015	100	100	97	44	13	58	0	0	0	0	0	0	0	0
November 2016	100	100	74	31	8	52	0	0	0	0	0	0	0	0
November 2017	100	100	56	22	5	45	0	0	0	0	0	0	0	0
November 2018	100	100	42	15	3	38	0	0	0	0	0	0	0	0
November 2019	100	100	30	10	2	30	0	0	0	0	0	0	0	0
November 2020	100	89	20	6	1	21	0	0	0	0	0	0	0	0
November 2021	100	61	12	4	1	12	0	0	0	0	0	0	0	0
November 2022	100	34	6	2	*	2	0	0	0	0	0	0	0	0
November 2023	82	10	2	*	*	0	0	0	0	0	0	0	0	0
November 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	19.4	17.5	13.9	11.3	8.5	11.5	3.5	3.5	3.5	3.5	3.5	3.5	2.8	2.2

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

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

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

Date	FP and SP† Classes									QB Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	200%	310%	320%	350%	500%	650%	0%	100%	150%	200%	310%	320%	350%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	98	81	81	81	81	81	81	81	67	100	100	100	100	100	100	100	100	100
November 2007	95	63	63	63	63	63	63	52	22	100	100	100	100	100	100	100	100	100
November 2008	92	47	47	47	47	47	47	21	4	100	100	100	100	100	100	100	100	29
November 2009	89	31	31	31	31	31	31	7	0	100	100	100	100	100	100	100	50	0
November 2010	86	16	16	16	16	16	16	0	0	100	100	100	100	100	100	100	0	0
November 2011	82	8	8	8	8	8	8	0	0	100	59	59	59	59	59	59	0	0
November 2012	78	2	2	2	2	2	2	0	0	100	17	17	17	17	17	17	0	0
November 2013	74	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2014	69	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2015	64	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2016	59	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2017	53	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2018	46	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2019	39	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2020	32	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2021	24	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2022	15	0	0	0	0	0	0	0	0	100	0	0	0	0	0	0	0	0
November 2023	9	0	0	0	0	0	0	0	0	71	0	0	0	0	0	0	0	0
November 2024	4	0	0	0	0	0	0	0	0	33	0	0	0	0	0	0	0	0
November 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	12.6	4.0	4.0	4.0	4.0	4.0	4.0	3.1	2.4	19.6	7.3	7.3	7.3	7.3	7.3	7.3	5.1	3.8

Date	QI†, QO and QC Classes									QD Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	200%	310%	320%	350%	500%	650%	0%	100%	150%	200%	310%	320%	350%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2007	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2008	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2009	100	100	100	100	100	100	100	100	69	100	100	100	100	100	100	100	100	100
November 2010	100	100	100	100	100	100	100	96	34	100	100	100	100	100	100	100	100	100
November 2011	100	100	100	100	100	100	100	60	13	100	100	100	100	100	100	100	100	100
November 2012	100	100	100	100	100	100	100	35	*	100	100	100	100	100	100	100	100	100
November 2013	100	86	86	86	86	86	86	18	0	100	100	100	100	100	100	100	100	60
November 2014	100	61	61	61	61	61	61	6	0	100	100	100	100	100	100	100	100	36
November 2015	100	43	43	43	43	43	43	0	0	100	100	100	100	100	100	100	91	21
November 2016	100	28	28	28	28	28	28	0	0	100	100	100	100	100	100	100	62	12
November 2017	100	17	17	17	17	17	17	0	0	100	100	100	100	100	100	100	42	7
November 2018	100	8	8	8	8	8	8	0	0	100	100	100	100	100	100	100	28	4
November 2019	100	2	2	2	2	2	2	0	0	100	100	100	100	100	100	100	19	2
November 2020	100	0	0	0	0	0	0	0	0	100	82	82	82	82	82	82	12	1
November 2021	100	0	0	0	0	0	0	0	0	100	61	61	61	61	61	61	8	1
November 2022	100	0	0	0	0	0	0	0	0	100	45	45	45	45	45	45	5	*
November 2023	100	0	0	0	0	0	0	0	0	100	33	33	33	33	33	33	3	*
November 2024	100	0	0	0	0	0	0	0	0	100	24	24	24	24	24	24	2	*
November 2025	91	0	0	0	0	0	0	0	0	100	17	17	17	17	17	17	1	*
November 2026	48	0	0	0	0	0	0	0	0	100	12	12	12	12	12	12	1	*
November 2027	1	0	0	0	0	0	0	0	0	100	8	8	8	8	8	8	1	*
November 2028	0	0	0	0	0	0	0	0	0	5	5	5	5	5	5	5	*	*
November 2029	0	0	0	0	0	0	0	0	0	3	3	3	3	3	3	3	*	*
November 2030	0	0	0	0	0	0	0	0	0	2	2	2	2	2	2	2	*	*
November 2031	0	0	0	0	0	0	0	0	0	1	1	1	1	1	1	1	*	*
November 2032	0	0	0	0	0	0	0	0	0	*	*	*	*	*	*	*	*	*
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	22.0	11.0	11.0	11.0	11.0	11.0	11.0	7.7	5.7	23.4	18.5	18.5	18.5	18.5	18.5	18.5	13.3	10.0

* Indicates an outstanding balance greater than 0% and less than 0.5% of the original principal balance.
 ** Determined as specified under “—Weighted Average Lives of the Certificates” above.
 † In the case of a Notional Class, the Decrement Table indicates the percentage of the original notional principal balance outstanding.

	SJ†, FJ, KS, LT, MT, KA, KB, KT, HS and SW Classes									LF, LS†, DO, ES†, DS, GS, DF, MS and NS Classes								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
Date	0%	100%	150%	200%	310%	320%	350%	500%	650%	0%	100%	150%	200%	310%	320%	350%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	95	72	61	61	61	61	61	61	61	100	100	100	89	84	84	80	46	12
November 2006	94	70	48	48	48	48	48	26	0	100	100	100	76	48	48	36	0	0
November 2007	92	69	37	37	37	37	37	0	0	100	100	100	67	25	25	8	0	0
November 2008	91	67	28	28	28	28	21	0	0	100	100	100	60	10	10	0	0	0
November 2009	89	66	21	21	21	21	8	0	0	100	100	100	56	3	3	0	0	0
November 2010	88	64	15	15	15	15	1	0	0	100	100	100	53	1	1	0	0	0
November 2011	86	62	12	12	12	12	0	0	0	100	100	98	50	1	1	0	0	0
November 2012	84	57	9	9	9	11	0	0	0	100	100	93	44	1	1	0	0	0
November 2013	82	49	7	7	7	10	0	0	0	100	100	85	38	1	1	0	0	0
November 2014	80	39	5	5	5	8	0	0	0	100	100	77	30	1	1	0	0	0
November 2015	78	28	3	3	3	7	0	0	0	100	100	67	23	1	1	0	0	0
November 2016	76	15	*	*	*	5	0	0	0	100	100	57	15	1	1	0	0	0
November 2017	73	2	0	0	0	4	0	0	0	100	100	44	5	0	1	0	0	0
November 2018	71	0	0	0	0	3	0	0	0	100	87	32	0	0	1	0	0	0
November 2019	68	0	0	0	0	3	0	0	0	100	71	19	0	0	1	0	0	0
November 2020	65	0	0	0	0	2	0	0	0	100	56	7	0	0	1	0	0	0
November 2021	62	0	0	0	0	1	0	0	0	100	41	0	0	0	1	0	0	0
November 2022	59	0	0	0	0	1	0	0	0	100	26	0	0	0	1	0	0	0
November 2023	56	0	0	0	0	*	0	0	0	100	11	0	0	0	1	0	0	0
November 2024	52	0	0	0	0	0	0	0	0	100	0	0	0	0	1	0	0	0
November 2025	48	0	0	0	0	0	0	0	0	100	0	0	0	0	1	0	0	0
November 2026	44	0	0	0	0	0	0	0	0	100	0	0	0	0	1	0	0	0
November 2027	40	0	0	0	0	0	0	0	0	100	0	0	0	0	1	0	0	0
November 2028	20	0	0	0	0	0	0	0	0	100	0	0	0	0	*	0	0	0
November 2029	0	0	0	0	0	0	0	0	0	89	0	0	0	0	*	0	0	0
November 2030	0	0	0	0	0	0	0	0	0	52	0	0	0	0	*	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	12	0	0	0	0	*	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	*	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.4	7.2	3.0	3.0	3.0	3.3	2.3	1.4	1.1	26.1	16.4	12.3	6.6	2.3	2.5	1.8	1.0	0.7

Date	ZB Class									ZC Class								
	PSA Prepayment Assumption									PSA Prepayment Assumption								
	0%	100%	150%	200%	310%	320%	350%	500%	650%	0%	100%	150%	200%	310%	320%	350%	500%	650%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	106	106	106	106	0	0	0	0	0	106	106	106	106	106	57	0	0	0
November 2006	112	112	112	112	0	0	0	0	0	112	112	112	112	112	18	0	0	0
November 2007	118	118	118	118	0	0	0	0	0	118	118	118	118	118	0	0	0	0
November 2008	125	125	125	125	0	0	0	0	0	125	125	125	125	125	0	0	0	0
November 2009	132	132	132	132	0	0	0	0	0	132	132	132	132	132	0	0	0	0
November 2010	139	139	139	139	0	0	0	0	0	139	139	139	139	139	0	0	0	0
November 2011	147	147	147	147	0	0	0	0	0	147	147	147	147	147	0	0	0	0
November 2012	155	155	155	155	0	0	0	0	0	155	155	155	155	155	0	0	0	0
November 2013	164	164	164	164	0	0	0	0	0	164	164	164	164	164	0	0	0	0
November 2014	173	173	173	173	0	0	0	0	0	173	173	173	173	173	0	0	0	0
November 2015	183	183	183	183	0	0	0	0	0	183	183	183	183	183	0	0	0	0
November 2016	193	193	193	193	0	0	0	0	0	193	193	193	193	193	0	0	0	0
November 2017	204	204	204	204	0	0	0	0	0	204	204	204	204	186	0	0	0	0
November 2018	216	216	216	192	0	0	0	0	0	216	216	216	216	154	0	0	0	0
November 2019	228	228	228	156	0	0	0	0	0	228	228	228	228	127	0	0	0	0
November 2020	241	241	241	123	0	0	0	0	0	241	241	241	241	103	0	0	0	0
November 2021	254	254	230	93	0	0	0	0	0	254	254	254	254	83	0	0	0	0
November 2022	269	269	187	65	0	0	0	0	0	269	269	269	269	66	0	0	0	0
November 2023	284	284	147	40	0	0	0	0	0	284	284	284	284	52	0	0	0	0
November 2024	300	282	110	17	0	0	0	0	0	300	300	300	300	40	0	0	0	0
November 2025	317	227	75	0	0	0	0	0	0	317	317	317	300	31	0	0	0	0
November 2026	334	174	43	0	0	0	0	0	0	334	334	334	237	23	0	0	0	0
November 2027	353	123	13	0	0	0	0	0	0	353	353	353	182	17	0	0	0	0
November 2028	373	75	0	0	0	0	0	0	0	373	373	314	135	12	0	0	0	0
November 2029	394	28	0	0	0	0	0	0	0	394	394	227	95	8	0	0	0	0
November 2030	417	0	0	0	0	0	0	0	0	417	350	149	61	5	0	0	0	0
November 2031	440	0	0	0	0	0	0	0	0	440	194	80	32	2	0	0	0	0
November 2032	310	0	0	0	0	0	0	0	0	465	47	19	7	*	0	0	0	0
November 2033	103	0	0	0	0	0	0	0	0	491	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	28.4	22.6	19.8	16.8	0.5	0.5	0.5	0.3	0.2	29.8	27.0	25.7	23.9	17.1	1.2	0.3	0.1	0.1

* 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	EZ Class					B, BT, BV and ID† Classes				
	PSA Prepayment Assumption					PSA Prepayment Assumption				
	0%	100%	225%	350%	500%	0%	100%	245%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
November 2005	105	105	105	105	105	97	92	87	83	77
November 2006	110	110	110	110	110	93	81	67	57	44
November 2007	116	116	116	116	116	90	69	47	33	15
November 2008	122	122	122	122	47	86	59	31	15	0
November 2009	128	128	128	128	26	81	48	18	1	0
November 2010	135	135	135	135	19	77	39	6	0	0
November 2011	142	142	142	113	0	72	30	0	0	0
November 2012	149	149	149	44	0	66	22	0	0	0
November 2013	157	157	157	0	0	60	14	0	0	0
November 2014	165	165	111	0	0	54	7	0	0	0
November 2015	173	173	55	0	0	47	0	0	0	0
November 2016	182	182	6	0	0	40	0	0	0	0
November 2017	191	191	0	0	0	32	0	0	0	0
November 2018	201	201	0	0	0	24	0	0	0	0
November 2019	211	159	0	0	0	15	0	0	0	0
November 2020	222	106	0	0	0	5	0	0	0	0
November 2021	234	55	0	0	0	0	0	0	0	0
November 2022	246	6	0	0	0	0	0	0	0	0
November 2023	258	0	0	0	0	0	0	0	0	0
November 2024	271	0	0	0	0	0	0	0	0	0
November 2025	285	0	0	0	0	0	0	0	0	0
November 2026	300	0	0	0	0	0	0	0	0	0
November 2027	314	0	0	0	0	0	0	0	0	0
November 2028	223	0	0	0	0	0	0	0	0	0
November 2029	125	0	0	0	0	0	0	0	0	0
November 2030	21	0	0	0	0	0	0	0	0	0
November 2031	0	0	0	0	0	0	0	0	0	0
November 2032	0	0	0	0	0	0	0	0	0	0
November 2033	0	0	0	0	0	0	0	0	0	0
November 2034	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	24.7	16.1	10.6	7.7	4.3	9.9	5.1	3.1	2.4	1.9

Date	BG Class					ZE Class									
	PSA Prepayment Assumption					PSA Prepayment Assumption									
	0%	100%	245%	350%	500%	0%	100%	150%	200%	310%	320%	350%	500%	650%	
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
November 2005	100	100	100	100	100	106	106	106	106	20	11	0	0	0	
November 2006	100	100	100	100	100	112	112	112	112	21	3	0	0	0	
November 2007	100	100	100	100	100	118	118	118	118	22	0	0	0	0	
November 2008	100	100	100	100	92	125	125	125	125	24	0	0	0	0	
November 2009	100	100	100	100	61	132	132	132	132	25	0	0	0	0	
November 2010	100	100	100	77	41	139	139	139	139	26	0	0	0	0	
November 2011	100	100	93	57	27	147	147	147	147	28	0	0	0	0	
November 2012	100	100	74	43	18	155	155	155	155	30	0	0	0	0	
November 2013	100	100	59	32	12	164	164	164	164	31	0	0	0	0	
November 2014	100	100	47	23	8	173	173	173	173	33	0	0	0	0	
November 2015	100	99	37	17	5	183	183	183	183	35	0	0	0	0	
November 2016	100	84	28	12	3	193	193	193	193	37	0	0	0	0	
November 2017	100	70	21	8	2	204	204	204	204	35	0	0	0	0	
November 2018	100	57	16	6	1	216	216	216	196	29	0	0	0	0	
November 2019	100	45	11	4	1	228	228	228	170	24	0	0	0	0	
November 2020	100	34	8	2	*	241	241	241	145	20	0	0	0	0	
November 2021	86	23	5	1	*	254	254	235	123	16	0	0	0	0	
November 2022	60	13	2	1	*	269	269	203	104	13	0	0	0	0	
November 2023	31	4	1	*	*	284	284	173	86	10	0	0	0	0	
November 2024	0	0	0	0	0	300	285	146	71	8	0	0	0	0	
November 2025	0	0	0	0	0	317	244	121	57	6	0	0	0	0	
November 2026	0	0	0	0	0	334	204	99	45	4	0	0	0	0	
November 2027	0	0	0	0	0	353	167	78	35	3	0	0	0	0	
November 2028	0	0	0	0	0	373	131	60	26	2	0	0	0	0	
November 2029	0	0	0	0	0	394	98	43	18	1	0	0	0	0	
November 2030	0	0	0	0	0	417	67	28	12	1	0	0	0	0	
November 2031	0	0	0	0	0	440	37	15	6	*	0	0	0	0	
November 2032	0	0	0	0	0	340	9	4	1	*	0	0	0	0	
November 2033	0	0	0	0	0	177	0	0	0	0	0	0	0	0	
November 2034	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Weighted Average Life (years)**	18.3	14.8	10.6	8.3	6.2	28.7	23.7	21.4	18.8	5.8	0.6	0.4	0.2	0.2	

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

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

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

Characteristics of the R and RL Classes

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

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

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

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

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

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

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

REMIC Elections and Special Tax Attributes

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

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

Taxation of Beneficial Owners of Regular Certificates

The Notional Classes, the Accrual 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 Consequences—*Taxation of Beneficial Owners of Regular Certificates*—Regular Certificates Purchased at a Premium” in the REMIC Prospectus.

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

<u>Group</u>	<u>Prepayment Assumption</u>
1	225% PSA
2	245% PSA
3	320% PSA

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

Taxation of Beneficial Owners of Residual Certificates

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 5.54% (which is 120% of the “federal long-term rate”). See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions” and “—*Foreign Investors*—Residual Certificates” in the REMIC Prospectus.

The Treasury Department recently issued 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 UBS Securities LLC (the “Dealer”) in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

Increase in Certificates. Before the Settlement Date, we and the Dealer may agree to offer Classes in addition to those contemplated as of the date of this prospectus supplement. In this event, we will increase the related MBS, in principal balance, but we expect that all these additional MBS will have the same characteristics as described under “Description of the Certificates—The MBS” in this prospectus supplement. The proportion that the original principal balance of each Group 1, 2 or 3 Class bears to the aggregate original principal balance of all Group 1, 2 or 3 Classes, respectively, will remain the same. In addition, the dollar amounts shown in the Principal Balance Schedules will be increased to correspond to the increase of the principal balances of the applicable Classes.

LEGAL MATTERS

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

Available Recombinations (1) (2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal or Notional Principal Balance	Interest Rate	Interest Type(3)	Principal Type(3)	CUSIP Number	Final Distribution Date
Recombination 1								
IG	\$ 20,000,000 (4)	EB	\$100,000,000	5.0%	FIX	AS/SEQ/AD	31394BWZ3	December 2027
EK	100,000,000							
Recombination 2								
IG	10,000,000 (4)	EH	100,000,000	4.5	FIX	AS/SEQ/AD	31394BXC3	December 2027
EK	100,000,000							
Recombination 3								
GZ	4,488,992	EZ	11,222,801	5.0	FIX/Z	AS/SEQ/AD	31394BXB5	March 2031
HZ	6,733,809							
Recombination 4								
IE	3,707,426 (4)	EC	37,074,267	5.0	FIX	NAS/SEQ/AD	31394BXA7	June 2024
EW	37,074,267							
Recombination 5								
IB	12,870,641 (4)	BA	64,353,205	5.0	FIX	AS/SEQ	31394BXE9	June 2021
BH	64,353,205							
Recombination 6								
IB	6,435,321 (4)	BK	64,353,205	4.5	FIX	AS/SEQ	31394BXXH2	June 2021
BH	64,353,205							
Recombination 7								
IC	4,290,213 (4)	BC	21,451,068	5.0	FIX	NAS/SEQ	31394BXXF6	August 2016
BM	21,451,068							
Recombination 8								
IC	2,145,107 (4)	BP	21,451,068	4.5	FIX	NAS/SEQ	31394BXXJ8	August 2016
BM	21,451,068							
Recombination 9								
IB	12,870,641 (4)	B	85,804,273	5.0	FIX	SEQ	31394BXD1	June 2021
BH	64,353,205							
IC	4,290,213 (4)							
BM	21,451,068							

REMIC Certificates			RCR Certificates						
Classes	Original Principal or Notional Principal Balances		RCR Class	Original Principal or Notional Principal Balance	Interest Rate	Interest Type(3)	Principal Type(3)	CUSIP Number	Final Distribution Date
Recombination 10									
IB	\$	6,435,321(4)	BT	\$ 85,804,273	4.5%	FIX	SEQ	31394BXXK5	June 2021
BH		64,353,205							
IC		2,145,107(4)							
BM		21,451,068							
Recombination 11									
BH		64,353,205	BV	85,804,273	4.0	FIX	SEQ	31394BXL3	June 2021
BM		21,451,068							
Recombination 12									
IB		12,870,641(4)	ID	17,160,854(4)	5.0	FIX/IO	NTL	31394BXM1	June 2021
IC		4,290,213(4)							
Recombination 13									
BD		22,807,907	BG	36,773,260	5.0	FIX	SEQ	31394BXG4	December 2024
BE		13,965,353							
Recombination 14									
QI		30,918,000(4)	QC	30,918,000	5.5	FIX	PAC	31394BXN9	August 2034
QO		30,918,000							
Recombination 15									
LT		6,170,571	KT	8,145,154	(5)	INV	SEG(TAC)/SCH/AD	31394BXR0	December 2034
MT		1,974,583							
Recombination 16									
FJ		34,555,200	KB	51,832,800	5.0	FIX	SEG(TAC)/SCH/AD	31394BXXQ2	December 2034
KS		9,132,446							
LT		6,170,571							
MT		1,974,583							
Recombination 17									
FJ		47,513,400	KA	64,791,000	5.5	FIX	SEG(TAC)/SCH/AD	31394BXP4	December 2034
SJ		12,958,200(4)							
KS		9,132,446							
LT		6,170,571							
MT		1,974,583							
Recombination 18									
KS		9,132,446	HS	17,277,600	(5)	INV	SEG(TAC)/SCH/AD	31394BXT6	December 2034
LT		6,170,571							
MT		1,974,583							
Recombination 19									
KS		9,132,446	SW	15,303,017	(5)	INV	SEG(TAC)/SCH/AD	31394BXU3	December 2034
LT		6,170,571							

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal or Notional Principal Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
Recombination 20								
LF	\$ 46,049,143	DF	\$ 46,049,143	(5)	FLT	SEG (TAC) / SUP / AD	31394BXX7	December 2034
LS	46,049,143 (4)							
Recombination 21								
DO	12,558,857	DS	12,558,857	(5)	INV	SEG (TAC) / SUP / AD	31394BXS8	December 2034
ES	46,049,143 (4)							
Recombination 22								
DO	12,558,857	GS	12,558,857	(5)	INV	SEG (TAC) / SUP / AD	31394BXX1	December 2034
ES	37,676,571 (4)							
Recombination 23								
DO	12,558,857	MS	12,558,857	(5)	INV	SEG (TAC) / SUP / AD	31394BXY5	December 2034
ES	46,049,143 (4)							
LS	46,049,143 (4)							
Recombination 24								
DO	12,558,857	NS	12,558,857	(5)	INV	SEG (TAC) / SUP / AD	31394BXX2	December 2034
ES	37,676,571 (4)							
LS	37,676,571 (4)							
Recombination 25								
ZB	11,601,000	ZE	14,327,000	5.5%	FIX / Z	SEG (TAC) / SUP	31394BXX9	December 2034
ZC	2,726,000							

- (1) In any exchange under Recombination 3, 9, 10, 11, 12, 13 or 25, 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. REMIC Certificates and RCR Certificates in any other Recombination may be exchanged only in the proportions shown in this Schedule 1.
- (2) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See “Description of the Certificates—General—*Authorized Denominations*” in this prospectus supplement.
- (3) 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.
- (4) Notional principal balance.
- (5) For a description of this interest rate, see “Description of the Certificates—Distributions of Interest” in this prospectus supplement.

Principal Balance Schedules

Aggregate Group I Planned Balances

<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>	<u>Distribution Date</u>	<u>Planned Balance</u>
Initial Balance through		January 2010	\$ 82,924,684.86	April 2014	\$ 28,773,704.69
November 2005	\$162,274,000.00	February 2010	81,538,359.06	May 2014	28,146,094.14
December 2005	160,525,141.18	March 2010	80,159,251.42	June 2014	27,531,685.78
January 2006	158,735,361.81	April 2010	78,787,324.80	July 2014	26,930,208.26
February 2006	156,954,876.70	May 2010	77,422,542.24	August 2014	26,341,395.71
March 2006	155,183,638.02	June 2010	76,064,866.98	September 2014	25,764,987.64
April 2006	153,421,598.19	July 2010	74,714,262.44	October 2014	25,200,728.85
May 2006	151,668,709.88	August 2010	73,370,692.24	November 2014	24,648,369.29
June 2006	149,924,926.01	September 2010	72,034,120.17	December 2014	24,107,663.99
July 2006	148,190,199.72	October 2010	70,704,510.22	January 2015	23,578,372.93
August 2006	146,464,484.41	November 2010	69,381,826.57	February 2015	23,060,260.96
September 2006	144,747,733.71	December 2010	68,066,033.56	March 2015	22,553,097.69
October 2006	143,039,901.49	January 2011	66,757,095.74	April 2015	22,056,657.42
November 2006	141,340,941.87	February 2011	65,454,977.82	May 2015	21,570,719.00
December 2006	139,650,809.18	March 2011	64,159,644.71	June 2015	21,095,065.78
January 2007	137,969,458.01	April 2011	62,871,061.50	July 2015	20,629,485.51
February 2007	136,296,843.17	May 2011	61,589,193.44	August 2015	20,173,770.24
March 2007	134,632,919.71	June 2011	60,314,005.97	September 2015	19,727,716.24
April 2007	132,977,642.90	July 2011	59,045,464.72	October 2015	19,291,123.92
May 2007	131,330,968.26	August 2011	57,786,448.54	November 2015	18,863,797.73
June 2007	129,692,851.51	September 2011	56,553,539.58	December 2015	18,445,546.12
July 2007	128,063,248.62	October 2011	55,346,206.34	January 2016	18,036,181.40
August 2007	126,442,115.79	November 2011	54,163,928.00	February 2016	17,635,519.72
September 2007	124,829,409.42	December 2011	53,006,194.22	March 2016	17,243,380.95
October 2007	123,225,086.16	January 2012	51,872,504.92	April 2016	16,859,588.63
November 2007	121,629,102.87	February 2012	50,762,370.07	May 2016	16,483,969.89
December 2007	120,041,416.63	March 2012	49,675,309.50	June 2016	16,116,355.37
January 2008	118,461,984.75	April 2012	48,610,852.72	July 2016	15,756,579.16
February 2008	116,890,764.75	May 2012	47,568,538.69	August 2016	15,404,478.73
March 2008	115,327,714.38	June 2012	46,547,915.66	September 2016	15,059,894.85
April 2008	113,772,791.60	July 2012	45,548,540.97	October 2016	14,722,671.54
May 2008	112,225,954.58	August 2012	44,569,980.88	November 2016	14,392,656.00
June 2008	110,687,161.71	September 2012	43,611,810.38	December 2016	14,069,698.53
July 2008	109,156,371.61	October 2012	42,673,613.02	January 2017	13,753,652.50
August 2008	107,633,543.09	November 2012	41,754,980.75	February 2017	13,444,374.25
September 2008	106,118,635.18	December 2012	40,855,513.74	March 2017	13,141,723.06
October 2008	104,611,607.12	January 2013	39,974,820.22	April 2017	12,845,561.08
November 2008	103,112,418.36	February 2013	39,112,516.31	May 2017	12,555,753.27
December 2008	101,621,028.57	March 2013	38,268,225.88	June 2017	12,272,167.34
January 2009	100,137,397.60	April 2013	37,441,580.38	July 2017	11,994,673.71
February 2009	98,661,485.54	May 2013	36,632,218.70	August 2017	11,723,145.44
March 2009	97,193,252.66	June 2013	35,839,787.01	September 2017	11,457,458.19
April 2009	95,732,659.44	July 2013	35,063,938.63	October 2017	11,197,490.15
May 2009	94,279,666.57	August 2013	34,304,333.87	November 2017	10,943,122.00
June 2009	92,834,234.94	September 2013	33,560,639.90	December 2017	10,694,236.87
July 2009	91,396,325.64	October 2013	32,832,530.62	January 2018	10,450,720.27
August 2009	89,965,899.96	November 2013	32,119,686.50	February 2018	10,212,460.06
September 2009	88,542,919.39	December 2013	31,421,794.47	March 2018	9,979,346.38
October 2009	87,127,345.61	January 2014	30,738,547.79	April 2018	9,751,271.63
November 2009	85,719,140.51	February 2014	30,069,645.92	May 2018	9,528,130.41
December 2009	84,318,266.17	March 2014	29,414,794.39	June 2018	9,309,819.48

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 2018	\$ 9,096,237.72	December 2022	\$ 2,515,708.24	May 2027	\$ 569,709.19
August 2018	8,887,286.06	January 2023	2,452,120.31	June 2027	551,920.54
September 2018	8,682,867.49	February 2023	2,389,983.76	July 2027	534,576.08
October 2018	8,482,886.96	March 2023	2,329,267.22	August 2027	517,665.74
November 2018	8,287,251.39	April 2023	2,269,939.97	September 2027	501,179.65
December 2018	8,095,869.60	May 2023	2,211,971.94	October 2027	485,108.17
January 2019	7,908,652.29	June 2023	2,155,333.69	November 2027	469,441.85
February 2019	7,725,511.99	July 2023	2,099,996.39	December 2027	454,171.46
March 2019	7,546,363.01	August 2023	2,045,931.82	January 2028	439,287.97
April 2019	7,371,121.44	September 2023	1,993,112.35	February 2028	424,782.53
May 2019	7,199,705.09	October 2023	1,941,510.93	March 2028	410,646.49
June 2019	7,032,033.46	November 2023	1,891,101.08	April 2028	396,871.40
July 2019	6,868,027.69	December 2023	1,841,856.86	May 2028	383,448.97
August 2019	6,707,610.56	January 2024	1,793,752.90	June 2028	370,371.10
September 2019	6,550,706.44	February 2024	1,746,764.34	July 2028	357,629.87
October 2019	6,397,241.24	March 2024	1,700,866.86	August 2028	345,217.52
November 2019	6,247,142.40	April 2024	1,656,036.65	September 2028	333,126.47
December 2019	6,100,338.87	May 2024	1,612,250.39	October 2028	321,349.30
January 2020	5,956,761.04	June 2024	1,569,485.25	November 2028	309,878.76
February 2020	5,816,340.76	July 2024	1,527,718.90	December 2028	298,707.75
March 2020	5,679,011.26	August 2024	1,486,929.46	January 2029	287,829.32
April 2020	5,544,707.17	September 2024	1,447,095.52	February 2029	277,236.67
May 2020	5,413,364.45	October 2024	1,408,196.12	March 2029	266,923.17
June 2020	5,284,920.39	November 2024	1,370,210.75	April 2029	256,882.31
July 2020	5,159,313.57	December 2024	1,333,119.33	May 2029	247,107.74
August 2020	5,036,483.85	January 2025	1,296,902.19	June 2029	237,593.23
September 2020	4,916,372.32	February 2025	1,261,540.09	July 2029	228,332.71
October 2020	4,798,921.29	March 2025	1,227,014.20	August 2029	219,320.22
November 2020	4,684,074.26	April 2025	1,193,306.08	September 2029	210,549.95
December 2020	4,571,775.91	May 2025	1,160,397.68	October 2029	202,016.21
January 2021	4,461,972.05	June 2025	1,128,271.34	November 2029	193,713.43
February 2021	4,354,609.63	July 2025	1,096,909.77	December 2029	185,636.16
March 2021	4,249,636.68	August 2025	1,066,296.05	January 2030	177,779.09
April 2021	4,147,002.31	September 2025	1,036,413.61	February 2030	170,137.00
May 2021	4,046,656.70	October 2025	1,007,246.24	March 2030	162,704.81
June 2021	3,948,551.04	November 2025	978,778.07	April 2030	155,477.53
July 2021	3,852,637.54	December 2025	950,993.57	May 2030	148,450.30
August 2021	3,758,869.41	January 2026	923,877.54	June 2030	141,618.35
September 2021	3,667,200.83	February 2026	897,415.10	July 2030	134,977.03
October 2021	3,577,586.92	March 2026	871,591.70	August 2030	128,521.79
November 2021	3,489,983.74	April 2026	846,393.08	September 2030	122,248.17
December 2021	3,404,348.25	May 2026	821,805.30	October 2030	116,151.82
January 2022	3,320,638.33	June 2026	797,814.71	November 2030	110,228.48
February 2022	3,238,812.72	July 2026	774,407.95	December 2030	104,473.99
March 2022	3,158,831.01	August 2026	751,571.95	January 2031	98,884.28
April 2022	3,080,653.65	September 2026	729,293.92	February 2031	93,455.38
May 2022	3,004,241.90	October 2026	707,561.34	March 2031	88,183.39
June 2022	2,929,557.83	November 2026	686,361.96	April 2031	83,064.51
July 2022	2,856,564.30	December 2026	665,683.79	May 2031	78,095.02
August 2022	2,785,224.95	January 2027	645,515.10	June 2031	73,271.28
September 2022	2,715,504.17	February 2027	625,844.41	July 2031	68,589.75
October 2022	2,647,367.10	March 2027	606,660.48	August 2031	64,046.94
November 2022	2,580,779.60	April 2027	587,952.33	September 2031	59,639.47

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>
October 2031	\$ 55,364.01	May 2032	\$ 28,868.49	November 2032	\$ 10,414.60
November 2031	51,217.31	June 2032	25,538.23	December 2032	7,677.74
December 2031	47,196.21	July 2032	22,313.28	January 2033	5,031.21
January 2032	43,297.60	August 2032	19,190.99	February 2033	2,472.71
February 2032	39,518.45	September 2032	16,168.79	March 2033 and thereafter	0.00
March 2032	35,855.80	October 2032	13,244.15		
April 2032	32,306.76				

Aggregate Group II Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$135,000,000.00	April 2008	\$ 31,836,548.10	September 2011	\$ 8,259,612.59
December 2004	131,875,527.63	May 2008	30,620,444.08	October 2011	8,148,511.20
January 2005	128,611,011.15	June 2008	29,445,581.43	November 2011	8,035,972.76
February 2005	125,210,583.55	July 2008	28,311,129.99	December 2011	7,922,084.82
March 2005	121,678,594.76	August 2008	27,216,274.60	January 2012	7,806,932.13
April 2005	118,019,602.58	September 2008	26,160,214.80	February 2012	7,690,596.63
May 2005	114,238,363.15	October 2008	25,142,164.63	March 2012	7,573,157.60
June 2005	110,339,820.72	November 2008	24,161,352.32	April 2012	7,454,691.64
July 2005	106,329,096.89	December 2008	23,217,020.09	May 2012	7,335,272.85
August 2005	102,211,479.43	January 2009	22,308,423.89	June 2012	7,214,972.80
September 2005	97,992,410.47	February 2009	21,434,833.11	July 2012	7,093,860.67
October 2005	93,677,474.30	March 2009	20,595,530.42	August 2012	6,972,003.26
November 2005	89,272,384.83	April 2009	19,789,811.52	September 2012	6,849,465.10
December 2005	86,531,831.38	May 2009	19,016,984.86	October 2012	6,726,308.49
January 2006	83,753,809.43	June 2009	18,276,371.48	November 2012	6,602,593.54
February 2006	81,047,583.46	July 2009	17,567,304.74	December 2012	6,478,378.26
March 2006	78,411,776.02	August 2009	16,889,130.13	January 2013	6,353,718.62
April 2006	75,845,034.20	September 2009	16,241,205.08	February 2013	6,228,668.58
May 2006	73,346,029.17	October 2009	15,622,898.71	March 2013	6,103,280.16
June 2006	70,913,455.80	November 2009	15,033,591.61	April 2013	5,977,603.52
July 2006	68,546,032.25	December 2009	14,472,675.71	May 2013	5,851,686.93
August 2006	66,242,499.52	January 2010	13,939,554.01	June 2013	5,725,576.93
September 2006	64,001,621.10	February 2010	13,433,640.43	July 2013	5,599,318.29
October 2006	61,822,182.57	March 2010	12,954,359.60	August 2013	5,472,954.11
November 2006	59,702,991.16	April 2010	12,501,146.66	September 2013	5,346,525.84
December 2006	57,642,875.48	May 2010	12,073,447.11	October 2013	5,220,073.35
January 2007	55,640,685.03	June 2010	11,670,716.59	November 2013	5,093,634.94
February 2007	53,695,289.92	July 2010	11,292,420.73	December 2013	4,967,247.44
March 2007	51,805,580.48	August 2010	10,938,034.95	January 2014	4,840,946.19
April 2007	49,970,466.90	September 2010	10,607,044.33	February 2014	4,714,765.13
May 2007	48,188,878.90	October 2010	10,298,943.36	March 2014	4,588,736.79
June 2007	46,459,765.38	November 2010	10,013,235.87	April 2014	4,462,892.39
July 2007	44,782,094.10	December 2010	9,749,434.82	May 2014	4,337,261.83
August 2007	43,154,851.31	January 2011	9,507,062.10	June 2014	4,211,873.77
September 2007	41,577,041.50	February 2011	9,285,648.45	July 2014	4,086,755.60
October 2007	40,047,687.00	March 2011	9,084,733.26	August 2014	3,961,933.56
November 2007	38,565,827.72	April 2011	8,903,864.40	September 2014	3,837,432.73
December 2007	37,130,520.84	May 2011	8,742,598.13	October 2014	3,713,277.03
January 2008	35,740,840.49	June 2011	8,600,498.90	November 2014	3,589,489.33
February 2008	34,395,877.46	July 2011	8,477,139.20	December 2014	3,466,091.42
March 2008	33,094,738.91	August 2011	8,369,186.42	January 2015	3,343,104.08

Aggregate Group II (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
February 2015	\$ 3,220,547.08	January 2016	\$ 1,905,568.07	November 2016	\$ 772,161.70
March 2015	3,098,439.25	February 2016	1,789,393.85	December 2016	662,400.27
April 2015	2,976,798.43	March 2016	1,673,829.06	January 2017	553,309.07
May 2015	2,855,641.60	April 2016	1,558,882.32	February 2017	444,891.37
June 2015	2,734,984.86	May 2016	1,444,561.67	March 2017	337,150.02
July 2015	2,614,843.42	June 2016	1,330,874.54	April 2017	230,087.41
August 2015	2,495,231.70	July 2016	1,217,827.75	May 2017	123,705.54
September 2015	2,376,163.28	August 2016	1,105,427.60	June 2017	18,006.02
October 2015	2,257,651.00	September 2016	993,679.82	July 2017 and thereafter	0.00
November 2015	2,139,706.93	October 2016	882,589.62		
December 2015	2,022,342.41				

Aggregate Group III Targeted Balances

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
Initial Balance	\$123,399,000.00	December 2007	\$ 62,520,352.49	January 2011	\$ 39,843,374.05
December 2004	121,236,369.40	January 2008	61,623,569.11	February 2011	39,481,198.18
January 2005	118,980,029.89	February 2008	60,745,262.58	March 2011	39,129,792.53
February 2005	116,631,792.27	March 2008	59,885,177.57	April 2011	38,788,992.03
March 2005	114,193,560.75	April 2008	59,043,061.73	May 2011	38,458,633.57
April 2005	111,667,330.39	May 2008	58,218,665.68	June 2011	38,138,555.97
May 2005	109,055,184.34	June 2008	57,411,742.87	July 2011	37,828,599.94
June 2005	106,359,291.02	July 2008	56,622,049.67	August 2011	37,525,695.04
July 2005	103,581,901.00	August 2008	55,849,345.25	September 2011	37,213,069.56
August 2005	100,725,343.86	September 2008	55,093,391.61	October 2011	36,891,067.48
September 2005	97,792,024.84	October 2008	54,353,953.50	November 2011	36,560,024.08
October 2005	94,784,421.36	November 2008	53,630,798.44	December 2011	36,220,266.16
November 2005	91,705,079.46	December 2008	52,923,696.62	January 2012	35,872,112.19
December 2005	90,305,468.83	January 2009	52,232,420.94	February 2012	35,515,872.55
January 2006	88,880,323.16	February 2009	51,556,746.94	March 2012	35,151,849.65
February 2006	87,480,763.71	March 2009	50,896,452.79	April 2012	34,780,338.13
March 2006	86,106,453.14	April 2009	50,251,319.23	May 2012	34,401,625.05
April 2006	84,757,057.94	May 2009	49,621,129.59	June 2012	34,015,990.03
May 2006	83,432,248.45	June 2009	49,005,669.71	July 2012	33,623,705.42
June 2006	82,131,698.79	July 2009	48,404,727.94	August 2012	33,225,036.50
July 2006	80,855,086.85	August 2009	47,818,095.12	September 2012	32,820,241.57
August 2006	79,602,094.20	September 2009	47,245,564.51	October 2012	32,409,572.17
September 2006	78,372,406.09	October 2009	46,686,931.84	November 2012	31,993,273.18
October 2006	77,165,711.39	November 2009	46,141,995.20	December 2012	31,571,583.02
November 2006	75,981,702.56	December 2009	45,610,555.04	January 2013	31,144,733.74
December 2006	74,820,075.60	January 2010	45,092,414.18	February 2013	30,712,951.20
January 2007	73,680,530.01	February 2010	44,587,377.73	March 2013	30,276,455.22
February 2007	72,562,768.77	March 2010	44,095,253.12	April 2013	29,835,459.66
March 2007	71,466,498.27	April 2010	43,615,850.01	May 2013	29,390,172.62
April 2007	70,391,428.32	May 2010	43,148,980.32	June 2013	28,940,796.53
May 2007	69,337,272.05	June 2010	42,694,458.16	July 2013	28,487,528.27
June 2007	68,303,745.93	July 2010	42,252,099.86	August 2013	28,030,559.34
July 2007	67,290,569.69	August 2010	41,821,723.89	September 2013	27,570,075.94
August 2007	66,297,466.30	September 2010	41,403,150.87	October 2013	27,106,259.10
September 2007	65,324,161.98	October 2010	40,996,203.52	November 2013	26,639,284.82
October 2007	64,370,386.05	November 2010	40,600,706.66	December 2013	26,169,324.18
November 2007	63,435,871.03	December 2010	40,216,487.20	January 2014	25,696,543.40

Aggregate Group III (Continued)

<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>	<u>Distribution Date</u>	<u>Targeted Balance</u>
February 2014	\$ 25,221,104.03	August 2015	\$ 16,367,218.43	February 2017	\$ 7,373,028.27
March 2014	24,743,163.00	September 2015	15,866,426.30	March 2017	6,878,256.95
April 2014	24,262,872.74	October 2015	15,365,367.88	April 2017	6,384,359.71
May 2014	23,780,381.30	November 2015	14,864,127.52	May 2017	5,891,379.67
June 2014	23,295,832.44	December 2015	14,362,786.77	June 2017	5,399,358.13
July 2014	22,809,365.71	January 2016	13,861,424.46	July 2017	4,908,334.64
August 2014	22,321,116.58	February 2016	13,360,116.72	August 2017	4,418,347.07
September 2014	21,831,216.53	March 2016	12,858,937.11	September 2017	3,929,431.59
October 2014	21,339,793.11	April 2016	12,357,956.64	October 2017	3,441,622.78
November 2014	20,846,970.05	May 2016	11,857,243.83	November 2017	2,954,953.64
December 2014	20,352,867.38	June 2016	11,356,864.79	December 2017	2,469,455.60
January 2015	19,857,601.47	July 2016	10,856,883.27	January 2018	1,985,158.63
February 2015	19,361,285.13	August 2016	10,357,360.72	February 2018	1,502,091.21
March 2015	18,864,027.72	September 2016	9,858,356.33	March 2018	1,020,280.42
April 2015	18,365,935.16	October 2016	9,359,927.11	April 2018	539,751.93
May 2015	17,867,110.12	November 2016	8,862,127.93	May 2018	60,530.07
June 2015	17,367,652.01	December 2016	8,365,011.56	June 2018 and thereafter	0.00
July 2015	16,867,657.05	January 2017	7,868,628.75		

Aggregate Group IV Scheduled Balances

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
Initial Balance	\$64,791,000.00	May 2007	\$27,558,284.63	November 2009	\$13,412,919.61
December 2004	63,077,587.17	June 2007	26,970,088.62	December 2009	13,052,468.33
January 2005	61,292,446.40	July 2007	26,390,817.65	January 2010	12,698,305.00
February 2005	59,436,792.24	August 2007	25,820,371.93	February 2010	12,350,353.34
March 2005	57,511,754.12	September 2007	25,258,652.57	March 2010	12,008,537.79
April 2005	55,518,513.99	October 2007	24,705,561.54	April 2010	11,672,783.45
May 2005	53,458,305.05	November 2007	24,161,001.69	May 2010	11,343,016.09
June 2005	51,332,410.50	December 2007	23,624,876.74	June 2010	11,019,162.15
July 2005	49,142,162.16	January 2008	23,097,091.26	July 2010	10,701,148.72
August 2005	46,888,939.04	February 2008	22,577,550.67	August 2010	10,388,903.55
September 2005	44,574,165.86	March 2008	22,066,161.23	September 2010	10,082,355.04
October 2005	42,199,311.51	April 2008	21,562,830.05	October 2010	9,781,432.22
November 2005	39,765,887.45	May 2008	21,067,465.05	November 2010	9,495,724.73
December 2005	39,024,304.84	June 2008	20,579,974.99	December 2010	9,231,923.67
January 2006	38,268,216.94	July 2008	20,100,269.42	January 2011	8,989,550.95
February 2006	37,522,894.02	August 2008	19,628,258.71	February 2011	8,768,137.31
March 2006	36,788,219.97	September 2008	19,163,854.03	March 2011	8,567,222.12
April 2006	36,064,079.71	October 2008	18,706,967.34	April 2011	8,386,353.26
May 2006	35,350,359.17	November 2008	18,257,511.38	May 2011	8,225,086.99
June 2006	34,646,945.29	December 2008	17,815,399.67	June 2011	8,082,987.76
July 2006	33,953,726.03	January 2009	17,380,546.53	July 2011	7,959,628.07
August 2006	33,270,590.32	February 2009	16,952,867.00	August 2011	7,851,675.29
September 2006	32,597,428.09	March 2009	16,532,276.91	September 2011	7,742,101.46
October 2006	31,934,130.24	April 2009	16,118,692.83	October 2011	7,631,000.07
November 2006	31,280,588.63	May 2009	15,712,032.08	November 2011	7,518,461.63
December 2006	30,636,696.10	June 2009	15,312,212.72	December 2011	7,404,573.70
January 2007	30,002,346.42	July 2009	14,919,153.53	January 2012	7,289,421.01
February 2007	29,377,434.32	August 2009	14,532,774.03	February 2012	7,173,085.51
March 2007	28,761,855.44	September 2009	14,152,994.46	March 2012	7,055,646.47
April 2007	28,155,506.38	October 2009	13,779,735.77	April 2012	6,937,180.51

Aggregate Group IV (Continued)

<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>	<u>Distribution Date</u>	<u>Scheduled Balance</u>
May 2012	\$ 6,817,761.72	January 2014	\$ 4,323,435.06	September 2015	\$ 1,858,652.14
June 2012	6,697,461.67	February 2014	4,197,253.99	October 2015	1,740,139.86
July 2012	6,576,349.54	March 2014	4,071,225.65	November 2015	1,622,195.79
August 2012	6,454,492.13	April 2014	3,945,381.25	December 2015	1,504,831.26
September 2012	6,331,953.97	May 2014	3,819,750.70	January 2016	1,388,056.92
October 2012	6,208,797.36	June 2014	3,694,362.64	February 2016	1,271,882.71
November 2012	6,085,082.41	July 2014	3,569,244.47	March 2016	1,156,317.91
December 2012	5,960,867.13	August 2014	3,444,422.43	April 2016	1,041,371.18
January 2013	5,836,207.49	September 2014	3,319,921.59	May 2016	927,050.53
February 2013	5,711,157.45	October 2014	3,195,765.89	June 2016	813,363.39
March 2013	5,585,769.04	November 2014	3,071,978.19	July 2016	700,316.61
April 2013	5,460,092.39	December 2014	2,948,580.28	August 2016	587,916.46
May 2013	5,334,175.81	January 2015	2,825,592.94	September 2016	476,168.68
June 2013	5,208,065.81	February 2015	2,703,035.94	October 2016	365,078.48
July 2013	5,081,807.17	March 2015	2,580,928.10	November 2016	254,650.56
August 2013	4,955,442.99	April 2015	2,459,287.28	December 2016	144,889.13
September 2013	4,829,014.72	May 2015	2,338,130.46	January 2017	35,797.93
October 2013	4,702,562.22	June 2015	2,217,473.72	February 2017 and thereafter	0.00
November 2013	4,576,123.81	July 2015	2,097,332.28		
December 2013	4,449,736.31	August 2015	1,977,720.55		

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.

\$582,898,688



**Guaranteed REMIC
Pass-Through Certificates**

Fannie Mae REMIC Trust 2004-96

PROSPECTUS SUPPLEMENT

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UBS Investment Bank

November 5, 2004
