

Prospectus



**Guaranteed Mortgage Pass-Through Certificates**

**(Fixed Rate Residential Mortgage Loans)**

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

---

**THE OBLIGATIONS OF FNMA UNDER ITS GUARANTY ARE OBLIGATIONS SOLELY OF FNMA 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 Certificates are issued and guaranteed by the Federal National Mortgage Association ("FNMA" or the "corporation"), 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 FNMA. Each Pool will consist of fixed rate residential mortgage loans ("Mortgage Loans") either previously owned by FNMA 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 conventional Mortgage Loans, (ii) fixed rate level installment Mortgage Loans that are insured by the Federal Housing Administration or guaranteed by the Veterans Administration, or (iii) fixed rate conventional growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal.

Interests in each Pool will be evidenced by a separate issue of Certificates. Information regarding the Pass-Through Rate with respect to an issue and the aggregate principal amount and characteristics of the related Pool (including, without limitation, 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.

FNMA will have certain contractual servicing responsibilities with respect to each Pool. In addition, FNMA will be obligated to distribute scheduled monthly installments of principal and interest (adjusted to the applicable Pass-Through Rate) to Certificateholders, whether or not received. FNMA 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 February 28, 1983**

*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 FNMA. 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 .....	4
The Mortgage Pools.....	5
Yield Considerations.....	6
Maturity and Prepayment Assumptions.....	6
FNMA Purchase Program.....	8
Lender Eligibility.....	8
Mortgage Loan Eligibility.....	8
Description of Certificates .....	10
General .....	10
Transfer of Mortgage Loans to Pools.....	11
Representations and Warranties of FNMA .....	11
Servicing Through Lenders.....	12
Payments on Mortgage Loans; Distributions on Certificates .....	13
FNMA Guaranty.....	13
Reports to Certificateholders .....	13
Servicing Compensation and Payment of Certain Expenses by FNMA.....	14
Collection and Other Servicing Procedures.....	14
Certain Matters Regarding FNMA .....	15
Events of Default.....	15
Rights Upon Event of Default.....	15
Amendment.....	16
List of Certificateholders .....	16
Termination.....	16
Federal Tax Aspects.....	16
Taxation of Certificateholders .....	16
Withholding.....	18
Legal Opinion.....	18
ERISA Considerations.....	18
FNMA.....	19
Capitalization .....	20
Selected Financial Data .....	21
Management's Discussion and Analysis of Financial Results.....	23
Annual Period .....	23
General.....	23
Results of Operations.....	23
The Mortgage Portfolio.....	24
Financing Activities .....	25
Mortgage-Backed Securities.....	26

<u>Caption</u>	<u>Page</u>
FNMA's Spread on Its Mortgage Portfolio .....	26
Recent Developments .....	27
History and Business .....	28
Government Supervision.....	28
Mortgage Portfolio.....	29
General .....	29
Commitments .....	30
Mortgage Purchase Activity.....	31
Conventional Mortgage ( Whole Loan ) Portfolio .....	33
New Mortgage Purchase Policies .....	34
Corporate Indebtedness.....	35
Management .....	38
Board of Directors.....	39
Accountants.....	41
Report of Independent Certified Public Accountants.....	42
Financial Statements.....	43

## 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 Mortgage Loans (a "Pool") 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.

Title of Security .....	Guaranteed Mortgage Pass-Through Certificates.
Issuer and Guarantor .....	Federal National Mortgage Association ("FNMA" or the "corporation"), a corporation organized and existing under the laws of the United States. See "Federal National Mortgage Association." The obligations of FNMA under its guaranty are obligations solely of FNMA 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 FNMA. A Certificate will initially represent at least \$25,000 unpaid principal amount of Mortgage Loans. The Certificates will be in fully registered form only.
Interest.....	Interest at the Pass-Through Rate 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. The Pass-Through Rate for a particular issue of Certificates 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 FNMA's guaranty. See "Yield Considerations."
Principal (including pre-payments).....	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."
FNMA Guaranty .....	FNMA is obligated to distribute scheduled monthly installments of principal and interest (adjusted to the Pass-Through Rate) on Mortgage Loans in a Pool, whether or not received. FNMA is also obligated to distribute to Certificateholders the full principal balance of any foreclosed Mortgage Loan, whether or not such principal balance is actually recovered. If FNMA 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 impact monthly distributions to Certificateholders.
Servicing .....	FNMA will be responsible for the servicing of the Mortgage Loans and will contract with mortgage lenders to perform certain servicing functions on its behalf. See "Description of Certificates—Servicing Through Lenders."
The Mortgage Pools.....	Each Pool will consist entirely of Mortgage Loans of only one of the following types: (i) fixed rate level installment conventional Mortgage Loans, (ii) fixed rate level installment Mortgage Loans that are insured by the Federal Housing Administration or guaranteed by the Veterans Administration, or (iii) fixed rate conventional growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal. 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 one-family or two- to four-family residential property and each Mortgage Loan will meet the applicable standards set forth under "FNMA Purchase Program." No conventional Mortgage Loan with a loan-to-value ratio in excess of 95% will be included in any Pool. Mortgage Loans comprising a Pool either will be provided by FNMA from its own portfolio or will be purchased pursuant to criteria set forth under "FNMA Purchase Program." Pool information as to the type of Mortgage Loans, the aggregate principal balance of the Mortgage Loans as of the Issue Date, the average outstanding balance of the Mortgage Loans, the Pass-Through Rate and weighted average Mortgage Interest Rate, the weighted average remaining term to maturity of the Mortgage Loans and the latest maturity date of any Mortgage Loan will be contained in the related Prospectus Supplement. In addition, if Mortgage Loans having principal balances aggregating in excess of 25% of the aggregate principal balance of all Mortgage Loans are secured by Mortgage Properties located in a single state, information as to such state or states and the related aggregate principal balance also will be supplied.
FNMA Financial Results.....	FNMA incurred substantial losses during 1981 and 1982 because its cost of borrowed funds was significantly greater than the yield on its mortgage portfolio. See "Selected Financial Data," "Management's Discussion and Analysis of Financial Results—Annual Period" and "FNMA's Spread on Its Mortgage Portfolio" herein.

## THE MORTGAGE POOLS

FNMA has implemented a program for: (a) the setting aside of fixed rate 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 FNMA expressly for the Pools or may be Mortgage Loans that have been held by FNMA 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 one-family or two- to four-family residential properties (the "Mortgaged Properties"). A Pool will contain Mortgage Loans of only one of the following types: (i) fixed rate level installment conventional (i.e., not insured or guaranteed by any U.S. government agency) Mortgage Loans ("Conventional Mortgage Loans"), (ii) fixed rate level installment Mortgage Loans that are insured by the Federal Housing Administration or guaranteed by the Veterans Administration ("FHA/VA Mortgage Loans"), or (iii) fixed rate conventional growing equity Mortgage Loans that provide for scheduled annual increased payments, with the full amount of the increase applied to principal ("GEMs"). The Mortgage Loans purchased expressly for the Pools will be sold to FNMA by eligible institutions that meet certain requirements set forth under "FNMA 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 "FNMA 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"). FNMA will acquire the Mortgage Loans that it has purchased expressly for Pools under purchase contracts with Lenders either for immediate delivery or, alternatively, for delayed delivery on a date not more than six months after the date of execution of such contracts (plus an additional six months if extended with FNMA's consent during the initial six month period). By entering into such contracts, FNMA will obligate itself to issue Certificates to, or to the order of, the Lenders named in the contracts, upon delivery to FNMA of the required Mortgage Loans conforming to FNMA's standards. **FNMA 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.**

FNMA will cause the Mortgage Loans in each Pool to be held for the benefit of the holders of Certificates ("Certificateholders" or "Holders") pursuant to the combined terms of a trust indenture executed by FNMA 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, and by a Second Supplemental Indenture dated as of October 1, 1982, being herein called the "Trust Indenture"), and a supplement thereto for the related Issue (the "Issue Supplement"). Certain capitalized words or series of words in this Prospectus refer to and are further defined in the Trust Indenture. FNMA 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. FNMA will be entitled to receive a fee for its guaranty obligations and its services pursuant to the Trust Indenture. The fee to FNMA for any Mortgage Loan (out of which it will compensate Lenders for servicing the Mortgage Loans) will 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 Pool. FNMA 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, FNMA will meet its obligation to provide servicing either by directly servicing the Mortgage Loans itself or by finding a replacement Lender that meets the eligibility standards.

FNMA's obligations with respect to the Mortgage Loans will be limited to the servicing responsibilities under the Trust Indenture, its representations and warranties made therein (see "Description of Certificates—Representations and Warranties of FNMA") 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—FNMA Guaranty."

Because the principal amount of the Mortgage Loans in a Pool will decline monthly as principal payments, including prepayments, are received, each Certificate Principal Balance (defined to be the principal amount appearing on the face of the related Certificate or, subsequent to the first Distribution Date, the last amount reported to the Holder of such Certificate by FNMA as the principal balance thereof) will also decline over time. See "Maturity and Prepayment Assumptions."

### **YIELD CONSIDERATIONS**

Each Pool will consist of Mortgage Loans that bear simple interest at fixed annual rates ("Mortgage Interest Rates"). A Pool may include Mortgage Loans that bear different Mortgage Interest Rates. The Pass-Through Rate of interest payable to Certificateholders of each Issue, as set forth on the face of the Certificates, 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 FNMA's guaranty. Since 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.

The effective yield to Certificateholders will be reduced slightly below the yield otherwise produced by the applicable Pass-Through Rate because the distribution of interest which accrues from the first day of each month will not be made until the 25th day of the month following the month of accrual.

When a Mortgage Loan is prepaid or otherwise liquidated, the proceeds of such prepayment or liquidation will, unless FNMA 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. Since FNMA 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 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 FNMA 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 Pass-Through Rate on the Certificate Principal Balance of such Holder's Certificate. See "Description of Certificates—Payments on Mortgage Loans; Distributions on Certificates."

### **MATURITY AND PREPAYMENT ASSUMPTIONS**

The maturities of substantially all of the Conventional Mortgage Loans at origination are expected to be between either 10 to 15 years or 20 to 30 years. Conventional Mortgage Loans with original maturities of between 10 to 15 years and Conventional Mortgage Loans with original maturities of between 20 to 30 years will not be included in the same Pool. The maturities of substantially all of the FHA/VA Mortgage Loans at origination are expected to be 30 years. Each Mortgage Loan with an original maturity of 30 years will provide for amortization of principal according to a schedule which, 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 Conventional 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 and GEMs 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 FNMA to exercise its right to accelerate the maturity of the Conventional Mortgage Loan or GEM 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 federal savings and loan associations and federal savings banks) 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. Mortgage lenders, however, may require any successor or transferee of the borrower to meet customary credit standards. The exemption for such loans ends on October 15, 1985 unless the state acts to otherwise regulate these loans by that date. In addition, prior to October 15, 1985, the Comptroller of the Currency and the National Credit Union Administration Board may regulate, as otherwise authorized, such mortgage loans originated by lenders that they regulate. The legislation also enumerates nine circumstances under which a lender may not enforce "due-on-sale" clauses, e.g., the creation of a subordinate encumbrance which 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 originated 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 FNMA 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 FNMA respecting comparable mortgage loans held in its own portfolio.

Past experience of the Federal Housing Administration 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 mortgage industry norm for quoting yields and is used in most generally accepted yield tables. Based upon published information and FNMA's own experience, the rate of prepayments on 30-year single-family loans has fluctuated significantly in recent years, including a substantial reduction in the prepayment rate during 1980, 1981 and 1982. FNMA believes such fluctuation is due to a number of factors, including general economic conditions, mortgage market interest rates and homeowner mobility, and that such factors will affect the prepayment experience for the Mortgage Loans in Pools. Accordingly, FNMA cannot estimate what such prepayment experience will be or how it might compare to the FHA 12-year prepayment assumption respecting insured mortgage loans. See "Description of Certificates—Termination" for a description of FNMA's option to repurchase the Mortgage Loans in any Pool when the aggregate principal balance thereof becomes less than 10% of the aggregate principal balance of the Mortgage Loans in the Pool on the Issue Date.

As set forth under "FNMA Purchase Program—Mortgage Loan Eligibility—GEMs" below, a GEM provides for scheduled annual increases in the mortgagor's monthly payments. Since 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 which matures by its terms more than 15 years subsequent to the date of its origination will be eligible for inclusion in a Pool. Since GEMs have not, until recently, been originated in any appreciable volume, there are no reliable data available regarding their prepayment experience.

## FNMA PURCHASE PROGRAM

Set forth below is a description of certain aspects of FNMA'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, the average outstanding balance of the Mortgage Loans, the Pass-Through Rate and weighted average Mortgage Interest Rate, the weighted average remaining term to maturity of the Mortgage Loans and the latest maturity date of any Mortgage Loan. In addition, if Mortgage Loans having principal balances aggregating in excess of 25% of the aggregate principal balance of all Mortgage Loans are secured by Mortgaged Properties located in a single state, information as to such state or states and the related aggregate principal balance also will be supplied.

### Lender Eligibility

FNMA 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 FNMA-approved mortgage sellers. FNMA, on an individual institution basis, will determine whether such institutions will be approved as eligible Lenders for the Program by applying certain criteria, which may include depth of mortgage origination experience, servicing experience, and financial capacity. With respect to financial capacity, FNMA requires eligible Lenders who service Mortgage Loans under the Program to maintain net worth in an amount not less than \$250,000 plus .2% of the aggregate principal balance of all Mortgage Loans serviced under the Program by such Lenders. Approved Lenders will be party with FNMA to a Mortgage Selling and Servicing Contract. Also, each Mortgage Loan purchased for inclusion in a Pool will be subject to and must comply with the terms of a Selling and Servicing Guide applicable to the Program. The Selling and Servicing Guide may be amended from time to time.

### Mortgage Loan Eligibility

#### *General*

The Mortgage Loans to be included in each Pool will be one- to four-family Mortgage Loans on residential properties. These Mortgage Loans are permanent loans (as opposed to construction and land development loans) secured by Mortgages on properties comprised of one- to four-family dwelling units, including units in condominium projects, planned unit developments, and *de minimis* planned unit developments. Each Mortgage Loan will be documented by the appropriate FNMA/FHLMC Uniform Instrument in effect at the time of origination, FHA or VA mortgage instrument or other instrument as approved by FNMA, and will comply with all applicable federal and local laws, including laws relating to usury, equal credit opportunity and disclosure.

All principal and interest payments on the Mortgage Loans included in a Pool due prior to the second day of the month prior to the month of the Issue Date for such Pool must have been made. 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.

#### *Conventional Mortgage Loans*

Pursuant to the requirements of the Selling and Servicing Guide, Conventional Mortgage Loans must be real estate loans with stated constant annual rates of interest, secured by first Mortgages on residential properties, with principal balances which, at the time of purchase by FNMA, did not exceed certain federally imposed maximum principal balance limitations applicable to FNMA. In 1983, the maximum dollar purchase limitations for Conventional Mortgage Loans are as follows: \$108,300 for mortgages secured by single-family residences (\$162,450 in Alaska and Hawaii); \$138,500 for mortgages secured by two-family residences (\$207,750 in Alaska and Hawaii); \$167,200 for mortgages secured by three-family



residences (\$250,800 in Alaska and Hawaii); and \$207,900 for mortgages secured by four-family residences (\$311,850 in Alaska and Hawaii).

No Conventional Mortgage Loan with a loan-to-value ratio in excess of 95% will be included in any Pool. Conventional Mortgage Loans with loan-to-value ratios exceeding 80% must have the principal amount of the indebtedness in excess of 75% 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 FNMA 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% (but not in excess of 90%), Lenders may contract with FNMA 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% 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%. 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%. The maximum loan-to-value ratio for Mortgage Loans secured by non-owner occupied properties is generally 80% but may vary based on FNMA's evaluation of the age of a Mortgage Loan and its experience with the Lender from whom it purchases such Mortgage Loan.

Each Conventional Mortgage Loan must be repayable in equal monthly installments that reduce the principal balance of the loan to zero at the end of the term.

Pursuant to the requirements of the Selling and Servicing Guide, each eligible Lender that sells a Conventional Mortgage Loan to FNMA for the purposes of the Program must assume responsibility for underwriting such Conventional Mortgage Loan using FNMA's published criteria for mortgage loan underwriting, as from time to time in effect, as guidelines. After delivery of the Conventional Mortgage Loans, FNMA will conduct reviews of the quality of credit and property underwriting used in the origination of certain randomly selected Conventional Mortgage Loans.

#### *GEMs*

The foregoing description of Conventional Mortgage Loans that are eligible for purchase under the Program applies equally to GEMs except for the requirement that amortization be on a level installment basis over the life of the Mortgage Loan. Each GEM must provide for scheduled annual increases of either 3%, 4% or 5% of the Mortgagor's monthly payments, which increases must be applied to reduce the unpaid principal balance of the GEM. All GEMs in a single Pool must have (i) scheduled payment increases of the same percentage amount and (ii) scheduled annual increases in monthly payments that occur within a four-month period. The original monthly payment on a GEM must be based on either a 25- or 30-year level installment amortization schedule.

#### *FHA/VA Mortgage Loans*

Pursuant to the requirements of the 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. Each FHA/VA Mortgage Loan must be repayable in equal monthly installments that reduce the principal balance of the loan to zero at the end of the term. 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, FNMA 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% of the lesser of (i) the purchase price of the property or (ii) the VA's estimate of reasonable value. For two- to four-family properties, such unguaranteed portion cannot be greater than 75% of the least of (i) above, (ii) above or the appraiser's estimate of market value. Each FHA/VA Mortgage Loan must be insured or guaranteed by a valid and subsisting policy or guaranty in full force and effect. In addition, each FHA/VA Mortgage Loan must have been originated prior to the 12-month period preceding FNMA's purchase of the Mortgage Loan for inclusion in a Pool.

## DESCRIPTION OF CERTIFICATES

Each Issue of Certificates will be issued pursuant to the Trust Indenture, which has been executed by FNMA in its corporate capacity and as Trustee for Certificateholders. The 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 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 FNMA upon the request of any Holder of Certificates of such Issue.

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

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 (cited herein as "TI").

### General

The Certificates will be issued in fully registered form only and 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 divided by the aggregate Stated Principal Balance<sup>1</sup> of the Mortgage Loans in the Pool (the "Pool Principal Balance") as of the Issue Date, which also will be set forth on the face of the Certificate. 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 FNMA 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 FNMA to supplement payments and other recoveries on Mortgage Loans to the extent necessary to make required distributions to Certificateholders.

Certificates will not be issued in initial principal denominations of less than \$25,000. (TI Section 7.01). In addition, Certificates may only be issued in integral multiples of \$5,000 in excess of \$25,000, with the exception of one odd denomination that may be issued for each Pool.

The Certificates will be freely transferable and exchangeable at the corporate trust office of Chemical Bank, New York, New York. A service charge may be imposed for any exchange or registration of transfer of Certificates and FNMA may require payment of a sum sufficient to cover any tax or other governmental charge. (TI Section 7.02)

---

<sup>1</sup>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 FNMA 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 FNMA on delinquent Mortgage Loans pursuant to its guaranty obligations and delays in the distribution of certain Mortgage Loan receipts.

Distributions of principal and interest on each Issue of Certificates will be made by FNMA on the 25th day of each month (the "Distribution Date") to the persons in whose names the Certificates are registered 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 check mailed to the address of the person entitled thereto as it appears on the Certificate Register; provided, however, that the final distribution in retirement of Certificates of any Issue will be made only upon presentation and surrender of the Certificates at the office or agency of FNMA specified in the notice to Certificateholders of such final distribution.

### **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. Such Mortgage Loan Schedule will include the following information as to each Mortgage Loan: the address of the Mortgaged Property, the first payment date and original term, the original principal amount, the Issue Date Principal Balance, the Mortgage Interest Rate, whether such Mortgage Loan is insured by the FHA or guaranteed by the VA, and whether such Mortgage Loan is a GEM and, if so, the dates when adjustments are effective and the percentage amount thereof. In addition, FNMA, as Trustee of the Mortgage Loans, will retain on behalf of Certificateholders the original Mortgage Note, endorsed in blank, and a completed and executed assignment to FNMA of the mortgage instrument in suitable form for recording but not recorded. At its option, FNMA may choose to maintain such documents with a custodian institution whose deposits or accounts are insured by the FDIC or the FSLIC. FNMA 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 FNMA 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. FNMA's guaranty would, however, by its terms be available in the event of any such proceeding involving the assets of a Lender.

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

### **Representations and Warranties of FNMA**

With respect to each Mortgage Loan in a Pool, FNMA will represent and warrant that as of the Issue Date of the related Certificates: (i) each Mortgage Loan is documented by appropriate FNMA/FHLMC mortgage instruments in effect at the time of origination, FHA or VA mortgage instruments or other instruments approved by FNMA; (ii) the Mortgaged Property securing each Mortgage Loan is improved with a one- to four-family dwelling unit, including units in a condominium project, a planned unit development or a *de minimis* planned unit development; (iii) each Mortgage Loan at the time it was made complied in all material respects with applicable state and federal laws, including usury, equal opportunity and disclosure laws; (iv) each Mortgage Loan conforms to the applicable eligibility requirements set forth in this Prospectus; (v) each Mortgage Loan at the time it was made had an original term not exceeding 30 years and each Mortgage Loan bears interest at a constant annual rate and, except for any GEM, provides for payment of equal monthly installments; (vi) the information set forth in the Mortgage Loan Schedule is true and correct in all material respects; (vii) immediately prior to the transfer thereof, FNMA had good and indefeasible title to such Mortgage Loan, and immediately upon the assignment thereof, the Trustee will have good and indefeasible title to such Mortgage Loan; (viii) each original Mortgage was recorded and, in the case of any Mortgage Note delivered to a custodian, an assignment in recordable form of the

related Mortgage to FNMA was delivered to the custodian; (ix) each Mortgage and Mortgage Note is the legal, valid and binding obligation of the maker thereof and is enforceable in accordance with its terms, except only as such enforcement may be limited by laws affecting the enforcement of creditors' rights generally; (x) each Mortgage Loan is secured by a first and paramount lien on the Mortgaged Property, subject only to (1) the liens of current real property taxes and assessments and (2) covenants, conditions and restrictions, rights of way, easements and other matters of public record which are customarily acceptable to mortgage lending institutions generally or to which like properties are commonly subject and which do not materially affect the value or marketability of the Mortgaged Property; (xi) no Mortgage Loan is delinquent on the Issue Date to the extent of more than the monthly installment of principal and interest due after the first day of the month prior to the month of the Issue Date; and (xii) each Mortgage Loan identified in the Mortgage Loan Schedule as being insured by the FHA or guaranteed by the VA is so insured or guaranteed on the Issue Date by a valid and subsisting policy or guaranty in full force and effect on such date.

Upon the discovery by FNMA of a breach of any representation and warranty which materially and adversely affects the interests of Certificateholders in and to the related Mortgage Loan (or which, in the case of the Prospectus and Prospectus Supplement description of the related Pool, causes that description to be materially incorrect), FNMA is obligated, within 60 days of such discovery, either to cure such breach in all material respects or to repurchase 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. In lieu of any such repurchase, FNMA may, at its option, substitute a new Mortgage Loan for a defective Mortgage Loan; provided, however, that no such substitution may take place more than 120 days 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.

#### **Servicing Through Lenders**

Pursuant to the Trust Indenture, FNMA 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 FNMA as more fully described herein. Any servicing contract or arrangement by FNMA with a Lender for the direct servicing of Mortgage Loans is a contract solely between FNMA 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 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 Selling and Servicing Guide. FNMA 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.

For each Mortgage Loan, FNMA retains the difference in interest between the annual Mortgage Interest Rate borne by the Mortgage Loan and the Pass-Through Rate on the Certificates. See "Yield Considerations." For example, if a Mortgage Loan with a 12.25% Mortgage Interest Rate is included in a Pool against which a Certificate with a 11.25% Pass-Through Rate is issued, FNMA would be entitled to receive total compensation of one percent per annum on the Mortgage Loan. FNMA is also entitled to retain prepayment fees, late charges, assumption fees, interest float on advance payments, and similar charges to the extent they are collected from borrowers. FNMA 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 FNMA for itself in consideration of its guaranty obligations and servicing responsibilities.

### **Payments on Mortgage Loans; Distributions on Certificates**

On the twenty-fifth day of each month (beginning with the month following the month of the Issue Date), FNMA 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, (ii) the Stated Principal Balance of any such Mortgage Loan which 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 FNMA as described herein because of the breach of a representation and warranty, or because of FNMA'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 FNMA'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) one month's interest at the Pass-Through Rate on the Pool Principal Balance as reported to Certificateholders in connection with the previous distribution (or, respecting the first distribution, the Pool Principal Balance on the Issue Date). For purposes of distributions, a Mortgage Loan will be considered to have been prepaid in full if, in FNMA'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. FNMA 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.

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.

### **FNMA Guaranty**

FNMA'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 FNMA's guaranty obligations in respect of the Certificates. If FNMA 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 impact monthly distributions to Certificateholders.

### **Reports to Certificateholders**

With respect to each distribution, FNMA will cause to be forwarded to each Certificateholder a statement setting forth the following information:

- (i) the amount due on the Certificate on account of scheduled principal;
- (ii) the amount due on the Certificate on account of interest;
- (iii) the amount, if any, due on the Certificate on account of unscheduled principal;
- (iv) the total of the cash distribution on the Certificate; and
- (v) the Certificate Principal Balance of the Certificate after giving effect to such distribution.

Within a reasonable period of time after the end of each calendar year, FNMA 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)—(iii) 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 FNMA**

As compensation for its activities and obligations under the Trust Indenture, FNMA will be entitled to retain the amounts applicable to interest which are not required to be distributed to Certificateholders as described above. In addition, FNMA is entitled to retain any amounts by which the proceeds of the liquidation of a Mortgage Loan exceed (i) the principal balance of that Mortgage Loan and (ii) interest thereon at the Pass-Through Rate. FNMA 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 FNMA.

### **Collection and Other Servicing Procedures**

FNMA is responsible for servicing the Mortgage Loans in each Pool and may, as set forth above, conduct such servicing through Lenders or through other FNMA-approved mortgage servicers. In connection with its servicing activities, FNMA 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, FNMA may, in its discretion and without obligation, repurchase from the Trust Fund any Mortgage Loan which 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 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)

Subject to the following paragraph and to the extent consistent with then-current policies of FNMA respecting mortgage loans held in its own portfolio, FNMA 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, FNMA 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 FNMA respecting comparable mortgage loans held in its own portfolio and must be without consideration of the ownership status of the related Mortgage Loan.

In connection with the transfer or prospective transfer of title to a Mortgaged Property, FNMA 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 FNMA is restricted by law from enforcing the "due-on-sale" clause or FNMA elects to withdraw such Mortgage Loan from the Pool. See "Maturity and Prepayment Assumptions."

In the event that, for any reason, FNMA is not obligated to accelerate the maturity of a Conventional Mortgage Loan or GEM upon the transfer, or prospective transfer, of title to the underlying Mortgaged Property, FNMA 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 FNMA's own portfolio or (ii) provide for reduction of the Mortgage Interest Rate.

The Trust Indenture provides that FNMA 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, any Mortgage Loan respecting which the underlying Mortgaged Property is transferred, or proposed to be transferred, under circumstances permitting FNMA to accelerate the maturity of such Mortgage Loan pursuant to the terms of any "due-on-sale" clause contained therein.

## **Certain Matters Regarding FNMA**

The Trust Indenture provides that FNMA 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 FNMA's obligations and duties under the Trust Indenture; provided, however, that no successor will succeed to FNMA's guaranty obligations described above, FNMA continuing to be responsible thereunder notwithstanding any termination of its other duties and responsibilities under the Trust Indenture. In the event that FNMA 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 FNMA nor any director, officer, employee or agent of FNMA 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 FNMA nor any such person will be protected against any liability which 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 FNMA is not under any obligation to appear in, prosecute or defend any legal action which is not incidental to its responsibilities under the Trust Indenture and which in its opinion may involve it in any expense or liability. FNMA may, however, in its discretion undertake any such legal action which 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 FNMA which will not be reimbursable to FNMA out of the Trust Fund. (TI Section 8.02)

Any corporation into which FNMA may be merged or consolidated, or any corporation resulting from any merger, conversion or consolidation to which FNMA is a party, or any corporation succeeding to the business of FNMA, will be the successor of FNMA 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 FNMA to distribute to Certificateholders any required payment which continues unremedied for 15 days after the giving of written notice of such failure to FNMA by the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 5% of the related Trust Fund; (ii) any failure by FNMA 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 FNMA by the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 25% 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 FNMA 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% of the related Trust Fund may, in writing, terminate all of the obligations and duties of FNMA 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 FNMA thereunder (other than FNMA's guaranty obligations) and to the legal title to the Mortgage Loans held in such Trust Fund. (TI Section 9.03)

## **Amendment**

The Trust Indenture as it relates to any Issue may be amended by FNMA, 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 FNMA; (ii) to evidence the succession of another party or parties to FNMA and the assumption by such successor or successors of the obligations of FNMA 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 FNMA 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 FNMA" above. (TI Section 11.01)

The Trust Indenture as it relates to any Issue may also be amended by FNMA with the consent of the Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 66% of the related Trust Fund so as to waive compliance by FNMA with any terms of the Trust Indenture or related Issue Supplement, or to allow FNMA 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 FNMA 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 which are required to be distributed on any Certificate. (TI Section 11.02)

## **List of Certificateholders**

With respect to each Pool, in the event that Holders of Certificates evidencing Fractional Undivided Interests aggregating not less than 5% of the related Trust Fund notify FNMA in writing that they desire to communicate with other Certificateholders of that Trust Fund, accompanied by a copy of the proposed communication, then, within five business days after receipt of such notification, FNMA will afford access to such Certificateholders during normal business hours to the most recent list of Certificateholders in such Pool. (TI Section 12.02)

## **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 FNMA, at its option, of all remaining Mortgage Loans in the related Pool at a price equal to 100% of the Stated Principal Balance thereof together with one month's interest thereon at the Pass-Through Rate. (TI Section 10.01) The exercise of such option will effect early retirement of the Certificates of that Issue, but FNMA's right to repurchase is subject to the aggregate principal balance of the Mortgage Loans at the time of repurchase being less than ten percent (10%) of the Pool Principal Balance on the Issue Date. 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 five persons named in the Trust Indenture. For each Issue, FNMA 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 only upon surrender and cancellation of the Certificates at an office of FNMA specified in the notice of termination. (TI Section 10.01)

## **FEDERAL TAX ASPECTS**

### **Taxation of Certificateholders**

Rulings effective for Certificates issued on or before June 1, 1983 with respect to Pools consisting exclusively of Conventional Mortgage Loans have been received from the Internal Revenue Service as to certain Federal income tax consequences of investments in the Certificates. FNMA is currently seeking to have these rulings amended by removal of the limitation of the effective period. The firm of Silverstein and



Mullens, tax counsel to FNMA, has issued its opinion respecting the Federal income tax consequences of investments in Certificates issued for Pools consisting exclusively of either GEMs or FHA/VA Mortgage Loans.

Pursuant to the Internal Revenue Service rulings and the opinion of Silverstein and Mullens, a Pool will not be classified as an association taxable as a corporation, but will be classified as a trust of which the Certificateholders of the respective Pool are the owners under Subpart E of subchapter J of the Internal Revenue Code of 1954, as amended (the "Code"). Each Certificateholder 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.

Accordingly, Certificateholders of a particular series will be required to report on their Federal income tax returns 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 received by the Pool, plus any amounts paid to the Pool by FNMA as interest under its guaranty. Under section 162 or section 212 of the Code, Certificateholders will be entitled to deduct the servicing fee paid to FNMA. Certificateholders using the cash method of accounting must take into account their pro rata share of income and deductions as and when collected or paid. Certificateholders using the accrual method of accounting must take into account their pro rata share of income and deductions as they become due.

Certificateholders must report their ratable share of the discount income realized on the purchase of each of the Mortgage Loans as ordinary income, consistent with their methods of accounting. The special rules of section 1232 of the Code will be applicable to the Certificateholders' proportionate share of the discounts on any Mortgage Loans in the Pool that are obligations of corporations, or of governments or their political subdivisions, if, and to the extent that, the other conditions for the application of that section are met. With respect to any undivided interest in a Mortgage Loan purchased at a premium, the Certificateholder will be entitled to a deduction for amortization under the special rules of section 171 of the Code. Certificateholders are advised to consult with their tax advisors as to whether premium or discount results either from the initial acquisition of Certificates or thereafter, including premium and discount resulting from purchase of the Mortgage Loans or from market purchases and sales of Certificates, and the effect, if any, of such premium or discount upon any secondary market for Certificates. Certificateholders may be required to report annually as ordinary income their pro rata share of any such discount but may not be permitted to deduct annually their pro rata share of any such premium. Such premium may be deductible only upon sale or final distribution in respect of the Certificates, and then only as a short- or long-term capital loss, depending upon how long the Certificates have been held.

With respect to Pools consisting exclusively of Conventional Mortgage Loans, the Internal Revenue Service has also ruled, effective for Certificates issued on or before June 1, 1983, as follows:

1. A Certificate owned by a "domestic building and loan association" within the meaning of section 7701(a)(19) of the Code 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 is (or, from the proceeds of the loan, will become) the type of real property described in that section of the Code.
2. A Certificate owned by a thrift institution described in section 593(a) of the Code is considered as representing "qualifying real property loans" within the meaning of section 593(d) of the Code.
3. A real estate investment trust that owns a Certificate is considered as owning a "real estate asset" within the meaning of section 856(c)(5)(A) of the Code, and interest income will be considered "interest on obligations secured by mortgages on real property" within the meaning of section 856(c)(3)(B) of the Code.
4. A Certificate owned by a "domestic building and loan association" within the meaning of section 7701(a)(19) of the Code 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 loan, will become) the type of real property described in that section of the Code.

Silverstein and Mullens have reached the identical conclusions with respect to Pools consisting exclusively of either GEMs or FHA/VA Mortgage Loans.

FNMA will furnish to each Certificateholder with each distribution a statement setting forth the amount of such distribution allocable to principal and to interest. In addition, FNMA will furnish, within a reasonable time after the end of each calendar year, to each Certificateholder at any time during such year information necessary to enable the Certificateholder to prepare its tax return. Certificateholders residing in states or localities which impose intangible property or income taxes are advised to consult their own tax advisors as to the status of the Certificates and the income thereon.

#### **Withholding**

Under section 301 of the Tax Equity and Fiscal Responsibility Act of 1982, P L. 97-248, Congress required certain statutorily designated payors of interest to withhold ten percent of the amount of such interest distributed to nonexempt recipients, commencing with distributions of interest made or credited on or after July 1, 1983 (regardless of when the investment was made). FNMA will deduct and withhold from each payment made or credited to a nonexempt Certificateholder an amount equal to ten percent of the interest component of such payment.

#### **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 FNMA, as to the validity of the Certificates, the Trust Indenture and the relevant Issue Supplement.

#### **ERISA CONSIDERATIONS**

On May 13, 1982, the Department of Labor issued a final regulation (29 C.F.R. § 2550.401b-1), effective June 17, 1982, 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 Internal Revenue Code of 1954, as amended (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 mortgage pool certificate with respect to which interest and principal payable pursuant to the certificate are guaranteed by FNMA. The effect of such regulation is to make clear that the sponsor (that is, the entity which organizes and services the pool, in this case FNMA), the trustee, and other persons 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 engaged in a prohibited transaction under Section 4975 of the Code, merely by reason of the plan's investment in a certificate. FNMA has been advised by its counsel, Brown, Wood, Ivey, Mitchell & Petty that, on the basis of the final regulation and class exemptions previously issued by the Department of Labor, the acquisition and holdings of the Certificates by plans are not prohibited either by ERISA or the Code.

## FNMA

FNMA is a federally chartered and privately owned corporation organized and existing under the Federal National Mortgage Association Charter Act (12 U.S.C. §1716 *et seq.*) (the "Charter Act"). It is the nation's largest supplier of residential mortgage funds, with a portfolio of more than \$69.7 billion of mortgage loans as of December 31, 1982. FNMA 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.

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

Although the Secretary of the Treasury of the United States has discretionary authority to lend FNMA up to \$2.25 billion outstanding at any time, neither the United States nor any agency thereof is obligated to finance FNMA's operations or to assist FNMA in any other manner.

The principal office of FNMA is located at 3900 Wisconsin Avenue, N.W., Washington, D.C. 20016, and there are five regional offices located in Atlanta, Georgia; Chicago, Illinois; Dallas, Texas; Los Angeles, California; and Philadelphia, Pennsylvania. FNMA also maintains a fiscal office at 100 Wall Street, New York, New York 10005.

Copies of FNMA's annual report and quarterly financial statements, as well as other financial information, are available from John Meehan, Senior Vice President—Finance and Treasurer, 100 Wall Street, New York, New York 10005 (Telephone: 212-425-9002) or Paul Paquin, Director of Investor Relations, FNMA, 3900 Wisconsin Avenue, N.W., Washington, D.C. 20016 (Telephone: 202-537-7115).

## CAPITALIZATION

The following table sets forth the capitalization of FNMA as of December 31, 1982.

	<u>Average Maturity</u>	<u>Average Annual Cost</u>	<u>Outstanding</u> (Dollars in thousands)
<b>Bonds, Notes and Debentures( 1):</b>			
<b>Due within one year</b>			
Short-term notes, net of unamortized discount .....	5 mos.	10.48%	\$11,334,009
Debentures .....	6 mos.	11.16%	14,433,975
Mortgage-backed bonds .....	4 mos.	8.47%	<u>12,592</u>
<b>Total due within one year .....</b>			<u><u>25,780,576</u></u>
<b>Due after one year</b>			
Debentures .....	3 yrs. 2 mos.	11.76%	41,824,435
Mortgage-backed bonds .....	7 yrs. 1 mo.	8.59%	464,062
Capital debentures, net of unamortized discount .....	8 yrs. 2 mos.	10.36%	1,509,334
Convertible capital debentures .....	13 yrs. 9 mos.	4.43%	<u>35,231</u>
<b>Total due after one year .....</b>			<u><u>43,833,062</u></u>
<b>Total Bonds, Notes and Debentures.....</b>			<u><u>\$69,613,638</u></u>
<b>Total Stockholders' Equity .....</b>			<u><u>\$ 1,203,329</u></u>

(1) All of the above outstanding short-term and long-term debt was issued under Section 304(b) of the Charter Act except the subordinated capital debentures and convertible capital debentures which were issued under Section 304(e) and the mortgage-backed bonds which were issued under Section 304(d). See "Corporate Indebtedness" for a description of certain limitations applicable to indebtedness issued by FNMA.

## SELECTED FINANCIAL DATA

The following selected financial data for the years 1978 through 1982 (which data are not covered by the report of independent certified public accountants) have been summarized or derived from the audited financial statements.

### Condensed Statements of Operations (1) (Dollars in millions, except per share amounts)

	For The Year Ended December 31,				
	1978	1979	1980	1981(2)	1982
Interest margin.....	\$ 369	\$ 322	\$ 21	\$ (463)	\$ (506)
Commitment, guaranty, and other fees.....	106	60	68	125	301
Gain (loss) on sales of mortgages.....	—	(2)	—	—	44
Other expenses.....	(75)	(81)	(63)	(22)	(96)
Income (loss) before Federal income taxes and extraordinary item.....	400	299	26	(360)	(257)
Provision for Federal income taxes.....	191	137	12	(170)	(123)
Income (loss) before extraordinary item.....	209	162	14	(190)	(134)
Extraordinary item: gain on early retirement of debt(3).....	—	—	—	—	29
Net income (loss).....	\$ 209	\$ 162	\$ 14	\$ (190)	\$ (105)
Earnings (loss) per share:					
Before extraordinary item:					
Primary.....	\$ 3.81	\$ 2.81	\$ .24	\$ (3.22)	\$ (2.20)
Fully diluted.....	3.47	2.68	.23	(3.22)	(2.20)
Net:					
Primary.....	3.81	2.81	.24	(3.22)	(1.72)
Fully diluted.....	3.47	2.68	.23	(3.22)	(1.72)
Cash dividends per share.....	1.15	1.28	1.12	.40	.16

### Condensed Balance Sheets (1) (Dollars in millions)

	At December 31,				
	1978	1979	1980	1981	1982
<b>Assets</b>					
Mortgage portfolio, net.....	\$42,010	\$49,655	\$55,742	\$59,846	\$69,714
Other assets.....	1,355	1,424	2,426	2,052	3,753
Total assets.....	\$43,365	\$51,079	\$58,168	\$61,898	\$73,467
<b>Liabilities</b>					
Bonds, notes and debentures:					
Due within one year.....	\$ 9,018	\$13,087	\$15,542	\$17,365	\$25,781
Due after one year.....	31,826	35,116	39,338	41,186	43,833
Other liabilities.....	1,159	1,375	1,831	2,104	2,650
Total liabilities.....	42,003	49,578	56,711	60,655	72,264
Stockholders' equity.....	1,362	1,501	1,457	1,243	1,203
Total liabilities and stockholders' equity.....	\$43,365	\$51,079	\$58,168	\$61,898	\$73,467

**Condensed Statements of Changes in Financial Position**  
(Dollars in millions)

	Year Ended December 31,	
	1981(2)	1982
<b>Funds Provided</b>		
Operations .....	\$ (218)	\$ (137)
Extraordinary gain(3) .....	—	—
Proceeds from issuance of debentures and bonds.....	10,236	20,743
Increase in short-term notes .....	714	2,343
Mortgage repayments, less discount amortized .....	1,283	1,514
Sales of mortgages, excluding gains and losses.....	9	2,071
Net increase in stockholders' equity resulting from debt exchange and debenture conversions.....	—	104
Other items .....	(46)	233
Total funds provided ..	11,978	26,871
<b>Funds Applied</b>		
Debentures and bonds retired .....	7,266	12,044
Mortgage purchases including refinancings, less discount.....	5,904	14,047
Mortgage refinancings.....	(631)	(617)
Dividends paid .....	24	10
Total funds applied.....	12,563	25,484
Increase (decrease) in cash and short-term investments .....	(585)	1,387
Beginning balance, cash and short-term investments.....	1,651	1,066
Ending balance, cash and short-term investments.....	\$1,066	\$ 2,453

(1) Data for 1982 have been reclassified and data for years 1978 through 1981 have been conformed to achieve comparability.

(2) Results for the year ended December 31, 1981 include a \$42.0 million reduction in the allowance for loan losses effected in the second quarter. There was also a decrease in the rate of providing for losses on conventional loans which resulted in a reduction in the loss provision of \$8.3 million during the last three quarters of 1981. Exclusive of these reductions, the 1981 loss would have been \$217.0 million or \$3.67 per share.

(3) In September 1982, FNMA entered into a nontaxable transaction which 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. This transaction has no funds effect.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS

### ANNUAL PERIOD

#### General

During the 1970s, FNMA served the housing industry by raising funds in the private capital markets and purchasing FHA/VA and conventional fixed rate loans for its portfolio, primarily from mortgage banks. Although the average maturity of the debt portfolio was much shorter than the average life of the mortgage portfolio, the combined effect of a relatively stable interest rate environment and FNMA's ability to borrow funds at favorable rates allowed FNMA to establish a record of increasing profitability.

By 1979, the economic environment in which FNMA had done business for over a decade was changing. Interest rates, particularly short-term rates, started to rise, reaching unprecedented levels in 1980, and again in 1981. Bond equivalent yields on twelve-month Treasury bills reached yearly highs of 15.94 percent in March 1980 and 16.58 percent in September 1981; the average annual bond equivalent yield for 1980 and 1981 was 12.05 percent and 14.84 percent, respectively. FNMA's average borrowing costs for new funds increased from 10.72 percent in 1979 to 13.37 percent in 1980, then rose to 16.22 percent in 1981. Given the mismatch of the corporation's assets and liabilities, the gradual increase in net yield on the mortgage portfolio resulting from new mortgage purchases could not keep pace with the need to refinance large amounts of debt at sharply higher borrowing costs. Consequently, the mortgage portfolio produced a negative interest margin of \$462.9 million in 1981.

It became clear that the methods by which profitability had been achieved in the past were not suited to the primary and secondary housing markets of the 1980s. Beginning in the second half of 1981 a new management team implemented a wide range of strategic and operating changes, which were designed to allow FNMA to take a more active role in the secondary market and to reduce its exposure to interest rate fluctuations. To reduce its interest rate exposure, FNMA developed mortgage-backed securities and diversified the types of mortgages it purchases by creating a secondary market for adjustable rate, builder buydown and second mortgages. FNMA sought to offset the effect of its large portfolio of low yielding mortgages by introducing its Resale/Refinance Program and increasing commitment fees, especially for optional and standby commitments. New channels were opened for acquiring mortgages, such as the negotiated, mandatory delivery, participation and market rate standby commitment programs, while optional delivery fixed rate commitments were significantly reduced. In addition, the corporation streamlined the administrative procedures by which it conducts business with lenders and launched an aggressive marketing program to attract new customers. FNMA also successfully sought legislation that removed constraints on its ability to issue subordinated debentures; authorized it to add to its equity by issuing preferred stock; and gave it a status for Federal income tax purposes more comparable to that of other financial institutions.

This discussion and analysis illustrates the effect of these strategic and operating changes to date on the corporation's sources of revenues, mortgage portfolio and financing activities. These activities have begun to reduce the corporation's exposure to interest rate fluctuations, although the fixed rate portfolio still leaves the corporation sensitive to sharp increases in interest rates.

#### Results of Operations

FNMA incurred a net loss of \$104.9 million in 1982 (\$133.8 million excluding the extraordinary gain from the debt/equity exchange in September), compared with a net loss of \$190.4 million in 1981 (\$217.0 million excluding the effect of a reduction in the provision and allowance for conventional loan losses).

In 1980, the corporation's net income was \$14.2 million. The per share net loss in 1982 was \$1.72 (\$2.20 before extraordinary gain from the debt/equity exchange), compared with the 1981 per share loss of \$3.22 (\$3.67 before reduction of the conventional loan loss reserve) and the 1980 per share income of 23 cents.

Overall portfolio performance is measured by the spread between net yield on the mortgage portfolio and average borrowing costs. During December 1982, the average spread was a negative .70 percent, compared with a negative 1.60 percent and a negative .67 percent during December of 1981 and 1980, respectively. In the first seven months of 1982, the spread ranged between a negative 1.44 percent for January and a negative 1.54 percent for July. Thereafter it improved steadily each month through December, due to declining borrowing costs and monthly increases in the net yield on the mortgage portfolio. See "FNMA's Spread on Its Mortgage Portfolio."

Interest earned on marketable securities was \$232.1 million in 1982, compared with \$140.0 million and \$121.5 million for 1981 and 1980, respectively, reflecting the increased liquidity position maintained during 1982 compared with the prior two years. Despite the improvements in the negative spread and income from marketable securities for 1982, the negative interest margin increased from \$462.9 million in 1981 to \$506.5 million in 1982.

Average debt costs rose from 11.32 percent for January 1982 to 11.87 percent for July, then dropped 48 basis points over five months to 11.39 percent for December as FNMA took advantage of declining interest rates to issue significant volumes of lower cost debt. As a result of an aggressive purchase policy in 1982, the corporation acquired a large volume of higher yielding mortgages and raised the net yield on the mortgage portfolio 87 basis points from an average 9.82 percent during December 1981 to 10.69 percent for December 1982. In 1980, December's net mortgage yield was 9.20 percent.

Other major sources of revenue are mortgage purchase commitment fees, mortgage-backed security guaranty fees, and gains on sales of mortgages. Commitment fees increased significantly in 1982 to \$263.9 million; of this amount, 64 percent or \$170.1 million was received in conjunction with negotiated transactions, an approach to mortgage purchases that FNMA started late in 1981. Guaranty fees from mortgage-backed securities outstanding totaled \$16.1 million in 1982, which was the first full year of this program. FNMA expects guaranty fees to develop into a stable source of significant revenue in future periods as the volume of outstanding mortgage-backed securities increases. These revenues will help reduce the volatility of FNMA earnings. Finally, gains on sales of mortgages added \$44.4 million in revenue for 1982, compared with \$152 thousand and \$42 thousand in 1981 and 1980, respectively. Sales activity will continue to play an important role in attaining FNMA's corporate objectives to produce a better asset/debt maturity match and to increase market liquidity for mortgage-backed securities.

In 1982, cash dividends were \$.16 per share, compared with per share cash dividends of \$.40 and \$1.12 in 1981 and 1980, respectively.

### **The Mortgage Portfolio**

During 1982, as mentioned above, FNMA sought to improve mortgage portfolio performance through purchasing large volumes of higher yielding mortgages and expanding its mortgage market to include adjustable rate, builder buydown and second mortgages. The corporation's objectives are to reduce vulnerability to interest rate fluctuations and to improve the spread on its mortgage portfolio, striking a balance between earnings and reduced refinancing risk.

A total of \$22.1 billion of mortgage purchase commitments were issued in 1982 compared with \$9.5 billion and \$8.1 billion issued during 1981 and 1980, respectively. In 1982, negotiated transactions supplanted the auction process as the primary channel for issuing commitments, accounting for 62 percent



of all commitments. Commitments issued for adjustable rate mortgages accounted for 27 percent of total commitment volume in 1982, the first full year in which FNMA purchased adjustable rate mortgages. As of December 31, 1982, outstanding commitments totaled \$7.6 billion, compared with \$3.7 billion and \$3.3 billion at year-end 1981 and 1980, respectively.

FNMA purchased a total of \$15.1 billion of mortgages in 1982 at an average net yield of 15.00 percent, compared with \$6.1 billion at an average net yield of 15.38 percent in 1981 and \$8.1 billion at an average net yield of 12.27 percent in 1980. The spread between the net purchase yield and the cost of debt issued in 1982 increased to 218 basis points, compared with a negative 84 basis points in 1981 and a negative 111 basis points in 1980. On December 31, 1982, the net mortgage portfolio was \$69.7 billion, compared with \$59.8 billion and \$55.7 billion on December 31, 1981 and 1980, respectively.

In 1982, the composition of mortgages purchased shifted substantially from prior years. Whereas in 1980 and 1981, fixed rate 30-year first mortgages accounted for 100 percent and 95 percent of purchases, respectively, in 1982 they accounted for only 69 percent. Adjustable rate and second mortgages were 21 percent and 10 percent, respectively, of 1982's \$15.1 billion purchase volume. These new types of mortgages will play a major role in reducing the corporation's future exposure to changes in interest rates.

Mortgage repayment activity exhibited little change during 1982. Principal repayments provide a source of funds for new mortgage purchases, and, when older lower yielding loans are prepaid, allow the net yield on portfolio to rise. In 1980, principal repayments totaled \$1.6 billion. In 1981, they declined to \$1.1 billion, then in 1982 increased slightly to \$1.2 billion. Management believes that the rapid rise in interest rates during the period under review together with reduced housing market activity significantly slowed the payoff of existing mortgages. In addition, the assumable feature of government-backed mortgages and the existence of laws in some states prohibiting enforcement of conventional mortgage "due-on-sale" clauses contributed to abnormally low payoff activity. The passage of the "Garn-St Germain Depository Institutions Act of 1982" allows lenders to enforce conventional mortgage "due-on-sale" clauses in most states after October 15, 1982. See "Maturity and Prepayment Assumptions."

### **Financing Activities**

Despite its losses and negative spread, FNMA continued to enjoy access to private capital markets at relatively favorable rates. For example, average short-term borrowing rates on new issues for FNMA in 1982 ranged from a high of 14.82 percent for February to 9.31 percent for December. Bond equivalent yields on Treasury bills of comparable maturities were 14.14 percent in February and 8.62 percent in December. In 1982, FNMA raised a total of \$55.0 billion of debt at an average cost of 12.82 percent compared with \$40.4 billion at 16.22 percent in 1981 and \$29.2 billion at 13.37 percent in 1980. As a result of the improvement in interest rates, the average cost of debt issued dropped from 14.50 percent in the first half of 1982 to 11.43 percent in the second half. The average maturity of the debt portfolio declined from 2 years, 7 months on December 31, 1981 to 2 years, 3 months at the end of December 1982. At year-end 1980, the average maturity was 2 years, 11 months.

The major reason for FNMA's financial difficulty during the period under review was the mismatch in the maturity structures of the mortgage and debt portfolios. With the average maturity of the debt portfolio significantly less than the average life of the mortgage portfolio, the average cost of debt is far more sensitive to interest rate changes than the net yield on the mortgage portfolio. Since 1980, it has been necessary to replace a large portion of the debt portfolio with sharply higher cost and shorter-term debt. At the beginning of 1980 the average cost of debt was 8.81 percent and the average maturity was 3 years, 3 months. By the end of 1982, 54 percent of this debt had been replaced, contributing to an increase in the cost of debt to 11.38 percent and a decrease in maturity to 2 years, 3 months.

FNMA's basic financing strategy during this period was to rely on shorter-term borrowings as it waited for a sustained break in long-term interest rates before actively seeking to lengthen debt maturities and thereby reduce the mismatch between assets and liabilities. In the fourth quarter of 1982, the corporation issued \$1.0 billion of debentures with maturities of 7 years or more. FNMA last sold

significant amounts of debt in this maturity range in the first half of 1980. In the first half of 1982, \$10.0 billion of debentures with an average maturity of 2 years, 6 months were issued, compared with \$10.8 billion with an average maturity of 3 years, 7 months in the second half. The average maturity of debentures issued in 1982 was 3 years, compared with 3 years, 7 months and 4 years, for debentures issued in 1981 and 1980, respectively.

In September 1982, FNMA exchanged 6.3 million shares of its common stock for approximately \$100.6 million of its debentures which were retired, thereby increasing the total number of shares outstanding to 65.4 million. The exchange of stock for debt enhanced FNMA's capital position, thereby supporting the corporation's aggressive mortgage purchase program.

### Mortgage-Backed Securities

In 1982, FNMA issued a total of \$14.0 billion in guaranteed mortgage-backed securities ("MBS"), which represented approximately 27% of new issues in the national MBS market. FNMA thus ceased to be solely a portfolio investor. The corporation believes the outlook for growth of MBS issues and attendant guaranty fees is positive. Institutional investors and pension funds are expected to continue to be important sources of demand for MBS issues since they have expressed interest in investing in housing by acquiring this type of security.

### FNMA'S SPREAD ON ITS MORTGAGE PORTFOLIO

FNMA's profitability depends primarily on the difference, or "spread," between the return it receives on its mortgage 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.

For the Month	Net Portfolio at Month-End (In millions)	Average Effective Yield*	Average Cost of Outstanding Indebtedness*			Spread
			Short-term Notes	Bonds and Debentures	Aggregate	
December 1978	\$42,010	8.38%	9.10%	7.86%	7.99%	.39%
December 1979	49,655	8.74	11.90	8.29	8.72	.02
December 1980	55,742	9.20	13.93	9.29	9.87	(.67)
December 1981	59,846	9.82	16.10	10.63	11.42	(1.60)
<b>1982</b>						
January	60,158	9.88	15.07	10.76	11.32	(1.44)
February	60,552	9.92	14.65	10.95	11.37	(1.45)
March	60,991	9.97	14.43	11.10	11.41	(1.44)
April	61,573	10.04	14.52	11.19	11.56	(1.52)
May	62,383	10.12	14.46	11.29	11.65	(1.53)
June	63,391	10.23	14.31	11.43	11.72	(1.49)
July	64,470	10.33	14.21	11.58	11.87	(1.54)
August	65,989	10.47	13.35	11.60	11.84	(1.37)
September	66,987	10.58	12.59	11.62	11.75	(1.17)
October	67,264	10.65	11.92	11.64	11.65	(1.00)
November	68,142	10.65	11.48	11.59	11.52	(.87)
December	69,714	10.69	10.85	11.55	11.39	(.70)

\* Average effective yield on portfolio 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 and, as the denominator, the average outstanding unpaid principal balance of the mortgage portfolio less unamortized discount. Similarly, the average cost of bonds and debentures and aggregate indebtedness is calculated using actual expense and the average outstanding applicable indebtedness during the month. The average cost of short-term indebtedness is the average original issue cost computed on a 365-day basis.

Approximately \$13.4 billion principal amount of bonds and debentures (original term of one year or longer) mature during the twelve months following December 31, 1982.

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Weighted Average Cost</u>
	(In millions)	
<b>1983</b>		
February 10	\$ 450	17.25%
March 10	1,300	8.74
April 11	1,397	9.16
May 10	1,550	15.22
June 10	800	7.51
July 11	1,000	10.91
August 10	1,000	9.76
September 12	950	8.09
October 10	1,000	9.30
November 10	1,500	15.09
November 29	385	9.54
December 12	600	8.24
Other	1,515	12.81

Any near-term improvement in the spread on the mortgage portfolio must result from FNMA's ability to refinance maturing borrowings at lower rates and to continue to increase the yield on its mortgage portfolio.

Since FNMA's mortgage portfolio aggregated \$69.7 billion at December 31, 1982, and its stockholders' equity was approximately \$1.2 billion at that date, an improvement in FNMA's spread over the next several quarters is an important element in increasing its equity base.

## RECENT DEVELOPMENTS

The "Garn-St Germain Depository Institutions Act of 1982" was passed by Congress and signed into law on October 15, 1982. This legislation authorizes FNMA to issue preferred stock and removes the statutory restriction that limited FNMA's outstanding subordinated debentures to twice the sum of (i) the capital of FNMA represented by the outstanding common stock and (ii) its surplus and undistributed earnings. This legislation also pre-empts certain state statutory and case law prohibiting enforcement of "due-on-sale" clauses. See "Maturity and Prepayment Assumptions" and "New Mortgage Purchase Policies."

The Department of Housing and Urban Development ("HUD") has amended its regulations to permit it to increase the federally regulated ceiling on FNMA's debt to capital ratio without formal rulemaking proceedings. On December 22, 1982, the Secretary of HUD approved an increase in FNMA's maximum debt to capital ratio from 25:1 to 30:1.

## HISTORY AND BUSINESS

FNMA was incorporated on February 10, 1938 pursuant to Title III of the National Housing Act. FNMA 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 mortgages insured by the FHA and, since 1948, mortgages guaranteed by the VA, for the purpose of establishing and maintaining a secondary market for such mortgages. Title III was revised on August 2, 1954 and called the Federal National Mortgage Association Charter Act. Under the new Charter Act, FNMA became a mixed-ownership corporate instrumentality of the United States. In connection with its secondary market operations, FNMA issued non-voting common stock to the institutions from which it purchased mortgages.

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

Pursuant to amendments to the Charter Act enacted in the Housing and Urban Development Act of 1968 (the "1968 Act"), FNMA was, as of September 1, 1968, partitioned into two separate and distinct corporations. One, Government National Mortgage Association ("GNMA"), is a wholly owned corporate instrumentality of the United States within the Department of 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, FNMA, 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 non-voting common stock of FNMA, par value \$100 per share, into one share of voting common stock without par value and authorized FNMA to issue its common stock to the public. The 1968 Act also provided for a transitional period for FNMA's stockholders to assume control of the corporation, and all preferred stock theretofore held by the Secretary of the Treasury was retired as of September 30, 1968. Accordingly, the entire equity interest in FNMA became, and is now, publicly owned.

### Government Supervision

Although the 1968 Act eliminated all federal ownership interest in FNMA, it did not terminate the significant government regulation of the corporation. Under the Charter Act, approval of the Secretaries of the Treasury and HUD is required for FNMA's issuance of its obligations; however, the Secretary of HUD has delegated the authority to approve the issuance of FNMA debt instruments to the Secretary of the Treasury. The Secretaries of both the Treasury and HUD have approved the issuance and guaranty by FNMA of the Certificates described herein and in the Prospectus Supplement.

With regard to FNMA's issuance of debt instruments, the Charter Act specifically provides that the aggregate amount of the corporation's general obligations (under Section 304(b)) shall not exceed, at any one time, fifteen times the sum of capital, capital surplus, general surplus, reserves and undistributed earnings of FNMA unless a greater ratio is fixed by the Secretary of HUD. The Secretary of HUD has increased this ratio to thirty to one. Regulations adopted by HUD provide that, in the event of a reduction in the capital of FNMA, FNMA's debt to capital ratio will automatically increase to such figure as is

necessary to include all obligations outstanding pursuant to Section 304(b) of the Charter Act. The Certificates described herein and in the Prospectus Supplement are authorized by Section 304(d) of the Charter Act, and, as such, are not subject to any Charter Act limitations as to the maximum amount which may be issued or outstanding at any time.

In addition to specific enumerated powers, including those described above, the Secretary of HUD is granted general regulatory power over FNMA under Section 309(h) of the Charter Act with authority to promulgate rules and regulations to carry out the purposes of the Charter Act. The Secretary also may require, pursuant to said Section 309(h), that a reasonable portion of FNMA's mortgage purchases be related to the national goal of providing adequate housing for low- and moderate-income families, but with a reasonable economic return to FNMA.

The Charter Act also gives the Secretary of HUD the authority to audit the books and examine the records of FNMA, but this authority has not been exercised.

Although ten members of FNMA's fifteen member Board of Directors are elected by the holders of FNMA 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 FNMA under significant federal supervision, the Charter Act also grants to FNMA certain privileges and immunities that it would not otherwise enjoy. For instance, securities issued by FNMA 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. Accordingly, no registration statement or other document with respect to the Certificates offered hereby and by the Prospectus Supplement has been filed with the Securities and Exchange Commission.

As described in "Corporate Indebtedness," the corporation has the authority to borrow up to \$2.25 billion from the Secretary of the Treasury. Any such borrowing would be within the Secretary's discretion and FNMA has not used this facility since its transition from government control.

FNMA is exempt from all taxation by any state or by any county, municipality or local taxing authority except for real property taxes. FNMA is not exempt from payment of federal corporate income taxes. Also, FNMA 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 Commonwealth of Puerto Rico and the territories and possessions of the United States.

## **MORTGAGE PORTFOLIO**

### **General**

The principal activity of FNMA consists of the purchase of mortgages, primarily on residential properties, meeting certain eligibility requirements established by statute and by FNMA. Substantially all of such purchases are made by FNMA pursuant to forward purchase commitments issued by FNMA. Under such commitments, FNMA agrees in advance to purchase a specified dollar amount of loans at an agreed price. See "Mortgage Portfolio—Commitments" below.

Prior to 1972, all mortgages purchased were insured or guaranteed by the federal government, but since February 1972, under authority granted by the Emergency Home Finance Act of 1970, FNMA has also purchased mortgages which are not federally insured or guaranteed (so-called "conventional mortgages"). See "Mortgage Portfolio—Mortgage Purchase Activity" below.

## Commitments

FNMA's mortgage loan purchases are based on its issuance of commitments by which FNMA agrees in advance to purchase a specified dollar amount of loans. Lenders pay fees, generally one-half of one percent to five percent, for these commitments depending on market conditions, the type of mortgage loan, and the length and characteristics of the commitment.

FNMA offers both optional and mandatory delivery commitments. Under optional delivery commitments, the actual sale of mortgages to FNMA is at the discretion of the lender. If interest rates move upward, lenders holding this type of commitment generally deliver newly closed loans to FNMA; when rates move downward, lenders are free to sell to other investors at lower yields. Under mandatory delivery commitments, lenders are obligated to sell mortgages to the corporation. These commitments entail lower FNMA fees and are most often used for loans already closed.

The following table sets forth FNMA's mortgage commitment activity in connection with both FNMA's portfolio and mortgage-backed securities.

### FNMA Mortgage Commitments (Dollars in millions)

<u>Commitments Issued</u>	<u>For the Year Ended December 31,</u>				
	<u>1978</u>	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>
<b>Portfolio</b>					
Home: Government insured or guaranteed .....	\$ 9,119	\$ 5,698	\$5,570	\$2,971	\$ 923
Conventional: Fixed rate .....	9,829	4,441	2,511	4,927	13,405
Adjustable rate .....	—	—	—	1,360	6,024
Second trust .....	—	—	—	213	1,745
Total home mortgages .....	18,948	10,139	8,081	9,471	22,097
Project government insured .....	11	40	2	—	9
Total portfolio .....	<u>\$18,959</u>	<u>\$10,179</u>	<u>\$8,083</u>	<u>\$9,471</u>	<u>\$22,106</u>
Mortgage-backed securities .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$3,259</u>	<u>\$15,517</u>
<u>Commitments Outstanding</u>	<u>At December 31,</u>				
	<u>1978</u>	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>
<b>Portfolio</b>					
Home: Government insured or guaranteed .....	\$ 3,902	\$ 3,243	\$2,246	\$ 920	\$ 44
Conventional: Fixed rate .....	5,258	3,111	1,008	1,468	4,016
Adjustable rate .....	—	—	—	1,279	3,331
Second trust .....	—	—	—	31	206
Total home mortgages .....	9,160	6,354	3,254	3,698	7,597
Project government insured .....	25	55	24	19	9
Total portfolio .....	<u>\$ 9,185</u>	<u>\$ 6,409</u>	<u>\$3,278</u>	<u>\$3,717</u>	<u>\$7,606</u>
Mortgage-backed securities .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$2,555</u>	<u>\$2,331</u>

## **Mortgage Purchase Activity**

As described above, FNMA currently purchases conventional mortgages as well as mortgages that are insured by the FHA or guaranteed by the VA. Substantially all loans currently in FNMA's portfolio are secured by first liens, but FNMA has also begun to purchase second lien whole loans and participations in such loans. With the exception of \$5.3 billion of FHA-insured project loans, all of the mortgage loans purchased by FNMA and held in its portfolio are secured by residential one- to four-family properties. Since FHA-insured and VA-guaranteed loans are, because of their government backing, essentially risk-free from a credit standpoint, FNMA's basic eligibility criterion for their purchase is simply the FHA insurance or the VA guaranty. Because conventional loans have no federal government backing, FNMA has established certain eligibility criteria for their purchase in an effort to minimize the risk of loss from mortgagor defaults. As shown by the table under "Conventional Mortgage (Whole Loan) Portfolio" below, FNMA has experienced an extremely low level of losses on its conventional mortgage portfolio. FNMA believes that its favorable experience to date results from a number of factors, including its purchase eligibility requirements and loan underwriting criteria as well as inflationary pressures which have tended to increase dramatically the market value of the homes securing its portfolio loans.

Generally, FNMA requires that the unpaid principal amount of each conventional mortgage purchased by it (i) not be greater than 80 percent of the appraised 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 loan is greater than 80 percent of such original appraised value (or of the appraised value as determined by a subsequent appraisal). Mortgage insurance is not required on mortgages with loan-to-value ratios greater than 80 percent if the mortgage seller either retains a participation in the mortgage of not less than 10 percent or agrees to repurchase the loan in the event of default.

Sellers of mortgages to FNMA generally retain, subject to FNMA supervision, the responsibility for servicing the loans sold to FNMA. Servicers are compensated through the retention of a specified portion of each interest payment on a serviced mortgage loan. Servicing includes the collection and remittance of principal and interest payments, administration of escrow accounts, collection of insurance claims and, if necessary, foreclosure. In 1982, mortgage banking companies accounted for 42 percent of FNMA's purchases, savings and loan associations for 36 percent, investment bankers for 13 percent, banks for 6 percent, and others for 3 percent.

Conventional mortgage loans may not be purchased by FNMA if their principal balance at the time of purchase exceeds \$108,300, except for loans secured by properties in Alaska and Hawaii or by two- to four-family dwelling units, where higher maximums apply. Loans eligible for insurance by the FHA are subject to statutory maximum amount limitations, and FNMA imposes maximum amount limitations on loans guaranteed by the VA. Maximum principal balances applicable to FNMA's conventional mortgage purchases can be increased annually to reflect the increasing cost of homes.

Generally, conventional mortgages purchased by FNMA must conform with credit appraisal and underwriting guidelines established by FNMA. These guidelines are designed to assess the credit-worthiness of the mortgagor as well as to assure that the value of the mortgaged home is sufficient to secure the mortgage loan. These guidelines are changed from time to time by FNMA, and FNMA may deviate from them respecting particular loans if other considerations warrant doing so.

At December 31, 1982, substantially all of FNMA's mortgage portfolio consisted of fixed rate mortgage loans. Substantially all of such loans provide for level monthly installments of principal and interest, such installments consisting primarily of interest during the early and middle years, with the major portion of the original principal balance being payable during the years immediately preceding maturity. The great majority of such loans had original maturities of not less than 25 years (generally 30 years for single-family loans and 40 years for loans secured by projects). At December 31, 1982, the weighted average dollar life (based on the underlying amortization schedules and assuming no prepayments) of the mortgage loans in FNMA's mortgage portfolio was approximately 25 years, and the weighted average yield (net of servicing) was 10.73 percent.

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

**FNMA Mortgage Portfolio**  
(Dollars in millions)

	<u>1978</u>	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>
<b>Unpaid Principal Balances At End of Period</b>					
Home: Government insured or guaranteed	\$26,054.6	\$29,381.7	\$33,416.7	\$34,550.7	\$33,742.3
Conventional: Fixed rate.....	11,524.4	16,106.0	18,358.0	21,153.2	27,789.6
Adjustable rate.....	—	—	—	106.8	3,331.9
Second trust.....	—	—	—	175.3	1,635.5
Project government insured .....	5,736.3	5,609.1	5,551.9	5,425.9	5,314.4
Total unpaid balance.....	<u>\$43,315.3</u>	<u>\$51,096.8</u>	<u>\$57,326.6</u>	<u>\$61,411.9</u>	<u>\$71,813.7</u>
Average yield net of servicing.....	8.39%	8.75%	9.24%	9.85%	10.73%
<b>Purchases During Period</b>					
Home: Government insured or guaranteed	\$ 6,619.9	\$ 5,387.8	\$ 5,272.5	\$ 2,284.0	\$ 901.1
Conventional: Fixed rate.....	5,681.7	5,410.2	2,801.8	3,544.3	9,442.9
Adjustable rate.....	—	—	—	106.8	3,210.0
Second trust.....	—	—	—	175.9	1,552.3
Project government insured .....	2.9	9.2	26.8	1.9	9.5
Total mortgages purchased .....	<u>\$12,304.5</u>	<u>\$10,807.2</u>	<u>\$ 8,101.1</u>	<u>\$ 6,112.9(1)</u>	<u>\$15,115.8(1)</u>
Average net yield on mortgages purchased .	9.09%	10.11%	12.27%	15.38%	15.00%
<b>Repayments During Period</b>					
Home: Government insured or guaranteed	\$ 2,472.5	\$ 2,060.7	\$ 1,343.3	\$ 1,252.1	\$ 1,263.6
Conventional: Fixed rate.....	754.3	827.9	549.2	740.5	909.6
Adjustable rate.....	—	—	—	—	28.9
Second trust .....	—	—	—	.6	92.1
Project government insured .....	129.9	115.3	84.0	127.1	121.0
Total mortgage repayments .....	<u>\$ 3,356.7</u>	<u>\$ 3,003.9</u>	<u>\$ 1,976.5</u>	<u>\$ 2,120.3(1)</u>	<u>\$ 2,415.2(1)</u>
<b>Sales During Period</b>					
Home: Government insured or guaranteed	\$ —	\$ —	\$ —	\$ —	\$ 518.2
Conventional: Fixed rate.....	—	.7	.6	8.6	1,896.9
Adjustable rate.....	—	—	—	—	—
Second trust.....	—	—	—	—	—
Project government insured .....	9.0	21.1	—	.8	—
Total sales .....	<u>\$ 9.0</u>	<u>\$ 21.8</u>	<u>\$ .6</u>	<u>\$ 9.4</u>	<u>\$ 2,415.1</u>

(1) Includes \$630 million and \$617 million principal amount of mortgage loans which were refinanced under FNMA's resale/refinance policy in 1981 and 1982, respectively.



As shown by the table, the level of principal payments as a percentage of FNMA's mortgage portfolio has decreased markedly during recent periods. This decrease, which has resulted in FNMA's keeping lower yielding mortgages on its books, has reduced significantly the increase in yield on its mortgage portfolio which, under more normal conditions, FNMA would otherwise have expected to realize. In addition, FNMA has been forced to rely more heavily on high cost borrowings to finance new mortgage purchases and to refund maturing indebtedness.

FNMA believes that the significant reduction in principal paydowns during recent periods was due primarily to the high interest rate environment. Because of the substantially increased cost of new financing, a major portion of home sales continues to be financed through so-called "creative" financing wherein the existing mortgage is 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. FNMA currently enforces "due-on-sale" clauses in conventional mortgages purchased by FNMA 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. However, since at least 60 percent of FNMA's portfolio loans (including all FHA and VA loans) do not contain any such clause and a number of states substantially prohibit the enforcement of such clauses in mortgages originated or assumed during certain periods prior to October 15, 1982, FNMA has been unable to prevent assumptions on a major portion of its portfolio. (See "Description of Certificates—Collection and Other Servicing Procedures" for a description of FNMA's policy for Mortgage Loans in Pools.)

Since all of the loans in FNMA's portfolio are prepayable by the borrower (in some cases with a small penalty), the moderation in interest rates since August 1982 is expected to result in a significant increase in prepayments of the high rate loans in FNMA's mortgage portfolio. This moderation in rates will also affect FNMA's yield on its adjustable rate mortgages, particularly those which are adjusted on an annual or semi-annual basis.

#### Conventional Mortgage (Whole Loan) Portfolio

The portfolio of conventional mortgages that FNMA purchased on a whole loan basis (as opposed to participation interests) consists predominantly of loans made to owner-occupants and secured by first liens on residential real property. Since 1972, FNMA has purchased \$30.0 billion of such loans and on December 31, 1982 this portfolio approximated \$24.6 billion. The loss and delinquency experience on this portfolio is summarized in the following tables. These tables exclude whole loans purchased and serviced by FNMA in summary format for which such statistics are not currently available.

#### Loss Experience

	Year Ended December 31,				
	1978	1979	1980	1981	1982
	(Dollars in millions)				
Principal Balance(1).....	\$11,383.9	\$15,864.5	\$18,060.3	\$20,268.9	\$24,567.1
Net Losses for the Period(2) .....	\$ .4	\$ .8	\$ .9	\$ .8	\$ 1.6
Net Loss Ratio(3).....	0.0035%	0.0050%	0.0050%	0.0039%	0.0065%
Total Number of Loans(1) .....	308,627	395,903	435,355	472,414	539,465
Total Number of Foreclosures for the Period.....	323	219	368	606	1,270
Percent Foreclosed(3) .....	0.1047%	0.0553%	0.0845%	0.1283%	0.2354%

(1) At end of period.

(2) Net losses are determined by subtracting from the proceeds realized on foreclosures 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 imputed interest.

(3) Ratio is based on amounts at the end of the period.

**Delinquency Experience**  
(% of Portfolio By Number of Loans)

Period of Delinquency	At December 31,				
	1978	1979	1980	1981	1982
One month.....	2.9%	2.9%	2.7%	2.9%	3.3%
Two months .....	.4	.5	.5	.5	.7
Three or more months .....	.2	.2	.1	.2	.3
Total.....	<u>3.5%</u>	<u>3.6%</u>	<u>3.3%</u>	<u>3.6%</u>	<u>4.3%</u>

While these delinquency and loss rates represent past experience, there can be no assurance that the experience on the mortgage loans in a pool serving as the basis for certificates will be as favorable.

**New Mortgage Purchase Policies**

In order to make FNMA's mortgage portfolio more responsive to fluctuations in prevailing interest rates and to better match its borrowing costs, FNMA has instituted a number of new policies. These are of considerable importance to FNMA's future, but they cannot be expected to have a substantial short-term effect on FNMA's results of operations or financial condition. They include:

- *Call Option Rider.* From November 10, 1980 to October 15, 1982, FNMA required that "call option riders" be added to conventional mortgage loans purchased by it in states where, in FNMA's judgment, the law therein either substantially restricted the enforcement of "due-on-sale" clauses or was unclear in that regard (but not where the seller was not subject to state law governing "due-on-sale" enforcement). The terms of such rider authorize FNMA to accelerate the maturity of any such loan, whether or not the underlying property is sold, at the loan's seventh anniversary. As a result of the "Garn-St Germain Depository Institutions Act of 1982," which permits the enforcement of "due-on-sale" clauses in all mortgages originated on or after October 15, 1982, FNMA no longer requires the rider.

- *Purchase of Adjustable Rate Mortgage Loans ("ARMs").* FNMA has developed standard plans applicable to the purchase of conventional mortgage loans that contain provisions for the automatic adjustment, both up and down, of their interest rates in accordance with changes in a specified index. FNMA also has entered into special negotiated purchases of ARMs that do not conform to its standard plans. FNMA has so far purchased \$3.3 billion of ARMs, has outstanding commitments totalling \$3.3 billion as of December 31, 1982 and expects that future purchases will be substantial. FNMA believes that these ARM loans will enable it to better avoid in the future the risk that its interest costs on debt will exceed the income realized on its mortgage portfolio.

- *Resale/Refinance Loans.* Since March 1981, FNMA has, in order to upgrade the yield on its portfolio, been offering financing to persons purchasing or refinancing homes that secure existing FNMA portfolio loans. These new loans are offered at interest rates that result from combining the existing balance at its original rate with an additional amount at a market rate. The resulting rate tends to be less than prevailing market rates but significantly greater than that applicable to the refinanced loan. In resale situations these refinanced loans facilitate the complete financing of the sale and discourage the assumption of the existing loan as part of a financing package. As of December 31, 1982, \$2.2 billion resale/refinance loans have been made by FNMA and, of that amount, \$956 million, or 43%, represents newly loaned money.

- *Second Mortgages.* Substantially all of the loans currently in FNMA's portfolio are secured by first liens; however, FNMA has also begun to purchase conventional loans secured by second mortgages and participations in such loans. Second mortgages generally bear higher interest rates than contemporaneous first mortgages, have shorter maturities, and are usually prepaid prior to maturity. FNMA will not purchase a second mortgage where the combined unpaid principal balances of the first and the second mortgages exceed 80% of the appraised value of the mortgaged property. At December 31, 1982, FNMA had purchased \$1.7 billion of second mortgages and had commitments to purchase \$0.2 billion.

● *Guaranteed Mortgage Pass-Through Certificates.* In November 1981, FNMA began issuing guaranteed mortgage pass-through certificates evidencing beneficial interests in pools of conventional loans that are generally sold to FNMA by lenders in exchange for certificates. FNMA began issuing similar certificates representing beneficial interests in FHA/VA mortgages and similar certificates representing beneficial interests in growing equity mortgages in October and November 1982, respectively. As of December 31, 1982, \$14.7 billion of guaranteed mortgage pass-through certificates have been issued and \$14.5 billion are outstanding. The FNMA lenders either hold the certificates or sell them to private investors. In addition, FNMA may pool mortgages from its own portfolio or may purchase mortgages from lenders in exchange for cash, assemble the mortgages in a pool, and sell the related certificates pursuant to public offerings. FNMA believes that these securities, which are modeled after the highly successful GNMA mortgage-backed security program (which applies only to U.S. government-backed mortgages), will play a significant role in its future operations. FNMA will receive fees for its origination, servicing and guaranty of certificates, a portion of which will be paid by FNMA to institutions that directly service pooled loans on behalf of FNMA. FNMA expects that the guaranteed mortgage pass-through certificates will enable it to further its statutory purpose of increasing the liquidity of residential mortgages without requiring that FNMA take the financing or "spread" risk on the pooled loans.

However, because FNMA will guarantee timely payment of loans in certificate pools, it will absorb the ultimate credit risk on all loans in these pools. This risk may be offset somewhat to the extent that sellers of pools of loans elect, in order to obtain a higher servicing fee, to remain at risk on the loans sold. If losses on loans in pools mirror losses currently being experienced by FNMA respecting conventional loans held in its own portfolio, FNMA's exposure should be minimal. If, however, the loss rate on conventional loans should appreciably increase, FNMA's losses could, to the extent not offset by recourse to sellers, become significant since it is likely that the amount of loans in such pools would be substantial, even in relation to FNMA's existing \$69.7 billion mortgage portfolio.

### CORPORATE INDEBTEDNESS

FNMA borrows more than any other privately owned corporation in the United States. Although FNMA is privately owned and its obligations (other than its outstanding mortgage-backed bonds guaranteed by GNMA) are not backed by the United States or any agency thereof, FNMA's debt has traditionally been treated as "U.S. Agency" debt in the marketplace. FNMA, as a result, has historically enjoyed ready access to funds in the private 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 December 31, 1982 FNMA's bonds and debentures that had an original maturity of one year or longer.

<u>Maturing Within</u>	<u>Principal Amount</u>	<u>Weighted Average Cost</u>
	(In millions)	
One year .....	\$13,447	11.14%
One to two years .....	12,249	11.56
Two to three years .....	12,884	12.42
Three to four years.....	7,977	11.59
Four to five years .....	5,163	11.63
Over five years .....	5,581	10.36

At December 31, 1982, FNMA had short-term notes outstanding aggregating \$11.8 billion at face amount. Such notes had a weighted average term to maturity of 141 days at such date and a weighted average cost of 10.48%.

All of the outstanding indebtedness of FNMA consists of general, unsecured obligations issued and outstanding under Section 304(b) of the Charter Act except the subordinated capital debentures (including the convertible capital debentures), which were issued under Section 304(e), and the mortgage-backed bonds, which were issued under Section 304(d). Section 304(b) provides that the aggregate amount of obligations outstanding thereunder 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 FNMA unless a greater ratio is fixed by the Secretary of HUD. The Secretary of HUD has increased this ratio to 30:1. Regulations adopted by HUD provide that this increased ratio is, in the event of a reduction in FNMA's capital, further automatically increased to such ratio as shall be necessary to include all obligations outstanding pursuant to Section 304(b). At December 31, 1982, this debt to capital ratio was 24.6:1 compared with a ratio of 22.4:1 at December 31, 1981. The increase in this ratio has been somewhat curtailed by the issuance of \$259 million of subordinated capital debentures and the September 1982 exchange of 6.3 million shares of FNMA's common stock for \$101 million of debt, which was retired.

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 indebtedness outstanding under such Section 304(b), after giving effect to the indebtedness being issued, is not greater than FNMA'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.

Section 304(d) of the Charter Act, pursuant to which the mortgage-backed bonds and the Guaranteed Mortgage Pass-Through Certificates are outstanding, contains no limitation on the amount of obligations that may be outstanding thereunder. Section 304(d) of the Charter Act provides, however, that the mortgages pledged or set aside must be sufficient at all times to make debt service payments on the securities. Mortgage-backed bonds outstanding in the amount of \$427,654,000 at December 31, 1982 are guaranteed by GNMA pursuant to Section 306(g) of the National Housing Act, and are thus backed by the full faith and credit of the United States.

Section 304(c) of the Charter Act authorizes the Secretary of the Treasury, as a public debt transaction, to purchase obligations of FNMA up to a maximum of \$2.25 billion outstanding at any one time. FNMA has not used such borrowing facility with the U.S. Treasury since its transition from government control. Although the Secretary of the Treasury is authorized to purchase the obligations of FNMA, he is under no requirement to do so. Any borrowings from the Secretary of the Treasury would be made 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 FNMA's borrowing activity and outstanding borrowings at face amounts, the respective costs of borrowings and average maturities.

### FNMA Debt Portfolio

	<u>1978</u>	<u>1979</u>	<u>1980</u>	<u>1981</u>	<u>1982</u>
(Dollars in millions)					
<b>Short-Term Notes</b>					
Issued during period					
—Amount .....	\$ 9,621	\$10,567	\$17,654	\$30,185	\$34,196
—Cost .....	8.28%	11.75%	14.29%	16.56%	12.31%
—Average Maturity—Days .....	185	198	152	98	129
Outstanding at end of period					
—Amount .....	\$ 4,357	\$ 6,593	\$ 8,578	\$ 9,189	\$11,752
—Cost .....	9.25%	12.09%	14.68%	15.47%	10.48%
—Average Maturity—Days .....	129	108	92	57	141
<b>Bonds and Debentures</b>					
Issued during period					
—Amount .....	\$10,400	\$10,056	\$11,500	\$10,221	\$20,785
—Cost .....	8.69%	9.71%	12.05%	15.26%	13.62%
—Average Maturity—Months .....	53	57	48	43	36
Outstanding at end of period					
—Amount .....	\$36,628	\$41,831	\$46,604	\$49,560	\$58,301
—Cost .....	7.90%	8.33%	9.32%	10.71%	11.55%
—Average Maturity—Months .....	50	45	41	36	32
<b>Total Debt</b>					
Issued during period					
—Amount .....	\$20,021	\$20,623	\$29,154	\$40,406	\$54,981
—Cost .....	8.49%	10.72%	13.37%	16.22%	12.82%
—Average Maturity—Months .....	30	31	22	13	16
Outstanding at end of period					
—Amount .....	\$40,985	\$48,424	\$55,182	\$58,749	\$70,053
—Cost .....	8.05%	8.81%	10.11%	11.42%	11.38%
—Average Maturity—Months .....	45	39	35	31	27

## MANAGEMENT

The senior officers of FNMA, their ages as of December 31, 1982 and business experience are as follows:

David O. Maxwell, 52, has been Chairman of the Board of Directors and Chief Executive Officer since May 1981. He served briefly as the corporation's President and Chief Operating Officer from February 1981 until his election to his present position. Prior to his employment with the corporation, Mr. Maxwell was Chairman of the Board and Chief Executive Officer of Ticor Mortgage Insurance Company.

Robert J. Mylod, 43, has been President and Chief Operating Officer since January 1983. Prior to his employment with the corporation, Mr. Mylod was President of Advance Mortgage Corporation.

Caryl S. Bernstein, 49, has been Executive Vice President since February 1982; Secretary since July 1981; and General Counsel since May 1981. Mrs. Bernstein was Senior Vice President from May 1981 until her election as Executive Vice President. Prior to her employment with the corporation, Mrs. Bernstein held a number of positions with the Overseas Private Investment Corporation (OPIC), a U.S. government agency that encourages private investment in less developed countries and insures against certain risks involved in such overseas investments. Mrs. Bernstein's most recent title at OPIC was Vice President for Insurance.

Stuart A. McFarland, 35, has been Executive Vice President and Chief Planning Officer since November 1982. Mr. McFarland was the corporation's Executive Vice President—Operations from May 1981 until his election to his present position. Prior to his employment with the corporation, Mr. McFarland held a number of positions with Ticor Mortgage Insurance Company, most recently that of President.

Arthur P. Solomon, 42, has been Executive Vice President and Chief Financial Officer since February 1982. Prior to his employment with the corporation, Mr. Solomon was Senior Vice President of Seraco Enterprises, a subsidiary of Sears, Roebuck & Co., engaged in real estate and financial services. Mr. Solomon also was a Professor in the Department of Urban Studies and Planning at the Massachusetts Institute of Technology and Executive Director of the MIT/Harvard Joint Center for Urban Studies from 1971 until 1980.

Richard R. Betchley, 33, has been Senior Vice President—Marketing and Regional Activities since February 1982. Prior to his employment with the corporation, Mr. Betchley was the Manager, Southern California Bond & Money Market Headquarters for Crocker National Bank. Mr. Betchley held a number of general management positions with Crocker National Bank, where he was employed from December 1975 until January 1982.

F. G. Gosling, 56, has been Senior Vice President—Administration since February 1982. From 1973 until assuming his present position, Mr. Gosling was the corporation's Vice President for Administration.

J. Donald Klink, 46, has been Senior Vice President for Mortgage Securities and Negotiated Transactions since June 1982. Mr. Klink was the corporation's Vice President for Mortgage Marketing from August 1981 until February 1982, when he was elected Vice President for Mortgage Securities and Negotiated Transactions. Prior to his employment with the corporation, Mr. Klink was employed by Coast Federal Savings and Loan Association for seven years, where he held the position of Senior Vice President in charge of mortgage banking.

Robert J. Mahn, 54, has been Senior Vice President—Mortgage Operations since February 1982. Mr. Mahn was the corporation's Vice President and Controller from April 1969 until June 1981, when he was elected Vice President—Mortgage Operations.

John J. Meehan, 37, has been Senior Vice President—Finance and Treasurer since February 1982. Mr. Meehan was the corporation's Vice President—Finance and Treasurer from May 1981 until his election to his present position. Prior to that, Mr. Meehan was Vice President and Fiscal Agent. Mr. Meehan has been with the corporation since 1975.

## BOARD OF DIRECTORS

The members of the Board of Directors of FNMA, their ages as of December 31, 1982 and their backgrounds are as follows:

<u>Member and Age</u>	<u>Principal Occupation and Business Experience</u>	<u>First Became Director</u>	<u>Other Directorships(1)</u>
Merrill Butler(2)—57 .....	President and Chairman of the Board, Butler Housing Corporation, a home building company, 1956 to present; Chairman of the Board, Bullard Homes Corporation, a home building company; President and Chairman of the Board of BHC Housing, Inc., a home building corporate subsidiary of Butler Housing Corporation; President, National Association of Homebuilders, 1980	1981	Commodore Corporation
James B. Coles(2)—41 .....	President and Chairman of the Board, James B. Coles, Inc., a framing contractor, 1972 to present; The Coles Development Company, Inc, a home building company, 1979 to present; C&C SunWest Contractors, Inc., 1982 to present; Pacific SunWest Marketing, Inc., 1983	1981	
Bert A. Getz(2)—45 .....	President and Director, Globe Corporation, a banking, real estate and investment company, 1975 to present	1981	Arizona Bancwest Corporation
Joseph P. Hayden—53 .....	Chairman of the Board and Chief Executive Officer, The Midland Company and its subsidiaries, financing and insuring of manufactured housing, December 1980 to present; President and Chief Executive Officer, 1961 to December 1980	1969	The Midland Company; First National Cincinnati Corporation
Carla A. Hills—48 .....	Partner, Latham, Watkins & Hills, a law firm practicing in Washington, D.C., Illinois and California, 1978 to present; Secretary, Department of Housing & Urban Development, 1975 to 1977	1982	American Airlines, Inc.; Corning Glass Works; International Business Machines Corporation; The Signal Companies, Inc.; Standard Oil Company of California
A. Oakley Hunter—66.....	Private Consultant; Chairman of the Board of Directors and Chief Executive Officer, FNMA, January 1971 to May 1981	1970	Thrift Institutions Short-Term Liquidity Fund, Inc.; Stewart Information Services Corporation
Dianne E. Ingels(2)—41 ....	Principal, Dianne Ingels and Associates, an independent real estate broker, investor and consultant, 1977 to present; President, Ingels Company, 1976 to 1977; Chairman, Colorado Springs Urban Renewal Commission, 1974 to 1976	1981	

<u>Member and Age</u>	<u>Principal Occupation and Business Experience</u>	<u>First Became Director</u>	<u>Other Directorships(1)</u>
John E. Krout—62 ....	Chairman of the Board, Germantown Savings Bank, a mutual savings bank, 1977 to present; President, Germantown Savings Bank, 1971 to 1978	1970	Chicago Title & Trust Co.; Trustee, PNB Mortgage & Realty Investors
James E. Lyon(2)—55.....	Chairman of the Board and Chief Executive Officer, River Oaks Bank and Trust Company, a commercial bank and trust company; Chairman of the Board of River Oaks Financial Corporation, and Ruska Instrument Corporation	1981	
David O. Maxwell—52 .....	Chairman of the Board of Directors and Chief Executive Officer, FNMA, May 1981 to present; President and Chief Operating Officer, FNMA, February to May 1981; Chairman of the Board and Chief Executive Officer, Ticor Mortgage Insurance Company, private mortgage insurance, 1973 to February 1981	1981	
James J. O'Leary—68 ..	Economic Consultant to United States Trust Company, a commercial bank and trust company, May 1979 to present; Vice Chairman, United States Trust Company, until May 1979	1971	Excelsior Income Shares, Inc.
John M. O'Mara—55 .....	Senior Vice President, Wertheim and Co., a securities business, July 1981 to present; Vice President, Merrill Lynch White Weld Capital Markets Group, a securities business, 1978 to July 1981; First Vice President, White Weld & Co., Inc., 1974-1978	1970	Baldwin & Lyons, Inc.
Samuel J. Simmons—55.....	Housing and Real Estate Consultant, May 1981 to present; President, National Center for Housing Management, a non-profit research and training organization, 1972 to May 1981	1978	
Richard C. Van Dusen—57	Executive Partner, Dickinson, Wright, Moon, Van Dusen & Freeman, a Detroit law firm	1981	Pennwalt Corporation; TICOR; Primark Corporation
Mallory Walker—43 .....	President, Walker & Dunlop, a mortgage banking and real estate company, 1976 to present	1981	

(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.

(2) appointed by the President of the United States.



## ACCOUNTANTS

The financial statements of Federal National Mortgage Association included herein have been examined by Peat, Marwick, Mitchell & Co., independent certified public accountants, to the extent and for the periods indicated in their report thereon. Such financial statements have been included in reliance upon the report of Peat, Marwick, Mitchell & Co. and given upon the authority of that firm as experts in accounting and auditing.

## 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, 1982 and 1981, and the related statements of operations and retained earnings, and of changes in financial position for each of the years in the three-year period ended December 31, 1982. 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, 1982 and 1981 and the results of its operations and the changes in its financial position for each of the years in the three-year period ended December 31, 1982, in conformity with generally accepted accounting principles applied on a consistent basis.

PEAT, MARWICK, MITCHELL & CO.

Washington, D.C.  
January 21, 1983

**FEDERAL NATIONAL MORTGAGE ASSOCIATION  
BALANCE SHEETS**

**Assets**

	December 31,	
	1982	1981
	(Dollars in thousands)	
Mortgage portfolio, net .....	\$69,713,984	\$59,845,826
Cash .....	22,622	18,880
U.S. Government and Federal Agency securities at cost (market value of \$631.7 million in 1982 and \$409.2 million in 1981) .....	630,869	415,024
Federal funds.....	1,799,100	632,150
Accrued interest receivable .....	687,709	510,002
Federal income taxes refundable.....	330,505	271,585
Accounts receivable and other assets.....	61,861	90,379
Acquired property and foreclosure claims, less allowance for losses of \$4.1 million in 1982 (\$3.0 million in 1981) .....	168,961	76,288
Unamortized debenture issue costs.....	51,092	37,435
<b>Total Assets.....</b>	<b>\$73,466,703</b>	<b>\$61,897,569</b>

**Liabilities and Stockholders' Equity**

**Liabilities:**

**Bonds, notes and debentures, net:**

Due within one year.....	\$25,780,576	\$17,364,845
Due after one year .....	43,833,062	41,185,713

	69,613,638	58,550,558
	1,724,274	1,369,323

Accrued interest payable .....	1,724,274	1,369,323
Mortgagors' escrow deposits, exclusive of approximately \$548.3 million held by servicers in 1982 (\$562.8 million in 1981) .....	266,231	257,377
Deferred Federal income taxes .....	488,194	410,694
Other liabilities.....	171,037	66,367

<b>Total Liabilities .....</b>	<b>72,263,374</b>	<b>60,654,319</b>
--------------------------------	-------------------	-------------------

**Stockholders' Equity:**

Common stock, \$6.25 stated value, no maximum author- ization—65,650,117 shares issued (59,317,854 shares in 1981) .....	410,313	370,737
Additional paid-in capital .....	305,750	270,673
Retained earnings.....	489,161	603,735

	1,205,224	1,245,145
	1,895	1,895

Less Treasury stock, at cost—208,926 shares .....	1,895	1,895
<b>Total Stockholders' Equity.....</b>	<b>1,203,329</b>	<b>1,243,250</b>

<b>Total Liabilities and Stockholders' Equity .....</b>	<b>\$73,466,703</b>	<b>\$61,897,569</b>
---	---------------------	---------------------

See Notes to Financial Statements

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**STATEMENTS OF OPERATIONS AND RETAINED EARNINGS**

	Year Ended December 31,		
	1982	1981	1980
	(Dollars in thousands, except per share amounts)		
Interest income:			
Mortgage portfolio.....	\$6,806,975	\$5,596,791	\$5,013,359
Less servicing fees .....	217,984	202,622	190,186
	<u>6,588,991</u>	<u>5,394,169</u>	<u>4,823,173</u>
Marketable securities.....	232,123	139,998	121,486
Total interest income .....	6,821,114	5,534,167	4,944,659
Interest on borrowings and related costs .....	7,327,570	5,997,097	4,923,619
Interest margin.....	(506,456)	(462,930)	21,040
Other income:			
Commitment fees.....	263,913	112,561	58,631
Gain on sales of mortgages.....	44,405	152	42
Guaranty fees.....	16,124	326	—
Other.....	20,617	11,883	9,434
Total other income .....	345,059	124,922	68,107
Other expenses:			
Administrative .....	60,067	49,462	44,139
Provision for losses .....	35,700	(27,600)	18,600
Total other expenses.....	95,767	21,862	62,739
Income (loss) before Federal income taxes and extraordinary item.....	(257,164)	(359,870)	26,408
Provision for Federal income taxes:			
Currently refundable .....	(200,900)	(271,300)	(138,300)
Deferred .....	77,500	101,800	150,500
	(123,400)	(169,500)	12,200
Income (loss) before extraordinary item .....	(133,764)	(190,370)	14,208
Extraordinary item: gain on early retirement of debt .....	28,899	—	—
Net income (loss).....	(104,865)	(190,370)	14,208
Retained earnings at beginning of year.....	603,735	817,748	869,499
	<u>498,870</u>	<u>627,378</u>	<u>883,707</u>
Less cash dividends declared .....	9,709	23,643	65,959
Retained earnings at end of year .....	\$ 489,161	\$ 603,735	\$ 817,748
Average number of shares outstanding, in thousands .....	60,927	59,109	58,887
Per share:			
Earnings(loss) before extraordinary item:			
Primary.....	\$ (2.20)	\$ (3.22)	\$ .24
Fully diluted .....	(2.20)	(3.22)	.23
Net earnings (loss):			
Primary.....	(1.72)	(3.22)	.24
Fully diluted .....	(1.72)	(3.22)	.23
Cash dividends.....	.16	.40	1.12

See Notes to Financial Statements

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**STATEMENTS OF CHANGES IN FINANCIAL POSITION**

	Year Ended December 31,		
	1982	1981	1980
	(Dollars in thousands)		
<b>Funds Provided:</b>			
Net income (loss) before extraordinary item.....	\$ (133,764)	\$ (190,370)	\$ 14,208
Items not (providing) using funds:			
Interest capitalized on graduated payment mortgages, net .....	(116,342)	(102,111)	(105,811)
Provision for deferred Federal income taxes, net .....	77,500	101,800	150,500
Provision for losses .....	35,700	(27,600)	18,600
Funds provided by (applied to) operations before extraordinary item .....	(136,906)	(218,281)	77,497
Extraordinary gain—No funds effect .....	—	—	—
Proceeds from issuance of debentures and bonds .....	20,743,135	10,236,006	11,480,157
Increase in short-term notes .....	2,342,988	714,575	1,904,824
Mortgage repayments, less discount amortized .....	1,224,576	1,052,168	1,630,143
Foreclosure claims collected .....	289,063	230,684	176,077
Sales of mortgages, excluding gains and losses .....	2,071,297	9,340	571
Net increase in stockholders' equity resulting from debt exchange and debenture conversions .....	103,552	5	8,646
Increase in accrued interest payable/receivable, net.....	138,727	39,815	259,283
Other items, net .....	94,412	(86,185)	(163,410)
<b>Total funds provided .....</b>	<b>26,870,844</b>	<b>11,978,127</b>	<b>15,373,788</b>
<b>Funds Applied:</b>			
Debentures and bonds retired .....	12,044,363	7,265,815	6,727,052
Mortgage purchases including refinancings, less discount .....	14,047,268	5,903,936	7,786,417
Mortgage refinancings .....	(617,033)	(630,490)	—
Dividends paid .....	9,709	23,643	65,959
<b>Total funds applied .....</b>	<b>25,484,307</b>	<b>12,562,904</b>	<b>14,579,428</b>
Increase (decrease) in cash and marketable securities .....	1,386,537	(584,777)	794,360
Cash and marketable securities, beginning of year .....	1,066,054	1,650,831	856,471
<b>Cash and marketable securities, end of year .....</b>	<b>\$ 2,452,591</b>	<b>\$ 1,066,054</b>	<b>\$ 1,650,831</b>

See Notes to Financial Statements

## FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES TO FINANCIAL STATEMENTS

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The corporation operates in the residential mortgage finance industry. Its accounting policies conform to generally accepted accounting principles. The following is a description of significant accounting policies and practices:

#### 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 which produces a level yield over the estimated life of the related mortgages.

#### Allowance for Losses

In order to recognize losses which may be sustained due to defaults on conventional mortgages, the corporation maintains an allowance for losses which is established by charges to income when the mortgages are acquired. In 1981, the corporation reduced the allowance for losses by \$42.0 million and also reduced the rate at which provisions are made for estimated losses on conventional loans.

#### Hedging

In 1982, the corporation began taking positions in interest rate futures to hedge against fluctuations in interest rates which affect the cost of planned borrowings. Results of futures activity are deferred and amortized to interest expense over the lives of the hedged borrowings. There were no open positions at December 31, 1982.

#### Commitment Fees

Commitment fees are generally recognized as income upon the execution of the commitment contract. However, commitment fees that are considered to be an adjustment to the yield on the related mortgages purchased are deferred and recognized as income using an amortization method which produces 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 and income tax reporting purposes. Provisions for deferred income taxes are made for such timing differences which pertain principally to purchase discount, the loss on sales of mortgages, and the provision for losses on conventional mortgages.

#### Earnings Per Share

Earnings per share are computed on the weighted average number of shares outstanding.

Fully diluted earnings per share are computed on the assumption that all outstanding convertible capital debentures were converted at the beginning of the year, after increasing earnings for the related interest expense, net of Federal income taxes.

#### Reclassifications

Reclassifications and changes in format have been made in the Balance Sheet and Statement of Operations for 1982. The Statements for 1981 and 1980 have been conformed to achieve comparability.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

**INCOME TAXES**

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

	<u>1982</u>	<u>1981</u>	<u>1980</u>
	(Dollars in millions)		
Losses on sales of participation interests in mortgages .....	\$ —	\$ 35.9	\$ 97.9
Amortization of purchase discount .....	71.3	48.9	51.1
Provision for losses—conventional mortgages .....	0.8	19.7	(4.0)
Other items.....	<u>5.4</u>	<u>(2.7)</u>	<u>5.5</u>
Total deferred Federal income tax expense .....	<u>\$77.5</u>	<u>\$101.8</u>	<u>\$150.5</u>

The Internal Revenue Service has completed its audits of the corporation's Federal income tax returns for the years 1976-1978, and all issues have been resolved. Audits of the corporation's Federal income tax returns for the years 1979-1981 are in process. All disputed amounts relate to items for which deferred taxes have been provided and therefore will have no material 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 permanent, full-time employees of the corporation are covered by the non-contributory Federal National Mortgage Association Retirement Plan or the contributory Civil Service Retirement Law. Pension expenses for these plans were \$.8 million and \$.2 million, respectively, for the year ended December 31, 1982 (\$2.5 million and \$.3 million in 1981, and \$2.6 million and \$.3 million in 1980). The corporation makes annual contributions to the plans equal to the amounts accrued for pension expense, which includes, as to the corporation's defined benefit pension plan, amortization over 10 years of unfunded past service costs or actuarial surplus. Accumulated plan benefits and plan assets for the corporation's defined benefit pension plan at January 1 are presented below:

	<u>1982</u>	<u>1981</u>
	(Dollars in millions)	
Actuarial present value of accumulated plan benefits:		
Vested .....	\$ 4.1	\$ 3.7
Nonvested .....	<u>1.8</u>	<u>2.6</u>
Total accumulated benefits .....	<u>\$ 5.9</u>	<u>\$ 6.3</u>
Net assets available for benefits.....	<u>\$23.1</u>	<u>\$18.0</u>

The annual rate of return assumed and the actuarial present value rate for determining accumulated plan benefits were changed in 1982 to 7.5 percent from 6.0 percent in 1981. These changes were made to reflect current expectations as to future plan experience and had the effect of reducing the annual pension expense by \$1.6 million and the actuarial present value of accumulated plan benefits by \$2.1 million.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

**MORTGAGE PORTFOLIO, NET**

The mortgage portfolio balances consist of the following components:

	December 31,	
	1982	1981
	(Dollars in millions)	
Home mortgages:		
First mortgages:		
Government insured or guaranteed:		
Whole loans .....	\$33,730	\$34,551
Participations .....	12	—
	33,742	34,551
Conventional fixed rate:		
Whole loans .....	24,662	20,167
Participations .....	3,127	986
	27,789	21,153
Conventional adjustable rate:		
Whole loans .....	2,775	102
Participations .....	557	5
	3,332	107
Second mortgages:		
Whole loans .....	382	—
Participations .....	1,254	175
	1,636	175
Project mortgages:		
Government insured .....	5,284	5,426
Conventional .....	31	—
	5,315	5,426
Total unpaid principal balance .....	71,814	61,412
Less:		
Unamortized discount .....	1,972	1,463
Allowance for losses .....	128	103
	\$69,714	\$59,846



**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

**BONDS, NOTES AND DEBENTURES, NET**

Bonds, notes and debentures consist of the following:

	December 31,	
	1982	1981
	(Dollars in millions)	
<b>Due within one year:</b>		
Short-term notes—net of \$418 million discount in 1982 (\$198 million in 1981) .....	\$11,334	\$ 8,991
Debentures .....	14,434	8,255
Mortgage-backed bonds .....	13	119
Total due within one year .....	25,781	17,365
<b>Due after one year:</b>		
Debentures .....	41,825	39,472
Mortgage-backed bonds .....	464	428
Capital debentures—net of \$21 million discount in 1982 .....	1,509	1,250
Convertible capital debentures .....	35	36
Total due after one year .....	43,833	41,186
	\$69,614	\$58,551

Short-term notes are general obligations of the corporation. These notes are issued in both discount and interest-bearing form. Maturities range up to 360 days, and denominations range from \$5,000 to \$1,000,000 with a minimum original purchase of \$50,000. The corporation had short-term notes outstanding of \$11.8 billion at December 31, 1982 and \$9.2 billion at December 31, 1981. The largest amount of short-term notes outstanding at any month-end was \$11.9 billion in 1982; in 1981, \$10.4 billion. The average cost to the corporation of notes outstanding at December 31, 1982 and 1981 was 10.5 percent and 15.5 percent, respectively. These rates represent the effective average cost computed on a 365-day basis including commission, and for 1982, the effect of related hedging activity. The average remaining terms were approximately 141 and 57 days at December 31, 1982 and 1981, respectively. The average aggregate amount of notes outstanding during 1982 was \$9.0 billion at an average cost of 13.27 percent; during 1981, it was \$8.8 billion at an average cost of 16.6 percent.

The corporation has a \$300 million line of credit with a group of commercial banks. The total amount is available to FNMA on the same day. Interest on any borrowings is calculated at the prime rate used by Continental Illinois National Bank and Trust Company of Chicago. The credit agreement is terminable by either party on the anniversary date with 45 days prior written notice.

Section 304(c) of the FNMA Charter Act authorizes the Secretary of the Treasury, as a public debt transaction, to purchase obligations of the corporation up to a maximum of \$2.25 billion outstanding at any one time. The interest rate on such obligations is to be based upon the average rate on outstanding marketable obligations of the United States as of the last day of the month preceding the date of making such purchases.

The corporation did not utilize the commercial line of credit or the Treasury borrowing authority in 1982 or 1981.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

A summary of bonds and debentures due after one year follows:

(Dollars in millions)	December 31,			
	1982		1981	
	Weighted Average Interest Rates	Amount Outstanding	Weighted Average Interest Rates	Amount Outstanding
<u>Maturity</u>				
<b>Debentures:</b>				
1983 .....	—%	\$ —	10.34%	\$10,047
1984 .....	11.53	12,225	11.21	10,425
1985 .....	12.42	12,350	11.59	8,950
1986 .....	11.72	7,600	10.82	4,800
1987 .....	11.59	5,150	9.21	2,150
1988-1992 .....	10.55	4,346	10.12	2,900
1993-1997 .....	7.10	154	—	—
1998-2001 .....	—	—	7.10	200
	11.72	<u>41,825</u>	10.82	<u>39,472</u>
<b>Mortgage-backed Bonds:</b>				
1983 .....	—	—	8.47	12
1984 .....	7.30	24	7.16	23
1985 .....	6.76	34	6.61	34
1986 .....	6.33	77	6.28	76
1987 .....	9.08	13	9.00	12
1988-1992 .....	8.76	256	8.70	248
1993-1997 .....	10.37	32	9.00	20
1998-2001 .....	12.85	28	9.00	3
	8.50	<u>464</u>	8.04	<u>428</u>
<b>Capital Debentures:</b>				
1985 .....	11.70	500	11.70	500
1986 .....	8.15	300	8.15	300
1989 .....	15.25	200	—	—
1997 .....	7.40	250	7.40	250
2002 .....	8.20	280	8.20	200
		<u>1,530</u>		<u>1,250</u>
Less Discount .....		<u>(21)</u>		—
	10.12	<u>1,509</u>	9.43	<u>1,250</u>
<b>Convertible Capital Debentures:</b>				
1996 .....	4.38	35	4.38	36
<b>Total .....</b>	<b>11.62%</b>	<b><u>\$43,833</u></b>	<b>10.74%</b>	<b><u>\$41,186</u></b>

The convertible capital debentures are convertible into 1.8 million shares of common stock at a price of \$19.63 per share, subject to adjustment in certain events. Such debentures are redeemable, at the option of the corporation, at par.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

The 7.40 percent and 8.20 percent 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.

Pursuant to the corporation's Charter Act and related regulations, approval of the Secretary of Housing and Urban Development is required prior to a change in the stockholding requirements for servicers or the issuance of any common stock of the corporation. In addition, no debt instrument may be issued without the approval of the Secretary of the Treasury. The maximum amount of the corporation's general obligations (those neither subordinated nor secured) outstanding at any one time may not exceed 30 times the sum of its stockholders' equity and outstanding subordinated obligations. Subordinated obligations include the capital debentures and the convertible capital debentures. The secured obligations, mortgage-backed bonds, of which \$477 million were outstanding at December 31, 1982 and \$547 million at December 31, 1981, were issued pursuant to authority contained in the Charter Act to issue and sell securities based upon mortgages set aside from the corporation's portfolio. There is no limitation on the amount of such obligations that may be outstanding. Under the provisions of a Trust Indenture entered into as of May 15, 1970 with Government National Mortgage Association ("GNMA"), as amended, \$428 million of the mortgage-backed bonds outstanding at December 31, 1982 and all of the mortgage-backed bonds outstanding at December 31, 1981 are guaranteed as to principal and interest by GNMA. Trust assets of approximately \$867 million at December 31, 1982 and \$947 million at December 31, 1981, consisting of the aggregate unpaid principal balances of specified mortgages, and U. S. Government and Federal Agency securities, are restricted for the payment of principal and interest on the mortgage-backed bonds and are included in the accompanying balance sheets. Interest earned on trust assets exceeds bond interest requirements.

Annual maturities of all debt for the years 1984-1988 are \$12.2, \$12.9, \$8.0, \$5.2 and \$2.1 billion, respectively.

**COMMON STOCK**

Net proceeds in excess of stated value of newly issued shares of common stock and net proceeds in excess of cost of treasury stock sold are credited to additional paid-in capital. Purchases of treasury stock are recorded at cost. Transactions in common stock, treasury stock and additional paid-in capital accounts for the years 1980, 1981 and 1982 are summarized as follows:

**Transactions in Common Stock, Treasury Stock and Additional Paid-in Capital Accounts**

(Dollars and shares in thousands)	<u>Shares Outstanding</u>	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Treasury Stock</u>
Balance, January 1, 1980.....	58,666	\$367,966	\$264,793	\$1,895
Conversion of convertible debentures.....	443	2,769	5,877	—
Balance, December 31, 1980.....	59,109	370,735	270,670	1,895
Conversion of convertible debentures.....	—	2	3	—
Balance, December 31, 1981.....	59,109	370,737	270,673	1,895
Conversion of convertible debentures.....	41	259	565	—
Shares issued in exchange for outstanding debentures ....	6,291	39,317	34,512	—
Balance, December 31, 1982.....	<u>65,441</u>	<u>\$410,313</u>	<u>\$305,750</u>	<u>\$1,895</u>

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

In September 1982, FNMA entered into a nontaxable transaction which 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. Had this transaction and all conversions of convertible debentures during the year taken place on January 1, 1982, the net loss per share for 1982 would have been \$1.56 (\$2.00 before extraordinary item).

In 1982, the corporation adopted a performance share plan that makes awards to officers for three four-year periods starting in 1982, 1983 and 1984, provided certain financial goals are attained. Accordingly, 181,000 contingent performance shares (generally to be paid, if earned, half in cash and half in stock) were awarded for the 1982-85 period. Not more than 200,000 shares of common stock will be distributed under the Plan.

**COMMITMENTS AND CONTINGENCIES**

**Portfolio**

The corporation had outstanding at December 31, 1982 mandatory delivery commitments for the purchase of \$3.3 billion of mortgages at an average net yield of 12.85 percent compared with \$0.4 billion at 16.12 percent at December 31, 1981.

The corporation also issues commitments under which delivery of mortgages is optional at the discretion of the seller. The corporation had \$0.4 billion of such commitments (including \$0.1 billion relating to mortgages to be refinanced) at an average net yield of 13.43 percent outstanding at December 31, 1982, compared with \$1.5 billion (including \$0.2 billion relating to mortgages to be refinanced) at 16.18 percent at December 31, 1981. Further, the corporation had market-rate and standby commitments outstanding of \$3.9 billion at December 31, 1982, compared with \$1.7 billion at December 31, 1981. The yield on market-rate commitments and conversions of standby commitments is set on the date of conversion.

**Mortgage-Backed Securities**

The corporation packages pools of mortgages in pass-through securities ("FNMA Mortgage-Backed Certificates") and guarantees the payment of principal and interest. The outstanding principal balance of the pools was \$14.5 billion at December 31, 1982 compared with \$0.7 billion at December 31, 1981. These securities represent interests primarily in fixed rate mortgages held in trust by FNMA. The pools of mortgages are not assets of FNMA, nor are the outstanding securities liabilities of the corporation. FNMA as issuer and guarantor of the mortgage-backed securities is obligated to disburse scheduled monthly installments of principal and interest, whether or not such amounts have actually 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 FNMA or the participating lender from whom the mortgages were acquired can assume the foreclosure loss risk on the mortgages in a pool. FNMA establishes by charges to income a liability for estimated foreclosure losses for the securities on which the corporation has assumed the risk of loss. The outstanding principal balance of mortgage-backed securities on which FNMA has the foreclosure loss risk was \$3.1 billion at December 31, 1982 compared with \$0.3 billion at December 31, 1981. The amount of the related liability for estimated foreclosure losses was \$4.7 million at December 31, 1982 and \$0.8 million at December 31, 1981.

At December 31, 1982, the corporation had commitments outstanding to issue and guarantee \$2.2 billion of mortgage-backed securities when the related mortgages are delivered by participating lenders at their option, compared with \$2.3 billion at December 31, 1981. At December 31, 1982 the corporation also had \$0.1 billion in outstanding mandatory delivery commitments to issue guaranteed mortgage-backed securities, compared with \$0.3 billion at December 31, 1981.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

**UNAUDITED INTERIM PERIOD RESULTS OF OPERATIONS**

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

	1982 Quarter Ended			
	December	September	June	March
	(Dollars in thousands, except per share amounts)			
Interest margin .....	\$ (77,464)	\$(144,514)	\$(147,454)	\$(137,024)
Commitment fees .....	57,070	56,845	80,333	69,665
Gain (loss) on sales of mortgages .....	18,259	22,943	2,398	805
Guaranty fees .....	7,613	4,624	2,611	1,276
Other income .....	5,539	6,950	4,400	3,728
Other expenses.....	(31,083)	(24,771)	(22,233)	(17,680)
Loss before Federal income taxes and extraor- dinary item.....	(20,066)	(77,923)	(79,945)	(79,230)
Federal income taxes.....	(14,400)(a)	(35,800)	(36,800)	(36,400)
Loss before extraordinary item.....	(5,666)	(42,123)	(43,145)	(42,830)
Extraordinary item: Gain on early retirement of debt .....	—	28,899(b)	—	—
Net loss .....	<u>\$ (5,666)</u>	<u>\$ (13,224)</u>	<u>\$ (43,145)</u>	<u>\$ (42,830)</u>
Per share:				
Loss before extraordinary item (c).....	\$ (.09)	\$ (.71)	\$ (.73)	\$ (.72)
Net loss (c).....	(.09)	(.22)	(.73)	(.72)
Cash dividends.....	.04	.04	.04	.04
	1981 Quarter Ended			
	December	September	June	March
	(Dollars in thousands, except per share amounts)			
Interest margin .....	\$(172,713)	\$(173,620)	\$(81,296)	\$(35,301)
Commitment fees .....	57,793	31,865	16,638	6,265
Gain (loss) on sales of mortgages .....	371	(73)	(146)	—
Guaranty fees .....	326	—	—	—
Other income .....	4,687	4,071	1,753	1,372
Other expenses.....	(21,312)	(14,057)	27,455(d)	(13,948)
Loss before Federal income taxes.....	(130,848)	(151,814)	(35,596)	(41,612)
Federal income taxes.....	(60,100)	(72,300)	(17,100)	(20,000)
Net loss .....	<u>\$ (70,748)</u>	<u>\$ (79,514)</u>	<u>\$ (18,496)</u>	<u>\$ (21,612)</u>
Per share:				
Net loss.....	\$ (1.20)	\$ (1.34)	\$ (.31)	\$ (.37)
Cash dividends.....	.04	.04	.16	.16

(a) Federal legislation that alters FNMA's tax status to give it a tax loss carryback and carryforward treatment for operating losses comparable to that of other financial institutions (10-year carryback and 5-year carryforward) was enacted in October 1982. This legislation gives FNMA access to refunds not otherwise available. Federal income taxes recorded in the fourth quarter include an appropriate adjustment for this change in circumstances.

(b) In September 1982, the corporation entered into a nontaxable transaction which 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.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Continued**

(c) The total of the four quarters does not equal the amount for the year since the amount for each period is independently calculated based on the weighted average number of shares outstanding during that period

(d) Results for the second quarter of 1981 and year ended December 31, 1981 include a \$42.0 million reduction in the allowance for loan losses. There was also a decrease in the rate of providing for losses on conventional loans which resulted in a reduction in the loss provision of \$1.0 million in the second quarter, \$3.2 million in the third quarter and \$4.1 million in the fourth quarter of 1981. Exclusive of these reductions, the 1981 second quarter, third quarter, fourth quarter and yearly loss would have been \$40.9 million, \$81.2 million, \$73.3 million and \$217.0 million or \$ .69, \$1.37, \$1.24, and \$3.67 per share, respectively.

**UNAUDITED FINANCIAL DATA ADJUSTED FOR EFFECTS OF CHANGING PRICES**

The corporation is subject to a requirement, promulgated by the Financial Accounting Standards Board (FASB), that it provide supplementary financial information which is intended to disclose the impact of changing prices (inflation) on its financial condition and the results of operations. As a financial institution, the corporation does not maintain inventories or significant amounts of plant and equipment. Accordingly, the adjustments to income required by the statement are not material and need not be reported.

The FASB statement provides that the impact of inflation on the corporation's financial condition be shown by reporting the loss from decline in purchasing power of its net monetary assets. For FNMA, the definition of net monetary assets includes virtually all assets and liabilities of the corporation. Net monetary assets are, therefore, approximately equivalent to stockholders' equity. The loss from decline in purchasing power is required to be measured by restating net monetary assets in constant dollars using the Consumer Price Index for All Urban Consumers.

In accordance with the FASB statement, an unaudited five-year comparison of the impact of changing prices on certain financial data is shown below.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION**  
**NOTES TO FINANCIAL STATEMENTS—Concluded**

**Financial Data Adjusted for Effects of Changing Prices**

(Dollars in millions, except per share amounts)	<u>1982</u>	<u>1981</u>	<u>1980</u>	<u>1979</u>	<u>1978</u>
<b>Interest margin:</b>					
As reported.....	\$ (506)	\$ (463)	\$ 21	\$ 322	\$ 368
In constant dollars (1).....	(506)	(491)	25	429	545
<b>Net income (loss):</b>					
As reported.....	(105)	(190)	14	162	209
In constant dollars (1).....	(105)	(202)	17	215	309
<b>Net monetary assets at end of year:</b>					
As reported.....	1,164	1,204	1,419	1,461	1,329
In constant dollars (1).....	1,143	1,232	1,585	1,833	1,888
<b>Loss in purchasing power of average net monetary assets.....</b>	<b>49</b>	<b>125</b>	<b>197</b>	<b>232</b>	<b>159</b>
<b>Per share:</b>					
<b>Fully diluted earnings (loss):</b>					
As reported.....	(1.72)	(3.22)	.23	2.68	3.47
In constant dollars (1).....	(1.72)	(3.42)	.27	3.57	5.14
<b>Cash dividends:</b>					
As reported.....	.16	.40	1.12	1.28	1.15
In constant dollars (1).....	.16	.42	1.31	1.70	1.70
<b>Year-end market price:</b>					
As reported.....	24.50	8.50	11.88	16.13	16.25
In constant dollars (1).....	24.06	8.70	13.28	20.23	23.09
<b>Average consumer price index.....</b>	<b>2.891</b>	<b>2.724</b>	<b>2.468</b>	<b>2.174</b>	<b>1.954</b>

(1) Constant dollars are computed by reference to the Consumer Price Index for All Urban Consumers and are expressed in average 1982 dollars.