

\$446,485,623 (Approximate)



Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2004-W12

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

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 of its agencies or instrumentalities 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.

The Certificates

We, the Federal National Mortgage Association (Fannie Mae), will issue and guarantee the certificates listed in the chart on this page. The certificates will represent beneficial ownership interests in the trust assets.

Payments to Certificateholders

You, the investor, will receive monthly payments on your certificates, including

- interest to the extent accrued as described in this prospectus, and
- principal to the extent available for payment as described in this prospectus.

The Fannie Mae Guaranty

We will guarantee that the payments of monthly interest and principal described above are paid to investors on time and that any outstanding principal balance of each class of certificates is paid on the final distribution date.

The Trust and Its Assets

The trust assets will be divided into two groups.

- Group 1 will consist of first lien, one- to four-family, fully amortizing, fixed-rate mortgage loans insured by the Federal Housing Administration (FHA) or partially guaranteed by the U.S. Department of Veterans Affairs (VA) or the Rural Housing Service of the U.S. Department of Agriculture (RHS) and having the characteristics described in this prospectus.
- Group 2 will consist of first lien, one- to four-family, fully amortizing, adjustable rate mortgage loans insured by the FHA or partially guaranteed by the VA and having the characteristics described in this prospectus.

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 PT-1 and PT-2 Classes are RCR classes, as further described in this prospectus.

Class	Group	Original Class Balance (1)	Principal Type (2)	Interest Rate	Interest Type (2)	CUSIP Number	Assumed Maturity Date (3)
1-A-1	1	\$202,953,544	PT	6.0%	FIX	31394A6Y7	July 2034
1-A-2	1	96,620,247	PT	6.5	FIX	31394A6Z4	July 2034
1-A-3	1	41,409,897	PT	7.0	FIX	31394A7A8	July 2034
1-A-4	1	51,963,680	PT	7.5	FIX	31394A7B6	July 2034
1-PO (4)	1	5,780,469	PT	(5)	PO	31394A7C4	July 2034
1-IO-1 (4)	1	105,681,283 (6)	NTL	(7)	WAC/IO	31394A7D2	July 2034
1-IO-2 (4)	1	96,620,247 (6)	NTL	(7)	WAC/IO	31394A7E0	July 2034
1-IO-3 (4)	1	41,409,897 (6)	NTL	(7)	WAC/IO	31394A7F7	July 2034
1-IO-4 (4)	1	51,963,680 (6)	NTL	(7)	WAC/IO	31394A7G5	July 2034
2-A	2	47,757,786	PT	(8)	WAC	31394A7H3	June 2034
R		0	NPR	0	NPR	31394A7J9	July 2034
RL		0	NPR	0	NPR	31394A7K6	July 2034

(1) Approximate. May vary by plus or minus 5%.

(2) See “Description of the Certificates—Class Definitions and Abbreviations.”

(3) The Assumed Maturity Date is calculated assuming the maturity dates of the mortgage loans are not modified. Fannie Mae does not guarantee payment in full of the principal balances of the certificates on the related Assumed Maturity Date. Fannie Mae will guarantee payment in full of the principal balances of the certificates no later than the distribution date in July 2044 for the Group 1 Classes and no later than the distribution date in June 2044 for the Group 2 Class.

(4) Exchangeable classes.

(5) The 1-PO Class will be a principal only class and will not bear interest.

(6) Notional principal balances. These classes are interest only classes.

(7) The 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes will bear interest at the variable annual rates described in this prospectus. During the initial interest accrual period, the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes are expected to bear interest at annual rates of approximately 0.34815%, 0.33353%, 0.33267% and 0.77740%, respectively.

(8) The 2-A Class will bear interest at the variable annual rate described in this prospectus. During the initial interest accrual period, the 2-A Class is expected to bear interest at an annual rate of approximately 3.96003%.

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.

LEHMAN BROTHERS
WAMU CAPITAL CORP.

November 8, 2004

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AVAILABLE INFORMATION

You should purchase the certificates only if you have read and understood this prospectus and any information incorporated by reference in this prospectus as discussed below under the heading “Incorporation by Reference”.

You can obtain 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 or 202-752-6547).

The Disclosure Documents and the class factors are available on our corporate Web site located at www.fanniemae.com.

You also can obtain additional copies of the Disclosure Documents by writing or calling Lehman Brothers Inc. (the “Dealer”) at:

Lehman Brothers Inc.
c/o ADP Financial Services
Prospectus Department
1155 Long Island Avenue
Edgewood, New York 11717
(telephone: 631-254-7106).

INCORPORATION BY REFERENCE

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

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 Web 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.

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. 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 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 in its entirety and each of the additional disclosure documents referred to on page 4.

The Certificates

- The certificates will represent beneficial ownership interests in Fannie Mae REMIC Trust 2004-W12.
- The trust assets will be divided into two mortgage loan groups. All of the mortgage loans previously were repurchased from Ginnie Mae pools as a result of past delinquency.
- Group 1 will consist of first lien, one- to four-family, fully amortizing, fixed-rate mortgage loans insured by the Federal Housing Administration (FHA) or partially guaranteed by the U.S. Department of Veterans Affairs (VA) or the Rural Housing Service of the U.S. Department of Agriculture (RHS).
- Group 2 will consist of first lien, one- to four-family, fully amortizing, adjustable-rate mortgage loans insured by the FHA or partially guaranteed by the VA.

Certain Characteristics of the Mortgage Loans

Each of the mortgage loans was originated in accordance with the underwriting guidelines of the FHA, VA or RHS and included in a Ginnie Mae pool. Generally, each mortgage loan was subsequently repurchased from a Ginnie Mae pool after a delinquency on the loan was not cured for at least 90 days. The mortgage loans are now reperforming as and to the extent described in the section of this prospectus entitled "The Mortgage Loans."

The table appearing in Exhibit A sets forth certain summary information regarding the assumed characteristics of the mortgage loans.

Class Factors

The class factors are numbers that, when multiplied by the initial principal balance or notional balance of a certificate, can be used to calculate the current principal balance or notional balance of that certificate (after taking into account distributions in the same month). We will publish the class factors for the certificates on or shortly after the 23rd 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 the next business day if the 25th day is not a business day, beginning in December 2004.

Book-Entry Certificates

We will issue the book-entry certificates through DTC, 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:

DTC Book-Entry

All classes other than the R and RL Classes

Physical

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.

During each interest accrual period, the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4, PT-1, PT-2 and 2-A Classes will bear interest at the applicable rates described in this prospectus.

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

Notional Classes

The 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes are notional classes. A notional class will not receive principal. The notional principal balance of a notional class is the balance used to calculate interest. See “Description of the Certificates—Interest Payments on the Certificates—*Notional Classes*” and “—Yield Tables—*The Interest Only Classes*” in this prospectus.

The notional principal balances of the notional classes will equal the percentages of the aggregate principal balances specified below immediately before the related distribution date:

Class

1-IO-1	100% of the Category 1b Loans
1-IO-2	100% of the Category 1c Loans
1-IO-3	100% of the Category 1d Loans
1-IO-4	100% of the Category 1e Loans
PT-1	100% of the Category 1b Loans, Category 1c Loans, Category 1d Loans and Category 1e Loans

Principal Only Class

The 1-PO Class is a principal only class and will not bear interest. See “Description of the Certificates—Principal Payments on the Certificates” and “—Yield Tables—*The 1-PO Class*” in this prospectus.

Payments of Principal

Group 1 Principal Distribution Amount

On each distribution date, we will pay the aggregate of the Category 1a Non-PO Principal Distribution Amount and the Category 1b Principal Distribution Amount to the 1-A-1 Class to zero.

On each distribution date, we will pay the Category 1a PO Principal Distribution Amount as principal of the 1-PO Class to zero.

On each distribution date, we will pay the Category 1c Principal Distribution Amount as principal of the 1-A-2 Class to zero.

On each distribution date, we will pay the Category 1d Principal Distribution Amount as principal of the 1-A-3 Class to zero.

On each distribution date, we will pay the Category 1e Principal Distribution Amount as principal of the 1-A-4 Class to zero.

For a description of the Group 1 Principal Distribution Amount, the Category 1a Non-PO Principal Distribution Amount, the Category 1a PO Principal Distribution Amount, the Category 1b Principal Distribution Amount, the Category 1c Principal Distribution Amount, the Category 1d Principal Distribution Amount and the Category 1e Principal Distribution Amount, see “Description of the Certificates—Certain Definitions Relating to Payments on the Certificates.”

Group 2 Principal Distribution Amount

On each distribution date, we will pay the Group 2 Principal Distribution Amount as principal of the 2-A Class to zero.

For a description of the Group 2 Principal Distribution Amount, see “Description of the Certificates—Certain Definitions Relating to Payments on the Certificates.”

Guaranty Payments

We guarantee that we will pay to the holders of certificates (i) all required installments of principal and interest on the certificates on time and (ii) the remaining principal balance of each class of certificate no later than the distribution date in July 2044 for the Group 1 Classes and June 2044 for the Group 2 Class.

Weighted Average Lives (years) *

<u>Group 1 Classes</u>	<u>CPR Prepayment Assumption</u>				
	<u>0%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
1-A-1	17.0	5.4	3.3	2.3	1.4
1-A-2 and 1-IO-2	16.6	5.4	3.3	2.3	1.4
1-A-3 and 1-IO-3	15.9	5.3	3.3	2.3	1.4
1-A-4 and 1-IO-4	14.2	5.2	3.2	2.2	1.4
1-PO and PT-2	17.2	5.4	3.3	2.3	1.4
1-IO-1	16.9	5.4	3.3	2.3	1.4
PT-1	16.2	5.3	3.3	2.3	1.4
<u>Group 2 Class</u>	<u>CPR Prepayment Assumption</u>				
	<u>0%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
2-A	15.5	5.2	3.2	2.2	1.4

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

RISK FACTORS

We describe below some of the risks associated with an investment in the certificates. Because each investor has different investment needs and a different risk tolerance, you should consult your own financial and legal advisors to determine whether the certificates are a suitable investment for you.

Suitability

The certificates may not be a suitable investment. The certificates are not a suitable investment for every investor. Before investing, you should consider carefully the following:

- You should have sufficient knowledge and experience to evaluate the merits and risks of the certificates and the information contained in this prospectus and the other disclosure documents described on page 4.
- You should thoroughly understand the terms of the certificates.
- You should be able to evaluate (either alone or with the help of a financial advisor) the economic, interest rate and other factors that may affect your investment.
- You should have sufficient financial resources and liquidity to bear all risks associated with the certificates.
- You should investigate any legal investment restrictions that may apply to you.

You should exercise particular caution if your circumstances do not permit you to hold the certificates until maturity.

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 get legal advice to determine whether your purchase of the certificates is a legal investment for you or is subject to any investment restrictions.

Yield Considerations

Factors that affect your yield. Your effective yield on the certificates will depend upon:

- the price you paid for the certificates;
- how quickly or slowly borrowers prepay the mortgage loans;
- if and when the mortgage loans are liquidated due to borrower defaults, casualties

or condemnations affecting the properties securing those loans;

- if and when the mortgage loans are repurchased;
- the actual characteristics of the mortgage loans;
- in the case of the interest only classes, fluctuations in the weighted average of the net mortgage rates of the related mortgage loans; and
- in the case of the 2-A Class, fluctuations in the weighted average of the net mortgage rates of the Group 2 Loans.

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

- if you own interest only certificates or if you buy your certificates at a premium and principal payments on the related mortgage loans are faster than you expect, or
- if you buy your certificates (including the 1-PO Class) at a discount and principal payments on the related mortgage loans are slower than you expect.

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

In addition, investors in the applicable interest only classes should note the following:

- if Category 1b Loans with relatively high interest rates prepay more rapidly than Category 1b Loans with relatively low interest rates, the interest rate of the 1-IO-1 Class will decrease;
- if Category 1c Loans with relatively high interest rates prepay more rapidly than Category 1c Loans with relatively low interest rates, the interest rate of the 1-IO-2 Class will decrease;

- if Category 1d Loans with relatively high interest rates prepay more rapidly than Category 1d Loans with relatively low interest rates, the interest rate of the 1-IO-3 Class will decrease;
- if Category 1e Loans with relatively high interest rates prepay more rapidly than Category 1e Loans with relatively low interest rates, the interest rate of the 1-IO-4 Class will decrease;
- if Category 1b, Category 1c, Category 1d or Category 1e Loans with relatively high interest rates prepay more rapidly than Category 1b, Category 1c, Category 1d or Category 1e Loans, respectively, with relatively low interest rates, the interest rate of the PT-1 Class will decrease.
- if Group 1 Loans with relatively high interest rates prepay more rapidly than Group 1 Loans with relatively low interest rates, the interest rate of the PT-2 Class will decrease.

Even if the mortgage loans are prepaid at a rate that on average is consistent with your expectations, variations in the prepayment rate over time could significantly affect your yield. Generally, the earlier the payment of principal, the greater the effect on the yield to maturity. As a result, if the rate of principal prepayment during any period is faster or slower than you expect, a corresponding reduction or increase in the prepayment rate during a later period may not fully offset the impact of the earlier prepayment rate on your yield.

Under certain circumstances, collections of interest on the mortgage loans may be reduced. Nevertheless, we guarantee that you will receive the full amount of interest due on your certificates regardless of any such reduction in interest collected on the mortgage loans.

We used certain assumptions concerning the mortgage loans in preparing certain tabular information in this prospectus. If the actual mortgage loan characteristics differ even slightly from those assumptions, the weighted average life and yield of the certificates will be affected.

You must make your own decision as to the assumptions, including the principal prepayment assumptions, you will use in

deciding whether to purchase the certificates.

In the future, the PT-2 Class may receive interest payments only or principal payments only. Interest payments on each PT-2 Class certificate will be based solely on interest payable on the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Class certificates exchanged for that PT-2 Class certificate, and principal payments on each PT-2 Class certificate will be based solely on principal payable on the 1-PO Class certificate exchanged for that PT-2 Class certificate. Moreover, there is a risk that the PT-2 Class could in the future receive interest payments only or principal payments only.

Unpredictable timing of last payment affects yield on certificates. The actual final payment on the certificates may occur earlier, and could occur much earlier, than the distribution date occurring in July 2044 for the Group 1 Classes and occurring in June 2044 for the Group 2 Class. If you assumed the actual final payment would occur on the distribution date occurring in July 2044 for the Group 1 Classes and occurring in June 2044 for the Group 2 Class, your yield could be lower than you expect.

Delayed payments reduce yield and market value. Because the certificates do not receive interest immediately following each interest accrual period, the certificates have lower yields and lower market values than they would if there were no such delay.

Prepayment Considerations

Rate of principal payments on the certificates depends on the rate of principal payments on the related mortgage loans. The rate of principal payments on the certificates of a particular class generally will depend on the rate of principal payments on the related mortgage loans. Principal payments on the mortgage loans may occur as a result of scheduled amortization or prepayments. The rate of principal payments is likely to vary considerably from time to time as a result of the liquidation of foreclosed mortgage loans, FHA insurance payments and VA and RHS guarantee payments, as well as because borrowers generally may prepay the mortgage loans at any time without penalty. Prepayment rates also may be influenced by changes in FHA, VA or RHS program guidelines.

In general, prepayment rates may be influenced by:

- the level of current interest rates relative to the rates borne by the mortgage loans,
- homeowner mobility,
- existence of any prepayment premiums or prepayment restrictions,
- the general creditworthiness of the borrowers,
- repurchases of mortgage loans from the pools, and
- general economic conditions.

It is highly unlikely that the mortgage loans will prepay:

- at the rates we assume,
- at any constant prepayment rate until maturity, or
- at the same rate.

Because so many factors affect the prepayment rate of the mortgage loans, we cannot estimate the prepayment experience of the mortgage loans.

In general FHA, VA and RHS mortgage loans may be assumed by creditworthy purchasers of mortgaged properties from the original borrowers. In this way, property sales by borrowers can affect the rate of prepayment. In addition, if borrowers are able to refinance their loans by obtaining new loans secured by the same properties, any refinancing will affect the rate of prepayment. Furthermore, the seller made representations and warranties with respect to the mortgage loans and may have to repurchase the related loans if they materially breach those representations and warranties. Any such repurchases will increase the rate of prepayment.

Under certain limited circumstances, Fannie Mae has the option to repurchase from the trust any loan whose interest rate has been modified. Any such repurchase will have the same effect on the related certificates as borrower prepayments.

In addition, the servicer has the right under certain circumstances to recast the amortization schedule (based on a 30-year term) and/or extend the scheduled date of final payment on a

mortgage loan (but not beyond July 2044 for the Group 1 Classes or beyond June 2044 for the Group 2 Class). To the extent that the servicer so recasts the amortization schedule or extends the term of a mortgage loan, the weighted average lives of the related class or classes of certificates could be extended.

Exercise of any optional clean-up calls will have the same effect on the related classes as borrower prepayments of the related loans. The servicer may purchase all the remaining mortgage loans once the aggregate balance of the mortgage loans is reduced to 5% or less of its original level. If the servicer purchases the mortgage loans in this way, it would have the same effect as a prepayment in full of all the mortgage loans.

Concentration of mortgaged properties in certain states could lead to increased delinquencies, with the same effect as borrower prepayments. As of the issue date, the states with relatively high concentrations of mortgaged properties in each loan group are as follows:

- Loan Group 1: Texas (13.13%), Florida (7.35%), Georgia (6.39%) and Maryland (5.12%).
- Loan Group 2: Illinois (10.97%), Washington (8.54%), Georgia (8.15%), Maryland (7.99%) and Colorado (7.51%).

If the residential real estate markets in those states should experience an overall decline in property values, the rates of loan delinquencies in those states probably will increase and may increase substantially.

Reinvestment Risk

Generally, a borrower may prepay a mortgage loan at any time. As a result, we cannot predict the amount of principal payments on the certificates. The certificates may not be an appropriate investment for you if you require a specific amount of principal on a regular basis or on a specific date. Because interest rates fluctuate, you may not be able to reinvest the principal payments on the certificates at a rate of return that is as high as your rate of return on the certificates. You may have to reinvest those funds at a much lower rate of return. You should consider this risk in light of other investments that may be available to you.

Market and Liquidity Considerations

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.

A number of factors may affect the resale of certificates, including:

- the method, frequency and complexity of calculating principal and interest;
- the characteristics of the mortgage loans;
- past and expected prepayment levels of the mortgage loans and comparable loans;
- the outstanding principal amount of the certificates;
- the amount of certificates offered for resale from time to time;
- any legal restrictions or tax treatment limiting demand for the certificates;
- the availability of comparable securities;
- the level, direction and volatility of interest rates generally; and
- general economic conditions.

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.

Recent Severe Weather

In August and September 2004, several southeastern states, particularly the State of Florida, experienced severe weather, including several hurricanes. These storms resulted in property damage to many residential properties, and in some places, the extent of damage was great. Any concentration of properties securing the mortgage loans in any region, state or county may present unique risk considerations due to the possibility of material damage or destruction to such properties. In addition, natural disasters might result in a deterioration in housing prices in such a region, state or county, and, as a consequence, may result in greater losses experienced with respect to the mortgage loans. We cannot assure you that none of the mortgage loans were secured by property located in the affected areas, or that there is not a significant concentration of such properties in such affected areas.

Fannie Mae Guaranty Considerations

If we were unable to perform our guaranty obligations, certificateholders would receive only borrower payments and other recoveries on the mortgage loans. If that happened, delinquencies and defaults on the mortgage loans could directly affect the amounts that certificateholders would receive each month.

GENERAL

The material under this heading summarizes certain features of the Certificates and is not complete. You will find additional information about the Certificates in the other sections of this prospectus, as well as in the additional Disclosure Documents and the Trust Agreement. If we use a

capitalized term in this prospectus without defining it, you will find the definition of that term in the Trust Agreement.

Structure. We, the Federal National Mortgage Association (“Fannie Mae”), a corporation organized and existing under the laws of the United States, under the authority contained in Section 304(d) of the Federal National Mortgage Association Charter Act (12 U.S.C. 1716 *et seq.*), will create the Fannie Mae REMIC Trust specified on the cover of this prospectus (the “Trust”) 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 assets of the Trust will consist of two groups of mortgage loans (the “Group 1 Loans” and “Group 2 Loans” and, together, the “Mortgage Loans”) and will evidence the entire beneficial ownership interest in the payments of principal and interest on the Mortgage Loans. The Mortgage Loans are insured by the Federal Housing Administration (“FHA”) or partially guaranteed by the U.S. Department of Veterans Affairs (“VA”) or by the Rural Housing Service of the U.S. Department of Agriculture (“RHS”) and, as a result of past delinquency, have been repurchased from Ginnie Mae pools.

The Trust will constitute two “real estate mortgage investment conduits” (the “Upper Tier REMIC” and “Lower Tier REMIC” and each, a “REMIC”) under the Internal Revenue Code of 1986, as amended (the “Code”). The assets of the Upper Tier REMIC will consist of the Lower Tier Regular Interests. The assets of the Lower Tier REMIC will consist of the Mortgage Loans.

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

Characteristics of Certificates. The Certificates (except the R and RL Classes) will be represented by one or more certificates (the “DTC Certificates”) to be registered at all times in the name of the nominee of The Depository Trust Company (“DTC”), a New York-chartered limited purpose trust company, or any successor or depository selected or approved by us. We refer to the nominee of DTC as the “Holder” or “Certificateholder” of the DTC Certificates. DTC will maintain the DTC Certificates through its book-entry facilities. 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 the Certificates—Book-Entry Procedures” in this 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.

The Holder of the R Class will receive the proceeds of any remaining assets of the Upper Tier REMIC 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. See “—Special Characteristics of the R and RL Classes” in this prospectus.

Fannie Mae Guaranty. We guarantee that we will pay to the Holders of Certificates:

- required installments of principal and interest on the Certificates on time, and
- the remaining principal balance of each Class of Certificates no later than the Distribution Date in July 2044 for the Group 1 Classes and no later than the Distribution Date in June 2044 for the Group 2 Class, whether or not we have received sufficient payments.

If we were unable to perform these guaranty obligations, Certificateholders would receive only the amounts paid or advanced and other recoveries on the Mortgage Loans. If that happened, delinquencies and defaults on the Mortgage Loans would directly affect the amounts that Certificateholders would receive each month. Our guaranty is not backed by the full faith and credit of the United States.

Distribution Dates. We will make monthly payments on the 25th day of each calendar month, or the next business day if the 25th is not a business day. We refer to each such date as a “Distribution Date.” We will make the first payments to Certificateholders in December 2004.

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 23rd calendar day of each month, we will publish a class factor (carried to eight decimal places) for each Class of Certificates. When the factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of that Class, the product will equal the remaining principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month.

Authorized Denominations. We will issue the Certificates in the following denominations:

<u>Classes</u>	<u>Denominations</u>
All Interest Only and Principal Only 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.

Optional Termination by the Servicer. The Servicer may effect an early termination of the Trust as described under “The Trust Agreement—Termination” in this prospectus. We have no option to effect an early termination of the Lower Tier REMIC or the Trust. Further, we will not repurchase any of the Mortgage Loans in a “clean-up call.”

Combination and Recombination

General. You are permitted to exchange all or a portion of the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and 1-PO 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 and notional principal balances of these Classes, will depend upon any

related distributions of principal, as well as any exchanges that occur. REMIC Certificates and RCR Certificates in any combination may be exchanged only in the proportions shown on Schedule 1.

Procedures. If a Certificateholder wishes to exchange Certificates, the Certificateholder must notify our Structured Transactions Department through one of our “REMIC Dealer Group” dealers in writing or by telefax no later than two business days before the proposed exchange date. The exchange date can be any business day other than the first or last business day of the month subject to our approval. The notice must include the outstanding principal and notional 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 (or notional principal balance, if no 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 MORTGAGE LOANS

General

We expect that the Trust will consist of approximately 5,031 Mortgage Loans having an aggregate principal balance of approximately \$446,485,627 as of the Issue Date. This aggregate amount may vary by plus or minus 5%. Fannie Mae, as purchaser, and Lehman Brothers Holdings Inc., as seller (the “Seller”) and servicer (the “Servicer”), will be parties to a sale and servicing agreement dated as of the Issue Date (the “Sale and Servicing Agreement”).

The Mortgage Loans consist of two groups (“Loan Group 1” and “Loan Group 2”) of first lien, one- to four-family, fully amortizing loans. All of the Group 1 Loans bear fixed rates of interest. All of the Group 2 Loans bear adjustable rates of interest. All of the Mortgage Loans are FHA-insured or partially guaranteed by the VA or the RHS. Each Mortgage Loan is evidenced by a promissory note or

similar evidence of indebtedness (a “Mortgage Note”) that is secured by a first mortgage or deed of trust on a one- to four-family residential property. Each Mortgage Note requires the borrower to make monthly payments of principal and interest. We refer to the property that secures repayment of a Mortgage Loan as the “Mortgaged Property.”

Each Mortgage Loan provides that the obligor on the related Mortgage Note (the “borrower”) must make payments by a scheduled day of each month. This day is fixed at the time of origination. In addition, each Mortgage Loan provides that each borrower must pay interest on its outstanding principal balance at the rate specified or described in the related Mortgage Note (the “Mortgage Interest Rate”). Interest is calculated on the basis of a 360-day year consisting of twelve 30-day months. If a borrower makes a payment earlier or later than the scheduled due date, the amortization schedule will not change, nor will the relative application of such payment to principal and interest.

The information shown on Exhibit A summarizes certain assumed characteristics of the Mortgage Loans as of the Issue Date. The information in the tables is presented in aggregated form, on the basis of the characteristics specified in the tables, and does not reflect actual or assumed characteristics of any individual Mortgage Loan. The information in the tables does not give effect to prepayments received on the Mortgage Loans on or after the Issue Date.

Each of the Mortgage Loans was originated in accordance with the underwriting guidelines of FHA, VA or RHS, as the case may be, and was eligible to be included in a Ginnie Mae pool at the time of origination as permitted by the rules of the Government National Mortgage Association (“Ginnie Mae”). Substantially all the Mortgage Loans were pooled with Ginnie Mae and then purchased from the Ginnie Mae pool when the Mortgage Loan had a delinquency that was not cured for at least 90 days.

As of the Issue Date, no Mortgage Loan was more than 180 days contractually delinquent. Neither the Servicer nor Fannie Mae has the right to repurchase a Mortgage Loan from the Trust based upon the Issue Date contractual delinquency of that loan.

Group 1 Loans

The table below shows the contractual delinquency rates of the Group 1 Loans. A Mortgage Loan is “contractually delinquent” as of the Issue Date if delinquencies that occurred at any time during the term of the loan have not been cured.

Contractual Delinquency

Contractual Delinquency (Days)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance- Weighted # of Payments Last 3 Months	Balance- Weighted # of Payments Last 6 Months
Less than or equal to 29 ..	2,481	\$215,060,990.31	53.94%	7.243%	304	49	2.9	5.1
30- 59	1,132	95,943,703.55	24.06	7.278	305	49	2.9	5.4
60- 89	591	52,248,202.59	13.10	7.109	308	42	2.5	4.6
90-119	225	21,427,593.06	5.37	7.190	314	39	2.2	4.7
120-149	108	10,237,192.71	2.57	7.169	313	36	1.7	4.0
150-180	37	3,810,158.70	0.96	7.207	313	41	2.3	4.2
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

The Group 1 Loans are fixed-rate mortgage loans. The following tables set forth certain information, as of the Issue Date, as to the Group 1 Loans. References to “Principal Balance Outstanding” mean the aggregate of the Stated Principal Balances of the related Mortgage Loans as of the Issue Date. The sum of the percentage columns in the following tables may not equal 100% due to rounding.

Number of Payments Made in Last 3 Months (1)

Number of Payments Made in Last 3 Months	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
1*	1,035	\$ 91,006,357.58	22.82%	7.230%	306	46	1.0	3.8
2	1,108	96,108,169.56	24.10	7.160	307	47	2.0	5.2
3 or more	2,431	211,613,313.78	53.07	7.260	305	47	3.9	5.6
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

(1) As of the Issue Date, the balance weighted number of payments on the Group 1 Loans (based on their Issue Date Principal Balances) made in the last three months is approximately 3 payments.

* Assumed in the case of 556 Group 1 Loans having an aggregate principal balance outstanding of approximately \$47,911,704.24 as of the Issue Date. The Group 1 Loans covered by this assumption were less than or equal to 59 days delinquent as of the Issue Date.

Number of Payments Made in Last 6 Months (1)

Number of Payments Made in Last 6 Months	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
3*	1,302	\$108,191,314.10	27.13%	7.381%	300	53	1.7	3.0
4	735	64,169,680.21	16.09	7.202	306	46	2.8	4.0
5	961	86,159,549.66	21.61	7.129	310	44	3.0	5.0
6 or more	1,576	140,207,296.95	35.16	7.185	308	44	3.5	7.2
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

(1) As of the Issue Date, the balance weighted number of payments made on the Group 1 Loans (based on their Issue Date Principal Balances) made in the last six months is approximately 5 payments.

* Assumed in the case of 696 Group 1 Loans having an aggregate principal balance outstanding of approximately \$57,246,827.04 as of the Issue Date. The Group 1 Loans covered by this assumption were less than or equal to 59 days delinquent as of the Issue Date.

Issue Date Mortgage Loan Principal Balances (1)

Issue Date Mortgage Loan Principal Balances (\$)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0.01- 50,000.00	835	\$ 29,530,369.45	7.41%	8.310%	241	104
50,000.01-100,000.00	2,209	163,735,688.77	41.06	7.353	300	52
100,000.01-150,000.00	1,192	143,435,747.56	35.97	7.024	316	37
150,000.01-200,000.00	264	44,896,390.88	11.26	6.865	325	31
200,000.01-250,000.00	59	12,884,496.39	3.23	6.886	331	25
250,000.01-300,000.00	13	3,575,249.38	0.90	6.725	335	20
300,000.01-350,000.00	1	317,709.36	0.08	7.250	323	37
350,000.01-400,000.00	1	352,189.13	0.09	6.500	348	12
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>			

(1) As of the Issue Date, the average principal balance for the Group 1 Loans is expected to be approximately \$87,173.

Mortgage Interest Rates (1)

Mortgage Interest Rates (%)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
4.001- 4.500.....	7	\$ 1,025,667.69	0.26%	4.500%	346	14
4.501- 5.000.....	8	1,002,258.81	0.25	4.924	303	16
5.001- 5.500.....	64	7,551,189.77	1.89	5.479	315	16
5.501- 6.000.....	181	20,812,403.77	5.22	5.979	329	20
6.001- 6.500.....	680	72,487,789.46	18.18	6.467	324	29
6.501- 7.000.....	1,093	105,631,722.68	26.49	6.931	314	40
7.001- 7.500.....	1,094	96,702,809.41	24.25	7.415	306	48
7.501- 8.000.....	539	41,550,318.37	10.42	7.912	292	58
8.001- 8.500.....	442	28,950,275.49	7.26	8.431	277	75
8.501- 9.000.....	189	12,321,169.49	3.09	8.897	277	77
9.001- 9.500.....	133	6,103,855.29	1.53	9.458	233	120
9.501-10.000.....	65	2,136,794.13	0.54	10.000	173	185
10.001-10.500.....	39	1,354,895.37	0.34	10.500	168	192
10.501-11.000.....	9	250,424.68	0.06	11.000	156	199
11.001-11.500.....	11	253,734.25	0.06	11.500	103	239
11.501-12.000.....	9	265,514.56	0.07	12.000	124	236
12.001-12.500.....	5	104,909.38	0.03	12.500	110	247
12.501-13.000.....	1	72,371.66	0.02	13.000	115	18
13.501-14.000.....	3	103,949.65	0.03	14.000	88	272
15.001-15.500.....	1	28,199.27	0.01	15.500	94	266
16.001-16.500.....	1	17,587.74	(2)	16.500	87	273
Total.....	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average mortgage interest rate of the Group 1 Loans is expected to be approximately 7.229%.

(2) Less than 0.01%.

Original Terms to Stated Maturity (1)

Original Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
59-120	1	\$ 11,923.68	(2)	6.500%	18	102
121-180	106	5,209,700.11	1.31%	6.753	127	52
181-240	95	7,699,998.29	1.93	7.183	203	34
241-300	76	6,954,769.42	1.74	7.249	266	24
301-362	4,295	378,717,224.17	94.98	7.236	311	48
Greater than or equal to 363	1	134,225.25	0.03	6.500	336	42
Total.....	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average original term to stated maturity of the Group 1 Loans is expected to be approximately 353 months.

(2) Less than 0.01%.

Remaining Terms to Stated Maturity (1)

Remaining Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0-120	116	\$ 2,849,375.77	0.71%	8.799%	81	152
121-150	98	4,253,839.89	1.07	8.479	142	146
151-180	106	5,282,193.03	1.32	8.157	163	122
181-210	122	7,413,514.08	1.86	8.333	201	98
211-240	286	16,978,722.80	4.26	7.642	226	107
241-270	271	16,855,078.43	4.23	8.088	257	93
271-300	856	69,410,865.75	17.41	7.362	289	67
301-310	232	19,619,655.82	4.92	8.400	306	48
311-330	1,368	134,942,729.42	33.84	7.246	322	36
331 or more	1,119	121,121,865.93	30.38	6.577	339	21
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 1 Loans is expected to be approximately 306 months.

Mortgage Loan Ages (months) (1)

Mortgage Loan Ages (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
1- 24	859	\$ 95,051,998.01	23.84%	6.566%	329	15
25- 48	1,836	180,257,790.77	45.21	7.141	320	34
49- 72	724	58,691,072.10	14.72	7.653	294	63
73- 96	404	29,014,442.10	7.28	7.574	276	80
97-120	211	12,421,817.76	3.12	8.179	249	106
121-144	243	12,425,505.91	3.12	7.772	217	131
145-168	77	3,694,242.26	0.93	8.885	204	154
169-192	52	2,166,912.73	0.54	9.886	181	179
193-216	85	2,918,837.88	0.73	9.557	153	206
217-240	35	1,313,810.19	0.33	10.042	137	223
241-264	8	189,399.10	0.05	12.646	109	250
265-288	3	64,151.16	0.02	15.345	87	273
289-312	22	389,316.00	0.10	10.981	60	300
313-336	12	112,817.45	0.03	8.852	41	319
337-360	3	15,727.50	(2)	8.500	22	338
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average mortgage loan age of the Group 1 Loans is expected to be approximately 46.9 months.

(2) Less than 0.01%.

Geographic Distribution of Mortgaged Properties

State	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 1 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
Texas	674	\$ 52,346,061.29	13.13%	7.186%	297	48	2.6	4.8
Florida	366	29,290,559.36	7.35	7.299	305	49	2.8	5.0
Georgia	259	25,479,706.92	6.39	7.267	310	44	2.7	4.7
Maryland	192	20,432,013.33	5.12	7.289	301	52	2.6	4.9
Ohio	227	19,376,780.58	4.86	7.057	308	49	2.6	5.2
Other	2,856	251,802,719.44	63.15	7.234	307	46	2.8	5.2
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

Mortgage Loan Type

<u>Mortgage Loan Type</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 1 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>	<u>Balance- Weighted # of Payments Last 3 Months</u>	<u>Balance- Weighted # of Payments Last 6 Months</u>
FHA.....	3,830	\$329,915,615.88	82.74%	7.264%	308	45	2.8	5.1
VA	685	64,411,300.03	16.15	7.037	294	57	2.8	5.1
RHS	59	4,400,925.01	1.10	7.416	314	45	2.1	4.3
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

Bankruptcy Status

<u>Bankruptcy Status</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 1 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>	<u>Balance- Weighted # of Payments Last 3 Months</u>	<u>Balance- Weighted # of Payments Last 6 Months</u>
Not in Bankruptcy	4,249	\$370,941,165.81	93.03%	7.212%	307	46	2.8	5.1
In Bankruptcy	<u>325</u>	<u>27,786,675.11</u>	<u>6.97</u>	<u>7.452</u>	<u>295</u>	<u>58</u>	<u>3.0</u>	<u>4.8</u>
Total	<u>4,574</u>	<u>\$398,727,840.92</u>	<u>100.00%</u>					

Group 2 Loans

The table below shows the contractual delinquency rates of the Group 2 Loans. A Mortgage Loan is “contractually delinquent” as of the Issue Date if delinquencies that occurred at any time during the term of the loan have not been cured.

Contractual Delinquency

<u>Contractual Delinquency (Days)</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>	<u>Balance- Weighted # of Payments Last 3 Months</u>	<u>Balance- Weighted # of Payments Last 6 Months</u>
Less than or equal to 29 ..	181	\$19,674,110.70	41.20%	4.495%	312	48	3.5	6.4
30- 59.....	211	21,255,299.00	44.51	4.618	304	56	3.1	5.8
60- 89.....	40	3,901,660.71	8.17	4.522	305	55	2.3	5.2
90-119.....	15	1,897,851.79	3.97	4.504	318	42	2.1	5.5
120-149	7	715,161.34	1.50	4.480	310	50	2.2	3.9
150-180	<u>3</u>	<u>313,702.77</u>	<u>0.66</u>	<u>4.404</u>	<u>303</u>	<u>57</u>	<u>2.0</u>	<u>5.5</u>
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>					

Each Group 2 Loan has a Mortgage Interest Rate which is subject to adjustment on the dates (each such date, an “Interest Adjustment Date”) specified in the related Mortgage Note to equal the sum of the index, which is the weekly average yield on United States Treasury securities adjusted to a constant maturity of one year (“1 Year CMT”) plus a fixed percentage amount specified in the Mortgage Note (the “Mortgage Loan Margin”), subject to the limitations described in this paragraph. Generally, the index value used will be the value most recently published 30 days prior to the applicable Interest Adjustment Date. The Mortgage Interest Rate on each Group 2 Loan will not increase or decrease by more than 1.00% (the “Mortgage Interest Rate Periodic Cap”) on any Interest Adjustment Date. The Mortgage Interest Rate on each Group 2 Loan over the life of that Mortgage Loan will not exceed a specified maximum mortgage interest rate (the “Mortgage Interest Rate Life

Cap”) or be less than (x) a specified minimum Mortgage Interest Rate specified in the Mortgage Note, if any, or (y) the applicable Mortgage Loan Margin (the “Mortgage Interest Rate Life Floor”).

Number of Payments Made in Last 3 Months (1)

Number of Payments Made in Last 3 Months	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
1	41	\$ 4,170,225.22	8.73%	4.532%	304	56	1.0	4.9
2	114	11,730,560.31	24.56	4.451	308	52	2.0	5.4
3 or More	302	31,857,000.78	66.71	4.591	308	52	3.8	6.3
Total	457	\$47,757,786.31	100.00%					

(1) As of the Issue Date, the balance weighted number of payments on the Group 2 Loans (based on their Issue Date Principal Balances) made in the last three months is approximately 3 payments.

Number of Payments Made in Last 6 Months (1)

Number of Payments Made in Last 6 Months	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
3*	18	\$ 1,544,612.87	3.23%	4.516%	282	78	1.9	3.0
4	35	3,796,072.76	7.95	4.295	304	56	2.4	4.0
5	127	13,030,869.54	27.29	4.428	314	46	2.5	5.0
6 or more	277	29,386,231.14	61.53	4.641	307	53	3.6	6.8
Total	457	\$47,757,786.31	100.00%					

(1) As of the Issue Date, the balance weighted number of payments on the Group 2 Loans (based on their Issue Date Principal Balances) made in the last six months is approximately 6 payments.

* Assumed in the case of 6 Group 2 Loans having an aggregate principal balance outstanding of approximately \$407,980.73 as of the Issue Date. The Group 2 Loans covered by this assumption were less than or equal to 59 days delinquent as of the Issue Date.

Issue Date Mortgage Loan Principal Balance (1)

Issue Date Mortgage Loan Principal Balances (\$)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
0.01- 50,000.00	38	\$ 1,559,774.86	3.27%	4.821%	262	98
50,000.01-100,000.00	198	14,730,305.20	30.84	4.742	284	76
100,000.01-150,000.00	151	18,270,415.14	38.26	4.466	315	45
150,000.01-200,000.00	48	8,114,718.29	16.99	4.414	327	33
200,000.01-250,000.00	17	3,720,743.68	7.79	4.468	336	24
250,000.01-300,000.00	4	1,047,000.24	2.19	4.473	331	29
300,000.01-350,000.00	1	314,828.90	0.66	4.000	331	29
Total	457	\$47,757,786.31	100.00%			

(1) As of the Issue Date, the average principal balance for the Group 2 Loans is expected to be approximately \$104,503.

Current Mortgage Interest Rates (1)

Current Mortgage Interest Rates (%)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
3.001-3.500	9	\$ 1,370,244.24	2.87%	3.313%	336	24
3.501-4.000	57	6,496,787.61	13.60	3.928	319	41
4.001-4.500	128	13,448,193.40	28.16	4.306	313	47
4.501-5.000	195	21,508,125.63	45.04	4.727	310	50
5.001-5.500	32	2,242,271.05	4.70	5.242	258	102
5.501-6.000	24	1,894,283.19	3.97	5.850	264	96
6.001-6.500	12	797,881.19	1.67	6.125	263	97
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average mortgage interest rate of the Group 2 Loans is expected to be approximately 4.551%.

Original Terms to Maturity (1)

Original Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
301-362	457	\$47,757,786.31	100.00%	4.551%	308	52
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average original term to stated maturity of the Group 2 Loans is expected to be approximately 360 months.

Remaining Terms to Maturity (1)

Remaining Terms to Stated Maturity (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
152-181	2	\$ 101,822.53	0.21%	4.250%	169	191
182-211	5	275,766.33	0.58	4.568	207	153
212-241	47	3,274,810.63	6.86	4.561	231	129
242-271	64	4,483,045.68	9.39	5.171	261	99
272-301	95	8,269,775.84	17.32	4.859	288	72
302-310	42	4,565,667.03	9.56	4.537	305	55
311-330	86	11,136,973.48	23.32	4.306	325	35
331-360	116	15,649,924.79	32.77	4.389	339	21
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average remaining term to stated maturity of the Group 2 Loans is expected to be approximately 308 months.

Mortgage Loan Ages (1)

Mortgage Loan Ages (months)	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)
1- 24	51	\$ 7,438,993.50	15.58%	4.236%	345	15
25- 48	149	19,204,645.57	40.21	4.401	329	31
49- 72	91	9,398,487.98	19.68	4.594	301	59
73- 96	75	5,433,249.20	11.38	5.103	274	86
97-120	40	2,816,939.62	5.90	5.268	255	105
121-144	40	2,864,476.99	6.00	4.447	231	129
145-168	9	499,170.92	1.05	4.822	210	150
169-192	1	50,278.82	0.11	4.250	175	185
193-216	1	51,543.71	0.11	4.250	164	196
Total	<u>457</u>	<u>\$ 47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average mortgage loan age of the Group 2 Loans is expected to be approximately 52.2 months.

Mortgage Interest Rate Life Caps (1)

<u>Mortgage Interest Rate Life Caps (%)</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>
8.001- 8.500	4	\$ 608,978.52	1.28%	3.583%	351	9
8.501- 9.000	13	1,904,239.41	3.99	4.082	343	17
9.001- 9.500	44	5,817,483.76	12.18	4.334	338	22
9.501-10.000	63	8,044,616.53	16.84	4.359	322	38
10.001-10.500	92	9,938,604.79	20.81	4.525	310	50
10.501-11.000	78	8,077,326.55	16.91	4.632	300	60
11.001-11.500	70	5,705,129.74	11.95	4.831	284	76
11.501-12.000	56	4,890,427.65	10.24	4.866	287	73
12.001-12.500	29	2,187,447.38	4.58	4.836	280	80
12.501-13.000	5	412,382.60	0.86	4.889	278	82
13.001-13.500	2	120,870.56	0.25	4.752	186	174
13.501-14.000	1	50,278.82	0.11	4.250	175	185
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average mortgage interest rate life cap of the Group 2 Loans is expected to be approximately 10.619%.

Mortgage Interest Rate Life Floors (1) (2)

<u>Mortgage Interest Rate Life Floors (%)</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>
1.501-2.000	69	\$ 6,313,484.18	13.22%	4.129%	287	73
2.001-2.500	56	6,211,633.50	13.01	4.344	323	37
2.501-3.000	329	35,067,298.52	73.43	4.665	309	51
3.001-3.500	1	51,543.71	0.11	4.250	164	196
3.501-4.000	1	49,214.48	0.10	3.875	233	127
6.001-6.500	1	64,611.92	0.14	4.625	281	79
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) The Mortgage Interest Rate Life Floor is equal to the greater of (x) the minimum Mortgage Interest Rate specified in the Mortgage Note, if any, or (y) the applicable Mortgage Interest Rate Margin.

(2) As of the Issue Date, the weighted average Mortgage Interest Rate Life Floor of the Group 2 Loans is expected to be approximately 2.639%, the minimum Mortgage Interest Rate Life Floor of the Group 2 Loans is expected to be approximately 2.000% and the maximum Mortgage Interest Rate Life Floor is expected to be approximately 6.500%.

Next Interest Rate Adjustment Dates

<u>Next Interest Rate Adjustment Dates</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>
January 2005	135	\$13,621,636.15	28.52%	4.706%	309	51
April 2005	87	9,289,181.85	19.45	4.144	313	47
July 2005	109	12,205,166.27	25.56	4.500	311	49
October 2005	126	12,641,802.04	26.47	4.734	299	61
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

Mortgage Interest Rate Margins (1)

<u>Mortgage Interest Rate Margins (%)</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>
1.751-2.000	76	\$ 6,790,287.35	14.22%	4.154%	284	76
2.001-2.250	27	3,816,751.29	7.99	4.234	348	12
2.251-2.500	24	2,074,883.69	4.34	4.554	287	73
2.501-2.750	251	28,234,914.38	59.12	4.594	312	48
2.751-3.000	78	6,791,735.12	14.22	4.952	297	63
3.501-3.750	1	49,214.48	0.10	3.875	233	127
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

(1) As of the Issue Date, the weighted average Mortgage Interest Rate Margin of the Group 2 Loans is expected to be approximately 2.627%.

Mortgage Interest Rate Periodic Cap

<u>Mortgage Interest Rate Periodic Cap (%)</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>
1.000	457	\$47,757,786.31	100.00%	4.551%	308	52
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>			

Geographic Distribution of Mortgaged Properties

<u>State</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>	<u>Balance-Weighted # of Payments Last 3 Months</u>	<u>Balance-Weighted # of Payments Last 6 Months</u>
Illinois	39	\$ 5,240,413.87	10.97%	4.600%	316	44	3.6	6.3
Washington	27	4,076,756.41	8.54	4.320	315	45	3.4	5.8
Georgia	36	3,894,543.84	8.15	4.687	318	42	3.5	6.2
Maryland	37	3,815,102.91	7.99	4.627	299	61	3.4	6.1
Colorado	23	3,586,765.07	7.51	4.349	327	33	2.5	5.8
Other	295	27,144,204.21	56.84	4.573	302	58	3.0	5.9
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>					

Mortgage Loan Type

<u>Mortgage Loan Type</u>	<u>Number of Mortgage Loans</u>	<u>Principal Balance Outstanding</u>	<u>Percent of Principal Balance of Group 2 Loans</u>	<u>Weighted Average Mortgage Interest Rate</u>	<u>WAM (months)</u>	<u>Weighted Average Mortgage Loan Age (months)</u>	<u>Balance-Weighted # of Payments Last 3 Months</u>	<u>Balance-Weighted # of Payments Last 6 Months</u>
FHA	445	\$46,810,860.17	98.02%	4.552%	309	51	3.1	6.0
VA	12	946,926.14	1.98	4.494	234	126	2.6	5.6
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>					

Bankruptcy Status

Bankruptcy Status	Number of Mortgage Loans	Principal Balance Outstanding	Percent of Principal Balance of Group 2 Loans	Weighted Average Mortgage Interest Rate	WAM (months)	Weighted Average Mortgage Loan Age (months)	Balance-Weighted # of Payments Last 3 Months	Balance-Weighted # of Payments Last 6 Months
Not in Bankruptcy	416	\$43,948,059.11	92.02%	4.533%	308	52	3.1	5.9
In Bankruptcy	41	3,809,727.20	7.98	4.766	301	59	3.4	6.1
Total	<u>457</u>	<u>\$47,757,786.31</u>	<u>100.00%</u>					

Fannie Mae Mortgage Purchase Program

General

We summarize below certain aspects of our program for purchasing residential mortgage loans for inclusion in a given pool. We may grant exceptions to the requirements of the program for a particular transaction. In several instances, the characteristics of the Mortgage Loans included in the Trust do not match the criteria described below. For more specific details regarding the Mortgage Loans included in the Trust see “The Mortgage Loans—General” above.

The mortgage loans we purchase must meet standards required by the law under which we were chartered, which we refer to as the Charter Act. These standards require that the mortgage loans be, in our judgment, of a quality, type and class consistent with the purchase standards imposed by private institutional mortgage investors. Consistent with those requirements, and with the purposes for which we were chartered, we establish eligibility criteria and policies for the mortgage loans we purchase, for the sellers from whom we purchase loans, and for the servicers who service our mortgage loans.

Selling and Servicing Guides

Our eligibility criteria and policies, summarized below, are set forth in our Selling and Servicing Guides and updates and amendments to these Guides. We amend our Guides and our eligibility criteria and policies from time to time. This means it is possible that not all the mortgage loans in a particular pool will be subject to the same eligibility standards. It also means that the standards described in the Guides may not be the same as the standards that applied when loans in a particular pool were originated. We may also waive or modify our eligibility and loan underwriting requirements or policies when we purchase mortgage loans.

Mortgage Loan Eligibility Standards—Government Insured Loans

Dollar Limitations

The Charter Act sets no maximum dollar limitations on the loans that we can purchase if the loans are government loans.

The maximum loan amount for FHA-insured single-family mortgage loans is established by statute. As of January 2004, the basic maximum loan amount for most FHA-insured single-family mortgage loans is \$160,176 for a one-unit dwelling, \$205,032 for a two-unit dwelling, \$247,824 for a three-unit dwelling, and \$307,992 for a four-unit dwelling. In high-cost areas, as designated by HUD/FHA, the maximum loan amount may be increased up to \$290,319 for a one-unit dwelling, \$371,621 for a two-unit dwelling, \$449,181 for a three-unit dwelling, and \$558,236 for a four-unit dwelling. In addition, the maximum loan amount for FHA-insured mortgages secured by property located in Alaska, Guam, Hawaii, and the Virgin Islands may be adjusted up to 150% of HUD/FHA’s high-cost area limits. We purchase FHA mortgages up to the maximum original principal amount that the FHA will insure for the area in which the property is located.

The VA does not establish a maximum loan amount for VA guaranteed loans secured by single-family one- to four-unit properties. We will purchase VA mortgages up to our current maximum original principal amount for conforming loans secured by similar one- to four-unit properties.

The RHS has no maximum dollar limit for loans it guarantees. We will purchase RHS mortgages up to our current maximum original principal amount for conforming loans secured by similar one- to four-unit properties.

Loan-to-Value Ratios

The maximum loan-to-value ratio for FHA-insured and VA-guaranteed mortgage loans we purchase is the maximum established by the FHA or VA for the particular program under which the mortgage was insured or guaranteed.

The maximum loan-to-value ratio for RHS mortgage loans we purchase is 100%. The value used in calculating the loan-to-value ratio is the appraised value of the related mortgaged property, even if that appraised value exceeds the purchase price of the property.

Underwriting Guidelines

FHA-insured, VA-guaranteed and RHS-guaranteed mortgage loans that we purchase must be originated in accordance with the applicable requirements and underwriting standards of the agency providing the insurance or guaranty. Each insured or guaranteed loan that we purchase must have in effect a valid mortgage insurance certificate or loan guaranty certificate. In the case of VA loans, the unguaranteed portion of the VA loan amount cannot be greater than 75% of the purchase price of the property or 75% of the VA's valuation estimate, whichever is less.

DESCRIPTION OF THE CERTIFICATES

Book-Entry Procedures

DTC. DTC is a limited-purpose trust company organized under the laws of the State of New York and is a member of the U.S. Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered under Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities for DTC participants and facilitates the clearance and settlement of transactions between DTC participants through electronic book-entry changes to accounts of DTC participants.

Title to DTC Certificates. The DTC Certificates will be registered at all times in the name of the nominee of DTC. Under its normal procedures, DTC will record the amount of Certificates held by each firm which participates in the book-entry system of DTC (each, a "DTC Participant"), whether held for its own account or on behalf of another person. Initially, we will act as paying agent for the Certificates. In addition, US Bank will perform certain administrative functions in connection with the Certificates.

A "beneficial owner" or an "investor" is anyone who acquires a beneficial ownership interest in the DTC Certificates. As an investor, you will not receive a physical certificate. Instead, your interest will be recorded on the records of the brokerage firm, bank, thrift institution or other financial intermediary (a "financial intermediary") that maintains an account for you. In turn, the record ownership of the financial intermediary that holds your DTC Certificates will be recorded by DTC. If the intermediary is not a DTC Participant, the record ownership of the intermediary will be recorded by a DTC Participant acting on its behalf. Therefore, you must rely on these various arrangements to transfer your beneficial ownership interest in the DTC Certificates only under the procedures of your financial intermediary and of DTC Participants. In general, ownership of DTC Certificates will be subject to the prevailing rules, regulations and procedures governing the DTC and DTC Participants.

Method of Payment. We will direct payments on the DTC Certificates to DTC in immediately available funds. In turn, DTC will credit the payments to the accounts of the appropriate DTC Participants, in accordance with the DTC's procedures. These procedures currently provide for payments made in same-day funds to be settled through the New York Clearing House. DTC Participants and financial intermediaries will direct the payments to the investors in DTC Certificates that they represent.

Interest Payments on the Certificates

Categories of Classes—Interest. 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	1-A-1, 1-A-2, 1-A-3 and 1-A-4
Weighted Average Coupon	1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4
Interest Only	1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4
Principal Only	1-PO
RCR**	PT-1 and PT-2
Group 2 Class	
Weighted Average Coupon	2-A
No Payment Residual	R and RL

* See “—Class Definitions and Abbreviations” below.

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

Interest Calculation. We will pay interest on the Certificates at the applicable annual interest rates shown on the cover or described in this prospectus. We will calculate interest based on a 360-day year consisting of twelve 30-day months. We will pay interest monthly on each Distribution Date, beginning in December 2004.

The Dealer will treat the 1-PO Class as a Delay Class solely for the purpose of facilitating trading.

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

We will apply interest payments from exchanged REMIC Certificates, on a pro rata basis, following any exchanges.

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

<u>Classes</u>	<u>Interest Accrual Period</u>
All interest-bearing Classes	Calendar month preceding the month in which the Distribution Date occurs

Notional Classes. The 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes will be Notional Classes. The Notional Classes will have no principal balances.

During each Interest Accrual Period, the 1-IO-1 Class will bear interest on its notional principal balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1b Loans (weighted on the basis of their respective Stated Principal Balances) *minus* the interest rate of the 1-A-1 Class. The notional principal balance of the 1-IO-1 Class will equal 100% of the aggregate Stated Principal Balance of the Category 1b Loans immediately before the related Distribution Date.

During each Interest Accrual Period, the 1-IO-2 Class will bear interest on its notional principal balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1c Loans (weighted on the basis of their respective Stated Principal Balances) *minus* the interest rate of the 1-A-2 Class. The notional principal balance of the 1-IO-2 Class will equal 100% of the aggregate Stated Principal Balance of the Category 1c Loans immediately before the related Distribution Date.

During each Interest Accrual Period, the 1-IO-3 Class will bear interest on its notional principal balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1d Loans (weighted on the basis of their respective Stated Principal Balances) *minus* the interest rate of the 1-A-3 Class. The notional principal balance of the 1-IO-3 Class will equal 100% of the aggregate Stated Principal Balance of the Category 1d Loans immediately before the related Distribution Date.

During each Interest Accrual Period, the 1-IO-4 Class will bear interest on its notional principal balance at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Category 1e Loans (weighted on the basis of their respective Stated Principal Balances) *minus* the interest rate of the 1-A-4 Class. The notional principal balance of the 1-IO-4 Class will equal 100% of the aggregate Stated Principal Balance of the Category 1e Loans immediately before the related Distribution Date.

During each Interest Accrual Period, the PT-1 Class will bear interest on its notional principal balance at a per annum rate equal to the weighted average of the interest rates of the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes for that Interest Accrual Period (weighted on the basis of their respective notional principal balances). The notional principal balance of the PT-1 Class will equal the sum of aggregate Stated Principal Balances of the Category 1b Loans, Category 1c Loans, Category 1d Loans and Category 1e Loans immediately before the related Distribution Date.

We define certain capitalized terms used in this section under “—Certain Definitions Relating to Payments on the Certificates” below.

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

The PT-2 Class. During each Interest Accrual Period, each Certificate of the PT-2 Class will bear interest in an amount equal to the aggregate of the interest accrued during that Interest Accrual Period on the Certificates of the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes exchanged for that PT-2 Class Certificate. Accordingly, the amount of interest payable on the PT-2 Class will not be calculated based on its principal balance.

2-A Class. We will pay interest on the 2-A Class at a per annum rate equal to the weighted average of the Net Mortgage Rates of the Group 2 Loans (weighted on the basis of their respective Stated Principal Balances).

Principal Payments on the Certificates

Categories of Classes—Principal. For the purpose of principal payments, the Classes will be categorized as follows:

<u>Principal Type*</u>	<u>Classes</u>
Group 1 Classes	
Pass-Through	1-A-1, 1-A-2, 1-A-3, 1-A-4 and 1-PO
Notional	1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4
RCR**	PT-1 and PT-2
Group 2 Class	
Pass-Through	2-A
No Payment Residual	R and RL

* See “—Class Definitions and Abbreviations.”

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

General. The outstanding principal balance of any Certificate as of any date of determination is equal to the initial outstanding principal balance of that Certificate, reduced by all amounts previously paid as principal on that Certificate.

We define certain capitalized terms used in the following section under “—Certain Definitions Relating to Payments on the Certificates” below.

Principal Distribution Amount

Group 1 Principal Distribution Amount

On the Distribution Date in each month, we will pay principal in an aggregate amount (the “Group 1 Principal Distribution Amount”) equal to the *sum* of the following:

- the Category 1a Non-PO Principal Distribution Amount,
plus
- the Category 1a PO Principal Distribution Amount,
plus
- the Category 1b Principal Distribution Amount,
plus
- the Category 1c Principal Distribution Amount,
plus
- the Category 1d Principal Distribution Amount,
plus
- the Category 1e Principal Distribution Amount.

On each Distribution Date, we will pay the aggregate of the Category 1a Non-PO Principal Distribution Amount and the Category 1b Principal Distribution Amount, as principal of the 1-A-1 Class, until its principal balance is reduced to zero.	} Pass-Through Classes
On each Distribution Date, we will pay the Category 1a PO Principal Distribution Amount as principal of the 1-PO Class, until its principal balance is reduced to zero.	
On each Distribution Date, we will pay the Category 1c Principal Distribution Amount as principal of the 1-A-2 Class, until its principal balance is reduced to zero.	
On each Distribution Date, we will pay the Category 1d Principal Distribution Amount as principal of the 1-A-3 Class, until its principal balance is reduced to zero.	
On each Distribution Date, we will pay the Category 1e Principal Distribution Amount as principal of the 1-A-4 Class, until its principal balance is reduced to zero.	

Group 2 Principal Distribution Amount

On each Distribution Date, we will pay the Group 2 Principal Distribution Amount as principal of the 2-A Class, until its principal balance is reduced to zero.	} Pass-Through Class
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We will apply principal payments from exchanged REMIC Certificates, on a pro rata basis, following any exchanges.

Certain Definitions Relating to Payments on the Certificates

Category 1a Loans. Group 1 Loans having Net Mortgage Rates less than or equal to 6.0%.

Category 1a Non-PO Percentage. For any Category 1a Loan, the related Net Mortgage Rate divided by 6.0%, expressed as a percentage.

Category 1a Non-PO Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1a Loans, without duplication:

- the applicable Category 1a Non-PO Percentage of the monthly payment of principal due on each Category 1a Loan during the related Due Period, *plus*
- the applicable Category 1a Non-PO Percentage of the Stated Principal Balance of each Category 1a Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the applicable Category 1a Non-PO Percentage of the Stated Principal Balance of each Category 1a Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- the applicable Category 1a Non-PO Percentage of any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1a Loan.

Category 1a PO Percentage. For any Category 1a Loan, (6.0% *minus* the related Net Mortgage Rate) *divided* by 6.0%, expressed as a percentage.

Category 1a PO Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1a Loans, without duplication:

- the applicable Category 1a PO Percentage of the monthly payment of principal due on each Category 1a Loan during the related Due Period, *plus*
- the applicable Category 1a PO Percentage of the Stated Principal Balance of each Category 1a Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*

- the applicable Category 1a PO Percentage of the Stated Principal Balance of each Category 1a Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- the applicable Category 1a PO Percentage of any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1a Loan.

Category 1b Loans. Group 1 Loans having Net Mortgage Rates greater than 6.0% and less than 6.5%.

Category 1b Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1b Loans, without duplication:

- the monthly payment of principal due on each Category 1b Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1b Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1b Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1b Loan.

Category 1c Loans. Group 1 Loans having Net Mortgage Rates equal to or greater than 6.5% and less than 7.00%.

Category 1c Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1c Loans, without duplication:

- the monthly payment of principal due on each Category 1c Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1c Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1c Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1c Loan.

Category 1d Loans. Group 1 Loans having Net Mortgage Rates equal to or greater than 7.00% and less than 7.50%.

Category 1d Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1d Loans, without duplication:

- the monthly payment of principal due on each Category 1d Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1d Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1d Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1d Loan.

Category 1e Loans. Group 1 Loans having Net Mortgage Rates equal to or greater than 7.50%.

Category 1e Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Category 1e Loans, without duplication:

- the monthly payment of principal due on each Category 1e Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1e Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the Stated Principal Balance of each Category 1e Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- any partial or full principal prepayment reported as having been received during the related Due Period from borrowers on any Category 1e Loan.

Due Date. For any Distribution Date, the first day of the calendar month in which that Distribution Date occurs.

Due Period. For any Distribution Date, the period beginning on the second day of the month immediately preceding the month in which that Distribution Date occurs and ending on the first day of the month in which that Distribution Date occurs.

Group 2 Principal Distribution Amount. For any Distribution Date, the aggregate of the following amounts for all Group 2 Loans, without duplication:

- the monthly payment of principal due on each Group 2 Loan during the related Due Period, *plus*
- the Stated Principal Balance of each Group 2 Loan that Fannie Mae, the Servicer or the Seller repurchases during the related Due Period, *plus*
- the Stated Principal Balance of each Group 2 Loan reported as having become a Liquidated Loan during the related Due Period, *plus*
- any partial or full principal repayment reported as having been received during the related Due Period from borrowers on any Group 2 Loan.

Liquidated Loan. A defaulted Mortgage Loan with respect to which the Servicer has concluded that the full amount finally recoverable on account of that loan has been received, whether or not this amount is equal to the principal balance of that loan.

Net Mortgage Rate. For any Mortgage Loan, the Mortgage Interest Rate of that loan minus the sum of (i) the Servicing Fee Rate and (ii) the rate at which the Guaranty Fee is calculated with respect to that loan.

Servicing Fee Rate. The percentage identified on the Mortgage Loan Schedule.

Stated Principal Balance. The unpaid principal balance of a Mortgage Loan (or the scheduled unpaid principal balance thereof, in the case of Mortgage Loans that are delinquent) as of the Issue Date reduced by all amounts representing principal received or advanced by the Servicer and previously paid to Certificateholders with respect to that loan.

Class Definitions and Abbreviations

Classes of Certificates fall into different categories. The following chart identifies and generally defines the categories of Classes specified on the cover page of this prospectus.

<u>Abbreviation</u>	<u>Category of Class</u>	<u>Definition</u>
INTEREST TYPES		
FIX	Fixed Rate	Has an interest rate that is fixed throughout the life of the class.
IO	Interest Only	Receives some or all of the interest payments made on the related mortgage loans or other assets of the trust but little or no principal. Interest Only Classes have either a notional or a nominal principal balance. A notional principal balance is the amount used as a reference to calculate amount of interest due on an Interest Only Class. A nominal principal balance represents actual principal that will be paid on the Class. It is referred to as nominal since it is extremely small compared to other classes.
NPR	No Payment Residual	Receives no payments of interest.
PO	Principal Only	Does not bear interest and is entitled to receive only payments of principal.
WAC	Weighted Average Coupon	Has an interest rate that represents an effective weighted average interest rate that may change from period to period.
PRINCIPAL TYPES		
NPR	No Payment Residual	Receives no payments of principal.
NTL	Notional	Has no principal balance and bears interest on its notional principal balance. The notional principal balance is used to determine interest payments on an Interest Only Class that is not entitled to principal.
PT	Pass-Through	Is designed to receive principal payments in direct relation to actual or scheduled payments on some or all of the related mortgage loans.

Special 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 Upper Tier REMIC remain after the principal balances of all Classes are reduced to zero, we will pay the Holder of the R Class the proceeds of 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. We do not expect that any material assets will remain in either case.

No Residual Certificate may be transferred to a “disqualified organization” or to anyone acting on behalf of a disqualified organization. The term “transfer” can include any transfer of record ownership or of beneficial ownership, whether as a result of a sale, gift, pledge, default or otherwise. The term “disqualified organization” includes the United States, any State or other political subdivision, any foreign government, any international organization, or any agency or instrumentality of any of them (other than certain taxable instrumentalities), any cooperative organization furnishing electric energy or providing telephone service to persons in rural areas, or any organization (other than a farmers’

cooperative) that is exempt from federal income tax, unless such organization is subject to a tax on unrelated business income. Each person or entity to which the R or RL Certificate is transferred will be required to execute an affidavit, acceptable to us, stating that:

- the transferee is a “U.S. Person” (as defined below) or a foreign person subject to United States income taxation on a net basis on income derived from that Certificate;
- 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;
- the transferee is not a disqualified organization,
- it is not acquiring the R or RL Certificate for the account of a disqualified organization,
- it consents to any amendment of the Trust Agreement that we deem necessary (upon the advice of our counsel) to ensure that the R or RL Certificate will not be owned directly or indirectly by a disqualified organization,
- it is not acquiring the R or RL Certificate to avoid or impede the assessment or collection of tax,
- it understands that it may incur tax liabilities in excess of any cash that it will receive on the R or RL Certificate,
- it intends to pay taxes on the R or RL Certificate as they become due,
- it will not cause income from the R or RL Certificate to be attributed to a foreign permanent establishment or fixed base of the transferee or another taxpayer, and
- it will not transfer the R or RL Certificate unless it has received from the new transferee an affidavit containing these same ten representations and it does not have actual knowledge that this other affidavit is false.

See “Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of a Residual Certificate—Sales and Other Dispositions of a Residual Certificate—Residual Certificate Transferred to or Held by Disqualified Organizations*” in this prospectus. The transferee also must deliver a properly executed Internal Revenue Service Form W-9 (or, if applicable, a Form W-8ECI) in which the transferee provides its taxpayer identification number. In addition, if a pass-through entity (including a nominee) holds an R or RL Class Certificate, it may be subject to additional taxes if a disqualified organization is a record holder in the entity.

No R or RL Certificate may be transferred 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 without our written consent. The term “U.S. Person” means

- a citizen or resident of the United States;
- a corporation, partnership or other entity created under the laws of the United States or any of the states or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of the source of its income; or
- a trust if a court within the United States can exercise primary supervision over its administration and one or more U.S. Persons have the authority to control all substantial decisions of the trust.

Under regulations issued by the Treasury Department (the “Regulations”), if a “noneconomic residual interest” is transferred, the transfer 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.

Under the Regulations, the phrase “a significant purpose of the transfer to impede the assessment or collection of tax” means that the transferor of the R or RL Class Certificate had “improper knowledge” at the time of the transfer. In other words, the transferor 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 related REMIC. A transferor is presumed not to have improper knowledge if four conditions are met. First, the transferor conducts, at the time of the transfer, a reasonable investigation of the financial condition of the transferee and, based on the results, finds that the transferee has historically paid its debts as they come due and finds no significant evidence to indicate that the transferee will not continue to pay its debts as they come due in the future. Second, the transferee makes certain representations to the transferor in the affidavit relating to disqualified organizations discussed above. Third, the transferee makes the representation to the transferor in the affidavit relating to foreign permanent establishments discussed above. Fourth, the transfer satisfies either the “asset test” or the “formula test.” If you plan to transfer an R or RL Class Certificate, you should consult your own tax advisor for further information.

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” as defined in section 860L(a)(2) of the Code and it agrees in writing that any subsequent transfer of the residual interest 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 interest will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the R or RL Class Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Certificate, (ii) expected future distributions on that Certificate, and (iii) anticipated tax savings associated with holding that 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 an actual transfer of the R or RL Class Certificate.

The Holder of the R Class will be considered to be the holder of the “residual interest” in the REMIC constituted by the Upper Tier REMIC, 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—REMIC Elections and Special Tax Attributes.” Pursuant to the Trust Agreement we will be obligated to provide to the Holder or Holders of the R and RL Classes (i) information that they need to prepare their federal income tax returns and (ii) any reports regarding the R or RL Class that may be required under the Code.

Structuring Assumptions

Pricing Assumptions. Except where otherwise noted, the information in the tables in this prospectus has been prepared on the basis of (i) the assumed characteristics of the Mortgage Loans set forth herein on Exhibit A and (ii) the following assumptions (collectively, the “Pricing Assumptions”):

- payments on all Mortgage Loans are due and received on the first day of each month;
- each year consists of twelve 30-day months;
- the Mortgage Loans prepay at the CPR levels specified in the related table;
- 1 year CMT is equal to 2.285%;
- the Servicer does not exercise its repurchase option;

- the settlement date for the sale of the Certificates occurs on November 30, 2004; and
- each Distribution Date for the Certificates occurs on the 25th day of the month, beginning in December 2004.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus is the “Constant Prepayment Rate” or “CPR” model. The CPR model represents an assumed *constant* rate of prepayment each month, expressed as a per annum percentage of the then outstanding principal balance of the pool of mortgage loans. *This model does not purport to be an historical description of the prepayment experience of any pool of mortgage loans or a prediction of the anticipated rate of prepayment of any pool of mortgage loans, including the Mortgage Loans. It is highly unlikely that the Mortgage Loans will prepay at any constant percentage of the Prepayment Assumption or at any other constant rate.*

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 CPR. 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 such assumed streams of cash flows to equal the assumed aggregate purchase prices of such Classes, and
- converting such 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 such 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.

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 CPR. Moreover, it is unlikely that

- the Mortgage Loans will prepay at a constant percentage of CPR until maturity, or
- all of such Mortgage Loans will prepay at the same rate.

***The Interest Only Classes.* The yields to investors in the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes will be very sensitive to the rate of principal payments (including prepayments) of the related Mortgage Loans. The Mortgage Loans can be prepaid at any time without penalty. As illustrated in the tables below, it is possible that investors in the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes would lose money on their initial investments under certain prepayment scenarios.**

We cannot assure you that:

- the Mortgage Loans will prepay at any of the assumed rates in this prospectus or at any other particular rate;

- the pre-tax yields on the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes will correspond to the pre-tax yields shown in this prospectus; or
- the aggregate purchase prices of the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes will be the prices assumed below.

The information shown in the following yield tables has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase prices of the 1-IO-1, 1-IO-2, 1-IO-3, 1-IO-4 and PT-1 Classes (expressed in each case as a percentage of the original notional principal balance) are as follows:

<u>Class</u>	<u>Price*</u>
1-IO-1	0.85%
1-IO-2	0.80%
1-IO-3	0.75%
1-IO-4	1.50%
PT-1	1.00%

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

Sensitivity of the 1-IO-1 Class to Prepayments*

	<u>CPR Prepayment Assumption</u>				
	<u>3%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	37.7%	22.9%	9.8%	(4.3)%	(27.7)%

* Applies only to Category 1b Loans.

Sensitivity of the 1-IO-2 Class to Prepayments*

	<u>CPR Prepayment Assumption</u>				
	<u>3%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	38.6%	23.7%	10.5%	(3.6)%	(27.1)%

* Applies only to Category 1c Loans.

Sensitivity of the 1-IO-3 Class to Prepayments*

	<u>CPR Prepayment Assumption</u>				
	<u>3%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	41.4%	26.5%	13.1%	(1.2)%	(24.9)%

* Applies only to Category 1d Loans.

Sensitivity of the 1-IO-4 Class to Prepayments*

	<u>CPR Prepayment Assumption</u>				
	<u>3%</u>	<u>15%</u>	<u>25%</u>	<u>35%</u>	<u>50%</u>
Pre-Tax Yields to Maturity	49.5%	34.1%	20.4%	5.7%	(18.8)%

* Applies only to Category 1e Loans.

Sensitivity of the PT-1 Class to Prepayments*

	CPR Prepayment Assumption				
	3%	15%	25%	35%	50%
Pre-Tax Yields to Maturity	38.4%	23.6%	10.4%	(3.8)%	(27.2)%

* Applies only to Category 1b Loans, Category 1c Loans, Category 1d Loans and Category 1e Loans.

The 1-PO Class. The 1-PO Class will not bear interest. As indicated in the table below, a low rate of principal payments (including prepayments) on the Category 1a Loans will have a negative effect on the yield to investors in the 1-PO Class.

The information shown in the following yield table has been prepared on the basis of the Pricing Assumptions and the assumption that the aggregate purchase price of the 1-PO Class (expressed as a percentage of its original principal balance) is as follows:

<u>Class</u>	<u>Price</u>
1-PO	70.0%

Sensitivity of the 1-PO Class to Prepayments*

	CPR Prepayment Assumption				
	3%	15%	25%	35%	50%
Pre-Tax Yields to Maturity	3.0%	7.9%	13.3%	19.7%	31.8%

* Applies only to Category 1a Loans.

Weighted Average Lives of the Certificates

The “weighted average life” of a Certificate refers to the average length of time, weighted by principal, that will elapse from the time we issue the Certificate until we pay you the full amount of outstanding principal. We determine the weighted average life of a Certificate by:

(a) multiplying the amount of the reduction, if any, of the principal balance of such 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 such Certificate referred to in clause (a).

The weighted average lives of the Certificates will be influenced by, among other factors, the rate at which principal payments are made on the related Mortgage Loans. For the purpose of the preceding sentence, principal payments include scheduled payments, principal prepayments, liquidations due to default, casualty and condemnation and payments made pursuant to either our guaranty of payment or our option to repurchase. The interaction of the above factors may result in differing principal prepayment speeds on the Classes of Certificates. Accordingly, we cannot give any assurance as to the weighted average lives of the Certificates.

Maturity Considerations and Final Distribution Date

We expect the maturities of substantially all of the Mortgage Loans to be between 15 and 30 years. Each Mortgage Loan will provide for amortization of principal according to a schedule that, in the absence of prepayments, would result in repayment of the Mortgage Loan by its maturity date.

Decrement Tables

The following tables indicate the percentages of original principal balances of the specified Classes that would be outstanding after each of the dates shown at various constant percentages of CPR and the corresponding weighted average lives of such Classes. The tables have been prepared on the basis of the Pricing Assumptions.

It is *unlikely* that all the Mortgage Loans:

- will have the interest rates or remaining terms to maturity assumed or
- will prepay at any constant percentage of the related CPR.

In addition, the diverse remaining terms to maturity of the Mortgage Loans could produce slower or faster principal payments than indicated in the tables at the specified constant percentages of CPR. This would be the case even if the weighted average maturities of the Mortgage Loans are identical to the weighted average maturities specified in the Pricing Assumptions.

Percent of Original Principal Balances Outstanding

Date	1-A-1 Class					1-A-2 and 1-IO-2† Classes					1-A-3 and 1-IO-3† Classes					1-A-4 and 1-IO-4† Classes				
	CPR Prepayment Assumption					CPR Prepayment Assumption					CPR Prepayment Assumption					CPR Prepayment Assumption				
	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	99	84	74	64	49	99	84	74	64	49	99	84	74	64	49	98	84	74	64	49
November 2006	97	70	55	41	24	97	70	55	41	24	97	70	55	41	24	97	70	54	41	24
November 2007	95	59	40	26	12	96	59	40	26	12	95	59	40	26	12	95	58	40	26	12
November 2008	94	49	30	17	6	94	49	30	17	6	94	49	30	17	6	93	48	29	17	6
November 2009	92	41	22	11	3	92	41	22	11	3	92	41	22	11	3	90	40	21	10	3
November 2010	90	34	16	7	1	90	34	16	7	1	90	34	16	7	1	88	33	16	7	1
November 2011	88	28	12	4	1	88	28	12	4	1	87	28	12	4	1	85	27	11	4	1
November 2012	85	23	9	3	*	86	23	9	3	*	85	23	8	3	*	82	22	8	3	*
November 2013	83	19	6	2	*	83	19	6	2	*	82	19	6	2	*	79	18	6	2	*
November 2014	80	16	5	1	*	80	16	5	1	*	79	16	4	1	*	76	15	4	1	*
November 2015	78	13	3	1	*	78	13	3	1	*	76	13	3	1	*	72	12	3	1	*
November 2016	75	11	2	*	*	74	11	2	*	*	73	10	2	*	*	68	10	2	*	*
November 2017	72	9	2	*	*	71	9	2	*	*	69	8	2	*	*	63	8	1	*	*
November 2018	68	7	1	*	*	68	7	1	*	*	65	7	1	*	*	58	6	1	*	*
November 2019	65	6	1	*	*	64	6	1	*	*	61	5	1	*	*	53	5	1	*	*
November 2020	61	5	1	*	*	59	4	1	*	*	56	4	1	*	*	47	3	*	*	*
November 2021	57	4	*	*	*	55	3	*	*	*	51	3	*	*	*	40	3	*	*	*
November 2022	52	3	*	*	*	50	3	*	*	*	46	2	*	*	*	33	2	*	*	*
November 2023	48	2	*	*	*	45	2	*	*	*	40	2	*	*	*	25	1	*	*	*
November 2024	43	2	*	*	*	39	2	*	*	*	34	1	*	*	*	17	1	*	*	*
November 2025	37	1	*	*	*	33	1	*	*	*	27	1	*	*	*	8	*	*	*	*
November 2026	32	1	*	*	*	27	1	*	*	*	20	1	*	*	*	0	0	0	0	0
November 2027	25	1	*	*	*	20	*	*	*	*	12	*	*	*	0	0	0	0	0	0
November 2028	19	*	*	*	0	12	*	*	*	0	3	*	*	*	0	0	0	0	0	0
November 2029	12	*	*	*	0	4	*	*	*	0	0	0	0	0	0	0	0	0	0	0
November 2030	5	*	*	*	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
November 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)**	17.0	5.4	3.3	2.3	1.4	16.6	5.4	3.3	2.3	1.4	15.9	5.3	3.3	2.3	1.4	14.2	5.2	3.2	2.2	1.4

Date	1-PO and PT-2 Classes					1-IO-1† Class					PT-1† Class					2-A Class				
	CPR Prepayment Assumption					CPR Prepayment Assumption					CPR Prepayment Assumption					CPR Prepayment Assumption				
	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%	0%	15%	25%	35%	50%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
November 2005	99	84	74	64	49	99	84	74	64	49	99	84	74	64	49	98	83	73	64	49
November 2006	97	70	55	41	24	97	70	55	41	24	97	70	55	41	24	96	69	54	40	24
November 2007	95	59	40	26	12	95	59	40	26	12	95	59	40	26	12	94	58	40	26	12
November 2008	94	49	30	17	6	94	49	30	17	6	94	49	30	17	6	91	48	29	16	6
November 2009	92	41	22	11	3	92	41	22	11	3	92	41	22	11	3	89	39	21	10	3
November 2010	90	34	16	7	1	90	34	16	7	1	90	34	16	7	1	86	33	15	7	1
November 2011	88	28	12	4	1	88	28	12	4	1	87	28	12	4	1	84	27	11	4	1
November 2012	85	23	9	3	*	86	23	9	3	*	85	23	8	3	*	81	22	8	3	*
November 2013	83	19	6	2	*	83	19	6	2	*	82	19	6	2	*	78	18	6	2	*
November 2014	80	16	5	1	*	80	16	5	1	*	79	16	4	1	*	75	15	4	1	*
November 2015	78	13	3	1	*	78	13	3	1	*	76	13	3	1	*	72	12	3	1	*
November 2016	75	11	2	*	*	75	11	2	*	*	73	10	2	*	*	68	10	2	*	*
November 2017	72	9	2	*	*	71	9	2	*	*	70	8	2	*	*	64	8	2	*	*
November 2018	68	7	1	*	*	68	7	1	*	*	66	7	1	*	*	61	6	1	*	*
November 2019	65	6	1	*	*	64	6	1	*	*	62	5	1	*	*	57	5	1	*	*
November 2020	61	5	1	*	*	60	4	1	*	*	57	4	1	*	*	53	4	1	*	*
November 2021	57	4	*	*	*	56	4	*	*	*	52	3	*	*	*	48	3	*	*	*
November 2022	53	3	*	*	*	52	3	*	*	*	47	3	*	*	*	44	2	*	*	*
November 2023	49	2	*	*	*	47	2	*	*	*	41	2	*	*	*	39	2	*	*	*
November 2024	44	2	*	*	*	42	2	*	*	*	35	1	*	*	*	34	1	*	*	*
November 2025	39	1	*	*	*	36	1	*	*	*	29	1	*	*	*	28	1	*	*	*
November 2026	33	1	*	*	0	30	1	*	*	*	22	1	*	*	*	23	1	*	*	*
November 2027	28	1	*	*	0	24	1	*	*	*	17	*	*	*	*	17	*	*	*	*
November 2028	21	*	*	*	0	17	*	*	*	0	10	*	*	*	0	11	*	*	*	0
November 2029	15	*	*	*	0	9	*	*	*	0	5	*	*	*	0	4	*	*	*	0
November 2030	8	*	*	*	0	1	*	*	*	0	*	*	*	*	0	*	*	*	0	0
November 2031	1	*	*	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
Weighted Average Life (years)**	17.2	5.4	3.3	2.3	1.4	16.9	5.4	3.3	2.3	1.4	16.2	5.3	3.3	2.3	1.4	15.5	5.2	3.2	2.2	1.4

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

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

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

THE TRUST AGREEMENT

We summarize below certain provisions of the Trust Agreement not discussed elsewhere in this prospectus. Certain capitalized terms that we use in these summaries are defined in the Trust Agreement. These summaries are, by definition, not complete. If there is ever a conflict between the information in this prospectus and the actual terms of the Trust Agreement, the terms of the Trust Agreement will prevail.

Transfer of Mortgage Loans to the Trust

The Trust Agreement will contain a mortgage loan schedule (the “Mortgage Loan Schedule”) that will identify the Mortgage Loans that are being transferred to the Trust. As Trustee, we will hold, on behalf of the Certificateholders, the original Mortgage Notes, endorsed in blank, and assignments of the mortgage instruments to us in recordable form. Usually assignments are in a form suitable for recording but they are not recorded. However, a blanket assignment may be used for the transfer of a large number of Mortgage Loans, even if the properties are not located in the same recording jurisdiction, depending on the applicable Lender’s servicing experience and its financial condition. We may change these document custody requirements at any time, as long as we determine that any such change will not have a materially adverse effect on the interests of Certificateholders.

At our option, we may choose to maintain the documents described above with one or more custodian institutions supervised and regulated by the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Office of Thrift Supervision, the FDIC or the NCUA. We will review the Mortgage Loan Schedule before we issue the Certificates and will conduct random spot checks after issuing the Certificates to confirm that we have all the documents we need.

If a liquidation, reorganization, or similar proceeding involving our assets or the assets of a Lender were to occur, it is not clear what law would be applicable. As a result, we cannot render a legal opinion about the Certificateholders’ rights to the Mortgage Loans in the event of a proceeding of this type.

Servicing Through Lenders

Pursuant to the Trust Agreement, we are responsible for servicing and administering the Mortgage Loans. We are permitted, in our discretion, to contract with the originator of each Mortgage Loan, or another eligible servicing institution, to perform such functions under our supervision as more fully described below (each, a “Lender”). Any servicing contract or arrangement by us with a Lender for the direct servicing of Mortgage Loans is a contract solely between us and that Lender. Therefore, Certificateholders will not be deemed to be parties to such contract and will have no claims, rights, obligations, duties, or liabilities with respect to any Lender.

Except as otherwise agreed upon by us, Lenders will be obligated to perform diligently all services and duties customary to the servicing of mortgages in accordance with the applicable Guide. We will monitor the Lender’s performance and we have the right to remove any Lender for cause at any time we consider such removal to be in the best interest of Certificateholders. The duties performed by Lenders include general loan servicing responsibilities, collection and remittance of principal and interest payments, administration of mortgage escrow accounts, collection of insurance claims, and, if necessary, foreclosure.

Each month, we will retain an amount based on the principal balance of each Mortgage Loan to pay various Trust expenses. We are also entitled to retain prepayment premiums, late charges, assumption fees, and similar charges to the extent they are collected from borrowers. We will compensate Lenders in an amount up to, but never exceeding, the amount described above, less a prescribed minimum amount to be retained by us to compensate us for making our guaranty and for our servicing responsibilities (the “Guaranty Fee”).

Distributions on Mortgage Loans; Deposits in the Certificate Account

We will deposit or credit to one or more accounts (collectively, the “Certificate Account”) an amount equal to the sum of the amounts collected as principal and interest on the Mortgage Loans as these amounts are received.

Any amounts deposited into the Certificate Account on a Distribution Date will be available to pay (i) interest accrued and distributable on the Certificates on that date and (ii) principal of the Certificates reflected in the class factors. We will not include any reinvestment earnings on amounts in the Certificate Account when we calculate payments to Certificateholders.

The Trust Agreement permits us, as Trustee, to maintain the Certificate Account in one of two ways:

- as a trust account with an eligible depository institution (which account may contain other funds that we hold in a trust capacity), or
- as part of our general assets (with appropriate credit entries to the related REMIC).

We are required to hold all such appropriately credited funds in our general accounts (and all funds in the Certificate Account that we have invested) for the benefit of the Certificateholders. Nevertheless, if a liquidation, reorganization or similar proceeding involving our assets were to occur, it is not clear what law would be applicable. As a result, we cannot render a legal opinion about the Certificateholders’ rights to those funds in the event of a proceeding of this type.

Reports to Certificateholders

We will publish a class factor for each Class of Certificates on or shortly after the 23rd calendar day of each month. If you multiply the class factor for a Certificate by the original principal balance or notional balance of the Certificate, you will obtain the current principal balance or notional balance of that Certificate, after giving effect to the principal payment to be made on the following Distribution Date.

We will provide each Certificateholder with a statement of the total principal and interest paid on that Holder’s Certificates with respect to each Distribution Date. After the end of each calendar year, we will also furnish to each person who was a Certificateholder at any time during that year any information required by the Internal Revenue Service.

We, or a special agent that we engage, will make all the necessary numerical calculations.

Servicing Compensation and Payment of Certain Expenses by Fannie Mae

We will be entitled to retain an amount based on the principal balance of each Mortgage Loan for Trust expenses and as compensation for our activities and obligations under the Trust Agreement. In addition, we are entitled to retain a portion of the proceeds of the liquidation of a Mortgage Loan that exceeds (i) the principal balance of that Mortgage Loan and (ii) interest owed through the end of the month in which the liquidation occurs at the related Mortgage Interest Rate. We will pay all expenses incurred in connection with our servicing activities, including, without limitation, the fees to Lenders, and we are not entitled to be reimbursed for such expenses out of the assets of the Trust.

We will retain additional servicing compensation in the form of assumption fees, late payment charges, or otherwise.

Collection and Other Servicing Procedures

We are responsible for servicing the Mortgage Loans and may, as set forth above, conduct such servicing through Lenders or through other Fannie Mae approved mortgage servicers. In connection with our servicing activities, we have full power and authority to do or cause to be done any and all

things we may deem necessary or appropriate, including the foreclosure or comparable conversion of a defaulted Mortgage Loan.

With respect to each Mortgage Loan, the Lender makes certain warranties to Fannie Mae concerning the following matters:

- the recordation of the original Mortgage,
- the validity of the Mortgage Loan as a first lien on the related Mortgaged Property, and
- compliance by the Mortgage Loan with applicable state and federal laws.

In the event of a material breach of any warranty or a material defect in the Mortgage Loan documentation, we may withdraw the Mortgage Loan from the Trust at a price equal to its stated principal balance together with interest thereon at the Net Mortgage Rate.

Subject to the limitations discussed below, we may:

- enforce or waive enforcement of any term of any Mortgage Loan,
- enter into an agreement to modify any term of any Mortgage Loan, or
- take any action or refrain from taking any action in servicing any Mortgage Loan.

We may waive any assumption fee, or late payment charge, or may exercise or refrain from exercising any “call option rider.” If we decide to take or refrain from taking any of the actions discussed above, our decision must be consistent with the then-current policies or practices that we follow for comparable mortgage loans held in our own portfolio. In making our decisions, we may not take into account the ownership status of the related Mortgage Loan.

Each Mortgage Loan will contain a “due-on-sale” clause, which provides that the Mortgage Loan will be assumable upon the sale of the related Mortgaged Property, subject generally to the purchaser’s compliance with credit and underwriting guidelines.

Certain Matters Regarding Fannie Mae

We may not resign from our duties under the Trust Agreement unless a change in law requires it. Even then, our resignation would not become effective until a successor has assumed our duties under the Trust Agreement. In no event, however, would any successor take over our guaranty obligations. Even if our other duties under the Trust Agreement should terminate, we would still be obligated under that guaranty. In the event that we are unable to fulfill our continuing guaranty obligations, the Trust Agreement may be modified to provide for monthly distributions to be made from then-available Mortgage Loan payments and other recoveries in a manner similar to practices and procedures followed in the servicing of whole loans for institutional investors. See “—Rights Upon Event of Default” below.

We are not liable under the Trust Agreement to the Trust or to Certificateholders for our errors in judgment or for anything we do, or do not do, in good faith. This also applies to our directors, officers, employees and agents. Nevertheless, neither we nor they will be protected from liability if it results from willful misfeasance, bad faith or gross negligence or as a result of a willful disregard of duties.

The Trust Agreement also provides that we are free to refuse involvement in any legal action that we think will expose us to expense or liability unless the action is related to our duties under the Trust Agreement. On the other hand, we may decide to participate in legal actions if we think our participation would be in the interests of the Certificateholders. In this case, we will pay our legal expenses and costs.

If we merge or consolidate with another corporation, the successor corporation will be our successor under the Trust Agreement.

Repurchase of Mortgage Loans by Fannie Mae

Under certain limited circumstances, the Mortgage Interest Rates on the Mortgage Loans may be reduced. In the event of any such reduction, the Seller will be obligated to pay the difference between the original Mortgage Interest Rate and the Mortgage Interest Rate as modified. If the Seller defaults in this obligation, Fannie Mae will have the option of repurchasing from the Trust the related Mortgage Loan. Any such repurchase of a Mortgage Loan from the Trust by Fannie Mae will occur at a price equal to its outstanding Stated Principal Balance plus one month's interest at the applicable Net Mortgage Rate.

Events of Default

Any of the following will be considered an "Event of Default" under the Trust Agreement:

- if we fail to pay Certificateholders of any Class any required amount and our failure continues uncorrected for 15 days after Certificateholders owning at least 5% of that Class of Certificates have given us written notice;
- if we fail in a material way to fulfill any of our obligations under the Trust Agreement and our failure continues uncorrected for 60 days after Certificateholders owning at least 25% of any Class of Certificates have given us written notice; or
- if we become insolvent or unable to pay our debts or if other events of insolvency occur.

Rights Upon Event of Default

If one of the Events of Default under the Trust Agreement has occurred and continues uncorrected, Certificateholders who own at least 25% of any Class of Certificates have the right to terminate, in writing, all of our obligations under the Trust Agreement. These obligations include our duties as trustee as well as in our corporate capacity. However, our guaranty obligations will continue in effect. The same proportion of Certificateholders also may appoint, in writing, a successor to assume all of our terminated obligations. This successor will take legal title to the Mortgage Loans and other assets of the Trust.

Voting Rights

Certain actions specified in the Trust Agreement that may be taken by holders of Certificates evidencing a specified percentage of all undivided interests in the Trust may be taken by holders of Certificates entitled in the aggregate to such percentage of voting rights. The percentage of the voting rights allocated among holders of the Notional Classes in the aggregate will be 1.5%; the percentage of the voting rights allocated among holders of all other Classes in the aggregate will be 98.5%. The voting rights allocated to each Class of Certificates will be allocated among all holders of each such Class in proportion to the outstanding principal balances or notional principal balances of such Certificates.

Amendment

We may amend the Trust Agreement, without notifying the Certificateholders or obtaining their consent, for any of the following purposes:

- to add to our duties;
- to evidence that another party has become our successor and has assumed our duties under the Trust Agreement as Trustee or in our corporate capacity or both;
- to eliminate any of our rights in our corporate capacity under the Trust Agreement;

- to cure any ambiguity or correct or add to any provision in the Trust Agreement, so long as no Certificateholder is adversely affected; or
- to modify the Trust Agreement to maintain the legal status of the Upper Tier REMIC or the Lower Tier REMIC as a REMIC.

If Certificateholders who own at least 66% of each affected Class give their consent, we may amend the Trust Agreement to eliminate, change or add to its terms or to waive our compliance with any of those terms. Nevertheless, we may not terminate or change our guaranty obligations or reduce the percentage of Certificateholders who must give their consent to the types of amendments listed in the previous sentence. In addition, unless each affected Certificateholder consents, no amendment may reduce or delay the funds that we must pay on any Certificate. Similarly, unless all affected Holders of any residual interest give their consent, no amendment may adversely affect their rights.

Termination

The Trust Agreement will terminate when the last Mortgage Loan remaining in the Trust has been paid off or liquidated, and the proceeds of that loan have been paid to Certificateholders. The Trust Agreement also will terminate if the Servicer exercises its option to repurchase all remaining Mortgage Loans in the Trust. The purchase price for such optional repurchase will equal the outstanding stated principal balance of each Mortgage Loan (including one month's interest at the Net Mortgage Rate).

The Servicer may not exercise its option to repurchase unless the aggregate principal balance of the remaining Mortgage Loans is less than 5% of the aggregate principal balance of all the Mortgage Loans as of the Issue Date.

If the Servicer exercises its option to repurchase, we will have to retire all the Certificates. In no event, however, will the Trust continue beyond the expiration of 21 years from the death of the last survivor of the persons named in the Trust Agreement. We will notify each affected Certificateholder in writing of the termination of the Trust Agreement, and will make the final payment to each person entitled to it.

CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The Certificates and payments on the Certificates generally are subject to taxation. Therefore, you should consider the tax consequences of holding a Certificate before you acquire one. The following discussion describes certain U.S. federal income tax consequences to beneficial owners of Certificates. The discussion is general and does not purport to deal with all aspects of federal taxation that may be relevant to particular investors. This discussion may not apply to your particular circumstances for various reasons, including the following:

- This discussion is based on federal tax laws in effect as of the date of this prospectus. Changes to any of these laws after the date of this prospectus may affect the tax consequences discussed below.
- This discussion addresses only Certificates acquired at original issuance and held as "capital assets" (generally, property held for investment).
- This discussion does not address tax consequences to beneficial owners subject to special rules, such as dealers in securities, certain traders in securities, banks, tax-exempt organizations, life insurance companies, persons that hold Certificates as part of a hedging transaction or as a position in a straddle or conversion transaction, or persons whose functional currency is not the U.S. dollar.
- This discussion does not address taxes imposed by any state, local or foreign taxing jurisdiction.

For these reasons, 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.

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.

The topics in this discussion are addressed in the order of the following captions:

- REMIC Elections and Special Tax Attributes
- Taxation of Beneficial Owners of Regular Certificates
- Taxation of Beneficial Owners of a Residual Certificate
- Taxation of Beneficial Owners of RCR Certificates
- Taxes on the REMICs
- Reporting and Other Administrative Matters
- Backup Withholding
- Foreign Investors

REMIC Elections and Special Tax Attributes

We will elect to treat the Upper Tier REMIC and the Lower Tier REMIC as REMICs under the Code. Qualification as a REMIC requires ongoing compliance with certain conditions. Dewey Ballantine LLP, special tax counsel to Fannie Mae, will deliver its opinion to Fannie Mae that, assuming compliance with the Trust Agreement, the Upper Tier REMIC and the Lower Tier REMIC will be treated as REMICs for federal income tax purposes. The REMIC Certificates (other than the R and RL Classes) will be designated as the “regular interests” in the Upper Tier REMIC (each a “Regular Certificate” and, together, the “Regular Certificates”) and the R Class will be designated as the “residual interest” in the Upper Tier REMIC. The Lower Tier Regular Interests will be designated as the “regular interests” in the Lower Tier REMIC and the RL Class will be designated as the “residual interest” in the Lower Tier REMIC (together with the R Class the “Residual Certificates”).

Because the Upper Tier REMIC and the Lower Tier REMIC will qualify as REMICs, the Regular and Residual Certificates and any related RCR Certificates will be “regular or residual interests in a REMIC” within the meaning of section 7701(a)(19)(C)(xi) of the Code and “real estate assets” within the meaning of section 856(c)(5)(B) of the Code. If at any time during a calendar year less than 95% of the assets of the Lower Tier REMIC consist of “real estate assets,” then the portion of the Regular and Residual Certificates that are qualifying assets under section 856(c)(5)(B) of the Code during the calendar year may be limited to the portion of the assets of the Lower Tier REMIC that are “real estate assets.” Similarly, income on the Regular and Residual Certificates will be treated as “interest on obligations secured by mortgages on real property” within the meaning of section 856(c)(3)(B) of the Code, subject to the same limitation as set forth in the preceding sentence. In general, a Mortgage Loan will be a “qualified mortgage” if the Mortgage Loan, respectively, is “principally secured by an interest in real property” within the meaning of section 860G(a)(3) of the Code. The assets of the Lower Tier REMIC will include, in addition to the Mortgage Loans, payments on the Mortgage Loans held pending distribution on the Regular and Residual Certificates and any reinvestment income thereon.

Regular and Residual Certificates held by a financial institution (as referred to in section 582(c)(2) of the Code) will be treated as evidences of indebtedness for purposes of section 582(c)(1) of the Code. Regular Certificates will also be “qualified mortgages” within the meaning of section 860G(a)(3) of the Code with respect to other REMICs.

Taxation of Beneficial Owners of Regular Certificates

For federal income tax purposes, the Regular Certificates will be treated as debt instruments issued by a REMIC on the date the Certificates are first sold to the public (the “Settlement Date”) and not as ownership interests in the Trust or its assets. Interest, original issue discount and market discount with respect to a Regular Certificate will represent ordinary income to the beneficial owner of the Certificate (a “Regular Owner”). A Regular Owner must report interest on a Regular Certificate using an accrual method of accounting, regardless of whether it otherwise reports income using a cash method of accounting. Rules regarding original issue discount and market discount are discussed below.

Treatment of Original Issue Discount

The 1-PO, 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes will be, and certain other Classes of Regular Certificates may be, issued with “original issue discount” (“OID”) within the meaning of section 1273(a) of the Code. A Regular Owner must include in gross income the sum of the “daily portions” of OID on its Regular Certificate for each day during its taxable year on which it held the Certificate, generally in advance of receipt of the cash attributable to that income. We will supply to Holders, brokers and middlemen information with respect to the original issue discount accruing on the Regular Certificates. We will supply this information at the time and in the manner required by the Internal Revenue Service (the “IRS”).

Definition of Original Issue Discount

In general, a Regular Certificate will be considered to be issued with OID equal to the excess, if any, of its “stated redemption price at maturity” over its “issue price.” The issue price of a Regular Certificate is the initial price at which a substantial amount of the Regular Certificates was sold. The issue price also includes any accrued interest attributable to the period before the Settlement Date. The stated redemption price at maturity of a Regular Certificate generally is its stated principal amount, plus an amount equal to the excess (if any) of the interest payable on the first Distribution Date over the interest that accrues for the period from the Settlement Date to the first Distribution Date. The stated redemption price at maturity of a Regular Certificate of the 1-PO, 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes, however, is equal to the sum of all distributions to be made under that Regular Certificate.

Notwithstanding the general definition, OID on a Regular Certificate will be treated as zero if the discount is less than 0.25% of the stated redemption price at maturity of the Certificate multiplied by its weighted average life. The weighted average life of a Regular Certificate is apparently computed for this purpose as the sum, for all distributions included in the stated redemption price at maturity of the Certificate, of the amounts determined by multiplying (i) the number of complete years (rounding down for partial years) from the Settlement Date until the date on which each such distribution is expected to be made under the assumption that the mortgage loans backing the related underlying securities prepay at a specified rate by (ii) a fraction, the numerator of which is the amount of such distribution and the denominator of which is the Regular Certificate’s stated redemption price at maturity. If OID is treated as zero under this rule, the actual amount of OID must be allocated to the principal distributions on the Regular Certificate and, when each principal distribution is received, gain equal to the discount allocated to that distribution will be recognized. The prepayment assumption that will be used in determining the rate of accrual of OID with respect to the Regular Certificates will be as follows:

<u>Group</u>	<u>Prepayment Assumption</u>
1	25% CPR
2	25% CPR

See “Description of the Certificates—Structuring Assumptions—*Prepayment Assumptions*” in this prospectus.

Daily Portions of Original Issue Discount

For Regular Certificates considered to be issued with OID, the daily portions of OID will be determined as follows. A calculation will first be made of the portion of OID that accrued during each “accrual period.” OID accruing during any accrual period will then be allocated ratably to each day during the period to determine the daily portion of OID.

Final regulations issued by the Treasury Department relating to the tax treatment of debt instruments with OID (the “OID Regulations”) provide that for purposes of measuring the accrual of OID on a debt instrument, a holder of the debt instrument may use an accrual period of any length, up to one year, as long as each distribution of principal or interest occurs on either the final day or the first day of an accrual period. We will report OID based on accrual periods of one month, beginning on a Distribution Date and ending on the day before the next Distribution Date.

The portion of OID treated as accruing for any accrual period will equal the excess, if any, of

- (i) the sum of (A) the present values of all the distributions remaining to be made on the Regular Certificate, if any, as of the end of the accrual period and (B) the distribution made on the Certificate during the accrual period of amounts included in the stated redemption price at maturity, over
- (ii) the adjusted issue price of the Certificate at the beginning of the accrual period.

The present value of the remaining distributions will be calculated based on the following:

- the yield to maturity of the Regular Certificate, calculated as of the Settlement Date, giving effect to the applicable prepayment assumption,
- events (including actual prepayments) that have occurred prior to the end of the accrual period, and
- the prepayment assumption.

The adjusted issue price of a Regular Certificate at any time will equal the issue price of the Regular Certificate, increased by the aggregate amount of previously accrued OID with respect to the Regular Certificate, and reduced by the amount of any distributions made on the Certificate as of that time of amounts included in the stated redemption price at maturity.

The Code requires that the prepayment assumption be determined in the manner prescribed in Treasury regulations. To date, no such regulations have been promulgated. The legislative history of this Code provision indicates that the regulations will provide that the assumed prepayment rate must be the rate used by the parties in pricing the particular transaction. Fannie Mae believes that the prepayment assumption described above is consistent with this standard. Fannie Mae makes no representation, however, that the Group 1 or Group 2 Loans will prepay at the applicable rate reflected in the prepayment assumptions described above or at any other rate. Each investor must make its own decision as to the appropriate prepayment assumption to be used in deciding whether or not to purchase any of the Regular or Residual Certificates. See “Description of the Certificates—Maturity Considerations and Final Distribution Date” and “—Decrement Tables” in this prospectus.

Subsequent Holders’ Treatment of Original Issue Discount

If a Regular Certificate is issued with OID and a subsequent holder purchases the Regular Certificate at a cost of less than its remaining stated redemption price at maturity, that holder also will be required to include in income the daily portion of OID with respect to the Regular Certificate for each day it holds the Regular Certificate. If the cost of the Regular Certificate to the subsequent holder exceeds the adjusted issue price of the Regular Certificate, however, the holder can reduce the daily

accruals by an amount equal to the product of (i) the daily portion and (ii) a constant fraction. The numerator of the constant fraction is the excess of the purchase price over the adjusted issue price of the Regular Certificate, and the denominator is the sum of the daily portions of OID on the Regular Certificate for all days on or after the day of purchase.

Regular Certificates Purchased at a Premium

If a Regular Owner purchases a Regular Certificate for an amount (net of accrued interest) greater than its remaining stated redemption price at maturity, the Owner will have premium with respect to the Regular Certificate (a “Premium Certificate”) in the amount of the excess. Such a purchaser need not include in income any remaining OID and may elect, under section 171(c)(2) of the Code, to treat the premium as “amortizable bond premium.”

If a Regular Owner makes this election, the amount of any interest payment that must be included in the Regular Owner’s income for each period ending on a Distribution Date will be reduced by the portion of the premium allocable to the period based on the Premium Certificate’s yield to maturity. In addition, the legislative history of the Tax Reform Act of 1986 states that premium should be amortized under principles analogous to those governing the accrual of market discount (as discussed below under “—Regular Certificates Purchased with Market Discount”). The election will also apply to all bonds (as well as all REMIC regular interests) the interest on which is not excludible from gross income (“fully taxable bonds”) held by the Regular Owner at the beginning of the first taxable year to which the election applies and to all fully taxable bonds thereafter acquired by it. A Regular Owner may revoke the election only with the consent of the IRS.

If the election is not made, (i) a Regular Owner must include the full amount of each interest payment in income as it accrues, and (ii) the premium must be allocated to the principal distributions on the Premium Certificate and, when each principal distribution is received, a loss equal to the premium allocated to the distribution will be recognized. Any tax benefit from the premium not previously recognized will be taken into account in computing gain or loss upon the sale or disposition of the Premium Certificate.

Regular Certificates Purchased with Market Discount

A Regular Owner that purchases a Regular Certificate at a price that is less than the remaining stated redemption price at maturity of the Regular Certificate (or in the case of a Regular Certificate issued with OID, less than the adjusted issue price of the Regular Certificate) has market discount with respect to the Regular Certificate in the amount of the difference. In general, three consequences arise if a Regular Owner acquires a Regular Certificate with market discount. First, the Regular Owner must treat any principal payment with respect to a Regular Certificate acquired with market discount as ordinary income to the extent of the market discount that accrued while the Regular Owner held the Certificate. Second, the Regular Owner must treat gain on the disposition or retirement of such a Certificate as ordinary income under the circumstances discussed below under “—Sales and Other Dispositions of Regular Certificates.” Third, a Regular Owner that incurs or continues indebtedness to acquire a Regular Certificate at a market discount may be required to defer the deduction of all or a portion of the interest on the indebtedness until the corresponding amount of market discount is included in income. Alternatively, a Regular Owner may elect to include market discount in income on a current basis as it accrues, in which case the three consequences discussed above will not apply. If a Regular Owner makes this election, the Regular Owner must also apply the election to all debt instruments the Regular Owner acquires on or after the beginning of the first taxable year to which the election applies. A Regular Owner may revoke the election only with the consent of the IRS.

The legislative history to the Tax Reform Act of 1986 states that market discount on a Regular Certificate may be treated as accruing in proportion to remaining accruals of OID, if any, or, if none, in proportion to remaining distributions of interest on a Regular Certificate. A beneficial owner may instead elect to determine the accrual of market discount under a constant yield method. We will make

available to Holders information necessary to compute the accrual of market discount, in the manner and form as required by the IRS.

Notwithstanding the above rules, market discount on a Regular Certificate will be considered to be zero if the discount is less than 0.25% of the remaining stated redemption price at maturity of the Certificate multiplied by its weighted average remaining life. Weighted average remaining life presumably would be calculated in a manner similar to weighted average life, taking into account payments (including prepayments) prior to the date of acquisition of the Regular Certificate by the subsequent purchaser. If market discount on a Regular Certificate is treated as zero under this rule, the actual amount of market discount must be allocated to the remaining principal distributions on the Regular Certificate and, when each principal distribution is received, gain equal to the discount allocated to that distribution will be recognized.

Special Election

For any Regular Certificate acquired on or after April 4, 1994, the OID Regulations permit a Regular Owner to elect to include in gross income all “interest” that accrues on the Regular Certificate by using a constant yield method. For purposes of the election, the term “interest” includes stated interest, acquisition discount, OID, *de minimis* OID, market discount, *de minimis* market discount and unstated interest, as adjusted by any amortizable bond premium or acquisition premium. You should consult your own tax advisor regarding the time and manner of making and the scope of the election and the implementation of the constant yield method.

Sales and Other Dispositions of Regular Certificates

Upon the sale, exchange, retirement or other disposition of a Regular Certificate, the beneficial owner generally will recognize gain or loss equal to the difference between the amount realized upon the disposition and the beneficial owner’s adjusted basis in the Certificate. In addition, the Code requires the recognition of gain upon the “constructive sale of an appreciated financial position.” In general, a constructive sale of an appreciated financial position occurs if a taxpayer enters into certain transactions or series of transactions with respect to a financial instrument that have the effect of substantially eliminating the taxpayer’s risk of loss and opportunity for gain with respect to the financial instrument. These provisions only apply to Certificates of the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Classes.

The adjusted basis of a Regular Certificate generally will equal the cost of the Regular Certificate to the beneficial owner, increased by any OID or market discount included in the beneficial owner’s gross income with respect to the Regular Certificate and reduced by distributions previously received by the beneficial owner of amounts included in the Regular Certificate’s stated redemption price at maturity and by any premium that has reduced the beneficial owner’s interest income with respect to the Regular Certificate.

The gain or loss, if any, will be capital gain or loss, provided the Regular Certificate is held as a “capital asset” (generally, property held for investment) within the meaning of section 1221 of the Code and none of the following apply. First, gain that might otherwise be capital gain will be treated as ordinary income to the extent that the gain does not exceed the excess, if any, of (i) the amount that would have been includible in the income of the Regular Owner had income accrued at a rate equal to 110% of the “applicable Federal rate” (generally, an average of current yields on Treasury securities) as of the date of purchase over (ii) the amount actually includible in the Regular Owner’s income. Second, gain recognized by a Regular Owner who purchased a Regular Certificate at a market discount will be taxable as ordinary income in an amount not exceeding the portion of the market discount that accrued during the period the Regular Certificate was held by the Regular Owner, reduced by any market discount includible in income under the rules described above under “—Regular Certificates Purchased with Market Discount.” Third, any gain or loss resulting from a sale or exchange described

in section 582(c) of the Code (which generally applies to banks) will be taxable as ordinary income or loss.

Termination

In general, no special tax consequences will apply to a Regular Owner upon the termination of the Upper Tier REMIC by virtue of the final payment or liquidation of the last Mortgage Loan remaining in the Lower Tier REMIC.

Taxation of Beneficial Owners of a Residual Certificate

Amounts Paid to a Transferee of a Residual Certificate

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.

Daily Portions

Except as indicated below, a beneficial owner of a Residual Certificate (a "Residual Owner") generally will be required to report its daily portion of the taxable income or net loss of the related REMIC for each day during a calendar quarter that the Residual Owner owns the Residual Certificate. For this purpose, the daily portion is determined by allocating to each day in the calendar quarter its ratable portion of the taxable income or net loss of the related REMIC for the quarter and then allocating that amount among the Residual Owners in accordance with their percentage interests on that day. Daily portions of income or loss allocated to a Residual Owner will be treated as ordinary income or loss. A Residual Owner must continue to report its daily portion of the taxable income or net loss of the related REMIC until no Certificates of any Class are outstanding, even though the Residual Owner may have received full payment of any stated interest and principal on the Residual Certificate.

Taxable Income or Net Loss of the REMICs

The taxable income or net loss of the Upper Tier REMIC and Lower Tier REMIC will be the income from the "qualified mortgages" they hold and any reinvestment earnings less deductions allowed to the related REMIC. In general, a Mortgage Loan will be a "qualified mortgage" if the Mortgage Loan is "principally secured by an interest in real property" within the meaning of section 860G(a)(3) of the Code.

The taxable income or net loss for a given calendar quarter will be determined in the same manner as for an individual having the calendar year as the taxable year and using the accrual method of accounting, with the following modifications and limitations:

- For the Upper Tier REMIC, a deduction will be allowed for accruals of interest (including any OID, but without regard to the investment interest limitation in section 163(d) of the Code) on the Regular Certificates (but not the R Certificate).
- Market discount equal to any excess of the total Stated Principal Balances of the qualified mortgages over the related REMIC's basis in these mortgages generally will be included in

income by the related REMIC as it accrues under a constant yield method, taking into account the prepayment assumption described above.

- If the related REMIC is treated as having acquired qualified mortgages at a premium, the premium also will be amortized using a constant yield method.
- No item of income, gain, loss or deduction allocable to a prohibited transaction (see “—*Taxes on the REMICs*—Prohibited Transactions” below) will be taken into account.
- The REMICs generally may not deduct any item that would not be allowed in calculating the taxable income of a partnership by virtue of section 703(a)(2) of the Code.
- The limitation on miscellaneous itemized deductions imposed on individuals by section 67 of the Code will not be applied at the REMIC level to any administrative fees, such as servicing and guaranty fees. (See, however, “—Pass-Through of Servicing and Guaranty Fees to Individuals” below.)
- No deduction is allowed for any expenses incurred in connection with the formation of the REMICs and the issuance of the Regular and Residual Certificates.
- Any gain or loss to the related REMIC from the disposition of any asset, including a qualified mortgage or “permitted investment” as defined in section 860G(a)(5) of the Code, will be treated as ordinary gain or loss.

The Upper Tier REMIC’s basis in its assets is the aggregate of the issue prices of all the Regular and Residual Certificates in the REMIC constituted by the Upper Tier REMIC on the Settlement Date. If, however, the amount sold to the public of any Class of Regular or Residual Certificates is not substantial, then the fair market value of all the Regular or Residual Certificates in that Class as of the date of this prospectus should be substituted for the issue price. If the deductions allowed to a REMIC exceed its gross income for a calendar quarter, the excess will be a net loss for the REMIC for that calendar quarter.

A Residual Owner may be required to recognize taxable income without being entitled to receive a corresponding amount of cash. This could occur, for example, if mortgage loans are considered to be purchased by a REMIC at a discount, some or all of the regular certificates are issued at a discount, and the discount included as a result of a prepayment on a mortgage loan that is used to pay principal on the regular certificates exceeds the REMIC’s deduction for unaccrued original issue discount relating to the regular certificates. Taxable income of a REMIC may also be greater in earlier years because interest expense deductions, expressed as a percentage of the outstanding principal amount of the regular certificates, may increase over time as the earlier classes of regular certificates are paid, whereas interest income of a REMIC from each mortgage loan, expressed as a percentage of the outstanding principal amount of that mortgage loan, may remain constant over time.

Basis Rules and Distributions

A Residual Owner has an initial basis in the related Residual Certificate equal to the amount paid for the Residual Certificate. The basis is increased by amounts included in the income of the Residual Owner and decreased by distributions and by any net loss taken into account with respect to the Residual Certificate. A distribution on the Residual Certificate to a Residual Owner is not included in gross income to the extent it does not exceed the Residual Owner’s basis in the Residual Certificate (adjusted as described above) and, to the extent it exceeds the adjusted basis of the Residual Certificate, is treated as gain from the sale of the Residual Certificate.

A Residual Owner is not allowed to take into account any net loss for a calendar quarter to the extent the net loss exceeds the Residual Owner’s adjusted basis in the Residual Certificate for the related REMIC as of the close of that calendar quarter (determined without regard to that net loss). Any loss disallowed by reason of this limitation may be carried forward indefinitely to future calendar

quarters and, subject to the same limitation, may be used only to offset income from the Residual Certificate.

Treatment of Excess Inclusions

Any excess inclusions with respect to a Residual Certificate are subject to certain special tax rules. All taxable income with respect to the R and RL Certificates will constitute excess inclusions.

Any excess inclusions cannot be offset by losses from other activities. For Residual Owners that are subject to tax only on unrelated business taxable income (as defined in section 511 of the Code), an excess inclusion of the Residual Owner is treated as unrelated business taxable income. With respect to variable contracts (within the meaning of section 817 of the Code), a life insurance company cannot adjust its reserve to the extent of any excess inclusion, except as provided in regulations. If a Residual Owner is a member of an affiliated group filing a consolidated income tax return, the taxable income of the affiliated group cannot be less than the sum of the excess inclusions attributable to all residual interests in REMICs held by members of the affiliated group. For purposes of the alternative minimum tax, taxable income does not include excess inclusions, the alternative minimum taxable income cannot be less than excess inclusions, and excess inclusions are disregarded in computing the alternative tax net operating loss deduction. For a discussion of the effect of excess inclusions on certain foreign investors that own a Residual Certificate, see “—*Foreign Investors*—Residual Certificates” below.

If a Residual Certificate is held by a real estate investment trust, the aggregate excess inclusions with respect to the Residual Certificate reduced (but not below zero) by the real estate investment trust taxable income (within the meaning of section 857(b)(2) of the Code, excluding any net capital gain) would, under regulations yet to be prescribed, be allocated among the shareholders of the trust in proportion to the dividends received by the shareholders from the trust, and any amount so allocated would be treated as an excess inclusion with respect to the Residual Certificate as if held directly by the shareholder. Similar rules would apply in the case of regulated investment companies, common trust funds and certain cooperatives that hold a Residual Certificate.

Pass-Through of Servicing and Guaranty Fees to Individuals

A Residual Owner who is an individual will be required to include in income a share of the administrative fees of the related REMIC, including the servicing and guaranty fees imposed at the level of the Mortgage Loans. See, for example, “Description of Certificates—Servicing Through Lenders” and “Certain Federal Income Tax Consequences” in our MBS prospectus. A deduction for such fees generally will be allowed to such a Residual Owner only to the extent that such fees, along with certain of the Residual Owner’s other miscellaneous itemized deductions, exceed 2% of the Residual Owner’s adjusted gross income. In addition, such a Residual Owner may not be able to deduct any portion of such fees in computing the Residual Owner’s alternative minimum tax liability. A Residual Owner’s share of such fees generally will be determined by (i) allocating the amount of such expenses for each calendar quarter on a *pro rata* basis to each day in the calendar quarter, and (ii) allocating the daily amount among the Residual Owners in proportion to their respective holdings on that day. Similar rules apply in the case of (i) estates and trusts, and (ii) individuals owning an interest in a Residual Certificate through an investment in a “pass-through entity.” Pass-through entities include partnerships, S corporations, grantor trusts and non-publicly offered regulated investment companies, but do not include estates, trusts other than grantor trusts, cooperatives, real estate investment trusts and publicly offered regulated investment companies.

Sales and Other Dispositions of a Residual Certificate

Upon the sale, exchange or other disposition of a Residual Certificate, the Residual Owner generally will recognize gain or loss equal to the difference between the amount realized upon the disposition and the Residual Owner’s adjusted basis in the Certificate. The adjusted basis of the

Residual Certificate is determined as described above under “—Basis Rules and Distributions.” Except as provided in section 582(c) of the Code, the gain or loss, if any, will be capital gain or loss, provided the Certificate is held as a capital asset.

If a Residual Owner sells or otherwise disposes of a Residual Certificate at a loss, the loss will not be recognized if, within six months before or after the sale or other disposition of the Residual Certificate, the Residual Owner purchases another residual interest in any REMIC or any interest in a taxable mortgage pool (as defined in section 7701(i) of the Code) comparable to a residual interest in a REMIC. The disallowed loss would be allowed upon the sale or other disposition of the other residual interest (or comparable interest) if the rule referred to in the preceding sentence does not apply to that sale or other disposition. While this rule may be modified by Treasury regulations, no such regulations have yet been published.

Residual Certificate Transferred to or Held by Disqualified Organizations

Section 860E(e) of the Code imposes a substantial tax, payable by the transferor (or, if a transfer is through a broker, nominee, or other middleman as the transferee’s agent, payable by that agent) upon any transfer of the Residual Certificate to a “disqualified organization.” A transfer includes any transfer of record or beneficial ownership, whether pursuant to a purchase, a default under a secured lending agreement or otherwise. The term “disqualified organization” is defined above under “Description of the Certificates—Special Characteristics of the R and RL Classes” in this prospectus. The transferor of a Residual Certificate (or an agent of the transferee of a Residual Certificate, as the case may be) will be relieved of this tax liability if (i) the transferee furnishes to the transferor (or the transferee’s agent) an affidavit that the transferee is not a disqualified organization, and (ii) the transferor (or the transferee’s agent) does not have actual knowledge that the affidavit is false at the time of the transfer.

In addition, a tax may be imposed upon a pass-through entity (including a regulated investment company, real estate investment trust, common trust fund, partnership, trust, estate, certain limited liability companies and nominee and certain cooperatives) that owns a Residual Certificate if the pass-through entity has a disqualified organization as a record holder. For this purpose, all interests in an electing large partnership are treated as held by disqualified organizations. No such tax will be imposed on a pass-through entity for a period with respect to an interest therein owned by a disqualified organization if (i) the record holder of the interest furnishes to the pass-through entity an affidavit that it is not a disqualified organization, (ii) during that period, the pass-through entity has no actual knowledge that the affidavit is false and (iii) the entity is not an electing large partnership.

Other Transfers of a Residual Certificate

A transfer of a Residual Certificate that has tax avoidance potential is disregarded for federal income tax purposes if the transferee is not a U.S. Person (a “Non-U.S. Person”), unless the transferee’s income from the Certificate is otherwise subject to U.S. income tax. A transfer of a Residual Certificate has tax avoidance potential unless, at the time of the transfer, the transferor reasonably expects that, for each excess inclusion, the Upper Tier REMIC will pay to the transferee an amount that will equal at least 30% of the excess inclusion, and that each amount will be paid at or after the time at which the excess inclusion accrues and not later than the close of the calendar year following the calendar year of accrual. Certain transfers by a Non-U.S. Person to a U.S. Person or another Non-U.S. Person are also disregarded if the transfer has the effect of allowing the transferor to avoid tax on accrued excess inclusions. See “Description of the Certificates—Special Characteristics of the R and RL Classes” in this prospectus for a discussion of additional provisions applicable to transfers of a Residual Certificate.

Termination

Although the matter is not entirely free from doubt, it appears that a Residual Owner will be entitled to a loss if:

- the related REMIC terminates by virtue of the final payment or liquidation of the last qualified mortgage remaining in the related REMIC and
- the Residual Owner's adjusted basis in the Residual Certificate at the time the termination occurs exceeds the amount of cash distributed to the Residual Owner in liquidation of its interest.

The amount of the loss will equal the amount by which the Residual Owner's adjusted basis exceeds the amount of cash distributed to the Residual Owner in liquidation of its interest.

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 Regular 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 Regular Certificates. For a general discussion of the federal income tax treatment of beneficial owners of Regular Certificates, see “—*Taxation of Beneficial Owners of Regular Certificates*” above.

The RCR Classes (each, a “Combination RCR Class”) will represent the beneficial ownership of the underlying Regular 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 Regular 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 Regular 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 Regular 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 Regular Certificate as described under “—*Taxation of Beneficial Owners of Regular Certificates*” above. When a beneficial owner sells a Combination RCR Certificate, the owner must allocate the sale proceeds among the underlying Regular Certificates in proportion to their relative fair market values at the time of sale.

Exchanges. If a beneficial owner exchanges one or more Regular Certificates for the related RCR Certificate or Certificates in the manner described under “Description of the Certificates—Combination and Recombination” in this prospectus, the exchange will not be taxable. Likewise, if a beneficial owner exchanges one or more RCR Certificates for the related Regular 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 Regular Certificates (or the same interest in the related Regular Certificate) that it owned immediately prior to the exchange.

Taxes on the REMICs

The REMICs will not be subject to federal income tax except with respect to income from prohibited transactions and in certain other instances described below. It is not anticipated that the REMICs will engage in any transactions that will give rise to a tax on the REMICs. Pursuant to its

guaranty obligations with respect to the Certificates, Fannie Mae will make distributions on the Certificates without offset or deduction for any tax imposed on the REMICs.

Prohibited Transactions

The Code imposes a tax on a REMIC equal to 100% of the net income derived from “prohibited transactions.” In general, the term “prohibited transaction” means the disposition of a qualified mortgage other than pursuant to certain specified exceptions, the receipt of investment income from a source other than a qualified mortgage or certain other permitted investments, the receipt of compensation for services, or the disposition of a “cash flow investment” as defined in section 860G(a)(6) of the Code.

Contributions to a REMIC after the Startup Day

The Code imposes a tax on a REMIC equal to 100% of the value of any property contributed to the REMIC after the “startup day” (generally the same as the Settlement Date). Exceptions are provided for cash contributions to a REMIC if made (i) during the three-month period beginning on the startup day, (ii) to a qualified reserve fund by a holder of a residual interest, (iii) in the nature of a guarantee, or (iv) to facilitate a qualified liquidation or clean-up call.

Net Income from Foreclosure Property

The Code imposes a tax on a REMIC equal to the highest corporate rate on “net income from foreclosure property.” The terms “foreclosure property” (which includes property acquired by deed in lieu of foreclosure) and “net income from foreclosure property” are defined by reference to the rules applicable to real estate investment trusts. Generally, foreclosure property would be treated as such until the close of the third taxable year following the taxable year in which the acquisition occurs, with possible extensions. Net income from foreclosure property generally means gain from the sale of foreclosure property that is inventory property and gross income from foreclosure property other than qualifying rents and other qualifying income for a real estate investment trust, net of deductions directly connected with the production of such income.

Reporting and Other Administrative Matters

For purposes of the administrative provisions of the Code, each REMIC will be treated as a partnership and the related Residual Owners will be treated as partners in that REMIC. We will prepare, sign and file federal income tax returns for the REMICs, which returns are subject to audit by the IRS. We will also act as the tax matters partner for the REMICs, either as a beneficial owner of a Residual Certificate or as a fiduciary for a Residual Owner. Each Residual Owner, by the acceptance of a Residual Certificate, agrees that we will act as its fiduciary in the performance of any duties required of it in the event that it is the tax matters partner.

Within a reasonable time after the end of each calendar year, we will furnish to each Holder that received a distribution during that year a statement setting forth the portions of any distributions that constitute interest distributions, OID and any other information as is required by Treasury regulations and, with respect to Holders of a Residual Certificate, information necessary to compute the daily portions of the taxable income (or net loss) of the related REMIC for each day during that year.

If there is more than one Residual Owner for a taxable year, each Residual Owner is required to treat items on its return consistently with the treatment on the return of the related REMIC, unless the Residual Owner either files a statement identifying the inconsistency or establishes that the inconsistency resulted from incorrect information received from the REMIC. The IRS may assert a deficiency resulting from a failure to comply with the consistency requirement without instituting an administrative proceeding at the REMIC level.

Backup Withholding

Distributions of interest and principal, as well as distributions of proceeds from the sale of Regular and Residual Certificates, may be subject to the “backup withholding tax” under section 3406 of the Code if recipients of the distributions fail to furnish to the payor certain information, including their taxpayer identification numbers, or otherwise fail to establish an exemption from this tax. Any amounts deducted and withheld from a distribution to a recipient would be allowed as a credit against the recipient’s federal income tax. Certain penalties may be imposed by the IRS on a recipient of distributions required to supply information who does not do so in the proper manner.

Foreign Investors

Regular Certificates

Distributions made on a Regular Certificate to, or on behalf of, a Regular Owner that is a Non-U.S. Person generally will be exempt from U.S. federal income and withholding taxes, provided (a) the Regular Owner is not subject to U.S. tax as a result of a connection to the United States other than ownership of the Certificate, (b) the Regular Owner signs a statement under penalties of perjury that certifies that the Regular Owner is a Non-U.S. Person, and provides the name and address of the Regular Owner, and (c) the last U.S. Person in the chain of payment to the Regular Owner receives the statement from the Regular Owner or a financial institution holding on its behalf and does not have actual knowledge that the statement is false. You should be aware that the IRS might take the position that this exemption does not apply to a Regular Owner that also owns 10 percent or more of the Residual Certificates or of the voting stock of Fannie Mae, or to a Regular Owner that is a “controlled foreign corporation” described in section 881(c)(3)(C) of the Code.

Residual Certificates

Amounts paid to a Residual Owner that is a Non-U.S. Person generally will be treated as interest for purposes of applying the 30% (or lower treaty rate) withholding tax on income that is not effectively connected with a U.S. trade or business. Amounts not constituting excess inclusions that are paid on a Residual Certificate to a Non-U.S. Person generally will be exempt from U.S. federal income and withholding taxes, subject to the same conditions applicable to distributions on Regular Certificates, as described above, but only to the extent that the Mortgage Loans held by the related REMIC were originated after July 18, 1984. In no case will any portion of REMIC income that constitutes an excess inclusion be entitled to any exemption from the withholding tax or a reduced treaty rate for withholding. See “—*Taxation of Beneficial Owners of a Residual Certificate—Treatment of Excess Inclusions.*”

LEGAL INVESTMENT CONSIDERATIONS

If you are an institution whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities, you may be subject to restrictions on investment in certain classes of the Certificates. If you are a financial institution that is subject to the jurisdiction of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Office of Thrift Supervision, the National Credit Union Administration, the Department of the Treasury or other federal or state agencies with similar authority, you should review the rules, guidelines and regulations that apply to you prior to purchasing or pledging the Certificates. In addition, if you are a financial institution, you should consult your regulators concerning the risk-based capital treatment of any Certificate. **Investors should consult their own legal advisors in determining whether and to what extent the Certificates constitute legal investments or are subject to restrictions on investment and whether and to what extent the Certificates can be used as collateral for various types of borrowings.**

LEGAL OPINION

If you purchase Certificates, we will send you, upon request, an opinion of our General Counsel (or one of our Deputy General Counsels) as to the validity of the Certificates and the Trust Agreement.

ERISA CONSIDERATIONS

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and the Code impose certain requirements on employee benefit plans subject to ERISA (such as employer-sponsored retirement plans) and upon other types of benefit plans and arrangements subject to section 4975 of the Code (such as individual retirement accounts). ERISA and the Code also impose these requirements on certain entities in which the benefit plans or arrangements that are subject to ERISA and the Code invest. We refer to these plans, arrangements and entities as “Plans.” Any person who is a fiduciary of a Plan is also subject to the requirements imposed by ERISA and the Code. Before a Plan invests in Certificates, the Plan fiduciary must consider whether the governing instruments for the Plan would permit the investment, whether the Certificates would be a prudent and appropriate investment for the Plan under its investment policy and whether such an investment might result in a prohibited transaction under ERISA or the Code for which no exemption is available.

The U.S. Department of Labor issued a final regulation covering the acquisition by a Plan of a “guaranteed governmental mortgage pool certificate,” defined to include certificates which are “backed by, or evidencing an interest in specified mortgages or participation interests therein” and are guaranteed by Fannie Mae as to the payment of interest and principal. Under the regulation, investment by a Plan in a “guaranteed governmental mortgage pool certificate” does not cause the assets of the Plan to include the mortgages underlying the certificate or cause the sponsor, trustee and other servicers of the mortgage pool to be subject to the fiduciary responsibility provisions of ERISA or section 4975 of the Code in providing services with respect to the mortgages in the pool. At the time the regulation was originally issued, certificates similar to the Certificates did not exist. However, we have been advised by our counsel, Sidley Austin Brown & Wood LLP, that the Certificates qualify under the definition of “guaranteed governmental mortgage pool certificates” and, as a result, the purchase and holding of Certificates by Plans will not cause the underlying mortgage loans or the assets of Fannie Mae to be subject to the fiduciary requirements of ERISA or to the prohibited transaction requirements of ERISA and the Code.

PLAN OF DISTRIBUTION

We will acquire the Mortgage Loans from the Seller in exchange for the Certificates pursuant to the Sale and Servicing Agreement. The Dealer, which has been retained by the Seller, 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 such transactions to or through WaMu Capital Corp. or other dealers.

LEGAL MATTERS

Fannie Mae will be represented by Sidley Austin Brown & Wood LLP and, with respect to federal tax matters, by Dewey Ballantine LLP. Dechert LLP will provide legal representation for the Dealer.

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Certain Assumed Characteristics of the Mortgage Loans
(As of November 1, 2004)

Loan Group 1—Fixed Rate

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Remaining Term to Maturity (in Months) ("WARM")	Weighted Average Loan Age (in Months) ("WALA")	Weighted Average Original Term (in Months)
\$ 103,052,730.90	5.6634459023%	6.2618947664%	325	26	351
105,681,283.88	6.3481547624	6.9314835459	314	40	354
96,620,247.81	6.8335368430	7.4162505630	306	48	354
41,409,897.37	7.3326765130	7.9131141169	292	58	350
51,963,680.96	8.2774037239	8.8584924072	261	92	353

Loan Group 2—ARMs (1 Year CNT)

Issue Date Unpaid Principal Balance	Weighted Average Net Mortgage Rate	Weighted Average Mortgage Rate	Weighted Average Term to Maturity (in Months) ("WARM")	Weighted Average Loan Age (in Months) ("WALA")	Weighted Average Original Term (in Months)	Weighted Average Lifetime Rate Cap	Weighted Average Lifetime Rate Floor	Weighted Average Months to Rate Change	Rate Reset Frequency (in Months)
\$ 9,289,181.85	3.5453393555%	4.1436008611%	313	47	360	10.48205%	2.56166%	5	12
13,621,636.15	4.1115853349	4.7058850374	309	51	360	10.50632	2.62321	2	12
12,205,166.27	3.9073433301	4.4996840560	311	49	360	10.63938	2.67636	8	12
12,641,802.04	4.1522542596	4.7339881585	299	61	360	10.81955	2.67773	11	12

For any date of determination in any calendar month: the "Weighted Average Mortgage Rate" for any group of Mortgage Loans is the weighted average of the Mortgage Interest Rates of such Mortgage Loans during that calendar month; the "Weighted Average Net Mortgage Rate" for any group of Mortgage Loans is the weighted average of the Net Mortgage Rates of such Mortgage Loans during that calendar month; the "Weighted Average Remaining Term to Maturity" for any group of Mortgage Loans is the weighted average remaining amortization term of such Mortgage Loans during that calendar month; the "Weighted Average Loan Age" for any group of Mortgage Loans is the weighted average loan age of such Mortgage Loans during that calendar month; the "Weighted Average Margin" for any group of Mortgage Loans is the weighted average margin of such Mortgage Loans during that calendar month; the "Weighted Average Periodic Rate Cap" for any group of Mortgage Loans is the weighted average periodic rate cap of such Mortgage Loans during that calendar month; the "Weighted Average Lifetime Rate Cap" for any group of Mortgage Loans is the weighted average Mortgage Interest Lifetime Rate Cap of such Mortgage Loans during that calendar month; the "Weighted Average Lifetime Rate Floor" for any group of Mortgage Loans is the weighted average of the Mortgage Interest Rate Floors of such Mortgage Loans during that calendar month; and the "Weighted Average Months to Rate Change" for any group of Mortgage Loans is the weighted average number of months to rate change of such Mortgage Loans during that calendar month. For each of the above definitions, the "weighted average" is calculated on the basis of the Stated Principal Balances of the Mortgage Loans in the related group at the beginning of the related calendar month.

Available Recombinations (1) (2)

Trust Certificates		RCR Certificates						
Classes	Original Principal or Notional Balance	RCR Class	Original Principal or Notional Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Assumed Maturity Date (4)
Recombination 1								
1-IO-1	\$105,681,283 (5)	PT-1	\$295,675,107 (5)	(6)	WAC/IO	NTL	31394A7L4	July 2034
1-IO-2	96,620,247 (5)							
1-IO-3	41,409,897 (5)							
1-IO-4	51,963,680 (5)							
Recombination 2								
1-IO-1	\$ 50,827,941 (5)	PT-2	\$ 5,780,469	(7)	WAC	PT	31394A7M2	July 2034
1-IO-2	46,469,990 (5)							
1-IO-3	19,916,297 (5)							
1-IO-4	24,992,191 (5)							
1-PO	5,780,469							

(1) The relative proportions of the Classes of Certificates to be delivered (or, if applicable, received) in an exchange will equal the proportions reflected by the outstanding notional principal balances of those Classes at the time of exchange.

(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—Interest Payments on the Certificates" and "—Principal Payments on the Certificates" in this prospectus.

(4) The Assumed Maturity Date is calculated assuming the maturity dates of the Mortgage Loans are not modified.

(5) Notional principal balance.

(6) The PT-1 Class will bear interest during the initial interest accrual period at an annual rate equal to approximately 0.41664%. During each subsequent interest accrual period, the PT-1 Class will bear interest as described in this prospectus.

(7) Each PT-2 Class Certificate will receive monthly interest equal to the interest amount accrued on the 1-IO-1, 1-IO-2, 1-IO-3 and 1-IO-4 Class Certificates exchanged for that PT-2 Class Certificate. Accordingly, the amount of interest payable on the PT-2 Class will not be calculated with reference to its principal balance.

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No one is authorized to give information or to make representations in connection with this offering other than those contained in this Prospectus and the other Disclosure Documents. You must not rely on any unauthorized information or representation. This Prospectus and the other 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 and the other Disclosure Documents at any time, no one implies that the information contained in these documents is correct after their dates.

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

\$446,485,623
(Approximate)



Guaranteed REMIC
Pass-Through Certificates
Fannie Mae REMIC Trust 2004-W12

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PROSPECTUS

LEHMAN BROTHERS

WAMU CAPITAL CORP.

November 8, 2004
