Prospectus Supplement
(To REMIC Prospectus dated May 1, 2002)

$243,253,530

FannieMae

Guaranteed REMIC Pass-Through Certificates
Fannie Mae REMIC Trust 2005-42

The Certificates

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

Class	Group	Original Class Balance	Principal Type	Interest Rate	Interest Type	CUSIP Number	Final Distribution Date
A	1	$ 75,161,000	PAC/AD	5.0%	FIX	31394DRM4	May 2035
FA	1	75,161,000	PAC/AD	(1)	FLT	31394DRN2	May 2035
SA	1	75,161,000(2)	NTL	(1)	INV/IO	31394DRP7	May 2035
ZA	1	29,628,000	SUP	6.0	FIX/Z	31394DRQ5	May 2035
ZB	1	50,000	PAC/AD	6.0	FIX/Z	31394DRR3	May 2035
PF	2	28,503,026	PAC	(1)	FLT	31394DRS1	May 2035
PQ(3)	2	16,626,765(2)	NTL	(1)	INV/IO	31394DRT9	May 2035
PS(3)	2	4,750,504	PAC	(1)	INV	31394DRU6	May 2035
FD	2	5,000,000	SUP	(1)	FLT/T	31394DRV4	May 2035
SD	2	10,000,000	SUP	(1)	INV/T	31394DRW2	May 2035
FC	2	5,000,000	SUP	(1)	FLT/T	31394DRX0	May 2035
SC	2	10,000,000	SUP	(1)	INV/T	31394DRY8	May 2035
R		0	NPR	0	NPR	31394DSA9	May 2035
RL		0	NPR	0	NPR	31394B7L2	May 2035

(1) Based on LIBOR.
(2) Notional balances. These classes are interest only classes.
(3) Exchangeable classes.

Payments to Certificateholders

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

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

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

The Fannie Mae Guaranty

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

The Trust and its Assets

The trust will own Fannie Mae MBS.

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

If you own certificates of certain classes, you can exchange them for the corresponding RCR certificates to be issued at the time of the exchange. The PW Class is an RCR class, as further described in this prospectus supplement.

The dealer will offer the certificates from time to time in negotiated transactions at varying prices. We expect the settlement date to be April 29, 2005.

Carefully consider the risk factors starting on page S-11 of this prospectus supplement and on page 10 of the REMIC prospectus. Unless you understand and are able to tolerate these risks, you should not invest in the certificates.

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

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

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

Citigroup

The date of this Prospectus Supplement is March 30, 2005.

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AVAILABLE INFORMATION

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

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

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

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

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

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

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

INCORPORATION BY REFERENCE

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

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

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

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

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

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

In addition, you may read our SEC filings and other information about Fannie Mae at the offices of the New York Stock Exchange, the Chicago Stock Exchange and the Pacific Exchange. Our SEC filings are also available at the SEC's Web site at www.sec.gov. You also may read and copy any document we file with the SEC by visiting the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the Public Reference Room. We are providing the address of the SEC's 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 supplement.

RECENT DEVELOPMENTS

On December 21, 2004, our Board of Directors (the "Board") announced the retirement of Chairman and Chief Executive Officer Franklin D. Raines and the resignation of Vice Chairman and Chief Financial Officer J. Timothy Howard. A member of the Board, Stephen B. Ashley, currently is serving as the non-executive chairman of the Board, Vice Chairman and Chief Operating Officer Daniel H. Mudd currently is serving as interim chief executive officer, and Executive Vice President Robert Levin currently is serving as interim chief financial officer. The Board further announced that the Audit Committee of the Board dismissed KPMG LLP as our independent auditor. On January 4, 2005, the Audit Committee of the Board approved the engagement of Deloitte & Touche LLP ("Deloitte") as our independent auditor. Deloitte will serve as the company's auditor for each of the fiscal years 2001, 2002, 2003 and 2004.

On December 21, 2004, the Office of Federal Housing Enterprise Oversight ("OFHEO") issued a letter (the "Letter") to the Board stating that we were significantly undercapitalized at September 30, 2004. In accordance with the provisions of the Federal Housing Enterprise Financial Safety and Soundness Act of 1992, we submitted a capital restoration plan proposal to OFHEO for review and approval, and we are prohibited from making any capital distribution that would result in Fannie Mae being reclassified as critically undercapitalized. In addition, even if a capital distribution would not cause the company to become critically undercapitalized, we are prohibited from making the capital distribution unless OFHEO provides prior approval of the distribution after it finds that the distribution (i) will enhance the ability of the company to meet its capital requirements promptly; (ii) will contribute to long term safety and soundness; or (iii) is otherwise in the public interest. The Letter further states that the reclassification to significantly undercapitalized may lead to structural changes and restrictions on growth as well as OFHEO directives to terminate or modify any business activities that pose excessive risk. On January 18, 2005, the Board decided to reduce the first quarter 2005 dividend on our common stock by 50 percent in order to accelerate an increase in our capital. On February 23, 2005, we announced that OFHEO approved our proposed capital restoration plan. Under the plan, we detail how we expect to meet our minimum capital requirement on an ongoing basis, as well as achieve OFHEO's 30 percent surplus capital requirement by September 30, 2005. A summary of the capital restoration plan was filed as an exhibit to a Form 8-K that we filed with the Securities and Exchange Commission (the "SEC") on February 23, 2005.

On December 15, 2004, the Office of the Chief Accountant of the SEC issued a statement (the "Statement") regarding certain accounting issues relating to Fannie Mae, including determinations by the SEC that Fannie Mae should (i) restate our financial statements to eliminate the use of hedge accounting under Financial Accounting Standard No. 133, Accounting for Derivative Instruments and Hedging Activities ("FAS 133"), (ii) evaluate the accounting under 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 restate our financial statements filed with the SEC if the amounts required for correction are material, and (iii) re-evaluate the information prepared under generally accepted accounting principles ("GAAP") and non-GAAP information that we previously provided to investors. On December 16, 2004, we filed a Current Report on Form 8-K with the SEC that includes a copy of the Statement.

As a result of the SEC's findings, we will restate our financial results from 2001 through June 30, 2004 to comply fully with the SEC's determination. In a Form 12b-25 filed with the SEC on November 15, 2004, we estimated that a loss of hedge accounting under FAS 133 for all derivatives could result in recording into earnings a net cumulative loss on derivative transactions of approximately $9.0 billion as of September 30, 2004. (We estimate that as of December 31, 2004, this net cumulative after-tax loss was approximately $8.4 billion.) We also stated that there would be a corresponding decrease to retained earnings and, accordingly, regulatory capital. In a Form 12b-25 filed with the SEC on March 17, 2005, we stated that if we do not qualify for hedge accounting for mortgage commitments accounted for as derivatives since our July 1, 2003 adoption of Financial Accounting Standard No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities ("FAS 149"), we estimate that we would be required to record in earnings a net cumulative after-tax loss related to these commitments of approximately $2.4 billion as of December 31, 2004. We are working to determine the effect of the restatement, including the effect on each prior reporting period. We expect that the impact will be material to our reported GAAP and core business results for many, if not all, periods and will vary substantially from period to period based on the amount and types of derivatives held and fluctuations in interest rates and volatility. Our restated financial statements also will reflect corrections as a result of our misapplication of FAS 91 for each prior reporting period described above. We also will consider the impact, if any, of the SEC's decision on FAS 91 for periods prior to those described above.

Accordingly, on December 17, 2004, the Audit Committee of the Board concluded that our previously filed interim and audited financial statements and the independent auditor's reports thereon for the periods from January 2001 through the second quarter of 2004 should no longer be relied upon because such financial statements were prepared applying accounting practices that did not comply with GAAP. We have not yet filed our quarterly report on Form 10-Q for the quarter ended September 30, 2004 or our annual report on Form 10-K for the year ended December 31, 2004. The financial information regarding our anticipated results of operations for the quarter ended September 30, 2004 that was contained in our Form 12b-25 filed on November 15, 2004 and in a Form 8-K filed on November 16, 2004 was prepared applying the same policies and practices, and, accordingly, should not be relied upon. The Audit Committee has discussed the matters described above and in a Form 8-K filed with the SEC on December 22, 2004 with KPMG LLP, our independent auditor through December 21, 2004.

On September 20, 2004, OFHEO delivered its report to the Board of its findings to date of the agency's special examination. Among other matters, the OFHEO report raised a number of questions and concerns about our accounting policies and practices with respect to FAS 91 and FAS 133. On February 23, 2005, we announced that OFHEO notified our Board and management of several additional accounting and internal control issues and questions that OFHEO identified in its ongoing special examination, and directed that these matters be included in the internal reviews by the Board and management and reviewed by Deloitte. OFHEO indicated that it has not completed its review of all aspects of these issues, but has identified policies that it believes appear to be inconsistent with generally accepted accounting principles as well as internal control deficiencies that raise safety and soundness concerns. The issues and questions include the following areas: securities accounting, loan accounting, consolidations, accounting for commitments, and practices to smooth certain income and expense amounts. OFHEO also raised concerns regarding journal entry controls, systems limitations, and database modifications, as well as FAS 149 and new developments relating to FAS 91. A summary of the additional questions raised in OFHEO's ongoing special examination of Fannie Mae has been filed as an exhibit to a Form 8-K that we filed with the SEC on February 23, 2005.

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

REFERENCE SHEET

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

Assets Underlying Each Group of Classes

Group	Assets
1	Group 1 MBS
2	Group 2 MBS

Assumed Characteristics of the Mortgage Loans Underlying the MBS (as of April 1, 2005)

	Approximate Principal Balance	Original Term to Maturity (in months)	Approximate Weighted Average Remaining Term to Maturity (in months)	Approximate Weighted Average Loan Age (in months)	Approximate Weighted Average Coupon
Group 1 MBS	$180,000,000	360	340	17	6.453%
Group 2 MBS	$ 63,253,530	360	344	15	6.473%

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

Class Factors

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

Settlement Date

We expect to issue the certificates on April 29, 2005.

Distribution Dates

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

Book-Entry and Physical Certificates

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

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

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

Exchanging Certificates Through Combination and Recombination

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

Interest Rates

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

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

Class	Initial Interest Rate	Maximum Interest Rate	Minimum Interest Rate	Formula for Calculation of Interest Rate (1)
FA	3.00%	7.00%	0.2%	LIBOR + 20 basis points
SA	4.00%	6.80%	0.0%	6.8% − LIBOR
PF	3.00%	7.00%	0.2%	LIBOR + 20 basis points
PQ	4.00%	6.80%	0.0%	6.8% − LIBOR
PS	10.00%	17.00%	0.0%	17% − (2.5 × LIBOR)
FD	3.00%	18.00%	3.0%	(2)
SD	7.50%	7.50%	0.0%	(3)
FC	3.50%	18.00%	3.5%	(4)
SC	7.25%	7.25%	0.0%	(5)
PW	24.00%	40.80%	0.0%	40.8% − (6 × LIBOR)

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

(2) The applicable formula interest rate for the FD Class through the 12th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 4.5%	3.00%
Greater than 4.5%	18.00%

The applicable formula interest rate for the FD Class from the 13th interest accrual period through the 24th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 5.5%	3.00%
Greater than 5.5%	18.00%

The applicable formula interest rate for the FD Class for each interest accrual period thereafter will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 6.5%	3.00%
Greater than 6.5%	18.00%

(3) The applicable formula interest rate for the SD Class through the 12th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 4.5%	7.50%
Greater than 4.5%	0.00%

The applicable formula interest rate for the SD Class from the 13th interest accrual period through the 24th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 5.5%	7.50%
Greater than 5.5%	0.00%

The applicable formula interest rate for the SD Class for each interest accrual period thereafter will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 6.5%	7.50%
Greater than 6.5%	0.00%

(4) The applicable formula interest rate for the FC Class through the 12th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 4.5%	3.50%
Greater than 4.5%	18.00%

The applicable formula interest rate for the FC Class from the 13th interest accrual period through the 24th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 5.5%	3.50%
Greater than 5.5%	18.00%

The applicable formula interest rate for the FC Class for each interest accrual period thereafter will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 6.5%	3.50%
Greater than 6.5%	18.00%

(5) The applicable formula interest rate for the SC Class through the 12th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 4.5%	7.25%
Greater than 4.5%	0.00%

The applicable formula interest rate for the SC Class from the 13th interest accrual period through the 24th interest accrual period will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 5.5%	7.25%
Greater than 5.5%	0.00%

The applicable formula interest rate for the SC Class for each interest accrual period thereafter will be as follows:

If LIBOR is:	Applicable Formula Rate
Less than or equal to 6.5%	7.25%
Greater than 6.5%	0.00%

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

Notional Classes

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

Class	
SA	100% of the FA Class
PQ	50% of the PF and PS Classes

Distributions of Principal

Group 1 Principal Distribution Amount

ZB Accrual Amount

To the A and FA Classes, pro rata, to zero, and thereafter to the ZB Class.

Group 1 Cash Flow Distribution Amount and ZA Accrual Amount

1. To Aggregate Group I to its Planned Balance.
2. To the ZA Class to zero.

3. To Aggregate Group I to zero.

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

Group 2 Principal Distribution Amount

1. To Aggregate Group II to its Planned Balance.

2. To the FD, SD, FC and SC Classes, pro rata, to zero.

3. To Aggregate Group II to zero.

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

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

Weighted Average Lives (years)*

	PSA Prepayment Assumption				
Group 1 Classes	**0%**	**285%**	**354%**	**437%**	**750%**
A, FA and SA	13.1	3.7	3.7	3.7	2.2
ZA	26.1	11.5	6.0	1.3	0.4
ZB	22.8	22.8	22.8	22.8	13.9

	PSA Prepayment Assumption				
Group 2 Classes	**0%**	**106%**	**360%**	**450%**	**750%**
PF, PQ, PS and PW	15.2	4.7	4.7	4.7	2.9
FD, SD, FC and SC	27.0	16.5	3.5	1.8	0.9

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

ADDITIONAL RISK FACTORS

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

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

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

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

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

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

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

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

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

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

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

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

Uncertain market for the certificates could make them difficult to sell and cause their values to fluctuate. We cannot be sure that a market for resale of the certificates will develop. Further, if a market develops, it may not continue or be sufficiently liquid to allow you to sell your certificates. Even if you are able to sell your certificates, the sale price may not be comparable to similar investments that have a developed market. Moreover, you may not be able to sell small or large amounts of certificates at prices comparable to those available to other investors. You should purchase certificates only if you understand and can tolerate the risk that the value of your certificates will vary over time and that your certificates may not be easily sold.

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

DESCRIPTION OF THE CERTIFICATES

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

General

Structure. We will create the Fannie Mae REMIC Trust specified on the cover of this prospectus supplement (the "Trust") and a separate trust (the "Lower Tier REMIC") pursuant to a trust agreement dated as of April 1, 2005 (the "Issue Date"). We will issue the Guaranteed REMIC Pass-Through Certificates (the "REMIC Certificates") pursuant to that trust agreement. We will issue the Combinable and Recombinable REMIC Certificates (the "RCR Certificates" and, together with the REMIC Certificates, the "Certificates") pursuant to a separate trust agreement dated as of the Issue Date (together with the trust agreement relating to the REMIC Certificates, the "Trust Agreement"). We will execute the Trust Agreement in our corporate capacity and as trustee (the "Trustee"). In general, the term "Classes" includes the Classes of REMIC Certificates and RCR Certificates.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Classes	Denomination
The Interest Only, Inverse Floating Rate and Toggle Classes	$100,000 minimum plus whole dollar increments
All other Classes (except the R and RL Classes)	$1,000 minimum plus whole dollar increments

We will issue the R and RL Classes as single Certificates with no principal balances.

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

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

Class Factors. On or shortly after the eleventh calendar day of each month, we will publish a factor (carried to eight decimal places) for each Class of Certificates. When the applicable class factor is multiplied by the original principal balance (or notional principal balance) of a Certificate of any Class, the product will equal the current principal balance (or notional principal balance) of that Certificate after taking into account payments on the Distribution Date in the same month (as well as any addition to principal in the case of the Accrual Classes).

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

Combination and Recombination

General. You are permitted to exchange all or a portion of the PQ and PS Classes of REMIC Certificates for a proportionate interest in the related RCR Certificates in the combination shown on Schedule 1. You also may exchange all or a portion of the RCR Certificates for the related REMIC Certificates in the same manner. This process may occur repeatedly.

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

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

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

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

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

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

- At the time of the proposed exchange, a Certificateholder must own Certificates of the related Class or Classes in the proportions necessary to make the desired exchange.
- A Certificateholder that does not own the Certificates may be unable to obtain the necessary REMIC Certificates or RCR Certificates.
- If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange.

- The Certificateholder of needed Certificates may refuse to sell them at a reasonable price (or any price) or may be unable to sell them.
- Certain Certificates may have been purchased and placed into other financial structures and thus be unavailable.
- Principal distributions will decrease the amounts available for exchange over time.
- Only the combination listed on Schedule 1 is permitted.

The MBS

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

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

Group 1 MBS	
Aggregate Unpaid Principal Balance	$180,000,000
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	340 months
Approximate Weighted Average WALA (weighted average loan age)	17 months
Group 2 MBS	
Aggregate Unpaid Principal Balance	$63,253,530
MBS Pass-Through Rate	6.00%
Range of WACs (annual percentages)	6.25% to 8.50%
Range of WAMs	241 months to 360 months
Approximate Weighted Average WAM	344 months
Approximate Weighted Average WALA	15 months

Final Data Statement

After issuing the Certificates, we will prepare a Final Data Statement containing certain information, including the Pool number, the current WAC (or original WAC, if the current WAC is not available) and the current WAM (or Adjusted WAM, if the current WAM is not available) of the Mortgage Loans underlying each of the MBS as of the Issue Date. The Final Data Statement also will include the weighted averages of all the current or original WACs and the weighted averages of all the current or Adjusted WAMs, based on the current unpaid principal balances of the Mortgage Loans underlying each of the MBS as of the Issue Date. You may obtain the Final Data Statement by telephoning us at 1-800-237-8627. In addition, the Final Data Statement is available on our corporate Web site at www.fanniemae.com.

Distributions of Interest

Categories of Classes

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

Interest Type*	Classes
Group 1 Classes	
Fixed Rate	A, ZA and ZB
Floating Rate	FA
Inverse Floating Rate	SA
Accrual	ZA and ZB
Interest Only	SA
Group 2 Classes	
Floating Rate	PF, FD and FC
Inverse Floating Rate	PQ, PS, SD and SC
Interest Only	PQ
Toggle†	FD, SD, FC and SC
RCR**	PW
No Payment Residual	R and RL

* See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.
** See "—Combination and Recombination" above and Schedule 1 for a further description of the RCR Class.
† The "Toggle" or "T" designation refers to a Floating Rate or Inverse Floating Rate Class whose interest rate changes significantly if the designated index meets one or more thresholds. When the index meets a threshold, the interest rate will shift from a predetermined rate or formula to a different predetermined rate or formula. Accordingly, the change in interest rate is not a continuous function of changes in the index.

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

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

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

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

Classes	Interest Accrual Periods
All Fixed Rate Classes and the FD, SD, FC and SC Classes (collectively, the "Delay Classes")	Calendar month preceding the month in which the Distribution Date occurs
The Floating Rate and Inverse Floating Rate Classes (other than the FD, SD, FC and SC Classes)	One-month period beginning on the 25th day of the month preceding the month in which the Distribution Date occurs

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

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

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

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

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

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

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

Calculation of LIBOR

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

If we are unable to calculate LIBOR on the initial Index Determination Date, LIBOR for the following Interest Accrual Period will be equal to 2.80%.

Distributions of Principal

Categories of Classes

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

Principal Type*	Classes
Group 1 Classes	
PAC	A, FA and ZB
Support	ZA
Accretion Directed	A, FA and ZB
Notional	SA
Group 2 Classes	
PAC	PF and PS
Support	FD, SD, FC and SC
Notional	PQ
RCR**	PW
No Payment Residual	R and RL

* See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus.
** See "—Combination and Recombination" above and Schedule 1 for a further description of the RCR Class.

Principal Distribution Amount

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

- the principal then paid on the Group 1 MBS (the "Group 1 Cash Flow Distribution Amount"), plus any interest then accrued and added to the principal balances of the ZB and ZA Classes (the "ZB Accrual Amount" and "ZA Accrual Amount," respectively, and together with the Group 1 Cash Flow Distribution Amount, the "Group 1 Principal Distribution Amount"), and

- the principal then paid on the Group 2 MBS (the "Group 2 Principal Distribution Amount").

Group 1 Principal Distribution Amount

ZB Accrual Amount

On each Distribution Date, we will pay the ZB Accrual Amount, concurrently, as principal of the A and FA Classes, pro rata (or 50% and 50%, respectively), until their principal balances are reduced to zero. Thereafter, we will pay the ZB Accrual Amount as principal of the ZB Class. **Accretion Directed Classes and Accrual Class**

Group 1 Cash Flow Distribution Amount and ZA Accrual Amount

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

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

(ii) to the ZA Class, until its principal balance is reduced to zero; and **Support Class**

(iii) to Aggregate Group I, without regard to its Planned Balance and until the Aggregate I Balance is reduced to zero. **PAC Group**

"Aggregate Group I" consists of the A, FA and ZB Classes. On each Distribution Date, we will apply payments of principal of Aggregate Group I as follows:

first, concurrently, to the A and FA Classes, pro rata, until their principal balances are reduced to zero; and

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

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

Group 2 Principal Distribution Amount

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

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

(ii) concurrently, to the FD, SD, FC and SC Classes, pro rata (or 16.6666666667%, 33.3333333333%, 16.6666666667% and 33.3333333333%, respectively), until their principal balances are reduced to zero; and — Support Classes

(iii) to Aggregate Group II, without regard to its Planned Balance and until the Aggregate II Balance is reduced to zero. — PAC Group

"Aggregate Group II" consists of the PF and PS Classes. On each Distribution Date, we will apply payment of principal of Aggregate Group II, concurrently, to the PF and PS Classes, pro rata (or 85.7142865735% and 14.2857134265%, respectively), until their principal balances are reduced to zero.

The "Aggregate II Balance" is equal to the aggregate principal balance of the Classes included in Aggregate Group II.

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

Structuring Assumptions

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

- the Mortgage Loans underlying the MBS have the original terms to maturity, remaining terms to maturity, WALAs and interest rates specified under "Reference Sheet—Assumed Characteristics of the Mortgage Loans Underlying the MBS" in this prospectus supplement;
- the Mortgage Loans prepay at the constant percentages of PSA specified in the related table;
- the settlement date for the sale of the Certificates is April 29, 2005; and
- each Distribution Date occurs on the 25th day of a month.

Prepayment Assumptions. Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this prospectus supplement is The Bond Market Association's standard prepayment model ("PSA"). To assume a specified rate of PSA is to assume a specified rate of prepayment each month of the then-outstanding principal balance of a pool of new mortgage loans computed as described under "Description of Certificates—Prepayment Models" in the REMIC Prospectus. It is highly unlikely that prepayments will occur at any *constant* PSA or at any other *constant* rate.

Structuring Ranges. The Principal Balance Schedules are found beginning on page B-1 of this prospectus supplement. The Principal Balance Schedules have been prepared on the basis of the

Pricing Assumptions and the assumption that the related Mortgage Loans will prepay at a constant PSA rate within the applicable Structuring Ranges set forth below.

Principal Balance Schedule References	Related Groups (1)	Structuring Ranges
Planned Balances	Aggregate Group I	Between 285% and 437% PSA
Planned Balances	Aggregate Group II	Between 106% and 450% PSA

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

We cannot assure you that the balance of any Group, listed above will conform on any Distribution Date to the specified balance in the Principal Balance Schedules. As a result, we cannot assure you that payments of principal of any Group listed above will begin or end on the Distribution Dates specified in the Principal Balance Schedules. We will distribute any excess of principal payments over the amount needed to reduce a Group to its scheduled balance on a Distribution Date. Accordingly, the ability to reduce a Group to its scheduled balance will not be improved by the averaging of high and low principal payments from month to month. In addition, even if the related Mortgage Loans prepay at rates falling within the applicable Structuring Ranges, principal distributions may be insufficient to reduce the applicable Groups to their scheduled balances if the prepayments do not occur at a *constant* PSA rate. Moreover, because of the diverse remaining terms to maturity of the related Mortgage Loans, which may include recently originated Mortgage Loans, the Groups specified above may not be reduced to their scheduled balances, even if prepayments occur at a *constant* rate within the applicable Structuring Ranges specified above.

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

Groups	Initial Effective Ranges
Aggregate Group I	Between 265% and 437% PSA
Aggregate Group II	Between 106% and 450% PSA

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

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

Classes	Supporting Classes
Group 1	
PAC	Support
Group 2	
PAC	Support

When the supporting Classes are retired, the Classes they support, if still outstanding, may no longer have Effective Ranges and will be more sensitive to prepayments.

Yield Tables

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

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

- converting the monthly rates to corporate bond equivalent rates.

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

We cannot assure you that

- the pre-tax yields on the applicable Certificates will correspond to any of the pre-tax yields shown here, or

- the aggregate purchase prices of the applicable Certificates will be as assumed.

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

- all of the Mortgage Loans will prepay at a constant PSA rate until maturity,

- all of the Mortgage Loans will prepay at the same rate, or

- the level of the Index will remain constant.

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

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

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

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

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

Class	Price*
SA	6.71875%
PQ	8.18750%
PS	91.53125%
PW	140.79461%
SD	100.00000%
SC	100.00000%
FD	106.75000%
FC	107.12500%

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

	PSA Prepayment Assumption				
LIBOR	50%	285%	354%	437%	750%
0.8%	96.2%	75.3%	75.3%	75.3%	55.2%
2.8%	58.9%	39.0%	39.0%	39.0%	17.3%
4.8%	23.3%	4.3%	4.3%	4.3%	(19.1)%
6.8%	*	*	*	*	*

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

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
0.8%	73.3%	64.6%	64.6%	64.6%	54.1%
2.8%	43.6%	34.6%	34.6%	34.6%	20.9%
4.8%	14.1%	4.6%	4.6%	4.6%	(13.5)%
6.8%	*	*	*	*	*

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

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
0.8%	17.9%	18.6%	18.6%	18.6%	19.7%
2.8%	12.3%	13.0%	13.0%	13.0%	14.1%
4.8%	6.8%	7.5%	7.5%	7.5%	8.7%
6.8%	1.4%	2.1%	2.1%	2.1%	3.4%

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
0.8%	23.5%	21.0%	21.0%	21.0%	17.3%
2.8%	14.2%	11.8%	11.8%	11.8%	7.9%
4.8%	4.9%	2.7%	2.7%	2.7%	(1.3)%
6.8%	(4.4)%	(6.3)%	(6.3)%	(6.3)%	(10.3)%

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
4.50%	7.6%	7.6%	7.4%	7.3%	7.0%
4.51%	7.0%	6.8%	5.3%	3.9%	1.5%
5.50%	7.0%	6.8%	5.3%	3.9%	1.5%
5.51%	6.4%	6.2%	3.9%	1.8%	0.0%
6.50%	6.4%	6.2%	3.9%	1.8%	0.0%
6.51%	0.0%	0.0%	0.0%	0.0%	0.0%

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
4.50%	7.3%	7.3%	7.2%	7.1%	6.8%
4.51%	6.7%	6.6%	5.2%	3.8%	1.4%
5.50%	6.7%	6.6%	5.2%	3.8%	1.4%
5.51%	6.2%	6.0%	3.8%	1.7%	0.0%
6.50%	6.2%	6.0%	3.8%	1.7%	0.0%
6.51%	0.0%	0.0%	0.0%	0.0%	0.0%

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

	PSA Prepayment Assumption				
LIBOR	50%	106%	360%	450%	750%
4.50%	2.6%	2.5%	1.0%	(0.8)%	(4.4)%
4.51%	3.5%	3.6%	4.7%	5.7%	6.1%
5.50%	3.5%	3.6%	4.7%	5.7%	6.1%
5.51%	4.6%	4.9%	8.2%	10.2%	8.8%
6.50%	4.6%	4.9%	8.2%	10.2%	8.8%
6.51%	17.2%	17.1%	14.9%	13.2%	8.8%

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

	PSA Prepayment Assumption				
LIBOR	**50%**	**106%**	**360%**	**450%**	**750%**
4.50%	3.0%	2.9%	1.3%	(0.5)%	(4.4)%
4.51%	3.9%	4.0%	5.0%	5.7%	5.8%
5.50%	3.9%	4.0%	5.0%	5.7%	5.8%
5.51%	5.0%	5.3%	8.3%	10.0%	8.4%
6.50%	5.0%	5.3%	8.3%	10.0%	8.4%
6.51%	17.1%	17.0%	14.7%	12.9%	8.4%

Weighted Average Lives of the Certificates

The weighted average life of a Certificate is determined by

(a) multiplying the amount of the reduction, if any, of the principal balance of the Certificate from one Distribution Date to the next Distribution Date by the number of years from the Settlement Date to the second such Distribution Date,

(b) summing the results, and

(c) dividing the sum by the aggregate amount of the reductions in principal balance of the Certificate referred to in clause (a).

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

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

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

See "—Distributions of Principal" above.

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

Decrement Tables

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

Mortgage Loans Relating to Trust Assets Specified Below	Original Terms to Maturity	Remaining Terms to Maturity	Interest Rates
Group 1 MBS	360 months	360 months	8.50%
Group 2 MBS	360 months	360 months	8.50%

It is unlikely

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

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

Percent of Original Principal Balances Outstanding

Date	A, FA and SA† Classes				
	PSA Prepayment Assumption				
	0%	285%	354%	437%	750%
Initial Percent	100	100	100	100	100
April 2006	98	83	83	83	76
April 2007	96	64	64	64	41
April 2008	93	49	49	49	22
April 2009	91	36	36	36	12
April 2010	88	26	26	26	7
April 2011	85	19	19	19	3
April 2012	81	14	14	14	2
April 2013	78	10	10	10	1
April 2014	74	7	7	7	*
April 2015	70	5	5	5	*
April 2016	66	4	4	4	*
April 2017	61	3	3	3	*
April 2018	56	2	2	2	0
April 2019	51	1	1	1	0
April 2020	45	1	1	1	0
April 2021	39	1	1	1	0
April 2022	32	*	*	*	0
April 2023	25	*	*	*	0
April 2024	17	*	*	*	0
April 2025	9	*	*	*	0
April 2026	0	0	0	0	0
April 2027	0	0	0	0	0
April 2028	0	0	0	0	0
April 2029	0	0	0	0	0
April 2030	0	0	0	0	0
April 2031	0	0	0	0	0
April 2032	0	0	0	0	0
April 2033	0	0	0	0	0
April 2034	0	0	0	0	0
April 2035	0	0	0	0	0
Weighted Average Life (years)**	13.1	3.7	3.7	3.7	2.2

Date	ZA Class				
	PSA Prepayment Assumption				
	0%	285%	354%	437%	750%
Initial Percent	100	100	100	100	100
April 2006	106	100	80	57	0
April 2007	113	100	64	22	0
April 2008	120	100	54	5	0
April 2009	127	100	51	*	0
April 2010	135	98	48	*	0
April 2011	143	91	44	*	0
April 2012	152	83	38	*	0
April 2013	161	73	33	*	0
April 2014	171	64	28	*	0
April 2015	182	55	23	*	0
April 2016	193	46	19	*	0
April 2017	205	39	15	*	0
April 2018	218	32	12	*	0
April 2019	231	26	10	*	0
April 2020	245	21	8	*	0
April 2021	261	17	6	*	0
April 2022	277	14	5	*	0
April 2023	294	11	3	*	0
April 2024	312	9	3	*	0
April 2025	331	7	2	*	0
April 2026	351	5	1	*	0
April 2027	324	4	1	*	0
April 2028	295	3	1	*	0
April 2029	263	2	*	*	0
April 2030	228	1	*	*	0
April 2031	189	1	*	*	0
April 2032	148	*	*	*	0
April 2033	103	*	*	*	0
April 2034	54	0	0	0	0
April 2035	0	0	0	0	0
Weighted Average Life (years)**	26.1	11.5	6.0	1.3	0.4

Date	ZB Class				
	PSA Prepayment Assumption				
	0%	285%	354%	437%	750%
Initial Percent	100	100	100	100	100
April 2006	106	106	106	106	106
April 2007	113	113	113	113	113
April 2008	120	120	120	120	120
April 2009	127	127	127	127	127
April 2010	135	135	135	135	135
April 2011	143	143	143	143	143
April 2012	152	152	152	152	152
April 2013	161	161	161	161	161
April 2014	171	171	171	171	171
April 2015	182	182	182	182	182
April 2016	193	193	193	193	193
April 2017	205	205	205	205	205
April 2018	218	218	218	218	133
April 2019	231	231	231	231	70
April 2020	245	245	245	245	37
April 2021	261	261	261	261	19
April 2022	277	277	277	277	10
April 2023	294	294	294	294	5
April 2024	312	312	312	312	3
April 2025	331	331	331	331	1
April 2026	293	293	293	293	1
April 2027	192	192	192	192	*
April 2028	123	123	123	123	*
April 2029	76	76	76	76	*
April 2030	44	44	44	44	*
April 2031	23	23	23	23	*
April 2032	10	10	10	10	*
April 2033	2	2	2	2	*
April 2034	0	0	0	0	0
April 2035	0	0	0	0	0
Weighted Average Life (years)**	22.8	22.8	22.8	22.8	13.9

Date	PF, PQ†, PS and PW Classes				
	PSA Prepayment Assumption				
	0%	106%	360%	450%	750%
Initial Percent	100	100	100	100	100
April 2006	99	89	89	89	89
April 2007	97	76	76	76	69
April 2008	95	63	63	63	38
April 2009	93	51	51	51	20
April 2010	91	40	40	40	11
April 2011	89	29	29	29	6
April 2012	87	21	21	21	3
April 2013	84	15	15	15	2
April 2014	81	11	11	11	1
April 2015	78	8	8	8	*
April 2016	75	5	5	5	*
April 2017	71	4	4	4	*
April 2018	67	3	3	3	*
April 2019	63	2	2	2	*
April 2020	58	1	1	1	*
April 2021	53	1	1	1	*
April 2022	48	1	1	1	*
April 2023	42	*	*	*	*
April 2024	35	*	*	*	*
April 2025	28	*	*	*	*
April 2026	20	*	*	*	*
April 2027	11	*	*	*	*
April 2028	2	*	*	*	*
April 2029	*	*	*	*	*
April 2030	*	*	*	*	*
April 2031	*	*	*	*	*
April 2032	*	*	*	*	*
April 2033	*	*	*	*	0
April 2034	0	0	0	0	0
April 2035	0	0	0	0	0
Weighted Average Life (years)**	15.2	4.7	4.7	4.7	2.9

Date	FD, SD, FC and SC Classes				
	PSA Prepayment Assumption				
	0%	106%	360%	450%	750%
Initial Percent	100	100	100	100	100
April 2006	100	100	77	69	42
April 2007	100	100	53	38	0
April 2008	100	100	36	18	0
April 2009	100	100	25	6	0
April 2010	100	100	19	1	0
April 2011	100	100	16	*	0
April 2012	100	98	14	*	0
April 2013	100	95	12	*	0
April 2014	100	90	10	*	0
April 2015	100	84	8	*	0
April 2016	100	78	7	*	0
April 2017	100	72	5	*	0
April 2018	100	66	4	*	0
April 2019	100	60	3	*	0
April 2020	100	54	3	*	0
April 2021	100	49	2	*	0
April 2022	100	43	2	*	0
April 2023	100	38	1	*	0
April 2024	100	34	1	*	0
April 2025	100	29	1	*	0
April 2026	100	25	*	*	0
April 2027	100	21	*	*	0
April 2028	100	17	*	*	0
April 2029	91	14	*	*	0
April 2030	79	10	*	*	0
April 2031	66	7	*	*	0
April 2032	51	4	*	*	0
April 2033	36	2	*	*	0
April 2034	19	0	0	0	0
April 2035	0	0	0	0	0
Weighted Average Life (years)**	27.0	16.5	3.5	1.8	0.9

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

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

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

Characteristics of the R and RL Classes

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

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

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

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

A transfer satisfies the asset test if (i) the transferee's gross assets exceed $100 million and its net assets exceed $10 million (in each case, at the time of the transfer and at the close of each of the transferee's two fiscal years preceding the year of transfer), (ii) the transferee is an "eligible corporation" and the transferee agrees in writing that any subsequent transfer of the Residual Certificate will be to an eligible corporation and will comply with the safe harbor and satisfy the asset test, and (iii) the facts and circumstances known to the transferor do not reasonably indicate that the taxes associated with the Residual Certificate will not be paid. A transfer satisfies the formula test if the present value of the anticipated tax liabilities associated with holding the Residual Certificate is less than or equal to the present value of the sum of (i) any consideration given to the transferee to acquire the Residual Certificate, (ii) expected future distributions on the Residual Certificate, and (iii) anticipated tax savings associated with holding the Residual Certificate as the related REMIC trust generates losses. The Regulations contain additional details regarding their application and you should consult your own tax advisor regarding the application of the Regulations to a transfer of a Residual Certificate.

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

CERTAIN ADDITIONAL FEDERAL INCOME TAX CONSEQUENCES

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

REMIC Elections and Special Tax Attributes

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

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

Taxation of Beneficial Owners of Regular Certificates

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

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

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

Group	Prepayment Assumption
1	354% PSA
2	360% PSA

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

Taxation of Beneficial Owners of Residual Certificates

For purposes of determining the portion of the taxable income of the Trust (or the Lower Tier REMIC) that generally will not be treated as excess inclusions, the rate to be used is 5.52% (which is 120% of the ''federal long-term rate''). See ''Certain Federal Income Tax Consequences—*Taxation of Beneficial Owners of Residual Certificates*—Treatment of Excess Inclusions'' and ''—*Foreign Investors*—Residual Certificates'' in the REMIC Prospectus.

The Treasury Department recently issued Regulations providing that, to clearly reflect income, an inducement fee paid to a transferee of a noneconomic residual interest in a REMIC must be included in income over a period that is reasonably related to the period during which the applicable REMIC is expected to generate taxable income or net loss allocable to the transferee. The Regulations set forth two safe harbor methods under which a taxpayer's accounting for the inducement fee will be considered to clearly reflect income for these purposes. In addition, under the Regulations an inducement fee shall be treated as income from sources within the United States. The Regulations, which are effective for taxable years ending on or after May 11, 2004, contain additional details regarding their application. You should consult your own tax advisor regarding the application of the Regulations to the transfer of a Residual Certificate.

Taxation of Beneficial Owners of RCR Certificates

General. The RCR Class will be created, sold and administered pursuant to an arrangement that will be classified as a grantor trust under subpart E, part I of subchapter J of the Code. The REMIC Certificates that are exchanged for RCR Certificates (including any exchanges effective on the Settlement Date) will be the assets of the trust, and the RCR Certificates will represent an ownership interest in those REMIC Certificates. For a general discussion of the federal income tax treatment of beneficial owners of REMIC Certificates, see ''Certain Federal Income Tax Consequences'' in the REMIC Prospectus.

The RCR Class (the ''Combination RCR Class'') will represent the beneficial ownership of the underlying REMIC Certificates set forth in Schedule 1. Each Certificate of the Combination RCR Class (a ''Combination RCR Certificate'') will represent beneficial ownership of undivided interests in two or more underlying REMIC Certificates.

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

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

Tax Return Disclosure Requirements

The Treasury Department recently issued Regulations directed at "tax shelters" that could be read to apply to transactions generally not considered to be tax shelters. These Regulations require that taxpayers that participate in a "reportable transaction" disclose such transaction on their tax returns by attaching IRS Form 8886 and retain information related to the transaction. A transaction may be a "reportable transaction" based upon any of several indicia, one or more of which may be present with respect to the Certificates. You should consult your own tax advisor concerning any possible disclosure obligation with respect to your investment in the Certificates.

PLAN OF DISTRIBUTION

General. We are obligated to deliver the Certificates to Citigroup Global Markets Inc. (the "Dealer") in exchange for the MBS. The Dealer proposes to offer the Certificates directly to the public from time to time in negotiated transactions at varying prices to be determined at the time of sale. The Dealer may effect these transactions to or through other dealers.

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

LEGAL MATTERS

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

Schedule 1

Available Recombination (1) (2)

REMIC Certificates		RCR Certificates						
Classes	Original Principal or Notional Principal Balances	RCR Class	Original Principal Balance	Interest Rate	Interest Type (3)	Principal Type (3)	CUSIP Number	Final Distribution Date
PS	$ 4,750,504	PW	$ 4,750,504	(4)	INV	PAC	31394DRZ5	May 2035
PQ	16,626,765 (5)							

(1) REMIC Certificates and RCR Certificates may be exchanged only in the proportions shown in this Schedule 1.
(2) If, as a result of a proposed exchange, a Certificateholder would hold a REMIC Certificate or RCR Certificate of a Class in an amount less than the applicable minimum denomination for that Class, the Certificateholder will be unable to effect the proposed exchange. See "Description of the Certificates—General—*Authorized Denominations*" in this prospectus supplement.
(3) See "Description of Certificates—Class Definitions and Abbreviations" in the REMIC Prospectus and "Description of the Certificates—Distributions of Interest" and "—Distributions of Principal" in this prospectus supplement.
(4) For a description of this interest rate, see "Description of the Certificates—Distributions of Interest" in this prospectus supplement.
(5) Notional principal balance.

Principal Balance Schedules

Aggregate Group I Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$150,372,000.00	December 2009	$ 43,707,451.54	August 2014	$ 9,541,669.78
May 2005	148,570,784.35	January 2010	42,549,910.68	September 2014	9,282,039.73
June 2005	146,692,768.77	February 2010	41,422,597.38	October 2014	9,029,318.97
July 2005	144,740,168.47	March 2010	40,324,730.29	November 2014	8,783,326.45
August 2005	142,715,307.17	April 2010	39,255,548.12	December 2014	8,543,885.81
September 2005	140,620,612.63	May 2010	38,214,309.09	January 2015	8,310,825.27
October 2005	138,458,611.87	June 2010	37,200,290.48	February 2015	8,083,977.49
November 2005	136,231,926.17	July 2010	36,212,788.11	March 2015	7,863,179.48
December 2005	133,943,265.75	August 2010	35,251,115.87	April 2015	7,648,272.47
January 2006	131,595,424.29	September 2010	34,314,605.27	May 2015	7,439,101.82
February 2006	129,191,273.17	October 2010	33,402,604.99	June 2015	7,235,516.89
March 2006	126,733,755.54	November 2010	32,514,480.43	July 2015	7,037,370.96
April 2006	124,225,880.17	December 2010	31,649,613.30	August 2015	6,844,521.11
May 2006	121,670,715.17	January 2011	30,807,401.18	September 2015	6,656,828.13
June 2006	119,156,902.05	February 2011	29,987,257.13	October 2015	6,474,156.44
July 2006	116,683,781.92	March 2011	29,188,609.31	November 2015	6,296,373.97
August 2006	114,250,706.29	April 2011	28,410,900.56	December 2015	6,123,352.08
September 2006	111,857,036.90	May 2011	27,653,588.05	January 2016	5,954,965.48
October 2006	109,502,145.57	June 2011	26,916,142.90	February 2016	5,791,092.14
November 2006	107,185,414.02	July 2011	26,198,049.84	March 2016	5,631,613.19
December 2006	104,906,233.74	August 2011	25,498,806.85	April 2016	5,476,412.86
January 2007	102,664,005.84	September 2011	24,817,924.81	May 2016	5,325,378.40
February 2007	100,458,140.86	October 2011	24,154,927.21	June 2016	5,178,399.98
March 2007	98,288,058.67	November 2011	23,509,349.77	July 2016	5,035,370.63
April 2007	96,153,188.29	December 2011	22,880,740.18	August 2016	4,896,186.17
May 2007	94,052,967.77	January 2012	22,268,657.77	September 2016	4,760,745.14
June 2007	91,986,844.02	February 2012	21,672,673.21	October 2016	4,628,948.71
July 2007	89,954,272.71	March 2012	21,092,368.23	November 2016	4,500,700.63
August 2007	87,954,718.09	April 2012	20,527,335.32	December 2016	4,375,907.16
September 2007	85,987,652.88	May 2012	19,977,177.48	January 2017	4,254,476.99
October 2007	84,052,558.14	June 2012	19,441,507.94	February 2017	4,136,321.22
November 2007	82,148,923.13	July 2012	18,919,949.88	March 2017	4,021,353.24
December 2007	80,276,245.17	August 2012	18,412,136.20	April 2017	3,909,488.71
January 2008	78,434,029.54	September 2012	17,917,709.27	May 2017	3,800,645.49
February 2008	76,621,789.34	October 2012	17,436,320.67	June 2017	3,694,743.59
March 2008	74,839,045.37	November 2012	16,967,630.96	July 2017	3,591,705.10
April 2008	73,085,326.00	December 2012	16,511,309.47	August 2017	3,491,454.16
May 2008	71,360,167.06	January 2013	16,067,034.05	September 2017	3,393,916.87
June 2008	69,663,111.73	February 2013	15,634,490.86	October 2017	3,299,021.27
July 2008	67,993,710.41	March 2013	15,213,374.17	November 2017	3,206,697.28
August 2008	66,351,520.61	April 2013	14,803,386.12	December 2017	3,116,876.66
September 2008	64,736,106.84	May 2013	14,404,236.56	January 2018	3,029,492.95
October 2008	63,147,040.51	June 2013	14,015,642.82	February 2018	2,944,481.42
November 2008	61,583,899.81	July 2013	13,637,329.53	March 2018	2,861,779.05
December 2008	60,046,269.61	August 2013	13,269,028.44	April 2018	2,781,324.45
January 2009	58,533,741.33	September 2013	12,910,478.22	May 2018	2,703,057.86
February 2009	57,045,912.89	October 2013	12,561,424.30	June 2018	2,626,921.07
March 2009	55,582,388.55	November 2013	12,221,618.68	July 2018	2,552,857.39
April 2009	54,142,778.85	December 2013	11,890,819.79	August 2018	2,480,811.63
May 2009	52,726,700.49	January 2014	11,568,792.28	September 2018	2,410,730.04
June 2009	51,333,891.57	February 2014	11,255,306.91	October 2018	2,342,560.28
July 2009	49,977,386.73	March 2014	10,950,140.35	November 2018	2,276,251.38
August 2009	48,656,248.82	April 2014	10,653,075.07	December 2018	2,211,753.71
September 2009	47,369,564.72	May 2014	10,363,899.14	January 2019	2,149,018.94
October 2009	46,116,444.71	June 2014	10,082,406.14	February 2019	2,088,000.01
November 2009	44,896,021.88	July 2014	9,808,394.98	March 2019	2,028,651.10

Aggregate Group I (Continued)

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
April 2019	$ 1,970,927.59	February 2024	$ 343,960.69	December 2028	$ 44,666.70
May 2019	1,914,786.03	March 2024	333,207.72	January 2029	42,871.33
June 2019	1,860,184.12	April 2024	322,766.15	February 2029	41,134.17
July 2019	1,807,080.67	May 2024	312,627.35	March 2029	39,453.51
August 2019	1,755,435.56	June 2024	302,782.92	April 2029	37,827.67
September 2019	1,705,209.75	July 2024	293,224.69	May 2029	36,255.03
October 2019	1,656,365.20	August 2024	283,944.72	June 2029	34,734.01
November 2019	1,608,864.90	September 2024	274,935.26	July 2029	33,263.08
December 2019	1,562,672.79	October 2024	266,188.79	August 2029	31,840.74
January 2020	1,517,753.77	November 2024	257,697.99	September 2029	30,465.55
February 2020	1,474,073.67	December 2024	249,455.73	October 2029	29,136.10
March 2020	1,431,599.21	January 2025	241,455.08	November 2029	27,851.01
April 2020	1,390,298.00	February 2025	233,689.30	December 2029	26,608.96
May 2020	1,350,138.49	March 2025	226,151.82	January 2030	25,408.66
June 2020	1,311,089.98	April 2025	218,836.26	February 2030	24,248.85
July 2020	1,273,122.57	May 2025	211,736.40	March 2030	23,128.31
August 2020	1,236,207.15	June 2025	204,846.20	April 2030	22,045.86
September 2020	1,200,315.38	July 2025	198,159.79	May 2030	21,000.34
October 2020	1,165,419.67	August 2025	191,671.44	June 2030	19,990.64
November 2020	1,131,493.16	September 2025	185,375.59	July 2030	19,015.67
December 2020	1,098,509.69	October 2025	179,266.82	August 2030	18,074.37
January 2021	1,066,443.81	November 2025	173,339.87	September 2030	17,165.72
February 2021	1,035,270.73	December 2025	167,589.62	October 2030	16,288.72
March 2021	1,004,966.33	January 2026	162,011.09	November 2030	15,442.40
April 2021	975,507.12	February 2026	156,599.42	December 2030	14,625.82
May 2021	946,870.22	March 2026	151,349.91	January 2031	13,838.06
June 2021	919,033.38	April 2026	146,257.96	February 2031	13,078.24
July 2021	891,974.93	May 2026	141,319.12	March 2031	12,345.50
August 2021	865,673.77	June 2026	136,529.04	April 2031	11,639.00
September 2021	840,109.36	July 2026	131,883.51	May 2031	10,957.93
October 2021	815,261.72	August 2026	127,378.42	June 2031	10,301.50
November 2021	791,111.38	September 2026	123,009.78	July 2031	9,668.94
December 2021	767,639.40	October 2026	118,773.70	August 2031	9,059.51
January 2022	744,827.35	November 2026	114,666.41	September 2031	8,472.48
February 2022	722,657.27	December 2026	110,684.23	October 2031	7,907.15
March 2022	701,111.70	January 2027	106,823.59	November 2031	7,362.84
April 2022	680,173.62	February 2027	103,081.02	December 2031	6,838.89
May 2022	659,826.49	March 2027	99,453.14	January 2032	6,334.66
June 2022	640,054.19	April 2027	95,936.66	February 2032	5,849.52
July 2022	620,841.04	May 2027	92,528.39	March 2032	5,382.87
August 2022	602,171.77	June 2027	89,225.22	April 2032	4,934.11
September 2022	584,031.53	July 2027	86,024.13	May 2032	4,502.68
October 2022	566,405.85	August 2027	82,922.18	June 2032	4,088.02
November 2022	549,280.66	September 2027	79,916.51	July 2032	3,689.60
December 2022	532,642.26	October 2027	77,004.34	August 2032	3,306.89
January 2023	516,477.32	November 2027	74,182.97	September 2032	2,939.39
February 2023	500,772.86	December 2027	71,449.78	October 2032	2,586.60
March 2023	485,516.25	January 2028	68,802.21	November 2032	2,248.05
April 2023	470,695.20	February 2028	66,237.78	December 2032	1,923.27
May 2023	456,297.74	March 2028	63,754.07	January 2033	1,611.81
June 2023	442,312.24	April 2028	61,348.74	February 2033	1,313.24
July 2023	428,727.36	May 2028	59,019.50	March 2033	1,027.14
August 2023	415,532.08	June 2028	56,764.14	April 2033	753.09
September 2023	402,715.66	July 2028	54,580.50	May 2033	490.70
October 2023	390,267.66	August 2028	52,466.48	June 2033	239.57
November 2023	378,177.92	September 2028	50,420.04	July 2033 and thereafter	0.00
December 2023	366,436.55	October 2028	48,439.21		
January 2024	355,033.93	November 2028	46,522.05		

Aggregate Group II Planned Balances

Distribution Date	Planned Balance	Distribution Date	Planned Balance	Distribution Date	Planned Balance
Initial Balance	$33,253,530.00	December 2009	$14,358,180.20	August 2014	$ 3,140,123.95
May 2005	33,008,461.50	January 2010	14,051,766.24	September 2014	3,052,184.26
June 2005	32,752,448.53	February 2010	13,747,031.83	October 2014	2,966,657.97
July 2005	32,485,604.22	March 2010	13,443,967.78	November 2014	2,883,479.77
August 2005	32,208,047.58	April 2010	13,142,564.96	December 2014	2,802,586.12
September 2005	31,919,903.47	May 2010	12,842,814.32	January 2015	2,723,915.17
October 2005	31,621,302.46	June 2010	12,544,706.82	February 2015	2,647,406.73
November 2005	31,312,380.75	July 2010	12,248,233.49	March 2015	2,573,002.22
December 2005	30,993,280.07	August 2010	11,953,385.39	April 2015	2,500,644.64
January 2006	30,664,147.60	September 2010	11,660,153.67	May 2015	2,430,278.49
February 2006	30,325,135.80	October 2010	11,368,529.49	June 2015	2,361,849.79
March 2006	29,976,402.36	November 2010	11,078,504.07	July 2015	2,295,305.99
April 2006	29,618,110.02	December 2010	10,790,068.69	August 2015	2,230,595.96
May 2006	29,250,426.48	January 2011	10,503,214.65	September 2015	2,167,669.94
June 2006	28,873,524.28	February 2011	10,217,933.31	October 2015	2,106,479.51
July 2006	28,487,580.61	March 2011	9,937,481.24	November 2015	2,046,977.52
August 2006	28,103,750.82	April 2011	9,664,617.68	December 2015	1,989,118.12
September 2006	27,722,023.37	May 2011	9,399,139.40	January 2016	1,932,856.68
October 2006	27,342,386.77	June 2011	9,140,848.61	February 2016	1,878,149.76
November 2006	26,964,829.60	July 2011	8,889,552.74	March 2016	1,824,955.11
December 2006	26,589,340.51	August 2011	8,645,064.34	April 2016	1,773,231.59
January 2007	26,215,908.20	September 2011	8,407,200.97	May 2016	1,722,939.18
February 2007	25,844,521.43	October 2011	8,175,785.01	June 2016	1,674,038.94
March 2007	25,475,169.05	November 2011	7,950,643.60	July 2016	1,626,492.96
April 2007	25,107,839.93	December 2011	7,731,608.43	August 2016	1,580,264.36
May 2007	24,742,523.03	January 2012	7,518,515.72	September 2016	1,535,317.25
June 2007	24,379,207.36	February 2012	7,311,206.01	October 2016	1,491,616.71
July 2007	24,017,881.99	March 2012	7,109,524.11	November 2016	1,449,128.76
August 2007	23,658,536.04	April 2012	6,913,318.92	December 2016	1,407,820.33
September 2007	23,301,158.70	May 2012	6,722,443.42	January 2017	1,367,659.25
October 2007	22,945,739.24	June 2012	6,536,754.45	February 2017	1,328,614.21
November 2007	22,592,266.95	July 2012	6,356,112.71	March 2017	1,290,654.74
December 2007	22,240,731.20	August 2012	6,180,382.57	April 2017	1,253,751.20
January 2008	21,891,121.42	September 2012	6,009,432.04	May 2017	1,217,874.73
February 2008	21,543,427.08	October 2012	5,843,132.64	June 2017	1,182,997.27
March 2008	21,197,637.72	November 2012	5,681,359.30	July 2017	1,149,091.51
April 2008	20,853,742.95	December 2012	5,523,990.30	August 2017	1,116,130.88
May 2008	20,511,732.41	January 2013	5,370,907.18	September 2017	1,084,089.52
June 2008	20,171,595.81	February 2013	5,221,994.59	October 2017	1,052,942.27
July 2008	19,833,322.92	March 2013	5,077,140.30	November 2017	1,022,664.65
August 2008	19,496,903.55	April 2013	4,936,235.05	December 2017	993,232.85
September 2008	19,162,327.60	May 2013	4,799,172.51	January 2018	964,623.68
October 2008	18,829,584.99	June 2013	4,665,849.19	February 2018	936,814.61
November 2008	18,498,665.70	July 2013	4,536,164.33	March 2018	909,783.69
December 2008	18,169,559.78	August 2013	4,410,019.89	April 2018	883,509.57
January 2009	17,842,257.32	September 2013	4,287,320.45	May 2018	857,971.49
February 2009	17,516,748.49	October 2013	4,167,973.13	June 2018	833,149.26
March 2009	17,193,023.48	November 2013	4,051,887.51	July 2018	809,023.19
April 2009	16,871,072.54	December 2013	3,938,975.61	August 2018	785,574.16
May 2009	16,550,885.98	January 2014	3,829,151.80	September 2018	762,783.57
June 2009	16,232,454.19	February 2014	3,722,332.75	October 2018	740,633.31
July 2009	15,915,767.57	March 2014	3,618,437.31	November 2018	719,105.77
August 2009	15,600,816.58	April 2014	3,517,386.54	December 2018	698,183.81
September 2009	15,287,591.74	May 2014	3,419,103.61	January 2019	677,850.75
October 2009	14,976,083.65	June 2014	3,323,513.74	February 2019	658,090.38
November 2009	14,666,282.91	July 2014	3,230,544.13	March 2019	638,886.92

Aggregate Group II (Continued)

Distribution Date	Planned Balance
April 2019	$ 620,225.01
May 2019	602,089.72
June 2019	584,466.51
July 2019	567,341.26
August 2019	550,700.21
September 2019	534,529.98
October 2019	518,817.56
November 2019	503,550.29
December 2019	488,715.85
January 2020	474,302.27
February 2020	460,297.89
March 2020	446,691.37
April 2020	433,471.68
May 2020	420,628.11
June 2020	408,150.20
July 2020	396,027.81
August 2020	384,251.07
September 2020	372,810.37
October 2020	361,696.37
November 2020	350,899.98
December 2020	340,412.37
January 2021	330,224.94
February 2021	320,329.32
March 2021	310,717.38
April 2021	301,381.21
May 2021	292,313.12
June 2021	283,505.62
July 2021	274,951.43
August 2021	266,643.47
September 2021	258,574.86
October 2021	250,738.90
November 2021	243,129.08
December 2021	235,739.06
January 2022	228,562.69
February 2022	221,593.97
March 2022	214,827.07
April 2022	208,256.33
May 2022	201,876.24
June 2022	195,681.44
July 2022	189,666.71
August 2022	183,826.99
September 2022	178,157.35
October 2022	172,653.00
November 2022	167,309.28
December 2022	162,121.65
January 2023	157,085.71
February 2023	152,197.17
March 2023	147,451.86
April 2023	142,845.74
May 2023	138,374.86
June 2023	134,035.39
July 2023	129,823.61
August 2023	125,735.89
September 2023	121,768.71
October 2023	117,918.65
November 2023	114,182.38
December 2023	110,556.66
January 2024	$ 107,038.35
February 2024	103,624.38
March 2024	100,311.78
April 2024	97,097.66
May 2024	93,979.21
June 2024	90,953.69
July 2024	88,018.45
August 2024	85,170.90
September 2024	82,408.53
October 2024	79,728.90
November 2024	77,129.63
December 2024	74,608.42
January 2025	72,163.02
February 2025	69,791.26
March 2025	67,491.02
April 2025	65,260.23
May 2025	63,096.89
June 2025	60,999.06
July 2025	58,964.85
August 2025	56,992.41
September 2025	55,079.96
October 2025	53,225.76
November 2025	51,428.13
December 2025	49,685.42
January 2026	47,996.04
February 2026	46,358.44
March 2026	44,771.11
April 2026	43,232.59
May 2026	41,741.45
June 2026	40,296.31
July 2026	38,895.83
August 2026	37,538.71
September 2026	36,223.67
October 2026	34,949.48
November 2026	33,714.95
December 2026	32,518.91
January 2027	31,360.23
February 2027	30,237.81
March 2027	29,150.58
April 2027	28,097.50
May 2027	27,077.57
June 2027	26,089.81
July 2027	25,133.26
August 2027	24,207.00
September 2027	23,310.13
October 2027	22,441.78
November 2027	21,601.11
December 2027	20,787.28
January 2028	19,999.50
February 2028	19,236.99
March 2028	18,499.00
April 2028	17,784.80
May 2028	17,093.67
June 2028	16,424.92
July 2028	15,777.87
August 2028	15,151.88
September 2028	14,546.31
October 2028	$ 13,960.55
November 2028	13,393.99
December 2028	12,846.06
January 2029	12,316.20
February 2029	11,803.85
March 2029	11,308.48
April 2029	10,829.58
May 2029	10,366.65
June 2029	9,919.20
July 2029	9,486.75
August 2029	9,068.85
September 2029	8,665.05
October 2029	8,274.92
November 2029	7,898.04
December 2029	7,534.01
January 2030	7,182.41
February 2030	6,842.87
March 2030	6,515.02
April 2030	6,198.50
May 2030	5,892.95
June 2030	5,598.03
July 2030	5,313.41
August 2030	5,038.77
September 2030	4,773.80
October 2030	4,518.19
November 2030	4,271.65
December 2030	4,033.89
January 2031	3,804.64
February 2031	3,583.63
March 2031	3,370.60
April 2031	3,165.29
May 2031	2,967.46
June 2031	2,776.87
July 2031	2,593.29
August 2031	2,416.50
September 2031	2,246.27
October 2031	2,082.40
November 2031	1,924.68
December 2031	1,772.91
January 2032	1,626.91
February 2032	1,486.48
March 2032	1,351.44
April 2032	1,221.62
May 2032	1,096.84
June 2032	976.94
July 2032	861.76
August 2032	751.15
September 2032	644.95
October 2032	543.02
November 2032	445.22
December 2032	351.40
January 2033	261.44
February 2033	175.21
March 2033	92.58
April 2033	13.43
May 2033 and thereafter	0.00

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

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

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$243,253,530

FannieMae®

Guaranteed REMIC Pass-Through Certificates

Fannie Mae REMIC Trust 2005-42

Citigroup

Prospectus Supplement

March 30, 2005