

Prospectus

Federal National Mortgage Association



Guaranteed Mortgage Pass-Through Certificates

(Residential Mortgage Loans)

Principal and Interest payable on the 25th day of each month

THE OBLIGATIONS OF THE FEDERAL NATIONAL MORTGAGE ASSOCIATION UNDER ITS GUARANTY ARE OBLIGATIONS SOLELY OF THE CORPORATION AND ARE NOT BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES. THE 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.

The Guaranteed Mortgage Pass-Through Certificates ("Certificates") are issued and guaranteed by the Federal National Mortgage Association (the "Corporation" or "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.*).

Each Certificate offered hereby and by the Supplement related hereto will represent an undivided interest in a pool of mortgage loans (a "Pool") to be formed by the Corporation. Each Pool will consist of residential mortgage loans ("Mortgage Loans") either previously owned by the Corporation or purchased by it in connection with the formation of the Pool. Each Pool will consist entirely of one of the following: (i) fixed-rate level installment Mortgage Loans, (ii) fixed-rate growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal, (iii) fixed-rate graduated payment Mortgage Loans having deferred interest features, (iv) conventional variable-rate California Mortgage Loans, (v) other adjustable-rate Mortgage Loans, and (vi) fixed-rate Mortgage Loans secured by multifamily projects consisting of five or more dwelling units, some of which multifamily Mortgage Loans may have balloon payments or other irregular features or characteristics.

Interests in each Pool will be evidenced by a separate issue of Certificates. Information regarding the aggregate principal amount and characteristics of the related Pool (including the type of Mortgage Loans in the Pool) will be furnished in a Supplement to this Prospectus at the time of the identification of the Pool.

Unless the related Supplement to this Prospectus provides otherwise, Certificates evidencing undivided interests in Pools formed on or after May 1, 1985, and containing Mortgage Loans of the type described in (i), (ii), (iv), or (v) above, will be available in book-entry form only.

The Corporation will have certain contractual servicing responsibilities with respect to each Pool. In addition, the Corporation will be obligated to distribute scheduled monthly installments of principal and interest (adjusted to reflect the Corporation's servicing and guaranty fee) to Certificateholders, whether or not received. The Corporation also will be obligated to distribute to Certificateholders the full principal balance of any foreclosed Mortgage Loan, whether or not such principal balance is actually recovered.

The date of this Prospectus is November 12, 1987

Retain this Prospectus for future reference. This Prospectus may not be used to consummate sales of Certificates unless accompanied by a Prospectus Supplement.

No salesman, dealer, bank or other person has been authorized to give any information or to make any representation other than those contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by the Corporation. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the Certificates offered hereby and by the related Supplement nor an offer of the Certificates to any person in any state or other jurisdiction in which such offer would be unlawful.

TABLE OF CONTENTS

<u>Caption</u>	<u>Page</u>
Summary of Prospectus	A- 3
The Mortgage Pools	A- 5
Yield Considerations	A- 6
Maturity and Prepayment Assumptions	A- 9
Purchase Program	A-11
Description of Certificates	A-13
Federal Tax Aspects	A-22
Legal Opinion	A-26
ERISA Considerations	A-26
Federal National Mortgage Association	B- 1
Capitalization	B- 2
Selected Financial Data	B- 3
Management's Discussion and Analysis of Financial Condition and Results of Operations	B- 5
History	B-14
Government Regulation and Charter Act	B-15
Business	B-17
Recent Legislative and Regulatory Developments	B-33
Management	B-36
Report of Independent Certified Public Accountants	C- 1
Financial Statements	C- 2

SUMMARY OF PROSPECTUS

The following summary of certain pertinent information is qualified in its entirety by reference to the detailed information appearing elsewhere in this Prospectus and by reference to the information with respect to each pool of residential mortgage loans ("Mortgage Loans") contained in the supplement to this Prospectus (a "Prospectus Supplement") to be prepared in connection with the issue of Guaranteed Mortgage Pass-Through Certificates (the "Certificates") evidencing undivided interests in such pool of Mortgage Loans ("Pool").

Title of Security	Guaranteed Mortgage Pass-Through Certificates.
Issuer and Guarantor	Federal National Mortgage Association (the "Corporation"), a corporation organized and existing under the laws of the United States. See "Federal National Mortgage Association" and the remainder of the Prospectus following that section. The obligations of the Corporation under its guaranty are obligations solely of the Corporation and are not backed by, nor entitled to, the full faith and credit of the United States.
Description of Security	Each Certificate will represent a fractional undivided interest in a Pool of Mortgage Loans to be formed by the Corporation. A Certificate in definitive form will initially represent at least \$25,000 unpaid principal amount of Mortgage Loans. A Certificate in book-entry form will initially represent at least \$1,000 unpaid principal amount of Mortgage Loans. Unless the related Supplement to this Prospectus provides otherwise, Certificates evidencing undivided interests in Pools formed on or after May 1, 1985, and containing Mortgage Loans of the type described in (i), (ii), (iv) or (v) under "The Mortgage Pools" below, will be available in book-entry form only and will not be convertible to definitive form.
Interest	Interest on each Mortgage Loan will be passed through monthly to Certificateholders, commencing on the 25th day of the month following the month of initial issuance of the related Certificates. For all Pools containing fixed-rate Mortgage Loans ("Fixed-Rate Pools"), interest will be passed through at a uniform Pass-Through Rate (or Accrual Rate in the case of Fixed-Rate Pools containing graduated payment mortgage loans), which will be specified in the Prospectus Supplement and will not be greater than the lowest annual interest rate borne by any Mortgage Loan in the related Pool, less a specified minimum annual percentage representing compensation for servicing and the Corporation's guaranty and less, in the case of Fixed-Rate Pools containing graduated payment Mortgage Loans, deferred interest, which is added to the principal balances of the underlying Mortgage Loans. For Pools containing variable-rate Mortgage Loans ("VRM Pools"), interest will be passed through on the basis of a Weighted Average Pass-Through Rate, which is equal at any time to the then-current weighted average of the Mortgage Interest Rates of all Mortgage Loans in the related VRM Pool, less a specified fixed annual percentage representing compensation for servicing and the Corporation's guaranty. For Pools containing adjustable-rate Mortgage Loans ("ARM Pools"), interest will be passed through on each Mortgage Loan at the interest rate at the time applicable thereto less (i) the Corporation's fixed servicing and guaranty fee applicable to such Mortgage Loan and (ii) any deferred interest that is added to the principal balance of such Mortgage Loan pursuant to its terms. See "Yield Considerations."
Principal (including prepayments)	Passed through monthly, commencing on the 25th day of the month following the month of initial issuance of the related Certificates. See "Maturity and Prepayment Assumptions" and "Description of Certificates."
Guaranty	The Corporation is obligated to distribute scheduled monthly installments of principal and interest (adjusted to reflect the Corporation's servicing and guaranty fee) on the Mortgage Loans in a Pool, whether or not received. The Corporation is also obligated to distribute to Certificateholders the full principal balance of any

Servicing	<p>foreclosed Mortgage Loan, whether or not such principal balance is actually recovered. If the Corporation were unable to perform these guaranty obligations, distributions to Certificateholders would consist solely of payments and other recoveries on Mortgage Loans and, accordingly, delinquencies and defaults would affect monthly distributions to Certificateholders. See "Description of Certificates—The Corporation's Guaranty."</p>
The Mortgage Pools	<p>The Corporation will be responsible for servicing the Mortgage Loans and will, in most cases, contract with mortgage lenders to perform certain servicing functions on its behalf. See "Description of Certificates—Servicing Through Lenders"</p> <p>Each Pool will consist entirely of Mortgage Loans of only one of the following types: (i) fixed-rate level installment Mortgage Loans, (ii) fixed-rate growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal, (iii) fixed-rate graduated payment Mortgage Loans with deferred interest features, (iv) conventional variable-rate California Mortgage Loans, (v) other adjustable-rate Mortgage Loans, and (vi) fixed-rate Mortgage Loans secured by multifamily projects consisting of five or more dwelling units, some of which multifamily Mortgage Loans may have balloon payments or other irregular features or characteristics. The Mortgage Loans in each Pool will have unpaid principal balances aggregating not less than \$1,000,000. Each Mortgage Loan will be secured by a first lien on a residential property and each Mortgage Loan will meet the applicable standards set forth under "Purchase Program." Pool information as to the type of Mortgage Loans (including whether such Mortgage Loans are conventional Mortgage Loans or are insured by the Federal Housing Administration or guaranteed by the Veterans Administration), the aggregate principal balance of the Mortgage Loans as of the Issue Date, the Pass-Through Rate for Certificates evidencing interests in level installment Fixed-Rate Pools, the then-current Weighted Average Pass-Through Rate for Certificates evidencing interests in VRM Pools, the Accrual Rate for Certificates evidencing interests in graduated payment Fixed-Rate Pools, and the latest maturity date of any Mortgage Loan will be contained in the related Prospectus Supplement. For a VRM Pool or an ARM Pool, the related Prospectus Supplement will also contain information respecting the index upon which adjustments are based, the frequency of interest rate and payment adjustments and any maximum or minimum limitations thereon, the Corporation's fixed guaranty and servicing fee, and, in the case of an ARM Pool, whether the underlying Mortgage Loans contain provisions for the deferral of interest.</p>
Financial Results	<p>Fannie Mae earned net income of \$185 million for the first three quarters of 1987, \$183 million in 1986, \$37 million in 1985, and had a loss of \$57 million in 1984. Lower interest rates and increased earnings from guaranty and commitment fees contributed to improved results for 1986 and 1985. The growth in net income for the first three quarters of 1987 is attributable to increased net interest income, guaranty fees, gains on sales of mortgages and miscellaneous income. Net income in the first three quarters of 1987 was also positively impacted by a reduction in the effective tax rate from 46 percent to 36 percent due to a reduction in corporate tax rates and to tax-exempt earnings, primarily from mortgage revenue bonds. Profitability was constrained by reduced commitment fee income and by an increase in the provision for losses. The Corporation's net mortgage portfolio totaled \$91.9 billion at September 30, 1987, compared with \$94.7 billion, \$95.1 billion and \$84.6 billion at December 31, 1986, 1985 and 1984, respectively. Mortgage-backed securities outstanding at September 30, 1987 grew to \$130.5 billion from \$97.2 billion, \$55.0 billion and \$36.2 billion at December 31, 1986, 1985 and 1984, respectively. See "Selected Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."</p>

THE MORTGAGE POOLS

The Federal National Mortgage Association (the "Corporation") has implemented a program for (a) the setting aside of residential mortgage loans (the "Mortgage Loans") into separate pools (the "Pools") bearing distinctive identification and (b) the issuance and sale of trust certificates of beneficial interest evidencing pro rata undivided ownership interests in the Mortgage Loans comprising each separate Pool (the "Guaranteed Pass-Through Certificates" or "Certificates"). The Mortgage Loans may be purchased by the Corporation expressly for the Pools or may be Mortgage Loans that have been held by the Corporation in its own portfolio. Each Pool will consist of Mortgage Loans evidenced by promissory notes (the "Mortgage Notes") secured by first mortgages or deeds of trust (the "Mortgages") on either one- to four-family (also referred to as "single-family") residential properties or multifamily projects consisting of five or more dwelling units (the "Mortgaged Properties"). A Pool will contain Mortgage Loans of only one of the following types: (i) fixed-rate level payment Mortgage Loans ("Level Payment Mortgage Loans"), (ii) fixed-rate growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal ("GEMs"), (iii) fixed-rate graduated payment Mortgage Loans with deferred interest features ("GPMs"), (iv) conventional variable-rate California Mortgage Loans ("VRMs"), (v) other adjustable-rate Mortgage Loans ("ARMs"), and (vi) fixed-rate Mortgage Loans secured by multifamily projects consisting of five or more dwelling units ("Multifamily Mortgage Loans"), some of which Multifamily Mortgage Loans may have balloon payments or other irregular features or characteristics. The Mortgage Loans may be either conventional Mortgage Loans (i.e., not insured or guaranteed by any United States government agency) or Mortgage Loans that are either insured by the Federal Housing Administration or guaranteed by the Veterans Administration ("Conventional Mortgage Loans" and "FHA/VA Mortgage Loans," respectively). The Mortgage Loans purchased expressly for the Pools will be sold to the Corporation by eligible institutions that meet certain requirements set forth under "Purchase Program" and are referred to herein as "Lenders." No Pool will consist of Mortgage Loans having an aggregate unpaid principal balance of less than \$1,000,000 on the first day of the month of issuance of the related Certificates. See "Purchase Program—Mortgage Loan Eligibility" for a description of certain criteria applicable to the eligibility of Mortgage Loans for inclusion in Pools.

Interests in each Pool will be evidenced by a separate series of Certificates (an "Issue"). The Corporation will acquire the Mortgage Loans that it has purchased expressly for Pools under purchase contracts. By entering into such contracts, the Corporation will obligate itself to issue Certificates to, or to the order of, the Lenders named in the contracts, upon delivery to the Corporation of the required Mortgage Loans conforming to the Corporation's standards. The Corporation will not insure or guarantee the performance by any Lender of its obligation to deliver Mortgage Loans and, correspondingly, does not insure or guarantee the performance by any person of any obligation to deliver Certificates.

The Mortgage Loans in each Pool of fixed-rate Mortgage Loans other than GPMs will be held for the benefit of the holders of Certificates ("Certificateholders" or "Holders") pursuant to the combined terms of a trust indenture, as amended, executed by the Corporation in its corporate capacity and in its capacity as Trustee (the Trust Indenture dated as of November 1, 1981, as modified and amended by a First Supplemental Indenture dated as of February 15, 1982, a Second Supplemental Indenture dated as of October 1, 1982, a Third Supplemental Indenture dated as of August 1, 1983, a Fourth Supplemental Indenture dated as of May 1, 1984, a Fifth Supplemental Indenture dated as of July 1, 1984, a Sixth Supplemental Indenture dated as of May 1, 1985, a Seventh Supplemental Indenture dated as of August 1, 1986, and an Eighth Supplemental Indenture dated as of January 1, 1987, being herein called the "Fixed-Rate Trust Indenture"), and a supplement thereto for the related Issue (the "Issue Supplement"). The Mortgage Loans in each Pool of VRMs will be held for the benefit of Certificateholders pursuant to the combined terms of an Issue Supplement and a Trust Indenture dated as of July 1, 1982, as modified and amended by a First Supplemental Indenture dated as of December 1, 1983, a Second Supplemental Indenture dated as of September 1, 1984, a Third Supplemental Indenture dated as of

February 1, 1985, a Fourth Supplemental Indenture dated as of August 1, 1985, and a Fifth Supplemental Indenture dated as of January 1, 1987, each executed by the Corporation in its corporate capacity and in its capacity as Trustee (such Trust Indenture, as amended, being hereinafter called the "VRM Trust Indenture") The Mortgage Loans in each Pool of GPMs and ARMs will be held for the benefit of the Certificateholders pursuant to the combined terms of an Issue Supplement and a Trust Indenture dated as of July 1, 1984, as modified and amended by a First Supplemental Indenture dated as of January 1, 1987 (the "GPM Trust Indenture") and a Trust Indenture dated as of July 1, 1984, as modified and amended by a First Supplemental Indenture dated as of May 1, 1985, and a Second Supplemental Indenture dated as of January 1, 1987 (the "ARM Trust Indenture"), respectively, each executed by the Corporation in its corporate capacity and in its capacity as Trustee. The Fixed-Rate Trust Indenture, the VRM Trust Indenture, the GPM Trust Indenture, and the ARM Trust Indenture are herein, collectively, referred to as the "Trust Indenture" or "TI" where common terms and provisions are being referred to or described. Certain capitalized words or series of words in this Prospectus refer to and are further defined in the Trust Indenture. The Corporation will be responsible for the administration and servicing of the Mortgage Loans in the Pool, including the supervision of the servicing activities of Lenders, if appropriate, the collection and receipt of payments from Lenders, and the remittance of distributions and certain reports to Certificateholders. The Corporation will be entitled to receive a fee for its guaranty obligations and its services pursuant to the Trust Indenture. The fee to the Corporation for any Mortgage Loan (out of which it will compensate Lenders for servicing the Mortgage Loans) will, as to any Pool containing fixed-rate Mortgage Loans (a "Fixed-Rate Pool"), be equal to the difference between the annual interest rate borne by the Mortgage Loan and the annual rate of interest paid to Certificateholders at the Pass-Through Rate for the related Fixed-Rate Pool or the Accrual Rate for Fixed-Rate Pools containing GPMs (a "GPM Pool"). For any Pool containing ARMs or VRMs (an "ARM Pool" or "VRM Pool"), the Corporation will similarly compensate itself from interest payments on the underlying ARMs or VRMs in an amount, as to each ARM or VRM Pool, determinable from information in the related Prospectus Supplement. The Corporation will reserve the right to remove the servicing responsibility from a Lender at any time if it considers such removal to be in the best interest of Certificateholders. In such event, the Corporation will meet its obligation to provide servicing either by directly servicing the Mortgage Loans itself or by finding a replacement Lender.

The Corporation's obligations with respect to the Mortgage Loans will be limited to the servicing responsibilities under the Trust Indenture, and, in the event of any delinquency in payment or loss on any Mortgage Loan, its obligation to make supplemental payments in amounts described herein under "Description of Certificates—The Corporation's Guaranty."

Because the principal amount of the Mortgage Loans in a Pool will decline (with the exception of Fixed-Rate Pools containing GPMs and certain ARM Pools that contain ARMs providing for deferred interest) monthly as principal payments, including prepayments, are received, each Certificate Principal Balance (defined as to any Certificate to be the principal amount of Mortgage Loans in the related Pool evidenced thereby) will also decline over time. See "Maturity and Prepayment Assumptions."

YIELD CONSIDERATIONS

Effect of Delay

The effective yield to Certificateholders in all Pools will be reduced slightly below the yield otherwise produced by the applicable Pass-Through Rate, Accrual Rate or Weighted Average Pass-Through Rate because the distribution of interest that accrues from the first day of each month will not be made until the 25th day of the month following the month of accrual.

Fixed-Rate Pools Not Containing GPMs

Each Fixed-Rate Pool not containing GPMs will consist of Mortgage Loans that bear simple interest at fixed annual rates ("Mortgage Interest Rates"). Such a Fixed-Rate Pool may include Mortgage Loans that bear different Mortgage Interest Rates. The Pass-Through Rate of interest payable to Certificateholders of each such Issue will be equal to the lowest Mortgage Interest Rate borne by any Mortgage Loan in the related Pool, less a specified minimum annual percentage representing compensation for servicing and the Corporation's guaranty. Because the Pass-Through Rate for an Issue will not be greater than the lowest Mortgage Interest Rate for the related Pool, any disproportionate principal prepayments among Mortgage Loans bearing different Mortgage Interest Rates will not affect the return to Certificateholders.

When a Mortgage Loan is prepaid or otherwise liquidated, the proceeds of such prepayment or liquidation will, unless the Corporation elects in its discretion to make any distribution thereof in the following month, be passed through to Certificateholders in the second month following the month of such prepayment or other liquidation. Because the Corporation agrees to distribute on each Distribution Date to each Certificateholder an amount as to interest representing one month's interest at the Pass-Through Rate on the Certificate Principal Balance, any prepayment or other liquidation of a Mortgage Loan and the timing of the distribution of the proceeds thereof will have no effect on the interest return to Certificateholders.

Assuming performance by the Corporation of its obligations under its guaranty, the net effect of each distribution respecting interest will be the pass-through to each Certificateholder of an amount that is equal to one month's interest at the Pass-Through Rate on the Certificate Principal Balance of such Holder's Certificate. See "Description of Certificates—Payments on Mortgage Loans; Distributions on Certificates."

GPM Pools

A GPM Pool will consist of fixed-rate fully amortizing Mortgage Loans providing for monthly payments that increase annually for a period of years (generally between three to seven) and are level thereafter. During all or part of the period in which monthly payments are increasing, those payments will not be sufficient to cover the full amount of interest on the GPM at the Mortgage Interest Rate borne thereby. The amount of each such interest insufficiency will be added to the principal balance of the GPM, which will accrue interest thereafter on this new increased amount.

GPM Pools will have characteristics similar to Fixed-Rate Pools described above commencing with the time at which payments are sufficient to cover interest on the principal balances of the underlying GPMs. Prior to that time, the Certificates evidencing interests in GPM Pools will provide for the monthly distribution of the scheduled interest payment on each Mortgage Loan in the Pool less the Corporation's servicing and guaranty fee attributable thereto, the amount of any such fee being equal to the difference between the fixed Mortgage Interest Rate at which interest accrues on the GPM and the Accrual Rate borne by the related Certificates.

The Prospectus Supplement relating to a GPM Pool will set forth the period over which payments on the GPMs increase.

The Corporation's guaranty of Certificates evidencing interests in GPM Pools will cover the principal amount of each underlying GPM, including any portion thereof representing deferred interest. The Corporation will, following the period (the "Deferred Interest Period") during which such payments are insufficient to cover interest at the Mortgage Interest Rate on their then-outstanding principal balances, including deferred interest that has been added thereto, also be obligated to distribute on each Distribution Date one month's interest at the Accrual Rate on the then-outstanding principal balances of the underlying GPMs. During the Deferred Interest Period, the Corporation's guaranty will cover, as to each underlying GPM, the amount of each scheduled payment less the Corporation's servicing and guaranty fee applicable thereto.

VRM Pools

A VRM Pool will be composed of California home Mortgage Loans which bear interest at rates that will vary in response to a cost of funds index published by the Federal Home Loan Bank of San Francisco, as described in the Prospectus Supplement. The interest rates will be adjusted periodically at uniform specified intervals. The Prospectus Supplement to be prepared with respect to each Issue will specify the fixed annual percentage servicing fee or "Spread" (out of which the Corporation will compensate Lenders) that the Corporation will retain from interest payments on Mortgage Loans in the related Pool. The resultant interest rate, equal as to each Mortgage Loan to the related Mortgage Interest Rate less this fixed percentage servicing fee, is the "Pass-Through Rate" for that Mortgage Loan. The Corporation has agreed in the VRM Trust Indenture to pass through payments of interest on the Mortgage Loans in a Pool, whether or not received, in an amount equal to one month's interest at the then-current weighted average of the Pass-Through Rates of all Mortgage Loans in that Pool (the "Weighted Average Pass-Through Rate") multiplied by the Certificate Principal Balance as of the preceding Distribution Date (or, respecting the initial distribution, as of the Issue Date). The Weighted Average Pass-Through Rate as of the Issue Date as well as information regarding the original indexes, the initial Mortgage Interest Rates and the then-current Mortgage Interest Rates of all Mortgage Loans in a VRM Pool will also be set forth in the Prospectus Supplement. This Weighted Average Pass-Through Rate will change with any changes in the underlying Mortgage Interest Rates and as disproportionate payments of principal are made on Mortgage Loans bearing different Mortgage Interest Rates.

When a Mortgage Loan is prepaid or otherwise liquidated, the proceeds of such prepayment or liquidation will, unless the Corporation elects in its discretion to make any distribution thereof in the following month, be passed through to Certificateholders in the second month after such prepayment or other liquidation. Since the Corporation will agree in each Certificate to distribute on each Distribution Date to the Holder thereof an amount as to interest representing one month's interest at the then-current Weighted Average Pass-Through Rate on the related Certificate Principal Balance, any prepayment or other liquidation of a Mortgage Loan and the timing of the distribution of the proceeds thereof will have no effect on the interest return to Certificateholders.

Assuming performance by the Corporation of its obligations under its guaranty, the net effect of each distribution respecting interest will be the pass-through to each Certificateholder of an amount which is equal to one month's interest at the then-current Weighted Average Pass-Through Rate on the Certificate Principal Balance of such Holder's Certificate. See "Description of Certificates—Payments on Mortgage Loans; Distributions on Certificates"

ARM Pools

An ARM Pool will contain Mortgage Loans that bear interest at rates that will vary in response to a single specified index (such as then-prevailing yields on five-year Treasury obligations) and will adjust periodically at uniform specified intervals. The actual Mortgage Interest Rate at any time borne by an ARM will be equal to a specified percentage, or Margin, over the index rate then applicable thereto. ARMs may or may not contain provisions limiting the amount by which rates may be adjusted upward or downward and may or may not limit the amount by which monthly payments may be increased or decreased to accommodate upward or downward adjustments in interest. Certain ARMs may provide for periodic adjustments of scheduled payments in order to fully amortize the Mortgage Loan by its stated maturity while other ARMs may permit that maturity to be extended or shortened in accordance with the portion of each payment that is applied to interest in accordance with the periodic interest rate adjustments

Where an ARM provides for limitations on the amount by which monthly payments may be increased or changes to the Mortgage Interest Rate of the ARM are made more frequently than

payment changes, it is possible that an increase in the rate of interest cannot be covered by the amount of the scheduled payment. In that case, the uncollected portion of interest will be deferred and added to the principal balance of the Mortgage Loan.

Since the interest rates borne by Mortgage Loans in an ARM Pool will vary and since a portion of the interest accrued thereon may be deferred and payable at a future time, Certificates evidencing interests in such Pools will not provide for the distribution of interest at a fixed Pass-Through Rate. Rather, each Certificate issued with respect to an ARM Pool will provide for the monthly pass-through of all interest payable on each Mortgage Loan in the Pool less the Corporation's servicing and guaranty fee. In some ARM Pools, the Corporation's servicing and guaranty fee may not be the same amount as to each ARM in the ARM Pool, but will rather be a percentage amount as to each such ARM that, when subtracted from the related Margin, will cause each ARM in the ARM Pool to float above the applicable index at a single uniform "security spread" (the "Security Spread"). As a result, for such an ARM Pool, the rate at which interest accrues to Certificateholders (the "Accrual Rate") at any time (other than the period immediately following origination during which an initial rate having no relationship to the index may apply or during a period when a Mortgage Interest Rate minimum or maximum is applicable) on each Mortgage Loan included therein will be equal to the then-applicable index plus the Security Spread.

The Prospectus Supplement relating to an ARM Pool will contain information respecting the index upon which adjustments are based, the Security Spread, if any, the frequency of interest rate and payment adjustments and any maximum and minimum limitations thereon. The Prospectus Supplement will also describe any provisions for deferred interest and will, to the extent applicable, set forth the original rates of interest borne by the underlying Mortgage Loans

The Corporation's guaranty of Certificates evidencing interests in ARM Pools will cover the principal of each underlying Mortgage Loan, including any portion thereof representing deferred interest. Its guaranty of interest will cover all interest due and payable by the mortgagor (net of the Corporation's servicing and guaranty fee) The Corporation will also agree to add to the amount of interest accompanying the prepayment of an underlying Mortgage Loan any amount by which such interest is less than one month's interest at the Accrual Rate on the prepaid principal balance thereof. As a consequence, the timing of the prepayment of a Mortgage Loan will have no effect on the interest return to Certificateholders.

MATURITY AND PREPAYMENT ASSUMPTIONS

The original maturities of substantially all of the Conventional Level Payment Mortgage Loans are expected to be between either 8 to 15 years or 20 to 30 years. The maturities of substantially all of the FHA/VA Level Payment Mortgage Loans at origination are expected to be 30 years. Each Level Payment Mortgage Loan with an original maturity of 30 years will provide for amortization of principal according to a schedule that, in the absence of prepayments, would result in repayment of one-half of the original principal amount of such Mortgage Loan by approximately the 23rd to 27th year, with higher Mortgage Interest Rates resulting in slower amortization of principal. A 15-year fully amortizing Level Payment Mortgage Loan would, in the absence of prepayments, result in repayment of one-half of the original principal amount by approximately the 10th to 12th year, with higher Mortgage Interest Rates resulting in slower amortization of principal.

A significant number of the Conventional Mortgage Loans may provide by their terms that in the event of the sale of all or some of the underlying property the full unpaid principal balance of the Mortgage Loan is due and payable at the option of the holder. FHA/VA Mortgage Loans contain no such "due-on-sale" provisions. As set forth under "Description of Certificates—Collection and Other Servicing Procedures," the Trust Indenture requires the Corporation

to exercise its right to accelerate the maturity of a Conventional Mortgage Loan other than a VRM in such an event so long as acceleration is permitted under applicable law unless it elects to repurchase such Mortgage Loan.

The ability of mortgage lenders and their assignees and transferees to enforce "due-on-sale" clauses was addressed by the "Garn-St Germain Depository Institutions Act of 1982," which was passed by Congress and signed into law on October 15, 1982. This legislation, subject to certain exceptions, pre-empts state statutory and case law that prohibits the enforcement of "due-on-sale" clauses. Exempted from this pre-emption are mortgage loans (originated other than by federally chartered lenders) that were made or assumed during the period beginning on the date a state, by statute or statewide court decision, prohibited the exercise of "due-on-sale" clauses and ending on October 15, 1982 (the "window period"). Mortgage lenders, however, may require any successor or transferee of the borrower to meet customary credit standards. The exemption for such loans ended on October 15, 1985 unless the state acted to otherwise regulate these loans by that date. Several states passed legislation extending the assumability of the mortgage loans that were made or assumed during the window period. In the case of those states, the enforceability of "due-on-sale" clauses in loans made or assumed during the window period is limited by the provisions of the applicable state legislation. The federal legislation also enumerates nine circumstances under which a lender may not enforce "due-on-sale" clauses, *e.g.*, the creation of a subordinate encumbrance that does not relate to a transfer of rights of occupancy in the property, a transfer by devise, descent, or operation of law on the death of a joint tenant or tenant by the entirety, and the granting of a leasehold interest of three years or less not containing an option to purchase.

Conventional Mortgage Loans purchased by the Corporation from November 10, 1980, to October 15, 1982, in jurisdictions where, on the date of origination, the law substantially restricted lenders from enforcing "due-on-sale" provisions may provide that they are due and payable at the holder's option at the end of seven years. As described in "Description of Certificates—Collection and Other Servicing Procedures," the Trust Indenture provides that the Corporation will exercise or refrain from exercising any such "call option rider" in a manner that is consistent with then-current policies or practices employed by the Corporation respecting comparable mortgage loans held in its own portfolio.

Past experience of the Federal Housing Administration ("FHA") relating to government-insured single-family mortgage loans at various interest rates with original maturities of 26 to 30 years indicates that, while some of such mortgage loans remain outstanding until the scheduled maturity, a pool of 30-year FHA-insured single-family mortgage loans will produce an average loan life of 12 years. A 12-year prepayment assumption is the industry norm for quoting yields on 30-year single-family mortgage loans and is used in generally accepted yield tables. FHA data also indicate that for a pool of 15-year single-family mortgage loans a 7-year average loan life is produced.

There can be no assurance that the rate of prepayment will conform to past FHA experience. Based upon published information and the Corporation's own experience, the rate of prepayments on 30-year single-family loans has fluctuated significantly in recent years. For example, the table under "Business—Mortgage Loan Portfolio—Mortgage Loan Portfolio Statistics" shows that the level of principal repayments as a percentage of the Corporation's mortgage loan portfolio in 1983 through 1986 reflects a substantial increase from the unusually low level of 1982. In 1986 and the first nine months of 1987, the \$19.6 billion and \$12.8 billion, respectively, in mortgage repayments (exclusive of foreclosures) that the Corporation received included approximately \$17.5 billion and \$11.3 billion, respectively, for mortgages that were prepaid.

In an environment of declining interest rates, lenders servicing mortgage loans often are asked by mortgagors to refinance the mortgage loans through issuance of new loans secured by mortgages on the same properties. The resultant prepayments, if they involve Mortgage Loans in Pools, result in the distribution to Certificateholders of the principal balances of the prepaid Mortgage Loans and their removal from the Pools. Under the Corporation's current policy,

Lenders servicing Mortgage Loans are permitted to advertise in a general manner their availability to handle refinancings, although they may not specifically target mortgagors whose Mortgage Loans are in MBS Pools. The Corporation does not, however, permit Lenders to remove Mortgage Loans from Pools for the purpose of Mortgage Loan modifications.

In general, when the level of interest rates declines significantly below the interest rates on 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. Accordingly, the Corporation cannot estimate what the prepayment experience of the Mortgage Loans in Pools will be or how it might compare with the FHA 12-year prepayment assumption respecting insured mortgage loans. See also "Description of Certificates—Termination" for a description of the Corporation's option to repurchase the Mortgage Loans in any Pool when the aggregate principal balance thereof becomes less than 10 percent of the aggregate principal balance of the Mortgage Loans in the Pool on the Issue Date.

A GEM provides for scheduled annual increases in the mortgagor's monthly payments. Because the additional scheduled portion of the monthly payments is applied to reduce the unpaid principal balance of a GEM, the scheduled maturity of a GEM will be significantly shorter than the 25- or 30-year term used as the basis for calculating the initial level installment of principal and interest applicable until the first adjustment. No GEM that matures by its terms more than 15 years subsequent to the Issue Date of the related Certificates will be eligible for inclusion in a Pool.

As set forth above under "Yield Considerations," GPMs provide for payments that increase annually for a period of years (generally between three and seven) and then amortize on a level payment basis to their stated maturity. Because the principal amount of a GPM will increase during its Deferred Interest Period, the time at which one-half of the principal amount of a GPM will be paid in accordance with its amortization schedule will be longer than for a Level Payment Mortgage Loan bearing a similar Mortgage Interest Rate. The maturities of substantially all VRMs at origination are expected to be 30 years, but the maturity of each Mortgage Loan may at the option of the mortgagor be increased to a term not in excess of 40 years in the event of certain increases in the Mortgage Interest Rate. ARMs vary substantially as to their terms and it is impossible to generalize other than that, because of their adjustable feature, ARMs may be less subject to prepayment than fixed-rate Mortgage Loans should interest rates decline below levels prevailing at origination. Because both GPMs and ARMs have not been originated in quantity until recent periods, there are no reliable data available regarding their prepayment experience.

PURCHASE PROGRAM

Set forth below is a description of certain aspects of the Corporation's purchase program for mortgage loans eligible for inclusion in a Pool (the "Program"). The Prospectus Supplement to be prepared with respect to each Issue will contain information on the Mortgage Loans in the Pool, including information as to the type of Mortgage Loans, the aggregate principal balance of the Mortgage Loans as of the Issue Date, for Fixed-Rate Pools the Pass-Through Rate or Accrual Rate, whichever is applicable, for VRM Pools the initial Weighted Average Pass-Through Rate, and the latest maturity date of any Mortgage Loan.

Lender Eligibility

The Corporation will purchase Mortgage Loans from eligible federally and state-chartered savings and loan associations, mutual savings banks, commercial banks, credit unions, and similar financial institutions, the deposits or accounts of which are insured by the Federal Savings and Loan Insurance Corporation ("FSLIC"), the Federal Deposit Insurance Corporation ("FDIC"), or the National Credit Union Administration ("NCUA"), from certain other state-insured financial institutions and from certain institutions, principally mortgage bankers, that are mortgage

sellers approved by the Corporation. The Corporation, on an individual institution basis, will determine whether such institutions will be approved as Lenders for the Program by applying certain criteria, which may include depth of mortgage origination experience, servicing experience, and financial capacity. Approved Lenders will be party with the Corporation to a Mortgage Selling and Servicing Contract.

Mortgage Loan Eligibility

General

The Mortgage Loans to be included in each Pool will be Mortgage Loans on residential properties. Each Mortgage Loan purchased for inclusion in a Pool will be subject to and must comply with the terms of the current Selling and Servicing Guide applicable to the Program unless Fannie Mae grants an exception with respect to certain requirements. These Mortgage Loans are permanent loans (as opposed to construction and land development loans) secured by Mortgages on properties comprised of (i) single-family dwelling units, including units in condominium projects, planned unit developments, and *de minimis* planned unit developments or (ii) multifamily projects consisting of five or more dwelling units. The Prospectus Supplement to be prepared with respect to each Issue backed by Multifamily Mortgage Loans will describe the eligibility criteria for such loans, which will differ in certain respects from the criteria described below. Each Mortgage Loan will be documented by the appropriate FNMA/FHLMC Uniform Instrument in effect at the time of origination, or an FHA or VA mortgage instrument or other instrument acceptable to the Corporation, and will comply with all applicable federal and local laws, including laws relating to usury, equal credit opportunity, and disclosure.

There is no requirement that Mortgage Loans be payable on the first day of the month in order to be eligible for inclusion in a Pool. The Mortgage Loans must have had maturities of not more than 30 years from their date of origination, although VRMs can be extended to 40 years at the option of the mortgagor in the event of certain increases in the Mortgage Interest Rates.

Conventional Mortgage Loans

Pursuant to the requirements of the MBS Selling and Servicing Guide, Conventional Mortgage Loans must be real estate loans secured by first Mortgages on residential properties, with original principal balances that (when combined with the original principal balance of any second mortgage in which the Corporation has an interest) did not exceed certain federally imposed maximum principal balance limitations applicable to the Corporation. In 1987, the maximum dollar purchase limitations for Conventional Mortgage Loans are as follows: \$153,100 for mortgages secured by one-family residences (\$229,650 in Alaska and Hawaii); \$195,850 for mortgages secured by two-family residences (\$293,775 in Alaska and Hawaii); \$236,650 for mortgages secured by three-family residences (\$354,975 in Alaska and Hawaii); and \$294,150 for mortgages secured by four-family residences (\$441,225 in Alaska and Hawaii).

No Conventional Mortgage Loan with a loan-to-value ratio in excess of 95 percent will be included in any Pool. Conventional Mortgage Loans with loan-to-value ratios exceeding 80 percent must have the principal amount of the indebtedness in excess of 75 percent of the appraised value of the Mortgaged Property insured by a policy of primary mortgage guaranty insurance. Each mortgage insurer must be licensed to transact a mortgage guaranty insurance business in the state where the Mortgaged Property is located and be acceptable to the Corporation as a mortgage insurer. As an alternative to the requirement to obtain mortgage insurance for Conventional Mortgage Loans with loan-to-value ratios in excess of 80 percent, Lenders may contract with the Corporation to repurchase such Conventional Mortgage Loans at a price equal to the unpaid principal balance thereof in the event of default before the loan-to-value ratio has been reduced to 80 percent of the original value.

The maximum loan-to-value ratio at the time of purchase for a Conventional Mortgage Loan secured by a first Mortgage on an owner-occupied property including the unpaid principal balances of all subordinate financing is 95 percent. In the case of a Conventional Mortgage Loan secured by a first Mortgage on a non-owner-occupied property, the maximum loan-to-value ratio

including the unpaid principal balances of all subordinate financing is 90 percent. The maximum loan-to-value ratio for Mortgage Loans secured by non-owner occupied properties is generally 80 percent but may vary based on the Corporation's evaluation of the age of a Mortgage Loan and its experience with the Lender from whom it purchases such Mortgage Loan.

Pursuant to the requirements of the MBS Selling and Servicing Guide, each Lender that sells a Conventional Mortgage Loan to the Corporation for the purposes of the Program must assume responsibility for underwriting such Conventional Mortgage Loan using the same underwriting criteria, as from time to time in effect, that must be met by mortgage loans eligible for Fannie Mae portfolio purchases. After delivery of the Conventional Mortgage Loans, the Corporation will conduct reviews of the quality of credit and property underwriting used in the origination of certain randomly selected Conventional Mortgage Loans.

FHA/VA Mortgage Loans

Pursuant to the requirements of the MBS Selling and Servicing Guide, FHA/VA Mortgage Loans must be real estate loans with stated constant annual rates of interest, secured by first Mortgages on residential properties. The principal balance and loan-to-value ratio of each FHA Mortgage Loan must comply with the standards established by the FHA. In the case of VA Mortgage Loans, the Corporation has imposed a maximum principal balance limitation of \$135,000. In addition, the unguaranteed portion of the VA Mortgage Loan amount cannot be greater than 75 percent of the lesser of (i) the purchase price of the property or (ii) the VA's estimate of reasonable value. Each FHA/VA Mortgage Loan must be insured or guaranteed by a valid and subsisting policy or guaranty in full force and effect. On April 15, 1986, Fannie Mae announced that it would allow newly originated and seasoned FHA/VA Mortgage Loans to be included in MBS Pools. Prior to that date, each FHA/VA Mortgage Loan had to be originated at least 12 months preceding the Corporation's purchase of the Mortgage Loan for inclusion in a Pool.

DESCRIPTION OF CERTIFICATES

Each Issue of Certificates will be issued pursuant to the applicable Trust Indenture described above. The applicable Trust Indenture will, as to each Issue, be supplemented by an Issue Supplement, which will be prepared at the time of the creation of such Issue. The Issue Supplement will set forth the specific terms of the Issue, such as the Pass-Through Rate applicable thereto in the case of Fixed-Rate Pools (other than those containing GPMs) and the Issue Date. The Issue Supplement will also contain any variation from the basic Trust Indenture applicable to a particular Issue, any such variation also being described in the Prospectus Supplement relating to such Issue. As set forth under "Legal Opinion," the validity of each Issue of Certificates, the Trust Indenture, and the applicable Issue Supplement will be passed upon by the General Counsel of the Corporation upon the request of any Holder of Certificates of such Issue.

Mortgage Loans not previously held in the Corporation's portfolio will be purchased pursuant to a Pool Purchase Contract for cash or in exchange for Certificates in the related Pool. Such Mortgage Loans will be serviced by one of the Corporation-approved Lenders, normally the same entity as the loan originator, pursuant to the terms of the Pool Purchase Contract, as supplemented by the MBS Selling and Servicing Guide, which is incorporated therein by reference. Copies of the Trust Indenture and the Pool Purchase Contract, together with the Selling and Servicing Guide, may be obtained from the Corporation's Washington, D.C. office, or from any of the Corporation's regional offices in Philadelphia, Atlanta, Chicago, Dallas, and Los Angeles.

The following summaries describe certain provisions of the Trust Indenture. These summaries do not purport to be complete and are subject to, and qualified in their entirety by reference to, the more complete provisions of the Trust Indenture.

General

The Certificates will represent Fractional Undivided Interests in the Trust Fund created pursuant to the Trust Indenture and Issue Supplement for each Issue. The Fractional Undivided Interest represented by a particular Certificate will be equal to the initial principal denomination of such Certificate set forth on the face thereof (or, if in book-entry form, entered on the books of a Federal Reserve Bank) divided by the aggregate Stated Principal Balance⁽¹⁾ of the Mortgage Loans in the Pool (the "Pool Principal Balance") as of the Issue Date. The Trust Fund for an Issue consists of (i) such Mortgage Loans as from time to time are subject to the Trust Indenture and Issue Supplement, (ii) such payments or other recoveries on Mortgage Loans as from time to time may be considered to be held by the Corporation for Certificateholders, (iii) property acquired by foreclosure of Mortgage Loans or by deed in lieu of foreclosure, and (iv) the interest of Certificateholders in the obligation of the Corporation to supplement payments and other recoveries on Mortgage Loans to the extent necessary to make required distributions to Certificateholders.

Unless the related Supplement to this Prospectus provides otherwise, Certificates evidencing undivided interests in Pools formed on or after May 1, 1985, (other than Pools containing GPMs or Mortgage Loans secured by multifamily projects) will be available in book-entry form only and will not be convertible to definitive form. A Fiscal Agency Agreement between the Corporation and the Federal Reserve Bank of New York makes generally applicable to Certificates in book-entry form (i) regulations governing the Corporation's use of the book-entry system, contained in 24 C.F.R. Part 81, Subpart E, (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), and (iii) the Federal Reserve Bank's operating circulars and letters. Certificates in book-entry form can be accommodated on the Federal Reserve Bank's book-entry system in a minimum denomination of \$1,000 and in additional increments of one dollar and will be freely transferable on the records of a Federal Reserve Bank.

Certificates will be maintained on the book-entry system of a Federal Reserve Bank in a manner that permits separate trading and ownership. The Federal Reserve Bank of New York will make payments on the Certificates on behalf of Fannie Mae on the applicable Distribution Dates by crediting accounts on its records or on the records of other Federal Reserve Banks. Certificates in book-entry form may be held of record only by entities eligible to maintain book-entry accounts with a Federal Reserve Bank. Such entities are not necessarily the beneficial owners of the Certificates. Beneficial owners will ordinarily hold Certificates through one or more financial intermediaries, such as banks, brokerage firms and securities clearing organizations. A Certificateholder that is not the beneficial owner of a Certificate, and each other financial intermediary in the chain to the beneficial owner, will have the responsibility of establishing and maintaining accounts for its respective customers. The rights of the beneficial owner of a Certificate with respect to Fannie Mae and the Federal Reserve Bank may be exercised only through the financial intermediaries thereof. Fannie Mae and the Federal Reserve Bank will have no direct obligation to a beneficial owner of a Certificate that is not also the owner of record according to the account maintained by the Federal Reserve Bank. The Federal Reserve Bank will act only upon the instructions of the record owner in recording transfers of a Certificate.

(1) All references herein to the Stated Principal Balance of a Mortgage Loan or to the aggregate Stated Principal Balance of all Mortgage Loans in a Pool are to the principal balance or aggregate principal balance, as the case may be, utilized by the Corporation in calculating the then-outstanding principal balances of Certificates. Such Stated Principal Balances may differ from actual principal balances for a number of reasons, including supplemental payments by the Corporation on delinquent Mortgage Loans pursuant to its guaranty obligations and delays in the distribution of certain Mortgage Loan receipts.

In the event Certificates are issued in fully registered form, such Certificates may only be issued in initial principal denominations of not less than \$25,000 and integral multiples of \$5,000 in excess of \$25,000, with the exception of one odd denomination that may be issued for each Pool. (TI Section 7.01) Certificates issued in fully registered form will be freely transferable and exchangeable at the Federal Reserve Bank of New York. A service charge may be imposed for any exchange or registration of transfer of Certificates issued in fully registered form, and the Corporation may require payment of a sum sufficient to cover any tax or other governmental charge. (TI Section 7.02)

Distributions of principal and interest on each Issue of Certificates will be made by the Corporation on the 25th day of each month (the "Distribution Date") to the persons in whose names the Certificates are entered on the books of a Federal Reserve Bank (or registered in the Certificate Register in the case of fully registered Certificates) as of the close of business on the last day of the preceding month (the "Record Date"). The first distribution for each Issue of Certificates will be in the month following the month in which the Issue Date occurs. Distributions for each Issue will be made by wire (or by check in the case of fully registered Certificates) to the person entitled thereto as it appears on the Certificate not later than the 25th day of each month; provided, however, that the final distribution in retirement of fully registered Certificates of any Issue will be made only upon presentation and surrender of the Certificates at the office or agency of the Corporation specified in the notice to Certificateholders of such final distribution.

As described under "Rights Upon Event of Default," Holders of Certificates will have the right under certain circumstances to appoint a successor Trustee.

Transfer of Mortgage Loans to Pools

Each Mortgage Loan transferred to a Pool will be identified in a Mortgage Loan Schedule appearing as an exhibit to the Issue Supplement for the related Issue of Certificates. In addition, the Corporation, as Trustee of the Mortgage Loans, will retain on behalf of Certificateholders the original Mortgage Note, endorsed in blank, and an assignment to the Corporation of the mortgage instrument. Usually assignments are in a form suitable for recording but they are not recorded. However, a blanket assignment may be used for the transfer of a large number of Mortgage Loans, even if the properties are not located in the same recording jurisdiction, depending on the Lender's servicing experience and its financial condition. At its option, the Corporation may choose to maintain such documents either with a custodian institution (the Lender or another institution) whose deposits or accounts are insured by the FDIC, FSLIC, or a state agency or with a subsidiary of the Lender. The Corporation will review the Mortgage Loan Schedule prior to the issuance of the Certificates and will conduct random spot checks to confirm the sufficiency of the documents after issuance of the Certificates.

Although the above procedures are intended to protect the interests of the Holders of Certificates in the Mortgage Loans in the related Pool, the law applicable to a liquidation, reorganization, or similar proceeding involving the assets of a Lender or of the Corporation is unclear and as a result no opinion can be rendered as to the status of Certificateholders' interests in the event of any such proceeding. The Corporation's guaranty would, however, by its terms be available in the event of any such proceeding involving the assets of a Lender.

Servicing Through Lenders

Pursuant to the Trust Indenture, the Corporation is responsible for servicing and administering the Mortgage Loans but, in its discretion, is permitted to contract with the originator of each Mortgage Loan, or another eligible servicing institution, to perform such functions under the supervision of the Corporation as more fully described herein. Any servicing contract or arrangement by the Corporation with a Lender for the direct servicing of Mortgage Loans is a

contract solely between the Corporation and that Lender, and the Certificateholders are not deemed to be parties thereto and have no claims, rights, obligations, duties, or liabilities with respect to such Lender. (TI Section 5.01)

Lenders will be obligated pursuant to the MBS Selling and Servicing Guide to perform diligently all services and duties customary to the servicing of mortgages, as well as those specifically prescribed by the MBS Selling and Servicing Guide. The Corporation will monitor the Lender's performance and has the right to remove any Lender for cause at any time it considers such removal to be in the best interest of Certificateholders. The duties performed by Lenders include general loan servicing responsibilities, collection and remittance of principal and interest payments, administration of mortgage escrow accounts, collection of insurance claims, and, if necessary, foreclosure.

The Corporation retains as to each Fixed-Rate Mortgage Loan the difference in interest between the annual Mortgage Interest Rate borne by the Mortgage Loan and the Pass-Through Rate or Accrual Rate on the Certificates. For example, if a Mortgage Loan with a 12.25 percent Mortgage Interest Rate is included in a Pool against which a Certificate with an 11.25 percent Pass-Through Rate is issued, the Corporation would be entitled to receive total compensation of one percent per annum on the Mortgage Loan. For VRMs, the Corporation will retain from interest payments a fixed annual servicing fee, or "Spread," as described under "VRM Pools" above. For ARMs, the Corporation will retain an amount equal to the percentage Spread applicable thereto applied to the outstanding principal balance as increased by any deferred interest that has been included therein. See "Yield Considerations." The Corporation is also entitled to retain prepayment fees, late charges, assumption fees, and similar charges to the extent they are collected from borrowers. The Corporation will compensate Lenders in an amount up to, but never exceeding, the amount of interest retention described above, less a prescribed minimum amount to be retained by the Corporation for itself in consideration of its guaranty obligations and servicing responsibilities.

Payments on Mortgage Loans; Distributions on Certificates

On the 25th day of each month (beginning with the month following the month of the Issue Date), the Corporation will, respecting each Issue, distribute to Certificateholders an amount equal to the total of (i) the principal due on the Mortgage Loans in the related Pool during the period beginning on the second day of the month prior to the month of such distribution and ending on the first day of such month of distribution (the "Due Period"), (ii) the Stated Principal Balance of any such Mortgage Loan that was prepaid in full during the second month next preceding the month of such distribution (including as prepaid for this purpose any Mortgage Loan repurchased by the Corporation as described herein because of the Corporation's election to repurchase the Mortgage Loan after it is delinquent, in whole or in part, with respect to four consecutive installments of principal and interest, or because of the Corporation's election to repurchase such Mortgage Loan under the circumstances described in the last paragraph under "Collection and Other Servicing Procedures" below), (iii) the amount of any partial prepayment of a Mortgage Loan received in the second month next preceding the month of distribution, and (iv) in respect of all Fixed-Rate Mortgage Loans other than GPMs during their Deferred Interest Period, one month's interest at the Pass-Through Rate (or Accrual Rate in the case of GPMs) on the Certificate Principal Balance as reported to Certificateholders in connection with the previous distribution (or, respecting the first distribution, the Certificate Principal Balance on the Issue Date). For purposes of distributions, a Mortgage Loan will be considered to have been prepaid in full if, in the Corporation's reasonable judgment, the full amount finally recoverable on account of such Mortgage Loan has been received, whether or not such full amount is equal to the Stated Principal Balance of the Mortgage Loan. The Corporation may, in its discretion, include with any distribution principal prepayments, both full and partial, received during the month prior to the month of distribution but is under no obligation to do so.

For each GPM during its Deferred Interest Period and each ARM, the Corporation will, on each monthly Distribution Date, distribute an amount as to interest equal to the amount of interest payable on such Mortgage Loan during the applicable Due Period (which will, in the case of GPMs during their Deferred Interest Period, and may, in the case of ARMs having deferred interest features, be less than one month's interest at the Mortgage Interest Rate) less the amount retained by the Corporation as described under "Servicing Through Lenders" above. For each VRM Pool, the Corporation will, on each Distribution Date, distribute an amount as to interest equal to one month's interest at the then-current Weighted Average Pass-Through Rate on the Certificate Principal Balance of each Certificate.

Distributions on any Distribution Date will be made to Certificateholders of record on the prior Record Date (the close of business on the last day of the immediately preceding month). Each Certificateholder will be entitled to receive an amount equal to the total amount distributed multiplied by the Fractional Undivided Interest evidenced by such Holder's Certificate.

The Corporation's Guaranty

The Corporation's obligation described above to distribute amounts representing scheduled principal and interest, whether or not received, and its obligation to distribute the full principal amount of any foreclosed or otherwise finally liquidated Mortgage Loan, whether or not such principal amount is actually recovered, constitute the Corporation's guaranty obligations in respect of the Certificates. If the Corporation were unable to perform such obligations, distributions to Certificateholders would consist solely of payments and other recoveries on Mortgage Loans and, accordingly, delinquencies and defaults would affect monthly distributions to Certificateholders.

Reports to Certificateholders

With respect to each distribution, the Corporation will cause to be forwarded to each Certificateholder with respect to all Certificates held by such Certificateholder in each Pool, a statement setting forth, to the extent applicable, the following information:

- (i) the amount, if any, due on such Certificates on the related Distribution Date on account of total scheduled and unscheduled principal (including any Deferred Interest);
- (ii) the amount due on such Certificates on the related Distribution Date on account of interest;
- (iii) the total of the cash distribution on such Certificates on the related Distribution Date;
- (iv) the Certificate Principal Balances of such Certificates on the related Distribution Date after giving effect to any distribution of principal made on such date and to any Deferred Interest added to the principal balances of the underlying Mortgage Loans during the preceding Due Period;
- (v) the total amount of any Deferred Interest that was added to the principal balances of the underlying Mortgage Loans during the preceding Due Period;
- (vi) the amount, if any, of (i) above that is allocable to Deferred Interest;
- (vii) the amount, if any, of (iv) above that is allocable to Deferred Interest;
- (viii) for VRM Pools, the Weighted Average Pass-Through Rate applicable to such Distribution Date; and
- (ix) for ARM Pools, the Accrual Rate applicable to such Distribution Date (or, in the event the underlying Mortgage Loans have different Accrual Rates, the approximate weighted average Accrual Rate).

Within a reasonable period of time after the end of each calendar year, the Corporation will furnish to each Person who at any time during the calendar year was a Certificateholder a statement containing the information set forth in items (i), (ii), (v), and (vi) above, in summary form for such calendar year, or for any portion thereof during which such Person was a Certificateholder.

Servicing Compensation and Payment of Certain Expenses by the Corporation

As compensation for its activities and obligations under the Trust Indenture, the Corporation will be entitled to retain the amounts applicable to interest that are not required to be distributed to Certificateholders as described above. In addition, the Corporation is entitled to retain any amounts by which the proceeds of the liquidation of a Mortgage Loan exceed (i) the Stated Principal Balance of that Mortgage Loan and (ii) interest thereon at the Pass-Through Rate in the case of a Fixed-Rate Mortgage Loan (other than a GPM) or a VRM or interest thereon at the Accrual Rate in the case of a GPM or an ARM. The Corporation will pay all expenses incurred by it in connection with its servicing activities, including, without limitation, the fees to Lenders, and is not entitled to reimbursement therefor out of the Trust Fund.

Additional servicing compensation in the form of prepayment charges, assumption fees, late payment charges, or otherwise will be retained by the Corporation.

Collection and Other Servicing Procedures

The Corporation is responsible for servicing the Mortgage Loans in each Pool and may, as set forth above, conduct such servicing through Lenders or through other Corporation-approved mortgage servicers. In connection with its servicing activities, the Corporation has full power and authority to do or cause to be done any and all things as it may deem necessary or appropriate in its sole discretion, including the foreclosure or comparable conversion of a defaulted Mortgage Loan. In lieu of undertaking any such foreclosure, the Corporation may, in its discretion and without obligation, repurchase from the Trust Fund any Mortgage Loan that is delinquent, in whole or in part, as to four consecutive installments of principal and interest. The purchase price will be equal to the Stated Principal Balance of the delinquent Mortgage Loan together with accrued interest at the Pass-Through Rate (or the Accrual Rate in the case of a GPM or an ARM) and will be distributed to Certificateholders in the same manner as full prepayments of Mortgage Loans. See "Description of Certificates—Payments on Mortgage Loans; Distributions on Certificates." (TI Sections 5.01 and 5.03)

With respect to each Mortgage Loan in a Pool, the Lender makes certain warranties to the Corporation concerning such matters as the recordation of the original Mortgage, the validity of the Mortgage Loan as a first lien on the Mortgaged Property, and compliance by such Mortgage Loan with applicable state and federal laws. In the event of a material breach of any such warranty or a material defect in the Mortgage Loan documentation, the Corporation may withdraw such Mortgage Loan from the Trust Fund at a price equal to its Stated Principal Balance together with interest thereon at the Pass-Through Rate (or the Accrual Rate in the case of a GPM or an ARM). Alternatively, the Corporation may, at its option, for all Pools other than Pools containing Multifamily Mortgage Loans, substitute a new Mortgage Loan for a defective Mortgage Loan; provided, however, that no such substitution may take place more than two years subsequent to the date of the original issue of the related Certificates, and any such substitute Mortgage Loan must satisfy certain eligibility criteria designed to assure that the nature of the Pool will not be altered by any such substitution. Any amount by which the Stated Principal Balance of the defective Mortgage Loan exceeds the principal balance of the substitute Mortgage Loan (the substitute Mortgage Loan may not be larger than the Mortgage Loan it is replacing) will be passed through to Certificateholders.

Subject to the following paragraph and to the extent consistent with then-current policies of the Corporation respecting mortgage loans held in its own portfolio, the Corporation in its discretion may enforce or waive enforcement of any of the terms of any Mortgage Loan or enter

into an agreement for the modification of any of the terms of any Mortgage Loan, or take any action or refrain from taking any action in servicing any Mortgage Loan. In such connection, the Corporation may waive any prepayment charge, assumption fee, or late payment charge or may exercise or refrain from exercising any "call option rider"; provided, however, that any decision to exercise or refrain from exercising any "call option rider" must be consistent with then-current policies or practices employed by the Corporation respecting comparable mortgage loans held in its own portfolio and must be without consideration of the ownership status of the related Mortgage Loan.

In the VRM Trust Indenture, the Corporation agrees that any decision as to whether or not (i) to increase a Mortgage Interest Rate (where any such increase is permitted by the terms of such Mortgage Loan and by applicable law) or (ii) to shorten the maturity of any Mortgage Note, will be made in accordance with the then-current practice of the related Lender respecting similar Mortgage Notes and without consideration of the ownership status of the related Mortgage Note. If the Corporation is then directly servicing a VRM, it will increase the related Mortgage Interest Rate and shorten the maturity whenever any such change is permitted by the terms of such Mortgage Loan and by applicable law. Any adjustment downward by reason of a decrease in the applicable index is mandatory. See the Prospectus Supplement for criteria and procedures governing changes in Mortgage Interest Rates.

In connection with the transfer or prospective transfer of title to a Mortgaged Property (other than a Mortgaged Property securing a VRM), the Corporation is obligated to accelerate the maturity of the related Mortgage Loan where that Mortgage Loan contains a "due-on-sale" clause permitting acceleration under those conditions unless the Corporation is restricted by law from enforcing the "due-on-sale" clause or the Corporation elects to withdraw such Mortgage Loan from the Pool. In the case of a VRM, the Corporation will enforce or refrain from enforcing any "due-on-sale" clause in the related Mortgage Note in accordance with the then-current practice of the related Lender without consideration of the ownership status of the Mortgage Note. If the Corporation is then directly servicing the Mortgage Loan, it will enforce the "due-on-sale" clause unless such enforcement is prohibited by law or the Corporation elects to withdraw such Mortgage Loan from the Pool. See "Maturity and Prepayment Assumptions."

In the event that, for any reason, the Corporation is not obligated to accelerate the maturity of a Conventional Mortgage Loan upon the transfer, or prospective transfer, of title to the underlying Mortgaged Property, the Corporation may enter into a transaction by which the obligor is released from liability on the related Mortgage Loan and the transferee assumes such liability; provided, however, that no such transaction shall (i) be entered into which would not have been entered into had the Mortgage Loan been held in the Corporation's own portfolio, (ii) provide for reduction of the Mortgage Interest Rate or, in the case of any ARM, provide for any change in any interest rate adjustment provision or provision governing the calculation of scheduled payments if any such change would be adverse to the interests of Certificateholders, or (iii) in the case of any VRM, provide for any change in the original index applicable thereto.

The Trust Indenture provides that the Corporation may repurchase from the related Pool, at a price equal to the Stated Principal Balance thereof plus accrued interest thereon at the applicable Pass-Through Rate (or the applicable Accrual Rate in the case of a GPM or an ARM), any Mortgage Loan respecting which the underlying Mortgaged Property is transferred, or proposed to be transferred, under circumstances permitting the Corporation to accelerate the maturity of such Mortgage Loan pursuant to the terms of any "due-on-sale" clause contained therein.

Certain Matters Regarding the Corporation

The Trust Indenture provides that the Corporation may not resign from its obligations and duties thereunder, except upon determination that those duties are no longer permissible under applicable law. No such resignation will become effective until a successor has assumed the

Corporation's obligations and duties under the Trust Indenture; provided, however, that no successor will succeed to the Corporation's guaranty obligations described above, the Corporation continuing to be responsible thereunder notwithstanding any termination of its other duties and responsibilities under the Trust Indenture. In the event that the Corporation is unable to fulfill its continuing guaranty obligations, the Trust Indenture may be modified to provide for monthly distributions to be made from then-available Mortgage Loan payments and other recoveries in a manner similar to practices and procedures followed in the servicing of whole loans for institutional investors (TI Section 9.01)

The Trust Indenture also provides that neither the Corporation nor any director, officer, employee, or agent of the Corporation will be under any liability to the Trust Fund or to Certificateholders for any action taken, or for refraining from the taking of any action, in good faith pursuant to such Trust Indenture or for errors in judgment; provided, however, that neither the Corporation nor any such person will be protected against any liability that would otherwise be imposed by reason of willful misfeasance, bad faith, or gross negligence or by reason of willful disregard of obligations and duties.

In addition, the Trust Indenture provides that the Corporation is not under any obligation to appear in, prosecute, or defend any legal action that is not incidental to its responsibilities under the Trust Indenture and that in its opinion may involve it in any expense or liability. The Corporation may, however, in its discretion undertake any such legal action that it may deem necessary or desirable in the interests of the Certificateholders. In such event, the legal expenses and costs of such action and any liability resulting therefrom will be expenses, costs, and liabilities of the Corporation that will not be reimbursable to the Corporation out of the Trust Fund. (TI Section 8.02)

Any corporation into which the Corporation may be merged or consolidated, or any corporation resulting from any merger, conversion, or consolidation to which the Corporation is a party, or any corporation succeeding to the business of the Corporation, will be the successor of the Corporation under the terms of the Trust Indenture. (TI Section 9.02)

Events of Default

Events of Default under the Trust Indenture will consist of (i) any failure by the Corporation to distribute to Certificateholders any required payment that continues unremedied for 15 days after the giving of written notice of such failure to the Corporation by the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than five percent of the related Trust Fund; (ii) any failure by the Corporation duly to observe or perform in any material respect any other of its covenants or agreements in the Trust Indenture which failure continues unremedied for 60 days after the giving of written notice of such failure to the Corporation by the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 25 percent of the related Trust Fund; and (iii) certain events of insolvency, readjustment of debt, marshalling of assets and liabilities, or similar proceedings and certain actions by or against the Corporation indicating its insolvency, reorganization, or inability to pay its obligations. (TI Section 9.03)

Rights Upon Event of Default

As long as an Event of Default under the Trust Indenture for any Issue remains unremedied, the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 25 percent of the related Trust Fund may, in writing, terminate all of the obligations and duties of the Corporation as Trustee and in its corporate capacity under the Trust Indenture in respect of such Issue (other than its guaranty obligations described above which continue notwithstanding any such termination) and name and appoint, in writing, a successor to succeed to all such responsibilities, duties, and obligations of the Corporation thereunder (other than the Corporation's guaranty obligations) and to the legal title to the Mortgage Loans held in such Trust Fund. (TI Section 9.03)

Amendment

The Corporation may amend the Trust Indenture as it relates to any Issue without the consent of or notice to any of the Certificateholders, for one or more of the following purposes: (i) to add to the covenants of the Corporation; (ii) to evidence the succession of another party or parties to the Corporation and the assumption by such successor or successors of the obligations of the Corporation thereunder in its corporate capacity or in its capacity as Trustee or in both such capacities; (iii) to eliminate any right reserved to or conferred upon the Corporation in its corporate capacity; (iv) to make provisions for the purpose of curing any ambiguity or correcting or supplementing any provision in the Trust Indenture or any Issue Supplement, provided such provisions do not adversely affect the interests of any Certificateholder; or (v) to modify the Trust Indenture under the circumstances and for the purposes set forth in the final sentence of the first paragraph under "Certain Matters Regarding the Corporation" above. (TI Section 11.01)

The Corporation may amend the Trust Indenture as it relates to any Issue with the consent of the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 66 percent of the related Trust Fund so as to waive compliance by the Corporation with any terms of the Trust Indenture or related Issue Supplement, or to allow the Corporation to eliminate, change, add to, or modify the terms of the Trust Indenture or Issue Supplement. However, no such waiver or amendment may, without the consent of all Certificateholders, terminate or modify the guaranty obligations of the Corporation or reduce the percentages of Certificates the Holders of which are required to consent to any waiver or amendments. In addition, no waiver or amendment shall, without the consent of each Certificateholder affected thereby, reduce in any manner the amount of, or delay the timing of, payments received on Mortgage Loans that are required to be distributed on any Certificate. (TI Section 11.02)

Termination

The Trust Indenture as it relates to each Issue terminates upon the final payment or liquidation of the last Mortgage Loan remaining in the related Pool and distribution of all proceeds thereof. The Trust Indenture as it relates to each Issue will terminate also upon repurchase by the Corporation, at its option, of all remaining Mortgage Loans in the related Pool at a price equal to 100 percent of the Stated Principal Balance of each such Mortgage Loan together with one month's interest thereon at the Pass⁴Through Rate (or, in the case of a VRM Pool, one month's interest on the Stated Principal Balance at the Weighted Average Pass-Through Rate, or, in the case of a GPM Pool or an ARM Pool, one month's interest on the Stated Principal Balance of each GPM or ARM, as the case may be, at the applicable Accrual Rate). (TI Section 10.01) The exercise of such option will effect early retirement of the Certificates of that Issue, but the Corporation's right to repurchase is conditioned upon the Pool Principal Balance at the time of repurchase being less than ten percent of the Pool Principal Balance on the Issue Date. In addition, the Corporation has stated that it will be its policy not to exercise any such option in respect of any Pool if (i) it has knowledge that any related Certificate has been pledged to secure an issue of cash flow obligations or is included in a pool underlying an issue of cash flow obligations and (ii) the exercise of such option would take place prior to the earliest date upon which the issuer of such cash flow obligations or the sponsor of such Pool can exercise an option to redeem such obligations or purchase such Certificates without premium. In no event, however, will the trust relating to each Pool as created by the Trust Indenture continue beyond the expiration of 21 years from the death of the last survivor of the persons named in the Trust Indenture. For each Issue, the Corporation will give written notice of termination of the Trust Indenture as it relates to such Issue to each affected Certificateholder, and the final distribution will be made to the person entitled thereto; provided, however, that the final distribution for fully registered Certificates will be made only upon surrender and cancellation of the Certificates at an office of the Corporation specified in the notice of termination. (TI Section 10.01)

FEDERAL TAX ASPECTS

This is a discussion of certain federal income tax consequences to persons purchasing Certificates. The discussion does not purport to deal with all aspects of federal taxation that may be relevant to particular investors. Prospective investors are advised to consult their own tax advisors regarding the federal income tax consequences of holding and disposing of Certificates as well as any tax consequences arising under the laws of any state or other taxing jurisdiction.

The discussion below reflects the changes effected by the Tax Reform Act of 1986 (the "Tax Reform Act"). Owners are advised to consult their own tax advisors concerning the impact of the Tax Reform Act on their holding of Certificates. For example, the Tax Reform Act generally eliminated the preferential rate for long-term capital gains for taxable years beginning after 1987. The Tax Reform Act does not, however, eliminate all distinctions between ordinary income and capital gains.

Revenue Ruling 84-10, 1984-1 C.B. 155, sets forth certain federal income tax consequences relating to investments in the Certificates issued with respect to a Pool. Pursuant to Revenue Ruling 84-10, a Pool will not be classified as an association taxable as a corporation, but will be classified as a trust of which the beneficial owners of the Certificates (the "Owners") are the owners under Subpart E of Part I of Subchapter J of the Internal Revenue Code of 1986 (the "Code"). Each Owner will be treated as the owner of a pro rata undivided interest in the ordinary income and corpus of the trust attributable to that particular Pool and will be considered to be the equitable owner of a pro rata undivided interest in each of the Mortgage Loans included therein, subject to the discussion below concerning a possible recharacterization of a portion of the servicing fee.

Accordingly, Owners of a particular series will be required to report on their federal income tax returns, consistent with their methods of accounting, their pro rata share of the entire income from the Mortgage Loans in that particular Pool, including interest, prepayment penalties, assumption fees and late payment charges attributable to the Mortgage Loans in the Pool, plus any amount paid by the Corporation as interest under its guaranty. Owners will be entitled to deduct their pro rata share of the servicing fee paid to the Corporation, as provided in section 162 or section 212 of the Code, consistent with their methods of accounting and subject to the discussions below.

The Tax Reform Act limits the deduction for an Owner's share of the Corporation's servicing fee in the case of (i) estates and trusts, and (ii) individuals owning an interest in a Certificate directly or through an investment in a "pass-through entity" (other than in connection with such individual's trade or business). Pass-through entities include partnerships, S corporations, grantor trusts, and mutual funds but do not include estates, nongrantor trusts, cooperatives and real estate investment trusts. Generally, such deduction, when aggregated with certain of the Owner's other miscellaneous itemized deductions, is allowable only to the extent that such aggregate amount exceeds 2 percent of the Owner's adjusted gross income. Adjusted gross income for an estate or nongrantor trust is to be computed in the same manner as in the case of an individual except that deductions for administrative expenses of the estate or trust that would not have been incurred if the property were not held in such trust or estate are treated as allowable in arriving at adjusted gross income.

Owners must also report as ordinary income their pro rata share of any original issue discount on each of the Mortgage Loans in a manner consistent with their methods of accounting unless the special rules of section 1272 of the Code apply. If the special rules of section 1272 of the Code do apply, Owners may be required to include their share of any original issue discount in income before the receipt of cash attributable to that income regardless of their methods of accounting. The special rules of section 1272 of the Code will not apply with respect to Mortgage Loans originated before March 2, 1984 if the mortgagors of such Mortgage Loans were natural persons, but may apply with respect to Mortgage Loans to mortgagors who are natural persons if the Mortgage Loans are originated on or after March 2, 1984.

Under proposed regulations recently issued by the Treasury Department, certain arrangements in connection with the origination of the Mortgage Loans, such as the charging of points, may give rise to original issue discount subject to the special rules of section 1272 of the Code. In the case of mortgage loans originated after May 8, 1986, the proposed regulations provide that lenders that made the mortgage loans give notice of original issue discount on such mortgage loans at the time they sell them to the Corporation. The Corporation will report annually to holders of record their share of such original issue discount. However, the Owner's share of any original issue discount is income to the Owner regardless of whether it is reported to the Corporation by the Lender.

With respect to any undivided interest in a Mortgage Loan purchased at a premium, an Owner will be entitled to a deduction for amortization under the rules of section 171 of the Code under an economic accrual method if the Mortgage Loan was originated after September 27, 1985. For Mortgage Loans originated before September 28, 1985, an Owner will be entitled to a deduction for premium amortization under section 171 only if the mortgagor is not an individual and the other conditions for the application of that section prior to its amendment by the 1986 Act are met. If section 171 is inapplicable, such a premium may result in the inclusion by the Owner of a lesser amount of original issue discount under the special rules of section 1272 of the Code.

Owners are advised to consult with their tax advisors as to whether premium or discount results from the acquisition of Certificates. Such premium might be deductible only upon sale or final distribution in respect of the Certificates, and then only as a capital loss.

The Internal Revenue Service also ruled in Revenue Ruling 84-10 as follows:

1. A Certificate owned by a domestic building and loan association is considered as representing "loans secured by an interest in real property" within the meaning of section 7701(a)(19)(C)(v) of the Code, provided the real property underlying the Mortgages is (or, from the proceeds of the Mortgage Loans, will become) the type of real property described in that section of the Code.

2. A Certificate is considered as representing "qualifying real property loans" within the meaning of section 593(d) of the Code, provided the real property underlying the Mortgages is (or, from the proceeds of the Mortgage Loans, will become) the type of real property described in that section of the Code. Thus, a Certificate owned by a domestic building and loan association or any other thrift institution described in section 593(a) of the Code will represent "qualifying real property loans" within the meaning of section 593(d) of the Code, provided the real property underlying the Mortgages is (or, from the proceeds of the Mortgage Loans, will become) the type of real property described in that section of the Code.

3. A Certificate owned by a real estate investment trust is considered as representing "real estate assets" within the meaning of section 856(c)(5)(A) of the Code, and the interest income is considered "interest on obligations secured by mortgages on real property" within the meaning of section 856(c)(3)(B) of the Code.

Although these rulings do not specifically refer to Mortgage Loans involving interest rate buydown accounts, the conclusions reflected in paragraphs 1 and 2 should be generally applicable to an Owner's investment in a Mortgage Loan secured by an interest rate buydown account that conforms with the requirements of the Corporation's MBS Selling and Servicing Guide ("Buydown Mortgage Loan"), and which does not represent an account with the Owner, since the fair market value of the real property securing each Buydown Mortgage Loan would have exceeded the amount of such Buydown Mortgage Loan at the time it was made. Owners and their tax advisors are advised to review section 1.593-11(d) of the Treasury Regulations and to compare Revenue Ruling 81-203, 1981-2 C.B. 137. In the case of the rulings referred to in paragraph 3, an investment in a Buydown Mortgage Loan by a real estate investment trust should also be treated in its entirety as a "real estate asset" within the meaning of section 856(c)(5)(A) of the Code if

the fair market value of the real property securing the Buydown Mortgage Loan equals or exceeds the principal amount of such Buydown Mortgage Loan at the time the real estate investment trust makes a commitment to acquire a Certificate. This conclusion is supported by Treasury Regulation section 1.856-5(c)(1)(i), which specifies that if a mortgage loan is secured by both real property and by other property and the value of the real property alone equals or exceeds the amount of the loan, then all interest income will be treated as "interest on obligations secured by mortgages on real property" within the meaning of section 856(c)(3)(B) of the Code. Since there are no directly applicable precedents with respect to the federal income tax treatment of investments in Buydown Mortgage Loans, Owners should consult with their tax advisors concerning such tax treatment.

In general, for purposes of sections 1276 and 1277 of the Code, an Owner's interest in a Mortgage Loan will be considered to be acquired at a market discount if the face amount of such interest exceeds the Owner's basis in such interest. Pursuant to section 1276 of the Code, an Owner will be required to include as ordinary income, with respect to any Mortgage Loan originated after July 18, 1984 that is acquired at a market discount, (i) any partial principal payment on such Mortgage Loan to the extent such payment does not exceed the accrued market discount (as defined in section 1276 of the Code) on such Mortgage Loan, and (ii) gain realized on the disposition of such Mortgage Loan or of such Owner's Certificate representing an interest in such Mortgage Loan that is attributable to accrued market discount on such Mortgage Loan to the extent not previously included as ordinary income under section 1276 of the Code. Pursuant to section 1277 of the Code, an Owner's deduction for interest paid or accrued to purchase or carry a Certificate that represents Mortgage Loans acquired (by virtue of the acquisition of the Certificate) at a market discount after July 18, 1984 may have to be deferred to the extent such interest is attributed under section 1277 of the Code to the portion of such market discount that accrued during the taxable year. A deduction for such deferred interest or a portion thereof will, in general, be allowed only when such Mortgage Loans are disposed of or when an Owner disposes of its Certificate. Although the matter is not free from doubt, such a deduction should also be allowed to the extent that such market discount is included in ordinary income by virtue of a partial principal payment. Any gain recognized upon a disposition of a Mortgage Loan originated on or before July 18, 1984 or of a Certificate representing an interest in such Mortgage Loan will have to be recognized as ordinary income to the extent of the deferred interest deduction. The Treasury Department has not yet issued regulations implementing the market discount rules, and Owners should consult their tax advisors regarding the application of these rules as well as the advisability of making any elections relating to such rules.

On October 29, 1987, the House of Representatives passed H.R. 3545 (the "House bill"). Section 10118 of the House bill, if ultimately enacted in its present form, would add a new section 1277A to the Code that would require the inclusion in income of market discount on all Certificates acquired at a market discount after October 13, 1987, as such discount accrues. In general, because of the rules described in the preceding paragraph regarding partial principal payments, it would not appear that this provision of the House bill would significantly alter the timing of inclusion in income of market discount on such Certificates.

The Revenue Bill of 1987, adopted by the Senate Finance Committee on October 16, 1987, contains no provision comparable to section 10118 of the House bill. It is not possible to predict whether a provision mandating the current inclusion of market discount will be enacted into law or, if it is enacted, what the final form or effective date of such legislation will be. Prospective purchasers of Certificates should consult their own tax advisors regarding the specific consequences to them of the enactment of any such legislation.

Owners are advised to consult with their tax advisors as to the possibility that the Mortgage Loans could be treated by the Internal Revenue Service as a collection of "stripped bonds" and "stripped coupons" within the meaning of section 1286 of the Code. A debt obligation becomes a "stripped bond" within the meaning of section 1286 of the Code when the ownership of the right to receive some or all of the interest payments thereon is separated from the ownership of the

right to receive some or all of the principal. Interest payments with respect to a stripped bond are "stripped coupons" within the meaning of section 1286 of the Code. The Mortgage Loans could be treated as a collection of "stripped bonds" and "stripped coupons" if the Corporation's servicing fee applicable to a particular Pool were considered by the Internal Revenue Service to exceed reasonable compensation for the services performed and the "excess" portion of such fee were recharacterized as a separate, retained right to receive a portion of the interest payments to be made by mortgagors pursuant to the Mortgage Loans. If the Mortgage Loans were so treated, one consequence may be, in effect, to require the current accrual of market discount and permit the current deduction of premium on the Mortgage Loans (to the extent not otherwise allowable under section 171). Another consequence, if they are so treated, would be that the "excess" portion of such fee would be excluded from the income of the Owners of Certificates and thus would not be subject to the limitations on the deductibility of miscellaneous itemized deductions added to the Code by the Tax Reform Act (discussed above). However, absent Treasury regulations, it is not clear what the applicable rules would be. There are also other possible ways to characterize the "excess" portion of a servicing fee. For example, it is possible that the Internal Revenue Service would recharacterize such a portion as additional purchase price paid under a deferred payment obligation incurred by an Owner at the time such Owner purchased its Certificate representing its individual interest in the Mortgage Loans. In this event, the Owner's initial deductions could be less than the deductions that would have been allowed if the portion of the servicing fee had not been so recharacterized.

The Corporation will furnish to each holder of record with each distribution a statement setting forth the amount of such distribution allocable to principal and to interest. In addition, the Corporation will furnish or make available, within a reasonable time after the end of each calendar year, to each holder who at any time during such year received a distribution from the Corporation, a statement setting forth such holder's pro rata share of interest received and administrative expense for such calendar year.

Payments of interest and principal, as well as payments of proceeds from the sale of Certificates, may be subject to the "backup withholding" tax under section 3406 of the Code at a rate of 20 percent if the recipient of such a payment is not an "exempt recipient" and fails to furnish certain information, including its taxpayer identification number, to the Corporation or its agent, or otherwise fails to establish an exemption from such tax. Any amounts deducted and withheld from such a payment would be allowed as a credit against the Owner's federal income tax. Furthermore, certain penalties may be imposed by the Internal Revenue Service on a holder or Owner who is required to supply information but who does not do so in the proper manner.

Payments made to, or on behalf of, an Owner who is not a U.S. Person (a "Non-U.S. Person") on a Certificate that represents an undivided interest in a Pool of Mortgage Loans all of which were issued after July 18, 1984 generally will be exempt from U.S. federal income and withholding taxes, provided the following conditions are satisfied: (a) such Owner does not hold the Certificate in connection with the conduct by such person of a trade or business in the United States, (b) the Owner is not, with respect to the United States, a personal holding company or a corporation that accumulates earnings in order to avoid U.S. federal income tax, (c) the Owner is not a U.S. expatriate or former U.S. resident who is taxable in the manner provided in section 877(b) of the Code, (d) the Owner is not an "excluded person" (i.e., a 10 percent shareholder of the Corporation within the meaning of section 871(h)(3)(B) of the Code or a "controlled foreign corporation" related to the Corporation within the meaning of section 881(c)(3)(C) of the Code), (e) the Owner signs a statement under penalties of perjury that certifies that it is a Non-U.S. Person or, in the case of an individual, that the Owner is neither a citizen nor resident of the United States, and provides the name and address of the Owner and (f) the last U.S. Person in the chain of payment to the Owner (the "Withholding Agent") receives such non-U.S. beneficial ownership statement from the Owner or a financial institution holding on behalf of the Owner and does not have actual knowledge that such statement is false. That portion of interest income of an Owner who is a Non-U.S. Person on a Certificate that represents an interest in one or more

Mortgage Loans issued before July 19, 1984 will be subject to a U.S. withholding tax at the rate of 30 percent or lower treaty rate, if applicable. Regardless of the date of issuance of the Mortgage Loans, backup withholding will not apply to payments made to an Owner that is such a Non-U.S. Person if the Owner or a financial institution holding on behalf of the Owner provides the non-U.S. beneficial ownership statement to the Withholding Agent.

The non-U.S. beneficial ownership statement referred to in the preceding paragraph may be made on an Internal Revenue Service Form W-8 or substantially similar substitute form. The Owner or financial institution holding on behalf of the Owner must inform the Withholding Agent of any change in the information on the statement within 30 days of such change. In all cases, the Form W-8 or substitute form must be filed by the Withholding Agent with the Internal Revenue Service. "U.S. Person" means a citizen or resident of the United States, a corporation, partnership or other entity created or organized in or under the laws of the United States or any political subdivision thereof, or an estate or trust that is subject to U.S. federal income tax regardless of the source of its income.

LEGAL OPINION

Any purchaser of Certificates will be furnished upon request an opinion by Caryl S. Bernstein, Esq., Executive Vice President, General Counsel, and Secretary of the Corporation, as to the validity of the Certificates, the applicable Trust Indenture, and the relevant Issue Supplement.

ERISA CONSIDERATIONS

The Department of Labor issued a final regulation on November 13, 1986, which provides that in the case where an employee benefit plan ("plan") subject to the Employee Retirement Income Security Act of 1974 ("ERISA") acquires a "guaranteed governmental mortgage pool certificate" then, for purposes of the fiduciary responsibility provisions of ERISA and the prohibited transaction provisions of the Code, the plan's assets include the certificate and all of its rights with respect to such certificate under applicable law, but do not, solely by reason of the plan's holding of such certificate, include any of the mortgages underlying such certificate. Under the regulation, the term "guaranteed governmental mortgage pool certificate" is specifically defined to include a certificate "backed by, or evidencing an interest in specified mortgages or participation interests therein" and with respect to which interest and principal payable pursuant to the certificate are guaranteed by the Corporation. The effect of such regulation is to make clear that the sponsor (that is, the entity that organizes and services the pool, in this case the Corporation), the trustee, and other persons, in providing services with respect to the mortgages in the pool, would not be subject to the fiduciary responsibility provisions of Title I of ERISA, nor be subject to the prohibited transaction provisions of section 4975 of the Code, merely by reason of the plan's investment in a certificate. The Corporation has been advised by its counsel, Brown & Wood, that, on the basis of the final regulation and class exemptions previously issued by the Department of Labor, the acquisition from the Corporation and holding of the Certificates by plans are not prohibited either by ERISA or related provisions of the Code.

FEDERAL NATIONAL MORTGAGE ASSOCIATION

The Corporation is a federally chartered and stockholder-owned corporation organized and existing under the Federal National Mortgage Association Charter Act, 12 U.S.C. 1716 *et seq* (the "Charter Act"). See "Government Regulation and Charter Act." It is the largest investor in home mortgage loans in the United States, with a net portfolio of \$91.9 billion of mortgage loans as of September 30, 1987. The Corporation was originally established in 1938 as a United States government agency to provide supplemental liquidity to the mortgage market and was transformed into a stockholder-owned and privately managed corporation by legislation enacted in 1968.

The Corporation provides funds to the mortgage market by purchasing mortgage loans from lenders, thereby replenishing their funds for additional lending. The Corporation acquires funds to purchase loans from many capital market investors that may not ordinarily invest in mortgage loans, thereby expanding the total amount of funds available for housing. Operating nationwide, the Corporation helps to redistribute mortgage funds from capital-surplus to capital-short areas.

The Corporation also issues mortgage-backed securities ("MBS"), which are guaranteed mortgage pass-through certificates evidencing beneficial interests in pools of mortgage loans. The Corporation receives guaranty fees for its guaranty of timely payment of principal and interest on the certificates. The Corporation issues MBS primarily in exchange for pools of mortgage loans from lenders. The issuance of MBS enables the Corporation to further its statutory purpose of increasing the liquidity of residential mortgage loans. MBS outstanding as of September 30, 1987 totaled \$130.5 billion.

The principal office of the Corporation is located at 3900 Wisconsin Avenue, NW, Washington, DC 20016 (telephone: 202-537-7000). The Corporation has five regional offices located in Atlanta, Georgia; Chicago, Illinois; Dallas, Texas; Los Angeles, California; and Philadelphia, Pennsylvania.

Copies of the Corporation's most recent annual and quarterly reports and proxy statement are available without charge from Paul Paquin, Vice President for Investor Relations, Federal National Mortgage Association, 3900 Wisconsin Avenue, NW, Washington, DC 20016 (telephone: 202-537-7115).

CAPITALIZATION

The following table sets forth the capitalization of the Corporation as of September 30, 1987

	<u>Average Maturity</u>	<u>Average Cost(3)</u>	<u>Outstanding</u>
(Dollars in millions)			
Bonds, notes, and debentures (1).			
Due within one year			
Short-term notes, net of unamortized discount	3 mos	7.01%	\$ 7,188
Master notes	5 mos.	6.96	353
Investment agreements (2)		7.43	3,431
Residential financing securities	6 mos.	7.21	1,239
Medium-term notes	12 mos.	8.11	7
Mortgage-backed bonds	6 mos.	9.01	12
Debentures	5 mos.	11.19	14,396
Total due within one year			<u>27,126</u>
Due after one year			
Mortgage-backed bonds	5 yrs. 8 mos.	9.59	69
Investment agreements (2)	4 yrs. 7 mos.	7.92	1,827
Debentures, net of unamortized discount	5 yrs.	9.53	61,005
Exchangeable debentures	3 yrs. 5 mos.	12.66	450
Zero coupon debentures, net of unamortized discount	26 yrs. 9 mos.	11.50	301
Zero coupon capital debentures, net of unamortized discount	32 yrs.	10.22	278
Capital debentures, net of unamortized discount	5 yrs. 10 mos.	10.45	1,549
Convertible capital debentures	9 yrs.	4.43	13
Total due after one year			<u>65,492</u>
Total bonds, notes, and debentures			<u>\$92,618</u>
Stockholders' equity:			
Preferred stock, no maximum authorization, Series A, adjustable rate, \$100 stated value, 4,500,000 shares authorized, no shares issued			\$ —
Common stock, \$6 25 stated value, no maximum authorization—81,898,955 shares issued			512
Additional paid-in capital			777
Retained earnings			846
			<u>2,135</u>
Less treasury stock, at cost—44,612 shares			1
Total stockholders' equity			<u>\$ 2,134</u>

(1) See "Business—Corporate Indebtedness" for a description of certain limitations applicable to debt issued by the Corporation.

(2) Investment agreements are individually negotiated agreements providing for the investment of a variable principal amount at a fixed or floating rate of interest. The average term as of September 30, 1987, of the outstanding agreements was 4 years, 6 months. Generally, average maturities of the amounts issued and outstanding vary and are indeterminate.

(3) The average cost includes the amortization of discounts, issuance costs, hedging results, and the effect of foreign currency swaps.

The Corporation issues debentures, notes, and other debt obligations frequently. The amount of bonds, notes, and debentures outstanding on any date subsequent to September 30, 1987 may differ from that shown in the table above.

SELECTED FINANCIAL DATA

The following selected financial data for the years 1982 through 1986 (which data are not covered by the report of independent certified public accountants) have been summarized or derived from the audited financial statements for those years. The financial data for the nine months ended September 30, 1986 and 1987 are unaudited and include, in the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation. The results of operations for the nine months ended September 30, 1987 are not necessarily indicative of the results expected for the entire year. These data should be read in conjunction with the audited financial statements and notes to financial statements that are presented elsewhere herein.

Condensed Statements of Operations (Dollars in millions, except per share amounts)

	Year Ended December 31,					Nine Months Ended September 30,	
	1982	1983	1984	1985	1986	1986	1987
Total interest income	\$6,821	\$7,927	\$8,844	\$9,997	\$10,027	\$7,577	\$6,972
Interest expense	7,327	7,989	8,996	9,926	9,723	7,361	6,708
Net interest income (loss)	(506)	(62)	(152)	71	304	216	264
Commitment, guaranty and other fees	301	238	228	345	510	376	358
Gain on sales of mortgages	44	91	12	—	3	3	27
Provision for losses	(36)	(48)	(86)	(206)	(306)	(230)	(240)
Administrative expenses	(60)	(81)	(112)	(142)	(175)	(123)	(132)
Income (loss) before federal income taxes and extraordinary item	(257)	138	(110)	68	336	242	277
Provision for federal income taxes	123	(63)	53	(31)	(153)	(110)	(92)
Income (loss) before extraordinary item	(134)	75	(57)	37	183	132	185
Extraordinary item gain on early retirement of debt(1)	29	—	—	—	—	—	—
Net income (loss)	<u>\$ (105)</u>	<u>\$ 75</u>	<u>\$ (57)</u>	<u>\$ 37</u>	<u>\$ 183</u>	<u>\$ 132</u>	<u>\$ 185</u>
Earnings (loss) per share							
Before extraordinary item							
Primary	\$(2.20)	\$ 1.15	\$(.87)	\$.52	\$ 2.49	\$ 1.80	\$ 2.29
Fully diluted	(2.20)	1.13	(.87)	.52	2.46	1.78	2.28
Net							
Primary	(1.72)	1.15	(.87)	.52	2.49	1.80	2.29
Fully diluted	(1.72)	1.13	(.87)	.52	2.46	1.78	2.28
Cash dividends per share	16	16	16	16	20	12	24

- (1) In September 1982, the Corporation entered into a nontaxable transaction that resulted in the issuance of 6.3 million shares of its common stock in exchange for \$101 million of its long-term debentures, which were retired.

Condensed Balance Sheets
(Dollars in millions)

	December 31,					September 30,	
	1982	1983	1984	1985	1986	1986	1987
Assets							
Mortgage portfolio, net	\$69,714	\$75,665	\$84,599	\$95,138	\$ 94,734	\$94,511	\$91,928
Other assets	3,753	3,253	3,760	4,579	5,672	4,360	7,684
Total assets	\$73,467	\$78,918	\$88,359	\$99,717	\$100,406	\$98,871	\$99,612
Liabilities							
Bonds, notes, and debentures, net:							
Due within one year	\$25,781	\$26,860	\$31,261	\$31,939	\$ 31,294	\$30,096	\$27,126
Due after one year	43,833	47,734	52,458	62,046	62,269	61,835	65,492
Other liabilities	2,650	3,048	3,432	4,390	5,250	5,398	4,860
Total liabilities	72,264	77,642	87,151	98,375	98,813	97,329	97,478
Stockholders' equity	1,203	1,276	1,208	1,342	1,593	1,542	2,134
Total liabilities and stockholders' equity	\$73,467	\$78,918	\$88,359	\$99,717	\$100,406	\$98,871	\$99,612

Condensed Statements of Cash Flows
(Dollars in millions)

	Nine Months Ended September 30,	
	1986	1987
Cash flows provided (used) by operating activities:	\$ 349	\$ (125)
Cash flows from investing activities:		
Purchases of mortgages	(22,079)	(14,073)
Sales of mortgages	7,925	3,392
Mortgage principal repayments	14,908	13,511
Net cash provided by investing activities	754	2,830
Cash flows from financing activities:		
Cash proceeds from issuance of debentures	12,419	11,611
Cash payments to retire debentures net of debt converted to common stock	(9,961)	(12,649)
Other	(4,742)	289
Net cash used by financing activities	(2,284)	(749)
Net increase (decrease) in cash and investments	\$ (1,181)	\$ 1,956

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS**

Annual Periods

General

Fannie Mae's earnings increased significantly in 1986, primarily because of lower interest rates during the year. Profitability was somewhat constrained, however, by the continued high level of foreclosure losses and a management decision to increase significantly the balance in the allowance for losses.

Because fluctuations in interest rates historically have had a major impact on financial performance, the Corporation has pursued a strategy of managing the effective maturities and repricing characteristics of its assets and liabilities in order to reduce the effects of such fluctuations on net interest income. This strategy focuses on purchasing shorter term assets and extending the average maturity of outstanding debt to obtain a closer estimated maturity match between the mortgage portfolio and debt. Although the Corporation remains sensitive to changes in interest rates, management believes the implementation of this strategy, as well as the special \$10 billion sale of pre-1981 fixed-rate, assumable mortgages during the year, has assisted in reducing the effect that interest rate movements will have on Fannie Mae in the future.

This discussion and analysis reports on the Corporation's operating results and financial condition for the three years ended December 31, 1986, and should be read in conjunction with the financial statements and notes to financial statements presented elsewhere herein.

A summary of selected financial data for the years 1984-1986 follows:

	<u>1984</u>	<u>1985</u>	<u>1986</u>	<u>% Change</u>	
				<u>1985 Over 1984</u>	<u>1986 Over 1985</u>
(Dollars in millions except per share amounts)					
Operating Results for the Years Ended December 31,					
Net interest income (loss)	\$ (152)	\$ 71	\$ 304	*%	328%
Commitment fees	114	196	279	72	42
Guaranty fees	78	112	175	44	56
Gain on sales of mortgages	12	—	3	(100)	—
Miscellaneous income	36	37	56	3	51
Provision for losses	(86)	(206)	(306)	140	49
Administrative expenses	(112)	(142)	(175)	27	23
Income (loss) before federal income taxes	(110)	68	336	*	394
Provision for federal income taxes	53	(31)	(153)	*	394
Net income (loss)	<u>\$ (57)</u>	<u>\$ 37</u>	<u>\$ 183</u>	*	395
Earnings (loss) per share:					
Primary	\$ (.87)	\$.52	\$ 2.49	*	379
Fully diluted	(.87)	.52	2.46	*	373
Cash dividends per share	16	.16	.20	—	25
Financial Condition at December 31,					
Mortgage portfolio, net	\$84,599	\$95,138	\$ 94,734	12	—
Total assets	88,359	99,717	100,406	13	1
Borrowings:					
Due within one year	31,261	31,939	31,294	2	(2)
Due after one year	52,458	62,046	62,269	18	—
Total liabilities	87,151	98,375	98,813	13	—
Stockholders' equity	1,208	1,342	1,593	11	19

* Percentage change not meaningful.

Results of Operations

Fannie Mae earned net income of \$183 million in 1986, compared with \$37 million in 1985 and a loss of \$57 million in 1984. Lower interest rates and increased earnings from guaranty fees and commitment fees contributed significantly to the improved results for 1986 and 1985. The provision for loan losses, forgone interest on nonperforming loans, and administrative expenses in these years, however, were at higher levels than in 1984 and partially offset the improved earnings performance.

Net Interest Income

A major source of earnings for the Corporation is net interest income, defined as the difference between the interest income derived from interest earning assets and the interest paid on liabilities incurred to fund those assets. In prior years, this was referred to as interest margin. Net interest income was \$304 million in 1986, compared with \$71 million in 1985 and a negative \$152 million in 1984.

The increase in net interest income in 1986 as compared with 1985 is attributable primarily to a decrease in the Corporation's cost of funds due to the lower interest rate environment. This improvement was offset in part by the higher level of prepayments of high-yielding mortgage assets during the year. The increase in 1985 as compared with 1984 was due both to a higher average yield on the mortgage portfolio and a reduction in the average cost of outstanding debt.

The most important factor affecting net interest income is the spread, or difference, between the average net yield on the mortgage portfolio and the average cost of outstanding debt. This spread was a positive .01 percent during 1986, reflecting an average portfolio yield of 10.47 percent and an average cost of outstanding debt of 10.46 percent. In 1985, the average portfolio yield was 10.92 percent and the average cost of outstanding debt was 11.14 percent, resulting in an average negative spread of .22 percent. In 1984, the average portfolio yield was 10.81 percent and the average cost of outstanding debt was 11.39 percent, producing an average negative spread of .58 percent.

Another significant factor affecting net interest income is the interest earned on short-term investments. Fannie Mae earned \$116 million of such interest in 1986, compared with \$124 million in 1985 and \$197 million in 1984. The reduced earnings on investments in 1986 and 1985 reflect the lower interest rate environment prevalent during those years.

A loan is classified as nonperforming when principal or interest is 90 days or more past due. Interest beyond the first 90 days on nonperforming loans is generally included in income only to the extent that payments have actually been received. If these assets had been fully performing, they would have contributed an additional \$135 million to interest income in 1986 and \$105 million in 1985. The policy of stopping interest accruals on nonperforming loans was established in October 1984. Forgone interest income in the fourth quarter of that year was \$20 million. The amount of nonperforming loans at December 31, 1986, 1985, and 1984 was \$1.5 billion, \$1.2 billion, and \$0.7 billion, respectively.

The rate/volume analysis below shows the relative contribution of asset growth and interest rate changes to net interest income for the years ended December 31, 1986, 1985, and 1984.

Rate/Volume Analysis

(Dollars in millions)

	Increase (Decrease)	Attributable to Changes in (1)	
		Volume	Rate
<u>1986 vs. 1985</u>			
Interest income	\$ 30	\$ 399	\$(369)
Interest expense	(203)	387	(590)
Net interest income	<u>\$ 233</u>	<u>\$ 12</u>	<u>\$ 221</u>
<u>1985 vs. 1984</u>			
Interest income	\$1,153	\$1,104	\$ 49
Interest expense	930	1,143	(213)
Net interest income	<u>\$ 223</u>	<u>\$ (39)</u>	<u>\$ 262</u>

(1) Combined rate/volume variances, a third element of the calculation, are allocated to the rate and volume variances based on their relative size.

Other Income

Commitment fees were \$279 million in 1986, compared with \$196 million in 1985 and \$114 million in 1984. The increase in 1986 was the result of higher commitment volume. In addition, the Corporation issued a greater proportion of commitments in 1986 for 30-year fixed-rate mortgages, which carry higher fee rates than adjustable-rate and other shorter term mortgage products that were popular in 1985 and 1984. A change in the product mix of commitments resulted in higher fee income in 1985 than in 1984, even though total commitment volume was slightly less.

Guaranty fees increased to \$175 million in 1986 from \$112 million in 1985 and \$78 million in 1984. These fees are earned for guaranteeing the timely payment of principal and interest to investors in the Corporation's mortgage-backed securities ("MBS"). The increase in guaranty fee income is due to the increase in the amount of MBS outstanding.

Gain on sales of mortgages in 1986 was a net \$3 million. There were no significant gains or losses on sales of mortgages in 1985, while gains of \$12 million were reported in 1984. Mortgage sales are discussed under the section entitled "Mortgage-Backed Securities."

Miscellaneous income was \$56 million in 1986, compared with \$37 million in 1985 and \$36 million in 1984. The increase in 1986 was due primarily to the prepayment of certain multifamily loans in December 1986, which resulted in the receipt of \$25 million in prepayment fees.

Other Expenses

Provision for Losses The Corporation evaluates the risk of loss on its mortgage loan portfolio and MBS based upon past experience and current economic conditions. During 1986, charge-offs of mortgages in the Corporation's loan portfolio and mortgages underlying MBS totaled \$201 million, compared with \$170 million in 1985 and \$98 million in 1984. Higher foreclosure losses are due, in part, to a substantially reduced level of housing inflation and adverse economic conditions

in certain geographical areas. During 1985, Fannie Mae revised its underwriting guidelines and credit requirements for certain of its mortgage products. Management believes these measures should contribute to improved foreclosure experience in the future.

The provision for losses increased to \$306 million in 1986 from \$206 million in 1985 and \$86 million in 1984. The higher provision for losses in 1986 and 1985 reflects actions taken by management to maintain the allowance for losses at a level it believes is appropriate, considering the levels of current and anticipated charge-offs. Other factors affecting the provision include the increase in mortgage purchases and the issuance of a higher volume of MBS for which Fannie Mae bears the primary foreclosure loss risk.

Administrative Expenses Administrative expenses increased to \$175 million in 1986 from \$142 million in 1985 and \$112 million in 1984. The increases were due primarily to increases in the number of employees required because of the growth of the business, the need to develop new automated business systems, and an increased emphasis on quality control and management of acquired properties.

New Accounting Standard

In December 1986, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No 91 (SFAS 91), which requires a change in the timing of the accounting recognition of commitment fees, purchase discount and certain costs associated with acquiring loans. The Corporation currently recognizes fee income in the period in which the committing service is rendered and records the costs of acquiring loans in the period in which those costs are incurred. Beginning in 1988, the Corporation will be required to defer recognition of most of these fees and costs and amortize them, together with loan purchase discount, as a yield adjustment over the estimated life of the related mortgages.

The Corporation, at its option, may implement SFAS 91 on either a prospective or retroactive basis, and may elect to do so earlier than 1988. The Corporation intends to implement the new standard on a retroactive basis in 1987. At the date of implementation, the earnings of prior periods will be restated to reflect the retroactive effect of deferring and amortizing commitment fees as a yield adjustment of the related mortgages.

Under the provisions of SFAS 91, when the rate of actual and estimated future loan prepayments is determined to be materially different from the rate previously assumed in amortizing loan purchase discount, deferred commitment fees and certain acquisition costs, the yield on the mortgage loans must be recalculated to give effect to the new rate. Using the recalculated mortgage yield, the net investment in mortgage loans is adjusted to reflect the amount that would have been recorded had the new yield been applied since the loan acquisition date. The adjustment to the net investment in loans results in a corresponding adjustment to current period interest income.

During 1987 the Corporation determined that actual and estimated future mortgage prepayments occur at a rate that substantially exceeds the rate it assumed previously in reporting the effective yield on its mortgage loans. In implementing SFAS 91, the Corporation, therefore, will be recording additional interest income in 1987 to reflect the necessary adjustment of its net investment in mortgage loans. Preliminary calculations of the effect of implementing SFAS 91 indicate that it will have a substantial positive impact on 1987 earnings.

Although the retroactive deferral of commitment fee income will reduce the current level of retained earnings, the increase in 1987 earnings discussed above should substantially offset the reduction. As a result, implementation of SFAS 91 in 1987 is not expected to have a significant adverse impact on either stockholders' equity or the Corporation's capital ratios.

Because SFAS 91 will be implemented on a retroactive basis, the Corporation expects that the amortization into income of prior years' commitment fees will substantially soften any adverse impact on future earnings that might occur with prospective implementation.

The Mortgage Portfolio

The Corporation's net mortgage portfolio totaled \$94.7 billion at December 31, 1986, compared with \$95.1 billion and \$84.6 billion at December 31, 1985 and 1984, respectively. Adjustable-rate mortgages ("ARMs") and intermediate term mortgages are estimated to represent 33 percent of the portfolio balance at December 31, 1986, up from 24 percent at December 31, 1985 and 17 percent at December 31, 1984. Intermediate term mortgages consist primarily of 15-year fixed-rate mortgages, second mortgages, and conventional multifamily mortgages.

Fannie Mae issues commitments to purchase standard mortgage products, for which required mortgage yields are posted daily. The Corporation also purchases non-standard products, issuing such commitments on a negotiated basis.

Most of the commitments that the Corporation issues are for mandatory delivery, with the yield set upon issuance of the commitment. Fannie Mae also issues market-rate standby commitments in which the Corporation commits only to purchase a designated amount of mortgages. To deliver mortgages, the lender must convert the standby commitment to a mandatory delivery commitment, at which time the yield is established at Fannie Mae's current posted window rate. During 1986, the Corporation issued \$33.0 billion in mortgage purchase commitments, compared with \$20.2 billion in 1985 and \$21.0 billion in 1984.

The Corporation purchased a record volume of mortgages in 1986, due primarily to lower interest rates. As indicated in the table that follows, the Corporation experienced a decrease in purchases of ARMs and second mortgages in 1986; however, there was a significant increase in 15-year mortgage purchases during the period. Purchases of ARMs and intermediate term mortgages are designed to assist in reducing the risks associated with rising interest rates and to match more closely the generally shorter maturities of the Corporation's borrowings.

Mortgage Purchases

Mortgage type	1984						% Change	
	1984		1985		1986		1985 Over 1984	1986 Over 1985
	\$	%	\$	%	\$	%		
	(Dollars in millions)							
Single-family								
FHA/VA	\$ 190	1.1%	\$ 482	2.2%	\$ 438	1.4%	154%	(9)%
Conventional								
30-year fixed-rate	9,544	57.1	9,708	45.1	16,001	51.9	2	65
15-year fixed-rate	—	—	2,690	12.5	11,453	37.2	—	326
ARMs	5,403	32.3	7,066	32.9	1,108	3.6	31	(84)
Second mortgages	937	5.6	871	4.1	498	1.6	(7)	(43)
Total single-family	16,074	96.1	20,817	96.8	29,498	95.7	30	42
Multifamily	647	3.9	693	3.2	1,328	4.3	7	92
Total	\$16,721	100.0%	\$21,510	100.0%	\$30,826	100.0%	29	43
Average net yield	12.79%		11.59%		9.57%			

Mortgage repayments totaled \$19.6 billion in 1986, compared with \$9.0 billion in 1985 and \$5.4 billion in 1984. The increase in repayments in 1986 and 1985 reflects the large number of refinancings that occurred in response to the declining level of mortgage interest rates, as well as the general increase in home sales. Prepayments in 1986 aggregated \$17.5 billion, as compared with \$7.1 billion in 1985 and \$4.1 billion in 1984.

In April 1986, the Corporation announced its intention to sell \$10 billion of mortgages from portfolio. The mortgages targeted for sale were primarily fixed-rate, assumable FHA/VA loans

acquired prior to 1981. The lower interest rates prevailing in 1986 allowed the Corporation to liquidate these long-term assets at no significant net gain or loss and, at the same time, increase MBS outstanding by a considerable amount. Sales of \$9.2 billion were completed in 1986 and commitments to sell \$0.9 billion were outstanding at December 31, 1986 relating to the special \$10 billion asset sale. These sales were effected through the issuance of MBS.

Sources of Funds

Fannie Mae's primary sources of funds are mortgage loan repayments, issuance of debt obligations, interest income, fees, and proceeds from the sale of mortgages. Primary uses of funds include the purchase of mortgages, repayment of debt, and payment of interest expense.

In 1986, the Corporation sold \$11 billion of mortgage loans from its portfolio and experienced substantially increased mortgage loan prepayments. The resulting increase in funds from these sources reduced the Corporation's level of new debt issues during 1986, as compared with 1985 and 1984.

Financing Activities

In 1986, lower interest rates allowed the Corporation to lengthen the maturity of its debt and reduce the average cost of debt outstanding at year-end. The following table sets forth the amount, average cost, and average maturity of debt issued during the last three years, and of the debt outstanding at the end of each of those years.

	Debt Issued/Outstanding			% Change	
	1984	1985	1986	1985 Over 1984	1986 Over 1985
	(Dollars in millions)				
Debt Issued During Year					
Amount	\$47,972	\$48,244	\$39,997	1%	(17)%
Average cost	11.47%	9.62%	7.10%	(16)	(26)
Average maturity (months)	29	46	47	59	2
Debt Outstanding at Year-end					
Amount	\$83,719	\$93,985	\$93,563	12	—
Average cost	11.56%	10.79%	10.01%	(7)	(7)
Average maturity (months)	31	40	46	29	15

Fannie Mae continued to attract funds from a global investor base in 1986. In addition to continued heavy overseas demand for Fannie Mae dollar debentures, yen-denominated debentures were sold in the European and Japanese markets. Direct overseas offerings played a smaller role in the Corporation's financing activities as compared with prior years, however, because of the attractive cost of domestically issued debt.

During 1986, the Corporation added \$67.6 million to stockholders' equity by issuing 11,500,000 detachable common stock purchase warrants as part of a debenture offering. In 1985, Fannie Mae added \$107 million to stockholders' equity by issuing 7 million shares of common stock.

Mortgage-Backed Securities

In August 1986, the Corporation attained the \$100 billion mark for MBS issued. The issuance of MBS creates a source of guaranty fee income, but without the financing risk associated with the Corporation's portfolio investing activities. MBS outstanding at December 31, 1986 grew to \$97.2 billion from \$55.0 billion at December 31, 1985 and \$36.2 billion at December 31, 1984.

Most of the Corporation's MBS are issued through lender swap transactions, whereby participating lenders place pools of mortgages in trust in exchange for securities. The increase in MBS issued is due primarily to a higher volume of swap transactions. In addition, the

Corporation's sales of mortgage loans from its portfolio through MBS contributed significantly to the increase in MBS issued in 1986. Sales from portfolio totaled \$11.0 billion in 1986, compared with \$1.3 billion in 1985 and \$1.0 billion in 1984.

The following table summarizes MBS activity for each of the years in the three-year period ended December 31, 1986. As the table indicates, MBS volumes have grown substantially during the past three years. Sellers of pools of mortgage loans may retain the primary default risk on loans comprising the pools or they may elect to transfer this risk to Fannie Mae and, in return, pay a higher guaranty fee. Because the Corporation guarantees timely payment of principal and interest on the MBS, it bears the ultimate credit risk of a borrower's default on all conventional mortgage loans in MBS pools.

Summary of MBS Activity
(Based on Primary Foreclosure Loss Risk Category)

	1984		1985		1986		% Change	
	\$	%	\$	%	\$	%	1985	1986
							Over	Over
							1984	1985
	(Dollars in millions)							
Issuances of MBS:								
Lender risk	\$10,243	76%	\$15,066	64%	\$22,037	36%	47%	46%
Fannie Mae risk	3,303	24	8,583	36	38,529	64	160	349
Total	<u>\$13,546</u>	<u>100%</u>	<u>\$23,649</u>	<u>100%</u>	<u>\$60,566</u>	<u>100%</u>	75	156
Securities outstanding:								
Lender risk	\$26,731	74%	\$38,327	70%	\$48,548	50%	43	27
Fannie Mae risk (1)	9,484	26	16,660	30	48,626	50	76	192
Total	<u>\$36,215</u>	<u>100%</u>	<u>\$54,987</u>	<u>100%</u>	<u>\$97,174</u>	<u>100%</u>	52	77

(1) Included are \$1.6 billion, \$1.5 billion, and \$10.6 billion in 1984, 1985, and 1986, respectively, which are backed by government-insured or guaranteed mortgages.

During 1986, Fannie Mae introduced its Stripped Mortgage-Backed Security ("SMBS"). An SMBS consists of two or more classes of securities. Each class represents a specified percentage of undivided ownership interest in the principal payments to be made on a pool of mortgage loans or MBS certificates and a different specified ownership interest in the interest payments on such pool. Additionally, an SMBS issue may be structured with separate classes for principal and interest. Under the traditional MBS program, an investor has an undivided interest in the entire pool of underlying mortgage loans. The Corporation issued \$2.4 billion of SMBS during the year.

The Corporation anticipates that its MBS will continue to grow through issuance of various types of mortgage securities.

Interim Periods

Overview

Fannie Mae's net income for the first nine months of 1987 was \$184.8 million, or \$2.28 per common share, an increase of \$52.8 million over the \$132.0 million earned in the first nine months of 1986. The growth in net income was attributable to increased net interest income, guaranty fees, gains on sales of mortgages, and miscellaneous income. Net income was also positively impacted by a reduction in the effective tax rate from 46 percent to 33 percent due to a reduction in corporate tax rates and the Corporation's investments in tax-advantaged assets. Profitability was constrained by a reduction in commitment fee income and to a lesser extent by the continued high level of foreclosure losses resulting in management's decision to increase the provision for losses.

A summary of selected financial data for the nine months ended September 30, 1987 and 1986 follows:

	<u>1986</u>	<u>1987</u>	<u>Increase (Decrease)</u>
(Dollars in millions, except per share amounts)			
Operating Results for Nine Months Ended September 30,			
Net interest income	\$ 216	\$ 264	\$ 48
Commitment fees	228	100	(128)
Guaranty fees	121	189	68
Gain on sales of mortgages	3	27	24
Miscellaneous income	27	69	42
Provision for losses	(230)	(240)	(10)
Administrative expenses	(123)	(132)	(9)
Income before federal income taxes	242	277	35
Provision for federal income taxes	(110)	(92)	18
Net Income	<u>\$ 132</u>	<u>\$ 185</u>	<u>\$ 53</u>
Earnings per share			
Primary	\$ 1.80	\$ 2.29	\$.49
Fully diluted	1.78	2.28	.50
Cash Dividends per share	.12	.24	.12
Financial Condition at September 30,			
Mortgage portfolio, net	\$94,511	\$91,928	\$(2,583)
Total assets	98,871	99,612	741
Borrowings:			
Due within one year	30,096	27,126	(2,970)
Due after one year	61,835	65,492	3,657
Total liabilities	97,329	97,478	149
Stockholders' equity	1,542	2,134	592

Results of Operations

Net Interest Income

During the first nine months of 1987, net interest income was \$48.2 million higher than in the comparable period in 1986. The rate/volume analysis below shows the relative contribution of asset growth and interest rate changes to net interest income for the nine months ended September 30, 1987 and 1986.

Rate/Volume Analysis

(Dollars in millions)

<u>Nine months ended 1987 vs 1986</u>	<u>Increase (Decrease)</u>	<u>Attributable to Changes in (1)</u>	
		<u>Volume</u>	<u>Rate</u>
Interest income	\$(605)	\$(501)	\$(104)
Interest expense	(653)	(514)	(139)
Net interest income	<u>\$ 48</u>	<u>\$ 13</u>	<u>\$ 35</u>

(1) Combined rate/volume variances, a third element of the calculation, are allocated to the rate and volume variances based on their relative size.

The spread, or difference between the average net yield on the mortgage portfolio on a tax equivalent basis and the average cost of outstanding debt, was 0.11 percent during the first nine months of 1987, reflecting an average portfolio yield of 9.92 percent and an average cost of outstanding debt of 9.81 percent. The average portfolio yield equaled the average cost of outstanding debt of 10.57 percent during the first nine months of 1986.

The increase in net interest income, as mentioned above, is attributable in part to an interest rate environment which lessened the Corporation's cost of funds. The average cost of debt issued during the first nine months of 1987 was 7.11 percent, compared with 7.43 percent for the first nine months of 1986, for a net decrease of .32 percent. The increase in net interest income is also the result of a decrease in total interest expense, caused by a reduction in the total amount of debt outstanding. The decrease in interest expense was offset in part by a decrease in interest income earned on the portfolio. Interest income declined as a result of lower mortgage purchases and continuing prepayments of high-yielding mortgage assets which resulted in a decline in the average portfolio size and yield.

Mortgage Commitment and Purchase Activity

The Corporation issued \$17.8 billion of mortgage purchase commitments in the first nine months of 1987, compared with \$27.5 billion issued during the first nine months of 1986. The reduction in commitment volume reflects a reduced consumer demand for refinancing of mortgages. In the first nine months of 1987, commitment fee income was \$128.5 million lower than during the same period in 1986. The decline in commitment fee income was due to the decrease in commitment volume coupled with the change from long-term, fixed-rate mortgages to adjustable-rate mortgages, 15-year mortgages, and two new intermediate term standby commitment products introduced in March. The Corporation charges lower commitment fees on adjustable-rate mortgages and 15-year mortgages than on long-term mortgages and does not assess a fee on the new intermediate-term standby commitment products. See "Annual Periods—Results of Operations—New Accounting Standard" for a discussion of the Corporation's implementation of Statement of Financial Accounting Standards No. 91, which relates in part to the timing of the accounting recognition of commitment fees and "Business—Mortgage Loan Portfolio—Commitments" regarding the Corporation's elimination of most upfront commitment fees.

During the first nine months of 1987, mortgage purchases were \$7.9 billion lower than during the comparable period in 1986. The primary reason for the decline in purchases was due to the lower level of mortgage origination and refinance activity. The yield on mortgage purchases was 9.34 percent for the first nine months of 1987, compared to 9.69 percent for the first nine months of 1986.

Mortgage-Backed Securities

Mortgage-backed securities issued during the nine months ended September 30, 1987 and 1986, and the balances outstanding at the end of those periods, were as follows:

Summary of MBS and SMBS Activity
(Based on Primary Foreclosure Loss Risk Category)
(Dollars in millions)

	September 30, 1986		September 30, 1987		% Change 1987 Over 1986
Issuances of MBS and SMBS:					
Lender risk	\$16,924	39%	\$ 18,780	37%	11%
Fannie Mae risk (1)	26,977	61	31,554	63	17
Total	<u>\$43,901</u>	<u>100%</u>	<u>\$ 50,334</u>	<u>100%</u>	<u>15</u>
Securities outstanding:					
Lender risk	\$45,911	53%	\$ 58,980	45%	28
Fannie Mae risk (2)	40,448	47	71,560	55	77
Total	<u>\$86,359</u>	<u>100%</u>	<u>\$130,540</u>	<u>100%</u>	<u>51</u>

(1) Issuances include \$1,259 million and \$8,278 million of government-insured loans during the nine months ended September 30, 1987 and 1986, respectively

(2) Securities outstanding include \$10,585 million and \$8,160 million of government-insured loans as of September 30, 1987 and 1986, respectively.

During the first nine months of 1987, guaranty fees were \$67.3 million higher than during the same period in 1986. Guaranty fees increased as a result of a greater amount of MBS outstanding. Fees realized for converting MBS to SMBS of \$41.8 million were included in miscellaneous income and were the primary cause of the \$43.1 million increase in miscellaneous income during the first nine months of 1987 as compared with the first nine months of 1986. Gain on sales of mortgages during the first nine months of 1987 was \$26.6 million compared with \$3.2 million during the first nine months of 1986. This increase is attributable to mortgage sales from portfolio, which totaled \$3.4 billion in the first nine months of 1987, compared with \$8.0 billion for the same period in 1986 when the Corporation was conducting the special \$10 billion sale of assets at no significant gain or loss.

Provision for Loan Losses

The provision for loan losses on the mortgage loan portfolio and MBS increased \$9.5 million in the first nine months of 1987, compared with the first nine months of 1986, reflecting actions taken by management to maintain the allowance for losses at a level it believes is appropriate, considering the increased levels of current and anticipated charge-offs. Total foreclosure losses charged off for portfolio loans and MBS were \$200.1 million in the first nine months of 1987 compared with \$142.3 million in the first nine months of 1986. The increase in charge-offs is primarily the result of continuing economic problems in the nation's energy belt.

Financing and Other Activities

The Corporation issued eight million shares of common stock in February 1987 at \$48.25 per share. The sale netted \$374 million of additional capital for the Corporation after expenses.

On October 22, 1987, the Corporation announced that it would purchase up to five million shares of its common stock through the open market.

On October 20, 1987, the Corporation's Board of Directors voted to increase the quarterly dividend on its common stock from 8 cents per share to 12 cents per share for the quarter ended September 30, 1987.

HISTORY

The Federal National Mortgage Association was incorporated in 1938 pursuant to Title III of the National Housing Act. It was then a wholly owned government corporation that borrowed operating funds almost entirely from the United States Treasury. Its business primarily consisted of the purchase and resale of mortgage loans insured by the Federal Housing Administration ("FHA") and, since 1948, mortgage loans guaranteed by the Veterans Administration ("VA") for the purpose of establishing and maintaining a secondary market for such mortgage loans. Title III was revised in 1954 and called the Federal National Mortgage Association Charter Act. Under the new Charter Act, the Federal National Mortgage Association became a mixed-ownership corporate instrumentality of the United States. In connection with its secondary market operations, it issued nonvoting preferred stock, par value \$100 per share, to the Secretary of the Treasury and nonvoting common stock, par value \$100 per share, to the institutions from which it purchased mortgages.

From 1950 to 1965, the Federal National Mortgage Association was a constituent agency of the Housing and Home Finance Agency and from November 9, 1965 to September 1, 1968 it operated in the Department of Housing and Urban Development ("HUD"). The Charter Act, as in effect prior to September 1, 1968, empowered the Federal National Mortgage Association to (1) conduct secondary market operations in FHA-insured and VA-guaranteed home mortgage loans consisting of purchases and sales of such loans ("Secondary Market Operations"), (2) perform special assistance functions in the purchase of mortgage loans as authorized by the President of the United States or by the Congress to assist in financing home loans in instances where established home financing facilities were inadequate ("Special Assistance Functions"), and (3) manage and liquidate certain mortgage loans ("Management and Liquidating Functions").

Pursuant to amendments to the Charter Act enacted in the Housing and Urban Development Act of 1968 (the "1968 Act"), the Federal National Mortgage Association in 1968 was partitioned into two separate and distinct corporations. The first, Government National Mortgage Association ("GNMA"), is a wholly owned corporate instrumentality of the United States within HUD. GNMA retained all of the assets and liabilities acquired and incurred under the Special Assistance Functions and Management and Liquidating Functions carried on by the predecessor corporation prior to the effective date of the 1968 Act.

The second, the Corporation, now constituted as a federally chartered corporation, retained the assets and liabilities related to the Secondary Market Operations prior to the effective date of the 1968 Act. The 1968 Act changed each share of outstanding nonvoting common stock of the Federal National Mortgage Association, par value \$100 per share, into one share of voting common stock, without par value, and authorized the Corporation to issue its common stock to the public. The 1968 Act also provided for a transitional period for the Corporation's stockholders to assume control of the Corporation, and all preferred stock theretofore held by the Secretary of the Treasury was retired in 1968. Accordingly, the entire equity interest in the Corporation became, and is now, stockholder-owned.

GOVERNMENT REGULATION AND CHARTER ACT

The Corporation is a federally chartered and stockholder-owned corporation organized and existing under the Charter Act (12 U.S.C. 1716 *et seq.*) whose purpose is to provide supplementary assistance to the secondary market for home mortgages by providing a degree of liquidity for mortgage investments, thereby improving the distribution of investment capital available for home mortgage financing. Although the 1968 Act eliminated all federal ownership interest in the Corporation, it did not terminate the significant government regulation of the Corporation. Under the Charter Act, approval of the Secretary of the Treasury is required for the Corporation's issuance of its debt obligations. Under the Charter Act, issuance of stock by the Corporation is required to be approved by the Secretary of HUD, who must also approve stock holding requirements imposed upon mortgage servicers for the Corporation.

Obligations of the Corporation issued under Section 304(b) of the Charter Act are subject to limitations imposed by the Charter Act and regulations adopted by HUD. See "Business—Corporate Indebtedness."

In addition to specific enumerated powers, including those described above, the Secretary of HUD is granted general regulatory power over the Corporation under the Charter Act with authority to promulgate rules and regulations to carry out the purposes of the Charter Act. Also, the Secretary may require, pursuant to the Charter Act, that a reasonable portion of the Corporation's mortgage loan purchases be related to the national goal of providing adequate housing for low- and moderate-income families, but with a reasonable economic return to the Corporation.

The Charter Act authorizes the Corporation to require entities selling mortgages to it to make nonrefundable capital contributions, equal to not more than 2 percent of the unpaid principal amounts of mortgages purchased or to be purchased by the Corporation from such sellers, as determined from time to time by the Corporation with the approval of the Secretary of HUD. Since 1977, the Corporation, with the approval of the Secretary of HUD, has imposed no such requirements on single-family mortgage sellers. There also is no such requirement on multi-family mortgage sellers.

The Charter Act requires that each servicer of the Corporation's mortgages own a minimum amount of common stock, measured by its stated value (currently \$6.25 per share). Prior to July 1986, the minimum amount was an amount not in excess of 2 percent, as determined from time to

time by the Corporation with the approval of the Secretary of HUD, of the aggregate outstanding principal balances of all mortgages of the Corporation that had been purchased subsequent to September 1, 1968, and that were then serviced by such servicer for the Corporation. In July 1986, the Corporation, with the approval of the Secretary of HUD, reduced the common stock ownership requirement to one share, without regard to the principal amount of the mortgages serviced.

The Charter Act also gives the Secretary of HUD the authority to audit and examine the books and financial transactions of the Corporation, but this authority has never been exercised.

Although thirteen members of the Corporation's eighteen-member Board of Directors are elected by the holders of the Corporation's common stock, the remaining five members are appointed by the President of the United States. One such appointed director is required to be from each of the home building, mortgage lending, and real estate industries. Any member of the Board of Directors, including a member elected by stockholders, may be removed by the President of the United States for good cause.

In addition to placing the Corporation under significant federal regulation, the Charter Act also grants to the Corporation certain privileges and immunities. For instance, securities issued by the Corporation are deemed to be "exempt securities" under laws administered by the Securities and Exchange Commission to the same extent as securities that are obligations of, or guaranteed as to principal and interest by, the United States. Registration statements with respect to the Corporation's securities are not filed with the Securities and Exchange Commission. The Corporation also is not required to file periodic reports with the Securities and Exchange Commission.

As described in "Business—Corporate Indebtedness," the Secretary of the Treasury of the United States has discretionary authority to purchase obligations of the Corporation up to a maximum of \$2.25 billion outstanding at any one time. This facility has not been used since the Corporation's transition from government control. Neither the United States nor any agency thereof is obligated to finance the Corporation's operations or to assist the Corporation in any other manner.

The Corporation is exempt from all taxation by any state or by any county, municipality, or local taxing authority except for real property taxes. The Corporation is not exempt from payment of federal corporate income taxes. Also, the Corporation may conduct its business without regard to any qualification or similar statute in any state of the United States, including the District of Columbia.

The Federal Reserve Banks are authorized to act as depositaries, custodians, and fiscal agents for the Corporation, for its own account, or as fiduciary.

BUSINESS

General

The Corporation purchases (primarily through its purchase commitments) and holds in portfolio mortgage loans on residential properties. The Corporation obtains funds to purchase mortgage loans from various capital markets. The Corporation also issues MBS, which are guaranteed mortgage pass-through certificates evidencing beneficial interests in pools of mortgage loans.

In this document, whole loans and participation interests in loans both are referred to as "loans," "mortgage loans," and "mortgages." The term "mortgage" also is used to refer to the security instrument securing a loan rather than the loan itself, and when so used also includes deed of trust.

While the Corporation has implemented changes that are reducing its sensitivity to increases in interest rates, the operations and earnings of the Corporation are still heavily influenced by the level of interest rates and the availability of alternative sources of mortgage credit.

At September 30, 1987 the Corporation employed approximately 2,400 full-time personnel.

Mortgage Loan Portfolio Spread

The performance of the portfolio is measured by the difference, or "spread," between the return that the Corporation receives on its mortgage loan portfolio and the cost of money it borrows to finance that portfolio. The following table sets forth the spread on the portfolio during the periods indicated.

<u>For the Month</u>	<u>Weighted Average Net Portfolio During Month</u> (Dollars in millions)	<u>Average Yield (1)</u>	<u>Average Cost of Outstanding Indebtedness (1)</u>			<u>Spread</u>
			<u>Short- term Notes (2)</u>	<u>Bonds and Deben- tures</u>	<u>Aggre- gate</u>	
December 1982	\$68,733	10.69%	10.81%	11.52%	11.39%	(.70)%
December 1983	75,144	10.70	9.55	11.39	11.07	(.37)
December 1984	83,540	10.93	10.97	11.68	11.56	(.63)
December 1985	94,192	10.81	8.20	11.26	10.77	.04
<u>1986</u>						
October	94,025	10.22	6.77	10.69	10.23	(.01)
November	94,345	10.15	6.62	10.57	10.10	.05
December	94,042	10.08	6.52	10.53	10.04	.04
<u>1987</u>						
January	92,825	10.06	6.47	10.48	9.99	.07
February	92,257	10.01	6.44	10.42	9.95	.06
March	91,292	9.98	6.51	10.37	9.95	.03
April	90,638	9.92	6.51	10.27	9.85	.07
May	89,977	9.90	6.59	10.20	9.83	.07
June	90,090	9.87	6.59	10.16	9.75	.12
July	90,075	9.86	6.73	10.12	9.72	.14
August	90,501	9.83	6.78	10.02	9.63	.20
September	91,237	9.84	7.04	9.99	9.63	.21

(footnotes to table on following page)

- (1) Average portfolio yield on a tax equivalent basis is calculated for the month shown and converted to an annual interest rate using as the numerator the interest income plus the amortized discount less servicing fees on a tax equivalent basis, and as the denominator the average outstanding unpaid principal balance of the mortgage loan portfolio less unamortized discount. Similarly, the average cost of bonds and debentures and aggregate indebtedness is calculated using net interest expense (including the amortization of issuance costs, hedging results and the effect of currency and interest rate swaps) and the average outstanding applicable net indebtedness during the month. The average cost of short-term indebtedness is calculated using net interest expense, adjusted to a standard number of days in each month, and the outstanding applicable net indebtedness during the month.
- (2) Includes master notes, investment agreements, residential financing securities, and securities sold under agreements to repurchase.

An improvement in the spread will depend upon the Corporation's ability to increase the yield on its mortgage loan portfolio or to refinance maturing borrowings at lower rates. Approximately \$14.4 billion principal amount at maturity of bonds and debentures (original term of one year or longer) will mature during the 12 months following September 30, 1987, as shown below. Such bonds and debentures have a weighted average cost of 11.18 percent at September 30, 1987

<u>Maturity Date</u>	<u>Principal Amount at Maturity</u> (Dollars in millions)	<u>Average Cost</u>	<u>Maturity Date</u>	<u>Principal Amount at Maturity</u> (Dollars in millions)	<u>Average Cost</u>
<u>1987</u>			<u>1988</u>		
October 13	\$1,600	11.90%	March 10	\$1,000	10.45%
November 10	2,226	11.28	April 11	1,000	10.50
December 10	1,000	10.95	May 10	1,000	10.56
Other Dates	1	9.00	June 10	500	10.55
<u>1988</u>			August 10		
January 11	1,700	11.12	September 12	1,520	11.79
February 10	1,800	11.29	Other Dates	18	8.66

Mortgage Loan Portfolio

Types of Loans Purchased

The Corporation purchases primarily single-family, conventional, fixed-rate, first mortgage loans, but it also purchases other types of residential mortgage loans for its loan portfolio, including FHA/VA mortgage loans, adjustable-rate mortgage loans ("ARMs"), multifamily mortgage loans, and second mortgage loans. The Corporation's purchases currently also include loans with a variety of maturities. The Corporation's purchases of ARMs, fixed-rate loans with intermediate terms (20 years or less), loans secured by second mortgages, and multifamily loans are designed to assist in mitigating the risks associated with rising interest rates, to match more closely the generally shorter maturities of its borrowings, and to provide a secondary market for a variety of loans that may be attractive to potential homeowners.

The composition of the Corporation's loan portfolio and of its loan purchases during the last five years is shown in the table under "Mortgage Loan Portfolio Statistics." Of the single-family mortgage loans that the Corporation purchased in 1986, approximately 46 percent were from mortgage banking companies, 29 percent were from savings and loan associations, 19 percent were from commercial and mutual savings banks, and 6 percent were from other companies.

Conventional/FHA/VA In recent years the Corporation has purchased predominantly conventional mortgage loans (i.e., mortgage loans that are not federally insured or guaranteed). In 1986, approximately 99 percent of the total dollar amount of the Corporation's purchases for portfolio were conventional mortgage loans. The remainder were insured by the FHA or guaranteed by the VA.

Fixed-Rate/Adjustable-Rate. The Corporation purchases both loans with fixed rates of interest and loans with adjustable rates of interest. The interest rates on ARMs are determined by formulas providing for automatic adjustment, up or down, in accordance with changes in a specified index. Since October 1985, the Corporation has issued commitments to purchase ARMs only if the ARMs have a cap on the amount the interest rate may change.

Substantially all fixed-rate loans provide for level monthly installments of principal and interest. The Corporation also purchases some growing equity mortgage loans and graduated payment mortgage loans (3 percent of loans purchased in 1986), which are fixed-rate loans with planned annual increases in the monthly payments over a specified period of time. With a growing equity mortgage loan, the increase in the payment applies solely to principal, resulting in faster amortization. With a graduated-payment mortgage loan, the increase in the payment applies to interest and additions previously made to the original principal balance because payments during the early years did not cover the full amount of interest on the loan at the fixed interest rate. Substantially all ARMs provide for adjustments (up or down) in the amount of monthly installments when the interest rate on the loan is adjusted because of changes in the applicable index. Installments on both fixed-rate loans and ARMs consist primarily of interest during the early and middle years with the major portion of the original principal balance scheduled to be paid during the years immediately preceding maturity.

The volume of the Corporation's purchases of ARMs has fluctuated, in part, because the level of interest rates and the difference between the interest rates on fixed-rate loans and the initial interest rates on ARMs with the same maturity influence the number of ARMs originated. As a result of the lower number of ARMs originated and available for purchase during the lower interest rate environment in 1986 and the first half of 1987, the Corporation's purchases of ARMs during 1986 and the first nine months of 1987 constituted only 4 percent and 6 percent, respectively, of the amount of loans the Corporation purchased, compared with 33 percent in 1985.

First Mortgage/Second Mortgage The Corporation primarily purchases fixed-rate loans and ARMs secured by first liens on residential properties ("first mortgage loans"), but it also purchases fixed-rate, conventional loans secured by second liens ("second mortgage loans"). Second mortgage loans generally bear higher interest rates and have shorter maturities than first mortgage loans. During 1986, the Corporation's purchases of second mortgage loans constituted 2 percent of total loans purchased.

Whole Loan/Participation Interest In addition to purchasing the complete ownership interest in mortgage loans (typically called whole loans), the Corporation also purchases less than 100 percent ownership of mortgage loans (typically called participation interests). The Corporation purchases percentage interests that range from 50 percent to 95 percent.

Single-Family/Multifamily While the Corporation primarily purchases mortgage loans secured by one- to four-family properties ("single-family" or "home" loans), it also purchases conventional mortgage loans secured by multifamily dwellings (i.e., dwellings with more than four families). These multifamily loans typically have a shorter term than single-family mortgage loans. In 1986, the Corporation's purchases of multifamily loans constituted 4 percent of the amount of loans it purchased.

Maturity. The Corporation currently purchases conventional, fixed-rate mortgage loans and ARMs with original maturities of up to 30 years, with a minimum of 10 years for ARMs. Prior to 1986, the large majority of the Corporation's single-family conventional loan purchases were 30-year loans. In 1985, the Corporation began to purchase actively 15-year, conventional mortgage

loans. In March 1987, the Corporation also began to purchase actively 10- and 20-year conventional, fixed-rate loans and conventional, fixed-rate loans with 7- and 10-year balloons but 30-year amortization schedules. During 1986 and the first nine months of 1987, the Corporation's purchases of intermediate term loans constituted 37 percent and 41 percent, respectively, of the amount of loans it purchased, as compared with 13 percent of its purchases in 1985.

The multifamily mortgage loans that the Corporation currently purchases generally have an effective term not exceeding 15 years, although FHA-insured project loans have an original maturity of 40 years.

Principal Balance Limits and Underwriting Guidelines

The Corporation may not purchase conventional mortgage loans on one-family dwellings if their original principal balance exceeds \$153,100, except for loans secured by properties in Alaska and Hawaii. Higher principal balance limits apply to loans secured by two or more family dwelling units. The maximum principal balance limits applicable to the Corporation's conventional mortgage loan purchases increase annually if there have been increases in the average cost of certain homes. On January 1, 1987, the limitation for one-family dwellings was raised from \$133,250 to the current level. See "Recent Legislative and Regulatory Developments."

Conventional multifamily loans the Corporation purchases are subject to certain maximum principal amounts, as set forth in the Charter Act, based on the number of units in the property being financed and its location.

FHA-insured loans are subject to statutory maximum amount limitations. The Corporation will not purchase VA-guaranteed loans that have principal amounts in excess of amounts the Corporation specifies.

Because FHA-insured and VA-guaranteed mortgage loans, as a result of their government backing, involve less risk to the Corporation from a credit standpoint, the Corporation's basic eligibility criterion for their purchase is simply the FHA insurance or the VA guaranty

Because conventional mortgage loans have no federal government backing, the Corporation has established certain underwriting guidelines for their purchase in an effort to reduce the risk of loss from mortgagor defaults. These guidelines are designed to assess the creditworthiness of the mortgagor as well as the value of the mortgaged home relative to the amount of the mortgage loan. The Corporation changes these guidelines from time to time, and the Corporation may deviate from them as to particular mortgage loans. The Corporation generally relies on lender representations to ensure that the mortgage loans it purchases conform to its underwriting guidelines.

In light of a continuing high volume of foreclosure losses, in 1985 the Corporation revised certain of its underwriting and borrower eligibility guidelines to increase the amount of income a borrower needs to qualify for mortgage loans with low down payments, require additional borrower cash down payment for certain types of loans, limit contributions paid by any interested party to the transaction other than the homebuyer and make other changes. For information on the Corporation's loss and delinquency experience on single-family conventional mortgage loans, see "Single-Family Conventional Mortgage Loan Portfolio Loss Charge-off, Delinquency, and REO Experience."

Generally, the Corporation requires that the unpaid principal amount of each conventional first mortgage loan purchased by it (i) not be greater than 80 percent of the value of the mortgaged property or (ii) if it is greater than 80 percent, that the excess over 75 percent be insured by an acceptable mortgage insurance company for so long as the principal balance of the mortgage loan is greater than 80 percent of such original value (or of the appraised value as determined by a subsequent appraisal). Although under the Charter Act mortgage insurance is

not required on mortgage loans with loan-to-value ratios greater than 80 percent if the mortgage loan seller retains a participation interest in the loan of not less than 10 percent or, in certain instances, agrees to repurchase the loan in the event of a default, the Corporation is requiring mortgage insurance in such cases, except where the lender agrees to repurchase the loan in the event of default. The Corporation generally requires mortgage insurance for second mortgage loans if the combined loan-to-value ratios of the first and second mortgage loans on the property exceed 70 percent.

Commitments

The Corporation purchases mortgage loans by issuing commitments, by which it agrees in advance to purchase a specified dollar amount of loans. The Corporation purchases mortgage loans through standard product commitments with posted yields and through negotiated commitments. The Corporation's standard mortgage loan products currently include 15-year and 30-year fixed-rate mortgage loans, several types of ARMs, and second mortgage loans. Mortgage loans delivered pursuant to the Corporation's standard product commitments are sold to the Corporation and serviced in accordance with the Corporation's published guidelines. The Corporation negotiates commitment terms primarily when the mortgage loans or proposed commitment terms do not conform in some manner to one of the Corporation's standard mortgage loan products or standard commitments.

The Corporation purchases most of its mortgage loans pursuant to mandatory delivery commitments. Under such commitments, lenders are obligated to sell loans to the Corporation at the commitment yield.

The Corporation also issues "market rate" and "rate lock" standby commitments to lenders that commit it to purchase a designated dollar amount of mortgage loans from them after they convert the standby commitments to mandatory delivery commitments. The lenders are not obligated to sell loans to the Corporation pursuant to the standby commitments. Lenders generally must pay a fee to the Corporation to convert such commitments. The yield on the mortgage loans is established at the time of the conversion in the case of "market rate" standby commitments and at the time the lender obtained the commitment in the case of "rate lock" standby commitments. The combined term of the standby and mandatory commitments currently can be up to 9 months for "market rate" commitments and up to 5 months and 14 months for standard and negotiated "rate-lock" commitments, respectively.

Lenders often have paid fees, typically from one-quarter of 1 percent to 1 percent of the amount of the commitment, for these commitments, depending on market conditions, the type of mortgage loan, and the length and characteristics of the commitment. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Annual Periods—Results of Operations—New Accounting Standard" for a discussion of the Corporation's current accounting treatment for such fees, a standard the Financial Accounting Standards Board has issued requiring a change in accounting for commitment fees, and the manner in which the Corporation intends to implement the new standard. Effective October 1, 1987, the Corporation eliminated its requirement of upfront commitment fees on all mandatory delivery transactions for its standard mortgage products. Concurrently, the Corporation began offering lenders the choice of obtaining a commitment without fees at competitive yields or a commitment at lower yields with fees for selected negotiated, or nonstandard, mortgage purchase transactions.

The following table sets forth the Corporation's mortgage loan portfolio commitment activity.

Mortgage Loan Portfolio Commitments
(Dollars in millions)

Commitments Issued	Year Ended December 31,					Nine Months Ended September 30,	
	1982	1983	1984	1985	1986	1986	1987
Home: Government-insured or -guaranteed.....	\$ 923	\$ 141	\$ 68	\$ 197	\$ 210	\$ 171	\$ 1,109
Conventional: Fixed-rate.....	13,405	10,562	11,838	11,902	29,910	24,919	13,202
Adjustable-rate.....	6,024	6,573	7,072	6,525	1,035	891	3,232
Second mortgage.....	1,745	1,325	1,240	808	461	380	134
Total home mortgage loans.....	<u>22,097</u>	<u>18,601</u>	<u>20,218</u>	<u>19,432</u>	<u>31,616</u>	<u>26,361</u>	<u>17,677</u>
Multifamily: Government-insured.....	9	—	—	—	—	—	—
Conventional: Fixed-rate.....	—	6	703	793	1,371	1,169	157
Adjustable-rate.....	—	—	86	—	—	—	—
Total multifamily mortgage loans.....	<u>9</u>	<u>6</u>	<u>789</u>	<u>793</u>	<u>1,371</u>	<u>1,169</u>	<u>157</u>
Total.....	<u>\$22,106</u>	<u>\$18,607</u>	<u>\$21,007</u>	<u>\$20,225</u>	<u>\$32,987</u>	<u>\$27,530</u>	<u>\$17,834</u>

Commitments Outstanding	December 31,					September 30,	
	1982	1983	1984	1985	1986	1986	1987
Home: Government-insured or -guaranteed.....	\$ 44	\$ 8	\$ 12	\$ 17	\$ 13	\$ 20	\$ 8
Conventional: Fixed-rate.....	4,016	1,554	3,015	1,697	2,728	6,101	3,224
Adjustable-rate.....	3,331	3,823	2,913	1,276	427	704	2,344
Second mortgage.....	206	66	331	205	48	77	27
Total home mortgage loans.....	<u>7,597</u>	<u>5,456</u>	<u>6,271</u>	<u>3,195</u>	<u>3,216</u>	<u>6,902</u>	<u>5,603</u>
Multifamily: Government-insured.....	9	—	—	—	—	—	—
Conventional: Fixed-rate.....	—	4	113	207	170	350	24
Total multifamily mortgage loans.....	<u>9</u>	<u>4</u>	<u>113</u>	<u>207</u>	<u>170</u>	<u>350</u>	<u>24</u>
Total.....	<u>\$ 7,606</u>	<u>\$ 5,460</u>	<u>\$ 6,384</u>	<u>\$ 3,402</u>	<u>\$ 3,386</u>	<u>\$ 7,252</u>	<u>\$ 5,627</u>

Servicing

Those who sell single-family mortgage loans and conventional multifamily loans to the Corporation generally retain, subject to the Corporation's guidelines, the responsibility for servicing the mortgage loans sold. Servicing includes the collection and remittance of principal and interest payments, administration of escrow accounts, collection of insurance claims, and, if necessary, processing of foreclosures. The Corporation compensates servicers by permitting them to retain a specified portion of each interest payment on a serviced mortgage loan.

The Corporation services the government-insured multifamily loans in its portfolio.

Mortgage Loan Portfolio Statistics

The following table sets forth the composition of the Corporation's mortgage loan portfolio, purchase activity, principal repayments, mortgage loan sales, the weighted average yield (net of servicing) on the mortgage loan portfolio, and the average net yield on mortgage loans purchased

		Mortgage Loan Portfolio (Dollars in millions)					Nine Months Ended September 30,	
		Year Ended December 31,						
		1982	1983	1984	1985	1986	1986	1987
Unpaid Principal Balances at End of Period								
Home	Government-insured or -guaranteed	\$33,742	\$31,000	\$29,016	\$27,414	\$15,968	\$19,479	\$14,637
	Conventional	27,790	32,533	38,781	45,065	58,176	53,522	59,155
	Fixed-rate	3,332	7,126	11,729	16,955	14,343	15,147	12,538
	Adjustable-rate	1,636	2,386	2,817	2,899	2,169	2,360	1,571
	Second mortgage	5,283	5,148	5,060	4,951	4,852	4,881	4,503
Multifamily	Government-insured	31	63	635	1,319	2,301	2,298	2,464
	Conventional	—	—	71	46	24	30	16
	Fixed-rate							
	Adjustable-rate							
	Total unpaid balance	<u>\$71,814</u>	<u>\$78,256</u>	<u>\$88,109</u>	<u>\$98,649</u>	<u>\$97,833</u>	<u>\$97,717</u>	<u>\$94,884</u>
	Average yield net of servicing	10.73%	10.70%	10.93%	10.81%	10.08%	10.29%	9.84%
Purchases During Period								
Home	Government-insured or -guaranteed	\$ 901	\$ 186	\$ 190	\$ 482	\$ 439	\$ 325	\$ 1,149
	Conventional	9,443	11,703	9,544	12,398	27,454	19,434	11,805
	Fixed-rate	3,210	4,246	5,403	7,066	1,108	997	866
	Adjustable-rate	1,552	1,408	937	871	498	399	121
	Second mortgage	10	12	—	—	—	—	—
Multifamily	Government-insured	—	2	567	693	1,327	1,003	267
	Conventional	—	—	80	—	—	—	—
	Fixed-rate							
	Adjustable-rate							
	Total mortgage Loans purchased	<u>\$15,116</u>	<u>\$17,557</u>	<u>\$16,721</u>	<u>\$21,510</u>	<u>\$30,826</u>	<u>\$22,158</u>	<u>\$14,208</u>
	Average net yield on mortgage loans purchased	15.00%	12.65%	12.79%	11.59%	9.57%	9.69%	9.34%
	Interest—Capitalized	<u>\$ 116</u>	<u>\$ 100</u>	<u>\$ 142</u>	<u>\$ 140</u>	<u>\$ 52</u>	<u>\$ 44</u>	<u>\$ 13</u>
Repayments During Period								
Home	Government-insured or -guaranteed	\$ 1,263	\$ 2,046	\$ 1,651	\$ 2,090	\$ 2,876	\$ 2,163	\$ 1,631
	Conventional	910	3,474	2,846	4,796	12,396	9,048	8,499
	Fixed-rate	29	452	934	1,963	3,756	2,836	2,680
	Adjustable-rate	92	658	505	788	1,228	938	719
	Second mortgage	121	110	81	109	99	70	98
Multifamily	Government-insured	—	7	5	20	360	35	109
	Conventional	—	—	9	25	22	16	7
	Fixed-rate							
	Adjustable-rate							
	Total mortgage loan repayments (1)	<u>\$ 2,415</u>	<u>\$ 6,747</u>	<u>\$ 6,031</u>	<u>\$ 9,791</u>	<u>\$20,737</u>	<u>\$15,106</u>	<u>\$13,743</u>
	Repayments as a percentage of total un- paid balance (Annualized)	3.4%	8.6%	6.8%	9.9%	21.2%	20.5%	19.3%
Sales During Period								
Home	Government-insured or -guaranteed	\$ 518	\$ 907	\$ 529	\$ —	\$ 9,011	\$ 6,099	\$ 849
	Conventional	1,897	3,561	450	1,319	1,946	1,929	2,328
	Fixed-rate	—	—	—	—	—	—	250
	Government-insured							
	Total sales	<u>\$ 2,415</u>	<u>\$ 4,468</u>	<u>\$ 979</u>	<u>\$ 1,319</u>	<u>\$10,957</u>	<u>\$ 8,028</u>	<u>\$ 3,427</u>

(1) Repayments include \$357 million, \$537 million, \$648 million, \$835 million and \$1,142 million in 1982, 1983, 1984, 1985 and 1986, respectively, of loans removed from portfolio as a result of foreclosures. Foreclosures included in repayments for the first nine months of 1987 and 1986 were \$896 million and \$827 million, respectively.

At September 30, 1987, the weighted average life (based on the underlying amortization schedules, balloon provisions, and assuming no prepayments) of the mortgage loans in the Corporation's mortgage loan portfolio was approximately 21 years, and the weighted average yield was 9.84 percent.

Prepayments and Assumptions

As shown by the table under "Mortgage Loan Portfolio Statistics," the level of principal repayments as a percentage of the Corporation's mortgage loan portfolio in 1986 reflects a substantial increase from the levels of previous years. Because the majority of mortgage loans in the Corporation's portfolio are prepayable by the borrower (in some cases with a small penalty), the substantial decline in mortgage interest rates experienced in 1986 resulted in a significant increase in prepayments of the higher interest rate mortgage loans in the Corporation's loan portfolio. This prepayment phenomenon was the major cause of the decline in yield on the mortgage loan portfolio. In general, when the level of interest rates declines significantly below the interest rates on portfolio mortgage loans, the rate of prepayment is likely to increase, although the rate of principal payments is influenced by a variety of economic, geographic, social, and other factors.

The low level of principal prepayments experienced in 1982 contributed to the Corporation's operating loss in 1982. As a result, the Corporation was forced to rely more heavily on high-cost borrowings to finance new mortgage purchases and to refund maturing indebtedness. The Corporation believes that the significant reduction in principal paydowns during 1982 was due primarily to the high interest rate environment. The high cost of new financing resulted in both a decline in the number of home sales and a major portion of home sales being financed through so-called "creative" financing wherein the existing mortgage was assumed by the purchaser of the home (and generally coupled with second mortgage or purchase money financing) or "wrapped" by another loan from another lender.

The Corporation currently enforces "due-on-sale" clauses in conventional fixed-rate mortgages purchased by the Corporation pursuant to commitments issued on and after November 10, 1980 and in conventional mortgages covering properties whose sale has been facilitated by "wraparound" or second mortgages made by institutional lenders. Because a significant portion of the Corporation's portfolio loans (including all FHA and VA loans) do not contain any such clause and several states have limited the enforcement of such clauses in loans originated or assumed during certain periods prior to October 15, 1982, the Corporation has been unable to prevent assumptions on a major portion of its portfolio.

Single-Family Conventional Mortgage Loan Portfolio Loss Charge-off, Delinquency, and REO Experience

Approximately 77 percent of the Corporation's portfolio consists of single-family conventional mortgage loans. The allowance for losses on conventional mortgage loans acquired for portfolio is established by charges to income (called the provision for losses) when mortgage loans are purchased, and is adjusted at other times to maintain the allowance at a level management believes is appropriate. The allowance is reduced through charge-offs of foreclosure losses.

The Corporation has experienced a substantial increase in losses charged off on conventional mortgage loans. This increase has resulted both from an increase in the number of loans foreclosed and from a higher average loss per foreclosure. The losses charged off on the single-family conventional loan portfolio, excluding loans purchased as participation interests and loans reported in summary format, are summarized in the following table:

Single-Family Conventional Loan Loss Charge-off Experience

(Dollars in millions)

	Year Ended December 31,					Nine Months Ended September 30,	
	1982	1983	1984	1985	1986	1986	1987
Net losses charged off during period (1)	\$ 16	\$ 38.4	\$ 79.2	\$ 107.2	\$ 119.7	\$ 87.9	\$ 106.4
Principal balance at end of period	\$23,983	\$24,457	\$24,634	\$26,032	\$31,550	\$27,417	\$35,343
Net loss charge-off ratio	0.0067%	0.1570%	0.3215%	0.4118%	0.3794%	0.4275%	0.4014%
Number of foreclosures during period	1,270	2,963	4,664	6,220	7,672	5,207	5,944
Number of loans at end of period	539,465	538,470	540,188	553,826	608,880	556,795	649,551
Percent foreclosed	0.2354%	0.5503%	0.8634%	1.1231%	1.2600%	1.2469%	1.2201%

- (1) Prior to September 1983, net losses charged off were determined upon disposition of foreclosed properties by subtracting from the proceeds realized the sum of the book value of the foreclosed asset and related foreclosure costs, expenses, interest accrued but uncollected to the date of foreclosure, and other carrying costs. Beginning in September 1983, estimated losses on acquired properties are charged to the allowance for losses when properties are acquired rather than at disposition, and such estimated losses are adjusted, from time to time as appropriate, to reflect current estimates of net realizable value. In September 1983, \$26.3 million was charged off against the allowance for losses for write-downs to market of properties on hand and for below-market financing on sales of acquired properties in all prior periods.

Loan losses charged off relating to the remainder of the Corporation's total single-family conventional mortgage loan portfolio totaled \$52.9 million for the first nine months of 1987, \$53.2 million for 1986 and \$35.6 million for 1985. The principal balance of such portion of the Corporation's portfolio at September 30, 1987 and at the end of 1986 and 1985 was \$37.9 billion, \$43.1 billion and \$38.9 billion, respectively. For periods prior to 1984, loan losses charged off on this part of the portfolio were insignificant.

Primarily in response to the increase in actual and anticipated charge-offs since 1984, the Corporation has increased the provision for loan losses. The provision for losses on single-family conventional mortgage loans in the Corporation's portfolio and the total allowance for losses thereon are summarized in the following table:

Single-Family Conventional Loan Loss Provision and Allowance for Losses

(Dollars in millions)

	Year Ended December 31,					Nine Months Ended September 30,	
	1982	1983	1984	1985	1986	1986	1987
Provision during year	\$ 30	\$ 35	\$68	\$161	\$226	\$170	\$189
Allowance at end of period	125	112	92	107	151	144	167

Delinquencies experienced on the single-family conventional loan portfolio are summarized in the following table. Excluded from the table are loans purchased as participation interests and loans reported in summary format.

Single-Family Conventional Loan Delinquency Experience

(Percent of portfolio by number of loans)

Period of Delinquency	December 31,					September 30,	
	1982	1983	1984	1985	1986	1986	1987
One month	3.3%	3.5%	3.7%	3.4%	2.7%	3.1%	2.3%
Two months	.7	.8	.9	.9	.7	.8	.6
Three or more months	.3	.5	.5	.6	.8	.7	.6
Total(1)	<u>4.3%</u>	<u>4.8%</u>	<u>5.1%</u>	<u>4.9%</u>	<u>4.2%</u>	<u>4.6%</u>	<u>3.5%</u>
Under special lender forbearance	.4%	.5%	.6%	.7%	.6%	.7%	.5%
In foreclosure	.6	.9	.8	.9	.8	.9	.7

(1) Delinquency percentages exclude loans under special lender forbearance or in foreclosure.

The number of properties owned by the Corporation as a result of foreclosures ("REO") has increased significantly. In recent years, due to the decrease in the rate of appreciation of property values, mortgage insurance companies generally have paid the insurance claims rather than take title to the foreclosed properties. This practice, in combination with an increased number of foreclosures and a longer average holding period of the properties, has caused the substantial increase in the Corporation's REO inventory. Information as to the number of REO properties owned by the Corporation and the carrying value for the properties is contained in the following table.

Single-Family Conventional REO Experience

(Dollars in thousands)

	March 31,	December 31,			September 30,	
	1984(1)	1984	1985	1986	1986	1987
Number of REO (2)	3,000	5,400	7,700	8,100	8,400	8,600
Aggregate carrying value (3)	\$140,000	\$247,000	\$298,000	\$294,000	\$309,000	\$305,000
Average carrying value (3)	\$ 47	\$ 46	\$ 39	\$ 36	\$ 37	\$ 35

(1) The Corporation began to compile comparable REO data as of March 31, 1984.

(2) The number of REO excludes properties acquired upon foreclosure of loans where the Corporation had a participation interest of less than 100 percent. The Corporation believes that the addition of such properties in 1986 would not have increased the inventory by more than 15 percent. Beginning in 1987, such REO properties are acquired and managed by the Corporation. As of September 30, 1987, the Corporation held 900 properties in which it had a participation interest.

(3) The carrying value of a property is the lower of the Corporation's net investment (after deducting any mortgage insurance proceeds) or current estimated net realizable value.

The Corporation's loan portfolio also includes approximately \$97.1 million of mortgage loans of limited partnerships of which a successor to either Equity Programs Investment Corp. ("EPIC") or a related company is the general partner under the reorganization plan discussed below. The EPIC limited partnerships stopped making payments on their mortgage loans after July 1985. Later in 1985, EPIC limited partnerships that are the mortgagors on most of such loans filed for protection from creditors under Chapter 11 of the federal bankruptcy code. On April 25, 1986, the Bankruptcy Court confirmed a reorganization plan under which the interest rate on EPIC mortgage loans was reduced from an average of 13.8 percent to a payment rate of 8.5 percent, and an accrual rate (for purposes of claims against sales proceeds and mortgage insurance) of 11 percent. The reorganization plan subsequently was modified to reduce the interest rate on the loans, effective October 1, 1987. Until October 1, 1988, the interest rate will be a payment rate of 7 percent and an accrual rate of 9.5 percent, and in subsequent years it will vary in accordance with the one-year Treasury index. Under the plan, the approximately 20,000 homes (of which the Corporation owned 1,489), are to be sold over a five- to seven-year period, and are to be rented in the interim. The reduced interest payments will be funded by net rents and any other funds available from the EPIC partnerships and, for mortgages insured by participating mortgage insurers, by advances from the mortgage insurers to the extent that other funds are insufficient. Virtually all of the Corporation's EPIC mortgages are insured by mortgage insurers participating in the reorganization plan. The Corporation expects that the orderly property management and disposition process provided under the EPIC reorganization plan will do much to mitigate potential losses. The Corporation stopped accruing income on its EPIC assets when the first defaults occurred in the third quarter of 1985. At this time, management expects that the Corporation will not incur a material loss of its principal investment in loans purchased from EPIC.

TMIC Insurance Company, Inc. ("TMIC"), formerly Ticor Mortgage Insurance Company, a major national private mortgage insurer and a participating insurer in the EPIC plan, was placed into conservatorship by the California Insurance Department in April 1986, in part because it has insured a significant amount, relative to its total capital and reserves, of EPIC mortgage loans. On April 28, 1986, the Los Angeles Superior Court approved a Rehabilitation Plan for TMIC that enables TMIC to participate in the EPIC reorganization plan with respect to the EPIC mortgages that TMIC insures. As part of the reorganization plan, TMIC's parent, TICOR, has agreed to provide TMIC with \$30 million in new capital over four years.

TMIC also insures individual mortgage loans owned by the Corporation. Although the Corporation does not have information readily available regarding the percentage of its mortgage loan portfolio that TMIC currently insures, management believes that TMIC insured approximately 13 percent (approximately \$1.7 billion) of the loans in the Corporation's insured, conventional whole-loan portfolio as of June 30, 1987, excluding loans purchased as participation interests, loans purchased in summary format, and loans in MBS pools, for which data are not readily available. Effective September 5, 1985, the Corporation ceased to issue commitments to purchase, or issue MBS with respect to, individual loans covered by mortgage insurance issued by TMIC. TMIC's Rehabilitation Plan provides that non-EPIC claims will be paid in three equal annual installments, with simple interest at 8 percent per year on the unpaid installments payable one year after payment of the third installment.

Corporate Indebtedness

Although the Corporation is stockholder-owned and its obligations are not backed by the United States or any agency or instrumentality thereof other than the Corporation, the Corporation's debt has traditionally been treated as "U.S. Agency" debt in the U.S. marketplace. The Corporation, as a result, has historically enjoyed ready access to funds in the U.S. credit markets at rates that are slightly higher than the yields on U.S. Treasury obligations of comparable maturities.

The following table sets forth at September 30, 1987 the maturity profile of the Corporation's debentures and bonds that were originally issued with a maturity of one year or longer.

<u>Maturing Within</u>	<u>Book Value</u>	<u>Average Cost(1)</u>
	(Dollars in millions)	
One year	\$14,414	11.18%
One to two years	11,659	10.77
Two to three years	10,110	10.13
Three to four years	10,258	8.47
Four to five years	7,558	9.24
Over five years	23,725	9.37

(1) Includes the amortization of issuance costs and hedging results, and the effect of currency and interest rate swaps

The outstanding indebtedness of the Corporation consists of general unsecured obligations outstanding under Section 304(b) of the Charter Act, subordinated capital debentures (including convertible capital debentures), which are unsecured subordinated general obligations issued under Section 304(e) of the Charter Act, and mortgage-backed bonds issued and securities sold under agreements to repurchase under Section 304(d) of the Charter Act.

Section 304(b) of the Charter Act provides that the aggregate amount of obligations outstanding under such subsection shall not exceed, at any one time, fifteen times the sum of the capital (including, for this purpose, capital debentures), capital surplus, general surplus, reserves, and undistributed earnings of the Corporation unless a greater ratio is fixed by the Secretary of HUD. In 1982, the Secretary of HUD increased this ratio to 30:1, but on April 21, 1987, the Secretary advised the Corporation that he would immediately lower the debt-to-capital ratio to 25:1, with the intention of further lowering this ratio to 20:1 by December 31, 1988. See "Recent Legislative and Regulatory Developments." Regulations adopted by HUD provide that this ratio is, in the event of a reduction in the Corporation's capital, automatically increased to such ratio as shall be necessary to include all obligations outstanding pursuant to Section 304(b). At September 30, 1987 this debt-to-capital ratio was 21.2:1, compared with a ratio of 24.9:1 at December 31, 1986 and September 30, 1986. At September 30, 1987, the Corporation could have issued approximately \$16.3 billion of obligations under Section 304(b) of the Charter Act in addition to its then outstanding obligations under that Section.

Prior to October 15, 1982, the Charter Act provided that the total principal amount of obligations issued under Section 304(e) that could be outstanding at any one time could not exceed two times the sum of (i) the capital of the Corporation represented by its outstanding common stock and (ii) its surplus and undistributed earnings at such time. Although this restriction was removed by Congress in 1982, the Corporation is obligated to holders of certain outstanding issues of subordinated capital debentures to maintain such ratio until such outstanding debentures mature or are redeemed. At September 30, 1987, this subordinated debt-to-equity ratio was 0.9:1, compared with 1.1:1 at December 31, 1986 and 1.2:1 at September 30, 1986. At September 30, 1987, the Corporation could have issued approximately \$2.4 billion of additional subordinated obligations and still have been in compliance with the 2:1 debt-to-equity ratio. The latest maturity date of a series of subordinated debentures containing the subordinated debt-to-equity restriction is September 30, 2002, although that series is callable at the Corporation's option beginning in 1988. Other noncallable subordinated obligations containing the subordinated debt-to-equity restriction are scheduled to be outstanding until May 1989. Regulations adopted by HUD provide that, at the maturity or other event requiring the payment or redemption of obligations issued under Section 304(e) of the Charter Act, the permitted debt-to-capital ratio is automatically increased as necessary to permit the issuance of obligations under

Section 304(b) of the Charter Act in an amount sufficient to provide the proceeds required to pay the principal of and interest on the outstanding subordinated obligations required to be paid at such time.

Issuances of indebtedness pursuant to Section 304(b) are also subject to the condition that, at the time of any such issuance, the aggregate amount of such indebtedness then outstanding under such Section 304(b), after giving effect to the indebtedness being issued, is not greater than the Corporation's ownership, free from any liens or encumbrances, of cash, mortgages or other security holdings and obligations, participations or other investments. Unlike the debt-to-capital ratio limitation described above, this Section 304(b) limitation is statutory and may not be waived or varied by the Secretary of HUD. For purposes of each of the foregoing calculations, the Corporation accounts for debt obligations issued at a discount at their book value (face amount less unamortized discount).

Section 304(d) of the Charter Act, pursuant to which MBS and mortgage-backed bonds are outstanding, imposes a requirement with respect to securities issued thereunder that the mortgages pledged or set aside must be sufficient at all times to make timely debt service payments on the securities. There is no other limitation on the amount of MBS and mortgage-backed bonds that may be outstanding.

Section 304(e) of the Charter Act authorizes the Secretary of the Treasury, in his discretion, as a public debt transaction, to purchase obligations of the Corporation up to a maximum of \$2.25 billion outstanding at any one time. This authority has not been used since the Corporation's transition from government control. Although the Secretary of the Treasury is authorized to purchase the obligations of the Corporation, the Secretary is under no requirement to do so. Any such obligations purchased by the Secretary of the Treasury must be issued pursuant to Section 304(b) of the Charter Act and, accordingly, would be subject to the applicable limitations and restrictions described above.

The following table sets forth the Corporation's borrowing activity and outstanding borrowings, the respective costs of borrowings, and average maturities. The amounts given are book value (face amount less unamortized discount) except for short-term notes, which, because they have a maturity of less than one year, are reported at their face amount.

	Debt (Dollars in millions)					Nine Months Ended September 30,	
	Year Ended December 31,						
	1982	1983	1984	1985	1986	1986	1987
Short-Term Notes, Master Notes, Securities Sold under Agreements to Repurchase, Residential Financing Securities, and Investment Agreements							
Issued during period:							
Amount	\$36,152	\$22,228	\$26,231	\$23,617	\$22,066	\$14,399	\$16,159
Average cost	12.31%	9.51%	10.92%	8.47%	6.39%	6.77%	6.42%
Average Maturity—Days(1)	141	179	222	240	217	227	135
Outstanding at end of period:							
Amount	\$13,639	\$13,410	\$16,097	\$17,427	\$13,971	\$12,540	\$12,857
Average cost	10.73%	9.73%	11.05%	8.26%	6.40%	6.89%	7.14%
Average Maturity—Days(1)	151	115	127	121	161	149	125
Bonds, Debentures, Medium-Term Notes, and Long-term Investment Agreements							
Issued during period:							
Amount	\$18,808	\$17,790	\$21,740	\$24,569	\$17,857	\$12,457	\$12,736
Average cost	13.76%	10.74%	11.99%	10.47%	7.95%	8.17%	7.97%
Average Maturity—Months	38	58	51	67	85	90	76
Outstanding at end of period:							
Amount	\$56,392	\$61,477	\$67,992	\$76,768	\$79,745	\$79,495	\$79,906
Average cost	11.53%	11.41%	11.63%	11.17%	10.41%	10.65%	9.84%
Average Maturity—Months	33	35	36	42	49	47	52
Total Debt							
Issued during period:							
Amount	\$54,960	\$40,018	\$47,971	\$48,186	\$39,923	\$26,856	\$28,895
Average cost(2)	12.82%	10.07%	11.47%	9.62%	7.10%	7.43%	7.11%
Average Maturity—							
Months(1)(2)	16	29	29	46	47	51	39
Outstanding at end of period:							
Amount	\$70,031	\$74,887	\$84,089	\$94,195	\$93,716	\$92,035	\$92,763
Average cost(2)	11.38%	11.12%	11.56%	10.79%	10.01%	10.35%	9.64%
Average Maturity—							
Months(1)(2)	27	29	31	40	46	45	48

(1) This is calculated exclusive of certain investment agreements for which the average maturity is indeterminate because the balance associated with each investment agreement fluctuates over the life of the agreement.

(2) Average cost and maturity of total debt issued and outstanding include the amortization of issuance costs, hedging results, and the effect of currency and interest rate swaps.

Mortgage-Backed Securities

The Corporation issues mortgage-backed securities ("MBS") and stripped mortgage-backed securities ("SMBS"). These are guaranteed mortgage pass-through certificates evidencing beneficial interests in pools of mortgage loans. The pools of mortgage loans are not assets of the Corporation, nor are the related outstanding securities liabilities of the Corporation. The Corporation, however, is liable under its guaranty.

The Corporation issues MBS for conventional, fixed-rate, single-family mortgage loans, California variable-rate mortgage loans, FHA-insured and VA-guaranteed mortgage loans, growing equity mortgage loans, ARMs, graduated-payment mortgage loans, and multifamily loans that satisfy the maximum principal balance limits applicable to the Corporation's purchases for portfolio as described under "Mortgage Loan Portfolio—Principal Balance Limits and Underwriting Guidelines." The majority of the Corporation's MBS outstanding represents beneficial interests in conventional fixed-rate mortgage loans on single-family dwellings.

Most MBS are issued in "swap" transactions, in which lenders approved by the Corporation exchange pools of mortgage loans directly for MBS. Lenders then either hold the certificates, sell them to other investors, or use them as loan collateral in repurchase agreements. In 1984, the Corporation began swapping MBS representing beneficial interests in conventional single-family or multifamily mortgage loans financed by bond issues of state or local governments or authorities. In addition to "swap" transactions, the Corporation pools mortgage loans from its own portfolio or purchases mortgage loans from lenders in exchange for cash, assembles the mortgage loans in a pool, and sells the related certificates.

The MBS carry the Corporation's guaranty of timely payment of scheduled principal and interest on the underlying pooled mortgage loans, whether or not such payments are received from the mortgagor. Because of the Corporation's guaranty of timely payment on the MBS, these instruments attract investors who would not ordinarily invest in mortgage loans. The program enables the Corporation to further its statutory purpose of increasing the liquidity of residential mortgage loans without requiring that the Corporation take the financing or "spread" risk on the pooled mortgage loans. In addition, MBS create a source of guaranty fee income to the Corporation that is not as interest-rate sensitive as the Corporation's portfolio investing activities.

The Corporation's activity in MBS is shown in the following table.

	MBS					Nine Months	
	(Dollars in millions)					Ended	
	Year Ended December 31,					September 30,	
	1982	1983	1984	1985	1986(3)	1986(3)	1987(3)
Commitments:							
Issued during period	\$15,517	\$15,722	\$42,235(1)	\$32,957	\$72,294	\$50,598	\$ 55,127
Outstanding at period end	2,331	1,627	4,505	10,093	19,052	14,210	23,637(2)
MBS Certificates							
Issued during period	\$13,970	\$13,340	\$13,546	\$23,649	\$60,566	\$43,901	\$50,344
Outstanding at period end	14,450	25,121	36,215	54,987	97,174	86,359	130,540

- (1) The substantial increase in the commitment volume for mortgage-backed securities in 1984 resulted from a marketing effort that included the elimination of commitment fees for a limited period on optional delivery MBS commitments. Because these optional delivery commitments were issued without charging any commitment fee, the delivery rate on these commitments was lower than normal.
- (2) The \$23.6 billion in commitments consists of approximately \$13.1 billion in mandatory delivery commitments and approximately \$10.5 billion in optional delivery commitments.
- (3) Includes SMBS activity.

The Corporation receives guaranty and commitment fees for its MBS and SMBS. In addition, it receives fees for converting MBS to SMBS. For the nine months ended September 30, 1987, MBS guaranty fees and commitment fees (exclusive of SMBS conversion fees) totaled \$188.7 million and \$8.2 million, respectively. For the year ended December 31, 1986, fees from MBS and SMBS included \$175.0 million of guaranty fees and \$14.1 million of commitment fees. Commitment fees are paid at the time a commitment is issued. Guaranty fees are generally paid monthly. Commitments for MBS provide for optional or mandatory delivery.

Because the Corporation guarantees timely payment of scheduled principal and interest on the MBS, it absorbs the ultimate credit risk of a borrower's default on all conventional mortgage loans in MBS pools. The Corporation protects against this risk in the same manner as for portfolio mortgage loans. Specifically, the guidelines for mortgage loans purchased for MBS pools are the same as those for mortgage loans purchased for portfolio as described under "Mortgage Loan Portfolio—Principal Balance Limits and Underwriting Guidelines." In addition, the Corporation's risk may be offset somewhat to the extent sellers of pools of mortgage loans elect to remain at risk on the loans sold to the Corporation. Lenders are provided an option to assume the credit risk in exchange for paying a lower guaranty fee. At September 30, 1987, \$51 billion of the conventional mortgage loans that are part of MBS pools were acquired with recourse to the sellers in the event of default by the borrowers on the underlying mortgage loans. If the loss rate on conventional mortgage loans in pools should appreciably increase, the Corporation's losses could, to the extent not offset by recourse to sellers, become significant. An allowance for foreclosure losses is maintained for MBS for which the Corporation does not have recourse to sellers on the underlying loans. Charges to income are recorded ratably over several years beginning at the time MBS are issued. Additional provisions for losses are recorded, when needed, to maintain the liability at a level management believes is appropriate. When mortgage loans are sold from portfolio into MBS, the related allowance is transferred. The Corporation charged off \$19.5 million for the first nine months of 1987, \$9.5 million in 1986 and \$18.7 million in 1985 relating to foreclosure losses on MBS. The Corporation's allowance for foreclosure losses on MBS was \$114.0 million, \$78.9 million and \$33.4 million, at September 30, 1987, December 31, 1986, and December 31, 1985, respectively.

During 1986, the Corporation introduced its stripped mortgage-backed security. An SMBS consists of two or more classes of securities. Each class represents a specified percentage of undivided ownership interest in the principal payments to be made on a pool of mortgage loans or MBS certificates and a different specified ownership interest in the interest payments on such pool. Additionally, an SMBS issue may be structured with separate classes for principal and interest. Under the traditional MBS program, an investor has an undivided interest in the entire pool of underlying mortgage loans. The Corporation issued \$2.4 billion of SMBS during 1986 through sales from portfolio. During the first nine months of 1987, the Corporation issued \$9.1 billion of SMBS, including \$6.7 billion through swaps of SMBS for MBS from lenders or dealers. During the first nine months of 1987, the Corporation earned \$41.8 million in fees for converting MBS to SMBS.

HUD has authorized the Corporation to issue up to \$15 billion of Real Estate Mortgage Investment Conduits ("REMICs") (mortgage pass-through entities authorized by the Tax Reform Act of 1986) backed by conventional mortgages through July 20, 1988. See "Recent Legislative and Regulatory Developments." The Corporation also may issue REMICs backed by FHA/VA mortgages. As of October 31, 1987, the Corporation had issued \$500 million of REMICs backed by conventional mortgages and entered into an agreement to sell another \$200 million of REMICs backed by such mortgages.

National Mortgage Exchange Project

In 1986, the Corporation formed a subsidiary to explore the development of settlement and custody businesses, along with supporting technologies, for the more efficient operation of the secondary market for mortgage securities. In April 1987, the Corporation decided not to proceed with the development of these businesses. The Corporation concluded that it would be best for it to support other efforts already underway to make secondary market operations more efficient.

Competition

The Corporation competes, within the limits prescribed by its Charter Act, in the purchase of mortgage loans for portfolio and the issuance of mortgage-backed securities in the secondary mortgage market. The Corporation competes primarily with savings and loan associations, savings banks, commercial banks, mortgage bankers, government-sponsored corporations, and companies that pool mortgage loans ("conduits") for sale to investors as whole loans or mortgage-backed securities. The number and types of institutions that compete with the Corporation have increased significantly in recent years, with the substantial increase in the amount of mortgage loans sold in the secondary mortgage market and the growth of mortgage-backed securities.

The Corporation's market share of loans purchased for portfolio is affected by the volume of mortgage loans offered for sale in the secondary market by loan originators and other market participants, the amount purchased by other market participants that compete with the Corporation, and the adequacy of funds to meet the demands of the housing industry. In its purchase of mortgage loans for portfolio, the Corporation competes primarily on the basis of yield, fees, and products and services offered. Competition has been particularly intense for ARMs because many savings and loan associations and other market participants have purchased or retained such loans to better match the terms of their assets and liabilities.

In issuing MBS, the Corporation competes primarily with other companies that issue mortgage-backed securities, including conduits, savings and loan associations, and commercial banks. The Corporation's primary competitor for MBS is the Federal Home Loan Mortgage Corporation, whose primary business consists of the issuance of mortgage-backed securities. The Corporation and the Federal Home Loan Mortgage Corporation compete primarily on the basis of the amount of the guaranty fee charged, the products offered, and differences in such matters as mortgage eligibility standards and delivery requirements. Since 1985, the Corporation has responded to increased competition by more frequently negotiating the guaranty fee, which has resulted in a decrease in the average level of the guaranty fee charged by the Corporation. The "Guarantor" program is the Federal Home Loan Mortgage Corporation's program that is comparable to the Corporation's "swap" program. In 1986, the Corporation issued approximately \$48.9 billion in connection with its "swap" program, and the Federal Home Loan Mortgage Corporation issued approximately \$58.4 billion in connection with its "Guarantor" program.

RECENT LEGISLATIVE AND REGULATORY DEVELOPMENTS

The Administration's budget plan for the 1988 fiscal year, released in January 1987, stated that the Administration is studying ways of "privatizing" the Corporation and the Federal Home Loan Mortgage Corporation. Alteration of the relationship of the Corporation to the federal government created by the Charter Act would require legislation. No such legislation has been introduced to date. Alteration or elimination of the Corporation's current relationship with the federal government could require the Corporation to change the manner in which it currently conducts business and could have a material adverse effect on its results of operations.

The Administration's 1988 fiscal year budget proposals did not include the imposition of user fees on the Corporation's activities. The Administration's prior 1986 and 1987 fiscal year budget packages included recommendations, which were not enacted, to require the Corporation and other government-sponsored enterprises to pay user fees to the United States Treasury when issuing debt or MBS.

The Administration is seeking Congressional sponsorship for a proposed bill that would limit permanently the maximum amount of a mortgage loan that the Corporation and the Federal Home Loan Mortgage Corporation can purchase to the lesser of \$153,100 or a dollar amount determined by the Secretary of HUD in any housing market that is equal to, or greater than, the 75th percentile of home sale prices in that housing market. (Higher limits would apply to loans secured by residences for more than one family.) No such legislation has been introduced to date. Such a standard could reduce significantly the principal balance of loans that the Corporation could purchase in many areas.

Housing bills approved by the United States Senate on March 31, 1987, and by the House of Representatives on June 11, 1987 (S 825 and H.R. 4, respectively), both include similar provisions that would prohibit the imposition of user fees on the Corporation and permanently codify the authority of the Corporation to purchase second mortgage loans. Both bills would authorize the Corporation to eliminate, with the approval of the Corporation's shareholders and Board of Directors, cumulative voting by shareholders in elections of directors. H.R. 4 also would clarify that the timetable for HUD action on the Corporation's requests for approvals or other action under the Charter Act may not exceed 60 days from the date of the Corporation's submission.

The statutory codification of the Corporation's second mortgage authority was extended from September 30 through October 31 by P.L. 100-122, which was signed by the President on September 30, and through November 15 by P.L. 100-154, which was signed by the President on November 5, 1987.

On June 29, 1987, the Department of Housing and Urban Development issued its first annual report to Congress on the Corporation, as required by 1984 legislation. While the report contains no specific recommendations or legislative proposals, it presents a set of twelve options for the future, ranging from immediate privatization to indefinite maintenance of the status quo.

Three federal banking regulators, the Federal Reserve Board, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation, have published requests for public comments on proposed risk-based capital guidelines that would apply to banks and bank holding companies. The proposed guidelines would, for purposes of capital requirements, place obligations of issuers, including those of the Corporation, in one of five different risk categories. The proposals place debt issued by the Corporation and other federal government sponsored entities in the same risk category as debt issued by state and local governments. The Corporation has submitted comments to the three federal banking regulators objecting to the risk categorization proposed for its obligations and recommending that they be placed in a lower risk category that is closer to the risk category for obligations that the United States Treasury issues. The Corporation also noted that the proposed guidelines are ambiguous regarding the status of obligations guaranteed by federal government sponsored entities, such as the Corporation's MBS, and recommended that the final guidelines recognize that they should be in the same risk category as such entities' debt obligations. The proposed guidelines are not expected to be finalized until the three federal banking regulators have received and evaluated the comments submitted by the public.

The Tax Reform Act of 1986 (the "Tax Reform Act"), which became law in October 1986, made major changes to the federal tax law that will affect the taxation of the Corporation and of financial institutions in general. Although the greatest impact of the changes will affect the Corporation's taxable years beginning after December 31, 1986, the Tax Reform Act also contains retroactive provisions applicable to the Corporation's federal income taxes for 1986. The Tax Reform Act contains the following changes, among others, from prior law:

- 1 The Tax Reform Act reduces the maximum corporate income tax rate from 46 to 34 percent beginning July 1, 1987. For 1987, transitional rules provide a maximum rate of 40 percent for the Corporation.

- 2 The bad debt reserve method is no longer available to the Corporation. Instead, losses may be deducted only as incurred. In addition, the Corporation must recapture its existing bad debt reserve into income on a straight-line basis over the next four years.

- 3 The Corporation may no longer carry its net operating losses back ten and forward five years. Instead, the normal three-year carryback/fifteen-year carryforward rule applies to the Corporation beginning with its 1987 tax year.

4. The pre-1987 corporate add-on minimum tax is replaced with an alternative minimum tax ("AMT") equal to 20 percent of a tax base consisting generally of taxable income plus preference items, computed with special adjustments. Among the items of preference and adjustments taken into account in computing the AMT tax base are: the difference between accelerated depreciation on real property and straight-line depreciation over a 40-year life; one-half of the excess (if any) of the pre-tax book income (generally, that reflected on financial reports) over the AMT tax base (subject to certain adjustments), except that, for taxable years beginning after 1989, this adjustment is replaced with an adjustment determined by reference to 75 percent of the difference between adjusted current earnings (as defined in the Tax Reform Act) and the AMT tax base (subject to certain adjustments); and tax-exempt interest earned on most nongovernmental purpose bonds issued after August 7, 1986.

It currently is not possible to determine the aggregate effect of the changes described above (together with the other changes in the federal income tax law as a result of the Tax Reform Act) on the Corporation.

In addition, the Tax Reform Act permits the issuance of multiple-class mortgage-backed securities. The new law contains no limitations on Fannie Mae securities collateralizing such issuances, or on the Corporation's ability to issue them. On April 21, 1987, the Secretary of HUD approved the Corporation's issuance, until July 20, 1988 and subject to several conditions to which the Corporation has agreed, of such securities backed by conventional mortgage loans. These conditions include: (1) a \$15 billion limit on the aggregate principal amount of such securities; (2) a minimum certificate size of \$100,000; and (3) a restriction against the Corporation's direct or indirect sale of such securities to mutual funds. In his letter of approval to the Corporation, the Secretary also stated that he plans to recommend legislation that would move the Corporation toward privatization and, as a further condition of his approval, required that the Corporation engage with HUD in a serious study of appropriate privatization legislation. HUD has notified the Corporation that the study will focus, in part, on the potential impact on the Corporation and the housing market of modifying or removing one or more of the attributes of the Corporation's agency status. It is impossible to predict what legislative proposals, if any, the Secretary might make as a result of the study. Management will oppose any legislative proposal that does not fully protect the rights of the Corporation's debtholders, shareholders and MBS holders and the interests of the housing and home finance industries and homebuyers. Any proposed legislation would have to be enacted by both houses of Congress and signed by the President to become effective. However, management does not believe that the current Congress will enact any such legislation.

In his letter approving the Corporation's issuance of multiple-class securities backed by conventional mortgage loans, the Secretary of HUD also stated that he would reduce the Corporation's authorized debt-to-capital ratio. The reductions he mentioned are in line with management's objective of lowering the Corporation's leverage, and management believes that the Corporation will not experience difficulty in meeting the reduced ratios. See "Business—Corporate Indebtedness."

The Federal Home Loan Bank Board ("FHLBB") requested industry comments at a conference held in May 1987 on investment by FSLIC-insured savings institutions in various types of derivative mortgage-backed securities, including SMBS consisting of interest-only ("IO") and principal-only ("PO") classes that are issued by the Corporation. In its release requesting comments, the FHLBB said that it recognizes that use of derivative securities must be viewed in a total portfolio context, but the risk inherent in them, as well as potential lack of controls, excessive concentration, and inadequate hedging strategies, may pose risks to FSLIC-insured institutions. It also said that it is seeking to identify the types of risks stemming from investment in and issuance of the instruments, rather than to impede development of the market. In addition, at least two state regulators have adopted regulations designed to prohibit regulated institutions subject to their jurisdiction from holding IO mortgage-backed securities, including mortgage-backed securities previously purchased.

MANAGEMENT

Directors

The age and background, as of November 2, 1987, of each of the members of the Board of Directors of the Corporation are as follows:

<u>Name and Age</u>	<u>Principal Occupation, Business Experience, and Residence</u>	<u>First Became Director</u>	<u>Other Directorships (1)</u>
James A Aliber, 62	Chairman of the Board and Chief Executive Officer, First Federal of Michigan, a savings and loan association, 1978 to present; Birmingham, Michigan	1985	
Samuel W Bartholomew, Jr(2), 43	Chairman, Stokes & Bartholomew, P A., a law firm practicing in Tennessee, 1977 to present; Nashville, Tennessee	1985	
Felix M Beck, 61	Chairman of the Board and Chief Executive Officer, Margaretten & Co, Inc., a mortgage banking company, 1969 to present; Livingston, New Jersey	1985	
Roger E Birk, 57	President and Chief Operating Officer of the Corporation, November 1987 to present; Chairman Emeritus, April 1985 to present, Chairman of the Board, 1981 to April 1985, Chief Executive Officer, 1981 to 1984 and President, 1976 to 1982, Merrill Lynch & Co, Inc., a financial services company; Chairman of the Board, International Securities Clearing Corporation, November 1986 to October 1987; Rumson, New Jersey	1985	Hertz Penske Truck Leasing, Inc.; Mutual of America; New Jersey Resources Corp
Eli Broad, 54	Chairman of the Board and Chief Executive Officer, Kaufman and Broad, Inc., a housing and financial services corporation, 1976 to present; President and Chief Executive Officer, Sun Life Insurance Company of America, 1983 to present, Chairman of the Board, Sun Life Group of America, Inc., a life insurance company, 1978 to present; Los Angeles, California	1984	
Alberto R. Cardenas(2), 39	Senior Partner, Greenberg, Traurig, Askew, Hoffman, Lipoff, Rosen & Quentel, P A., a law firm practicing in Florida, July 1987 to present, Partner, Broad and Cassel, a law firm practicing in Florida and Georgia, 1983 to July 1987; Partner, Barrow, Lehman, Cardenas & Picken, a law firm practicing in Florida, 1981 to 1983; Miami, Florida	1985	
Henry C Cashen II(2), 48	Partner, Dickstein, Shapiro & Morin, a law firm practicing in the District of Columbia and New York, 1973 to present; Washington, D C	1985	

<u>Name and Age</u>	<u>Principal Occupation, Business Experience, and Residence</u>	<u>First Became Director</u>	<u>Other Directorships(1)</u>
Joseph P. Hayden, 58	Chairman of the Board and Chief Executive Officer, 1980 to present, and President and Chief Executive Officer, 1961 to 1980, The Midland Company and its subsidiaries, a company engaged in financing and insuring of manufactured housing; Cincinnati, Ohio	1969	First National Cincinnati Corporation; First National Bank of Cincinnati
Carla A Hills, 53	Co-Managing Partner, Weil, Gotshal & Manges, a law firm practicing in the District of Columbia, New York, Texas, and Florida, November 1986 to present, Partner, Latham, Watkins & Hills, a law firm practicing in the District of Columbia, Illinois and California, 1978 to November 1986, Washington, D.C.	1982	AMR Corporation; Corning Glass Works, International Business Machines Corporation; The Signal Companies, Inc.; Chevron Corporation
David O. Maxwell, 57	Chairman of the Board of Directors and Chief Executive Officer of the Corporation, 1981 to present, President and Chief Operating Officer of the Corporation, 1981; Chairman of the Board and Chief Executive Officer, Ticor Mortgage Insurance Company (now known as TMIC Insurance Company), a private mortgage insurance company, 1973 to 1981, Washington, D.C.	1981	Kaufman and Broad, Inc.
Vance C Miller (2), 54	Chairman, Executive Committee, Henry S. Miller Co., a real estate development company, 1980 to present; Dallas, Texas	1986	BancTexas Group, Inc.
John M O'Mara, 60	Managing Director, Chase Investment Bank, a financial services corporation, September 1985 to present; Senior Vice President, Wertheim & Co., investment bankers, 1981 to September 1985; Greenwich, Connecticut	1970	Baldwin & Lyons, Inc., The Midland Company
Samuel J. Simmons, 60	President, The National Caucus and Center on Black Aged, Inc., a non-profit organization, 1982 to present; housing and real estate consultant, 1981 to present, Washington, D.C.	1978	
Christopher J. Sumner, 41	President, Chief Executive Officer and Director, Crossland Savings FSB, a financial institution, 1980 to present; Salt Lake City, Utah	1985	Financial American Network
Richard C Van Dusen, 62	Chairman, Dickinson, Wright, Moon, Van Dusen & Freeman, a law firm practicing in Michigan and the District of Columbia, 1977 to present; Birmingham, Michigan	1981	Pennwalt Corporation; Primark Corporation
Mallory Walker, 48	President, Walker & Dunlop, Inc, a mortgage banking and real estate company, 1976 to present; Washington, D.C	1981	

(footnotes on the following page)

- (1) Companies with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 or subject to the requirements of Section 15(d) of that Act or any company registered as an investment company under the Investment Company Act of 1940. Certain directorships of other companies are also noted in the occupation column.
- (2) Appointed by the President of the United States, who has authority to appoint five directors. The President currently has appointed four directors only and may appoint one additional director.

Executive Officers

The age and business experience, as of November 2, 1987, of each of the executive officers of the Corporation, are as follows:

David O. Maxwell, 57, has been Chairman of the Board of Directors and Chief Executive Officer since 1981. He also served briefly as the Corporation's President and Chief Operating Officer in 1981 until his election to his present position.

Roger E. Birk, 57, has been President and Chief Operating Officer of the Corporation since November 1987 and a director of the Corporation since 1985. Mr. Birk was Chairman of the Board of International Securities Clearing Corporation from November 1986 to October 1987. He is Chairman Emeritus of Merrill Lynch & Co. and served from 1981 to 1985 as Chairman of the Board of Merrill Lynch. Mr. Birk also served as Chief Executive Officer from 1981 to 1984 and President from 1976 to 1982 of Merrill Lynch.

Samuel A. Alward, 56, has been Executive Vice President—Technology since April 1987. Mr. Alward was President and Chief Executive Officer of the National Mortgage Exchange Interim Corporation from November 1986 to April 1987. Prior to his association with the Corporation, Mr. Alward was Executive Vice President of Finance and Administration with the New York Stock Exchange.

Caryl S. Bernstein, 53, has been Executive Vice President since 1982 and General Counsel and Secretary since 1981. Mrs. Bernstein was Senior Vice President from 1981 until her election as Executive Vice President.

J. Timothy Howard, 39, has been Executive Vice President—Economics, Strategic Planning, and Financial Analysis since September 1987. Mr. Howard was Senior Vice President—Economics and Corporate Planning from November 1985 to September 1987, Senior Vice President and Chief Economist from October 1983 to November 1985, and Vice President and Chief Economist from March 1982 to October 1983. Prior to his employment with the Corporation, Mr. Howard was Vice President and Senior Financial Economist for Wells Fargo Bank from April 1978 to March 1982.

Bruce C. McMillen, 44, has been Executive Vice President and Chief Financial Officer since September 1985. Prior to his employment with the Corporation, Mr. McMillen was Executive Vice President and Chief Financial Officer of Barclays American Corporation, a diversified financial services company.

Edward J. Pinto, 38, has been Executive Vice President and Chairman—Credit Policy Committee since April 1987. Mr. Pinto was Senior Vice President—Marketing and Product Management from April 1985 to April 1987, and Vice President for Negotiated Transactions from September 1984 to April 1985. Prior to his employment with the Corporation, Mr. Pinto was with Mortgage Guaranty Investment Corporation where he was Capital Markets Program Manager and Senior Legal Counsel and with the Michigan State Housing and Development Authority as Deputy Executive Director of Legal Affairs.

Dale P. Riordan, 39, has been Executive Vice President—Administration and Corporate Relations since February 1986. Mr. Riordan was Senior Vice President—Government Relations from December 1983 to May 1986, Vice President of Government Relations from January 1983 to

December 1983, Vice President and Assistant to the Chairman of the Board from June 1982 to January 1983 and Vice President for Strategic Planning from July 1981 to June 1982.

Michael A. Smilow, 50, has been Executive Vice President—Mortgage Operations since July 1984. Prior to his employment with the Corporation, Mr. Smilow was Executive Vice President of Mortgage Guaranty Insurance Corporation, a mortgage insurance company. He was also an officer and director of MGIC Investment Corporation and related companies.

Glenn T. Austin, Jr., 39, has been Senior Vice President—Southeastern Regional Office since May 1985. Mr. Austin was Regional Vice President from April 1982 until his election as Senior Vice President. Prior to his employment with the Corporation, Mr. Austin was Senior Vice President in charge of field operations at PMI Mortgage Insurance Company.

Douglas M. Bibby, 41, has been Senior Vice President and Assistant to the Chairman of the Board since March 1987. Mr. Bibby was Senior Vice President—Corporate Affairs from October 1983 to March 1987. Prior to his employment with the Corporation, Mr. Bibby was Vice President of Russell Reynolds Associates, Inc., an executive recruiting firm, from September 1982 to October 1983 and was employed for 12 years by J. Walter Thompson Company, where his most recent title was Senior Vice President.

Dennis G. Campbell, 38, has been Senior Vice President—Marketing and Product Management since April 1987. Mr. Campbell was Vice President—Marketing from May 1985 to April 1987, and Senior Assistant Regional Vice President—Northeastern Regional Office—Marketing from 1983 to May 1985. Prior to his employment with the Corporation, Mr. Campbell was Vice President for Residential Mortgage Lending with the Philadelphia Savings Fund Society during 1982 and 1983.

Larry H. Dale, 41, has been Senior Vice President—Multifamily Activities since June 1987. Prior to his employment with the Corporation, Mr. Dale was Vice President of Newman and Associates from 1984 to June 1987. From 1983 to 1984, he was the managing general partner of Octogon Financial Services and from 1981 to 1983 he was President of Mid-City Financial Corporation.

Judith Dedmon, 36, has been Senior Vice President—Southwestern Regional Office since July 1987. Ms. Dedmon was Senior Vice President—Quality Standards from April 1987 to July 1987, Vice President for Quality Standards from July 1985 to April 1987, and Assistant Regional Vice President—Counsel in the Southeastern Regional Office from September 1982 to July 1985.

Hugh E. Flaherty, 56, has been Senior Vice President—Corporate Affairs since April 1987. Mr. Flaherty was Vice President—Public Relations from August 1984 to April 1987. Prior to his employment with the Corporation, Mr. Flaherty was Director of Public Affairs for The Pittston Company.

John H. Fulford, III, 38, has been Senior Vice President—Western Regional Office since November 1985. Mr. Fulford was Regional Vice President—Western Regional Office from May 1985 to November 1985 and Senior Assistant Regional Vice President—Marketing from February 1983 to May 1985. Prior to his employment with the Corporation, Mr. Fulford was employed by Tigor Mortgage Insurance Company (now known as TMIC Insurance Company) where his most recent title was Vice President—Director of Marketing Services.

Charles W. Harvey, Jr., 55, has been Senior Vice President—Northeastern Regional Office since May 1985. Mr. Harvey was Regional Vice President—Northeastern Regional Office from 1973 to May 1985.

John R. Hayes, 48, has been Senior Vice President—Midwestern Regional Office since November 1985. Mr. Hayes was Regional Vice President—Midwestern Regional Office from 1972 to November 1985.

G. William Knight, 47, has been Senior Vice President of the Corporation since July 1987 and President and General Manager—Fannie Mae Software Systems since June 1987. Prior to his employment with the Corporation, Mr. Knight was with IBM Corporation in a number of positions. His most recent position was Branch Manager, National Distribution Division.

Robert J. Levin, 32, has been Senior Vice President—Mortgage-Backed Securities since February 1987. Mr. Levin was Senior Vice President and Assistant to the Chairman of the Board from May 1986 to February 1987, Senior Vice President—Corporate Finance from November 1985 to May 1986, Vice President for Corporate Finance from July 1984 to November 1985, Director of Corporate Finance from November 1983 to July 1984, Senior Financial Analyst from March 1982 to November 1983, and Financial Analyst from May 1981 to March 1982.

Robert J. Mahn, 59, has been Senior Vice President and Controller since June 1985. Mr. Mahn was Senior Vice President—Mortgage Operations from February 1982 to June 1985, and Vice President—Mortgage Operations from June 1981 to February 1982.

William R. Maloni, 42, has been Senior Vice President for Government Relations since April 1987. Mr. Maloni was Vice President for Government Relations from February 1986 to April 1987, Vice President for Congressional Relations from March 1984 to February 1986, and Director for Congressional Relations from August 1983 to March 1984. Prior to his employment with the Corporation, Mr. Maloni was Director of Congressional Relations with the Federal Home Loan Bank Board.

Anthony F. Marra, 46, has been Senior Vice President and Deputy General Counsel since April 1987. Mr. Marra held the position of Vice President and Deputy General Counsel from November 1985 to April 1987. Prior to his employment with the Corporation, Mr. Marra was Deputy General Counsel with the Overseas Private Investment Corporation.

James P. McMann, 49, has been Senior Vice President and Deputy General Counsel since April 1987 and was Vice President and Deputy General Counsel from 1982 to April 1987.

Gary L. Perlin, 36, has been Senior Vice President—Finance and Treasurer since November 1985. Mr. Perlin was Vice President for Risk Management from October 1983 to November 1985, and Director of Hedge Management from February 1982 to October 1983.

David E. Roberts, 46, has been Senior Vice President—Corporate Information Services since November 1985. Prior to his employment with the Corporation, Mr. Roberts was Vice President, Information Management Systems, at Acacia Mutual Life Insurance Company from January 1983 to September 1985 and Vice President, Information Services Department, at Great Southern Life Insurance Company from September 1981 to December 1982.

William A. Schinker, 44, has been Senior Vice President for Regional Activities since November 1986 and was Acting Senior Vice President for Regional Activities from September 1986 to November 1986. Prior to his employment with the Corporation, Mr. Schinker was Vice President of Kaufman and Broad, Inc. from 1981 to September 1986.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors and Stockholders
Federal National Mortgage Association:

We have examined the balance sheets of Federal National Mortgage Association as of December 31, 1986 and 1985, and the related statements of operations and cash flows for each of the years in the three-year period ended December 31, 1986. Our examinations were made in accordance with generally accepted auditing standards and, accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the aforementioned financial statements present fairly the financial position of Federal National Mortgage Association at December 31, 1986 and 1985 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 1986, in conformity with generally accepted accounting principles applied on a consistent basis.

PEAT, MARWICK, MITCHELL & Co.

Washington, D C.
January 23, 1987

FEDERAL NATIONAL MORTGAGE ASSOCIATION
STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	1986	1985	1984
	(Dollars in millions, except per share amounts)		
Interest income:			
Mortgage portfolio, net of servicing fees	\$9,911	\$9,873	\$8,647
Investments	116	124	197
Total interest income	10,027	9,997	8,844
Interest expense	9,723	9,926	8,996
Net interest income (loss)	304	71	(152)
Other income:			
Commitment fees	279	196	114
Guaranty fees	175	112	78
Gain on sales of mortgages	3	—	12
Miscellaneous	56	37	36
Total other income	513	345	240
Other expenses:			
Provision for losses	306	206	86
Administrative	175	142	112
Total other expenses	481	348	198
Income (loss) before federal income taxes	336	68	(110)
Provision for federal income taxes:			
Current	228	(14)	(112)
Deferred	(75)	45	59
	153	31	(53)
Net income (loss)	\$ 183	\$ 37	\$ (57)
Per share:			
Earnings (loss):			
Primary	\$ 2.49	\$.52	\$ (.87)
Fully diluted	2.46	.52	(.87)
Cash dividends	.20	.16	.16

See Notes to Financial Statements

FEDERAL NATIONAL MORTGAGE ASSOCIATION
BALANCE SHEETS

Assets

	December 31.	
	1986	1985
	(Dollars in millions)	
Mortgage portfolio, net	\$ 94,734	\$95,138
Cash and investments	1,862	1,929
Accrued interest receivable	904	949
Receivable from currency swaps	1,054	630
Acquired property and foreclosure claims, net	414	374
Unamortized debenture issue costs	132	103
Other assets	1,306	594
Total assets	\$100,406	\$99,717

Liabilities and Stockholders' Equity

Liabilities:

Bonds, notes, and debentures, net:

Due within one year	\$ 31,294	\$31,939
Due after one year	62,269	62,046
	93,563	93,985
Accrued interest payable	2,305	2,283
Payable from currency swaps	779	546
Mortgagors' escrow deposits	340	328
Deferred federal income taxes	652	672
Other liabilities	1,174	561
Total liabilities	98,813	98,375

Stockholders' equity.

Preferred stock, no maximum authorization; series A, adjustable rate, \$100 stated value, 4,500,000 shares authorized, no shares issued	—	—
Common stock, \$6.25 stated value, no maximum authorization—73,764,180 shares issued in 1986 (73,078,937 shares in 1985)	461	457
Additional paid-in capital	452	375
Retained earnings	680	512
	1,593	1,344
Less treasury stock, at cost—2,295 shares in 1986 (179,906 in 1985)	—	2
Total stockholders' equity	1,593	1,342

Total liabilities and stockholders' equity	\$100,406	\$99,717
---	------------------	-----------------

See Notes to Financial Statements

FEDERAL NATIONAL MORTGAGE ASSOCIATION
STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	1986	1985	1984
	(Dollars in millions)		
Cash flows from operating activities:			
Net income (loss)	\$ 183	\$ 37	\$ (57)
Noncash and nonoperating items included in income:			
Interest capitalized on graduated payment mortgages	(52)	(140)	(142)
Provision for deferred federal income taxes	(75)	45	59
Provision for losses	306	206	86
Purchase discount amortization	(401)	(427)	(361)
Increase in accrued interest payable	10	39	229
Increase (decrease) in accrued interest receivable	45	(52)	(203)
Gain on sale of mortgages	(3)	—	(12)
Net increase (decrease) in other receivables and payables	(76)	181	(102)
Proceeds from mortgagors' escrow deposits	12	19	37
Net cash used by operations	(51)	(92)	(466)
Cash flows from investing activities:			
Purchases of mortgages	(30,733)	(21,072)	(15,329)
Proceeds from sales of mortgages	10,868	1,289	957
Mortgage principal repayments	19,630	8,946	5,328
Proceeds from disposition of foreclosed properties	869	763	595
Net cash provided (used) by investing activities	634	(10,074)	(8,449)
Cash flows from financing activities:			
Cash proceeds from issuance of debentures	19,527	25,688	24,822
Cash payments to retire debentures net of debt converted to common stock	(17,068)	(19,449)	(16,840)
Net increase (decrease) in notes and investment agreements	(3,162)	3,870	1,113
Cash proceeds from issuance of common stock and detachable common stock purchase warrants	68	108	—
Dividends paid	(15)	(11)	(11)
Net cash provided (used) by financing activities	(650)	10,206	9,084
Net increase (decrease) in cash and investments	\$ (67)	\$ 40	\$ 169

See Notes to Financial Statements

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Corporation operates in the residential mortgage finance industry. Its accounting policies conform to generally accepted accounting principles. Certain amounts in prior years' financial statements have been reclassified to conform with the current presentation. The Statements of Cash Flows are presented in conformity with a proposed Statement of Financial Accounting Standards which requires that such statements be provided in place of Statements of Changes in Financial Position. The following is a description of the Corporation's significant accounting policies.

Mortgage Portfolio and Purchase Discount

Mortgages acquired for investment are carried at their unpaid principal balances less unamortized discount. Discount is recognized as income using an amortization method that, in the aggregate, approximates a level yield over the estimated life of the related mortgages.

Guaranteed Mortgage-Backed Securities

The Corporation guarantees the timely payment of principal and interest on mortgage-backed securities ("MBS"). These securities represent interests in pools of mortgages held in trust by the Corporation. The mortgages are not assets of the Corporation, nor are the outstanding securities liabilities of the Corporation; accordingly, neither is reflected in the accompanying balance sheets

Foreclosure Losses

The allowance for losses on conventional home mortgages acquired for portfolio is established by charges to income when mortgages are purchased and is adjusted at other times to maintain the allowance at an appropriate level. The Corporation reduces the allowance to recognize net losses on foreclosures. The accrual of interest on conventional mortgages is discontinued when the mortgages become 90 days delinquent.

The Corporation establishes an allowance for losses on U.S. Government insured or guaranteed loans when specific loans are determined to be in default. At that time, an allowance is recorded to provide for estimated unreimbursable foreclosure losses.

A liability for estimated losses is maintained for MBS for which the Corporation has assumed the primary foreclosure loss risk related to the underlying mortgages. Charges to income are recorded ratably over several years beginning at the time MBS are issued. Additional provisions for losses are recorded, when needed, to maintain the liability at an appropriate level. When mortgages are sold from portfolio into MBS the related allowance is transferred.

Real estate acquired as a result of foreclosure is carried at the lower of the investment in the property or its estimated net realizable value.

Risk Management

From time to time, the Corporation takes positions in financial markets to hedge against fluctuations in interest rates that may affect the cost of certain planned borrowings or the yield on certain mortgage purchases. Results of hedging activities are deferred and amortized against interest expense or interest income over the lives of the related borrowings or assets. During 1986, the Corporation hedged the sales price of certain MBS. The gain or loss resulting from the sales was adjusted to reflect the hedge results

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

Foreign Currency Translation

Foreign currency denominated borrowings and the related receivables from currency swaps are translated at the market rates of exchange as of the end of the period. Prior to 1986, the foreign currency receivable was netted against the related foreign currency obligation. The change, which was made retroactively to conform with prevalent practice for balance sheet presentation of currency swaps associated with foreign currency denominated debt, has no effect on results of operations.

Commitment Fees

Commitment fees are generally recognized as income upon the execution of the commitment contract. Commitment fees considered to be an adjustment of yield on the related mortgages purchased are deferred and recognized as income using an amortization method that approximates a level yield over the estimated life of the related mortgages.

Income Taxes

Certain income and expense items are recognized in different periods for financial reporting and income tax purposes. Deferred income taxes are provided for such timing differences. Investment tax credits are recognized as reductions of income tax expense in the year the related assets are purchased (flow-through method), except for the investment tax credit on an asset leased in 1986 to another party under a leveraged equipment lease. The investment tax credit on this asset was deferred and will be amortized over the term of the lease.

Earnings Per Share

Earnings per share are computed using the weighted average number of shares outstanding, including dilutive common stock equivalents. Fully diluted earnings per share are computed on the assumption that all outstanding subordinated convertible capital debentures were converted at the beginning of the year, after increasing earnings for the related interest expense, net of federal income taxes.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

MORTGAGE PORTFOLIO, NET

The mortgage portfolio balances consist of the following investments at December 31:

	<u>1986</u>	<u>1985</u>
	(Dollars in millions)	
Single-family mortgages:		
First mortgages		
Government insured or guaranteed	\$15,968	\$27,414
Conventional fixed-rate	58,176	45,065
Conventional adjustable-rate	14,343	16,955
Second mortgages	<u>2,169</u>	<u>2,899</u>
	<u>90,656</u>	<u>92,333</u>
Multifamily mortgages:		
Government insured	4,852	4,951
Conventional fixed-rate	2,301	1,319
Conventional adjustable-rate	24	46
	<u>7,177</u>	<u>6,316</u>
Total unpaid principal balance	<u>97,833</u>	<u>98,649</u>
Less:		
Unamortized discount	2,925	3,399
Allowance for losses	174	112
	<u>\$94,734</u>	<u>\$95,138</u>

The total unpaid principal balance of loans in nonperforming status (those 90 days or more delinquent) was \$1.5 billion at December 31, 1986 and \$1.2 billion at December 31, 1985

COMMITMENTS AND CONTINGENCIES

Portfolio

The Corporation had mandatory delivery commitments outstanding to purchase \$1.6 billion of mortgages at an average net yield of 8.95 percent at December 31, 1986, compared with \$1.6 billion at 10.62 percent at December 31, 1985.

The Corporation also issues standby commitments, which must be converted to mandatory delivery commitments in order for the seller to deliver mortgages. The yield is set on the date of conversion or at the date of commitment. The Corporation had \$1.8 billion of such commitments outstanding at December 31, 1986 and 1985.

Mortgage-Backed Securities

As issuer and guarantor of mortgage-backed securities the Corporation is obligated to disburse scheduled monthly installments of principal and interest (at the certificate rate), whether or not such amounts have been received, unscheduled principal payments when received and the full principal balance upon liquidation of any foreclosed mortgage, whether or not such principal balance is recovered. Either the Corporation or the participating lender from whom the mortgages were acquired can assume the primary foreclosure loss risk on the mortgages in a pool. The Corporation, however, assumes the ultimate foreclosure loss risk on all MBS.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

The total outstanding principal balance of MBS guaranteed by the Corporation was \$97.2 billion at December 31, 1986, compared with \$55.0 billion at December 31, 1985. These amounts include \$48.6 billion at December 31, 1986 and \$16.7 billion at December 31, 1985 of securities (of which \$10.6 billion and \$1.5 billion, respectively, are backed by government-insured or guaranteed mortgages) for which the Corporation had assumed the primary foreclosure loss risk.

At December 31, 1986, the Corporation had commitments outstanding to issue and guarantee \$6.9 billion of MBS, upon delivery of the related mortgages by participating lenders at their option, compared with \$3.9 billion at December 31, 1985. At December 31, 1986, the Corporation also had outstanding \$11.1 billion of mandatory delivery commitments to issue and guarantee MBS, compared with \$6.1 billion at December 31, 1985. The mandatory delivery commitments include \$1.3 billion at December 31, 1986 and \$2.0 billion at December 31, 1985 related to the credit enhancement of housing finance bond issues.

In addition, at December 31, 1986, the Corporation had commitments to sell from portfolio mortgages with an unpaid principal balance of \$1.1 billion. The outstanding commitments include \$500 million of FHA and VA mortgages that are being sold in the form of a stripped mortgage-backed security under the real estate mortgage investment conduit tax election permitted by the Tax Reform Act of 1986. The guaranty of timely payment of principal and interest to investors under these securities is substantially the same as for other types of MBS. Settlement of these transactions is expected in January 1987.

ALLOWANCE FOR FORECLOSURE LOSSES

The total allowance for foreclosure losses consists of an allowance for portfolio loan losses, an allowance for non-reimbursable foreclosure costs on claims filed with insurers, and a liability for estimated foreclosure losses on MBS for which the Corporation has assumed primary risk of default. Changes in the allowance for the years 1984-1986 are summarized below:

	<u>Mortgage Portfolio</u>			<u>Total</u>
	<u>Government Insured or Guaranteed</u>	<u>Conventional</u>	<u>MBS</u>	
	(Dollars in millions)			
Balance, January 1, 1984.....	\$ 14	\$ 112	\$ 16	\$ 142
Provision	13	68	5	86
Net foreclosure losses charged-off.....	(9)	(87)	(2)	(98)
Transfers	—	(1)	1	—
Balance, December 31, 1984.....	18	92	20	130
Provision	16	161	29	206
Net foreclosure losses charged-off.....	(8)	(143)	(19)	(170)
Transfers	—	(3)	3	—
Balance, December 31, 1985.....	26	107	33	166
Provision	11	249	46	306
Net foreclosure losses charged-off.....	(14)	(178)	(9)	(201)
Transfers	—	(9)	9	—
Balance, December 31, 1986.....	<u>\$ 23</u>	<u>\$ 169</u>	<u>\$ 79</u>	<u>\$ 271</u>

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

The total allowance for foreclosure losses at December 31 is included in the following balance sheet accounts:

	1986	1985
	(Dollars in millions)	
Mortgage portfolio, net	\$174	\$112
Foreclosure claims, net	18	21
Other liabilities	79	33
	\$271	\$166

BONDS, NOTES, AND DEBENTURES, NET

The average cost of all debt outstanding at December 31, 1986 and 1985 (including the amortization of issuance costs and hedging results, and the effect of interest rate swaps) was 10.01 percent and 10.79 percent, respectively. The average effective maturity of all debt outstanding (including the effect of interest rate swaps but excluding certain investment agreements for which the average maturity is indeterminate) was 46 months at December 31, 1986 and 40 months at December 31, 1985.

Pursuant to the Corporation's Charter Act and related regulations, no debt instrument may be issued without the approval of the Secretary of the Treasury. Under current regulatory authority, the maximum amount of the Corporation's general obligations outstanding that are not subordinated or secured at any time generally may not exceed 30 times the sum of stockholders' equity, subordinated capital debentures, and reserves. At December 31, 1986, the Corporation could have issued approximately \$18.6 billion of additional obligations under this provision of the Charter Act.

In addition to debt restrictions under the Charter Act, the Corporation is subject to a restriction set forth in certain subordinated capital debenture agreements, which limits the amount of subordinated capital debentures outstanding to not more than two times the sum of the Corporation's common stock, additional paid-in capital, and retained earnings. At December 31, 1986, the Corporation could have issued an additional \$1.4 billion in subordinated capital debentures without violating this restriction.

The Charter Act authorizes the Secretary of the Treasury to purchase obligations of the Corporation, as a public debt transaction, up to a maximum of \$2.25 billion outstanding at any one time. The interest rate on such obligations would be based upon the average rate on marketable obligations of the United States outstanding as of the last day of the month preceding the date of making such purchases. The Corporation has never utilized the Treasury borrowing authority.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

Borrowings Due Within One Year

Borrowings due within one year consist of the following at December 31:

	<u>1986</u>	<u>1985</u>
	(Dollars in millions)	
Securities sold under agreements to repurchase—mortgage-backed securities with a recorded value of \$273 million and a market value of \$276 million	\$ 271	\$ —
Short-term notes—net of \$153 million discount in 1986 (\$209 million in 1985)	6,697	8,946
Master notes	1,654	1,783
Investment agreements	3,955	4,863
Mortgage-backed bonds	12	76
Residential financing securities	1,241	1,625
Debentures	17,464	14,346
Capital debentures	—	300
Total due within one year	<u>\$31,294</u>	<u>\$31,939</u>

Short-term notes are general obligations of the Corporation with maturities that range up to 360 days. Master notes have varying maturities and carry a floating interest rate that is adjusted weekly and is tied to 91-day U.S. Treasury bill rates. Investors have the option to increase or decrease the principal amount outstanding on master notes on a daily basis, usually within a range of 80 to 120 percent of the original principal balance.

The Corporation had short-term and master notes outstanding (face amount) of \$8.5 billion at December 31, 1986 and \$10.9 billion at December 31, 1985. The largest aggregate amount of short-term and master notes outstanding at any month-end was \$9.6 billion in 1986 and \$14.2 billion in 1985. The average cost to the Corporation of notes outstanding at December 31, 1986 and 1985 was 6.04 percent and 8.21 percent, respectively. The average remaining terms were approximately 165 days and 121 days at December 31, 1986 and 1985, respectively. The average term and cost of short-term notes includes the effect of short-term interest rate swaps. The average aggregate amount of notes outstanding during 1986 was \$8.8 billion at an average cost of 7.10 percent; during 1985, \$12.1 billion at an average cost of 9.30 percent.

Investment agreements are individually negotiated agreements that provide for the investment of a variable principal amount at a fixed or floating rate of interest. The agreements remain in effect for various periods of time. The average total outstanding during 1986 was \$5.3 billion at an average cost of 8.23 percent, compared with an average total outstanding of \$2.5 billion during 1985 at an average cost of 8.98 percent. The average cost to the Corporation of investment agreements outstanding was 7.65 percent at December 31, 1986 and 8.49 percent at December 31, 1985.

The Corporation has long-term interest rate swap agreements with various parties to extend the effective maturity of its debt obligations. Under these agreements, the Corporation makes periodic payments based on fixed rates applied to a notional principal amount and in exchange receives periodic payments based on short-term variable rates. During 1986, long-term swap agreements on an aggregate notional amount of \$664 million were terminated. The fees paid for termination were deferred and are being amortized over the remaining original term of the swap agreement. At December 31, 1986, the Corporation had long-term interest rate swap agreements outstanding with an average remaining term of 6 years on notional amounts totaling \$3.2 billion,

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

compared with an average remaining term of 6 years, 9 months on notional amounts totaling \$3.4 billion for swap agreements outstanding at December 31, 1985. The weighted average interest rate being received under these swaps was 5.96% and the weighted average interest rate being paid was 11.17% at December 31, 1986, as compared with 7.61% and 11.66%, respectively, at December 31, 1985. The effect of these agreements is not reflected in the maturity or cost of the debt obligations reported in the summaries of borrowings.

Borrowings Due After One Year

Borrowings due after one year consist of the following at December 31:

<u>Maturity</u>	(Dollars in millions)	<u>1986</u>		<u>1985</u>	
		<u>Average Cost</u>	<u>Amount Out-standing</u>	<u>Average Cost</u>	<u>Amount Out-standing</u>
Mortgage-backed bonds, 1987-2015		9.51%	\$ 80	8.95%	\$ 292
Investment agreements, 1988-1990		9.31	794	9.18	939
Debentures, net of \$120 million of discount in 1986, \$57 million in 1985:					
1987		—	—	11.53	17,464
1988		11.04	13,933	11.04	13,933
1989		10.45	10,300	11.31	8,000
1990		9.75	8,550	10.57	6,050
1991		8.47	5,464	10.75	1,364
1992-1996		9.60	19,297	10.86	10,594
1997-2001		7.14	154	7.14	154
2002-2016		10.55	1,150	11.77	750
		10.02	58,848	11.13	58,309
Exchangeable debentures, 1991		12.66	450	12.66	450
Zero coupon debentures, net of \$5,723 million of discount in 1986 (\$5,752 million in 1985), 2014		11.50	277	11.50	248
Zero coupon subordinated capital debentures, net of \$6,492 million of discount in 1986 (\$6,517 million in 1985), 2019		10.22	258	10.22	233
Subordinated capital debentures, net of \$17 million of discount in 1986 (\$18 million in 1985)					
1989		12.99	635	12.99	635
1990		9.15	400	9.15	400
1997		7.44	250	7.44	250
2002		9.21	264	9.21	263
		10.46	1,549	10.46	1,548
Subordinated convertible capital debentures, 1996		4.43	13	4.43	27
Total		<u>10.05%</u>	<u>\$62,269</u>	<u>11.08%</u>	<u>\$62,046</u>

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

The average cost includes the amortization of discounts, issuance costs, and hedging results. Annual maturities of all debt for the years 1988-1992 are \$14.1, \$11.2, \$9.3, \$5.9, and \$4.0 billion, respectively.

The mortgage-backed bonds were issued pursuant to authority contained in the Charter Act to issue bonds secured by mortgages from the Corporation's portfolio. On October 1, 1986, \$200 million of 8.625% mortgage backed bonds due 1990 were called. At December 31, 1986 and 1985, respectively, \$83 million and \$359 million of the mortgage-backed bonds outstanding were guaranteed as to principal and interest by the Government National Mortgage Association (GNMA). Assets of approximately \$439 million at December 31, 1986 and \$542 million at December 31, 1985 were restricted for the payment of principal and interest on mortgage-backed bonds.

The Corporation has issued debt securities in which principal, interest, or both are denominated in a foreign currency. Concurrently, the Corporation entered into currency swaps which converted the proceeds of the borrowings into dollars and that provide for schedules of future exchanges of the two currencies. At December 31, 1986 and 1985, the U.S. dollar equivalent face amount of these foreign currency denominated borrowings, translated at then current exchange rates was \$1.0 and \$0.6 billion, respectively. The weighted-average cost of total borrowings due after one year, adjusted for currency swap activities, was 10.09% at December 31, 1986 and 11.10% at December 31, 1985.

Included in debentures at December 31, 1986 are debt issues, with an aggregate principal amount of \$371 million, which provide for either contingent principal repayment at maturity or contingent interest payments during the term of the notes based on specified indices. The Corporation has entered into swap arrangements which offset its exposure to interest rate or foreign currency exchange risk associated with the contingent payment provisions.

The following debentures are redeemable at par, in whole or in part, at the option of the Corporation: \$154 million due in 1997; \$250 million due in 2013 (beginning in 1993); and \$250 million due in 2014 (beginning in 1994).

In February 1986, the Corporation issued 500,000 units aggregating \$500 million principal amount of debentures due 1996 and detachable warrants to purchase 11.5 million common shares. Each warrant entitles the holder to purchase one share of common stock at \$44.25, from February 1986 to February 1991. A portion of the proceeds from the issuance (\$67.6 million) was allocated to the warrants and recorded in additional paid-in capital.

The subordinated capital debentures, due in 1997 and 2002, are redeemable at par, in whole or in part, at the option of the Corporation, on any interest payment date commencing October 1, 1982 and July 10, 1988, respectively.

The Corporation may call for the conversion of the exchangeable debentures at any time on or prior to March 15, 1991, in which case the debenture holders have two options. They may accept the conversion and receive 10 shares of adjustable-rate preferred stock, series A for each \$1,000 principal amount of exchangeable debentures. Alternatively, they may reject the call for conversion by extending the maturity date of those debentures to March 15, 1994. The Corporation may call for the conversion only once and only on the entire issue.

The subordinated convertible capital debentures are convertible into 0.7 million shares of common stock at a price of \$19.63 per share, subject to adjustment in certain events. These debentures are redeemable at par, at the option of the Corporation.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

STOCKHOLDERS' EQUITY

Transactions in common stock, additional paid-in capital, retained earnings, and treasury stock for the years 1984, 1985, and 1986 are summarized as follows:

	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Total Stockholders' Equity
(Dollars in thousands)					
Balance, January 1, 1984.....	\$412,742	\$310,913	\$554,151	\$(1,895)	\$1,275,911
Conversions of convertible debentures.....	43	93	—	—	136
Net loss.....	—	—	(57,374)	—	(57,374)
Dividends.....	—	—	(10,534)	—	(10,534)
Balance, December 31, 1984.....	412,785	311,006	486,243	(1,895)	1,208,139
New shares issued, May 8, 1985.....	43,750	63,465	—	—	107,215
Conversions of convertible debentures.....	208	450	—	—	658
Treasury stock issued for stock options and benefit plans.....	—	102	—	264	366
Accrual for stock appreciation rights.....	—	145	—	—	145
Net income.....	—	—	36,889	—	36,889
Dividends.....	—	—	(11,096)	—	(11,096)
Balance, December 31, 1985.....	456,743	375,168	512,036	(1,631)	1,342,316
Issuance of detachable common stock purchase warrants.....	—	67,565	—	—	67,565
Conversions of convertible debentures.....	4,283	9,187	—	—	13,470
Treasury stock issued for stock options and benefit plans.....	—	(746)	—	1,610	864
Accrual for stock appreciation rights.....	—	477	—	—	477
Net income.....	—	—	183,058	—	183,058
Dividends.....	—	—	(14,663)	—	(14,663)
Balance, December 31, 1986.....	<u>\$461,026</u>	<u>\$451,651</u>	<u>\$680,431</u>	<u>\$ (21)</u>	<u>\$1,593,087</u>

Pursuant to the Corporation's Charter Act and related regulations, approval of the Secretary of Housing and Urban Development ("HUD") is required prior to the issuance of any stock of the Corporation or a change in the stockholding requirements for lenders. The Corporation is authorized by the Charter Act to have preferred stock on such terms and conditions as the Board of Directors of the Corporation may prescribe. To date, the Board of Directors has authorized, and the Secretary of HUD has approved, a maximum of 4,500,000 shares of adjustable-rate preferred stock, series A, \$100 stated value. These shares may be issued only in exchange for the 12.50 percent exchangeable debentures due 1991. No shares have been issued.

In 1982, the Corporation adopted a performance share plan, under which awards were made to officers for three separate four-year periods starting in 1982, 1983, and 1984. Performance shares will be issued, generally half in cash and half in stock, provided certain financial goals are attained. No more than 200,000 shares of common stock can be distributed under the plan. As of December 31, 1986, 44,700 performance shares were outstanding for the 1983-86 period and 112,000 for the 1984-87 period. None of the 181,000 shares awarded for the 1982-85 period were issued.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

In 1984, the Corporation adopted a stock option plan for key employees. Under the plan, the Corporation may grant options to purchase up to one million shares of common stock. The number of shares that can be granted under the plan may be increased by up to 200,000 shares, but only to the extent that shares are not issued under the previously described performance share plan. The options do not become exercisable until at least one year after the date granted and generally expire ten years from the date of grant. The purchase price of the common stock covered by each option is equal to the fair market value of the stock on the date that the options are granted.

A summary of stock option activity follows:

	<u>Number of Shares</u>	<u>Option Price</u>
Balance, January 1, 1984	—	—
Granted in 1984	323,100	\$16.12-\$23.75
Less: Terminated in 1984	<u>(18,500)</u>	\$16.12
Balance, December 31, 1984	304,600	\$16.12-\$23.75
Granted in 1985	94,800	\$14.81-\$23.94
Less: Exercised in 1985	(400)	\$16.12
Terminated in 1985	<u>(69,400)</u>	\$16.12-\$23.75
Balance, December 31, 1985	329,600	\$14.81-\$23.94
Granted in 1986	344,300	\$30.25-\$36.06
Less: Exercised in 1986	(67,305)	\$16.13-\$23.94
Terminated in 1986	<u>(15,610)</u>	\$16.13-\$23.94
Balance, December 31, 1986	<u>590,985</u>	\$14.81-\$36.06

At December 31, 1986, stock options on 143,917 shares were exercisable. Stock options on 100,683 shares were exercisable at December 31, 1985.

Subsequent to the adoption of the 1984 stock option plan for key employees, the Board of Directors granted stock appreciation rights (SARs) to certain officers of the Corporation. Officers can exercise the SAR in place of the remaining related stock options, either in whole or in part. Upon exercise, they receive an amount, half in cash and half in common stock, equivalent to the difference between the market price of the Corporation's stock on the date of exercise and the option price granted. The exercise of the SAR cancels the related stock option and the exercise of the stock option cancels the SAR. Additional SARs on 22,101 shares were granted in 1986 to non-officers, but are subject to stockholder approval. All outstanding SARs are exercisable upon attainment of certain vesting requirements and expire either when the related option expires or is exercised.

A summary of SARs activity follows:

Balance, January 1, 1985	—
Granted in 1985	<u>42,049</u>
Balance, December 31, 1985	42,049
Granted in 1986	398,920
Less: Exercised in 1986	<u>(38,784)</u>
Balance, December 31, 1986	<u>402,185</u>

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

During 1986, the Corporation adopted a Restricted Stock Plan whereby shares of common stock have been awarded to certain officers and members of the Board of Directors. The shares have been issued to an escrow agent until vesting requirements have been met and the plan has been approved by stockholders. In 1986, 132,312 shares of stock were awarded and issued under the plan. Compensation expense is being recorded over the vesting period of the stock as services are performed.

The Board of Directors established the 1986 annual offering under the 1985 Employee Stock Purchase Plan. The 1986 offering is similar to the 1985 offering. The Plan permits the Corporation to issue up to 500,000 shares of common stock to qualified employees at a price equal to 85 percent of the fair market value of the stock on the first day of the period in which employees can elect to purchase the stock. The Corporation granted each employee the right to purchase up to 200 shares of stock during the purchase period. Fannie Mae employees purchased 93,580 shares under the Plan's 1986 offering. Under the 1985 offering, employees purchased 28,620 shares. The Board of Directors has granted a similar offering in 1987 to Fannie Mae employees.

CASH AND INVESTMENTS

The composition of cash and investment securities at December 31 is summarized below. Investments are recorded at cost, which approximates market.

	<u>1986</u>	<u>1985</u>
	(Dollars in millions)	
Cash and certificates of deposit	\$ 87	\$ 463
U.S Treasury and federal agency securities	30	47
Federal funds	1,530	1,391
Obligations of states and political subdivisions	201	—
Other	14	28
Total	<u>\$1,862</u>	<u>\$1,929</u>

INCOME TAXES

Deferred federal income tax expense relating to timing differences consists of the following:

	<u>1986</u>	<u>1985</u>	<u>1984</u>
	(Dollars in millions)		
Amortization of purchase discount	\$(116)	\$(4)	\$32
Losses on dispositions of mortgages	(93)	5	(3)
Provision for losses	7	16	—
Risk management activities	48	39	27
Tax benefit of loss carryforward	62	—	—
Accrued interest expense deductible when paid	18	(7)	—
Tax benefits from leveraged lease activities	9	—	—
Systems development costs	(1)	2	6
Other items, net	(9)	(6)	(3)
Total deferred federal income tax expense	<u>\$ (75)</u>	<u>\$45</u>	<u>\$59</u>

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

The Internal Revenue Service has completed its examinations of the Corporation's federal income tax returns through the year 1982 and is now conducting an audit of tax years 1983 through 1985. Based on their examination of tax years 1979 through 1982, the Internal Revenue Service has issued a formal deficiency notice. The Corporation has filed suit in the United States Tax Court as a result of the deficiency notice. All of the issues in dispute relate to losses on sales or exchanges of mortgages or amounts added to the allowance for loan losses. The Corporation has paid all amounts assessed and the associated accrued interest on these deficiencies. It is management's opinion that any unfavorable determinations by the Tax Court would have no material adverse impact on the results of operations.

The Corporation is exempt from state and local taxes, with the exception of real estate taxes.

RETIREMENT PLANS

All regular, full-time employees of the Corporation are covered by the non-contributory Federal National Mortgage Association Retirement Plan or by the contributory Civil Service Retirement Law. Benefits payable under the Federal National Mortgage Association Retirement Plan are based on years of service and the employee's compensation using the average of the highest three consecutive years of employment. The Corporation's funding policy is to fund the pension expense accrued each year, up to the contribution which would be tax deductible for the year. Contributions by the Corporation are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The Corporation adopted the provisions of Statement of Financial Accounting Standards No. 87, "Employers' Accounting for Pensions" (SFAS No. 87) effective January 1, 1986. As a result, pension expense was reduced by approximately \$1.6 million which effectively eliminated the expense for the year ended December 31, 1986, compared with pension expense of \$1.1 million in 1985 and \$0.7 million in 1984. Pension expense under the Civil Service Retirement Law was \$0.2 million in 1986, 1985, and 1984.

For 1985 and 1984, pension cost was determined by the "entry age" actuarial method which produces annual pension costs that are a level percentage of each participant's expected pay over the expected service life of the participants. In contrast, 1986 pension expense was determined using the "projected unit credit" method which is required by SFAS No. 87. This method recognizes pension costs as benefits accrue to the participant and results in a pension cost that is a lower percentage of pay in the early years of a participant's service and a higher percentage in later years.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

The following table sets forth the Federal National Mortgage Association Retirement Plan's funded status and amounts recognized in the Corporation's financial statements at December 31, 1986:

	<u>1986</u> (Dollars in millions)
Actuarial present value of benefit obligations:	
Accumulated benefit obligation, including vested benefits of \$15.0 million in 1986	\$(17.5)
Projected benefit obligation for service rendered to date	\$(33.4)
Plan assets at fair value, primarily listed stocks, fixed income securities, cash and other liquid assets	<u>54.8</u>
Excess of plan assets over the projected benefit obligation	21.4
Unrecognized net gain from past experience different from that assumed and effects of changes in assumptions	(2.3)
Unrecognized net asset at January 1, 1986 being recognized over 18.25 years	<u>(20.7)</u>
Pension liability included in other liabilities	<u>\$ (1.6)</u>
Net pension cost for 1986 included the following components:	
Service cost-benefits earned during the period	\$ 3.9
Interest cost on projected benefit obligation	2.1
Actual return on plan assets	(7.2)
Net amortization and deferral	<u>1.2</u>
Net periodic pension cost	<u>\$ 0</u>

The weighted-average discount rate and rate of increase in future compensation levels used in determining the actuarial present value of the projected benefit obligation were 7.5 percent and 7 percent, respectively. The expected long-term rate of return on assets was 10 percent.

Effective October 1, 1986, Fannie Mae amended the Thrift and Savings Plan to include a 401(k) option. All regular, full-time employees of the Corporation are eligible to participate in this plan. Under the amended plan, employees may contribute up to 12% of their salary (not to exceed \$7 thousand annually in the aggregate beginning in 1987), with the Corporation matching such contributions dollar for dollar up to 3 percent. For 1986, the Corporation contributed \$2.4 million to this plan.

The Corporation also has an Executive Pension Plan, which supplements for key senior officers the benefits payable under the Federal National Mortgage Association Retirement Plan. Participants are granted pension goals generally ranging from 30 to 60 percent of the average highest three consecutive years of total compensation as defined in the Plan, reduced by any benefits payable under the Federal National Mortgage Association Retirement Plan. Estimated benefits under the Plan are recorded as expenses over the period of employment.

In addition to providing pension benefits, the Corporation provides certain health care and life insurance benefits for retired employees. All employees who retire from the Corporation are eligible for these benefits. The cost of retiree health care and life insurance benefits is recognized as an expense as premiums are paid. These costs totaled \$0.6 million in 1986 and \$0.5 million in 1985.

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

SUBSEQUENT EVENT

On January 20, 1987, the Board of Directors authorized the Corporation to proceed with the public offerings of up to 10 million shares of common stock. The offerings are subject to the execution of underwriting and subscription agreements. The net proceeds anticipated from these offerings will be added to the working capital of the Corporation and used for general corporate purposes.

UNAUDITED INTERIM PERIOD RESULTS OF OPERATIONS

The following unaudited results of operations include, in the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for such periods.

	1986 Quarter Ended			
	December	September	June	March
	(Dollars in millions, except per share amounts)			
Interest income	\$2,450	\$2,472	\$2,531	\$2,574
Interest expense	<u>2,362</u>	<u>2,414</u>	<u>2,456</u>	<u>2,491</u>
Net interest income	88	58	75	83
Commitment fees	51	102	81	45
Guaranty fees	53	46	40	36
Other income (b)	29	14	7	9
Provision for losses	(75)	(84)	(76)	(71)
Administrative expenses	<u>(52)</u>	<u>(44)</u>	<u>(41)</u>	<u>(38)</u>
Income before federal income taxes	94	92	86	64
Provision for federal income taxes	<u>(43)</u>	<u>(42)</u>	<u>(39)</u>	<u>(29)</u>
Net income	<u>\$ 51</u>	<u>\$ 50</u>	<u>\$ 47</u>	<u>\$ 35</u>
Per share:				
Earnings (fully diluted) (a)	\$.69	\$.68	\$.63	\$.47
Cash dividends08	.04	.04	.04

FEDERAL NATIONAL MORTGAGE ASSOCIATION
NOTES TO FINANCIAL STATEMENTS—Continued

	1985 Quarter Ended			
	December	September	June	March
	(Dollars in millions, except per share amounts)			
Interest income	\$2,586	\$2,545	\$2,476	\$2,390
Interest expense	<u>2,519</u>	<u>2,495</u>	<u>2,475</u>	<u>2,437</u>
Net interest income (loss)	67	50	1	(47)
Commitment fees	50	52	52	42
Guaranty fees	32	29	26	25
Other income	9	11	10	7
Provision for losses	(80)	(61)	(36)	(29)
Administrative expenses	<u>(40)</u>	<u>(39)</u>	<u>(33)</u>	<u>(30)</u>
Income (loss) before federal income taxes	38	42	20	(32)
Provision for federal income taxes	<u>(17)</u>	<u>(20)</u>	<u>(9)</u>	<u>15</u>
Net income (loss)	<u>\$ 21</u>	<u>\$ 22</u>	<u>\$ 11</u>	<u>\$ (17)</u>
 Per share:				
Earnings (loss) (fully diluted) (a)	\$.28	\$.31	\$.16	\$ (.26)
Cash dividends	.04	.04	.04	.04

- (a) The total of the four quarters does not equal the amount for the year, because the amount for each period is calculated independently based on the weighted average number of shares outstanding during that period.
- (b) Includes a \$25 million fee received in December 1986 when certain multifamily loans prepaid.