

**\$706,581,132**

## Government National Mortgage Association



### **GINNIE MAE®**

**Guaranteed REMIC Pass-Through Securities  
and MX Securities  
Ginnie Mae REMIC Trust 2002-57**



**The securities may not be suitable investments for you. You should consider carefully the risks of investing in them. See “Risk Factors” beginning on page S-9 which highlights some of these risks.**

#### **The Securities**

The Trust will issue the Classes of Securities listed on the inside front cover.

#### **The Ginnie Mae Guaranty**

Ginnie Mae will guarantee the timely payment of principal and interest on the securities. The Ginnie Mae Guaranty is backed by the full faith and credit of the United States of America.

#### **The Trust and its Assets**

The Trust will own (1) Ginnie Mae Certificates and (2) a certain previously issued certificate.

The Sponsor and the Co-Sponsor will offer the securities from time to time in negotiated transactions at varying prices. We expect the closing date to be August 29, 2002.

You should read the Base Offering Circular as well as this Supplement.

The securities are exempt from registration under the Securities Act of 1933 and are “exempt securities” under the Securities Exchange Act of 1934.

**UBS Warburg**

**Blaylock & Partners L.P.**

**The date of this Offering Circular Supplement is August 22, 2002.**

The Trust will issue the classes of securities listed in the table below. If you own exchangeable securities identified in the table, you can exchange them for the corresponding MX Securities, and vice versa.

<b>Class of REMIC Securities</b>	<b>Original Principal Balance(2)</b>	<b>Interest Rate</b>	<b>Principal Type(3)</b>	<b>Interest Type(3)</b>	<b>Final Distribution Date(4)</b>	<b>CUSIP Number</b>
<b>Security Group 1</b>						
AB .....	\$ 2,000,000	8.50%	SEQ	FIX	January 2030	38373VCZ1
AD .....	5,000,000	5.00	SEQ	FIX	January 2030	38373VDA5
AH (1) .....	102,516,558	5.00	SEQ	FIX	April 2029	38373VDB3
AM .....	9,476,820	6.00	SEQ	FIX	January 2030	38373VDC1
B .....	1,000,000	6.00	SEQ	FIX	August 2032	38373VDD9
BA .....	24,650,000	6.00	SEQ	FIX	April 2032	38373VDE7
BC .....	4,350,000	6.00	SEQ	FIX	August 2032	38373VDF4
BL .....	2,000,000	5.75	SEQ	FIX	October 2030	38373VDG2
CM .....	2,412,000	6.00	SEQ	FIX	May 2032	38373VDH0
DC .....	1,162,000	6.00	SEQ	FIX	August 2032	38373VDJ6
EA .....	500,000	7.00	SEQ	FIX	October 2030	38373VDK3
EM .....	500,000	7.00	SEQ	FIX	June 2031	38373VDL1
ET .....	2,000,000	5.75	SEQ	FIX	June 2031	38373VDM9
FG (1) .....	41,006,622	(5)	SEQ	FLT	April 2029	38373VDN7
JV .....	1,426,000	6.00	SEQ	FIX	October 2031	38373VDP2
SG (1) .....	41,006,622	(5)	NTL (SEQ)	INV/IO	April 2029	38373VDQ0
<b>Security Group 2</b>						
DA .....	17,999,000	6.00	SCH	FIX	February 2032	38373VDR8
DB .....	3,364,000	6.00	SCH	FIX	April 2032	38373VDS6
DE .....	9,786,000	6.00	SCH	FIX	August 2032	38373VDT4
DG .....	2,438,792	6.00	SCH	FIX	August 2032	38373VDU1
DH .....	28,801,000	6.00	SUP	FIX	February 2031	38373VDV9
DJ .....	1,826,000	6.00	SUP	FIX	March 2031	38373VDW7
DK .....	8,321,000	6.00	SUP	FIX	July 2031	38373VDX5
DM .....	5,877,000	6.00	SUP	FIX	September 2031	38373VDY3
DP .....	27,067,142	6.00	SUP	FIX	August 2032	38373VDZ0
FJ (1) .....	22,671,061	(5)	PAC	FLT	August 2032	38373VEA4
IG .....	10,757,050	6.00	NTL (PAC)	FIX/IO	May 2026	38373VEB2
JO (1) .....	11,335,531	0.00	PAC	PO	August 2032	38373VEC0
JS (1) .....	11,335,531	(5)	NTL (PAC)	INV/IO	August 2032	38373VED8
PA .....	12,000,000	5.25	PAC	FIX	May 2026	38373VEE6
PB .....	4,246,548	6.00	PAC	FIX	March 2028	38373VEF3
PC .....	4,045,236	6.00	PAC	FIX	September 2029	38373VEG1
PJ .....	67,575,000	6.00	PAC	FIX	January 2029	38373VEH9
PK (1) .....	74,056,404	5.25	PAC	FIX	April 2025	38373VEJ5
PL .....	14,065,403	6.00	PAC	FIX	September 2029	38373VEK2
PM (1) .....	45,559,706	6.00	NTL (PAC)	FIX/IO	June 2031	38373VEL0
PN (1) .....	45,559,706	0.00	PAC	PO	June 2031	38373VEM8
<b>Security Group 3</b>						
FA .....	50,000,000	(5)	PT	FLT	August 2032	38373VEN6
PO (1) .....	3,333,334	0.00	PT	PO	August 2032	38373VEP1
SA (1) .....	50,000,000	(5)	NTL (PT)	INV/IO	August 2032	38373VEQ9
<b>Security Group 4</b>						
FC (1) .....	12,212,975	(5)	SC/PT	FLT	May 2021	38373VER7
SC (1) .....	12,212,975	(5)	SC/NTL (PT)	INV/IO	May 2021	38373VES5
<b>Security Group 5</b>						
FK .....	70,000,000	(5)	PT	FLT	August 2032	38373VET3
KO (1) .....	10,000,000	0.00	PT	PO	August 2032	38373VEU0
SK (1) .....	70,000,000	(5)	NTL (PT)	INV/IO	August 2032	38373VEV8
<b>Residual</b>						
RR .....	0	0.00	NPR	NPR	August 2032	38373VEW6

- (1) These Securities may be exchanged for MX Securities described in Schedule I.
- (2) Subject to increase as described under “Increase in Size” in this Supplement. The amount shown for each Notional Class (indicated by “NTL” under Principal Type) is its original Class Notional Balance and does not represent principal that will be paid.
- (3) As defined under “Class Types” in Appendix I to the Base Offering Circular. The type of Class with which the Class Notional Balance of each Notional Class will be reduced is indicated in parentheses.
- (4) See “Yield, Maturity and Prepayment Considerations—Final Distribution Date” in this Supplement.
- (5) See “Terms Sheet—Interest Rates” in this Supplement.

## AVAILABLE INFORMATION

You should purchase the securities only if you have read and understood the following documents:

- this Offering Circular Supplement (this “Supplement”),
- the Base Offering Circular and
- in the case of the Group 4 securities, the disclosure document relating to the Underlying Certificate.

The Base Offering Circular is available on Ginnie Mae’s website located at <http://www.ginniemae.gov>.

If you do not have access to the internet, call JPMorgan Chase Bank, which will act as information agent for the Trust, at (800) 234-GNMA, to order copies of the Base Offering Circular. In addition, you can obtain copies of any other document listed above by contacting JPMorgan Chase Bank at the telephone number listed above.

Please consult the standard abbreviations of Class Types included in the Base Offering Circular as Appendix I and the Glossary included in the Base Offering Circular as Appendix II for definitions of capitalized terms.

### TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
Terms Sheet .....	S-4	Legal Matters .....	S-36
Risk Factors .....	S-9	Schedule I: Available Combinations .....	S-I-1
The Trust Assets .....	S-11	Schedule II: Scheduled Principal	
Ginnie Mae Guaranty .....	S-12	Balances .....	S-II-1
Description of the Securities .....	S-12	Exhibit A: Underlying Certificate .....	A-1
Yield, Maturity and Prepayment		Exhibit B: Cover Page and Terms Sheet	
Considerations .....	S-17	from Underlying Certificate	
Certain Federal Income Tax Consequences ..	S-33	Disclosure Document .....	B-1
ERISA Matters .....	S-35		
Legal Investment Considerations .....	S-35		
Plan of Distribution .....	S-36		
Increase in Size .....	S-36		

## TERMS SHEET

This terms sheet contains selected information for quick reference only. You should read this Supplement, particularly "Risk Factors," and each of the other documents listed under "Available Information."

**Sponsor:** UBS Warburg LLC

**Trustee:** Bank One Trust Company, N.A.

**Tax Administrator:** The Trustee

**Closing Date:** August 29, 2002

**Distribution Dates:** For Group 3 and Group 5 Securities, the 16th day of each month or, if the 16th day is not a Business Day, the first Business Day thereafter, commencing in September 2002. For Group 1 and Group 2 Securities, the 20th day of each month or, if the 20th day is not a Business Day, the first Business Day thereafter, commencing in September 2002. For Group 4 Securities, the 26th day of each month or, if the 26th day is not a Business Day, the first Business Day following the 26th day of each month commencing in September 2002.

**Trust Assets:**

<u>Trust Asset Group</u>	<u>Trust Asset Type</u>	<u>Certificate Rate</u>	<u>Original Term To Maturity (in years)</u>
1	Ginnie Mae II	6.0 %	30
2	Ginnie Mae II	6.0	30
3	Ginnie Mae I	7.5	30
4	Underlying Certificate	(1)	(1)
5	Ginnie Mae I	7.0	30

(1) Certain information regarding the Underlying Certificate is set forth in Exhibits A and B to this Supplement.

**Security Groups:** This series of Securities consists of multiple Security Groups (each, a "Group"), as shown on the inside front cover of this Supplement and on Schedule I to this Supplement. Payments on each Group will be based solely on payments on the Trust Asset Group with the same numerical designation.

**Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 5 Trust Assets<sup>1</sup>:**

<u>Principal Balance<sup>2</sup></u>	<u>Weighted Average Remaining Term to Maturity (in months)</u>	<u>Weighted Average Loan Age (in months)</u>	<u>Weighted Average Mortgage Rate<sup>3</sup></u>
<b>Group 1 Trust Assets</b>			
\$200,000,000	337	16	6.82%
<b>Group 2 Trust Assets</b>			
\$361,034,823	346	8	6.80%
<b>Group 3 Trust Assets</b>			
\$53,333,334	278	73	8.00%
<b>Group 5 Trust Assets</b>			
\$40,000,000	275	79	7.50%
40,000,000	242	106	7.50%
<u>\$80,000,000</u>			

<sup>1</sup> As of August 1, 2002.

<sup>2</sup> Does not include Group 2 Trust Assets that will be added to pay the Trustee Fee.

<sup>3</sup> The Mortgage Loans underlying the Group 1 and Group 2 Trust Assets may bear interest at rates ranging from 0.5% to 1.5% per annum above the related Certificate Rate.

The actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans underlying the Group 1, 2, 3 and 5 Trust Assets will differ from the weighted averages shown above, perhaps significantly. See *“The Trust Assets—The Mortgage Loans”* in this Supplement. See Exhibit A to this Supplement for certain information regarding the characteristics of the Mortgage Loans included in the Underlying Trust.

**Issuance of Securities:** The Securities, other than the Residual Securities, will initially be issued in book-entry form through the book-entry system of the U.S. Federal Reserve Banks (the “Fedwire Book-Entry System”). The Residual Securities will be issued in fully registered, certificated form. See *“Description of the Securities—Form of Securities”* in this Supplement.

**Modification and Exchange:** If you own exchangeable Securities you will be able, upon notice and payment of an exchange fee, to exchange them for a proportionate interest in the related Securities shown on Schedule I to this Supplement. See *“Description of the Securities—Modification and Exchange”* in this Supplement.

**Increased Minimum Denomination Classes:** Each Class that constitutes a Principal Only, Interest Only or Inverse Floating Rate Class. See *“Description of the Securities—Form of Securities”* in this Supplement.

**Interest Rates:** The Interest Rates for the Fixed Rate Classes are shown on the inside cover page of this Supplement or on Schedule I to this Supplement.

The Floating Rate and Inverse Floating Rate Classes will bear interest at per annum rates based on one-month LIBOR (hereinafter referred to as “LIBOR”) as follows:

Class	Interest Rate Formula(1)	Initial Interest Rate(2)	Minimum Rate	Maximum Rate	Delay (in days)	LIBOR for Minimum Interest Rate
FA .....	LIBOR + 0.50%	2.31000%	0.5%	8.00000%	0	0.0%
FC .....	LIBOR + 0.50%	2.28000%	0.5%	7.50000%	0	0.0%
FG .....	LIBOR + 0.40%	2.18000%	0.4%	8.50000%	0	0.0%
FJ .....	LIBOR + 0.90%	2.68000%	0.9%	9.00000%	0	0.0%
FK .....	LIBOR + 0.50%	2.28000%	0.5%	8.00000%	0	0.0%
JS .....	16.20% - (LIBOR x 2.00)	12.64000%	0.0%	16.20000%	0	8.1%
SA .....	7.50% - LIBOR	5.69000%	0.0%	7.50000%	0	7.5%
SB .....	112.49997% - (LIBOR x 15.00)	85.34997%	0.0%	112.49997%	0	7.5%
SC .....	7.00% - LIBOR	5.22000%	0.0%	7.00000%	0	7.0%
SG .....	8.10% - LIBOR	6.32000%	0.0%	8.10000%	0	8.1%
SJ .....	16.20% - (LIBOR x 2.00)	12.64000%	0.0%	16.20000%	0	8.1%
SK .....	7.50% - LIBOR	5.72000%	0.0%	7.50000%	0	7.5%
SL .....	52.50% - (LIBOR x 7.00)	40.04000%	0.0%	52.50000%	0	7.5%
SM .....	22.50% - (LIBOR x 3.00)	17.16000%	0.0%	22.50000%	0	7.5%
SN .....	22.50% - (LIBOR x 3.00)	17.07000%	0.0%	22.50000%	0	7.5%

- (1) LIBOR will be established on the basis of the BBA LIBOR method, as described under “Description of the Securities—Interest Distributions—Floating Rate and Inverse Floating Rate Classes” in this Supplement.
- (2) The initial Interest Rate will be in effect during the first Accrual Period; the Interest Rate will adjust monthly thereafter.

**Allocation of Principal:** On each Distribution Date for a Security Group, the following distributions will be made to the related Securities:

#### SECURITY GROUP 1

The Group 1 Principal Distribution Amount will be allocated in the following order of priority:

1. Concurrently:
  - a. 4.375% concurrently, to AB and AD, pro rata, until retired
  - b. 95.625% in the following order of priority:
    - i. Concurrently, to FG and AH, pro rata, until retired
    - ii. To AM, until retired
2. Concurrently:
  - a. 2.5% to B, until retired
  - b. 72.5% sequentially, to BA and BC, in that order, until retired

- c. 25.0% in the following order of priority:
  - i. 96.7117988395% concurrently, to EA and BL, pro rata, until retired, and the remaining amount payable to Step 2(c) in the following order of priority:
  - ii. Concurrently, until EM and ET are retired:
    - (a) 92.6955876900%, concurrently, to EM and ET, pro rata
    - (b) 7.3044123100% to JV
  - iii. To JV, until retired
  - iv. Sequentially, to CM and DC, in that order, until retired

### **SECURITY GROUP 2**

A percentage of the Group 2 Principal Distribution Amount will be applied to the Trustee Fee, and the remainder of the Group 2 Principal Distribution Amount (the "Group 2 Adjusted Principal Distribution Amount") will be allocated in the following order of priority:

- 1. To the PAC Classes until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date, in the following order of priority:
  - a. Concurrently:
    - i. 11.5301701575% sequentially, to PA, PB and PC, in that order, until retired
    - ii. 88.4698298425% sequentially, to PK, PJ and PL, in that order, until retired
  - b. To PN, until retired
  - c. Concurrently, to FJ and JO, pro rata, until retired
- 2. Sequentially, to DA, DB, DE and DG, in that order, until reduced to their Aggregate Scheduled Principal Balance for that Distribution Date
- 3. Sequentially, to DH, DJ, DK, DM and DP, in that order, until retired
- 4. Sequentially, to DA, DB, DE and DG, in that order, but without regard to their Aggregate Scheduled Principal Balances, until retired
- 5. To the PAC Classes, in the manner and order of priority described in Step 1, but without regard to their Aggregate Scheduled Principal Balances, until retired

### **SECURITY GROUP 3**

The Group 3 Principal Distribution Amount will be allocated, concurrently, to FA and PO, pro rata, until retired.

### **SECURITY GROUP 4**

The Group 4 Principal Distribution Amount will be allocated to FC, until retired.

**SECURITY GROUP 5**

The Group 5 Principal Distribution Amount will be allocated, concurrently, to FK and KO, pro rata, until retired.

**Scheduled Principal Balances:** The Aggregate Scheduled Principal Balances for the Classes listed below are included in Schedule II to this Supplement. They were calculated using, among other things, the following Structuring Ranges:

<u>PAC Classes</u>	<u>Structuring Ranges</u>
FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate) .....	100% PSA through 250% PSA
<u>Scheduled Classes</u>	
DA, DB, DE and DG (in the aggregate) .....	135% PSA through 240% PSA

**Notional Classes:** The Notional Classes will not receive distributions of principal but have Class Notional Balances for convenience in describing their entitlements to interest. The Class Notional Balance of each Notional Class represents the percentage indicated below of, and reduces to that extent with, the Class Principal Balance or Class Principal Balances indicated:

<u>Class</u>	<u>Approximate Original Class Notional Balance</u>	<u>Represents approximately</u>
IG .....	\$10,757,050	12.5% of PA and PK (PAC Classes)
IH .....	9,257,050	12.5% of PK (PAC Class)
JS .....	11,335,531	100% of JO (PAC Class)
PM .....	45,559,706	100% of PN (PAC Class)
SA .....	50,000,000	100% of FA (PT Class)
SC .....	12,212,975	100% of FC (SC/PT Class)
SG .....	41,006,622	100% of FG (SEQ Class)
SK .....	70,000,000	100% of FK (PT Class)

**Tax Status:** Double REMIC Series. See “*Certain Federal Income Tax Consequences*” in this Supplement and in the Base Offering Circular.

**Regular and Residual Classes:** Class RR is a Residual Class and includes the Residual Interest of the Issuing REMIC and the Pooling REMIC; all other Classes of REMIC Securities are Regular Classes.



*You should purchase securities only if you understand and are able to bear the associated risks. The risks applicable to your investment depend on the principal and interest type of your securities. This section highlights certain of these risks.*

***The rate of principal payments on the underlying mortgage loans will affect the rate of principal payments on your securities.*** The rate at which you will receive principal payments will depend largely on the rate of principal payments, including prepayments, on the mortgage loans underlying the related trust assets. We expect the rate of principal payments on the underlying mortgage loans to vary. Borrowers generally may prepay their mortgage loans at any time without penalty.

***Rates of principal payments can reduce your yield.*** The yield on your securities probably will be lower than you expect if:

- you bought your securities at a premium (interest only securities, for example) and principal payments are faster than you expected, or
- you bought your securities at a discount (principal only securities, for example) and principal payments are slower than you expected.

In addition, if your securities are interest only securities or securities purchased at a significant premium, you could lose money on your investment if prepayments occur at a rapid rate.

***The level of LIBOR will affect the yields on floating rate and inverse floating rate securities.*** If LIBOR performs differently from what you expect, the yield on your securities may be lower than you expect. Lower levels of LIBOR will generally reduce the yield on floating rate securities; higher levels of LIBOR will generally reduce the yield on inverse floating rate securities. You should bear in mind that the timing of changes in the level of LIBOR may affect your yield: generally, the earlier a change, the greater the effect on your yield. It is doubtful that LIBOR will remain constant.

***An investment in the securities is subject to significant reinvestment risk.*** The rate of principal payments on your securities is uncertain. You may be unable to reinvest the payments on your securities at the same returns provided by the securities. Lower

prevailing interest rates may result in an unexpected return of principal. In that interest rate climate, higher yielding reinvestment opportunities may be limited. Conversely, higher prevailing interest rates may result in slower returns of principal and you may not be able to take advantage of higher yielding investment opportunities. The final payment on your security may occur much earlier than the final distribution date.

***Support securities will be more sensitive to rates of principal payments than other securities.*** If principal prepayments result in principal distributions on any distribution date equal to or less than the amount needed to produce scheduled payments on the PAC and scheduled classes, the support classes will not receive any principal distribution on that date. If prepayments result in principal distributions on any distribution date greater than the amount needed to produce scheduled payments on the PAC and scheduled classes for that distribution date, this excess will be distributed to the support classes.

***The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 4 securities.*** The underlying certificate will be sensitive in varying degrees to

- the rate of payments of principal (including prepayments) of the related mortgage loans, and
- the priorities for the distribution of principal among the classes of the underlying series.

As described in the underlying certificate disclosure document, the underlying certificate was not entitled to distributions of principal until certain classes of the underlying series had been retired. Those classes of certificates having priority over the underlying certificate have been retired. Prepayments on the related mortgage loans may have occurred at rates faster or slower than those initially assumed.

This supplement contains no information as to whether the underlying certificate has performed as originally anticipated. Additional information as to the underlying certificate may be obtained by performing an analysis of current principal factors of the underlying certificate in light of applicable information contained in the related underlying certificate disclosure document.

***The securities may not be a suitable investment for you.*** The securities, especially the group 4 securities and, in particular, the support, interest only, principal only, inverse floating rate, and residual classes, are not suitable investments for all investors.

In addition, although the sponsor intends to make a market for the purchase and sale of the securities after their initial issuance, it has no obligation to do so. There is no assurance that a secondary market will develop, that any secondary market will continue, or that the price at which you can sell an investment in any class will enable you to realize a desired yield on that investment.

You will bear the market risks of your investment. The market values of the classes are likely to fluctuate. These fluctuations may be significant and could result in significant losses to you.

The secondary markets for mortgage-related securities have experienced periods of illiquidity and can be expected to do so in the future. Illiquidity can have a severely adverse effect on the prices of classes that are especially sensitive to prepayment or interest rate risk or that have been structured to meet the

investment requirements of limited categories of investors.

The residual securities may experience significant adverse tax timing consequences. Accordingly, you are urged to consult tax advisors and to consider the after-tax effect of ownership of a residual security and the suitability of the residual securities to your investment objectives. See *“Certain Federal Income Tax Consequences”* in this supplement and in the base offering circular.

You are encouraged to consult advisors regarding the financial, legal, tax and other aspects of an investment in the securities. You should not purchase the securities of any class unless you understand and are able to bear the prepayment, yield, liquidity and market risks associated with that class.

***The actual characteristics of the underlying mortgage loans will affect the weighted average lives and yields of your securities.*** The yield and prepayment tables in this supplement are based on assumed characteristics which are likely to be different from the actual characteristics. As a result, the yields on your securities could be lower than you expected, even if the mortgage loans prepay at the constant prepayment rates set forth in the applicable table.

It is highly unlikely that the underlying mortgage loans will prepay at any of the prepayment rates assumed in this supplement, or at any constant prepayment rate.

**General**

The Sponsor intends to acquire the Trust Assets in privately negotiated transactions prior to the Closing Date and to sell them to the Trust according to the terms of a Trust Agreement between the Sponsor and the Trustee. The Sponsor will make certain representations and warranties with respect to the Trust Assets. All Trust Assets, regardless of whether the assets consist of Trust MBS or the Underlying Certificate, will evidence, directly or indirectly, Ginnie Mae Certificates.

**The Trust MBS (Groups 1, 2, 3 and 5)**

The Group 1 and Group 2 Trust Assets are either:

1. Ginnie Mae II MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae II MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae II MBS Certificate bears interest at a Mortgage Rate 0.50% to 1.50% per annum greater than the related Certificate Rate. Ginnie Mae receives a fee (the “Ginnie Mae Certificate Guaranty Fee”) for its guaranty of each Ginnie Mae II MBS Certificate of 0.06% per annum of the outstanding principal balance of each related Mortgage Loan. The difference between (a) the Mortgage Rate and (b) the sum of the Certificate Rate and the Ginnie Mae Certificate Guaranty Fee is used to pay the related servicers of the Mortgage Loans a monthly servicing fee.

The Group 3 and Group 5 Trust Assets are either:

1. Ginnie Mae I MBS Certificates guaranteed by Ginnie Mae, or
2. Ginnie Mae Platinum Certificates backed by Ginnie Mae I MBS Certificates and guaranteed by Ginnie Mae.

Each Mortgage Loan underlying a Ginnie Mae I MBS Certificate bears interest at a Mortgage Rate 0.50% per annum greater than the related Certificate Rate. The difference between the Mortgage Rate and the Certificate Rate is used to pay the related servicers of the Mortgage Loans a monthly servicing fee and Ginnie Mae a fee for its guaranty of the Ginnie Mae I MBS Certificate of 0.44% per annum and 0.06% per annum, respectively, of the outstanding principal balance of the Mortgage Loan.

**The Underlying Certificate (Group 4)**

The Group 4 Trust Assets consist of an Underlying Certificate that represents beneficial ownership interests in a separate trust, the assets of which evidence direct or indirect beneficial ownership interests in certain Ginnie Mae Certificates. The Underlying Certificate constitutes all or a portion of a class of a separate Series of certificates described in the Underlying Certificate Disclosure Document, excerpts of which are attached as Exhibit B to this Supplement. The Underlying Certificate Disclosure Document may be obtained from the Information Agent as described under “Available Information” in this Supplement. Investors are cautioned that material changes in facts and circumstances may have occurred since the date of the Underlying Certificate Disclosure Document, including changes in prepayment rates, prevailing interest rates and other economic factors, which may limit the usefulness of, and be directly contrary to the assumptions used in preparing the information included in, the offering document. *See “Underlying Certificates” in the Base Offering Circular.*

The Underlying Certificate provides for monthly distributions and is further described in the table contained in Exhibit A to this Supplement. The table also sets forth information regarding approximate weighted average

remaining terms to maturity, loan ages and mortgage rates of the Mortgage Loans underlying the related Ginnie Mae Certificates.

### **The Mortgage Loans**

The Mortgage Loans underlying the Group 1, 2, 3 and 5 Trust Assets are expected to have, on a weighted average basis, the characteristics set forth in the Terms Sheet under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 5 Trust Assets” and the general characteristics described in the Base Offering Circular. The Mortgage Loans underlying the Underlying Certificate are expected to have, on a weighted average basis, the characteristics set forth in Exhibit A to this Supplement. The Mortgage Loans will consist of first lien, single-family, fixed rate, residential mortgage loans that are insured or guaranteed by the Federal Housing Administration, the United States Department of Veterans Affairs, the Rural Housing Service or the United States Department of Housing and Urban Development (“HUD”). See *“The Ginnie Mae Certificates—General”* in the Base Offering Circular.

Specific information regarding the characteristics of the Mortgage Loans is not available. For purposes of this Supplement, certain assumptions have been made regarding the remaining terms to maturity, loan ages and, in the case of the Group 1 and 2 Trust Assets, Mortgage Rates of the Mortgage Loans. However, the actual remaining terms to maturity, loan ages and, in the case of the Group 1 and 2 Trust Assets, Mortgage Rates of many of the Mortgage Loans will differ from the characteristics assumed, perhaps significantly. This will be the case even if the weighted average characteristics of the Mortgage Loans are the same as the assumed characteristics. Small differences in the characteristics of the Mortgage Loans can have a significant effect on the weighted average lives and yields of the Securities. See *“Risk Factors”* and *“Yield, Maturity and Prepayment Considerations”* in this Supplement.

### **The Trustee Fee**

On each Distribution Date, the Trustee will retain a fixed percentage of all principal and interest distributions received on specified Trust Assets in payment of its fee.

## **GINNIE MAE GUARANTY**

The Government National Mortgage Association (“Ginnie Mae”), a wholly-owned corporate instrumentality of the United States of America within HUD, guarantees the timely payment of principal and interest on the Securities. The General Counsel of HUD has provided an opinion to the effect that Ginnie Mae has the authority to guarantee multiclass securities and that Ginnie Mae guaranties will constitute general obligations of the United States, for which the full faith and credit of the United States is pledged. See *“Ginnie Mae Guaranty”* in the Base Offering Circular.

## **DESCRIPTION OF THE SECURITIES**

### **General**

The description of the Securities contained in this Supplement is not complete and is subject to, and is qualified in its entirety by reference to, all of the provisions of the Trust Agreement. See *“Description of the Securities”* in the Base Offering Circular.

### **Form of Securities**

Each Class of Securities other than the Residual Securities initially will be issued and maintained, and may be transferred only on the Fedwire Book-Entry System. Beneficial Owners of Book-Entry Securities will

ordinarily hold these Securities through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations that are eligible to maintain book-entry accounts on the Fedwire Book-Entry System. By request accompanied by the payment of a transfer fee of \$25,000 per Certificated Security to be issued, a Beneficial Owner may receive a Regular Security in certificated form.

The Residual Securities will not be issued in book-entry form but will be issued in fully registered, certificated form and may be transferred or exchanged, subject to the transfer restrictions applicable to Residual Securities set forth in the Trust Agreement, at the Corporate Trust Office of the Trustee. See “Description of the Securities—Forms of Securities; Book-Entry Procedures” in the Base Offering Circular.

Each Class (other than the Increased Minimum Denomination Classes) will be issued in minimum dollar denominations of initial principal balance of \$1,000 and integral multiples of \$1 in excess of \$1,000. The Increased Minimum Denomination Classes will be issued in the following minimum denominations:

<u>Class</u>	<u>Minimum Denomination</u>
IG .....	\$ 1,000,000*
JO .....	\$ 182,000
JS .....	\$ 262,000*
KO .....	\$ 117,000
PM .....	\$ 371,000*
PN .....	\$ 136,000
PO .....	\$ 122,000
SA .....	\$ 1,213,000*
SC .....	\$ 1,356,000*
SG .....	\$ 1,118,000*
SK .....	\$ 1,130,000*

\*Notional balance

See Schedule I to this Supplement for the increased minimum denominations of the MX Classes.

### Distributions

Distributions on the Securities will be made on each Distribution Date as specified under “Terms Sheet—Distribution Dates” in this Supplement. On each Distribution Date for a Security, or in the case of the Certificated Securities, on the first Business Day after the related Distribution Date, the Distribution Amount will be distributed to the Holders of record as of the close of business on the last Business Day of the calendar month immediately preceding the month in which the Distribution Date occurs. Beneficial Owners of Book-Entry Securities will receive distributions through credits to accounts maintained for their benefit on the books and records of the appropriate financial intermediaries. Holders of Certificated Securities will receive distributions by check or, subject to the restrictions set forth in the Base Offering Circular, by wire transfer. See “Description of the Securities—Distributions” and “—Method of Distributions” in the Base Offering Circular.

### Interest Distributions

The Interest Distribution Amount will be distributed on each Distribution Date to the Holders of all Classes of Securities entitled to distributions of interest.

- Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- Interest distributable on any Class for any Distribution Date will consist of 30 days’ interest on its Class Principal Balance (or Class Notional Balance) as of the related Record Date.

- Investors can calculate the amount of interest to be distributed on each Class of Securities for any Distribution Date by using the Class Factors published in the preceding month. See “—Class Factors” below.

## Categories of Classes

For purposes of interest distributions, the Classes will be categorized as shown under “Interest Type” on the inside cover page of this Supplement and on Schedule I to this Supplement. The abbreviations used on the inside cover page and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Accrual Periods*

The Accrual Period for each Class is set forth in the table below:

<u>Class</u>	<u>Accrual Period</u>
Fixed Rate Classes . . . . .	The calendar month preceding the related Distribution Date
Group 1 and Group 2 Floating Rate and Inverse Floating Rate Classes . . . . .	From the 20th day of the month preceding the month of the related Distribution Date through the 19th day of the month of that Distribution Date
Group 3 and Group 5 Floating Rate and Inverse Floating Rate Classes . . . . .	From the 16th day of the month preceding the month of the related Distribution Date through the 15th day of the month of that Distribution Date
Group 4 Securities . . . . .	From the 26th day of the month preceding the month of the related Distribution Date through the 25th day of the month of that Distribution Date

### *Fixed Rate Classes*

Each Fixed Rate Class will bear interest at the per annum Interest Rate shown on the inside cover page of this Supplement or on Schedule I to this Supplement.

### *Floating Rate and Inverse Floating Rate Classes*

The Floating Rate and Inverse Floating Rate Classes will bear interest as shown under “Terms Sheet—Interest Rates” in this Supplement. The Interest Rates for the Floating Rate and Inverse Floating Rate Classes will be based on LIBOR. LIBOR will be determined based on the BBA LIBOR method, as described under “Description of the Securities—Interest Rate Indices—Determination of LIBOR—BBA LIBOR” in the Base Offering Circular.

*For information regarding the manner in which the Trustee determines LIBOR and calculates the Interest Rates for the Floating Rate and Inverse Floating Rate Classes, see “Description of the Securities—Interest Rate Indices—Determination of LIBOR” in the Base Offering Circular.*

The Trustee’s determination of LIBOR and its calculation of the Interest Rates will be final, except in the case of clear error. Investors can obtain LIBOR levels and Interest Rates for the current and preceding Accrual Periods from gREX or by calling the Information Agent at (800) 234-GNMA.

## **Principal Distributions**

The Adjusted Principal Distribution Amount or Principal Distribution Amount for each Group will be distributed to the Holders entitled thereto as described under “Terms Sheet—Allocation of Principal” in this Supplement. Investors can calculate the amount of principal to be distributed with respect to any Distribution Date by using the Class Factors published in the preceding and current months. See “—Class Factors” below.

### *Categories of Classes*

For purposes of principal distributions, the Classes will be categorized as shown under “Principal Type” on the inside cover page of this Supplement and on Schedule I to this Supplement. The abbreviations used on the inside cover page, in the Terms Sheet and on Schedule I to this Supplement are explained under “Class Types” in Appendix I to the Base Offering Circular.

### *Notional Classes*

The Notional Classes will not receive principal distributions. For convenience in describing interest distributions, the Notional Classes will have the original Class Notional Balances shown on the inside cover page of this Supplement and on Schedule I to this Supplement. The Class Notional Balances will be reduced as shown under “Terms Sheet—Notional Classes” in this Supplement.

## **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Issuing REMIC and the beneficial ownership of the Residual Interest in the Pooling REMIC, as described under “Certain Federal Income Tax Consequences” in the Base Offering Circular. The Class RR Securities have no Class Principal Balance and do not accrue interest. The Class RR Securities will be entitled to receive the proceeds of the disposition of any assets remaining in the Trust REMICs after the Class Principal Balance of each Class of Regular Securities has been reduced to zero. However, any remaining proceeds are not likely to be significant. The Residual Securities may not be transferred to a Plan Investor, a Non-U.S. Person or a Disqualified Organization.

## **Class Factors**

The Trustee will calculate and make available for each Class of Securities, no later than the day preceding the applicable Distribution Date, the factor (carried out to eight decimal places) that when multiplied by the Original Class Principal Balance (or original Class Notional Balance) of that Class, determines the Class Principal Balance (or Class Notional Balance) after giving effect to the distribution of principal to be made on the Securities or any reduction of Class Notional Balance on that Distribution Date (each, a “Class Factor”).

- The Class Factor for any Class of Securities for the month following the issuance of the Securities will reflect its remaining Class Principal Balance (or Class Notional Balance) after giving effect to any principal distribution to be made on the Distribution Date occurring in that month.
- The Class Factor for each Class for the month of issuance is 1.00000000.
- The Class Factors for the MX Classes and the Classes of REMIC Securities that are exchangeable for the MX Classes will be calculated assuming that the maximum possible amount of each Class is outstanding at all times, regardless of any exchanges that may occur.
- Based on the Class Factors published in the preceding and current months (and Interest Rates), investors in any Class can calculate the amount of principal and interest to be distributed to that Class.
- Investors may obtain current Class Factors on gREX.

See “Description of the Securities—Distributions” in the Base Offering Circular.

## **Trading**

For the sole purpose of facilitating trading and settlement, Class JO will be treated as a non-delay class.

## **Termination**

The Trustee, at its option, may purchase or cause the sale of the Trust Assets and thereby terminate the Trust on any Distribution Date on which the aggregate of the Class Principal Balances of the Securities is less than 1% of the aggregate Original Class Principal Balances of the Securities. The Trustee will terminate the Trust and retire the Securities on any Distribution Date upon the Trustee's determination that the REMIC status of either Trust REMIC has been lost or that a substantial risk exists that this status will be lost for the then current taxable year.

Upon any termination of the Trust, the Holder of any outstanding Security (other than a Residual or Notional Class Security) will be entitled to receive that Holder's allocable share of the Class Principal Balance of that Class plus any accrued and unpaid interest thereon at the applicable Interest Rate, and any Holder of any outstanding Notional Class Security will be entitled to receive that Holder's allocable share of any accrued and unpaid interest thereon at the applicable Interest Rate. The Residual Holders will be entitled to their pro rata share of any assets remaining in the Trust REMICs after payment in full of the amounts described in the foregoing sentence. However, any remaining assets are not likely to be significant.

## **Modification and Exchange**

All or a portion of the Classes of REMIC Securities specified on the inside cover page may be exchanged for a proportionate interest in the related MX Class or Classes shown on Schedule I to this Supplement. Similarly, all or a portion of the related MX Class or Classes may be exchanged for proportionate interests in the related Class or Classes of REMIC Securities and, in the case of Combinations 2, 3, 4, 5, 7 and 8 other related MX Classes. This process may occur repeatedly.

Each exchange may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered.

In the case of Combination 8, the Class PK Securities may be exchanged for proportionate interests in various subcombinations of MX Classes. Similarly, all or a portion of these MX Classes may be exchanged for proportionate interests in the related REMIC Security or in other subcombinations of the MX Classes. Each subcombination may be effected only in proportions that result in the principal and interest entitlements of the Securities received being equal to the entitlements of the Securities surrendered. *See the example under "Description of the Securities—Modification and Exchange" in the Base Offering Circular.*

A Beneficial Owner proposing to effect an exchange must notify the Trustee through the Beneficial Owner's Book-Entry Depository participant. This notice must be received by the Trustee not later than two Business Days before the proposed exchange date. The exchange date can be any Business Day other than the last Business Day of the month. The notice must contain the outstanding principal balance of the Securities to be included in the exchange and the proposed exchange date. The notice is required to be delivered to the Trustee in writing at its Corporate Trust Office at Bank One Trust Company, N.A., 153 W. 51st Street, 6th Floor, New York, New York 10019, Attention: Trust Administrator Ginnie Mae 2002-57. The Trustee may be contacted by telephone at (212) 373-1139 and by fax at (212) 373-1384.

A fee will be payable to the Trustee in connection with each exchange equal to  $\frac{1}{32}$  of 1% of the outstanding principal balance of the Securities surrendered for exchange (but not less than \$2,000 or more than \$25,000). The fee must be paid concurrently with the exchange.



The first distribution on a REMIC Security or an MX Security received in an exchange will be made on the Distribution Date in the month following the month of the exchange. The distribution will be made to the Holder of record as of the Record Date in the month of exchange.

See “*Description of the Securities—Modification and Exchange*” in the Base Offering Circular.

## **YIELD, MATURITY AND PREPAYMENT CONSIDERATIONS**

### **General**

The prepayment experience of the Mortgage Loans underlying the Trust Assets will affect the Weighted Average Lives of and the yields realized by investors in the related Securities.

- The Mortgage Loans do not contain “due-on-sale” provisions, and any Mortgage Loan may be prepaid in full or in part at any time without penalty.
- The rate of payments (including prepayments and payments in respect of liquidations) on the Mortgage Loans is dependent on a variety of economic, geographic, social and other factors, including prevailing market interest rates and general economic factors.

The rate of prepayments with respect to single-family mortgage loans has fluctuated significantly in recent years. Although there is no assurance that prepayment patterns for the Mortgage Loans will conform to patterns for more traditional types of conventional fixed-rate mortgage loans, generally:

- if mortgage interest rates fall materially below the Mortgage Rates on any of the Mortgage Loans (giving consideration to the cost of refinancing), the rate of prepayment of those Mortgage Loans would be expected to increase; and
- if mortgage interest rates rise materially above the Mortgage Rates on any of the Mortgage Loans, the rate of prepayment of those Mortgage Loans would be expected to decrease.

In addition, following any Mortgage Loan default and the subsequent liquidation of the underlying Mortgaged Property, the principal balance of the Mortgage Loan will be distributed through a combination of liquidation proceeds, advances from the related Ginnie Mae Issuer and, to the extent necessary, proceeds of Ginnie Mae’s guaranty of the Ginnie Mae Certificates. As a result, defaults experienced on the Mortgage Loans will accelerate the distribution of principal of the Securities.

Under certain circumstances, the Trustee has the option to purchase the Trust Assets, thereby effecting early retirement of the Securities. See “*Description of the Securities—Termination*” in this Supplement.

Investors in the Group 4 Securities are urged to review the discussion under “Risk Factors—The rate of principal payments on the underlying certificate will directly affect the rate of principal payments on the group 4 securities” in this Supplement.

### **Securities that Receive Principal on the Basis of Schedules**

As described in this Supplement, each PAC and Scheduled Class will receive principal payments in accordance with a schedule calculated on the basis of, among other things, a Structuring Range. See “*Terms Sheet—Scheduled Principal Balances*.” However, whether any such Class will adhere to its schedule and receive “Scheduled Payments” on a Distribution Date will largely depend on the level of prepayments experienced by the related Mortgage Loans.

Each PAC and Scheduled Class exhibits an Effective Range of constant prepayment rates at which such Class will receive Scheduled Payments. That range may differ from the Structuring Range used to create the related principal balance schedule. Based on the Modeling Assumptions, the *initial* Effective Ranges for the PAC and Scheduled Classes are as follows:

<u>PAC Classes</u>	<u>Initial Effective Ranges</u>
FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate) . . . . .	100% PSA through 250% PSA
<u>Scheduled Classes</u>	
DA, DB, DE and DG (in the aggregate) . . . . .	135% PSA through 240% PSA

- The principal payment stability of the PAC Classes will be supported in part by the related Scheduled and Support Classes.
- The principal payment stability of the Scheduled Classes will be supported in part by the related Support Classes.

**If all of the Classes supporting a given Class are retired before the Class being supported is retired, the outstanding Class will no longer have an Effective Range and will become more sensitive to prepayments on the related Mortgage Loans.**

There is no assurance that the related Mortgage Loans will have the characteristics assumed in the Modeling Assumptions, which were used to determine the initial Effective Ranges. If the initial Effective Ranges were calculated using the actual characteristics of the related Mortgage Loans, the initial Effective Ranges could differ from those shown in the above tables. Therefore, even if the Mortgage Loans were to prepay at a constant rate within the initial Effective Range shown for any Class in the above table, that Class could fail to receive Scheduled Payments.

Moreover, the Mortgage Loans will not prepay at any *constant* rate. Non-constant prepayment rates can cause any PAC or Scheduled Class not to receive Scheduled Payments, even if prepayment rates remain within the initial Effective Range, if any, for that Class. Further, the Effective Range for any PAC or Scheduled Class can narrow or shift over time depending on the actual characteristics of the related Mortgage Loans.

If the related Mortgage Loans prepay at rates that are generally below the Effective Range for any PAC or Scheduled Class, the amount available to pay principal on the Securities may be insufficient to produce Scheduled Payments on the related PAC and Scheduled Classes, if any, and its Weighted Average Life may be extended, perhaps significantly.

If the related Mortgage Loans prepay at rates that are generally above the Effective Range for any PAC or Scheduled Class, its supporting Classes may be retired earlier than that PAC or Scheduled Class, and the Weighted Average Life of the PAC or Scheduled Class may be shortened, perhaps significantly.

**Assumability**

Each Mortgage Loan may be assumed, subject to HUD review and approval, upon the sale of the related Mortgaged Property. See *“Yield, Maturity and Prepayment Considerations—Assumability of Government Loans” in the Base Offering Circular.*

## Final Distribution Date

The Final Distribution Date for each Class, which is set forth on the inside cover page of this Supplement or on Schedule I to this Supplement, is the latest date on which the related Class Principal Balance or Class Notional Balance will be reduced to zero.

- The actual retirement of any Class may occur earlier than its Final Distribution Date.
- According to the terms of the Ginnie Mae Guaranty, Ginnie Mae will guarantee payment in full of the Class Principal Balance of each Class of Securities no later than its Final Distribution Date.

## Modeling Assumptions

Unless otherwise indicated, the tables that follow have been prepared on the basis of the characteristics of the Underlying Certificate, the priorities of distributions on the Underlying Certificate and the following assumptions (the “Modeling Assumptions”), among others:

1. The Mortgage Loans underlying the Group 1, 2, 3 and 5 Trust Assets have the assumed characteristics shown under “Assumed Characteristics of the Mortgage Loans Underlying the Group 1, 2, 3 and 5 Trust Assets” in the Terms Sheet, except in the case of information set forth under the 0% PSA Prepayment Assumption Rate, for which each Mortgage Loan underlying a Group 1, 2, 3 and 5 Trust Asset is assumed to have an original and a remaining term to maturity of 360 months and each Mortgage Loan underlying a Group 1 or 2 Trust Asset is assumed to have a Mortgage Rate of 1.5% per annum higher than the related Certificate Rate.

2. The Mortgage Loans prepay at the constant percentages of PSA (described below) shown in the related table.

3. Distributions on the Group 3 and 5 Securities are always received on the 16th day of the month, distributions on the Group 1 and 2 Securities are always received on the 20th day of the month, and distributions on the Group 4 Securities are always received on the 26th day of the month, in each case, whether or not a Business Day, commencing in September, 2002.

4. A termination of the Trust or the Underlying Trust does not occur.

5. The Closing Date for the Securities is August 29, 2002.

6. No expenses or fees are paid by the Trust other than the Trustee Fee.

7. Distributions on the Underlying Certificate are made as described in the Underlying Certificate Disclosure Document.

8. Each Class is held from the Closing Date and is not exchanged in whole or in part.

When reading the tables and the related text, investors should bear in mind that the Modeling Assumptions, like any other stated assumptions, are unlikely to be entirely consistent with actual experience.

- For example, most of the Mortgage Loans will not have the characteristics assumed, many Distribution Dates will occur on a Business Day after the 16th, 20th or 26th day of the month, as applicable, and the Trustee may cause a termination of the Trust as described under “Description of the Securities—Termination” in this Supplement.
- In addition, distributions on the Securities are based on Certificate Factors and Calculated Certificate Factors, if applicable, which may not reflect actual receipts on the Trust Assets.

See “Description of the Securities—Distributions” in the Base Offering Circular.

## Decrement Tables

Prepayments of mortgage loans are commonly measured by a prepayment standard or model. The model used in this Supplement (“PSA”) is the standard prepayment assumption model of The Bond Market Association. PSA represents an assumed rate of prepayment each month relative to the then outstanding principal balance of the Mortgage Loans to which the model is applied. See *“Yield, Maturity and Prepayment Considerations—Standard Prepayment Assumption Models” in the Base Offering Circular.*

The decrement tables set forth below are based on the assumption that the Mortgage Loans prepay at the indicated percentages of PSA (the “PSA Prepayment Assumption Rates”). As used in the table, each of the PSA Prepayment Assumption Rates reflects a percentage of the 100% PSA assumed prepayment rate. **The Mortgage Loans will not prepay at any of the PSA Prepayment Assumption Rates and the timing of changes in the rate of prepayments actually experienced on the Mortgage Loans will not follow the pattern described for the PSA assumption.**

The decrement tables set forth below illustrate the percentage of the Original Class Principal Balance (or, in the case of a Notional Class, the original Class Notional Balance) that would remain outstanding following the distribution made each specified month for each Regular or MX Class, based on the assumption that the related Mortgage Loans prepay at the PSA Prepayment Assumption Rates. The percentages set forth in the following decrement tables have been rounded to the nearest whole percentage (including rounding down to zero).

The decrement tables also indicate the Weighted Average Life of each Class under each PSA Prepayment Assumption Rate. The Weighted Average Life of each Class is calculated by:

- (a) multiplying the net reduction, if any, of the Class Principal Balance (or the net reduction of the Class Notional Balance, in the case of any Notional Class) from one Distribution Date to the next Distribution Date by the number of years from the date of issuance thereof to the related Distribution Date,
- (b) summing the results, and
- (c) dividing the sum by the aggregate amount of the assumed net reductions in principal balance or notional amount, as applicable, referred to in clause (a).

The information shown for each Notional Class is for illustrative purposes only, as a Notional Class is not entitled to distributions of principal and has no weighted average life. The weighted average life shown for each Notional Class has been calculated on the assumption that a reduction in the Class Notional Balance thereof is a distribution of principal.

**The Weighted Average Lives are likely to vary, perhaps significantly, from those set forth in the tables below due to the differences between the actual characteristics of the Mortgage Loans underlying the related Trust Assets and the Modeling Assumptions.**

**Percentages of Original Class Principal (or Class Notional) Balances  
and Weighted Average Lives**

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Classes AB and AD					Classes AG, AH, AJ, AK, AL, AN, FG and SG					Class AM				
	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	99	93	85	79	71	99	92	84	78	69	100	100	100	100	100
August 2004	98	84	68	56	41	97	83	66	53	37	100	100	100	100	100
August 2005	96	76	53	38	21	96	75	50	34	15	100	100	100	100	100
August 2006	95	69	41	24	6	94	67	37	19	0	100	100	100	100	100
August 2007	93	62	30	13	0	93	59	26	7	0	100	100	100	100	0
August 2008	92	55	22	5	0	91	52	16	0	0	100	100	100	74	0
August 2009	90	49	14	0	0	89	45	8	0	0	100	100	100	0	0
August 2010	88	43	8	0	0	87	39	2	0	0	100	100	100	0	0
August 2011	86	37	2	0	0	85	33	0	0	0	100	100	37	0	0
August 2012	83	32	0	0	0	82	27	0	0	0	100	100	0	0	0
August 2013	81	27	0	0	0	80	22	0	0	0	100	100	0	0	0
August 2014	78	22	0	0	0	77	17	0	0	0	100	100	0	0	0
August 2015	76	18	0	0	0	74	12	0	0	0	100	100	0	0	0
August 2016	73	14	0	0	0	71	8	0	0	0	100	100	0	0	0
August 2017	69	10	0	0	0	67	4	0	0	0	100	100	0	0	0
August 2018	66	6	0	0	0	63	0	0	0	0	100	98	0	0	0
August 2019	62	3	0	0	0	59	0	0	0	0	100	41	0	0	0
August 2020	58	0	0	0	0	55	0	0	0	0	100	0	0	0	0
August 2021	53	0	0	0	0	50	0	0	0	0	100	0	0	0	0
August 2022	49	0	0	0	0	45	0	0	0	0	100	0	0	0	0
August 2023	43	0	0	0	0	40	0	0	0	0	100	0	0	0	0
August 2024	38	0	0	0	0	34	0	0	0	0	100	0	0	0	0
August 2025	32	0	0	0	0	27	0	0	0	0	100	0	0	0	0
August 2026	26	0	0	0	0	21	0	0	0	0	100	0	0	0	0
August 2027	19	0	0	0	0	13	0	0	0	0	100	0	0	0	0
August 2028	11	0	0	0	0	5	0	0	0	0	100	0	0	0	0
August 2029	3	0	0	0	0	0	0	0	0	0	50	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	18.1	7.5	3.7	2.7	1.9	17.5	6.9	3.4	2.4	1.7	27.0	16.9	8.9	6.2	4.3

Security Group 1 PSA Prepayment Assumption Rates															
Distribution Date	Class B					Class BA					Class BC				
	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2007	100	100	100	100	87	100	100	100	100	84	100	100	100	100	100
August 2008	100	100	100	100	59	100	100	100	100	52	100	100	100	100	100
August 2009	100	100	100	92	41	100	100	100	90	30	100	100	100	100	100
August 2010	100	100	100	71	28	100	100	100	66	15	100	100	100	100	100
August 2011	100	100	100	55	19	100	100	100	47	5	100	100	100	100	100
August 2012	100	100	91	42	13	100	100	89	32	0	100	100	100	100	87
August 2013	100	100	75	32	9	100	100	71	20	0	100	100	100	100	59
August 2014	100	100	62	25	6	100	100	56	11	0	100	100	100	100	40
August 2015	100	100	52	19	4	100	100	43	4	0	100	100	100	100	27
August 2016	100	100	42	14	3	100	100	32	0	0	100	100	100	95	18
August 2017	100	100	35	11	2	100	100	23	0	0	100	100	100	72	12
August 2018	100	100	28	8	1	100	100	15	0	0	100	100	100	54	8
August 2019	100	100	23	6	1	100	100	9	0	0	100	100	100	40	5
August 2020	100	97	18	4	1	100	97	4	0	0	100	100	100	30	4
August 2021	100	85	15	3	0	100	82	0	0	0	100	100	97	22	2
August 2022	100	73	11	2	0	100	68	0	0	0	100	100	76	16	1
August 2023	100	62	9	2	0	100	55	0	0	0	100	100	59	11	1
August 2024	100	52	7	1	0	100	43	0	0	0	100	100	44	8	1
August 2025	100	42	5	1	0	100	32	0	0	0	100	100	33	5	0
August 2026	100	33	3	1	0	100	21	0	0	0	100	100	23	4	0
August 2027	100	24	2	0	0	100	11	0	0	0	100	100	16	2	0
August 2028	100	16	1	0	0	100	1	0	0	0	100	100	9	1	0
August 2029	100	8	1	0	0	100	0	0	0	0	100	53	4	1	0
August 2030	78	1	0	0	0	74	0	0	0	0	100	4	0	0	0
August 2031	40	0	0	0	0	30	0	0	0	0	100	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.7	22.4	14.3	10.4	7.3	28.5	21.6	13.0	9.2	6.4	29.8	27.1	22.1	17.1	12.2

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Classes BL and EA					Class CM					Class DC				
	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2005	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2006	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2007	100	100	100	100	48	100	100	100	100	100	100	100	100	100	100
August 2008	100	100	100	100	0	100	100	100	100	100	100	100	100	100	100
August 2009	100	100	100	67	0	100	100	100	100	100	100	100	100	100	100
August 2010	100	100	100	0	0	100	100	100	100	68	100	100	100	100	100
August 2011	100	100	100	0	0	100	100	100	100	31	100	100	100	100	100
August 2012	100	100	64	0	0	100	100	100	100	6	100	100	100	100	100
August 2013	100	100	5	0	0	100	100	100	85	0	100	100	100	100	76
August 2014	100	100	0	0	0	100	100	100	54	0	100	100	100	100	51
August 2015	100	100	0	0	0	100	100	100	30	0	100	100	100	100	35
August 2016	100	100	0	0	0	100	100	100	11	0	100	100	100	100	23
August 2017	100	100	0	0	0	100	100	95	0	0	100	100	100	93	16
August 2018	100	100	0	0	0	100	100	69	0	0	100	100	100	69	10
August 2019	100	100	0	0	0	100	100	46	0	0	100	100	100	52	7
August 2020	100	89	0	0	0	100	100	28	0	0	100	100	100	38	5
August 2021	100	41	0	0	0	100	100	12	0	0	100	100	100	28	3
August 2022	100	0	0	0	0	100	100	0	0	0	100	100	98	20	2
August 2023	100	0	0	0	0	100	100	0	0	0	100	100	76	15	1
August 2024	100	0	0	0	0	100	100	0	0	0	100	100	57	10	1
August 2025	100	0	0	0	0	100	100	0	0	0	100	100	42	7	0
August 2026	100	0	0	0	0	100	88	0	0	0	100	100	30	5	0
August 2027	100	0	0	0	0	100	51	0	0	0	100	100	20	3	0
August 2028	100	0	0	0	0	100	17	0	0	0	100	100	12	2	0
August 2029	100	0	0	0	0	100	0	0	0	0	100	69	6	1	0
August 2030	14	0	0	0	0	100	0	0	0	0	100	5	0	0	0
August 2031	0	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.8	18.8	10.3	7.2	5.0	29.4	25.1	17.0	12.3	8.6	29.9	27.3	22.9	17.9	12.8

**Security Group 1  
PSA Prepayment Assumption Rates**

Distribution Date	Classes EM and ET					Class JV				
	0%	100%	241%	350%	500%	0%	100%	241%	350%	500%
Initial Percent	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	100	100	100	100	100	100	100	100
August 2005	100	100	100	100	100	100	100	100	100	100
August 2006	100	100	100	100	100	100	100	100	100	100
August 2007	100	100	100	100	98	100	100	100	100	100
August 2008	100	100	100	100	42	100	100	100	100	92
August 2009	100	100	100	99	0	100	100	100	100	35
August 2010	100	100	100	84	0	100	100	100	98	0
August 2011	100	100	100	24	0	100	100	100	90	0
August 2012	100	100	99	0	0	100	100	100	44	0
August 2013	100	100	97	0	0	100	100	100	0	0
August 2014	100	100	53	0	0	100	100	94	0	0
August 2015	100	100	13	0	0	100	100	88	0	0
August 2016	100	100	0	0	0	100	100	46	0	0
August 2017	100	100	0	0	0	100	100	0	0	0
August 2018	100	100	0	0	0	100	100	0	0	0
August 2019	100	100	0	0	0	100	100	0	0	0
August 2020	100	100	0	0	0	100	100	0	0	0
August 2021	100	98	0	0	0	100	100	0	0	0
August 2022	100	93	0	0	0	100	99	0	0	0
August 2023	100	52	0	0	0	100	93	0	0	0
August 2024	100	14	0	0	0	100	88	0	0	0
August 2025	100	0	0	0	0	100	44	0	0	0
August 2026	100	0	0	0	0	100	0	0	0	0
August 2027	100	0	0	0	0	100	0	0	0	0
August 2028	100	0	0	0	0	100	0	0	0	0
August 2029	100	0	0	0	0	100	0	0	0	0
August 2030	97	0	0	0	0	100	0	0	0	0
August 2031	0	0	0	0	0	32	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.4	21.1	12.1	8.6	5.9	28.9	22.8	13.8	9.8	6.8

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class DA					Class DB					Class DE				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	80	80	80	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	47	47	0	100	100	100	100	82	100	100	100	100	100
August 2005	100	100	14	14	0	100	100	100	100	0	100	100	100	100	0
August 2006	100	100	0	0	0	100	100	35	35	0	100	100	100	100	0
August 2007	100	100	0	0	0	100	100	0	0	0	100	100	73	73	0
August 2008	100	100	0	0	0	100	100	0	0	0	100	100	42	42	0
August 2009	100	100	0	0	0	100	100	0	0	0	100	100	19	0	0
August 2010	100	100	0	0	0	100	100	0	0	0	100	100	3	0	0
August 2011	100	99	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2012	100	89	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2013	100	72	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2014	100	50	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2015	100	23	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2016	100	0	0	0	0	100	63	0	0	0	100	100	0	0	0
August 2017	100	0	0	0	0	100	0	0	0	0	100	62	0	0	0
August 2018	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2019	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2020	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2021	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2022	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2023	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2024	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2025	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2028	87	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	63	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	26.3	11.8	1.9	1.9	1.5	26.8	14.1	3.9	3.9	2.0	27.1	15.2	5.9	5.7	2.2

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class DG					Class DH					Class DJ				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	100	100	70	59	0	100	100	100	100	0
August 2004	100	100	100	100	100	100	100	22	0	0	100	100	100	0	0
August 2005	100	100	100	100	0	100	100	0	0	0	100	100	0	0	0
August 2006	100	100	100	100	0	100	100	0	0	0	100	100	0	0	0
August 2007	100	100	100	100	0	100	100	0	0	0	100	100	0	0	0
August 2008	100	100	100	100	0	100	100	0	0	0	100	100	0	0	0
August 2009	100	100	100	92	0	100	100	0	0	0	100	100	0	0	0
August 2010	100	100	100	9	0	100	100	0	0	0	100	100	0	0	0
August 2011	100	100	94	0	0	100	100	0	0	0	100	100	0	0	0
August 2012	100	100	80	0	0	100	100	0	0	0	100	100	0	0	0
August 2013	100	100	65	0	0	100	100	0	0	0	100	100	0	0	0
August 2014	100	100	50	0	0	100	100	0	0	0	100	100	0	0	0
August 2015	100	100	34	0	0	100	100	0	0	0	100	100	0	0	0
August 2016	100	100	19	0	0	100	100	0	0	0	100	100	0	0	0
August 2017	100	100	4	0	0	100	100	0	0	0	100	100	0	0	0
August 2018	100	100	0	0	0	100	100	0	0	0	100	100	0	0	0
August 2019	100	0	0	0	0	100	87	0	0	0	100	100	0	0	0
August 2020	100	0	0	0	0	100	65	0	0	0	100	100	0	0	0
August 2021	100	0	0	0	0	100	43	0	0	0	100	100	0	0	0
August 2022	100	0	0	0	0	100	21	0	0	0	100	100	0	0	0
August 2023	100	0	0	0	0	100	0	0	0	0	100	86	0	0	0
August 2024	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2025	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2026	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2027	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2028	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2029	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2030	0	0	0	0	0	44	0	0	0	0	100	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	27.3	16.2	12.0	7.5	2.3	27.9	18.7	1.4	1.1	0.5	28.5	21.1	2.6	2.0	1.0

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class DK					Class DM					Class DP				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	74	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	100	99	0	100	100	100	100	0	100	100	100	100	0
August 2005	100	100	48	0	0	100	100	100	0	0	100	100	100	91	0
August 2006	100	100	0	0	0	100	100	12	0	0	100	100	100	48	0
August 2007	100	100	0	0	0	100	100	0	0	0	100	100	79	19	0
August 2008	100	100	0	0	0	100	100	0	0	0	100	100	64	1	0
August 2009	100	100	0	0	0	100	100	0	0	0	100	100	55	0	0
August 2010	100	100	0	0	0	100	100	0	0	0	100	100	52	0	0
August 2011	100	100	0	0	0	100	100	0	0	0	100	100	50	0	0
August 2012	100	100	0	0	0	100	100	0	0	0	100	100	48	0	0
August 2013	100	100	0	0	0	100	100	0	0	0	100	100	45	0	0
August 2014	100	100	0	0	0	100	100	0	0	0	100	100	42	0	0
August 2015	100	100	0	0	0	100	100	0	0	0	100	100	39	0	0
August 2016	100	100	0	0	0	100	100	0	0	0	100	100	36	0	0
August 2017	100	100	0	0	0	100	100	0	0	0	100	100	33	0	0
August 2018	100	100	0	0	0	100	100	0	0	0	100	100	29	0	0
August 2019	100	100	0	0	0	100	100	0	0	0	100	100	26	0	0
August 2020	100	100	0	0	0	100	100	0	0	0	100	100	22	0	0
August 2021	100	100	0	0	0	100	100	0	0	0	100	100	19	0	0
August 2022	100	100	0	0	0	100	100	0	0	0	100	100	16	0	0
August 2023	100	100	0	0	0	100	100	0	0	0	100	100	13	0	0
August 2024	100	46	0	0	0	100	100	0	0	0	100	100	11	0	0
August 2025	100	0	0	0	0	100	64	0	0	0	100	100	8	0	0
August 2026	100	0	0	0	0	100	0	0	0	0	100	93	6	0	0
August 2027	100	0	0	0	0	100	0	0	0	0	100	72	5	0	0
August 2028	100	0	0	0	0	100	0	0	0	0	100	52	3	0	0
August 2029	100	0	0	0	0	100	0	0	0	0	100	33	2	0	0
August 2030	100	0	0	0	0	100	0	0	0	0	100	15	1	0	0
August 2031	0	0	0	0	0	35	0	0	0	0	100	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	28.7	22.0	3.0	2.2	1.1	29.0	23.2	3.7	2.7	1.2	29.6	26.2	11.5	4.1	1.6

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes FJ, JO, JS, PE and SJ					Class IG					Classes IH, PK, PT, PU and PX				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	96	83	83	83	83	96	83	83	83	83
August 2004	100	100	100	100	100	92	57	57	57	57	92	56	56	56	56
August 2005	100	100	100	100	100	87	30	30	30	2	87	28	28	28	0
August 2006	100	100	100	100	100	83	4	4	4	0	82	1	1	1	0
August 2007	100	100	100	100	100	77	0	0	0	0	77	0	0	0	0
August 2008	100	100	100	100	100	72	0	0	0	0	71	0	0	0	0
August 2009	100	100	100	100	100	66	0	0	0	0	65	0	0	0	0
August 2010	100	100	100	100	94	59	0	0	0	0	58	0	0	0	0
August 2011	100	100	100	100	67	52	0	0	0	0	51	0	0	0	0
August 2012	100	100	100	100	48	45	0	0	0	0	43	0	0	0	0
August 2013	100	100	100	100	34	36	0	0	0	0	35	0	0	0	0
August 2014	100	100	100	100	24	28	0	0	0	0	26	0	0	0	0
August 2015	100	100	100	100	17	18	0	0	0	0	16	0	0	0	0
August 2016	100	90	90	90	12	8	0	0	0	0	5	0	0	0	0
August 2017	100	73	73	73	8	2	0	0	0	0	0	0	0	0	0
August 2018	100	59	59	59	6	1	0	0	0	0	0	0	0	0	0
August 2019	100	48	48	48	4	0	0	0	0	0	0	0	0	0	0
August 2020	100	38	38	38	3	0	0	0	0	0	0	0	0	0	0
August 2021	100	31	31	31	2	0	0	0	0	0	0	0	0	0	0
August 2022	100	24	24	24	1	0	0	0	0	0	0	0	0	0	0
August 2023	100	19	19	19	1	0	0	0	0	0	0	0	0	0	0
August 2024	100	14	14	14	1	0	0	0	0	0	0	0	0	0	0
August 2025	100	11	11	11	0	0	0	0	0	0	0	0	0	0	0
August 2026	100	8	8	8	0	0	0	0	0	0	0	0	0	0	0
August 2027	60	5	5	5	0	0	0	0	0	0	0	0	0	0	0
August 2028	4	4	4	4	0	0	0	0	0	0	0	0	0	0	0
August 2029	2	2	2	2	0	0	0	0	0	0	0	0	0	0	0
August 2030	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	25.2	17.8	17.8	17.8	10.7	8.7	2.3	2.3	2.3	2.0	8.5	2.2	2.2	2.2	1.9



**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Class PA					Class PB					Class PC				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	97	86	86	86	86	100	100	100	100	100	100	100	100	100	100
August 2004	93	65	65	65	65	100	100	100	100	100	100	100	100	100	100
August 2005	90	42	42	42	16	100	100	100	100	100	100	100	100	100	100
August 2006	86	21	21	21	0	100	100	100	100	17	100	100	100	100	100
August 2007	81	1	1	1	0	100	100	100	100	0	100	100	100	100	21
August 2008	77	0	0	0	0	100	48	48	48	0	100	100	100	100	0
August 2009	72	0	0	0	0	100	0	0	0	0	100	98	98	98	0
August 2010	66	0	0	0	0	100	0	0	0	0	100	48	48	48	0
August 2011	60	0	0	0	0	100	0	0	0	0	100	2	2	2	0
August 2012	54	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2013	47	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2014	40	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2015	32	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2016	24	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2017	15	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2018	5	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2019	0	0	0	0	0	84	0	0	0	0	100	0	0	0	0
August 2020	0	0	0	0	0	52	0	0	0	0	100	0	0	0	0
August 2021	0	0	0	0	0	17	0	0	0	0	100	0	0	0	0
August 2022	0	0	0	0	0	0	0	0	0	0	79	0	0	0	0
August 2023	0	0	0	0	0	0	0	0	0	0	36	0	0	0	0
August 2024	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2025	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2026	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	9.9	2.7	2.7	2.7	2.2	18.0	6.0	6.0	6.0	3.7	20.7	8.0	8.0	8.0	4.7

**Security Group 2  
PSA Prepayment Assumption Rates**

Distribution Date	Classes PD, PM, PN and PW					Class PJ					Class PL				
	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%	0%	100%	219%	250%	450%
Initial Percent	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2003	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2004	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100
August 2005	100	100	100	100	100	100	100	100	100	95	100	100	100	100	100
August 2006	100	100	100	100	100	100	100	100	100	33	100	100	100	100	100
August 2007	100	100	100	100	100	100	74	74	74	0	100	100	100	100	46
August 2008	100	100	100	100	62	100	48	48	48	0	100	100	100	100	0
August 2009	100	100	100	100	23	100	24	24	24	0	100	100	100	100	0
August 2010	100	100	100	100	0	100	1	1	1	0	100	100	100	100	0
August 2011	100	100	100	100	0	100	0	0	0	0	100	5	5	5	0
August 2012	100	71	71	71	0	100	0	0	0	0	100	0	0	0	0
August 2013	100	46	46	46	0	100	0	0	0	0	100	0	0	0	0
August 2014	100	25	25	25	0	100	0	0	0	0	100	0	0	0	0
August 2015	100	7	7	7	0	100	0	0	0	0	100	0	0	0	0
August 2016	100	0	0	0	0	100	0	0	0	0	100	0	0	0	0
August 2017	100	0	0	0	0	93	0	0	0	0	100	0	0	0	0
August 2018	100	0	0	0	0	80	0	0	0	0	100	0	0	0	0
August 2019	100	0	0	0	0	66	0	0	0	0	100	0	0	0	0
August 2020	100	0	0	0	0	50	0	0	0	0	100	0	0	0	0
August 2021	100	0	0	0	0	33	0	0	0	0	100	0	0	0	0
August 2022	100	0	0	0	0	15	0	0	0	0	100	0	0	0	0
August 2023	100	0	0	0	0	0	0	0	0	0	80	0	0	0	0
August 2024	93	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2025	55	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2026	14	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2027	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2028	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2029	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2030	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2031	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
August 2032	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Weighted Average Life (years)	23.1	11.0	11.0	11.0	6.4	17.9	6.0	6.0	6.0	3.8	21.3	8.6	8.6	8.6	5.0

**Security Group 3**

**PSA Prepayment Assumption Rates**

**Classes FA, PO, SA, SB and SN**

<u>Distribution Date</u>	<u>0%</u>	<u>200%</u>	<u>389%</u>	<u>600%</u>	<u>800%</u>
Initial Percent .....	100	100	100	100	100
August 2003 .....	99	87	75	63	51
August 2004 .....	98	75	57	40	26
August 2005 .....	97	65	43	25	13
August 2006 .....	96	56	32	16	7
August 2007 .....	95	48	24	10	3
August 2008 .....	94	41	18	6	2
August 2009 .....	92	35	13	4	1
August 2010 .....	91	30	10	2	0
August 2011 .....	89	25	7	1	0
August 2012 .....	88	21	5	1	0
August 2013 .....	86	18	4	1	0
August 2014 .....	84	15	3	0	0
August 2015 .....	82	13	2	0	0
August 2016 .....	79	10	1	0	0
August 2017 .....	77	8	1	0	0
August 2018 .....	74	7	1	0	0
August 2019 .....	71	5	1	0	0
August 2020 .....	68	4	0	0	0
August 2021 .....	64	3	0	0	0
August 2022 .....	60	2	0	0	0
August 2023 .....	56	1	0	0	0
August 2024 .....	52	1	0	0	0
August 2025 .....	47	0	0	0	0
August 2026 .....	42	0	0	0	0
August 2027 .....	36	0	0	0	0
August 2028 .....	30	0	0	0	0
August 2029 .....	23	0	0	0	0
August 2030 .....	16	0	0	0	0
August 2031 .....	8	0	0	0	0
August 2032 .....	0	0	0	0	0
Weighted Average Life (years) .....	20.5	6.2	3.5	2.2	1.5

**Security Group 4**

**PSA Prepayment Assumption Rates**

**Classes CH, FC and SC**

<u>Distribution Date</u>	<u>0%</u>	<u>200%</u>	<u>420%</u>	<u>600%</u>	<u>850%</u>
Initial Percent .....	100	100	100	100	100
August 2003 .....	97	84	71	60	44
August 2004 .....	93	71	49	34	17
August 2005 .....	89	58	33	18	4
August 2006 .....	85	48	21	8	0
August 2007 .....	80	38	12	1	0
August 2008 .....	75	30	6	0	0
August 2009 .....	69	23	1	0	0
August 2010 .....	63	16	0	0	0
August 2011 .....	56	10	0	0	0
August 2012 .....	48	5	0	0	0
August 2013 .....	40	0	0	0	0
August 2014 .....	31	0	0	0	0
August 2015 .....	22	0	0	0	0
August 2016 .....	12	0	0	0	0
August 2017 .....	1	0	0	0	0
August 2018 .....	0	0	0	0	0
August 2019 .....	0	0	0	0	0
August 2020 .....	0	0	0	0	0
August 2021 .....	0	0	0	0	0
August 2022 .....	0	0	0	0	0
August 2023 .....	0	0	0	0	0
August 2024 .....	0	0	0	0	0
August 2025 .....	0	0	0	0	0
August 2026 .....	0	0	0	0	0
August 2027 .....	0	0	0	0	0
August 2028 .....	0	0	0	0	0
August 2029 .....	0	0	0	0	0
August 2030 .....	0	0	0	0	0
August 2031 .....	0	0	0	0	0
August 2032 .....	0	0	0	0	0
Weighted Average Life (years) .....	9.1	4.4	2.4	1.7	1.1

Distribution Date	Security Group 5				
	PSA Prepayment Assumption Rates				
	Classes FK, KO, SK, SL and SM				
	0%	100%	241%	350%	500%
Initial Percent	100	100	100	100	100
August 2003	99	92	84	77	69
August 2004	98	85	70	60	47
August 2005	97	78	59	46	32
August 2006	96	71	49	36	22
August 2007	95	65	41	27	15
August 2008	93	59	34	21	10
August 2009	92	54	28	16	7
August 2010	90	48	23	12	5
August 2011	89	43	19	9	3
August 2012	87	39	15	7	2
August 2013	85	34	12	5	1
August 2014	83	30	10	4	1
August 2015	80	26	8	3	1
August 2016	78	22	6	2	0
August 2017	75	19	5	1	0
August 2018	73	16	3	1	0
August 2019	70	12	2	1	0
August 2020	66	9	2	0	0
August 2021	63	6	1	0	0
August 2022	59	4	1	0	0
August 2023	55	2	0	0	0
August 2024	50	1	0	0	0
August 2025	46	0	0	0	0
August 2026	40	0	0	0	0
August 2027	35	0	0	0	0
August 2028	29	0	0	0	0
August 2029	22	0	0	0	0
August 2030	16	0	0	0	0
August 2031	8	0	0	0	0
August 2032	0	0	0	0	0
Weighted Average Life (years)	20.2	8.7	5.2	3.8	2.6

### Yield Considerations

An investor seeking to maximize yield should make a decision whether to invest in any Class based on the anticipated yield of that Class resulting from its purchase price, the investor’s own projection of Mortgage Loan prepayment rates under a variety of scenarios, in the case of the Group 4 Securities, the investor’s own projection of principal payment rates on the Underlying Certificate under a variety of scenarios and, in the case of a Floating Rate or an Inverse Floating Rate Class, the investor’s own projection of levels of LIBOR under a variety of scenarios. **No representation is made regarding Mortgage Loan prepayment rates, Underlying Certificate payment rates, LIBOR levels or the yield of any Class.**

#### *Prepayments: Effect on Yields*

The yields to investors will be sensitive in varying degrees to the rate of prepayments on the related Mortgage Loans.

- In the case of Regular Securities or MX Securities purchased at a premium (especially Interest Only Classes), faster than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.
- Investors in the Interest Only Classes should also consider the risk that rapid rates of principal payments could result in the failure of investors to recover fully their investments.
- In the case of Regular Securities or MX Securities purchased at a discount (especially Principal Only Classes), slower than anticipated rates of principal payments could result in actual yields to investors that are lower than the anticipated yields.

See “Risk Factors—Rates of principal payments can reduce your yield” in this Supplement.

Rapid rates of prepayments on the Mortgage Loans are likely to coincide with periods of low prevailing interest rates.

During periods of low prevailing interest rates, the yields at which an investor may be able to reinvest amounts received as principal payments on the investor's Class of Securities may be lower than the yield on that Class.

Slow rates of prepayments on the Mortgage Loans are likely to coincide with periods of high prevailing interest rates.

During periods of high prevailing interest rates, the amount of principal payments available to an investor for reinvestment at those high rates may be relatively low.

The Mortgage Loans will not prepay at any constant rate until maturity, nor will all of the Mortgage Loans underlying any Trust Asset Group prepay at the same rate at any one time. The timing of changes in the rate of prepayments may affect the actual yield to an investor, even if the average rate of principal prepayments is consistent with the investor's expectation. In general, the earlier a prepayment of principal on the Mortgage Loans, the greater the effect on an investor's yield. As a result, the effect on an investor's yield of principal prepayments occurring at a rate higher (or lower) than the rate anticipated by the investor during the period immediately following the Closing Date is not likely to be offset by a later equivalent reduction (or increase) in the rate of principal prepayments.

*LIBOR: Effect on Yields of the Floating Rate and Inverse Floating Rate Classes*

Low levels of LIBOR can reduce the yield of the Floating Rate Classes. High levels of LIBOR can significantly reduce the yield of the Inverse Floating Rate Classes. In addition, the Floating Rate Classes will not benefit from a higher yield at high levels of LIBOR because the rate on such Classes is capped at a maximum rate described under "Terms Sheet—Interest Rates."

*Payment Delay: Effect on Yields of the Fixed Rate Classes*

The effective yield on any Fixed Rate Class will be less than the yield otherwise produced by its Interest Rate and purchase price because, on each Distribution Date, 30 days' interest will be payable on that Class even though interest began to accrue approximately 46, 50 or 56 days earlier, as applicable.

## **Yield Tables**

The following tables show the pre-tax yields to maturity on a corporate bond equivalent basis of specified Classes at various constant percentages of PSA and, in the case of the Inverse Floating Rate Classes, at various constant levels of LIBOR.

The Mortgage Loans will not prepay at any constant rate until maturity, and it is unlikely that LIBOR will remain constant. Moreover, it is likely that the Mortgage Loans will experience actual prepayment rates that differ from those of the Modeling Assumptions. **Therefore, the actual pre-tax yield of any Class may differ from those shown in the applicable table below for that Class even if the Class is purchased at the assumed price shown.**

The yields were calculated by

1. determining the monthly discount rates that, when applied to the applicable assumed streams of cash flows to be paid on the applicable Class, would cause the discounted present value of the assumed streams of cash flows to equal the assumed purchase price of that Class plus accrued interest (in the case of interest-bearing Classes), and
2. converting the monthly rates to corporate bond equivalent rates.

These calculations do not take into account variations that may occur in the interest rates at which investors may be able to reinvest funds received by them as distributions on their Securities and consequently do not purport to reflect the return on any investment in any Class when those reinvestment rates are considered.

The information set forth in the following tables was prepared on the basis of the Modeling Assumptions and the assumptions that (1) the Interest Rate applicable to each Inverse Floating Rate Class for each Accrual Period following the first Accrual Period will be based on the indicated level of LIBOR and (2) the purchase price of each Class (expressed as a percentage of its original Class Principal Balance or Class Notional Balance) plus accrued interest (in the case of the interest-bearing Classes) is as indicated in the related table. **The assumed purchase price is not necessarily that at which actual sales will occur.**

**SECURITY GROUP 1**  
**Sensitivity of Class SG to Prepayments**  
**Assumed Price 9.00%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>241%</b>	<b>350%</b>	<b>500%</b>
0.78% .....	83.2%	67.3%	53.2%	31.4%
1.78% .....	69.1%	53.2%	38.8%	16.7%
4.78% .....	28.6%	11.0%	(5.3)%	(29.4)%
8.10% and above .....	**	**	**	**

**SECURITY GROUP 2**  
**Sensitivity of Class IG to Prepayments**  
**Assumed Price 10.00%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>	<b>574%</b>
21.2%	21.2%	21.2%	12.1%	0.1%

**Sensitivity of Class IH to Prepayments**  
**Assumed Price 8.75%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>	<b>701%</b>
31.4%	31.4%	31.4%	23.6%	0.1%

**Sensitivity of Class JO to Prepayments**  
**Assumed Price 55.00%\***

<b>PSA Prepayment Assumption Rates</b>			
<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>
3.4%	3.4%	3.4%	5.8%

**Sensitivity of Class JS to Prepayments**  
**Assumed Price 38.00%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>
0.78% .....	41.5%	41.5%	41.5%	40.4%
1.78% .....	35.5%	35.5%	35.5%	34.0%
4.78% .....	17.1%	17.1%	17.1%	13.3%
8.10% and above .....	**	**	**	**

**Sensitivity of Class PM to Prepayments**  
**Assumed Price 27.00%\***

<b>PSA Prepayment Assumption Rates</b>				
<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>	<b>631%</b>
20.0%	20.0%	20.0%	11.3%	0.0%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

\*\* Indicates that investors will suffer a loss of virtually all of their investment.

**Sensitivity of Class PN to Prepayments  
Assumed Price 74.00%**

	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>
	2.8%	2.8%	2.8%	4.8%

**Sensitivity of Class SJ to Prepayments  
Assumed Price 93.50%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>100%</b>	<b>219%</b>	<b>250%</b>	<b>450%</b>
0.78% .....	16.2%	16.2%	16.2%	16.4%
1.78% .....	14.0%	14.0%	14.0%	14.2%
4.78% .....	7.5%	7.5%	7.5%	7.7%
8.10% and above .....	0.4%	0.4%	0.4%	0.7%

**SECURITY GROUP 3  
Sensitivity of Class PO to Prepayments  
Assumed Price 82.00%**

	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>389%</b>	<b>600%</b>	<b>800%</b>
	3.5%	6.4%	10.4%	15.2%

**Sensitivity of Class SA to Prepayments  
Assumed Price 8.00%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>389%</b>	<b>600%</b>	<b>800%</b>
0.81% .....	78.8%	60.9%	39.2%	16.5%
1.81% .....	63.3%	46.3%	25.8%	4.2%
4.81% .....	20.0%	5.6%	(11.9)%	(30.1)%
7.50% and above .....	**	**	**	**

**Sensitivity of Class SB to Prepayments  
Assumed Price 205.00%\***

<b>LIBOR</b>	<b>PSA Prepayment Assumption Rates</b>			
	<b>200%</b>	<b>389%</b>	<b>600%</b>	<b>800%</b>
0.81% .....	44.9%	36.6%	26.1%	14.7%
1.81% .....	36.5%	28.5%	18.5%	7.4%
4.81% .....	12.5%	5.4%	(3.6)%	(13.5)%
7.50% and above .....	(8.9)%	(14.6)%	(22.3)%	(31.1)%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

\*\* Indicates that investors will suffer a loss of virtually all of their investment.

**Sensitivity of Class SN to Prepayments**  
**Assumed Price 106.00%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>389%</u>	<u>600%</u>	<u>800%</u>
0.81% .....	18.7%	17.9%	16.8%	15.5%
1.81% .....	15.7%	14.9%	13.9%	12.6%
4.81% .....	6.9%	6.2%	5.2%	4.1%
7.50% and above .....	(0.8)%	(1.4)%	(2.3)%	(3.3)%

**SECURITY GROUP 4**  
**Sensitivity of Class SC to Prepayments**  
**Assumed Price 7.00%\***

<u>LIBOR 1</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>200%</u>	<u>420%</u>	<u>600%</u>	<u>850%</u>
0.78% .....	81.4%	57.8%	35.5%	(1.2)%
1.78% .....	63.8%	40.9%	19.1%	(16.8)%
4.78% .....	12.4%	(10.3)%	(32.3)%	(66.9)%
7.00% and above .....	**	**	**	**

**SECURITY GROUP 5**  
**Sensitivity of Class KO to Prepayments**  
**Assumed Price 86.00%**

<u>PSA Prepayment Assumption Rates</u>			
<u>100%</u>	<u>241%</u>	<u>350%</u>	<u>500%</u>
1.8%	3.1%	4.3%	6.3%

**Sensitivity of Class SK to Prepayments**  
**Assumed Price 9.00%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>241%</u>	<u>350%</u>	<u>500%</u>
0.78% .....	75.4%	63.1%	53.2%	38.8%
1.78% .....	61.6%	49.9%	40.5%	26.8%
4.78% .....	22.6%	12.5%	4.4%	(7.4)%
7.50% and above .....	**	**	**	**

**Sensitivity of Class SL to Prepayments**  
**Assumed Price 147.00%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>241%</u>	<u>350%</u>	<u>500%</u>
0.78% .....	30.9%	27.5%	24.7%	20.5%
1.78% .....	25.6%	22.4%	19.6%	15.5%
4.78% .....	10.1%	7.3%	4.8%	1.0%
7.50% and above .....	(3.9)%	(6.2)%	(8.3)%	(11.6)%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

\*\* Indicates that investors will suffer a loss of virtually all of their investment.



**Sensitivity of Class SM to Prepayments**  
**Assumed Price 112.00%\***

<u>LIBOR</u>	<u>PSA Prepayment Assumption Rates</u>			
	<u>100%</u>	<u>241%</u>	<u>350%</u>	<u>500%</u>
0.78% .....	17.6%	16.5%	15.6%	14.3%
1.78% .....	14.7%	13.7%	12.8%	11.5%
4.78% .....	6.3%	5.4%	4.6%	3.4%
7.50% and above .....	(1.2)%	(2.0)%	(2.7)%	(3.8)%

\* The price does not include accrued interest. Accrued interest has been added to the price in calculating the yields set forth in the table.

**CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

The following tax discussion, when read in conjunction with the discussion of “Certain Federal Income Tax Consequences” in the Base Offering Circular, describes the material federal income tax considerations for investors in the Securities. However, these two tax discussions do not purport to deal with all federal tax consequences applicable to all categories of investors, some of which may be subject to special rules.

**Investors should consult their own tax advisors in determining the federal, state, local and any other tax consequences to them of the purchase, ownership and disposition of the Securities.**

**REMIC Elections**

In the opinion of Cleary, Gottlieb, Steen & Hamilton, the Trust will constitute a Double REMIC Series for federal income tax purposes. Separate REMIC elections will be made for the Pooling REMIC and the Issuing REMIC.

**Regular Securities**

The Regular Securities will be treated as debt instruments issued by the Issuing REMIC for federal income tax purposes. Income on the Regular Securities must be reported under an accrual method of accounting.

The Class JO, KO, PN and PO Securities are Principal Only Securities. Principal Only Securities are treated for federal income tax purposes as having been issued with an amount of original issue discount (“OID”) equal to the difference between their principal balance and their issue price.

The Class IG, JS, PM, SA, SC, SG and SK Securities are “Interest Weighted Securities” as described in “Certain Federal Income Tax Consequences—Tax Treatment of Regular Securities—Interest Weighted Securities and Non-VRDI Securities” in the Base Offering Circular. Although the tax treatment of Interest Weighted Securities is not entirely certain, Holders of the Interest Weighted Securities should expect to accrue all income on these Securities (other than income attributable to market discount or *de minimis* market discount) under the OID rules based on the expected payments on these securities at the prepayment assumption described below.

Other than the Securities described in the preceding two paragraphs, based on anticipated prices (including accrued interest), the assumed Mortgage Loan characteristics and, the prepayment assumption described below and, in the case of the Floating Rate Classes, the constant LIBOR value described below, no Classes are expected to be issued with OID.

Prospective investors in the Securities should be aware, however, that the foregoing expectations about OID could change because of differences (1) between anticipated purchase prices and actual purchase prices or (2) between the assumed characteristics of the Trust Assets and the characteristics of the Trust Assets actually delivered to the Trust. The prepayment assumption that should be used in determining the rates of accrual of OID, if any, on the Regular Securities is 241% PSA in the case of the Group 1 and Group 5 Securities, 219% PSA in the case of the Group 2 Securities, 389% PSA in the case of the Group 3 Securities and 420% PSA in the case of the Group 4 Securities (as described in “Yield, Maturity and Prepayment Considerations” in this Supplement). In the case of the Floating Rate Classes, the constant value of LIBOR to be used for these determinations is 1.78% in the case of the Group 1, Group 2, Group 4 and Group 5 Securities and 1.81% in the case of the Group 3 Securities. No representation is made, however, about the rate at which prepayments on the Mortgage Loans underlying any Group of Trust Assets actually will occur or the level of LIBOR at any time after the date of this Supplement. See “*Certain Federal Income Tax Consequences*” in the Base Offering Circular.

OID accruals on the Underlying Certificate will be computed using the same prepayment assumption as set forth above.

The Regular Securities generally will be treated as “regular interests” in a REMIC for domestic building and loan associations, “permitted assets” for financial asset securitization investment trusts (“FASITs”), and “real estate assets” for real estate investment trusts (“REITs”) as described in “*Certain Federal Income Tax Consequences*” in the Base Offering Circular. Similarly, interest on the Regular Securities will be considered “interest on obligations secured by mortgages on real property” for REITs.

### **Residual Securities**

The Class RR Securities will represent the beneficial ownership of the Residual Interest in the Pooling REMIC and the beneficial ownership of the Residual Interest in the Issuing REMIC. The Residual Securities, *i.e.*, the Class RR Securities, generally will be treated as “residual interests” in a REMIC for domestic building and loan associations and as “real estate assets” for REITs, as described in “*Certain Federal Income Tax Consequences*” in the Base Offering Circular, but will not be treated as debt for federal income tax purposes. Instead, the Holders of the Residual Securities will be required to report, and will be taxed on, their pro rata shares of the taxable income or loss of the Trust REMICs, and these requirements will continue until there are no outstanding regular interests in the respective Trust REMICs. Thus, Residual Holders will have taxable income attributable to the Residual Securities even though they will not receive principal or interest distributions with respect to the Residual Securities, which could result in a negative after-tax return for the Residual Holders. It is not expected that the Pooling REMIC will have a substantial amount of taxable income or loss in any period. However, even though the Holders of the Class RR Securities are not entitled to any stated principal or interest payments on the Class RR Securities, the Issuing REMIC may have substantial taxable income in certain periods, and offsetting tax losses may not occur until much later periods. Accordingly, a Holder of the Class RR Securities may experience substantial adverse tax timing consequences. Prospective investors are urged to consult their own tax advisors and consider the after-tax effect of ownership of the Residual Securities and the suitability of the Residual Securities to their investment objectives.

Prospective Holders of Residual Securities should be aware that, at issuance, based on the expected prices of the Regular and Residual Securities and the prepayment assumption described above, the residual interests represented by the Residual Securities will be treated as “noneconomic residual interests” as that term is defined in Treasury regulations.

The proposed Treasury Regulations referred to in the Base Offering Circular relating to transfers of noneconomic residual interests were finalized recently. See “*Certain Federal Income Tax Consequences—Tax Treatment of Residual Securities—Non-Recognition of Certain Transfers for Federal Income Tax Purposes*” in the Base Offering Circular. With certain exceptions, the final regulations incorporate the safe harbor rules in the proposed regulations (the “present value test”) and in Revenue Procedure 2001-12 (the “asset test”). Among

other things, the final regulations modify the present value test to require use of the federal short term rate for the month of transfer for purposes of the present value calculations. In addition, in order to qualify for either safe harbor (the present value or asset test), a transfer of a noneconomic residual interest may not be to a foreign permanent establishment or fixed base of a U.S. taxpayer (an “offshore location”), and each transferee must represent that it will not cause income from the noneconomic residual interest to be attributable to an offshore location of the transferee or another U.S. taxpayer. The final regulations generally apply to transfers of noneconomic residual interests occurring on or after February 4, 2000, although the modifications noted above generally apply to transfers occurring on or after August 19, 2002.

Prospective Holders of Residual Securities should consult their tax advisors regarding the final regulations and their application to transfers of Residual Securities.

## **MX Securities**

For a discussion of certain federal income tax consequences applicable to the MX Classes, see “Certain Federal Income Tax Consequences—Tax Treatment of MX Securities”, “—Exchanges of MX Classes and Regular Classes” and “—Taxation of Foreign Holders of REMIC Securities and MX Securities” in the Base Offering Circular.

## **ERISA MATTERS**

Ginnie Mae guarantees distributions of principal and interest with respect to the Securities. The Ginnie Mae Guaranty is supported by the full faith and credit of the United States of America. The Regular and MX Securities will qualify as “guaranteed governmental mortgage pool certificates” within the meaning of a Department of Labor regulation, the effect of which is to provide that mortgage loans and participations therein underlying a “guaranteed governmental mortgage pool certificate” will not be considered assets of an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or subject to section 4975 of the Code (each, a “Plan”), solely by reason of the Plan’s purchase and holding of that certificate.

Governmental plans and certain church plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and the Code, may nevertheless be subject to local, state or other federal laws that are substantially similar to the foregoing provisions of ERISA and the Code. Fiduciaries of any such plans should consult with their counsel before purchasing any of the Securities.

**Plan Investors should consult with their advisors, however, to determine whether the purchase, holding, or resale of a Security could give rise to a transaction that is prohibited or is not otherwise permissible under either ERISA or the Code.**

*See “ERISA Considerations” in the Base Offering Circular.*

The Residual Securities are not offered to, and may not be transferred to, a Plan Investor.

## **LEGAL INVESTMENT CONSIDERATIONS**

Institutions whose investment activities are subject to legal investment laws and regulations or to review by certain regulatory authorities may be subject to restrictions on investment in the Securities. **No representation is made about the proper characterization of any Class for legal investment or other purposes, or about the permissibility of the purchase by particular investors of any Class under applicable legal investment restrictions.**

**Investors should consult their own legal advisors regarding applicable investment restrictions and the effect of any restrictions on the liquidity of the Securities prior to investing in the Securities.**

*See “Legal Investment Considerations” in the Base Offering Circular.*

### **PLAN OF DISTRIBUTION**

Subject to the terms and conditions of the Sponsor Agreement, the Sponsor has agreed to purchase all of the Securities if any are sold and purchased. The Sponsor proposes to offer each Class to the public from time to time for sale in negotiated transactions at varying prices to be determined at the time of sale, plus accrued interest, if any, from (1) August 1, 2002 on the Fixed Rate Classes, (2) August 16, 2002 on the Group 3 and Group 5 Floating Rate and Inverse Floating Rate Classes, (3) August 20, 2002 on the Group 1 and Group 2 Floating Rate and Inverse Floating Rate Classes and (4) August 26th, 2002 on the Group 4 Floating Rate and Inverse Floating Rate Classes. The Sponsor may effect these transactions by sales to or through certain securities dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the Sponsor and/or commissions from any purchasers for which they act as agents. Some of the Securities may be sold through dealers in relatively small sales. In the usual case, the commission charged on a relatively small sale of securities will be a higher percentage of the sales price than that charged on a large sale of securities.

### **INCREASE IN SIZE**

Before the Closing Date, Ginnie Mae, the Trustee and the Sponsor may agree to increase the size of this offering. In that event, the Securities will have the same characteristics as described in this Supplement, except that (1) the Original Class Principal Balance (or original Class Notional Balance) and (2) the Scheduled Principal Balances of each Class receiving principal distributions or interest distributions based upon a notional balance from the same Trust Asset Group will increase by the same proportion. The Trust Agreement, the Final Data Statement, the Final Schedules and the Supplemental Statement, if any, will reflect any increase in the size of the transaction.

### **LEGAL MATTERS**

Certain legal matters will be passed upon for Ginnie Mae by Sidley Austin Brown & Wood LLP, New York, NY, for the Trust by Cleary, Gottlieb, Steen & Hamilton and Marcell Solomon & Associates, P.C.; and for the Trustee by Ungaretti & Harris, Chicago, Illinois.

REMIC Securities		Available Combinations <sup>(1)</sup>								
		MX Securities								
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	Increased Minimum Denomination(5)	
<b>Security Group 1</b>										
Combination 1										
FG .....	\$ 41,006,622	AL	\$ 41,006,622	SEQ	8.50%	FIX	38373VEX4	April 2029	N/A	
SG .....	41,006,622									
Combination 2										
AH .....	\$102,516,558	AG	\$143,523,180	SEQ	6.00%	FIX	38373VEY2	April 2029	N/A	
AL (6) .....	41,006,622									
Combination 3										
AH .....	\$102,516,558	AJ	\$110,402,448	SEQ	5.25%	FIX	38373VEZ9	April 2029	N/A	
AL (6) .....	7,885,890									
Combination 4										
AH .....	\$102,516,558	AK	\$119,602,651	SEQ	5.50%	FIX	38373VFA3	April 2029	N/A	
AL (6) .....	17,086,093									
Combination 5										
AH .....	\$102,516,558	AN	\$130,475,620	SEQ	5.75%	FIX	38373VFB1	April 2029	N/A	
AL (6) .....	27,959,062									
<b>Security Group 2</b>										
Combination 6										
JO .....	\$ 11,335,531	SJ	\$ 11,335,531	PAC	(7)	INV	38373VFC9	August 2032	\$ 107,000	
JS .....	11,335,531									
Combination 7										
FJ .....	\$ 22,671,061	PE	\$ 34,006,592	PAC	6.00%	FIX	38373VFD7	August 2032	N/A	
SJ (6) .....	11,335,531									
Combination 8										
PK (8) .....	\$ 74,056,404	IH	\$ 9,257,050	NTL (PAC)	6.00%	FIX/IO	38373VFE5	April 2025	\$1,127,000	
		PT	74,056,404	PAC	4.75	FIX	38373VFF2	April 2025	N/A	
		PU	74,056,404	PAC	5.00	FIX	38373VFG0	April 2025	N/A	
		PX	74,056,404	PAC	4.50	FIX	38373VFH8	April 2025	N/A	

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REMIC Securities			MX Securities							
Class	Original Class Principal Balance or Class Notional Balance	Related MX Class	Maximum Original Class Principal Balance or Class Notional Balance(2)	Principal Type(3)	Interest Rate	Interest Type(3)	CUSIP Number	Final Distribution Date(4)	Increased Minimum Denomination(5)	
Combination 9										
PM .....	\$45,559,706	PD	\$45,559,706	PAC	6.00%	FIX	38373VFJ4	June 2031	N/A	
PN .....	45,559,706									
Combination 10										
PM .....	\$41,763,064	PW	\$45,559,706	PAC	5.50%	FIX	38373VFK1	June 2031	N/A	
PN .....	45,559,706									
<b>Security Group 3</b>										
Combination 11										
PO .....	\$ 3,333,334	SB	\$ 3,333,334	PT	(7)	INV	38373VFL9	August 2032	\$49,000	
SA .....	50,000,000									
Combination 12										
PO .....	\$ 3,333,334	SN	\$ 3,333,334	PT	(7)	INV	38373VFM7	August 2032	\$94,000	
SA .....	10,000,000									
<b>Security Group 4</b>										
Combination 13										
FC .....	\$12,212,975	CH	\$12,212,975	SC/PT	7.50%	FIX	38373VFN5	May 2021	N/A	
SC .....	12,212,975									
<b>Security Group 5</b>										
Combination 14										
KO .....	\$10,000,000	SL	\$10,000,000	PT	(7)	INV	38373VFP0	August 2032	\$68,000	
SK .....	70,000,000									
Combination 15										
KO .....	\$10,000,000	SM	\$10,000,000	PT	(7)	INV	38373VFQ8	August 2032	\$89,000	
SK .....	30,000,000									

- (1) All exchanges must comply with minimum denominations restrictions.
- (2) The amount shown for each MX Class represents the maximum Original Class Principal Balance (or original Class Notional Balance) of that Class, assuming it were to be issued on the Closing Date.
- (3) As defined under "Class Types" in Appendix I to the Base Offering Circular.
- (4) See "Yield, Maturity and Prepayment Considerations—Final Distribution Date" in this Supplement.
- (5) Each Class will be issued in the denominations specified. If no denomination is indicated for a Class, that Class will be issued in the denomination specified under "Description of the Securities—Form of Securities" in this Supplement.
- (6) MX Class.
- (7) The Interest Rate will be calculated as described under "Terms Sheet—Interest Rates" in this Supplement.
- (8) In the case of Combination 8 various subcombinations are permitted. See "Description of the Securities—Modification and Exchange" in the Base Offering Circular for a discussion of subcombinations.

## SCHEDULED PRINCIPAL BALANCES

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
Initial Balance .....	\$255,554,889.00	\$33,587,792.00
September 2002 .....	254,673,374.05	33,394,128.17
October 2002 .....	253,729,387.39	33,180,231.91
November 2002 .....	252,724,658.13	32,945,767.79
December 2002 .....	251,659,568.92	32,690,975.55
January 2003 .....	250,534,533.89	32,416,120.09
February 2003 .....	249,349,998.34	32,121,491.21
March 2003 .....	248,106,438.50	31,807,403.33
April 2003 .....	246,804,361.24	31,474,195.09
May 2003 .....	245,444,303.73	31,122,228.98
June 2003 .....	244,026,833.11	30,751,890.94
July 2003 .....	242,552,546.11	30,363,589.85
August 2003 .....	241,022,068.64	29,957,757.06
September 2003 .....	239,436,055.36	29,534,845.84
October 2003 .....	237,795,189.26	29,095,330.82
November 2003 .....	236,100,181.14	28,639,707.35
December 2003 .....	234,351,769.13	28,168,490.92
January 2004 .....	232,550,718.15	27,682,216.43
February 2004 .....	230,697,819.40	27,181,437.48
March 2004 .....	228,793,889.73	26,666,725.69
April 2004 .....	226,839,771.08	26,138,669.90
May 2004 .....	224,836,329.84	25,597,875.36
June 2004 .....	222,784,456.26	25,044,962.95
July 2004 .....	220,742,960.90	24,500,420.39
August 2004 .....	218,711,790.30	23,964,168.97
September 2004 .....	216,690,891.27	23,436,130.64
October 2004 .....	214,680,210.90	22,916,227.99
November 2004 .....	212,679,696.55	22,404,384.27
December 2004 .....	210,689,295.84	21,900,523.33
January 2005 .....	208,708,956.68	21,404,569.71
February 2005 .....	206,738,627.23	20,916,448.52
March 2005 .....	204,778,255.93	20,436,085.53
April 2005 .....	202,827,791.47	19,963,407.12
May 2005 .....	200,887,182.82	19,498,340.28
June 2005 .....	198,956,379.21	19,040,812.61
July 2005 .....	197,035,330.10	18,590,752.31
August 2005 .....	195,123,985.27	18,148,088.19
September 2005 .....	193,222,294.69	17,712,749.64
October 2005 .....	191,330,208.65	17,284,666.64
November 2005 .....	189,447,677.65	16,863,769.78
December 2005 .....	187,574,652.47	16,449,990.20
January 2006 .....	185,711,084.12	16,043,259.63
February 2006 .....	183,856,923.90	15,643,510.37
March 2006 .....	182,012,123.31	15,250,675.29
April 2006 .....	180,176,634.15	14,864,687.81
May 2006 .....	178,350,408.43	14,485,481.93
June 2006 .....	176,533,398.42	14,112,992.19
July 2006 .....	174,725,556.64	13,747,153.67

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
August 2006	\$172,926,835.86	\$13,387,902.01
September 2006	171,137,189.06	13,035,173.39
October 2006	169,356,569.51	12,688,904.53
November 2006	167,584,930.68	12,349,032.66
December 2006	165,822,226.30	12,015,495.56
January 2007	164,068,410.33	11,688,231.53
February 2007	162,323,436.97	11,367,179.38
March 2007	160,587,260.65	11,052,278.46
April 2007	158,859,836.05	10,743,468.60
May 2007	157,141,118.06	10,440,690.15
June 2007	155,431,061.82	10,143,883.98
July 2007	153,729,622.70	9,852,991.44
August 2007	152,036,756.29	9,567,954.38
September 2007	150,352,418.40	9,288,715.14
October 2007	148,676,565.10	9,015,216.56
November 2007	147,009,152.65	8,747,401.96
December 2007	145,350,137.56	8,485,215.12
January 2008	143,699,476.55	8,228,600.33
February 2008	142,057,126.57	7,977,502.33
March 2008	140,423,044.79	7,731,866.33
April 2008	138,797,188.59	7,491,638.01
May 2008	137,179,515.58	7,256,763.51
June 2008	135,569,983.59	7,027,189.44
July 2008	133,968,550.65	6,802,862.85
August 2008	132,375,175.04	6,583,731.25
September 2008	130,789,815.21	6,369,742.57
October 2008	129,212,429.86	6,160,845.24
November 2008	127,642,977.89	5,956,988.06
December 2008	126,081,418.40	5,758,120.33
January 2009	124,527,710.71	5,564,191.75
February 2009	122,981,814.36	5,375,152.45
March 2009	121,443,689.08	5,190,952.99
April 2009	119,913,294.82	5,011,544.37
May 2009	118,390,591.72	4,836,877.98
June 2009	116,875,540.15	4,666,905.64
July 2009	115,368,100.66	4,501,579.60
August 2009	113,868,234.01	4,340,852.49
September 2009	112,375,901.17	4,184,677.37
October 2009	110,891,063.30	4,033,007.69
November 2009	109,413,681.77	3,885,797.29
December 2009	107,943,718.13	3,743,000.45
January 2010	106,481,134.16	3,604,571.79
February 2010	105,025,891.80	3,470,466.35
March 2010	103,577,953.21	3,340,639.56
April 2010	102,137,280.74	3,215,047.22
May 2010	100,703,836.92	3,093,645.52
June 2010	99,277,584.50	2,976,391.03
July 2010	97,858,486.39	2,863,240.69
August 2010	96,446,505.71	2,761,310.80
September 2010	95,041,605.77	2,673,132.87
October 2010	93,643,750.06	2,598,465.45
November 2010	92,252,902.27	2,537,070.53



<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
December 2010	\$ 90,869,026.26	\$ 2,488,713.53
January 2011	89,492,086.08	2,453,163.23
February 2011	88,122,045.98	2,430,191.74
March 2011	86,770,760.03	2,407,684.79
April 2011	85,438,955.51	2,384,658.33
May 2011	84,126,360.12	2,361,131.27
June 2011	82,832,705.27	2,337,122.12
July 2011	81,557,726.11	2,312,648.96
August 2011	80,301,161.38	2,287,729.50
September 2011	79,062,753.44	2,262,381.04
October 2011	77,842,248.20	2,236,620.51
November 2011	76,639,395.06	2,210,464.44
December 2011	75,453,946.85	2,183,929.02
January 2012	74,285,659.82	2,157,030.06
February 2012	73,134,293.58	2,129,783.01
March 2012	71,999,611.03	2,102,202.97
April 2012	70,881,378.34	2,074,304.70
May 2012	69,779,364.91	2,046,102.64
June 2012	68,693,343.31	2,017,610.88
July 2012	67,623,089.23	1,988,843.19
August 2012	66,568,381.46	1,959,813.02
September 2012	65,529,001.84	1,930,533.50
October 2012	64,504,735.21	1,901,017.49
November 2012	63,495,369.38	1,871,277.50
December 2012	62,500,695.09	1,841,325.78
January 2013	61,520,505.94	1,811,174.28
February 2013	60,554,598.39	1,780,834.66
March 2013	59,602,771.72	1,750,318.31
April 2013	58,664,827.96	1,719,636.36
May 2013	57,740,571.88	1,688,799.63
June 2013	56,829,810.93	1,657,818.73
July 2013	55,932,355.22	1,626,703.98
August 2013	55,048,017.50	1,595,465.45
September 2013	54,176,613.08	1,564,112.97
October 2013	53,317,959.82	1,532,656.12
November 2013	52,471,878.12	1,501,104.26
December 2013	51,638,190.83	1,469,466.50
January 2014	50,816,723.26	1,437,751.71
February 2014	50,007,303.13	1,405,968.56
March 2014	49,209,760.54	1,374,125.49
April 2014	48,423,927.93	1,342,230.73
May 2014	47,649,640.07	1,310,292.28
June 2014	46,886,734.01	1,278,317.95
July 2014	46,135,049.04	1,246,315.34
August 2014	45,394,426.68	1,214,291.85
September 2014	44,664,710.64	1,182,254.70
October 2014	43,945,746.79	1,150,210.89
November 2014	43,237,383.13	1,118,167.25
December 2014	42,539,469.78	1,086,130.44
January 2015	41,851,858.90	1,054,106.90
February 2015	41,174,404.73	1,022,102.93
March 2015	40,506,963.51	990,124.65

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
April 2015	\$ 39,849,393.46	\$ 958,177.99
May 2015	39,201,554.79	926,268.74
June 2015	38,563,309.62	894,402.51
July 2015	37,934,522.00	862,584.76
August 2015	37,315,057.84	830,820.78
September 2015	36,704,784.93	799,115.73
October 2015	36,103,572.88	767,474.60
November 2015	35,511,293.11	735,902.23
December 2015	34,927,818.83	704,403.34
January 2016	34,353,024.98	672,982.50
February 2016	33,786,788.27	641,644.12
March 2016	33,228,987.10	610,392.50
April 2016	32,679,501.56	579,231.80
May 2016	32,138,213.40	548,166.05
June 2016	31,605,006.02	517,199.16
July 2016	31,079,764.44	486,334.89
August 2016	30,562,375.25	455,576.92
September 2016	30,052,726.65	424,928.78
October 2016	29,550,708.38	394,393.88
November 2016	29,056,211.69	363,975.55
December 2016	28,569,129.37	333,676.97
January 2017	28,089,355.69	303,501.23
February 2017	27,616,786.39	273,451.32
March 2017	27,151,318.65	243,530.11
April 2017	26,692,851.08	213,740.37
May 2017	26,241,283.73	184,084.77
June 2017	25,796,517.99	154,565.89
July 2017	25,358,456.67	125,186.22
August 2017	24,927,003.90	95,948.14
September 2017	24,502,065.15	66,853.93
October 2017	24,083,547.22	37,905.81
November 2017	23,671,358.20	9,105.90
December 2017	23,265,407.45	0.00
January 2018	22,865,605.61	0.00
February 2018	22,471,864.55	0.00
March 2018	22,084,097.38	0.00
April 2018	21,702,218.40	0.00
May 2018	21,326,143.14	0.00
June 2018	20,955,788.27	0.00
July 2018	20,591,071.65	0.00
August 2018	20,231,912.27	0.00
September 2018	19,878,230.26	0.00
October 2018	19,529,946.86	0.00
November 2018	19,186,984.41	0.00
December 2018	18,849,266.33	0.00
January 2019	18,516,717.12	0.00
February 2019	18,189,262.32	0.00
March 2019	17,866,828.52	0.00
April 2019	17,549,343.34	0.00
May 2019	17,236,735.40	0.00
June 2019	16,928,934.33	0.00
July 2019	16,625,870.73	0.00

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
August 2019	\$ 16,327,476.19	\$ 0.00
September 2019	16,033,683.23	0.00
October 2019	15,744,425.35	0.00
November 2019	15,459,636.95	0.00
December 2019	15,179,253.36	0.00
January 2020	14,903,210.81	0.00
February 2020	14,631,446.44	0.00
March 2020	14,363,898.26	0.00
April 2020	14,100,505.13	0.00
May 2020	13,841,206.81	0.00
June 2020	13,585,943.86	0.00
July 2020	13,334,657.71	0.00
August 2020	13,087,290.58	0.00
September 2020	12,843,785.53	0.00
October 2020	12,604,086.40	0.00
November 2020	12,368,137.82	0.00
December 2020	12,135,885.20	0.00
January 2021	11,907,274.73	0.00
February 2021	11,682,253.33	0.00
March 2021	11,460,768.69	0.00
April 2021	11,242,769.23	0.00
May 2021	11,028,204.08	0.00
June 2021	10,817,023.11	0.00
July 2021	10,609,176.87	0.00
August 2021	10,404,616.63	0.00
September 2021	10,203,294.32	0.00
October 2021	10,005,162.57	0.00
November 2021	9,810,174.67	0.00
December 2021	9,618,284.56	0.00
January 2022	9,429,446.84	0.00
February 2022	9,243,616.75	0.00
March 2022	9,060,750.15	0.00
April 2022	8,880,803.53	0.00
May 2022	8,703,734.00	0.00
June 2022	8,529,499.26	0.00
July 2022	8,358,057.63	0.00
August 2022	8,189,368.00	0.00
September 2022	8,023,389.83	0.00
October 2022	7,860,083.19	0.00
November 2022	7,699,408.68	0.00
December 2022	7,541,327.48	0.00
January 2023	7,385,801.30	0.00
February 2023	7,232,792.41	0.00
March 2023	7,082,263.59	0.00
April 2023	6,934,178.18	0.00
May 2023	6,788,500.02	0.00
June 2023	6,645,193.45	0.00
July 2023	6,504,223.33	0.00
August 2023	6,365,555.04	0.00
September 2023	6,229,154.40	0.00
October 2023	6,094,987.76	0.00
November 2023	5,963,021.92	0.00

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
December 2023	\$ 5,833,224.17	\$ 0.00
January 2024	5,705,562.26	0.00
February 2024	5,580,004.38	0.00
March 2024	5,456,519.20	0.00
April 2024	5,335,075.81	0.00
May 2024	5,215,643.76	0.00
June 2024	5,098,193.02	0.00
July 2024	4,982,694.00	0.00
August 2024	4,869,117.51	0.00
September 2024	4,757,434.79	0.00
October 2024	4,647,617.50	0.00
November 2024	4,539,637.69	0.00
December 2024	4,433,467.79	0.00
January 2025	4,329,080.67	0.00
February 2025	4,226,449.55	0.00
March 2025	4,125,548.04	0.00
April 2025	4,026,350.13	0.00
May 2025	3,928,830.18	0.00
June 2025	3,832,962.93	0.00
July 2025	3,738,723.45	0.00
August 2025	3,646,087.19	0.00
September 2025	3,555,029.96	0.00
October 2025	3,465,527.88	0.00
November 2025	3,377,557.45	0.00
December 2025	3,291,095.49	0.00
January 2026	3,206,119.14	0.00
February 2026	3,122,605.89	0.00
March 2026	3,040,533.55	0.00
April 2026	2,959,880.22	0.00
May 2026	2,880,624.35	0.00
June 2026	2,802,744.68	0.00
July 2026	2,726,220.26	0.00
August 2026	2,651,030.45	0.00
September 2026	2,577,154.88	0.00
October 2026	2,504,573.51	0.00
November 2026	2,433,266.55	0.00
December 2026	2,363,214.53	0.00
January 2027	2,294,398.23	0.00
February 2027	2,226,798.73	0.00
March 2027	2,160,397.37	0.00
April 2027	2,095,175.76	0.00
May 2027	2,031,115.79	0.00
June 2027	1,968,199.58	0.00
July 2027	1,906,409.54	0.00
August 2027	1,845,728.31	0.00
September 2027	1,786,138.81	0.00
October 2027	1,727,624.17	0.00
November 2027	1,670,167.79	0.00
December 2027	1,613,753.31	0.00
January 2028	1,558,364.59	0.00
February 2028	1,503,985.73	0.00
March 2028	1,450,601.08	0.00

<u>Distribution Date</u>	<u>Classes FJ, JO, PA, PB, PC, PJ, PK, PL and PN (in the aggregate)</u>	<u>Classes DA, DB, DE and DG (in the aggregate)</u>
April 2028 .....	\$ 1,398,195.18	\$ 0.00
May 2028 .....	1,346,752.83	0.00
June 2028 .....	1,296,259.04	0.00
July 2028 .....	1,246,699.02	0.00
August 2028 .....	1,198,058.21	0.00
September 2028 .....	1,150,322.26	0.00
October 2028 .....	1,103,477.03	0.00
November 2028 .....	1,057,508.59	0.00
December 2028 .....	1,012,403.20	0.00
January 2029 .....	968,147.32	0.00
February 2029 .....	924,727.63	0.00
March 2029 .....	882,130.97	0.00
April 2029 .....	840,344.41	0.00
May 2029 .....	799,355.17	0.00
June 2029 .....	759,150.69	0.00
July 2029 .....	719,718.57	0.00
August 2029 .....	681,046.60	0.00
September 2029 .....	643,122.76	0.00
October 2029 .....	605,935.18	0.00
November 2029 .....	569,472.18	0.00
December 2029 .....	533,722.26	0.00
January 2030 .....	498,674.07	0.00
February 2030 .....	464,316.43	0.00
March 2030 .....	430,638.34	0.00
April 2030 .....	397,628.94	0.00
May 2030 .....	365,277.54	0.00
June 2030 .....	333,573.62	0.00
July 2030 .....	302,506.78	0.00
August 2030 .....	272,066.81	0.00
September 2030 .....	242,243.63	0.00
October 2030 .....	213,027.32	0.00
November 2030 .....	184,408.09	0.00
December 2030 .....	156,376.30	0.00
January 2031 .....	128,922.46	0.00
February 2031 .....	102,037.23	0.00
March 2031 .....	75,711.38	0.00
April 2031 .....	49,935.83	0.00
May 2031 .....	24,701.64	0.00
June 2031 and thereafter .....	0.00	0.00

Underlying Certificate

Trust Asset Group	Issuer	Series	Class	Issue Date	CUSIP Number	Interest Rate	Interest Type(1)	Final Distribution Date	Principal Type(1)	Original Principal Balance of Class	Underlying Certificate Factor(2)	Principal Balance in the Trust	Percentage of Class in Trust	Approximate Weighted Average Coupon of Mortgage Loans	Approximate Weighted Average Remaining Term to Maturity of Mortgage Loans (in months)	Approximate Weighted Average Loan Age of Mortgage Loans (in months)	Ginnie Mae I or II
4	Fannie Mae	1992-G23	Z	April 30, 1992	31358MPU2	7.50%	FIX/Z	May 2021	PAC	\$10,987,000	2.082348800	\$12,212,975	53.38126628%	9.50%	198	149	I

I-A

(1) As defined under "Class Types" in Appendix I to the Base Offering Circular.  
 (2) Underlying Certificate Factors are as of August 1, 2002.

**Cover Page and Terms Sheet  
from Underlying Certificate Disclosure Document**

**\$720,000,000**  
**Federal National Mortgage Association**  
**FannieMae**

**Guaranteed REMIC Pass-Through Certificates**  
**Fannie Mae REMIC Trust 1992-G23**

The Guaranteed REMIC Pass-Through Certificates offered hereby (the "REMIC Certificates") represent beneficial ownership interests in one of two trust funds. The REMIC Certificates, other than the Class 23-RL REMIC Certificates, represent beneficial ownership interests in Fannie Mae REMIC Trust 1992-G23 (the "Trust"). The assets of the Trust consist of the "regular interests" in a separate trust fund (the "Lower Tier REMIC"). The assets of the Lower Tier REMIC consist of (i) a single principal only Fannie Mae Stripped Mortgage-Backed Security evidencing an interest in Fannie Mae Stripped Mortgage-Backed Securities Trust 000131-GN (the "SMBS Certificate") and (ii) a single Fannie Mae Guaranteed MBS Pass-Through Certificate (the "Trust Mega Certificate" and, together with the Fannie Mae Guaranteed MBS Pass-Through Certificate underlying the SMBS Certificate, the "Mega Certificates"). The Mega Certificates evidence the entire beneficial ownership interest in distributions of principal and interest made in respect of certain "fully modified pass-through" mortgage-backed securities ("GNMA Certificates") guaranteed as to timely payment of principal and interest by the Government National Mortgage Association ("GNMA"). Each GNMA Certificate is based on and backed by a pool of first lien, single-family, fixed-rate residential mortgage loans (the "Mortgage Loans") which are either insured by the Federal Housing Administration ("FHA") or partially guaranteed by the Department of Veterans Affairs ("VA"). See "GNMA and the GNMA Programs" herein. The REMIC Certificates are offered by Fannie Mae pursuant to this Prospectus, its Prospectus for Stripped Mortgage-Backed Securities (the "SMBS Prospectus") and its Prospectus for Guaranteed MBS Pass-Through Certificates (the "Mega Prospectus"), both available as described herein. Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") is to receive the REMIC Certificates in exchange for the GNMA Certificates pursuant to a Fannie Mae commitment and will sell the REMIC Certificates to the public as described below and under "Plan of Distribution" herein.

Elections will be made to treat the Lower Tier REMIC and the Trust as "real estate mortgage investment conduits" ("REMICs") pursuant to the Internal Revenue Code of 1986, as amended (the "Code"). The REMIC Certificates (other than the Class 23-R and Class 23-RL REMIC Certificates) will be designated as the "regular interests;" and the Class 23-R REMIC Certificates will be designated as the "residual interest," in the REMIC constituted by the Trust. The interests in the Lower Tier REMIC other than the Class 23-RL REMIC Certificates (the "Lower Tier Regular Interests") will be designated as the "regular interests," and the Class 23-RL REMIC Certificates will be designated as the "residual interest," in the Lower Tier REMIC. See "Certain Federal Income Tax Consequences" herein.

*(Cover continued on next page)*

**THE OBLIGATIONS OF FANNIE MAE UNDER ITS GUARANTY OF THE REMIC CERTIFICATES ARE OBLIGATIONS OF FANNIE MAE ONLY AND ARE NOT BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES. THE REMIC CERTIFICATES ARE EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT OF 1933 AND ARE "EXEMPTED SECURITIES" WITHIN THE MEANING OF THE SECURITIES EXCHANGE ACT OF 1934.**

	Original Principal Balance	Interest Rate	Final Distribution Date		Original Principal Balance	Interest Rate	Final Distribution Date
Class 23-A	\$254,845,000	7.50000%	August 2014	Class 23-J	\$ 56,380,000	7.50000%	April 2021
Class 23-B	37,191,000	7.50000%	October 2015	Class 23-K	60,165,000	8.00000%	April 2022
Class 23-C	20,300,000	7.50000%	May 2016	Class 23-L	4,011,000	(1)	April 2022
Class 23-D	4,980,000	7.50000%	April 1997	Class 23-F	119,977,000	(2)	April 2022
Class 23-E	7,238,000	7.50000%	April 2002	Class 23-SQ	23,000	(2)	April 2022
Class 23-G	10,521,000	7.50000%	May 2007	Class 23-R	550,000	7.50000%	April 2022
Class 23-Z	10,987,000	7.50000%	May 2021	Class 23-RL	50,000	7.50000%	April 2022
Class 23-H	132,782,000	7.50000%	April 2020				

(1) The Class 23-L REMIC Certificates are principal only certificates and will not bear interest.

(2) The interest rate is subject to monthly adjustment by reference to the London interbank offered rate for one-month U.S. dollar deposits ("LIBOR"), as described herein under "Description of the REMIC Certificates—Distributions of Interest."

The REMIC Certificates are being offered by Merrill Lynch from time to time in negotiated transactions, at varying prices to be determined at the time of sale.

The REMIC Certificates are offered by Merrill Lynch, subject to issuance by Fannie Mae and to prior sale or to withdrawal or modification of the offer without notice, when, as and if delivered to and accepted by Merrill Lynch, and subject to approval of certain legal matters by counsel. It is expected that the REMIC Certificates, except for the Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates, will be available through the book-entry system of the Federal Reserve Banks on or about April 30, 1992. It is expected that the Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates in registered, certificated form will be available for delivery at the offices of Merrill Lynch, New York, New York, on or about April 30, 1992.

**Merrill Lynch & Co.**

**March 6, 1992**



Interest on each Class of interest bearing REMIC Certificates at the applicable per annum interest rate set forth on the cover or described herein will be distributed on the 25th day of each month (or, if such 25th day is not a business day, on the first business day next succeeding such 25th day), commencing in May 1992 (each, a "Distribution Date"), except for interest distributions on the Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates, which are Accrual Certificates. The Class 23-L REMIC Certificates are principal only certificates and will not bear interest. See "Description of the REMIC Certificates—Distributions of Interest" herein.

The principal distribution on the REMIC Certificates on each Distribution Date will be in an amount equal to the sum of (i) the aggregate distributions of principal of the GNMA Certificates, calculated as provided herein, for the month of such Distribution Date, and the distributions of principal of the GNMA Certificates received during the month prior to the month of such Distribution Date to the extent not distributed previously and (ii) interest that accrues and is unpaid on the Accrual Certificates. On each Distribution Date, distributions of principal of the REMIC Certificates will be allocated among the Classes of REMIC Certificates in accordance with the priorities described under "Description of the REMIC Certificates—Distributions of Principal" herein.

**The yield to investors in each Class of REMIC Certificates will be sensitive in varying degrees to the rate of principal payments (including prepayments) of the Mortgage Loans, which generally can be prepaid at any time. In addition, the yield to maturity on a Class of REMIC Certificates may vary depending on the extent to which such Class is purchased at a discount or premium. Holders of the REMIC Certificates should consider, in the case of any REMIC Certificates purchased at a discount, the risk that a slower than anticipated rate of principal payments could result in an actual yield that is lower than the anticipated yield and, in the case of any REMIC Certificates purchased at a premium, the risk that a faster than anticipated rate of principal payments could result in an actual yield that is lower than the anticipated yield. In addition, the yield on any Class bearing an interest rate that fluctuates in response to changes in LIBOR will be sensitive to the level of LIBOR, and the yield on any Class bearing an interest rate that fluctuates as a multiple of LIBOR will be very sensitive to the level of LIBOR. See "Description of the REMIC Certificates—Yield Considerations" herein.**

The Class 23-R and Class 23-RL REMIC Certificates will be subject to certain transfer restrictions. In addition, any transferee of a Class 23-R or Class 23-RL REMIC Certificate will be required to execute and deliver an affidavit as provided herein. See "Description of the REMIC Certificates—Characteristics of the Class 23-R and Class 23-RL REMIC Certificates" and "—Additional Restrictions and Other Special Provisions Applicable to Transfers of the Class 23-R or Class 23-RL REMIC Certificates to or by Non-US. Persons" and "Certain Federal Income Tax Consequences—Sales of Certificates—*Residual Certificates Transferred to or Held by Disqualified Organizations*" herein.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

**This Prospectus does not contain complete information about the REMIC Certificates. Investors should purchase REMIC Certificates only after reading this Prospectus, the SMBS Prospectus dated January 10, 1992, the Mega Prospectus dated June 1, 1991 and the Fannie Mae Information Statement dated November 21, 1991 and any supplements thereto (the "Information Statement"). The SMBS Prospectus, the Mega Prospectus and the Information Statement are incorporated herein by reference and may be obtained from Fannie Mae by writing or calling its REMIC Prospectus Department at 3900 Wisconsin Avenue, N.W., Area 2H-3S, Washington, D.C. 20016 (telephone 202-752-7585). Such documents may also be obtained from Merrill Lynch by writing or calling its Prospectus Department at 4 Corporate Place, Corporate Park 287, Piscataway, New Jersey 08855 (telephone 908-878-6526).**

**TABLE OF CONTENTS**

	<u>Page</u>		<u>Page</u>
<b>Description of the REMIC Certificates</b> . . . . .	4	Rights Upon Event of Default . . . . .	31
General . . . . .	4	Amendment . . . . .	31
<i>Structure</i> . . . . .	4	Termination . . . . .	31
<i>Fannie Mae Guaranty</i> . . . . .	4	<b>GNMA and the GNMA Programs</b> . . . . .	32
<i>Book-Entry Certificates</i> . . . . .	4	GNMA . . . . .	32
<i>Definitive Certificates</i> . . . . .	5	GNMA Programs . . . . .	32
<i>Authorized Denominations</i> . . . . .	5	<b>Certain Federal Income Tax Consequences</b> . . . . .	33
<i>Record Date</i> . . . . .	5	General . . . . .	33
<i>REMIC Trust Factors</i> . . . . .	5	REMIC Elections . . . . .	33
The GNMA Certificates . . . . .	6	Taxation of Beneficial Owners of Regular	
The SMBS Certificate and the Trust Mega		Certificates . . . . .	33
Certificate . . . . .	6	<i>Original Issue Discount</i> . . . . .	34
Prepayment Considerations and Risks . . . . .	6	<i>Certificates Purchased at a Premium</i> . . . . .	35
Distributions of Interest . . . . .	7	<i>Market Discount</i> . . . . .	36
General . . . . .	7	<i>Initial Period Considerations</i> . . . . .	37
<i>Accrual Certificates</i> . . . . .	7	Taxation of Beneficial Owners of Residual	
<i>Floating Rate Certificates</i> . . . . .	7	Certificates . . . . .	37
Calculation of LIBOR . . . . .	8	<i>Daily Portions</i> . . . . .	37
Distributions of Principal . . . . .	9	<i>Taxable Income or Net Loss of a REMIC</i>	
<i>Calculations</i> . . . . .	9	<i>Trust</i> . . . . .	37
<i>Priorities</i> . . . . .	9	<i>Basis Rules and Distributions</i> . . . . .	38
Assumptions Relating to Tables . . . . .	10	<i>Excess Inclusions</i> . . . . .	39
<i>Pricing Assumptions</i> . . . . .	10	<i>Pass-Through of Servicing and Guaranty</i>	
<i>PSA Assumptions</i> . . . . .	10	<i>Fees to Individuals</i> . . . . .	40
Principal Balance Schedules . . . . .	12	Special Tax Attributes . . . . .	40
Characteristics of the Class 23-R and Class		Taxes on a REMIC Trust . . . . .	41
23-RL REMIC Certificates . . . . .	19	<i>Prohibited Transactions</i> . . . . .	41
Additional Restrictions and Other Special		<i>Contributions to a REMIC after the</i>	
Provisions Applicable to Transfers of the		<i>Startup Day</i> . . . . .	41
Class 23-R or Class 23-RL REMIC		<i>Net Income from Foreclosure Property</i> . . . . .	41
Certificates to or by Non-U.S. Persons . . . . .	20	<i>Application to the REMIC Trusts</i> . . . . .	41
Yield Considerations . . . . .	23	Sales of Certificates . . . . .	41
General . . . . .	23	<i>In General</i> . . . . .	41
<i>The Class 23-L REMIC Certificates</i> . . . . .	24	<i>Residual Certificates Transferred to or</i>	
<i>The Class 23-SQ REMIC Certificates</i> . . . . .	24	<i>Held by Disqualified Organizations</i> . . . . .	42
Final Distribution Dates . . . . .	24	Termination . . . . .	43
Reinvestment Risk . . . . .	25	Reporting and Other Administrative Matters . . . . .	43
Weighted Average Lives of the REMIC		Backup Withholding . . . . .	43
Certificates . . . . .	25	Foreign Investors . . . . .	44
Decrement Tables . . . . .	26	<i>Regular Certificates</i> . . . . .	44
<b>The Trust Agreement</b> . . . . .	29	<i>Residual Certificates</i> . . . . .	44
Transfer of the Trust Mega Certificate and		<b>ERISA Considerations</b> . . . . .	44
the SMBS Certificate to the Lower Tier		<b>Legal Investment Considerations</b> . . . . .	45
REMIC . . . . .	29	General . . . . .	45
Distributions on the Trust Mega Certificate		<i>Liquid Assets</i> . . . . .	45
and the SMBS Certificate; Deposits in the		<b>Marginability</b> . . . . .	45
Certificate Account . . . . .	29	<b>Plan of Distribution</b> . . . . .	46
Reports to Certificateholders . . . . .	29	General . . . . .	46
Certain Matters Regarding Fannie Mae . . . . .	30	<i>Increase in REMIC Certificates</i> . . . . .	46
Events of Default . . . . .	30	<b>Legal Matters</b> . . . . .	46

## DESCRIPTION OF THE REMIC CERTIFICATES

The following summaries describing certain provisions of the REMIC Certificates do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the provisions of the Trust Agreement (defined below). Capitalized terms used and not otherwise defined in this Prospectus have the meanings assigned to such terms in the Trust Agreement.

### General

*Structure.* The REMIC Certificates will be issued and guaranteed by the Federal National Mortgage Association (“Fannie Mae”), a corporation organized and existing under the laws of the United States, under the authority contained in Section 304(d) of the Federal National Mortgage Association Charter Act (12 U.S.C. 1716 *et seq.*). A description of Fannie Mae and its business, together with certain financial statements and other financial information are contained in the Information Statement incorporated herein by reference. The REMIC Certificates in the Classes and aggregate original principal balances set forth on the cover page hereof will be issued pursuant to a trust agreement dated as of April 1, 1992 (the “Trust Agreement”), executed by Fannie Mae in its corporate capacity and in its capacity as Trustee. The Trust and the Lower Tier REMIC will be created pursuant to the Trust Agreement, and elections will be made to treat each of the Trust and the Lower Tier REMIC as a REMIC for federal income tax purposes.

The assets of the Trust will consist of the Lower Tier Regular Interests. The entire beneficial ownership interest in the Trust will be evidenced by the REMIC Certificates, other than the Class 23-RL REMIC Certificates, as described herein.

The assets of the Lower Tier REMIC will consist of the SMBS Certificate and the Trust Mega Certificate. The Lower Tier Regular Interests and the Class 23-RL REMIC Certificates, in the aggregate (the “Lower Tier Interests”), will evidence the entire beneficial ownership interest in (i) the distributions of principal and interest on the Trust Mega Certificate, as described herein and (ii) the distributions of principal on the SMBS Certificate, as described herein. Each of the Lower Tier Regular Interests will be designated as a “regular interest” in the Lower Tier REMIC. The Class 23-RL REMIC Certificates will be designated as the “residual interest” in the Lower Tier REMIC and will have the characteristics described herein.

*Fannie Mae Guaranty.* Pursuant to its guaranty of the REMIC Certificates, Fannie Mae will be obligated to distribute on a timely basis to Holders of REMIC Certificates all installments of interest and all installments of principal reflected in the REMIC Trust Factors published by Fannie Mae each month and to distribute the principal balance of each Class of REMIC Certificates in full no later than the applicable Final Distribution Date, in each case, whether or not sufficient funds therefor have been received by the Trust. The obligations of Fannie Mae under its guaranty of the REMIC Certificates are obligations solely of Fannie Mae and are not backed by the full faith and credit of the United States.

*Book-Entry Certificates.* The REMIC Certificates, other than the Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates, will be issued and maintained and may be transferred by Holders only on the book-entry system of the Federal Reserve Banks. Each such Class of REMIC Certificates will be assigned a CUSIP number and will be tradeable separately under such CUSIP number. The book-entry REMIC Certificates may be held of record only by entities eligible to maintain book-entry accounts with the Federal Reserve Banks. Such entities whose names appear on the book-entry records of the Federal Reserve Banks as the entities for whose accounts such REMIC Certificates have been deposited are herein referred to as “Holders” or “Certificateholders.” A Holder is not necessarily the beneficial owner of a book-entry REMIC Certificate. Beneficial owners will ordinarily hold book-entry REMIC Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. A Holder that is not the beneficial owner of a book-entry REMIC Certificate, and each other financial intermediary in the chain to the beneficial owner, will have the

responsibility of establishing and maintaining accounts for their respective customers. The rights of the beneficial owner of a book-entry REMIC Certificate with respect to Fannie Mae and the Federal Reserve Banks may be exercised only through the Holder of such REMIC Certificate. Fannie Mae and the Federal Reserve Banks will have no direct obligation to a beneficial owner of a book-entry REMIC Certificate that is not also the Holder of such REMIC Certificate. The Federal Reserve Banks will act only upon the instructions of the Holder in recording transfers of a book-entry REMIC Certificate.

Fannie Mae's fiscal agent for the book-entry REMIC Certificates is the Federal Reserve Bank of New York. The Federal Reserve Banks will maintain book-entry accounts with respect to the book-entry REMIC Certificates and make distributions on such REMIC Certificates on behalf of Fannie Mae on the applicable Distribution Dates by crediting Holders' accounts at the Federal Reserve Banks. A Fiscal Agency Agreement between Fannie Mae and the Federal Reserve Bank of New York makes generally applicable to the book-entry REMIC Certificates (i) regulations governing Fannie Mae's use of the book-entry system, contained in 24 C.F.R. Part 81, Subpart E, and (ii) such procedures, insofar as applicable, as may from time to time be established by regulations of the United States Department of the Treasury governing United States securities, as now set forth in Treasury Department Circular Number 300, 31 C.F.R. Part 306 (other than Subpart O). The REMIC Certificates are also governed by applicable operating circulars and letters of the Federal Reserve Banks.

*Definitive Certificates.* The Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates will not be issued in book-entry form but will be issued in fully registered, certificated form. The Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates will be transferable and exchangeable at the corporate trust office of the Transfer Agent, or at the agency of the Transfer Agent in New York, New York. The Transfer Agent initially will be State Street Bank and Trust Company in Boston, Massachusetts ("State Street"). A service charge may be imposed for any exchange or registration of transfer of a Class 23-SQ, Class 23-R or Class 23-RL REMIC Certificate and Fannie Mae may require payment of a sum sufficient to cover any tax or other governmental charge. See "Characteristics of the Class 23-R and Class 23-RL REMIC Certificates" herein.

Distributions on the Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates will be made by check mailed by the Paying Agent (initially State Street) to the address of each person entitled thereto as it appears on the Certificate Register maintained by the Certificate Registrar (initially State Street) not later than each Distribution Date; provided, however, that the final distributions to the Holders of the Class 23-SQ REMIC Certificates and the distributions to the Holders of the Class 23-R and Class 23-RL REMIC Certificates of the proceeds of any remaining assets of the Trust and the Lower Tier REMIC, respectively, will be made only upon presentation and surrender of the respective Certificates at the office of the Paying Agent.

*Authorized Denominations.* The REMIC Certificates, other than the Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates, will be issued in minimum denominations of \$1,000 and integral multiples of \$1 in excess thereof. The Class 23-SQ, Class 23-R and Class 23-RL REMIC Certificates will be issued in minimum denominations of \$1,000 and integral multiples of \$100 in excess thereof.

*Record Date.* Each monthly distribution on the REMIC Certificates will be made to Holders of record on the last day of the preceding month.

*REMIC Trust Factors.* As soon as practicable following the eleventh calendar day of each month, Fannie Mae will publish or otherwise make available for each Class of REMIC Certificates the factor (carried to eight decimal places) which, when multiplied by the original principal balance of a REMIC Certificate of such Class, will equal the amount of principal remaining to be distributed with respect to such REMIC Certificate after giving effect to the distribution of principal to be made on the following Distribution Date and any interest to be added as principal to the principal balances of the Accrual Certificates on such Distribution Date.

## **The GNMA Certificates**

The GNMA Certificates underlying the Mega Certificates will have an aggregate unpaid principal balance of approximately \$720,000,000 and pass-through rates of 9.00% per annum. At least 99% of the principal balance of the GNMA Certificates will be GNMA I Certificates. See “GNMA and the GNMA Programs” herein. As of April 1, 1992 (the “REMIC Issue Date”), the remaining term to maturity of the latest maturing Mortgage Loan underlying each GNMA Certificate is not expected to be less than 306 months or greater than 354 months and the weighted average of such remaining terms is expected to be approximately 330 months.

Following the issuance of the REMIC Certificates, Fannie Mae will prepare a Final Data Statement setting forth for each GNMA Certificate, among other things, the pool number, the original unpaid principal balance, the unpaid principal balance as of the REMIC Issue Date, and the remaining term to maturity of the latest maturing Mortgage Loan underlying such GNMA Certificate as of the REMIC Issue Date and setting forth the unpaid principal balance of the Mega Certificates as of the REMIC Issue Date. The Final Data Statement will not accompany this Prospectus but will be made available by Fannie Mae to investors on request. To request Final Data Statements, telephone Fannie Mae at (202) 752-7585. The contents of the Final Data Statement and other data specific to the REMIC Certificates are available in electronic form by calling Fannie Mae at (202) 752-6000.

## **The SMBS Certificate and the Trust Mega Certificate**

The SMBS Certificate underlying the REMIC Certificates will have an original principal balance of \$80,026,660 and the Trust Mega Certificate underlying the REMIC Certificates will have a Pass-Through Rate of 9.00% and an original principal balance of approximately \$639,973,340. The Mega Certificate underlying the SMBS Certificate and the Trust Mega Certificate will each have an Issue Date of April 1, 1992 and, together, will directly evidence the entire beneficial ownership interest in Mega Trust No. GN-100020 (the “Mega Trust”). The assets of the Mega Trust will consist of the GNMA Certificates. The Trust Mega Certificate and the SMBS Certificate will be deposited in the Lower Tier REMIC as of the REMIC Issue Date. The Trust Mega Certificate and the SMBS Certificate deposited in the Lower Tier REMIC will be issued in book-entry form, registered in Fannie Mae’s name on the books of a Federal Reserve Bank and held by Fannie Mae in its capacity as trustee of the Lower Tier REMIC. The Mega Certificates and the SMBS Certificate are guaranteed by Fannie Mae.

## **Prepayment Considerations and Risks**

There can be no assurance as to the timing of distributions of principal of the REMIC Certificates because the timing and amount of distributions of principal of the REMIC Certificates will depend on the rate of principal payments (including prepayments) of the Mortgage Loans underlying the GNMA Certificates. The rate of principal payments of the GNMA Certificates, and therefore of distributions on the REMIC Certificates, is related directly to the rate of payments of principal of the underlying Mortgage Loans, which may be in the form of scheduled amortization or prepayments (for this purpose, the term “prepayment” includes prepayments and liquidations resulting from default, casualty or condemnation and payments made pursuant to any guaranty of payment by GNMA). In general, when the level of prevailing interest rates declines sufficiently relative to the interest rates on fixed-rate mortgage loans, the rate of prepayment is likely to increase, although the prepayment rate is influenced by a number of other factors, including general economic conditions and homeowner mobility. The prepayment rate may also be influenced by government subsidy programs, such as the Department of Housing and Urban Development (“HUD”) Section 235 mortgage program for which HUD has established procedures for refinancing certain high-coupon mortgages. All of the Mortgage Loans backing the GNMA Certificates will be first lien, single-family, fixed-rate residential mortgage loans that are either insured by the FHA or partially guaranteed by the VA. None of such loans includes a “due-on-sale” clause. Consequently, the holders of such loans generally may not demand the payment in full of the remaining principal balance of any such loans on the sale or other transfer of the subject property.

Prepayments of mortgage loans commonly are measured relative to a prepayment standard or model. The model used in this Prospectus, the Public Securities Association’s standard prepayment model (“PSA”), represents an assumed rate of prepayment each month of the then outstanding principal balance of a pool of new

mortgage loans. PSA does not purport to be either an historical description of the prepayment experience of any pool of mortgage loans or a prediction of the anticipated rate of prepayment of any pool of mortgage loans, including the Mortgage Loans underlying the GNMA Certificates backing the REMIC Certificates. 100% PSA assumes prepayment rates of 0.2% per annum of the then unpaid principal balance of such pool of mortgage loans in the first month of the life of such mortgage loans and an additional 0.2% per annum in each month thereafter (for example, 0.4% per annum in the second month) until the 30th month. Beginning in the 30th month and in each month thereafter during the life of such mortgage loans, 100% PSA assumes a constant prepayment rate of 6% per annum. Multiples will be calculated from this prepayment rate series; for example, 165% PSA assumes prepayment rates will be 0.33% per annum in month one, 0.66% per annum in month two, reaching 9.9% per annum in month 30 and remaining constant at 9.9% per annum thereafter. 0% PSA assumes no prepayments.

**Distributions of Interest**

*General.* The interest bearing REMIC Certificates will bear interest at the respective per annum interest rates set forth on the cover or described herein. The Class 23-L REMIC Certificates are principal only certificates and will not bear interest. Interest on the REMIC Certificates is calculated on the basis of a 360-day year consisting of twelve 30-day months and is distributable monthly on each Distribution Date, commencing (except with respect to the Accrual Certificates) in May 1992. Interest to be distributed or added to principal on each interest bearing REMIC Certificate on a Distribution Date will consist of one month’s interest on the outstanding principal balance of such REMIC Certificate immediately prior to such Distribution Date. Interest to be distributed or added to principal on a Distribution Date will accrue on the interest bearing REMIC Certificates, other than the Class 23-F and Class 23-SQ REMIC Certificates, during the calendar month preceding the month in which such Distribution Date occurs; in the case of the Class 23-F and Class 23-SQ REMIC Certificates, interest will accrue on such REMIC Certificates during the one-month period beginning on the 25th day of such preceding month and ending on the 24th day of the month of such Distribution Date (each, an “Interest Accrual Period”). The effective yield on the interest bearing REMIC Certificates, other than the Class 23-F and Class 23-SQ REMIC Certificates, will be reduced below the yield otherwise produced because interest payable with respect to an Interest Accrual Period will not be distributed until the 25th day following the end of such Interest Accrual Period and will not bear interest during such delay.

*Accrual Certificates.* The Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates are Accrual Certificates. Interest will accrue on the Accrual Certificates at the respective per annum rates set forth on the cover hereof. However, such interest will not be distributed (i) in the case of the Class 23-Z REMIC Certificates, until the Distribution Date following the Distribution Date on which the principal balance of the Class 23-G REMIC Certificates has been reduced to zero, and (ii) in the case of the Class 23-R and Class 23-RL REMIC Certificates, until the Distribution Date following the Distribution Date on which the principal balance of the Class 23-Z REMIC Certificates has been reduced to zero. Interest so accrued and unpaid will be added to the respective principal balances of the Accrual Certificates on each Distribution Date. Distributions of principal of the Accrual Certificates will be distributed as described herein.

*Floating Rate Certificates.* The following Classes of REMIC Certificates will bear interest during their initial Interest Accrual Period at the respective Initial Interest Rates set forth below and will bear interest during each Interest Accrual Period thereafter at the respective rates determined as described below:

<u>Class</u>	<u>Initial Interest Rate</u>	<u>Maximum Interest Rate</u>	<u>Minimum Interest Rate</u>	<u>Formula for Calculation of Interest Rate</u>
23-F .....	5.07500%	10.50000%	0.7%	LIBOR + 70 basis points
23-SQ .....	28298.97390%	51120.69999%	0.0%	51120.69999% – (5216.391304 × LIBOR)

The yields with respect to the Class 23-F and Class 23-SQ REMIC Certificates will be affected by changes in LIBOR, which changes may not correlate with changes in mortgage interest rates. It is possible that lower mortgage interest rates could occur concurrently with an increase in the level of LIBOR. Conversely, higher mortgage interest rates could occur concurrently with a decrease in the level of LIBOR.

### **Calculation of LIBOR**

On the second business day preceding the first day of each Interest Accrual Period (each, a “LIBOR Determination Date”), commencing in May 1992, until the principal balances of the Class 23-F and Class 23-SQ REMIC Certificates have been reduced to zero, Fannie Mae or its agent (initially State Street) will request each of the designated reference banks meeting the criteria set forth herein (the “Reference Banks”) to inform State Street of the quotation offered by its principal London office for making one-month United States dollar deposits in leading banks in the London interbank market, as of 11:00 a.m. (London time) on such LIBOR Determination Date. (For purposes of calculating LIBOR, “business day” means a day on which banks are open for dealing in foreign currency and exchange in London, Boston and New York City.) In lieu of making a request of the Reference Banks, State Street may rely on the quotations for those Reference Banks that appear at such time on the Reuters Screen LIBO Page (as defined in the International Swap Dealers Association, Inc. Code of Standard Wording, Assumptions and Provisions for Swaps, 1986 Edition), to the extent available.

LIBOR will be established by State Street on each LIBOR Determination Date as follows:

(a) If on any LIBOR Determination Date two or more Reference Banks provide such offered quotations, LIBOR for the next Interest Accrual Period shall be the arithmetic mean of such offered quotations (rounded upwards if necessary to the nearest whole multiple of  $\frac{1}{32}\%$ ).

(b) If on any LIBOR Determination Date only one or none of the Reference Banks provides such offered quotations, LIBOR for the next Interest Accrual Period shall be whichever is the higher of (i) LIBOR as determined on the previous LIBOR Determination Date or (ii) the Reserve Interest Rate. The “Reserve Interest Rate” shall be the rate per annum which State Street determines to be either (i) the arithmetic mean (rounded upwards if necessary to the nearest whole multiple of  $\frac{1}{32}\%$ ) of the one-month United States dollar lending rates that New York City banks selected by State Street are quoting, on the relevant LIBOR Determination Date, to the principal London offices of at least two of the Reference Banks to which such quotations are, in the opinion of State Street, being so made, or (ii) in the event that State Street can determine no such arithmetic mean, the lowest one-month United States dollar lending rate which New York City banks selected by State Street are quoting on such LIBOR Determination Date to leading European banks.

(c) If on the May 1992 LIBOR Determination Date, State Street is required but is unable to determine the Reserve Interest Rate in the manner provided in paragraph (b) above, LIBOR shall be 4.375%.

Each Reference Bank (i) shall be a leading bank engaged in transactions in Eurodollar deposits in the international Eurocurrency market; (ii) shall not control, be controlled by, or be under common control with, Fannie Mae; and (iii) shall have an established place of business in London. If any such Reference Bank should be unwilling or unable to act as such or if Fannie Mae should terminate the appointment of any such Reference Bank, State Street will promptly appoint another leading bank meeting the criteria specified above.

The establishment of LIBOR on each LIBOR Determination Date by State Street and State Street’s calculation of the rate of interest for the applicable Classes of REMIC Certificates for the related Interest Accrual Period shall (in the absence of manifest error) be final and binding. Each such rate of interest may be obtained by telephoning State Street at (617) 654-4067 or Fannie Mae at (202) 752-6547.

## **Distributions of Principal**

*Calculations.* On or about the fifth business day of each month, Fannie Mae will aggregate the amount of principal reported to be receivable on the GNMA I Certificates during such month on the basis of published GNMA factors for such month. For any GNMA I Certificate for which a factor is not available at such time and for any GNMA II Certificates (which GNMA II Certificates originally may comprise up to 1% of the Lower Tier REMIC), Fannie Mae will calculate the amount of scheduled payments of principal distributable in respect of such GNMA Certificates during such month on the basis of the assumed amortization schedules of the underlying Mortgage Loans. The amortization schedules will be prepared on the assumption that: (i) each of the Mortgage Loans underlying a single GNMA Certificate had an original term to maturity of 360 months and has a remaining term to maturity equal to the remaining term to maturity of the latest maturing Mortgage Loan underlying such GNMA Certificate at the origination of such GNMA Certificate adjusted to the REMIC Issue Date; (ii) each Mortgage Loan underlying a GNMA I Certificate bears an interest rate of 9.5% per annum; and (iii) each Mortgage Loan underlying a GNMA II Certificate bears an interest rate of 10.5% per annum. All such amounts, whether reported in GNMA factors or calculated by Fannie Mae, will be reflected in the factors for the Mega Certificates or the SMBS Certificate (the “SMBS Trust Factors”) for the Distribution Date in such month and will be distributed to Holders of REMIC Certificates on such Distribution Date, whether or not received. There will also be reflected in such SMBS Trust Factors and distributable as principal on such Distribution Date the excess of (a) the distributions of principal of the GNMA Certificates received during the month prior to the month of such Distribution Date over (b) the amounts of principal calculated as distributable previously in accordance with the GNMA factors and the assumed amortization schedules specified above. The REMIC Trust Factors will be based on the SMBS Trust Factors.

*Priorities.* Distributions of principal on each Distribution Date will be in an amount (the “Principal Distribution Amount”) equal to the sum of (i) the aggregate distributions of principal of the Trust Mega Certificate and the SMBS Certificate (the “Cash Flow Distribution Amount”) and (ii) any interest accrued and added on such Distribution Date to the respective principal balances of the Accrual Certificates (the “Accrual Amount”).

The Class 23-C, Class 23-G, Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates are “Planned Principal REMIC Certificates.”

On each Distribution Date, 16.666666667% of the Cash Flow Distribution Amount will be applied, concurrently, to the distribution of principal of the Class 23-F and Class 23-SQ REMIC Certificates, in proportion to their original principal balances (or 99.9808333333% and 0.0191666667%, respectively), until the respective principal balances thereof have been reduced to zero. The excess of the Cash Flow Distribution Amount over the amount applied pursuant to this paragraph shall be referred to as the “Adjusted Cash Flow Distribution Amount.”

On each Distribution Date, the interest, if any, accrued and added to the principal balance of the Class 23-Z REMIC Certificates will be applied sequentially to the distribution of principal of the Class 23-D, Class 23-E and Class 23-G REMIC Certificates, in that order, without regard to the Planned Principal Balance of the Class 23-G REMIC Certificates, until the respective principal balances thereof have been reduced to zero and then to the distribution of principal of the Class 23-Z REMIC Certificates.

On each Distribution Date, the interest, if any, accrued and added to the principal balances of the Class 23-R REMIC Certificates (the “Class 23-R Accrual Amount”), and the Class 23-RL REMIC Certificates (the “Class 23-RL Accrual Amount”) will be applied as distributions of principal of the Class 23-A, Class 23-B, Class 23-C, Class 23-D, Class 23-E, Class 23-G, Class 23-Z, Class 23-H, Class 23-J, Class 23-K, Class 23-L, Class 23-R and Class 23-RL REMIC Certificates in the following order of priority:

- (i) sequentially, to the Class 23-A, Class 23-B, Class 23-H and Class 23-J REMIC Certificates, in that order, until the respective principal balances thereof have been reduced to zero;



(ii) concurrently, to the Class 23-K and Class 23-L REMIC Certificates, in proportion to their original principal balances (or 93.75% and 6.25%, respectively), until their respective principal balances have been reduced to zero; and

(iii) sequentially, to the Class 23-C, Class 23-D, Class 23-E, Class 23-G and Class 23-Z REMIC Certificates, in that order, without regard to the Planned Principal Balances of the Class 23-C, Class 23-G and Class 23-Z REMIC Certificates, and until the respective principal balances thereof have been reduced to zero. The excess of the Class 23-R Accrual Amount and the Class 23-RL Accrual Amount over the amounts otherwise applied pursuant to this paragraph shall be applied to the distribution of principal of the Class 23-R and Class 23-RL REMIC Certificates, respectively, without regard to their Planned Principal Balances.

On each Distribution Date, the Adjusted Cash Flow Distribution Amount will be applied to the distribution of principal of the Classes of REMIC Certificates in the following order of priority:

(i) sequentially, to the Class 23-A and Class 23-B REMIC Certificates, in that order, until the respective principal balances thereof have been reduced to zero;

(ii) sequentially, to the Class 23-C, Class 23-G, Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates, in that order, in an amount up to the amount necessary to reduce their principal balances to their respective Planned Principal Balances as set forth in the Principal Balance Schedules herein for such Distribution Date;

(iii) sequentially, to the Class 23-H and Class 23-J REMIC Certificates, in that order, until the respective principal balances thereof have been reduced to zero;

(iv) concurrently, to the Class 23-K and Class 23-L REMIC Certificates, in proportion to their original principal balances (or 93.75% and 6.25%, respectively), until their respective principal balances have been reduced to zero; and

(v) sequentially, to the Class 23-C, Class 23-D, Class 23-E, Class 23-G, Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates, in that order, without regard to the Planned Principal Balances of the Class 23-C, Class 23-G, Class 23-Z, Class 23-R and Class 23-RL REMIC Certificates, and until the respective principal balances thereof have been reduced to zero.

#### **Assumptions Relating to Tables**

*Pricing Assumptions.* Unless otherwise specified, the information in the tables in this Prospectus has been prepared on the basis of the following assumptions (the “Pricing Assumptions”): (i) all payments (including prepayments) on the Mortgage Loans underlying the GNMA Certificates are distributed on the REMIC Certificates in the month in which such payments are received; (ii) each Mortgage Loan bears interest at a rate of 9.5% per annum, has an original term to maturity of 360 months and a remaining term to maturity of 330 months; (iii) the Mortgage Loans prepay at the specified *constant* percentages of PSA specified in the related table; (iv) the closing date for the sale of the REMIC Certificates is April 30, 1992; and (v) the first distribution on the REMIC Certificates is made in May 1992.

*PSA Assumptions.* The Principal Balance Schedules have been prepared on the basis of the Pricing Assumptions and the assumption that the Mortgage Loans prepay at the approximate *constant* PSA levels set forth below:

<u>Principal Balance Schedule References</u>	<u>Related Certificates</u>	<u>PSA Levels</u>
Planned Principal Balances	Planned Principal REMIC Certificates	Between 80% and 285%

There is no assurance that the principal balances of the REMIC Certificates specified above will conform on any Distribution Date to the applicable balances specified for such Distribution Date in the Principal Balance Schedules below, or that distributions of principal on the related REMIC Certificates will begin or end on the respective Distribution Dates specified therein. Because any excess of the principal available for distribution on any Distribution Date over the amount necessary to reduce the principal balances of the applicable Classes of REMIC Certificates to their respective scheduled amounts will be distributed, the ability to so reduce the principal balances of such Classes will not be enhanced by the averaging of high and low principal payments. Moreover, even if prepayments remain within the range specified above, the principal available for distribution may be insufficient to reduce the applicable Classes of REMIC Certificates to their respective scheduled amounts, if prepayments do not occur at a *constant* rate. In addition, because of the diverse remaining terms to maturity of the Mortgage Loans (which will include recently originated Mortgage Loans), the Classes of REMIC Certificates specified above may not be reduced to their respective scheduled amounts, even if prepayments occur at a *constant* level within the range specified above.



**\$706,581,132**

**Government National  
Mortgage Association**

**GINNIE MAE<sup>®</sup>**

**Guaranteed REMIC  
Pass-Through Securities  
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Ginnie Mae REMIC Trust 2002-57**

**OFFERING CIRCULAR SUPPLEMENT  
August 22, 2002**

**UBS Warburg  
Blaylock & Partners, L.P.**